

# 2002 UNIFORM BUSINESS REPORT (UBR)

**FILED**  
**Jul 01, 2002 8:00 am**  
**Secretary of State**

07-01-2002 90351 021 \*\*\*550.00

DOCUMENT # **F98000006641**

1. Entity Name

~~INFINITY MICROELECTRONICS INC.~~

**MICROSEMI CORP. - INTEGRATED PRODUCTS**

Principal Place of Business

11861 WESTERN AVENUE  
 GARDEN GROVE CA 92841

Mailing Address

11861 WESTERN AVENUE  
 GARDEN GROVE CA 92841

2. Principal Place of Business

Suite, Apt. #, etc.

City & State

Zip

Country

3. Mailing Address

Suite, Apt. #, etc.

City & State

Zip

Country

4. FEI Number

**33-0568048**

Applied For

Not Applicable

5. Certificate of Status Desired ☐

**\$8.75** Additional  
 Fee Required

6. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM**  
**1200 SOUTH PINE ISLAND ROAD**  
**PLANTATION FL 33324**

7. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

City

**FL**

Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE

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

(NOTE: Registered Agent signature required when reinstating)

DATE

9. This corporation is eligible to satisfy its Intangible  
 Tax filing requirement and elects to do so.  
 (See criteria on back) ☐

**FILE NOW!!! FEE IS \$150.00**  
**After May 1, 2002 Fee will be \$550.00**  
**Make Check Payable to Department of State**

10. Election Campaign Financing  
 Trust Fund Contribution. ☐

**\$5.00** May Be  
 Added to Fees

11. OFFICERS AND DIRECTORS

TITLE **C** ☐ Delete  
 NAME **FREY JR, PHILIP**  
 STREET ADDRESS **2830 SOUTH FAIRVIEW ST.**  
 CITY-ST-ZIP **SANTA ANA CA 92704**

TITLE **P/C** ☐ Delete  
 NAME **PETERSON, JAMES**  
 STREET ADDRESS **2830 SOUTH FAIRVIEW STREET**  
 CITY-ST-ZIP **SANTA ANA CA 92704**

TITLE **VPCF** ☐ Delete  
 NAME **SONKSEN, DAVID R**  
 STREET ADDRESS **2830 SOUTH FAIRVIEW ST.**  
 CITY-ST-ZIP **SANTA ANA CA 92704**

TITLE ☐ Delete  
 NAME  
 STREET ADDRESS  
 CITY-ST-ZIP

TITLE ☐ Delete  
 NAME  
 STREET ADDRESS  
 CITY-ST-ZIP

TITLE ☐ Delete  
 NAME  
 STREET ADDRESS  
 CITY-ST-ZIP

12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11

TITLE ☒ Change ☐ Addition  
 NAME **2381 Morse Avenue**  
 STREET ADDRESS **Irvine, CA 92614**  
 CITY-ST-ZIP **Address only**

TITLE ☒ Change ☐ Addition  
 NAME **2381 Morse Avenue**  
 STREET ADDRESS **Irvine, CA 92614**  
 CITY-ST-ZIP **Address only**

TITLE ☒ Change ☐ Addition  
 NAME **2381 Morse Avenue**  
 STREET ADDRESS **Irvine, CA 92614**  
 CITY-ST-ZIP **Address only**

TITLE ☐ Change ☒ Addition  
 NAME **Corp U.P. Operations**  
 STREET ADDRESS **Ralph Brandi**  
 CITY-ST-ZIP **2381 Morse Avenue**  
**Irvine, CA 92614**

TITLE ☐ Change ☐ Addition  
 NAME  
 STREET ADDRESS  
 CITY-ST-ZIP

TITLE ☐ Change ☐ Addition  
 NAME  
 STREET ADDRESS  
 CITY-ST-ZIP

13. I 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 report or supplemental 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 11 or Block 12 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/01)

# Delaware

The First State

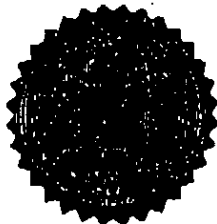
Attachment  
Document #

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F98000006641  
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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "LINFINITY MICROELECTRONICS INC.", CHANGING ITS NAME FROM "LINFINITY MICROELECTRONICS INC." TO "MICROSEMI CORP.-INTEGRATED PRODUCTS", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF APRIL, A.D. 2002, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2340481 8100

020251637

AUTHENTICATION: 1732388

DATE: 04-19-02

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 04/19/2002  
070251637 - 2340481

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
LINFINITY MICROELECTRONICS INC.

118728

Linfinity Microelectronics Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Linfinity Microelectronics Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was June 16, 1993.
2. This Amended and Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this Corporation such that the name of the Corporation shall hereafter be Microsemi Corp.-Integrated Products.
3. The text of the Certificate of Incorporation as amended or supplemented heretofore and as amended or supplemented hereby reads as herein below set forth in full:

ARTICLE 1: The name of the corporation (the "Corporation") is Microsemi Corp.-Integrated Products.

ARTICLE 2: The address of the registered office of the Corporation in the State of Delaware is at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808. The name of the Corporation's registered agent at that address is Corporation Service Company.

ARTICLE 3: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as amended from time to time.

ARTICLE 4:

Section 1. Authorized Shares. The total number of shares of all classes of capital stock which the Corporation is authorized to issue is 3,000 shares which shall be divided into two classes as follows: 2,000 Common shares, with a par value of \$.001 per share ("Common Stock"); and 1,000 Preferred shares, with a par value of \$.001 per share ("Preferred Stock").

The full voting power of the Corporation shall be exercised by the Common Stock and all other future series of Common shares with full voting rights and any series of Preferred shares with equivalent voting rights, all voting together as one class, and none of such series Common shares or Preferred shares shall have any other or special voting rights except as otherwise required by the laws as then applicable, the Corporation's Certificate of Incorporation as then amended, or any resolution of the Board of Directors originally designating such series.

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Preferred shares of the Corporation's capital stock may be issued in one or more series at such time or times, and for such consideration or considerations as the Board of Directors may determine from time to time. The Board of Directors is expressly authorized as to any wholly unissued series of Preferred shares, to determine the number of shares thereof and the dividend rights, dividend rates, conversion rights (if any), redemption prices, liquidation preferences, voting rights (if any), the rights and terms of redemption (including sinking fund provisions) and all other rights, preferences and privileges thereof. The Board of Directors may increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not below the number of shares of that series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting that decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of that series.

Section 2. Rights and Preferences of Preferred Stock. The Board of Directors is authorized, subject to limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, to fix the designation, power, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

(i) The number of shares constituting that series and the distinctive designation of that series;

(ii) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(iii) Whether that series shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;

(iv) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

(v) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(vii) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and

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(viii) Any other relative rights, preferences, powers, qualifications, limitations or restrictions thereof.

118728

**ARTICLE 5:**

**Section 1.** The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors and elections of directors need not be by written ballot unless otherwise provided in the Bylaws. The number of directors of the Corporation shall be fixed from time to time by the Board of Directors either by a resolution or Bylaw adopted by the affirmative vote of a majority of the entire Board of Directors.

**Section 2.** Meetings of the stockholder may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the Delaware Statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or by the Bylaws of the Corporation.

**ARTICLE 6:** A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for any breach of his duty of loyalty to the Corporation or its stockholder, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, Or (iv) for any transaction from which the director derives an improper personal benefit. If the General Corporation Law of the State of Delaware is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of the directors of the Corporation shall be limited or eliminated to the fullest extent permitted by the General Corporate Law of the State of Delaware, as so amended from time to time. Any repeal or modification of this Article 6 by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any elimination or limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

**ARTICLE 7:** The Board of Directors of the Corporation shall have the power to make, alter, amend, change, add to or repeal the Bylaws of the Corporation.

4. This Amended and Restated Certificate of Incorporation was duly adopted by written consent of the stockholders in accordance with Section 228 of the General Corporation Law of the State of Delaware and duly proposed and submitted by the Board of Directors of this Corporation and duly adopted by the stockholders in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, said Linfinity Microelectronics Inc. has caused this certificate to be signed by James J. Peterson, its President, and attested by David R. Sonksen, its Secretary, this 17<sup>th</sup> day of April, 2002.

118728


~~LINFINITY MICROELECTRONICS INC.~~

By

  
James J. Peterson, Chief Executive Officer and President

ATTEST:

By:

  
David R. Sonksen, Executive Vice President,  
Chief Financial Officer and Secretary