

RESTATED
CERTIFICATE OF INCORPORATION
OF
STANDEX INTERNATIONAL CORPORATION

The present name of the Corporation is Standex International Corporation. It was originally incorporated under the name of Bohoco, Inc. and its original certificate of incorporation was filed with the Delaware Secretary of State on May 22, 1975.

This Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware.

This Restated Certificate of Incorporation only restates and integrates and does not further amend the provisions of the Certificate of Incorporation as heretofore amended or supplemented, and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.

The text of the Certificate of Incorporation of Standex International Corporation, as amended or supplemented heretofore, is hereby restated, without further amendments, to read as follows:

FIRST: The name of the Corporation is Standex International Corporation.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: 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.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is twenty million (20,000,000) shares of Common Stock, par value \$1.50 per share.

FIFTH: The Corporation is hereby authorized to purchase shares of the capital stock issued by it.

SIXTH: The Board of Directors of the Corporation is hereby authorized to make, alter, amend or repeal the By-Laws of the Corporation, provided that Section 1 and 2 of Article III shall not be altered, amended, supplemented or repealed, and no provisions of the By-Laws or of this Certificate of Incorporation inconsistent with such By-Law provisions shall be adopted, except by the affirmative vote of the holders of at least 80% of the outstanding shares of the capital stock of the Corporation entitled to vote (considered as a single class). This Article SIXTH shall not be altered, amended, supplemented or repealed, and no provision of this Certificate of Incorporation inconsistent herewith shall be adopted, except by the affirmative vote of the holders of at least 80% of the outstanding shares of the capital stock of the Corporation entitled to vote (considered as a single class).

SEVENTH: (A) The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers which it shall have power to indemnify under said Section 145 from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Section. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacities and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(B) A director of this Corporation shall not be personally liable to the Corporation or its stockholders, either individually or collectively, for monetary damages for breach of fiduciary duty except for liability for the following:

- (1) any breach of a director's duty of loyalty to the Corporation or its stockholders;
- (2) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law;
- (3) liability of a director under Section 174 of the General Corporation Law of Delaware, as the same may be amended and supplemented from time to time; or
- (4) any transaction from which the director derived an improper benefit.

EIGHTH: The Corporation hereby reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

NINTH: (A) Except as set forth in paragraph (3) of this Article, the affirmative vote of the holders of at least 80% of the outstanding shares of the capital stock of the Corporation entitled to vote (considered as a single class) shall be required:

(1) to adopt any agreement for the merger or consolidation of the Corporation with or into any other "person" (as hereinafter defined),

(2) to authorize any sale, lease, transfer, exchange or other disposition to any other person of all or substantially all of the assets of the Corporation, or

(3) to authorize the issuance or transfer by the Corporation of any voting securities of the Corporation having a fair market value of \$1,000,000 or more in exchange or payment for the securities or assets (including cash) of any other person,

if, in any such case, as of the record date for the determination of stockholders entitled to notice thereof and to vote thereon or consent thereto, such other person is the "beneficial owner" (as hereinafter defined) of 10% or more of the outstanding shares of the capital stock of the Corporation entitled to vote.

(B) The provisions of paragraph (A) of this Article shall not apply:

- (i) if the Board of Directors of the Corporation shall have approved the transaction prior to the time that such other person shall have become the beneficial owner of 10% or more of such securities;
- (ii) if such other person is a "subsidiary" of the Corporation; or
- (iii) if, at any time prior to its consummation, the transaction has been approved by all of the Directors then in office.

(C) For purposes of this Article NINTH:

(1) Any specified person shall be deemed to be the "beneficial owner" of shares of stock of the Corporation which such specified person or any "affiliate" or "associate" (as such terms are hereinafter defined) of such person beneficially owns, directly or indirectly, whether of record or not;

(2) a "subsidiary" is any corporation of which 50% or more of the outstanding shares of stock entitled to vote for the election of directors are owned, directly or indirectly, by the Corporation;

(3) a "person" is any individual, corporation or other entity;

(4) an "affiliate" of a specified person is any person that directly, or indirectly through one or more intermediaries, controls, or is controlled by or is under common control with, the specified person; and

(5) an "associate" of a specified person is (a) any person of which such specified person is an officer, director or partner or is, directly or indirectly, the beneficial owner of 10% or more of any class of equity securities, (b) any trust or other estate in which such specified person has a substantial beneficial interest or as to which such specified person serves as a trustee or in a similar fiduciary capacity, (c) any relative or spouse of such specified person, or any relative of such spouse, who has the same home as such specified person or who is a director, officer or partner of any affiliate of such specified person.

(D) The Board of Directors of the Corporation shall have the power to determine, for purposes of this Article, on the basis of information then known to the Board,

(1) the fair market value of any voting securities of the Corporation proposed to be issued or transferred in a transaction of the character referred to in paragraph (A)(3) of this Article; and

(2) whether any person referred to in paragraph (A) of this Article is the beneficial owner of 10% or more of the outstanding shares of the capital stock of the Corporation entitled to vote.

Any such determination shall be conclusive and binding for all purposes of this Article.

(E) This Article NINTH shall not be altered, amended, supplemented or repealed, and no provision of this Certificate of Incorporation inconsistent herewith shall be adopted, except by the affirmative vote of the holders of at least 80% of the outstanding shares of the capital stock of the Corporation entitled to vote (considered as a single class).

EXECUTED at Salem, New Hampshire on October 16, 1986.

STANDEX INTERNATIONAL CORPORATION

By Thomas L. King
Thomas L. King, President

Attest: Thomas H. Ollivier
Secretary

FILED
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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Standex International Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Standex International Corporation on July 30, 1986, a vote was duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling for consideration thereof at the Annual Meeting of Stockholders of said corporation. The vote setting forth the proposed amendment is as follows:

VOTED: That the Board hereby recommends to the Stockholders for adoption at the Annual Meeting that:

- (iv) Article Seventh of the Restated Certificate of Incorporation of the corporation be amended to read as follows:

Amend the first paragraph by adding the letter "(A)" before the sentence beginning "The Corporation shall".

Add the following new subsection (B) to read as follows:

"(B) A director of this Corporation shall not be personally liable to the Corporation or its stockholders, either individually or collectively, for monetary damages for breach of fiduciary duty except for liability for the following:

- (1) any breach of a director's duty of loyalty to the Corporation or its stockholders;
- (2) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law;

(3) liability of a director under Section 174 of the General Corporation Law of Delaware, as the same may be amended and supplemented from time to time; or

(4) any transaction from which the director derived an improper benefit."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the Annual Meeting of Stockholders of said corporation was duly called and held on October 16, 1986, upon notice and in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Standex International Corporation has caused this certificate to be signed by Thomas L. King, its President and attested by Thomas H. DeWitt, its Secretary, this 16th day of October, 1986.

STANDEX INTERNATIONAL CORPORATION

By:  Thomas L. King, President

(Corporate seal)

ATTEST:

By:  Thomas H. DeWitt, Secretary

County of Rockingham)
) S.S.
State of New Hampshire)

Then personally appeared Thomas L. King known to me to be the President of Standex International Corporation and acknowledged the foregoing instrument to be the free act and deed of Standex International Corporation.

Dated: October 16, 1986


Notary Public

My Commission Expires:

JOYCE JONES, Notary Public
My Commission Expires July 24, 1990