

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
02/27/92

HC 299-1298

CHARTER NUMBER: 1767
ROLL AND FRAME: H299-1

CORPORATION:

DOCUMENT NUMBER

CODE

FI

VANGUARD PAINTS AND FINISHES, INC.

92020624901

AMD
CHP

35.0
NO FF

062382

RETURN TO: THEISEN, BROCK, FRYE, FRB & LEEPER CO.
ATT: J. S. HUGGINS
P.O. BOX 739
MARIETTA, OH 45750

0126

H299-1300



The State of Ohio

Bob Taft
Secretary of State

176.216

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: AMD CHD

of:

VANGUARD PAINTS AND FINISHES, INC.

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

Recorded on Roll H299 at Frame 1301 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 6TH day of FEB,
A.D. 1902.



Bob Taft
Bob Taft
Secretary of State

H299-1301

CERTIFICATE OF AMENDMENT BY SHAREHOLDERS
TO THE ARTICLES OF INCORPORATION OF
VANGUARD PAINTS AND FINISHES, INC.

17678
 2-692
 35.00
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JEFFREY L. HOLLISTER, who is the President and Chairman of the Board of Directors, and JOHN M. SCOHY, who is Vice President and Secretary, of the above-named Ohio corporation for profit with its principal location at 1409 Greene Street, Marietta, Washington County, Ohio 45750, do hereby certify that the Resolutions attached hereto and marked as Resolution No. 1 and Resolution No. 2 to amend the Articles of Incorporation of Vanguard Paints and Finishes, Inc., were duly adopted by the shareholders at their annual meeting held on January 18, 1992, by the affirmative vote of the holders of shares entitled to exercise two-thirds of the voting power of the corporation on such proposals, pursuant to the provisions of Ohio Revised Code Section 1701.71(A).

IN WITNESS WHEREOF, the above-named officers, acting for and on behalf of the corporation, have hereunto subscribed their names on this 25th day of January, 1992.

Signed in the Presence of:

Ronald K. Colander
Carl H. [unclear]
Ronald K. Colander
Carl H. [unclear]

Jeffrey L. Hollister
 Jeffrey L. Hollister,
 President and Chairman of
 the Board of Directors
John M. Scohy
 John M. Scohy, Vice President
 and Secretary

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RESOLUTION NO. 1

RESOLVED, that the Third Article of the Articles of Incorporation of VANGUARD PAINTS AND FINISHES, INC., be deleted, and in lieu thereof, the following shall be inserted:

"THIRD. The purpose or purposes for which it is formed are to engage in any lawful act or activity for which corporations may be formed under Section 1701.01 to 1701.98, inclusive, of the Ohio Revised Code, including, but not limited to the following:

To manufacture, buy, sell and deal in paints, varnishes, lacquers, stains, fillers and all kindred articles and supplies belonging to and a part of the general business of manufacturing and selling paint and finishing products; and to engage in any business, whether manufacturing or otherwise, which this corporation may deem advantageous or useful in connection with any or all of the foregoing, and to purchase, acquire, manufacture, market or prepare for market, sell and otherwise dispose of any article, commodity or thing which this corporation may use in connection with its business.

To acquire, own, use, rent or lease, convey and otherwise dispose of and deal in real property or any other interest or part, buildings or other structures, whether or not related directly or indirectly to the above business.

To purchase, acquire, hold, mortgage, pledge, hypothecate, loan money upon, exchange, rent, sell and otherwise deal in personal property, tangible or intangible and other interest therein; in particular, without limiting the generality of the foregoing, to acquire and discount commercial paper, with or without recourse, to acquire, hold, sell and otherwise deal in part of all of the shares of stock, notes, bonds, debentures or any other kinds of securities of any other corporation.

To acquire all or any part of the goodwill, rights, property and business of any corporation, association, partnership, firm trustee, syndicate, combination, organization, other entity or individual, domestic or foreign, heretofore or hereafter engaged in any business, similar to the business of the corporation or otherwise and to pay for the same in cash or in shares or obligations of the corporation or otherwise, and

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to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such corporation, association, partnership, firm, trustee, syndicate, combination, organization, individual or other entity domestic or foreign, and to conduct in the State of Ohio and/or in any other state, territory, locality or country the whole or any part of the business, thus acquired, provided such business is not prohibited by the laws of the State of Ohio.

To purchase, exchange and otherwise, acquire, and to hold, own, sell, assign, transfer, reissue, cancel and otherwise deal in and dispose of its own shares and securities, of any class, to such extent and in such manner and upon such terms as it may determine; provided that shares of its capital stock which belong to the corporation shall not be voted upon directly or indirectly; and provided further that the corporation shall not use its funds or property for the purchase of its own shares when such purchase shall be prohibited by law.

To enter into, make, perform and carry out contracts and agreements of every kind and description which may be necessary, appropriate, convenient or advisable in carrying out the purposes of the corporation, with any person, association, firm, corporation, country, state, municipality or other governmental division or subdivision.

To borrow money and to issue, sell or pledge bonds, debenture, promissory notes, bills of exchange and all other evidence of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, and to secure the same by mortgage, pledge, deed of trust or otherwise, upon the whole or any part of the property of the corporation, whether real or personal, or without any such security.

To do everything necessary, suitable, convenient or proper for, in connection with, or incident to the accomplishment of any of the purposes herein enumerated, or which shall at any time appear conducive to or expedient for the accomplishment of any of such purposes, not inconsistent with the laws of the State of Ohio.

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To do any of the foregoing along or in concert with any person, firm, association, syndicate or corporation, whether foreign, or domestic, either as a partner, joint adventurer or otherwise.

None of the purposes set forth above in this ARTICLE THIRD shall be in any way limited or restricted by reference to or inference from, any other of the purposes herein set forth and each of said purposes shall be regarded as a separate and independent purpose. The purposes set forth herein shall be construed as powers as well as purposes; but the enumeration herein of certain powers is not intended to be exclusive of, or a waiver of, but shall be in addition to the powers, rights or privileges granted or conferred by the laws of the State of Ohio applicable to the corporation that may now or hereafter be in force, and without limiting the generality of the foregoing, the corporation shall have and may exercise the general powers which are now or may hereafter be enumerated in the "General Corporation Law" of the State of Ohio, or may act amendatory thereof, supplemental thereto or substituted therefor, to the same extent as if such powers were set forth in full herein, in furtherance of said purposes.

The corporation reserves the rights, at any time and from time to time, substantially to change its purposes. Any change of the purposes, authorized or approved by the holders of shares entitling them to exercise the proportion of the voting power of the corporation now or hereafter required by statute or these Articles, shall be binding and conclusive upon every shareholder of the corporation as fully as if such shareholder had voted therefor; and no shareholder, notwithstanding that he may have voted against such change of purposes or may have objected thereto in writing or otherwise, shall be entitled to any appraisal or payment rights, under the provisions of Ohio Revised Code Section 1701.74 and Section 1701.85, or otherwise."

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RESOLUTION NO. 2

RESOLVED, that a Sixth Article of the Articles of Incorporation of VANGUARD PAINTS AND FINISHES, INC. be added in the following form:

"SIXTH:

1. The Corporation shall indemnify any director, officer, or a former director, officer, or employee of the Corporation, against expenses (including attorneys' fees), judgments, decrees, fines, penalties, amounts paid in settlement and other liabilities incurred in connection with the defense of any pending or threatened action, suit, or proceeding, whether criminal, civil, administrative or investigative, to which such director, officer or employee is or could reasonably expect to be made a party by reason of being or having been such director, officer, or employee, provided:

- (a) That such person was not, and has not been adjudicated to have been, negligent or guilty of misconduct in the performance of his duty to the Corporation;
- (b) That he acted in good faith in what he reasonably believed to be the best interests of the Corporation; and
- (c) That, in any matter the subject of a criminal action, suit, or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

The determination as to (a), (b) and (c) above shall be made: (1) by the Board of Directors by a majority vote of a quorum consisting of directors who are not or were not parties to or threatened with such action, suit, or proceeding, or any other action, suit, or proceeding arising from the same or similar operative facts; and (2) if such a quorum is not obtainable, or even if obtainable if a majority of such quorum is disinterested directors so directs, by independent legal counsel (compensated by the Corporation) to whom the matter may be referred by a majority of disinterested directors; or (3) if there be no disinterested directors, or if a majority of the disinterested directors, whether or not a quorum, so directs, by vote in person or by proxy of the holders of a majority of the Corporation's shares entitled to vote in the election of directors, regardless of whether such shareholders are disinterested.

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The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or plea of guilty or nolo contendere shall not create a presumption that such person did not meet the standards of conduct referred to above.

To the extent that any such person has been successful on the merits, on procedural grounds, or otherwise with respect to any such action, suit, or proceeding, or in the defense of any claim, issue, or matter therein, such person shall be indemnified against expenses incurred in connection therewith without the determinations specified above.

To the extent that any such person has been unsuccessful on the merits, on procedural grounds, or otherwise with respect to any such action, suit, or proceeding, or in the defense of any claim, issue, or matter therein, such person shall be indemnified against expenses incurred in connection therewith if the determinations specified in paragraphs 1(a) through (c) are satisfied.

The Board of Directors, whether a disinterested quorum exists or not, may advance expenses to any such person for the defense of any such action, suit, or proceedings, or threat thereof, prior to any final disposition thereof, upon receipt of a satisfactory undertaking by such person to repay such amount unless it shall ultimately be determined that such person is entitled to indemnification by the Corporation as herein authorized.

The indemnification provided by this Article shall not be deemed exclusive of, or in any way limit, any other rights to which any person indemnified may be or may become entitled as a matter of law, by the articles, regulations, agreements, insurance, vote of stockholders, or otherwise, with respect to action in his official capacity and shall continue as to a person who has ceased to be a director, officer, or employee, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

2. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, or employee, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or of the Ohio Revised Code.

H' 299-1307

3. If any part of this Article shall be found, in any action, suit, or proceeding, to be invalid or ineffective, the validity and the effect of the remaining parts shall not be affected."

VPRES.C27

H299-1298

LAW OFFICES

THEISEN, BROCK, FRYE, ERB & LEEPER CO., L.P.A.

PAUL T. THEISEN
JERRY A. BROCK
GARY P. FRYE
JOHN E. ERB
M. DALE LEEPER
JAMES S. HUGGINS
COLLEEN E. COOK

424 SECOND STREET
POST OFFICE BOX 730
MARIETTA, OHIO 45750

TELEPHONE 373-5400
TELECOPIER 373-4400
AREA CODE 614
*ADMITTED IN OHIO
AND WEST VIRGINIA

JOHN E. TRIPLETT, JR.

February 5, 1992

Ohio Secretary of State
30 East Broad Street
Columbus, Ohio 43216

CORRESPONDENCE

Dear Sirs:

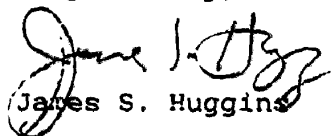
RE: Amendment to Articles of
Incorporation of Vanguard
Paints and Finishes, Inc.

Please find enclosed for filing a Certificate of
Amendment by Shareholders to the Articles of Incorporation
of Vanguard Paints and Finishes, Inc.

We also enclose herewith a check in the amount of
\$35.00 payable to the Ohio Secretary of State to defray the
costs of filing.

If you have any questions, please do not hesitate
to contact us.

Respectfully,


James S. Huggins

JSH/pjo

Enclosures

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