

## RESTATED CERTIFICATE OF INCORPORATION

OF

### AIR PRODUCTS AND CHEMICALS, INC.

The original Certificate of Incorporation of Air Products and Chemicals, Inc. was filed with the Secretary of State of Delaware on May 25, 1961. The following Restated Certificate of Incorporation restates and integrates but does not further amend the Certificate of Incorporation as heretofore amended or supplemented, and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.

FIRST. The name of the corporation (hereinafter referred to as the "Corporation") is Air Products and Chemicals, Inc.

SECOND. The Corporation's registered office in the State of Delaware is located at 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the Corporation is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is one hundred seventy-five million (175,000,000) shares, consisting of one hundred fifty million (150,000,000) shares of common stock having a par value of \$1 per share and twenty-five million (25,000,000) shares of preferred stock having a par value of \$1 per share.

The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article Fourth, to provide for the issuance of the preferred shares in series, and by filing a certificate pursuant to the General Corporation Law of the State of Delaware, to establish the number of shares to be included in each such series, and to fix the designation, rights, preferences and limitations of the shares of each such series. The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

- (a) The number of shares constituting that series and the distinctive designation of that series;
- (b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;
- (c) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;
- (d) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (e) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (f) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(g) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series:

(h) Any other relative rights, preferences and limitations of that series.

Dividends on outstanding preferred shares shall be declared and paid, or set apart for payment, before any dividends shall be declared and paid, or set apart for payment, on the common shares with respect to the same dividend period.

FIFTH. Unless and except to the extent that the By-laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered:

(a) to make, alter and repeal the By-laws of the Corporation; and

(b) to exercise all such powers and to do all such acts and things as may be exercised and done by the Corporation; subject, nevertheless, to the provisions of said laws, of this Certificate of Incorporation as from time to time amended, and of the By-laws of the Corporation.

SIXTH. No holder of any stock of the Corporation of any class whatsoever, whether now or hereafter authorized, shall have any right, preemptive or otherwise, as such holder (other than such right, if any, as the Board of Directors in its discretion may determine) to purchase, subscribe for or otherwise acquire any shares of stock of the Corporation of any class whatsoever, whether now or hereafter authorized, or any securities convertible into or exchangeable for any such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire any such shares, whether such shares, securities, warrants or other instruments be unissued, or issued and thereafter acquired by the Corporation

SEVENTH. 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 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.

EIGHTH. 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 whatsoever nature conferred upon stockholders, directors or any other person whomsoever by or pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article.

NINTH. Section 1. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Section 2. (a) *Right to Indemnification.* Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; *provided, however,* that, except as provided in paragraph (b) hereof with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); *provided, however,* that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise (hereinafter an "undertaking").

(b) *Right of Indemnitee to Bring Suit.* If a claim under paragraph (a) of this Section is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an

undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met the applicable standard of conduct set forth in the Delaware General Corporation Law. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified or to such advancement of expenses under this Section or otherwise shall be on the Corporation.

(c) *Non-Exclusivity of Rights.* The rights to indemnification and to the advancement of expenses conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, this Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

(d) *Insurance.* The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

(e) *Indemnification of Agents of the Corporation.* The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses, to any agent of the Corporation to the fullest extent of the Provisions of this Section with respect to the indemnification and advancement of expenses of directors, officers and employees of the Corporation.

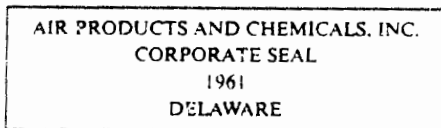
TENTH. The number of directors which shall constitute the whole Board of Directors of the Corporation shall be the number from time to time fixed by or in the manner provided in the By-laws of the Corporation, but not less than five nor more than fifteen. At the time of the Corporation's annual meeting of stockholders in 1983, the Board of Directors shall be divided into three classes: class I, class II and class III. Such classes shall be as nearly equal in number as possible. The term of office of the initial class I directors shall expire at the annual meeting of the stockholders in 1984; the term of office of the initial class II directors shall expire at the annual meeting of stockholders in 1985; and the term of office of the initial class III directors shall expire at the annual meeting of stockholders in 1986, or thereafter in each case when their respective successors are elected and qualified. At each annual election held after 1983, the directors chosen to succeed those whose terms are expiring shall be identified as being of the same class as the directors whom they succeed and shall be elected for a term expiring at the third succeeding annual meeting of stockholders or thereafter in each case when their respective successors are elected and qualified. When the number of directors is changed, any increase or decrease in the number of directorships shall be apportioned among the classes so as to make all classes as nearly equal in number as possible. Any vacancy on the Board of Directors, whether arising through death, resignation or removal of a director or through an increase in the number of

directors, shall be filled only by a majority vote of all of the remaining directors, even though less than a quorum, or by a sole remaining director, or as provided by statute.

ELEVENTH. Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of the stockholders of the Corporation and may not be effected by any consent in writing.

This Restated Certificate of Incorporation was duly adopted by the Board of Directors in accordance with the provisions of Section 245 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said Air Products and Chemicals, Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by Dexter F. Baker, its Chairman of the Board and President, and attested to by Richard A. Gray, Jr., its Vice President and Corporate Secretary, this 31st day of March, 1987.



AIR PRODUCTS AND CHEMICALS, INC.

By /s/ DEXTER F. BAKER  
*Chairman of the Board  
and President*

Attest:

By /s/ RICHARD A. GRAY, JR.  
*Vice President and  
Corporate Secretary*

**CERTIFICATE OF ELIMINATION  
OF  
CERTIFICATE OF DESIGNATION, PREFERENCES AND RIGHTS OF  
SERIES A JUNIOR PARTICIPATING PREFERRED STOCK OF  
AIR PRODUCTS AND CHEMICALS, INC.  
AND  
AMENDED CERTIFICATE OF DESIGNATIONS, PREFERENCES AND RELATIVE  
PARTICIPATING, OPTIONAL AND OTHER SPECIAL RIGHTS AND  
QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF  
SERIES A PARTICIPATING CUMULATIVE PREFERRED STOCK OF  
AIR PRODUCTS AND CHEMICALS, INC.**

Pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, Air Products and Chemicals, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. Pursuant to the authority vested in the board of directors of the Corporation (the "Board of Directors") by the Restated Certificate of Incorporation, as amended, the Board of Directors previously adopted resolutions creating and authorizing the issuance of a series of seven hundred fifty thousand (750,000) shares of preferred stock, par value \$1.00 per share, designated as "Series A Junior Participating Preferred Stock" (the "Original Series A Preferred Stock") and fixing the designations, powers, preferences and relative and other special rights and the qualifications, limitations and restrictions thereof.
  2. On March 29, 1988, the Corporation filed a Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock of Air Products and Chemicals, Inc. (the "Original Certificate of Designations") with respect to such Original Series A Preferred Stock with the Secretary of State of the State of Delaware.
  3. Pursuant to the authority vested in the Board of Directors by the Restated Certificate of Incorporation, as amended, the Board of Directors previously adopted resolutions creating and authorizing the issuance of a series of two million five hundred thousand (2,500,000) shares of preferred stock, par value \$1.00 per share, designated as "Series A Participating Cumulative Preferred Stock" (the "Amended Series A Preferred Stock") and fixing the designations, powers, preferences and relative and other special rights and the qualifications, limitations and restrictions thereof.
  4. On March 19, 1998, the Corporation filed an Amended Certificate of Designations, Preferences and Relative Participating, Optional and Other Special Rights and Qualifications, Limitations or Restrictions of Series A Participating Cumulative Preferred Stock of Air Products and Chemicals, Inc. (the "Amended Certificate of Designations") with respect to such Amended Series A Preferred Stock with the Secretary of State of the State of Delaware, which Amended Certificate of Designations amended and restated the Original Series A Preferred Stock in their entirety.
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5. None of the authorized shares of the Original Series A Preferred Stock and the Amended Series A Preferred Stock is outstanding and none of the shares of Original Series A Preferred Stock and the Amended Series A Preferred Stock will be issued.
  6. On July 24, 2013, the Board of Directors adopted the following resolutions:

"RESOLVED, that none of the authorized shares of the Original Series A Preferred Stock and the Amended Series A Preferred Stock is outstanding and none of the shares of Original Series A Preferred Stock and the Amended Series A Preferred Stock will be issued; and further

RESOLVED, that all matters set forth in the Original Certificate of Designations with respect to the Original Series A Preferred Stock and the Amended Certificate of Designations with respect to the Amended Series A Preferred Stock shall be eliminated from the Corporation's Restated Certificate of Incorporation, as amended, effective upon filing a certificate, setting forth this resolution with the Secretary of State of the State of Delaware; and further

RESOLVED, that the officers of the Corporation are authorized and directed to file a Certificate of Elimination setting forth this resolution with the Secretary of State of the State of Delaware pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware for the purpose of eliminating from the certificate of incorporation of the Corporation all reference to the Original Series A Preferred Stock and the Amended Series A Preferred Stock; and

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation to take all action necessary or appropriate to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed, all documents and information required to be filed by the Corporation pursuant to, and to take all other action necessary or appropriate in connection with, any applicable laws (including any state or federal securities laws) in connection with the filing of the Certificate of Elimination; and further

RESOLVED, that the proper officers be, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Corporation to (a) incur and pay or cause to be paid all expenses and costs reasonably necessary to effect the Certificate of Elimination and (b) to take all such further actions, to execute and deliver all such further agreements, certificates, instruments and documents, and if requested or required, under its corporate seal duly attested by the Secretary, and to do any and all other acts deemed by any of them to be necessary, advisable or in the best interests of the Corporation in order to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and further

RESOLVED, that any and all actions heretofore taken by the proper officers of the Corporation, or any of them, with respect to the preparation of the Certificate

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of Elimination and the approval and adoption of the foregoing resolutions, and that are consistent with the foregoing resolutions, are hereby ratified, approved, authorized, confirmed and accepted in all respects as the acts and deeds of the Corporation.”

7. That, accordingly, all matters set forth in the Original Certificate of Designations with respect to the Original Series A Preferred Stock and the Amended Certificate of Designations with respect to the Amended Series A Preferred Stock be, and hereby are, eliminated from the Restated Certificate of Incorporation, as heretofore amended, of the Corporation.

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IN WITNESS WHEREOF, Air Products and Chemicals, Inc. has caused this Certificate of Elimination to be duly executed this 25th day of July, 2013.

**AIR PRODUCTS AND CHEMICALS,  
INC.**

By: /s/ Mary T. Afflerbach

Name: Mary T. Afflerbach

Title: Corporate Secretary and  
Chief Governance Officer

CERTIFICATE OF DESIGNATIONS OF  
SERIES A JUNIOR PARTICIPATING PREFERRED STOCK OF  
AIR PRODUCTS AND CHEMICALS, INC.

(Pursuant to Section 151 of the  
Delaware General Corporation Law)

AIR PRODUCTS AND CHEMICALS, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (hereinafter called the "Corporation"), hereby certifies that the following resolution was adopted by the Board of Directors of the Corporation as required by Section 151 of the General Corporation Law at a meeting duly called and held on July 24, 2013:

RESOLVED, that pursuant to the authority granted to and vested in the Board of Directors of this Corporation (hereinafter called the "Board of Directors" or the "Board") in accordance with the provisions of the Certificate of Incorporation, the Board of Directors hereby creates a series of Preferred Stock, par value \$1.00 per share, of the Corporation (the "Preferred Stock"), and hereby states the designation and number of shares, and fixes the relative rights, preferences, and limitations thereof as follows:

Series A Junior Participating Preferred Stock:

Section 1. Designation and Amount. The shares of such series shall be designated as "Series A Junior Participating Preferred Stock" (the "Series A Preferred Stock") and the number of shares constituting the Series A Preferred Stock shall be 2,500,000. Such number of shares may be increased or decreased by resolution of the Board of Directors; *provided*, that no decrease shall reduce the number of shares of Series A Preferred Stock to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights or warrants or upon the conversion of any outstanding securities issued by the Corporation convertible into Series A Preferred Stock.

Section 2. Dividends and Distributions. (A) Subject to the rights of the holders of any shares of any series of Preferred Stock (or any similar stock) ranking prior and superior to the Series A Preferred Stock with respect to dividends, the holders of shares of Series A Preferred Stock, in preference to the holders of Common Stock, par value \$1.00 per share (the "Common Stock"), of the Corporation, and of any other junior 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 first day of March, June, September and December 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 the first issuance of a share or fraction of a share of Series A Preferred Stock, in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$1.00 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 or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise),



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declared on the Common Stock since the immediately preceding Quarterly 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 Preferred Stock. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount to which holders of shares of Series A 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 Preferred Stock as provided in paragraph (A) of this Section 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 \$1.00 per share on the Series A 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 Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares, unless the date of issue of such shares is prior to the record date 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 Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A 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 Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be not more than 60 days prior to the date fixed for the payment thereof.

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

(A) Subject to the provision for adjustment hereinafter set forth, each share of Series A 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 declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a

greater or lesser number of shares of Common Stock, then in each such case the number of votes per share to which holders of shares of Series A 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 herein, in any other Certificate of Designations creating a series of Preferred Stock or any similar stock, or by law, the holders of shares of Series A Preferred Stock and the holders of shares of Common Stock and any other capital stock of the Corporation having general voting rights shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(C) Except as set forth herein, or as otherwise provided by law, holders of Series A Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

Section 4. Certain Restrictions. (A) Whenever quarterly dividends or other dividends or distributions payable on the Series A Preferred Stock as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A Preferred Stock outstanding shall have been paid in full, the Corporation shall not:

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

(ii) declare or pay dividends, 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 Preferred Stock, except dividends paid ratably on the Series A Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

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

(iv) redeem or purchase or otherwise acquire for consideration any shares of Series A Preferred Stock, or any shares of stock ranking on a parity with the Series A 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

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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 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 subject to the conditions and restrictions on issuance set forth herein, in the Certificate of Incorporation, or in any other Certificate of Designations creating a series of Preferred Stock or any similar stock or as otherwise required by law.

Section 6. Liquidation, Dissolution or Winding up. Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (1) to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock unless, prior thereto, the holders of shares of Series A Preferred Stock shall have received \$1,000 per share, plus an amount equal

to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment, *provided* that the holders of shares of Series A Preferred Stock shall be entitled to receive an aggregate amount per share, subject to the provision for adjustment hereinafter set forth, equal to 1,000 times the aggregate amount to be distributed per share to holders of shares of Common Stock, or (2) to the holders of shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except distributions made ratably on the Series A Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the aggregate amount to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event under the proviso in clause (1) 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.

Section 7. Consolidation, Merger, etc. In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case each share of Series A Preferred Stock shall at the same time be similarly exchanged or changed into an amount per share, subject to the provision for adjustment hereinafter set forth, equal to 1,000 times the aggregate amount of stock, securities, cash and/or

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any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series A Preferred Stock 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.

Section 8. No Redemption. The shares of Series A Preferred Stock shall not be redeemable.

Section 9. Rank. The Series A Preferred Stock shall rank, with respect to the payment of dividends and the distribution of assets, junior to all series of any other class of the Corporation's Preferred Stock.

Section 10. Amendment. The Certificate of Incorporation of the Corporation shall not be amended in any manner which would materially alter or change the powers, preferences or special rights of the Series A Preferred Stock so as to affect them adversely without the affirmative vote of the holders of at least two-thirds of the outstanding shares of Series A Preferred Stock, voting together as a single class.

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IN WITNESS WHEREOF, this Certificate of Designations is executed on behalf of the Corporation by its Chairman of the Board and attested by its Secretary this 25th day of July, 2013.

/s/ John E. McGlade  
Chairman of the Board

Attest:

Mary T. Afflerbach  
Secretary

[As Filed: 07-25-2013]

**AMENDED**  
**ARTICLE TENTH OF CERTIFICATE OF INCORPORATION**

*TENTH. Section 1. The number of directors which shall constitute the whole Board of Directors of the Corporation shall be the number from time to time fixed by or in the manner provided in the Bylaws of the Corporation, but not less than five nor more than fifteen.*

*Section 2. Subject to the rights of the holders of any preferred stock, or series thereof, to elect directors:*

*(a) From the effective date of this Article TENTH filed with the Secretary of State of the State of Delaware until the election of directors at the Corporation's annual meeting of stockholders in 2015, pursuant to Section 141(d) of the Delaware General Corporation Law, the Board of Directors shall continue to be divided into three classes of directors, Class I, Class II, and Class III, with the directors in Class I having a term expiring at the Corporation's annual meeting of stockholders in 2017, the directors in Class II having a term expiring at the Corporation's annual meeting of stockholders in 2015 and the directors in Class III having a term expiring at the Corporation's annual meeting of stockholders in 2016, and directors in each class may be removed only for cause in accordance with Section 141(k)(1) of the Delaware General Corporation Law.*

*(b) Commencing with the election of directors at the Corporation's annual meeting of stockholders in 2015, pursuant to Section 141(d) of the Delaware General Corporation Law, the Board of Directors shall be divided into two classes of directors, Class I and Class II, with the directors in Class I having a term that expires at the Corporation's annual meeting of stockholders in 2017 and the directors in Class II having a term that expires at the Corporation's annual meeting of stockholders in 2016, and directors in each class may be removed only for cause in accordance with Section 141(k)(1) of the Delaware General Corporation Law. The directors who, immediately prior to the Corporation's annual meeting of stockholders in 2015 were members of Class II (and whose terms expire at the Corporation's annual meeting of stockholders in 2015) or their successors shall be elected at such annual meeting to Class II; the directors who, immediately prior to the Corporation's annual meeting of stockholders in 2015, were members of Class III and whose terms were scheduled to expire at the Corporation's annual meeting of stockholders in 2016 shall be members of Class II; and the directors who, immediately prior to the Corporation's annual meeting of stockholders in 2015, were members of Class I and whose terms expire at the Corporation's annual meeting of stockholders in 2017 shall be members of Class I.*

*(c) Commencing with the election of directors at the Corporation's annual meeting of stockholders in 2016, pursuant to Section 141(d) of the Delaware General Corporation Law, there shall be a single class of directors, Class I, with all directors of such class having a term that expires at the Corporation's annual meeting of stockholders in 2017, and directors in this class may be removed only for cause in accordance with Section 141(k)(1) of the Delaware General Corporation Law. The directors who, immediately prior to the Corporation's annual meeting of stockholders in 2016, were members of Class II (and whose terms expire at the Corporation's annual meeting of stockholders in 2016) or their successors shall be elected at such meeting to Class I for a term that expires at the Corporation's annual meeting of stockholders in 2017, and the directors who, immediately prior to the Corporation's annual meeting of stockholders in 2016, were members of Class I and whose terms expire at the Corporation's annual meeting of stockholders in 2017 shall be members of Class I.*

*(d) From and after the election of directors at the Corporation's annual meeting of stockholders in 2017, the Board of Directors shall cease to be classified as provided in Section 141(d) of the Delaware General Corporation Law, and the directors elected at the Corporation's annual meeting of stockholders in 2017 (and each annual meeting of stockholders thereafter) shall be elected for a term expiring at the next annual meeting of stockholders and, from and after the Corporation's annual meeting of stockholders in 2017, may be removed by the stockholders of the Corporation with or without cause. Prior to the Corporation's annual meeting of stockholders in 2017, and in accordance with Section 141(k)(1) of the Delaware General Corporation Law, the Corporation's Board of Directors shall be classified as provided in subsection (d) of Section 141 of the Delaware General Corporation Law and directors may be removed*

*by the stockholders of the Corporation only for cause. Each director elected at any annual meeting of stockholders shall hold office until such director's successor shall have been duly elected and qualified.*

*Section 3. Any vacancy or newly created directorship on the Board of Directors, whether arising through death, resignation, retirement or removal of a director or through an increase in the number of directors, shall be filled only by a majority vote of all of the remaining directors, even though less than a quorum, or by a sole remaining director.*

[As Filed: 12-13-2013]