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May 08 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 807658 (0)
1. Corporation Name
COOPER INDUSTRIES, INC.



Principal Place of Business
TEXAS COMMERCE TOWER
600 TRAVIS STREET, SUITE 5800
HOUSTON TX 77002

Mailing Address
TEXAS COMMERCE TOWER
600 TRAVIS STREET, SUITE 5800
HOUSTON TX 77002-2800

3. Date Incorporated or Qualified
07/19/1948

3a. Date of Last Report
05/01/1996

4. FEI Number
31-4156620

Applied For
Not Applicable

5. Certificate of Status Desired ☐ \$8.75 Additional Fee Required

6. Election Campaign Financing
Trust Fund Contribution ☐ \$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☒ Yes ☐ No

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip
24 Country

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip
29 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
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code
FL

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	DELETE
PD	RILEY, H. JOHN JR.	4000 FIRST CITY TOWER	HOUSTON TX	☐
VP	MCWILLIAMS, BRADLEY D.	4000 FIRST CITY TOWER	HOUSTON TX	☐
V	CAMPBELL, THOMAS W	SUITE 4000 1001 FANNIN	HOUSTON TX 77210	☒
VP	JACKSON, RALPH E	4000 FIRST CITY TOWER	HOUSTON TX	☐
C	CIZIK, ROBERT	SUITE 4000 1001 FANNIN	HOUSTON TX 77210	☒
				☐

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY - ST - ZIP	Change	Addition
		600 Travis, Ste 5800	Houston, TX 77002	☒	☐
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY - ST - ZIP	Change	Addition
		600 Travis, Ste 5800	Houston, TX 77002	☒	☐
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY - ST - ZIP	Change	Addition
				☐	☐
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY - ST - ZIP	Change	Addition
		600 Travis, Ste 5800	Houston, TX 77002	☒	☐
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY - ST - ZIP	Change	Addition
				☐	☐
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY - ST - ZIP	Change	Addition
				☐	☐

See Attached Schedules

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:

Signature of Daniel Leithner
SIGNATURE AND TYPED OR PRINTED NAME OF FILING OFFICER OR DIRECTOR

4/28/97 (713) 209-8400

Date Daytime Phone #

CR2E034 (9/96)

COOPER INDUSTRIES, INC.
CORPORATE OFFICERS
As of March 10, 1997

<u>Name</u>	<u>Business Address</u>	<u>Home Address</u>	<u>Date Took Office</u>
H. John Riley, Jr. President, Chairman, CEO 058-32-5553	600 Travis Suite 5800 Houston, Texas 77002	3669 Chevy Chase Houston, Texas 77019	9/95
Ralph E. Jackson Executive Vice Pres., Operations 362-44-0191	600 Travis Suite 5800 Houston, Texas 77002	1 Hour Lane Trail Houston, Texas 77024	9/92
D. Bradley McWilliams Senior Vice President, Finance 453-64-2034	600 Travis Suite 5800 Houston, Texas 77002	3109 Locke Lane Houston, Texas 77010	4/95
Alan J. Hill Vice President & Treasurer 547-66-2525	600 Travis Suite 5800 Houston, Texas 77002	18526 Barbuda Lane Houston, Texas 77058	8/79
E. Daniel Leightman Vice President, Taxes 311-38-0518	600 Travis Suite 5800 Houston, Texas 77002	5118 Contour Houston, Texas 77096	6/94
Gordon Ulsh Executive Vice President, Operations 311-46-4065	600 Travis Suite 5800 Houston, Texas 77002	2312 DeHart Farm Road Glencoe, MO 63038	3/97
Carl J. Plesnicher, Jr. Sr. Vice President Human Resources 299-30-0932	600 Travis Suite 5800 Houston, Texas 77002	2 West Eden Elm Circle The Woodlands, Texas 77381	4/79
David A. White, Jr. Senior Vice President, Strategic Planning 384-38-7727	600 Travis Suite 5800 Houston, Texas 77002	10802 Oak Creek Houston, Texas 77024	2/96
Phyllis J. Piano Vice President, Public Affairs 395-62-4544	600 Travis Suite 5800 Houston, Texas 77002	2100 Bering Dr. #505 Houston, Texas 77057	2/96
Diane K. Schumacher Senior Vice President, General Counsel, Secretary 353-48-2537	600 Travis Suite 5800 Houston, Texas 77002	6106 Hampton Court Spring, Texas 77389	4/95
Robert W. Teets Vice President, Environmental Affairs and Risk Management 285-48-9195	600 Travis Suite 5800 Houston, Texas 77002	17418 Spicewood Springs Ln. Spring, Texas 77379	1/94
David R. Sheil Vice President, Personnel 070-44-0879	600 Travis Suite 5800 Houston, Texas 77002	26 Treasure Cove The Woodlands, Texas 77381	5/96
Terry A. Klebe Vice President, Controller 502-64-3867	600 Travis Suite 5800 Houston, Texas 77702	12203 Quail Creek Dr. Houston, Texas 77070	4/95

Cooper Industries, Inc.
Corporate Officers
as of May 1996

<u>Name</u>	<u>Business Address</u>	<u>Home Address</u>	<u>Date Took Office</u>
Domenic J. Dell 'Osso Assistant Controller, Operations Budgeting & Accts. 466-76-8537	600 Travis Suite 5800 Houston, Texas 77002	15715 Craighurst Houston, Texas 77059	12/82
Stephen M. Kole Assistant Treasurer, CorpFinance 366-48-3638	600 Travis Suite 5800 Houston, Texas 77002	510 Anchorage Houston, Texas 77079	8/95
Dorothy H. Porter Assistant Secretary 461-58-5589	600 Travis Suite 5800 Houston, Texas 77002	13710 Whitchurch Way Houston, Texas 77015	11/73
Karen E. Herbert Senior Counsel and Assistant Secretary 043-54-8661	600 Travis Suite 5800 Houston, Texas 77002	10 Aylesbury Ct. Sugarland, Texas 77479	4/95

COOPER INDUSTRIES, INC.
As of August 1996

DIRECTORS

<u>Name</u>	<u>Business Address</u>	<u>Home Address</u>	<u>Date Took Office</u>
Warren L. Batts (Term Expires 4/99)	Premark Internat'l, Inc. 1717 Deerfield Rod Deerfield, Il. 60015	143 Abingdon Kenilworth, Il. 60043	11/86
H. John Riley, Jr. (Term Expires 4/99)	600 Travis Suite 5800 Houston, Texas 77002	3669 Chevy Chase Houston, Texas 77019	9/92
Clifford J. Grum (Term Expires 4/97)	Temple-Inland Inc. 303 South Temple Drive Diboll, Texas 75941	102 Deerfield Lufkin, Texas 75901	4/82
Harold S. Hook (Term Expires 4/98)	American General Corp. 2929 Allen Parkway, Houston, Texas 77019	43 West Terrace Dr. Houston, Texas 77007	4/86
Constantine S. Nicandros (Term Expires 4/99)	Conoco Inc. 600 N. Dairy Ashford Rd. Houston, Texas 77079	5745 Indian Circle Houston, Texas 77057	4/90
John D. Ong (Term Expires 4/98)	The BFGoodrich Company 3925 Embassy Parkway Akron, Ohio 44333	230 Aurora Hudson, Ohio 44236	4/75
Frank A. Olson (Term Expires 4/98)	The Hertz Corporation 225 Brae Boulevard Park Ridge, N.J. 07656	366 Mountain Avenue Ridgewood, N.J. 07450	2/89
Sir Ralph Robins (Term Expires 4/97)	Rolls-Royce plc 65 Buckingham Gate London SW1E 6AT England	Lynngarth 65 Hazelwood Road 011 Duffield Derby United Kingdom	4/91
A. Thomas Young (Term Expires 4/97)	Martin Marietta Corp. 6801 Rockledge Dr. Bethesda, Maryland 20817	12921 Esworthy Rd. Potomac, Maryland 20878	8/90
Linda A. Hill (Term Expires 8/99)	Harvard Business School Morgan Hall 333, Soliders Field Boston, MA 02163	164 Rawson Road Brookline, MA 02146	8/94