

Filing Fee: \$150.00

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

ID Number:

102562



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

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:

1. The name of the corporation is KLA-Tencor Corporation
2. It is incorporated under the laws of Delaware
3. The name which it elects to use in Rhode Island is _____

(If 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.)

4. The date of its incorporation is July 9, 1975 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 _____
The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street,
Wilmington, Delaware 19801
6. The address of its proposed registered office in Rhode Island is 123 Dyer Street
Providence, RI 02903 and the name of its proposed registered agent in
(City/Town) (Zip Code)

Rhode Island at that address is C T Corporation System

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

See attached purpose clause

8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	<u>See attached list of directors.</u>	
Director		
President	<u>See attached list of officers</u>	
Vice President		
Secretary		
Treasurer		

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BY

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
250,000,000	Common Stock	(No series)	\$0.001
1,000,000	Preferred Stock	(No series)	\$0.001

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
84,893,408	Common Stock	(No series)	\$0.001
0	Preferred Stock	(No series)	\$0.001

11. 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 0.00%; and 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 0.00%.

12. An estimate of the value of all property to be owned by it for the following year wherever located is \$ 292,279,000

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 0

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 1,031,824,000

15. An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during the following year is \$ 21,186

16. This application is accompanied by certified copies 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 Feb 23, 19 98

KLA-Tencor Corporation

(Exact Corporate Name of Corporation Making Application)

By Frederick L. Ball
☐ President or ☒ Vice President (check one)

Frederick L. Ball

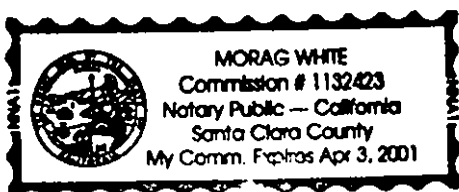
AND

By Lisa C. Berry
☐ Secretary or ☒ Assistant Secretary (check one)

Lisa C. Berry

STATE OF California
COUNTY OF Santa Clara

In San Jose, on this 23rd day of February, 19 98, personally appeared before me Lisa C. Berry, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.



Morag White
Notary Public
My Commission Expires: April 3 2001

Appendix to Rhode Island
Duplicate Original of Application for Certificate of Authority

**Directors of
KLA-Tencor Corporation**

1. Kenneth Levy
19800 Glen Una Drive
Saratoga, California 95070
2. Jon D. Tompkins
12740 Summerhill Court
Los Altos, California 94024
3. Kenneth L. Schroeder
14545 Manuella Road
Los Altos Hills, California 94022
4. James W. Bagley
101 Fire Bird Cove
Lakeway, Texas 78734
5. Edward W. Barnholt
26076 Altadena Drive
Los Altos Hills, California 94022
6. Leo J. Chamberlain
P.O. Box 204
Captain Hook, Hawaii 96704
7. Richard J. Elkus, Jr.
328 Walsh Road
Atherton, California 94027
8. Dean O. Morton
25857 Westwind Way
Los Altos Hills, California 94022
9. Yoshio Nishi, Ph.D.
4548 Emerson Drive
Plano, Texas 75093
10. Samuel Rubinovitz
2550 Harborside Drive, Apt. 334
Long Boat Key, Florida 34228
11. Dag Tellefsen
236 Park Lane
Atherton, California 94025
12. Lida Urbanek
75 Tuscaloosa Avenue
Atherton, California 94027

Appendix to Rhode Island
Application for Certificate of Authority

**Officers of
KLA-Tencor Corporation**

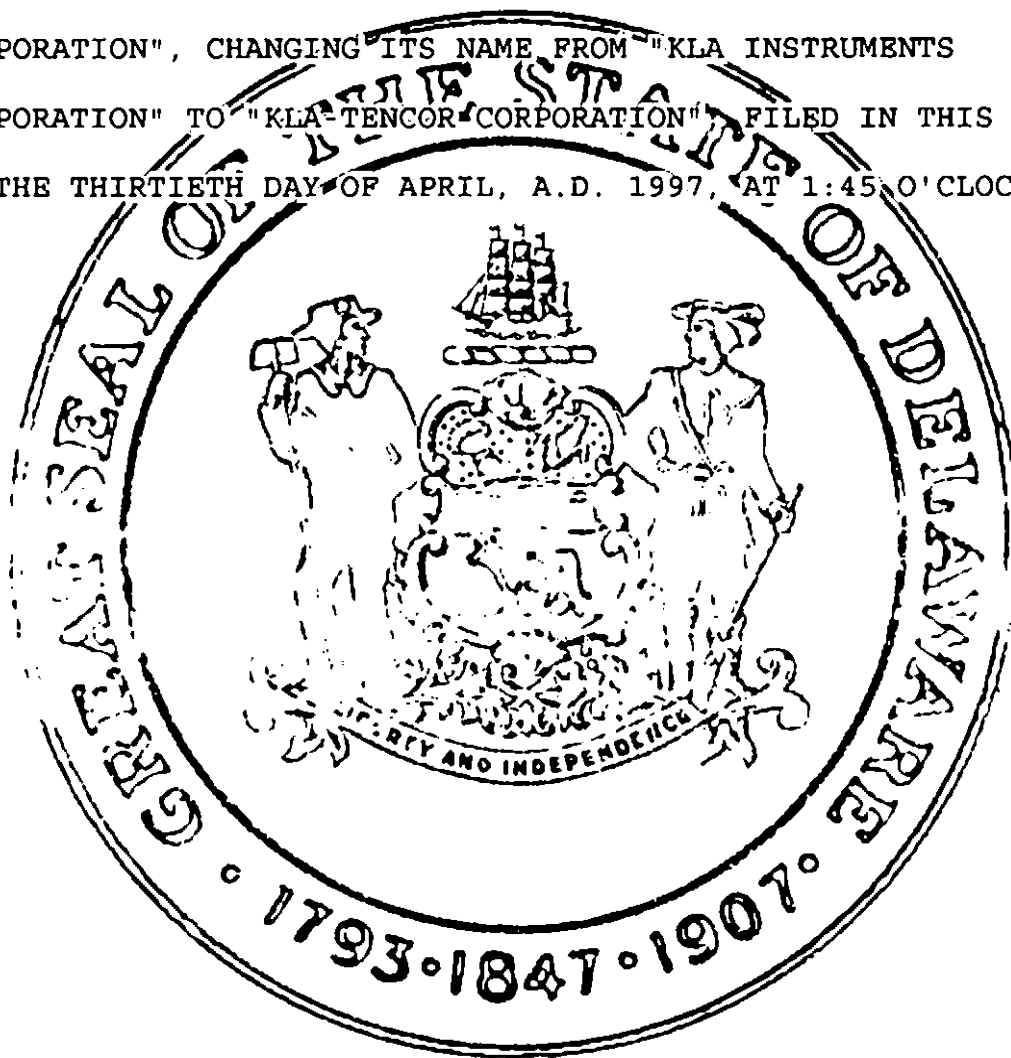
1. Kenneth Levy, Chairman of the Board
160 Rio Robles
San Jose, California 95134
2. Jon D. Tompkins, Chief Executive Officer
160 Rio Robles
San Jose, California 95134
3. Kenneth L. Schroeder, President and COO
160 Rio Robles
San Jose, California 95134
4. Robert J. Boehlke, Executive Vice President and Chief Financial Ofcr
160 Rio Robles
San Jose, California 95134
5. Frederick A. Ball, Vice President Finance and Accounting
One Technology Drive
Milpitas, California 95035
6. Gary E. Dickerson, Group Vice President Yield Management Solutions
160 Rio Robles
San Jose, California 95134
7. Samuel Harrell, Ph.D., Sr. Vice President Strategic Business
Development
160 Rio Robles
San Jose, California 95134
8. Neil Richardson, Group Vice President Metrology
160 Rio Robles
San Jose, California 95134
9. Arthur P. Schnitzer, Acting Merger Integration Manager
160 Rio Robles
San Jose, California 95134
10. Graham J. Siddall Ph.D., Exec. Vice President Wafer Inspection
Operations
One Technology Drive
Milpitas, California 95035
11. Lisa C. Berry, Vice President and General Counsel
160 Rio Robles
San Jose, California 95134

Appendix to Application for Certificate of Authority (cont)

12. Larry W. Sonsini, Secretary
650 Page Mill Road
Palo Alto, California 94304

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "KLA INSTRUMENTS CORPORATION", CHANGING ITS NAME FROM "KLA INSTRUMENTS CORPORATION" TO "KLA-TENCOR CORPORATION" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 1997, AT 1:45 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9294881

DATE:

09-10-98