

FILED

MAY 24 1991

CERTIFICATE OF ADOPTION OF  
RESTATED CERTIFICATE OF INCORPORATION OF K-TRON INTERNATIONAL, INC. OF JOAN HABERLE  
Secretary of State

Pursuant to Section 14A:9-5(5) of the New Jersey Business Corporation Act, the undersigned corporation hereby certifies:


FIRST: The name of the corporation is K-Tron International, Inc.

SECOND: The Restated Certificate of Incorporation attached hereto as Exhibit A (the "Restated Certificate") was adopted by the board of directors of the corporation at a meeting duly held on May 10, 1991.

THIRD: The Restated Certificate merely restates and integrates, but does not substantively amend, the Certificate of Incorporation of the corporation as heretofore restated, amended and supplemented.

IN WITNESS WHEREOF, K-Tron International, Inc. has caused this Certificate to be duly executed this 10th day of May, 1991.

K-TRON INTERNATIONAL, INC.

By:   
Leo C. Beebe  
Chairman and Chief  
Executive Officer

RESTATED CERTIFICATE OF INCORPORATION  
OF  
K-TRON INTERNATIONAL, INC.

MAY 24 1991

JOAN HABERLE  
Secretary of State

Pursuant to Section 14A:9-5 of the  
New Jersey Business Corporation Act

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K-TRON INTERNATIONAL, INC., a corporation organized and existing under the laws of the State of New Jersey (hereinafter called the "Corporation"), restates and integrates its Certificate of Incorporation as heretofore restated, amended and supplemented, to read in full as herein set forth.

First. The name of this Corporation is K-TRON INTERNATIONAL, INC.

Second. The address of this Corporation's current registered office is 28 West State Street, Trenton, New Jersey 08608, and the name of its current registered agent is The Corporation Trust Company.

Third. This Corporation may engage in any activity within the purposes for which corporations may be organized under the New Jersey Business Corporation Act.

Fourth. This Corporation shall be authorized to issue Sixteen Million (16,000,000) shares of capital stock, which shall be divided into Fifteen Million (15,000,000) shares of Common Stock, with a par value of one cent (\$.01) per share, and One Million (1,000,000) shares of Preferred Stock, with a par value of one cent (\$.01) per share. The Board of Directors of this Corporation shall have the full authority permitted by law to fix by resolution full, limited, multiple, fractional, or no voting rights, and such designations, preferences, and relative, participating, conversion, optional or other special rights, and such qualifications, limitations or restrictions thereof, of any class or any series of any class that may be designated by such Board in respect of the shares of Preferred Stock.

Fifth. The Board of Directors of this Corporation shall consist of seven directors or of such other number of directors as shall be fixed from time to time by resolution of the Board, adopted by a vote of three-fourths of the directors then in office, even if less than a quorum. Each director shall have a single vote of equal value with respect to all matters voted upon by the Board. The Board of Directors shall be divided

into four classes, which shall be as nearly equal in number as possible. Directors of each class shall serve for a term of four years and until their successors shall have been elected and qualified. The four initial classes of directors shall be comprised as follows:

Class I shall be comprised of a director who shall serve until the annual meeting of shareholders in 1986 and until his or her successor shall have been elected and qualified.

Class II shall be comprised of two directors who shall serve until the annual meeting of shareholders in 1987 and until their successors shall have been elected and qualified.

Class III shall be comprised of two directors who shall serve until the annual meeting of shareholders in 1988 and until their successors shall have been elected and qualified.

Class IV shall be comprised of two directors who shall serve until the annual meeting of shareholders in 1989 and until their successors shall have been elected and qualified.

The names and addresses of the members of the current Board of Directors of this Corporation are as follows:

Richard E. Andeen	5936 North Hummingbird Lane Paradise Valley, AZ 85252
Leo C. Beebe	108 Glenn Road Ardmore, PA 19003
Kenneth W. Builivant	3 Camly Lane Chadds Ford, PA 19317
Edward B. Cloues, II	1133 Forest Hill Drive Lower Gwynedd, PA 19002
Norman Cohen	1050 Park Avenue Vineland, NJ 08360

Marcel O. Rohr

Unterfeldweg 7  
CH-5502, Hunzenschwil  
Switzerland

Johannes Wirth

Sonnenbergstrasse 55  
CH-8032, Zurich  
Switzerland

Sixth. No action which may be taken at a meeting of shareholders or of a class of shareholders may be taken without a meeting except by unanimous written consent of all shareholders.

Seventh. Directors of this Corporation may not be removed without cause for any reason. No decrease or increase in the size of the Board shall shorten or otherwise affect the term of any incumbent director.

Eighth. A person shall be appointed or elected a director of this Corporation to fill a vacancy in the Board of Directors (including any vacancy resulting from any increase in the authorized number of directors) only by a vote of a majority of the directors then in office, even if less than a quorum, and any director so elected shall hold office until the next election of the class for which such director shall have been elected and until a successor shall have been elected and qualified.

Ninth. No person may be nominated for election as a director by a shareholder at an annual or special meeting unless written notice of such shareholder's intent to make such nomination has been given, either by personal delivery or by United States mail, postage prepaid, to the Secretary of this Corporation at the principal executive offices of this Corporation not later than (i) with respect to an election to be held at an annual meeting of shareholders, 90 days in advance of such meeting, and (ii) with respect to an election to be held at a special meeting of shareholders for the election of directors, the close of business on the seventh day following the date on which notice of such meeting is first given to shareholders. Each such notice shall set forth: (a) the name and address of the shareholder who intends to make the nomination and of the person or persons to be nominated; (b) a representation that the shareholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (c) a description of all arrangements or understandings between the shareholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the shareholder; (d) such other information regarding each nominee proposed by such shareholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission had the nominee been

nominated, or intended to be nominated, by the Board of Directors; and (e) the consent of each nominee to serve as a director of the Corporation if so elected. The chairman of the meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure.

Tenth. The affirmative vote of the holders of not less than eighty percent (80%) of the outstanding shares of voting stock of this Corporation shall be required for the approval or authorization of any "Business Combination" (as hereinafter defined) of this Corporation with any "Related Person" (as hereinafter defined); provided, however, that the vote of only two-thirds of all votes cast with respect to such outstanding shares shall be required if the Board of Directors of this Corporation, by a vote of two-thirds of the directors then in office, even if less than a quorum, has approved the Business Combination.

For the purposes of this Article:

(i) The term "Business Combination" shall mean (a) any merger or consolidation of this Corporation or a subsidiary of this Corporation with or into a Related Person, (b) any sale, lease, exchange, transfer or other disposition of, including without limitation a mortgage, pledge or other grant of a security interest in, all or any "Substantial Part" (as hereinafter defined) of the assets either of this Corporation (including without limitation any voting securities of a subsidiary) or of a subsidiary of this Corporation to a Related Person, (c) any merger or consolidation of a Related Person with or into, and any sale, lease, exchange, transfer or other disposition of all or any assets of a Related Person to, this Corporation or a subsidiary of this Corporation in exchange for shares, or rights with respect to shares, of the voting stock of this Corporation or any subsidiary of this Corporation, which shares or rights represent (or are convertible into) more than one percent (1%) of the then outstanding voting stock of this Corporation or such subsidiary, (d) any transactions or series of related transactions, including without limitation any reclassification or recapitalization of this Corporation's securities, the effect of which would be to increase the percentage ownership of the outstanding voting stock, or the voting power of the stock, of this Corporation or any subsidiary of this Corporation held by a Related Person by more than two percent (2%) of this Corporation or such subsidiary's outstanding voting stock in any 12 consecutive months, (e) the adoption of any plan or proposal for the liquidation or dissolution of this Corporation if, as of the record date for the determination of shareholders entitled to notice thereof and to vote thereon, there is any Related Person of this Corporation, and (f) any agreement,

contract or other arrangement providing for any of the transactions described in this definition of Business Combination; provided, however, that any transaction between this Corporation and any other corporation one hundred percent (100%) of the capital stock of which is owned prior to the transaction directly or indirectly by this Corporation shall be excluded from the foregoing definition of Business Combination.

(ii) The term "Related Person" shall mean and include any individual, corporation, partnership or other person or entity which, together with its "affiliates" and "associates" (as defined on January 1, 1985 by Rule 12b-2 under the Securities Exchange Act of 1934), "beneficially owns" (as defined on January 1, 1985 by Rule 13d-3 under the Securities Exchange Act of 1934) in the aggregate five percent (5%) or more of the outstanding voting stock of this Corporation, and any Affiliate or Associate of any such individual, corporation, partnership or other person or entity, but shall not include any person or entity, or Affiliates or Associates of such person or entity, otherwise included within this definition of "Related Person" solely by reason of their underwriting of stock of this Corporation for resale to the public.

(iii) The term "Substantial Part" shall mean more than twenty-five percent (25%) of the fair market value or book value of the total assets of this Corporation and its consolidated subsidiaries on a consolidated basis as of the end of its most recent fiscal year ending prior to the time the transaction is being effected.

In evaluating any Business Combination, as defined in this Article, the Board of Directors of this Corporation shall be expressly authorized to consider the possible social, legal and economic effects of such transaction on the shareholders, employees, customers, suppliers and business of this Corporation.

Eleventh. Except as otherwise provided in this Article Eleventh, this Restated Certificate of Incorporation may be amended in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders are granted subject to this reservation. The provisions set forth in Articles Fifth, Seventh, Eighth and Ninth hereof may not be repealed or amended in any respect, and the provisions set forth in Article Twelfth hereof may not be amended or repealed in any respect so as to adversely affect the rights therein conferred upon directors and officers of this Corporation, unless in any of such cases such action is approved by the affirmative vote of seventy-five percent (75%) of the outstanding shares of stock of this Corporation entitled to vote with respect to the election of directors generally. The provisions set forth in Article Tenth

hereof may not be repealed or amended in any respect unless such action is approved by the affirmative vote of eighty percent (80%) of the outstanding shares of stock of this Corporation entitled to vote with respect to the election of directors generally.

Twelfth.

(1) Limitation on Liabilities of Directors. A director of this Corporation shall not be personally liable to this Corporation or its shareholders for damages for breach of any duty owed to this Corporation or its shareholders, except that the foregoing shall not relieve a director from liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to this Corporation or its shareholders, (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such person of an improper personal benefit.

(2) Limitation on Liabilities of Officers. An officer of this Corporation shall not be personally liable to this Corporation or its shareholders for damages for breach of any duty to this Corporation or its shareholders, except that the foregoing shall not relieve an officer from liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to this Corporation or its shareholders, (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such person of an improper personal benefit.

(3) Duty of Loyalty. As used in this Article Twelfth, an act or omission in breach of a person's duty of loyalty means an act or omission which that person knows or believes to be contrary to the best interest of this Corporation or its shareholders in connection with a matter in which he has a material conflict of interest.

(4) Interpretation of Article. The provisions of this Article Twelfth shall be deemed to be a contract with each director and officer of this Corporation who serves as such at any time while this Article Twelfth is in effect, and each person who serves as a director or officer of this Corporation while this Article Twelfth is in effect shall be deemed to be doing so in reliance on the provisions of this Article Twelfth. No amendment to or repeal of this Article Twelfth nor the adoption of any provision of this Restated Certificate of Incorporation inconsistent with this Article Twelfth, shall apply to or have any effect on the liability of any director or officer of this Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment, repeal or adoption of an inconsistent provision.

(5) Cumulative Effect. The provisions of this Article Twelfth are cumulative of and shall be in addition to and independent of any and all rights, including any other limitations on the liabilities of directors or officers of this Corporation, as such, whether such rights or limitations on liabilities arise under or are created by any statute, rule of law, By-law, agreement, vote of shareholders or disinterested directors or otherwise.

Thirteenth. The shareholders shall not have preemptive rights.

IN WITNESS WHEREOF, K-Tron International, Inc. has caused this Restated Certificate of Incorporation to be duly executed this 10th day of May, 1991.

K-TRON INTERNATIONAL, INC.

By: 

Leo C. Beebe  
Chairman and Chief  
Executive Officer