RESTATED CERTIFICATE OF INCORPORATION

OF

JOHNS-MANVILLE CORPORATION

Pursuant to Section Forty of the Stock Corporation Law

We, the undersigned, A. R. FISHER and VANDIVER BROWN, being respectively a Vice President and the Secretary of Johns-Manville Corporation, in accordance with Section 40 of the Stock Corporation Law, do hereby certify that the Certificate of Incorporation of such Corporation as now in force and effect is hereby amended to provide that the number of directors of such Corporation shall be not less than seven (7) nor more than fifteen (15), and the entire Certificate of Incorporation as thus amended is hereby restated to read as herein set forth in full:

1. The name of the corporation is JOHNS-MANVILLE CORPORATION.

2. The Certificate of Incorporation by which the corporation was formed was filed in the Office of the Secretary of State of the State of New York on December 28, 1926.

3. The Certificate of Incorporation by which the corporation was formed as now in force and effect provides that the number of directors of the Corporation shall be nine (9). The Certificate of Incorporation is hereby amended, pursuant to subdivision 2 of Section 35 of the Stock Corporation Law to provide that the number of its directors shall be not less than seven (7) nor more than fifteen (15) and is hereby restated to set forth its entire text as amended:

FIRST: The name of the proposed corporation is JOHNS-MANVILLE CORPORATION.

Restated Certificate of Incorporation

OF

JOHNS-MANVILLE CORPORATION

Pursuant to Section Forty of the Stock Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE
Filed May 15, 1950
Tax $ None
Filing Fee $25
THOMAS J. CURRAN
Secretary of State
By B. HORAN

Pandick Press, Inc., 22 Thames St., New York 6, N. Y., U. S. A.

SECOND: The purpose or purposes for which it is to be formed are:

1. To manufacture and sell pipe and boiler coverings, asbestos paper, asbestos mill-board, asbestos cloth, steam packings, roofings, cements, non-conducting and insulating materials and electrical insulating compounds, and all classes of products in which asbestos and carbonate of magnesia or either of them are used, together with the materials therefor, and also to manufacture and sell all such other classes of goods and merchandise as the corporation shall find it necessary or convenient to manufacture and sell.

2. To carry on the business of mining, and to acquire, by purchase, lease or otherwise, and to hold, operate or dispose of asbestos mines and quarries, and mines and quarries of every sort in the State of New York, or in any other state, territory of or belonging to the United States, or in any foreign country, which the corporation shall deem necessary, proper or expedient to be acquired, operated or disposed of by it.

3. To acquire, by purchase or otherwise, and to hold and dispose of the assets, business and good will of other manufacturing companies, as also the property and business of persons or firms engaged in the manufacture or sale of goods and merchandise, and such other property, real or personal, in the State of New York, in other states and territories of or belonging to the United States, in the District of Columbia, or in foreign countries, as may be necessary or convenient for the conduct of its business, and as shall be lawful for it to acquire, hold or dispose of in the several jurisdictions within which the corporation shall acquire, hold or dispose of the same.

4. To apply for, purchase or otherwise acquire, and to hold, own, use, operate and sell, assign or otherwise dispose of, to grant licenses in respect of, or otherwise turn to account any and all inventions, improvements and processes used in connection with or secured under letters patent of the United States or elsewhere, or otherwise.

5. To purchase, acquire, hold and dispose of the stocks, bonds and other evidences of indebtedness of any corporation domestic or foreign, and to issue in exchange therefor its stock, bonds or other obligations, or otherwise pay for the same.

6. To buy and sell and act as agent for other persons or corporations in buying and selling asbestos, asbestos products, insulating materials, and all other kinds of goods and merchandise.

7. To have one or more offices, and to carry on all or any of its operations and business in any state or territory of or belonging to the United States, as also in the District of Columbia, and in any foreign country or place.

8. To such extent as a corporation organized under the Stock Corporation Law may at the time lawfully do, but not otherwise: to manufacture, buy or otherwise acquire, hold, use, sell or otherwise dispose of, import, export, distribute, deal in and deal with, either as principal or agent, goods, wares, merchandise and personal property of every kind and description; to acquire, use, hold, pledge or dispose of and generally deal in and deal with any and all grants, options, concessions, franchises and contracts of any and all kinds.

9. To do each and every thing necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or all of the objects hereinbefore enumerated or incidental to the powers herein named or which at any time shall appear conducive thereto or expedient for the protection or benefit of the corporation either as a holder of or as interested in any property or otherwise. To have all of the rights, powers and privileges now or hereafter conferred by the laws of the State of New York upon corporations organized under the Stock Corporation Law or under any act amendatory thereof, supplemental thereto or substituted therefor, but nothing herein contained is to be construed as authorizing this corporation to carry on the business of discounting bills, notes or other evidences of debt, of receiving deposits of money or foreign coins or of buying and selling bills of exchange, or of

issuing bills, notes or other evidences of debt for circulation as money, or shall be deemed to authorize or permit this corporation to carry on any business, or exercise any power or do any act which a corporation organized under the Stock Corporation Law of the State of New York may not at the time lawfully do.

10. The foregoing clauses shall be construed both as objects and powers, in furtherance and not in limitation of the general powers conferred by the laws of the State of New York, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any way the general powers of the corporation, and that this corporation may do all and everything reasonably necessary for the accomplishment of any of the objects or powers hereinbefore enumerated, either alone or in association with other corporations, associations, firms or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

THIRD: The total number of shares that may be issued by the corporation is Four Million Five Hundred Thousand (4,500,000) shares, all of which are to be without par value and all of one class.

The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus ten dollars ($10) in respect of every issued share without par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

FOURTH: 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 are as follows:

Four Million Five Hundred Thousand (4,500,000) of the shares are to be Common Stock without par value.

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: The Borough of Manhattan, City, County and State of New York is the place in which the office of the corporation is to be located. The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him is 22 East 40th Street, New York 16, N. Y.

Sixth: Its duration is to be perpetual.

Seventh: The number of its Directors is to be not less than seven (7) nor more than fifteen (15).

Eighth: The names and post office addresses of the Directors until the first annual meeting of the stockholders are as follows:

Name	Street and Number	City and State
Jacob M. Berdan,	405 E. 39th Street,	Paterson, N. J.
John S. Carroll,	363 Park Avenue,	Yonkers, N. Y.
John J. Greene,	133 Lockwood Ave.,	New Rochelle, N. Y.
George E. Halladay,		Manville, N. J.
Frank A. Headson,	411 Ridgeland Ave.,	Waukegan, Ill.
Louis R. Hoff,	154 Broadview Avenue,	New Rochelle, N. Y.
Arthur C. Hoyt,	22 Clark Street,	Pleasantville, N. Y.
Thomas T. Lyman,	1021 Greenwood Blvd.,	Evanston, Ill.
John C. MacIldowie,	16 Fairmount St.,	Nashua, N. H.
Benjamin C. McClure,	9 Brite Avenue,	Hartsdale, N. Y.
Hiram E. Manville,		Pleasantville, N. Y.
Thomas F. Manville,	128 West 59th Street,	New York City.
George A. Nicol, Jr.,	61 Bayeau Road,	New Rochelle, N. Y.
Edward D. Pakenham,	Pine Place and Hillcrest Ave.,	Beechmont, New Rochelle, N. Y.
Fred L. Pilliod,	1216 Evergreen Ave.,	Plainfield, N. J.
James W. Perry,	300 Park Avenue,	New York City.
Harry P. Rankin,	2237 Chestnut Hill Drive,	Cleveland, O.
Nathaniel S. Robinson,	6 Waverly Place (Apt. E),	Milwaukee, Wis.
William R. Seigle,	Orienta Point,	Mamaroneck, N. Y.
Clifford M. Swan,	P.O. Box 82,	Bronxville, N. Y.
Harry R. Trainer,	740 Washington St.,	Brookline, Mass.
Herman H. Wesley,	3 Lyton Place,	White Plains, N. Y.
Samuel A. Williams,	415 Ridgeland Ave.,	Waukegan, Ill.
James C. Younglove,	739 Forest Avenue,	Evanston, Ill.

NINTH: The name and post office address of each subscriber of this Certificate of Incorporation and a statement of the number of shares of stock which he agrees to take are as follows:

Name	Street Number	City and State	No. of Shares Common
William R. Seigle,	292 Madison Ave.,	New York, N. Y.	3
Arthur C. Hoyt,	292 Madison Ave.,	New York, N. Y.	3
L. R. Hoff,	292 Madison Ave.,	New York, N. Y.	3

TENTH: All of the subscribers of this certificate are of full age, at least two-thirds of them are citizens of the United States, at least one of them is a resident of the State of New York; at least one of the persons named as a director is a citizen of the United States and a resident of the State of New York.

ELEVENTH: The corporation is organized to acquire the property, rights, privileges and franchises, and the good will and name of JOHNS-MANVILLE INCORPORATED, an existing domestic corporation, the Certificate of Incorporation of which was filed under the name of H. W. Johns-Manville Company in the office of the Secretary of State, State of New York, on December 13, 1901, and the Certificate of Change of Name of which, from H. W. Johns-Manville Company to Johns-Manville Incorporated, was filed in the office of the Secretary of State, State of New York, on November 9, 1920.

TWELFTH: The Board of Directors from time to time shall determine whether, to what extent, at what times and places, and under what conditions and regulations the accounts and books and papers of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or paper of the corporation except as expressly conferred by statute or authorized by the Board of Directors.

THIRTEENTH: Authority is hereby conferred on the Board of Directors of the corporation to fix from time to time the consideration for which the corporation may issue and may sell its authorized shares without par value from time to time.

The Directors of the corporation need not be stockholders.

No contract or other transaction between Johns-Manville, Incorporated and this corporation, in connection with the acquisition of the property, rights, privileges and franchises and the good will and name of said Johns-Manville, Incorporated by this corporation, the acquisition whereof is one of the purposes for which this corporation was incorporated, or the issuance of any of the stock of this corporation in connection with such acquisition, shall be in any way affected by the fact that the Directors, or any of them, of said Johns-Manville, Incorporated are also Directors of this corporation. No other contract or transaction entered into by the corporation shall be affected by the fact that any Director of this corporation is in any way interested in or connected with any party to such contract or transaction or himself is a party to such contract or transaction, provided that such contract or transaction shall be approved by a majority of the Directors present at the meeting authorizing or confirming such contract or transaction, which majority shall consist of Directors not so interested or connected. Any contract, transaction or act of the corporation or of the Board of Directors or of any committee which shall be ratified by a majority of a quorum of the stockholders at any annual meeting, 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.

The Board of Directors shall have the power to hold their meetings for all purposes outside of the State of New York at such places as from time to time may be designated by the by-laws or by their resolution.

FOURTEENTH: The Secretary of State is hereby designated as the agent of the corporation upon whom process in any action or proceeding against it may be served.

IN WITNESS WHEREOF, we, have made, subscribed and acknowledged this certificate this 12th day of May, 1950.

A. R. FISHER
Vice President

VANDIVER BROWN
Secretary

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

On this 12th day of May, 1950, before me personally appeared A. R. FISHER and VANDIVER BROWN to me known and known to me to be the persons described in and who executed the foregoing restated Certificate of Incorporation, and they severally duly acknowledged to me that they executed the same.

CATHERINE MONAHAN
Notary Public.

(NOTARIAL SEAL)

CATHERINE MONAHAN
Notary Public, State of New York
Qualified in Bronx County
No. 03-2745350
Certificate filed in New York County
Commission Expires March 30, 1951

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

A. R. FISHER and VANDIVER BROWN, being duly sworn, depose and say, and each for himself deposes and says that he, A. R. FISHER is a Vice President of Johns-Manville Corporation, and that he, VANDIVER BROWN, is the Secretary thereof; that they have been duly authorized to execute and file the foregoing restated Certificate of Incorporation, and that authority to include in the restated certificate the provision fixing a maximum and minimum number of directors has been conferred upon the affiants, and they have been authorized to execute and file the certificate, by the votes of the holders of record of a majority of the outstanding shares of the Corporation entitled to vote at the stockholders meeting at which such votes were cast, with relation to the proceedings provided for in the certificate; that neither the Certificate of Incorporation nor any other certificate filed pursuant to law requires a larger proportion of votes than said majority; that such votes were cast in person or by proxy at a stockholders meeting held at the Roosevelt Hotel, Madison Ave. and 45th Street, New York, N. Y., on May 12, 1950 at 11:00 o'clock A. M. upon notice pursuant to Section 45 of the Stock Corporation Law.

A. R. FISHER
....
A. R. FISHER

VANDIVER BROWN
....
VANDIVER BROWN

Subscribed and sworn to before me }
this 12th day of May, 1950. }

CATHERINE MONAHAN
Notary Public.

(NOTARIAL SEAL)

CATHERINE MONAHAN
Notary Public, State of New York
Qualified in Bronx County
No. 03-2745350
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