

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

TOPS CHEMICAL CO.

a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Sixth** day of **June** 19 **68**, a properly authenticated copy of its articles of incorporation, and on the **Sixth** day of **June** 19 **68**, a designation of **T.H. Eberle or W.C. Roden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **6th** day of **June**, A.D., 19 **68**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

STATE OF CALIFORNIA



DEPARTMENT OF STATE

(PHOTOCOPY CERTIFICATION)

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the photographic reproduction hereunto annexed was prepared by and in my office from the record on file of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I hereunto
set my hand and affix the Great
Seal of the State of California

this MAY 14 1968



Frank M. Jordan

Secretary of State

W. P. Sullivan

By

Assistant Secretary of State

513591

FILED

In the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION

OF

TOPS CHEMICAL CO.

DEC 28 1955

FRANK M. BERDAN, Secretary of State

By *[Signature]*
Deputy

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of California, and

WE DO CERTIFY:

ONE: The name of this corporation is TOPS

CHEMICAL CO.

TWO: The purposes for which this corporation is formed are:

(a) The primary businesses in which this corporation intends initially to engage are:

(1) To manufacture, sell, trade and deal in wholesale and retail chemicals

(b) In addition to the conduct of the businesses set forth in (a) above, the general purposes for which this corporation is formed are:

(1) To manufacture, fabricate, assemble, to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease and otherwise dispose of, and to invest, trade, deal in and deal with goods, wares and merchandise and

Restriction of right
to amend articles

Yes

supplies and all other personal property of every class and description.

(2) To purchase, acquire, own, hold, use, lease (either as lessor or lessee), grant, sell, exchange, subdivide, mortgage, convey in trust, manage, improve, construct, operate and generally deal in any and all real estate, improved or unimproved, stores, office buildings, dwelling houses, apartment houses, hotels, manufacturing plants and other buildings, and any and all other property of every kind or description, real, personal and mixed, and wheresoever situated, either in California, other states of the United States, the District of Columbia, territories and colonies of the United States, or foreign countries.

(3) To acquire, by purchase or otherwise, the good will, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation; and to acquire any property or business as a going concern or otherwise (i) by purchase of the assets thereof wholly or in part, (ii) by acquisition of the shares or any part thereof, or (iii) in any other manner, and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the

good will, business, rights and property so acquired and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(4) To take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

(5) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or cooperation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

(6) To become a partner (either general or limited or both) and to enter into agreements of partnership, with one or more other persons or corporation, for the purpose of carrying on any business whatsoever

which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business.

(7) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government or authority or governmental agency or corporation or other public body may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

(8) To subscribe or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, good will, rights, assets and property of any and every kind, or any part thereof, of any other corporation or corporations, association or associations, firm or firms, or person or persons, together with shares, rights, units, or interest in, or in respect of, any trust estate,

now or hereafter existing, and whether created by the laws of the State of California or of any other state, territory or country; and to operate, manage and control such properties, or any of them, either in the name of such other corporation or corporations or in the name of this corporation, and while the owners of any of said shares of capital stock, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

(9) To promote or to aid in any manner, financially or otherwise, any person, firm, corporation or association of which any shares of stock, bonds, notes, debentures or other securities or evidence of indebtedness are held directly or indirectly by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or association; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(10) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purposes of a commercial bank, savings bank or trust company.

(11) To issue bonds, notes, debentures or other obligations of this corporation from time to time

for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures or other evidences of its indebtedness or obligations; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of California as the same are now in force or may be hereafter amended.

(12) To carry on any business whatsoever, either as principal or as agent or both or as a partnership, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries.

(13) To have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

THREE: The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is Los Angeles County.

FOUR: This corporation is authorized to issue only one class of shares of stock; the total number of such shares shall be Five Hundred Thousand (500,000); the aggregate par value of all such shares shall be Five Hundred Thousand Dollars (\$500,000); and the par value of each of said shares shall be One Dollar (\$1.00).

FIVE: (a) The number of directors of this corporation shall be three (3).

(b) The names and addresses of the persons who are appointed to act as the first directors of this corporation are:

<u>Name</u>	<u>Address</u>
JAMES HAROLD SCISM	1560 Shepherd Drive, Duarte
NINNI V. SCISM	1500 Shepherd Drive, Duarte
HERBERT L. PONTER	602 West Maple, Monrovia

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first directors of this corporation, have executed these Articles of Incorporation this 23rd day of December, 1955.

James Harold Scism
Ninni V. Scism
Herbert L. Ponter

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES)

On this 23rd day of December, 1955, before me, the undersigned, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared JAMES HAROLD SCISM, NINNI V. SCISM, and HERBERT L. PORTER known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

Bruce K. Hendrix
Notary Public in and for the
County of Los Angeles,
State of California

(SEAL)