

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

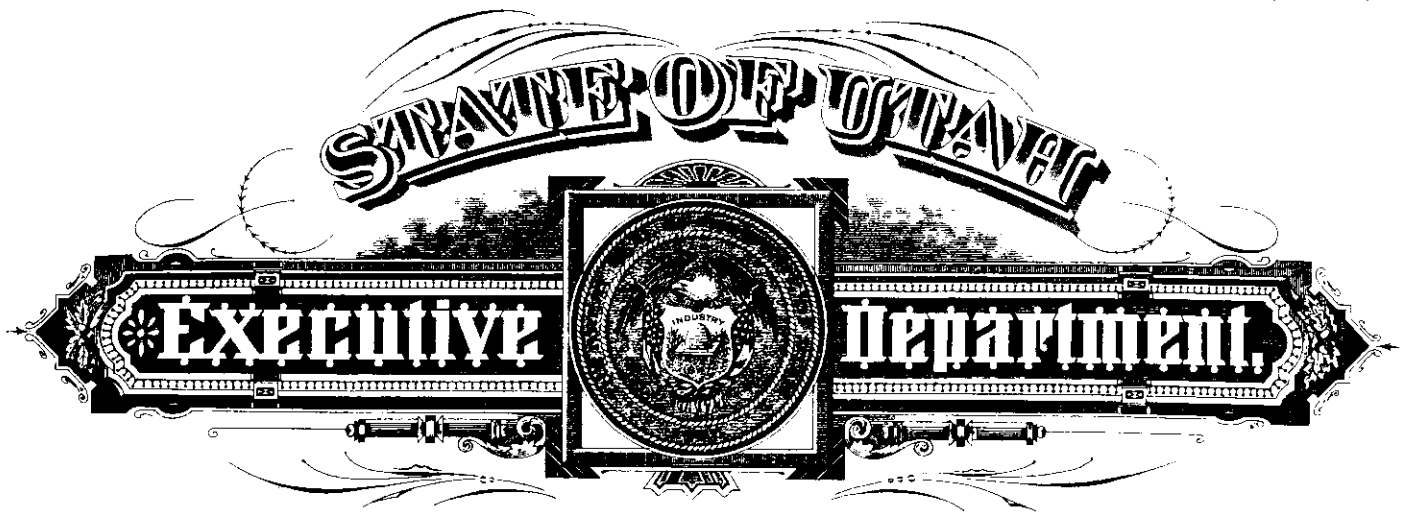
#### AIR PRODUCTS AND CHEMICALS, INC. OF UTAH

a corporation duly organized and existing under the laws of **Utah** 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 **Twenty-eighth** day of **May**, 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-eighth** day of **May**, 19 **62**, a designation of **T. H. Eberle, W. D. Eberle or J. L. Eberle** 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 **28th** day of **May**, A.D. 19 **62**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of  
the Articles of Incorporation thereto, AIR PRODUCTS AND CHEMICALS, INC.  
OF UTAH.

AS APPEARS        of record        IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS Third DAY OF

May 19 62

Lamont F. Toronto  
SECRETARY OF STATE

BY Mendell L. Galt DEPUTY

ARTICLES OF INCORPORATION

OF

AIR PRODUCTS AND CHEMICALS, INC. OF UTAH

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WE, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Air Products and Chemicals, Inc. of Utah.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

- (a) To design, engineer, manufacture, produce, rent, lease, sell, and service equipment for the production of gases, and to manufacture, produce, and sell gases of all kinds;
- (b) To engage in the business of manufacturing, producing, buying, using, selling, supplying, or otherwise dealing in or with industrial and medical gases of all kinds, whether liquid or compressed, and cutting and welding equipment of any and all kinds and accessories thereto and appliances therefor, and to do all things necessary or incident thereto;
- (c) To engage in the business of cryogenics and the industrial application of low temperature processes, and to build,

manufacture, fabricate, construct, assemble, design, develop, experiment with, produce, buy, sell, lease, import, export, prepare for market and deal in or with equipment, machinery, appliances, apparatus, accessories, and parts, tools, implements, merchandise, and supplies of any and every kind, and to do all things necessary or incident thereto;

- (d) To engage in the business of chemicals and to manufacture, produce, buy, sell, and deal in minerals and chemicals of every description, organic and inorganic, natural or synthetic, in the form of raw materials, intermediates, or finished products, and any other related products whatsoever and by-products derived from the manufacture thereof and products to be made therefrom, and to do all things necessary or incident thereto;
- (e) To engage in engineering, research, exploration, experimental, laboratory, and developmental work in connection with any or all of its purposes, to act as engineering or research counsellors and consultants and, in connection therewith, to render management, engineering, research, technical, and advisory services to persons, firms, corporations, and others;
- (f) To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares, and merchandise and personal property of every class and description;
- (g) To purchase or otherwise acquire, and pay for in cash, stock or bonds of the Corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation;
- (h) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or 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 relating to or useful in connection with any business of the Corporation;
- (i) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock

or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality, or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof;

- (j) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof;
- (k) To borrow or raise moneys for any of the purposes of the Corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes;
- (l) To loan to any person, firm or corporation any of its surplus funds, either with or without security;
- (m) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly;

- (n) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries subject to the laws of such state, district, territory, colony or country;
- (o) To endorse, guarantee and secure the payment and satisfaction of the principal of and interest on or evidenced by bonds, coupons, mortgages, deeds of trust, debentures, obligations or evidences of indebtedness of other corporations; to guarantee and secure the payment or satisfaction of the par or stated value of or dividends on shares of the capital stock of other corporations; to assume the whole or any part of the liabilities, existing or prospective, of any person, corporation, firm or association; and to aid in any manner any other person or corporation with which it has dealings or whose stocks, bonds, or other obligations are held or are in any manner guaranteed by the Corporation and to do any other actions and things for the preservation, improvement, or enhancement of the value of such stocks, bonds, or other obligations;
- (p) To enter into any arrangement or arrangements for sharing of profits, union of interests, reciprocal concession or cooperation with any domestic or foreign corporation, partnership, association, trustee, group, individual, or entity;
- (q) To form or cause to be formed under the laws of any state or country, to control or in any manner participate in the management of, to reorganize, merge, consolidate, to liquidate or dissolve any corporation, association or organization of any kind;
- (r) To carry on any business whatsoever which the 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 the Corporation or to enhance the value of its property; to conduct its business in the State of Utah, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries; and to have and exercise all the powers conferred by the laws of Utah upon corporations

formed under the Utah Business Corporation Act, and, in general, to carry on any of the activities and to do any or all of the things herein set forth to the same extent as a natural person might or could do; provided, however, that nothing contained herein shall be deemed or construed to authorize the Corporation to possess any purpose, object or power, or to carry on any business not permitted by the laws of the State of Utah to a corporation organized under the Utah Business Corporation Act.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) of the par value of One Dollar (\$1.00) each.

FIFTH: The Corporation will not commence business until consideration of the value of at least \$1,000 has been received for the issuance of shares.

SIXTH: No holder of any stock of the Corporation of any class whatsoever, whether now or hereafter authorized, shall have any right, pre-emptive or otherwise, as such holder (other than such right, if any, as the Board of Directors in its discretion may determine) to purchase, subscribe for or otherwise acquire any shares of stock of the Corporation of any class whatsoever, whether now or hereafter authorized, or any securities convertible into or exchangeable for any such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire any such shares, whether such shares, securities, warrants or other instruments be unissued, or issued and thereafter acquired by the Corporation.

SEVENTH: The post office address of its initial registered office is 175 South Main Street, c/o C T Corporation System, Salt Lake City 11, Utah, and the name of its initial registered agent at such address is C T Corporation System.

EIGHTH: The number of directors constituting the initial Board of Directors of the Corporation is three, and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Leon C. Holt, Jr.	P.O. Box 538, Allentown, Pennsylvania
Donald T. Shire	P.O. Box 538, Allentown, Pennsylvania
John F. Healy	P.O. Box 538, Allentown, Pennsylvania

NINTH: The name and address of each incorporator is:

Leon C. Holt, Jr.	P.O. Box 538, Allentown, Pennsylvania
Donald T. Shire	P.O. Box 538, Allentown, Pennsylvania
John F. Healy	P.O. Box 538, Allentown, Pennsylvania

TENTH: Cumulative voting shall not be allowed, but each stockholder shall be entitled at all elections of Directors to cast the number of votes equal to the number of shares owned by him for as many Directors as there are to be elected.

ELEVENTH: No contract or other transaction between the Corporation and any other corporation and no other act of the Corporation with relation to any other corporation shall, in the absence of fraud, in any way be invalidated or otherwise affected by the fact that any one or more of the Directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any Director of the Corporation individually, or any firm or association of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he individually or as a member of such firm or association is such a party or so interested shall be disclosed



or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; and any Director of the Corporation who is also a Director or officer of such other corporation or who is such a party or so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors who shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or officer of such other corporation or not so interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a Director of such subsidiary or affiliated corporation.

Any contract, transaction or act of the Corporation or of the Directors, which shall be ratified at any annual meeting of the stockholders of the Corporation, or at any special meeting called for such purpose, shall, in so far as permitted by law or by the Articles of Incorporation of the Corporation, be as valid and as binding as though ratified by every stockholder of the corporation; provided, however, that any failure of the stockholders to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the Corporation, its Directors, officers, or employees, of its or their right to proceed with such contract, transaction or act.

TWELFTH: Each officer, director, or member of any committee designated by the Board of Directors shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account or reports made to the Corporation by any of its officials or by an independent public accountant or by an appraiser selected with reasonable care by the Board of Directors or by any such committee or in relying in good faith upon other records of the Corporation.

THIRTEENTH: Each director and each officer (and his heirs, executors and administrators) shall be indemnified by the Corporation against expenses reasonably incurred by or imposed upon him in connection with or arising out of any

action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation or, at its request, of any other corporation of which it is a stockholder or creditor and from which he is not entitled to be indemnified (whether or not he continues to be a director or officer at the time of imposing or incurring such expenses) except in respect of matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct; in the event of a settlement of any such action, suit or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

FOURTEENTH: Both the stockholders and the directors of the corporation may hold their meetings and the corporation may have an office or offices in such place or places outside of the State of Utah as the By-Laws may provide and the corporation may keep its books outside of the State of Utah except as otherwise provided by law.

FIFTEENTH: The corporation hereby reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Utah and all rights conferred on stockholders therein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the Utah Business Corporation Act, do make this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands this 16th day of April, 1962.

Leon C. Holt, Jr.

Donald T. Shire

John F. Healy

Commonwealth of Pennsylvania    }  
County of Lehigh                    } ss.

I, Althea Rohrbach, a notary public, hereby certify that on the 16th day of April, 1962, personally appeared before me Leon C. Holt, Jr., Donald T. Shire, and John F. Healy, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing documents as incorporators and that the statements therein contained are true.

In Witness Whereof, I have hereunto set my hand and seal this 16th day of April, A.D. 1962.

Althea Rohrbach  
Notary Public

My Commission Expires:  
July 25, 1964.