

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is Remote Control Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual.

THIRD. The purpose or purposes for which the corporation is organized are:

To distribute products and accessories used in the chemical process industry and to engage in any other lawful act or activity for which corporations may be organized under the Rhode Island Business Corporation Act, as the same may be amended from time to time.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name, ~~unless an limited period of duration is stated in the articles of incorporation.~~
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 8,000

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

\$1.00 Par Value

or

(b) *If more than one class:* Total number of shares

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

See Exhibit A attached hereto and incorporated herein by reference.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

See Exhibit A attached hereto and incorporated herein by reference.

SEVENTH. The address of the initial registered office of the corporation is One Old Stone Square, Providence, RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: Henry R. Kates, Esq.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is four (4) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Sonny Wikström	386 Dry Bridge Road, North Kingstown, RI
Lawrence Struzik	386 Dry Bridge Road, North Kingstown, RI
Richard Nooney	386 Dry Bridge Road, North Kingstown, RI
Bengt Almén	386 Dry Bridge Road, North Kingstown, RI

NINTH. The name and address of each incorporator is:

Name	Address
Henry R. Kates, Esq.	One Old Stone Square, Providence, RI 02903

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Upon date of filing of Articles

Dated December 2, 1988

Henry R. Kates

STATE OF RHODE ISLAND } In the City } of Providence
COUNTY OF Providence } TOWN }

in said county this 2nd day of December, A.D. 1988

then personally appeared before me Henry R. Kates

~~each and all~~ known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by ~~them~~ subscribed to be ~~their~~ free act and deed.

Thomas J. Mylenn

Notary Public

My Commission Expires
June 30, 1991

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EXHIBIT A
ORIGINAL ARTICLES OF INCORPORATION
OF
Remote Control Inc.

FIFTH: Provisions dealing with the preemption right of shareholders shall be as follows:

The shareholders of the corporation shall be entitled to a preemptive right, for a period of forty-five (45) days following the notice hereinafter referred to, to subscribe for, purchase or otherwise acquire in the proportions which their holdings of the shares of the Common Stock of the corporation bear to the outstanding Common Stock, any shares of the same class of the corporation, any equity shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class or of equity shares of any class of the corporation or for the purchase of any shares, bonds, securities or obligations of the corporation which are convertible into, or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of the same class of the corporation or equity shares of any class of the corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer or grant is for cash, property or any other lawful consideration. The preemptive rights granted herein shall be deemed waived by any shareholder who does not so exercise them and pay for the shares, rights, options, bonds, securities or obligations with forty-five (45) days after receipt of notice in writing from the corporation stating the price, terms and conditions of the offering. The foregoing provision shall be in lieu of any preemptive right of shareholders granted under Section 7-1.1-24 of the Rhode Island Business Corporation Act, as amended.

EXHIBIT B
ORIGINAL ARTICLES OF INCORPORATION
OF
Remote Control Inc.

SIXTH: For the regulation of the business and the conduct of the internal affairs of the corporation, it is provided as follows:

1. The corporation may, from time to time, and in conformity with the provisions of the Rhode Island Business Corporation Act, as amended, distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property out of the unreserved and unrestricted capital surplus of the corporation.

2. No director of the corporation shall be personally liable to the corporation or to its stockholders for monetary damages for breach of the director's duty as a director; provided that nothing herein contained shall be construed to eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) with respect to the liability imposed pursuant to the provisions of Section 7-1.1-43 of the Rhode Island Business Corporation Act, as amended (the "Act"); or (iv) for any transaction from which the director derived an improper personal benefit (unless said transaction is permitted by Section 7-1.1-37.1 of the Act).

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