

To all to whom these Presents Shall Come, Greeting:

I, CHARLES F. CARPENTIER, Secretary of State of the State of Illinois,  
do hereby certify that the following and hereto attached is a true  
~~photostatic~~ copy of the Articles of Merger filed October 31,  
1962, wherein COLUMBIA PAINT CO., an Illinois corporation,  
merged into COLUMBIA PAINT CO., a Montana corporation,

the original of which is now on file and a matter of record in this office.

In Testimony Whereof, I hereto set my hand and cause to  
be affixed the Great Seal of the State of Illinois.

Done at the City of Springfield this 31st  
day of October AD 19 62

*Charles F. Carpentier*  
SECRETARY OF STATE





To all to whom these Presents Shall Come, Greeting:

**Whereas**, *Articles of MERGER* duly signed and verified of

COLUMBIA PAINT CO., AN ILLINOIS CORPORATION, MERGED INTO  
COLUMBIA PAINT CO., A MONTANA CORPORATION

have been filed in the Office of the Secretary of State on the 31st  
day of October A.D. 1962, as provided by "THE BUSINESS

CORPORATION ACT" of Illinois, in force July 13, A.D. 1933, as amended;

Now Therefore, I, CHARLES F. CARPENTIER, Secretary of State of the State of Illinois,

by virtue of the powers vested in me by law, do hereby issue this certificate of  
**MERGER** and attach thereto a copy of the *Articles of MERGER*  
of the aforesaid corporation.

**In Testimony Whereof**, Thereto set my hand and cause to  
be affixed the Great Seal of the State of Illinois.

Done at the City of Springfield this 31st  
day of October AD. 1962 and  
of the Independence of the United States  
the one hundred and 87th

(SEAL)

*Charles F. Carpentier*

SECRETARY OF STATE

32

ARTICLES OF MERGER

ARTICLES OF MERGER made and entered into this 15th day of October, 1962, by and between COLUMBIA PAINT CO., a Montana corporation (hereinafter sometimes called "Montana" or "Surviving Corporation"), and its directors or a majority of them, and COLUMBIA PAINT CO., an Illinois corporation (hereinafter sometimes called "Illinois") and its directors or a majority of them,

WITNESSETH:

WHEREAS, Montana and Illinois (hereinafter sometimes called the "Constituent Corporations") desire to merge pursuant to the applicable statutes of the State of Montana and Illinois permitting such merger and in accordance with the PLAN OF MERGER herein set forth; and

WHEREAS, Montana is a corporation duly organized and existing under and by virtue of the laws of the State of Montana, having an authorized capital stock of \$75,000.00, consisting of 7,500 shares of common stock of the par value of \$10.00 per share of which common stock 9 shares are now issued and outstanding; and

WHEREAS, Illinois is a corporation duly organized and existing under and by virtue of the laws of the State of Illinois, having an authorized capital stock consisting of 7,500 shares of common stock of the par value of \$10.00 per share, of which common stock 5,805 shares are now issued and outstanding; and

WHEREAS, the Board of Directors of each of the Constituent Corporations at meetings duly called and held has by resolution declared it advisable for the general welfare and advantage of the Constituent Corporations and their respective

stockholders that the Constituent Corporations merge pursuant to the laws of the State of Montana and Illinois so as to form a single corporation;

NOW THEREFORE, in consideration of the premises and of the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree, in accordance with the applicable provisions of the laws of the States of Montana and Illinois, that Illinois and Montana shall be merged into a single corporation, and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as hereinafter set forth, to-wit:

#### ARTICLE I

##### Surviving Corporation; Articles of Incorporation; By-Laws

1. COLUMBIA PAINT CO., an Illinois corporation, shall be merged into COLUMBIA PAINT CO., a Montana corporation, and as of the effective date of the merger, the corporate existence of COLUMBIA PAINT CO., an Illinois corporation, shall cease, and the corporate existence of COLUMBIA PAINT CO., a Montana corporation, shall continue under the name of COLUMBIA PAINT CO. and be governed by the laws of the State of Montana.

2. The Articles of Incorporation of Montana in force immediately prior to the effective date of merger shall be the Articles of Incorporation of the Surviving Corporation and no change in such Articles of Incorporation shall be effected by the merger; provided, however, that the Surviving Corporation reserves the right from and after the effective date of the merger to amend, alter, change or repeal its Articles of Incorporation in the manner now or hereafter prescribed by statute.

3. The By-Laws of Montana in force immediately prior

to the effective date of the merger shall be the By-laws of the Surviving Corporation until the same shall be amended, altered, changed or repealed.

## ARTICLE II

### Conversion of Shares of the Constituent Corporations

1. The manner of converting shares of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

- (a) Each share of common stock of the par value of \$10.00 per share of Montana issued and outstanding on the effective date of the merger shall continue to be one share of common stock of the par value of \$10.00 per share of the Surviving Corporation, and
- (b) Each share of common stock of the par value of \$10.00 per share of Illinois issued and outstanding on the effective date of the merger shall be changed and converted into one share of common stock, of the par value of \$10.00 per share, of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding.

2. After the merger becomes effective, each holder of an outstanding certificate or certificates theretofore representing common stock of Illinois may surrender the same to the Surviving Corporation or an agent appointed by it, and such holder shall be entitled upon such surrender to receive in exchange therefore a certificate or certificates representing the number of full shares of common stock of the Surviving Corporation and to which the shares of common stock of Illinois theretofore represented by the certificate or certificates so surrendered shall have been changed and converted. Until so surrendered each outstanding certificate which prior to the effective date of the merger represented shares of common stock of Illinois shall be deemed, for all corporate purposes other than payment of dividends, to evidence ownership of the number

of full shares of common stock of the Surviving Corporation into which the same shall have been so changed and converted. No dividends payable to the holders of record of the common stock of the Surviving Corporation as of any date subsequent to the effective date of the merger shall be paid to the holder of any outstanding common stock certificate of Illinois until such certificate shall be so surrendered; however, upon such surrender of any such outstanding common stock certificate or certificates of Illinois, there shall be paid to the record holder of the certificate or certificates for shares of common stock of the Surviving Corporation issued upon such surrender the amount of such dividends which theretofore became payable with respect to such shares of the common stock of the Surviving Corporation. No interest shall be payable with respect to any dividends.

### ARTICLE III

#### Directors and Officers of Surviving Corporation; Capital Stock

1. Initially, the Board of Directors of the Surviving Corporation shall consist of the persons who are directors of Montana when the merger becomes effective and such directors shall serve until their respective successors are duly elected and qualified.

2. The persons who are the officers of Montana when the merger becomes effective shall continue as such officers of the Surviving Corporation until the Board of Directors shall otherwise determine. Other persons may be elected or appointed to other offices from time to time in accordance with the By-Laws of the Surviving Corporation.

3. On the effective date of the merger, the capital of the Surviving Corporation shall be an amount equal to the aggregate par value of all of the issued shares of capital stock of the Surviving Corporation, after giving effect to the terms

and provisions of these Articles of Merger.

#### ARTICLE IV

##### Prohibited Actions

1. Prior to the effective date of the merger neither of the Constituent Corporations will engage in any activity or transaction other than in the ordinary course of business without first obtaining the approval of the other, and neither of them will issue any rights to subscribe to, or to convert any obligation into, any shares of its capital stock, or issue or sell any shares of its capital stock otherwise than upon exercise of a right of purchase or conversion outstanding at the time of execution of these Articles of Merger. Neither of the Constituent Corporations will declare any dividend on its common stock prior to the effective date of the merger.

#### ARTICLE V

##### Effect of Merger

1. When the merger becomes effective, the Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation, and the separate existence of Illinois shall cease.

2. The Surviving Corporation shall possess all of the rights, privileges, powers and franchises as well of a public as of a private nature, and shall be subject to all of the restrictions, disabilities, duties and liabilities of each of the Constituent Corporations.

3. The Surviving Corporation shall be vested with all property, real, personal and mixed and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or to each of said Constituent Corporations, and the

title to any real estate, or any interest therein, vested in any of such Constituent Corporations shall not revert to or be in any way impaired by reason of such merger.

4. The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against any of such Constituent Corporations may be prosecuted to judgment as if such merger had not taken place, or such Surviving Corporation may be substituted in its place. All rights of creditors and all liens upon any property of either of said Constituent Corporations shall be preserved unimpaired and all debts, liabilities and duties of the respective Constituent Corporations shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

5. From time to time as and when requested by the Surviving Corporation, or its successors or assigns, and to the extent permitted by law, each of the Constituent Corporations shall execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take, or cause to be taken, such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to, and possession of, the property of Illinois acquired or to be acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of Illinois and the proper officers and directors of the Surviving Corporation are fully authorized, in the name of Illinois or otherwise, to take any and all such action.



## ARTICLE VI

### Abandonment of Merger

1. Anything herein or elsewhere to the contrary notwithstanding, these Articles of Merger may be terminated and abandoned before the same become effective:

- (a) By mutual consent of the Boards of Directors of both Constituent Corporations;
- (b) By the Board of Directors of either of the Constituent Corporations if any material litigation shall be pending or threatened against or affecting either of the Constituent Corporations, or any of their respective assets, or the merger which litigation, in the judgment of such Board, renders it inadvisable to proceed with the merger;
- (c) By the Board of Directors of either of the Constituent Corporations if any of the plants of the other one of those corporations shall have been damaged by fire or other casualty, whether or not insured, which damage, in the judgment of such Board, would materially and adversely affect the conduct of the business of such other corporation;
- (d) By the Board of Directors of either of the Constituent Corporations, if, in the opinion of such Board of Directors, the merger is impracticable or undesirable by reason of the number of shares of stock of Montana or of Illinois which are not represented by the day of the respective stockholders' meetings by proxies in favor of the merger, or by reason of the number of shares of stock of Montana or of Illinois which are voted, or are represented by the day of the respective stockholders' meetings by proxies to be voted, against the merger, or by reason of objections or demands for payment for stock filed by holders of stock of Montana or of Illinois; or
- (e) By the Board of Directors of either of the Constituent Corporations if these Articles of Merger are not duly approved by the stockholders of the respective Constituent Corporations on or prior to October 23, 1962.

2. In the event of termination and abandonment of these Articles of Merger by the Board of Directors of either of the Constituent Corporations, or the Boards of both, as above pro-

vided, notice shall be given to the other Constituent Corporation, and thereupon these Articles of Merger shall become wholly void and of no effect and there shall be no liability on the part of either of the Constituent Corporations or their respective Boards of Directors or stockholders.

## ARTICLE VII

### Effective Date

1. These Articles of Merger and the Plan of Merger herein set forth shall be submitted to the stockholders of each of the Constituent Corporations as provided by the applicable laws of the States of Illinois and Montana at meetings that shall be held on or before October 23, 1962, or such later date as the Boards of Directors of the Constituent Corporations shall mutually approve. If these Articles of Merger and the Plan of Merger herein set forth shall be duly authorized and adopted by the requisite votes of stockholders and are not terminated or abandoned pursuant to the provisions of Article VI, they shall be executed, acknowledged, verified, filed and recorded in accordance with the laws of the States of Illinois and Montana. The merger shall become effective upon the issuance of a Certificate of Merger by the Secretary of State of the State of Illinois, and the date of the issuance of such certificate is herein sometimes called the effective date of the merger. The Constituent Corporations shall do all such other acts and things that shall be necessary or desirable in order to effectuate the merger.

2. For the convenience of the parties and to facilitate the filing and recording of these Articles of Merger, any number of counterparts hereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

## ARTICLE VIII

### Dissenting Shareholders; Service of Process

1. The Surviving Corporation agrees that it may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of Illinois and any proceeding for the enforcement of the rights of a dissenting shareholder of Illinois against the Surviving Corporation, and does hereby irrevocably appoint the Secretary of State of the State of Illinois as its agent to accept service of process in any such proceeding. The address to which a copy of any such process shall be mailed is COLUMBIA PAINT CO., 1517 Dodge, Helena, Montana.

2. The Surviving Corporation agrees that it will promptly pay to the dissenting shareholders, if any, of the Constituent Corporations, respectively, the amount, if any, to which they shall be entitled under the provisions of the laws of the States of Illinois and Montana, respectively, with respect to the rights of dissenting shareholders.

3. The Surviving Corporation agrees to file with the Secretary of State of the State of Montana and the Secretary of State of the State of Illinois any and all such separate instruments or writings as shall be required to effectuate the purposes of this Article.

## ARTICLE IX

### Expenses of Merger

1. All expenses incident to the merger shall be paid by the Surviving Corporation; provided, however, that in the event the merger contemplated hereby shall not be consummated for any reason, all expenses incident to preparation or carrying these Articles of Merger into effect and consummating the merger shall be borne, share and share alike, by the

Constituent Corporations.

IN WITNESS WHEREOF, these Articles of Merger have been signed by the directors, or a majority thereof, of COLUMBIA PAINT CO., a Montana corporation, and COLUMBIA PAINT CO., an Illinois corporation, under their respective corporate seals, and have likewise been signed by each of said corporations, by its President and Secretary hereunto duly authorized, and the corporate seal of each said corporation has been hereunto affixed and attested by its Secretary, all as of the day and year first above written.

W. W. Shropshire  
W. W. Shropshire

L. H. Larison  
L. H. Larison

W. H. Porter  
W. H. Porter

R. W. Klatt  
R. W. Klatt

W. H. Porter, Jr.  
W. H. Porter, Jr.

M. B. Weinstein  
M. B. Weinstein

H. J. Luxan  
H. J. Luxan

James R. Howeth  
James R. Howeth

G. H. Bansch  
G. H. Bansch

(Corporate Seal of COLUMBIA  
PAINT CO., a Montana Cor-  
poration)

Constituting all of the Mem-  
bers of the Board of Directors  
of COLUMBIA PAINT CO., a  
Montana Corporation.

\* \* \* \* \*

W. W. Shropshire  
W. W. Shropshire

W. H. Porter  
W. H. Porter

M. B. Weinstein  
M. B. Weinstein

I. H. Larison  
I. H. Larison

G. H. Bansch  
G. H. Bansch

(Corporate Seal of COLUMBIA  
PAINT CO., an Illinois Cor-  
poration)

Constituting all of the Mem-  
bers of the Board of Directors  
of COLUMBIA PAINT CO., an  
Illinois corporation.

County of Lewis and Clark )

: SS.

We, the undersigned, L. H. LARISON and W. W. SHROPSHIRE,

The foregoing Articles of Merger for the merger of

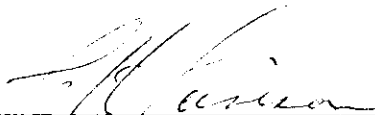
The Articles of Merger were duly submitted to the stock-

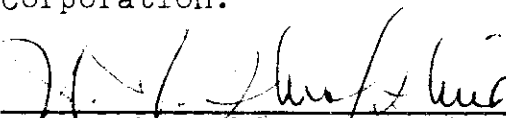
At said special meeting of the stockholders of COLUMBIA

standing shares, to-wit 9 shares of the corporation were represented either in person or by proxy, and were voted for or against the authorization and adoption of said Articles of Merger and said Plan of Merger as follows: For: 9 shares; Against: None; Not Voting; None.

The said special meeting of the stockholders of COLUMBIA PAINT CO., a Montana corporation, was held separately from any meeting of the stockholders of COLUMBIA PAINT CO., an Illinois corporation, and at said special meeting of the stockholders of COLUMBIA PAINT CO., a Montana corporation, the Articles of Merger and the Plan of Merger therein set forth were considered, and the vote by ballot for the adoption or rejection thereof was taken separately from the consideration of the Articles of Merger and Plan of Merger given, and the vote for the adoption or rejection taken, by the stockholders of COLUMBIA PAINT CO., an Illinois corporation.

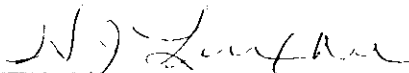
IN WITNESS WHEREOF, we have hereunto set our hands and have caused the official seal of COLUMBIA PAINT CO., a Montana corporation, to be hereunto affixed, this 15th day of October, 1962.

  
\_\_\_\_\_  
L. H. Larison, President of  
COLUMBIA PAINT CO., a Montana  
Corporation.

  
\_\_\_\_\_  
W. W. Shropshire, Secretary of  
COLUMBIA PAINT CO., a Montana  
Corporation.

(CORPORATE SEAL)

Subscribed and sworn to before me this 15th day of October, 1962.

  
\_\_\_\_\_  
Notary Public for the State of Montana  
Residing at Helena, Montana  
My Commission expires July 1, 1963

(NOTARIAL SEAL)

STATE OF MONTANA )  
County of Lewis and Clark)

) ss. CERTIFICATE AND VERIFICATION  
) OF PRESIDENT AND SECRETARY OF  
) COLUMBIA PAINT CO., AN ILLINOIS  
CORPORATION.

We, the undersigned, L. H. LARISON and W. W. SHROPSHIRE, hereby certify that we are, respectively, the duly elected, qualified and acting President and Secretary of COLUMBIA PAINT CO., a corporation organized and existing under and by virtue of the laws of the State of Illinois, and do further certify and verify that:

The foregoing Articles of Merger for the merger of COLUMBIA PAINT CO., an Illinois corporation, into COLUMBIA PAINT CO., a Montana corporation, was signed under the corporate seal of COLUMBIA PAINT CO., an Illinois corporation, by a majority of its directors, after the directors of the corporation and its Board of Directors, by resolution adopted by at least a majority vote of all of the members of the board, had approved the Articles of Merger and the Plan of Merger therein set forth at a meeting of the Board duly held for the purpose of considering the same.

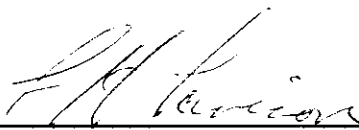
The Articles of Merger outlining the Plan of Merger therein set forth were duly submitted to the stockholders of COLUMBIA PAINT CO., an Illinois corporation, at a meeting thereof separately called by the Board of Directors of the corporation for the purpose of considering and acting upon the same, and separately duly held on October 15, 1962, at 1517 Dodge Avenue in the City of Helena, County of Lewis and Clark, State of Montana, of the time, place and object of which meeting all notice has been waived in writing by the owners and holders of all of the issued and outstanding capital stock of the corporation entitled to such notice. The By-Laws of COLUMBIA PAINT CO., an Illinois corporation, in effect at that date, provided among other things, that special meetings

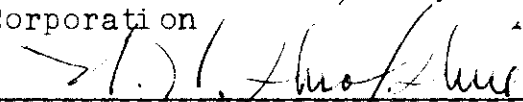
of its stockholders held upon call of its Board of Directors shall be held at such place within or without the State of Illinois as may be fixed by the Board of Directors, and as may be stated in the notice setting forth such call. The Board of Directors fixed the above mentioned address as the place at which said special meeting of stockholders should be held.

At such special meeting of stockholders of COLUMBIA PAINT CO., an Illinois corporation, all of the issued and outstanding shares, to-wit, 5,805 shares of the corporation were represented either in person or by proxy, and were voted for or against the authorization and adoption of said Articles of Merger and said Plan of Merger as follows: For: 5,805 shares; Against: No Shares; Not Voting: No shares.

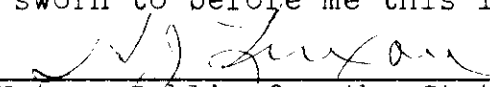
The said special meeting of the stockholders of COLUMBIA PAINT CO., an Illinois corporation, was held separately from any meeting of the stockholders of COLUMBIA PAINT CO., a Montana corporation, and at said special meeting of the stockholders of COLUMBIA PAINT CO., an Illinois corporation, the Articles of Merger and the Plan of Merger therein set forth were considered and the vote by ballot for the adoption or rejection thereof was taken, separately from the consideration of the Articles of Merger and the Plan of Merger given and the vote for the adoption or rejection thereof taken, by the stockholders of COLUMBIA PAINT CO., a Montana corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and caused the corporate seal of COLUMBIA PAINT CO., an Illinois corporation to be hereunto affixed this 15th day of October, 1962.

  
\_\_\_\_\_  
L. H. Larison, President of  
COLUMBIA PAINT CO., an Illinois  
Corporation

  
\_\_\_\_\_  
W. W. Shropshire, Secretary of  
COLUMBIA PAINT CO., an Illinois  
Corporation

Subscribed and sworn to before me this 15th day of October, 1962.

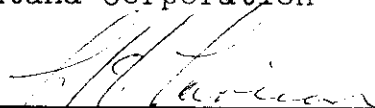
  
\_\_\_\_\_  
Notary Public for the State of Montana  
Residing at Helena, Montana  
My Commission expires July 1, 1963

(NOTARIAL SEAL)



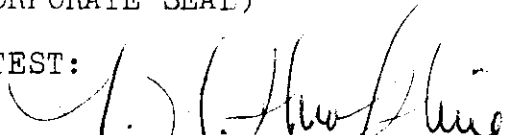
The above and foregoing Articles of Merger and the Plan of Merger therein set forth having been duly authorized, approved and adopted by the affirmative vote of the holders of at least two-thirds (2/3rds) of the outstanding shares entitled to vote of each of the corporate parties hereto, and the fact of such authorization, approval and adoption having been duly certified and verified by the President and Secretary of each of the corporate parties hereto, all in accordance with law, said Articles of Merger are hereby signed in the name and on the behalf of each of the said corporations by their respective Presidents and Secretaries, under their respective corporate seals, as of this 15th day of October, 1962.

COLUMBIA PAINT CO.,  
a Montana Corporation

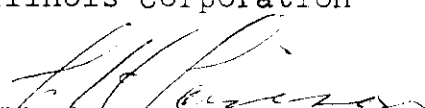
By   
I. H. Larison, President

(CORPORATE SEAL)

ATTEST:

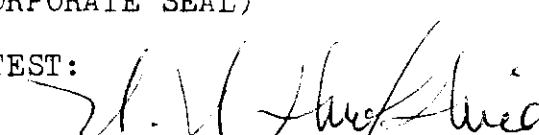
  
W. W. Shropshire, Secretary

COLUMBIA PAINT CO.,  
an Illinois Corporation

By   
L. H. Larison, President

(CORPORATE SEAL)

ATTEST:

  
W. W. Shropshire, Secretary

STATE OF MONTANA )  
 : ss.  
County of Lewis and Clark ).

On this 15th day of October, 1962, before me, a Notary Public for the State of Montana, personally appeared I. H. LARISON and W. W. SHROPSHIRE, known to me to be the President and Secretary, respectively, of COLUMBIA PAINT CO., a Montana corporation, and the persons whose names are subscribed to the within Articles of Merger as such President and Secretary, and acknowledged to me that they executed the same on behalf of said corporation, and that said Articles of Merger constitute the act, deed and agreement of such corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and af-  
fixed my Notarial Seal the day and year first above written.

*N. J. Lujan*  
Notary Public for the State of Montana  
Residing at Helena, Montana  
My Commission expires July 1, 1963

(NOTARIAL SEAL)

STATE OF MONTANA )  
 ) ss.  
County of Lewis and Clark )

On this 15th day of October, 1962, before me, a Notary Public for the State of Montana, personally appeared I. H. LARISON and W. W. SHROPSHIRE, known to me to be the President and Secretary, respectively, of COLUMBIA PAINT CO., an Illinois corporation, and the persons whose names are subscribed to the within Articles of Merger as such President and Secretary, and acknowledged to me that they executed the same on behalf of said corporation, and that said Articles of Merger constitute the act, deed and agreement of such corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and af-  
fixed my Notarial Seal the day and year first above written.

W. J. Zuercher  
Notary Public for the State of Montana  
Residing at Helena, Montana  
My Commission expires July 1, 1963

(NOTARIAL SEAL)