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November 1, 1977

Commonwealth of Pennsylvania
Department of Revenue
Bureau of Corporation Taxes
Harrisburgh, Pennsylvania 17127

Attention: Peter Capataides, Director
Bureau of Corporation Taxes

John T. Lewis and Brothers Co.
Box #0485-129

Dear Sir:

In response to your letter of October 19, 1977, I enclose a copy of the Articles of Merger, received by the Department of State on November 8, 1976, and a copy of the Certificate of Merger, issued the same date. The tax reports covering the years 1950 through 1976 will be forwarded to you shortly.

Very truly yours,

Edith Scherer

Edith Scherer
Manager, Regulatory Relations

ES:sp
Enclosure

NL Industries, Inc./Office of General Counsel
1230 Avenue of the Americas, New York, N.Y. 10020

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APPLICANT'S ACCT NO.

DSCB:BCL-903 (Rev. 8-72)

Filing Fee: \$50 plus \$20
for each party corporation
in excess of two
AME-8

Articles of Merger—
Business Corporation

(Line for numbering)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 8th day of
November 1976

Commonwealth of Pennsylvania
Department of State

C. McLeod Tucker
EPP/he
Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 903 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1903), the undersigned corporations, desiring to effect a merger, hereby certify that:

1. The name of the corporation surviving the merger is:

NATIONAL LEAD COMPANY

2. (Check and complete one of the following):

☐ The surviving corporation is a domestic corporation and the location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

(NUMBER)

(STREET)

Pennsylvania

(CITY)

(ZIP CODE)

- ☒ The surviving corporation is a foreign corporation incorporated under the laws of New Jersey
(NAME OF JURISDICTION)
and the location of its office registered with such domiciliary jurisdiction is:

15 Exchange Place

(NUMBER)

(STREET)

Jersey City,

New Jersey

07302

(CITY)

(STATE)

(ZIP CODE)

The location of its registered office in this Commonwealth is:

c/o C T Corporation System, 123 South Broad Street,

(NUMBER)

(STREET)

Philadelphia

Pennsylvania

19109

(CITY)

(ZIP CODE)

3. The name and the location of the registered office of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

JOHN T. LEWIS AND BROTHERS COMPANY
c/o C T Corporation System
123 South Broad Street,
Philadelphia, Pennsylvania 19109

qualified in Pennsylvania and party to the merger are as follows:

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INSTRUCTIONS FOR COMPLETION OF FORM.

- A. If a new corporation results from the transaction the form should be rewritten as Articles of Consolidation and modified accordingly.
- B. A foreign business corporation may be a party to a merger notwithstanding the fact that it has not received a certificate of authority to do business in Pennsylvania. However, if the surviving corporation is a foreign corporation which is not the holder of a Certificate of Authority under the Business Corporation Law on the effective date of the merger, there must be submitted with this form tax clearance certificates from the Department of Revenue and the Bureau of Employment Security of the Department of Labor and Industry with respect to each domestic corporation and qualified foreign corporation evidencing payment of all taxes and charges payable to the Commonwealth.
- C. Any necessary copies of Form DSCB: 17.2 (Consent to Appropriation of Name) or Form DSCB: 17.3 (Consent to Use of Similar Name) shall accompany Articles of Merger effecting a change of name.
- D. Any necessary governmental approvals shall accompany this form.
- E. One of the following statements or the equivalent should be used in the second column of Paragraph 5 to set forth the manner of adoption.

"Adopted by action of the board of directors pursuant to section 902.1 of the Business Corporation Law."

"Approved by the affirmative vote of the shareholders entitled to vote thereon at a meeting called after at least ten days written notice to all shareholders of record, whether or not entitled to vote thereon, setting forth such purpose."

"Approved by a consent or consents in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon, and filed with the secretary of the corporation" (where action is taken by partial written consent pursuant to the Articles, this paragraph should be modified accordingly).

- F. Where more than two corporations are parties to the merger appropriate additional corporate signatures should be added. All parties to the merger shall execute the Articles of Merger, including a nonqualified corporation which is not a surviving corporation and which is not otherwise mentioned in the body of the Articles of Merger.

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OF
DEPARTMENT

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DSCB RC. 103 (Rev. 8-72)-3

TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 1st day of October, 1976.

NATIONAL LEAD COMPANY

(NAME OF CORPORATION)

By:

Gray Castle

(SIGNATURE)

Gray Castle, Vice-President

~~XXXXXXXXXXXX~~ VICE PRESIDENT ~~XXXX~~

Attest:

Jeanette L. Behrend

(SIGNATURE)

Jeanette L. Behrend, Ass't. Secy.

~~XXXXXXXXXXXX~~ ASSISTANT SECRETARY ~~XXXX~~

(CORPORATE SEAL)

JOHN T. LEWIS AND BROTHERS COMPANY

(NAME OF CORPORATION)

By:

John T. Rafferty

(SIGNATURE)

John T. Rafferty, Vice-President

~~XXXXXXXXXXXX~~ VICE PRESIDENT ~~XXXX~~

Attest:

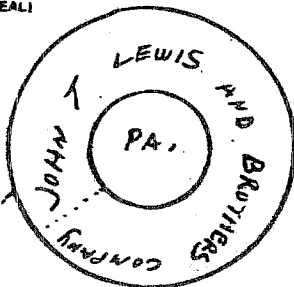
Sharon L. Oberman

(SIGNATURE)

Sharon L. Oberman, Ass't. Secy.

~~XXXXXXXXXXXX~~ ASSISTANT SECRETARY ~~XXXX~~

(CORPORATE SEAL)



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4. (Check, and if appropriate, complete one of the following):

☒ The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.☐ The plan of merger shall be effective on _____ at _____
(DATE) (HOUR)

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

NAME OF CORPORATION

MANNER OF ADOPTION

JOHN T. LEWIS AND BROTHERS COMPANY

Approved by a consent in writing signed by the sole shareholder entitled to vote thereon and filed with the Secretary of the corporation.

6. (Strike out this paragraph if no foreign corporation is party to the merger.) The plan was authorized, adopted or approved, as the case may be, by the foreign corporation (or each of the foreign corporations) in accordance with the laws of the jurisdiction in which it was formed.

7. The plan of merger is set forth in Exhibit A, attached hereto and made a part hereof.

8. (Strike out this paragraph if the surviving corporation is a domestic corporation.) The Secretary of the Commonwealth and his successor in office is hereby designated as the true and lawful attorney of the surviving corporation upon whom may be served all lawful process in any action or proceeding against it for enforcement against it of any obligation of any constituent domestic corporation or any obligation arising from the merger proceedings or any action or proceeding to determine or enforce the rights of any shareholder under the provisions of section 908 of the Business Corporation Law. The surviving corporation hereby agrees that the service of process upon the Secretary of the Commonwealth shall be of the same legal effect as service of process upon the corporation. This designation of process shall continue in force as long as any of the aforesaid obligations and rights remain outstanding in this Commonwealth.

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EXHIBIT A

PLAN OF MERGER

1. NATIONAL LEAD COMPANY hereby merges JOHN T. LEWIS AND BROTHERS COMPANY into itself and JOHN T. LEWIS AND BROTHERS COMPANY hereby merges 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 JOHN T. LEWIS AND BROTHERS COMPANY, 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.

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Commonwealth of Pennsylvania

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Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of Article IX of the Business Corporation Law (Act of May 5, 1933, P. L. 364), as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF MERGER

evidencing the merger of any one or more domestic corporations, and any one or more foreign corporations into one of such corporations under the provisions of that law; and

Whereas, The stipulations and conditions of that law relating to the merger of such corporations have been fully complied with by JOHN T. LEWIS AND BROTHERS COMPANY, a Pennsylvania corporation and NATIONAL LEAD COMPANY, a New Jersey corporation.

It is, Therefore, Certified, That from the Articles of Merger filed with the Department of State, it appears that JOHN T. LEWIS AND BROTHERS COMPANY, the Pennsylvania corporation has been merged into NATIONAL LEAD COMPANY, the New Jersey corporation.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under authority of the Business Corporation Law, I DO BY THESE PRESENTS, which I have caused to be sealed with the Great Seal of the Commonwealth, hereby declare that NATIONAL LEAD COMPANY, the New Jersey corporation, shall be the surviving corporation.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 8th day of November in the year of our Lord one thousand nine hundred and seventy-six and of the Commonwealth the two hundred and first.

C. McLaughlin Tucker

DSCB-56-B-17-75

Secretary of the Commonwealth
he

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