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Articles of Amendment to
and Restatement of
Articles of Incorporation

Of

ALLEN-BRADLEY FOUNDATION, INC.

Pursuant to Section 181.37 of the Wisconsin Non-stock Corporation Law, the undersigned corporation executes the following Articles of Amendment to and Restatement of its Articles of Incorporation:

1. The name of the Corporation is ALLEN-BRADLEY FOUNDATION, INC.

2. The Articles of Incorporation of the Corporation were amended and restated to read in their entirety in the form attached hereto and made a part hereof. The amendments as adopted provide that the Corporation shall have no members, that the number of the Directors shall be fixed in the manner provided in the Bylaws but shall not be less than five (5) nor more than ten (10), that the Directors shall be elected in the manner provided in the Bylaws, and that the Articles of Incorporation may be amended by majority vote of the Directors then in office. References to the "private foundation" provisions of the Internal Revenue Code of 1954 have been deleted. The purpose of the amendments and restatement is to provide a complete statement in one instrument of the Articles of Incorporation as amended to date in a form and

style consistent with the Wisconsin Nonstock Corporation Law.

3. The date of the adoption by the members of the amendments and restatement of Articles of Incorporation referred to in Paragraph 2 hereof was February 23, 1982.

4. The number of members entitled to vote on the amendments and restatement of Articles of Incorporation was six (6) with one vote each.

5. The number of such members having voting rights present in person or represented by proxy was six (6).

6. The number of members having voting rights who voted for such amendment and restatement of the Articles of Incorporation was six (6) and the number voting against such amendment and restatement of the Articles of Incorporation was none.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment to and Restatement of the Articles of Incorporation on this 23RD day of February, 1982.

ALLEN-BRADLEY FOUNDATION, INC.

By

I. Andrew Rader
I. Andrew Rader, President

By

Ruth L. West
Ruth L. West, Secretary

This instrument was
drafted by and should
be returned to:

John S. Shiely
Hughes Hubbard & Reed
111 E. Wisconsin Ave.
Milwaukee, WI 53202



ARTICLES OF INCORPORATION

Of

ALLEN-BRADLEY FOUNDATION, INC.

(As Amended to February 23, 1982)

The undersigned adult residents of the State of Wisconsin, pursuant to Chapter 181 of the Wisconsin Statutes, do hereby adopt these amended and restated Articles of Incorporation, which amended and restated Articles of Incorporation do supersede and take the place of the previous Articles of Incorporation and amendments thereto for this Corporation.

ARTICLE I

The name of the Corporation is ALLEN-BRADLEY FOUNDATION, INC.

ARTICLE II

The period of existence shall be perpetual.

ARTICLE III

The purposes shall be to raise, invest and reinvest money and devote the principal and income therefrom perpetually and exclusively for charitable, scientific, literary, and educational purposes, including the encouragement of art, and the prevention of cruelty to children or animals. Without limiting in any way the charitable purposes for which such funds

may be used, they shall be available for assisting charitable, scientific, literary, or educational institutions or organizations, whether supported by private donations or public taxation; for promoting education and scientific research; for care of the sick, aged, or helpless, and for such other charitable purpose as will best tend to improve the mental, moral, and physical well-being of all persons who may be selected as beneficiaries hereunder, regardless of race, color, or creed, and according to the discretion of a majority in number of the Board of Directors of this Corporation. The purposes of the Corporation shall be exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code. Said funds shall be used or distributed for the above purposes in the discretion of the Board of Directors, at such times, in such manner, and in such amounts as will best accomplish the purposes expressed herein. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Directors, Officers, or other private persons.

ARTICLE IV

The mailing address of the principal office at the date of adoption of these amended and restated Articles of Incorporation is 1201 South Second Street, Milwaukee, Wisconsin 53204.

ARTICLE V

The name of the registered agent at the date of adoption of these amended and restated Articles of Incorporation is Ruth L. West.

ARTICLE VI

The address of the registered agent at the date of adoption of these amended and restated Articles of Incorporation is 1201 South Second Street, Milwaukee, Wisconsin 53204.

ARTICLE VII

The number of Directors shall be fixed in the manner provided in the Bylaws, but shall not be less than five (5) nor more than ten (10). The Directors shall be elected in the manner provided in the Bylaws.

ARTICLE VIII

The Corporation shall have no members.

ARTICLE IX

Upon dissolution of the Corporation, the entire assets are to be distributed to such charitable, religious, scientific or educational organization or organizations as the Board of Directors shall then determine, provided that such organization or organizations are exempt under Section

501(c)(3) of the Internal Revenue Code.

ARTICLE X

Amendments to these Articles of Incorporation may be adopted by the Board of Directors upon receiving the vote of the majority of the Directors then in office.

IN WITNESS WHEREOF, the undersigned have executed these amended and restated Articles of Incorporation on this 23RD day of February, 1982.

ALLEN-BRADLEY FOUNDATION, INC.

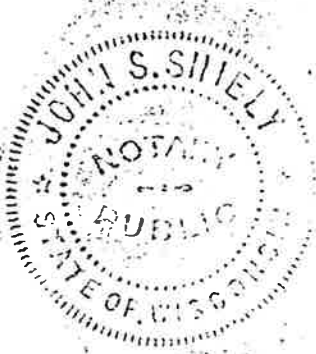
By I. Andrew Rader
I. Andrew Rader, President

By Ruth L. West
Ruth L. West, Secretary



STATE OF WISCONSIN)
) SS
 COUNTY OF MILWAUKEE)

Personally came before me this 23RD day of
February, 1982, the above named I. Andrew Rader
 and Ruth L. West, each to me known to be the persons who
 executed the foregoing instrument, and acknowledged the
 same.



John S. Shiely
 Notary Public

My Commission is permanent

STATE OF WISCONSIN
 FILED

MAR 19 1982

VEL PHILLIPS
 SECRETARY OF STATE

This instrument was
 drafted by and should
 be returned to:

John S. Shiely
 Hughes Hubbard & Reed
 111 E. Wisconsin Ave.
 Milwaukee, WI 53202