

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF
MEDTRONIC, INC.**

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is Medtronic, Inc.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island:)

THIRD: It is incorporated under the laws of Minnesota

FOURTH: The date of its incorporation is April 23, 1957 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 3055 Old Highway 8, P. O. Box 1453,
Minneapolis, Minnesota 55440

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster
Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

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

**Sale and service of medical electronic
equipment and related products.**

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	
	Director	
	Director	
	President	
	Vice President	SEE ATTACHED LIST
	Secretary	
	Treasurer	

NINTH: 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 per Share or Statement that Shares are without Par Value</u>
250,000	Preferred	-	\$1.00
14,000,000	Common	-	\$.10

TENTH: 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 per Share or Statement that Shares are without Par Value</u>
none	Preferred	-	\$1.00
7,432,650	Common	-	\$.10

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 743,265

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 58,078,841

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ none

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 99,000,000

FIFTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 314,000

SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June 30, 1976

MEDTRONIC, INC.

[Exact Corporate Name of Corporation Making Application]

By Dale R. Olseth

Its President

and Lawrence Palmer

Its Secretary

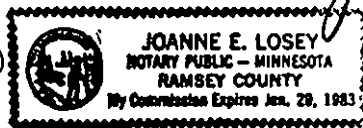
STATE OF MINNESOTA

COUNTY OF HENNEPIN

} Sc.

At Minneapolis in said County on the 30th day of June 1976, before me personally appeared Dale R. Olseth, who being by me first duly sworn, declared that he is the President of Medtronic, Inc., that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)



Joanne E. Losey
Notary Public

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AUTHORITY
OF

I, _____ Secretary of State of the State of Rhode Island hereby certify that duplicate originals of an Application of _____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have been received in this office and are found to conform to law, and that the foregoing is a duplicate original of the Application for such Certificate.

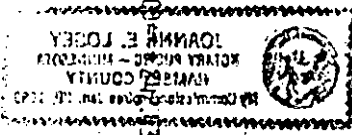
Witness my hand and the seal of the State of Rhode Island this _____ day of

19 .

Secretary of State

pm
JUL 15 1976

REC'D
JUL 15-76 STATE 1292



OFFICERS AND DIRECTORS
OF
MEDTRONIC, INC.

<u>Name</u>	<u>Position</u>	<u>Address</u>
Earl E. Bakken	Chairman of the Board and Director	639 Driftwood Court New Brighton, MN 55112
Dale R. Olseth	President, Chief Executive Officer and Director	132 Homedale Road Hopkins, MN 55343
Charles F. Cuddihy, Jr.	Executive Vice President and Director	16993 Chiltern Hills Dr. Minnetonka, MN 55343
B. J. Amdahl	Executive Vice President	1930 Major Avenue North Minneapolis, MN 55422
Lawrence Perlman	Executive Vice President, Secretary	2366 W. Lake Isles Blvd. Minneapolis, MN 55405
Norman Dann	Senior Vice President	5285 Howards Point Road Shorewood, MN 55331
Alan R. Kahn, M.D.	Senior Vice President	115 Hampshire Avenue No. Minneapolis, MN 55427
George M. Heenan	Senior Vice President	6231 Chowen Avenue North Minneapolis, MN 55429
Donald R. Stone	Senior Vice President	1721 Canyon Lane N.W. New Brighton, MN 55112
Charles D. Ray, M.D.	Vice President	2120 Huntington Point Rd. Wayzata, MN 55391
Richard L. Fast	Vice President	8325 Julianne Terrace Minneapolis, MN 55427
Edward F. Sweeney	Vice President	2620 Urbandale Lane Wayzata, MN 55391
Gerald D. Van Eeckhout	Vice President	10433 Alabama Circle Minneapolis, MN 55438
Gerald C. Planchon	Vice President	6 Rue Danton 75006 Paris
Richard W. Nunn	Treasurer	7755 Spring Lake Park Rd. Minneapolis, MN 55432

Stanley W. Bakke	Assistant Secretary	5847 Hobe Lane White Bear Lake, MN 55110
William E. Drake	Assistant Secretary	2708 Irving Avenue South Minneapolis, MN 55408
Irving S. Rappaport	Assistant Secretary	1501 Spring Valley Road Minneapolis, MN 55422
Robert Gaertner	Assistant Treasurer	128 Prospect Avenue South Minneapolis, MN 55419
Thomas E. Holloran	Director	5625 Christmas Lake Point Excelsior, MN 55331
Leslie F. Kotval	Director	4205 Stinson Blvd. N.E. Minneapolis, MN 55421
William F. Dietrich	Director	3430 List Place, #1503 Minneapolis, MN 55416
Gerald Simonson	Director	5813 Jeff Place Minneapolis, MN 55436
Richard Schall	Director	4611 Townes Circle Edina, MN 55424
Richard Swalin	Director	16 Red Fox Road St. Paul, MN 55110