

Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

LOUIS E. CLAPP

I, ~~ARNOLD WILLIAMS~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

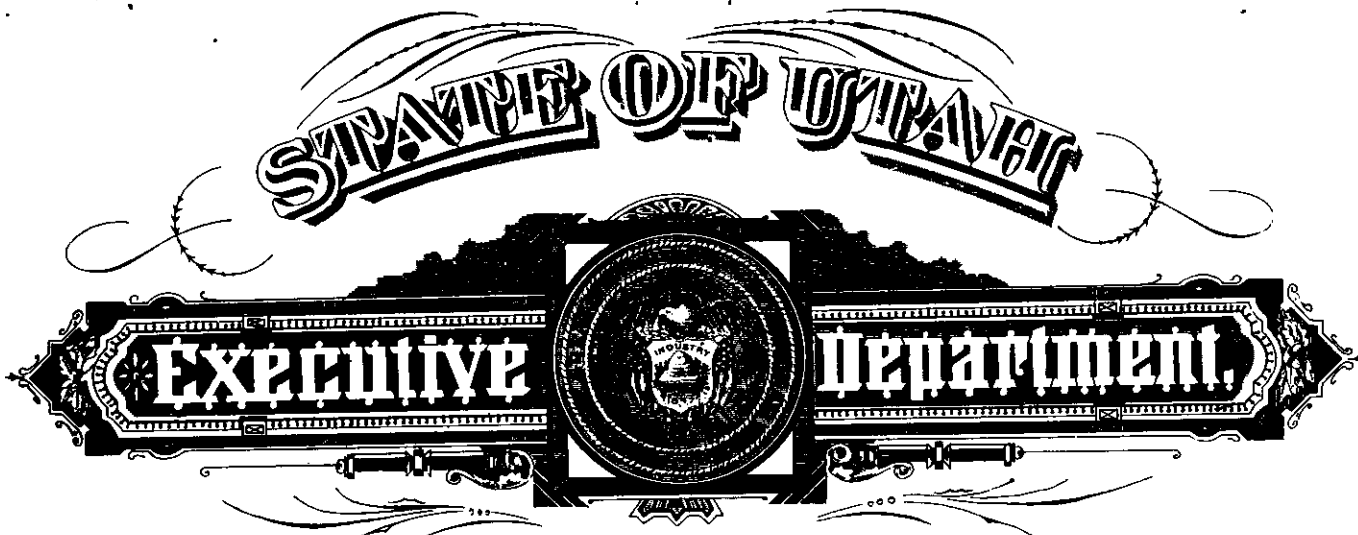
WASATCH CHEMICAL COMPANY

a corporation duly organized and existing under the laws of Utah has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the 3rd day of October 19 66, a properly authenticated copy of its articles of incorporation, and on the 3rd day of October 19 66, a designation of Gordon Allcott in the County of Bonneville as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 3rd day of October, A.D. 1966.

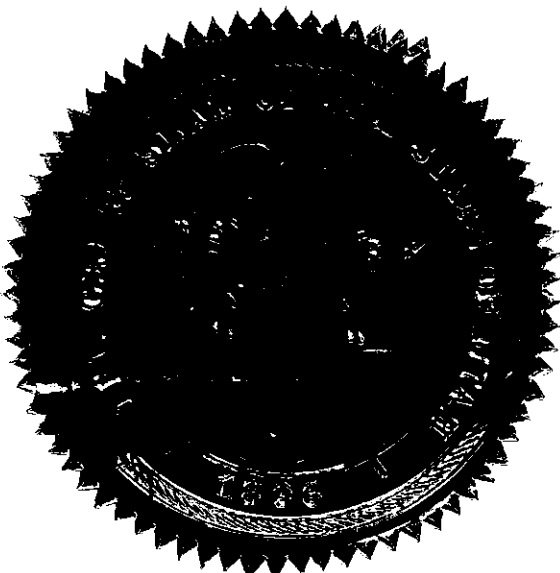
Secretary of State.



Secretary of State's Office

I, CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of
the Articles of Incorporation and all amendments thereto of WASATCH CHEMICAL COMPANY.

AS APPEARS _____ of record _____ IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS Twenty-Second DAY OF

September 19 66

Clyde L. Miller
SECRETARY OF STATE

BY [Signature] DEPUTY

ARTICLE II. INCORPORATION

OF

WABATCH CHEMICAL COMPANY.

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Utah, and we do hereby certify as follows:

ARTICLE I.

The name of the corporation is the "WABATCH CHEMICAL COMPANY."

ARTICLE II.

Said corporation is organized at, and the place of its general business shall be at Salt Lake City, State of Utah. Said corporation shall conduct business and may have offices at such other places in this state and in other states as the business of the corporation may require and as the Board of Directors may deem advisable.

ARTICLE III.

The names of the incorporators, their place of residence, and the amount of stock each has subscribed, are as follows:-

<u>NAME OF INCORPORATOR.</u>	<u>PLACE OF RESIDENCE.</u>	<u>PAR VALUE.</u>	<u>AMOUNT.</u>
John E. Bradshaw	Lehi, Utah.	\$1.00	2,500 Shares
A. B. Thatcher	Salt Lake City, Utah.	\$1.00	2,500 Shares
A. B. Thatcher Jr.	Salt Lake City, Utah.	\$1.00	100 Shares
J. E. Lydellotto	Salt Lake City, Utah.	\$1.00	100 Shares
Frank J. Bradshaw	Lehi, Utah.	\$1.00	100 Shares

ARTICLE IV.

The term for which the corporation is to exist is One Hundred years from and after the date hereof.

ARTICLE V.

The private property of the stockholders shall not be liable for the debts of the corporation.

ARTICLE VI.

The purposes for which the corporation is formed are:-

To manufacture, refine, buy, sell, export, import, and generally deal in all kinds of chemicals and chemical compounds;

To rent, lease, buy, hold, own, and purchase mineral and chemical properties and to operate, mine, and develop same.

To manufacture, buy, sell, and to act as brokers, dealers, agents, representatives, of all kinds of chemicals and chemical compounds, chemical supplies, equipment, and apparatus;

To rent, lease, hold, purchase, mortgage, acquire, and own real and personal property, in and out of the State of Utah, and to make and perform contracts of all kinds and description in the carrying on its business, or for the purpose of attaining or furthering any of its objects; and to do all other acts and things, and to exercise any and all other powers which a partnership or natural person could do and exercise and which now or hereafter may be authorized by law.

ARTICLE VII.

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, who shall each hold office for the term of one year or until their successors are elected, appointed and qualify. One person may be both Secretary and Treasurer; The President and Vice President shall be directors of the corporation. The officers of the corporation shall be elected at the annual meeting of the stockholders. There shall also be elected at the annual meeting of the stockholders, as officers of the corporation, a Board of Directors. To be eligible as a Director a person must be the holder of 100 shares of the capital stock of the corporation.

ARTICLE VIII.

The number of the Board of Directors shall be fixed from time to time by the By-laws; but the number until so fixed shall be five in number. The term of office of the directors shall be one year or until their successor shall have been elected and qualify.

In case of any vacancy in the Board of Directors the remaining directors by the affirmative vote of a majority remaining may elect

a successor or successors to hold office until such vacancy shall be filled by an election of directors by the stockholders of the corporation.

The Board of Directors may make By-laws; and may alter, amend, and repeal any By-law.

A majority of the Board of Directors shall constitute a quorum and be authorized to transact the business and to exercise the corporate powers of the company.

ARTICLE IX.

Any officer or director of the corporation may be removed at a general or special stockholders meeting by a vote of a majority of the capital stock of the corporation. Any officer or director may resign by filing a written resignation with the Secretary of the corporation.

ARTICLE X.

The annual meeting of the stockholders of the corporation shall be held at the principal office of the company in Salt Lake City, State of Utah, at twelve noon on the second Tuesday in May in each year, if not a legal holiday, and if a legal holiday on the next succeeding Tuesday not a legal holiday, for the purpose of electing the officers and directors of the corporation, and for the transaction of such other business as may come before the meeting.

ARTICLE XI.

The following named persons shall be the officers and directors of the corporation until the first annual election and until their successors shall have been duly elected and qualified, to-wit:-

John F. Bradshaw,	President and Director,
H. D. Thatcher Jr.,	Vice-President and Director,
Hober C. Cutler,	Treasurer
H. D. Thatcher,	Secretary and Director,
J. T. Aydelotte,	Director,
Frank J. Bradshaw,	Director.

Any vacancy caused by the death, resignation or removal of any of the officers of the corporation may be filled by the Board of Directors until the next annual election.

ARTICLE XII.

The capital stock of the corporation shall be Fifty Thousand (\$50,000.00) Dollars, divided into Twenty-Five Thousand (25,000) shares of preferred stock of the par value of One (\$1.00) Dollar per share, and Fifty Thousand (50,000) shares of common stock of the par value of Fifty (.50) Cents per share. From time to time the capital stock of the corporation may be increased or decreased according to law.

ARTICLE XIII.

The holders of the preferred stock shall be entitled to receive when and as declared by the Board of Directors, from the surplus or net profits of the corporation, early dividends at the rate of eight (8%) per cent per annum, and no more, payable semi-annually on July first and January first. The dividends on the preferred stock shall be cumulative and shall be payable before any dividends upon the common stock shall be paid or set apart. The preferred stock shall be non-assessable and shall be fully paid for before being issued. The holders of the preferred stock shall not be entitled to any vote. In the event of dissolution or liquidation the holders of the preferred stock shall be entitled to be paid in full the par value of their shares of stock, together with all cumulative dividends thereon since issued. The preferred stock shall be subject to redemption at the option of the corporation at the discretion of the Board of Directors at any time after the issue thereof, at One (\$1.00) Dollar per share and all accumulated dividends thereon at the date called for redemption.

ARTICLE XIV.

Each share of common stock shall be entitled to one vote at all meetings of the corporation. The common stock shall be entitled to all dividends after the preferred stock, originally issued, shall have been redeemed and all accumulated dividends thereon paid. Dividends may be declared upon the common stock from time to time out of the surplus earnings or net profits of the corporation and in such amounts as the Board of Directors may determine. In the event of the dissolution or liquidation of the corporation the holders of the common stock shall be entitled to all of the assets of the corporation remaining after the holders of the preferred stock shall have been paid in full One (\$1.00) Dollar per share, together with their accrued dividends

thereon. The common stock of the corporation shall be assessable. The common stock of the corporation may be issued as a bonus to the holders of the preferred stock and in consideration for services in the promotion and organization of the corporation.

ARTICLE XV.

No dividends shall be declared or paid upon the common stock until all of the preferred stock, originally issued, shall have been redeemed at One (\$1.00) Dollars per share, together with all accrued dividends thereon from date of issue to the date at which said stock was called for redemption.

IN WITNESS WHEREOF, the parties to these Articles have hereunto set their hands this 7th day of June A. D. 1923.

J. F. Bradshaw
N. D. Thatcher
N. D. Thatcher Jr.
J. T. Aydelotte
Frank J. Bradshaw

STATE OF UTAH)
) SS:
COUNTY OF SALT LAKE)

John F. Bradshaw, N. D. Thatcher, N. D. Thatcher, Jr., J. T. Aydelotte and Frank J. Bradshaw, being first duly sworn on oath, deposes and says: That they are the incorporators of the above named corporation; that they have commenced and are now carrying on the business mentioned in the foregoing Articles of Incorporation; that more than ten (10%) per cent of the capital stock of said corporation has been paid in; that the affiants verily believe that each party to these Articles will pay the amount of stock subscribed for by him.

J. F. Bradshaw
N. D. Thatcher
N. D. Thatcher Jr.
J. T. Aydelotte
Frank J. Bradshaw

Subscribed and sworn to before me this 7th day of June, 1923.

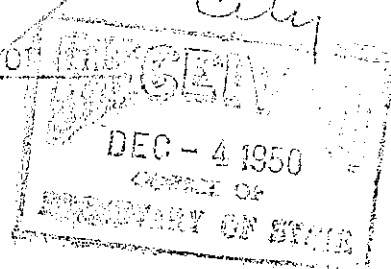
[Signature]
NOTARY PUBLIC, residing at Salt
Lake City, Utah.

31.50
48.43

2225 South
City

AMENDMENT TO ARTICLES OF INCORPORATION OF

WASATCH CHEMICAL COMPANY



STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

We, N. D. Thatcher, Jr., and La Var Thatcher, do hereby certify and declare that we are the President and Secretary, respectfully, of the Wasatch Chemical Company, a corporation, organized and existing under and by virtue of the laws of the State of Utah, with offices and place of business in Salt Lake City, Utah, and that a special meeting of the stockholders of said corporation duly called and held at its place of business on the 25 day of November, 1950, at which meeting all the issued and outstanding stock was present and voting, the following Resolution was unanimously carried and adopted, to-wit:

RESOLUTION

WHEREAS, Article XII of the Articles of Incorporation of this company relating to the capital stock reads and provides in part as follows:

The amount of the capital stock of this Company shall be \$100,000.00, divided into shares as follows:

- (a) 100,000 shares of common stock \$0.50 par value.
- (b) 50,000 shares of preferred stock etc., of \$1.00 par value.

AND WHEREAS, it seems to the stockholders of the company that the interests of the company will be better conserved if the capital stock of the company is increased.

NOW, THEREFORE, be it resolved that said Article XII of the Articles of Incorporation of said company be, and hereby is, amended to read and provide as follows:

The amount of the capital stock of this company shall be \$500,000.00 divided into shares as follows:

- (a) 800,000 shares of common stock at \$0.50 par value.
- (b) 100,000 shares of preferred stock at \$1.00 par value.

WHEREAS, Article VII of the articles of incorporation of this company relating to the officers of said company provides and reads as follows:

The officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer, who shall each hold office for the term of one year, or until their successors are elected, appointed and qualified. Any combination of the offices of the corporation may be held by one person, at the same time. The President and Vice-President of the corporation shall be directors of the corporation. The officers of the corporation shall be elected at the annual meeting of the stockholders. There shall be also elected at the annual meeting of the stockholders, as officers of the corporation, a Board of Directors. To be eligible as a Director of the corporation a person must be the holder of 100 shares of the common stock of the corporation.

AND WHEREAS, it seems to the stockholders of the company that the interests of the company will be better served if the number of Vice-Presidents is increased.

NOW, THEREFORE, be it resolved that said Article VII of the articles of incorporation of said company be, and hereby is, amended to read and provide as follows:

The officers of the corporation shall be a President, and one or more Vice-Presidents, a Secretary, a Treasurer, who shall each hold office for the term of one year, or until their successors are elected, appointed and qualified. Any combination of the offices of the corporation may be held by one person, at the same time. The President and Vice-Presidents of the corporation shall be directors of the corporation. The officers of the corporation shall be elected at the annual meeting of the stockholders. There shall be elected also at the annual meeting of the stockholders, as officers of the corporation a Board of Directors. To be eligible as a Director of the corporation, a person must be the holder of 100 shares of the common stock of the corporation.

IN WITNESS WHEREOF, we have affixed hereto the seal of the Wasatch Chemical Company, and signed our respective names,

This 14 day of December, 1950.

Subscribed and sworn to before me this 14 day of December, 1950

E. L. H. H. H.
Notary Public

MY COMMISSION EXPIRES JAN. 19, 1953

[Signature]
President
[Signature]
Secretary

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AMENDMENT
TO
ARTICLES OF INCORPORATION
OF THE
WASATCH CHEMICAL COMPANY

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STATE OF UTAH)
: SS.
COUNTY OF SALT LAKE)

We, H. D. THATCHER, JR. and LA VAR W. THATCHER, do hereby certify and declare that we are the President and Secretary, respectfully, of the WASATCH CHEMICAL COMPANY, a corporation, organized and existing under and by virtue of the laws of the State of Utah, with offices and place of business in Salt Lake City, Utah, and that a special meeting of the stockholders of said corporation duly called and held at its place of business on the 15th day of December, 1946, at which all the issued and outstanding stock was present and voting; the following RESOLUTION was unanimously carried and adopted, to-wit:

BE IT RESOLVED that Articles VI, VII, IX, X, XII, XIII, XIV, and XV of the Articles of Incorporation of this corporation be and hereby are amended to read as follows:

ARTICLE VI

The purposes for which this corporation is formed are:

To manufacture, refine, buy, sell export, import and generally deal in all kinds of chemicals and chemical compounds.

To rent, lease, buy, sell, hold and own mineral and chemical properties; and to operate, mine, and develop the same.

To deal in, trade, act as brokers, agents, representatives generally to do business in chemicals, chemical supplies, compounds, sundries, equipment and apparatus.

To purchase, hold, sell and reissue the shares of its own capital stock.

To rent, lease, hold, purchase, mortgage, acquire and own real and personal property, in and out of the State of Utah, and to make and perform contracts of all kinds whatsoever in carrying on its business, or in attaining

or furthering any of its objects; and to do all other acts and things and to exercise any and all other powers which a partnership or natural person could do and exercise and which now or hereafter may be authorized by law.

Without in any particular limiting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have power to do all things hereinbefore enumerated, and also to issue or exchange stocks, bonds and other obligations in payment for property purchased or acquired by it, or for any other object in or about its premises or business; to borrow money without limit; to mortgage or pledge its franchises, good-will, real or personal property, income and profits accruing to it, any stocks, bonds or other obligations, or property which may be acquired by it, and to secure any bonds or obligations by it issued or acquired. To endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and evidences of debt.

To purchase and otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade-mark, trade-name, concession, invention, formulae, improvements, processes of any nature whatsoever, copyrights and letters patent of the United States and foreign countries, and to accept and grant licenses thereunder.

ARTICLE VII

The officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer, who shall each hold office for the term of one year, or until their successors are elected, appointed and qualified. Any combination of the offices of the corporation may be held by one person, at the same time. The President and Vice-President of the corporation shall be directors of the corporation. The officers of the corporation shall be elected at the annual meeting of the stockholders. There shall also be elected at the annual meeting of the stockholders, as officers of the corporation, a Board of Directors. To be eligible as a Director of the corporation, a person must be the holder of 100 shares of the common stock of the corporation.

ARTICLE IX

Any officer or director of the corporation may be removed at a general, or special stockholder's meeting, by a majority vote of the voting common stock of the corporation. Any officer or director of the corporation may resign by filing a written resignation with the Secretary of the Corporation.

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ARTICLE X

The regular annual meeting of the stockholders shall be held in the office of the corporation, at 2225 South 5th East Street, Salt Lake City, Utah at 1:00 O'clock P.M., on the last Saturday of November in each year, if not a holiday, but if a legal holiday, then on the Saturday following not a legal holiday, for the purpose of electing officers and directors of the corporation, and for the transaction of such other business as may come before the meeting.

ARTICLE XII

The capital stock of this corporation shall be one hundred thousand dollars (\$100,000), divided as follows:

- (a) One Hundred Thousand (100,000) shares of common stock of par value \$0.50.
- (b) Fifty Thousand (50,000) shares of preferred of par value \$1.00.

The said preferred stock of the corporation shall receive from its net earnings a Six Per Cent (6%) annual cumulative dividend before any dividends are paid upon the common stock, but the holders of the preferred stock shall not be entitled to vote at the meetings of the stockholders of the corporation. From time to time the capital stock of the corporation may be increased, or decreased, as the Board of Directors may determine.

ARTICLE XIII

The preferred stock of the corporation shall be nonassessable, and fully paid for before being issued. In the event of dissolution or liquidation, the holders of the preferred stock shall be entitled to be paid in full the par value of their shares of stock, together with all cumulative dividends thereon since issued. The preferred stock shall be subject to re-demption at the option of the corporation, at the discretion of the Board of Directors at any time after the issue thereof, at One (\$1.00) Dollar per share and all accumulated dividends thereon at the date called for re-demption.

ARTICLE XIV

Each share of the common stock shall be entitled to One (1) vote at all meetings of the corporation. A majority vote of the common stock will decide all issues of the corporation. Dividends may be declared upon the common stock, from time to time, out of the surplus earnings or net profits of the corporation, and in such amounts as the Board of Directors may determine. In

the event of dissolution or liquidation of the corporation, the holders of the common stock shall be entitled to all of the assets of the corporation remaining after the holders of the preferred stock shall have been paid in full One (\$1.00) Dollar per share, together with all accumulated dividends. The common stock of the corporation shall be assessable. The common stock may be issued as a bonus to the holders of the preferred stock and in consideration for services in the promotion and organization of the corporation.

ARTICLE IV

No share of the common stock of this corporation shall be sold or transferred, at any time, by any stockholder, unless and until such shares of common stock shall have been first offered to one, or more, of the other common stockholders as may be prescribed in the by-laws, and the said by-laws shall, also, prescribe the value, or price, the manner, terms and conditions at, in and upon which such offer shall be made and acted upon. The value, or price, the manner, terms and conditions at, in and upon which such offer shall be made and acted upon, and the stockholders to whom such offer shall be made may, however (in lieu of being fixed by the by-laws), be prescribed by agreement between the stockholders, which shall be conclusive as to price and all matters therein contained, and shall be binding upon the parties thereto, their heirs, executors, administrators and assigns, and the shares of common stock shall only be transferable upon proof of compliance therewith, provided such agreement be filed with the corporation, and reference thereto be placed upon the certificate of stock. Such by-laws, or agreement, may provide that shares of common stock, after its sale, or transfer, upon the nonacceptance of an offer, or offers, made as aforesaid, shall thereafter no longer be subject to the provisions and limitations of this paragraph.

(b) Agreements may be entered into by any stockholder, or stockholders, giving any other stockholder, or stockholders, an option to purchase the stock holdings of such stockholder, or stockholders, and binding such stockholder, or stockholders, his, or their, heirs, executors, administrators and assigns, and the shares of stock of such person, or persons, shall, thereupon, be subject to such agreement and transferable only upon proof of compliance therewith; provided, however, such agreement be filed with the corporation, and reference thereto be placed upon the certificate of stock.

IN WITNESS WHEREOF, we have hereto affirmed the corporate seal
of the WASATCH CHEMICAL COMPANY, and signed our names hereto, this 27th day of
December, 1945.

W. B. Hatcher
PRESIDENT

Saverio Hatcher
SECRETARY

SUBSCRIBED AND SWORN TO before me this 27th day of December, 1945.

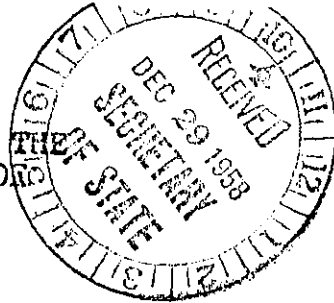
Elda Hahn
NOTARY PUBLIC

My Commission Expires Jan. 23, 1948

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CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
WASATCH CHEMICAL COMPANY



STATE OF UTAH)
COUNTY OF SALT LAKE) ss.

We, N. D. THATCHER, JR. and LA VAR W. THATCHER, the President and Secretary respectively of WASATCH CHEMICAL COMPANY, a corporation organized and existing under the laws of Utah, and having its principal office and place of business at Salt Lake City, Salt Lake County, Utah, do hereby certify that a special meeting of the stockholders of said corporation was held at the office of said corporation at 2225 South 5th East, Salt Lake City, Utah on the 27th day of December, 1958 at the hour of 10 o'clock a.m. on said day for the purpose of considering and acting upon a proposed amendment of the Articles of Incorporation, which would provide that:

The common stock of the corporation, presently comprised of 800,000 shares of common stock, all having voting power, be changed by amending Article XII of the Articles of Incorporation to provide that said common stock shall be comprised of common voting stock and common non-voting stock in the ratio of one share of common voting stock to ninety-nine shares of common non-voting stock; that the language of Article XIV be changed in order to conform to the concept of the issuance of common non-voting stock; and that Article XV be repealed in its entirety in order to eliminate the special provisions thereof relating to the preemptive rights of stockholders to purchase from selling stockholders.

That all of the stockholders of the corporation were present in person or by proxy at said meeting, having waived notice of meeting in writing and voted in favor of the amendment.

That at said meeting the following resolution was duly adopted by the unanimous vote of all of the stockholders of the corporation, all of which appears by and is of record in the records of said corporation in its said office, to-wit:

RESOLUTION

BE IT HEREBY RESOLVED by the stockholders of the Wasatch Chemical Company, in special meeting assembled on this 27th day of December, 1958, that Article XV of the Articles of Incorporation be revoked and repealed and that Articles XII and XIV be amended to read as follows:

ARTICLE XII

The amount of the capital stock of this Company shall be \$500,000.00 divided into 900,000 shares having the par values set forth below opposite the respective classes. Said shares shall be divided into the following classes:

<u>Class of Shares</u>	<u>Par Value</u>	<u>Number</u>
Common Voting Stock	50¢	8,000 shares
Common Non-Voting Stock	50¢	792,000 "
Preferred Stock	\$1.00	100,000 "

The entire voting power of the corporation shall be vested in the holders of the common voting stock. Holders of the common non-voting stock shall have the same rights as the holders of the common voting stock excepting that they shall have no voting rights whatever.

The preferred stock of the corporation shall receive from its net earnings a 6% annual cumulative dividend before any dividends are paid upon the common stock. Holders of the preferred stock shall not be entitled to vote at meetings of the stockholders of the corporation.

ARTICLE XIV

Each share of the common voting stock shall be entitled to one vote at all meetings of the corporation. A majority vote of the common voting stock will decide all issues of the corporation. Dividends may be declared upon the common stock from time to time out of the surplus earnings or net profits of the corporation and in such amounts as the board of directors may determine. In the event of dissolution or liquidation of the corporation, the holders of the common stock shall be entitled to all of the assets of the corporation remaining after the holders of the preferred stock shall have been paid in full One Dollar (\$1.00) per share, together with all accumulated dividends. The common stock of the corporation shall be assessable. The common stock may be issued as a bonus to the holders of the preferred stock and in consideration for services in the promotion and organization of the corporation.

ARTICLE XV

Article XV is hereby repealed and revoked.

N. D. Thatcher, Jr.
President

LaVar W. Thatcher
Secretary

STATE OF UTAH)
COUNTY OF SALT LAKE)ss.

N. D. THATCHER, JR. and LA VAR W. THATCHER, being first duly sworn, on their oath depose and say that they are respectively the President and Secretary of WASATCH CHEMICAL COMPANY, the Utah corporation above named; that they are the signers of and do hereby acknowledge that they executed the foregoing certificate; that they have read the said certificate and know the contents thereof and that the same is true of their own knowledge.

LaVar W. Thatcher

Subscribed and sworn to before me this 27 day of December, 1958.

J. H. Buttle
Notary Public
Residing at: Bountiful Utah

My Commission expires: