

Filing fee: \$150.00  
License fee: \$15.00 minimum  
(Section 7-1.1-124)

# State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RI 02903

Corp. I.D. # 95665

## APPLICATION FOR CERTIFICATE OF AUTHORITY OF

The Cornwell Quality Tools Company

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 The Cornwell Quality Tools  
Company

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 Ohio

FOURTH: The date of its incorporation is November 14, 1919 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 667 Seville Road, Wadsworth, Ohio 44281

SIXTH: The address of its proposed registered office in Rhode Island is  
123 Dyer Street, Providence, Rhode Island 02903 and the name of its proposed registered agent in Rhode Island at that address is C.T. Corporation System

C.T. CORPORATION SYSTEM

*Joyce A. Donahue*  
Signature  
Joyce A. Donahue, Asst. Secretary

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

To treat, temper, forge and process metals of all kinds; to distribute, acquire, purchase, sell, exchange and deal in tools, appliances, goods, wares and merchandise of all kinds; to engage in inventing and improving processes of manufacturing metal products and to acquire patents, and licenses to manufacture patented articles and to do all things incidental, convenient or necessary to accomplish the purposes set forth in the Articles of Incorporation. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

FILED

JUN 16 1991

By 186124



Dated JUN 5, 1997

The Cornwell Quality Tools Company  
[Exact Corporate Name of Corporation Making Application]

By Raymond M. Moeller

Its President

and Barbara M. Moeller

Its Secretary

STATE OF Ohio }  
COUNTY OF Medina } SC.

At Wadsworth in said County on the 5<sup>th</sup> day  
of June 1997, before me personally appeared  
Raymond M. Moeller, who being by me first duly sworn, declared that  
he is the President of The Cornwell Quality Tools Company,  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

Robert A. Studenc  
Notary Public

(NOTARIAL SEAL)

ROBERT A. STUDENC  
Notary Public, State of Ohio  
Medina County  
Commission Expires May 11, 1999

Appendix to Rhode Island  
Application for Certificate of Authority

**Officers of  
The Cornwell Quality Tools Company**

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1. Raymond M. Moeller, President  
667 Seville Road  
Wadsworth, Ohio 44281
2. Dawn L. Moeller, Secretary  
667 Seville Road  
Wadsworth, Ohio 44281
3. Richard A. Brinkman, Exec. Vice President  
667 Seville Road  
Wadsworth, Ohio 44281
4. Bill S. Nobley, Vice President, Sales  
667 Seville Road  
Wadsworth, Ohio 44281
5. Alexander T. Topping, Vice President  
667 Seville Road  
Wadsworth, Ohio 44281
6. Frank Giammaria, Vice President, Manufacturing  
667 Seville Road  
Wadsworth, Ohio 44281
7. Cathryn J. Botdorf, Treasurer  
667 Seville Road  
Wadsworth, Ohio 44281

170-1-139

88668  
APPROVED  
By SP  
Date 12/19/80  
Amount 35.00

CERTIFICATE OF ADOPTION  
OF  
AMENDED ARTICLES OF INCORPORATION  
OF  
THE CORNWELL QUALITY TOOLS COMPANY


Charter No. 88668

Raymond M. Moeller, President, and Robert A. Moeller, Secretary, of The Cornwell Quality Tools Company (the "Company"), an Ohio corporation, do hereby certify that the following Resolution was adopted, by unanimous written consent of the Shareholders dated December 16, 1980, in accordance with Ohio Revised Code Section 1701.54, for the purpose of adopting Amended Articles of Incorporation of the Company:

RESOLVED: That the attached Amended Articles of Incorporation of the Company be and the same hereby are approved and adopted as of the date hereof, and the President and Secretary of the Company are hereby authorized to take those steps which are necessary or appropriate to properly file such Amended Articles of Incorporation with the Secretary of State of Ohio.

IN WITNESS WHEREOF, Raymond M. Moeller, President, and Robert A. Moeller, Secretary, acting for and on behalf of the Company, have hereunto subscribed their names this 16th day of December, 1980.

  
RAYMOND M. MOELLER  
President

  
ROBERT A. MOELLER  
Secretary

CH#  
88668

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, BOB TAFT, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 4 pages, as taken from the original record now in my official custody as Secretary of State.



WITNESS my hand and official seal at  
Columbus, Ohio, this 22nd day of  
May A.D. 1997

Bob Taft  
BOB TAFT  
Secretary of State

By: C. Carci

NOTICE: This is an official certification only when reproduced in red ink