

872
CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

STONE MOUNTAIN ACCEPTANCE CORPORATION

INTO

CONTRAN CORPORATION

* * * * *

Contran Corporation, a corporation organized and existing under the laws of Delaware, does hereby certify:

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FIRST: That this corporation was incorporated on the 11th day of August, 1944, pursuant to the General Corporation Law of the State of Delaware, under the name "GEORGE A. FULLER COMPANY OF VENEZUELA." This Corporation changed its name to its current name pursuant to a Certificate of Amendment to its Certificate of Incorporation filed on the 7th day of November, 1968.

SECOND: That this corporation owns at least ninety percentum of the outstanding shares of the only class of stock of Stone Mountain Acceptance Corporation, a corporation incorporated on the 5th day of June, 1978, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the unanimous consent of its Board of Directors, duly adopted the following preambles and resolutions, which have not been modified, amended or rescinded, on the 28th day of November, 1980, and thereby determined to and did merge into itself said Stone Mountain Acceptance Corporation.

Wade Norton

"WHEREAS, this corporation (the "Company") owns approximately 99.9% of the 7,703,323 outstanding shares of the only class of stock, \$1.00 par value common stock, of Stone Mountain Acceptance Corporation, a Delaware corporation ("Stone Mountain"); and

"WHEREAS, the Company has determined it is in the best interests of the Company and of Stone Mountain to merge Stone Mountain with and into the Company; now therefore be it

"RESOLVED, that the Company merge into itself, and it hereby does so merge, Stone Mountain, a 99.9% owned subsidiary of the Company; that the Company hereby assumes all of the obligations and liabilities of Stone Mountain; that the Company shall be the surviving corporation of the merger; that the merger shall be effective as of the close of business on November 28, 1980; and that the terms and conditions of the merger are as follows:

Each holder of the common stock of Stone Mountain as of the effective date of the merger, other than the Company, shall receive \$17.5818 cash for each share of Stone Mountain common stock held by such stockholder on the effective date of the merger in exchange for and upon delivery to the Company of the certificates for the shares of common stock so held;

and be it further

"RESOLVED, that the proper officers of the Company be, and each hereby is, authorized and directed to prepare and deliver a notice to each stockholder of record of Stone Mountain as of the close of business on November 28, 1980, of the terms, conditions, and effective date of the merger of Stone Mountain into the Company and of the appraisal rights available to each such stockholder of record pursuant to the Delaware General Corporation Law, and that such notice shall be mailed to such stockholders no later than ten days after the effective date of the merger; and be it further

"RESOLVED, that the proper officers of the Company be, and they hereby are, authorized and directed to prepare and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions adopted by this Board of Directors to merge said Stone Mountain into the Company and the date of adoption thereof, and to cause the same to be filed at any time prior to November 29, 1980, with the Secretary of State of the State of Delaware and a certificated copy recorded in the office of the Recorder of New Castle County, Delaware, and to do all acts whatsoever, whether within or without the State of Delaware, which may be necessary or proper to consummate the merger and carry out these resolutions; and be it further

"RESOLVED, that notwithstanding the foregoing, the merger may be terminated and abandoned by the Board of Directors of the

Company at any time prior to the date of filing the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware."

IN WITNESS WHEREOF, said Contran Corporation has caused this certificate to be signed by Harold C. Simmons, its President, and attested by Michael A. Snetzer, its Secretary, this 28th day of November, 1980.

CONTRAN CORPORATION

By Harold C. Simmons
Harold C. Simmons, President

ATTEST: CORPORATE SEAL

By Michael A. Snetzer
Secretary

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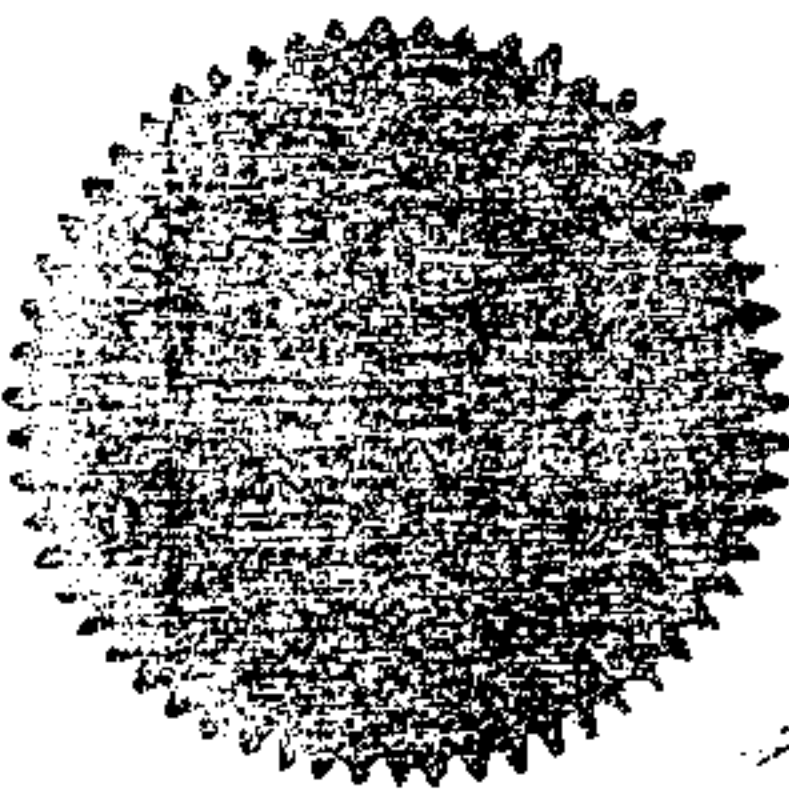
State of DELAWARE

Office of SECRETARY OF STATE

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I, Glenn C. Kenton Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Ownership of the "CONTRAN CORPORATION", merging "Stone Mountain Acceptance Corporation", pursuant to Section 253 of the General Corporation Law of State of Delaware as received and filed in this office the twenty-eighth day of November, A.D. 1980, at 2 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this fourteenth day of July in the year of our Lord one thousand nine hundred and eighty-one.



FORM 121

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

1982 MAY 26 PM 2:57

JUDGE OF PROBATE

Glenn C. Kenton, Secretary of State

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