

File No. 34663

Diolloc Company)

and)

American Colloid Company)

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER
between
DIOLLOC COMPANY
(A Delaware Corporation)
and
AMERICAN COLLOID COMPANY
(a South Dakota corporation)

THIS PLAN AND AGREEMENT OF MERGER, made and entered into this 5th day of December, 1959, by and between DIOLLOC COMPANY, a Delaware corporation (hereinafter sometimes referred to as the "Delaware Corporation") and AMERICAN COLLOID COMPANY, a South Dakota corporation (hereinafter sometimes referred to as the "South Dakota Corporation"), WITNESSETH:

WHEREAS, The South Dakota Corporation is a corporation duly organized and existing under the laws of the State of South Dakota having an authorized capital stock consisting of 150,000 shares without any nominal or par value, 120,000 shares of which are issued; and

WHEREAS, The Delaware Corporation is a corporation duly organized and existing under the laws of the State of Delaware having an authorized capital stock consisting of

200 shares of stock having a par value of \$5.00 per share, all of which shares are issued and outstanding, and are owned by the South Dakota Corporation; and

WHEREAS, The Board of Directors of the South Dakota Corporation and the Board of Directors of the Delaware Corporation deem it advisable that the South Dakota Corporation merge with and into the Delaware Corporation under and pursuant to the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, it is agreed in accordance with and pursuant to the provisions of Chapter 17 (S.B. 298), South Dakota Session Laws of 1955, and Section 252 of the General Corporation Law of the State of Delaware that the South Dakota Corporation shall be merged into the Delaware Corporation as a single corporation, which shall be the surviving corporation, and whose name shall be changed to AMERICAN COLLOID COMPANY, and that the terms and conditions of the merger and the mode of carrying the same into effect are as hereinafter set forth.

ARTICLE I

The Certificate of Incorporation of the Delaware Corporation shall be amended in the following respects and, as so amended, shall constitute the Certificate of Incorporation, as amended, of the surviving corporation:

A. By striking Article FIRST And substituting in lieu thereof the following:

"FIRST. The name of the Corporation is AMERICAN COLLOID COMPANY."

B. By striking Article FOURTH and substituting in lieu thereof the following:

"FOURTH. The total number of shares which the corporation shall have authority to issue is One Hundred Fifty Thousand (150,000) and the par value of each of such shares is Five Dollars (\$5.00), amounting in the aggregate to Seven Hundred Fifty Thousand Dollars (\$750,000.00). The pre-emptive right of the holders of the capital stock of the corporation to purchase or subscribe for any part of the unissued stock of the corporation, or any stock of the corporation to be issued by reason of any increase of the authorized capital stock of the corporation, or other securities convertible into stock of the corporation (including convertible bonds, certificates of indebtedness, and debentures) shall be limited to the issuance of such shares of stock, or other securities convertible into stock as aforesaid, solely for cash, and without limiting the foregoing such pre-emptive right shall not extend to any of the following:

- (a) The issuance of shares of stock, or such other convertible securities, for property, or
- (b) The issuance of shares of stock (i) to employees of the corporation pursuant to the terms and provisions of any stock option agreement or agreements at any time or times adopted or assumed by the corporation, or (ii) to or under any pension plans, profits sharing plans, or other employee benefit plans, at any time or times adopted or assumed by the corporation.

The amount of the authorized stock of any class or classes may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote."

ARTICLE II

Certificate of Incorporation of the Delaware Corporation

The Certificate of Incorporation of the Delaware Corporation in force at the effective date of the merger as herein amended shall remain and be the Certificate of Incorporation after the merger until the same shall be altered or amended as provided by law. A copy of said Amended Certificate of Incorporation in the form in which it is to be at the effective date of the merger is attached hereto as Appendix A and made a part hereof by reference. From and after the effective date of this Plan and Agreement of Merger, and until further amended as provided by law, said Appendix A may be certified as the Certificate of Incorporation of American Colloid Company, as amended, separate and apart from this Plan and Agreement of Merger.

ARTICLE III

By-Laws, Directors and Officers

FIRST: The by-laws of the Delaware Corporation in force at the effective date of the merger shall remain and be the by-laws after the merger until the same shall be altered or amended according to the provisions thereof, either by the Board of Directors or by the stockholders of the Delaware Corporation.

SECOND: The number of Directors of the Delaware Corporation shall be fixed by the by-laws and may be altered from time to time as may be provided therein. The names and places of residence of the Board of Directors of the Delaware Corporation who shall hold office from and after the effective date of the merger until the next annual meeting of the stockholders of the Delaware Corporation, and thereafter until their respective successors be chosen or appointed according to the by-laws are as follows:

NAME	PLACE OF RESIDENCE
Paul Bechtner	Skokie, Illinois
Everett N. Carpenter	Milwaukee, Wisconsin
Robert E. Driscoll, Sr.	Santa Monica, California
Robert E. Driscoll, Jr.	Lead, South Dakota
J. D. Johnson	Evanston, Illinois
Clyde A. Sanders	Chicago, Illinois
Everett P. Weaver	Northbrook, Illinois
William D. Weaver	Highland Park, Illinois
Walter S. Underwood	Chicago, Illinois

THIRD: The officers of the Delaware Corporation shall be the persons listed below until the Board of Directors of the Delaware Corporation shall otherwise determine:

NAME	OFFICE
Paul Bechtner	President
J. D. Johnson	Vice President
William D. Weaver	Vice President
Everett P. Weaver	Vice President
Clyde A. Sanders	Vice President
Walter S. Underwood	Secretary
William D. Weaver	Treasurer
Jeanette S. Dixon	Assistant Secretary
Jeanette S. Dixon	Assistant Treasurer

ARTICLE IV

Manner of Converting the Shares of the South Dakota Corporation

The manner of converting the shares or other securities of the South Dakota Corporation into shares or other securities of the Delaware Corporation is as follows:

FIRST: Forthwith upon the effective date of the merger and without further act on the part of either corporation or their stockholders:

1. Each share of the common capital stock without any nominal or par value of the South Dakota Corporation issued immediately prior to the effective date of this merger shall upon said effective date of this merger shall upon said effective date be converted into one share of the common capital stock of a par value of \$5.00 per share of the Delaware Corporation, and shall be and be deemed to be the stock of the Delaware Corporation.

2. All of the issued and outstanding stock of the Delaware Corporation being owned by or for the account of the South Dakota Corporation shall forthwith upon the effective date of this agreement be cancelled and all rights in respect thereof shall cease, and no shares of the Delaware Corporation shall be issued in exchange therefor, and the \$1,000.00 in stated capital applicable to such shares shall be eliminated as a result of duplication of assets.

SECOND: As soon as practicable after the effective date of the merger, the Delaware Corporation shall mail notice of that fact, and instructions with respect to the surrender for exchange of certificates theretofore representing the common capital stock of the South Dakota Corporation, pursuant to the terms of this Plan and Agreement of Merger, to the persons whose names appear on the stock record books of the South Dakota Corporation as the holders of record of the common capital stock of said South Dakota Corporation (other than those who (a) shall not have voted in favor thereof; and (b) within twenty (20) days after the shareholders meeting at which such merger was authorized shall have objected thereto in writing and demanded payment for their shares pursuant to the provisions of Section 6 and 7 of Chapter 17 (S.B. 298), South Dakota Session Laws of 1955) addressed to them at their respective post office addresses as they appear on the stock record books of said South Dakota corporation, and each holder of a certificate theretofore representing shares of such common capital stock of the South Dakota Corporation shall promptly surrender the same pursuant to said instructions. Until so surrendered, each outstanding certificate which, prior to the effective date of the merger, represented shares of the South Dakota Corporation shall be deemed, for all corporate purposes, to represent the ownership of the common stock of the Delaware Corporation on the basis hereinbefore provided.

THIRD: If any stockholder cannot produce the certificate or certificates theretofore evidencing the ownership of common capital stock of the South Dakota Corporation, he shall be required to proceed in regard thereto as he would have had to do were he under like circumstances applying for the issuance of a new certificate of the South Dakota Corporation.

ARTICLE V

Adoption by Stockholders

This Plan and Agreement of Merger shall be submitted to the respective stockholders of the South Dakota and of the Delaware Corporations as provided by law and, for the merger to become effective, must be adopted by the affirmative vote of the stockholders representing not less than two-thirds (2/3) of the total number of the outstanding shares of the capital stock of the South Dakota Corporation and the affirmative vote or consent of the stockholders representing the total number of outstanding shares of the capital stock of the Delaware Corporation.

Anything herein to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by either the Delaware Corporation or the South Dakota Corporation by appropriate resolution of its Board of Directors at any time prior to its approval or adoption by the stockholders thereof, or by the mutual consent of the South Dakota Corporation and the Delaware Corporation evidenced by appropriate resolutions of their respective Boards of Directors at any time prior to the effective date of the merger.

ARTICLE VI

Effect of Merger

Upon the effective date of this merger, the separate existence of the South Dakota Corporation shall cease and said corporation shall be merged, in accordance with the provisions of this agreement, into the Delaware Corporation, which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to the possession of all the rights, privileges, powers, franchises and immunities, as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of the South Dakota Corporation and of the Delaware Corporation, and all and singular the rights, privileges, powers, franchises and immunities of the South Dakota Corporation and of the Delaware Corporation, and all property, real, personal and mixed, and all debts due to the South Dakota Corporation or the Delaware Corporation on whatever account, including subscriptions to shares, and all other choses in action or belonging to the South Dakota Corporation and the Delaware Corporation, shall be vested in the Delaware Corporation, and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter as effectually the property of the Delaware Corporation as they were of the several and respective South Dakota Corporation and the Delaware Corporation, and the title to any real estate, vested by deed or otherwise, under the laws of the States of South Dakota or Delaware, or of any of the other states of the United States, in either the South Dakota Corporation or the Delaware Corporation, shall not revert or be in any way impaired by reason of the merger; provided that all rights of creditors and all liens upon any property of the South Dakota Corporation and the Delaware Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of such merger, and all debts, liabilities and duties of the respective South Dakota Corporation and Delaware Corporation shall thence forth attach to the Delaware 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.

Without limiting the generality of the foregoing, upon the effective date of this merger, all domestic and foreign trademarks, trade names, trademark and trade name registrations, copyrights, patents and

design patents, and all applications for the foregoing of every description, the business and good will appertaining thereto, the formulae and trade secrets, and all other similar rights, privileges, franchises, powers and property of the South Dakota Corporation shall be vested in the Delaware Corporation and shall thereafter be the property of the Delaware Corporation as effectually as they were of the South Dakota Corporation.

Further, without limiting the generality of the foregoing, upon the effective date of this merger the following stock option plans and stock option agreements issued thereunder, and pension plans and pension trust agreements shall be assumed by and effective in respect of the Delaware Corporation, and shall attach and be enforceable against it:

1. Employee Stock Option Plan, approved by the stockholders of the South Dakota Corporation August 15, 1955, and Stock Option Agreements "A" and "B" granted pursuant thereto.
2. Pension Plan for Employees of American Colloid Company, adopted by the Board of Directors of the South Dakota Corporation December 6, 1952, as amended by the Board of Directors December 8, 1956, together with American Colloid Company Pension Trust dated December 29, 1952, as amended.
3. Any and all other employee benefit plans, agreements or arrangements of the South Dakota Corporation in force at the effective date of the merger shall remain in effect as to the persons who would have been covered thereby in the absence of this merger.

ARTICLE VII

Miscellaneous Provisions

FIRST: If at any time before or after the effective date of this merger the Delaware Corporation shall consider or be advised that any instruments of further assurance are necessary or desirable to vest or to perfect or confirm, of record or otherwise, the title of the Delaware Corporation to any property of the South Dakota Corporation acquired or to be acquired by reason of or as a result of the merger provided for by this Agreement, the South Dakota Corporation and its proper officers and Directors shall and will execute and deliver any and all such proper deeds, assignments and assurances and do all things necessary or proper so to vest, perfect or confirm title to such property in the Delaware Corporation and otherwise to carry out the purposes of this Plan and Agreement of Merger.

SECOND: This Plan and Agreement of Merger, upon the approval or adoption thereof by the stockholders of the South Dakota Corporation in accordance with the requirements of the laws of the State of South Dakota and of the Delaware Corporation in accordance with the requirements of the laws of the State of Delaware, and upon the execution, filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the merger under the provisions of the applicable statutes of the State of South Dakota and of the State of Delaware as heretofore amended and supplemented, shall become effective at the close of business on December 31, 1959.

IN WITNESS WHEREOF, This Plan and Agreement of Merger has been signed by all of the Directors of DIOLLOC COMPANY, a Delaware corporation, and by a majority of the Directors of AMERICAN COLLOID COMPANY, a South Dakota corporation, and the respective corporate seals of said corporations have been affixed and attested by their respective secretaries, all as of the day and year first above written.

Paul Bechtner (SEAL)

William D. Weaver (SEAL)

Walter S. Underwood (SEAL)

Being all of the Directors of
DIOLLOC COMPANY (a Delaware corporation)

ATTEST:

Walter S. Underwood
Secretary

AMERICAN COLLOID
COMPANY
CORPORATE SEAL
SOUTH DAKOTA

Paul Bechtner (SEAL)

William D. Weaver (SEAL)

Walter S. Underwood (SEAL)

Clyde A. Sanders (SEAL)

J. D. Johnson (SEAL)

Everett P. Weaver (SEAL)

Being a majority of the Directors
of AMERICAN COLLOID COMPANY (a South
Dakota corporation)

ATTEST:

Walter S. Underwood
Secretary

I, WALTER S. UNDERWOOD, Secretary of DIOLLOC COMPANY, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary and under the seal of said corporation that the Plan and Agreement of Merger to which this certificate is attached, after having first been duly signed on behalf of said corporation by all of the Directors thereof, and having been signed by a majority of the Directors of American Colloid Company, a South Dakota corporation, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code of 1953, by the unanimous written consent of the stockholders holding Two Hundred (200) shares of the capital stock of the corporation, being all of the shares issued and outstanding; which Plan and Agreement of Merger was thereby adopted as the act of the stockholders of said DIOLLOC COMPANY, and the duly adopted agreement and act of said corporation.

WITNESS my hand and the seal of said DIOLLOC COMPANY this 5th day of December, 1959.

DIOLLOC COMPANY
CORPORATE SEAL 1959
DELAWARE

Walter S. Underwood
Secretary

I, WALTER S. UNDERWOOD, Secretary of AMERICAN COLLOID COMPANY, a corporation organized and existing under the laws of the State of South Dakota, hereby certify, as such Secretary, and under the seal of said corporation, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of the directors thereof and having been signed by all of the directors thereof of Diolloc Company, a corporation of the State of Delaware, was duly submitted to the stockholders of said American Colloid Company at a special meeting of said stockholders called and held separately from the meeting of the stockholders of any other corporation after at least ten (10) days' notice by mail and in accordance with the laws of the State of South Dakota, on the 21st day of December, 1959, for the purpose of considering and taking action upon the proposed Plan and Agreement of Merger; that 120,000 shares of the common stock of said corporation were on said date issued and that the holders of 110,740 shares of the common stock voted in favor of the approval and the holders of no shares voted against the approval of the proposed Plan and Agreement of Merger. The said affirmative vote represented at least two-thirds of the total number of shares of the outstanding common stock of said corporation and that thereby the said Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said American Colloid Company and the duly adopted agreement of said corporation.

WITNESS my hand and the seal of said AMERICAN COLLOID COMPANY on this 23rd day of December, 1959.

AMERICAN COLLOID COMPANY
CORPORATE SEAL
SOUTH DAKOTA

Walter S. Underwood
Secretary

The above Plan and Agreement of Merger having been executed by all of the Board of Directors of Diolloc Company and by the majority of the Board of Directors of American Colloid Company and having been adopted separately by the stockholders of each corporate party thereto in accordance with the provisions of the General Corporation Law of the State of Delaware and the Corporation Law of the State of South Dakota, and that fact having been certified on said Plan and Agreement of Merger by the Secretary of each corporate party thereto, the President and Secretary of each corporate party thereto do now hereby execute the said Plan and Agreement of Merger under the corporate seals of their respective corporations by authority of the Directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 23rd day of December, 1959.

DIOLLOC COMPANY
CORPORATE SEAL 1959
DELAWARE

DIOLLOC COMPANY

By Paul Bechtner
President

By Walter S. Underwood
Secretary

ATTEST:

Walter S. Underwood
Secretary

AMERICAN COLLOID COMPANY
CORPORATE SEAL
SOUTH DAKOTA

american colloid company

By Paul Bechtner
President

By Walter S. Underwood
Secretary

ATTEST:

Walter S. Underwood
Secretary

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

BE IT REMEMBERED that on this 23rd day of December, A.D. 1959 personally came before me, MILDRED WINTER, a Notary Public in and for the County and State aforesaid, PAUL BECHTNER, President of DIOLLOC COMPANY, a corporation of the State of Delaware, and one of the corporations described in and which executed the foregoing Plan and Agreement of Merger, known to me personally to be such, and he, the said PAUL BECHTNER, as such President duly executed said Plan and Agreement of Merger before me and acknowledged said Plan and Agreement of Merger to be the act, deed and agreement of said DIOLLOC COMPANY, that the signatures of said President and the Secretary of said corporation to said foregoing plan and Agreement of Merger are in the handwriting of said President and Secretary of said DIOLLOC COMPANY, and that the seal affixed to said Plan and Agreement 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.

MILDRED WINTER
NOTARY PUBLIC
COOK COUNTY, ILL.

Mildred Winter
Notary Public

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

BE IT REMEMBERED that on this 23rd day of December, A.D. 1959 personally came before me, MILDRED WINTER, a Notary Public in and for the County and State aforesaid, PAUL BECHTNER, President of AMERICAN COLLOID COMPANY, a corporation of the State of South Dakota, and one of the corporations described in and which executed the foregoing Plan and Agreement of Merger, known to me personally to be such, and he, the said PAUL BECHTNER, as such President duly executed said Plan and Agreement of Merger before me and acknowledged said Plan and Agreement of Merger to be the act, deed and agreement of said AMERICAN COLLOID COMPANY, that the signatures of said President and the Secretary of said corporation to said foregoing Plan and Agreement of Merger are in the handwriting of said President and Secretary of said AMERICAN COLLOID COMPANY, and that the seal affixed to said Plan and Agreement 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.

MILDRED WINTER
NOTARY PUBLIC
COOK COUNTY ILL.

Mildred Winter
Notary Public

AMENDED
 CERTIFICATE OF INCORPORATION
 OF
 AMERICAN COLLOID COMPANY

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FIRST. The name of the corporation is AMERICAN COLLOID COMPANY.

SECOND. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington 99, County of New Castle. The name and address of its resident agent is the Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To mine, remove, produce, purchase, acquire, own, process, prepare for market, sell and otherwise dispose of bentonite, barite, lignite, coal, metals, ores, timber, petroleum, gas, and any other useful minerals or other valuable substances, deposits or products, all hereinafter called and included under the terms "minerals."

To search, prospect and explore for, mine, remove, produce, process, prepare for market, purchase, acquire, sell and otherwise dispose of said minerals; to acquire, develop and exploit rights, claims and interests in lands, and the products thereof; to acquire, own, hold, maintain, manage, develop, improve, work and operate collieries, mines and mining claims, pits, quarries, wells, timberlands and properties of all kinds and any articles, materials, machinery, equipment and property used therefor or in connection therewith.

To manufacture, produce, purchase, acquire, own, hold, process, prepare for market, sell, dispose of and deal in and with said minerals, and the products and by-products thereof, and to build, establish, purchase, lease, acquire, own, maintain, improve and operate yards, storage facilities, tanks, factories, buildings, structures and works of all kinds used therefor or in connection therewith.

To engage in any manufacturing, merchandising or research activity for the purpose of increasing, extending or promoting the use or consumption of any property of the corporation or any goods, wares or merchandise usable or salable in connection therewith, and to build, establish, purchase, lease, acquire, own, hold, maintain, improve, use and operate factories, stores, laboratories, buildings, structures and properties necessary or convenient in connection therewith or incidental, related or contributory thereto.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, 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, scrip, 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 American, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes 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 thereof 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.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided its shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except whereotherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH. The total number of shares which the corporation shall have authority to issue is One Hundred Fifty Thousand (150,000) and the par value of each of such shares is Five Dollars (\$5.00), amounting in the aggregate to Seven Hundred Fifty Thousand Dollars (\$750,000.00). The pre-emptive right of the holders of the capital stock of the corporation to purchase or subscribe for any part of the unissued stock of the corporation, or any stock of the corporation to be issued by reason of any increase of the authorized capital stock of the corporation, or other securities convertible into stock of the corporation (including convertible bonds, certificates of indebtedness, and debentures) shall be limited to the issuance of such shares of stock, or other securities convertible into stock as aforesaid, solely for cash, and without limiting the foregoing such pre-emptive right shall not extend to any of the following:

- (a) The issuance of shares of stock, or such other convertible securities, for property, or
- (b) The issuance of shares of stock (i) to employees of the corporation pursuant to the terms and provisions of any stock option agreement or agreements at any time or times adopted or assumed by the corporation, or (ii) to or under any pension plans, profit sharing plans, or other employee benefit plans, at any time or times adopted or assumed by the corporation.

The amount of the authorized stock of any class or classes may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote.

FIFTH. The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

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

<u>NAMES</u>	<u>RESIDENCES</u>
R. F. Westover	Wilmington, Delaware
L. A. Schoonmaker	Wilmington, Delaware
E. D. Atwell	Wilmington, Delaware

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, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property 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 purpose and to abolish any such reserve in the manner in which it was created.

By resolution 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 the resolution or in the by-laws 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 by-laws 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. Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the state of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

ELEVENTH. 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.

TWELFTH. The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any by-laws, agreement, vote of stockholders, or otherwise.

No contract or other transaction between the corporation and any person, firm, association or corporation and no other act of this corporation shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the directors of the corporation are, directly or indirectly, pecuniarily or otherwise interested in such contract, transaction or other act or related to or interested in (either as director, stockholder, officer, employee, member or otherwise) such person, firm, association or corporation. Any director of the corporation individually, or any firm or association of which any director may be member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he individually or such firm or association is so interested shall be disclosed

or known to the board of directors or a majority of such members thereof as shall be present at any meeting of the board of directors, or of any committee of directors having the powers of the full board, at which action upon any such contract, transaction or other act is taken, and if such fact shall be disclosed or known, any director of this corporation so related or otherwise interested may be counted in determining the presence of a quorum at any meeting of the board of directors or of such committee at which action upon any such contract, transaction or act shall be taken and may vote thereat with respect to such action with like force and effect as if he were not so related or interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore 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 3rd day of December A.D. 1959.

R. F. Westover (SEAL)
L. A. SCHOONMAKER (SEAL)
E. D. Atwell (SEAL)

State of Delaware)
) SS;
County of New Castle)

BE IT REMEMBERED that on this 3rd day of December A.D. 1959, personally came before me, a Notary Public for the State of Delaware, R. F. Westover, L. A. Schoonmaker and E. D. Atwell, 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.

Howard K. Webb
Notary Public

Howard K. Webb
Notary Public
Appointed June 27, 1958
State of Delaware
Term Two Years

STATE OF DELAWARE
OFFICE OF SECRETARY OF STATE

I, GEORGE J. SCHULTZ, 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 between the "DIOLLOC COMPANY", a corporation organized and existing under the laws of the State of Delaware and "AMERICAN COLLOID COMPANY", a corporation organized and existing under the laws of the State of South Dakota, under the name of "AMERICAN COLLOID COMPANY", as received and filed in this office the thirty-first day of December, A.D. 1959, 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 fifth day of January in the year of our Lord one thousand nine hundred and sixty.

(Official Seal)

George J. Schultz
Secretary of State
M. D. Tomlison
Ass't Secretary of State

Recorded at the request of William Forman March 18, A.D., 1960 At 40 minutes past 2 P. M.

Willis A. DePaoli - Recorder.