

# State of Idaho

## Department of State.

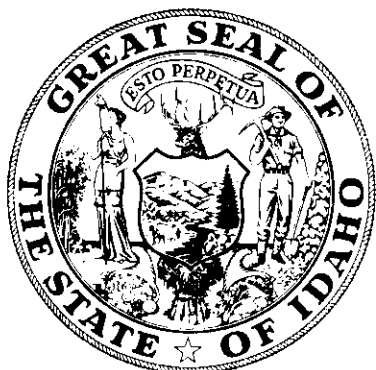
### CERTIFICATE OF AUTHORITY OF

\_\_\_\_\_

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of \_\_\_\_\_  
\_\_\_\_\_ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to \_\_\_\_\_  
to transact business in this State under the name \_\_\_\_\_  
\_\_\_\_\_ and attach hereto a duplicate original of the Application for such Certificate.

Dated \_\_\_\_\_ June 23 \_\_\_\_\_, 19 30 \_\_\_\_\_.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is CHURCH & DWIGHT CO., INC.
2. \*The name which it shall use in Idaho is CHURCH & DWIGHT CO., INC.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is December 14, 1925 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
To conduct any lawful act or activity for which  
corporations may qualify under the statutes of Idaho.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>SEE ATTACHED</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>5,000,000</u>	<u>Common</u>	<u>No Par Value</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,509,000</u>	<u>Common</u>	<u>No Par Value</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 27, 19 80

CHURCH & DWIGHT CO., INC.

By

Gerald P. Nehra

Its Vice President

and

Duncan R. Dwight

Its Secretary

STATE OF NEW JERSEY )

COUNTY OF MIDDLESEX ) ss:

I, Florence Bogaenko, a notary public, do hereby certify that on this 27 day of May, 19 80, personally appeared before me Gerald P. Nehra, who being by me first duly sworn, declared that he is the Vice President of CHURCH & DWIGHT CO., INC.

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Florence Bogaenko

Notary Public

NOTARY PUBLIC OF NEW JERSEY

My Commission Expires November 14, 1983

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

<u>Directors</u>	<u>Address</u>	<u>Term Expires</u>
Carlton Bates	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80
Loren C. Berry	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80
Rosina B. Dixon	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80
Duncan D. Dwight	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80
Robert W. Lear	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80
John D. Leggett, Jr.	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80
John D. Leggett, III	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80
Dwight C. Minton	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80
Dean P. Phypers	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80
Jarvis J. Slade	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80
George R. Vila	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80

<u>Officers</u>	<u>Address</u>	<u>Term Expires</u>
President Dwight C. Minton	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80
Vice President Bennett D. Buckles	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80
Vice President Robert A. Davies III	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80
Vice President Zvi Eiref	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80
Vice President Robert E. Sampson	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80
Vice President Herman L. Marder	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80
Secretary Duncan D. Dwight	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80
Controller David A. Harsanyi	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80
General Counsel Gerald P. Nehra	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80
Asst. Secretary William G. Braun	20 Kingsbridge Road, Piscataway, N.J. 08854	5/80

RESTATED CERTIFICATE OF INCORPORATION

OF

CHURCH & DWIGHT CO., INC.

CHURCH & DWIGHT CO., INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is CHURCH & DWIGHT CO., INC. The date of filing its original Certificate of Incorporation with the Secretary of State was December 14, 1925.

2. This Restated Certificate of Incorporation has been duly adopted by the board of directors of this corporation in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware.

3. This Restated Certificate of Incorporation only restates and integrates and does not further amend the provisions of this corporation's Certificate of Incorporation as heretofore amended or supplemented.

4. There is no discrepancy between the provisions of the Certificate of Incorporation as heretofore amended or

supplemented and the provisions of this Restated Certificate of Incorporation.

5. The text of the Certificate of Incorporation as heretofore amended or supplemented is hereby restated and integrated to read as herein set forth in full:

FIRST: The name of the corporation is  
CHURCH & DWIGHT CO., INC.

SECOND: The address of its registered office in the State of Delaware is 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted is as follows:

(a) To manufacture, buy, sell, import, export, deal in and use chemicals, grocery products, food products, drugs, cleaners, detergents, water softeners, disinfectants, and consumer or industrial products of every nature and description; and

(b) To conduct any lawful business; to exercise any lawful purpose or power; and to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

The foregoing clauses of this Article THIRD shall be construed as purposes, objects and powers. The enumeration of specified purposes, objects and powers shall not be construed to exclude, limit or restrict in any manner any power, right or

privilege given to the corporation by law, or to limit or restrict the meaning of the general terms or the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed, it being the intent of this Article THIRD that this corporation shall have and may exercise all the powers now or which hereafter may be conferred by the laws of the State of Delaware upon corporations formed under the General Corporation Law.

Nothing herein contained shall be construed as giving the corporation any rights, powers or privileges not permitted to it by law, but the occurrence within any of the foregoing clauses of any purpose, power or object prohibited by the laws of the State of Delaware or any other state, or of any territory, dependency or foreign country, in which the corporation may carry on business, shall not invalidate any other purpose, power or object not so prohibited, by reason of its contiguity or apparent association therewith.

FOURTH: The total number of shares of capital stock which the corporation shall have authority to issue is five million (5,000,000), all of which shares are to be without par value.

No stockholder shall have any preemptive right to subscribe to any shares of stock of the corporation of any class, now or hereafter authorized or to any security convertible into such stock.

FIFTH: (a) The number of directors of the corpora-

tion shall not be less than three nor more than fifteen, the exact number of directors to be determined from time to time by resolution adopted by affirmative vote of a majority of the entire Board of Directors. Such exact number shall be 10 until otherwise determined by resolution adopted by affirmative vote of a majority of the entire Board of Directors. As used in this Certificate of Incorporation, the term "entire Board" means the total number of directors which the corporation would have if there were no vacancies.

(b) The Board of Directors shall be divided into three classes, as nearly equal in number (as determined by the Board of Directors) as the then total number of directors constituting the entire Board permits, with the term of office of one class expiring each year. At the annual meeting of stockholders in 1980 directors of the first class shall be elected to hold office for a term expiring at the next succeeding annual meeting, directors of the second class shall be elected to hold office for a term expiring at the second succeeding annual meeting and directors of the third class shall be elected to hold office for a term expiring at the third succeeding annual meeting. At each annual meeting of stockholders after 1980, the successors to the class of directors whose term shall then expire shall be elected to hold office for a term expiring at the third succeeding annual meeting.

(c) Any director may be removed from office, but only for cause at a meeting of stockholders, by the affirmative vote of the holders of at least a majority of the outstanding shares of capital stock of the corporation entitled to vote for the



election of directors. If any director shall be removed by the stockholders pursuant to this paragraph, the stockholders of the corporation may, at the meeting at which such removal is effected, fill the resulting vacancy by the affirmative vote of the holders of at least two-thirds of the outstanding shares of capital stock of the corporation entitled to vote for the election of directors. If the vacancy is not filled by the stockholders, the vacancy shall be filled by the affirmative vote of two-thirds of the directors then in office, although less than a quorum. Any newly created directorships resulting from any increase in the number of directors may be filled by the affirmative vote of two-thirds of the directors then in office, although less than a quorum. Any directors chosen pursuant to the provisions of this paragraph shall hold office until the next election of the class for which such directors shall have been chosen and until their successors shall be elected and qualified.

(d) If the number of directors is changed pursuant to paragraph (a) of this Article FIFTH, any newly created directorships or any decrease in directorships shall be so apportioned among the classes as to make all classes as nearly equal in number (as determined by the Board of Directors) as may be. No decrease in the number of directors shall shorten the term of any incumbent director.

(e) Notwithstanding any of the foregoing provisions of this Article FIFTH, each director shall hold office until his successor shall have been duly elected and qualified, unless he shall resign, become disqualified or disabled, or be removed in accordance with this Article.

SIXTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) To make, alter or repeal the By-Laws of the corporation;

(b) To set apart out of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish such reserve.

SEVENTH: The corporation shall indemnify each present or former director, officer, employee or agent of the corporation and each person who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and the heirs, executors and administrators of the foregoing persons, in the manner and to the extent provided in the By-Laws of the corporation as the same may be amended from time to time.

EIGHTH: (a) The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

(b) Notwithstanding any other provisions of this Certificate of Incorporation or the By-Laws of the corporation (and notwithstanding the fact that some lesser percentage may be specified by law, this Certificate of Incorporation or the By-Laws of the corporation), the affirmative vote of the

holders of two-thirds or more of the outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors shall be required to amend, alter, change or repeal Articles FIFTH, EIGHTH, and NINTH of this Certificate of Incorporation.

(c) No action by the stockholders of the corporation may be taken otherwise than at an annual or special meeting of stockholders.

NINTH: (a) Except as otherwise provided in paragraph (b) of this Article NINTH, the affirmative vote of the holders of two-thirds or more of the outstanding shares of capital stock of the corporation entitled to vote generally in elections of directors shall be required at a meeting of stockholders (held in accordance with the provisions of this Certificate of Incorporation and the By-Laws of the corporation) to adopt, authorize, or approve any of the following actions:

(i) A merger or consolidation by the corporation with any corporation, other than a merger or consolidation with a wholly-owned, direct or indirect subsidiary of the corporation in a transaction in which this corporation is the surviving corporation and in which all stockholders of this corporation retain the same proportional voting and equity interests in the corporation which they had prior to the consummation of the transaction; and


(ii) Any sale, lease, exchange or other disposition, other than in the ordinary course of business (in a single transaction or in a related

series of transactions) to any other corporation, person or other entity of any substantial assets of the corporation, or the voting of any shares of any direct or indirect subsidiary, by proxy, written consent or otherwise, to permit such sale, lease, or other disposition by any direct or indirect subsidiary of the corporation. For purposes of this Article NINTH, "substantial assets" shall mean assets in excess of twenty-five percent (25%) of the value of the gross assets of the corporation on a consolidated basis, at the time of the transaction to which this definition relates, as determined by the Board of Directors.


(b) If any action referred to above in paragraph (a) has first been approved by resolution adopted by not less than two-thirds of the directors then in office, such action may be adopted, authorized, or approved by a majority of the votes cast by holders of shares of the corporation entitled to vote thereon.

IN WITNESS WHEREOF, CHURCH & DWIGHT CO., INC. has caused its corporate seal to be hereunto affixed and this Restated Certificate of Incorporation to be signed by its President and attested by its Vice President & Secretary this 29<sup>th</sup> day of May, 1980.

CHURCH & DWIGHT CO., INC.

By   
President

Attest:

  
Vice President & Secretary

STATE OF New Jersey )

:ss:

COUNTY OF Middlesex )

BE IT REMEMBERED that on this 29th day of May A.D. 1980, there personally came before me Florence Bogaenko , a Notary Public in and for the County and State aforesaid, Dwight C. Minton, President of Church & Dwight Co., Inc., a corporation of the State of Delaware, and the corporation described in and which executed the foregoing Restated Certificate of Incorporation, known to me personally to be such, and, he, the said Dwight C. Minton, as such President, duly executed said Restated Certificate of Incorporation before me and acknowledged said Restated Certificate of Incorporation to be the act and deed of said Church & Dwight Co., Inc. and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

(Seal)

Florence Bogaenko  
Notary Public

My Commission Expires

NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires November 14, 1983



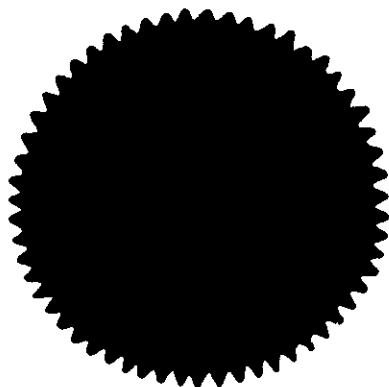
# State of DELAWARE



Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware,*  
*do hereby certify that the above and foregoing is a true and correct copy of*  
Restated Certificate of Incorporation of the "CHURCH & DWIGHT CO., INC.", as  
received and filed in this office the fourth day of June, A.D. 1980, at 10:01  
o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* fourth *day*  
*of* June *in the year of our Lord*  
*one thousand nine hundred and* eighty.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State