

POLLUTION CONTROL-WALTHER, INC.

CERTIFICATE OF SECRETARY

10807



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Shelby Cnty Judge of Probate, AL
07/11/1977 12:00:00 AM FILED/CERT

I, CHARLES W. SPRINGFIELD, Secretary of Pollution Control-Walther, Inc., a Delaware corporation (the "Company"), DO HEREBY CERTIFY THAT:

1. Attached hereto as, respectively, Exhibits A, B and C are true and complete copies of resolutions duly adopted by the Board of Directors of the Company at meetings thereof duly called and held on January 3, 1977, and March 28, 1977 and by the Executive Committee of the Board of Directors on March 7, 1977, at each of which a quorum was present and acting throughout; authorizing the execution of the Agreement, the performance of all actions of the Company pursuant thereto, and the adoption of the Company's Plan of Complete Liquidation and Dissolution and the submission of all requisite matters to the stockholders of the Company; such resolutions were adopted by unanimous vote of all Directors present and such resolutions have not been amended, modified, annulled or revoked and are on the date hereof still in full force and effect.

2. The below named persons have been duly elected, have duly qualified and on January 7, 1977 were, and at all subsequent times to and including the date hereof have been, officers of the Company holding the respective offices below set opposite their names, and the signature opposite their names are their genuine signatures:

C. R. Dudley, Jr. Chairman of the Board

R. W. Arnold President

C. W. Springfield Secretary

[Handwritten signatures of R. W. Arnold and C. W. Springfield]

Jack A



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EXHIBIT

BA

RESOLVED, that the Company enter into a contract with C. R. Dudley, Jr. to pay him \$50,000 for his services as Chairman of the Board from February 5, 1974 to April 1, 1976 such amount to be paid in thirty-six equal monthly installments with the first installment to begin immediately after the closing

of the sale of the Company's assets to a wholly-owned subsidiary of Combustion Engineering, Inc.

RESOLVED, that the Company enter into an Employment Agreement with Robert W. Arnold for a term of three years and two months beginning January 28, 1977 and providing for an annual salary of not less than \$46,200 and subject to termination without cause upon payment of one year's salary.

RESOLVED, that the Board of Directors deems it expedient and in the best interests of the Company to enter into the proposed agreement with C-E and CE-PCW, Inc. and that the President of the Company be, and he hereby is, authorized and directed to execute and deliver an agreement between the Company, C-E and CE-PCW, Inc. in the form of the agreement marked "Draft 12/28/76 - DLB" and presented at this meeting with such changes therein as the President deems necessary or desirable; and



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RESOLVED FURTHER, that in the judgment of the Board of Directors of the Company it is advisable that, if the sale of all of the assets and business of the Company to CE-PCW, Inc. contemplated by the proposed agreement between the Company and C-E and CE-PCW, Inc. is consummated, the Company shall, promptly after the closing thereunder, be dissolved and that, accordingly, the Board of Directors of the Company does hereby recommend the adoption by the stockholders of the Company of the following Plan of Complete Liquidation and Dissolution of the Company:

"PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF
POLLUTION CONTROL-WALTHER, INC.

BOOK 20 PAGE 778
"1. Pollution Control-Walther, Inc. ('PC-W') shall sell all of its assets and business to CE-PCW, Inc., a wholly-owned subsidiary (the 'C-E Subsidiary') of Combustion Engineering, Inc. ('C-E'), upon the terms and conditions contained in the proposed agreement ('Purchase Agreement') between PC-W and the C-E Subsidiary and C-E, as such terms and conditions may be amended, modified, supplemented or waived as provided therein, and PC-W shall, as promptly as practicable after the date of the Closing under the Purchase Agreement ('Closing'), cease the active conduct of its business and wind up its affairs and, within the meaning of Section 337 of the Internal Revenue Code of 1954, as amended ('Code'), liquidate and distribute all of its assets in complete liquidation within the twelve month period beginning on the date of the adoption of this Plan of Complete Liquidation and Dissolution ('Plan') as provided herein.

"2. As contemplated by the Purchase Agreement, PC-W will receive from C-E at the Closing cash in the amount of \$4,281,120 and C-E will pay to the Escrow Agent referred to therein cash in the amount of \$1,070,280 to be held by such Escrow Agent pursuant to the terms of the Escrow Agreement referred to in the Purchase Agreement.

"As promptly as practicable after the Closing, PC-W shall:

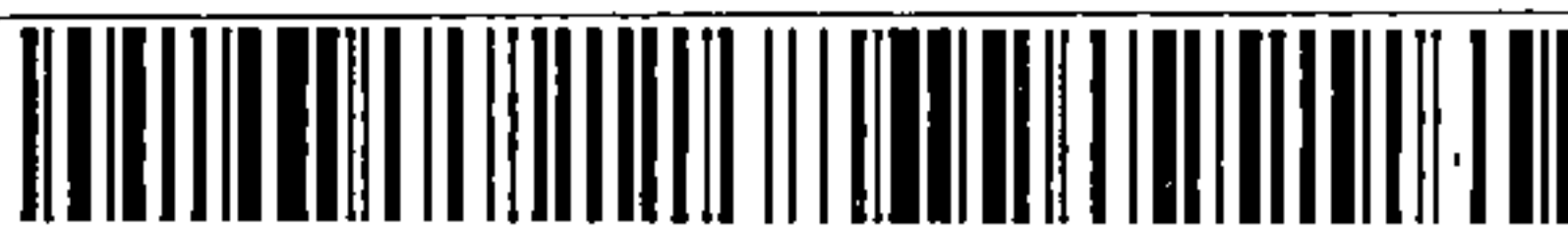
"(a) file a Certificate of Dissolution under Section 275 of the General Corporation Law of the State of Delaware; close the stock transfer books on the date such Certificate of Dissolution is filed and distribute to the stockholders of record on such date (the 'Record Date for Distributions') an initial liquidating distribution in cash in an amount equal to the product of \$3.55 and the number of shares of Common Stock held of record on such date by such stockholders but retain an amount equal to the product of \$0.05 and the number of shares of Common Stock outstanding on such date (the 'Reserve Fund') to be used to pay certain claims which may arise under or in connection with the Purchase Agreement.

"(b) take such steps as may in the judgment of the proper officers of PC-W be necessary or advisable in order to facilitate the appointment of Messrs. C. R. Dudley, Jr., A. W. Jones and Lewis J. Odess as Trustees (the 'Trustees') of and for PC-W pursuant to Section 279 of the General Corporation Law of the State of Delaware; and

"(c) take such steps as may be necessary or advisable to perfect and confirm the powers of such Trustees with respect to the Reserve Fund and the Escrow Fund.

"3. The Trustees (and any successors to such Trustees appointed by the Court of Chancery of the State of Delaware) shall succeed to and exercise all rights of PC-W in and to the Escrow Fund and the Reserve Fund and upon termination of the Escrow Agreement pursuant to the terms thereof, shall distribute any balances remaining in such Funds to the stockholders of record of PC-W on the Record Date for Distributions or the heirs or legal representatives of any such stockholder.

EXHIBIT A



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"4. It is intended that this Plan shall be a plan of complete liquidation within the meaning of Section 337 of the Code. This Plan shall be deemed to authorize such action as, in the opinion of counsel for PC-W, may be necessary to conform with the provisions of such Section 337."



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EXHIBIT A

RESOLVED FURTHER, that the Secretary of the Company be, and he hereby is, authorized and directed to send a written notice to each stockholder of the Company notifying the stockholders that such a special meeting of the stockholders of the Company would be held at the Parliament House Motor Hotel, 420 South 20th Street, Birmingham, Alabama, on a date in March or April, 1977, which is not less than 20 nor more than 30 days after the mailing of such notice of the special meeting of stockholders; and

RESOLVED FURTHER, that the Secretary of the Company be, and he hereby is, authorized and directed to file a Proxy Statement containing the details of the matters to be considered by the stockholders at such special meeting of stockholders with the Securities and Exchange Commission and to mail such Proxy Statement to the stockholders of the Company along with the notice of the special meeting of stockholders.

RESOLVED, that a special meeting of the stockholders of the Company is hereby called by the Board of Directors to vote for or against the adoption of a resolution (a) authorizing the sale of all of the assets and business of the Company to a wholly-owned subsidiary of C-E upon the terms and conditions contained in the Purchase Agreement presented at this meeting, (b) approving the resolution adopted by the Board of Directors of the Company at this meeting to the effect that it is advisable in the judgment of such Board that the Company be dissolved as promptly as practicable after the Closing under the Purchase Agreement and adopting a Plan of Complete Liquidation and Dissolution, (c) authorizing an amendment to the Certificate of Incorporation of the Company to change its name, effective at such Closing, to "200 Office Park Drive, Inc.", (d) amending the Bylaws of the Company effective at such Closing, to provide for a Board of Directors consisting of three directors only, (e) electing Messrs. C. R. Dudley, Jr., A. W. Jones and Lewis J. Odess, effective at such Closing, as the directors of "200 Office Park Drive, Inc.", and (f) authorizing the proper officers and agents of "200 Office Park Drive, Inc." to take such steps as may in their judgment be necessary or advisable to facilitate the appointment of Messrs. Dudley, Jones and Odess as Trustees for the trust to be established pursuant to the Plan of Complete Liquidation and Dissolution; and

EXHIBIT B



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RESOLVED, that the Board of Directors of the Company hereby ratifies, approves and confirms the execution and delivery by Robert W. Arnold, President of the Company, of that certain Agreement dated January 7, 1977 between the Company, Combustion Engineering, Inc. and its wholly-owned subsidiary CE-PCW, Inc.; and

RESOLVED FURTHER, that the officers of the Company be, and they hereby are, authorized and directed to execute and deliver all Bills of Sale and Assignment and all other instruments of conveyance and transfer and all certificates and other documents required in order to effect the sale of assets pursuant to the aforesaid Agreement of January 7, 1977 among the Company, Combustion Engineering, Inc. and CE-PCW, Inc.



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EXHIBIT C

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RESOLVED, that a special meeting of the stockholders of the Company is hereby called for the purpose of voting for or against the adoption of a resolution (a) authorizing the sale of all of the assets and business of the Company to a wholly-owned subsidiary of Combustion Engineering, Inc. ("C-E") upon the terms and conditions contained in the Purchase Agreement dated January 7, 1977 between the Company, C-E and said C-E subsidiary ("Purchase Agreement"), (b) approving the resolution adopted by the Board of Directors to the effect that it is advisable in the judgment of such Board that the Company be dissolved as promptly as practicable after the closing under the Purchase Agreement and adopting a Plan of Complete Liquidation and Dissolution of the Company, (c) authorizing an amendment to the Certificate of Incorporation of the Company to change its name effective at such closing, to "200 Office Park Drive, Inc.", (d) amending the Bylaws of the Company, effective at such closing, to provide for a Board of Directors consisting of three directors only, (e) electing Messrs. C. R. Dudley, Jr., A. W. Jones and Lewis J. Odess, effective at such closing, as the directors of "200 Office Park Drive, Inc.", and (f) authorizing the proper officers and agents of "200 Office Park Drive, Inc." to take such steps as may in their judgment be necessary or advisable to facilitate the appointment of Messrs. Dudley, Jones and Odess as Trustees for the trust to be established pursuant to the Plan of Complete Liquidation and Dissolution; and

RESOLVED FURTHER, that the Secretary of the Company be, and he hereby is, authorized and directed to send a written notice to each stockholder of the Company notifying the stockholders that a special meeting of the stockholders of the Company will be held at the Parliament House Motor Hotel, 420 South 20th Street, Birmingham, Alabama, on March 31, 1977 at 10:00 o'clock, A.M. (C.S.T.); and

EXHIBIT C



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RESOLVED FURTHER, that the Secretary of the Company be, and he hereby is, authorized and directed to file a Proxy Statement containing the details of the matters to be considered by the stockholders at such special meeting of stockholders with the Securities and Exchange Commission and to mail such Proxy Statement to the stockholders of the Company along with the notice of the special meeting of stockholders; and

RESOLVED FURTHER, that the management of the Company is hereby authorized to solicit proxies from stockholders for such special meeting of stockholders.

BOOK 20 PAGE 784

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1977 JUL 11 PM 1:42

J. Thomas A. Snowles, Jr.
JUDGE OF PROBATE

Per. 15.00

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\$ 16.00