

CERTIFICATE OF INCORPORATION

-of-

KRUPP NIROSTA CO., INC.

WE, THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of an Act of the Legislature of the State of Delaware, entitled "An Act providing a General Corporation Law" (approved March 10, 1899), and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST: The name of this corporation is KRUPP NIROSTA CO., INC.

SECOND: The location of the principal office of the corporation is 7 West 10th Street, in the City of Wilmington, County of New Castle, and the Corporation Trust Company of America/ is designated as the statutory agent therein, in charge thereof, and upon whom process against the corporation may be served.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

To hold, own or acquire by purchase or otherwise, domestic and foreign patents, applications for patent, patent rights and licenses; to manufacture, sell, or both, patented things, articles, processes or inventions generally and to sell, license or otherwise exploit, the use of, or otherwise dispose of, the same.

To carry on investigations and studies and to make experiments and studies of all kinds regarding the manufacture, use or fabrication of steel, iron, alloys and metals of all kinds.

To manufacture, purchase, mine or otherwise acquire, sell and generally deal in iron, steel, alloys and metals of every kind and all things and articles made therefrom without limitation or restriction.

To acquire and operate manufacturing plants, power sites and developments for its private use, coal fields, oil wells, ore beds and all kinds of mining properties; blast furnaces, rolling and stamp-

facilities and, generally, real and personal property of all kinds suitable to the accomplishment of its purposes.

IN FURTHERANCE AND NOT IN LIMITATION of the general powers conferred by the laws of the State of Delaware and of the objects and purposes herein set forth, it is expressly provided that this Corporation shall also have the following powers, viz:

To take, own, hold, deal in, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer, or in any manner whatever to dispose of real property, within or without the State of Delaware, wherever situated.

To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge or otherwise to give liens against, and to lease, sell, assign, exchange, transfer, or in any manner dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise, and property of any and every class and description, both within Delaware and out of Delaware and in any part of the world.

To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association or corporation, municipality, body politic, county, territory, State, government or colony or dependency thereof.

To acquire the goodwill, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or corporation; to pay for the said goodwill, rights, property, and assets in cash, the stock of this company, bonds or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To devise, adopt, use, own, purchase or otherwise acquire and to sell, assign or otherwise dispose of, any and all trademarks, trade names and trademark rights and registrations or applications for registration therefor in the United States or in other countries, and when purchasing, acquiring or otherwise obtaining any such trademarks, trade names or trademark rights to take over and acquire the goodwill, assets and business in connection with which said trademarks, trade names or trademark rights are or have been used; also any and all copyrights, processes, formulae, trade secrets and devices of all kinds, and to use, exercise and develop the same.

To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of and to guarantee the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this State or any other State, country, nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

Without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Delaware.

To purchase, in so far as the same may be done without impairing the capital of the Corporation, and to hold, pledge and reissue shares of its own capital stock; but such stock, so acquired and held, shall not be entitled to vote nor to receive dividends.

To have one or more offices, conduct its business and promote its objects within and without the State of Delaware, in other States, the Dis-

tributed in the territories and dependencies of the United

but subject to the laws of such State, District, territory, colony, dependency or country.

To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

IN GENERAL to carry on any other business in connection therewith, whether manufacturing or otherwise, not forbidden by the laws of the State of Delaware, and with all the powers conferred upon corporations by the laws of the State of Delaware.

BUT if this Corporation shall undertake to do any of the things hereinabove set forth in any State other than Delaware, in the District of Columbia, in any territory, colony or dependency of the United States, or in any foreign country or in any colony or dependency thereof, then as to such jurisdictions and each of them this Corporation shall be deemed to have such powers in so far only as such jurisdictions respectively permit corporations within their several respective jurisdictions to be organized for or to execute such powers.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this third article of this Certificate of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other article of this Certificate of Incorporation, but that the objects, purposes and powers specified in this article and in each of the articles or paragraphs of this Certificate shall be regarded as independent objects, purposes and powers, and the enumeration of specific purposes and powers shall not be construed to restrict in any manner the general terms and powers of this Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

FOURTH: The amount of the total authorized capital stock of this Corporation is one thousand (1,000) shares without nominal or par value. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further payment thereon.

The amount of capital stock with which it will commence business is ten (10) shares without nominal or par value.

FIFTH: The names and places of residence of each of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>RESIDENCE</u>	<u>NO. OF SHARES</u>
A. L. Miller	Wilmington, Delaware	4
A. V. Lane	Wilmington, Delaware	4
C. S. Peabbles	Wilmington, Delaware	<u>2</u> 10

SIXTH: The existence of this Corporation is to be perpetual.

SEVENTH: The private property of the stockholders shall not be subject to payment of corporate debts to any extent whatsoever.

EIGHTH: (a) Subject to the provisions of the "General Corporation Law" the number of Directors of the Corporation shall be determined as provided in the By-Laws. The Directors shall have power to make and to alter or amend the By-laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchises of this Corporation.

(b) With the consent in writing of, or pursuant to a vote of, the holders of a majority of the capital stock issued, outstanding, and having voting power, the Directors shall have authority to dispose, in any manner,

of the whole property, including the corporate franchise, goodwill, and other intangible property of the Corporation, upon such terms and conditions as they deem expedient and for the best interests of the Corporation.

(c) The By-laws, or a resolution of the Directors passed in pursuance thereof, shall determine whether and to what extent the accounts and books of this Corporation, or any of them, other than the stock ledger, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account, or book, or document of this Corporation, except as conferred by law or the By-laws, or by resolution of the stockholders or Directors.

(d) The stockholders and Directors shall have power to hold their meetings and keep the books, except the original or duplicate stock ledger, documents and papers of the Corporation outside of the State of Delaware, and to have one or more offices within or without the State of Delaware, at such places as may be from time to time designated by the By-laws or by resolution of the stockholders or Directors, except as otherwise required by the laws of Delaware.

(e) The Directors, by a suitable by-law or by resolution passed by a majority of the whole membership of the Board, may designate two or more of their number to constitute an executive committee, which committee shall have all the powers provided in such by-laws or resolution.

(f) Subject to the provisions of the statutes of Delaware, the Corporation may, through appropriate by-law provisions, confer powers upon the Board of Directors in addition to the powers expressly conferred upon it by law and this Certificate of Incorporation.

(g) The Corporation reserves the right to amend, alter, or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the statutes of Delaware and all rights and powers conferred on Directors and stockholders herein are granted subject to this reservation.

(h) If the By-laws so provide, election of directors need not be

by ballot.

(i) The By-laws of the Corporation may provide that any one or more directors of the Corporation may be removed with or without cause by the vote of the holders of a majority of the capital stock issued and outstanding.

WE, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth opposite our respective names; and we have accordingly hereunto set our respective hands and seals.

Dated at Wilmington, Del.

October 10th, 1928.

In the Presence of

Herbert E. Latter C. S. Peabbles

A. V. Lane  
A. V. Lane



STATE OF DELAWARE )  
COUNTY OF NEW CASTLE ) ss.:

BE IT REMEMBERED, that on this 10th day of October, A.D., 1928, personally appeared before me Herbert E. Latter for the State of Delaware a Notary Public, / A. L. Miller, A. V. Lane and C. S. Peabbles

parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I having first made known to them and each of them the contents of said Certificate, they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and each deposed that the facts therein stated <sup>d</sup> were truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Herbert E. Latter  
Notary Public.