



# State of DELAWARE

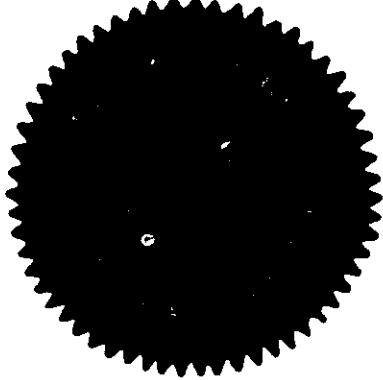
Office of SECRETARY OF STATE

*I, Robert H. Reed, 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 Agreement of Merger of the "SPROUT, WALDRON & COMPANY, INC.", a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, merging with and into the "KOPPERS COMPANY, INC.", a corporation organized and existing under the laws of the State of Delaware, under the name of "KOPPERS COMPANY, INC.", as received and filed in this office the twenty-first day of October, A.D. 1975, at 10 o'clock A.M.*

*And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.*

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this twenty-ninth day of October in the year of our Lord one thousand nine hundred and seventy-five.

  
  
 Robert H. Reed  
 Secretary of State

  
 Grover A. Biddle

Grover A. Biddle Assistant Secretary of State

ARTICLES OF MERGER

THESE ARTICLES OF MERGER, dated October 20, 1975,  
between KOPPERS COMPANY, INC. ("Koppers") and SPROUT, WALDRON  
& COMPANY, INC. ("Sprout-Waldron"),

W I T N E S S E T H:

WHEREAS, Koppers is a corporation duly organized and existing under the laws of the State of Delaware and maintains its registered office at 100 W. Tenth Street, Wilmington, Delaware; and Sprout-Waldron is a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania and maintains its registered office at 211 Logan Street, Muncy, Pennsylvania (Koppers and Sprout-Waldron each being herein sometimes called a Constituent Corporation and being sometimes together called Constituent Corporations); and

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of the corporations and their stockholders that Sprout-Waldron be merged into Koppers;

NOW, THEREFORE, in consideration of the premises and the mutual promises and covenants and subject to the conditions herein set forth, the Constituent Corporations agree as follows:

1. At the close of business on the day these Articles of Merger are filed as required by the laws of the State of Delaware and the Commonwealth of Pennsylvania (the Effective Date of the Merger), the Constituent Corporations shall be merged into a single corporation by Sprout-Waldron merging into and with Koppers, herein sometimes called the Surviving Corporation, which shall survive the merger, pursuant to the provisions of the General Corporation Law of the State of Delaware. Upon such merger becoming effective, the separate existence of Sprout-Waldron shall (except insofar as it may be continued by statute) cease and it shall be merged with and into Koppers; and Koppers shall possess all the property, rights, privileges, powers and franchises, and shall be subject to all the debts, liabilities and duties of Sprout-Waldron.

2. The name of the Surviving Corporation shall be KOPPERS COMPANY, INC.

3. From and after the Effective Date of the Merger the Certificate of Incorporation of the Surviving Corporation in effect on such effective date shall continue in force as the Certificate of Incorporation of the Surviving Corporation until the same may be further amended as provided by law.

4. From the Effective Date of the Merger and until thereafter amended as permitted by law, the By-Laws of Koppers, as amended and in force on the Effective Date of the Merger, shall be and become the By-Laws of the Surviving Corporation.

5. The manner and basis of converting shares of the Constituent Corporations shall be as follows:

A. The shares of capital stock of Koppers issued and outstanding on the Effective Date of the Merger shall remain unchanged, and each certificate of Koppers evidencing ownership of any such shares shall continue to evidence ownership of the same number of shares of the Surviving Corporation.

B. Each share of Sprout-Waldron Class A voting common stock and Class B non-voting common stock issued and outstanding on the Effective Date of the Merger, except shares registered in the name of Miss Margaret Waldron or her administrators or executors, shall, by virtue of the merger, be converted into 7.029524 shares of the common stock of Koppers, and each share of the Class A voting common stock and Class B non-voting common stock issued and outstanding on the Effective Date of the Merger registered in the name of Miss Margaret Waldron or her administrators or executors shall, by virtue of the merger, be converted into 4.349243 shares of the common stock of Koppers and the right to receive on the second anniversary of the Effective Date of the Merger, 3.2132736 deferred shares of the common stock of Koppers; provided, however, that such number of deferred shares shall be subject to reduction in accordance with the provisions of a Security Agreement dated June 16, 1975; provided, further, however, that no fractional shares of Koppers common stock shall be issued

and that persons otherwise entitled to such a fractional share shall receive a cash payment in lieu thereof equivalent to the corresponding fraction of the closing price of a share of common stock of Koppers on the New York Stock Exchange, Inc., on the most recent trading day prior to the Effective Date of the Merger. Each share of the common stock of Sprout-Waldron held in its treasury immediately prior to the Effective Date of the Merger shall not be converted into common stock of Koppers but shall automatically be cancelled on the Effective Date of the Merger. The aforesated exchange ratio of 3.2132736 deferred shares of Koppers common stock for certain shares of common stock of Sprout-Waldron shall be subject to adjustment to take into account and fully reflect the effect of any stock split, reverse stock split, stock dividend, reorganization, recapitalization, or other like changes with respect to common stock of Koppers occurring after the Effective Date of the Merger and prior to the date of delivery of such deferred shares by Koppers. Instructions will be sent to the holders of Sprout-Waldron common stock advising them of the procedures for exchanging their certificates for certificates represented by Koppers common stock. Each holder of an outstanding certificate representing shares of Sprout-Waldron common stock converted as aforesaid who shall have surrendered the same to Koppers shall be entitled to receive a certificate or certificates representing the number of

full shares of Koppers common stock into which the Sprout-Waldron common stock represented by the certificate or certificates so surrendered shall have been converted, together with cash equal to the fair value of any fractional share to which the shareholder is entitled and all dividends and distributions accrued but unpaid upon the shares represented by such certificate, without interest. Except as otherwise provided under Sections 515, 902 and 908 of the Business Corporation Law of Pennsylvania, each outstanding certificate which, prior to the Effective Date of the Merger, represented Sprout-Waldron common stock shall be deemed to evidence ownership of the whole number of shares of Koppers common stock into which the Sprout-Waldron common stock has been converted, provided that dividends and other distributions thereon, without interest, need not be paid to the holder thereof until the certificates shall be surrendered for exchange.

C. If any shareholder of Sprout-Waldron shall not surrender his or her certificate of Sprout-Waldron for exchange into certificates of Koppers on or before the sixth anniversary of the Effective Date of the Merger, he or she shall forfeit his or her interest in the shares of Koppers common stock represented thereby, together with all accrued and unpaid dividends and other distributions thereon. Thereupon, such shares shall revert to Koppers as treasury shares.

D. If any certificate for shares of Koppers is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of the issuance thereof that the certificate surrendered be properly endorsed and otherwise be in proper form for transfer and that the person requesting the exchange pay to the Exchange Agent any transfer or other taxes required by reason of issuance of a certificate for shares of Koppers in any name other than that of the registered holder of the certificate surrendered, or establish to the satisfaction of the Exchange Agent that the tax has been paid or is not payable.

6. At any time prior to the filing of these Articles of Merger with the Secretary of State of Delaware or the Secretary of State of Pennsylvania, these Articles of Merger may be terminated by the Boards of Directors of the Constituent Corporations notwithstanding approval hereof by the shareholders of Sprout-Waldron and the Board of Directors of Koppers.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective corporate names by their respective officers thereunto duly authorized and have caused their respective corporate seals to be impressed hereon on this 20th day of

October, 1975.

ATTEST:

KOPPERS COMPANY, INC.

(Corporate  
Seal)

s/ John F. Ramser

By s/ D. L. DeVries

Assistant Secretary

Vice President

ATTEST:

SPROUT, WALDRON & COMPANY, INC.

(Corporate  
Seal)

s/ Lewis M. Soars

By s/ H. Marshall Soars, Jr.

Secretary

President

I, JOHN F. RAMSER, Assistant Secretary of KOPPERS COMPANY, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Articles of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of SPROUT, WALDRON & COMPANY, INC., a corporation of the Commonwealth of Pennsylvania, was duly adopted by the stockholders of SPROUT, WALDRON & COMPANY, INC. and, pursuant to Section 251(f) of the General Corporation Law of the State of Delaware, by the Board of Directors of KOPPERS COMPANY, INC., and that, as of the date hereof, the number of outstanding shares of KOPPERS COMPANY, INC. are such as to render said Section 251(f) applicable.

WITNESS my hand on this 20th day of October, 1975.

s/ John F. Ramser  
Assistant Secretary

(Corporate Seal)

THE ABOVE ARTICLES OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and the Pennsylvania Business Corporation Law, the President or Vice President of each corporate party thereto does now hereby execute the said Articles of Merger and the Secretary or Assistant Secretary of each corporate party thereto does now hereby attest the said Articles of Merger, as the respective act, deed and agreement of each of said corporations, on this 20th day of October, 1975.

ATTEST:

KOPPERS COMPANY, INC.

(Corporate Seal)

s/ John F. Ramser  
Assistant Secretary

By s/ D. L. DeVries  
Vice President

ATTEST:

SPROUT, WALDRON & COMPANY, INC.

(Corporate Seal)

s/ Lewis M. Soars  
Secretary

By s/ H. Marshall Soars, Jr.  
President

COMMONWEALTH OF PENNSYLVANIA ) .  
 ) SS:  
COUNTY OF LYCOMING )

BE IT REMEMBERED, that on this 20th day of October,  
A. D., 1975, personally came before me, Helen I. Turner,  
a Notary Public in and for the county and state aforesaid, D. L. DeVries,  
Vice President of KOPPERS COMPANY, INC., a corporation of the State of  
Delaware and one of the corporations described in and which executed the  
foregoing Articles of Merger, known to me personally to be such, and he  
the said Vice President, as such Vice President, duly executed said Articles  
of Merger before me and acknowledged said Articles of Merger to be the  
act and deed of said Koppers Company, Inc., and that the facts stated therein  
are true, that the signatures of the said Vice President and the Asst. Secretary  
of said corporation to said foregoing Articles of Merger are in the handwriting  
of the said Vice President and the Asst. Secretary of said Koppers Company, Inc.,  
and that the seal affixed to said Articles of Merger is the common corporate seal  
of said corporation.

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

(Notary Seal)

s / Helen L. Turner

Notary Public in and for the County of  
Lycoming and Commonwealth of Pennsylvania  
My commission expires February 6, 1979

COMMONWEALTH OF PENNSYLVANIA )

) SS:  
COUNTY OF LYCOMING )  
)

BE IT REMEMBERED, that on this 20th day of October,  
A. D., 1975, personally came before me, Helen I. Turner,  
a Notary Public in and for the County and Commonwealth aforesaid,  
H. Marshall Soars, Jr., President of SPROUT, WALDRON & COMPANY, INC.,  
a corporation of the Commonwealth of Pennsylvania and one of the corporations  
described in and which executed the foregoing Articles of Merger, known to  
me personally to be such, and he the said President, as such President, duly  
executed said Articles of Merger before me and acknowledged said Articles  
of Merger to be the act and deed of said Sprout, Waldron & Company, Inc.,  
and that the facts stated therein are true, that the signatures of the said  
President and the Secretary of said corporation to said foregoing Articles of  
Merger are in the handwriting of the said President and Secretary of said  
Sprout, Waldron & Company, Inc., and that the seal affixed to said Articles  
of Merger is the common corporate seal of said corporation.

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

(Notary Seal)

s/ Helen I. Turner

Notary Public in and for the County of  
Lycoming and Commonwealth of Pennsylvania  
- 9 - My commission expires February 6, 1979