

**State of New York  
Department of State**

SS.:

**21552**

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on*

**MAY 1 1979**

*Brad A. Paterson*

*Secretary of State*

G020-504 (12/78)

A570411

RESTATED CERTIFICATE OF INCORPORATION

OF

ALLIED CHEMICAL CORPORATION

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RESTATED CERTIFICATE OF INCORPORATION

OF

ALLIED CHEMICAL CORPORATION

Under Section 807 of the

Business Corporation Law

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WE, THE UNDERSIGNED, BRIAN D. FORROW, Vice President and General Counsel, AND VICTOR FUTTER, Vice President and Secretary, of ALLIED CHEMICAL CORPORATION, a corporation organized under the laws of the State of New York (hereinafter called the "corporation"), do hereby restate, certify and set forth:

1. The name of the corporation is ALLIED CHEMICAL CORPORATION. The name under which the corporation was formed is Allied Chemical & Dye Corporation.

2. The Certificate of Incorporation of the corporation was filed by the Department of State on December 17, 1920.

3. The text of the Certificate of Incorporation, as amended heretofore, is hereby restated without further amendment or change, to read as herein set forth in full.

FIRST: The name of the proposed corporation (herein sometimes called the "corporation") is ALLIED CHEMICAL CORPORATION.

SECOND: The purposes for which the corporation is to be formed are: To do, in any and all parts of the world, in any and every manner, as principal and as agents, alone and in association with others, any and all of the things hereinafter mentioned, and any and all things incidental or otherwise related thereto, viz.: To establish, carry on and develop the business of producing, manufacturing, utilizing and trading in any and all kinds of chemicals, organic and inorganic, crude and refined, and products of similar character, and crude oil, natural gas, condensate, and other hydrocarbons, and any and all materials, products and articles directly or indirectly related to any of the foregoing in any way, including all those which may be ingredients or derivatives thereof, or which may be useful in the manufacture or production thereof, or which may be conveniently or advantageously manufactured or produced in connection therewith, or in the manufacture or production of which the same may be useful, and all by-products of such operations; to engage in any business or operation incidental to any

business above referred to; to conduct contracting and engineering operations; to search for, create, prospect, construct, manufacture, purchase, hold, lease, develop, operate, treat, use, transport, sell, mortgage, pledge, import, export and otherwise acquire and dispose of and deal in and with properties and rights, of whatever character and wherever situated, real and personal, tangible and intangible, as may be necessary for or incidental to the purposes aforesaid, including lands, mines, minerals, buildings, plants, equipment, warehouses, materials, products, merchandise, securities, choses in action, inventions, secrets, patents, trademarks and good-will; to make contracts; to borrow money, contract debts and issue notes, bonds, and other obligations, either secured or unsecured; to acquire, by purchase, subscription or otherwise, and to hold and dispose of, all or any part of the stock, bonds and (or) other obligations of any corporation or association, domestic or foreign, and to pay, issue or assign, in consideration or part consideration therefor, cash or the stock, bonds or other obligations of this corporation or any other lawful consideration; to purchase or otherwise acquire and to hold and dispose of the stock, bonds and other obligations of this corporation, provided that this corporation's capital be not impaired by any such acquisition of its own stock; to guarantee the stock, bonds or other obligations of, to lend money to and otherwise to assist any corporation or association whose stock, bonds or other obligations or any part thereof may be acquired, held or disposed of by this corporation, or in which this corporation may be otherwise interested in any way, and to do all things for the protection or improvement of such stock, bonds or other obligations; to purchase or otherwise acquire, from any person or persons, corporation or corporations, and to hold, manage, conduct and dispose of, all or any part of their respective properties and businesses of any character aforesaid, including all or any part of the estate, property, rights, privileges and franchises of any of or all such corporations or associations, and to assume all or any part of the obligations thereof or incident thereto, and to pay, issue or assign, in consideration or part consideration therefor, cash or the stock, bonds or other obligations of this corporation or any other lawful consideration; and generally to do any and all things, not contrary to law, necessary or convenient for or in connection with the purposes aforesaid.

The purposes above stated are intended as both objects and powers; and no part of such statements is intended to be limited or restricted in any way by inference from any other part, or otherwise except as expressly stated; nor are such statements intended to limit or restrict in any way general powers which the corporation may have under the present or future laws of the State of New York; but, anything herein to the con-

trary notwithstanding, the corporation shall not have power to do anything at any time not then permitted by law to be done by a corporation organized under the Stock Corporation Law.

THIRD: The authorized amount of the capital stock of the corporation and the number and par value of the shares of which it is to consist are 50,000,000 shares of Common Stock, par value \$9 per share, having an aggregate par value of \$450,000,000, and 10,000,000 shares of Preferred Stock, without par value.

FOURTH: From time to time the corporation may issue and may sell its authorized shares, which are not substituted for previously outstanding shares, for such consideration per share (with respect to shares having a par value, not less than the par value thereof), either in money or money's worth of property or services, or for such other consideration, whether greater or less, now or from time to time hereafter permitted by law, as may be fixed by the Board of Directors; and all shares so issued shall be fully paid and nonassessable.

No holder of any shares of any class shall as such holder have any preemptive right to subscribe for or purchase any other shares or securities of any class, whether now or hereafter authorized, which at any time may be offered for sale or sold by the corporation.

Upon every question submitted to the stockholders, at meeting or otherwise, every holder of record of the Common Stock of the corporation shall be entitled to one vote for every share of Common Stock standing in his name on the books of the corporation.

The corporation may issue Preferred Stock from time to time in one or more series as the Board of Directors may establish, each series to have such number of shares, designation, relative voting, dividend, liquidation and other rights, preferences and limitations as may be fixed by the Board of Directors. If authorized by the Board of Directors, the shares of any series of Preferred Stock may be redeemable at the option of the corporation and may be convertible at the option of the holder into shares of another class as from time to time permitted by law, in each case upon such terms and conditions as may be fixed by the Board of Directors.

FIFTH: The office of the corporation within the State of New York shall be located in the City and County of New York. ✓

The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him is P.O. Box 1057R, Morristown, N. J. 07960, Attention: Director, Law Department.

The registered agent of the corporation in New York upon whom all process against the corporation may be served is C T Corporation System, whose address is 277 Park Avenue, New York, N. Y. 10017.

SIXTH: The duration of the corporation is to be perpetual.

SEVENTH: The number of Directors of the corporation shall be not less than 10 nor more than 16, and the number within those limits shall be determined in the manner prescribed in the By-laws. No Director need be a stockholder.

EIGHTH: The By-laws of the corporation may contain provisions, not inconsistent with law or this Certificate of Incorporation, relating to the management of the business of the corporation, the regulation of its affairs, the transfer of its stock, the qualifications, compensation and powers and duties of its Directors and the time and place and the manner of calling of meetings of its stockholders and Directors.

The Board of Directors may from time to time fix, determine and vary the amount of the working capital of the corporation, may determine what part, if any, of its surplus shall be declared in dividends and paid to the stockholders, may determine the time or times for the declaration and payment of dividends, the amount thereof and whether they are to be in cash, securities or property and may direct and determine the use and disposition of any surplus over and above the capital of the corporation.

The Board of Directors may from time to time make, amend, supplement or repeal By-laws regulating the conduct of the business and affairs of the corporation and similar matters; provided, however, that the stockholders may change or repeal any By-law adopted by the Board of Directors and provided further than no amendment or supplement to the By-laws adopted by the Board of Directors shall vary or conflict with any amendment or supplement adopted by the stockholders.

The Board of Directors shall, except as otherwise provided by law, this Certificate of Incorporation or the By-laws, exercise the powers of the corporation.

Pursuant to the By-laws, an Executive Committee and (or) one or more other committees may be appointed from among the Directors or otherwise, to which may be delegated any of or all the powers and duties of the Board of Directors, to the full extent permitted by law.

Any Director or Directors may be removed from office, and a successor or successors chosen, by the stockholders at a special meeting at any time.

No contract or other transaction of the corporation shall be void, voidable, fraudulent or otherwise invalidated, impaired or affected, in any respect, by reason of the fact that any one or more of the officers, Directors or stockholders of the corporation shall individually be party or parties thereto or otherwise interested therein, or shall be officers, directors or stockholders of any other corporation or corporations which shall be party or parties thereto or otherwise interested therein; provided that such contract or other transactions be duly authorized or ratified by the Board of Directors or Executive Committee, with the assenting vote of a majority of the disinterested Directors or Executive Committeemen then present, or, if only one such is present, with his assenting vote.

The corporation shall have the right, subject to any express provision or restriction contained in this Certificate of Incorporation or the By-laws, from time to time to amend this Certificate of Incorporation or any provision hereof in any manner now or hereafter provided by law; and all rights and powers at any time conferred upon the Directors or stockholders of the corporation by this Certificate of Incorporation or any amendment hereof are subject to such right of the corporation.

NINTH: The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process in any action or proceeding against it may be served.

4. This restatement of the Certificate of Incorporation was duly authorized by resolution of the Board of Directors of the corporation adopted at a meeting of said Board of Directors duly called and held on December 21, 1978.

IN WITNESS WHEREOF, we have made and signed this  
Certificate this 23rd day of April, 1979 and affirm the  
statements contained therein as true under penalties of perjury.



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Brian D. Forrow  
Vice President and  
General Counsel



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Victor Futter  
Vice President and  
Secretary

*Allied Chemical Corporation*  
A-85365  
(2)

A570411

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RESTATED CERTIFICATE OF INCORPORATION

OF

ALLIED CHEMICAL CORPORATION

Under Section 807 of the Business Corporation Law

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CSL: Martin B. Cohen, Atty.  
Allied Chemical Corporation  
P.O. Box 1057R  
Morristown, N.J. 07960

*Recd. 4/28/58*

*Trig Allied Chemical & Dyestuffs Corp.*  
*12/17/20*

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED APR 24 1979 358934

AMT OF CHECK \$ 1.60  
FILING FEE \$ 32  
TAX \$ none  
COPY \$ 30  
CERT \$ 30  
REFUND \$         

BY: M.B.C.

*N.Y. Co. 1793-90*

*505 P.O. Box 1057R  
Morristown, N.J. 07960  
Att. Swick, Law Dept.*

*PA. C.T. Corp. System  
277 Wake Ave. N.Y. N.Y.  
10017*

JUN 5 1979  
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50,000,000 per share  
10,000,000 NPV

STATE OF NEW YORK  
DEPARTMENT OF STATE  
A TRUE COPY OF THE ORIGINAL  
FILED IN THIS OFFICE ON  
APR 24 1979  
WITNESS MY HAND AND OFFICIAL  
SEAL OF THE DEPARTMENT OF  
STATE ON THE DATE FOREMEN  
FORWARD