

**CERTIFICATE OF INCORPORATION**

**OF**

**CHEMED CORPORATION**

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**ARTICLE I**

**The name of the corporation is**

**CHEMED CORPORATION**

**ARTICLE II**

**The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its resident agent at such address is The Corporation Trust Company.**

**ARTICLE III**

**The nature of the business or purposes to be conducted or promoted by the corporation are:**

**1. To manufacture, mine, grow, extract, develop, purchase, lease, exchange, import, produce and otherwise acquire, to own, hold, use, process and treat, to sell, export, pledge, mortgage or otherwise encumber, exchange, distribute, lease and otherwise dispose of, and generally to invest, trade and deal in and with goods, wares, articles, merchandise, materials, products, commodities, natural resources and substances of every class, kind, character and description including, but not limited to, chemical substances and compounds, pharmaceuticals, drugs, foodstuffs and agricultural, forestry and animal products and produce, and all goods, wares, articles, merchandise, materials and substances directly or indirectly derived or produced by or from, useful in connection with the manufacture or production of or in any way related to any of the foregoing.**

2. To purchase, lease, exchange and otherwise acquire, to own, hold, occupy, use, manage, operate, control, improve and develop, to sell, lease, exchange, pledge, mortgage or otherwise encumber and otherwise dispose of and generally to invest, trade and deal in and with lands and real or personal property of every class, kind, character and description, tangible or intangible located, within or without the United States of America and any and all interests or rights therein or relating or appurtenant thereto.

3. To purchase, subscribe for, obtain an interest in and otherwise acquire, to own, hold and use, to sell, exchange, pledge, mortgage or otherwise encumber, deposit, create trusts with respect to and otherwise dispose of and generally to invest, trade and deal in and with securities, warrants, rights, scrip, evidences of indebtedness, contracts and obligations, to pay for the same in cash or otherwise or to issue in exchange therefor securities or evidences of indebtedness of the corporation, to receive, collect and dispose of the interest, dividends and income on or from any such property, and to possess and exercise, in respect thereof, all of the rights, powers and privileges of ownership, including all voting powers thereon; to aid in any manner any public or private organization or individual, any securities, warrants, rights, scrip, evidences of indebtedness, contracts or obligations of which are held by or for the corporation, directly or indirectly, or in which or in the welfare of which the corporation shall have any interest; and to aid or participate in the reorganization, consolidation or merger of any corporation in which or in the welfare of which the corporation shall have any interest.

4. To enter into and perform agreements of every kind for any lawful purpose without limit as to amount with any public or private organization or individual, and to acquire and obtain from any government or governmental authority, rights, privileges, subsidies, concessions, gifts, franchises, charters, grants, patents and similar rights, and to carry out, exercise, comply with, dispose of and enforce the same.

5. For any purpose, upon any terms and without limit as to amount, to borrow or raise money, and, in connection therewith or in payment for property purchased or for any other purpose, to issue, draw, make, accept, endorse, guarantee, sell and dispose of securities, evidences of indebtedness, drafts, bills of exchange, and other obligations, including, but not limited to, securities convertible into stock, of the corporation, secured or unsecured, and as security

therefor to pledge, mortgage, convey, assign in trust or grant any charge or impose any lien upon or otherwise encumber all or any part of the real or personal property of the corporation, whether owned by it at the time or thereafter acquired.

6. For any purpose, upon any terms and without limit as to amount, to lend money or other property, to become surety in respect of, endorse or otherwise guarantee any securities or evidences of indebtedness, in whole or in part, as to dividends, interest, principal or otherwise and to become surety or otherwise guarantee to carry out the performance of any contracts, leases or other obligations, with or without collateral security.

7. To the extent permitted by law, to purchase and otherwise acquire, hold, cancel, issue, reissue, sell, resell and transfer shares of its own capital stock and its own securities, evidences of indebtedness and other obligations.

8. To apply for, obtain, register, purchase lease and otherwise acquire, to hold, own, use, operate, introduce, develop and control, to sell, assign and otherwise dispose of, take and grant licenses and other rights with respect to, and in any and all ways to exploit and turn to account, inventions, improvements, processes, designs, plans, specifications, copyrights, patents, trademarks, formulae, trade names and distinctive marks and similar rights of any and all kinds.

9. To enter into any joint venture, partnership or legal arrangement for sharing profits, union of interest, reciprocal concession or cooperation with any public or private organization or individual.

10. To do any and all things herein set forth to the same extent and as fully as a natural person might or could do, and to carry on all or any part of its business or purposes in any and all parts of the world as principal, factor, agent, contractor, trustee or otherwise, either alone, through subsidiaries or in association with any public or private organization or individual.

11. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware or any other law that may now or hereafter be applicable to the corporation.

12. In general, to do any and all acts and things and to exercise any and all powers as may be necessary, appropriate or convenient for the furtherance of the

business and purposes herein enumerated, for the exercise of the powers herein conferred, or calculated directly or indirectly to promote the interests of the corporation or enhance the value of or render profitable any of its property or rights.

The foregoing clauses of the ARTICLE III shall be construed as purposes and powers, and the matters expressed in each clause shall not be limited in any way, except as otherwise expressly provided, by reference to or inference from the terms of any other clause (or any other matter within the same clause), but shall be regarded as independent purposes and powers. The enumeration of specified purposes and powers shall not be considered to exclude, limit or restrict in any manner any power, right or privilege given to the corporation by law, or to limit or restrict the meaning of the general terms or the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

Nothing herein contained shall be construed as giving the corporation any rights, powers or privileges in any jurisdiction where such rights, powers or privileges are not permitted to it by law, but the occurrence within any of the foregoing clauses of this ARTICLE III of any purpose, power or object prohibited by the laws of the State of Delaware or of any other jurisdiction in which

the corporation may carry on business shall not invalidate any other purpose, power or object not so prohibited, by reason of contiguity or apparent association therewith.

#### ARTICLE IV

The total number of shares of stock which the corporation shall have authority to issue is twenty five million (25,000,000) and the par value of each of such shares is one dollar (\$1.00) amounting in the aggregate to twenty five million dollars (\$25,000,000).

#### ARTICLE V

The name and mailing address of the incorporator is W. R. Grace & Co., 7 Hanover Square, New York, New York 10005.

#### ARTICLE VI

The corporation is to have perpetual existence.

#### ARTICLE VII

The following provisions are inserted for the regulation of the business and the conduct of the affairs of the corporation:

1. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide. Any director may be removed at any time, either for or without cause, by the affirmative vote

of holders of record of shares having not less than a majority of the voting power of the stock of the corporation entitled to vote for the election of directors.

2. In furtherance and not in limitation of the powers conferred upon the board of directors by statute, the board of directors is expressly authorized, without any vote or other action by stockholders other than such as at the time shall be expressly required by statute or by the provisions hereof or the by-laws, to exercise all of the powers, rights and privileges of the corporation (whether expressed or implied herein or conferred by statute) and do all acts and things which may be done by the corporation, including, but not limited to, the authority to make, adopt, alter, amend and repeal from time to time by-laws of the corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the board of directors.

3. No contract, act or transaction of the corporation with any person, partnership, firm, association or corporation shall be affected or invalidated because of the fact that any director or directors of the corporation is a party to or interested in any such contract, act or transaction, or in any way connected with such person, partnership, firm, association or corporation; any director or directors, individually or jointly, or any partnership, firm, association or corporation with which any director may be in any way connected or in which he may be in any way interested, may be a party to or may be interested in any contract, act or transaction of the corporation or in which the corporation is interested; each and every such director of the corporation may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize such contract, act or transaction and may vote thereat to authorize any such contract, act or transaction with like force and effect as if he were not in any way interested in such contract, act or transaction; and each and every person who may become a director of the corporation is hereby relieved from any liability that may otherwise exist, from contracting with the corporation for the benefit of himself or any partnership, firm, association or corporation with which he may be any way connected or in which he may be in any way interested.

4. No contract, act or transaction of the corporation with any other corporation which controls the corporation or is under common control with the corporation shall be affected or invalidated because of the fact that directors of the corporation are directors of such other corporation, nor shall any such director

(for that reason alone) be deemed interested in such contract, act or transaction under any of the provisions of this Article VII, nor shall any such director be liable to account because of such interest nor need any such interest be disclosed.

ARTICLE VIII

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on directors, officers and stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being an Executive Vice President of W. R. Grace & Co., the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, makes this certificate, hereby declaring and certifying that this is the act and deed of W. R. Grace & Co. and the facts stated herein are true, and accordingly has hereunto set his hand this ~~26th~~ day of March, 1970.

W. R. GRACE & CO.

By William S. Carlson  
Executive Vice President

ATTEST:

William S. Carlson  
Assistant Secretary