

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

May 31, 2005



Secretary of State

Confidential
David O'Donoghue
Winston
Sep 02, 2021 16:19

State of New York)
City and County of New York)

117 We the undersigned A. S. Barnes,
A. C. Richards, E. U. Crouch, B. S.
Bugg, and J. P. Curtis, Citizens and
residents of this State, and Directors of
the Watkins Automatic Signal Telegraph
Company, a Corporation heretofore organized
under the general laws of this State, and
the said A. C. Richards, as Chairman
of the Meeting of the Stockholders thereof here-
after referred to, and E. C. Richards, as
Secretary of the said Meeting, do hereby certify
pursuant to the provisions of Chapter 611 of
the Laws of 1875 and of the Acts amend-
atory thereof and supplementary thereto, —

1 That for the purpose of determining
whether or not the said Company should come
under and avail itself of the privileges and
provisions of the Act herinafore referred to, the
Directors of the said Corporation published for
three successive weeks in the Mail and Express
a Newspaper in the City and County of New
York in which the principal business office
of the said Corporation is situated a
notice for a Meeting of the Stockholders of

the said Corporation, signed by a majority of the Directors thereof, and caused a printed copy of such notice (a copy of which is also hereto appended) to be deposited in the Post Office in the City of New York, postage prepaid addressed to each Stockholder at his last known place of residence at least three weeks previous to the day fixed upon for holding such meeting, specifying the object of the Meeting, and the time and place when and where such meeting was to be held.

✓ That at the time and place specified in said notice, the Stockholders of the said Company appeared in person or by proxy, in number representing more than a majority of all the Stock of the Corporation, to wit, seven thousand seven hundred and sixty three (7763) Shares out of the Nine thousand (9000) Shares into which the Capital Stock of the said Corporation is divided, and organized by choosing the undersigned A. C. Richards, one of the Directors of said Corporation, Chairman of the Meeting and E. C. Richards, a suitable person, Secretary thereof.

The following Resolution was thereupon submitted to the Meeting:

Resolved That we the Stockholders of The Walker's Automatic Signal Telegraph

Company, a corporation heretofore organized under the general laws of this State, at a meeting duly convened and held according to law, do hereby elect and determine that the said Company shall come under and avail itself of the privileges and provisions of an Act of the Legislature of the State of New York, entitled "An Act to provide for the organization and regulation of certain business corporations" passed June 21, 1875, being chapter 611 of the Laws of 1875, and the Acts amendatory thereof and supplementary thereto, as a limited liability company, and that the Officers of this Company be, and they are hereby requested to take immediate measures to carry this resolution into effect.

3
Votes representing more than a majority, to wit, 7763 Shares, of all the Capital Stock of the Company, were given in favor of this resolution, and no votes having been given against it, the resolution was declared unanimously adopted.

Wherefore we, the undersigned as aforesaid, do state as follows pursuant to law:

1. The name of this Corporation is The Watkins Automatic Signal Telegraph Company (Limited).

2 The object for which it is formed is the telegraphic communication of fire and burglar alarm signals and the extinguishing of fires by means of automatic sprinklers together with the construction manufacture use and maintenance of the necessary instruments apparatus and appliances therefor in the City of New York and elsewhere.

3 The amount of the Capital Stock is Two hundred and twenty five thousand Dollars (\$225,000) in shares of twenty five Dollars (\$25) each.

4 The number of shares of which such Capital Stock consists is Nine thousand (9000).

5 The principal business office is located in the City and County of New York.

6 The duration of the Corporation is to be fifty (50) years from the date of the incorporation thereof.

7 The names of the Directors for the ensuing year are A. S. Burnes, A. C. Richards, E. W. Crowell, B. S. Bragg and J. P. Curtis.

A Copy of the By-laws of the said Corporation is hereto appended to be filed herewith.

In Testimony Whereof We have

hereunto subscribed our names at the City
of New York aforesaid, this fourteenth
day of February in the year one thousand
eight hundred and eighty-two

Signed in presence
Thos. W. Brommer

A. S. Barnes
E. W. Cromwell
B. L. Brigg
J. P. Curtis
E. O. Richards

Directors of the
Watkins Automatic
Signal Telegraph
Company

Alfred Richard
E. O. Richards

Chairman of meeting
Secretary of the meeting

State of New York
City and County of New York. s. s.

On this fourteenth day of February
5-1882 personally came before me
A. S. Barnes, A. C. Richards
E. W. Cromwell, B. L. Brigg, J. P.
Curtis and E. O. Richards, to
me known ^{and known to me} to be the individuals
mentioned and described in the for-
going instrument and they severally
acknowledged to me that they executed
the same for the purpose therein mentioned.

Thos. W. Brommer
Notary Public

BY-LAWS
—OF—
THE WATKINS

*Automatic Signal Telegraph Co.
(Limited).*

~~LIST OF OFFICERS OF THE COMPANY.~~

~~FOR THE~~

~~YEAR BEGINNING APRIL 15TH, 1880.~~

NEW YORK

W. A. WHEELER, JR., STATIONER AND PRINTER.

100 Broadway.

1880

10-19-6

THE WATKINS

~~AUTOMATIC~~ SIGNAL TELEGRAPH CO. (Limited.)

BY LAWS.

ARTICLE I.

MEETINGS OF STOCKHOLDERS.

TIT. 1. ANNUAL MEETING.

§1. The annual meeting of stockholders shall be held at the principal office of the company, in the city of New York, on the third Tuesday of April in each year, at 12 o'clock, noon, or at such other hour as the Directors may appoint, and notice thereof shall be published in ~~the~~ newspaper in the city of New York, at least ten days prior thereto, and the first annual meeting shall be held on the third Tuesday of April, 1901.

§2. The Secretary shall notify each stockholder of record, by mail, of the time and place of such meeting, at least ~~ten~~ days prior thereto. He shall also prepare and present at each meeting a correct list of stockholders, with the number of shares held by each, and each share shall be entitled to one vote.

§3. Any stockholder may vote either in person or by proxy, duly authorized. All elections shall be held under the direction of three inspectors, chosen by the stockholders at the previous annual meeting, or, in default thereof, appointed by the Executive Committee of the Board of Directors, and sworn faithfully and impartially to discharge the duties of their office, according to §25 of chapter 811 of the Laws of 1893.

TIT. 2. SPECIAL MEETINGS.

§1. On a written request of a majority of the Directors, or of holders of one-third of the capital stock of the Company, the President shall call a special meeting of the stockholders to be held in the City of New York within ~~seven~~ ^{ten} days from the presentation to him of such request; and the Secretary shall notify each stockholder of record, by mail, of the time and place of such meeting, at least five days prior thereto. But no business shall be transacted at such meeting other than that specified in the call. TIT. 3. Quorum.

§1. At any meeting of stockholders, the attendance, either in person or by proxy, of less than five stockholders, representing a majority of the entire capital stock, shall be deemed to constitute a quorum.

TRANSFER BOOKS.

§1. The transfer books of the Company shall be closed prior to any meeting of the stockholders, and remain closed thereafter, for such time as may be ordered by the Board of Directors or the Executive Committee, not exceeding twenty days; and notice thereof shall be published in a daily newspaper in the city New York at least three days prior to such closing.

ARTICLE II.

BOARD OF DIRECTORS.

§1. The corporate powers of the Company shall be exercised by a Board of five Directors, who shall be chosen by the stockholders at the annual meeting, and shall hold office for one year and until their successors shall be chosen. The Directors so elected shall organize within five days after their election, and shall proceed to the election of officers for the ensuing year. ~~After the first meeting of stockholders~~
No person shall be eligible as a Director except a holder of at least twenty shares of the stock of the Company.

§2. The number of Directors may be increased to any number not exceeding nine by a vote of the majority of the ~~Board~~ ^{entire capital stock of the Company}.

§3. The Board shall hold regular quarterly meetings on the second Tuesday of January, April, July, and October in each year.

§4. The President may call a special meeting of the Board whenever he shall deem proper, and he shall call such meeting on the written request of any two members of the Board, on not less than three days notice, to be given by the Secretary, by mail, to each member of the Board. At special meetings the Board shall not be competent to transact any business not specified in the call.

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§5. All meetings of the Board shall be held at the principal office of the Company, in the City of New York, and a majority of the whole number of Directors shall constitute a quorum for the transaction of business.

ARTICLE III.

STANDING COMMITTEES.

§1. There shall be an Executive Committee, consisting of the President and two Directors chosen by the Board at their first meeting in each fiscal year, who shall hold office for one year, and until their successors shall be elected.

§2. The President shall be *ex-officio* Chairman of the Executive Committee.

§3. In the absence of the Directors the Executive Committee shall exercise a general supervision and control over the business and affairs of the Company; and shall report to the Board of Directors at their quarterly meetings.

§4. The Board of Directors shall have power at any time, should it be deemed expedient, to constitute and elect any other standing committees, and to define their duties.

ARTICLE IV.

III. 1. OFFICERS.

§1. The officers of the Company shall be a President and Treasurer, each of whom shall be a member of the Board, and a Secretary, who shall be severally chosen by the Board of Directors by ballot, at their first meeting in each fiscal year, and shall hold office for one year, and until their successors shall be elected. A majority of the votes cast shall be necessary to an election; *and any vacancy occurring in either of said offices shall be immediately filled by the Board.*

III. 2. THE PRESIDENT.

§1. The President shall preside at all the meetings of the stockholders and of the Board of Directors, and shall appoint all committees not otherwise ordered by the Board.

§2. He shall make annual reports, in writing, to the Board of Directors, showing the condition of the affairs of the Company, and embodying such recommendations as he may deem proper; and shall from time to time bring before the Directors or Executive Committee such information as may be required touching the business and property of the Company.

TIT. 3. THE SECRETARY.

§1. The Secretary shall in addition to the other duties prescribed by these By-Laws, keep a record of all proceedings of the Board of Directors and of the Executive Committee, and of all meetings of the Stockholders, in books provided for the purpose. He shall also audit the accounts of all receiving and disbursing officers and agents of the Company, and keep a proper record of the same.

§2. He shall likewise keep a record of all contracts entered into by the Company, and of all payments due, or liabilities incurred therein, and shall keep a regular set of books by double entry in such manner as to exhibit at all times the actual financial condition of the Company, and shall report the same, whenever required, to the President or to the Board of Directors; and shall perform such other duties as may from time to time be assigned to him by the President or the Board of Directors.

TIT. 4. THE TREASURER.

§1. The Treasurer shall, in the absence or disability of the President, exercise all the powers and perform all the duties of that officer.

§2. He shall receive all the funds of the Company, and shall keep and distribute the same.

§3. He shall give to the Company such security for the faithful discharge of his trust as may be prescribed by the Board. He shall keep regular books of account of all his receipts and disbursements, which shall at all times be open to the inspection of any member of the Board; and shall present to the Board, at each quarterly meeting thereof, a detailed statement of the operations of the Company for the preceding three months. He shall have authority to make and adjust all insurance, and shall perform such other duties as may from time to time be required of him by the Board of Directors or by the Executive Committee.

§4. All the funds of the Company shall be deposited daily in the corporate name and to the account of the Company, in such banks as

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shall be designated from time to time by the Executive Committee. Such funds shall be disbursed by checks signed by the Treasurer, and countersigned by the Secretary.

TIT. 5. OTHER OFFICERS, ETC.

§1. The Board of Directors shall have power to employ such other officers and agents as they may deem necessary to transact the business of the Company.

~~§2. No corporate debt or obligation exceeding the sum of one thousand dollars shall be incurred by the Company. The object of this provision is to provide for monthly supplies.~~

ARTICLE V.

INCREASE OF CAPITAL STOCK.

§1. No increase of the capital stock of the company shall be voted at any meeting of the stockholders without the previous assent in writing of at least two-thirds of the Board of Directors.

§2. All certificates of stock shall be signed by the President and Treasurer, and countersigned by the Secretary.

ARTICLE VI.

THE SEAL.

§1. The seal of the Company shall be in the custody of the Treasurer, and shall have engraved upon it the words "The Watkins Automatic Signal Telegraph Company" and the date of incorporation of the Company.

ARTICLE VII.

VACANCIES.

§1. Any vacancy occurring in the Board of Directors shall be filled by the Board by ballot. Special notice thereof shall be given to each member, and a majority of the votes cast shall be necessary to an election; and the term of service of the person elected to fill such vacancy shall be the same as that of the member vacating.

10-19-11

ARTICLE VIII.

DIVIDENDS.

§1. Dividends may be declared by the Board of Directors at such times as they may elect; but in no case shall a dividend be declared except from the actual earnings of the Company.

ARTICLE IX.

AMENDMENTS.

§1. Any alteration or amendment of these by-laws must be proposed at a meeting of the Board, held at least ~~ten~~ ^{ten} days prior to any action thereon; when a ~~consensus~~ ^{unanimous} vote of ~~majority~~ ^{three-fourths} of the Directors shall be necessary to the adoption thereof.

ARTICLE X.

ASSENT OF STOCKHOLDERS.

§1. Every person who becomes a stockholder in this Company shall be deemed to assent to these articles; and shall indicate to the Secretary the address to which he desires all notices herein specified to be sent.

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EXECUTIVE OFFICE

The Watkins Automatic Signal Telegraph Co.

294 BROADWAY,

A. S. BARNES, President.
A. C. RICHARDS, Treasurer.

E. O. RICHARDS, Secretary.
GEORGE F. BULEN, Gen'l Supt.

New York, January 17th, 1882.

Notice is hereby given that a meeting of the Stockholders of The Watkins Automatic Signal Telegraph Company will be held at the office of the Company, No. 294 Broadway, in the City of New York, on Friday the tenth day of February, 1882, at twelve o'clock, noon, to determine by vote whether or not this Company shall come under and avail itself of the provisions of an Act to provide for the organization and regulation of certain business corporations, passed June 21st, 1875, and the amendments thereto, and to transact such other business as may come before the meeting.

E. W. CROWELL,
A. C. RICHARDS,
A. S. BARNES, } Directors.

E. O. RICHARDS, Secretary.

10-19-13

Paid 10⁰⁰

The Watkins Automatic
Signal Telegraph
Company (Limited)

Certificate

of

Incorporation

under ch 611, Laws of 1875

Dated February 14th 1882

STATE OF NEW YORK
OFFICE OF SECRETARY OF STATE
FILED AND
RECORDED FEB 20 1882

Amos J. Wood
DEPUTY SECRETARY OF STATE

Adrian Van Sinderen
Counsellor at Law
54, Wall Street
N.Y.

State of New York } ss.
City and County of New York }

We, the
undersigned, A. C. Richards, E. W. Crowell,
B. F. Brigg, and J. P. Curtis, directors of
The Watkins-Automatic Signal Tele
graph Company Limited, a corporation
duly organized and existing under the
laws of this State, and having its prin-
cipal business office in the said City of
New York;

96. Do hereby certify, pursuant to the pro-
visions of Section 37 of Chapter 68 of the
Laws of 1872, that the entire Capital
Stock of the said Company amounting
to Twelve Thousand 12,000 shares of the
par value of Twenty five dollars (\$25.00)
each has been duly paid in and issued
for the purchase of patents, rights, franchises,
materials and other property necessary for
the business of the said Company; and
that the last instalment thereof was so
paid in and issued on the twenty third
day of March in the year 1882.

In Testimony Whereof we have hereunto

subscribed our names at the City of New York
aforesaid this 17th day of April, 1882.

A. C. Richards
Acting President

E. W. Crowell
B. S. Bragg
J. P. Curtis } Majority of directors

City and County of New York.

A. C. Richards

E. W. Crowell, B. S. Bragg and J. P. Curtis, being severally duly sworn, depose and say, and each one for himself says, that the said A. C. Richards acting President and the said Richards, Crowell, Bragg and Curtis are a majority of the directors of The Watkins Automatic Signal Telegraph Company Limited, that he has read the foregoing certificate by him subscribed, and knows the contents thereof, and that the same is true to the best of his knowledge, information and belief.

Sworn to this 17 day of
April, 1882. Before me

A. C. Richards
E. W. Crowell
B. S. Bragg
J. P. Curtis

Thos. C. Peterson
Notary Public N.Y.C.



Vol. 4, p. 103. p.d. ✓

The

Watkins Automatic
Signal Telegraph Company
(Limited)

Certificate of payment
of
Capital Stock

STATE OF NEW YORK
OFFICE OF SECRETARY OF STATE
FILED AND
RECORDED APR 10 1882

Lea Conover
BY THE SECRETARY OF STATE

Adrian Van Linderen
Counselor at Law
54 Wall St. N.Y.

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Confidential
David O'Donoghue
Winston
Sep 02, 2021 16:19

1-99-3

At a Special Term of the
Supreme Court of the State of
New York held at Chambers in
the Court House in the City of
New York on the fifteenth day
of May 1883

Present

Hon. Charles D. Clarke

Justice

In the Matter of the Application

of
The Watkins Automatic Signal Telegraph
Company (Limited) for leave to assume
another corporate name, to wit, the name
of The Automatic Fire Alarm and
Extinguisher Company (Limited)

The Watkins Automatic Signal Telegraph
Company (Limited) having presented its petition
duly verified by the Chief Officer of the said
corporation, praying that an Order be made
authorizing it to assume another corporate name
to wit, the name of The Automatic Fire Alarm
and Extinguisher Company (Limited), and
it appearing to the satisfaction of the Court,
by the said petition and the affidavits thereto
annexed, that notices of the application for such
authority have been published as required by law

and that said application is made in pursuance
of a Resolution of the Board of Directors of said
Corporation and that there is no reasonable ob-
jection to such corporation changing its name
as proposed in said application.

Now, on reading and filing said petition,
and on Motion of Alduan Van Sinderen, Attorney
for the petitioner, it is

Ordered That the
Watkins Automatic Signal Telegraph Company
(Limited) be and the same is hereby authorized
and empowered to assume another corporate
name, to wit: the name of "The Automatic Fire
Alarm and Extinguisher Company (Limited)"
from and after the fifteenth day of May, 1883,
and that a copy of this Order be published
once a week for four weeks in the Register

a Newspaper
published in the City and County of New York,
in which the only business office of the said
Corporation is located, and hereby designated
by the Court, pursuant to the provisions of
Chapter 372 of the Laws of 1870.

1462
153
(Entered filed May 15th 1883) A. C. P.

Patricia Keenan
Clerk

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NY Supreme Court

In the Matter

of the application

of

The Watkins Automatic
Signal Telegraph Company
(limited)

Order for change

of name

Adrian Van Anden

Attorney for Telephones

54 Wall Street

NY

Vol. 4. Page 248

NEW YORK.

OFFICE OF SECRETARY OF STATE.

FILED AND
RECORDED

May 16 1883

DEPUTY SECRETARY OF STATE.

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Winston
Sep 02, 2021 16:19

Copy of Amendments to the By-laws of
The Automatic Fire Alarm & Extinguisher
Company Limited adopted by the Board
of Directors June 24 1884.

Article IV Title 1. § 1. amended by adding
after the word "President" the words "a Vice
President."

Amended by adding after Title 2 of Article
IV and before Title 3. "Title 2 A The Vice President.

126. § 1 The Vice President in the absence or inability
of the President, or in case of a vacancy in
that office shall perform all the duties of the
President until he resumes them or until
the vacancy is filled. He shall also perform
such duties as the President and Board of
Directors shall from time to time assign to
him."

Article IV, Title 4. § 1. amended by adding
after the word "President" the words "and
Vice-President." and after the words "that
officer" to "those officers"

The above is a
true copy of the amendments to the By-laws of
The Automatic Fire Alarm & Extinguisher Co. Ltd.
adopted by the Board of Directors June 24 1884

O. O. Orchard
Secy

State of New York } ss:
City & County of New York }

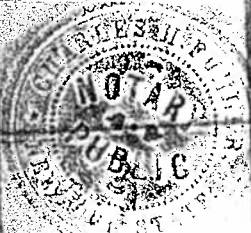
Edward O.

Richards being duly sworn says that
he is the Secretary of the Automatic
Fire Alarm and Extinguisher Company
(Limited), and that the above
is a true copy of the amendments
to the By Laws of said company
adopted by its Board of Directors
on June 24. 1884 - the said copy
having been duly compared with
the original by deponent

Sworn to before me this 16 day of July 1884 } E. O. Richards
Rec'd

Charles W. Fuller
Notary Public
Kings Co

(Certif filed in Kings Co)



W

Amendment to
By Laws-

Automatic Fire
Extinguisher Co
Limited

confidential
David O'Donaghue
Winston
Sep 02, 2021 16:19

STATE OF NEW YORK
OFFICE OF SECRETARY OF STATE
FILED *July 17* 188*8*
Ames
DEPUTY SECRETARY OF STATE

THE AUTOMATIC FIRE ALARM & EXTINGUISHER COMPANY (Limited).

This is to certify that at a meeting of the Board of Directors of the Automatic Fire Alarm & Extinguisher Company (Limited), a Corporation organized and existing under and by virtue of the provisions of Chap. 611 of the Laws of 1875, entitled "An Act to provide for the organization and regulation of certain business corporations," and the various amendments thereto, which meeting was held on the 24th day of April in the year 1886, Mr. J. P. Curtis, one of the said Directors, gave notice, pursuant to the By-Laws of the said Company, that at the next meeting of the Board he would move to amend the said By-Laws as follows:-

911
In Article I, Title 1, Sec. 1. by striking out the words "third Tuesday of April" and inserting in lieu thereof the words "first Thursday of May."

In Article II, Sec. 3, by striking out the word "second" and inserting in lieu thereof the word "last."

At a subsequent meeting of the said Board held more than five days thereafter, to wit; on July 13, 1886, the said motion, of which notice had been duly given at the meeting of April 24, 1886, was carried by a unanimous vote, and the By-Laws were amended accordingly to read as follows:-

ARTICLE I.

Title 1.

SEC. 1. The annual meeting of stockholders shall be held

5-94-1

at the principal office of the Company, in the City of New York, on the first Thursday of May in each year, at 12 o'clock, noon, or at such other hour as the Directors may appoint; and notice thereof shall be published in one newspaper in the City of New York, at least ten days prior thereto.

ARTICLE II.

SEC. 3. The Board shall hold regular quarterly meetings on the last Tuesday of January, April, July and October in each year.

Dated New York, April 11, 1887.

Attest

Secretary

confidential
David O'Donaghue
Winston
Sep 02, 2021 16:19

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The AUTOMATIC FIRE ALARM and
EXTINGUISHER COMPANY (Limited).

BY-LAWS ~~AS~~ AMENDED.

confidential
David O'Donaghue
Winston
Sep 02, 2021 16:19

STATE OF NEW YORK,
OFFICE OF SECRETARY OF STATE.

FILED AND
RECORDED

APR 14 1897

Diedrich Williams

DEPUTY SECRETARY OF STATE.

ADRIAN VAN SINDEREN,
COUNSELLOR AT LAW,
111 COTTON EXCHANGE, N. Y.

5-94-3

THE AUTOMATIC FIRE ALARM AND EXTINGUISHER CO.

(LIMITED.)

B Y - L A W S.

ARTICLE 1.

MEETINGS OF STOCKHOLDERS.

Tit. 1. Annual Meeting.

Sec. 1. The annual meeting of stockholders shall be held at the principal office of the Company, in the City of New York, on the first Tuesday of May in each year, at 12 o'clock, noon or at such other hour as the Directors may appoint: and notice thereof shall be published in one newspaper, in the City of New York, at least ten days prior thereto.

91 Sec. 11. The Secretary shall notify each stockholder of record, by mail, of the time and place of such meeting, at least five days prior thereto. He shall also prepare and present at each meeting, a correct list of stockholders, with the number of shares held by each, and each share shall be entitled to one vote.

Sec. 111. Any stockholder may vote either in person or by proxy, duly authorized. All elections shall be held under the direction of three inspectors, chosen by the stockholders at the previous annual meeting, or in default thereof, appointed by the Executive Committee of the Board of Directors, and sworn faithfully and impartially to discharge the duties of their office, according to Sec. 28 of chapter 611 of the Laws of 1875.

Tit. 2. Special Meetings.

Sec. 1. On a written request of a majority of the Directors, or of holders of one-third of the capital stock of the Company, the President shall call a special meeting of the stockholders to be held in the City of New York, within ten days from the presentation to him of such request, upon like notice as is required for the Annual Meeting: And the Secretary shall notify each stockholder of record, by mail, of the time and place of such meeting, at least five days prior thereto. But no business shall be transacted at such meeting other than that specified in the call.

Tit. 3. Quorum.

Sec. 1. At any special meeting of the stockholders the attendance, either in person or by proxy, of at least fifteen stockholders, representing a majority of the capital stock, shall be necessary to constitute a quorum.

Tit. 4. Transfer Books.

Sec. 1. The transfer books of the Company shall be closed prior to any meeting of the stockholders, and remain closed thereafter, for such time as may be ordered by the Board of Directors or the Executive Committee, not exceeding twenty days: And notice thereof shall be published in a daily newspaper, in the City of New York, at least three days prior to such closing.

ARTICLE 11.BOARD OF DIRECTORS.

Sec. 1. The corporate powers of the Company shall be exercised by a Board of seven Directors, who shall be chosen by such of the stockholders as are present, either in person or by

proxy, at the annual meeting, and shall hold office for one year and until their successors shall be chosen, but in no case longer than three months after the expiration of the year. ~~The~~ Directors so elected shall organize within five days after their election, and shall proceed to the election of officers for the ensuing year. No person shall be eligible as a Director except a holder of at least five shares of the stock of the Company.

Sec. 11. The number of Directors may be increased to any number not exceeding nine by a vote of the holders of a majority of the capital stock of the Company.

Sec. 111. The Board shall hold regular quarterly meetings on the last Tuesday of January, April, July, and October in each year.

Sec. 1V. The president may call a special meeting of the Board whenever he shall deem proper, and he shall call such meeting on the written request of two members of the Board, on not less than three days notice, to be given by the Secretary, by mail, to each member of the Board. At special meetings the Board shall not be competent to transact any business not specified in the call.

Sec. V. All meetings of the Board shall be held at the principal office of the Company, in the City of New York, and a majority of the whole number of Directors shall constitute a quorum.

Sec. VI. Upon the consent of all of the members, a special meeting of the Board may be ~~held~~ at any time or place,

Sections 4 and 5 of this Article notwithstanding.

ARTICLE III.

STANDING COMMITTEES.

Sec. I. There shall be an Executive Committee, consisting of the President and two Directors chosen by the Board at their first meeting in each fiscal year, who shall hold office for one year, and until their successors shall be elected.

Sec. II. The President shall be ex-officio Chairman of the Executive Committee.

Sec. III. In the absence of the Directors, the Executive Committee shall exercise a general supervision and control over the business and affairs of the Company: And shall report to the Board of Directors at their quarterly meetings.

Sec. IV. The Board of Directors shall have power at any time to constitute and elect any other standing committees, and to define their duties.

ARTICLE IV.

Tit. I. Officers.

Sec. I. The officers of the Company shall be a president, a Treasurer and a Secretary, each of whom shall be a member of the Board and shall be chosen by and from the Board of Directors by ballot, at their first meeting, in each fiscal year, and shall hold office for one year, and until their successors shall be elected, (if such election is held within three months from the time fixed for the Annual Meeting) subject to removal for cause by a vote of a majority of the Board. A majority of the votes cast shall be necessary to an election, and any vacancy occurring in either of said offices shall be immediately filled by the Board.

Tit. 2. The President.

Sec. 1. The President shall preside at stockholders' and Directors' meetings and shall have entire supervision, control and management of all of the Company's business, officers, agents and employees. He shall employ and discharge all persons employed by this Company, and shall fix their compensation, subject to the approval of the Board of Directors, and may fill any vacancy occurring among its officers, until the next meeting of the Board.

Sec. 11. He shall make annual reports, in writing, to the Board of Directors, showing the condition of the affairs of the Company and embodying such recommendations as he may deem proper: And shall from time to time bring before the Directors or Executive Committee such information as may be required touching the business and property of the Company.

Tit. 3. The Treasurer.

Sec. 1. The Treasurer shall, in the absence or disability of the President, exercise all the powers and perform all the duties of that officer, unless the Board shall appoint from its other members a President pro-tem.

Sec. 11. He shall receive all the funds of the Company and shall keep and distribute the same, and shall sign all checks, drafts, notes or orders, which shall be countersigned, by the Secretary or President.

Sec. 111. He shall give to the Company such security for the faithful discharge of his trust as may be prescribed by the Board. He shall keep regular books of account of all his receipts

and disbursements, which shall at all times be open to the inspection of any member of the Board: And shall present to the Board, at each quarterly meeting, a detailed statement of the financial operations of the Company for the preceding three months. He shall have authority to make and adjust all insurance, and shall perform such other duties as may from time to time be required of him, by the President, Board of Directors or Executive Committee.

Sec. 14. All the funds of the Company shall be deposited daily in the corporate name and to the account of the Company, in such banks as shall be designated from time to time by the Executive Committee. Such funds shall be disbursed on vouchers certified by the Secretary and approved by the Treasurer, and payable by checks signed by the Treasurer and countersigned by the Secretary. Provided that the President may at any time sign, countersign or endorse any and all checks and vouchers.

Art. 4. The Secretary.

Sec. 1. The Secretary shall in addition to the other duties prescribed by these By-Laws, keep a record of all proceedings of the Board of Directors and of the Executive Committee, and of all the meetings of the stockholders, in books provided for the purpose. He shall also audit the accounts of all receiving and disbursing officers and agents of the Company, and keep a proper record of the same. He shall have charge of the Certificate Book, Transfer Book, and Stock Ledger.

Sec. 11. He shall likewise keep a record of all contracts entered into by the Company, and of all payments due or liabilities incurred therein, and shall keep a regular set of books by double

entry in such manner as to exhibit at all times the actual financial condition of the Company, and shall report the same quarterly to the Treasurer, and whenever required, to the President or to the Board of Directors, and shall under direction of the President attend to such correspondence as may be assigned to him, and shall perform such other duties as may from time to time be assigned to him by the President or the Board of Directors or Executive Committee.

ARTICLE V.

CAPITAL STOCK.

Sec. 1. All certificates of stock shall be numbered and registered in the order they are issued, and shall be signed by the President and Treasurer and countersigned by the Secretary, and the Seal of the Company shall be affixed thereto. All certificates exchanged or returned to the Company shall be cancelled by the Secretary.

Sec. 11. Transfer of shares shall only be made upon the books of the Company by the holder in person or by Power of Attorney duly executed and filed with the Company and upon surrender of the Certificate or Certificates representing the shares to be transferred.

Sec. 111. No increase of the capital stock of the Company shall be voted at any meeting of the stockholders without the previous assent in writing of at least a majority of the Board of Directors.

ARTICLE VI.THE SEAL.

Sec. I. The Seal of the Company shall be in the custody of the Treasurer, and shall have engraved upon it the words "The Automatic Fire Alarm ^{and} Extinguisher Company, Limited," and the date of incorporation of the Company, and shall be affixed by him on all Certificates of Stock, and whenever otherwise required for the purposes of the business.

ARTICLE VII.VACANCIES.

Sec. 1. Any vacancy occurring in the Board of Directors or among the officers of the Company, shall be filled by the Board by ballot. Special notice thereof shall be given to each member, and a majority of the votes cast shall be necessary to an election; and the election shall be for the balance of the unexpired term. Any one or more of the Directors may be removed by a vote of two-thirds of the entire capital stock at any special meeting of the Stockholders called for that purpose.

ARTICLE VIII.DIVIDENDS.

Sec. 1. Dividends may be declared by the Board of Directors at such times as they may elect; but in no case shall a dividend be declared except from the actual earnings of

6-91-8

the Company.

ARTICLE IX.

AMENDMENTS.

Sec. I. Any alteration or amendment of these by-laws must be proposed at a meeting of the Board, held at least five days prior to any action thereon; and a vote of a majority of the Directors shall be necessary to the adoption thereof.

ARTICLE X.

ORDER OF BUSINESS.

The following shall be the order of business at regular meetings of the Board of Directors.

1. Reading of the minutes of the previous meeting.
2. Report of the President.
3. Report of the Treasurer.
4. Report of other officers.
5. Report of Standing Committees.
6. Report of Special Committees.
7. Unfinished business.
8. New business.

ARTICLE XI.

ASSENT OF STOCKHOLDERS.

Sec. I. Every person who becomes a stockholder in this Company shall be deemed to assent to these articles; and

6-71-9

shall indicate to the Secretary the address to which he desires
all notices herein specified to be sent.

Adopted July 31, 1888.

Certified to as a correct copy of amended
Bylaws of the Automatic Fire Alarm and
Extinguished Company, Limited - adopted
by the Board of Directors July 31, 1888 pursuant
to Article IX Section 1 of the original Bylaws
of the Company and duly authorized for
filing and publication by the said Board
of Directors at said meeting - as witnessed
my hand and the seal of said Company

Signed and Acknowledged
before me this 15th day of
August - 1888. at the City
of New York.

John F. Furlong,

Notary Public for Kings County N.Y.

Certificate of my appointment duly filed
in New York County Clerk's Office.

AMENDED BY-LAWS
OF THE
AUTOMATIC FIRE ALARM AND
EXTINGUISHER COMPANY
Limited.

Adopted July 31, 1888.

STATE OF NEW YORK,
OFFICE OF SECRETARY OF STATE
FILED AND
RECORDED. *Aug 16 1888*
Fredrick Wilcox,
DEPUTY SECRETARY OF STATE.

confidential
David O'Donaghue
Winston
Sep 02, 2021 16:19

11-11-11

At a Special Term of the New York Supreme Court held at the County Court House in the City of New York and the Borough of Manhattan on the twenty-first day of December, 1899.

Present Hon.

Frederic A. Deane
Justice.

IN THE MATTER

Order.

THE AUTOMATIC FIRE ALARM AND
EXTINGUISHER COMPANY, LIMITED

On reading and filing the petition of The Automatic Fire Alarm And Extinguisher Company, Limited, for an order of this Court authorizing the petitioner therein to assume the name Automatic Fire Alarm Company, the affidavit of verification thereof, the certificate of the Secretary of State annexed thereto and the affidavits showing the publication of notice of application for this order, the Court being satisfied by such petition, certificate and affidavits presented therewith that the petition is true and that there is no reasonable objection to the change of name proposed, that the petition has been duly authorized and that notice of the presentation of the petition has been made and published in the manner required by law.

It is ordered by the Court that the petitioner, The Automatic Fire Alarm And Extinguisher Company, Limited, is hereby authorized to assume the name Automatic Fire Alarm Company on the twenty-second day of January in the year nineteen hundred, (1900), and it is further ordered that

464

17-139-1

this order be entered and the papers on which it is granted be filed within ten days from this date in the Clerk's Office of the County of New York and that a certified copy of this order within ten days after the entry thereof shall be filed in the office of the Secretary of State and a copy of this order shall within ten days from the entry hereof be published in The New York Law Journal, a newspaper published in the County of New York, and such publication shall be continued once in each week for four successive weeks.

H. F. 1 Copy

Enter
Henry J. Jackson
Att.



Confidential
David O'Donoghue
Winston
Sep 02, 2001 16:19
J. M. J. M.

465

44-109-8

Book..... Page..... 1113

NEW YORK SUPREME COURT.

CITY and COUNTY of NEW YORK.

IN THE MATTER

of

THE AUTOMATIC FIRE ALARM AND
EXTINGUISHER COMPANY, LIMITED.

ORDER.

Elijah S. Cowles,

Attorney.

413 Broadway,

N. Y. City.

STATE OF NEW YORK.

Office of SECRETARY of STATE,

FILED DEC 23 1899

J. W. Morgan
Secretary of State.

4168

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Confidential
David O'Donoghue
Sep 02, 2021 16:19

City and County of New York, ss.:

[illegible]

DAVID S. OWEN, being duly sworn, says that he is the PRINCIPAL CLERK of the Publisher of THE NEW YORK LAW JOURNAL, a Daily Newspaper printed and published in the City of New York; that the advertisement hereto annexed has been regularly published in the said THE NEW YORK LAW JOURNAL once a week for four weeks successively, commencing on the 22nd day of December 1899

SWORN TO BEFORE ME, this

of Lanna

day

David Schwenn

John Cosgrave

NOTARY PUBLIC (89), NEW YORK CO

Book 58 Page 622 (1)

NEW YORK SUPREME COURT.
CITY and COUNTY OF NEW YORK.

IN THE MATTER

of

THE AUTOMATIC FIRE ALARM AND
EXTINGUISHER COMPANY, LIMITED.

AFFIDAVIT OF PUBLICATION.

Elijah S. Cowles,

Attorney.

413 Broadway,

N. Y. City.

STATE OF NEW YORK,
OFFICE OF SECRETARY OF STATE, ✓

and
JAN 19 1900

[Signature]

Secretary of State.

Confidential
David O'Donaghue
Sep 02, 2021 16:19

8-11-16

State of New York)
) ss.
County of New York.)

We, the undersigned President and Secretary of the stock corporation the Automatic Fire Alarm Company, having its principal office for business at No. 416 Broadway, in the City of New York, do hereby certify that the following is a correct transcript of the minutes of a meeting of the stockholders of that Company, held pursuant to Section 21 of the Stock Corporation Law of 1892, to wit:

The Annual Meeting of the stockholders of the Automatic Fire Alarm Company was held at the office of that Company, at No. 416 Broadway, New York City, at the usual place of meeting of the directors, on the fifth day of February, 1901, at twelve o'clock noon, to determine among other things whether the number of directors should be increased from seven to nine.

A notice of such meeting was served upon each stockholder of said Company, either personally or by mail, postage prepaid, directed to each at his post-office address at least two weeks prior to the day of holding such meeting. The notice so served contained among other matters the words and figures following, to wit:

Office of

AUTOMATIC FIRE ALARM COMPANY,

416 Broadway.

New York, January 21, 1901.

The annual meeting of the Stockholders of this Company for the election of Directors and Inspectors of election for the ensuing year, and for the transaction of such other business as may properly come before it, will be held at the office of the Company, 416 Broadway, New York City, on Tuesday, February 5, 1901, at 12 o'clock noon. Polls will be open from 12 to 1 o'clock.

The Stockholders will be asked to vote on a proposal to increase the number of Directors to nine, and if such increase is determined upon, nine Directors will be voted for instead of seven, as heretofore.

Yours respectfully,

E. O. Richards, Secretary.

247-104-1

Proof of service of such notice was duly filed in the office of such corporation before the time of such meeting.

At the time and place mentioned in said notice the meeting was held pursuant thereto and was called to order by Elijah S. Cowles, the president of such corporation, and the records of such meeting were kept by Edward O. Richards, the secretary thereof.

It was then moved that the number of directors of said corporation be increased from seven to nine and that the stockholders deposit their ballots for or against such proposal. The Stockholders then present in person or by proxy, owning more than a majority of the stock of such corporation, then voted by ballot and on counting such ballots it was found and reported to the meeting that ten thousand one hundred and ten ballots, each representing one share of stock had been cast by the stockholders for the increase of the number of directors from seven to nine, and that no ballots had been cast against such proposal, and it appearing that such ballots had been cast by stockholders owning more than a majority of the stock of such corporation, such proposal to increase the number of directors from seven to nine was thereupon declared duly and unanimously adopted.

In witness whereof we have made, subscribed and verified this certificate this *eighteenth* day of February, 1901.

Elijah S. Cowles

President.

Edward O. Richards

Secretary.

State of New York,)
City and County of New York.) ss.

Elijah S. Cowles and Edward O. Richards being severally duly sworn does, each for himself, say that they are the persons chosen as president and secretary respectively of the meeting of the stockholders of the Automatic Fire Alarm Company, held at the time and place above mentioned, to determine whether the number of directors thereof should be increased, that the foregoing is a correct transcript of the proceedings of such meeting, as entered in the minutes of said corporation.

Subscribed and sworn at
the City of New York this
1st day of February, 1901,
before me

Elijah S. Cowles

Edward O. Richards



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Data O'Donoghue
Sep 02, 2021 16:19

Book 63 Page 570 104

CHANGE OF NUMBER
OF DIRECTORS

by the
AUTOMATIC FIRE ALARM COMPANY
416 Broadway,
N. Y. City.

ELIJAH S. COWLES,
Counselor at Law,
No. 416 BROADWAY,
N. Y. CITY.

Office of SECRETARY OF STATE,

Filed Feb 21

Recorded FEB 21 1901

[Signature]
Secretary of State

Confidential
David O'Donoghue
Winston
Sep 02, 2021 16:19

[Handwritten note]

Mar 4, 1882

State of New York.)
City and County of New York.) SS.

Us the undersigned A. C. Richards, Treasurer and E. O. Richards Secretary of The Watkins Automatic Signal Telegraph Company (Limited), a corporation organized and existing under and by virtue of the laws of the State of New York, and particularly of an Act of the Legislature of said State, entitled "An Act to provide for the organization and regulation of certain business corporations," passed June 21st 1875 and the acts amendatory thereof and supplementary thereto.

Do hereby certify, That at a meeting of the stockholders of the said Company, duly convened for the purpose of considering the question of increasing the capital stock of the said Company and held on the 3rd day of March, 1882, pursuant to notice thereof specifying the object of such meeting, a copy of which was served pursuant to the provisions of section five of said Act, upon every stockholder of the Company, by depositing the same in the post office, properly addressed to his last known place of residence, and postage prepaid, at least five days before the time fixed for such meeting, and a copy of which is also hereunto annexed.

It was resolved, by a vote of the majority of the stockholders of this Company, to wit, fifty-four stockholders out of eighty-eight representing a majority of the stock of such Corporation, to wit, Eight thousand one hundred and eighty-seven shares out of Nine thousand shares, that the capital stock of this Company be increased from

Two hundred and twenty-five thousand dollars (\$225,000), to
Three hundred thousand dollars (\$300,000), or from Nine
thousand shares of the par value of Twenty-five dollars each
to Twelve thousand shares of the said par value.

Dated New York, March 4th 1882.

A. C. Richards Treas

E. O. Richards Sec'y.

State of New York)
) SS.
City and County of New York)

On this tenth day of March 1882 before me personally
came A. C. Richards and E. O. Richards to me known,
and known to me to be the individuals described in and who
executed the foregoing instrument and severally acknowledged
to me that they executed the same.

Theo. V. Bremsen

Notary Public N. Y. Co.

(Seal)

EXECUTIVE OFFICE
THE WATKINS AUTOMATIC SIGNAL
TELEGRAPH CO.
(Limited)

New York, February 24th, 1882.

Notice is hereby given that a meeting of the
Stockholders of The Watkins Automatic Signal Telegraph
Company (Limited) will be held at the office of the Company,
No. 294 Broadway, New York, on Friday, March 3d, at 12
o'clock, noon, to determine whether or not this Company shall

increase its Capital Stock to Three hundred thousand dollars (\$300,000), and to transact such other business as may come before the meeting.

A. S. BARNES,
President.

E. O. RICHARDS,
Secretary.

(Endorsed)

The Watkins Automatic
Signal Telegraph Company
(Limited)

Certificate of increase
of
Capital Stock.

STATE OF NEW YORK,
Office of SECRETARY OF STATE,
FILED AND
RECORDED MAR 11 1882

Anson S. Wood
DEPUTY SECRETARY OF STATE.

Form 76-448 11-5-17-700 (2-11051)

4100

State of New York, }
OFFICE OF THE SECRETARY OF STATE. } ss: I have compared the preceding with the original
Certificate to Increase the Capital Stock of
The Watkins Automatic Signal Telegraph Company (Limited),

filed and recorded in this office on the 11th day of March, 1882, and do
HEREBY CERTIFY the same to be a correct transcript therefrom and of the whole thereof.

Witness my hand and the seal of office of the SECRETARY OF STATE, at the
City of Albany, this second day of August,
one thousand nine hundred and eighteen.

A. S. Barnes
Secretary of State

24
Mar 21, 1904

We, the undersigned, ELIJAH S. COWLES, chairman, and EDWARD O. RICHARDS, secretary, respectively, of a special meeting of the stockholders of the Automatic Fire Alarm Company, a domestic stock corporation, held for the purpose of increasing its capital stock, do hereby certify:

THAT prior to such meeting a notice, stating the time, place and object thereof, and the amount of the increase proposed, signed on behalf of the president and the secretary was published once a week, for at least two successive weeks, in the New York Tribune, a newspaper in the county where the principal business office of such corporation is located.

THAT the following is a true copy of such notice:

" Automatic Fire Alarm Company,
416 Broadway,
New York, March 1st, 1904.

" Notice is hereby given that a special meeting
" of stockholders of the Automatic Fire Alarm Company
" will be held at the office of the Company, No. 416
" Broadway, New York City, March 16th, 1904, at twelve
" o'clock noon, to consider and take action upon the
proposition to increase the Company's Capital Stock
to six hundred thousand dollars.

By order of the President,"

E. O. Richards,

Secretary."

THAT a copy of such notice was also duly mailed, postage prepaid, to each stockholder of such corporation, at

his last known post-office address, at least two weeks before the meeting, except only such stockholders as were personally served with a copy of such notice at least two weeks before the meeting.

THAT at the time and place specified in such notice, stockholders appeared in person or by proxy, in numbers representing more than a majority of all the shares of stock of such corporation, and organized said meeting by choosing from their number the undersigned, Elijah S. Cowles, as chairman, and Edward O. Richards, as secretary thereof.

THAT the notice of the meeting and proof of the proper publishing and mailing and personal service thereof was presented.

THAT, upon motion, a vote was then taken of those present in person or by proxy upon the adoption of the following resolution:

" RESOLVED, That the capital stock of the Automatic Fire Alarm Company, be increased from the present amount thereof, to-wit: Three hundred thousand dollars (\$300,000), consisting of twelve thousand (12,000) shares of the par value of Twenty-five dollars (\$25.) each, to Six hundred thousand dollars (\$600,000), consisting of twenty-four thousand (24,000) shares of the par value of Twenty-five dollars (\$25.) each, and that the officers of this Company are hereby directed to take all necessary steps to accomplish that end."

THAT stockholders owning 9,717 shares of stock, being more than a majority of all the stock of the corporation, voted in favor of such resolution; and one stockholder owning 300 shares of stock voted against its adoption.

THAT a sufficient number of votes having been cast in favor of such increase, such resolution was declared duly adopted.

THAT the amount of capital stock of said corporation heretofore authorized is Three hundred thousand dollars (\$300,000), and the whole amount thereof is actually issued and consists of twelve thousand (12,000) shares of the par value of Twenty-five dollars (\$25.) each; and that the amount of the increase of the capital stock is Three hundred thousand dollars (\$300,000.), consisting of twelve thousand (12,000) shares of the par value of Twenty-five dollars (\$25.) each; making in all Six hundred thousand dollars (\$600,000.) of capital stock, to consist of twenty-four thousand (24,000) shares, each share of the par value of Twenty-five dollars (\$25.)_

IN WITNESS WHEREOF, We have made, signed, verified and acknowledged this certificate in duplicate this 21st day of March, 1904.

Elijah S. Cowles

Chairman

E. O. Richards

Secretary.

State of New York,) ss.
County of New York)

Elijah S. Cowles, chairman, and Edward O. Richards,

secretary, respectively, of the aforesaid meeting, being severally duly sworn, do depose and say, and each for himself deposes and says, that he has read the foregoing certificate subscribed by him, and knows its contents, and that the same is true.

Subscribed and sworn to) Elijah S. Cowles
before me this 21st) E. O. Richards
day of March, 1904.)

Ed. S. Pringle

Notary Public #66

N. Y. Co.

(Seal)

State of New York,)
) ss;
County of New York.)

On this 21st day of March, 1904, before me personally came Elijah S. Cowles, and Edward O. Richards, to me personally known to be the persons described in and who made, signed and verified the foregoing certificate and severally duly acknowledged to me that they made, signed and verified the same for the uses and purposes therein set forth.

Ed. S. Pringle

Notary Public #66

N. Y. Co.

(Seal)

(Endorsed)

CERTIFICATE OF INCREASE
of CAPITAL STOCK

of the

AUTOMATIC FIRE ALARM COMPANY.

Tax for privilege of Increase of
capital of this Corporation.
\$150.⁰⁰

Under Chapter 448, Laws of 1901,

Paid to

State Treasurer before Filing.

STATE OF NEW YORK,
Office of SECRETARY OF STATE,
Filed and
Recorded AUG 19 1904

J. B. H. Mongin,
Deputy SECRETARY OF STATE.

Form 70-448. 11-5-17-700 (2-1-051)

409C

State of New York, } I have compared the preceding with the original
OFFICE OF THE SECRETARY OF STATE. } ss: Certificate to Increase the Capital Stock of
Automatic Fire Alarm Company,

filed and recorded in this office on the 19th day of August, 1904 and do

HEREBY CERTIFY the same to be a correct transcript therefrom and of the whole thereof.

Witness my hand and the seal of office of the SECRETARY OF STATE, at the
City of Albany, this second day of August,
one thousand nine hundred and eighteen.

[Signature]
Secretary of State

195/13

5 page ⑧

certified copy

CERTIFICATE AMENDING THE CERTIFICATE
OF INCORPORATION OF THE
AUTOMATIC FIRE ALARM COMPANY,
EXTENDING ITS PURPOSES, POWERS AND PROVISIONS,
ALSO CERTIFICATE OF EXTENSION
OF CORPORATE EXISTENCE.

confidential
David O'Donoghue
Winston
Sep 02, 2021 16:19 Oct 1918

OLNEY & COMSTOCK
COUNSELLORS AT LAW
68 WILLIAM STREET,
NEW YORK CITY.

We, the undersigned, EDWARD O. RICHARDS, President, and FRANCIS HILLHOUSE, Secretary, of AUTOMATIC FIRE ALARM COMPANY, a stock corporation organized under the laws of the State of New York, and Chairman and Secretary, respectively, of a special meeting of the Stockholders of said corporation held for the purpose of altering its certificate of incorporation so as to include therein other purposes, powers and provisions, and also for the purpose of extending the term of its corporate existence, do hereby, pursuant to the provisions of the Stock Corporation Law of the State of New York, make and file this Amended Certificate for such purposes, and do certify as follows:

FIRST: That the name of the corporation in the certificate of incorporation hereby altered is

AUTOMATIC FIRE ALARM COMPANY.

SECOND: That the alteration proposed and intended to be effected by the execution and filing of this amended certificate consists of an extension of purposes, powers or provisions as follows:

To amend the certificate or certificates of incorporation of this company so as to alter and extend its purposes, powers and provisions as follows:

1. To make, manufacture, purchase or otherwise acquire, hold, own, use, mortgage, lease, pledge, sell, assign, transfer, invest, trade in, deal in and deal with all and any kind of apparatus and appliances for the transmission of signals, notices or other communications, whether by electricity or otherwise, or which are used or may be used in the protection of buildings or their contents against damage by the elements or unlawful entry or use or to give notice or warning thereof.



2. To make, manufacture, purchase or otherwise acquire, hold, own, use, mortgage, lease, pledge, sell, assign, transfer, invest, trade in, deal in and deal with all and any kind of machines, machinery, mechanical contrivances, implements, tools, apparatus or distribution of water, gas, air, steam, electricity or any other power either in the earth or on or above its surface.

3. To erect, construct, purchase, lease or otherwise acquire, own, use, maintain, operate, develop, mortgage, sell or otherwise dispose of plants and machinery, apparatus and appliances for the manufacture of any of the aforesaid articles.

4. To apply for, register, license, purchase or otherwise acquire and to hold, own, use, operate, sell, mortgage, assign or otherwise dispose of, and to grant licenses in respect of, or otherwise turn to account, any and all inventions, improvements and processes used in connection with or secured under any letters patent, trade marks or copyrights of the United States or foreign countries, or both.

5. To purchase, lease or otherwise acquire, undertake, carry on, improve and develop all or any part of the business, good will, trade marks, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on pursuant to any of the provisions of this certificate or of any of the certificates of this corporation; and to give in consideration of the same either cash, evidences of debt, securities or property; and to issue therefor shares, bonds or obligations of this company.

6. To purchase, subscribe for or otherwise acquire and to hold, own, use, pledge, exchange, sell, assign or otherwise dispose of the stocks, bonds and other evidences of debt of any corporation, domestic or foreign, and to issue in exchange therefor the stocks, bonds or other obligations of this corporation, and to receive and distribute as profits the dividends and interest on such stocks, bonds or evidences of debt; or upon any distribution of assets to distribute any such stocks, bonds or evidences of debt in kind, or the proceeds thereof, as the directors of this company may determine, among the stockholders of this company.

7. Unlimitedly and without restriction to receive, hold, purchase or otherwise acquire, use, improve, lease, mortgage, pledge, convey, exchange or otherwise dispose of any real or personal property in any state or territory of the United States and in any foreign country or place, including the right of this company to issue in exchange or in consideration therefor its stocks, bonds or other obligations.

8. To become a party to any lawful agreement for sharing profits or to any union of interests, agreement for reciprocal concessions, joint adventure or co-operation or mutual trade arrangements with any person, firm, association or corporation that is carrying on or engaged in, or about to carry on or engage in, any business which this company is authorized to carry on or is engaged in, or that is conducting any business or transaction capable of being conducted so as to directly or indirectly benefit this company; and to loan money to or otherwise assist any such person, firm, association or corporation; and to take or otherwise acquire and hold shares in or securities of, and to subsidize or otherwise assist, any such person, firm, association or corporation; and to sell, hold, reissue with or without guarantee, pledge, exchange, assist or otherwise deal with such shares or securities.


9. To sell, let, mortgage or otherwise dispose of or otherwise deal with the franchise or undertaking, or any parts thereof, of the company upon any terms, with power to accept as consideration therefor any stocks, bonds, securities or obligations of any other corporation or of any person, firm or association.

10. To borrow or raise money for any purpose of the company; to secure the same and interest; or for such or any other purpose to mortgage or charge the franchise or undertaking of the company, present or hereafter acquired, subject to the limitations herein prescribed; and to create, issue, make, draw, accept and negotiate debentures or debenture stock, bills of exchange, promissory notes or other obligations or negotiable instruments.

11. To guarantee the payment of the principal or the dividends or interest, or both, or any stocks, bonds, debentures or other securities or evidences of debt issued by, or any other contract or obligation to, any corporation whenever proper or necessary for the business of the company, and provided the required authority be first obtained for that purpose.

THIRD: That the aforesaid alteration has been duly authorized by a vote of the majority of the directors and also by a vote of the stockholders representing at least two-thirds of the capital stock of said corporation issued and outstanding, at a meeting of the stockholders called for such purpose, in the manner provided in Section 18 of the Stock Corporation Law, as more fully appears in the copy of the proceedings of such meeting verified by the affidavit of one of the directors present thereat, annexed hereto and made part of this certificate.

We do further certify that prior to such meeting, a notice stating the time, place and object thereof - one of the objects so stated being to vote upon a proposition to extend the corporate existence of the Company - was published once a week for two successive weeks in the New York Law Journal, a newspaper in the county where the principal business office of said corporation is located, such notice being the notice required for the annual meeting of the corporation; a true copy of which notice is attached to the annexed affidavit of Alma Dill; and that a true copy of such notice was also duly mailed, postage prepaid, to each stockholder of such corporation at his last known postoffice address at least two weeks before the meeting.



That, at the time and place specified in such notice, stockholders appeared in person and by proxy representing at least two-thirds of all the shares of such corporation issued and outstanding and organized said meeting by choosing from their number the undersigned Edward O. Richards as Chairman and Francis Hillhouse as Secretary thereof.

That, upon motion duly seconded, a vote was then taken upon the following resolution:

RESOLVED that the corporate existence of this Company be extended beyond the time stated in its present certificate of incorporation, - that is to say, so that its existence may be perpetual.

That stockholders owning sixteen thousand eighty-two shares of stock - being at least two-thirds of all the stock of the corporation - voted in favor of such resolution and no stockholder voted against its adoption.

IN WITNESS WHEREOF, we have hereunto set our hands this 25th day of October, 1918.

Corporate seal

E. O. Richards
President and Chairman

Francis Hillhouse
Secretary.

COUNTY OF NEW YORK, SS.:

Francis
EDWARD O. RICHARDS, Chairman, and ~~THOMAS~~ HILLHOUSE,
Secretary, respectively, of the meeting referred to in the
foregoing certificate, being severally duly sworn, do de-
pose and say, and each for himself deposes and says, that
he has read the foregoing certificate and knows the contents
thereof, and that the same is true.

Sworn to before me this
29 day of October, 1918.

E. O. Richards
Francis Hillhouse

J. A. Cohen
Notary Public Kings Co. No. 295
Certificate filed in N.Y.C. No. 367

COUNTY OF NEW YORK, SS.:

On this 25 day of October, 1918, before me person-
ally came EDWARD O. RICHARDS President and Chairman, and
Francis
~~THOMAS~~ HILLHOUSE Secretary, to me severally known and sev-
erally known to me to be the persons described in and who
executed the foregoing certificate, and they duly severally
acknowledged to me that they executed the same.

J. A. Cohen
Notary Public Kings County
No. 295
Certificate filed in N.Y.C.
No 367

Seal



MINUTES of a Special Meeting of the Stockholders of the AUTOMATIC FIRE ALARM COMPANY held at the office of the Company in the Borough of Manhattan, City of New York, on October 22, 1918, at two o'clock in the afternoon, for the purpose of considering a proposition to alter its certificate of incorporation so as to include therein other purposes, powers or provisions, and also for the purpose of considering a proposition to extend the term of its corporate existence.

The meeting having been called to order, stockholders appeared in person or by proxy representing 16,082 shares of stock - being at least two-thirds of the capital stock of said corporation, and organized by electing Edward O. Richards the President and ^{Francis}~~Thomas~~ Hillhouse the Secretary and both of them directors of the corporation, as Chairman and Secretary, respectively, of said meeting.

The Secretary read the notice of the meeting, which notice stated the time, place and object thereof, and the proposed extension of purposes, powers and provisions of the corporation and also the proposed extension of the term of its corporate existence, and also read the proof that such notice was published once a week for two successive weeks prior to the meeting in the New York Law

(M)

Journal, a newspaper in the County of New York, the county where the principal business office of the corporation is located, and also the proof that a copy of such notice was duly mailed to each stockholder at his last known post office address at least two weeks prior to the date of the meeting.

Upon motion duly seconded, a vote was taken upon the following resolution:

First. To amend the certificate or certificates of incorporation of this company so as to alter and extend its purposes, powers and provisions as follows:

1. To make, manufacture, purchase or otherwise acquire, hold, own, use, mortgage, lease, pledge, sell, assign, transfer, invest, trade in, deal in and deal with all and any kind of apparatus and appliances for the transmission of signals, notices or other communications, whether by electricity or otherwise, or which are used or may be used in the protection of buildings or their contents against damage by the elements or unlawful entry or use or to give notice or warning thereof.

2. To make, manufacture, purchase or otherwise acquire, hold, own, use, mortgage, lease, pledge, sell, assign, transfer, invest, trade in, deal in and deal with all and any kind of machines, machinery, mechanical contrivances, implements, tools, apparatus or distribution of water, gas, air, steam, electricity or any other power either in the earth or on or above its surface.

3. To erect, construct, purchase, lease or otherwise acquire, own, use, maintain, operate, develop, mortgage, sell or otherwise dispose of plants and machinery, apparatus and appliances for the manufacture of any of the aforesaid articles.

4. To apply for, register, license, purchase or otherwise acquire and to hold, own, use, operate, sell, mortgage, assign or otherwise dispose of, and to grant licenses by respect of, or otherwise turn to account, any and all inventions, improvements and processes used in connection with or secured under any letters patent, trade-marks or copyrights of the United States or foreign countries, or both.

5. To purchase, lease or otherwise acquire, undertake, carry on, improve and develop all or any part of the business, good will, trade marks, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business (the same as or of a similar nature to that which this corporation is authorized to carry on pursuant to any of the provisions of this certificate or of any of the certificates of this corporation; and to give in consideration of the same either cash, evidences of debt, securities or property; and to issue therefor shares, bonds or obligations of this company.

6. To purchase, subscribe for or otherwise acquire and to hold, own, use, pledge, exchange, sell, assign or otherwise dispose of the stocks, bonds and other evidences of debt of any corporation, domestic or foreign, and to issue in exchange therefor the stocks, bonds or other obligations of this corporation, and to receive and distribute as profits the dividends and interest on such stocks, bonds or evidences of debt; or upon any distribution of assets to distribute any such stocks, bonds or evidences of debt in kind, or the proceeds thereof, as the directors of this company may determine, among the stockholders of this company.

7. Unlimitedly and without restriction to receive, hold, purchase or otherwise acquire, use, improve, lease, mortgage, pledge, convey, exchange or otherwise dispose of any real or personal property in any state or territory of the United States and in any foreign country or place, including the right of this company to issue in exchange or in consideration therefor its stocks, bonds or other obligations.

8. To become a party to any lawful agreement for sharing profits or to any union of interests, agreement for reciprocal concessions, joint adventure or co-operation or mutual trade arrangements with any person, firm, association or corporation that is carrying on or engaged in, or about to carry on or engage in, any business which this company is authorized to carry on or is engaged in, or that is conducting any business or transaction capable of being conducted so as to directly or indirectly benefit this company; and to loan money to or otherwise assist any such person, firm, association or corporation; and to take or otherwise acquire and hold shares in or securities of, and to subsidize or otherwise assist, any such person, firm, association or corporation; and to sell, hold, release with or without guarantee, pledge, exchange, assist or otherwise deal with such shares or securities.

9. To sell, let, mortgage or otherwise dispose of or otherwise deal with the franchise or undertaking, or any parts thereof, of the company upon any terms, with power to accept in consideration therefor any stocks, bonds, securities or obligations of any other corporation or of any person, firm or association.

10. To borrow or raise money for any purpose of the company, to secure the same and interest; or for such or any other purpose to mortgage or charge the franchise or undertaking of the company, present or hereafter acquired, subject to the limitations herein prescribed; and to create, issue, make, draw, accept and negotiate debentures or debenture stock, bills of exchange, promissory notes or other obligations or negotiable instruments.

11. To guarantee the payment of the principal or the dividends or interest, or both, or any stocks, bonds, debentures or other securities or evidences of debt issued by, or any other contract or obligation to, any corporation whenever proper or necessary for the business of the company, and provided the required authority be

Thereupon, stockholders representing 16,082 shares of stock - being at least two-thirds of the capital stock of said corporation - voted in favor of such resolution, and no stockholder voted against its adoption and therefore such resolution was ^{declared} duly adopted.

Thereupon, upon motion duly seconded, a vote was taken upon the following resolution:

RESOLVED that the corporate existence of this Company be extended beyond the time stated in its present certificate of incorporation, - that is to say, so that its existence may be perpetual.

Thereupon, stockholders representing 16,082 shares of stock of this corporation - being at least two-thirds of the capital stock of this corporation - voted in favor of said resolution and no stockholder voted against its adoption, and therefore such resolution was declared duly adopted and the meeting adjourned.

E. O. Richards
Chairman

Francis Hillhouse
Secretary.

[Handwritten initials]

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK.)

EDWARD G. RICHARDS, being duly sworn, says
that he is one of the Directors of the Automatic Fire
Alarm Company; that he was present at a special meeting
of said corporation held at its office in the Borough of
Manhattan, City of New York, on October 22nd, 1918, at two
o'clock in the afternoon; that the foregoing is a true
and correct copy of the proceedings at such meeting and
of the whole thereof.

Sworn to before me this
25 day of October, 1918.

J. A. Cohen

*Notary Public Kings County No. 295
Certificate filed in N.Y. Co. No. 367*

(Seal)

[Signature]

STATE OF NEW
COUNTY OF NEW YORK

I am of full
Fire Alarm Com
principal office
Manhattan, City of
1918, under
corporation,
the said Automatic
the annexed
stockholder
addressed to
address, - at
said Borough

Sworn to before
28 day of

J. A.
N.
-les
Lead

PLEASE TAKE NOTICE THAT A SPECIAL
meeting of the stockholders of the Automatic
Fire Alarm Company is called to take place on
the 22d day of October, 1918, at two o'clock in
the afternoon, at the office of the company, No.
416 Broadway, in the Borough of Manhattan,
City of New York, for the purpose of voting
First, To amend the certificate or certificates
of incorporation of this company so as to alter
and extend its purposes, powers and provisions
as follows:

1. To make, manufacture, purchase or other-
wise acquire, hold, own, use, mortgage, lease,
pledge, sell, assign, transfer, invest, trade in,
deal in and deal with all and any kind of appa-
ratus and appliances for the transmission of
signals, notices or other communications, whether
by electricity or otherwise, or which are used or
may be used in the protection of buildings or
their contents against damage by the elements
or unlawful entry or use or to give notice or
warning thereof.

2. To make, manufacture, purchase or other-
wise acquire, hold, own, use, mortgage, lease,
pledge, sell, assign, transfer, invest, trade in,
deal in and deal with all and any kind of ma-
chines, machinery, mechanical contrivances, im-
plements, tools, apparatus or distribution of
water, gas, air, steam, electricity or any other
power either in the earth or on or above its
surface.

3. To erect, construct, purchase, lease or other-
wise acquire, own, use, maintain, operate, de-
velop, mortgage, sell or otherwise dispose of
plants and machinery, apparatus and appliances
for the manufacture of any of the foregoing
articles.

4. To apply for, register, license, purchase or
otherwise acquire and to hold, own, use, operate,
sell, mortgage, assign or otherwise dispose of,
and to grant licenses in respect of, or otherwise
turn to account, any and all inventions, improve-
ments and processes used in connection with or
secured under any letters patent, trade marks or
copyrights of the United States or foreign coun-
tries, or both.

5. To purchase, lease or otherwise acquire,
undertake, carry on, improve and develop all or
any part of the business, good will, trade marks,
rights, assets and liabilities of any person, firm,
association or corporation carrying on any kind
of business the same as or of a similar nature
to that which this corporation is authorized to
carry on pursuant to any of the provisions of
this certificate or of any of the certificates of
this corporation; and to give in consideration of
the same either cash, evidences of debt, securities
or property; and to issue therefor shares, bonds
or obligations of this company.

6. To purchase, subscribe for or otherwise ac-
quire and to hold, own, use, pledge, exchange,
sell, assign or otherwise dispose of, any stocks,
bonds and other evidences of debt of any cor-
poration, domestic or foreign, and to issue in ex-
change therefor the stocks, bonds or other obliga-
tions of this corporation, and to receive as dis-
tribute as profits the dividends and interest on
such stocks, bonds or evidences of debt; or upon
any distribution of assets to distribute any such
stocks, bonds or evidences of debt in kind, or the
proceeds thereof, as the directors of this com-
pany may determine, among the stockholders of
this company.

7. Unlimitedly and without restriction to re-
ceive, hold, purchase or otherwise acquire, use,
improve, lease, mortgage, pledge, convey, ex-
change or otherwise dispose of any real or per-
sonal property in any state or territory of the
United States and in any foreign country or
place, including the right of this company to
lease or exchange or in consideration therefor its
stocks, bonds or other obligations.

8. To become a party to any lawful agreement
for sharing profits or to any union of interests,
arrangement for reciprocal concessions, joint ad-
ministration or co-operation or mutual trade arrange-
ments with any person, firm, association or cor-
poration that is carrying on or engaged in, or
about to carry on or engage in, any business
which this company is authorized to carry on or
is engaged in, or that is conducting any business
or transaction capable of being conducted so as
to directly or indirectly benefit this company;
and to loan money to or otherwise assist any
such person, firm, association or corporation;
and to take or otherwise acquire and hold shares
in or securities of, and to subsidize or otherwise
assist, any such person, firm, association or cor-
poration; and to sell, hold, release with or with-
out guarantee, pledge, exchange, assist or other-
wise deal with such shares or securities.

9. To sell, let, mortgage or otherwise dispose
of or otherwise deal with the franchise or under-
taking, or any part thereof, of the company
upon any terms, with power to accept as con-
sideration therefor any stocks, bonds, securities
or obligations of any other corporation or of any
person, firm or association.

10. To borrow or raise money for any purpose
of the company; to secure the same and interest;
or for such or any other purpose to mortgage or
charge the franchise or undertaking of the com-
pany, present or hereafter acquired, subject to
the limitations herein prescribed; and to create,
issue, make, draw, accept and negotiate debent-
ures or debenture stock, bills of exchange, prom-
issory notes or other obligations or negotiable
instruments.

11. To guarantee the payment of the principal
or the dividends or interest, or both, or any
stocks, bonds, debentures or other securities or
evidences of debt issued by, or any other con-
tract or obligation to, any corporation whenever
proper or necessary for the business of the com-
pany, and provided the required authority be
first obtained for that purpose.

Second, To extend the corporate existence of
the company beyond the time specified in its
present certificate of incorporation, that is to
say, so that its existence may be perpetual.

Or as the stockholders at such meeting may
determine.

Dated New York, October 8th, 1918.

By order of the Board of Directors.

President.
FRANCIS HILLHOUSE.
Secretary.

born, deposes and says:

office of the Automatic
ation having its prin-
the Borough of Manhat-
th day of October,
secretary of the said
holder of record of
a notice of which
g the same to such
lope, postage prepaid.
last known post office
postoffice in the

Anna Bell
Counter No 295
N.Y.C. No. 367

STATE OF NEW YORK)
OFFICE OF THE SECRETARY: SS.
OF STATE,)

I have compared the preceding with the original Certificate of Amendment of Certificate of Incorporation under Section 18 of the Stock Corporation Law and Certificate of Extension of Corporate Existence of the AUTOMATIC FIRE ALARM COMPANY, filed and recorded in this office on the 12th day of November, 1918, and do HEREBY CERTIFY the same to be a correct transcript therefrom and of the whole thereof.

WITNESS my hand and the seal of office of
(Seal) State, at the City of Albany, this twelfth day
of November, one thousand nine hundred and eight-
een.

A. B. PARKER,
Deputy Secretary of State.

STATE OF NEW YORK,

CITY and COUNTY OF NEW YORK,

)
: ss.:
)

PLEASE TAKE NOTICE THAT A SPECIAL meeting of the stockholders of the Automatic Fire Alarm Company is called to take place on the 22d day of October, 1918, at two o'clock in the afternoon, at the office of the company, No. 416 Broadway, in the Borough of Manhattan, City of New York, for the purpose of voting:

First, To amend the certificate or certificates of incorporation of this company so as to alter and extend its purposes, powers and provisions as follows:

1. To make, manufacture, purchase or otherwise acquire, hold, own, use, mortgage, lease, pledge, sell, assign, transfer, invest, trade in, deal in and deal with all and any kind of apparatus and appliances for the transmission of signals, notices or other communications, whether by electricity or otherwise, or which are used or may be used in the protection of buildings or their contents against damage by the elements or unlawful entry or use or to give notice or warning thereof.

2. To make, manufacture, purchase or otherwise acquire, hold, own, use, mortgage, lease, pledge, sell, assign, transfer, invest, trade in, deal in and deal with all and any kind of machines, machinery, mechanical contrivances, implements, tools, apparatus or distribution of water, gas, air, steam, electricity or any other power either in the earth or on or above its surface.

3. To erect, construct, purchase, lease or otherwise acquire, own, use, maintain, operate, develop, mortgage, sell or otherwise dispose of plants and machinery, apparatus and appliances for the manufacture of any of the aforesaid articles.

4. To apply for, register, license, purchase or otherwise acquire and to hold, own, use, operate, sell, mortgage, assign or otherwise dispose of, and to grant licenses in respect of, or otherwise turn to account, any and all inventions, improvements and processes used in connection with or secured under any letters patent, trade marks or copyrights of the United States or foreign countries, or both.

5. To purchase, lease or otherwise acquire, undertake, carry on, improve and develop all or any part of the business, good will, trade marks, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on pursuant to any of the provisions of this certificate or of the certificates of incorporation of this corporation; and to give in consideration of the same either cash, evidences of debt, securities or property; and to issue therefor shares, bonds or obligations of this company.

6. To purchase, subscribe for or otherwise acquire and to hold, own, use, pledge, exchange, sell, assign or otherwise dispose of the stocks, bonds and other evidences of debt of any corporation, domestic or foreign, and to issue in exchange therefor the stocks, bonds or other obligations of this corporation; and to receive and distribute as profits the dividends and interest on such stocks, bonds or evidences of debt; or upon any distribution of assets to distribute any such stocks, bonds or evidences of debt in kind, or the proceeds thereof, as the directors of this company may determine, among the stockholders of this company.

7. Unconditionally and without restriction to receive, hold, purchase or otherwise acquire, use, improve, lease, mortgage, pledge, convey, exchange or otherwise dispose of any real or personal property in any state or territory of the United States and in any foreign country or place, including the right of this company to issue in exchange or in consideration therefor its stocks, bonds or other obligations.

8. To become a party to any lawful agreement for sharing profits or to any union of interests, agreement for reciprocal concessions, joint adventure or co-operation or mutual trade arrangements with any person, firm, association or corporation that is carrying on or engaged in, or about to carry on or engage in, any business which this company is authorized to carry on or is engaged in, or that is conducting any business or transaction capable of being conducted so as to directly or indirectly benefit this company; and to loan money to or otherwise assist any such person, firm, association or corporation; and to take or otherwise acquire and hold shares in or securities of, and to subsidize or otherwise assist, any such person, firm, association or corporation; and to sell, hold, release with or without guarantee, pledge, exchange, assist or otherwise deal with such shares or securities.

9. To sell, let, mortgage or otherwise dispose of or otherwise deal with the franchise or undertaking, or any parts thereof, of the company upon any terms, with power to accept as consideration therefor any stocks, bonds, securities or obligations of any other corporation or of any person, firm or association.

10. To borrow or raise money for any purpose of the company; to secure the same and interest; or for such or any other purpose to mortgage or charge the franchise or undertaking of the company, present or hereafter acquired, subject to the limitations herein proscribed; and to create, issue, make, draw, accept and negotiate debentures or debenture stock, bills of exchange, promissory notes or other obligations or negotiable instruments.

11. To guarantee the payment of the principal or the dividends or interest, or both, or any stocks, bonds, debentures or other securities or evidences of debt issued by, or any other contract or obligation to, any corporation whenever proper or necessary for the business of the company, and provided the required authority be first obtained for that purpose.

Second, To extend the corporate existence of the company beyond the time specified in its present certificate of incorporation, that is to say, so that its existence may be perpetual.

Or, as the stockholders at such meeting may

JOHN J. COSCROVE, being duly sworn,

says that he is the Principal Clerk of the Publisher of THE NEW YORK LAW JOURNAL, a Daily Newspaper printed and published in the County of New York; that the advertisement hereto annexed has been regularly

NEIDER, Clerk of the said County and Clerk of the Supreme Court of said County, Do CERTIFY, That I have compared the preceding with the

Record of the whole of such original. I, this 14th day of November, 1918, have hereunto subscribed my name and affixed my official

Clerk.

STATE OF NEW YORK,)

CITY and COUNTY OF NEW YORK,)

: ss.:

JOHN J. COSGROVE, being duly sworn,
says that he is the Principal Clerk of the
Publisher of THE NEW YORK LAW JOURNAL, a
Daily Newspaper printed and published in
the County of New York; that the adver-
tisement hereto annexed has been regularly
published in the said THE NEW YORK LAW
JOURNAL once in each week for two success-
ive weeks commencing on the 8th day of
October 1918.

born to before me this 15th day

October 1918.

JOHN J. COSGROVE

JOSEPH M. DEVOY,
Notary Public, Kings County No. 35,
Certificate filed in New York County No. 80,
Certificate filed in Bronx County No. 3.

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(ENDORSED.)

UNANIMOUS CONSENT OF STOCKHOLDERS TO INCREASE
CAPITAL STOCK OF THE AUTOMATIC FIRE ALARM COMPANY.

Dated, 9th day of December, 1922.

Tax for privilege of increase of
capital of this Corporation.
\$ 100.00
Under Section 150, Chapter 62, Laws of 1904,
AS AMENDED
Paid to
State Treasurer before filing.

OFFICE OF SECRETARY OF STATE

FILED DEC 12 1922

Edw. J. Lyons
SECRETARY OF STATE

OLNEY & COMSTOCK
COUNSELLORS AT LAW
68 WILLIAM STREET,
NEW YORK CITY

UNANIMOUS CONSENT OF STOCKHOLDERS TO INCREASE CAPITAL STOCK
OF THE AUTOMATIC FIRE ALARM COMPANY.

- - - - -

The undersigned, being the sole stockholder of the Automatic Fire Alarm Company, a stock corporation organized and existing under the Laws of the State of New York, does hereby consent that the present authorized capital stock of said corporation, to wit, Six hundred thousand Dollars (\$600,000) consisting of twenty-four thousand (24,000) shares of the par value of Twenty-five Dollars (\$25) each, be increased to Eight hundred thousand Dollars (\$800,000) to consist of thirty-two thousand (32,000) shares of the par value of Twenty-five Dollars (\$25) each, hereby authorizes such increase of capital stock; and empowers the officers of the corporation to do all acts and things necessary to effectuate such increase of capital stock;

AND HEREBY CERTIFIES AS FOLLOWS:

That the amount of capital of said corporation heretofore authorized is Six hundred thousand Dollars (\$600,000)

That the proportion heretofore actually issued is Five hundred ninety-one thousand, seven hundred seventy-five Dollars (\$591,775).

That the amount of the increased capital stock is Eight hundred thousand Dollars (\$800,000).

IN WITNESS WHEREOF, the said the Automatic Fire Alarm Company of Delaware, has caused these presents to be signed in duplicate and his corporate seal to be hereunto affixed by its officers, duly authorized thereto, this 9th day of December, 1922.

(Corporate
(SEAL)

~~/s/~~ AUTOMATIC FIRE ALARM COMPANY OF DELAWARE
by E. O. Richards,
President

~~/s/~~ Francis Hillhouse,
Secretary

confidential
David O'Donoghue
Winston
Sep 02, 2021 16:19

STATE OF NEW YORK,)
COUNTY OF NEW YORK.) ss.

On the ninth day of December, 1922, before me personally came EDWARD O. RICHARDS, to me known, who being by me duly sworn did depose and say that he resides in the Borough of Manhattan, City, County and State of New York; that he is the President of the Automatic Fire Alarm Company, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by the order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

~~187~~ EUGENE A. DIECKERT

Notary Public Kings County
N.Y. County Clerk's No. 323
N.Y. County Register's No. 3251

Certificate filed in N.Y. County

(Notary's seal)

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

FRANCIS HILLHOUSE, being duly sworn, deposes and says that he is the Secretary of the Automatic Fire Alarm Company, the corporation mentioned in the foregoing instrument; that he is the custodian of the stock book containing the names of the Stockholders of said corporation; that the Automatic Fire Alarm Company of Delaware, the corporation which executed the foregoing instrument, is the sole stockholder of the said corporation, the Automatic Fire Alarm Company (of New York) and the holder of record of its entire capital stock issued and outstand-

No. _____
State of New York, }
County of New York, } ss.:

I, JAMES A. DONEGAN, Clerk of the said County and Clerk of the Supreme Court of said State for said County, Do CERTIFY, That I have compared the preceding with the original certificate of

Consent

on file in my office, and that the same is a correct Transcript therefrom, and of the whole of such original.

Indorsed Filed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal, this

13 day of

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Clerk.

James A. Donegan

Edw. J. Hoff
Deputy Secretary of State
Second

24
Mar 21, 1904

We, the undersigned, ELIJAH S. COWLES, chairman, and EDWARD O. RICHARDS, secretary, respectively, of a special meeting of the stockholders of the Automatic Fire Alarm Company, a domestic stock corporation, held for the purpose of increasing its capital stock, do hereby certify:

THAT prior to such meeting a notice, stating the time, place and object thereof, and the amount of the increase proposed, signed on behalf of the president and the secretary was published once a week, for at least two successive weeks, in the New York Tribune, a newspaper in the county where the principal business office of such corporation is located.

THAT the following is a true copy of such notice:

" Automatic Fire Alarm Company,
416 Broadway,
New York, March 1st, 1904.

" Notice is hereby given that a special meeting
" of stockholders of the Automatic Fire Alarm Company
" will be held at the office of the Company, No. 416
" Broadway, New York City, March 16th, 1904, at twelve
" o'clock noon, to consider and take action upon the
proposition to increase the Company's Capital Stock
to six hundred thousand dollars.

By order of the President,"

E. O. Richards,

Secretary."

THAT a copy of such notice was also duly mailed, postage prepaid, to each stockholder of such corporation, at

his last known post-office address, at least two weeks before the meeting, except only such stockholders as were personally served with a copy of such notice at least two weeks before the meeting.

THAT at the time and place specified in such notice, stockholders appeared in person or by proxy, in numbers representing more than a majority of all the shares of stock of such corporation, and organized said meeting by choosing from their number the undersigned, Elijah S. Cowles, as chairman, and Edward O. Richards, as secretary thereof.

THAT the notice of the meeting and proof of the proper publishing and mailing and personal service thereof was presented.

THAT, upon motion, a vote was then taken of those present in person or by proxy upon the adoption of the following resolution:

" RESOLVED, That the capital stock of the Automatic
"Fire Alarm Company, be increased from the present amount
"thereof, to-wit: Three hundred thousand dollars (\$300,000),
"consisting of twelve thousand (12,000) shares of the par
"value of Twenty-five dollars (\$25.) each, to Six hundred
"thousand dollars (\$600,000), consisting of twenty-four
"thousand (24,000) shares of the par value of Twenty-five
"dollars (\$25.) each, and that the officers of this Company
"are hereby directed to take all necessary steps to accomplish
"that end."

THAT stockholders owning 9,717 shares of stock, being more than a majority of all the stock of the corporation, voted in favor of such resolution; and one stockholder owning 300 shares of stock voted against its adoption.

THAT a sufficient number of votes having been cast in favor of such increase, such resolution was declared duly adopted.

THAT the amount of capital stock of said corporation heretofore authorized is Three hundred thousand dollars (\$300,000), and the whole amount thereof is actually issued and consists of twelve thousand (12,000) shares of the par value of Twenty-five dollars (\$25.) each; and that the amount of the increase of the capital stock is Three hundred thousand dollars (\$300,000.), consisting of twelve thousand (12,000) shares of the par value of Twenty-five dollars (\$25.) each; making in all Six hundred thousand dollars (\$600,000.) of capital stock, to consist of twenty-four thousand (24,000) shares, each share of the par value of Twenty-five dollars (\$25.)

IN WITNESS WHEREOF, We have made, signed, verified and acknowledged this certificate in duplicate this 21st day of March, 1904.

Elijah S. Cowles

Chairman

E. O. Richards

Secretary.

State of New York,) ss.
County of New York)

Elijah S. Cowles, chairman, and Edward O. Richards,

secretary, respectively, of the aforesaid meeting, being severally duly sworn, do depose and say, and each for himself deposes and says, that he has read the foregoing certificate subscribed by him, and knows its contents, and that the same is true.

Subscribed and sworn to) Elijah S. Cowles
before me this 21st) E. O. Richards
day of March, 1904.)

Ed. S. Pringle

Notary Public #66

N. Y. Co.

(Seal)

State of New York,)
County of New York.) ss:

On this 21st day of March, 1904, before me personally came Elijah S. Cowles, and Edward O. Richards, to me personally known to be the persons described in and who made, signed and verified the foregoing certificate and severally duly acknowledged to me that they made, signed and verified the same for the uses and purposes therein set forth.

Ed. S. Pringle

Notary Public #66

N. Y. Co.

(Seal)

(Endorsed)

CERTIFICATE OF INCREASE
of CAPITAL STOCK.

of the

AUTOMATIC FIRE ALARM COMPANY.

Tax for privilege of Increase of
capital of this Corporation.
\$150.⁰⁰

Under Chapter 448, Laws of 1901,

Paid to

State Treasurer before Filing.

STATE OF NEW YORK,
Office of SECRETARY OF STATE,
Filed and
Recorded AUG 19 1904

J. B. H. Mongin,
Deputy SECRETARY OF STATE.

Form 70-448. 11-5-17-700 (2-12051)

409C

State of New York, } I have compared the preceding with the original
OFFICE OF THE SECRETARY OF STATE. } ss: Certificate to Increase the Capital Stock of
Automatic Fire Alarm Company,

filed and recorded in this office on the 19th day of August, 1904 and do
HEREBY CERTIFY the same to be a correct transcript therefrom and of the whole thereof.

Witness my hand and the seal of office of the SECRETARY OF STATE, at the
City of Albany, this second day of August,
one thousand nine hundred and eighteen.)

J. B. H. Mongin
Secretary of State

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

June 02, 2005



A handwritten signature in black ink, appearing to read "David O'Donoghue", written over a horizontal line.

Secretary of State

DOS-200 (Rev. 03/02)

confidential
David O'Donoghue
Winston
Sep 02, 2021 16:19

CERTIFICATE OF INCREASE OF CAPITAL STOCK

OF

AUTOMATIC FIRE ALARM COMPANY

Pursuant to Section 86 of the Stock Corporation Law.

.....

We, the undersigned, constituting the holders of record of all of the outstanding shares of the Automatic Fire Alarm Company entitled to vote on an increase of capital stock, do hereby certify as follows:

1: The name of the corporation is Automatic Fire Alarm Company.

2: The Certificate of Incorporation of said corporation was filed in the office of the Secretary of State as follows, that is to say: that the Certificate of Incorporation of The Watkins Automatic Signal Telegraph Company was filed in the office of the Secretary of State on April 6, 1880, and was reincorporated by the filing of a Certificate in said office on February 20, 1882, under the name of The Watkins Automatic Signal Telegraph Company, Ltd.; that the name of The Watkins Automatic Signal Telegraph Company, Ltd., was thereafter, by an order of the New York Supreme Court, New York County, dated May 15, 1883, and filed in the office of the Secretary of State on May 16, 1883, changed to the name of The Automatic Fire Alarm and Extinguisher Company, Ltd.; and thereafter

3257-46-2

by an order of the New York Supreme Court, New York County, dated December 21, 1899, filed in the office of the Secretary of State on December 23, 1899, said name was changed to its present name, Automatic Fire Alarm Company.

3: The total amount of the previous authorized capital stock is \$800,000., or the total number of shares which the corporation is already authorized to issue is 32,000, all of the par value of \$25. each.

4: That all of the said stock is of one class, having voting power.

5: The number of shares of such stock issued and outstanding is 32,000.

6: The amount to which the capital stock is hereby increased is \$1,000,000.

7: The number of shares is also hereby increased from 32,000 to 40,000, all of the par value of \$25. each, being the same par value as the shares heretofore authorized.

8: The total number of shares, including those previously authorized, which the corporation may hereafter have is 40,000, all of which, as heretofore, are to be of the par value of \$25. each, and all of which are common stock having voting power.

IN WITNESS WHEREOF, we have made and subscribed and acknowledged this certificate, in duplicate, this 20th day of March, 1928.

ATTEST:

AUTOMATIC FIRE ALARM COMPANY

By

Charles H. Nichols
Secretary.

C. O. Nichols

STATE OF NEW YORK :
: ss.
COUNTY OF NEW YORK:

On this 20th day of March, 1928,
before me personally appeared E. O. Richards
to me known, who being by me duly sworn, did depose and say
that he resides in New York City, N.Y.
that he is the President of the AUTOMATIC FIRE ALARM
COMPANY OF DELAWARE, the corporation described in and which
executed the foregoing instrument; that he knows the seal
of said corporation; that the seal affixed to said instru-
ment is such corporate seal and was so affixed by order of
the Board of Directors of said corporation, and that he
signed his name thereto by like order.

Eugene A. [Signature]
NOTARY PUBLIC—KINGS CO. OFF. FILED IN
N. Y. CO. CLERK'S NO. 2-N. Y. CO. RECORDS

3257-46-4

Wm. H. ...
3257-46-1
Rev. ...
CERTIFICATE OF BOOKS OF CAPITAL STOCK
OF

John ...
AUTOMATIC FIRE ALARM COMPANY
(By unanimous consent)
.....

Dated March 20th 1928

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR 24 1928
TAX \$100
FILING FEE \$20
Robert ...
SECRETARY OF STATE
BY *John ...*
CASHIER

OLNEY & COMSTOCK
COUNSELLORS AT-LAW
66 WILLIAM STREET
NEW YORK CITY

[Circular Stamp]

3257-46-1

STATE OF NEW YORK :
COUNTY OF NEW YORK : ss.

FRANCIS HILLHOUSE, being duly sworn, deposes
and says that he is the Secretary of the Automatic Fire
Alarm Company, the corporation named and described in the
foregoing certificate; and that the Automatic Fire Alarm
Company of Delaware, which has executed the foregoing cer-
tificate, constitutes the holder of record of all of the out-
standing shares of said corporation entitled to vote on an
increase of capital stock.

Sworn to before me this
20th day of March, 1928.

Eugene A. [Signature]

NOTARY PUBLIC—KINGS CO. CTF. FILED IN N. Y. CO.
N. Y. CO. CLERK'S NO. 2. N. Y. CO. REGISTER'S NO. 2003



3257-465

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

June 02, 2005



Secretary of State

Confidential
David O'Donaghue
Winston
Sep 02, 2021 16:19

Certificate of Designation

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 15 1934

AUTOMATIC FIRE ALARM COMPANY

(Exact name of Corporation)

17636 *m*

Edward J. Flynn
SECRETARY OF STATE

The undersigned business corporation hereby certifies pursuant to section 24 of the Stock Corporation Law:

That it hereby designates the Secretary of State of the State of New York as its agent upon whom process in any action or proceeding against it may be served within the State of New York.

That the address to which the Secretary of State shall send a copy of any process against the corporation which may be served upon him pursuant to law is:

416 Broadway

(Street and Number)

New York City

(City, Village or Town)

New York

(State)

In Witness Whereof, such corporation has caused this certificate to be executed in its corporate name and under its corporate seal, by P. W. Cowles

(Name of officer)

its President

(Name and title of officer; other president, vice-president, secretary, or treasurer)



AUTOMATIC FIRE ALARM COMPANY

(Name and address of corporation as typed here)

By *P. W. Cowles*

(Signature of officer)

STATE OF NEW YORK

COUNTY OF New York

} ss.:

On this eleventh day of November 193 4, before me personally appeared

P. W. Cowles

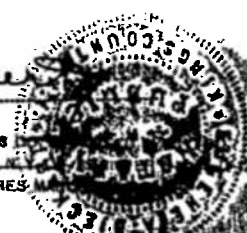
to me personally known and known to me to be the person described in and who executed the foregoing certificate, and he thereupon acknowledged to me that he executed the same for the uses and purposes therein mentioned.

Eugene Decker
Notary Public

NOTARY PUBLIC-KINGS

County N. Y. CLERK'S NO. 10

COMM. EXPIRES



NOTE: If the foregoing acknowledgment is taken without the State of New York, the signature of the Notary Public should be authenticated by a certificate of the clerk of the county in which such notary has power to act, or other proper authority.

This certificate is to be forwarded to the Corporation Division, Department of State, Albany, N. Y., accompanied by the fee in payment of the filing fee.

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

June 02, 2005



A handwritten signature in black ink, appearing to read "R. A. J.", written over a horizontal line.

Secretary of State

DOS-200 (Rev. 03/02)

confidential
David O'Donaghue
Winston
Sep 02, 2021 16:19

**Certificate of Consolidation of Automatic
Fire Alarm Company, Consolidated Fire Alarm
Company, and Boston Automatic Fire Alarm
Company into Automatic Fire Alarm Company,
pursuant to section ninety-one of the stock
corporation law.**

We, Thomas P. Drew and Howard L. Wilson, being
respectively the President and Secretary of Automatic Fire
Alarm Company, and Thomas P. Drew and Howard L. Wilson, being
respectively the President and Secretary of Consolidated Fire
Alarm Company, and Thomas P. Drew and F. Durward Chase, being
respectively the President and Secretary of Boston Automatic
Fire Alarm Company, certify:

1. The consolidated corporation is a domestic
corporation.

52
1(a). Automatic Fire Alarm Company, whose certi-
ficate of incorporation was filed in the department of state
of New York on the 20th day of February, 1882 (the name of
said corporation having then been The Watkins Automatic Tele-
graph Company, Ltd.), Consolidated Fire Alarm Company, whose
certificate of incorporation was filed in the department of
state of New York on the 14th day of June, 1902, and Boston
Automatic Fire Alarm Company, which was incorporated under
the laws of the state of Maine on the 7th day of August, 1894,
and which is not authorized to do business in this state, are
the only corporations included in this consolidation.

1(b). - The total number of shares which said Auto-
matic Fire Alarm Company is authorized to issue is 40,000,
consisting of 40,000 common shares of the par value of \$20
each, of which 32,000 shares are issued and outstanding; the
total number of shares which said Consolidated Fire Alarm
Company is authorized to issue is 25,000, consisting of
15,000 common shares of the par value of 10 cents each, of
which 11,500 shares are issued and outstanding, and 10,000

preferred shares of the par value of \$35 each, of which 9,707 shares are issued and outstanding; the total number of shares which said Boston Automatic Fire Alarm Company is authorized to issue is 6,000, consisting of 6,000 common shares of the par value of \$50 each, all of which shares are issued and outstanding.

1(c). The name of the consolidated corporation is Automatic Fire Alarm Company.

1(d). The purposes of the consolidated corporation are to prosecute, conduct, carry on, and engage in the business of supplying and causing to be supplied fire alarm, sprinkler alarm, sprinkler supervisory, burglar alarm, and other protective and other signaling services, and services and activities related, appropriate, or similar thereto, designing, developing, manufacturing, assembling, constructing, buying and selling, or otherwise acquiring and disposing of, installing, maintaining, repairing, servicing, operating, and otherwise dealing in and with bells, fire alarm, sprinkler alarm, sprinkler supervisory, burglar alarm, and other protective and other signaling systems, apparatus, appliances, devices, controls, equipment, material, fittings, and such other articles and things as may be necessary or appropriate to or in connection with the carrying on of such businesses, or any of them, or as may be lawful and deemed advisable and to the best interests of the consolidated corporation; to own, acquire, mortgage, pledge or otherwise encumber, convey, occupy, use, develop, equip, improve, maintain, operate; deal with, lease either as landlord or tenant, sell, or otherwise dispose of or turn to account, real and personal property or any interest therein.

1(e). The amount of the authorized capital stock of the consolidated corporation is to be \$750,000, consisting of 75,000 common shares of the par value of \$10 each.

1(g). The office of the consolidated corporation is to be located in the City, County, and State of New York and the address to which the secretary of state shall mail a copy of process in any action or proceeding against the consolidated corporation which may be served upon him is 425 Broadway, New York 13, New York.

1(h). The duration of the consolidated corporation is to be perpetual.

1(i). The number of directors of the consolidated corporation is to be nine.

1(j). The consolidated corporation is not to be a new corporation.

1(k). The terms and conditions of the consolidation, the mode of carrying the same into effect, and the manner of converting or exchanging the shares of the constituent corporations into shares or other securities of the consolidated corporation are as follows:

The amount of the stock (including that to be represented by the scrip certificates hereinafter described) of the consolidated corporation to be issued and outstanding upon the consolidation becoming effective is 70,356.08 shares with a total par value of \$703,560.80, which stock is to be divided and issued as follows:

a. 35,020.51 shares in exchange for the 32,000 shares of stock of Automatic Fire Alarm Company now outstanding, being at the rate of 1.0944 shares of the stock of the consolidated corporation for each outstanding share of the stock of said constituent corporation.

b. 19,216.57 shares in exchange for the 9,707 shares of preferred stock of Consolidated Fire Alarm Company now outstanding, being at the rate of 1.9797 shares of the stock of the consolidated corporation for each outstanding share of the preferred stock of said constituent corporation.

732-522-4

c. 505.02 shares in exchange for the 11,560 shares of the common stock of Consolidated Fire Alarm Company now outstanding, being at the rate of .0437 shares of the stock of the consolidated corporation for each outstanding share of the common stock of said constituent corporation.

d. 15,615.98 shares in exchange for the 6,000 shares of stock of Boston Automatic Fire Alarm Company now outstanding, being at the rate of 2.5023 shares of the stock of the consolidated corporation for each outstanding share of the stock of said constituent corporation.

The balances of the surplus accounts of the constituent corporations as of December 31, 1947 are to be credited to capital surplus of the consolidated corporation, and the increase in the excess of assets over liabilities (including capital) of the consolidated corporation, resulting from its capital being less than the combined capital of the constituent corporations, is also to be credited to capital surplus of the consolidated corporation. There is thereupon to be charged against capital surplus of the consolidated corporation the amount necessary to reduce the balance of its ~~contracts, franchises, and good will account (represented by~~ the combined balances of such accounts as carried on the books of the constituent corporations) to the nominal sum of \$1.

The capital surplus of the consolidated corporation remaining after said charge is to be available to be used for any purpose for which surplus may be used.

The aggregate of the undistributed net earnings of the constituent corporations from December 31, 1947 to the effective date of the consolidation shall constitute the opening balance of the earned surplus account of the consolidated corporation and shall also be available to be used for any purpose for which surplus may be used.

The present by-laws of Automatic Fire Alarm Company are to continue in full force and effect until changed or amended as therein provided, the board of directors of the consolidated corporation being empowered to alter or amend its by-laws subject to the by-laws, if any, adopted by the stockholders.

Upon the consolidation becoming effective, all the rights, privileges, franchises, contracts, interests, and good will of each of the constituent corporations, and all the property, real, personal, and mixed, and all the debts due on whatever account to any of them, as well as all stock subscriptions, if any, and other things in action belonging to any of them, are to be taken and deemed to be transferred to and vested in such consolidated corporation, without further act or deed; and all claims, demands, property, tangible or intangible, and every other interest is to be as effectually the property of the consolidated corporation as they were of the constituent corporations, and the title to all real estate, taken by deed or otherwise, vested in any of such constituent corporations, is not to be deemed to revert or be in any way impaired by reason of the consolidation, but is to be vested in the consolidated corporation.

If at any time the consolidated corporation deems or is advised that any further assignments, assurances, matters, or things are necessary or advisable to vest or confirm in it the title to any property or assets, tangible or intangible, of either Consolidated Fire Alarm Company or Boston Automatic Fire Alarm Company, the proper officers, directors, and representatives of such corporations, or either of them, are to execute all proper deeds, assignments, transfers, assurances, and other instruments, and do all other things, which the consolidated corporation may deem necessary or advisable to vest or confirm title to such property and

73 E - 52

assets in the consolidated corporation and otherwise to carry out the purposes of the consolidation.

The principal office of the consolidated corporation is to be located at 416 Broadway, Borough of Manhattan, City, County, and State of New York. Branch offices are to be located in the cities of Boston, Massachusetts, and Philadelphia, Pennsylvania, and in such other places as its board of directors may from time to time determine.

The consolidated corporation is to have the right to amend, alter, change, or repeal any of the provisions of its certificate of incorporation in the manner now or hereafter prescribed by the laws of the state of New York and all rights conferred upon stockholders are to be subject to such reservation.

The expenses of carrying the consolidation into effect and of consummating same are to be borne by the consolidated corporation.

The number of the directors of the consolidated corporation is to be subject to increase or decrease from time to time in the manner provided by statute.

The stockholders of each of the constituent corporations are to deposit their certificates of stock, duly assigned to the consolidated corporation, with its secretary or such other officer or agent as its directors may designate. Any stockholder unable to produce his certificate in the constituent corporation is to proceed in regard thereto in the same manner as if he, under like circumstances, were applying for a new certificate in such constituent corporation, except that in no case is he to be required to advertise the loss or destruction of his certificate and the board of directors of the consolidated corporation may waive the furnishing of a bond of indemnity whenever in their judgment it is advisable and to the best interests of all

concerned so to do.

Upon the deposit of such certificates, duly endorsed for transfer to the consolidated corporation, with such officer or agent thereof, there are to be delivered to the depositing stockholders stock and/or scrip certificates for the shares, or fractions of shares, of stock of the consolidated corporation to which they are respectively entitled.

Fractional shares of the consolidated corporation are to be represented only by transferable scrip certificates, issued in such form as the board of directors of the consolidated corporation may determine, which will entitle the holders upon surrender, within the seven months next following the effective date of the consolidation, to the secretary or such other officer or agent of the consolidated corporation as its board of directors may designate, of such scrip certificates aggregating one or more full shares of stock of the consolidated corporation, to receive in exchange at the office or designated agency of the consolidated corporation certificates for the full shares of such stock represented by the aggregate of the scrip certificates so surrendered, provided, however, that any holder of such scrip certificate or certificates may, at his option, and within the seven months next following the effective date of the consolidation, surrender to the officer or agent mentioned above any scrip certificate or certificates, or any portion thereof, for redemption and receive, in full satisfaction and discharge thereof, a sum which bears the same relation to \$10 as the fractional share or shares represented by such scrip certificate or certificates, or portion thereof, bears to one full share of such stock. For example, if scrip certificates representing one-half share of stock of the consolidated

corporation be so surrendered the holder thereof is to be entitled to receive \$5, and if scrip certificates representing one and one-half shares of such stock be surrendered the holder thereof is to be entitled to receive \$15 or one share of stock of the consolidated corporation and \$5. No such scrip certificate is, however, to be redeemed out of capital except at the option of the consolidated corporation.

No such scrip certificate is to be issued except on account of stock of a constituent corporation deposited as aforesaid within the seven months next following the effective date of the consolidation; and any such scrip certificate issued but not surrendered as aforesaid within said seven months' period is to be void and of no value.

Such scrip certificates will not entitle the holders thereof to any voting rights as stockholders or to receive dividends or to any rights other than those above set forth.

The boards of directors of the constituent corporations and of the consolidated corporation may do and perform any and all acts and things, not specifically provided for, which may be deemed necessary or expedient fully to effect the consolidation and to accomplish the orderly conversion of the shares of the constituent corporations, including the exchange and/or redemption of the scrip certificates.

1(1). The consolidated corporation is to be one of the constituent corporations and not a new corporation and the name of the surviving constituent corporation is Automatic Fire Alarm Company.

1(m). The secretary of state is designated as the agent of the consolidated corporation upon whom process in any action or proceeding against it may be served.

IN WITNESS WHEREOF, we have made and subscribed
this certificate in triplicate this 14th day of SEPTEMBER
1948.

Thomas P. Drew
President of Automatic Fire
Alarm Company

Howard L. Wilson
Secretary of Automatic Fire
Alarm Company

Thomas P. Drew
President of Consolidated Fire
Alarm Company

Howard L. Wilson
Secretary of Consolidated Fire
Alarm Company

Thomas P. Drew
President of Boston Automatic
Fire Alarm Company

F. Sullivan Clark
Secretary of Boston Automatic
Fire Alarm Company

confidential
David O'Donoghue
Winston
Sep 02,

732-529

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On the 14th day of September, 1948, before me personally came THOMAS P. DREW, HOWARD L. WILSON, and F. DURWARD CHASE, to me known to be the persons described in and who executed the foregoing Certificate of Consolidation, said THOMAS P. DREW and HOWARD L. WILSON, as President and Secretary respectively of Automatic Fire Alarm Company and of Consolidated Fire Alarm Company, and said THOMAS P. DREW and F. DURWARD CHASE as President and Secretary respectively of Boston Automatic Fire Alarm Company, and they thereupon severally duly acknowledged to me that they in such respective capacities executed the same.

Notary Public

EUGENE A. DROWN

NOTARY PUBLIC, STATE OF NEW YORK

My Comm. No. 448, exp. 12-31-50

CERTIFICATE FILED IN

NOT. CL. CLERK'S No. 66, 1948

Notary, 12-12-48

235-52-10

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

THOMAS P. DREW and HOWARD L. WILSON, being duly sworn, depose and say, and each for himself deposes and says, that he, THOMAS P. DREW, is the President of Automatic Fire Alarm Company, a New York corporation, and he, HOWARD L. WILSON, is the Secretary thereof; that he was duly authorized to execute and file the foregoing Certificate of Consolidation by the votes of the holders of record of two thirds of the outstanding shares of stock of Automatic Fire Alarm Company entitled to vote on the consolidation, cast in person or by proxy at a stockholders' meeting held at No. 416 Broadway in the City, County, and State of New York, on the 14th day of September, 1948, at eleven o'clock in the forenoon, upon notice, as prescribed in Section 45 of the Stock Corporation Law of New York, to every stockholder of record entitled to vote thereon.

Thomas P. Drew

Howard L. Wilson

Subscribed and sworn to before
me this 14th day of September, 1948.

Engene A. Dieckert

Engene A. Dieckert
NOTARY PUBLIC - STATE OF NEW YORK
RESIDING IN KINGS COUNTY
KINGS CO. CLERK'S No. 425, REGISTER'S No. 37-0-4
CERTIFICATE FILED IN N. Y. COUNTY
N.Y. CO. CLERK'S No. 66, REGISTER'S No. 43-0-4
COMM. EXPIRES MARCH 24, 1949



79E-52-11

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

THOMAS P. DREW and HOWARD L. WILSON, being duly sworn, depose and say, and each for himself deposes and says, that he, THOMAS P. DREW, is the President of Consolidated Fire Alarm Company, a New York corporation, and he, HOWARD L. WILSON, is the Secretary thereof; that he was duly authorized to execute and file the foregoing Certificate of Consolidation by the votes of the holders of record of two thirds of the outstanding shares of stock of Consolidated Fire Alarm Company entitled to vote on the consolidation, cast in person or by proxy at a stockholders' meeting held at No. 416 Broadway in the City, County, and State of New York on the 14th day of September, 1948, at 2:30 o'clock in the afternoon, upon notice, as prescribed in Section 45 of the Stock Corporation Law of New York, to every stockholder of record entitled to vote thereon.

Thomas P. Drew

Howard L. Wilson

Subscribed and sworn to before
me this 14th day of September, 1948.

Eugene A. Ueckert

Notary Public
EUGENE A. UECKERT
NOTARY PUBLIC - STATE OF NEW YORK
RESIDES IN KINGS COUNTY
KINGS COUNTY, NEW YORK, BECAME A NOTARY
PUBLIC ON SEPTEMBER 1, 1947
NOTARY NO. 125, NEW YORK
NOTARY EXPIRES MARCH 31, 1951



23E-50-12

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

THOMAS P. DREW and F. DURWARD CHASE, being duly sworn, depose and say, and each for himself deposes and says, that he, THOMAS P. DREW, is the President of Boston Automatic Fire Alarm Company, and he, F. DURWARD CHASE, is the Secretary thereof; that he was duly authorized to execute and file the foregoing Certificate of Consolidation by the votes of the holders of record of two thirds of the outstanding shares of Boston Automatic Fire Alarm Company entitled to vote on the consolidation, cast in person or by proxy at a stockholders' meeting held at No. 119 Exchange Street, City of Portland, State of Maine, on the 13th day of September, 1948, at eleven o'clock in the forenoon, upon due notice to every stockholder of record and in compliance with the laws of the State of Maine, being the laws under which said corporation was organized.

Thomas P. Drew
F. Durward Chase

Subscribed and sworn to before
me this 14th day of September, 1948.

Eugene A. Dieckert
Notary Public



EUGENE A. DIECKERT
NOTARY PUBLIC - STATE OF NEW YORK
RESIDING IN KINGS COUNTY
KINGS COUNTY, No. 435, REG. TEN'S No. 37-4-4
OFFICE: 100 FIFTH AVENUE, NEW YORK, N.Y.
N.Y. COM. 111, AND N.Y. REG. TEN'S No. 43-0-8
EXPIRES MARCH 30, 1949

73-32-13



STATE OF NEW YORK
DEPARTMENT OF TAXATION AND FINANCE
ALBANY, N. Y.

Pursuant to the provisions of Section 91 of Article 8 of the Stock Corporation Law, THE STATE TAX COMMISSION hereby consents to the filing of the certificate of consolidation forming the *Automatic Fire Alarm Company*

Dated *8/28/48*

STATE TAX COMMISSION

By *E. G. Burton*

Deputy Tax Commissioner

13E-52-14

73E
 52
 6/10/1944
 126.6. 1057,500
 R. J.

Certificate of consolidation of
 Automatic Fire Alarm Company,
 Consolidated Fire Alarm Company,
 and Boston Automatic Fire Alarm
 Company into Automatic Fire
 Alarm Company pursuant to
 section ninety-one of the stock
 corporation law.

STATE OF NEW YORK
 DEPARTMENT OF STATE

FILED OCT 1 - 1948

TAX \$ 2.00

FILING FEE \$ 2.00

Thomas J. Herman

By [Signature]

IRVING SMITH, JR.
 ATTORNEY AT LAW
 110 WILLIAM STREET
 NEW YORK, N. Y.

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

June 02, 2005



A handwritten signature in black ink, appearing to read "R. A. S.", written over a horizontal line.

Secretary of State

DOS-200 (Rev. 03/02)

confidential
David O'Donaghue
Winston
Sep 02, 2021 16:19

Certificate of change of number of
directors of Automatic Fire Alarm
Company pursuant to section thirty-
five of the stock corporation law.

We, THOMAS P. DREW and HOWARD L. WILSON, being
respectively the president and the secretary of Automatic
Fire Alarm Company, certify:

1. The name of the corporation is Automatic Fire
Alarm Company and the name under which it was originally
incorporated is The Watkins Automatic Signal Telegraph
Company (Limited).

2. The certificate of incorporation was filed
in the office of the secretary of state of New York on the
20th day of February, 1882.

3. The number of directors previously authorized
is nine.

4. The number of directors is changed to provide
that such number shall not be less than five nor more than
nine.

IN WITNESS WHEREOF, we have made and subscribed
this certificate in triplicate this 21st day of April,
1949.

Thomas P. Drew

President of Automatic
Fire Alarm Company

Howard L. Wilson

Secretary of Automatic
Fire Alarm Company

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

On this 21st day of April, 1949, before me personally came THOMAS P. DREW and HOWARD L. WILSON, to me known to be the persons described in and who executed the foregoing certificate as president and secretary, respectively, of Automatic Fire Alarm Company, and they thereupon severally duly acknowledged to me that they executed the same in such respective capacities.

Eugene A. Schubert
Notary Public.

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

THOMAS P. DREW and HOWARD L. WILSON, being duly sworn, depose and say, and each for himself deposes and says that he, Thomas P. Drew, is the president of Automatic Fire Alarm Company, a New York corporation, and he, Howard L. Wilson, is the secretary thereof; that they have been authorized to execute and file the foregoing certificate of change of the number of directors of said Automatic Fire Alarm Company by the votes, cast in person or by proxy, of the holders of record of a majority of the outstanding shares of stock of said corporation entitled to vote on such change and that such votes were cast at a stockholders' meeting held at No. 416 Broadway, in the City, County, and State of New York on the 21st day of April, 1949, upon notice pursuant to section forty-five of the stock corporation law of New York to every stockholder of record entitled to vote thereon.

Thomas P. Drew
Howard L. Wilson

Sworn to before me this
21st day of April, 1949



Eugene A. Schubert
Notary Public

CONFIDENTIAL
David Bonachue
Winstor
Sep 07 2021 16:19

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

June 02, 2005



A handwritten signature in black ink, appearing to read "R. A. S.", written over a horizontal line.

Secretary of State

DOS-200 (Rev. 03/02)

confidential
David O'Donaghue
Winston
Sep 02, 2021 16:19

CERTIFICATE OF MERGER

OF

AUTOMATIC FIRE ALARM COMPANY OF DELAWARE,
a Delaware Corporation,

INTO

AUTOMATIC FIRE ALARM COMPANY;
a New York Corporation,

Under Section 904 of the Business Corporation Law

We the undersigned, being the Chairman of the Board and Chief Executive Officer and Secretary of AUTOMATIC FIRE ALARM COMPANY and of AUTOMATIC FIRE ALARM COMPANY OF DELAWARE hereby certify:

1. The name of the corporation to be merged is Automatic Fire Alarm Company of Delaware, a corporation organized under the laws of the State of Delaware. The name of the surviving corporation is Automatic Fire Alarm Company, a corporation organized under the laws of the State of New York.

2. The certificate of incorporation of Watkins Automatic Signal Telegraph Company was filed with the Secretary of State on April 7, 1880. A certificate of reorganization under the name of Watkins Automatic Telegraph Company (Limited) was filed with the Secretary of State on February 20, 1882. Automatic Fire Alarm Company of Delaware was incorporated on October 29, 1920. No application for authorization to do business in New York State has been filed by it. The laws of the State of Delaware permit a merger such as herein effected.

3. Automatic Fire Alarm Company of Delaware is authorized to issue 160,000 common shares at a par value of \$10.00 per share. 146,826 of such shares are issued and outstanding and entitled to vote.

4. Automatic Fire Alarm Company is authorized to issue 75,000 shares of common stock at a par value of \$10.00 per share. 67,476 of such shares are outstanding and entitled to vote, and all such shares are owned by Automatic Fire Alarm Company of Delaware.

5. The certificate of incorporation of the surviving corporation shall be the present certificate of incorporation of Automatic Fire Alarm Company, except that Section 6 of the Agreement of Consolidation, pertaining to the number of shares which the Corporation is authorized to issue, is hereby amended to read as follows:

"The number of shares which the Corporation is authorized to issue shall be 320,000 shares, all without par value."

6. An outline with relevant details of the plan of merger was mailed to all holders of shares of Automatic Fire Alarm Company of Delaware on March 29, 1968.

7. The merger was approved by more than fifty percent of the stockholders of Automatic Fire Alarm Company of Delaware and unanimously by the stockholders of Automatic Fire Alarm Company at stockholders' meetings duly held on April 18, 1968.

8. Upon the effective date of the merger, all of the presently authorized 75,000 shares of common stock of the Corporation of the par value of \$10.00 each, of which 67,476 shares are issued and outstanding, shall be changed into 320,000 shares, all without par value in the ratio of two shares of the newly authorized for each one share of the previously authorized.

IN WITNESS WHEREOF we have signed this certificate on the 25th day of April, 1968, and we affirm the statements therein as true under penalties of perjury.

AUTOMATIC FIRE ALARM COMPANY

By: J. Francis Hayden
J. Francis Hayden, Chairman of
the Board and Chief Executive
Officer

(Corporate Seal)

By: Kenneth R. Remine
Kenneth R. Remine, Secretary

AUTOMATIC FIRE ALARM COMPANY
OF DELAWARE

By: J. Francis Hayden
J. Francis Hayden, Chairman of
the Board and Chief Executive
Officer.

(Corporate Seal)

By: Kenneth R. Remine
Kenneth R. Remine, Secretary

Walker, Automatic Signal Telegraph (C)
4/7 '80 3F 54
77 Co

679682-4

Reorganization

Walker Automatic Signal Telegraph
(C) (Limited) 2/2 a '82

CERTIFICATE OF MERGER

OF

AUTOMATIC FIRE ALARM COMPANY
OF DELAWARE,

reserved

a Delaware Corporation,

INTO

AUTOMATIC FIRE ALARM COMPANY,

as of 12/23 '79

a New York Corporation

\$750,000

Under Section 904 of the
Business Corporation Law

2m

15625-

NEW YORK
OFFICE OF THE SECRETARY OF STATE
APR 26 1968
FAX 5 15,625-
FILING FEB 3 32

John P. Linn
Secretary of State
MB
3174

STICKLES, HAYDEN, KENNEDY, HORT & VAN STEENBURGH
36 WEST 44TH STREET
NEW YORK, N.Y. 10036

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

June 02, 2005



A handwritten signature in black ink, appearing to read "R. A. S.", written over a horizontal line.

Secretary of State

DOS-200 (Rev. 03/02)

confidential
David O'Donaghue
Winston
Sep 02, 2021 16:19

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CP
768149

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AUTOMATIC FIRE ALARM COMPANY

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

We, the undersigned, J. FRANCIS HAYDEN, Chairman
of the Board of Directors of Automatic Fire Alarm Company,
and KENNETH R. REMINE, the Secretary thereof, hereby
certify:

1. The name of the corporation is Automatic Fire
Alarm Company.

2. The Certificate of Incorporation was filed by
The Secretary of State on February 20, 1882, under the name
of Watkins Automatic Signal Telegraph Company (Limited).

3. A Certificate of Merger under Section 904 of
the Business Corporation Law merging Automatic Fire Alarm
Company of Delaware into Automatic Fire Alarm Company was
filed with the Secretary of State on April 26, 1968.

4. The Certificate of Incorporation is amended
as authorized by Sections 801 and 505 of the Business
Corporation Law to effect the following amendments:

5. Paragraph 1, Clause 2 of the Certificate of
Merger filed on April 26, 1968, and referring to the name
of the corporation is amended to read as follows:

"The name of the surviving corporation is
AFA Protective Systems, Inc., a corporation
organized under the laws of the State of New
York."

6. Paragraph 5 of the Certificate of Merger filed April 26, 1968, is amended to change all of the common stock which the corporation is authorized to issue from 320,000 shares without par value, 318,768 of which are issued, into 320,000 shares with a par value of ONE DOLLAR (\$1.00) each, at the rate of one for one, and to increase the number of such authorized shares to 750,000 shares with a par value of ONE DOLLAR (\$1.00) each.

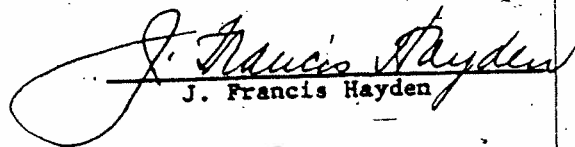
7. To effect such change and increase of the said stock, said paragraph 5 of the Certificate of Merger which refers to the authorized shares is amended to read as follows:

"The company shall be authorized to issue 750,000 shares at a par value of ONE DOLLAR (\$1.00) per share."

8. The foregoing amendments of the Certificate of Merger were authorized by vote of the holders of the majority of all outstanding shares entitled to vote thereon at a regular meeting of shareholders.

9. The execution and filing of this Certificate has been authorized by the Board of Directors.

IN WITNESS WHEREOF we have signed this Certificate on the 2nd day of July, 1969, and we affirm the statements contained therein as true under penalty of perjury.


J. Francis Hayden


Kenneth R. Reaine

[Corporate Seal]

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 2nd day of July, 1969, before me personally came J. Francis Hayden, to me known, who, being by me duly sworn, did depose and say that he resides at 55 Atherstone Drive, Scarsdale, New York; that he is the Chairman of the Board of Directors of Automatic Fire Alarm Company, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Bertha Zedler
Notary Public

BERTHA ZEDLER
Notary Public, State of New York
No. 30-9792500
Qualified in Nassau County
Commission Expires March 30, 1970

[Seal]

3402

CERTIFICATE OF RESERVATION

STATE OF NEW YORK
DEPARTMENT OF STATE } ss.:

I DO HEREBY CERTIFY, That the name
AFA Protective Systems Inc.

for a corporation has been reserved for the use of Stickles, Hayden, Kennedy, Hont &
36 W. 44th St. Van Steenburgh
New York, N. Y.
for a period of sixty days from the date hereof, for change of name of Automatic Fire
Alarm Company

Given under my hand and the official seal of the Department of State
at the City of Albany, this thirteenth day
of June, 1969.

Certificate of reservation must accompany Certificate of Incorporation or Application of Authority
when presented for filing.

John P. Donaghy
Secretary of State

768149

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AUTOMATIC FIRE ALARM COMPANY

✓ 215

STICKLES, HAYDEN, KENNEDY, HORT & VAN STEENBURGH
36 WEST 44TH STREET
NEW YORK, N.Y. 10036

(1) Waltham automatic signal Telegraph Co (limited)
2/20/1892 NY Co
and 12/23/1899

formed by new

100-19

320,000 NPV

new name OK 5/1 7/3

Rush name

6/13/69

763342-2

confidential
David O'Donaghue
Winston
Sep 02, 2021 16:19

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 3 1969
TAX \$ 215-
FILING FEE \$ 30-

John P. Jones Jr

Secretary of State

By

31 NY

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

June 02, 2005



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the printed title.

Secretary of State

DOS-200 (Rev. 03/02)

confidential
David O'Donaghue
Winston
Sep 02, 2021 16:19

999320

CERTIFICATE-OF-AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AFA PROTECTIVE SYSTEMS, INC.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

We, the undersigned, Philip Kleinman, Chairman
of the Board and Chief Executive Officer of AFA Protective
Systems, Inc., and James H. Roberts, the Secretary thereof,
hereby certify:

1. The name of the corporation is AFA Protective
Systems, Inc.

2. The Certificate of Incorporation was filed by
The Secretary of State on February 20, 1962, under the name
of Watkins Automatic Signal Telegraph Company (Limited).

3. A Certificate of Merger under Section 904 of
the Business Corporation Law merging Automatic Fire Alarm
Company of Delaware into AFA Protective Systems, Inc.,
was filed with the Secretary of State on April 26, 1968.

4. The Certificate of Incorporation is amended
as authorized by Section 801 of the Business Corporation
Law to effect the following amendment:

(a) Paragraph 5 of the Certificate of Merger
filed April 26, 1968, is amended to increase the
number of authorized shares to 1,500,000 shares, par
value (\$1.00) each.

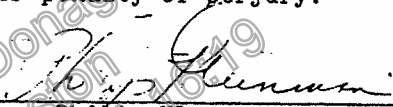
(b) To effect such increase of the said stock, said paragraph 5 of the Certificate of Merger which refers to the authorized shares is amended to read as follows:

"The Company shall be authorized to issue 1,500,000 shares at a par value of one dollar (\$1.00) per share."

5. The foregoing amendment of the Certificate of Merger was authorized by vote of the holders of the majority of all outstanding shares entitled to vote thereon at a regular meeting of shareholders.

6. The execution and filing of this Certificate has been authorized by the Board of Directors.

IN WITNESS WHEREOF we have signed this Certificate on the 23 day of June, 1972 and we affirm the statements contained therein as true under penalty of perjury.


Philip Kleinman


James H. Roberts

[Corporate Seal]

999320 -3

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

APA PROTECTIVE SYSTEMS, INC. *and 7/3/69*

Under Section 805 of the Business
Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 29 1972

TAX \$ *225*
FILING FEE \$ *170*

John P. Conroy

Secretary of State

31 July

MESSERS. OLWINE, CONNELLY, CHASE, O'DONNELL & WEYNER
299 PARK AVENUE
NEW YORK, NEW YORK

375

*orig. Watfuns Automatic Signal Telegraph
Company (Limited)*

*260,000 100 = 100
750,000 PUT*

14/12

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

June 02, 2005



Secretary of State

DOS-200 (Rev. 03/02)

confidential
David O'Donaghue
Winston
Sep 02, 2021 16:19

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

AFA PROTECTIVE SYSTEMS, INC.

(Under Section 805 of the Business
Corporation Law of the State of New York)

It is hereby certified that:

FIRST: The name of the corporation is AFA
PROTECTIVE SYSTEMS, INC. (the "Corporation").

SECOND: The Certificate of Incorporation was filed
by the Department of State on April 7, 1880, under the name
of Watkins Automatic Signal Telegraph Company.

THIRD: The amendments of the Certificate of Incor-
poration effected by this Certificate of Amendment are to
require (a) an 80% Shareholder vote for certain mergers, con-
solidations, stock issuances, asset sales and similar trans-
actions; (b) removal of directors only for cause and upon an
80% Shareholder vote; (c) a majority rather than plurality
Shareholder vote to elect directors and that such election
be accomplished at the Annual Meetings of Shareholders; (d)
that special meetings of Shareholders be called only at
the written request of six directors (or two-thirds of the

directors if the number of directors is less than six) or 50% of the Shareholders; (e) an affirmative vote of two-thirds of the members of the Board of Directors (or committee thereof) for all Board actions (or committee actions); (f) that the maximum number of directors be set at nine and to provide for the classification of directors; and (g) to require an 80% Shareholder vote to amend or repeal the above amendments to the Certificate of Incorporation.

FOURTH: To accomplish the foregoing amendments, the Certificate of Incorporation of the Corporation is hereby amended by the addition of the following new Paragraphs

"P" through "V":

up. (A) Except as otherwise expressly provided in Section B of this Paragraph P,

- (i) any merger or consolidation of the Corporation or any subsidiary of the Corporation with or into any other person;
- (ii) any sale, lease, exchange, transfer or other disposition by the Corporation, or any subsidiary of the Corporation, of all or any substantial part of its assets to or with any other person, whether or not in the ordinary course of business or in partial or complete liquidation; or
- (iii) any issuance (by an increase in the authorized number of shares of any class then outstanding or otherwise) or transfer by the Corporation of any

securities issued by the Corporation or by any subsidiary of the Corporation to any other person in exchange for cash, securities or other property (real or personal), or a combination thereof;

shall require the affirmative vote of the holders of not less than 80% of the outstanding shares of each class (voting as a class) of capital stock of the Corporation entitled to vote generally as of the record date for the determination of share holders entitled to vote on the matters referred to in this Paragraph P.

(B) The provisions of this Paragraph P shall not apply to any transaction described in clauses (i), (ii) or (iii) of Section A of this Paragraph P if,

(i) prior to the consummation of any such transaction, the Board of Directors of the Corporation shall have adopted a resolution approving the written agreement pursuant to which such transaction shall thereafter be consummated or a written memorandum of understanding with respect to the terms upon which such transaction shall thereafter be consummated, or

(ii) the Corporation or a subsidiary of the Corporation is, at the time such transaction is agreed to, the beneficial owner of a majority, by vote, of the voting interest in the other party or parties to the transaction.

(C) For purposes of this Paragraph P:

(i) a 'security' or 'securities' shall include both equity and debt securities;

(ii) any specified person shall be deemed to be the 'beneficial owner' or to 'beneficially own' any securities

(a) as to which such person or any affiliate or associate of such person has the right, alone or with others, to direct the manner of exercise of the voting rights of such securities, whether or not such person or any affiliate or associate of such person has any interest in any income or distribution with respect to such securities, or (b) which such specified person or any of its affiliates or associates has the right to acquire pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or pursuant to the automatic termination of a trust, discretionary account or similar arrangement, or otherwise, or (c) which are beneficially owned, within the meaning of clause (a) or (b) hereof, by any other person with which such specified person or any of its affiliates or associates has any agreement, arrangement, relationship or understanding for the purpose of acquiring, holding, voting or disposing of such securities;

(iii) a 'person' is any individual, corporation (including, where appropriate, the Corporation or any subsidiary thereof), limited liability company, partnership, limited partnership, syndicate, joint venture, sole proprietorship, trust or any other legal entity, private or governmental, domestic or foreign;

(iv) an 'affiliate' of a specified person is any person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the specified person;

(v) an 'associate' of a specified person is (a) any person of which such specified person is an executive officer,

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principal, member or partner or is, directly or indirectly, the beneficial owner of five (5%) percent or more of any class of equity securities of such person, (b) any person that bears to the specified person the relationship described in clause (a) of this subparagraph (v), (c) any trust or other estate in which such specified person has a substantial beneficial interest or as to which such specified person serves as a trustee or in a similar fiduciary capacity, (d) any relative or spouse of the specified person, or any relative of such spouse, who has the same home (or is a member of the same household) as such specified person, (e) any person which controls or is controlled by such specified person, or (f) any other member or partner in a partnership, limited partnership, joint venture, syndicate or other group of which the specified person is a member or partner and which is acting together with the specified person for the purpose of acquiring, holding or disposing of any interest in the Corporation or a subsidiary of the Corporation.

(vi) a 'subsidiary' of a specified person is any person a majority, by vote, of the voting interest of which is beneficially owned, directly or indirectly, by such specified person, and

(vii) a 'substantial' part of the assets of the Corporation or a subsidiary of the Corporation shall be deemed to be involved in a transaction described in clause (ii) of Section A of this Paragraph P if the assets involved in such transaction have a purchase price, fair market or appraised value as of the date on which such transaction is agreed to that is equal to or greater

5

than 10% of the total assets of the Corporation or such subsidiary (as the case may be) as reflected in the most recent audited balance sheet of the Corporation available as of the date on which such transaction is agreed to.

The Board of Directors of the Corporation shall determine the meaning and applicability of each of the above definitions based on information then known to it, and any determination of the Board of Directors of the Corporation concerning such matters shall be conclusive and binding for all purposes and with respect to all persons."

"Q. The removal of any one or more of the directors of the Corporation shall be for cause only and shall require the affirmative vote of the holders of not less than 80% of the outstanding shares of each class (voting as a class) of capital stock of the Corporation entitled to vote generally in the election of directors as of the record date for the determination of shareholders entitled to vote on the matters referred to in this Paragraph Q."

"R. Directors of the Corporation shall be elected by the affirmative vote of a majority of shareholders present in person or by proxy at the appropriate annual meeting of the shareholders of the Corporation and entitled to vote generally in the election of directors as of the record date for the determination of shareholders entitled to notice of such meeting. A vacancy or vacancies may be filled by the board. In the event that at any Annual Meeting of Shareholders persons nominated to succeed directors then serving do not receive sufficient votes as required by this paragraph R then, in each such case, the directors then serving shall automatically continue in office until the next appropriate vote of the Shareholders electing directors of such class."

"S. Special Meetings of the Shareholders of the Corporation may be called at any time

on the written request of any six (6) of the Corporation's directors, or, in the event that the total number of directors on the Board of Directors of the Corporation is, for whatever reason, fewer than six (6) at any time, on the written request of two-thirds of the directors then serving on the Board, or upon the written request of the holders of not less than one-half (50%) of the outstanding shares of each class of capital stock of the Corporation entitled to vote generally in the election of directors as of the date on which such written request is actually received by the Corporation."

"T. An affirmative vote of not less than two-thirds of the Board of Directors of the Corporation shall be required for the election and appointment of officers of the Corporation and for the transaction of any other corporate business requiring the approval of the Board of Directors of the Corporation. An affirmative vote of not less than two-thirds of each committee of the Board of Directors of the Corporation shall be required for the transaction of all business by each such committee.

"U. Any alteration, change, addition, substitution or repeal of any provision set forth in Paragraphs P, Q, R, S, T or U of the Corporation's Certificate of Incorporation shall require the affirmative vote of the holders of not less than 80% of the outstanding shares of each class (voting as a class) of capital stock of the Corporation entitled to vote generally as of the record date for the determination of shareholders entitled to vote on the matters referred to in this Paragraph U.

"V. The business and affairs of the Corporation shall be managed by no more than nine (9) directors. A vacancy or vacancies may be filled by the Board. No decrease in the number of directors shall shorten the term of any incumbent director. When the number of directors is changed, any newly-created directorships or any decreases or increases in directorships shall be so appor-

tioned among the classes as to make all classes as nearly equal in number as possible. When the number of directors is increased by the Board of Directors and any newly created directorships are filled by the Board of Directors, there shall be no classification of the additional directors until the next annual meeting of Shareholders. The Board of Directors of the Corporation shall be divided into 3 classes, with the term of office of Class I expiring at the Corporation's Annual Meeting of Shareholders in 1980, of Class II expiring at the Corporation's Annual Meeting of Shareholders in 1981, and of Class III expiring at the Corporation's Annual Meeting of Shareholders in 1982.

At each Annual Meeting of Shareholders beginning with the Annual Meeting of Shareholders held in 1980, directors chosen to succeed those whose terms then expire shall be elected for a term of office expiring at the third succeeding Annual Meeting of Shareholders after their election. With respect to each class of directors, each director shall hold office until such time as his successor has been duly elected and qualified at the appropriate Annual Meeting or otherwise.

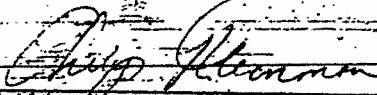
Any alteration, change, addition, substitution or repeal of any provision set forth in this Paragraph V of the Corporation's Certificate of Incorporation shall require the affirmative vote of the holders of not less than 80% of the outstanding shares of each class (voting as a class) of stock of the capital stock of the Corporation entitled to vote generally in the election of directors as of the record date for the determination of Shareholders entitled to vote on the matters referred to in this Paragraph V.


FIFTH: The foregoing amendments of the Certificate of Incorporation were authorized by the affirmative vote of the holders of two-thirds of all the outstanding

8

shares of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, we have executed this document on May 1, 1979, and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.


Philip Kleinman, Chairman


Robert D. Kleinman, Secretary

confidential
David O'Donoghue
Winston
Sep 02, 2021 16:19

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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

AFA PROTECTIVE SYSTEMS, INC.

(Under Section 805 of the Business Corporation Law of the State of New York)

ASS'D

7/3/69

NYCO

ORIG.

WATKINS AUTOMATIC SIGNAL INLEGIMATH CO

4/7-1200

3F-35

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 1 - 1979

AMT OF CHECK \$ 42
FILING FEE \$ 30

TAX \$ 12
COPY \$

CERT \$
RECORD \$

BY: *[Signature]*

O'Leary, Connelly, Chase, O'Donnell

& Weyher

200 Park Avenue

New York, New York 10017

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

June 02, 2005



Secretary of State

DOS-200 (Rev. 03/02)

confidential
David O'Donaghue
Winston
Sep 02, 2021 16:19

CERTIFICATE OF CHANGE

OF

AFA PROTECTIVE SYSTEMS, INC.

UNDER SECTION 805-A OF THE BUSINESS CORPORATION LAW

592290 The undersigned, being the president and the secretary of AFA Protective Systems, Inc., do hereby certify and set forth:

1. The name of the corporation is AFA Protective Systems, Inc.

2. The Certificate of Incorporation of AFA Protective Systems, Inc. was filed by the Secretary of State on April 7, 1980, under the name of Watkins Automatic Signal Telegraph Company.

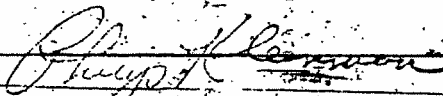
3. Article V of the Certificate of Incorporation of AFA Protective Systems, Inc. provides that the location of the principal office of the corporation is in the City of New York.

4. Said Article V of the Certificate of Incorporation of AFA Protective Systems, Inc. is hereby changed to read as follows:

The principal office of the corporation is in the County of Nassau in the State of New York. The post office address to which the Secretary of State shall mail a copy of any process served against this corporation upon him is 155 Michael Drive, Syosset, New York, 11791.

5. The manner in which the change to the Certificate of Incorporation of AFA Protective Systems, Inc. was authorized was by the affirmative vote of the directors at a meeting called and held for the purpose.

—IN WITNESS WHEREOF, the undersigned have signed the certificate this 15th day of October, 1987.


Philip Kleinman, President


Robert Kleinman, Secretary

STATE OF NEW YORK)

ss.:

COUNTY OF NEW YORK)

On the 15th day of October, 1987, before me personally came Philip Kleinman, to me known, who, being by me duly sworn, did depose and say that he resides at 11 Gilbert Road, Great Neck, New York; that he is the Chairman of the board of Directors and President of AFA Protective Systems, Inc., the corporation described in which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Nicola M. Antonelli
NOTARY PUBLIC

NICOLA M. ANTONELLI
NOTARY PUBLIC, State of New York
No. 41-4516399
Qualified in Queens County
Commission Expires May 31, 1989

NOTARY PUBLIC, State of New York
No. 41-4516399
Qualified in Queens County
Commission Expires May 31, 1989

confidential
David O'Donaghue
Winston
2021 16:19

VERIFICATION

STATE OF NEW YORK
COUNTY OF NASSAU

SS.

I, PHILIP KUE INMAN, being duly sworn, depose and state that I am
the PRESIDENT of XFA PROTECTIVE SYSTEMS, INC., the corporation
named in and described in the foregoing certificate and that I have read the foregoing certificate and know the contents thereof
to be true, except as to the matters therein stated to be alleged upon information and belief, and as to those matters I believe
them to be true.

X

Sworn to before me this 10th

day of December, 1987, at New York City, New York.

Notary Public in and for the State of New York,
Commission Expires May 31, 1989

If executed outside one of the states of the United States or District of Columbia, the signature and authority of the foreign notary should be duly authenticated.

4

92290

CERTIFICATE OF CHANGE

OF

ATA PROTECTIVE SYSTEMS, INC.

UNDER SECTION 805-A OF THE BUSINESS CORPORATION LAW

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 20 1988

AMT. OF CHECK \$ 20
FILING FEE \$ 20
TAX \$
COUNTY FEE \$
COPY \$
CERT \$
REFUND \$
SPEC. HANDLE \$

BY:

ROBERT D. KLEINMAN
185 Michael Drive
Syosset, NY 11791

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

June 02, 2005



Secretary of State

DOS-200 (Rev. 03/02)

confidential
David O'Donaghue
Winston
Sep 02, 2021 16:19

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

AFA PROTECTIVE SYSTEMS, INC.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

The undersigned, being the President and Secretary
of AFA PROTECTIVE SYSTEMS, INC. (the "Corporation") do
hereby certify as follows:

1. The name of the Corporation is "AFA Protective
Systems, Inc." The name under which the Corporation was
originally formed was "Watkins Automatic Signal Telegraph
Company."

2. The Certificate of Incorporation was filed by
the Department of State on the 7th day of April, 1980.

3. The Certificate of Incorporation of the
Corporation is hereby amended to limit the liability of
officers and directors of the Corporation pursuant to
Section 402(b) of the Business Corporation Law.

4. The Certificate of Incorporation is hereby
amended by adding the following new Paragraph W:

W. To the fullest extent that the Business
Corporation Law of the State of New York, as
it exists on the date hereof or as it may
hereafter be amended, permits the limitation

or elimination of the personal liability of an officer or director, no officer or director of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of fiduciary duty as an officer or director. No Amendment to or repeal of this Paragraph shall apply to or have any effect on the liability or alleged liability of any officer or director of the Corporation for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.

5. The foregoing amendment to the Certificate of Incorporation was approved by unanimous affirmative vote of the Board of Directors at a meeting held on January 27, 1988 followed by the affirmative vote of the holders of a majority of the outstanding shares entitled to vote thereon at the Annual Meeting of Shareholders of the Corporation held June 16, 1988.

IN WITNESS WHEREOF, we have signed this Certificate of Amendment to the Certificate of Incorporation as of the 16th day of June, 1988 and we affirm the statements contained herein as true under penalties of perjury.


Philip Kleinman
President


Robert D. Kleinman
Secretary

CYCCEC:APA20404

8650811

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 28 1988

AMT OF CHECK \$ 80
FILING FEE \$ 60
TAX \$
LICENSING FEE \$
CORP \$
CERT \$
RECORD \$
SPEC HANDLES \$ 10

BY: *Py*
Kew

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CERTIFICATE OF AMENDMENT
OF THE

CERTIFICATE OF INCORPORATION
OF

AFA PROTECTIVE SYSTEMS, INC.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

asc 473/69 4-3-8

#B572290-5

Price: 113 Watkins Automatic

Signal Telegraph Company

4/7/88

3F-574

BILLED

OLWINE, CONNELLY, CHASE, O'CONNELL & WETHER
299 PARK AVENUE
NEW YORK, N.Y. 10171

JUN 28 8 44 AM '88

FILED