

State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

ELJAY CHEMICAL COMPANY

a corporation duly organized and existing under the laws of ~~Belgium~~ 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 **5th** day of **January** 19 **66** a properly authenticated copy of its articles of incorporation, and on the **5th** day of **January** 19 **66** a designation of **T. E. Eberle or W. C. Roden** in the County of **Ada** 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 **5th** day of **January**, A.D. 19 **66**.

Secretary of State.

State of Delaware



Office of Secretary of State.

J. Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "ENJAY CHEMICAL COMPANY", as
received and filed in this office the third day of January, A.D.
1966, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this third day
of January in the year of our Lord
one thousand nine hundred and sixty-six.

Elisha C. Dukes

Secretary of State

A. F. Douns

Asst. Secretary of State

CONSENT TO USE OF NAME

ENJAY, INC. a corporation organized under the laws of the State of Delaware, hereby consents to the qualification of ENJAY CHEMICAL COMPANY in the State of Idaho.

IN WITNESS WHEREOF, the said ENJAY, INC. has caused this consent to be executed by its president and attested under its corporate seal by its secretary, this 21st day of December, 1965.

ENJAY, INC.

By *C. G. Garrison Jr.* ^{*KGK*}
President

ATTEST:

John A. Hammerbacher Jr.
Secretary

(SEAL)

CERTIFICATE OF INCORPORATION

OF

ENJAY CHEMICAL COMPANY

FIRST: The name of the corporation is ENJAY CHEMICAL COMPANY.

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

THIRD: The nature of the business or the objects and purposes to be transacted, promoted and carried on, are to do any or all of the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, subject to applicable and valid laws, viz.:

1. To engage generally in all phases of the chemical business.

2. More specifically, to enter into, maintain, operate or carry on in all its branches the business of preparing, manufacturing, handling, dealing in, buying, holding, owning, storing, using, distributing, furnishing, supplying, engaging in research in, transmitting, transporting and selling, renting and otherwise disposing of, chemicals, chemical compounds and substances, chemical processes, chemical products, the raw materials used therein and products derived, blended or fabricated from chemical products, of every kind, character and description, and for such or any of such purposes to buy, exchange, license, contract for, lease and in any and all other ways acquire, take, hold, own, to sell, mortgage, lease and otherwise dispose of, and to construct, manage, maintain, deal in and operate manufacturing and refining facilities, tanks, reservoirs, plants, machinery, warehouses, wharves, pipelines, pumping facilities, terminals,

automotive, railroad and other transportation devices, vehicles and equipment, and vessels or water-craft of every kind, character and description, and otherwise to deal in, operate, establish, promote, carry on, conduct and manage any and all other real and personal property that may in anywise be deemed advisable in connection with any of the business activities set forth in this Certificate of Incorporation of the corporation or any branch thereof, or that may be deemed convenient at any time by the board of directors of the corporation.

3. To provide or obtain operating, technological and other services to or from other persons and corporations engaged in the business hereinbefore referred to.

4. To purchase or otherwise acquire the whole or any part of the capital stock, property, assets, business, good will or rights, or any combination thereof and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guaranties, liabilities and obligations of any person, firm, association, corporation or organization, and to pay for the same or any part or combination thereof in cash, shares of the capital stock, bonds, debentures, debenture stock, notes and other obligations of this corporation or of other corporations or otherwise, or by undertaking and assuming the whole or any part of the liabilities or obligations of the transferor; and to hold or in any manner dispose of the whole or any part of the capital stock, property and assets so acquired or purchased, and to conduct or assist or advise in conducting in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

5. To purchase, apply for, register, obtain or otherwise acquire, and to hold, own, use, operate, develop and introduce, and sell, lease, license, assign, pledge or in any manner dispose of and in any manner deal with and contract with reference to

letters patent, patents, patent rights, patented processes, designs and similar rights, copyrights, trademarks, tradenames and similar rights granted by the United States or any other government or country, or any interest therein or any inventions or discoveries, and to acquire, own, use or in any manner dispose of any and all inventions, improvements, and processes, labels, designs, marks, brands or other rights, and to work, operate or develop the same.

6. To acquire by purchase, subscription or otherwise, and to receive, invest in, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, district, municipality or other political subdivision or by any governmental agency, government corporation or entity, colony, zone, protectorate, dependency or trusteeship, and as owner thereof to possess and exercise in any lawful manner all the rights, powers and privileges of ownership, including, but not by way of limitation, the right to execute consents and vote, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof, or to possess and exercise in any lawful manner any other right, power or privilege of ownership, whether similar or dissimilar to those hereinbefore stated.

7. To promote or to aid in any lawful manner, financially or otherwise, any corporation or association of which any stocks, bonds or other evidences of indebtedness or securities are held directly or indirectly by this corporation; and for this purpose

to have the authority to guarantee the contracts, dividends, stocks, bonds, notes and other obligations of such other corporations or associations; and to do any other lawful acts or things designed to protect, preserve, improve or enhance the value of the same.

8. To organize or cause to be organized under the laws of any government (foreign or domestic), a corporation or corporations for the purpose of accomplishing any or all of the objects or purposes for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

9. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation (public, governmental, or private), government, governmental agency or entity.

10. To borrow or raise moneys for any of the purposes or objects of the corporation and, from time to time, without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any of the same and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

11. To make loans to any person, firm or corporation, either with or without security.

12. To have one or more offices to carry on all or any of its operations and business, to own, lease, maintain, operate,

adapt, utilize, buy, sell, and otherwise deal in and with all equipment, articles, ingredients, materials, apparatus, machinery, implements, processes, techniques and things used or of use in the manufacture, compounding, maintenance, working, transportation or selling of any chemical substance whether alone or in connection with products of which they are ingredients or in the manufacture or compounding of which they are a factor, and without restriction or limit as to amount to purchase, lease, rent or otherwise acquire, hold, own, mortgage or otherwise encumber, and to sell, convey, lease, rent or otherwise dispose of real and personal property of every class and description, whether similar or dissimilar to that property hereinbefore set forth.

13. To carry on as principal, agent, factor, licensee or licensor, commission merchant, or otherwise, the said business or businesses hereinbefore referred to, and each and every part thereof.

14. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof; and to have all the rights, powers and privileges now or hereafter conferred by the laws of the State of Delaware upon a corporation organized under the General Corporation Law of the State of Delaware, or under any act amendatory thereof, supplemental thereto or in substitution therefor.

The foregoing clauses shall be construed both as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation; and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article

Third of this Certificate of Incorporation shall, except as otherwise expressly provided, in. nowise be limited or restricted by reference to or inference under the terms of any other clause or paragraph of this Article or of any other Article of this Certificate of Incorporation, but that each of the purposes, objects and powers specified in this Article and each of the Articles or paragraphs of this Certificate of Incorporation shall be regarded as independent purposes, objects and powers. Nothing herein contained shall be deemed to authorize the corporation to carry on any business or exercise any power or do any act which a corporation organized under the General Corporation Law of Delaware may not at the time lawfully carry on, excercise or do.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000); all of such shares shall be without par value.

FIFTH: The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.).

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

<u>Names</u>	<u>Residences</u>
<u>S. H. Livesay</u>	<u>Wilmington, Delaware</u>
<u>F. J. Obara, Jr.</u>	<u>Wilmington, Delaware</u>
<u>A. D. Grier</u>	<u>Wilmington, Delaware</u>

SEVENTH: The corporation is to have perpetual existence.

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

NINTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, amend or repeal the bylaws of the corporation.

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

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock ledger), or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation, except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

By resolution or resolutions passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the bylaws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the bylaws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

TENTH: In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any partnership or association shall be affected or invalidated

by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; any director may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm, association or partnership; the foregoing is not intended and should not be construed as authorizing any director, officer or employee of this corporation to appropriate from the corporation for his individual benefit any corporate opportunity or right of the corporation, and while the validity of contracts and transactions between this corporation and said other corporations, firms, associations or partnerships shall be fully binding under the circumstances set forth above, any director, officer or employee of this corporation shall be accountable to this corporation for any individual benefit he might receive as the result of any conflict of interest incurred by him in any of the above-described transactions.

ELEVENTH: Meetings of stockholders may be held without the State of Delaware, if the bylaws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the board of directors or in the bylaws of the corporation.

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

WE, THE UNDERSIGNED, being each of the incorporators here-
inbefore named for the purpose of forming a corporation pursuant
to the General Corporation Law of the State of Delaware, do
make this certificate, hereby declaring and certifying that the
facts herein stated are true, and accordingly have hereunto set
our hands and seals this 28th day of December,
A.D. 1965.

S. H. Livesay (SEAL)

F. J. Obara, Jr. (SEAL)

A. D. Grier (SEAL)

STATE OF DELAWARE)
COUNTY OF NEW CASTLE) SS

BE IT REMEMBERED, That on this 28th day of December,
A.D. 1965, personally came before me, a Notary Public for the
State of Delaware, S. H. Livesay, F. J. Obara, Jr.
and A. D. Grier,

all of the parties to the foregoing Certificate of Incorporation
known to me personally to be such, and severally acknowledged
the said certificate to be the act and deed of the signers
respectively and that the facts therein stated are truly set
forth.

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

A. Dana Atwell
Notary Public

A. DANA ATWELL
NOTARY PUBLIC
APPOINTED OCT. 29, 1965
STATE OF DELAWARE
TERM TWO YEARS