

SECRETARY

OF STATE

To all to Whom these Presents shall Come:

I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of

CERTIFICATE OF AMENDMENT AND AMENDMENT

CHANGING THE CORPORATE NAME

OF

A. P. GREEN FIRE BRICK COMPANY

TO

A. P. GREEN REFRACTORIES, CO.

as the same appears on file and of record in this office.

In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this

16th day of November
Nineteen Hundred and Sixty-five.

SECRETARY OF STATE

J. R. Clark DEPUTY SECRETARY OF STATE



STATE of MISSOURI

JAMES C. KIRKPATRICK

Secretary of State

Corporation Department

Certificate

I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that duplicate copies of a resolution of

A. P. GREEN FIRE BRICK COMPANY, a Missouri corporation relating to change of name, have been received in this office.

The substance thereof is: changing corporate name to:

A. P. GREEN REFRactories, CO.

Said resolution is found to conform to law.

ACCORDINGLY, I, by the virtue of the authority vested in me by law, hereby issues this

Certificate of Amendment

and attach hereto a certified copy thereof.

Dated October 29, 1965.

James Kirkpatrick
Secretary of State

T. R. Clark
Deputy Secretary of State

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CERTIFICATE OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF
A. P. GREEN FIRE BRICK COMPANY PROVIDING FOR CHANGE OF NAME
TO A. P. GREEN REFRACTORIES CO.

William S. Lowe, Chairman of the meeting of stockholders hereinafter mentioned, does hereby certify that a special meeting of the stockholders of A. P. Green Fire Brick Company, a Missouri corporation, was duly called and held at the principal office of the Corporation in Mexico, Missouri on October 29, 1965 for the purpose of voting upon a certain amendment to the Articles of Incorporation of said Corporation proposed in resolution of the Board of Directors, said proposed amendment providing for the change of the name of said Corporation to A. P. Green Refractories Co.; that the amendment adopted at said meeting and the number of shares of voting stock of said Corporation voted for and against said amendment are as follows:

RESOLVED, that the Articles of Incorporation of the Corporation be amended by amending Article First to read as follows:

"That the name of the Corporation shall be
A. P. GREEN REFRACTORIES CO."

FOR	SHARES VOTED AGAINST	TOTAL OUTSTANDING VOTING SHARES
1,020,491	12,396	1,101,715

The undersigned does further certify that said amendment, having received the affirmative vote of a majority of the outstanding shares entitled to vote, was duly adopted at said meeting of stockholders.



William S. Lowe, Chairman of the
Meeting of Stockholders

ATTEST:

Secretary of A. P. Green Fire
Brick Company

STATE OF MISSOURI: ss.
COUNTY OF AUDRAIN:

On this 29th day of October, 1965, before me personally appeared William S. Lowe, to me known to be

the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed, as Chairman of the Special Meeting of Stockholders in said instrument referred to; and, being by me first duly sworn, he did state that all of the matters and things set forth in said instrument are true.

My commission expires 10/22/69

J. J. S. Cheary
Notary Public

FILED AND CERTIFICATE
ISSUED

OCT 29 1965

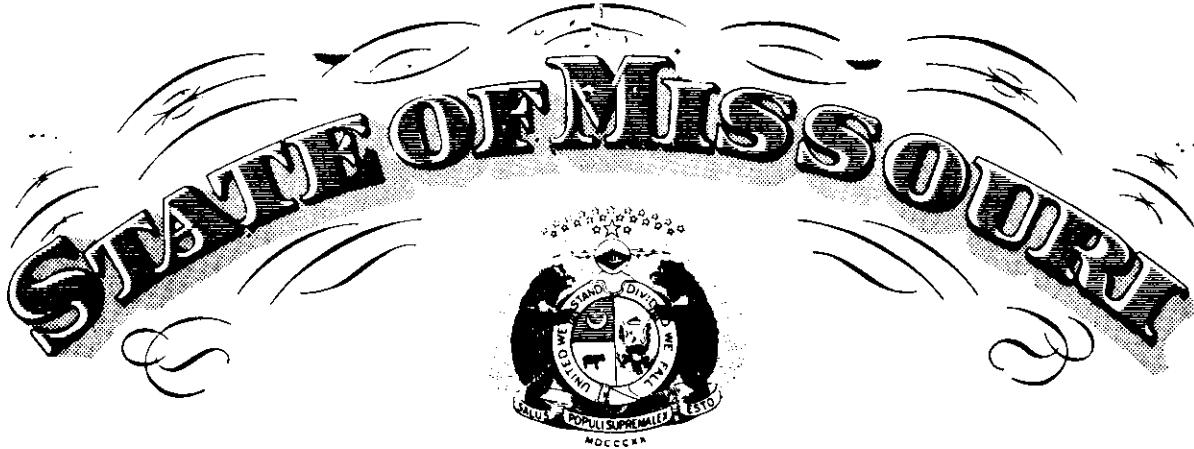
J. S. Cheary
Comptroller of the
Secretary of State

31856

FILED AND CERTIFICATE
ISSUED

OCT 20 1965

John S. Hinckley, Jr.
John S. Hinckley, Jr.
SECRETARY OF STATE



SECRETARY

OF STATE

To all to Whom these Presents shall Come:

I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of _____

CERTIFICATE OF AMENDMENT AND AMENDMENT

OF

A. P. GREEN REFRactories, CO.

(FILED OCTOBER 29, 1965)

as the same appears on file and of record in this office.

In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this

16th day of November
Nineteen Hundred and Sixty-five.

[Signature]

SECRETARY OF STATE

T. R. Clark

DEPUTY SECRETARY OF STATE

No. 31056



STATE of MISSOURI
JAMES C. KIRKPATRICK
Secretary of State

Corporation Department

Certificate

I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that
duplicate copies of a resolution of _____

A. P. GREEN REFRactories, CO., a Missouri
corporation relating to increase of capital stock, have been
received in this office.

The substance thereof is:

Increasing authorized shares

Said resolution is found to conform to law.

ACCORDINGLY, I, by the virtue of the authority vested in me by law, hereby issues this
Certificate of Enclosed
and attach hereto a certified copy thereof.

Dated October 29, 1965

J. C. Kirkpatrick
Secretary of State

T. R. Clegg
Deputy Secretary of State

CERTIFICATE OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF A. P. GREEN FIRE BRICK COMPANY, PROVIDING FOR INCREASE OF THE AUTHORIZED COMMON STOCK AND FOR A FOUR FOR THREE SPLIT OF SAID COMMON STOCK.

William S. Lowe, Chairman of the meeting of stockholders hereinafter mentioned, does hereby certify that a special meeting of the stockholders of A. P. Green Fire Brick Company, a Missouri corporation, was duly called and held at the principal office of the Corporation in Mexico, Missouri, on October 29, 1965, for the purpose of voting upon a certain amendment to the Articles of Incorporation of said corporation proposed in resolution of the Board of Directors, said proposed amendment providing for an increase of the authorized Common Stock and for a four for three split of said Common Stock; that the amendment adopted at said meeting and the number of shares of voting stock of said Corporation voted for and against said amendment are as follows:

RESOLVED, that for the purpose of increasing the authorized Common stock of the Corporation, par value \$5.00 per share, from 1,500,000 shares to 2,250,000 shares and providing for a 4 for 3 split of the Common stock, the Articles of Incorporation be amended by amending the first paragraph of Article THIRD to read as follows:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is 2,310,160 shares, of which 2,250,000 shares shall be Common stock having a par value of \$5.00 per share; 46,680 shares shall be 5% Cumulative Preferred stock having a par value of \$100.00 per share, and 13,480 shares shall be 5% Cumulative Convertible Preferred stock of the par value of \$100.00 per share. At the time this amendment to article THIRD becomes effective under the laws of the State of Missouri, each issued share of Common stock of the Corporation, of the par value of \$5.00 per share, thereby and thereupon shall be changed into 1-1/3 shares of Common stock of the Corporation of the par value of \$5.00 per share. Each person at that time holding of record any issued shares of Common stock of the Corporation shall be entitled to receive a stock certificate or certificates to evidence and represent the additional shares of Common stock to which he becomes entitled by reason of such change in the issued shares; provided, however, that no certificate representing fractional shares of said Common stock shall be issued."

<u>FOR</u>	<u>SHARES VOTED</u>	<u>TOTAL OUTSTANDING</u>
	<u>AGAINST</u>	<u>VOTING SHARES</u>
1,033,890	1,480	1,101,715

The undersigned does further certify that said amendment, having received the affirmative vote of a majority of the outstanding shares entitled to vote, was duly adopted at said meeting of stockholders.

The undersigned does further certify that the number of shares authorized by the Articles of Incorporation of said Corporation is 1,560,160, of which 1,500,000 shares are Common Stock, par value \$5.00 per share; 46,680 shares are 5% Cumulative Preferred Stock, par value \$100.00 per share; and 13,480 shares are 5% Cumulative Convertible Preferred Stock, par value \$100.00 per share; that said shares have the preferences, rights, privileges, and restrictions as set forth in the Articles of Incorporation of said Corporation; that pursuant to the above and foregoing amendment the authorized Common Stock is increased from 1,500,000 shares to 2,250,000 shares, each of the par value of \$5.00 per share; that 1,090,231 shares of said Common Stock are now issued and outstanding and will, upon the effective date of said amendment, be converted into 1,453,641 shares of said Common Stock, par value \$5.00 per share; that 12,364 shares of said 5% Cumulative Preferred Stock and 13,480 shares of said 5% Cumulative Convertible Preferred Stock are now issued and will not be increased by reason of said amendment; that said Preferred shares and the holders thereof will not be affected by the said amendment; that the conversion rights of the holders of the 5% Cumulative Convertible Preferred Stock will, pursuant to the provisions of the Articles of Incorporation of said Corporation, be proportionately increased by reason of the split of the Common Stock.

The undersigned does further certify that there will be issued to each holder of Common Stock a certificate representing one additional share of Common Stock for each three shares held on the effective date of the amendment, except that no fractional shares will be issued, but the whole shares made up of the aggregate of said fractions will be sold by the Corporation and the proceeds paid to the stockholders entitled thereto in accordance with their respective interests; that the sum of \$1,817,050, being the aggregate par value of the 363,410 additional shares of Common Stock to be issued as aforesaid, will be transferred from paid-in surplus to stated capital.

ATTEST:



William S. Lowe, Chairman of the
Meeting of Stockholders

Secretary of A. P. Green Fire
Brick Company.

STATE OF MISSOURI: ss.
COUNTY OF AUDRAIN:

On this 29th day of October, 1965, before me personally appeared William S. Lowe, to me known to be

the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed, as Chairman of the Special Meeting of Stockholders in said instrument referred to; and, being by me first duly sworn, he did state that all of the matters and things set forth in said instrument are true.

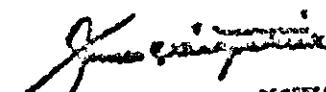
My commission expires 6/27/69

John G. Gandy

Notary Public

ALBANY CERTIFICATE
ISSUED

OCT 29 1965


James C. Gandy
Commissioner of State
SECRETARY OF STATE

31856