

APPROVED

By.....

Date... 3-31-72

Amount... 2500

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400

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APR 10 1972
27196

CERTIFICATE OF MERGER

D. R. Hinkley, President and Lewis H. Lanman, Secretary

of Emery Industries, Inc., an Ohio corporation (hereinafter called "Emery") and John C. Close, Chairman of the Board of Directors and Lewis H. Lanman, Secretary of Trylon Chemicals, Inc., an Ohio corporation (Hereinafter called "Trylon") do hereby certify:

a. that Emery is the owner of all of the outstanding capital shares of Trylon Chemicals, Inc., an Ohio corporation (hereinafter called "Trylon");

b. that Section 1701.80 of the General Corporation Law of Ohio permits the merger of one or more domestic subsidiaries into a domestic parent corporation provided that the parent owns 90% or more of each class of the outstanding shares of each subsidiary, and that all acts necessary to conform to the General Corporation Law of Ohio have been taken in connection with this merger;

c. that the Agreement of Merger to which this Certificate is attached was approved and its execution authorized by the Board of Directors of Emery by resolution unanimously and duly adopted in accordance with that corporation's Articles of Incorporation at a meeting held March 27, 1972;

d. that the Agreement of Merger to which this Certificate is attached was approved and its execution authorized by

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FILED
GREENVILLE CO. S. C.
MAY 12 1972
OLLIE FARMISWORTH
R. M. C.