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**Apr 25 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 815565 (7)

1. Corporation Name
TEXAS INSTRUMENTS INCORPORATED



Principal Place of Business 13500 NORTH CENTRAL EXPRESSWAY P.O. BOX 650311, M/S 3998 DALLAS TX 75265 US	Mailing Address 13500 NORTH CENTRAL EXPRESSWAY P.O. BOX 650311, M/S 3998 DALLAS TX 75265-0311 US
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3. Date Incorporated or Qualified 08/26/1961	3a. Date of Last Report 04/29/1996
4. FEI Number 75-0289970	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
25. Country	30. Country

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81. Name	85. Zip Code
82. Street Address (P.O. Box Number is Not Acceptable)	FL
83.	
84. City	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE PC	<input checked="" type="checkbox"/> DELETE
NAME JUNKINS, JERRY R.	
STREET ADDRESS 13500 N CENTRAL EXPRESS	
CITY-ST-ZIP DALLAS TX-	
TITLE D	<input type="checkbox"/> DELETE
NAME ADAMS, JAMES, R	
STREET ADDRESS 13500 N CENTRAL EXPRESS	
CITY-ST-ZIP DALLAS TX	
TITLE D	<input type="checkbox"/> DELETE
NAME BUSEY, JAMES B. IV	
STREET ADDRESS 13500 N CENTRAL EXPRESS	
CITY-ST-ZIP DALLAS TX	
TITLE GD	<input type="checkbox"/> DELETE
NAME FRONTERHOUSE, GERALD W.	
STREET ADDRESS 13500 N CENTRAL EXPRESS	
CITY-ST-ZIP DALLAS TX	
TITLE VT	<input type="checkbox"/> DELETE
NAME AYLESWORTH, WILLIAM A.	
STREET ADDRESS 13500 N CENTRAL EXPRESS	
CITY-ST-ZIP DALLAS TX	
TITLE VS	<input type="checkbox"/> DELETE
NAME AGNICH, RICHARD, J	
STREET ADDRESS 13500 N CENTRAL EXPRESS	
CITY-ST-ZIP DALLAS TX	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE P	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME ENGIBOUS, THOMAS J.	
1.3 STREET ADDRESS 13500 N CENTRAL EXPRESS	
1.4 CITY-ST-ZIP DALLAS TX	
2.1 TITLE C	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *William A. Aylesworth* Date: *April 16, 1997* (972) 917-6912

CR2E034 (9/96)

TEXAS INSTRUMENTS INCORPORATED
• BOARD OF DIRECTORS
AS OF December 31, 1996

James R. Adams	Chairman of the Board
Thomas J. Engibous	President and Chief Executive Officer
David L. Boren	Director
James B. Busey, IV	Director
Gerald W. Fronterhouse	Director
David R. Goode	Director
William B. Mitchell	Vice Chairman
Gloria M. Shatto	Director
William P. Weber	Vice Chairman
Clayton K. Yeutter	Director

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OFFICERS
AS OF December 31, 1996

James R. Adams	Chairman of the Board
Thomas J. Engibous	President and Chief Executive Officer
William B. Mitchell	Vice Chairman
William P. Weber	Vice Chairman
Richard J. Agnich	Senior V.P., Secretary & General Counsel
William A. Aylesworth	Senior V.P., Treasurer & CFO
Gary D. Clubb	Executive Vice President
Marvin M. Lane, Jr.	Vice President & Corporate Controller
David D. Martin	Executive Vice President
Charles F. Nielson	Vice President
Elwin L. Skiles, Jr.	Vice President
Richard K. Templeton	Executive Vice President
David W. Welp	Executive Vice President

The address of the above-named Directors and Officers is:
P.O. Box 655474, 13500 North Central Expressway
Dallas, TX 75265

Terms Expire:
All are elected annually until successors are duly qualified.