PLAINTIFF'S EXHIBIT

CT-936

ARTICLES OF RESTATEMENT OF THE CHARTER OF CERTAINTEED CORPORATION

Effective August 30, 1983

CERTAINTEED CORPORATION

ARTICLES OF RESTATEMENT OF THE CHARTER

CERTAINTEED CORPORATION, a Maryland corporation having its principal office c/o The Corporation Trust Incorporated, 32 South Street, Baltimore City, Maryland 21202 (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The corporation desires to restate its charter as currently in effect.

SECOND: The charter of the corporation was originally filed by the State Department of Assessments and Taxation on the 9th day of February, 1917.

THIRD: The provisions of the charter which are now in effect, stated in accordance with the provisions of Section 2-608 of Corporations and Associations Article of the Annotated Code of Maryland, are as follows:

CERTAINTEED CORPORATION

RESTATED CHARTER

FIRST: NAME

That the name of the Corporation is CertainTeed Corporation.

SECOND. PURPOSES

That the purposes for which the Corporation is formed are: to manufacture and distribute products used in residential, commercial and industrial construction and underground utilities industries; to engage in any business whatever which is permitted to be conducted by a corporation formed under the General Laws of Maryland, whether or not related in any way to the business or activities set forth in the foregoing or to any business or activities at the time or theretofore engaged in by the Corporation; and to own and exercise all rights of holders of securities of other business entities of any kind, whether or not such entities are engaged in business or activities that the Corporation is entitled to conduct directly.

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The foregoing shall be construed both as purposes and powers of the Corporation; and the Corporation shall in addition have all the rights, powers and privileges which a corporation organized under the General Laws of Maryland may now or hereafter be entitled to have and possess, of every kind and nature.

THIRD. PRINCIPAL OFFICE

That the post-office address of the place at which the principal office of the Corporation in this State is located is c/o The Corporation Trust Incorporated, 32 South Street, Baltimore City, Maryland 21202; that the name and post-office address of the Corporation's resident agent is The Corporation Trust Incorporated, 32 South Street, Baltimore City, Maryland 21202, a corporation of the State of Maryland.

FOURTH. CAPITAL STOCK

That the total number of shares of all classes of stock which the Corporation shall have authority to issue is 44,000,000 consisting of

(i) 4,000,000 shares of Preferred Stock of the par value of $1 per share, and

(ii) 40,000,000 shares of Common Stock of the par value of $1 per share.

The aggregate par value of all such shares of stock is $44,000,000.

A. Description of the Preferences, Rights, Voting Powers, Restrictions and Qualifications of, the Dividends on, the Times and Prices of Redemption of, and the Conversion Rights of the Shares of Preferred Stock and the Authority of the Board of Directors to Classify Such Shares by Fixing the Preferences, Rights, Voting Powers, Restrictions and Qualifications of, the Dividends on, the Times and Prices of Redemption of, and the Conversion Rights of, Such Shares Not Fixed Hereby.

The preferences, rights, voting powers, restrictions and qualifications of, the dividends on, and the times and prices of redemption of, the Series D Preferred Stock shall be as set forth in Section D of this Article.

Shares of Preferred Stock may be issued from time to time in one or more series as may be determined from time to time by the Board of Directors, each of said series to be distinctly designated. All shares of any one series of Preferred Stock shall be alike in every particular. The preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, each such series, if any, may differ from those of any and all other series at any time outstanding; and, subject to the provisions of this Article, the Board

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of Directors of the Corporation is hereby expressly granted authority to classify, by resolutions duly adopted prior to the issuance of any shares of a particular series of Preferred Stock, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such series, including, but without limiting the generality of the foregoing, the following:

(i) The times at which, and the terms and conditions on which, dividends on Preferred Stock of such series will be paid;

(ii) The rights, if any, of the holders of Preferred Stock of such series upon the voluntary or involuntary liquidation, dissolution or winding-up, or distribution or sale of assets, of the Corporation;

(iii) The terms of the sinking fund or redemption or purchase fund, if any, to be provided for the Preferred Stock of such series; and

(iv) The provisions, if any, for the vote or consent of the holders of a stated percentage of the outstanding shares of all or any of such series of Preferred Stock with respect to changes in the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such series, or the classification or issuance of other series of Preferred Stock by the Board of Directors, or the authorization or issuance of other classes or series of Preferred Stock;

provided, however, that no holders of shares of Preferred Stock of any series shall have any right to participate with the holders of Common Stock in any distribution of dividends in excess of the preferential dividend fixed for such series of Preferred Stock or in the assets of the Corporation available for distribution to stockholders in excess of the preferential amount fixed for such series of Preferred Stock.

B. Description of the Rights, Voting Powers, Restrictions, Limitations as to Dividends and Qualifications in Respect of Shares of Common Stock.

1. After the requirements with respect to preferential dividends on the Preferred Stock shall have been met and after the Corporation shall have complied with all the requirements, if any, with respect to the setting aside of sums as sinking funds or redemption or purchase funds for the Preferred Stock, then and not otherwise the holders of Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors.

2. After distribution in full of the preferential amount to be distributed to the holders of Preferred Stock in the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation, tangible and intangible, of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them respectively.

3. Except as may otherwise be required by law or by the provisions of this Charter or by resolutions of the Board of Directors pursuant to authority granted in this Charter, each holder of Common Stock shall have one vote in respect of each share of stock held by him on all matters voted upon by the stockholders.

C. Other Provisions

1. No stockholder of the Corporation shall have any preemptive or preferential right of subscription to any shares of any stock of the Corporation of any class, now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors of the Corporation in its discretion from time to time may determine, and at such price as the Board of Directors from time to time may fix, pursuant to the authority hereby conferred by this Charter, and the Board of Directors may issue stock of the Corporation, or obligations convertible into stock, without offering such issue of stock or such obligations, either in whole or in part, to the stockholders of the Corporation.

2. The rights and powers of the holders of Common Stock shall be subordinated to the preferences, rights and powers of the holders of Preferred Stock as and to the extent set forth in the description of the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of the shares of such Preferred Stock of each such holder. The relative preferences, rights and powers of each series of Preferred Stock in relation to the preferences, rights and powers of each other series of Preferred Stock shall, in each case, be as fixed from time to time by the Board of Directors pursuant to authority granted in this Charter; provided, however, that the preferences, rights and powers of Series D Preferred Stock shall be as set forth in Section D of this Article; and provided further that except as may be provided by law and except as set forth in Paragraphs 3 and 4 of this Section C, each holder of shares of Preferred Stock of any other series shall be entitled to not more than one vote in respect of each share of such stock held by him on any matter voted on by stockholders.

3. Notwithstanding the provisions of Paragraph 2 of this Section C, the Board of Directors, acting pursuant to authority granted in this Charter in respect of any series of Preferred Stock other than the Series D Preferred Stock, may provide that if the Corporation shall have defaulted in the payment of dividends on any series of Preferred Stock in an amount equivalent to or exceeding six full quarterly dividends (whether or not consecutive), the holders of one or more or all of such series of Preferred Stock in respect of which any such default shall have occurred (voting as a single class, and including the holders of the Series D Preferred Stock as provided in Section D of this Article if any such default shall have occurred with respect to such series) shall be entitled to elect, in the aggregate, not more than two directors.

4. The classification and issuance of shares of any series of Preferred Stock by the Board of Directors of the Corporation shall be subject to such restrictions and qualifications as may be provided for in this Charter or by the Board of Directors, pursuant to authority granted in this Charter, including provision for the consent, by class or series of class vote, of the holders of a stated percentage of the outstanding shares of any class or series of class of Preferred Stock.

5. Subject to the provisions of Paragraph 4 of this Section C, and subject to the provisions of Section D of this Article, shares of any series of Preferred Stock may be authorized or issued, in aggregate amounts not exceeding the total number of shares of Preferred Stock authorized by this Charter, from time to time as the Board of Directors of the Corporation shall determine and for such consideration as shall be fixed by the Board of Directors.

6. Shares of Common Stock, in an aggregate amount not exceeding the total number of shares of Common Stock authorized in this Charter, may be issued from time to time as the Board of Directors of the Corporation shall determine and for such consideration as shall be fixed by the Board of Directors.

D. Designation of Fourth Series of Preferred Stock and Description of the Preferences, Rights, Voting Powers, Restrictions and Qualifications of, the Dividends on, and the Time and Prices of Redemption of, Shares Thereof

I. Designation of Series and Number of Shares

The fourth series of Preferred Stock is hereby designated "Series D Preferred Stock" and the number of shares which shall constitute such Series shall be 1,600,000 shares, which number of shares may be decreased (but not below the number of shares thereof then outstanding) from time to time by the Board of Directors.

II. Cash Dividends on Series D Preferred Stock

(a) The holders of Series D Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors out of the funds of the Corporation legally available therefor, cumulative cash dividends at the annual rate of $1.90625 per share, payable quarterly

on January 1, April 1, July 1 and October 1 in each year. If any dividend payment date falls on a day when banks are closed for business in the Borough of Manhattan, The City of New York, New York ("Bank Holiday"), then the dividend payable on such date shall be payable on the first succeeding day which is not a Bank Holiday. Dividends shall accrue from the date of issue. The first dividend payment date shall be January 1, 1978, and the dividend payable on such date shall be calculated on the basis of the actual number of days elapsed over a 360-day year. If the dividend on the Series D Preferred Stock for any quarterly dividend period shall not have been paid or declared and set apart in full when the same shall have become due and payable (whether or not earned), the aggregate deficiency shall be cumulative. Notwithstanding anything else to the contrary herein provided, no dividend shall be paid upon or declared and set apart for any dividend period for any shares of Series D Preferred Stock or of any other stock ranking on a parity with the Series D Preferred Stock as to payment of dividends unless at the same time a like proportionate dividend for the same dividend period, ratably in proportion to the respective annual dividend rates fixed therefor, shall be paid upon or declared and set apart for all shares of Series D Preferred Stock and of any such other stock then outstanding. Accumulations of dividends on the Series D Preferred Stock shall not bear interest. The holders of Series D Preferred Stock shall not be entitled to any distribution of dividends in excess of the dividend provided in this subparagraph (a).

(b) Notwithstanding anything else to the contrary herein provided, if at any time the Corporation shall have failed to pay, or declare and set apart sufficient funds for the payment of, full cumulative dividends on all shares of Series D Preferred Stock when the same shall have become due and payable, the Corporation shall not, until such dividends have been paid or so declared and set apart, (i) purchase, redeem or otherwise acquire for consideration less than all of the Series D Preferred Stock at the time outstanding, (ii) purchase, redeem or otherwise acquire for consideration any shares of Common Stock or shares of any other stock of the Corporation then outstanding and ranking junior to or on a parity with the Series D Preferred Stock as to payment of dividends, (iii) make any dividend payment or other distribution on or in respect to any shares of Common Stock or shares of any other stock of the Corporation then outstanding and ranking junior to the Series D Preferred Stock as to payment of dividends (other than a dividend in shares of Common Stock or in shares of any other stock ranking junior to the Series D Preferred Stock as to payment of dividends and distribution of assets) or (iv) make any investment in or loan or other transfer of cash to a Parent; provided, however, that for the purposes of this subparagraph (b) and of subparagraph (a) of Paragraph III,

(i) the term "transfer of cash" shall exclude (A) amounts paid by the Corporation for services rendered, for materials or equipment supplied, as royalties or fees for technology provided, or other similar payments, in the ordinary course of business, and (B) dividends paid, subject to the provisions hereof, on shares of Series D Preferred Stock or any other stock ranking on a parity with or prior to the Series D Preferred Stock as to payment of dividends, and

(ii) the term "Parent" shall have the same meaning as for the purposes of Annual Reports on Form 10-K pursuant to the Securities Exchange Act of 1934.

III. Redemption of Series D Preferred Stock

(a) Except to the extent prevented from doing so by the restrictions now contained as of the date hereof in the Loan Agreements, the Corporation shall, out of funds legally available therefor, redeem on January 1 of each year, beginning in 1983 and continuing through and including 1987, 160,000 shares of Series D Preferred Stock, and redeem on January 1, 1988, 800,000 shares of Series D Preferred Stock, at the redemption price of $25 per share plus all dividends accumulated and unpaid thereon up to and including the date fixed for redemption. The obligation of the Corporation to redeem such shares shall be cumulative so that, if it shall be prevented by any of the aforesaid restrictions from redeeming the number of shares which in the absence of such restrictions it would be required to redeem on such date, the number of shares not so redeemed shall be redeemed as soon as the Corporation shall not be prevented from redeeming such shares. Nothwithstanding anything else to the contrary herein provided, no dividends shall be paid or declared and set apart by the Corporation on any shares of Common Stock or any other shares of stock of the Corporation then outstanding and ranking junior to the Series D Preferred Stock as to payment of dividends or distribution of assets, nor shall any shares of Common Stock or shares of any other stock of the Corporation then outstanding and ranking junior to or on a parity with the Series D Preferred Stock as to payment of dividends or distribution of assets be purchased, redeemed or otherwise acquired for valuable consideration, nor shall any investment in or loan or other transfer of cash to a Parent be made by the Corporation, unless on or before the January 1 preceding such action the Corporation shall have redeemed the number of shares, if any, of the Series D Preferred Stock which, in the absence of any of the above-mentioned restrictions on such redemption, it would have been required to have redeemed on or before such date; provided, however, that if at any time when there shall exist any arrearages on any obligation to redeem shares pursuant to a sinking or redemption fund with respect to any class or series of stock ranking on a parity with the Series D Preferred Stock as to distribution of assets, the Corporation shall apply any funds to satisfy in whole or in part any such arrearage, then all amounts so applied shall be applied pro rata as between such classes and series in proportion to the amounts of such respective arrearages. For the purposes of this subparagraph

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(a), the term "Loan Agreements" shall mean: the Note Agreement with The Prudential Insurance Company of America, dated August 22, 1966; the Letter Agreement between Bowles & Edens Corporation (since merged into the Corporation) and The Prudential Insurance Company of America, dated May 10, 1967, since assumed by the Corporation; the Note Agreement between Certain-teed Saint Gobain Insulation Corporation (since merged into the Corporation) and The Prudential Insurance Company of America, dated November 27, 1967, since assumed by the Corporation; the Note Agreements with The Aetna Life Insurance Company and The Aetna Casualty and Surety Company, dated December 14, 1970; the Credit Agreement with Chemical Bank as Agent, dated as of June 1, 1973; the Note Agreements with The Prudential Insurance Company of America, The Equitable Life Assurance Society of the United States, and Aetna Life Insurance Company, dated September 18, 1974; and the Note Agreement with Aetna Life Insurance Company, dated February 27, 1975; in each case as amended to the date hereof.

(b) Subject to the provisions of this Paragraph III, at the option of the Corporation by resolution of the Board of Directors, the Corporation may increase from time to time the number of shares of Series D Preferred Stock to be redeemed on any January 1 pursuant to subparagraph (a) of this Paragraph III, at the redemption price of $25 per share plus all dividends accumulated and unpaid thereon up to and including the date fixed for redemption, by a number of such shares to be set forth in such resolution of the Board of Directors but not to exceed 160,000 shares in respect to any one of such January 1 dates; provided, however, that the aggregate of all such increases in the number of shares required to be redeemed pursuant to such subparagraph (a) which are effected pursuant to this subparagraph (b) shall not exceed 400,000 shares.

(c) Subject to the provisions of this Paragraph III, shares of Series D Preferred Stock shall be redeemable in whole or in part, at the option of the Corporation by resolution of the Board of Directors, from time to time on any January 1, April 1, July 1 or October 1 occurring after December 31, 1982 at the redemption price per share indicated hereinbelow plus all dividends accumulated and unpaid thereon up to and including the date fixed for redemption:

Year of Redemption	Redemption Price
1983	$25.9531
1984	$25.7148
1985	$25.4766
1986	$25.2383
1987	$25.0000

provided, however, that no shares of Series D Preferred Stock shall be redeemed pursuant to this subparagraph (c) if such redemption is part, or in anticipation, of any refunding operation involving the application, directly or indirectly, of borrowed funds or of the proceeds of an issue of any shares of stock ranking prior to or on a parity with the Series D Preferred Stock as to the payment of

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dividends or distribution of assets if such borrowed funds have an interest rate or cost to the Corporation, or the stock has a dividend rate or cost to the Corporation, calculated in each case in accordance with generally accepted financial practice, of less than 7.625% per annum.

(d) In any case of the redemption of less than all of the shares of Series D Preferred Stock, the shares to be redeemed shall be chosen by proration (as nearly as possible without the issuance of fractional shares) among holders of record of shares of Series D Preferred Stock as of the date immediately preceding the date notice of redemption is first sent pursuant to clause (ii) of subparagraph (e) of Paragraph III.

(e) Not less than 30 days prior to the date fixed for any redemption of shares of Series D Preferred Stock (i) a notice specifying the time and place thereof, the redemption price (including accumulated dividends to and including the date fixed for redemption), the redemption date, and, if less than all of the Series D Preferred Stock then outstanding is being redeemed, identifying the shares to be redeemed, shall be published at least once in a newspaper printed in the English language and of general circulation in the Borough of Manhattan, City of New York, New York, provided, however, that no such notice shall be required if there are less than 100 holders of record of the Series D Preferred Stock, and (ii) a similar notice shall be given by first-class mail, postage prepaid, to the holders of record of the shares to be redeemed at their respective addresses as the same shall appear on the stock books of the Corporation, but no failure to mail such notice or any defect therein or in the mailing thereof shall affect the validity of the proceedings for such redemption except as to the holder to whom the Corporation has failed to mail said notice or except as to the holder whose notice was defective. At any time after notice of redemption has been given in the manner prescribed above, the Corporation may at its option deposit the aggregate redemption price in trust with a bank or trust company (in good standing, organized under the laws of the United States of America or of the State of New York, doing business in the Borough of Manhattan, The City of New York, New York, and having captial, surplus and undivided profits aggregating at least $50,000,000) named in such notice, for payment, at the date fixed for redemption (or prior to such date if so determined by the Board of Directors), to the holders of the shares so to be redeemed. Upon such redemption date or upon such earlier date as the Board of Directors shall designate for payment of the redemption price (unless the Corporation shall default in payment or deposit of the redemption price as set forth in such notice), such stockholders shall cease to be stockholders with respect to such shares and shall have no interest in, or claim against, the Corporation and shall have no voting or other rights with respect to such shares except the right to receive the moneys payable upon such redemption from such bank or trust company, or from the Corporation, without interest thereon, upon surrender (and endorsement, if required by the Board of Directors) of the certificates; and the shares represented thereby shall no longer be deemed to be outstanding. In the event that the holder of any such shares of Series D Preferred

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Stock shall not, within six years after such deposit, claim the amount deposited as above stated for the redemption thereof, the depositary shall, upon demand, pay over to the Corporation such unclaimed amount so deposited, and thereafter such holder shall have no claims against the depositary but only claims as unsecured creditor against the Corporation for the redemption price. Upon redemption of shares of Series D Preferred Stock in the manner set forth herein, such shares so acquired by the Corporation shall, upon compliance with the applicable provisions of the General Laws of the State of Maryland, have the status of authorized and unissued shares of Preferred Stock undesignated as to series.

(f) The Corporation will not, and will not permit any subsidiary to, at any time purchase any outstanding shares of Series D Preferred Stock except pursuant to an offer to purchase made on a comparable and pro rata basis to the holders of all such shares outstanding.

(g) No optional redemption of shares of Series D Preferred Stock pursuant to subparagraph (b) or (c) of this Paragraph III, nor any purchase or other acquisition of any of such shares by the Corporation, shall constitute a redemption of such shares in lieu of or as a credit against any redemption obligation pursuant to subparagraph (a) of this Paragraph III. All shares of the Series D Preferred Stock redeemed or purchased pursuant to this Paragraph III shall be cancelled and shall have the status of authorized but unissued shares but shall not be reissued as shares of Series D Preferred Stock.

(h) In the event the Corporation is required or permitted to redeem any shares of Series D Preferred Stock in accordance with this Paragraph III on a day which is a Bank Holiday, the Corporation may make payment for the redemption of such shares on the first succeeding day which is not a Bank Holiday.

IV. Priority of Series D Preferred Stock on Dissolution

In the event of any dissolution, liquidation, or winding-up of the affairs of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of shares of Series D Preferred Stock shall be entitled to receive out of the net assets of the Corporation an amount equal to $25 per share, if the dissolution, liquidation or winding-up of affairs is involuntary, or the amount per share indicated hereinbelow, if the dissolution, liquidation, or winding-up of affairs is voluntary, plus in each case an amount equal to all dividends accrued and unpaid thereon (whether or not earned or declared) up to and including the date fixed for distribution, and no more, before any distribution shall be made to

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the holders of Common Stock or of any other stock ranking junior to the Series D Preferred Stock as to distribution of assets:

Year of Distribution upon Voluntary Dissolution, Liquidation or Winding-up of Affairs	Amount Paid per Share
1978	$26.9063
1979	$26.6944
1980	$26.4826
1981	$26.2708
1982	$26.0590
1983	$25.8472
1984	$25.6354
1985	$25.4236
1986	$25.2118
1987	$25.0000

No such distribution, however, shall be made to the holders of Series D Preferred Stock unless at the same time a like proportionate distribution shall be made, ratably in proportion to the respective amounts payable upon dissolution, liquidation or winding-up of the affairs of the Corporation, to the holders of all shares of stock of the Corporation, if any, then outstanding and ranking as to distribution of assets on a parity with the Series D Preferred Stock. Neither the merger nor the consolidation of the Corporation shall be deemed to be a liquidation, dissolution or winding-up of the affairs of the Corporation.

V. Voting Powers of Series D Preferred Stock

(a) Except as otherwise provided by law, the holders of Series D Preferred Stock shall possess full voting power for the election of directors and for all other purposes at any meeting of stockholders on a basis in pari passu with the holders of Common Stock and all other series of Preferred Stock viz., each holder of one or more shares of Series D Preferred Stock outstanding and otherwise entitled to vote, each holder of one or more shares of Common Stock outstanding and otherwise entitled to vote and each holder of one or more shares of any other series of Preferred Stock outstanding and otherwise entitled to vote shall be entitled to one vote, in person or by proxy, for each share standing in his name on the books of the Corporation, subject to the provisions of the by-laws of the Corporation as from time to time amended with respect to the closing of the transfer books and the fixing of a record date for the determination of stockholders entitled to vote.

(b) Except as otherwise provided by law, the holders of Common Stock and the holders of Preferred Stock shall vote together as one class, except that

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(i) if the Corporation be in default in the payment of dividends on the Series D Preferred Stock in an amount equivalent to or exceeding six full quarterly dividends (whether or not consecutive), the holders of Series D Preferred Stock, together with the holders of all other series of Preferred Stock having similar voting rights and in respect of which any such default shall have occurred, voting separately as a single class, shall be entitled at the next annual meeting of stockholders or at a special meeting held in place thereof or at a special meeting of the holders of such Preferred Stock called as hereinafter provided, to elect, in the aggregate, two directors of the Corporation, and in addition thereto, such holders shall be entitled to participate with the holders of Common Stock and the holders, if any, of Preferred Stock of any other series entitled to vote for the election of directors in the election of any other directors; provided, however, that whenever all arrears in dividends on the Series D Preferred Stock then outstanding shall have been paid and dividends thereon for the current quarterly period shall have been paid or declared and a sum sufficient for the payment thereof set apart, then the right of the holders of Series D Preferred Stock to participate in the election of two directors shall cease, but subject always to the same provisions for the vesting of such voting rights in the case of any similar future arrearages in dividends, and

(ii) without the affirmative vote or written consent of the holders of at least two-thirds of the aggregate number of shares of Series D Preferred Stock outstanding, unless the vote or consent of a greater number of shares shall then be required by law, the Corporation will not, by action of the Board of Directors pursuant to any authority granted in this Charter, or by an amendment to this Charter, or by merger or consolidation, sale of all or substantially all of the assets of the Corporation, or in any other manner,

(A) authorize or issue any class or series of stock, or designate any series of Preferred Stock herein authorized, ranking either as to payment of dividends or distribution of assets prior to the Series D Preferred Stock,

(B) affect or change the voting powers (except as such powers may be diluted by the voting rights given to additional shares of any class), rights, preferences or limitations of the Series D Preferred Stock in any material respect adverse to the holders thereof, (but nothing in this subclause (B) shall require any such vote or consent in connection with the fixing of any of the particulars of shares of other series of Preferred Stock that may be fixed by the Board of Directors as permitted in this Charter),

(C) issue any additional shares of any stock ranking on a parity with the Series D Preferred Stock as to payment of dividends or distribution of assets unless, immediately after the issuance of such shares and any stock or debt retirement to be effected concurrently therewith, net income of the Corporation (determined in accordance with generally accepted accounting principles) for each period of twelve consecutive full calendar months occurring within the eighteen consecutive full calendar months most immediately preceding the issuance of such shares would be more than twice the aggregate annual dividend requirement on the Series D Preferred Stock and on all shares of any other stock outstanding and ranking prior to or on a parity with the Series D Preferred Stock in respect to the payment of dividends or distribution of assets, or

(D) sell all or substantially all of its assets or enter into any merger or consolidation with any other corporation in which the surviving or new corporation shall not be the Corporation;

provided, however, that without the unanimous affirmative vote or written consent of the holders of all the shares of Series D Preferred Stock outstanding, the Corporation will not, by any such action or otherwise,

(A) change the annual dividend rate on the Series D Preferred Stock, the cumulative or preferential nature thereof, the date from which such dividends are cumulative, or the quarterly dividend payment dates with respect thereto,

(B) change the Corporation's obligations to redeem shares pursuant to Paragraph III(a) hereof or any other term relating to the time of payment or price to be paid in connection with the redemption of Series D Preferred Stock, or

(C) change the amounts which the holders of Series D Preferred Stock shall be entitled to receive on the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation, or the preferential rights with respect thereto; and

provided, further, that no such vote or written consent of the holders of Series D Preferred Stock shall be required pursuant to this clause (ii) if, at or prior to the time when any such event, action or change is to take effect, provision is made, subject to the redemption provisions applicable to the Series D Preferred Stock, for the redemption of all shares of Series D Preferred Stock at the time outstanding.

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(c) At any time after the voting power for the election of two directors shall have so vested in the holders of the Series D Preferred Stock and the holders of all other series of Preferred Stock, if any, having similar voting rights (such series of stock, including the Series D Preferred Stock, being hereinafter called Special Voting Preferred Stock) the Secretary of the Corporation may, and upon the written request of the holders of record of 10% or more in amount of the Special Voting Preferred Stock then outstanding, addressed to him at the principal office of the Corporation in the State of Pennsylvania, shall, call a special meeting of the holders of Special Voting Preferred Stock for the election of the directors to be elected by them as hereinabove provided, to be held within 40 days after delivery of such request and at the place and upon the notice provided by law and in the by-laws for the holding of meetings of stockholders; provided, however, that the Secretary shall not be required to call such special meeting in the case of any such request received less than 90 days before the date fixed for the next ensuing annual meeting of stockholders. The reasonable expenses of calling and holding any such meeting shall be borne by the Corporation. No such special meeting and no adjournment thereof shall be held on a date less than 30 days before the annual meeting of the stockholders or a special meeting held in place thereof next succeeding the time when the holders of Special Voting Preferred Stock became entitled to elect directors as above provided. If any such special meeting required to be called as above provided shall not be called by the Secretary within 30 days after receipt of any such request, then the holders of record of 10% or more in amount of Special Voting Preferred Stock then outstanding may designate in writing one of their number to call such meeting, and the person designated may call such meeting to be held at the place and upon the notice above provided, and for that purpose shall have access to the appropriate stock ledgers of the Corporation. If at any such annual or special meeting or any adjournment thereof the holders of at least a majority of the Special Voting Preferred Stock then outstanding shall be present or represented by proxy, then, by vote of the holders of at least a majority of the Special Voting Preferred Stock present or so represented at such meeting, the then authorized number of directors of the Corporation shall be increased by two, and the holders of Special Voting Preferred Stock shall be entitled to elect the additional directors provided for. The directors so elected shall serve until the next annual meeting or until their respective successors shall be elected and shall qualify; provided, however, that whenever the holders of Special Voting Preferred Stock shall be divested of voting power as above provided, the terms of office of all persons elected as directors by the holders of Special Preferred Stock as a class shall forthwith terminate, and the number of directors shall be reduced accordingly.

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(d) If, during any interval between any special meeting of the holders of Special Voting Preferred Stock for the election of directors to be elected by them as above provided and the next ensuing annual meeting of stockholders, or between annual meetings of stockholders for the election of directors, and while the holders of Special Voting Preferred Stock shall be entitled to elect two directors, the number of directors who have been elected by the holders of Special Voting Preferred Stock shall, by reason of resignation, death or removal, be less than the total number of directors subject to election by the holders of Special Voting Preferred Stock, (1) the vacancy or vacancies in the directors elected by the holders of Special Voting Preferred Stock shall be filled by a majority vote of the remaining directors then in office, although less than a quorum, and (2) if not so filled within 40 days after the creation thereof, the Secretary of the Corporation shall call a special meeting of the holders of Special Voting Preferred Stock and such vacancy or vacancies shall be filled at such meeting. Any director elected to fill any such vacancy by the remaining directors then in office may be removed from office by vote of the holders of a majority of the shares of Special Voting Preferred Stock. A special meeting of the holders of the Special Voting Preferred Stock may be called by a majority vote of the Board of Directors for the purpose of removing such director. The Secretary of the Corporation shall, in any event, within 10 days after the delivery to the Corporation at its principal office in the State of Pennsylvania of a request to such effect signed by the holders of at least 10% of the outstanding shares of Special Voting Preferred Stock, call a special meeting for such purpose to be held within 40 days after delivery of such request; provided, however, that the Secretary shall not be required to call such a special meeting in the case of any such request received less than 90 days before the date fixed for the next ensuing annual meeting of stockholders.

FIFTH. DIRECTORS

The number of directors of the Corporation shall be not less than three. The Corporation now has eleven (11) directors holding office, who shall act as such during their respective terms of office and until their successors are duly chosen and qualify and whose names are as follows: Jean Louis Beffa, Michel L. Besson, Roger Fauroux, Dr. John T. Fey, John T. Gurash, Mary J. Head, Philippe Malet, Roger Martin, Robert E. McDonald, Martin Meyerson, and Alain Minc.

SIXTH. POWERS

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

1. The Board of Directors shall, subject to the laws of the State of Maryland, have power to determine from time to time whether and to what extent and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open

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to the inspection of stockholders, and, except as conferred by the laws of the State of Maryland, no stockholder shall have any right to inspect any account or book or document of the Corporation unless and until authorized so to do by resolution of the Board of Directors or of the stockholders of the Corporation.

2. No contract or other transaction of the Corporation shall be affected by the fact that any of the directors or officers of the Corporation are in any way interested in or connected with any other party to said contract or transaction, or are themselves parties to such contract or transaction; provided that at the meeting of the Board of Directors authorizing or confirming such contract or transaction there shall be present a majority of the Board of Directors who are not so interested or connected and such contract or transaction shall be approved by such majority. Any contract, transaction or act of the Corporation or of the Board of Directors which shall be ratified by a majority of a quorum of stockholders at any annual meting or at any special meeting called for such purpose shall be as valid and as binding as though ratified by every stockholder of the Corporation, except in cases where the vote of a different number of shares is required by the General Laws of the State of Maryland.

3. The Board of Directors may hold its meetings at such place or places within or without the State of Maryland as the Board may from time to time determine.

4. The Board of Directors may authorize the issue from time to time of all or any part of the shares of stock of any class of the Corporation, whether now or hereafter authorized, and of securities covertible into shares of stock of any class of the Corporation, whether now or hereafter authorized, for such considerations as the Board of Directors may from time to time deem advisable. The Board of Directors shall, by resolution, state its opinion of the actual value of any consideration other than money for which it shall authorize such shares of stock or such convertible securities to be issued.

SEVENTH. AMENDMENTS

The Corporation reserves the right (subject to the provisions of any series of Preferred Stock which may be issued and outstanding at the time) to amend, alter, change or repeal any provisions contained in this Charter in the manner now or hereafter set forth herein or as is or may be prescribed by the laws of the State of Maryland, and all of the rights, powers and privileges of the stockholders are granted and shall be held and enjoyed subject to such reserved right.

FOURTH. The provisions set forth in these Articles of Restatement constitute all of the provisions of the charter of the corporation currrently in effect.

FIFTH. The restatement of the charter of the corporation has been approved by a majority of the entire board of directors.

SIXTH. The charter is not amended by these Articles of Restatement.

IN WITNESS WHEREOF, CERTAINTEED CORPORATION has caused these Articles of Restatement of the Charter to be signed in its name and on its behalf by its President and attested by its Secretary on August 12, 1983.

CERTAINTEED CORPORATION

By /s/Michel Besson
Michel L. Besson, President

Attest:

/s/Thomas A. Decker
Thomas A. Decker, Secretary

The undersigned, President of CERTAINTEED CORPORATION, who executed on behalf of said corporation the foregoing Articles of Restatement of the Charter, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Restatement of the Charter to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

/s/Michel Besson
Michel L. Besson