

Commonwealth of Kentucky

Department of State



Office of Secretary of State

GEORGE GLENN HATCHER, SECRETARY

FOREIGN CORPORATION CERTIFICATE

I, *GEORGE GLENN HATCHER*, Secretary of State of the Commonwealth of Kentucky, hereby certify that certified copies of

Agreement of Merger between Dowell Incorporated (Delaware) and Dowell Incorporated, a corporation of Michigan, under the name

of Dowell Incorporated Name of corporation

a corporation of the State of Delaware Name of state, with home

office at Tulsa, Oklahoma Address; have or has been filed in

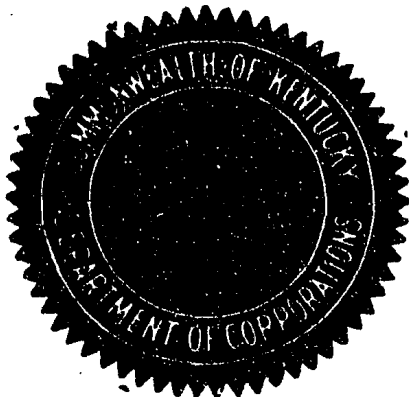
my office. This corporation has complied with the existing laws of the Commonwealth of Kentucky, and this certificate is evidence that same is now authorized to transact business in this State, subject to the restrictions imposed by law.

Given under my signature and seal as Secretary of State, this 4th day of

January, 19 49

George Glenn Hatcher
Secretary of State

By J. J. Lyon
Deputy, Corporation Department



AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated December 20, 1948, between DOWELL INCORPORATED (DELAWARE), a Delaware corporation, and a majority of the directors thereof and DOWELL INCORPORATED, a Michigan corporation, and a majority of the directors thereof (said corporations being hereinafter sometimes collectively called the "Constituent Corporations").

WHEREAS, Dowell Incorporated (Delaware) is a corporation duly organized and existing under the laws of the State of Delaware, having an authorized capital stock of 100 shares, all of which are of one class and with a par value of \$10 a share and all of which shares of capital stock are issued and outstanding and are owned by Dowell Incorporated; and

WHEREAS, Dowell Incorporated is a corporation duly organized and existing under the laws of the State of Michigan, having an authorized capital stock consisting of 1,000 shares of common stock having a par value of \$100 a share, of which 1,000 shares are issued and outstanding; and

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable that said corporations merge, and have duly approved the form of this Agreement of Merger and the Constituent Corporations respectively desire to merge under and pursuant to the provisions of the laws of the States of Delaware and Michigan and the laws of each of such states permit such merger.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, it is agreed that Dowell Incorporated, a Michigan corporation, shall be and the same hereby is merged into Dowell Incorporated (Delaware), a Delaware corporation, one of said Constituent Corporations and which shall be the surviving corporation but whose name shall be changed to Dowell Incorporated and that the terms and conditions of such merger and the mode of carrying the same into effect are and the same shall be as follows:

ARTICLE I

The name of the corporation (which is hereinafter referred to as the "Corporation") is

DOWELL INCORPORATED

ARTICLE II

The principal office of the Corporation shall be located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle, State of Delaware. The name of its resident agent in charge thereof is The Corporation Trust Company, whose address is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle, State of Delaware.

ARTICLE III

The nature of the business of the Corporation and the objects and purposes proposed to be transacted, promoted, or carried on by it, are as follows, to-wit:

(a) To engage generally in the treatment and servicing by chemical or mechanical means, of boilers, pipe lines, machines, wells for the production of oil, gas, water, brine or other substances, and mechanical equipment and apparatus of all kinds and to do all things incident thereto.

(b) To manufacture, produce, buy, sell and deal in equipment for use in the treatment and servicing, by chemical or mechanical means, of boilers, pipe lines, machines, wells for the production of oil, gas, water, brine or other substances, and mechanical equipment and apparatus of all kinds and to do all things incident thereto.

(c) To manufacture, produce, buy, sell and deal in chemicals of every description, organic and inorganic, natural or synthetic, in the form of raw materials, intermediates, or finished products and any other related products whatsoever and by-products derived from the manufacture thereof and products to be made therefrom and to do all things incident thereto.

(d) To engage in research, exploration, laboratory and development work relating to any substance, compound or mixture, now known or which may hereafter be known, discovered or developed, and to perfect, develop, manufacture, use, apply and generally deal in any such substance, compound or mixture.

(e) To erect, purchase, sell, lease, manage, occupy and improve buildings and to do and perform all things needful and lawful for the holding, development and improvement of the same for residence, trade and business purposes; to buy, own, operate, improve, lease and occupy lands and buildings for hotels, restaurants, apartment houses, dwelling houses, hospitals and business structures of all kinds, for the accommodation of the public and of individuals.

(f) To transact any manufacturing or service business, and to purchase and sell goods, wares and merchandise used for such business.

(g) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade names, trade marks, concessions, inventions, formulae, improvements, processes of any nature whatsoever, copyrights, and letters patent of the United States and of foreign countries, and to accept and grant licenses thereunder.

(h) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company

or association, now or hereafter existing, and whether created by or under the laws of the State of Delaware, or otherwise; and while owners of any of said shares of capital stock or bonds or other property to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

(i) To purchase, hold, sell and reissue the shares of its own capital stock.

(j) To endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and evidences of indebtedness, and also to guarantee and secure the payment or satisfaction of interest on obligations and of dividends on shares of the capital stock of other corporations; also to assume the whole or any part of the liabilities, existing or prospective, of any person, corporation, firm or association; and to aid in any manner any other person or corporation with which it has business dealings, or whose stocks, bonds, or other obligations are held or are in any manner guaranteed by the Corporation and to do any other acts and things for the preservation, protection, improvement, or enhancement of the value of such stocks, bonds, or other obligations.

(k) Without in any particular limiting any of the objects and powers of the Corporation, it is hereby expressly declared and provided that the Corporation shall have power to do all things hereinbefore enumerated, and also to issue or exchange stocks, bonds and other obligations in payment for property purchased or acquired by it, or for any other object in or about its business; to borrow money without limit; to mortgage or pledge its franchises, real or personal property, income and profits accruing to it, any stocks, bonds or other obligations, or any property which may be acquired by it, and to secure any bonds or other obligations by it issued or incurred.

(l) To carry on any business whatsoever which the Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of the Corporation or to enhance the value of its property; to conduct its business in this State, in other States, in the District of Columbia, in the Territories and Colonies of the United States, and in foreign countries; and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Delaware, and to have and to exercise all the powers conferred by the laws of Delaware upon corporations formed under the act pursuant to and under which this Corporation is formed.

The objects and purposes specified in the foregoing clauses shall, except when otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this Agreement, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

ARTICLE IV

The number of shares into which the authorized capital stock is divided is one hundred thousand shares of Common Stock of the par value of one hundred dollars each.

The shares of Common Stock shall all be of one and the same class and shall have full voting powers and equal rights of participation in dividends and assets of the Corporation.

ARTICLE V

The minimum amount of capital with which the Corporation will commence business is \$1000.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE VIII

At all elections of directors of the Corporation, each stockholder entitled to vote shall be entitled to as many votes as shall equal the number of shares held by him multiplied by the number of directors to be elected, and may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

The number of the Directors of the Corporation shall be fixed from time to time by the By-laws and the number may be increased or decreased as therein provided. In case of any increase in the number of Directors, the additional Directors shall be elected as provided by the By-laws, by the Directors or by the stockholders at an annual or special meeting. In case of any vacancy in the number of Directors, the remaining Directors by affirmative vote of a majority thereof may elect a successor to hold office for the unexpired portion of the term of the Director whose place is vacated and until his successor shall be elected and qualified.

In furtherance, and not in limitation of the powers conferred by law, the Board of Directors are expressly authorized:

(a) To make, alter, amend or repeal the By-laws of the Corporation.

(b) To remove at any time any officer elected or appointed by the Board of Directors but only by the affirmative vote of a majority of the whole Board of Directors. Any other officer of the Corporation may be removed at any time by a vote of the Board of Directors, or by any committee or superior officer upon whom such power of removal may be conferred by the By-laws or by the vote of the Board of Directors.

(c) To designate, by resolution passed by a majority of the whole Board, two or more of their number to constitute an Executive Committee, which, to the extent provided in said resolution or in the By-laws of the Corporation, shall have and exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all papers which may require it.

To designate any other standing committees by the affirmative vote of a majority of the whole Board, and such standing committees shall have and may exercise such powers as shall be conferred or authorized by the By-laws, including the power to cause the seal of the Corporation to be affixed to any papers which may require it.

(d) From time to time to fix and to vary the sum to be reserved over and above its capital stock paid in before declaring any dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in; to fix the time of declaring and paying any dividend, and to determine the amount of any dividend. All sums reserved as working capital or otherwise may be applied from time to time to the acquisition or purchase of its bonds or other obligations or shares of its own capital stock or other property to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient and neither the stocks, bonds, or other property so acquired shall be regarded as accumulated profits for the purpose of declaring or paying dividends unless otherwise determined by the Board of Directors, but shares of such capital stock so purchased or acquired may be resold, unless such shares shall have been retired for the purpose of decreasing the Company's capital stock as provided by law.

(e) From time to time to determine whether and to what extent, and at what time and places and under what conditions and regulations the accounts and books of the Corporation (other than the stock ledger), 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 document of the Corporation, except as conferred by statute or authorized by the Board of Directors or by a resolution of the stockholders.

(f) To authorize, and cause to be executed, mortgages and liens upon the real and personal property of the Corporation.

The Board of Directors and such Executive Committee as the Board of Directors may from time to time designate shall have the power to act in the following manner:

Any resolution in writing signed by all the members of the Board of Directors or Executive Committee shall be and constitute action by such Board or Executive Committee, as the case may be, to the effect therein expressed, with the same force and effect as if the same had been duly passed by the same vote at a duly called

meeting of the Board of Directors, and it shall be the duty of the Secretary to cause such resolution to be signed in its proper form and to be filed with the Corporation, according to its laws.

ARTICLE IX

No contract or agreement entered into between the Corporation and one or more of its officers, directors, stockholders, or between the Corporation and any other individual, firm or association, in which one or more of its officers, directors, stockholders are officers, directors, stockholders, shall be either void or voidable (1) if the contract or agreement is authorized or ratified by a majority of the Board of Directors or committee authorizing the contract or agreement, or if there is a quorum of the Board of Directors in the contract or other transaction, and the contract or other transaction is approved by a majority of the Board of Directors, or (2) if the contract or other transaction is approved by a majority of the Board of Directors, or (3) if the contract or other transaction is just and reasonable to the Corporation at the time it is made, authorized or ratified.

ARTICLE X

Each officer, director, or member of any committee designated by the Board of Directors shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account or reports made to the Corporation by any of its officials or by an independent public accountant or by an appraiser selected with reasonable care by the Board of Directors or by any such committee or in relying in good faith upon other records of the Corporation.

ARTICLE XI

Each director and each officer (and his heirs, executors and administrators) shall be indemnified by the Corporation against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Corporation or, at its request, of any other corporation of which it is a stockholder or creditor and from which he is not entitled to be indemnified, (whether or not he continues to be a director or officer at the time of incurring such expenses) except in respect to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct; in the event of a settlement of any such action, suit or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified did not commit a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

ARTICLE XII

Both the stockholders and the directors of the Corporation may hold their meetings and the Corporation may have an office or offices in such place or places outside of the State of Delaware as the by-laws may provide and the Corporation may keep its books outside of the State of Delaware except as otherwise provided by law.

ARTICLE XIII

The Corporation hereby reserves the right to amend, alter, change or repeal any provision contained in its Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware and all rights conferred on stockholders therein are granted subject to this reservation.

ARTICLE XIV

This Agreement and the merger herein provided for shall become effective and the separate existence of Dowell Incorporated, a Michigan corporation (except insofar as it may be continued by statute) shall cease as soon as (a) this Agreement shall have been adopted, approved, signed and acknowledged in accordance with the laws of the States of Delaware and of Michigan and certificates of its adoption and approval executed in accordance with such laws and (b) this agreement and such certificates shall have been filed in the office of the Secretary of State of Delaware and in the office of the Corporation and Securities Commission of the State of Michigan.

ARTICLE XV

The By-laws of Dowell Incorporated (Delaware) shall remain the By-laws of the Corporation, except that said By-laws shall be and they hereby are changed by the addition of the following section:

3.1. The business of the Corporation shall be managed by the Board of Directors. The number of Directors shall be ten, but the number may be altered by amendment of these By-laws.

ARTICLE XVI

The names and places of residence of the persons who are to be directors of the Corporation until their successors shall have been chosen according to its By-laws and shall have duly qualified, are as follows:

<u>Name</u>	<u>Place of Residence</u>
A. P. Beutel	Lake Jackson, Texas
Calvin A. Campbell	1210 W. Park Drive Midland, Michigan
N. R. Crawford	204 Richmond Street, W. Toronto 1, Ontario, Canada

Leland I. Doan	1018 W. Main Street Midland, Michigan
Willard H. Dow	923 W. Park Drive Midland, Michigan
John J. Grebe	90 Chippewa River Road Midland, Michigan
Charles Penhaligen	Sugnet Road Midland, Michigan
W. E. Reardon	2221 E. 22nd Place Tulsa 5, Oklahoma
John G. Staudt	1635 E. 35th Street Tulsa 5, Oklahoma
W. R. Veazey	530 N. Saginaw Road Midland, Michigan

The names and places of residence of the persons who are to be officers of the Corporation until their successors are chosen or appointed according to the By-laws of the Corporation, are as follows:

<u>Name</u>	<u>Office</u>	<u>Place of Residence</u>
A. P. Boutel	President	Lake Jackson, Texas
John G. Staudt	Executive Vice- President	1635 E. 35th Street Tulsa 5, Oklahoma
Leland I. Doan	Vice President	1018 W. Main Street Midland, Michigan
N. R. Crawford	Vice President	204 Richmond Street, W. Toronto, Ontario, Canada
W. R. Veazey	Vice President	530 N. Saginaw Road Midland, Michigan
Calvin A. Campbell	Secretary	1210 W. Park Drive Midland, Michigan
Charles Penhaligen	Treasurer	Sugnet Road Midland, Michigan

ARTICLE XVII

The manner and basis of converting the shares of the Constituent Corporations into the shares of the Corporation shall be as follows:

The holders of stock of Dowell Incorporated, a Michigan corporation, one of the Constituent Corporations, shall be entitled and required to surrender the certificates of such stock held by them, which certificates shall be duly endorsed for transfer and to receive in exchange therefor, certificates of stock of the Corporation as follows:

One share of Common Stock of the Corporation for each share of Common Stock of Dowell Incorporated, a Michigan corporation, held by them.

In view of the fact that Dowell Incorporated, a Michigan corporation, owns all of the outstanding capital stock of the Corporation, which is the surviving corporation and shares of stock of the Corporation are to be issued to the stockholders of Dowell Incorporated, a Michigan corporation, the shares of capital stock of the Company issued and outstanding on the effective date of this Agreement and held by Dowell Incorporated, a Michigan corporation, and all rights in respect thereof shall cease to exist and the certificates for such shares of stock shall be cancelled.

ARTICLE XVIII

Upon this Agreement becoming effective, the assets and liabilities of Dowell Incorporated, a Michigan corporation, shall be taken up on the books of the Company at the amount at which they shall at that time be carried on the books of Dowell Incorporated, a Michigan corporation.

ARTICLE XIX

On the effective date of this Agreement, the Corporation shall succeed without other transfer to all the rights and property of Dowell Incorporated, a Michigan corporation, and shall be subject to, and hereby expressly assumes liability for the due and punctual payment of, all the debts and liabilities of Dowell Incorporated, a Michigan corporation, in the same manner as if the Company had itself incurred them; all rights of creditors and liens upon the property of each of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of this Agreement.

Dowell Incorporated, a Michigan corporation, agrees that from time to time as and when requested by the Corporation, or by its successors or assigns, it will execute and deliver or cause to be executed and delivered all such deeds and other instruments, and will take or cause to be taken such further or other action, as the Corporation may deem necessary or desirable, in order to vest in and confirm to the Corporation title to and possession of all the property, rights, privileges, powers, franchises and immunities of Dowell Incorporated, a Michigan corporation, and otherwise to carry out the intent and purposes of this Agreement.

The Corporation shall pay all expenses of carrying this Agreement into effect and of accomplishing the merger.

ARTICLE XX

This Agreement shall be submitted to the stockholders of the Constituent Corporations as provided by the laws of the States of Delaware and Michigan, and upon the approval thereof as therein provided by the holders of the outstanding shares of capital stock of each of the Constituent Corporations, shall be deemed and taken

to be the Agreement and Act of Merger of the Constituent Corporations. Upon this Agreement becoming effective, it shall constitute the certificate of incorporation of the Corporation.

IN WITNESS WHEREOF, this agreement has been signed by a majority of the directors of each of the Constituent Corporations and each of the Constituent Corporations has caused its corporate seal to be hereto affixed and attested by the signature of its Secretary, all as of the day and year first above written.

A. P. Beutel

Leland I. Doan

Willard H. Dow

All of the Directors of
Dowell Incorporated (Delaware)

Attest:

Calvin A. Campbell
Secretary

Dowell Incorporated (Delaware)
Corporate Seal
1948
Delaware

Calvin A. Campbell

Willard H. Dow

W. R. Veazey

Charles Penhaligen

A. P. Beutel

Leland I. Doan

A Majority of the Directors of
Dowell Incorporated

Attest:

Calvin A. Campbell
Secretary

Dowell Incorporated
Seal
Midland, Michigan

CONSENT OF HOLDERS OF ALL OUTSTANDING SHARES OF STOCK
OF
DOWELL INCORPORATED (DELAWARE)

The undersigned, Dowell Incorporated, a Michigan corporation, as the registered holder and owner of all outstanding shares of capital stock of Dowell Incorporated (Delaware), a Delaware corporation, to wit, 100 shares of the par value of \$10 each, all of one class, and pursuant to Sections 59 and 81 of the General Corporation Law of the State of Delaware, hereby waives all notices required under said Section 59 and approves, adopts and consents to the foregoing Agreement of Merger of Dowell Incorporated, a Michigan corporation, into Dowell Incorporated (Delaware), a Delaware corporation.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed by its President and its corporate seal, to be hereunto affixed and attested by its Secretary, this 20th day of December, 1948.

DOWELL INCORPORATED

By A. P. Beutel
President

Attest:

Calvin A. Campbell
Secretary

Dowell Incorporated
Seal
Midland, Michigan

CERTIFICATE OF SECRETARY
OF
DOWELL INCORPORATED (DELAWARE)

I, Calvin A. Campbell, Secretary of Dowell Incorporated (Delaware), a Delaware corporation, hereby certify that the Agreement of Merger on which this certificate is made, after first being signed by a majority of the directors of Dowell Incorporated (Delaware) and a majority of the Directors of Dowell Incorporated under the respective corporate seals of said companies, was duly approved and adopted by the stockholders of Dowell Incorporated (Delaware) by the consent in writing thereto by the holder of all shares of capital stock of said corporation outstanding pursuant to Section 81 of the General Corporation Law of the State of Delaware. Said original consent is hereto annexed signed by Dowell Incorporated, which is the owner and holder of record of all the outstanding shares of capital stock of said Dowell Incorporated (Delaware).

WITNESS my hand and the seal of said corporation this 20th day of December, 1948.

Calvin A. Campbell

Secretary

Dowell Incorporated (Delaware)
Corporate Seal
1948
Delaware

CERTIFICATE OF SECRETARY

OF

DOWELL INCORPORATED

I, Calvin A. Campbell, Secretary of Dowell Incorporated, a Michigan corporation, hereby certify that the Agreement of Merger on which this certificate is made, after first being signed by a majority of the directors of Dowell Incorporated (Delaware) and a majority of the directors of said Dowell Incorporated under the respective corporate seals of said companies, was duly submitted to the shareholders of said Dowell Incorporated at a special meeting thereof duly called separately for the purpose of taking the same into consideration, in accordance with the laws of the State of Michigan applicable thereto; and that at said meeting said Agreement of Merger was considered and a vote by ballot, in person or by proxy, taken for the adoption or rejection of the same, each share entitling the holder thereof to one vote; and that the votes of shareholders of said Dowell Incorporated representing all of the shares of each class of its outstanding capital stock were for the adoption of the said Agreement of Merger.

WITNESS my hand and the seal of Dowell Incorporated this 20th day of December, 1948.

Calvin A. Campbell
Secretary

Dowell Incorporated
Seal
Midland, Michigan

Dowell Incorporated (Delaware) has caused the foregoing Agreement of Merger, adopted and certified as aforesaid, to be signed by its President and Secretary under its corporate seal this 20th day of December, 1948.

DOWELL INCORPORATED (DELAWARE)

By A. P. Beutel
President

By Calvin A. Campbell
Secretary

Attest:

Calvin A. Campbell
Secretary

Dowell Incorporated (Delaware)
Corporate Seal
1948
Delaware

Dowell Incorporated has caused the foregoing Agreement of Merger, adopted and certified as aforesaid, to be signed by its President and Secretary under its corporate seal this 20th day of December, 1948.

DOWELL INCORPORATED

By A. P. Beutel
President

By Calvin A. Campbell
Secretary

Attest:

Calvin A. Campbell
Secretary

Dowell Incorporated
Seal
Midland, Michigan

ACKNOWLEDGMENT OF PRESIDENT OF

DOWELL, INCORPORATED

(DELAWARE)

State of Texas)
County of Brazoria) ss:

BE IT REMEMBERED, that on this 20th day of December, 1948, personally came before me S. I. Stratton, a Notary Public in and for the County and State aforesaid, A. P. Beutel, President of Dowell Incorporated (Delaware), a corporation of the State of Delaware, one of the corporations described in the foregoing instrument known to me personally to be such, and that he, the said A. P. Beutel, as such President, duly executed said instrument before me and acknowledged the said instrument to be his act and deed and the act, deed and agreement of said corporation; that the signature of said President and of the Secretary of said corporation to said foregoing instrument are in the handwriting of the said President and of said Secretary of said corporation, respectively, and that the seal affixed to said instrument is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivering the said instrument was duly authorized by the Board of Directors of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

S. I. Stratton
Notary Public, Brazoria County, Texas
My commission expires June 1, 1949

Notary Public
County of
Brazoria, Texas

ACKNOWLEDGMENT OF PRESIDENT OF
DOWELL INCORPORATED

State of Texas)
) ss:
County of Brazoria)

On this 20th day of December, in the Year One Thousand Nine Hundred and Forty-Eight, before me, S. I. Stratton, a Notary Public in and for the said County, duly commissioned, personally appeared A. P. Beutel, to me personally known, who, being by me duly sworn, did say that he is the President of Dowell Incorporated, a Michigan corporation, one of the corporations described in and that executed the foregoing and annexed Agreement and that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by the authority of its Directors and said A. P. Beutel acknowledged said instrument to be the free act, deed and agreement of Dowell Incorporated, a Michigan corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in said County of Brazoria on the day and year in this acknowledgment first above written.

S. I. Stratton
Notary Public in and for the
County of Brazoria, State of
Texas.

My Commission expires: June 1,
1949.

Notary Public County of Brazoria, Texas

State of Delaware

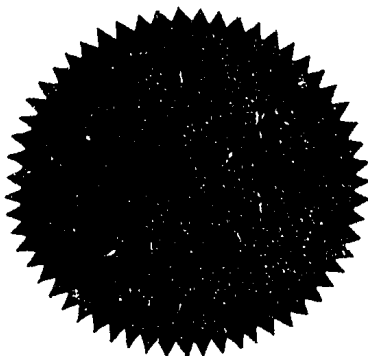


Office of Secretary of State

I **William J. Storey**, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Agreement of Merger between the "DOWELL INCORPORATED (DELAWARE)" a corporation organized and existing under the laws of the State of Delaware and "DOWELL INCORPORATED", a corporation organized and existing under the laws of the State of Michigan, under the name of "DOWELL INCORPORATED", as received and filed in this office the thirty-first day of December, A.D. 1948, at 9 o'clock A.M.;

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

In Testimony Whereof, I have hereunto set my hand and official seal, at Dover, this thirty-first day of December in the year of our Lord one thousand nine hundred and forty-eight.



William J. Storey
Secretary of State.

C T CORPORATION SYSTEM

CTC
SYSTEM

ASSOCIATED WITH THE CORPORATION TRUST COMPANY

ALBANY	ATLANTA	BALTIMORE
BOSTON	BUFFALO	CHICAGO
CINCINNATI	CLEVELAND	DALLAS
DETROIT	DOVER, DEL.	HARTFORD
JERSEY CITY	LOS ANGELES	MINNEAPOLIS
NEW YORK	PHILADELPHIA	PITTSBURGH
PORTLAND, ME.	SAN FRANCISCO	SEATTLE
ST. LOUIS	WASHINGTON	WILMINGTON, DEL.

DETROIT 26,
719 GRISWOLD STREET
CADILLAC 3070

January 3, 1949

RE: DOWELL INCORPORATED (DELAWARE)
DOWELL INCORPORATED (Mich. dom.)

Secretary of State of Kentucky
Frankfort, Kentucky

Att: Corporation Division

Gentlemen:

We enclose certified copy of Agreement of Merger merging Dowell Incorporated, a Michigan corporation, into Dowell Incorporated (Delaware), a Delaware corporation. The name of the continuing corporation is Dowell Incorporated.

We attach check for \$10.00 to cover filing fee.

Please note your records as to the change of name of the Delaware corporation and also that the Michigan corporation is no longer qualified in Kentucky.

Yours very truly,

C T CORPORATION SYSTEM

George B. Mullin
George B. Mullin
Detroit Secretary

GBM:mac

J. W. ...

RECEIVED
JAN 4 1949
George Glenn Hatcher
SECRETARY OF STATE

61103

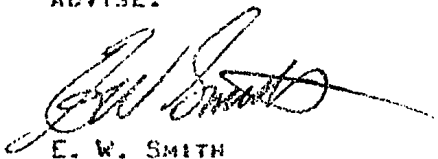
DOWELL DIVISION OF THE DOW CHEMICAL COMPANY

NOTICE

AS OF THE CLOSE OF BUSINESS ON MAY 31, 1958, DOWELL INCORPORATED CEASED TO EXIST AS A SEPARATE CORPORATION. EFFECTIVE AT THAT TIME OUR CORPORATION WAS MERGED INTO THE PARENT CORPORATION, THE DOW CHEMICAL COMPANY OF MIDLAND, MICHIGAN. WE WILL CONTINUE TO PERFORM THE SAME BUSINESS ACTIVITIES WHICH WERE OFFERED BY DOWELL INCORPORATED, HOWEVER, ALL FUTURE BUSINESS WILL BE TRANSACTED AS A DIVISION OF THE DOW CHEMICAL COMPANY. OUR OFFICIAL NAME IS DOWELL DIVISION OF THE DOW CHEMICAL COMPANY.

THE ATTACHED TAX RETURN IS THE FINAL RETURN FOR DOWELL INCORPORATED. IN THE FUTURE, ALL SUCH INFORMATION AND TAX PAYMENTS FOR DOWELL DIVISION WILL BE INCORPORATED INTO THE SIMILAR RETURN FILED BY THE DOW CHEMICAL COMPANY.

IF YOU HAVE ANY QUESTIONS OR IF FURTHER INFORMATION IS DESIRED, PLEASE ADVISE.



E. W. SMITH
ASSISTANT TREASURER

EMS/MB

SECRETARY OF STATE
RECEIVED
JUN 18 1958
COMMONWEALTH OF KENTUCKY