



C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
277 PARK AVENUE, NEW YORK N. Y. 10017 • (212) 826-1800

DEC 3 1976

December 2, 1976

Ms. Sharon Land Oberman
Manager, Regulatory Relations
N L Industries, Inc.
Office of the General Counsel
1221 Avenue of the Americas
New York, New York 10020

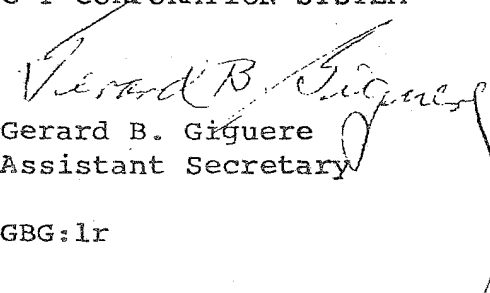
Dear Ms. Oberman:

RE: NATIONAL LEAD COMPANY

In accordance with our telephone conversation, we have compiled and now submit to you three copies of Articles of Merger involving the above named company wherein all three Missouri corporations are listed. Would you kindly have the original and one copy executed and returned to this office for filing. There should be no reason why this filing cannot be accomplished before the end of this year.

Very truly yours,

C T CORPORATION SYSTEM


Gerard B. Giguere
Assistant Secretary

GBG:lr

N 27478

ARTICLES OF MERGER
OF
COBALT NICKEL REDUCTION COMPANY
HOYT METAL COMPANY
AND
NATIONAL PIGMENTS AND CHEMICAL CO.
INTO
NATIONAL LEAD COMPANY

* * * * *

The undersigned corporations, pursuant to the provisions of "The General and Business Corporation Law of Missouri", as amended, hereby execute the following Articles of Merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the States under the law of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
NATIONAL LEAD COMPANY	New Jersey
COBALT NICKEL REDUCTION COMPANY	Missouri
HOYT METAL COMPANY	Missouri
NATIONAL PIGMENTS AND CHEMICAL CO.	Missouri

ARTICLE TWO

The laws of New Jersey, the State under which such foreign corporation is organized, permit such merger.

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ARTICLE THREE

The name of surviving corporation shall be NATIONAL LEAD COMPANY and it shall be governed by the laws of the State of New Jersey.

ARTICLE FOUR

The Plan of Merger is as follows:

1. NATIONAL LEAD COMPANY hereby merges COBALT NICKEL REDUCTION COMPANY, HOYT METAL COMPANY and NATIONAL PIGMENTS AND CHEMICAL CO. into itself and COBALT NICKEL REDUCTION COMPANY, HOYT METAL COMPANY and NATIONAL PIGMENTS AND CHEMICAL CO. hereby merge into NATIONAL LEAD COMPANY, which shall be the surviving corporation.

2. The Certificate of Incorporation and the By-Laws of the surviving corporation, in effect on the effective date of the merger, shall continue to be and remain the Certificate of Incorporation and the By-Laws of the surviving corporation.

3. The directors and officers of the surviving corporation, in office on the effective date of the merger, shall continue to be and remain the directors and officers of the surviving corporation.

4. On the effective date of the merger all of the issued and outstanding shares of COBALT NICKEL REDUCTION COMPANY, HOYT METAL COMPANY and NATIONAL PIGMENTS AND CHEMICAL CO. all of which are owned by the surviving corporation, shall be cancelled and no shares of the surviving corporation shall be issued in exchange therefor.

ARTICLE FIVE

The Board of Directors of NATIONAL LEAD COMPANY, by unanimous written consent, approved the Plan of Merger set forth in these articles, which plan was thereafter approved by the unanimous written consent of the shareholders entitled to vote thereon.

The Board of Directors of COBALT NICKEL REDUCTION COMPANY, by unanimous written consent, approved the Plan of Merger set forth in these articles, which plan was thereafter approved by the unanimous written consent of the shareholders entitled to vote thereon.

The Board of Directors of HOYT METAL COMPANY, by unanimous written consent, approved the Plan of Merger set forth in these articles, which plan was thereafter approved by the unanimous written consent of the shareholders entitled to vote thereon.

The Board of Directors of NATIONAL PIGMENTS AND CHEMICAL CO., by unanimous written consent, approved the Plan of Merger set forth in these articles, which plan was thereafter approved by the unanimous written consent of the shareholders entitled to vote thereon.

ARTICLE SIX

As to each corporation, the number of shares outstanding and the number of shares entitled to vote are:

<u>NAME OF CORPORATION</u>	<u>TOTAL NUMBER OF SHARES OUTSTANDING</u>	<u>TOTAL NUMBER OF SHARES ENTITLED TO VOTE</u>
NATIONAL LEAD COMPANY	1,000	1,000
COBALT NICKEL REDUCTION COMPANY	5	5
HOYT METAL COMPANY	2,500	2,500
NATIONAL PIGMENTS AND CHEMICAL CO.	10	10

ARTICLE SEVEN

As to each corporation, the number of shares voted for and against the plan, respectively, are:

<u>NAME OF CORPORATION</u>	<u>TOTAL SHARES VOTED FOR</u>	<u>TOTAL SHARES VOTED AGAINST</u>
NATIONAL LEAD COMPANY	1,000	0
COBALT NICKEL REDUCTION COMPANY	5	0
HOYT METAL COMPANY	2,500	0
NATIONAL PIGMENTS AND CHEMICAL CO.	10	0

ARTICLE EIGHT

All provisions of the laws of the State of Missouri and the State of New Jersey applicable to the proposed merger have been complied with.

ARTICLE NINE

It is agreed that, upon and after the issuance of a Certificate of Merger by the Secretary of State of the State of Missouri:

1. 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 or new corporation.

2. 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 c/o N L Industries Inc., 1221 Avenue of the Americas, New York, N.Y. 10020.

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3. 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.

ARTICLE TEN

The surviving corporation states as follows:

1. Said corporation will not own property in the State of Missouri.
2. Said corporation will do business in the State of Missouri.

IN WITNESS WHEREOF, said COBALT NICKEL REDUCTION COMPANY, a corporation existing under the laws of the State of Missouri, has caused these Articles to be executed in its name by its Vice President, and its corporate seal to be thereto affixed, attested by its Assistant Secretary this 1st day of October, 1976.

COBALT NICKEL REDUCTION COMPANY

By

John T. Rafferty
John T. Rafferty,
Vice President

ATTEST:

Sharon L. Oberman
Sharon L. Oberman,
Assistant Secretary

(CORPORATE SEAL)

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IN WITNESS WHEREOF, said HOYT METAL COMPANY, a corporation existing under the laws of the State of Missouri, has caused these Articles to be executed in its name by its Vice President, and its corporate seal to be thereto affixed, attested by its Assistant Secretary this 1st day of October, 1976.

HOYT METAL COMPANY

By

John T. Rafferty
John T. Rafferty,
Vice President

ATTEST:

Sharon L. Oberman
Sharon L. Oberman,
Assistant Secretary

(CORPORATE SEAL)

IN WITNESS WHEREOF, said NATIONAL PIGMENTS AND CHEMICAL CO., a corporation existing under the laws of the State of Missouri, has caused these Articles to be executed in its name by its Vice President, and its corporate seal to be thereto affixed, attested by its Assistant Secretary this 1st day of October, 1976.

NATIONAL PIGMENTS AND CHEMICAL CO.

By

John T. Rafferty
John T. Rafferty,
Vice President

ATTEST:

Sharon L. Oberman
Sharon L. Oberman,
Assistant Secretary

(CORPORATE SEAL)

IN WITNESS WHEREOF, said NATIONAL LEAD COMPANY, a corporation existing under the laws of the State of New Jersey, has caused these Articles to be executed in its name by its Vice President, and its corporate seal to be thereto affixed, attested by its Assistant Secretary this 1st day of October, 1976.

NATIONAL LEAD COMPANY

By

Gray Castle,
Vice President

ATTEST:

Jeanette L. Behrend,
Assistant Secretary

(CORPORATE SEAL)

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.

I, Fred Floersheimer, a Notary Public, do hereby certify that on this 1st day of October, 1976, personally appeared before me JOHN T. RAFFERTY, who, being by me first duly sworn, declared that he is the Vice President of COBALT NICKEL REDUCTION COMPANY, that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

Fred Floersheimer
Notary Public

My Commission Expires:

FRED FLOERSHEIMER
Notary Public, State of New York
No. 52-6337000 Qual. in Suffolk Co.
Certificate filed in New York County
Commission Expires March 30, 1978

NL 000041889

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.

I, _____, a Notary Public, do hereby
certify that on this 1st day of October, 1976, personally appeared
before me JOHN T. RAFFERTY, who, being by me first duly sworn,
declared that he is the Vice President of HOYT METAL COMPANY,
that he signed the foregoing document as Vice President of the
corporation, and that the statements therein contained are true.

Notary Public

My Commission Expires:

FRED FLOERSHEIMER
Notary Public, State of New York
No. 52-6337000 Qual. in Suffolk Co.
Certificate filed in New York County
Commission Expires March 30, 1978

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.

I, _____, a Notary Public, do hereby
certify that on this 1st day of October, 1976, personally appeared
before me JOHN T. RAFFERTY, who, being by me first duly sworn,
declared that he is the Vice President of NATIONAL PIGMENTS AND
CHEMICAL CO., that he signed the foregoing document as Vice
President of the corporation, and that the statements therein
contained are true.

Notary Public

My Commission Expires:

FRED FLOERSHEIMER
Notary Public, State of New York
No. 52-6337000 Qual. in Suffolk Co.
Certificate filed in New York County
Commission Expires March 30, 1978

NL 000041890

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.

I, _____, a Notary Public, do hereby
certify that on this 1st day of October, 1976, personally appeared
before me GRAY CASTLE, who, being by me first duly sworn, declared
that he is the Vice President of NATIONAL LEAD COMPANY, that he
signed the foregoing document as Vice President of the corporation,
and that the statements therein contained are true.

Notary Public

My Commission Expires:

FRED FLOERSHEIMER
Notary Public, State of New York
No. 52-5337000 Qual. in Suffolk Co.
Certificate filed in New York County
Commission Expires March 30, 1978