

**Certificate of  
Amended Articles of Incorporation of  
Eaton Corporation**

Wm. A. Mattie, President, and R. T. Sadler, Secretary, of Eaton Yale & Towne Inc., an Ohio corporation with its principal office located at Cleveland, Ohio, whose name is changed in the Amended Articles of Incorporation below to Eaton Corporation, do hereby certify that an Annual Meeting of the holders of the shares of said corporation entitling them to vote on the proposal to adopt the Amended Articles of Incorporation contained in the following resolutions was duly called, and held on the 21st day of April, 1971, at which meeting a quorum of such shareholders was present in person or by proxy, and that at such meeting by the affirmative vote of the holders of shares entitling them to exercise more than a majority of the voting power of the corporation on such proposal, the following resolutions were adopted:

RESOLVED: That the following Amended Articles of Incorporation of Eaton Yale & Towne Inc. be, and the same hereby are, adopted to supersede and take the place of the existing Amended Articles of Incorporation of said corporation:

**Amended Articles of Incorporation  
of  
Eaton Corporation**

FIRST: The name of said corporation shall be

EATON CORPORATION

SECOND: The place in the State of Ohio where its principal office is to be located is Cleveland, Cuyahoga County.

THIRD: Said corporation is formed for the following purposes, to-wit:

1. To produce, manufacture, buy or otherwise acquire, deal and traffic in and sell or otherwise dispose of automobiles, trucks, axles, springs, caps, pistons, piston pins, valves, tappets, and any and all other parts for automotive vehicles and for engines of all kinds, and any and all other products or articles consisting in whole or in part of stamped, cast, welded, fabricated or otherwise worked or converted iron, steel or other metals or materials; and to acquire, own, hold, lease, sell, mortgage or otherwise deal in and dispose of such real estate and personal property as may be necessary or useful in connection with said business or the carrying out of any of the purposes of the corporation.

2. To acquire by purchase, subscription, or otherwise, and to own, hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of shares of stock, bonds, debentures, notes, scrip, securities, evidences of indebtedness, contracts or obligations of any government or governmental body, corporation, association, firm or individual, and also to issue in exchange therefor stocks, bonds or other securities or evidences of indebtedness of this corporation, and while the owner or holder of any such property to receive, collect and dispose of the interest, dividends, income and other rights accruing on or from such property and to possess and exercise in respect thereof all of the rights, powers and privileges of ownership, including all voting powers connected therewith.

3. To aid in any manner any corporation, association, firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held by or for this corporation, directly or indirectly, or in which or in the welfare of which this corporation shall have any interest, direct or indirect, and

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