

Filing Fee: \$70.00

ID Number: 985



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

RESTATED ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 7-1.2-906 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Restated Articles of Incorporation:

1. The name of the corporation is AMTROL Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on _____, in the manner prescribed by Chapter 7-1.2-903 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

(Briefly describe amendments in space below. If there are no such amendments, state "None".)

SEE ANNEX A ATTACHED HERETO AND MADE A PART HEREOF

SEE ANNEX B ATTACHED HERETO AND MADE A PART HEREOF FOR SPECIFIC AMENDMENTS

3. The attached restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation, as previously amended, and that the restated articles of incorporation, together with the designated amendments, if any, supersede the original articles of incorporation and all previous amendments to the articles of incorporation.
4. As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.
5. These Restated Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined these Restated Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 5/31/07

[Signature]
Signature of Authorized Officer of the Corporation

LARRY T. GUILLENETTE, PRESIDENT
Type or Print Name of Authorized Officer

FILED

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ANNEX A

**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
BUSINESS CORPORATION
RESTATED ARTICLES OF INCORPORATION
OF
AMTROL INC.**

Pursuant to the provisions of Section 7-1.2-906 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Restated Articles of Incorporation:

1. The name of the corporation is:

AMTROL Inc.

2. The total number of shares which the corporation has authority to issue is 1,000 shares of common stock.
3. The address of the registered office of the corporation is 10 Weybosset Street, Providence, RI 02903 and the name of its agent at such address is CT Corporation System.
4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.
5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share. To the extent required by Section 1123(a)(6) of the U.S. Bankruptcy Code (11 U.S.C. § 1123(a)(6)), no nonvoting equity securities of the corporation shall be issued. This provision shall have no further force and effect beyond that required by Section 1123(a)(6) and is applicable only for so long as such section is in effect and applicable to the corporation.
6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:
- A. Bankruptcy. A petition for relief under Chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101 et seq., having been filed on December 18, 2006 (the "Petition Date") in the United States Bankruptcy Court, District of Delaware, and under the Joint Chapter 11 Plan of Reorganization dated March 1, 2007, as amended or modified from time to time, and inter alia, Sections 1123 and 1129 of the Bankruptcy Code, 11 U.S.C. §§ 1123 and 1129 and pursuant to the order of said court dated May 24, 2007, these Restated Articles of Incorporation restate and further amend the provisions of the Articles of Incorporation, as amended, of the Corporation.
- B. Action by Shareholders Without a Meeting. Pursuant to and in accordance with applicable law, the shareholders of the Corporation are authorized to take action without a meeting upon the written consent of less than all the shareholders entitled to

vote on the action, provided that the shareholders who consent would be entitled to cast at least the minimum number of votes that would be required to take action at a meeting at which all shareholders entitled to vote on the action are present and voting in person or by proxy.

C. Board of Directors.

- i. Number of Directors. The business and affairs of the Corporation shall be managed by, or under the direction of, the Board. The total number of directors constituting the entire Board shall be not less than 1 nor more than 12, with the then-authorized number of directors being fixed from time to time by the Board.
- ii. Vacancies and Newly Created Directorships. Newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled by a majority of the remaining directors then in office, although less than a quorum of the Board, or by a sole remaining director.
- iii. Removal of Directors. Any director, or the entire Board, may be removed from office at any time, with or without cause, by the holders of a majority of the shares of stock of the Corporation then entitled to vote generally in the election of directors.
- iv. Election of Directors. Unless and except to the extent that the By-laws of the Corporation (the "By-laws") shall so require, the election of directors of the Corporation need not be by written ballot.

D. Limitation of Liability. To the fullest extent permitted under the Rhode Island Business Corporation Act, as amended from time to time, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any amendment, repeal or modification of the foregoing provision shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, repeal or modification.

E. Indemnification.

- i. Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by, and in accordance with, applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was at any time from and after the Petition Date, a director or officer of the Corporation or, while a director or officer of the Corporation, is or was at any

time from and after the Petition Date, serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity (an "Other Entity"), including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Article D(iii), the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized by the Board.

- ii. Prepayment of Expenses. The Corporation shall pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any Proceeding in advance of its final disposition; provided, however, that, to the extent required by applicable law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of (i) written affirmation by the Covered Person of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation and (ii) an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article D or otherwise.
- iii. Claims. If a claim for indemnification or advancement of expenses under this Article D is not paid in full within 30 days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.
- iv. Nonexclusivity of Rights. The rights conferred on any Covered Person by this Article D shall not be exclusive of any other rights that such Covered Person may have or hereafter acquire under any statute, provision of these Restated Articles of Incorporation, the By-laws, agreement, vote of stockholders or disinterested directors or otherwise.
- v. Other Sources. The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of an Other Entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such Other Entity.
- vi. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article D shall not adversely affect any right or protection

hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

vii. Other Indemnification and Prepayment of Expenses; Insurance. This Article D shall not limit the right of the Corporation, to the extent and in the manner permitted by applicable law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action. The Corporation may purchase and maintain insurance on its own behalf and on behalf of any Covered Person, whether or not the Corporation would have the power to indemnify such person against such liability under the Rhode Island Business Corporation Act or otherwise.

F. Adoption, Amendment and/or Repeal of By-Laws. In furtherance and not in limitation of the powers conferred by the laws of the State of Rhode Island, the Board is expressly authorized to make, alter and repeal the By-laws, subject to the power of the stockholders of the Corporation to alter or repeal any By-law whether adopted by them or otherwise.

G. Certificate Amendments - Right to Amend. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in these Restated Articles of Incorporation, and other provisions authorized by the laws of the State of Rhode Island at the time in force may be added or inserted, in the manner now or hereafter prescribed by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to these Restated Articles of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article F.

ANNEX B

**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
BUSINESS CORPORATION
RESTATED ARTICLES OF INCORPORATION
OF
AMTROL INC.
(Corp. ID# 985)**

Specific amendments are as follows:

Article THIRD: The purpose of the corporation has been changed. See attached Annex A.

Article FOURTH: A statement relating to the par value of the corporation has been added. See attached Annex A.

Article SIXTH: Existing provisions of the articles of incorporation for the regulation of the internal affairs of the corporation have been changed. See attached Annex A.