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Filing fee: \$50.00  
License fee: \$15.00 minimum  
(Section 7-1.1-124)

**APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF**

REYNOLDS METALS COMPANY

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Reynolds Metals Company

SECOND: The name which it elects to use in Rhode Island is Reynolds Metals Company

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is July 18, 1928 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1013 Centre Road, Wilmington, DE 19805

SIXTH: The address of its proposed registered office in Rhode Island is The Packet Building  
155 S. Main St., Providence R1 and the name of its proposed registered agent in  
02903-2963  
Rhode Island at that address is Corporation Service Company

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are sale of aluminum and aluminum products.

**EIGHTH:** The names and respective addresses of its directors and officers are: See attached.

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

**NINTH:** The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
200,000,000	Common Stock	--	Without Par Value
20,000,000	Preferred Stock	(of which 2,000,000 shares have been designated as Series A Junior Participating Preferred Stock)	Without Par Value
1,000,000	Second Preferred Stock	--	\$100 Par Value

**TENTH:** The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
59,421,480 (as of 10/31/91)	Common Stock	--	Without Par Value

**ELEVENTH:** An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 4,546,207,933.

**TWELFTH:** An estimate of the value of its property to be located within Rhode Island during such year is \$ 0.

**THIRTEENTH:** An estimate of the gross amount of business to be transacted by it during such year is \$ 3,300,000.

**FOURTEENTH:** An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 0.

**FIFTEENTH:** This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated December 13, 19 91

Reynolds Metals Company  
[Exact Corporate Name of Corporation Making Application]

By Donald T. Cowles  
Donald T. Cowles  
Its Vice President, General Counsel  
and Secretary  
and D. Michael Jones  
D. Michael Jones  
Its Asst. Secretary

STATE OF VIRGINIA  
COUNTY OF HENRICO

} Sc.

At Richmond, Virginia in said County on the 13th day  
of December 19 91, before me personally appeared  
Donald T. Cowles  
he is the Vice President, General Counsel and Secretary of Reynolds Metals Company,  
that he signed the foregoing document as such Vice President, General Counsel and Secretary of the  
corporation, and that the statements therein contained are true.

Dee R. McCarty  
Notary Public

(NOTARIAL SEAL)

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DIRECTORS OF REYNOLDS METALS COMPANY

<u>Name</u>	<u>Address</u>
William O. Bourke	P. O. Box 27003 Richmond, VA 23261
Yale M. Brandt	Same as above.
R. Bern Crowl	Same as above.
Jock K. Finlayson	Same as above.
Thomas A. Graves, Jr.	Same as above.
Gerald Greenwald	Same as above.
John R. Hall	Same as above.
Robert L. Hintz	Same as above.
Richard G. Holder	Same as above.
Henry R. Linden	Same as above.
David P. Reynolds	Same as above.
Randolph N. Reynolds	Same as above.
Ralph S. Thomas	Same as above.
Robert J. Vlasic	Same as above.

# OFFICERS OF REYNOLDS METALS COMPANY

<u>Name</u>	<u>Title</u>	<u>Address</u>
William O. Bourke	Chairman of the Board and Chief Executive Officer	P. O. Box 27003 Richmond, VA 23261
Richard G. Holder	President and Chief Operating Officer	Same as above.
Yale M. Brandt	Executive Vice President	Same as above.
R. Bern Cowl	Executive Vice President and Chief Financial Officer	Same as above.
Harry V. Helton	Executive Vice President	Same as above.
Randolph N. Reynolds	Executive Vice President	Same as above.
Jeremiah J. Sheehan	Executive Vice President	Same as above.
Joseph F. Awad	Vice President	Same as above.
David C. Bilsing	Vice President, Controller	Same as above.
Donald T. Cowles	Vice President, General Counsel and Secretary	Same as above.
Rodney E. Hanneman	Vice President	Same as above.
Douglas M. Jerrold	Vice President	Same as above.
John M. Lowrie	Vice President	Same as above.
John R. McGill	Vice President	Same as above.
John M. Noonan	Vice President	Same as above.
W. G. Reynolds, Jr.	Vice President	Same as above.
Henry S. Savedge, Jr.	Vice President, Finance	Same as above.
Julian H. Taylor	Vice President, Treasurer	Same as above.
C. Stephen Thomas	Vice President	Same as above.
Nicholas D. Triano	Vice President	Same as above.
J. Wilt Wagner	Vice President	Same as above.

Robert L. Waldrop

Vice President

Same as above.

Donna C. Dabney

Assistant Secretary

Same as above.

D. Michael Jones

Assistant Secretary

Same as above.

Robert E. Lynch

Assistant Treasurer

Same as above.



State of Delaware

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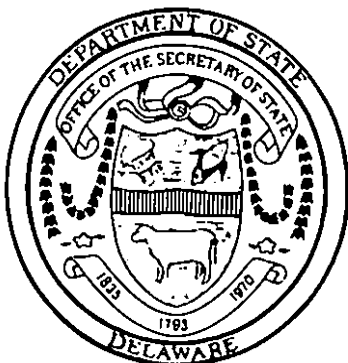


Office of Secretary of State

I, JEFFREY D. LEWIS, ACTING SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF REYNOLDS METALS COMPANY, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING BROAD ST. ROAD CORPORATION A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1991, AT 9 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.

\* \* \* \* \*



*Jeffrey D. Lewis*

ACTING SECRETARY OF STATE

AUTHENTICATION: \*3310141

DATE: 01/14/1992

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CERTIFICATE OF OWNERSHIP  
AND MERGER  
MERGING  
REYNOLDS ALUMINUM RECYCLING COMPANY  
INTO  
REYNOLDS METALS COMPANY

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Pursuant to Section 253 of the  
Delaware General Corporation Law

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REYNOLDS METALS COMPANY, a Delaware corporation (the "Corporation"), does hereby certify that the Corporation owns all the outstanding stock of REYNOLDS ALUMINUM RECYCLING COMPANY, a Missouri corporation, and that the Corporation by resolutions of its Board of Directors duly adopted by unanimous written consent on December 16, 1991 pursuant to Section 141(f) of the Delaware General Corporation Law determined to and did merge into itself REYNOLDS ALUMINUM RECYCLING COMPANY, which resolutions are as follows:

RESOLVED, that this corporation, as owner of all the outstanding capital stock of Reynolds Aluminum Recycling Company, merge into itself Reynolds Aluminum Recycling Company and assume all of its liabilities and obligations effective as of 5:00 p.m. on December 31, 1991 pursuant to the following Plan of Merger:

1. Reynolds Metals Company of Delaware is the survivor.
2. All of the property, rights, privileges, leases and patents of Reynolds Aluminum Recycling Company, a Missouri corporation, are to be transferred to and become the property of Reynolds Metals Company, the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.
3. The officers and board of directors of Reynolds Metals Company shall continue in office until their successors are duly elected and qualified under the provisions of the by-laws of the surviving corporation.
4. It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:

a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation;

b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is: Secretary, Reynolds Metals Company, 6601 West Broad Street, Richmond, Virginia 23230; and

c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

5. The articles of incorporation of the survivor are not amended.

provided that, at any time prior to the filing with the Delaware Secretary of State of a Certificate of Ownership and Merger merging Reynolds Aluminum Recycling Company into this corporation, the Board of Directors of this corporation may terminate this resolution and abandon the merger contemplated hereby; and

FURTHER RESOLVED, that the Chairman of the Board, the President, any Vice President, the Secretary and any Assistant Secretary are each hereby authorized to take all such action, including, without limitation, incurrence and payment of all fees, expenses and other charges, and to execute and deliver all such agreements,

instruments and documents, which in the opinion of any of them may be necessary or desirable to achieve the purposes of or effect the transactions contemplated by the preceding resolution, the taking of such action or the execution of any such agreements, instruments or documents to be conclusive evidence of the authority to take or execute the same.

This Certificate of Ownership and Merger shall be effective as of 5:00 p.m. on December 31, 1991.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed and attested by its officers thereunto duly authorized this 20th day of December, 1991.

REYNOLDS METALS COMPANY

By Thomas C. Carley  
Vice President, General Counsel  
and Secretary

ATTEST:

D. Michael Jones  
Assistant Secretary

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