

Filing Fee: \$150.00  
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 119659



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.  
JUL 31 11 33 AM '01

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY  
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Vicor Corporation <sup>ok</sup>

2. It is incorporated under the laws of Delaware

3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:  
N/A

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:  
N/A

4. The date of its incorporation is November 10, 1981 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o CT Corporation, 1209 Orange Street, Wilmington, Delaware

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street  
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)

that address is C.T CORPORATION SYSTEM  
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

To establish a fabless semiconductor company to design, develop, manufacture and market power IC products, and to conduct or engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of

8. The names and respective addresses of the directors and officers are: See Exhibit A, attached Delaware.

	<u>Name</u>	<u>hereto</u>	<u>Address</u>
Director	_____	_____	_____
Director	_____	_____	_____
President	_____	_____	_____
Vice President	_____	_____	_____
Treasurer	_____	_____	_____
Secretary	_____	_____	_____

FILED

JUL 31 2001

By [Signature]

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>62,000,000</u>	<u>common</u>		<u>\$0.01 per share</u>
<u>14,000,000</u>	<u>common</u>	<u>B</u>	<u>\$0.01 per share</u>
<u>1,000,000</u>	<u>preferred</u>		<u>\$0.01 per share</u>

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>36,663,993</u>	<u>common</u>		<u>\$0.01 per share</u>
<u>11,993,348</u>	<u>common</u>	<u>B</u>	<u>\$0.01 per share</u>

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 170,000,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 1,000,000.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.6%. [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 250,000,000.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ -0-.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0% [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: July 19, 2001

Vicor Corporation  
 Print Exact Name of Corporation Making Application  
 By [Signature]  
 President or  Vice President (check one)  
 AND  
 By [Signature]  
 Secretary or  Assistant Secretary (check one)

STATE OF Massachusetts  
 COUNTY OF Essex

In Andover, Ma., on this 19<sup>th</sup> day of July, 2001, personally appeared before me Mark Blagden, James G. Hermin who, being by me first duly sworn, declared that he/she is the Secretary & Vice President Financial Services of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]  
 Notary Public  
 My Commission Expires: September 7, 2001

## **Exhibit A\***

### Directors

Patrizio Vinciarelli, Chairman  
Estia J. Eichten  
Jay M. Prager  
Barry Kelleher  
David T. Riddiford  
M. Michael Ansour  
Samuel Anderson

### Executive Officers

Patrizio Vinciarelli, Chairman of the Board, President and Chief Executive Officer  
Jay M. Prager, Senior Vice President, Technology of the Corporation  
Barry Kelleher, Senior Vice President, Global Operations of the Corporation  
David W. Nesbitt, Senior Vice President, North and South American Sales  
Mark A. Glazer, Chief Financial Officer, Treasurer and Secretary  
Larry C. Gretzinger, Vice President, Quality  
Thomas A. St. Germain, Vice President, Financial Services  
H. Allen Henderson, Vice President  
Douglas Richardson, Vice President, Chief Information Officer

\*The address of Mr. Eichten is: c/o Fermi National Accelerator Laboratory, Kirk Road and Pine Street, Batavia, IL 60510. The address of each other person named is c/o Vicor Corporation, 25 Frontage Road, Andover, MA 01810.

State of Delaware  
*Office of the Secretary of State*      PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "VICOR CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE TWELFTH DAY OF MARCH, A.D. 1990, AT 1 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE FOURTH DAY OF DECEMBER, A.D. 1990, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTEENTH DAY OF MAY, A.D. 1991, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SECOND DAY OF JULY, A.D. 1992, AT 4:30 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1256178

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DATE: 07-23-01