

The State of South Carolina,

EXECUTIVE DEPARTMENT

WHEREAS,

CALVIN L. PAYNE, Augusta, Georgia

and

J. D. RUDDER, Greenville, S. C.

CHARTER

BY THE SECRETARY OF STATE

GREENVILLE, S. C.

MAR 8 9 43 AM 1960

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did on the 25th day of February, 1960, file with the Secretary of State a written Declaration, signed by themselves, setting forth:

FIRST: That their names and residences are as above given.

SECOND: That the name of the proposed corporation is POWER CONTROL COMPANY

THIRD: That the principal place of business is GREENVILLE, S. C.

FOURTH: That the general nature of the business which it is proposed to do is to manufacture, sell and/or install all types of power control and switching equipment, including among others, electric, electronic, pneumatic manual, mechanical and hydraulic. To manufacture machinery and equipment of every type and description.

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interests therein wherever situated.

To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

To make contracts 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.

To lend money for its corporate purposes, invest its funds from time to time, and take and hold real property and tangible and intangible personal property as security for the payment of funds so loaned or invested.

To acquire and pay for in cash, stock, or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire by purchase, subscription or otherwise, and to own, hold, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of, and to deal in and deal with shares of capital stock, bonds, debentures, obligations, evidences of indebtedness and securities issued by any public or private corporation, government or municipality, or otherwise, and other property, real and personal, and to pay cash therefor or to issue in exchange therefor the shares of capital stock, bonds, notes, debentures or obligations or evidences of indebtedness of the corporation.

To loan any person, firm or corporation any of its surplus funds, either with or without security.

To conduct its business, carry on its operations and have offices and exercise the powers granted in any state, territory, district or possession of the United States, or in any foreign country.

To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares.

To enter into any lawful arrangement for sharing profits, union of interests, reciprocal associations or corporative associations with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business, the purpose of which is similar to the purposes set forth in the foregoing enumeration, and to enter into any general or limited partnership, the purpose of which is similar to such purposes.

To have and to exercise all powers necessary or convenient to effect any or all purposes for which the corporation is organized.

To engage in any other business or businesses or activities whatsoever authorized by law and to have all the rights, powers and privileges necessary, proper or convenient to the carrying on of such a business or businesses and to have all powers now or hereafter given to all similar corporations by virtue of their existence as such under the laws of South Carolina without limitations by reason of the powers specifically enumerated herein.

In general, to carry on any other business in connection with the foregoing and to have and exercise all the powers conferred by the laws of South Carolina upon corporations formed under the general corporation laws of the State of South Carolina and to do any or all the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.