

*State of Delaware*  
**Secretary of State**  
Division of Corporations  
Delivered 09:11 AM 04/24/2013  
FILED 09:11 AM 04/24/2013  
SRV 130474309 - 3602084 FILE

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is Delaware
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware
- 3.) The date the corporation first formed is December 12, 2002
- 4.) The name of the Corporation immediately prior to filing. this Certificate is Pentair Pump Group, Inc.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Pentair Flow Technologies, LLC

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 24<sup>th</sup> day of April, A.D. 2013.

PENTAIR PUMP GROUP, INC.

  
\_\_\_\_\_  
Angela Lageson, Secretary



**CERTIFICATE OF FORMATION  
OF  
PENTAIR FLOW TECHNOLOGIES, LLC**

**ARTICLE I**

The name of this limited liability company is Pentair Flow Technologies, LLC (the "Company").

**ARTICLE II**

The address of the registered office of the Company is Corporation Trust Center 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company. The registered office need not be identical with the principal executive office of the Company and may be changed from time to time by the Board of Managers.

**ARTICLE III**

The name and address of the organizer, a natural person 18 years of age or older, of this Company is as follows:

Scott M. Hagel, Esq.  
220 South Sixth Street, Suite 1800  
Minneapolis, Minnesota 55402

**ARTICLE IV**

Unless dissolved earlier according to law, the duration of this Company shall be perpetual.

**ARTICLE V**

The purposes for which this Company is organized are as follows:

- a. General business purposes.
- b. To do everything necessary, proper, advisable and convenient for the accomplishment of the purposes set forth above and to do all other things incidental thereto or connected therewith that are not forbidden by the laws under which this Company is organized, by other laws or by this Certificate of Formation.
- c. To carry out the purposes set forth above in any state, territory, district or possession of the United States or in any foreign country, to the extent that such purposes are not forbidden by the laws thereof; and, in the case of any state, territory, district or possession of the United States or any foreign country, in which one or more of such purposes are forbidden by law, to limit, in any certificate for application to do business, the purpose or purposes which the

Company proposes to carry on therein to such as are not forbidden by the law thereof.

#### ARTICLE VI

Upon the occurrence of any event that would terminate the continued membership of a member in the Company, the remaining members shall have the power to avoid dissolution by giving the consent.

#### ARTICLE VII

No member of this Company shall have cumulative voting rights.

#### ARTICLE VIII

No member of this Company shall have any preferential, pre-emptive or other right to subscribe to any membership interest except as provided in a limited liability company agreement.

#### ARTICLE IX

No governor of this Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty by such governor as a governor; provided, however, that this Article shall not eliminate or limit the liability of a governor to the extent provided by applicable law (i) for any breach of the governor's duty of loyalty to the Company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the governor derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any governor of the Company for or with respect to any acts or omissions of such governor occurring prior to such amendment or repeal.

#### ARTICLE X

An agreement for consolidation or merger with one or more foreign or domestic corporations or limited liability companies or the sale of all or substantially all of the Company's assets may be authorized by a vote of the owners of not less than a majority of the voting power of all ownership interests entitled to vote.

#### ARTICLE XI

Section 1. The business of this Company shall be managed by a Board of Directors, who shall be elected by the Organizer and thereafter at the annual meeting of the members; provided, however, that vacancies in the Board of Directors may be filled by the remaining Directors, and each person so elected shall be a Governor until his or her successor is elected at an annual meeting of members or at a special meeting duly called therefor.

Section 2. The Board of Directors shall have all of the powers of the Company, subject to such action restricting said powers as may be set forth in a member control agreement or

operating agreement or as may legally be taken from time to time by the members either at an annual meeting or at a special meeting duly called therefor.

Section 3. Any contract or other transaction between the Company and any corporation, company, association or firm of which one or more of the Company's Directors are shareholders, members, directors, governors, officers, managers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence and participation of such Governor or Directors at the meeting of the Board of Directors of the Company which acts upon or in reference to such contract or transaction, if the material facts surrounding the contract or transaction and of such interest shall be fully disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction in good faith by a vote of a majority of the Directors, but the interested Governor or Directors shall not be counted in determining whether a quorum is present and shall not vote. This Section shall not be construed to invalidate any contract or transaction which would otherwise be valid under the laws applicable thereto.

Section 4. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members, and at the same place.

#### ARTICLE XII

Any action required or permitted to be taken at a meeting of the Board of Directors of this Company not needing approval by the members, may be taken by written action signed by the number of governors that would be required to take such action at a meeting of the Board of Directors at which all governors are present.

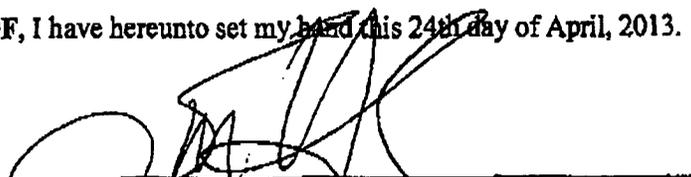
#### ARTICLE XIII

Any provision contained in this Certificate of Formation may be amended by a vote of the owners not less than a majority of the voting power of all ownership interests entitled to vote.

#### ARTICLE XIV

The Company is to be managed by managers.

IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of April, 2013.

  
\_\_\_\_\_  
Scott M. Hagel, Sole Organizer

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "PENTAIR PUMP GROUP, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "PENTAIR PUMP GROUP, INC." TO "PENTAIR FLOW TECHNOLOGIES, LLC", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF APRIL, A.D. 2013, AT 9:11 O'CLOCK A.M.



3602084 8100V

130766748

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0505395

DATE: 06-12-13

# Delaware

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## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "PENTAIR FLOW TECHNOLOGIES, LLC" FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF APRIL, A.D. 2013, AT 9:11 O'CLOCK A.M.

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