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ARTICLES OF INCORPORATION

VOL 704 PAGE 223

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OR

APPROVED
FOR FILING

CONSOLIDATED METAL PRODUCTS, INC.

DATE 4-1-55 11:00 P

The undersigned, all of whom are citizens of the United States, desiring to form a corporation, for profit, under the General Corporation Act of Ohio, do hereby certify:

FIRST: The name of said corporation shall be CONSOLIDATED METAL PRODUCTS, INC.

SECOND: The place in Ohio where its principal office is to be located is Cincinnati, in Hamilton County.

THIRD: The purpose or purposes for which it is formed are:

(a) To design, manufacture, buy, sell and otherwise deal in personal and real property of every kind, character and description, and any interest therein.

(b) To do each and every thing necessary, suitable or proper for the accomplishment of the above purposes, and in general to carry on any other lawful business whatsoever which shall at any time promote the interest of the corporation or enhance the value of its properties.

FOURTH: The number of shares which the corporation is authorized to have outstanding is 7,000 shares, which shall be classified as follows:

5,000 common shares without par value and 2,000 preferred shares of the par value of \$100.00 each. The express terms of each class of shares hereby authorized shall be as follows:

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(a) Common Shares - Shares without par value may be issued pursuant to subscriptions taken by the incorporators for such amount of consideration as may be specified by the incorporators, and, after organization, shares without par value now or hereafter authorized may be issued or agreed to be issued from time to time for such amount or amounts of consideration as may be fixed from time to time by the Board of Directors. The Board of Directors in its discretion may fix different amounts and/or kinds of consideration for the issuance of shares without par value, whether issued at the same or different times, and may determine that only a part or proportion of the amount or amounts of consideration which shall be received by the corporation shall be stated capital. Any and all shares without par value so issued, the consideration for which, as fixed by the incorporators or by the Board of Directors, has been paid or delivered, shall be fully paid and non-assessable.

(b) Preferred Shares - The holders of the preferred shares shall be entitled to receive, when and as declared by the Board of Directors of the corporation, cumulative dividends at the rate of Six (\$6.00) Dollars per share per annum, and no more, payable quarterly on the first days of January, April, July and October in each year to shareholders of record at the close of business on such dates respectively preceding the payment thereof as may be fixed by the Board of Directors in declaring any such dividend. Such dividends shall be cumulative from the date of issue, so that if dividends on the

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Outstanding preferred shares at said rate shall not have been paid or declared and set apart for payment for all past quarterly dividend periods, and payment of, or provision for the payment of, all dividends thereon for the current quarterly dividend period shall not have been made, dividends to the amount of such deficiency, but without interest thereon, shall be paid or declared and set apart for payment before any dividends on the common shares shall be paid or declared and set apart for payment.

After full cumulative dividends as aforesaid upon the outstanding preferred shares shall have been paid for all past dividend periods, and after full dividends on the preferred shares for the current dividend period shall have been paid or declared and set apart for payment, then and not otherwise, dividends in cash, property or shares may be declared and paid upon the common shares to the exclusion of the holders of preferred shares.

The preferred shares shall be preferred as to assets as well as dividends. Upon any dissolution, liquidation, or winding up of the corporation, the holders of preferred shares shall be entitled to receive in cash, before any payment shall be made to the holders of common shares, the sum of One Hundred (\$100.00) Dollars per share, together with an amount equal to all accrued and unpaid dividends thereon to the date of payment, and, if such liquidation, dissolution or winding up shall be voluntary, the additional sum of Ten (\$10.00) Dollars for each share if such

liquidation, dissolution or winding up occurs within the first year after issuance of said shares; \$9.00 if the same occurs within the second year after such issuance; \$8.00 if the same occurs within the third year after such issuance; \$7.00 if the same occurs within the fourth year after such issuance; \$6.00 if the same occurs within the fifth year after such issuance; \$5.00 if the same occurs within the sixth year after such issuance; \$4.00 if the same occurs within the seventh year after such issuance; \$3.00 if the same occurs within the eighth year after such issuance; \$2.00 if the same occurs within the ninth year after such issuance; \$1.00 if the same occurs within the tenth year after such issuance; but with no such additional sum if such liquidation, dissolution or winding up occurs after said shares shall have been issued for more than ten years. The consolidation or merger of the corporation at any time, or from time to time, with any other corporation or corporations, or a sale of all or substantially all the assets of the corporation, shall not be construed as a dissolution, liquidation or winding up of the corporation within the meaning hereof.

After payment of the full preferential amounts aforesaid, the holders of preferred shares shall not be entitled to any further participation in any distribution of the assets or funds of the corporation, and the remaining assets and funds of the corporation shall be divided and distributed among the holders of the common shares then outstanding according to their respective interests.

The term "accrued and unpaid dividends" used with reference to the preferred shares shall mean an amount equal to Six (\$6.00) Dollars per share per annum from the date on which the dividends thereon become cumulative to the date of computation, less the aggregate amount of dividends paid.

The corporation, at the option of the Board of Directors, on any dividend payment date may redeem the whole or any part of the preferred shares by paying therefor in cash the following sums: during the first year after the issuance of said shares, the sum of One Hundred Ten (\$110.00) Dollars per share; during the second year after the issuance of said shares, the sum of One Hundred Nine (\$109.00) Dollars; during the third year after the issuance of said shares, the sum of One Hundred Eight (\$108.00) Dollars; during the fourth year after the issuance of said shares, the sum of One Hundred Seven (\$107.00) Dollars; during the fifth year after the issuance of said shares, the sum of One Hundred Six (\$106.00) Dollars; during the sixth year after the issuance of said shares, the sum of One Hundred Five (\$105.00) Dollars; during the seventh year after the issuance of said shares, the sum of One Hundred Four (\$104.00) Dollars; during the eighth year after the issuance of said shares, the sum of One Hundred Three (\$103.00) Dollars; during the ninth year after the issuance of said shares, the sum of One Hundred Two (\$102.00) Dollars; during the tenth year after the issuance of said shares, the sum of One Hundred One (\$101.00) Dollars; and thereafter the sum of One Hundred (\$100.00) Dollars. In addition to such payments,

there shall be paid an amount equal to dividends accrued and unpaid to the date of redemption.

In the event of redemption of a part only of the preferred shares, the shares to be redeemed shall be designated in such manner as the Board of Directors shall determine. Notice of such redemption, stating the redemption date and the redemption price and the place of payment thereof shall be given to the respective holders of the preferred shares to be redeemed, by mailing the same, first-class, postage prepaid, to such holders at their respective addresses as shown on the books of the corporation. Such notice shall be so mailed not less than thirty (30) and not more than sixty (60) days prior to the redemption date specified therein. If such notice of redemption shall have been duly given, and if on or before the redemption date specified in such notice all funds necessary for such redemption shall have been set aside so as to be available therefor, then, notwithstanding that any certificate for preferred shares so called for redemption shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed outstanding, the right to receive dividends thereon shall cease to accrue from and after the date of redemption so fixed, and all rights with respect to such preferred shares so called for redemption shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable upon redemption thereof, but without interest.

In the event that at any time there shall be unpaid any twelve (12) quarterly dividends (whether or not consecutive), the holders of preferred shares shall have one vote for each share held at all meetings of shareholders, until such arrears are fully paid, whereupon such voting rights shall cease. With this exception, the holders of preferred shares shall have no voting rights except as required by the Ohio corporation statutes.

FIFTH: The amount of capital with which the corporation will begin business is Five Hundred (\$500.00) Dollars.

SIXTH: The Board of Directors is hereby authorized to fix and determine and to vary the amount of working capital of the corporation, to determine whether any, and, if any, what part of its surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and, without action by the shareholders, to use and apply such surplus, or any part thereof, at any time or from time to time, in the purchase or acquisition of shares of any class, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidence of indebtedness of the corporation or other securities of the corporation, to such extent or amount and in such manner and upon such terms as the Board of Directors shall deem expedient.

SEVENTH: No holder of shares of the corporation of any class shall be entitled as such, as a matter of right, to subscribe for or purchase shares of any class, now or hereafter authorized, or to purchase or subscribe for, securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to

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subscribe for or purchase shares, except such rights of subscrip-
tion or purchase, if any, at such price or prices and upon such terms
and conditions as the Board of Directors in its discretion from time
to time may determine.

IN WITNESS WHEREOF, we have hereunto subscribed our names this
31st day of March, 1955.

James L. Elder
James L. Elder

J. Vincent Aug
J. Vincent Aug

William J. Rielly
William J. Rielly

STATE OF OHIO }
COUNTY OF HAMILTON } ss:

Personally appeared before me, the undersigned, a Notary Public
in and for said County, this 31st day of March, 1955, the above named
James L. Elder, J. Vincent Aug and William J. Rielly, each of whom
acknowledged the signing of the foregoing Articles of Incorporation
to be his free act and deed for the uses and purposes therein men-
tioned.

WITNESS my hand and official seal on the day and year last
aforesaid.



Arthur G. Zocchlerin
Notary Public, Hamilton County, Ohio
ARTHUR G. ZOCCHLERIN

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APPOINTMENT OF AGENT

KNOW ALL MEN BY THESE PRESENTS, That JAMES L. ELDER, of 912 Mercantile Library Building, in Cincinnati, Hamilton County, Ohio, a natural person and resident of said county, being the county in which the principal office of CONSOLIDATED METAL PRODUCTS, INC. is located, is hereby appointed as the person on whom process, tax notices and demands against said CONSOLIDATED METAL PRODUCTS, INC. may be served,

CONSOLIDATED METAL PRODUCTS, INC.

By James L. Elder
James L. Elder

By J. Vincent Age
J. Vincent Age

By William J. Kelly
William J. Kelly

Cincinnati, Ohio

March 31, 1955

Consolidated Metal Products, Inc.
Cincinnati, Ohio

Gentlemen:

I hereby accept the appointment as the representative of your corporation upon whom process, tax notices, or demands may be served.

James L. Elder

STATE OF OHIO)
) ss:
COUNTY OF HAMILTON)

Personally appeared before me, the undersigned, a Notary Public in and for said County, this 31st day of March, 1955, the above named JAMES L. ELDER, who acknowledged the signing of the foregoing to be his free act and deed for the uses and purposes therein mentioned.

Witness my hand and official seal on the day and year last aforesaid.

Arthur H. Zochlein
Notary Public in and for
Hamilton County, Ohio

EC362-1408

Number 24641
Approved By JN
Date 12-30-77
Fee 244

CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CONSOLIDATED METAL PRODUCTS, INC.

Hugh M. Gallagher, Jr., President, and James L. Elder, Secretary, of Consolidated Metal Products, Inc., an Ohio corporation, with its principal office located at Cincinnati, Ohio, do hereby certify that a meeting of the holders of the shares of said corporation entitling them to vote on a proposal to amend the articles of incorporation thereof, as contained in the following resolutions, was duly called and held on December 12, 1977, at which meeting all of such shareholders were present, and that by the affirmative vote of all of said shareholders, the following resolution was adopted to amend the articles:

"Resolved, that the first two sentences of Item Fourth of the articles of incorporation of Consolidated Metal Products, Inc., be amended to read as follows:

Fourth. The number of shares which the corporation is authorized to have outstanding is 13,500 shares, which shall be classified as follows:

5000 common shares without par value; 2000 class A preferred shares of the par value of \$100.00 each; and 6500 class B preferred shares of the par value of \$100.00 each."

"Resolved Further, that there be added to the end of Item Fourth of the articles of incorporation of Consolidated Metal Products, Inc., the following language:

(c) Class B Preferred Shares - The holders of Class B preferred shares shall be entitled to receive, when and as declared by the board of directors of the corporation, cumulative dividends at the rate of Eight (\$8.00) Dollars per share per annum, and no more, payable quarterly on the first days of January, April, July and October in each year to shareholders of record at the close of business on such date respectively preceding the payment thereof as may be fixed by the board of directors in declaring any such dividend. Such dividends shall be cumulative from the date of issue, so that if dividends on the outstanding Class B preferred shares at said rate shall not have been paid or declared and set apart for payment for all past quarterly dividend periods, and payment of, or provision for the payment of, all dividends thereon for the current quarterly dividend period shall not have been made, dividends to the amount of such deficiency, but without interest thereon, shall be paid or declared and set apart for payment before any dividends on the common shares shall be paid or declared and set apart for payment.

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After full cumulative dividends as aforesaid upon the outstanding Class B preferred shares shall have been paid for all past dividend periods, and after full dividends on said preferred shares for the current dividend period shall have been paid or declared and set apart for payment, then and not otherwise, dividends in cash, property or shares may be declared and paid upon the common shares to the exclusion of the holders of preferred shares.

The Class B preferred shares shall be preferred as to assets as well as dividends. Upon any dissolution, liquidation, or winding up of the corporation, the holders of said preferred shares shall be entitled to receive in cash, pro rata with the holders of Class A preferred shares and before any payment shall be made to the holders of common shares, the sum of One Hundred (\$100.00) Dollars per share, together with an amount equal to all accrued and unpaid dividends thereon to the date of payment. The consolidation or merger of the corporation at any time, or from time to time, with any other corporation or corporations, or a sale of all or substantially all the assets of the corporation, shall not be construed as a dissolution, liquidation or winding up of the corporation within the meaning hereof.

After payment of the full preferential amounts aforesaid, the holders of preferred shares shall not be entitled to any further participation in any distribution of the assets or funds of the corporation, and the remaining assets and funds of the corporation shall be divided and distributed among the holders of the common shares then outstanding according to their respective interests.

The term "accrued and unpaid dividends" used with reference to said preferred shares shall mean an amount equal to Eight (\$8.00) Dollars per share per annum from the date on which the dividends thereon become cumulative to the date of computation, less the aggregate amount of dividends paid.

The corporation, at the option of the Board of Directors, on any dividend payment date may redeem the whole or any part of said preferred shares by paying therefor in cash the par value thereof plus any accrued and unpaid dividends to date of redemption.

In the event of redemption of a part only of said preferred shares, the shares to be redeemed shall be designated in such manner as the Board of Directors shall determine. Notice of such redemption, stating the redemption date and the redemption price and the place of payment thereof shall be given to the respective holders of the preferred shares to be redeemed, by mailing the same, first-class postage prepaid, to such holders at their respective addresses as shown on the books of the corporation. Such notice shall be so mailed not less than thirty (30) and not more than sixty (60) days prior to the redemption date specified therein. If such notice of redemption shall have been duly given, and if on or before the redemption date specified in such notice all funds necessary for such redemption shall have been set aside so as to be available therefor, then, notwithstanding that any certificate for preferred shares so called for redemption shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed outstanding, the right to receive dividends thereon shall cease to accrue from and after the date of redemption so fixed, and all rights with respect to such preferred shares so called for redemption shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable upon redemption thereof, but without interest.

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Under no circumstances shall said Class B preferred stock be convertible into common stock nor shall the holders of said preferred stock have any voting rights at meetings of shareholders."

IN WITNESS WHEREOF, said Hugh M. Gallagher, Jr., President, and James L. Elder, Secretary, of Consolidated Metal Products, Inc., 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 11th day of December, 1977.

CONSOLIDATED METAL PRODUCTS, INC.

By

Hugh M. Gallagher, Jr.
President

By

James L. Elder
Secretary