

State of Rhode Island and Providence Plantations

November 23 19 66

WE, the undersigned officers of

ORGANIC CHEMICAL CORPORATION

a corporation duly incorporated under the laws of the State of Rhode Island,
HEREBY CERTIFY, that at a meeting of the stockholders of said corporation, duly called
for the purpose, and held in the City of Providence,
in said State, on the 23rd day of November, A. D. 19 66,
the following amendment(s) to the Articles of Association (~~or Charter~~) was (~~or were~~)
duly adopted by an affirmative vote of the following proportion of the stockholders of
said corporation, viz:— unanimous vote of the stockholders,

which said vote amends ~~or adds~~ the following Article(~~s~~ ~~Articles~~) to read as follows, viz.—

~~XXXXXX~~

~~XXXXXX~~

~~Article No.~~

~~Article No.~~

~~Article No.~~

"Article No. x

"Article No. x

[CORPORATE SEAL]

ATTEST:

John J. Sandilands
President ~~John J. Sandilands~~
John H. Hornby
Secretary ~~John H. Hornby~~

State of Rhode Island,
County of Providence }

In the City of Providence
on this 23rd day of November
A. D. 19 ⁶⁶, subscribed and sworn to before me.

Stephen J. Insley
Notary Public

217 ✓
BUSINESS

ORIGINAL

CERTIFICATE OF AMENDMENT OF
ARTICLES OF ASSOCIATION OR
CHARTER OF

Organic Chemical Corporation

Duly Incorporated Under the Laws of
the State of Rhode Island.

REC-OF
205 CD***21
AUG 29-67 STATE

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

AUG 29 1967 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 37868

Providence August 29, 19 67

I Hereby Certify That ORGANIC CHEMICAL CORPORATION

has paid into the State Treasury a fee of
Two Hundred-----Dollars for Corporation

in accordance with the provisions of 7-1-9, General Laws.

Raymond H. Afanador
General Treasurer

"ARTICLE NO. FIFTH.

"A. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be Two Hundred Twenty-five Thousand (\$225,000.00) Dollars, as follows, viz: Common stock in the amount of Seventy-five Thousand (\$75,000.00) Dollars to be divided into Seventy-five Thousand (75,000) shares, of the par value of One (\$1.00) Dollar each; and Preferred stock in the amount of One Hundred Fifty Thousand (\$150,000.00) Dollars to be divided into Fifteen Hundred (1,500) shares, of the par value of One Hundred (\$100.00) Dollars each.

"B. Such stock may be issued by the corporation as and when the Board of Directors and/or the stockholders may determine, for cash or for property having a value of not less than the par value of such stock, and stock so issued shall be full-paid and not liable to any further call or assessment, and the holders thereof shall not be liable for any further payments under the provisions of the general corporation law.

"C. The holders of preferred stock and the holders of common stock shall be entitled to dividends only as and when declared by the Board of Directors, subject, however, to the provisions hereinafter set forth.

"D. The holders of the preferred stock shall be entitled to receive, when and as declared, from the surplus or net profits of the corporation, dividends at the rate of five (5%) per cent per annum, and no more, payable on such dates as may be fixed from time to time by the Board of Directors. The dividends on the preferred stock shall be cumulative, and shall be payable before any dividend on the common stock shall be paid or set apart, so that if, in any fiscal year, dividends amounting to five (5%) per cent per annum shall not have been paid thereon, the deficiency shall be payable before any dividends shall be paid upon or set apart for the common stock. Whenever all cumulative dividends on the preferred stock for all previous years shall have been declared and shall have become payable, and the accrued dividends for the current year shall have been declared, and the company shall have paid such cumulative dividends for the previous years and such accrued dividends, or shall have set aside from its surplus or net profits a sum sufficient for the payment thereof, the Board of Directors may declare dividends on the common stock, payable then or thereafter, out of any remaining surplus or net profits.

"E. In the event of the liquidation or dissolution of the corporation, the holders of preferred stock shall be entitled to receive the par value of their stock, together with accumulated dividends thereon to the date of payment, before the holders of the common stock shall be entitled to receive anything

thereon; and after such payment to the holders of preferred stock, the remaining assets of the corporation shall be distributed ratably among the holders of the common stock.

"F. Until December 31, 1977, the holder of any shares of preferred stock shall, except as herein otherwise specifically provided, have the right and privilege, to be exercised in the manner and on the terms in this Article FIFTH described, to exchange preferred stock for common stock of the corporation on the basis of ten (10) shares of common stock for each share of preferred stock surrendered; provided, however, no such exchange shall be made without at least ten (10) days prior written notice to the Treasurer of the Corporation of the date of conversion. In the event of conversion, the holder of the preferred stock so surrendered shall be entitled to all dividends thereon, if any, declared prior to the date of conversion, regardless of whether such dividends are payable before or after the date of conversion set forth in such written notice, so long as such dividends were declared payable to preferred stockholders of record as of a date preceding the date of conversion. In the event of conversion, the holder of the preferred stock so surrendered shall not be entitled to any cumulative dividends which have not been duly declared prior to the date of conversion, nor to any cumulative dividends declared to be payable to preferred stockholders of record as of a date subsequent to the date of conversion. Notwithstanding the foregoing provisions hereof, the company shall not be required in the conversion of any preferred stock to deliver certificates for shares of its common stock while the transfer books are closed for any purpose, but the right to deposit preferred stock for conversion shall not be suspended during the period during which such books are closed, and the holder of any preferred stock deposited for conversion while the transfer books are thus closed, if entitled to convert such preferred stock under the provisions hereof, shall be entitled to the delivery of common stock as soon as reasonably possible after the re-opening of such books. In the event of the failure of any holder of preferred stock to surrender his certificate for conversion pursuant to and in accordance with the written notice of conversion theretofore given by such holder, the shares not surrendered shall not, after the conversion date, be entitled to any dividends theretofore or thereafter accruing on preferred stock, nor shall such stock be entitled to any preference (as set forth in Paragraph E) in the event of liquidation or dissolution.

"G. In case at any time the company shall issue any shares of common stock as a stock dividend, then the number of shares of common stock which the holder of preferred stock shall thereafter be entitled to receive in exchange therefor, upon the conversion of preferred stock into common stock, shall be increased in the same proportion as the number of shares of common stock outstanding at the time of the declaration of such stock dividend was increased by the payment of such stock dividend.

"H. This corporation shall have the right, at any time, or from time to time, at its option, to retire preferred stock, upon fifteen (15) days notice (mailed to the holders of preferred stock to be retired at their respective addresses as the same appear on the records of the corporation), by a resolution of its Board of Directors, by paying for each share of preferred stock being retired, an amount equal to one hundred five (105%) per cent of the price at which the respective shares of preferred stock being retired were originally issued, plus all unpaid cumulative dividends accrued thereon to the date fixed for such redemption. The Board of Directors shall have the power to indicate, by resolution, the manner of determining the specific preferred stock to be retired. After the date thus fixed by the Board of Directors for the redemption of shares of preferred stock, no dividends shall thereafter accumulate on the shares of preferred stock so called, unless the corporation shall fail to pay for the same upon presentment for cancellation.

"I. The holder of any shares of preferred stock which is called for redemption, as hereinabove in Paragraph H provided, shall, notwithstanding such call, have the right to convert such preferred stock into common stock of the company, as hereinabove in Paragraph F provided; provided, however, that the written notice of conversion must be given not later than (a) the tenth day preceding the date fixed for redemption, or (b) December 21, 1977, whichever shall first occur.

"J. Except as otherwise specifically provided by law, the voting power of the shares of capital stock in this corporation shall be vested wholly in the holders of the shares of common stock. Preferred stock shall have no voting power whatsoever, except as otherwise specifically provided by law.

"K. Nothing herein contained shall prevent the company from increasing from time to time its stock authorized or outstanding, or from issuing different classes of stock, or from reclassifying any stock, or from consolidating or merging with or transferring its properties to another corporation, so long as such action is taken in compliance with all applicable statutes, and in the event the Board of Directors shall at any time authorize the issuance of additional shares of preferred stock or common stock, within the limitation of the number of shares authorized, the holders of preferred stock shall not have any preemptive right to subscribe for any new stock to be issued by the corporation in proportion to and/or by virtue of their respective holdings of preferred stock at the time of such issue.

"L. The company will, at all times, reserve and keep available, out of its authorized and unissued common stock and/or out of common stock held as Treasury Stock, solely for the purpose of effecting the conversion (into common stock) of shares of preferred stock which may be deposited for that purpose, as hereinabove in Paragraph F provided, such number of shares of its duly authorized common stock as shall, from time to time, be sufficient to effect a conversion of all outstanding shares of preferred stock which may be converted into common stock in accordance with the provisions of Paragraph F hereof."

"ARTICLE NO. SEVENTH.

"If any holder of any shares of the common stock of said corporation desires to dispose of the same, or any part thereof, he shall not transfer or otherwise dispose of the same to any person unless and until he has first complied with the provisions hereof and given the corporation and/or the other holders of common stock of the corporation an opportunity to purchase the same as herein provided. The stockholder desiring to dispose of all or any part of his common stock shall give written notice of such desire to the President, Treasurer and Secretary of this corporation, stating the number of shares he desires to sell. The corporation shall then have an option to purchase the said common stock within fifteen (15) days from the date of said offer to sell. The purchase price of said common stock shall be the value thereof computed in accordance with the provisions of the By-Laws, as of the end of the month next preceding said offer to sell. In the event that the corporation shall fail to exercise this option, the corporation shall, forthwith upon the expiration of said fifteen (15) days, offer said stock to the other holders of common stock of said corporation who shall have the option to purchase said common stock in proportion to their respective holdings. The said stockholders shall have fifteen (15) days from the date of said notice to purchase said common stock. The purchase price of said common stock shall be the value thereof, computed in accordance with the provisions of the By-Laws, as of the end of the month next preceding the offer to sell. In the event that any of said stockholders shall fail to exercise this option, the other holders of common stock desiring to exercise said option shall have the right to purchase as aforesaid, the shares which the remaining stockholders failed to purchase in accordance with said option, in proportion to their respective holdings. In the event that none of the other holders of common stock desire to purchase said common stock, the said stockholder desiring to sell said common stock shall have the right to do so to any person. In the event that the holder of any share or shares of the common stock of said company shall pledge or otherwise encumber any of his said stock in said company, and the pledgee of said stock shall sell said stock because of failure of said holder to carry out the terms of said

pledge or loan, the purchaser of said stock shall be required to offer said stock for sale to the corporation and the stockholders in the manner hereinbefore set forth in this Article, and he shall not be entitled to any rights whatsoever in said corporation or in and to said stock unless the said corporation and said stockholders shall have failed to purchase said stock upon the terms and conditions as hereinbefore set forth in this Article. The corporation shall have the right in such event to refuse to recognize the said purchaser at said pledgee's sale as the holder of said stock, and the holder of such stock shall not have any voting rights or other rights by reason of possession of said stock, except as herein set forth in this Article."

"ARTICLE NO. EIGHTH.

"If any holder of any shares of the preferred stock of said corporation desires to dispose of the same, or any part thereof, he shall not transfer or otherwise dispose of the same to any person unless and until he has first complied with the provisions hereof and given the corporation and/or the holders of common stock of the corporation (other than the offeror) an opportunity to purchase the same as herein provided. The stockholder desiring to dispose of all or any of his preferred stock shall give written notice of such desire to the President, Treasurer and Secretary of this corporation, stating the number of shares he desires to sell. The corporation shall then have an option to purchase the said preferred stock within fifteen (15) days from the date of said offer to sell. The purchase price of said preferred stock shall be the same amount at which said shares were originally sold by the corporation, plus cumulative dividends thereon to the date of said offer. In the event that the corporation shall fail to exercise this option, the corporation shall, forthwith upon the expiration of said fifteen (15) days, offer said preferred stock to the holders of common stock of said corporation (other than the offeror) who shall have the option to purchase said preferred stock in proportion to their respective holdings. The said stockholders shall have fifteen (15) days from the date of said notice to purchase said preferred stock. The purchase price of said preferred stock shall be the same amount at which said shares were originally sold by the corporation, plus cumulative dividends thereon to the date of the offer. In the event that any of said stockholders shall fail to exercise this option, the other holders of common stock desiring to exercise said option shall have the right to purchase as aforesaid, the shares which the remaining stockholders failed to purchase in accordance with said option, in proportion to their respective holdings. In the event that none of said holders of common stock desire to purchase said preferred stock, the said

stockholder desiring to sell said preferred stock shall have the right to do so to any person. In the event that the holder of any share or shares of the preferred stock of said company shall pledge or otherwise encumber any of his said stock in said company, and the pledgee of said stock shall sell said stock because of failure of said holder to carry out the terms of said pledge or loan, the purchaser of said stock shall be required to offer said stock for sale to the corporation and the holders of common stock of the corporation (other than the offeror) in the manner hereinbefore set forth in this Article, and he shall not be entitled to any rights whatsoever in said corporation or in and to said stock unless the said corporation and said stockholders shall have failed to purchase said stock upon the terms and conditions as hereinbefore set forth in this Article. The corporation shall have the right in such event to refuse to recognize the said purchaser at said pledgee's sale as the holder of said stock, and the holder of such stock shall not have any rights or privileges by reason of possession of said stock, except as herein set forth in this Article."

"ARTICLE NO. NINTH.

"The corporation shall, at all times, have a lien upon the shares of stock owned by each stockholder for all indebtedness and obligation owing and to be owing by such stockholder to the corporation. In the event that any stockholder shall fail to pay such indebtedness due to the corporation upon demand in writing within ten (10) days after notification thereof, by registered mail, addressed to the last known address of said stockholder, the corporation shall have a right to sell said stock at public auction as the attorney of said stockholder and shall apply any and all sums received at said sale to said indebtedness, and pay the surplus remaining, after payment of all expenses of sale, including attorney's fees, to the stockholder. In the event that there shall be a deficiency, the said stockholder shall be liable for such deficiency. Said sale shall be subject to the stipulations, conditions and limitations set forth in ARTICLE NO. SEVENTH and ARTICLE NO. EIGHTH."