

CERTIFICATE OF INCORPORATION  
OF  
ELCOR CHEMICAL CORPORATION

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FIRST. The name of the corporation is  
ELCOR CHEMICAL CORPORATION

SECOND. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To manufacture, compound, mix, refine, distill, treat, prepare, analyze, synthesize, produce, purchase, sell, import, export and in every way deal in chemicals, ores, gasses, minerals, drugs, medicines, pharmaceutical supplies, pigments, dyestuffs, paints, colors, oils,

varnishes, disinfectants, insecticides, antiseptics, and all ingredients of the foregoing, and all matter, elements, compounds, substances, materials and supplies used in the chemical and metal industry and trade; and to do all things incidental or customarily appertaining to the chemical, metal, drug and pharmaceutical industries, businesses and trades as manufacturer, wholesaler or retailer.

To conduct generally the business of chemical and metal manufacturing; to make analyses, experiments, inspections and formulae, to carry on chemical and metal research and to maintain and conduct laboratories for the same.

To process various gasses and ores and refined and semi-refined products of titanium, and to manufacture from these, finished metallic titanium or any of the intermediate products thereof.

To construct, purchase, maintain and operate research laboratories and plants for the inventions, development and improvement of chemicals, chemical products and by-products.

To purchase or otherwise acquire, on a royalty basis or otherwise, and sell or otherwise dispose of formulae, and processes for the manufacture of chemicals, chemical products and by-products.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof

to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is ten thousand (10,000) and the par value of each of such shares is One Hundred Dollars (\$100.00) amounting in the aggregate to One Million Dollars (\$1,000,000.00).

No stockholder of this corporation shall by reason of his holding shares of any class have any pre-emptive or preferential right to purchase or subscribe to any shares of any class of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder, other than such rights, if any, as the board of directors, in its discretion from time to time may grant, and at such price as the board of directors in its discretion may fix; and the board of directors may issue shares of any class of this corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing stockholders of any class.

**FIFTH.** The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

**SIXTH.** The names and places of residence of the incorporators are as follows:

<u>NAME</u>	<u>RESIDENCES</u>
A. D. Atwell	Wilmington, Delaware
F. J. Obara, Jr.	Wilmington, Delaware
S. H. Livessy	Wilmington, Delaware

**SEVENTH.** The corporation is to have perpetual existence.

**EIGHTH.** The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

**NINTH.** In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation,

which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

TENTH. Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.



**ELEVENTH.** 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 upon stockholders herein are granted subject to this reservation.

**TWELFTH.** The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any by-law, agreement, vote of stockholders, or otherwise.

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
ELCOR CHEMICAL CORPORATION

ELCOR CHEMICAL CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (being sometimes hereinafter referred to as "this Corporation"),

DOES HEREBY CERTIFY as follows:

I.

At a meeting of the Board of Directors of this Corporation held on August 31, 1976, resolutions were duly adopted whereby the Board of Directors deemed advisable and authorized and approved, and recommended that the shareholders authorize and approve, and directed that there be submitted to the shareholders for consideration at their Annual Meeting on October 26, 1976, two amendments of the Certificate of Incorporation of this Corporation, the first of which would change the name of this Corporation, and the second of which would increase the authorized shares of its Common Stock, and such two resolutions being as follows:

(a) NOW, THEREFORE, BE IT RESOLVED that, pursuant to and as provided by Article 242 of the Delaware General Corporation Law, the First Article of the Certificate of Incorporation of this Corporation be amended in its entirety to be and read as follows:

"FIRST. The name of the Corporation is Elcor Corporation.";

and be it further

RESOLVED, that approval of such change of name by such amendment be, and hereby is, recommended to the stockholders, and that such amendment be, and hereby is, submitted for consideration by the stockholders at the annual meeting to be held at the First National Room, The First National Bank of Midland Building, 303 West Wall Street, Midland, Texas, on Tuesday, October 26, 1976, at 10:00 A.M.: and be it further

RESOLVED, that subject to approval of such amendment by the stockholders, the President or any Vice President and the Secretary or any Assistant Secretary be, and they are hereby authorized, empowered and directed to execute, swear to, acknowledge, file and record in the name and on behalf of the Corporation the appropriate Certificate of Amendment of the Certificate of Incorporation of this Corporation as provided for, and required by, and in accordance with, Section 242 of the Delaware General Corporation Law, and any and all other instruments, documents and certificates, and to do any and all other acts, necessary and proper to accomplish such change of name by such amendment and the intent and purpose of this Resolution.

(b) NOW, THEREFORE, BE IT RESOLVED, that paragraph (A) of the Fourth Article of the Certificate of Incorporation of this Corporation be amended in its entirety to be and read as follows:

FOURTH:

(A) The total number of shares of stock which the Corporation shall have authority to issue is thirteen million (13,000,000) shares, divided into two classes, as follows:

1. One class consisting of twelve million (12,000,000) shares of the par value of One Dollar (\$1.00) per share and to be known as "Common Stock"; and

2. One class consisting of one million (1,000,000) shares without par value designated and to be known as "Preferred Stock"; and be it further

RESOLVED, that approval of such increase in authorized Common Stock by such amendment be, and hereby is, recommended to the stockholders, and that such amendment be, and hereby is, submitted for consideration by the stockholders at the annual meeting to be held at the First National Room, The First National Bank of Midland Building, 303 West Wall Street, Midland, Texas, on Tuesday, October 26, 1976, at 10:00 A.M.; and be it further

RESOLVED, that after approval of such amendment by the stockholders the President or any Vice President, and the Secretary or any Assistant Secretary, of this Corporation be, and they are hereby, authorized, empowered and directed to execute, acknowledge, file and record in the name and on behalf of this Corporation the appropriate Certificate of Amendment of the Certificate of Incorporation of this Corporation as provided for, and required by, and in accordance with, Section 242 of the Delaware General Corporation Law, and any and all other instruments, and to do any and all other acts, necessary and proper to accomplish such increase in authorized Common Stock by such amendment and the intent and purpose of this Resolution.

## II.

After due notice thereof to the shareholders of this Corporation in accordance with Section 242 and other applicable provisions of the Delaware General Corporation Law, at the Annual Meeting of the shareholders, held on October 26, 1976, at the First National Room, The First National Bank of Midland Building, 303 West Wall Street, Midland, Texas, both of said amendments were submitted for consideration to the stockholders, and approved by resolutions duly adopted (and set forth verbatim below) by the holders of a majority of the outstanding stock entitled to vote

thereon, all in accordance with Section 242(c) of the General Corporation Law of the State of Delaware. At the record date fixed by the Board of Directors there were outstanding and entitled to be voted on said resolutions 3,556,411 shares of Common Stock. A majority of such shares is 1,813,770. 2,858,005 shares (i.e., 80%) of the outstanding stock were voted in favor of the amendment changing the name of this Corporation, and 2,776,533 shares (i.e., 78 %) of the outstanding stock were voted in favor of the amendment increasing the authorized Common Stock of this Corporation. Said resolutions so duly adopted by the stockholders are as follows:

"RESOLVED, that the name of this Corporation be changed from Elcor Chemical Corporation to Elcor Corporation, and to effectuate such change of name, it is further resolved that the President or any Vice President, and the Secretary or any Assistant Secretary of this Corporation be, and they hereby are, authorized and directed to execute, acknowledge, file and record the appropriate Certificate of Amendment of the Certificate of Incorporation of this Corporation as provided for and required by, and in accordance with; Section 242 of the Delaware General Corporation Law."

"RESOLVED, that the total number of shares of of Common Stock (par value \$1 per share) which this Corporation shall have authority to issue be increased from 6,000,000 shares to 12,000,000 shares, and to effectuate such increase in the authorized shares of such common Stock, it is further resolved that the President or any Vice President, and the Secretary or any Assistant Secretary of this Corporation be, and they hereby are, authorized and directed to execute, acknowledge, file and record the appropriate Certificate of Amendment of the Certificate of Incorporation of this Corporation as provided for and required by, and in accordance with, Section 242 of the Delaware General Corporation Law."

IN WITNESS WHEREOF, Elcor Chemical Corporation  
has caused its corporate seal to be hereto affixed and this  
certificate to be signed by Roy E. Campbell, its President,  
and attested by Stuart G. Johnston, Jr., its Secretary,  
this 26th day of October, 1976.

CORPORATE SEAL

ELCOR CHEMICAL CORPORATION

ATTEST:

By *[Signature]*  
Roy E. Campbell, President

By *[Signature]*  
Stuart G. Johnston, Jr.  
Secretary

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
ELCOR CORPORATION

ELCOR CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (being sometimes hereinafter referred to as "this Corporation"),

DOES HEREBY CERTIFY as follows:

I.

At a meeting of the Board of Directors of this Corporation held on August 31, 1982, resolutions were duly adopted whereby the Board of Directors deemed advisable and authorized and approved, and recommended that the shareholders authorize and approve, and directed that there be submitted to the shareholders for consideration at their Annual Meeting on October 26, 1982, amendment of the Certificate of Incorporation of this Corporation, as follows:

WHEREAS, this Corporation deems it to the advantage of this Corporation and in the best interest of its shareholders to amend the Certificate of Incorporation to include certain provisions relating to business combinations;

NOW, THEREFORE, BE IT RESOLVED, That the Certificate of Incorporation be amended to amend ARTICLE ELEVENTH and to add

ARTICLES THIRTEENTH AND FOURTEENTH as set forth in Exhibit A to this resolution; and be it further

RESOLVED, That approval of such amendment be and hereby is recommended to the stockholders of this Corporation and that such amendment be and hereby is submitted for consideration by the stockholders at the Annual Meeting to be held on Tuesday, October 26, 1982; and be it further

RESOLVED, That after approval of such amendment by the stockholders, the President or any Vice President and the Secretary or any Assistant Secretary of this Corporation be and they are hereby authorized, empowered and directed to execute, acknowledge, file and record in the name and on behalf of this Corporation the appropriate certificate of amendment of the Certificate of Incorporation of this Corporation as provided for, and required by, and in accordance with, Section 242 of the Delaware General Corporation Law, and any and all other instruments and to do any and all such other acts as they may deem necessary, desirable or appropriate to accomplish the intent or purpose of this resolution.

A true copy of Exhibit A to such resolution is attached as Exhibit A to this Certificate.

After due notice thereof to the shareholders of this Corporation in accordance with Section 242 and other applicable provisions of the Delaware General Corporation Law, at the Annual Meeting of the shareholders, held on October 26, 1982, at the First National Room, The First National Bank of Midland Building, 303 West Wall Street, Midland, Texas, said amendments were submitted for consideration to the stockholders, and approved by resolutions duly adopted by the holders of a majority of the outstanding stock entitled to vote thereon, all in accordance with Section 242(c) of the Delaware General Corporation Law.



IN WITNESS WHEREOF, Elcor Corporation has caused its corporate seal to be hereto affixed and this certificate to be signed by Roy E Campbell, its President, and attested by P. Gordon Stafford, its Secretary, this 23d day of November, 1982.

ELCOR CORPORATION

ATTEST:

By   
P. Gordon Stafford  
Secretary


By  765  
Roy E. Campbell, President

EXHIBIT A

CERTIFICATE OF INCORPORATION

ARTICLE THIRTEENTH

The affirmative vote of the holders of not less than 80 percent of the outstanding shares of Common Stock of this corporation and the affirmative vote of the holders of not less than 67 percent of the outstanding shares of Common Stock held by stockholders other than a "Related Person" (as hereinafter defined) shall be required for the approval or authorization of any "Business Combination" (as hereinafter defined) of this corporation with the Related Person; provided, however, that the 80 percent and 67 percent voting requirements shall not be applicable if:

(1) The "Continuing Directors" of this corporation (as hereinafter defined) by a two-thirds vote (a) have expressly approved in advance the acquisition of outstanding shares of Common Stock of the corporation that caused the Related Person to become a Related Person, or (b) have approved the Business Combination, if at the time of such approval the Continuing Directors shall constitute a majority of the Board of Directors of this Corporation; or

(2) The Business Combination is solely between this corporation and another corporation, 50 percent or more of the voting stock of which is owned by this corporation and none of which is owned by the Related Person; provided that if this corporation is not the surviving entity, each stockholder of this corporation receives the same type of consideration in such transaction in proportion to his stockholdings; or

(3) The Business Combination is a merger or consolidation, a proxy statement complying with the requirements of the Securities Exchange Act of 1934, or any successor statute then in effect, shall be mailed to the holders of Common Stock of this Corporation for the purpose of soliciting stockholder approval of the Business Combination and both of the following conditions are satisfied.

(a) The cash or fair market value of the property, securities or other consideration to be received per share by holders of Common Stock of this corporation in

the Business Combination, is not less than the higher of, the highest per share price paid by the Related Person in acquiring any of its holdings of this corporation's Common Stock; or the market price of the Company's Common Stock, valued as of the latest practicable date prior to the latest date upon which a proxy statement complying with the requirements of the Securities Exchange Act of 1934 or any successor statute then in effect, with respect to the Business Combination is mailed to the holders of Common Stock of this Corporation.

(b) A proxy statement mailed to the holders of Common Stock shall contain in a prominent place (i) any recommendations as to the advisability (or inadvisability) of the Business Combination that the Continuing Directors or "Outside Directors" (as hereinafter defined) may choose to state, if there are at the time any such directors, and (ii) the opinion of a reputable national investment banking firm as to the fairness (or not) of the terms of the Business Combination, from the point of view of the remaining public stockholders of this corporation (such investment banking firm to be engaged solely on behalf of the remaining public stockholders, to be paid a reasonable fee for its services by this corporation upon receipt of such opinion, to be one of the major bracket investment banking firms that has not previously been directly associated with the Related Person in any substantial manner and, if there are at the time any such directors, to be selected by a majority of the Continuing Directors and Outside Directors voting as a group).

For the purposes of this Article THIRTEENTH:

(1) The term "Business Combination" shall mean (a) any merger or consolidation of this corporation with or into a Related Person, (b) any sale, lease, exchange, transfer or other disposition, including without limitation a mortgage or any other security device of 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, to a Related Person, (c) any merger or consolidation of a Related Person with or into this corporation or a subsidiary of this corporation, (d) any sale, lease, exchange, transfer or other disposition of all or any Substantial Part of the assets of a Related Person to this corporation or a subsidiary of this corporation, (e) the issuance of any securities of this corporation or a subsidiary of this corporation to a Related Person, (f) the acquisition by this corporation or a subsidiary of this corporation of any securities of a Related Person, and (g) any agreement, contract or other arrangement providing for

any of the transactions described in this definition of Business Combination.

(2) The term "Related Person" shall mean and include any individual, corporation partnership or other person or entity which, together with their "Affiliates" and "Associates" (as defined on September 1, 1982 at Rule 12b-2 under the Securities Exchange Act of 1934), "Beneficially Owns" (as defined on September 1, 1982 at Rule 13d-3 under the Securities Exchange Act of 1934) in the aggregate 20 percent or more of the outstanding shares of the Common Stock of this corporation, and any Affiliate or Associate of any such individual, corporation, partnership or other person or entity.

(3) The term "Substantial Part" shall mean more than 30 percent of the fair market value of the total assets of the corporation in question, as of the end of its most recent fiscal year ending prior to the time the determination is being made.

(4) Without limitation, any shares of Common Stock of this corporation that any Related Person has the right to acquire pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, shall be deemed beneficially owned by the Related Person.

(5) For the purposes of subparagraph (3)(a) of this Article THIRTEENTH, the term "other consideration to be received" shall include, without limitation, Common Stock of this corporation retained by its existing public stockholders in the event of a Business Combination in which this corporation is the surviving corporation.

(6) The term "Continuing Director" shall mean a director who was a member of the board of directors of this corporation immediately prior to the time that the Related Person involved in a Business Combination became a Related Person, and the term "Outside Director" shall mean a director who is not (a) an officer or employee of this corporation or any relative of an officer or employee or (b) a Related Person or an officer, director, employee, Associate or Affiliate of a Related Person, or a relative of any of the foregoing.

#### ARTICLE FOURTEENTH

The provisions set forth at this Article FOURTEENTH and at Article THIRTEENTH herein may not be repealed or amended in any respect, unless such action is approved by the affirmative vote of

the holders of a majority of the outstanding shares of Common Stock of this corporation; provided, however, that if there is a Related Person (as defined at Article THIRTEENTH), such majority vote must include the affirmative vote of at least a majority of the outstanding shares of Common Stock held by stockholders other than the Related Person.

ARTICLE ELEVENTH  
(New provisions are underlined)

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 upon stockholders herein are granted subject to this reservation; provided that any amendment, alteration, change or repeal of Articles THIRTEENTH or FOURTEENTH shall be subject to the requirements of Article FOURTEENTH hereof.

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
ELCOR CORPORATION

ELCOR CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (being sometimes hereinafter referred to as "this Corporation"),

DOES HEREBY CERTIFY as follows:

I.

At a meeting of the Board of Directors of this Corporation held July 26, 1988, resolutions were duly adopted whereby the Board of Directors deemed advisable and authorized and approved and recommended that the shareholders authorize and approve and directed that there be submitted to the shareholders for consideration at their annual meeting to be held on October 25, 1988, amendments of the Certificate of Incorporation of this Corporation, to-wit:

1. "RESOLVED, that the Board of Directors of Elcor Corporation hereby recommends the adoption of amendments to its Articles of Incorporation by amending Articles NINTH, TENTH and ELEVENTH as follows:

Article NINTH is proposed to be amended by adding a new paragraph as follows:

Except as may otherwise be provided by the terms of this certificate, the directors of the corporation shall be elected at the annual meeting of stockholders in each year. The board of directors shall be divided into three classes, as nearly equal in number as the then total number of directors constituting the whole board permits, with the

term of office of one class expiring each year. At the annual meeting of stockholders in 1988, directors of the first class shall be elected to hold office for a term expiring at the next succeeding annual meeting, directors of the second class shall be elected to hold office for a term expiring at the second succeeding annual meeting of stockholders, and directors of the third class shall be elected to hold office for a term expiring at the third succeeding annual meeting. Subject to the foregoing, at each annual meeting of stockholders the successors to the class of directors whose term shall then expire shall be elected to hold office for a term expiring at the third succeeding annual meeting and each director so elected shall hold office until his successor is elected and qualified, or until his earlier resignation or removal. If the number of directors is changed, any increase or decrease in the number of directors shall be apportioned among the three classes so as to make all classes as nearly equal in number as possible.

Article TENTH is proposed to be amended so as to read:

TENTH. Meetings of stockholders may be held outside the State of Delaware if the by-laws so provide. Notwithstanding any provision of law, no action shall be taken by the stockholders, including without limitation any amendment to this certificate of incorporation or of the by-laws, by written consent in lieu of taking such action at a meeting of stockholders duly called in accordance with this certificate and the by-laws. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

Article ELEVENTH is proposed to be amended so as to read:

ELEVENTH. 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 upon stockholder herein are granted subject to this reservation; provided that any amendment, alteration, change or repeal of Articles THIRTEENTH or FOURTEENTH shall be subject to the requirements of Article FOURTEENTH hereof; and provided further that the affirmative vote of the holders of at least sixty-five percent (65%) of the total vote eligible to be cast at a meeting of stockholders duly called and held for such purpose shall be required to amend, alter, repeal or adopt any provisions inconsistent with Articles NINTH, TENTH, ELEVENTH, TWELFTH and FIFTEENTH of this certificate of incorporation. Notwithstanding anything to the contrary

contained in this certificate of incorporation, the affirmative vote of the holders of at least sixty-five percent (65%) of the total votes eligible to be cast at a meeting of stockholders duly called and held for such purpose shall be required to amend, alter, repeal or adopt any provisions inconsistent with Section 2.02, 2.07, 2.11, 2.12, 3.01 through 3.06, 10.09, 16.01 and 18.01 of the by-laws."

After due notice thereof to the shareholders of this Corporation in accordance with Section 242 and other applicable provisions of the Delaware General Corporation Law, at the Annual Meeting of the Shareholders, held on October 25, 1988, at the First RepublicBank Tower, 303 West Wall Street, Midland, Texas, said amendments were submitted for consideration to the shareholders and approved by resolutions duly adopted by the holders of a majority of the outstanding stock entitled to vote thereon, all in accordance with Section 242(c) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, Elcor Corporation has caused its corporate seal to be hereto affixed and this Certificate to be signed by Roy E. Campbell, its President, and attested by Carl E. Edwards, Jr., its Secretary, this 10<sup>th</sup> day of November, 1988.

ELCOR CORPORATION

By *Roy E. Campbell* (R.E.C.)  
Roy E. Campbell  
President

ATTEST

*Carl E. Edwards, Jr.*  
Carl E. Edwards, Jr.  
Secretary

\*\* Underlined material is new