

B348 304
RECEIPT AND CERTIFICATE **Nº 21432**

GENERAL TOOL COMPANY

NAME

215562

NUMBER

DOMESTIC CORPORATIONS

ARTICLES OF INCORPORATION
 ✓ AMENDMENT
 MERGER CONSOLIDATION
 DISSOLUTION
 AGENT
 RE-INSTATEMENT
 CERTIFICATES OF CONTINUED
 EXISTENCE
 MISCELLANEOUS

FOREIGN CORPORATIONS

LICENSE
 AMENDMENT
 SURRENDER OF LICENSE
 APPOINTMENT OF AGENT
 CHANGE OF ADDRESS OF AGENT
 CHANGE OF PRINCIPAL OFFICE
 RE-INSTATEMENT
 FORM 7
 PENALTY

MISCELLANEOUS FILINGS

ANNEXATION INCORPORATION—CITY
 OR VILLAGE
 RESERVATION OF CORPORATE NAMES
 REGISTRATION OF NAME
 REGISTRATION OF NAME RENEWALS
 REGISTRATION OF NAME—CHANGE
 OF REGISTRANTS ADDRESS
 TRADE MARK
 TRADE MARK RENEWAL
 SERVICE MARK
 SERVICE MARK RENEWAL
 MARK OF OWNERSHIP
 MARK OF OWNERSHIP RENEWAL
 EQUIPMENT CONTRACT, CHATTEL
 MORTGAGE
 POWER OF ATTORNEY
 SERVICE OF PROCESS
 MISCELLANEOUS
 ASSIGNMENT—TRADE MARK, MARK
 OF OWNERSHIP, SERVICE MARK,
 REGISTRATION OF NAME

I certify that the attached document was received and filed in the office of TED W. BROWN, Secre-
 tary of State, at Columbus, Ohio, on the 10th day of March A. D. 1964, and
 recorded on Roll B348 at Frame 304 of the RECORDS OF INCORPORATION and MIS-
 CELLANEOUS FILINGS.

Ted W. Brown

TED W. BROWN
 Secretary of State

Filed by and Returned To: Graydon, Head & Ritchey
Fifth Third Bank Bldg.
Cincinnati, Ohio

FEE RECEIVED: \$ 1,235.00

NAME: GENERAL TOOL COMPANY

63-69

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CERTIFICATE OF ADOPTION
OF
AMENDED ARTICLES OF INCORPORATION
OF
GENERAL TOOL COMPANY

245562
3-18-64
1735.00

William C. Kramer, president, and Alice G. Kramer, secretary of General Tool Company, with its principal office located at Reading, Hamilton County, Ohio, do hereby certify that a special meeting of the holders of the shares of said corporation entitled them to vote on the proposal to adopt Amended Articles of Incorporation as contained in the following resolutions, was duly called and held on the 20th day of January, 1964, at which meeting a quorum of such shareholders was present in person and that by the affirmative vote of the holders of all of the outstanding shares of the corporation entitled to vote thereon, the following resolutions were adopted:

BE IT RESOLVED that the Amended Articles of Incorporation of the General Tool Company be and the same are hereby amended so that Article Fourth thereof shall henceforth be and read as follows:

FOURTH: The maximum number of shares, which the corporation is authorized to have outstanding shall be Seventy Four Thousand (74,000) shares of Class A common stock without par value and Seven Thousand (7,000) shares of Class B common stock without par value.

BE IT FURTHER RESOLVED that the Amended Articles of Incorporation of the General Tool Company be and the same are hereby amended so that Section 4 of Article Fifth thereof shall henceforth be and read as follows:

"4. If and when any holder of Class A and Class B shares desires, or on the happening of any event is required to sell his Class A or Class B shares or any part thereof, shall give to the corporation written notice of such desire or requirement to sell, and if authorized by the directors, such right shall be exercised

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by said corporation within 30 days after receipt of such notice, but if not so exercised such right shall be null and void on and after the expiration of 30 days. The price and terms of such purchase by said corporation shall be the greater of either the amount paid for such shares or the book value of said shares as of the date such shares are offered to the corporation and if accepted by the corporation, the corporation shall pay for such shares purchased within 30 days after the date of acceptance.

IN WITNESS WHEREOF, William J. Kramer, President, and Alice G. Kramer, Secretary of General Loan Company, acting for and on behalf of said corporation, have hereunto subscribed their names and caused the seal of said corporation to be hereunto affixed this 30th day of January, 1914.

William J. Kramer
President

Alice G. Kramer
Secretary