

068603

# Commonwealth of Kentucky

## Department of State



### Office of Secretary of State

CHARLES K. O'CONNELL, SECRETARY

#### FORIEGN CORPORATION DEPARTMENT

I, Charles K. O'Connell, Secretary of State of the Commonwealth of Kentucky, hereby certify that certified copies of

CERTIFICATE OF AMENDMENT TO

ARTICLE OF INCORPORATION

of THE WILLIAMSON HEATER COMPANY  
Name of Corporation  
a corporation of the State of OHIO, Name of State with home  
office at CINCINNATI, OHIO; Address have or has been filed in  
my office. This corporation has complied with the existing laws of  
the Commonwealth of Kentucky, and is now authorized to transact  
business in this State, subject to the restrictions imposed by law.

Given under my hand as Secretary of State,  
this 6th day of JUNE 1955

Charles K. O'Connell  
Secretary of State

By D. R. Davis  
Chief Clerk, Corporation Department.



SECRETARY OF STATE

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DISSOLUTION

In the event of any dissolution, liquidation or winding up of the corporation, whether voluntary or involuntary, the holders of the then outstanding Class A shares shall be entitled to receive in respect thereof, thirty dollars (\$30.00) per share, plus a sum equal to the amount of all accumulated and unpaid dividends thereon; and after such payment to the holders of the Class A shares, the remaining assets and funds of the corporation shall be distributed pro rata among the holders of the Class B shares.

REDEMPTION

The whole or any part of the Class A shares may be called for redemption and redeemed at any time at the option of the Board of Directors upon thirty (30) days notice by mail to the holders of record of such shares, given in such manner as may be determined and prescribed by resolution of the Board of Directors, by paying therefor in cash the redemption price of thirty dollars (\$30.00) per share plus a sum equal to the amount of all accumulated and unpaid dividends thereon to the date fixed for such redemption, including an amount equivalent to that portion of the dividend for the current year which remains unpaid at the date of redemption, even though not declared as of the date of redemption.

If, at any time, less than all of the Class A shares then outstanding shall be called for redemption, the Class A shares so called for redemption shall be determined by lot or by such other method as the Board of Directors may determine.

If the funds necessary to effect such redemption shall be and continue available therefor, then after the date so fixed for redemption all rights and privileges existing in the Class A shares so called for redemption, including the right to dividends thereon, shall cease, except the right to be paid the redemption price plus a sum equal to the dividends accumulated and for the current year as hereinafter provided.

Class A shares which are redeemed shall be cancelled and shall not be reissued.

VOTING

Except as in this paragraph provided, the entire voting power of the corporation shall be vested in the Class B stockholders, with one vote for each Class B share held. In the event the corporation shall be in default in the payment of dividends on said Class A shares and said default shall continue so that three annual dividends (whether consecutive or not) shall be in default, then immediately upon the happening of such event and until such default and all defaults subsequent thereto are made good,

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the holders of the Class A shares shall become entitled to one vote for each share of such stock at any and all meetings of the stockholders of the corporation along with the holders of the Class B shares. Upon payment in full of all defaulted dividends, the voting power shall again be vested exclusively in the holders of the Class B shares.

PREEMPTIVE RIGHTS

No holder of Class A shares shall have any preemptive or preferential right of subscription to shares of the corporation of any class, whether now or hereafter authorized, or to any obligations convertible into shares of this corporation, provided, however, that the corporation shall not, without the affirmative vote of at least a majority of the then outstanding Class A shares at a meeting held for such purpose, increase the number of Class A shares or create any class of shares which shall be preferred as to dividends or as to assets over or which shall rank on a parity with, the Class A shares.

FURTHER RESOLVED that the forty eight thousand two hundred twenty (48,220) shares of common stock without par value now outstanding, be and the same are hereby changed into forty eight thousand two hundred twenty (48,220) Class A shares and one hundred forty-four thousand six hundred sixty (144,660) Class B shares, the basis of the change being one (1) Class A share with a par value of thirty dollars (\$30.00) per share and three (3) Class B shares with a par value of one dollar (\$1.00) per share, for each common share without par value now issued and outstanding."

IN WITNESS WHEREOF the said L. B. Murphy, Executive Vice President and R. L. Herrmann, Secretary of The Williamson Heater Company, acting for and on behalf of said corporation, have hereunto subscribed their names and caused the seal of said corporation to be hereunto affixed this 20th day of April, 1955.

By L. B. Murphy  
Executive Vice President

And R. L. Herrmann  
Secretary

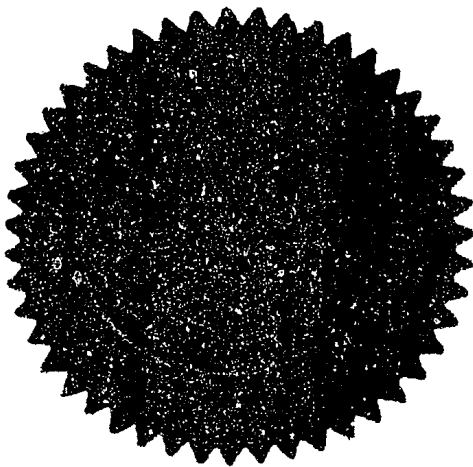
UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.

I, TED W. BROWN,  
Secretary of State of the State of Ohio, do hereby certify that the foregoing is an exemplified  
copy, carefully compared by me with the original record now in my official custody as Secre-  
tary of State, and found to be true and correct, of the

**CERTIFICATE OF AMENDMENT to**  
**ARTICLES OF INCORPORATION of**  
**THE WILLIAMSON HEATER COMPANY,**

filed in this office on the **27th** day of **April** **1955**  
and recorded in Volume **706**, Page **93**, of the Records of Incorporations. A. D.

WITNESS my hand and official seal at Co-  
lumbus, Ohio, this **31st** day of **May**,  
A. D. 19 **55**



*Ted W. Brown*  
TED W. BROWN  
Secretary of State

