

**664989**

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : 120000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1515

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 AUG 19 PM 12:31

APPROVED  
AND  
FILED

RECEIVED  
2010 AUG 19 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
GOODRICH LIGHTING SYSTEMS, INC.**

Certificate of Status	0
Certified Copy	1
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*[Handwritten Signature]*  
8/19/2010

APPROVED AND FILED  
10 AUG 19 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

GOODRICH LIGHTING SYSTEMS, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

G64989

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

\_\_\_\_\_  
\_\_\_\_\_

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

*Name of New Registered Agent:*

\_\_\_\_\_  
\_\_\_\_\_

*New Registered Office Address:*

(Florida street address)

\_\_\_\_\_, Florida  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:  
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

\_\_\_\_\_

Article IV - Capital Stock - SEE ATTACHED

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**  
(if not applicable, indicate N/A)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

The date of each amendment(s) adoption: March 7, 2005

Effective date if applicable: March 7, 2005 *(date of adoption is required)*  
*(no more than 90 days after amendment file date)*

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

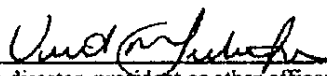
"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_"  
*(voting group)*

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated August 5, 2010

Signature   
*(By a director, president or other officer -- if directors or officers have not been selected, by an incorporator -- if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)*

Vincent M. Lichtenberger  
*(Typed or printed name of person signing)*

Secretary  
*(Title of person signing)*

**E. If amending or adding additional Articles, enter change(s) here:**

**Article IV – Capital Stock**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be as follows:

Common Stock -- Class A -- 30,000 shares with a par value of \$0.01 per share

Common Stock -- Class B -- 10,000 shares with a par value of \$0.01 per share

The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services as a just valuation to be fixed by the incorporators, or by the board of Directors at a meeting to be called for that special purpose.

All voting power of this corporation shall be vested in the above-mentioned Class A common stock, and further, the Class B common stock shall be non-voting stock.

**GOODRICH LIGHTING SYSTEMS, INC.  
ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS**

WE, THE UNDERSIGNED, being all of the Directors of GOODRICH LIGHTING SYSTEMS, INC., a Florida corporation (the "Company"), do hereby adopt the resolutions set forth below:

**AMENDMENT OF ARTICLES OF INCORPORATION.**

RESOLVED, that the Articles of Incorporation of the Company be amended by changing Article IV thereof, effective immediately, so that, as amended, said Article shall be and read as follows:

**Article IV – Capital Stock**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be as follows:

Common Stock – Class A – 30,000 shares with a par value of \$0.01 per share


Common Stock – Class B – 10,000 shares with a Par value of \$0.01 per share

The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.


All voting power of this corporation shall be vested in the above-mentioned Class A common stock, and further, the Class B common stock shall be non-voting stock.

FURTHER RESOLVED, that the officer of the Company, be and they hereby are, authorized and directed, for and on behalf of the Company, to execute and deliver Articles of Amendment to the Company's Articles of Incorporation, and to file such Articles with the Secretary of State of the State of Florida, and to execute and deliver any and all such other documents, instruments or certificates, and to do all such acts and things, as are, on the consultation with legal counsel, deemed necessary and appropriate in order to carry out the purpose and intent of the foregoing resolutions, and taking of such actions to be deemed conclusive evidence of the exercise of the discretionary authority hereby conferred.

IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Written Consent as of this 7<sup>th</sup> day of March, 2005.

  
\_\_\_\_\_  
Sally L. Geib

  
\_\_\_\_\_  
Scott E. Kuechle

  
\_\_\_\_\_  
Kenneth L. Wagner

**GOODRICH LIGHTING SYSTEMS, INC.  
ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE SOLE SHAREHOLDER**

THE UNDERSIGNED, being the sole shareholder of GOODRICH LIGHTING SYSTEMS, INC., a Florida corporation (the "Company"), do hereby adopt the resolutions set forth below:

**AMENDMENT OF ARTICLES OF INCORPORATION.**

RESOLVED, that the Articles of Incorporation of the Company be amended by changing Article IV thereof, effective immediately, so that, as amended, said Article shall be and read as follows:

**Article IV – Capital Stock**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be as follows:

Common Stock – Class A – 30,000 shares with a par value of \$0.01 per share

Common Stock – Class B – 10,000 shares with a Par value of \$0.01 per share

The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.

All voting power of this corporation shall be vested in the above-mentioned Class A common stock, and further, the Class B common stock shall be non-voting stock.

FURTHER RESOLVED, that the officer of the Company, be and they hereby are, authorized and directed, for and on behalf of the Company, to execute and deliver Articles of Amendment to the Company's Articles of Incorporation, and to file such Articles with the Secretary of State of the State of Florida, and to execute and deliver any and all such other documents, instruments or certificates, and to do all such acts and things, as are, on the consultation with legal counsel, deemed necessary and appropriate in order to carry out the purpose and intent of the foregoing resolutions, and taking of such actions to be deemed conclusive evidence of the exercise of the discretionary authority hereby conferred.



IN WITNESS WHEREOF, the undersigned has executed this Action by Unanimous Written Consent as of this 7<sup>th</sup> day of March, 2005.

GOODRICH CORPORATION

  
\_\_\_\_\_  
Kenneth L. Wagner, Assistant Secretary