PLAINTIFF'S EXHIBIT

GP-624

# Certificate of Amendment of Certificate of Incorporation of Johns-Manville Corporation

(Pursuant to Section Thirty-Six of the Stock Corporation Law)

STATE OF NEW YORK
DEPARTMENT OF STATE
Filed March 12, 1956
Tax $ None
Filing Fee $25.
CARMINE G. DESAPIO
Secretary of State
By J. Tracy

# CERTIFICATE OF AMENDMENT

# OF

# CERTIFICATE OF INCORPORATION

## OF

## JOHNS-MANVILLE CORPORATION

(Pursuant to Section Thirty-Six of the Stock Corporation Law)

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We, A. R. FISHER and HERBERT MORTON BALL, being the President and Secretary, respectively of Johns-Manville Corporation (hereinafter called the "corporation") certify that:

FIRST: The name of the corporation is Johns-Manville Corporation.

SECOND: The date of filing the Certificate of Incorporation of the corporation in the office of the Department of State is December 28, 1926. A Restated Certificate of Incorporation was filed in said office on May 15, 1950.

THIRD: The Certificate of Incorporation, as restated, of the corporation is hereby amended to effect one or more of the changes authorized in subdivision two of section thirty-five of the Stock Corporation Law, to wit:

> To change all of the presently authorized 4,500,000 shares of stock without nominal or par value and of the same class, of which 3,206,559 shares are issued, into a different number of shares of stock of a par value of $5 each and of the same class and, in connection therewith, to strike out the statement respecting capital required by section 12 of the Stock Corporation Law of corporations having stock without nominal or par value.

FOURTH: To effect the amendment or amendments set forth in Article THIRD of this Certificate of Amendment, the Certificate of Incorporation, as restated, is hereby amended by striking out Articles THIRD and FOURTH of said Certificate of Incorporation in their entirety, said Articles setting forth the total number of shares which the corporation is authorized to issue, the statements with respect to capital made pursu-

ant to paragraph A of subdivision 4 of Article 12 of the Stock Corporation Law and the number of shares to be included in each class and all of the designations, preferences, privileges and voting powers or restrictions or qualifications of the shares of each class by substituting therefor new Articles to read as follows:

"THIRD: The amount of the capital stock of the corporation is $125,000,000.

FOURTH: The total number of shares that may be issued by the corporation is 25,000,000, all of which are to be of the par value of $5 each and all of one class of Common Stock.

No holder of any Preferred Stock or Common Stock of the corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the corporation or of any stock of the corporation to be issued by reason of any increase of the authorized capital stock of the corporation or of the number of its shares, or of bonds, certificates of indebtedness, debentures, or other securities convertible into stock of the corporation, or of any stock of the corporation purchased by it or its nominee or nominees.

The holders of Common Stock shall have the right to vote on all questions to the exclusion of all other classes of stock, except as by law expressly provided or as otherwise expressly provided with respect to the holders of any other class or classes of stock."

FIFTH: All of the presently authorized 4,500,000 shares of capital stock without par value, of which 3,206,559 are issued, are hereby changed into 25,000,000 shares of Common Stock of the par value of $5 each. The terms upon which such change shall be made are as follows: Each share of the issued and outstanding shares of Common Stock without par value of the corporation is hereby changed into two fully paid and non-assessable shares of Common Stock with the par value of $5 each of the corporation and the 1,293,441 remaining authorized shares of Common Stock without par value of the corporation not issued are hereby changed into the balance of said 25,000,000 shares of Common Stock of the par value of $5 each.

IN WITNESS WHEREOF, we have subscribed and acknowledged this Certificate this 9th day of March, 1956.

A. R. FISHER
President

HERBERT MORTON BALL
Secretary

STATE OF NEW YORK
COUNTY OF NEW YORK } ss.:

On this 9th day of March, 1956, before me personally came A. R. FISHER and HERBERT MORTON BALL, to me known to be the persons described in and who executed the foregoing Certificate of Amendment, and they thereupon severally duly acknowledged to me that they executed the same.

ROBERT H. SEBERLE
Notary Public

(NOTARIAL SEAL)

ROBERT H. SEBERLE
Notary Public, State of New York
No. 60-3578150
Qualified in Westchester County
Certificates filed in the following offices:
County Clerk — New York
Commission Expires March 30, 1957

STATE OF NEW YORK
COUNTY OF NEW YORK } ss.:

A. R. FISHER and HERBERT MORTON BALL, being duly sworn, depose and say, and each for himself deposes and says, that he, A. R. FISHER, is the President of Johns-Manville Corporation, and that he, HERBERT MORTON BALL, is the Secretary thereof; that they have been authorized to execute and file the foregoing Certificate of Amendment by the votes cast, in person or by proxy, of the holders of record of two-thirds of the outstanding shares of stock of the corporation entitled to vote at the stockholders' meeting at which such votes were cast, with relation to the proceedings provided for in said Certificate; that neither the Certificate of Incorporation nor any other Certificate filed pursuant to law requires a larger proportion of votes; and that such votes were cast at a stockholders' meeting held at The Roosevelt Hotel, Madison Avenue at 45th Street, City of New York, March 9, 1956, at 11:00 A. M., upon notice pursuant to section forty-five of the Stock Corporation Law.

A. R. FISHER

HERBERT MORTON BALL

Subscribed and sworn to before me this 9th day of March, 1956.

ROBERT H. SEBERLE
Notary Public

(NOTARIAL SEAL)

ROBERT H. SEBERLE
Notary Public, State of New York
No. 60-3578150
Qualified in Westchester County
Certificates filed in the following offices:
County Clerk — New York
Commission Expires March 30, 1957

STATE OF NEW YORK
COUNTY OF NEW YORK } ss.:

HERBERT MORTON BALL, being duly sworn, deposes and says, that he, HERBERT MORTON BALL, is the Secretary of Johns-Manville Corporation; that the number of issued shares changed pursuant to the foregoing Certificate of Amendment is 3,206,559, all of which are without par value; that the number of shares resulting from such change is 6,413,118; that the par value of the shares resulting from such change is $5 each; that the number of unissued shares changed is 1,293,441 shares, all of which are without par value; that the number of shares resulting from such change is 18,586,882; and that the par value of the shares resulting from such change is $5 each.

HERBERT MORTON BALL
Secretary

Subscribed and sworn to before me this 9th day of March, 1956

ROBERT H. SEBERLE
Notary Public

(NOTARIAL SEAL)

ROBERT H. SEBERLE
Notary Public, State of New York
No. 60-3578150
Qualified in Westchester County
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