



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

SAFETY-KLEEN CORP.

a corporation duly organized and existing under the laws of **Wisconsin** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **12th** day of **July** 19 **76**, a properly authenticated copy of its articles of incorporation, and on the **12th** day of **July** 19 **76**, a designation of **T.H. Eberle or B.B. Keding or J.R. Gillemie** 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 **12th** day of **July**, A.D., 19 **76**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk



TO ALL TO WHOM THESE PRESENTS SHALL COME:

I, DOUGLAS LAFOLLETTE, Secretary of State of the State of Wisconsin and Keeper of the Great Seal thereof, do hereby certify that the annexed copy of Articles of Incorporation (Filed July 12, 1963) of OLSON MFG. CO., INC., including Amendment to the Articles of Incorporation (Filed May 21, 1974) changing name To present name of SAFETY-KLEEN CORP.

has been compared by me with the record on file in this Department and that the same is a true copy thereof, and of the whole of such record; and that I am the legal custodian of such record, and that this certification is in due form.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol, in the City of Madison, on June 8, 1976

Douglas LaFollette
DOUGLAS LAFOLLETTE
Secretary of State

This certificate must be returned to the Secretary of State to complete the legal requirements

5-14346
OFFICE OF
REGISTER OF DEEDS

The undersigned, as Register of Deeds of Dane county, Wisconsin,
certifies that, on the 10th day of March, 1969, there was received and
accepted for record in my office an instrument on behalf of

OLSON MFG. CO., INC.
(Name of Corporation)

which instrument bears the certificate of the Secretary of State of Wisconsin and is described in such
certificate as

Articles of Incorporation
(Show nature of instrument)

Witness my hand and official seal this 10th day of March, 1969

(Seal)

Harold K. Hill
Register of Deeds
By: Marian Jordan, Deputy

OL
#4 or

OFFICE OF
REGISTER OF DEEDS

The undersigned, as Register of Deeds of Milwaukee county, Wisconsin,
certifies that, on the 25th day of July, 1963, there was received and
accepted for record in my office an instrument on behalf of

OLSON MFG CO., Inc.
(Name of Corporation)

which instrument bears the certificate of the Secretary of State of Wisconsin and is described in such
certificate as

Articles of Incorporation
(Show nature of instrument)

Witness my hand and official seal this 25th day of July, 1963

(Seal)

Elyse M. Lieberman

Register of Deeds

William S. Clark
DEPUTY REGISTER OF DEEDS

ARTICLES OF INCORPORATION

Executed by the undersigned for the purpose of forming a Wisconsin corporation under Chapter 180 of the Wisconsin statutes:

Article 1. The name of the corporation shall be OLSON MFG. CO., INC.

Article 2. The period of existence shall be perpetual.

Article 3. The purposes shall be to engage in any lawful activity within the purposes for which corporations may be organized under Chapter 180 of the Wisconsin Statutes

Article 4. The number of shares which it shall have authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Class	Series (if any)	Number of Shares	Par value per share or statement that shares are without par value
Common	-	1000	No Par Value

Article 5. The preferences, limitations, designation, and relative rights of each class or series of stock, are

No stockholder shall sell his stock without first offering it in writing to the corporation. The value to be placed on such stock shall be the book value of the corporation. The corporation shall then have 30 days in which to accept such offer to purchase the stock and if the corporation does not exercise this right then the stockholder shall then offer his stock to the rest of the stockholders who shall be entitled to buy such stock on a pro-rata share, the value being placed on such stock is the same as above.

Article 6. Address of initial registered office is 1114 South 115th Street
Milwaukee 14, Wisconsin

Article 7. Name of initial registered agent at such address is Gene R. Olson

Article 8. The number of directors constituting the initial board of directors shall be three (3). Thereafter the number shall be fixed by by-law but shall not be less than three.

Article 9. The name and address of incorporator (or incorporators) are:

NAME

ADDRESS
(number, street and city)

Frank A. Murn

1427 South 70th Street
West Allis 14, Wisconsin

Article 10. (Other provisions)

Article 11. These articles may be amended in the manner authorized by law at the time of amendment.

Executed in duplicate on the 10th day of July, 1963

Frank A. Murn

STATE OF

County of Milwaukee

} ss.

Personally came before me this 10th day of July, A. D. 1963

the above named Frank A. Murn

to me known to be the person who executed the foregoing instrument, and acknowledged the same.

(Notarial Seal.)

Elaine M. Sullivan
Notary Public.
Milwaukee County, Wisconsin
My Commission expires Dec. 8, 1964

INSTRUCTIONS AND SUGGESTIONS

1. Article 1. The name MUST contain "Corporation," "Incorporated," or "Limited," or the abbreviation of one of those words.
2. Article 2. Insert "perpetual" or insert any limitation desired.
3. Article 3. May show definite purposes or may use language to the effect that the corporation may engage in any lawful activities authorized by Chapter 180.

(The statute expressly states that it is NOT necessary to enumerate the powers.)

4. Article 5. This means, in substance, that this article must show all the rights, privileges, and restrictions as between classes of stock and as between series of stock in any class. If desired, a provision may be inserted authorizing the directors to fix the variations in rights as to series of any class.

5. Articles 6 and 7. The corporation must have a registered office and a registered agent at such office. A change of registered office or agent may be filed at any time, on authority of the board of directors.

6. Article 8. If it is not desired to have the by-laws fix the number of directors, the second sentence of Item 8 may be stricken.

7. The number of incorporators is unlimited; there may be only one or there may be as many as desired.

8. Article 10. This article is provided as a place in which to insert any desired material such as restricting preemptive rights, stock-transfer restrictions, quorum provisions, etc.

9. Articles must be executed and sent to the Secretary of State, Madison 2, in duplicate—one to be filed in his office, and one which will be certified and returned and which must be recorded in the office of the register of deeds of the county wherein the registered office is located. Corporate existence will commence when articles are left for record with the register of deeds.

10. FEES. If stock is \$25,000 or less, \$25.00. If the stock is more than \$25,000, fee is \$1.00 per \$1,000. For stock of no par value, 1250 shares or less, \$25.00; more than 1250 shares, 2¢ per share. If stock of par value and stock of no par value, \$1 per \$1,000 on the par value stock plus 2¢ per share on the no par stock; minimum fee, \$25.00.

Articles 27-41
S. 14346

RECORDED

JUL 12 1963

CI

10.

25th
Frank A. Muen Aegy
1427 So. 70th St
Chattahoochee

CERTIFICATE ISSUED

This certificate must be returned to the Secretary of State to complete the legal requirements

OFFICE OF REGISTER OF DEEDS

The undersigned, as Register of Deeds of Dane county, Wisconsin, certifies that, on the 10th day of March, 1969, there was received and accepted for record in my office an instrument on behalf of

OLSON MFG. CO., INC.
(Name of Corporation)

which instrument bears the certificate of the Secretary of State of Wisconsin and is described in such certificate as

Amendment to Articles of Incorporation
(Show nature of instrument)

Witness my hand and official seal this 10th day of March, 1969

(Seal)

Larsed K. Hill
Register of Deeds
By: Marian Jordan, Deputy

This certificate must be returned to the Secretary of State to complete the legal requirements

OFFICE OF
REGISTER OF DEEDS

The undersigned, as Register of Deeds of MILWAUKEE county, Wisconsin,
certifies that, on the 21 day of November, 1967, there was received and
accepted for record in my office an instrument on behalf of

OLSON MFG. CO., INC.

(Name of Corporation)

which instrument bears the certificate of the Secretary of State of Wisconsin and is described in such
certificate as

amendment

(Show nature of instrument)

Witness my hand and official seal this 21 day of November, 1967

(Seal)

Melan Potter

Register of Deeds
Arford H. Kunkel
DEPUTY REGISTER OF DEEDS

Resolved, That Article I of the Articles of Incorporation of this Corporation be amended to change the name of this Corporation from Olson Manufacturing Co., Inc., to SAFETY KLEEN CORP.

The undersigned officers of MFG. Olson Manufacturing Co., Inc.

(Use correct and complete corporate name)

certify:

1. The foregoing amendment of the articles of incorporation of said corporation was consented to in writing by the holders of all shares entitled to vote with respect to the subject matter of said amendment, duly signed by said shareholders or in their names by their duly authorized attorneys. (See instruction 2)

Clear on file

Number of Shares

Number of Shares

Number of Shares

Common

Preferred

(See instruction 5)

Dated and seal (if any) affixed this 3rd day of November, 1967

(Affix seal or state that there is none)

No Seal

President

Secretary

AMENDMENT

TO

ARTICLES

Changing name -

1436

STATE OF WISCONSIN SS
DEPARTMENT OF STATE

FILED

NOV 14 1967

ROBERT C. ZIMMERMAN
SECRETARY OF STATE

\$15.00 - paid

BY

FRANK X. KOELESCH III

ATTY.

7139 W. GREENFIELD AVE

WEST ALLIS, WIS.

53214

INSTRUCTIONS

1. An amendment may be effected in either of two ways. The first method is by vote of the shareholders, at a shareholders' meeting. The second method is by written consent of the shareholders, without a meeting.
 2. If the amendment is effected by written consent, use item 1 and strike item 2.
 3. If the amendment is effected by vote of shareholders, use item 2 and strike item 1.
 4. The vote necessary to adopt an amendment is not less than two-thirds of the shares entitled to vote, unless a greater vote is required by the articles. However, consult section 180.52 of the statutes to determine when shares are entitled to vote by classes or series. If entitled to vote by classes or series, the vote necessary is at least two-thirds of each class or series unless the articles require a greater vote.
 5. When the amendment is effected by written consent, ALL shareholders entitled to vote on the subject matter must sign the consent. See section 180.52 to determine what classes or series are entitled to vote on the subject matter.
 6. The space at item 3 is for use in complying with subses. (6) and (7) of Sec. 180.53 of the statutes, reading:
(6) If such amendment provides for an exchange, reclassification or cancellation of issued shares, and if the manner in which the same shall be effected is not set forth in the amendment, then a statement of the manner in which the same shall be effected;
(7) If such amendment effects a change in the amount of stated capital, then a statement of the manner in which the same is effected and a statement, expressed in dollars, of the amount of stated capital as changed by such amendment.
 7. Execute and submit the amendment in duplicate—one to be filed by the secretary of state and the other to be certified by him and returned to the sender. The duplicate so returned must be recorded within sixty days in the office of the register of deeds of the county wherein the registered office is located.
 8. A vice-president may execute in lieu of the president, and an assistant secretary may execute in lieu of the secretary.
 9. FEES. The fee for filing any amendment is \$15.
- If the amendment relates to shares, additional fee may be due. The basic rate on shares is \$1 per \$1000 on shares having par value, plus 2¢ per share on shares of no par value. Compute the fee at such rates on the aggregate number of authorized shares AFTER giving effect to the amendment. Deduct therefrom the fee applicable to the authorized shares BEFORE amendment. The remainder, if any, is the additional fee due.

Stock -- AMENDMENT

State of Wisconsin
 SECRETARY OF STATE
 Madison, Wisconsin 53702

Resolved, That Article 4 of the Articles of Incorporation of this corporation be and it is hereby amended to read as follows:

Article 4. The number of shares which it shall have authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class is:

Class	Series (if any)	Number of Shares	Par Value per share or statement that shares are without par value
Common	---	5,000,000	par value \$.10 per share

The undersigned officers of Safety-Kleen Corp.

certify:

(Use correct and complete corporate name)

1. The foregoing amendment of the articles of incorporation of said corporation was consented to in writing by the holders of all shares entitled to vote with respect to the subject matter of said amendment, duly signed by said shareholders or in their names by their duly authorized attorneys. (See instructions 2 and 5)

OR 2. The foregoing amendment of the articles of incorporation of said corporation was adopted by the shareholders on the _____ day of _____, 19____, by the following vote: (See instructions 3 and 4)

Class	Number of shares outstanding	Number entitled to vote	Required affirmative vote	Number of votes cast For -- Against
Common	-----	-----	-----	-----
Preferred	-----	-----	-----	-----

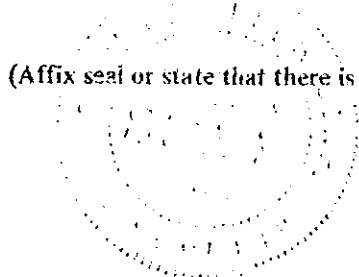
3. (See instruction 6).

The 100 outstanding shares of Common Stock, without par value, of said corporation shall be exchanged for 2,318,550 shares of its Common Stock, par value \$.10 per share.

The stated capital of said corporation shall be increased from \$765 to \$231,855 by the transfer thereto of \$231,090 of said corporation's unreserved earned surplus.

Executed in duplicate and seal (if any) affixed this 25th day of September, 19 74

(Affix seal or state that there is none)



(WIS. 1244 - 6/12/72)

Donald F. Pearson
 President
[Signature]
 Secretary

This document was drafted by
F.R. Carson, One First National Plaza, Chicago, Illinois 60670
 (Name)
 Please print or type
 (See instruction 11)

AMENDMENT - STOCK
CHANGING STOCK

1,000 ^{FROM} SHARES of N.P.V. Co.,
TO
5,000,000 SHARES of \$10 P.V. Co.,

STATE OF WISCONSIN
DEPARTMENT OF STATE
FILED

SEP 26 1974

ROBERT C. ZIMMERMAN
SECRETARY OF STATE

Mail Returned Copy to:
(FILL IN THE NAME AND ADDRESS HERE)

Mr. F. R. Carson
Suite 4200
One First National Plaza
Chicago, Illinois 60670

INSTRUCTIONS

OFFICE OF
REGISTER OF DEEDS

The undersigned, as Register of Deeds of
(COUNTY) Dane
County, Wisconsin, certifies that on
(DATE) 9-26-74

there was received and accepted for record in my office, an instrument bearing the certificate of the Secretary of State of Wisconsin, and described as

- (☒) Articles of Incorporation (☒) Amendment to Articles of Incorporation () Statement of Intent to Dissolve
(☒) Articles of Dissolution () Articles of Merger () Name reservation
() Articles of Consolidation () Restated Articles () Change of Registered Office and/or Agent OF

SAFETY-KLEEN CORP.

(SEAL) Witness my hand and official seal on 9-26-74 (DATE)

Form 14&15-1971

REGISTER OF DEEDS

7. Execute and submit in duplicate original. Furnish Secretary of State with two identical copies of the document. One copy will be retained (filed) by Secretary of State and the other copy returned as you indicate in the space above. The copy that is returned must be recorded with the Register of Deeds of the county in which the registered office of the corporation is located.

8. Affix corporate seal. Make sure that each of the copies of the document has an impression of the corporate seal. If the corporation does not have a seal, write or type "NO SEAL" on each of the copies.

9. Have the President and Secretary of the corporation sign. A Vice-President may sign in lieu of the President, and an Assistant Secretary may sign in lieu of the Secretary. Make sure that each of the copies has original signatures - carbon copy, xerox, or rubber stamp signatures are not acceptable.

10. The fee for filing any amendment is \$15, to be submitted with the document. Make check or money order payable to SECRETARY OF STATE. If the amendment relates to shares, ADDITIONAL FEE may be due. The basic rate on shares is \$1 per \$1000 on shares having par value, plus 2 cents per share on shares of no par value. Compute the fee at such rates on the aggregate number of authorized shares AFTER giving effect to the amendment. Deduct therefrom the fee applicable to the authorized shares BEFORE amendment. The remainder, if any, is the additional fee due.

11. Section 14.38(14) Wisconsin Statutes provides that this document shall not be recorded unless the name of the person (individual) who, or the governmental agency which, drafted it is printed, typewritten, stamped or written thereon in a legible manner. The statement printed on this document, if completed, complies with this provision. This must be completed on each of the duplicate originals.

Stock - AMENDMENT

State of Wisconsin
SECRETARY OF STATE
Madison, Wisconsin 53702

Resolved, That

RESOLVED, that Article 1 of the Articles of Incorporation of this corporation be amended to read as follows:

"The name of the corporation shall be Safety-Kleen Corp."

RESOLVED, that Article 5 of the Articles of Incorporation of this corporation shall be amended to read as follows:

"The preferences, limitations, designation and relative rights of each class or series of stock, are

Stockholders shall have no pre-emptive rights to acquire unissued shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares."

RESOLVED, that Article 10 of the Articles of Incorporation of this corporation shall be amended to read as follows:

"The by-laws of the corporation may be amended by the board of directors or by the stockholders to provide that the directors be divided into either two or three classes, the term of office of directors of the first class to expire at the first annual meeting of stockholders after their election, that of the second class to expire at the second annual meeting of stockholders after their election, and that of the third class, if any, to expire at the third annual meeting of stockholders after their election. At each annual meeting after such classification, the number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the second succeeding annual meeting, if there be two classes, or until the third succeeding annual meeting, if there be three classes. No classification of directors shall be effective prior to the first annual meeting of stockholders."

Executed in duplicate and seal (if any) affixed this 15th day of May, 19 74

(Affix seal or state that there is none)

Frank H. Wilson
President

Robert M. Smith
Secretary

This document was drafted by

Jon R. Lind, Isham, Lincoln & Beale,
One 1st Nat'l Pl., Chicago, Ill. 60670

(Name)

Please print or type

(See instruction 11)

(WIS. 1244 - 6/12/72)

AMENDMENT - STOCK

- ① CHANGING NAME
② " PREFERENCES, ETC.
③ ADDING PROVISIONS IN DIRECTORS

Mail Returned Copy to:

(FILL IN THE NAME AND ADDRESS HERE)

ABERG, BELL, BLAKE & METZNER
222 WEST WASHINGTON AVENUE
MADISON, WISCONSIN 53703

STATE OF WISCONSIN
DEPARTMENT OF STATE
FILED

MAY 21 1974

ROBERT C. ZIMMERMAN
SECRETARY OF STATE

S. 17872

OFFICE OF
REGISTER OF DEEDS

The undersigned, as Register of Deeds of
(COUNTY) Dane

County, Wisconsin, certifies that on

(DATE) May 21, 1974

there was received and accepted for record in my office, an instrument bearing the certificate of the Secretary of State of Wisconsin, and described as

- () Articles of Incorporation (X) Amendment to Articles of Incorporation () Statement of Intent to Dissolve
() Articles of Dissolution () Articles of Merger () Name reservation
() Articles of Consolidation () Restated Articles () Change of Registered Office and/or Agent OF
SAFETY KLEEN CORP. chg name to SAFETY-KLEEN CORP.

(SEAL) Witness my hand and official seal on May 21, 1974 (DATE)

Harold K. Hill

REGISTER OF DEEDS

By: Vera Chapman, Deputy

Form 14&15-1971

(6) If such amendment provides for an exchange, reclassification or cancellation of issued shares, and if the manner in which the same shall be effected is not set forth in the amendment, then a statement of the manner in which the same shall be effected;

(7) If such amendment effects a change in the amount of stated capital, then a statement of the manner in which the same is effected and a statement, expressed in dollars, of the amount of stated capital as changed by such amendment.

7. Execute and submit in duplicate original. Furnish Secretary of State with two identical copies of the document. One copy will be retained (filed) by Secretary of State and the other copy returned as you indicate in the space above. The copy that is returned must be recorded with the Register of Deeds of the county in which the registered office of the corporation is located.

8. Affix corporate seal. Make sure that each of the copies of the document has an impression of the corporate seal. If the corporation does not have a seal, write or type "NO SEAL" on each of the copies.

9. Have the President and Secretary of the corporation sign. A Vice-President may sign in lieu of the President, and an Assistant Secretary may sign in lieu of the Secretary. Make sure that each of the copies has original signatures - carbon copy, xerox, or rubber stamp signatures are not acceptable.

10. The fee for filing any amendment is \$15, to be submitted with the document. Make check or money order payable to SECRETARY OF STATE. If the amendment relates to shares, ADDITIONAL FEE may be due. The basic rate on shares is \$1 per \$1000 on shares having par value, plus 2 cents per share on shares of no par value. Compute the fee at such rates on the aggregate number of authorized shares AFTER giving effect to the amendment. Deduct therefrom the fee applicable to the authorized shares BEFORE amendment. The remainder, if any, is the additional fee due.

11. Section 14.38(14) Wisconsin Statutes provides that this document shall not be recorded unless the name of the person (individual) who, or the governmental agency which, drafted it is printed, typewritten, stamped or written thereon in a legible manner. The statement printed on this document, if completed, complies with this provision. This must be completed on each of the duplicate originals.