



**Department of State.**

**CERTIFICATE OF AUTHORITY  
OF**

PUREX CORPORATION

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

Dated January 7, 19 82



*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 PUREX CORPORATION
2. \*The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of California
4. The date of its incorporation is December 16, 1927 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 5101 Clark Ave., Lakewood, California 90712
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:  
Sale of household and industrial cleaning products
8. The names and respective addresses of its directors and officers are:

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>25,000,000</u>	<u>common</u>	<u>\$1.00</u>
<u>5,000,000</u>	<u>preferred</u>	<u>\$5.00</u>
<u>4,500</u>	<u>preferred</u>	<u>\$100.00</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
1,000	common	\$1.00

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 December 14, 19 81

PUREX CORPORATION

By

Lewis R. Byington Its Vice President

and

Merle W. Asper Its Secretary

STATE OF California )  
 ) ss:  
COUNTY OF Los Angeles )

I, \_\_\_\_\_, a notary public, do hereby certify that on this 14<sup>th</sup> day of December, 19 81, personally appeared before me Lewis R. Byington, who being by me first duly sworn, declared that he is the Vice President of PUREX CORPORATION

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

Patricia J. Radford  
Notary Public

\*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.



PUREX CORPORATION  
Officers & Directors

Corporation Officers

Title

William R. Tincher	Chairman and Chief Executive Officer
Lyle J. Lofdahl	Senior Vice President, Environment and Energy
Merle W. Asper	Vice President, General Counsel and Secretary
Richard J. Burrell	Vice President, Employee and Industrial Relations
Lewis R. Byington	Vice President, Finance and Treasurer
Jennifer L. Mitchell	Vice President, Long Range Planning and Management Development
Robert L. Trott	Vice President-Assistant General Manager, Manufacturing & Private Lable Operations, Consumer Products
Claude A. Yacoel	Vice President, International Industrial Operations
Ronald S. Yaffee	Vice President, Purchasing
Dorothy Darnell	Assistant Secretary
William T. Barden	Assistant Treasurer
Sam L. Breuklander	Assistant Treasurer

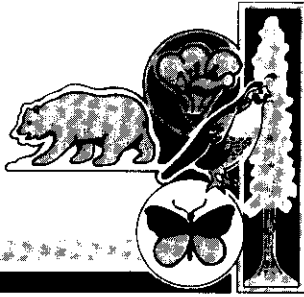
B O A R D   O F   D I R E C T O R S

William R. Tincher, Chairman  
John W. Andrews  
George D. Evans  
William A. Finck  
Roger R. Robbins  
Arnold H. Prosser

BUSINESS ADDRESS FOR EACH OF THE ABOVE IS:

5101 Clark Avenue  
Lakewood, CA 90712

Revised 11/19/81



# State of California

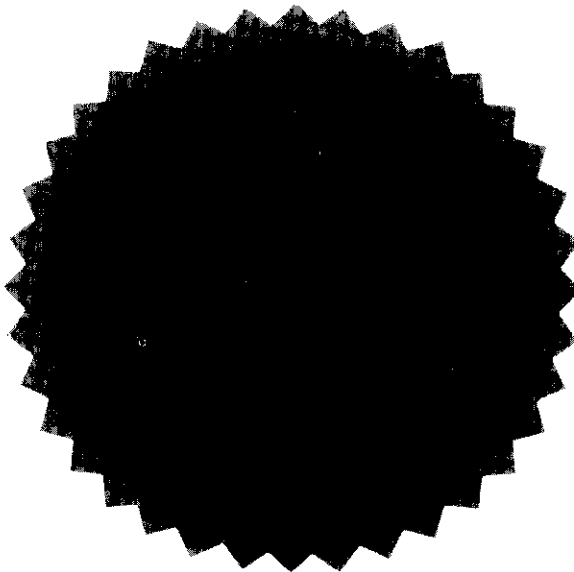
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute  
this certificate and affix the Great  
Seal of the State of California this

DEC 28 1981



*March Fong Eu*

*Secretary of State*

12666

A138573

RESTATED ARTICLES OF INCORPORATION  
OF  
PUREX CORPORATION

**FILED**  
In the office of the Secretary of State  
of the State of California

DEC 17 1973

KNOW ALL MEN BY THESE PRESENTS:

I.

The name of the corporation is:

PUREX CORPORATION

EDWARD J. BROWN Jr., Secretary of State  
*[Signature]*  
Deputy

II.

The purposes for which it is formed are:

(1) To manufacture, buy, sell and deal in washing and cleaning compounds, solutions and preparations, chemicals, chemical compounds, and chemically prepared solutions, compounds and articles and the machinery, devices, bottles, containers, wrappings and supplies suitable to same and to purchase, hold, vend and license patent rights and trade marks on said articles.

(2) To manufacture, export, buy, sell and generally deal in goods, wares and merchandise, chemicals, compounds, proprietary articles and property of every kind, class and description as a manufacturer, jobber, retailer or contractor, and to acquire all kind of personal property which the corporation may deem necessary or convenient for the purposes of its business.

(3) To act as agent, factor and consignee in the handling, storing, selling and dealing in all kinds of goods, wares and merchandise.

(4) To buy, sell, lease, mortgage, hypothecate, deed in trust and to otherwise deal in real, mixed or personal property of every kind and description and wheresoever located, together with leaseholds and other estates and interests therein.

(5) To acquire by purchase or otherwise good will, rights and assets of all kinds, under such terms and conditions as may be deemed advisable, of any person, firm or corporation, and to pay for the same in cash, stocks, bonds or other securities of the corporation.

(6) To apply for, obtain, register, purchase, lease or otherwise acquire, hold, use, own, operate or introduce, sell, assign, or otherwise dispose of any trade marks, trade names, patents, inventions, improvements and processes in connection with, or secured under, Letters Patent of the United States or elsewhere.

(7) To subscribe for, purchase or otherwise acquire and to hold with the same right of ownership therewith, including the right to vote the same as may be permitted to natural persons, the shares, bonds and obligations of any corporation organized under the laws of any state, territory, district or colony of the United States or any foreign country.

(8) To do any and all lawful acts intending to increase or enhance the value of the property of the company; to issue stock, shares, bonds, debentures, certificates, script or other corporate obligations in any amount authorized by law for the purposes of securing funds for corporate purposes; to secure the payment of same by mortgage or deed of trust on the whole or any part of the real or personal property of the company at any time held by it.

(9) To mortgage or pledge any stock, bonds or other obligations or any property which may be acquired by it, to secure any bonds or other obligations thereby issued or incurred by it.

(10) To create and incur indebtedness, to buy, sell, contract for, use, own, hold and control, or otherwise acquire and generally deal in choses in action and other evidence of indebtedness.

(11) To become endorser, guarantor or security upon promissory notes, bonds and other obligatory writing.

(12) In general, to carry on any other business in connection with the foregoing and to have and exercise all of the powers conferred by the laws of the State of California upon the corporations formed under the laws of said State to do any acts incidental to the transaction of the business or conducive to attainment of the purposes of the corporation.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and that the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers.

### III.

The County in the State of California where the principal office for the transaction of the business of this corporation is to be located is Los Angeles County.

### IV.

That the term of existence of the corporation is to be perpetual.

### V.

The number of Directors shall be Five (5); and the names and residences of those appointed for the first year are:

Adrien C. Pelletier	Los Angeles, California
Donalda Pelletier	Los Angeles, California
Aline A. Martinet	Los Angeles, California

### VI.

The total number of shares which this corporation is

hundred (30,004,500) shares. Four thousand five hundred (4,500) of said shares shall be designated \$100 Preferred Stock and shall have a par value of One Hundred Dollars (\$100.00) per share. Five million (5,000,000) of said shares shall be designated Cumulative Preferred Stock, par value \$5.00 per share, and shall have a par value of Five Dollars (\$5.00) per share. Twenty-five million (25,000,000) of said shares shall be designated Common Stock, and shall have a par value of One Dollar (\$1.00) per share. The aggregate par value of all shares that are to have a par value is Fifty Million Four Hundred Fifty Thousand Dollars.

Upon the effective date of the amendment by which this Article VI is amended to read as herein set forth, each one (1) share of Preferred Stock, Series A, outstanding immediately prior thereto shall automatically and without further action on the part of any holder thereof or of this corporation be and remain one (1) share of \$100 Preferred Stock, Series A, having the preferences, rights, privileges, and restrictions set forth herein and in the "Certificate of Determination of Preferences of Preferred Shares of Purex Corporation, Ltd., Series A," filed with the California Secretary of State on May 4, 1961. Upon the effective date of the amendment by which this Article VI is first amended to read as herein set forth, each one (1) share of Common Stock outstanding immediately prior thereto shall automatically and without further action on the part of any holder thereof or of this corporation be and remain one (1) share of Common Stock.

The \$100 Preferred Stock and the Cumulative Preferred Stock, par value \$5.00 per share (referred to hereinafter as "Cumulative Preferred Stock") may each be issued from time to time in one or more series, the first series of Cumulative Preferred Stock, namely, \$1.35 Cumulative Convertible Preferred Stock, Series 1, being created hereinafter. Shares of \$100 Preferred Stock or Cumulative Preferred Stock which may be redeemed, purchased or acquired by the corporation may be reissued except as otherwise provided by law. The Board of Directors of the corporation is hereby authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series of \$100 Preferred Stock or Cumulative Preferred Stock subsequent to the issue of shares of such series. The Board of Directors is hereby further authorized, within the limitations and restrictions herein stated in this Article VI, to fix the dividend rate, conversion rights, voting rights, the redemption price or prices (including sinking fund provisions), and the liquidation preferences of any wholly unissued series of \$100 Preferred Stock and of any wholly unissued series of Cumulative Preferred Stock (other than \$1.35 Cumulative Convertible Preferred Stock, Series 1), and to fix the number of shares constituting any such series and the designation of such series. The term "fixed for such series" and correlative terms as used in this Article VI shall mean with respect to \$1.35 Cumulative Preferred Stock, Series 1, created in section (c) of this Article VI, and with respect to any other series of Cumulative Preferred Stock or of \$100 Preferred Stock, stated in a resolution or resolutions lawfully adopted by the Board of Directors in exercise of such authority hereinabove granted. Except as



as such matters are fixed by the Board of Directors pursuant to such authorization, a statement of the preferences, rights, privileges and restrictions granted to or imposed upon the respective classes or series of shares or upon the holders thereof is as follows in this article VI:

(a) \$100 Preferred Stock. The provisions in the following subparagraphs (1) through (6), inclusive, shall pertain to the \$100 Preferred Stock and the holders thereof:

(1) Dividend Rights. The holders of \$100 Preferred Stock of each series shall be entitled to receive, when and as declared by the Board of Directors of the corporation, out of any assets at the time legally available for that purpose, dividends in cash at the rate fixed for such series, and shall not be entitled to receive any dividends over and above such dividends. Such dividends shall be payable quarterly on dates fixed for such series. Such dividends shall accrue and be cumulative as follows: As to shares issued at a time when no other shares of the same series are outstanding, from the date of issuance; as to shares issued at a time when other shares of the same series are outstanding, from such date as shall make the dividend rights per share of the shares being issued uniform with the dividend rights per share of the shares then outstanding of such series, excluding rights to dividends declared and directed to be paid to stockholders of record as of a date preceding the date of issuance of the shares being issued. Dividends on shares of \$100 Preferred Stock shall accrue at the respective rates fixed therefor whether or not such dividends are earned. Each share of \$100 Preferred Stock shall rank on a parity with each share of Cumulative Preferred Stock and with each other Share of \$100 Preferred Stock, irrespective of series, with respect to dividends at the respective rates fixed for its series, and no dividends shall be declared or paid or set apart for payment on the shares of any series of \$100 Preferred Stock or Cumulative Preferred Stock unless at the same time a dividend, bearing the same proportion to the applicable dividend accrual, shall also be declared or paid or set apart for payment, as the case may be, on the shares of each other series of Cumulative Preferred Stock and \$100 Preferred Stock then outstanding. An accumulation of dividends on shares of \$100 Preferred Stock shall not bear interest.

Such dividends shall be declared and paid in full for all previous quarterly dividend periods, and declared and paid or set apart for payment in full for the current quarterly dividend period, before the payment of any dividends (other than dividends payable in Common shares) on the Common shares.

(2) Redemption. No shares of \$100 Preferred Stock of any series shall be issued without the right of redemption at the option of the corporation. Any or all of the shares of \$100 Preferred Stock of any series may be redeemed at the option of the corporation, expressed by resolution of the Board of Directors at

any time or from time to time, at such price or prices per share as may be fixed for such series, plus an amount equal to all accrued and unpaid dividends thereon to the date fixed for redemption, such sum being in this section (a) of this Article VI referred to as "redemption price".

If the resolution or resolutions fixing the terms of the shares of \$100 Preferred Stock of any series shall so provide, the redemption price or prices at which shares of such series may be redeemed may vary depending upon the time or circumstances of redemption. In case of the redemption of less than all shares of a particular series of \$100 Preferred Stock at the time outstanding, the corporation shall designate by lot, in such manner as the Board of Directors may determine, the shares to be redeemed, or shall effect such redemption pro rata. Less than all of the shares of \$100 Preferred Stock at any time outstanding may not be redeemed until all dividends accrued and in arrears upon all shares of \$100 Preferred Stock outstanding shall have been paid for all past dividend periods.

Notice of redemption shall be given by the corporation by causing a notice thereof to be given by mail to the holders of \$100 Preferred Stock to be redeemed. The corporation shall mail a copy of such notice, postage prepaid, to each holder of record of such shares to be redeemed as of the date of mailing, or as of a date of record lawfully fixed, addressed to such holder at his address appearing on the books of the corporation or given by him to the corporation for the purpose of notice, or if no such address appears or is given, at the place where the principal office of the corporation is located, not earlier than sixty (60) nor later than thirty (30) days before the date fixed for redemption. Such notice of redemption shall set forth the series of \$100 Preferred Stock or the part of any series of \$100 Preferred Stock to be redeemed, the date fixed for redemption, the redemption price and the place or places at which the shareholders may obtain payment of the redemption price upon the surrender of their share certificates.

On or after the date fixed for redemption and stated in such notice each holder of shares of \$100 Preferred Stock called for redemption shall surrender his certificate evidencing such shares to the corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. In case less than all the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

If, on or prior to any date fixed for redemption of shares of \$100 Preferred Stock, the corporation deposits with any bank or trust company in the City of Los Angeles, State of California, as a trust fund, a sum sufficient to redeem, on the date fixed for redemption thereof, the shares called for redemption, with irrevocable instructions and authority to the bank or trust company to give the notice of redemption thereof if such notice shall not previously have been given by the corporation, or to complete the giving of such notice if theretofore commenced, and to pay, on and after the

date fixed for redemption or prior thereto, the redemption price of the shares to their respective holders upon the surrender of their share certificates, then from and after the date of the deposit (although prior to the date fixed for redemption), the shares so called shall be deemed to be redeemed and dividends on those shares shall cease to accrue after the date fixed for redemption. From and after the date of the deposit the shares shall be deemed to be no longer outstanding, and the holders thereof shall cease to be shareholders with respect to such shares, and shall have no rights with respect thereto except the right to receive from the bank or trust company or from the corporation payment of the redemption price of the shares without interest, upon the surrender of their certificates therefor. Any moneys deposited by the corporation pursuant to this paragraph and unclaimed at the end of six (6) years from the date fixed for redemption shall be repaid to the corporation upon its request expressed in a resolution of its Board of Directors; provided, however, that the person or persons entitled thereto may at any time thereafter apply for and receive said moneys from the corporation.

(3) Liquidation Rights. In the event of any voluntary liquidation, dissolution or winding up of the corporation, the holders of shares of \$100 Preferred Stock of each series shall be entitled to receive from the assets of the corporation such preferential amount in cash as may be fixed for such series, and in the event of any involuntary liquidation, dissolution or winding up of the corporation, the holders of the shares of \$100 Preferred Stock of all series shall be entitled to receive from the assets of the corporation a preferential amount in cash equal to \$100 per share, and in each case, whether such liquidation, dissolution or winding up is voluntary or involuntary, a further preferential amount in cash equal to all accrued and unpaid dividends thereon to the date that payment is made available to the holders of shares of \$100 Preferred Stock; all of which shall be paid or set apart for payment before the payment or setting apart for payment of any amount for, or the distribution of any assets of the corporation to, the holders of Common shares in connection with such liquidation, dissolution or winding up. Each share of \$100 Preferred Stock shall rank on a parity with each share of Cumulative Preferred Stock and with each other share of \$100 Preferred Stock, irrespective of series, with respect to the respective preferential amounts fixed for such series, payable upon any distribution of assets by way of liquidation, dissolution or winding up of the corporation, and no such amounts shall be paid or set apart for payment on the shares of any series of \$100 Preferred Stock or Cumulative Preferred Stock unless at the same time amounts in like proportion to the respective preferential amounts to which the shares of each other series of \$100 Preferred Stock and Cumulative Preferred Stock are entitled shall be paid or set apart for payment on each other series of \$100 Preferred Stock and Cumulative Preferred Stock then outstanding. After the payment or the setting apart for payment to the holders of shares of \$100 Preferred Stock and Cumulative Preferred Stock of the preferential amounts so payable to them, the holders of Common shares shall be entitled to receive, ratably, all remaining

assets of the corporation. A liquidation, dissolution or winding up of the corporation, as such terms are used in this paragraph (3) shall not be deemed to be occasioned by or to include any consolidation or merger of the corporation with or into any other corporation or corporations.

(4) Sinking Fund. The Board of Directors by resolution may provide a sinking fund for the redemption of any series of \$100 Preferred Stock upon such terms and conditions as said resolution may set forth.

(5) Voting Rights. Each share of Common Stock of the corporation shall be entitled to one vote at all meetings of stockholders of the corporation; shares of each series of \$100 Preferred Stock shall have such voting rights as shall be fixed by the Board of Directors.

(6) The provisions of this section (a) of this Article VI shall not be deemed to restrict or prohibit (i) the declaration or payment of dividends consisting solely of Common shares, or (ii) an acquisition of Common shares through the issuance of Common shares in exchange therefor.

(b) Cumulative Preferred Stock. The provisions in the following paragraphs (1) through (6), inclusive, shall pertain to the Cumulative Preferred Stock and the holders thereof:

(1) Dividend Rights. The holders of Cumulative Preferred Stock of each series shall be entitled to receive, when and as declared by the Board of Directors of the corporation, out of any assets at the time legally available for that purpose, cumulative dividends in cash at the rate fixed for such series, and shall not be entitled to receive any dividends over and above such dividends. Such dividends shall be payable quarterly on dates fixed for such series. Such dividends shall accrue and be cumulative as follows: As to shares issued at a time when no other shares of the same series are outstanding, from the date of issuance; as to shares issued at a time when other shares of the same series are outstanding, from such date as shall make the dividend rights per share of the shares being issued uniform with the dividend rights per share of the shares then outstanding of such series, excluding rights to dividends declared and directed to be paid to stockholders of record as of a date preceding the date of issuance of the shares being issued. Dividends on shares of Cumulative Preferred Stock shall accrue at the respective rates fixed therefor whether or not such dividends are earned. Each share of Cumulative Preferred Stock shall rank on a parity with each share of \$100 Preferred Stock and with each other share of Cumulative Preferred Stock, irrespective of series, with respect to dividends at the respective rates fixed for its series, and no dividends shall be declared or paid or set apart for payment on the shares of any series of \$100 Preferred

Stock or Cumulative Preferred Stock unless at the same time a dividend, bearing the same proportion to the applicable dividend accrual, shall also be declared or paid or set apart for payment, as the case may be, on the shares of each other series of \$100 Preferred Stock and Cumulative Preferred Stock then outstanding. An accumulation of dividends on shares of Cumulative Preferred Stock shall not bear interest.

Unless (i) full cumulative dividends on all outstanding shares of Cumulative Preferred Stock of all series for all past quarterly dividend periods and for the then current quarterly dividend period have been paid or have been declared and a sum sufficient for the payment thereof has been set apart, and (ii) no default shall exist with respect to any obligation of the corporation to retire shares of Cumulative Preferred Stock, (x) no dividend whatever shall be paid or declared or set apart for payment upon, and no other distribution shall be declared or made in respect of, the Common Stock or any other class of stock ranking junior to the Cumulative Preferred Stock as to dividends or on liquidation (such Common and other stock so ranking junior to the Cumulative Preferred Stock being referred to herein as "junior stock"), and (y) no shares of junior stock shall be acquired by the corporation or any subsidiary thereof for a consideration.

(2) Redemption. No shares of Cumulative Preferred Stock of any series shall be issued without the right of redemption at the option of the corporation. Any or all of the shares of Cumulative Preferred Stock of any series may be redeemed at the option of the corporation, expressed by resolution of the Board of Directors at any time or from time to time, at such price or prices per share as may be fixed for such series, plus an amount equal to all accrued and unpaid dividends thereon to the date fixed for redemption, such sum being in this section (b) of this Article VI referred to as "redemption price". If the resolution or resolutions fixing the terms of the shares of Cumulative Preferred Stock of any series shall so provide, the redemption price or prices at which the shares of such series may be redeemed may vary depending upon the time or circumstances of redemption. In case of the redemption of less than all shares of Cumulative Preferred Stock of a particular series at the time outstanding, the corporation shall designate by lot, in such manner as the Board of Directors may determine, the shares to be redeemed, or shall effect such redemption pro rata. Notwithstanding the foregoing, if at any time the corporation shall have failed to pay full cumulative dividends on the Cumulative Preferred Stock of all series for all past dividend periods and the then current dividend period, thereafter and until such full cumulative dividends shall have been paid or declared and set apart for payment, the corporation shall not redeem, nor shall the corporation or any subsidiary purchase or acquire for a consideration, less than all of the Cumulative Preferred Stock then outstanding, provided, however, that nothing contained herein shall prevent the corporation from (i) meeting the requirements of any sinking fund for any series of Cumulative Preferred Stock by the use of shares of

such series acquired by it prior to such failure and then held by it as treasury stock, or (ii) from completing the purchase or redemption of shares of Cumulative Preferred Stock pursuant to a purchase contract entered into for purposes of any sinking fund, or pursuant to notice of redemption given, prior to such failure.

Notice of redemption shall be given by the corporation by causing a notice thereof to be given by mail to the holders of Cumulative Preferred Stock to be redeemed. The corporation shall mail a copy of such notice, postage prepaid, to each holder of record of such shares to be redeemed as of the date of mailing, or as of a date of record lawfully fixed, addressed to such holder at his address appearing on the books of the corporation or given by him to the corporation for the purpose of notice, or if no such address appears or is given, at the place where the principal office of the corporation is located, not earlier than sixty (60) nor later than thirty (30) days before the date fixed for redemption. Such notice of redemption shall set forth the series of shares of Cumulative Preferred Stock to be redeemed, the date fixed for redemption, the redemption price and the place or places at which the shareholders may obtain payment of the redemption price upon the surrender of their share certificates.

On or after the date fixed for redemption and stated in such notice, each holder of shares of Cumulative Preferred Stock called for redemption shall, upon surrender of his certificate evidencing such shares to the corporation at the place designated in such notice, be entitled to receive payment of the redemption price. In case less than all the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

If, on or prior to any date fixed for redemption of Cumulative Preferred Stock, the corporation deposits with any bank or trust company in the City of Los Angeles, State of California, or in the Borough of Manhattan, City of New York, State of New York, as a trust fund, a sum sufficient to redeem, on the date fixed for redemption thereof, the shares called for redemption, with irrevocable instructions and authority to the bank or trust company to give the notice of redemption thereof if such notice shall not previously have been given by the corporation, or to complete the giving of such notice if theretofore commenced, and to pay, on and after the date fixed for redemption or prior thereto, the redemption price of the shares to their respective holders upon the surrender of their share certificates, then from and after the date of the deposit (although prior to the date fixed for redemption), the shares so called shall be deemed to be redeemed and dividends on those shares shall cease to accrue after the date fixed for redemption. From and after the date of the deposit the shares shall be deemed to be no longer outstanding, and the holders thereof shall cease to be shareholders with respect to such shares, and shall have no rights with respect thereto except the right to

receive from the bank or trust company or from the corporation payment of the redemption price of the shares without interest upon the surrender of their certificates therefor, and except for the right to convert said shares at any time up to but not after the date fixed for redemption if and to the extent that said shares have been issued with such conversion right. Any moneys deposited by the corporation pursuant to this paragraph and unclaimed at the end of six (6) years from the date fixed for redemption shall be repaid to the corporation upon its request expressed in a resolution of its Board of Directors; provided, however, that the person or persons entitled thereto may at any time thereafter apply for and receive said moneys from the corporation.

(3) Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of shares of Cumulative Preferred Stock of each series shall be entitled to receive from the assets of the corporation such preferential amount in cash as may be fixed for such series, and a further preferential amount in cash equal to all accrued and unpaid dividends thereon to the date that payment is made available to the holders of shares of Cumulative Preferred Stock; all of which shall be paid or set apart for payment before the payment or setting apart for payment of any amount for, or the distribution of any assets of the corporation to, the holders of junior stock in connection with such liquidation, dissolution or winding up. Each share of Cumulative Preferred Stock shall rank on a parity with each share of \$100 Preferred Stock and with each other share of Cumulative Preferred Stock, irrespective of series, with respect to the respective preferential amounts fixed for such series payable upon any distribution of assets by way of liquidation, dissolution or winding up of the corporation, and no such amounts shall be paid or set apart for payment on the shares of any series of \$100 Preferred Stock or Cumulative Preferred Stock unless at the same time amounts in like proportion to the respective preferential amounts to which the shares of each other series of \$100 Preferred Stock and Cumulative Preferred Stock are entitled shall be paid or set apart for payment on each other series of \$100 Preferred Stock and Cumulative Preferred Stock then outstanding. After the payment or the setting apart for payment to the holders of shares of \$100 Preferred Stock and Cumulative Preferred Stock of the preferential amounts so payable to them, the holders of each class of junior stock shall be entitled to receive ratably, in accordance with the liquidation rights of such class, all remaining assets of the corporation. A liquidation, dissolution or winding up of the corporation, as such terms are used in this paragraph (3), shall not be deemed to be occasioned by or to include any consolidation or merger of the corporation with or into any other corporation or corporations.

(4) Sinking Fund. Subject to the provisions of the first paragraph of paragraph (2) above, the Board of Directors by resolution may provide a sinking fund for the redemption of any series of Cumulative

Preferred Stock upon such terms and conditions as said resolution may set forth.

(5) Voting Rights. If, and whenever, six (6) or more quarterly dividends, whether or not consecutive on the Cumulative Preferred Stock shall be in arrears, in whole or in part, the holders of the outstanding shares of the Cumulative Preferred Stock, including all series thereof and whether or not otherwise entitled to vote for directors, shall have the right, voting as a separate class, to elect two (2) directors. In such event, the remainder of the directors shall be elected by the holders of the other shares of stock then entitled to vote, without right in the holders of the Cumulative Preferred Stock to participate in the election of such remainder of the directors.

Whenever all arrears in dividends on the Cumulative Preferred Stock then outstanding shall have been paid and dividends thereon for the current quarterly period shall have been paid or declared and a sum sufficient for the payment thereof set aside, then the rights of the holders of the Cumulative Preferred Stock to elect such number of directors shall cease, but subject always to the same provisions for the vesting of such voting rights in the case of any similar future arrearages in dividends.

At any time after such voting power shall have so vested in the Cumulative Preferred Stock, the Secretary of the corporation may, and upon the written request of the holders of record of ten percent (10%) or more in number of shares of the Cumulative Preferred Stock then outstanding addressed to him at the principal office of the corporation in the State of California shall, call a special meeting of the holders of the Cumulative Preferred Stock for the election of the directors to be elected by them as herein provided, to be held within thirty (30) days after such call and at the place and upon the notice provided by law and in the By-Laws for the holding of meetings of stockholders; provided, however, that the Secretary shall not be required to call such special meeting in the case of any such request received less than ninety (90) days before the date fixed for any annual meeting of stockholders and if in such case such special meeting is not called, the holders of the Cumulative Preferred Stock shall be entitled to exercise the rights provided in this paragraph (5) at such annual meeting. If any such special meeting required to be called as above provided shall not be called by the Secretary within thirty (30) days after receipt of any such request, then the holders of record of ten percent (10%) or more in number of shares of the Cumulative Preferred Stock then outstanding may designate in writing one of their number to call such meeting, and the person so designated may, at the expense of the corporation, call such meeting to be held at the place and upon the notice above provided, and for that purpose shall have access to the stock ledger of the corporation. No such special meeting and no adjournment thereof shall be held on a date later than thirty (30) days before the annual meeting of the stockholders or a special



meeting held in place thereof next succeeding the time when the holders of the Cumulative Preferred Stock become entitled to elect directors as above provided. Shares of each series of Cumulative Preferred Stock shall have such additional voting rights as shall be fixed for such series by the Board of Directors. At any meeting at which the holders of Cumulative Preferred Stock shall have the right, voting as a separate class, to elect directors, the presence in person or by proxy of a majority of the outstanding shares of the Cumulative Preferred Stock shall be sufficient to constitute a quorum for the election of the directors to be elected by such class.

(6) The provisions of this section (b) of this Article VI shall not be deemed to restrict or prohibit (i) the declaration or payment of dividends consisting solely of Common shares, or (ii) an acquisition of junior stock through the issuance of Common shares in exchange therefor.

(c) There is hereby created the initial series of Cumulative Preferred Stock, par value \$5.00 per share, of the corporation, which series, within and subject to the limitations and restrictions stated in section (b) of this Article VI, shall have the dividend rate, conversion rights, voting rights, the redemption price or prices, liquidation preferences, number of shares and designation set forth below:

(1) Designation and Number of Shares of Series. The distinctive designation of said series shall be \$1.35 Cumulative Convertible Preferred Stock, Series 1 (herein called the "Series 1 Preferred Stock"), and the number of shares of said series authorized to be issued is initially established at 432,630 shares.

(2) Dividend Rate. The rate of dividend payable on the Series 1 Preferred Stock shall be \$1.35 per share, per annum, payable quarterly on the first days of January, April, July and October in each year.

(3) Voting Rights. The holders of the outstanding shares of Series 1 Preferred Stock shall be entitled at all meetings of stockholders of the corporation to one vote for each share thereof, and shall have the rights to notice of shareholders' meetings and to give written consents. Except as otherwise provided by law or by the Articles of Incorporation of the corporation or in this paragraph (3), the holders of the outstanding shares of Series 1 Preferred Stock shall vote with the holders of the outstanding shares of Common Stock, and not as a separate class or series.

As long as any shares of Series 1 Preferred Stock are outstanding, the holders of the Series 1 Preferred Stock shall vote as a class, and in no other manner, upon any proposal for the corporation to take any of the following action, and no such proposal shall be adopted, nor shall the corporation take any such action, without the affirmative vote, at a meeting duly called for that purpose, or, where permitted by statute, the written consent without a meeting, of the holders

of at least two-thirds of the outstanding shares of Series 1 Preferred Stock, voting as a class (together with such vote or consent of other stockholders of the corporation as may then be required;

(i) any amendment or repeal of any of the provisions of the Articles of Incorporation of the corporation, or of any certificate filed pursuant to law and setting forth the designation, preferences or other terms of any outstanding shares of Series 1 Preferred Stock, which would materially and adversely affect the rights or preferences of outstanding shares of Series 1 Preferred Stock or of the holders thereof; or

(ii) the creation or authorization of any additional class or series of stock of the corporation having any preference or priority over the outstanding shares of Series 1 Preferred Stock with respect to the right of payment of dividends thereon or with respect to the right of receiving a preferential amount in the event of voluntary or involuntary liquidation, or the creation or authorization of any stock or other security of the corporation convertible into shares of stock of any class or series having any such preference or priority over outstanding shares of Series 1 Preferred Stock; or any increase in the authorized amount, if any, of any additional class or series of stock of the corporation having any such priority or preference over said shares of Series 1 Preferred Stock.

Nothing herein shall restrict the right of the corporation, subject to all of the restrictions contained in the preceding paragraph of this paragraph (3) with respect to stock having preference or priority over outstanding shares of Series 1 Preferred Stock with respect to dividends or liquidation, to authorize or create any class or series of stock (i) entitled to parity with the outstanding shares of Series 1 Preferred Stock with respect to the right of payment of dividends thereon and/or with respect to the right of receiving a preferential amount in the event of any liquidation, or (ii) entitled to a greater rate of dividends and/or a greater preferential amount per share in the event of any liquidation than the Series 1 Preferred Stock.

(4) Redemption. In accordance with the provisions for redemption of Cumulative Preferred Stock in section (b) of this Article VI, the corporation may at any time after October 31, 1968 redeem all, and from time to time after said date less than all, of the issued and outstanding shares of Series 1 Preferred Stock at the following applicable redemption prices:

Redemption Date	Redemption Price Per Share
November 1, 1968 through October 31, 1969 . . . . .	\$37.50
November 1, 1969 through October 31, 1970 . . . . .	\$37.25

November 1, 1970 through October 31, 1971 . . . . .	\$37.00
November 1, 1971 through October 31, 1972 . . . . .	\$36.75
November 1, 1972 through October 31, 1973 . . . . .	\$36.50
November 1, 1973 through October 31, 1974 . . . . .	\$36.25
November 1, 1974 and thereafter . . . . .	\$36.00,

together with the amount of all dividends accrued and unpaid thereon to the date fixed for redemption.

(5) Rights in Liquidation. In the event of any voluntary dissolution, liquidation or winding up of the corporation, if prior to November 1, 1968, the holders of the shares of Series 1 Preferred Stock shall be entitled to receive as their preferential amount in accordance with section (b) of this Article VI the sum of \$37.50 per share plus the amount of any dividends accrued and unpaid thereon, and if on or after November 1, 1968, the holders of the shares of Series 1 Preferred Stock shall be entitled to receive as their preferential amount in accordance with section (b) of this Article VI an amount equal to the amount at which such shares could then be redeemed. In the event of any involuntary liquidation, dissolution or winding up of the corporation, the holders of the shares of Series 1 Preferred Stock shall be entitled to receive as their preferential amount in accordance with section (b) of this Article VI the sum of \$36.00 per share plus the amount of any dividends accrued and unpaid thereon.

(6) Conversion Rights. The shares of the Series 1 Preferred Stock shall be convertible at the option of the respective holders thereof at any time and from time to time at the office of the transfer agent for the Series 1 Preferred Stock located in the Borough of Manhattan, City of New York, State of New York, and at such other place or places, if any, as the Board of Directors of the corporation may determine, into fully paid and non-assessable shares of Common Stock at the conversion price in effect at the time of conversion as hereinafter provided, each share of Series 1 Preferred Stock being taken at \$36.00 for the purpose of such conversion; provided, however, that in case of the redemption of any shares of Series 1 Preferred Stock, such right of conversion shall cease and terminate as to the shares called for redemption at the close of business at the office of said transfer agent on the date duly fixed for redemption, unless default shall be made in the payment of the redemption price. The price at which shares of Common Stock shall be deliverable in exchange for shares of Series 1 Preferred Stock upon conversion thereof (hereinafter referred to as the "conversion price") shall be initially \$30.00 per share of Common Stock, so that each share of Series 1 Preferred Stock shall initially be convertible into 1.2 shares of Common Stock. The conversion price shall be subject to adjustment from time to time in certain instances, as in paragraph (7) hereinafter.

provided. Upon conversion, the corporation shall make no payment or adjustment on account of dividends accrued or in arrears on the Series 1 Preferred Stock surrendered for conversion.

Before any holder of Series 1 Preferred Stock shall be entitled to have the same converted into Common Stock, he shall surrender the certificate or certificates for such Series 1 Preferred Stock at the office of said transfer agent, or at such other place, if any, as the Board of Directors may have determined, which certificate or certificates, if the corporation shall so request, shall be duly endorsed to the corporation or in blank or accompanied by proper instruments of transfer to the corporation or in blank, and he shall give written notice to the corporation at said office or place that he elects so to convert said Series 1 Preferred Stock, stating in writing therein the name or names in which he wishes the certificate or certificates for Common Stock to be issued. The corporation shall as soon as practicable thereafter issue and deliver at the office of said transfer agent or such other place to such holder of shares of Series 1 Preferred Stock, or to his nominee or nominees, certificates for the number of full shares of Common Stock to which he shall be entitled as aforesaid, together with a cash adjustment in lieu of any fraction of a share as hereinafter stated, if not evenly convertible. Subject to the following provisions of this paragraph, such conversion shall be deemed to have been made as of the close of business on the date of such surrender of the Series 1 Preferred Stock to be converted, and the person or persons entitled to receive the Common Stock issuable upon conversion of such Series 1 Preferred Stock shall be treated for all purposes as the record holder or holders of such Common Stock on such date. The corporation shall not be required to convert, and no surrender of Series 1 Preferred Stock shall be effective for that purpose, while the stock transfer books of the corporation are closed for any purpose; but the surrender of Series 1 Preferred Stock for conversion during any period while such books are so closed shall become effective for conversion immediately upon the reopening of such books at the conversion price in effect at the date of such surrender of such Series 1 Preferred Stock.

No fraction of a share of Common Stock shall be issued upon conversion of shares of Series 1 Preferred Stock, but, in lieu thereof, the corporation shall pay to the holder of such shares so converted who would otherwise be entitled to a fractional share, a cash adjustment in respect of such fraction in an amount equal to the same fraction of the market value of a full share of Common Stock on the date immediately preceding the date upon which any such shares are surrendered for conversion. The market value of a share of Common Stock shall be computed on the basis of the average of the bid and asked quotations in the over-the-counter market on the last business day before the conversion date or, if the Common Stock shall at the time be dealt in on a securities exchange, shall be the last recorded sale price of a share of Common Stock on such exchange on the last

business day preceding the conversion date or, if there be no such last recorded sale price, the last quoted bid price on such exchange at the close of trading on such date.

The corporation shall at all times reserve and keep available out of its authorized but unissued Common Stock the full number of shares of Common Stock deliverable upon the conversion of all shares of Series 1 Preferred Stock from time to time outstanding.

The corporation will pay any and all taxes that may be payable in respect of the issue or delivery of shares of Common Stock on conversion of shares of Series 1 Preferred Stock pursuant hereto. The corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of the Series 1 Preferred Stock so converted were registered, and no such issue or delivery shall be made unless and until the person requesting such issue has paid to the corporation the amount of any such tax, or has established to the satisfaction of the corporation that such tax has been paid.

(7) Adjustment of Conversion Price. (A) In case the corporation shall at any time or from time to time after July 31, 1963 and whether prior to, on or after the date upon which this Article VI is amended to read as herein set forth, issue or sell any shares of its Common Stock (other than Excluded Shares), whether by way of stock dividend, split-up or otherwise, without consideration or for a consideration per share (whether in cash or property or both) less than the conversion price in effect immediately prior to the time of such issue or sale, then forthwith, effective upon such issue or sale, said conversion price shall (until another such issue or sale) be reduced to a price (calculated to the nearest 10 cents) determined by dividing

(i) an amount equal to the sum of (x) the number of shares of Common Stock outstanding immediately prior to such issue or sale (other than Excluded Shares), multiplied by such then existing conversion price, plus (y) the consideration, if any, received by the corporation upon such issue or sale, by

(ii) the total number of shares of Common Stock outstanding immediately after such issue or sale (other than Excluded Shares).

The term "Excluded Shares" shall mean shares of Common Stock issued upon conversion of shares of Series 1 Preferred Stock, shares of Common Stock issued after July 31, 1963 upon the exercise of options at any time heretofore or hereafter granted to officers or employees of the corporation or any subsidiary thereof, shares of Common Stock issued on conversion of convertible

securities outstanding on July 31, 1963, shares of Common Stock issued after July 31, 1963 pursuant to any commitment of the corporation outstanding on such date to former stockholders of Cal Western Plastics, Inc., and shares of Common Stock issued prior to December 1, 1963 in payment of a single stock dividend declared after July 31, 1963 in an amount not exceeding two percent of the number of shares of Common Stock outstanding as of the record date of such dividend.

(B) The following rules shall be applicable for purposes of paragraph (7)(A) above:

(i) The initial conversion price of \$30.00 per share of Common Stock shall be deemed to be in effect from August 1, 1963 for all purposes of paragraph (7)(A) and adjustments shall be made in the conversion price as provided in said paragraph whether the issuance or sale of Common Stock requiring such adjustment occurs prior to, on or after the date upon which this Article VI is amended to read as herein set forth;

(ii) In the case of issuance of shares for cash, the consideration shall be the amount of such cash, provided that in no case under this paragraph (7)(B) shall any deduction be made for any underwriting discounts or commissions or any expenses incurred by the corporation for any underwriting of the issue or otherwise in connection therewith;

(iii) In the case of the issuance of shares for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair value thereof as determined by the Board of Directors;

(iv) In the case of shares issued as a stock dividend, such shares shall be deemed to have been issued for no consideration, and such shares shall be deemed to have been issued at the close of business on the record date for the determination of stockholders entitled to receive the same;

(v) In case the shares of Common Stock shall be subdivided by reclassification, recapitalization or otherwise, into a greater number of shares without the actual receipt by the corporation of any consideration for the additional number of shares so issued, the number of such additional shares shall be deemed to be issued for no consideration; and

(vi) In case the corporation shall at any time after July 31, 1963 issue any new securities convertible into Common Stock, or any options or rights to subscribe to Common Stock (other than shares of Series 1 Preferred Stock or options or rights exercisable as to Excluded Shares), the shares of Common Stock issuable on the conversion of any such securities or upon the exercise of any

such options or rights, shall (x) if inclusion thereof in a computation under paragraph (7) (A) above would result in a current conversion price lesser than if excluded, be deemed (so long as such convertible securities, options or rights are outstanding) for the purpose of such computation made under paragraph (7) (A) above to be outstanding upon the issuance of such convertible securities, options or rights, and (y) in every other case shall be deemed not to be outstanding until the close of business on the date of conversion of such convertible securities or exercise of such options or rights. For the purpose of any computation under this subdivision (vi), the corporation shall be deemed to have received a consideration for such Common Stock equal to the consideration received by the corporation for the convertible securities, options or rights so issued, plus the consideration, if any, to be received by the corporation upon their conversion or the exercise of any such options or rights, as the case may be.

(C) In case shares of Common Stock at any time outstanding shall be combined or consolidated into a lesser number of shares, either with or without par value, then the current conversion price shall be proportionately increased. Except as provided in this paragraph (7) (C), no adjustment of the conversion price shall be made which would result in a conversion price greater than the conversion price in effect prior to such adjustment.

(D) In case of any reclassification or change of outstanding shares of Common Stock of the class issuable upon conversion of the shares of the Series 1 Preferred Stock (other than a change from no par value to par value, or from par value to no par value, or a change in par value, or as a result of a subdivision or consolidation of shares), or in case of any consolidation or merger of the corporation with or into another corporation (other than a merger with a subsidiary in which merger the corporation is the continuing corporation and which does not result in any reclassification or change of outstanding shares of Common Stock of the class issuable upon conversion of the shares of the Series 1 Preferred Stock), or in case of any sale or conveyance to another corporation of the property of the corporation as an entirety or substantially as an entirety, the holder of each share of the Series 1 Preferred Stock then outstanding shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such reclassification, change, consolidation, merger, sale or conveyance, by a holder of the number of shares of Common Stock of the corporation into which such share of Series 1 Preferred Stock might have been converted immediately prior to such reclassification, change, consolidation, merger, sale or conveyance, and shall have no other conversion rights under these provisions; and effective provision shall be made in the Articles of Incorporation of the resulting or surviving corporation or otherwise, so that the provisions set forth herein for the protection of the conversion rights

of the Series 1 Preferred Stock shall thereafter be applicable, as nearly as reasonably may be, to any such other shares of stock and other securities and property deliverable upon conversion of the Series 1 Preferred Stock remaining outstanding or other convertible preferred stock received by the holders in place thereof; and any such resulting or surviving corporation shall expressly assume the obligation to deliver, upon the exercise of the conversion privilege, such shares, securities or property as the holders of the Series 1 Preferred Stock remaining outstanding, or other convertible preferred stock received by the holders in place thereof, shall be entitled to receive pursuant to the provisions hereof, and to make provisions for the protection of the conversion right as above provided. In case securities or property other than Common Stock shall be issuable or deliverable upon conversion as aforesaid, then all reference in this paragraph (7)(D) shall be deemed to apply, so far as appropriate and as nearly as may be, to such other securities or property.

(E) In case at any time conditions shall arise by reason of action taken by the corporation which, in the opinion of the Board of Directors of the corporation, are not adequately covered by the other provisions of this paragraph (7) and which might materially and adversely affect the conversion rights pertaining to the shares of the Series 1 Preferred Stock, or in case at any time any such conditions are expected to arise by reason of any action contemplated by the corporation, the Board of Directors of the corporation shall appoint a firm of independent public accountants of recognized standing (which may be the firm that regularly examines the financial statements of the corporation) who shall give their opinion as to the adjustment of the conversion rate, if any, (not inconsistent with the standards established in this paragraph (7)), and as to the securities into which the shares of the Series 1 Preferred Stock may thereafter be converted, which is or would be required to preserve without dilution the conversion rights pertaining to the shares of the Series 1 Preferred Stock. The Board of Directors, after giving full consideration to the opinion of independent public accountants referred to in the preceding sentence, shall make such adjustment of the conversion rate or take any such action, as the case may be, as it shall in good faith deem necessary or appropriate.

(F) Whenever reference is made in this paragraph (7) to the issue of shares of Common Stock, the term "Common Stock" shall mean any stock of any class of the corporation other than preferred stock with a fixed limit on dividends and a fixed amount payable in the event of any voluntary or involuntary dissolution, liquidation or winding up of the corporation. The Common Stock issuable upon conversion of Series 1 Preferred Stock, however, shall, except as otherwise provided in paragraph (7)(D) above, be the Common Stock, par value \$1.00 per share, of the corporation as constituted on the effective date of the Amendment by which this Article VI is amended to read as herein set forth and changed thereafter by subdivision or consolidation of



shares or change in or elimination of par value.

(G) Whenever the corporation shall make any adjustment in the conversion rate as herein provided, the corporation shall forthwith file with the transfer agent of the Common Stock in the Borough of Manhattan, City of New York, State of New York, a statement signed by the President or a Vice President of the Company and by its Treasurer or an Assistant Treasurer, showing in detail the facts requiring such adjustment and the conversion rate that will be effective after such adjustment.

(H) In case at any time:

(1) the corporation shall pay any dividend payable in stock upon its Common Stock or make any distribution (other than regular cash dividends paid at an established annual rate) to the holders of its Common Stock; or

(2) the corporation shall offer for subscription pro rata to the holders of its Common Stock any additional shares of stock of any class or other rights; or

(3) there shall be any capital reorganization, or reclassification of the capital stock of the corporation or consolidation or merger of the corporation with, or sale of all or substantially all of its assets to, another corporation; or

(4) there shall be a voluntary or involuntary dissolution, liquidation or winding up of the corporation;

then, in any one or more of said cases, the corporation, in addition to any and all other rights hereunder of the holders of Series 1 Preferred Stock, shall give written notice, by first class mail, postage prepaid, addressed to the holders of record of the Series 1 Preferred Stock at the addresses of such holders as shown on the books of the corporation, of the date on which (i) the books of the corporation shall close or a record shall be taken for such dividend, distribution or subscription rights, or (ii) such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding up shall take place, as the case may be. Such notice shall also specify the date as of which the holders of Common Stock of record shall participate in such dividend, distribution or subscription rights, or shall be entitled to exchange their Common Stock for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation, or winding up, as the case may be. Such written notice shall be given at least 20 days prior to the action in question and not less than 20 days prior to the record date or the date on which the corporation's transfer books are closed in respect thereto.

shares or change in or elimination of par value.

(G) Whenever the corporation shall make any adjustment in the conversion rate as herein provided, the corporation shall forthwith file with the transfer agent of the Common Stock in the Borough of Manhattan, City of New York, State of New York, a statement signed by the President or a Vice President of the Company and by its Treasurer or an Assistant Treasurer, showing in detail the facts requiring such adjustment and the conversion rate that will be effective after such adjustment.

(H) In case at any time:

(1) the corporation shall pay any dividend payable in stock upon its Common Stock or make any distribution (other than regular cash dividends paid at an established annual rate) to the holders of its Common Stock; or

(2) the corporation shall offer for subscription pro rata to the holders of its Common Stock any additional shares of stock of any class or other rights; or

(3) there shall be any capital reorganization, or reclassification of the capital stock of the corporation or consolidation or merger of the corporation with, or sale of all or substantially all of its assets to, another corporation; or

(4) there shall be a voluntary or involuntary dissolution, liquidation or winding up of the corporation;

then, in any one or more of said cases, the corporation, in addition to any and all other rights hereunder of the holders of Series 1 Preferred Stock, shall give written notice, by first class mail, postage prepaid, addressed to the holders of record of the Series 1 Preferred Stock at the addresses of such holders as shown on the books of the corporation, of the date on which (i) the books of the corporation shall close or a record shall be taken for such dividend, distribution or subscription rights, or (ii) such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding up shall take place, as the case may be. Such notice shall also specify the date as of which the holders of Common Stock of record shall participate in such dividend, distribution or subscription rights, or shall be entitled to exchange their Common Stock for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation, or winding up, as the case may be. Such written notice shall be given at least 20 days prior to the action in question and not less than 20 days prior to the record date or the date on which the corporation's transfer books are closed in respect thereto.

VII.

That the amount of said capital stock which has been actually subscribed is Seventy Five Dollars (\$75.00), and the following are the names of the persons by whom the same was subscribed:

A. C. Pelletier	Los Angeles, California	\$25.00
Donalda Pelletier	Los Angeles, California	\$25.00
Aline A. Martinet	Los Angeles, California	\$25.00

VIII.

Authority is hereby granted to the holders of shares of this corporation, entitled to vote, to change from time to time, the authorized number of Directors of this corporation by a duly adopted amendment to the By-Laws of this corporation.

IN WITNESS WHEREOF, the undersigned have executed this certificate titled "Restated Articles of Incorporation of Purex Corporation" this 12th day of December, 1973.

*W. R. Tincer*

W. R. Tincer  
President and Chief Executive  
Officer of  
Purex Corporation

*Gedney T. Fenton*

Gedney T. Fenton  
Vice President and Secretary  
of Purex Corporation

STATE OF CALIFORNIA )

COUNTY OF LOS ANGELES )

ss.

W. R. Tincer and Gedney T. Fenton, being first duly sworn, each for himself deposes and says:

That W. R. Tincer is, and was at all of the times mentioned in the foregoing Restated Articles of Incorporation, the President and Chief Executive Officer of Purex Corporation, the California corporation therein mentioned, and Gedney T. Fenton is and was at all of said times the Vice President and Secretary of said corporation; that they have been authorized to execute the foregoing Restated Articles of Incorporation by resolution of the Board of Directors of said Purex Corporation adopted on December 12, 1973; that the said Restated Articles of Incorporation correctly sets forth the text of the Articles of Incorporation of Purex Corporation as amended to the date thereof; and that the signatures purporting

to be the signatures of said President and Secretary thereof  
are the genuine signatures of said President and Secretary,  
respectively.

W. R. Tinker  
W. R. Tinker  
President

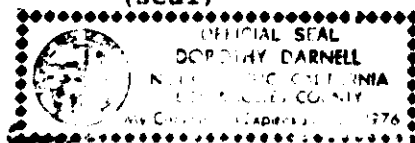
Gedney T. Penton  
Gedney T. Penton  
Secretary

SUBSCRIBED AND SWORN TO  
before me this 12th day  
of December, 1973

Dorothy Darnell

My Commission Expires

(seal)



A171278

126666 SURV

CERTIFICATE OF OWNERSHIP AND MERGER  
OF GPC LIQUIDATING, INC.  
(a California corporation)  
INTO PUREX CORPORATION  
(a California corporation)  
PURSUANT TO SECTION 4124 OF  
THE CORPORATIONS CODE OF CALIFORNIA

FILED  
In the office of the Secretary  
of the State of California  
October 23 1976  
San Francisco  
By *Bill [Signature]*  
Secretary

I, PUREX CORPORATION, a California corporation ("Purex" herein), does hereby certify that:

1. Purex owns all the outstanding stock of GPC LIQUIDATING, INC., a California corporation ("GPC" herein).
2. At a meeting of the Board of Directors of Purex duly held the following resolutions were adopted by a majority of the Board of Directors:

WHEREAS, this corporation owns all of the outstanding stock of GPC Liquidating, Inc.; and

WHEREAS, it is deemed advisable that GPC Liquidating, Inc., be merged with and into this corporation;

NOW, THEREFORE, BE IT RESOLVED, that pursuant to Section 4124 of the Corporations Code of California, this corporation merges GPC Liquidating, Inc., into itself and assumes all of the obligations of said GPC Liquidating, Inc.:

RESOLVED FURTHER, that the President or a Vice President and Secretary or an Assistant Secretary of this corporation be and they hereby are authorized and directed to execute, verify and file a Certificate of Ownership pursuant to said Section 4124 and to take all such other and further action as they deem necessary and proper to consummate said merger.

3. Said meeting of the Board of Directors of Purex was held October 7, 1976, at 9:00 a.m. at 5101 Clark Avenue, Lakewood, California; the number of Directors of Purex is fifteen; ten directors voted to adopt said resolutions and no directors voted against the adoption thereof, with five directors being absent.

IN WITNESS WHEREOF, Purex Corporation, has executed  
this certificate on October 15, 1976.

PUREX CORPORATION

By [Signature]  
Vice President

By [Signature]  
Secretary

JOHN ANDREWS and MERLE ASPER, a vice president and secretary,  
respectively, of PUREX CORPORATION, a California corporation,  
each says: I declare under penalty of perjury that the fore-  
going is true and correct.

EXECUTED on October 15, 1976, at Lakewood, California.

[Signature]  
John Andrews

[Signature]  
Merle Asper

126666 SURV

CERTIFICATE OF OWNERSHIP

FILED

In the office of the Secretary of State  
of the State of California

DEC 31 1977

MARCH FONG EM, Secretary of State

A185418 *[Signature]*  
Deputy

John W. Andrews and Merle Asper certify that:

1. They are the duly elected and acting Vice President and Secretary of PUREX CORPORATION, a California corporation (herein called "this corporation").

2. This corporation owns 100% of the outstanding shares of each class of THE SINCLAIR MANUFACTURING COMPANY, an Ohio corporation (below in this Certificate called "Subsidiary").

3. The board of directors of this corporation has duly adopted the following resolutions:

RESOLVED, that this corporation merge its wholly owned subsidiary, The Sinclair Manufacturing Company, a corporation organized and existing under the laws of the State of Ohio and not qualified or doing business in the State of California, into itself and assume all the liabilities of said The Sinclair Manufacturing Company pursuant to Section 1110 of the California Corporations Code and Section 1701.80 of the Ohio Revised Code;

FURTHER RESOLVED, that the officers of this corporation be and each of them hereby is authorized and directed to take all such further action and to execute and deliver all such further documents as the officers acting shall determine to be necessary, such determination to be conclusively evidenced by their action in the premises.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on this 19th day of December, 1977.


*[Signature]*  
John W. Andrews, Vice President


*[Signature]*  
Merle Asper, Secretary

FILE

The undersigned, John W. Andrews and Merle Asper, the Vice President and Secretary, respectively, of PUREX CORPORATION, each declares under penalty of perjury that the matters set out in the foregoing Certificate are true of his own knowledge.

Executed at Lakewood, California, on December 19, 1977.

  
John W. Andrews

  
Merle Asper



4186514  
126666 SURV  
CERTIFICATE OF OWNERSHIP

FILED  
to the office of the Secretary of State  
of the State of California  
JAN 31 1978  
MAR 1 1978  
R. 004  
B. 007

JOHN W. ANDREWS and MERLE ASPER certify that:

1. They are the duly elected and acting Vice President and Secretary of PUREX CORPORATION, a California corporation (herein called "this corporation").
2. This corporation owns 100 percent of the outstanding shares of each class of ORTEGA POOL SUPPLY & ENGINEERING CO., a California corporation (below in this certificate called "Subsidiary").
3. The board of directors of this corporation has duly adopted the following resolution:

RESOLVED, that this corporation merge ORTEGA POOL SUPPLY & ENGINEERING CO., its subsidiary, into itself and assume all its liabilities pursuant to Section 1110 of the California Corporations Code.

FURTHER RESOLVED, that the officers of this corporation be and each of them hereby is authorized and directed to take all such further action and to execute and deliver all such further documents as the officers acting shall determine to be necessary, such determination to be conclusively evidenced by their action in the premises.

IN WITNESS WHEREOF, the undersigned have executed this certificate on January 12, 1978.

John W. Andrews  
John W. Andrews, Vice President

Merle Asper  
Merle Asper, Secretary

The undersigned, John W. Andrews and Merle Asper, the Vice President and Secretary, respectively, of PUREX CORPORATION, each declares under penalty of perjury that the matters set out in the foregoing Certificate are true of his own knowledge.

Executed at Lakewood, California on January 12, 1978.

John W. Andrews  
John W. Andrews

Merle Asper  
Merle Asper

1195819

120000

SURL

**FILED**  
in the office of the Secretary of State  
of the State of California

OCT 31 1978

MARCH FONG EU, Secretary of State

**PLAN OF REORGANIZATION AND AGREEMENT OF MERGER**

By

*[Signature]*  
Deputy

This PLAN OF REORGANIZATION AND AGREEMENT OF MERGER (hereinafter called the "Merger Agreement") is made as of September 30, 1978 by and between PUREX CORPORATION, a California corporation (hereinafter sometimes called "California Company" or "Surviving Company"), PURETEMP COMPANY, a California corporation (hereinafter sometimes called "Subsidiary"), California Company and Subsidiary together being herein sometimes called the "Constituent Corporations," and PUREX INDUSTRIES, INC., a Delaware corporation (hereinafter sometimes called "Holding Company").

California Company was organized on December 16, 1927. Its authorized capital stock consists of 4,500 shares of \$100 Preferred Stock, par value \$100.00 per share, 5,000,000 shares of Cumulative Preferred Stock, par value \$5.00 per share, and 25,000,000 shares of Common Stock, par value \$1.00 per share. Of California Company's authorized capital stock, there are issued and outstanding no shares of \$100 Preferred Stock, fewer than 200,000 shares of Cumulative Preferred Stock, all of which are of the series of that class designated \$1.35 Cumulative Convertible Preferred Stock, Series 1, and fewer than 12,000,000 shares of Common Stock.

Subsidiary was organized on September 21, 1978. Its authorized capital stock consists of 10,000 shares of Common Stock, of which 1,000 shares have been issued and are outstanding and are all owned by Holding Company.

5 Holding Company was organized on September 19, 1978. Its authorized capital stock consists of 5,000,000 shares of Cumulative Preferred Stock, par value \$5.00 per share ("Cumulative Preferred Stock"), and 25,000,000 shares of Common Stock, par value \$1.00 per share; and 200,000 shares of its Cumulative Preferred Stock have been designated \$1.35 Cumulative Convertible Preferred Stock, Series 1. No shares of any class of Holding Company's authorized capital stock have been issued or are outstanding.

The Directors of the Constituent Corporations and of Holding Company deem it advisable and to the advantage of said corporations that Subsidiary merge into California Company upon the terms and conditions herein provided.

NOW, THEREFORE, the parties do hereby adopt and make themselves respectively parties to the plan of reorganization encompassed by this Merger Agreement and do hereby agree that Subsidiary shall merge into California Company in accordance with the following terms, conditions and other provisions:

(1) *Merger.* Subsidiary shall be merged with and into California Company, and California Company shall survive the merger and shall be the Surviving Company, effective upon the date when this Merger Agreement is made effective in accordance with applicable law (the "Effective Date").

(2) *Articles of Incorporation and Bylaws.* The Articles of Incorporation of California Company, as amended and in effect on the Effective Date, shall continue to be the Articles of Incorporation of Surviving Company without change or amendment until further amended in accordance with the provisions thereof and applicable law. The Bylaws of California Company, as amended and in effect on the Effective Date, shall continue to be the Bylaws of Surviving Company without change or amendment until further amended in accordance with the provisions thereof and applicable law.

(3) *Directors and Officers.* The directors and officers of California Company shall remain directors and officers, respectively, of the Surviving Company on the Effective Date until expiration of their current terms as such or prior resignation, removal or death.

(4) *Succession.* On the Effective Date, California Company shall succeed to Subsidiary in the manner of and as more fully set forth in Section 1107 of the General Corporation Law of the State of California.

(10)

(5) *Further Assurances.* From time to time, as and when required by Surviving Company or by its successors and assigns, there shall be executed and delivered on behalf of Subsidiary such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to confirm of record or otherwise in Surviving Company the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Subsidiary, and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of Surviving Company are fully authorized in the name and on behalf of Subsidiary or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

(6) *Common Stock of Subsidiary.* Upon the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, each share of the Common Stock of Subsidiary outstanding immediately prior thereto shall be changed and converted into one fully paid and nonassessable share of the Common Stock, par value \$1.00 per share, of Surviving Company.

(7) *Capital Stock of California Company.* Upon the Effective Date, by virtue of the merger and without any action on the part of any holder thereof,

(a) each share of the \$1.35 Cumulative Convertible Preferred Stock, Series 1, par value \$5.00 per share, of California Company outstanding immediately prior thereto shall be changed and converted into one fully paid and nonassessable share of the \$1.35 Cumulative Convertible Preferred Stock, Series 1, par value \$5.00 per share, of Holding Company; and

(b) each share of the Common Stock, par value \$1.00 per share, of California Company outstanding immediately prior thereto shall be changed and converted into one fully paid and nonassessable share of the Common Stock, par value \$1.00 per share, of Holding Company.

(8) *Stock Certificates.* On and after the Effective Date all of the outstanding certificates which prior to that time represented shares of the capital stock of California Company shall be deemed for all purposes to evidence ownership of and to represent the shares of Holding Company into which the shares of California Company represented by such certificates have been converted as herein provided. The registered owner on the books and records of Holding Company or its transfer agents of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to Holding Company or its transfer agents, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of Holding Company evidenced by such outstanding certificate as above provided.

(9) *Options.* Upon the Effective Date, the outstanding and unexercised portions of all options to buy Common Stock of California Company (including options granted under California Company's 1964 Qualified Stock Option Plan and 1975 Stock Option Plan) shall become options for the same number of shares of Common Stock of Holding Company and shall not relate to any shares of Surviving Company, with no other changes in the terms or conditions of such options, including exercise prices, and effective upon the Effective Date Holding Company hereby assumes the outstanding and unexercised portions of such options and the obligations of California Company with respect thereto.

(10) *4½% Convertible Subordinated Debentures due 1994.* Upon the Effective Date, the conversion privilege under the 4½% Convertible Subordinated Debentures due 1994 issued by California Company shall relate to one share of Common Stock of Holding Company for each share of California Company's Common Stock to which such conversion privilege related immediately before the Effective Date, such conversion privilege to be thereupon exercisable upon and otherwise subject to the same terms and conditions, including, without limitation, conversion price, which applied with respect to the conversion privilege as of the Effective Date. Holding Company will cause to be executed and delivered to the Trustee under the Indenture dated as of January 15, 1960 between California Company and Bank of America National Trust and Savings Association, as Trustee, such documents as may be requested by California Company or by such Trustee, including, without limitation, a Supplemental Indenture under Section 1405 of said Indenture.

(11) *Retention of Class Voting in respect of Series I Preferred Stock.* Not later than the Effective Date, Holding Company's Certificate of Incorporation shall have been amended to provide for voting rights of the holders of Holding Company's \$1.35 Cumulative Convertible Preferred Stock, Series I, par value \$5.00 per share ("Series I Preferred Stock"), substantially to the following effect, subject to the proviso that none of such voting rights shall derogate from the voting rights of the holders of Series I Preferred Stock provided for in paragraph (3) of Section (b) of Article FOURTH of Holding Company's Certificate of Incorporation or in the Delaware General Corporation Law:

(a) A proposed amendment of Holding Company's Certificate of Incorporation shall not be effective unless it shall have been approved by the affirmative vote of the holders of a majority of the outstanding shares of Series I Preferred Stock and of any other Cumulative Preferred Stock of Holding Company otherwise entitled to vote in respect of such amendment, voting together, as a class, if such amendment would:

(i) Increase or decrease the aggregate number of authorized shares of Cumulative Preferred Stock, other than an increase incident to a stock split

(ii) Effect an exchange, reclassification or cancellation of all or part of the shares of Cumulative Preferred Stock, other than a stock split.

(iii) Effect an exchange, or create a right of exchange, of all or part of the shares of another class into the shares of Cumulative Preferred Stock.

(iv) Change the rights, preferences, privileges or restrictions of the shares of Cumulative Preferred Stock.

(v) Create a new class of shares having rights, preferences or privileges prior to the shares of Cumulative Preferred Stock, or increase the rights, preferences or privileges or the number of authorized shares of any class having rights, preferences or privileges prior to the shares of Cumulative Preferred Stock.

(vi) Cancel or otherwise affect dividends on the shares of Cumulative Preferred Stock which have accrued but have not been paid.

Provided that, if the Series I Preferred Stock is adversely affected by any such amendment in a different manner than other shares of Holding Company's Cumulative Preferred Stock, such amendment shall not be effective unless it shall have been approved by the affirmative vote of the holders of a majority of the outstanding shares of Series I Preferred Stock.

(b) Whenever, under the Delaware General Corporation Law, the vote of Holding Company's stockholders is necessary to authorize a merger or consolidation to which Holding Company is a party, such merger or consolidation shall not be effective unless a majority of the outstanding shares of Series I Preferred Stock and of any other Cumulative Preferred Stock of Holding Company entitled to vote in respect of such merger or consolidation, voting together, as a class, shall have been voted for the adoption of the agreement in respect of such merger or consolidation, except that there shall be no such class voting requirement if the rights, preferences, privileges and restrictions granted to or imposed upon the Cumulative Preferred Stock remain unchanged, unless such transaction involves an amendment to Holding Company's Certificate of Incorporation in respect of which the Series I Preferred Stock would otherwise be entitled to vote pursuant to the provisions of paragraph (a) above.

(c) The foregoing provisions are not intended to confer, and shall not confer, any rights, powers, preferences or privileges on any shares of Holding Company stock except the Series I Preferred Stock.

(d) Neither any of the foregoing provisions nor this provision may be repealed or amended in any respect, so long as any shares of Series I Preferred Stock are outstanding, unless such repeal or amendment is approved by the affirmative vote of the holders of a majority of the outstanding shares of Series I Preferred Stock.

(12) *Abandonment.* At any time before the Effective Date, this Merger Agreement may be terminated and the Merger may be abandoned by the Board of Directors of either California Company or Holding Company or both, notwithstanding approval of this Merger Agreement by the shareholders of California Company.

(13) *Counterparts*. In order to facilitate the filing and recording of this Merger Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the Boards of Directors of California Company, Subsidiary and Holding Company, is hereby executed on behalf of each of said corporations by their respective officers thereunto duly authorized.

PUREX CORPORATION  
A California corporation

By: William R. Tincher  
William R. Tincher,  
Chairman of the Board

By: Merle W. Asper  
Merle W. Asper, Secretary

PURETEMP COMPANY  
A California corporation

By: William R. Tincher  
William R. Tincher, President

By: Merle W. Asper  
Merle W. Asper, Secretary

PUREX INDUSTRIES, INC.  
A Delaware corporation

By: William R. Tincher  
William R. Tincher, Chairman of the Board

By: Merle W. Asper  
Merle W. Asper, Secretary

### OFFICERS' CERTIFICATE OF PUREX CORPORATION

WILLIAM R. TINCHER and MERLE W. ASPER do hereby certify that they are, respectively, the Chairman of the Board and the Secretary of PUREX CORPORATION, a California corporation; that the total number of outstanding shares of each class of said corporation entitled to vote on the merger described in the Plan of Reorganization and Agreement of Merger to which this certificate is attached was 110,714 shares of \$1.35 Cumulative Convertible Preferred Stock, Series 1, and 11,234,778 shares of Common Stock; and that the principal terms of the Plan of Reorganization and Agreement of Merger in the form attached were approved by that corporation by a vote of a number of shares of each class which equalled or exceeded the vote required, to wit, a majority (i.e., more than 50%) of the outstanding shares of said \$1.35 Cumulative Convertible Preferred Stock, Series 1, and a majority (i.e., more than 50%) of the outstanding shares of said Common Stock.

The undersigned declare the statements contained in this certificate to be true of their own knowledge under penalty of perjury and have executed this certificate in Lakewood, California, on October 30, 1978.

  
William R. Tincher

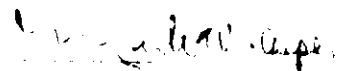
  
Merle W. Asper

### OFFICERS' CERTIFICATE OF PURETEMP COMPANY

WILLIAM R. TINCHER and MERLE W. ASPER do hereby certify that they are, respectively, the President and the Secretary of PURETEMP COMPANY, a California corporation; that the total number of outstanding shares of each class of said corporation entitled to vote on the merger described in the Plan of Reorganization and Agreement of Merger to which this certificate is attached was 1,000 shares of Common Stock; that the principal terms of the Plan of Reorganization and Agreement of Merger in the form attached were approved by that corporation by a vote of a number of shares of each class which equalled or exceeded the vote required, to wit, a majority (i.e., more than 50%) of the outstanding shares of said Common Stock; and that there are no outstanding shares of the parent of said corporation, Purex Industries, Inc., a Delaware corporation.

The undersigned declare the statements contained in this certificate to be true of their own knowledge under penalty of perjury and have executed this certificate in Lakewood, California, on October 30, 1978.

  
William R. Tincher

  
Merle W. Asper