

State of New York }
Department of State }

SS.:

15884

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

APR 3 - 1981

Basil G. Paterson

Secretary of State

APR 27 10 02 AM '81
SECRETARY OF STATE

CERTIFICATE OF MERGER

OF

BEAR CREEK MINING COMPANY
BEAR TOOTH MINING COMPANY
THE CARBORUNDUM COMPANY
CHASE BRASS & COPPER CO. INCORPORATED
FLAMBEAU MINING CORPORATION
KENNECOTT EXPLORATION, INC.
KENNECOTT REFINING CORPORATION
KENNECOTT SALES CORPORATION
OZARK LEAD COMPANY
and
RIDGE MINING CORPORATION

INTO

KENNECOTT CORPORATION

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

4727530

KENNECOTT CORPORATION, pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certifies as follows:

1. That the corporations listed in the table below (the "Subsidiary Companies"), each of which is a wholly-owned subsidiary of Kennecott Corporation, shall be merged into Kennecott Corporation which shall be the surviving corporation:

<u>Name</u>	<u>State of Incorporation</u>
Bear Creek Mining Company	Delaware
Bear Tooth Mining Company	Delaware
The Carborundum Company	Delaware
Chase Brass & Copper Co. Incorporated	Connecticut
Flambeau Mining Corporation	Wisconsin
Kennecott Exploration, Inc.	Delaware
Kennecott Refining Corporation	Maryland
Kennecott Sales Corporation	New York
Ozark Lead Company	Missouri
Ridge Mining Corporation	Washington

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Kennecott Corporation was formed under the name Kennecott Copper Corporation.

2. Bear Creek Mining Company has outstanding 26,000 shares of capital stock, par value \$10.00 per share. Bear Tooth Mining Company has outstanding 10 shares of capital stock, par value \$100 per share. The Carborundum Company has outstanding 2,000 shares of common stock, par value \$1.00 per share. Chase Brass & Copper Co. Incorporated has outstanding 112,500 shares of capital stock, par value \$100 per share. Flambeau Mining Corporation has outstanding 50 shares of common stock, par value \$10.00 per share. Kennecott Exploration, Inc. has outstanding 100 shares of capital stock, without par value. Kennecott Refining Corporation has outstanding 75,000 shares of capital stock, par value \$10.00 per share. Kennecott Sales Corporation has outstanding 500 shares of capital stock, without par value. Ozark Lead Company has outstanding 3,000 shares of capital stock, par value \$10.00 per share. Ridge Mining Corporation has outstanding 10,000 shares of capital stock, par value \$10.00 per share. All of the outstanding shares of the Subsidiary Companies are owned by Kennecott Corporation.

3. The effective date of the merger of each of the Subsidiary Companies shall be December 31, 1980.

4. The Certificate of Incorporation of Kennecott Corporation was filed by the Department of State on May 3, 1915.

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5. Bear Creek Mining Company was incorporated under the laws of the State of Delaware on September 13, 1945. It has not filed an application for authority to do business in New York.

6. Bear Tooth Mining Company was incorporated under the laws of the State of Delaware on December 22, 1966. It has not filed an application for authority to do business in New York.

7. The Carborundum Company was incorporated under the laws of the State of Delaware on November 22, 1977. The Carborundum Company's application for authority to do business in New York was filed by the Department of State on May 25, 1978.

8. Chase Brass & Copper Co. Incorporated was incorporated under the laws of the State of Connecticut on March 29, 1909. It has not filed an application for authority to do business in New York.

9. Flambeau Mining Corporation was incorporated under the laws of the State of Wisconsin on November 19, 1969. It has not filed an application for authority to do business in New York.

10. Kennecott Exploration, Inc. was incorporated under the laws of the State of Delaware on September 17, 1968. It has not filed an application for authority to do business in New York.

11. Kennecott Refining Corporation was incorporated under the laws of the State of Maryland on October 24, 1957. It has not filed an application for authority to do business in New York.

12. Kennecott Sales Corporation was incorporated under the laws of the State of New York on December 20, 1933, and its Certificate of Incorporation was filed by the Department of State on that date.

13. Ozark Lead Company was incorporated under the laws of the State of Missouri on May 22, 1961. It has not filed an application for authority to do business in New York.

14. Ridge Mining Corporation was incorporated under the laws of the State of Washington on December 27, 1957. It has not filed an application for authority to do business in New York.

15. The Plan of Merger has been adopted by the Board of Directors of Kennecott Corporation.

IN WITNESS WHEREOF, this Certificate has been signed on the 26th day of December, 1980 and the statements contained therein are affirmed as true under the penalties of perjury.

KENNECOTT CORPORATION

By *William Colville*
Vice President William Colville

By *H. Monnig, Jr.*
Assistant Secretary H. Monnig, Jr.

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CERTIFICATE OF MERGER

OF

- 1 BEAR CREEK MINING COMPANY
- 2 BEAR TOOTH MINING COMPANY
- 3 THE CARBORUNDUM COMPANY
- 4 CHASE BRASS & COPPER CO. INCORPORATED
- 5 PLAMBEAU MINING CORPORATION
- 6 KENNECOTT EXPLORATION, INC.
- 7 KENNECOTT REFINING CORPORATION
- 8 KENNECOTT SALES CORPORATION
- 9 OZARK LEAD COMPANY

and
10 RIDGE MINING CORPORATION
INTO

11 KENNECOTT CORPORATION

UNDER SECTI N 905 OF THE BUSINESS CORPORATION LAW

Hugo Monnig, Jr., Attorney
Kennecott Corporation
161 East 42nd Street
New York, New York 10017

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STATE OF NEW YORK
DEPARTMENT OF STATE
DEC 31 1980

AMT OF CHECK \$ 20.50
FILING FEE \$ 30.00
TAX \$ 40.50
COPY \$
CERT \$
REFUND \$

BY: PO
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