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Commonwealth of Kentucky

Department of State



Office of Secretary of State

CHARLES K. O'CONNELL, SECRETARY

FOREIGN CORPORATION DEPARTMENT

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

ARTICLES OF AMENDMENT

of _____
Name of Corporation HARBISON-WALKER REFRACTORIES COMPANY
a corporation of the State of _____
Name of State PENNSYLVANIA, with home
office at _____
Address PITTSBURGH, PENNSYLVANIA; 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 27th day of MAY 1953

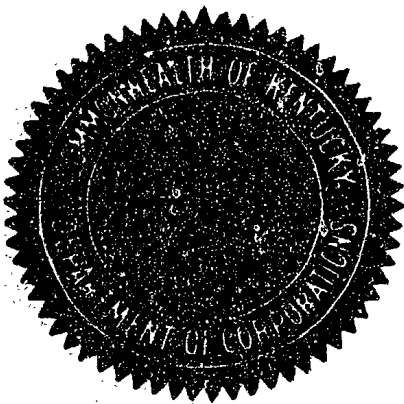
Charles K. O'Connell

Secretary of State.

By _____

J. P. Davis

Chief Clerk, Corporation Department.



SECRETARY OF STATE

3-1-53.12 265

DECD-18-5M-4-53

ARTICLES OF AMENDMENT

In compliance with the requirements of Article VIII of the Act of the General Assembly of the Commonwealth of Pennsylvania, known as the "Business Corporation Law" approved May 5, 1933, P. L. 364, and amendments thereto, providing for amendments to the Articles of Incorporation of corporations, Harbison-Walker Refractories Company hereby certifies, under its corporate seal:

1. That its name is Harbison-Walker Refractories Company and that its registered office is located at 1800 Farmers Bank Building, Pittsburgh, Pennsylvania.

2. That it is a corporation incorporated and existing under the Act of the General Assembly of the Commonwealth of Pennsylvania, as shown by its Certificate of Incorporation dated the 30th day of June, 1902, and recorded in the Office of the Secretary of the Commonwealth in Charter Book No. 70, page 127 and in the office of the Recorder of Deeds in and for the County of Allegheny on the 1st day of July, 1902 in Charter Book No. 30, Page 178.

3. (a) That at a meeting of the Board of Directors of said corporation held on January 29, 1953, a resolution was adopted authorizing an amendment to Paragraph 7th of the Articles of Incorporation of the said corporation, as amended, and directing that such amendment be submitted to a vote of the shareholders entitled to vote thereon at a meeting to be held on April 24, 1953.

(b) That a meeting of the shareholders of said corporation to take action upon the proposed amendment was held on April 24, 1953, at the registered office of the corporation, pursuant to sixty days previous written notice.

4. That at the time of the meeting of the shareholders on April 24, 1953, the authorized number of all shares of the capital stock of the corporation (whether voting or non-voting) was 30,000 shares of 6% cumulative preferred stock, par value \$100.00, 1,380,000 shares common stock of no par value and stated value of \$15.00 per share of which 30,000 shares of 6% cumulative preferred stock, 1,336,041 shares common stock were issued and outstanding and 30,000 shares of 6% cumulative preferred stock and 1,336,041 shares of common stock were entitled to vote on the proposed amendment and 43,959 shares of common stock held in the treasury.

5. That at the meeting of the shareholders, held April 24, 1953, the amendment herein set forth was adopted; 25,751 shares of 6% cumulative preferred stock and 1,104,793 shares of common stock were voted in favor of the resolution amending the Articles of Incorporation of the corporation in the manner hereinafter set forth, and 393 shares of 6% cumulative preferred stock and 11,719 shares of common stock were voted against the resolution, viz.:

*Set forth the kind and period of notice given to the shareholders, whether 10 days or 60 days or whether notice was waived in writing by all shareholders entitled to vote thereon.

3-1-53.12 266

"RESOLVED that Paragraph 7th of the Articles of Incorporation of this corporation ~~which reads as follows:~~ as amended by various Election Returns

Be and the same is hereby amended to read as follows:

The authorized capital stock of the corporation is \$33,000,000 divided as follows:

1. 2,000,000 shares of common stock with a par value of \$15 per share, and
2. 30,000 shares of 6% cumulative non-callable preferred stock, with a par value of \$100 per share.

The shares of common and preferred stock shall have equal voting rights and the preferred stock shall be entitled, in preference and priority, over the shares of common stock of the corporation to dividends payable from the surplus of the corporation, as the same shall from time to time accrue and be declared by the Board of Directors, at the rate of 6% per annum, said dividends to be cumulative, and the preferred stock shall be entitled to no other or further share of the profits. No dividends shall be paid upon the common stock of the corporation until all dividends then accrued upon the preferred stock shall have been paid.

In the event of liquidation, dissolution or winding-up of the corporation (whether voluntary or involuntary), the holders of the shares of preferred stock shall be entitled to be paid in full the par value of their shares and all accrued unpaid dividends, before any amount shall be paid to the holders of the common stock, and upon payment to the holders of the shares of preferred stock the par value and all accrued unpaid dividends, the remaining assets of the corporation shall be divided and paid to the holders of the common stock according to the number of their respective shares.

Commonwealth of Pennsylvania



Department of State

To All To Whom These Presents Shall Come, Greeting:

Whereas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, the Department of State is authorized and required to issue a

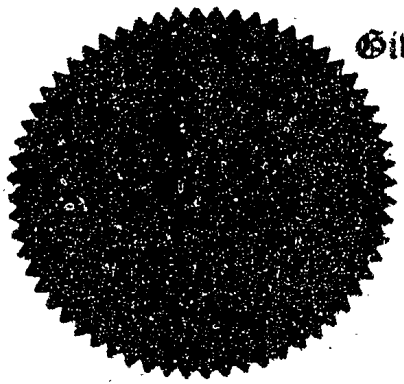
CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

HARRISON-WALKER REFRACTORIES COMPANY

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be Sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.



Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 1st day of May in the year of our Lord one thousand nine hundred and fifty-three and of the Commonwealth the one hundred and seventy-seventh

[Signature]
Secretary of the Commonwealth

I-J- N^o 40314

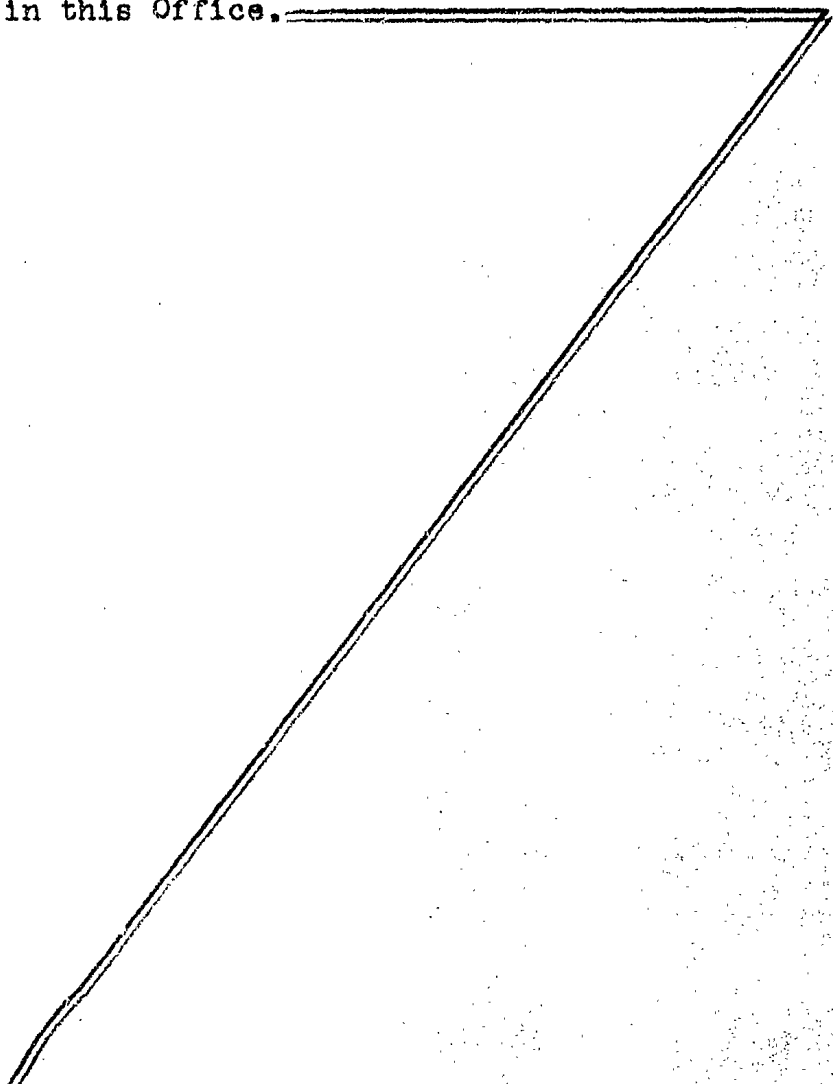
Commonwealth of Pennsylvania
Department of State

OFFICE of the SECRETARY of the COMMONWEALTH

Harrisburg, May 4, 1953

Pennsylvania, ss:

I DO HEREBY CERTIFY. That the foregoing and annexed is a full, true and correct photocopy of Articles of Amendment to the Articles of Incorporation of "HARBISON-WALKER REFRACTORIES COMPANY", approved May 1, 1953 and Certificate of Amendment issued thereon, as the same appear of record in this Office.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of the Secretary's Office to be affixed, the day and year above written.

Edward Smith
Secretary of the Commonwealth

44-55415-116

Harrison-Walker Refractories Company
Farmers Bank Building
Pittsburgh 22, Pa.

C. W. ESTERD
ASSISTANT SECRETARY

May 26, 1953

Secretary of State
Commonwealth of Kentucky
Frankfort, Kentucky

Dear Sir:

We enclose certified copy of amendment to the Articles of Incorporation of Harrison-Walker Refractories Company and our check in the amount of \$10 in payment of the recording fee thereof.

Yours truly,
HARRISON-WALKER REFRACTORIES COMPANY

C. W. Esterd
Assistant Secretary

RBS/lw