

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "COORSTEK, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SEVENTH DAY OF DECEMBER, A.D. 1999, AT 2:30 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE SEVENTH DAY OF DECEMBER, A.D. 1999, AT 2:31 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1999, AT 3:30 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE EIGHTEENTH DAY OF MARCH, A.D. 2003, AT 12:45 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE SEVENTH DAY OF MAY, A.D. 2003, AT 7:38 O'CLOCK P.M.

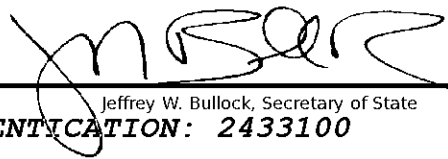
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "COORSTEK, INC.".



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2433100

DATE: 06-03-15

**CERTIFICATE OF INCORPORATION
OF
COORSTEK, INC.**

Article 1. NAME

The name of the corporation is CoorsTek, Inc. (the "Corporation").

Article 2. REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801 in the County of New Castle. The registered agent of the Corporation at such address shall be The Corporation Trust Company.

Article 3. PURPOSE AND POWERS

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law"). The Corporation shall have all power necessary or convenient to the conduct, promotion or attainment of such acts and activities.

Article 4. CAPITAL STOCK

4.1 Authorized Shares. The total number of shares of all classes of stock that the Corporation shall have the authority to issue is 120,000,000, of which 100,000,000 shall be Common Stock, all of one class, having a par value of \$.01 per share ("Common Stock"), and 20,000,000 of such shares shall be Preferred Stock, having a par value of \$.01 per share ("Preferred Stock").

4.2 Common Stock

4.2.1 Relative Rights. The Common Stock shall be subject to all of the rights, privileges, preferences and priorities of the Preferred Stock as set forth in the certificate of designations filed to establish the respective series of Preferred Stock. Each share of Common Stock shall have the same relative rights as and be identical in all respects to all the other shares of Common Stock. The Board of Directors is authorized, subject to the limitations prescribed by the Delaware General Corporation Law and the provisions of this Certificate of Incorporation, to provide, by resolution or resolutions from time to time for the issuance of shares of Common Stock.

4.2.2 Dividends. Whenever there shall have been paid, or declared and set aside for payment, to the holders of shares of any class of stock having preference over the

Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then dividends may be paid on the Common Stock and on any class or series of stock entitled to participate therewith as to dividends, out of any assets legally available for the payment of dividends thereon, but only when and as declared by the Board of Directors of the Corporation.

4.2.3 Dissolution, Liquidation, Winding Up. In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock, and holders of any class or series of stock entitled to participate therewith, in whole or in part, as to the distribution of assets in such event, shall become entitled to participate in the distribution of any assets of the Corporation remaining after the Corporation shall have paid, or provided for payment of, all debts and liabilities of the Corporation and after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation or winding up the full preferential amounts (if any) to which they are entitled.

4.2.4 Voting Rights. Each holder of shares of Common Stock shall be entitled to attend all special and annual meetings of the stockholders of the Corporation and, share for share and without regard to class, together with the holders of all other classes of stock entitled to attend such meetings and to vote (except any class or series of stock having special voting rights), to cast one vote for each outstanding share of Common Stock so held upon any matter or thing (including, without limitation, the election of one or more directors) properly considered and acted upon by the stockholders.

4.3 Preferred Stock. The Board of Directors is authorized, subject to limitations prescribed by the Delaware General Corporation Law and the provisions of this Certificate of Incorporation, to provide, by resolution or resolutions from time to time and by filing a certificate of designations pursuant to the Delaware General Corporation Law, for the issuance of the shares of Preferred Stock in one or more series, to establish from time to time the number of shares to be included in each such series, to fix the powers, designations, preferences and relative, participating, optional or other special rights of the shares of each such series and to fix the qualifications, limitations or restrictions thereof.

4.4 Preemptive Rights. Ownership of shares of any class of the capital stock of the Corporation shall not entitle the holders thereof to any preemptive right to subscribe for or purchase or to have offered to them for subscription or purchase any additional shares of capital stock of any class of the Corporation or any securities convertible into any class of capital stock of the corporation, whether now or hereafter authorized, however acquired, issued or sold by the corporation, it being the purpose and intent hereof that the Board of Directors shall have the full right, power and authority to offer for subscription or sell or to make any disposal of any or all unissued shares of the capital stock of the Corporation or any securities convertible into stock or any or all shares of stock or convertible securities issued and thereafter acquired by the

Corporation, for such consideration, in money or property, as the Board of Directors in its sole discretion shall determine.

Article 5. INCORPORATOR

The name and mailing address of the incorporator (the "Incorporator") is M. C. Kinnamon 1209 Orange Street, Wilmington, Delaware 19801. The powers of the Incorporator shall terminate upon the filing of this Certificate of Incorporation, effective immediately after the Incorporator appoints the initial members of the board of Directors.

Article 6. BOARD OF DIRECTORS

6.1 Initial Board; Staggered Board; Number; Election. The initial directors shall serve until the first annual meeting of stockholders which will be held in 2001. At the annual meeting of the stockholders held in 2001, the total number of directors shall be divided into three classes, with each class containing one-third of the total, as near as may be. The terms of directors elected to serve in Class I shall expire at the annual meeting of stockholders held in 2002, the terms of directors elected to serve in Class II shall expire at the annual meeting of stockholders held in 2003, and the terms of directors elected to serve in Class III shall expire at the annual meeting of stockholders held in 2004. Upon the expiration of the initial staggered terms, directors of each class shall be elected for terms of three years to succeed those whose terms expire. The number of directors constituting the whole board shall not exceed 11. The number of directors may be altered from time to time as provided in the Bylaws. The initial director shall be Joseph Coors, Jr. who shall serve until his successor is duly elected and qualified in accordance with this Certificate of Incorporation or the Bylaws, or until the earlier of his resignation or removal. Unless and except to the extent that the bylaws of the Corporation shall otherwise require, the election of directors of the Corporation need not be by written ballot. Except as otherwise provided in this Certificate of Incorporation, each director of the Corporation shall be entitled to one vote per director on all matters voted or acted upon by the Board of Directors.

6.2 Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by the affirmative vote of a majority of the directors then in office, although fewer than a quorum, or by a sole remaining director or the initial director. A director shall hold office for the remainder of the term of the class of director to which the vacancy occurred or the new directorship was created. Whenever the holders of any class or classes of stock or series thereof are entitled to elect one or more directors by the provisions of the Certificate of Incorporation, vacancies and newly created directorships of such class or classes or series may be filled by the affirmative vote of a majority of the directors elected by such class or classes or series thereof then in office, or by a sole remaining director so elected. Each director so chosen shall hold office until the next election of directors of the class to which such director was appointed, and until such director's successor is elected and qualified, or until the director's earlier death, resignation or removal. In the event that one or

more directors resign from the Board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office until the next election of directors for such class or series, and until such director's successor is elected and qualified, or until the director's earlier death, resignation or removal.

6.3 Removal of Directors. A director may be removed only for cause and only by an affirmative vote of two-thirds of the stockholders entitled to vote thereon.

6.4 Management of Business and Affairs of the Corporation. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

6.5 Limitation of Liability. No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (b) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (c) under Section 174 of the Delaware General Corporation Law; or (d) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article 6.5 shall be prospective only and shall not adversely affect any right or protection of, or any limitation of the liability of, a director of the Corporation existing at, or arising out of facts or incidents occurring prior to, the effective date of such repeal or modification.

Article 7. STOCKHOLDER ACTION

7.1 Action Without a Meeting by Unanimous Written Consent. Any action required or permitted to be taken at a stockholders' meeting may be taken without a meeting only by the unanimous written consent of all stockholders entitled to vote on such matter. The action must be evidenced by one or more written consents describing the action taken, signed by all of the stockholders entitled to vote on such action, and delivered to the Corporation in the manner prescribed by the Delaware General Corporation Law for inclusion in the minute book.

7.2 Special Meetings. Unless the Delaware General Corporation Law shall provide otherwise, no stockholder nor any group thereof shall have the right to call a special meeting of the stockholders.

Article 8. BUSINESS COMBINATIONS WITH INTERESTED STOCKHOLDERS

The Corporation by this provision hereby elects to be governed by Section 203 of the Delaware General Corporation

Article 9. COMPROMISE OR ARRANGEMENTS

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

Article 10. ACQUISITION PROPOSALS

In determining whether the acquisition proposal is in the long-term best interests of the Corporation and its stockholders, the Board of Directors may consider the effect of both an acquisition proposal and a potential acquisition on creditors, customers and employees of the Corporation and on the community in general, the risks of non-consummation of an acquisition proposal, the identity, prior background and other business experiences of the person or entity making an acquisition proposal, and the business plans of both the Corporation and the person or entity making an acquisition proposal and their respective effects on stockholder interests. The Board of Directors is authorized to take such action as it may determine to be reasonably necessary or desirable to encourage any person or entity to enter into negotiations with the Board and management of the Corporation respecting any transaction that may result in a change of control and to contest or oppose any such transaction that the Board determines to be unfair, abusive or otherwise undesirable to the Corporation or its stockholders, business, customers, employees or other constituencies.

Article 11. AMENDMENT OF BYLAWS

In furtherance and not in limitation of the powers conferred by the Delaware General Corporation Law, the Board of Directors of the Corporation is expressly authorized and empowered to adopt, amend and repeal the bylaws of the Corporation by an affirmative vote of two-thirds of the directors then in office. The bylaws of the Corporation may also be adopted,

amended or repealed by an affirmative vote of two-thirds of the stockholders entitled to vote thereon.

Article 12. RESERVATION OF RIGHT TO AMEND CERTIFICATE OF INCORPORATION

The Corporation reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences, and privileges of any nature conferred upon stockholders, directors, or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article 12. With respect to action to be taken by the stockholders to amend Sections 4.3 and 4.4, and Articles 6, 7, 8, 10, 11 and 12 of this Certificate of Incorporation, the affirmative vote of two-thirds of all votes entitled to be cast by such stockholders shall be required.

* * * * *

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Delaware General Corporation Law, hereby certifies that the facts hereinabove stated are truly set forth, and accordingly executes this Certificate of Incorporation this 7th day of December, 1999.

M. C. Kinnamon
M. C. Kinnamon
Incorporator

Signature Page

**CERTIFICATE OF MERGER
OF
COORSTEK, INC., a Colorado corporation
into
COORSTEK, INC., a Delaware corporation**

The undersigned, on behalf of CoorsTek, Inc., a Delaware corporation and a wholly-owned subsidiary of CoorsTek, Inc., a Colorado corporation, in accordance with Section 252(c) of the Delaware General Corporation Law ("DGCL"), hereby affirms, executes and delivers this Certificate of Merger to be filed with the Secretary of State of the State of Delaware as follows:

1. The constituent corporations are CoorsTek, Inc., a Delaware corporation, and CoorsTek, Inc., a Colorado corporation (together the "Constituent Corporations").
2. An agreement of merger (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged by the Constituent Corporations in accordance with Section 252(c) of the DGCL. A copy of the Plan of Merger is on file at an office of CoorsTek, which office is located at 16000 Table Mountain Parkway, Golden, Colorado 80403. A copy of the Plan of Merger will be furnished upon request and without charge by CoorsTek to any stockholder of either Constituent Corporation.
3. The name of the surviving corporation is CoorsTek, Inc., a Delaware corporation.
4. The certificate of incorporation of the surviving corporation shall be its certificate of incorporation.
5. The authorized capital stock of the Constituent Corporation which is not a Delaware corporation, CoorsTek, Inc., a Colorado corporation, is 200,000 shares, par value \$50.00 per share.

Dated: December 7, 1999

COORSTEK, INC., a Delaware corporation

By: 
Name: Joseph Coors, Jr.
Title: Chief Executive Officer and President

**CERTIFICATE OF DESIGNATION, PREFERENCES AND
RIGHTS OF
SERIES A JUNIOR PARTICIPATING PREFERRED STOCK**

OF

COORSTEK, INC.

Pursuant to Section 151 of the General Corporation Law
of the State of Delaware

I, Joseph Coors, Jr., Chairman of the Board and Chief Executive Officer, of CoorsTek, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, in accordance with the provisions of Section 103 thereof, DO HEREBY CERTIFY:

That pursuant to the authority conferred upon the Board of Directors by the Certificate of Incorporation of the said Corporation, the said Board of Directors on December 17, 1999, adopted the following resolution creating a series of 100,000 shares of Preferred Stock designated as Series A Junior Participating Preferred Stock:

RESOLVED, that pursuant to the authority vested in the Board of Directors of this Corporation (the "Board") in accordance with the provisions of its Certificate of Incorporation, a series of Preferred Stock of the Corporation be and it hereby is created, and that the designation and amount thereof and the voting rights or powers, preferences and relative, participating, optional and other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof are as follows:

Section 1. Designation and Amount. The shares of such series, par value \$.01 per share, shall be designated as "Series A Junior Participating Preferred Stock" and the number of shares constituting such series shall be 100,000.

Section 2. Dividends and Distributions.

(A) Subject to the prior and superior rights of the holders of any shares of any series of Preferred Stock ranking prior and superior to the shares of Series A Junior Participating Preferred Stock with respect to dividends, the holders of shares of Series A Junior Participating Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the 15th day of April, July, October and January, in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after first issuance of a share or fraction of a share of Series A Junior Participating Preferred Stock in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$.01 or (b) subject to the provision for adjustment hereinafter set forth, 1,000 times the aggregate per share amount of all cash dividends, and 1,000 times the aggregate per share amount (payable in kind) of all non cash dividends or other distributions other than a dividend payable in shares of common stock, par

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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value \$.01 per share, of the Corporation (the "Common Stock"), or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock, since the immediately preceding Dividend Payment Date, or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Junior Participating Preferred Stock. In the event the Corporation shall at any time after December 17, 1999 (the "Rights Declaration Date") (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the amount to which holders of shares of Series A Junior Participating Preferred Stock were entitled immediately prior to such event under clause (b) of the preceding sentence shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) The Corporation shall declare a dividend or distribution on the Series A Junior Participating Preferred Stock as provided in paragraph (A) above immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); provided that, in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of \$.01 per share on the Series A Junior Participating Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(C) Dividends shall begin to accrue and be cumulative on outstanding shares of Series A Junior Participating Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares of Series A Junior Participating Preferred Stock, unless the date of issue of such shares is prior to the record date set for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A Junior Participating Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment date, in either of which event such dividends shall begin to accrue and be cumulative for such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Junior Participating Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Junior Participating Preferred stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be no more than 30 days prior to the date fixed for the payment thereof.

Section 3. Voting Rights. The holders of shares of Series A Junior Participating Preferred Stock shall have the following voting rights:

(A) Subject to the provision for adjustment hereinafter set forth, each share of Series A Junior Participating Preferred Stock shall entitle the holder thereof to 1,000 votes on all matters submitted to a vote of the stockholders of the Corporation. In the event the Corporation shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the number of votes per share to which holders of shares of Series A Junior Participating Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) Except as otherwise provided by law, the holders of shares of Series A Junior Participating Preferred Stock and the holders of shares of Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

Section 4. Certain Restrictions.

(A) Whenever dividends or distributions payable on the Series A Junior Participating Preferred Stock as provided in Section 2 are not paid, thereafter and until such dividends and distributions, whether or not declared, on shares of Series A Junior Participating Preferred Stock outstanding shall have been paid in full, the Corporation shall not:

(i) declare or pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Participating Preferred Stock; or

(ii) declare or pay dividends on or make any other distributions on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Junior Participating Preferred Stock, except dividends paid ratably on the Series A Junior Participating Preferred Stock and all such parity stock on which dividends are payable in proportion to the total amounts to which the holders of all such shares are then entitled; or

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Junior Participating Preferred Stock, provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such parity stock in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Series A Junior Participating Preferred Stock; or

(iv) purchase or otherwise acquire for consideration any shares of Series A Junior Participating Preferred Stock, or any shares of stock ranking on a parity with the Series A Junior Participating Preferred Stock, except in accordance with a purchase offer made in writing

or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(B) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under paragraph (A) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

Section 5. Reacquired Shares. Any shares of Series A Junior Participating Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth herein.

Section 6. Liquidation, Dissolution or Winding Up.

(A) Upon any liquidation (voluntary or otherwise), dissolution or winding up of the Corporation, no distribution shall be made to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Participating Preferred Stock unless, prior thereto, the holders of shares of Series A Junior Participating Preferred Stock shall have received \$38.00 per one one-thousandth share, plus any unpaid dividends and distributions payable thereon, whether or not declared, to the date of such payment (the "Series A Liquidation Preference"). Following the payment of the full amount of the Series A Liquidation Preference, no additional distributions shall be made to the holders of Series A Junior Participating Preferred Stock unless, prior thereto, the holders of shares of Common Stock shall have received an amount per share (the "Common Adjustment") equal to the quotient obtained by dividing (i) the Series A Liquidation Preference by (ii) 1,000 (as appropriately adjusted as set forth in subparagraph (C) below to reflect such events as stock splits, stock dividends and recapitalizations with respect to the Common Stock) (such number in clause (ii) immediately above being referred to as the "Adjustment Number"). Following the payment of the full amount of the Series A Liquidation Preference and the Common Adjustment in respect of all outstanding shares of Series A Junior Participating Preferred Stock and Common Stock, respectively, holders of Series A Junior Participating Preferred Stock and holders of shares of Common Stock shall receive their ratable and proportionate share of the remaining assets to be distributed in the ratio of the Adjustment Number to one with respect to such Preferred Stock and Common Stock, on a per share basis, respectively.

(B) In the event, however, that there are not sufficient assets available to permit payment in full of the Series A Liquidation Preference and the liquidation preferences of all other series of preferred stock, if any, which rank on a parity with the Series A Junior Participating Preferred Stock, then such remaining assets shall be distributed ratably to the holders of such parity shares in proportion to their respective liquidation preferences. In the event, however, that

quotations are available, the fair market value of the Common Stock as determined by the Board in good faith.

Section 9. Ranking. Notwithstanding anything contained herein to the contrary, the Series A Junior Participating Preferred Stock shall rank junior to all other series of the Corporation's Preferred Stock as to voting rights, the payment of dividends and the distribution of assets in liquidation, unless the terms of any such series shall provide otherwise.

Section 10. Amendment. The Certificate of Incorporation of the Corporation shall not be further amended in any manner which would materially alter or change the powers, preferences or special rights of the Series A Junior Participating Preferred Stock so as to affect them adversely without the affirmative vote of the holders of a majority or more of the outstanding shares of Series A Junior Participating Preferred Stock, voting separately as a class.

Section 11. Fractional Shares. Series A Junior Participating Preferred Stock may be issued in fractions of a share which shall entitle the holders, in proportion to such holders fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Junior Participating Preferred Stock.

* * * * *

IN WITNESS WHEREOF, I have executed and subscribed this Certificate and do affirm the foregoing as true under the penalties of perjury this 17th day of December, 1999.



Joseph Coors, Jr.
Chairman and Chief Executive Officer

Attest:



Katherine A. Resler
Secretary

CERTIFICATE OF MERGER OF
KEYSTONE ACQUISITION CORP.,
a Delaware corporation,

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:45 PM 03/18/2003
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WITH AND INTO

COORSTEK, INC.,
a Delaware corporation

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger are as follows:

NAME

STATE OF INCORPORATION

Keystone Acquisition Corp.

Delaware

CoorsTek, Inc.

Delaware

SECOND: The Agreement and Plan of Merger, dated as of December 22, 2002 (the "Merger Agreement"), by and among CoorsTek, Inc., Keystone Holdings LLC and Keystone Acquisition Corp. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 251 of the DGCL.

THIRD: The name of the surviving corporation in the merger is CoorsTek, Inc.

FOURTH: The certificate of incorporation of CoorsTek, Inc., a Delaware corporation, shall be the certificate of incorporation of the surviving corporation.

FIFTH: The executed Merger Agreement is on file at an office of the surviving corporation at 16000 Table Mountain Parkway, Golden, Colorado 80403.

FROM

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SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

* * * * *

IN WITNESS WHEREOF, CoorsTek, Inc., a Delaware corporation, has caused this certificate to be signed by John K. Coors, its President and Chief Executive Officer, an authorized officer of the corporation, on this 18th day of March, 2008.

CoorsTek, Inc.,
a Delaware corporation

By: 

Name: John K. Coors

Title: President and Chief Executive
Officer

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
COORSTEK, INC.**

(A Delaware corporation)

CoorsTek, Inc., a Delaware corporation (hereinafter referred to as the "Corporation"), hereby adopts this Amended and Restated Certificate of Incorporation pursuant to the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "DGCL").

1. The name of the Corporation is CoorsTek, Inc.
2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on December 7, 1999.
3. The terms and provisions of this Amended and Restated Certificate of Incorporation have been adopted, approved and declared advisable by the board of directors of the Corporation and have been duly approved and adopted by written consent of the sole stockholder of the Corporation in accordance with Sections 228, 242 and 245 of the DGCL.
4. The Certificate of Incorporation of the Corporation is hereby superseded by the following Amended and Restated Certificate of Incorporation.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is CoorsTek, Inc.

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation in the state of Delaware is 1209 Orange Street, City of Wilmington 19801 in the County of New Castle. The initial registered agent at that address is The Corporation Trust Company.

**ARTICLE III
PURPOSES AND POWERS**

3.1 Purposes. The purposes for which the Corporation is organized are to engage in any lawful business for which Corporations may be incorporated under the Delaware General Corporation Law, as amended (the "Act").

3.2 Powers. In furtherance of these purposes, the Corporation has and may exercise all of the rights, powers, and privileges conferred upon a corporation incorporated under the Act.

ARTICLE IV CAPITAL STOCK

4.1 Authorized Shares. The Corporation has the authority to issue a total of one thousand (1,000) shares of capital stock, all of which shall be designated as common stock, with a par value of \$0.001 per share (the "Common Stock").

4.2 No Preemptive Rights. No stockholder of the Corporation, including but not limited to, a holder of a security convertible into shares or carrying a right to subscribe for or acquire shares, has any preemptive right to acquire unissued shares of the Corporation.

4.3 No Cumulative Voting. No cumulative voting will be permitted in the election of directors or for any other purpose.

ARTICLE V INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

5.1 Limitation of Personal Liability. The personal liability of each director of the Corporation for breach of fiduciary duty as a director is eliminated to the fullest extent permissible under the Act, including, without limitation, pursuant to Section 102(b)(7) of the Act.

5.2 Directors and Officers. Subject to the other sections of this Article V, the Corporation will indemnify, to the fullest extent permitted by, and in the manner permissible under, the laws of the State of Delaware in effect on the date of this Certificate of Incorporation and as amended from time to time, any person who was or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether criminal, civil, administrative, or investigative, by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, association, or other enterprise, against expenses (including attorneys' fees), judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, including any action, suit, or proceeding by or in the right of the Corporation (a "Proceeding"). The Corporation will advance all reasonable expenses incurred by or on behalf of any such person in connection with any Proceeding within ten days after the receipt by the Corporation of a statement or statements from such person requesting such advance or advances from time to time, whether prior to or after final disposition of such Proceeding. Such statement or statements will reasonably evidence the expenses incurred by such person and, if such person is an officer or director of the Corporation, will include or be preceded or accompanied by an undertaking by or on behalf of such person to repay any expenses advanced if it will ultimately be determined that such person is not entitled to be indemnified against such expenses. Costs, charges, or expenses of investigating or defending Proceedings for which indemnity will be sought hereunder may be incurred without the Corporation's consent provided that no settlement of any such Proceeding may be made without the Corporation's consent, which consent will not be unreasonably withheld.

5.3 Determination of Right to Indemnification.

(a) Any indemnification requested by any person under Section 5.2 will be made no later than forty-five (45) days after receipt of the written request of such person unless a determination is made within said forty-five (45) day period: (i) by a majority vote of directors who are not parties to such Proceedings, or (ii) in the event a single director or in the event a quorum of non-involved directors is not obtainable, at the election of the Corporation, by independent legal counsel in a written opinion, that such person is not entitled to indemnification hereunder.

(b) Notwithstanding a determination under Section 5.3(a) above that any person is not entitled to indemnification with respect to a Proceeding, such person will have the right to apply to any court of competent jurisdiction for the purpose of enforcing such person's right to indemnification pursuant hereto. Neither the failure of the Corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that such person is entitled to indemnification hereunder, nor an actual determination by the Corporation (including its Board of Directors or independent legal counsel) that such person is not entitled to indemnification hereunder, will be a defense to the action or create any presumption that such person is not entitled to indemnification hereunder.

(c) The Corporation will indemnify any person against all expenses incurred in connection with any hearing or Proceeding under this Section 5.3 if such person prevails on the merits or otherwise in such Proceeding.

5.4 Subrogation. In the event of payment under this Article V, the indemnifying party or parties will be subrogated to the extent of such payment to all of the rights of recovery of the indemnified person therefor and such indemnified person will execute all papers required and will do everything that may be necessary to secure such rights, including the execution of such documents necessary to enable the indemnifying party or parties to effectively bring suit to enforce such rights.

5.5 Presumptions and Effect of Certain Proceedings.

(a) In making a determination with respect to entitlement to indemnification hereunder, the person or persons or entity making such determination will presume that such person is entitled to indemnification under this Article V, and the Corporation will have the burden of proof to overcome that presumption in connection with the making by any person, persons, or entity of any determination contrary to that presumption.

(b) The termination of any Proceeding or of any claim, issue, or matter therein, by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, will not (except as otherwise expressly provided in this Article V) of itself adversely affect the right of any person to indemnification or create a presumption that such person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal Proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

5.6 Exception to Right of Indemnification or Advancement of Expenses. Notwithstanding any other provision of this Article V, no person will be entitled to indemnification or advancement of expenses under this Article V with respect to any Proceeding brought by such person, unless the bringing of such Proceeding or making of such claim will have been approved by the Board of Directors.

5.7 Contract.

(a) The foregoing provisions of this Article V will be deemed to be a contract between the Corporation and each director, officer, employee, or agent who serves in such capacity at any time while this Amended and Restated Certificate of Incorporation is in effect, and any repeal or modification thereof will not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any Proceeding theretofore or thereafter brought based in whole or in part upon any such state of facts.

(b) The foregoing rights of indemnification will be in addition to, and will not be deemed exclusive of, any other rights to which any director or officer may be entitled apart from the provisions of this Article V.

5.8 Surviving Corporation. The Board of Directors may provide by resolution that references to "the Corporation" in this Article V will include, in addition to this Corporation, all constituent corporations absorbed in a merger with this Corporation so that any person who was a director or officer of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, employee or agent of another corporation, partnership, joint venture, trust, association, or other entity will stand in the same position under the provisions of this Article V with respect to this Corporation as he would if he had served this Corporation in the same capacity or is or was so serving such other entity at the request of this Corporation, as the case may be.

5.9 Inurement. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article V will continue as to a person who has ceased to be a director or officer and will inure to the benefit of the heirs, executors, and administrators of such person.

5.10 Employees and Agents. To the same extent as it may do for a director or officer, the Corporation may indemnify and advance expenses to a person who is not and was not a director or officer of the Corporation but who is or was an employee or agent of the Corporation.

5.11 Amendment, Modification, or Repeal. Any amendment, modification, or repeal of all or part of this Article V shall not adversely affect any right or protection of a director, officer, employee, fiduciary, or other agent under this Article V in respect of any action or omission occurring prior to the time of such amendment, modification, or repeal.

ARTICLE VI COMPROMISE OR ARRANGEMENTS

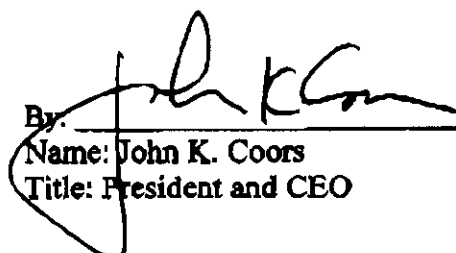
Whenever a compromise or arrangement is proposed between the Corporation and its creditors, or any class of them, and/or between the Corporation and its stockholders, or any class

of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation, of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code, on the application of trustees in dissolution, or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the Corporation's creditors or class of creditors, and/or of the Corporation's stockholders or class of stockholders, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the Corporation's creditors or class of creditors, and/or of the Corporation's stockholders or class of stockholders, agree to any compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the Corporation's creditors or class of creditors, and/or on all the Corporation's stockholders or class of stockholders, and also on the Corporation.

ARTICLE VII BYLAWS

The Board of Directors is expressly authorized to adopt, amend, or repeal the bylaws of the Corporation, but such authorization shall not divest the stockholders of the power, nor limit their power to adopt, amend, or repeal the bylaws.

SIGNED this 6th day of May, 2003.

By: 

Name: John K. Coors

Title: President and CEO