



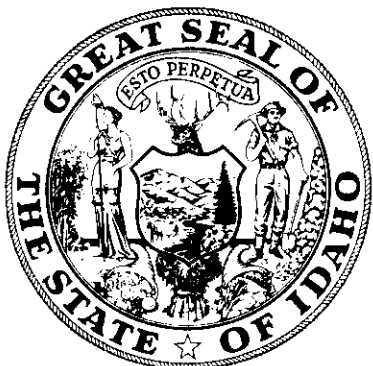
CERTIFICATE OF AUTHORITY
OF

CABOT CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **CABOT CORPORATION** 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 **CABOT CORPORATION** to transact business in this State under the name **CABOT CORPORATION** and attach hereto a duplicate original of the Application for such Certificate.

Dated **July 26**, 19 **82**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED

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:

'82 JUL 26 AM 10:08

SECRETARY OF STATE

1. The name of the corporation is CABOT CORPORATION

2. *The name which it shall use in Idaho is CABOT CORPORATION

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is July 14, 1960 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 prospect, explore, drill for, mine, produce, manufacture, refine, handle, buy, or otherwise acquire, and to sell or otherwise dispose of, and to deal in elements, minerals, metals, ores, precious stones and base materials of every nature and
8. The names and respective addresses of its directors and officers are: products using the same.

Name	Office	Address
(SEE ATTACHED RIDER)		

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>80,000,000</u>	<u>common</u>	<u>\$1.00</u>
<u>2,000,000</u>	<u>preferred</u>	<u>\$1.00</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:

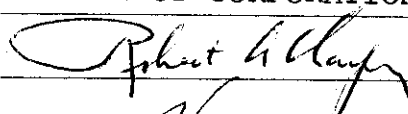
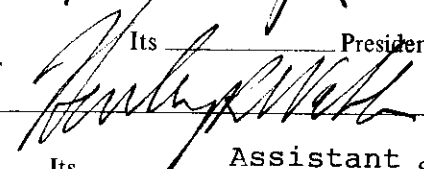
Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>33,887,484</u>	<u>common</u>	

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 July 20, ~~XXXX~~, 19 82

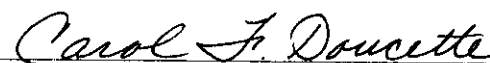
CABOT CORPORATION

By 
Its President
and 
Its Assistant Secretary

COMMONWEALTH
~~STATE~~ OF Massachusetts)
COUNTY OF Suffolk) ss:

I, Carol F. Doucette, a notary public, do hereby certify that on
this 20th day of July, 19 82, personally appeared before
me Robert A. Charpie, who being by me first duly sworn, declared that he
is the President of CABOT CORPORATION

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


Notary Public
My Commission expires: 4-28-89

*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.

CABOT CORPORATION

<u>Name/Title</u>	<u>Business Address</u>	<u>Residence</u>
Jerry L. Allen Vice President & Treasurer	125 High Street Boston MA 02110	159 Concord Ave. Apt. 2D Cambridge, MA 02138
John Andrews Vice President	125 High Street Boston, MA 02110	63 Bay Street Squantum, MA 02171
John M. Bradley Director	Polyset Inc. 7 Summer Street Manchester, MA 01944	10 Eaglehead Road Manchester, MA 01944
John G. L. Cabot Director and Senior Vice President	125 High Street Boston, MA 02110	One Paine Avenue Prides Crossing, MA 01965
Louis W. Cabot Chairman of the Board	125 High Street Boston, MA 02110	28 Chestnut Street Boston, MA 02108
W. Scott Carpenter, Jr. Vice President	125 High Street Boston, MA 02110	263 Main Street Hingham, MA 02043
William J. Casey Vice President	125 High Street Boston, MA 02110	1188 Redfield Ridge Dunwoody, GA 30338
Robert A. Charpie Director and President	125 High Street Boston, MA 02110	45 Ridgeway Road Weston, MA 02193
C. Roland Christensen Director	Harvard Business School Morgan Hall 316 Soldiers Field Road Boston, MA 02163	4 Oakmount Circle Lexington, MA 02173
Samuel B. Coco, Jr. Director and Senior Vice President	125 High Street Boston, MA 02110	30 Sawyer Road Wellesley, MA 02181
Frederick A. Conti Assistant Controller	125 High Street Boston, MA 02110	1172 Old Marlboro Rd Concord, MA 01742
Dennis R. Corcoran Assistant Controller	125 High Street Boston, MA 02110	161 Whitman Rd. Needham, MA 02192
Roscoe C. Elmore Assistant Secretary	921 Main Street Suite 900 Houston, TX 77002	12511 Mooredale Lane Houston TX 77024

CABOT CORPORATION

<u>Name/Title</u>	<u>Business Address</u>	<u>Residence</u>
Alexander Farrell Vice President & Controller	125 High Street Boston, MA 02110	20 Black Oak Road Wayland, MA 01778
Nicholas F. Fiore Vice President	125 High Street Boston, MA 02110	15 Rockport Road Weston MA 02193
Thomas J. Galligan, Jr. Director	Boston Edison Company 800 Boylston Street Boston, MA 02199	1086 Beacon Street Waban, MA 02168
Charles D. Gerlinger Assistant Secretary	125 High Street Boston, MA 02110	4 Barberry Road Lexington, MA 02173
Paul E. Gray Director	Massachusetts Insti- tute of Technology Building 3, Rm. 208 Cambridge, MA 02139	111 Memorial Drive Cambridge, MA 02142
Walter F. Greeley Vice President, General Counsel and Secretary	125 High Street Boston, MA 02110	17 Maugus Avenue Wellesley Hills, MA 02181
Arthur L. Hall Vice President	125 High Street Boston, MA 02110	Apt. #8 Whitter Place Boston, MA 02114
Roy F. Hayes Vice President	Silk House 6 Park Green Macclesfield Cheshire, England SK11 7NA	6 Daveylands Wilmslow Cheshire, England
J. Alan MacKay Assistant Secretary	125 High Street Boston, MA 02110	75 Thaxter St. Hingham, MA 02043
William D. Manly Director and Senior Vice President	125 High Street Boston, MA 02110	36 Valley Road Wellesley Hills, MA 02181
George E. Marsh Vice President	125 High Street Boston, MA 02110	167 Oakland Street Wellesley Hills, MA 02181

CABOT CORPORATION

<u>Name/Title</u>	<u>Business Address</u>	<u>Residence</u>
Geoffrey E. Helliwell Assistant Treasurer	125 High Street Boston MA 02110	22 Peter's Way No.Attleboro MA 02760
Charles Law McCabe Vice President	Cabot Corporation Stellite Division 1020 West Park Ave. Kokomo, IN 46901	Turtle Creek Apts. Apt. 120-A, Bldg. B 2241 West Jefferson Kokomo, IN 46901
Robert V. Meghreblian Vice President	125 High Street Boston, MA 02110	50 Longwood Avenue Apt. 815 Brookline, Mass. 02146
Carl M. Mueller Director	Bankers Trust Co. 280 Park Avenue 17th Floor New York, NY 10017	435 East 52nd Street New York, NY 10022
Lawrence S. O'Rourke Vice President	KBI Tuckerton Road Reading, PA 19603	Riverbend Road Allentown, PA 18103
Leighton D. Riess Vice President	Cabot France S. A. 26 Blvd.deL'Amiral Bruix 75782 Paris Cedex 16 France	9 Blvd. du Chateau 92200 Neuilly, France
Roy F. Schaeffer Assistant Secretary	125 High Street Boston, MA 02110	237 Groves Street Wellesley, MA 02181
Andrew C. Sigler Director	Champion Interna- tional Corporation 1 Champion Plaza Stamford, CT 06921	991 Ponus Ridge Rd. New Canaan, CT 06840
Norton Q. Sloan Director, Financial Vice President and Senior Vice President	125 High Street Boston, MA 02110	Argilla Road Ipswich, MA 01938
Morris Tanenbaum Director	American Tel&Tel.Co. Rm. # 4353L1 295 N. Maple Ave. Basking Ridge, NJ 07920	74 Falmouth St. Short Hills, NJ 07078

CABOT CORPORATION

<u>Name/Title</u>	<u>Business Address</u>	<u>Residence</u>
Boyd D. Taylor Vice President	921 Main St. Suite 900 Houston, TX 77002	3619 Georgetown Houston, TX 77005
Paul F. Troiano Vice President	Cabot Corporation CAB-O-SIL Division Tuscola, Ill. 61953	3813 Farhills Drive Champagne, Ill. 61820
Peter H. Vermilye Director	CITIBANK, N. A. Investment Manage- ment Group 1 Citicorp Center 153 E. 53rd St. New York, NY 10043	157 School Street Manchester, MA 01944
Edward O. Vetter Director	2929 LTV Tower Dallas, Texas 75201	5333 Walnut Hill Lane Dallas, Texas 75229
Henley R. Webb Assistant General Counsel and Assistant Secretary	125 High Street Boston, MA 02110	5 Nashua Street Marblehead, MA 01945

4698C-0049A
Also archived on
6000A
5/17/82(AMB)



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 attached is a true and correct copy of
Certificate of Incorporation
filed in this office on July 14, 1960.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *B. Knowles*

DATE: July 19, 1982

CERTIFICATE OF INCORPORATION

of

CABOT CORPORATION

FIRST: The name of this corporation is

CABOT CORPORATION

SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

THIRD: The nature of the business of this corporation and the objects or purposes to be transacted, promoted and carried on by it are as follows:

1. To acquire, by merger, consolidation, or otherwise, the businesses now owned and carried on by the following corporations organized and existing under the Laws of the Commonwealth of Massachusetts:

(a) Godfrey L. Cabot, Inc.

(b) Cabot Carbon Company

(c) Cabot Shops, Inc.

(d) Cabot Gasoline Corporation

together with all their property, rights, privileges, powers and franchises and to assume in connection therewith all of the debts, liabilities and duties of the said Massachusetts corporations.

2. To manufacture, produce, compound, refine, buy or otherwise acquire, to sell or otherwise dispose of, and to deal in chemicals of every description, chemical mixtures, medicines, pharmaceutical supplies, chemical and medicinal preparations, drugs (except as forbidden by law), any other chemical products in the form of raw materials or otherwise, by-products derived from the manufacture thereof or made therefrom, black, furnace black, dye-stuffs, cements, minerals, superphosphates, fertilizers, paints, varnishes, pigments, polishes, stains, oils, alcohols, coal, coke, coal-tar, coal-tar products and derivatives, peat products, rubber, rubber goods, synthetic rubber, butadiene, or petrochemicals of every description, and all other products to any one or more of the foregoing.

3. To prospect, explore, drill for, produce and accumulate oil and gas, liquified petroleum gas and natural gasoline; to buy, lease or otherwise acquire, to sell, lease or otherwise dispose of, and to deal in oil, gas, natural gasoline and any and all materials incidental to or necessary for the production of oil, gas, natural gasoline, and all the by-products thereof, and oil and gas rights, privileges and leases of all kinds and descriptions.

4. To mine, produce, manufacture, refine, handle, buy, or otherwise acquire, and to sell or otherwise dispose of, and to deal in elements, minerals, metals, ores, precious stones and base materials of every nature and products using the same.

5. To buy, sell, manufacture, fabricate, produce and deal in steel, iron, and other metals, metal products, and all other building materials; to construct, maintain, work or operate, plants, mills, furnaces, factories, engines, boilers, machinery and tools; and to carry on the business of mechanical engineers and dealers in machinery and manufacturers of plants, engines and other machinery, tool makers, brass founders, metal workers, boiler makers, mill-wrights, machinists, iron and steel converters, smiths, builders, carpenters, metallurgists, and electrical, civil, mechanical and water supply engineers.

6. To conduct research, scientific or technical investigations and experiments, development work and pilot plant work, and training and educational programs, and to seek for and develop inventions, processes, improvements, new or improved products, and uses for products, new or improved manufacturing and operating techniques and methods, and wider scientific, technical, manufacturing and operating knowledge, and to furnish, to this corporation or to others, consulting, engineering, testing, experimental and other services, all as may relate or be incidental to or be useful or advantageous in or in connection with any business, operation or activity in which this corporation is authorized to engage.

7. To manage and operate, in whole or in part, and to keep the books, accounts and records, in whole or in part, of any other corporation, firm or partnership, and to enter into contracts for the performance of such service. To carry on any manufacturing, selling, management, service, or other business, operation or activity which is lawful to

be carried on by a corporation organized under the General Corporation Law of the State of Delaware as amended, whether or not similar or related or incidental to or useful or advantageous in or in connection with the businesses, operations and activities referred to in the foregoing paragraphs.

9. To manufacture, produce, purchase, lease or otherwise acquire, to own, operate, and process, to sell, lease or otherwise dispose of, and to deal in all kinds of machines, machinery, plant equipment, tools, materials, merchandise, fixtures, goods and other property of all kinds useful in or in connection with any business or activity in which this corporation is authorized to engage.

10. To explore, prospect, buy, lease or otherwise acquire, to own, hold and operate, to sell, lease or otherwise dispose of, and to deal in lands, mining claims, water claims, water rights, mineral rights, and any other rights, oil wells, gas wells, oil lands, gas lands and other real property, the rights and interest in and to real property, manufacturing plants, laboratories, pilot plants, oil refineries, gas works and plants, including plants for the production of coke, gasoline, and other by-products, mines, smelters, warehouses, offices and other buildings, structures, building equipment, pipelines, railroads, and real estate improvements, all to the extent permitted by law and as may relate or be incidental to or be useful in or in connection with any business or activity in which this corporation is authorized to engage.

11. To acquire, hold, use, sell, assign, lease, grant licenses under, 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 in which this corporation is authorized to engage.

12. To subscribe for, purchase or otherwise acquire, to hold and own, to sell, assign, transfer or otherwise dispose of, and generally to deal in and with, securities, and while the holder or owner thereof to have and exercise all rights, powers and privileges of ownership, including the right to vote or consent or give proxies or powers of attorney therefor; and to carry on any business, operation or activity through a wholly or partly owned subsidiary.

13. To acquire by purchase, exchange, merger or consolidation or otherwise all or any part of the property and assets, including the business, good will, rights and franchises, of any corporation, association, trust, firm or individual wherever organized, created or located, and in payment or exchange therefor to pay cash, transfer property and issue securities to the transferor or its security holders and to assume or become liable for any liabilities and obligations; and to hold and operate or in any manner to dispose of all or any part of the property and assets so acquired.

14. To dispose by sale, exchange, merger or consolidation or otherwise of all or any part of the property and assets, including the business, good will, rights and franchises, of this corporation, to any corporation, association, trust, firm or individual wherever organized, created or located, for cash or property, including securities, or the assumption of the liabilities and obligations of this corporation, and if desired, and subject to the rights of creditors and preferred stockholders (if any), to distribute such cash, securities or other property to the security holders of this corporation in exchange for or in partial or complete liquidation or redemption of their securities.

15. 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.

16. To have one or more offices and to carry on all or any of its operations and businesses in any and all parts of the world.

17. To borrow money and obtain credit; for money borrowed or for sale or pledge or in order to pay, evidence or secure any liability or obligation, to execute, issue and deliver and sell, pledge or otherwise dispose of bonds, notes, debentures or other evidences of indebtedness, secured or unsecured; to give security for any such bonds, notes, debentures or other evidences of indebtedness or for any purchase price, guaranty, line of credit, covenant, fidelity or performance bond or any other liability or obligation and any premium interest and other sums due thereon or therewith and any covenants or

obligations connected therewith; and for the foregoing purposes to mortgage or pledge or execute an indenture of mortgage or deed of trust upon or create a lien upon or other security title or security interest in all or any part of the property and assets, real and personal, of this corporation, then owned or thereafter acquired.

18. To lend money, credit or security to, and to guarantee or assume any liabilities and obligations of, and to aid in any other manner, any corporation, association, trust, firm or individual wherever organized, created or located, any of whose securities are held by this corporation or in whose affairs or prosperity this corporation has a lawful interest, and to do all acts and things designed to protect, improve or enhance the value of such securities or interest.

19. The directors of this corporation are authorized to make charitable contributions as defined in the United States Internal Revenue Code, as from time to time amended, in such amounts as the directors may determine to be reasonable.

20. To do any and all acts and things in this Article Third set forth, to the same extent as an individual might or could do, as principal, factor, consignee, agent, contractor or otherwise, and either alone or in conjunction or jointly with any corporation, association, trust, firm or individual; and, in general, to do any and all acts and things and to engage in any and all businesses whatsoever, necessary, suitable, advantageous or proper for or in connection with or incidental to the exercise, transaction, promotion or carrying on of any of the businesses, powers, purposes or objects in this Article Third set forth; excepting in every case all acts, things and businesses forbidden by law.

21. In this Article Third the word "securities" means, to the extent that the context permits, stocks, shares, bonds, notes, debentures and other evidences of interest in or indebtedness of any corporation, association, trust or firm, and notes and other evidences of indebtedness of any individual, and bonds, notes, debentures and other evidences of indebtedness of any country, state, county, city, town or other governmental body or agency.

22. In this certificate of incorporation, unless it is otherwise expressly provided, the statements of the businesses, objects and

purposes of this corporation shall be construed both as objects and powers, the enumeration of specific powers shall not be held to limit or restrict in any manner the exercise by this corporation of the general powers conferred upon corporations by the laws of the State of Delaware, and no statement of any business, object or purpose shall be deemed to limit or be exclusive of any other stated business, object or purpose, but all are separate and cumulative and all may be transacted, promoted and carried on separately or together and at any time and from time to time.

FOURTH: The total number of shares of stock which this corporation shall have authority to issue is three million shares of common stock and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to Three Million Dollars (\$3,000,000.00).

The holders of the common stock shall be entitled to one vote for each share of common stock registered in their respective names on the books of this corporation.

The board of directors may from time to time, in connection with any employee stock option or purchase plan, fix limitations and restrictions on the transfer of any or all of the authorized but unissued shares of this corporation made available for such stock option or purchase plan, such restrictions to take effect upon the issue of such shares. No such limitation or restriction shall be valid unless notice thereof is given on the certificate or certificates representing such shares.

No stockholder of this corporation shall by reason of his holding shares of any class have any pre-emptive or preferential right to purchase or subscribe to any shares of any class of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issue of any such shares, or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of such stockholder, other than such rights, if any, as the board of directors, in its discretion from time to time may grant, and at such price as the board of

directors in its discretion may fix; and the board of directors may issue shares of any class of this corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares or securities, either in whole or in part, to the existing stockholders of any class.

FIFTH: The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

The board of directors, without the assent of or other action by the stockholders, may from time to time authorize the issue and sale of shares of stock of this corporation now or hereafter authorized, for such consideration and upon such terms as the board of directors may determine, or the board of directors may authorize such consideration and terms to be fixed in whole or in part by any officer or officers of this corporation.

SIXTH: The names and places of residence of the incorporators are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
R. F. Westover	Wilmington, Delaware
L. A. Schoonmaker	Wilmington, Delaware
A. D. Atwell	Wilmington, Delaware

SEVENTH: This corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: The following provisions are inserted for the regulation and conduct of the affairs of this corporation, and it is expressly provided that they are intended to be in furtherance and not in limitation or exclusion of the powers elsewhere conferred herein or in the by-laws or conferred by law:

(a) Except as may be otherwise expressly required by law or by other provisions of this certificate of incorporation or

by the by-laws, the board of directors shall have and may exercise, transact, manage, promote and carry on all of the powers, authorities, businesses, objects and purposes of this corporation.

(b) The directors, other than the directors emeritus, if any, shall be all of one class and shall be all elected annually. The directors emeritus, if any, shall be elected or appointed for such terms and shall have such duties not contrary to law as may from time to time be provided for in the by-laws. No director need be a stockholder. The election of directors need not be by ballot unless the by-laws shall so require.

(c) By-laws may be made, altered, amended or repealed by a vote of the stockholders or a vote of the majority of the directors then in office at any annual, regular, or special stockholders or directors meeting, called for that purpose, the notice of which shall specify the subject matter of the proposed new by-law or the alteration, amendment, or repeal of an existing by-law, or the articles to be affected thereby. Any by-law whether made, altered, amended, or repealed by the stockholders or directors may be repealed, amended, further amended, or reinstated, as the case may be, by either the stockholders or the directors as aforesaid.

(d) The board of directors may at any time set apart out of any of the funds of this corporation available for dividends a reserve or reserves for any proper purpose and may at any time reduce or abolish any such reserve. Any other proper reserves may also be carried.

(e) This corporation may purchase, hold, sell and transfer shares of its own capital stock, but 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 the capital of this corporation, subject always to the right of this corporation to

reduce its capital or to redeem any preferred or special shares out of capital as permitted by law. Shares of its own capital stock belonging to this corporation shall not be voted upon directly or indirectly.

(f) The board of directors may from time to time authorize and maintain bonus, profit sharing or other types of incentive or compensation plans or pension or retirement plans for the employees (including officers and directors) of this corporation or of its subsidiaries, affiliates or any other corporation, association, trust or firm wherever organized, created or located in whose affairs or prosperity this corporation has any lawful interest and fix the amount of the profits to be distributed or shared and determine the persons to participate in any such plans and the amounts of their respective participation or benefits.

(g) The board of directors may from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books and papers of this corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or document of this corporation, except as and to the extent expressly provided by law with reference to the right of stockholders to examine the original or duplicate stock ledger, or otherwise expressly provided by law, or except as expressly authorized by resolution of the board of directors.

(h) The directors of this corporation are likely to be connected with other corporations, partnerships, associations or firms with which from time to time this corporation may have business dealings. No contract or other transaction between this corporation and any other corporation, partnership, association or firm and no act of this corporation shall be affected by the

fact that directors of this corporation are pecuniarily or otherwise interested in, or are directors, members, or officers of such other corporation, partnership, association or firm. Any director individually, or any firm of which such director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof. Every contract, act or transaction which at any annual meeting of the stockholders, or at any special meeting of the stockholders called for the purpose, among others, of considering such contract, act or transaction, shall be authorized, approved or ratified by vote of the holders of a majority of the shares of the capital stock of this corporation present in person or represented by proxy at such meeting (provided that a quorum of stockholders be there present or represented by proxy) shall be as valid and binding upon this corporation and upon all its stockholders as though such a contract, act or transaction had been expressly authorized, approved and ratified by every stockholder of this corporation.

(1) No person shall be liable to this corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him in good faith as a director, member of a directors' committee or officer of this corporation, if such person exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs. Without limitation of the foregoing, any such person shall be deemed to have exercised or used such degree of care and skill if he took or omitted to take such action in reliance in good faith upon advice of counsel for this corporation, or the books of account

or other records of this corporation, or reports or information made or furnished to this corporation by any official, accountant, engineer, agent, or employee of this corporation, or by any independent public accountant or auditor, counsel, engineer, appraiser or other expert retained or employed by this corporation and selected with reasonable care by the board of directors, by any such committee or by any authorized officer of this corporation.

(j) Each person who shall be or shall have been a director, officer or employee of this corporation or who shall serve or shall have served at its request as a director, officer or employee of another corporation, or as a trustee or officer of an association or trust, in which this corporation owns stock or shares or of which this corporation is a creditor or in the affairs or prosperity of which this corporation has any other lawful interest, shall be indemnified by this corporation against all liabilities and expenses at any time imposed upon or reasonably incurred by him in connection with, arising out of or resulting from any action, suit or proceeding in which he may be involved or with which he may be threatened, by reason of his then serving or theretofore having served as such director, trustee, officer or employee or by reason of any alleged act or omission by him in any such capacity, whether or not he shall be serving as such director, trustee, officer or employee at the time any or all of such liabilities or expenses shall be imposed upon or incurred by him. The matters covered by the foregoing indemnity shall include any amounts paid by any such person in compromise or settlement, if such compromise or settlement shall be approved as in the best interests of this corporation by resolution of a disinterested majority of the board of directors, or by vote of disinterested stockholders holding a majority of the shares of stock entitled to vote present or represented at a meeting

called for the purpose; but such matters shall not include liabilities or expenses imposed or incurred in connection with any matters as to which such person shall be finally adjudged in such action, suit or proceeding to be liable by reason of dereliction in the performance of his duty as such director, trustee, officer or employee. Each person who shall become a director, trustee, officer or employee as aforesaid shall be deemed to have accepted and to have continued to serve in such office in reliance upon the indemnity herein provided. These indemnity provisions shall be separable, and if any portion thereof shall be finally adjudged to be invalid such invalidity shall not affect any other portion which can be given effect. These indemnity provisions shall not be exclusive of any other rights which any director, trustee, officer or employee may have.

TENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any

reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all of the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ELEVENTH: This 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.

TWELFTH: The directors may be paid their expenses, if any, of attendance at each meeting of the board of directors and may be paid a fixed sum for attendance at each meeting of the board of directors or a stated salary as director. No such payment shall preclude any director from serving this corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 14th day of July A.D. 1960.

R. F. Westover (SEAL)

L. A. Schoonmaker (SEAL)

A. D. Atwell (SEAL)

State of Delaware }
County of New Castle } ss.

BE IT REMEMBERED that on this 14th day of July A.D. 1960,

personally came before me, a Notary Public for the State of Delaware,
R. F. Westover, L. A. Schoonmaker and A. D. Atwell,
all of the parties to the foregoing certificate of incorporation,
known to me personally to be such, and severally acknowledged the
said certificate to be the act and deed of the signers respectively
and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year
aforesaid.

Howard K. Webb
Notary Public
Appointed June 27, 1960
State of Delaware
Term 2 Years

Howard K. Webb

Notary Public



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 attached is a true and correct copy of
Certificate of Amendment
filed in this office on May 7, 1968.



Glenn C. Kenton
Glenn C. Kenton, Secretary of State
BY: B. Knowles
DATE: July 19, 1982

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Cabot Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Cabot Corporation resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

The resolution setting forth the proposed amendment is as follows:

RESOLVED: That the Board of Directors of Cabot Corporation hereby approves and declares advisable the following amendment of the Certificate of Incorporation of Cabot Corporation, and directs that said amendment be considered at the special meeting of stockholders of Cabot Corporation to be held May 7, 1968:

Article FOURTH of the Certificate of Incorporation is hereby amended by striking out the first paragraph thereof, which now reads as follows:

"FOURTH: The total number of shares of stock which this corporation shall have authority to issue is three million shares of common stock and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to Three Million Dollars (\$3,000,000.00)."

and inserting in place thereof, the following:

"FOURTH: The total number of shares of stock which this corporation shall have authority to issue is six million shares of common stock and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to Six Million Dollars (\$6,000,000.00)."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute was voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Cabot Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by W. L. Loving, its Executive Vice President, and attested by Walter F. Greeley, its Secretary, this 7th day of May, 1968.

By W. L. Loving
W. L. Loving, Executive Vice President

By Walter F. Greeley
Walter F. Greeley, Secretary

BE IT REMEMBERED that on this 7th day of May, 1968, personally came before me, a Notary Public in and for the County and State aforesaid, W. L. Loving, Executive Vice President of Cabot Corporation, a corporation of the State of Delaware, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Secretary of said corporation is the common or corporate seal of said corporation.

Henley R. Webb
Henley R. Webb, Notary Public



State of DELAWARE

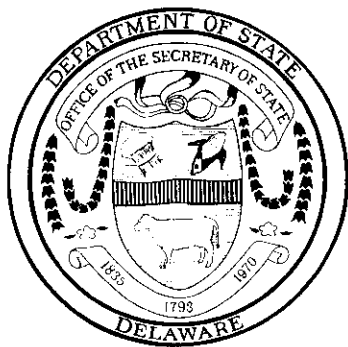


Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of

Certificate of Amendment

filed in this office on January 21, 1969.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY:

B. Knowles

DATE: July 19, 1982

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

Cabot Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Cabot Corporation votes were duly adopted setting forth two proposed amendments to the Certificate of Incorporation of said corporation, declaring said amendments to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The votes setting forth the proposed amendments are as follows:

VOTED: That the Board of Directors of Cabot Corporation hereby approves and declares advisable the following amendment of the Certificate of Incorporation of Cabot Corporation, and directs that said amendment be considered and acted upon at the Annual Meeting of Stockholders of Cabot Corporation to be held January 21, 1969:

Article FOURTH of the Certificate of Incorporation is hereby amended by striking the first paragraph thereof, which now reads as follows:

"FOURTH: The total number of shares of stock which this corporation shall have authority to issue is six million shares of common stock and the par value of each such shares is One Dollar (\$1.00) amounting in the aggregate to Six Million Dollars (\$6,000,000)."

and inserting in place thereof the following two paragraphs:

"FOURTH: The total number of shares of common stock which this corporation shall have authority to issue is eight million shares and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to Eight Million Dollars (\$8,000,000)."

The total number of shares of preferred stock which this corporation shall have authority to issue is two million shares and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to Two Million Dollars (\$2,000,000). The Board of Directors may provide for the issuance of such preferred stock in one or more series, each series to have such voting powers, full or limited, or no voting powers, such designations, preferences and relative participating, optional or other special rights, and such qualifications, limitations or restrictions thereof, and to be subject to such terms of redemption, if any, as shall be specified by the Board of Directors and stated and expressed in the vote or votes of the Board of Directors providing for the issue of such preferred stock."

VOTED: That the Board of Directors of Cabot Corporation hereby approves and declares advisable the following amendment of the Certificate of Incorporation of Cabot Corporation, and directs that said amendment be considered and acted upon at the Annual Meeting of Stockholders of Cabot Corporation to be held January 21, 1969:

Article NINTH of the Certificate of Incorporation is hereby amended by striking the first sentence of paragraph (b) thereof, which now reads as follows:

"The directors, other than the directors emeritus, if any, shall be all of one class and shall be all elected annually."

and inserting in place thereof the following two sentences:

"The directors who are not directors emeritus shall be divided into three classes of approximately equal size. At the annual meeting to be held January 21, 1969, one class shall be elected to a term of three years, another class to a term of two years, and the third class to a term of one year; and at each subsequent annual election the successors to directors whose terms shall expire that year shall each be elected to a term of three years."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as re-

quired by statute was voted in favor of the amendments.

THIRD: That said amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That said amendments do not effect any change in the issued shares of said corporation.

IN WITNESS WHEREOF, said Cabot Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by W. L. Loving, its Executive Vice President, and attested by Walter F. Greeley, its Secretary, this 21 day of January, 1969.

CABOT CORPORATION
CORPORATE SEAL
1960
DELAWARE

CABOT CORPORATION

By

W. L. Loving
W. L. Loving, Executive Vice President

ATTEST:

By Walter F. Greeley
Walter F. Greeley, Secretary

COMMONWEALTH OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

BE IT REMEMBERED that on this 21st day of January, 1969, personally came before me, a Notary Public in and for the County and State aforesaid, W. L. Loving, Executive Vice President of Cabot Corporation, a corporation of the State of Delaware, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Secretary of said corporation is the common or corporate seal of said corporation.

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

HENLEY ROSS WEBB
NOTARY PUBLIC
COMMONWEALTH OF
MASSACHUSETTS USA

Henley R. Webb
Henley R. Webb, Notary Public

My commission expires August 30, 1974.

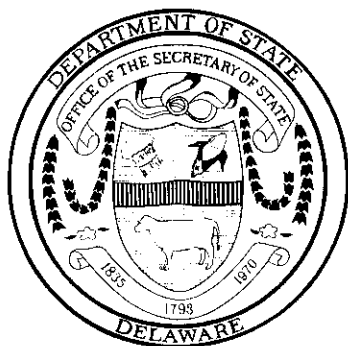


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on March 8, 1971.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY:

B. Knowles

DATE: July 19, 1982

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

Cabot Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation acting by unanimous written consent on December 15, 1970, adopted the following Vote setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and directing that said amendment be considered and acted upon at the next annual meeting of stockholders:

VOTED: That the Board of Directors of Cabot Corporation hereby approves and declares advisable the following amendment of the Certificate of Incorporation of Cabot Corporation, and directs that said amendment be considered and acted upon at the Annual Meeting of Stockholders of Cabot Corporation to be held February 12, 1971.

Article NINTH (j) of the Certificate of Incorporation is hereby amended by striking the entire Article and inserting in place thereof the following:

"NINTH (j): The Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether or not by or in the right or the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another company, partnership,

joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the extent and under the circumstances permitted by the General Corporation Law of the State of Delaware as amended from time to time. Such indemnification (unless ordered by a court) shall be made as authorized in a specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standards of conduct set forth in the General Corporation Law of the State of Delaware. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person."

SECOND: That thereafter, said annual meeting of stockholders was duly called and held on February 12, 1971, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by law was voted in favor of said amendment.

THIRD: That said amendment was duly adopted at said meeting in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That said amendment does not affect any change in the issued shares of said corporation.

IN WITNESS WHEREOF, said corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by William S. Edgerly, its Financial Vice President, and attested by Walter F. Greeley, its Secretary, this day of March, 1971.

CABOT CORPORATION

ATTEST:

Walter F. Greeley
Secretary

By

William S. Edgerly
Financial Vice President

H22

COMMONWEALTH OF MASSACHUSETTS)

CORPORATE SEAL

) ss.

COUNTY OF SUFFOLK)

BE IT REMEMBERED, that on this day of March, appeared before me, a Notary Public in and for the County and Commonwealth aforesaid, WILLIAM S. EDGERLY, Financial Vice President of Cabot Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware, who duly executed this certificate before me and acknowledged the execution of said certificate to be his free act and deed, and the free act and deed of said corporation, and that the facts stated in said certificate are true, and that the seal affixed to said certificate and attested by the Secretary of said corporation is the corporate seal of said corporation.

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

Henry Ross Webb
Notary Public

NOTARIAL SEAL

My commission expires August 30, 1974.

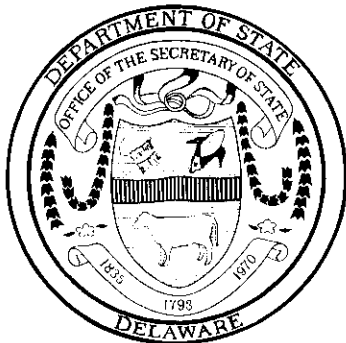


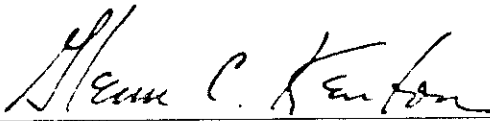
State of DELAWARE



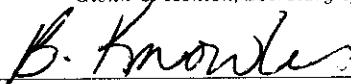
Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on February 21, 1978.





Glenn C. Kenton, Secretary of State

BY: 

DATE: July 19, 1982

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

CABOT CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of CABOT CORPORATION on November 18, 1977, votes were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The vote setting forth the proposed amendment is as follows:

VOTED: That the Board of Directors of Cabot Corporation hereby approves and declares advisable the following amendment of the Certificate of Incorporation of Cabot Corporation, and directs that said amendment be considered and acted upon at the Annual Meeting of Stockholders of Cabot Corporation scheduled to be held on February 10, 1978:

"That Article FOURTH of the Certificate of Incorporation is hereby amended by striking the first paragraph thereof, which now reads as follows:

'FOURTH: The total number of shares of common stock which this corporation shall have authority to issue is eight million shares and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to Eight Million Dollars (\$8,000,000).'

'FOURTH: The total number of shares of common stock which this corporation shall have authority to issue is sixteen million shares and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to Sixteen Million Dollars (\$16,000,000)."

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

this tenth day of February, 1978.

By

ATTEST:

Charles H. Gerlinger
Assistant Secretary



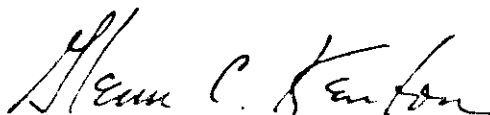
State of DELAWARE



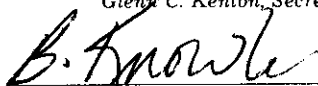
Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on October 8, 1980.





Glenn C. Kenton, Secretary of State

BY:  _____

DATE: July 19, 1982

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

CABOT CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of CABOT CORPORATION on August 8, 1980, votes were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The vote setting forth the proposed amendment is as follows:

VOTED: That the Board of Directors of Cabot Corporation hereby approves and declares advisable the following amendment of the Certificate of Incorporation of Cabot Corporation, and directs that said amendment be considered at a special meeting of stockholders of Cabot Corporation to be held October 6, 1980:

Article FOURTH of the Certificate of Incorporation is hereby amended by striking out the first paragraph thereof, which now reads as follows:

"FOURTH: The total number of shares of common stock which this corporation shall have authority to issue is sixteen million shares and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to Sixteen Million Dollars (\$16,000,000)."

and inserting in place thereof, the following:

"FOURTH: The total number of shares of common stock which this corporation shall have authority to issue is eighty million shares and the par value of each of such shares is one dollar (\$1.00) amounting in the aggregate to eighty million dollars (\$80,000,000)."

SECOND: That thereafter, pursuant to vote of its Board of Directors, an annual meeting of the stockholders of said corporation was duly called and held October 6, 1980, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said CABOT CORPORATION has caused this certificate to be signed by its Vice President and attested by its Assistant Secretary this 6th day of October, 1980.

CABOT CORPORATION

By Walter F. Linsley²¹
Vice President

Attest:

Charles W. Linsley
Assistant Secretary

(6122C/C)