DOC ID ----> 201836202542

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
12/28/2018	201836202542	Merger (MER)	99.00	300.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
4400 EASTON COMMONS WAY SUITE 125
ATTN: JAMES TANKS III
COLUMBUS, OH 43219

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted

760592

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

FAIRMOUNT SANTROL INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
Merger	**201836202542**

Effective Date: 12/31/2018

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 28th day of December, A.D. 2018.

Jon Husted

Ohio Secretary of State

DOC ID ----> 201836202542

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
12/28/2018	201836202542	MERGED OUT OF EXISTENCE (MEX)	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
4400 EASTON COMMONS WAY SUITE 125
ATTN: JAMES TANKS III
COLUMBUS, OH 43219

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted

1902062

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

FAIRMOUNT WATER SOLUTIONS, LLC

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
MERGED OUT OF EXISTENCE	**201836202542**

Effective Date: 12/31/2018

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 28th day of December, A.D. 2018.

Jon Husted

Ohio Secretary of State

DOC ID ----> 201836202542

Form 551 Prescribed by:

JON HUSTED
Ohio Secretary of State

Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov
Busserv@OhioSecretaryofState.gov
File online or for more information:
www.OHBusinessCentral.com

For screen readers, follow instructions located at this path.

Mail this form to one of the following:
Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216
Expedite Filing (Two business day processing time. Requires an additional $100.00.)
P.O. Box 1390
Columbus, OH 43216

Certificate of Merger

Filing Fee: $99

(154-MER)

Forms Must Be Typed

RECEIVED
SECRETARY OF STATE
2018 DEC 28 PM 12:26
CLIENT SERVICE CENTER

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity
A. Name of Entity Surviving the Merger: Fairmount Santrol Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a **(Please check the appropriate box and fill in the appropriate blanks)**

1. ☐ **Domestic (Ohio entity)** ☒ **Foreign (Non-Ohio Entity)**

Delaware
Jurisdiction of formation

2. **Charter/Registration/License Number** 760592
(If licensed in Ohio as domestic or foreign)

3. ☒ For-Profit Corporation
☐ Nonprofit Corporation
☐ For-Profit Limited Liability Company
☐ Nonprofit Limited Liability Company
☐ Partnership
☐ Limited Partnership
☐ Limited Liability Partnership
☐ Unincorporated Nonprofit Association

DOC ID ----> 201836202542

II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging **out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).**

Entity Name	Ohio Charter/License/ Registration Number	Jurisdiction of Formation	Type of Entity
Fairmount Water Solutions, LLC	1902062	Ohio	LLC

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

Chadwick P. Reynolds
Name

3 Summit Park Drive, Suite 700
Mailing Address

City	State	Zip Code
Independence	Ohio	44131

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on 12/31/2018 (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

DOC ID ----> 201836202542

VI. STATEMENT OF MERGER
Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio.
If the surviving entity is a foreign entity **NOT** licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City | OH (State) | ZIP Code

VIII. AMENDMENTS
If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

☐ Amendments are attached ☒ No Amendments

If you are amending the total number of shares, please complete this box so the appropriate filing fee is charged.

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State:

With the submission of this amendment, NEW total number of shares:

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE
If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

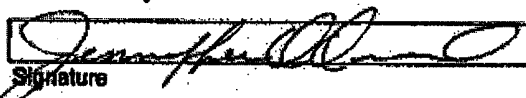
X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY
A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing
Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552
Foreign Qualifying Limited Liability Company - Form 533B
Foreign Qualifying Limited Partnership - Form 531B
Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

DOC ID ----> 201836202542

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

Fairmount Santrol Inc.
Name of entity

By: 
Signature

Its: Jenniffer D. Deckard, President and Chief Executive Officer
Title

Fairmount Water Solutions, LLC
Name of entity

By: 
Signature

Its: Chadwick P. Reynolds, Executive Vice President, General Counsel and Secretary
Title

Name of entity

By:
Signature

Its:
Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.