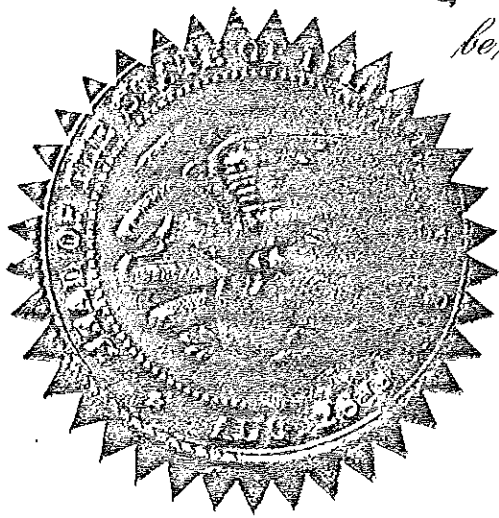


To all to whom these Presents Shall Come, Greeting:

**Whereas,** ARTICLES OF INCORPORATION, duly signed and verified of EQUIPMENT AND TOOL INSTITUTE incorporated under the laws of the State of ILLINOIS have been filed in the Office of the Secretary of State as provided by The "General Not For Profit Corporation Act" of Illinois, in force January 1, A.D. 1944.

*Now Therefore, I, ALAN I. DIXON, 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 thereto 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,*



*Done at the City of Springfield, this* 10th         
*day of* April        AD. 19       80        *and*  
*of the Independence, of the United States*  
*the two hundred, and* 4th       

*Alan J Dixon*

SECRETARY OF STATE

EXHIBIT B

The purpose of this Institute shall be to promote the best interests of the automotive equipment and tool industry; and

A. To consider and deal by all lawful means with common problems of management, such as those involved in the production, distribution, employment and financial functions of the industry; to secure cooperative action in advancing by all lawful means the purposes of its members; and to promote activities designed to enable the industry to conduct itself with the greatest economy and efficiency.

B. To afford due consideration to and expression of opinion upon questions affecting the industry and the financial, commercial and industrial interest of the nation, and to promote the common business interests of the industry.

C. To cooperate with other industries and organizations.

D. To conduct or engage in all lawful activities in furtherance of the foregoing purposes, or incidental thereto.

EXHIBIT C

In furtherance of the purposes set forth in Article 5, and for no other purpose, the corporation shall have the power to do any act, engage in any transaction, or execute any privilege, which shall be necessary or convenient to the attainment of such purposes and which shall from time to time be lawfully authorized for a corporation organized under the laws of the State of Illinois, subject always to the prohibition that at no time shall a corporation engage in any act which shall prevent it from being entitled to exemption from income tax liability under applicable provisions of the Federal Internal Revenue Code of 1954, as the same is now in effect or may hereafter be amended, or under any corresponding revenue code hereafter enacted.

At no time shall any part of the net earnings of the corporation be allowed to inure to the benefit of any private individual.

In the event of dissolution of the corporation, its assets shall be dedicated or transferred only in accordance with the purposes set forth in Article 5 of the Articles of Incorporation.

Filing Fee \$<sup>50.00</sup>25.00

FORM NP-29

ARTICLES OF INCORPORATION  
UNDER THE  
GENERAL NOT FOR PROFIT CORPORATION ACT

(These Articles Must Be Filed in Duplicate)

(Do Not Write in This Space)

Date Paid 4-10-80  
Filing Fee \$ 50.00  
Clerk [Signature]

To Secretary of State, Springfield, Illinois.

We, the undersigned,

(Not less than three)

Name	Number	Street	Address City	State
Jonathan T. Howe	One	IBM Plaza - Suite 4200,	Chgo,	Ill 60611
Charles J. McCarthy	"	"	"	"
Bruce G. Wilson	"	"	"	"

being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

- The name of the corporation is: EQUIPMENT AND TOOL INSTITUTE
- The period of duration of the corporation is: perpetual (Please state "perpetual" or a definite number of years)
- The address of its initial Registered Office in the State of Illinois is: 1545 Waukegan Road  
Street in the City of Glenview (60025 County of Cook and  
(Zip Code)
- the name of its initial Registered Agent at said Address is: Donn R. Proven
- The first Board of Directors shall be 16 in number, their names and addresses being as follows:  
(Not less than three)

Name	Number	Street	Address City	State
Directors				
			James D. Hennessy	
			Robert G. Jacobson	
			Douglas M. Scott	
			John D. Blanke	
			Eugene V. Allen	
			Robert W. Bishop	
			Eugene J. Clarke	
			D. R. Peterson	
			Walter W. John	
			H. P. DeGreen	
			Ralph W. Neuman	
			Milton M. Leggett	
			David W. Fred	
			Brooke W. Lamot	
			Jeffrey N. Silver	
			Donn R. Proven	

(NOTE: Any special provision authorized or permitted by statute to be contained in the Articles of Incorporation, may be inserted above.)

(INCORPORATORS MUST SIGN BELOW)

JTH Jonathan T. Howe  
CJM Charles J. McCarthy  
BGM Bruce G. Wilson

Incorporators

ACKNOWLEDGMENT

STATE OF ILLINOIS,  
County of COOK } ss.

I, Mary C. Hess, a Notary Public do hereby certify that on the 7/4 day of April, 19 80, Jonathan T. Howe, Charles J. McCarthy and Bruce G. Wilson

personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

PLACE (NOTARIAL SEAL) HERE

Mary C. Hess Notary Public

FORM NP-29

ARTICLES OF INCORPORATION  
under the  
GENERAL NOT FOR PROFIT  
CORPORATION ACT  
of  
EQUIPMENT AND TOOL  
INSTITUTE  
EQUIPMENT AND TOOL  
INSTITUTE

FILED  
APR 10 1980

(These Articles Must Be Executed and Filed in Duplicate)

Filing Fee \$25.00

Rev. 2, 11-65 (38283-20M-2-72)

6.

See attached Exhibit C.