

92593885

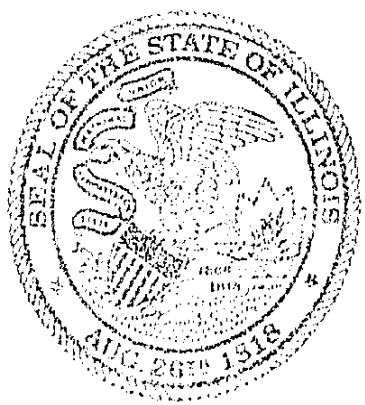


Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF GRAHAM MAGNETICS, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF Delaware HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 5th day of August A.D. 1992 and of the Independence of the United States the two hundred and 17th



George H. Ryan
SECRETARY OF STATE

25 -

PY 314

92593885

UNOFFICIAL COPY

Property of Cook County Clerk's Office

92593885

UNOFFICIAL COPY

Form **BCA-13.15**

(Rev. Jan. 1991)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE

George H. Ryan,
Secretary of State
Department of Business Services

FILED

This space for use by
Secretary of State

Date 8-5-92

License Fee \$ _____

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Penalties \$ _____

Approved: \$ 100.00

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

AUG - 5 1992

**GEORGE H. RYAN
SECRETARY OF STATE**

1. (a) CORPORATE NAME: Graham Magnetics, Inc.

(Complete item (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4 15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: June 10, 1992

(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:

4001 Airport Freeway, Suite 400

None

Bedford, Texas 76021-6125

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent The Prentice-Hall Corporation System, Inc.

First Name

Middle Name

Last Name

Registered Office 33 North LaSalle Street

Number

Street

Suite #

Chicago, Illinois 60602

City

Zip Code

County

Cook

5. States and countries in which it is admitted or qualified to transact business: AZ, CA, CT, GA, IL, IN, MI, MN, MO, OK, PA, SC, TX, WA, WI

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President Scott Whittenburg	4001 Airport Freeway, Suite 400,	Bedford,	Texas	76021
Secretary Michael Bryan	4001 Airport Freeway, Suite 400,	Bedford,	Texas	76021
Director Barton P. Ferris, Jr.	Lepercq, de Neuflyze & Co., 1675 Broadway,	NY,	NY	10019
Director Laszlo Adam	Lepercq, de Neuflyze & Co., 1675 Broadway,	NY,	NY	10019
Director Scott Whittenburg	4001 Airport Freeway, Suite 400,	Bedford,	Texas	76021

EX-100
AUG 05 1992
SECRETARY OF STATE

92593085

7. Purpose or purposes proposed to be pursued in transacting business in this state.
(If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of Delaware and permitted under the Illinois Business Corporation Act.

FILED

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$.01 per share	1,000	1,000

9. Paid-in Capital: \$ 10.00

("Paid-in Capital" includes the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$15,000,000.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$0.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$74.9 million
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$400,000

11. Interrogatories:

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 4001 Airport Freeway, Suite 400
Deerfield, Illinois 76021-6125
- (b) Number of shares of all classes owned by residents of Illinois: none
- (c) Number of shares of all classes owned by non-residents of Illinois: 1,000
- (d) Is the corporation transacting business in this state at this time? no
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated June 22, 19 92 Graham Magnetics, Inc.

(Exact Name of Corporation)

attested by [Signature] (Signature of Secretary or Assistant Secretary)

by [Signature] (Signature of President or Vice President)

Michael B. Bryan, Executive V.P., Scott D. Whittenburg, President & C.E.O.
(Type or Print Name and Title) Sales & (Type or Print Name and Title)

Marketing/Secretary

PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications

When the principal office is ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

588593885