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Byron E. Bamber, Atty.
5305 Hohman Ave.
Hammond, Ind. 46320

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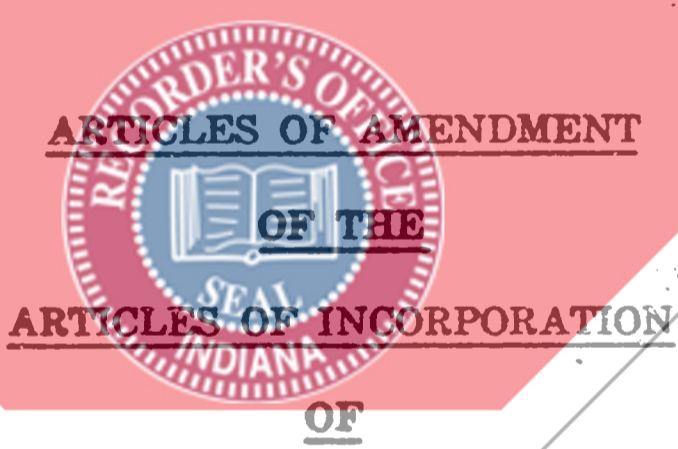
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William H. Selin
SECRETARY OF STATE INDIANA

Corporate Form No. 4 (Sept. 1954)—Page One
ARTICLES OF AMENDMENT (Amending Individual Articles Only)
Prescribed by the Secretary of State of Indiana
Filing Requirements—Present 3 Executed Copies to Secretary of State
Recording Requirements—Before Exercising any Authority under Amendment, Record 1 of such 3 Executed Copies, as Approved and Returned by Secretary of State, with Recorder of County where Principal Office is Located.

STOP



STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD
Dec 19 9 40 AM '69
ANDREW J. MICENKO
RECORDER

THE HENRY COMPANY, INC.

The undersigned officers of THE HENRY COMPANY, INC. (hereinafter referred to as the "Corporation"), existing pursuant to the provisions of The Indiana General Corporation Act, as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating amendment of certain individual Articles of its Articles of Incorporation, certify the following facts:

SUBDIVISION A
THE AMENDMENTS

The exact text of Article V of the Articles of Incorporation of the Corporation, as amended (hereinafter referred to as "The Amendments"), now is as follows:

The total number of shares into which the authorized capital stock of the Corporation is divided is One Thousand shares consisting of none shares with the par value of none Dollars per share, and 1,000 shares without par value.

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SUBDIVISION B

MANNER OF ADOPTION AND VOTE

1. Action by Directors

The Board of Directors of the Corporation, at a meeting thereof, duly called, constituted and held on November 5, 1969, at which a quorum of such Board of Directors was present, duly adopted a resolution proposing to the Shareholders of the Corporation entitled to vote in respect of The Amendments that the provisions and terms of Article V of its Articles of Incorporation be amended so as to read as set forth in The Amendments; and called a meeting of such Shareholders, to be held November 20, 1969, to adopt or reject The Amendments.

2. Action by Shareholders

The Shareholders of the Corporation entitled to vote in respect of The Amendments, at a meeting thereof, duly called, constituted and held on November 30, 1969, at which Harold L. Henry, the sole stockholder,

was

present in person or by proxy, adopted The Amendments.

The number of shares entitled to vote in respect of The Amendments, the number of shares voted in favor of the adoption of The Amendments, and the number of shares voted against such adoption are as follows: One Hundred (100) shares were entitled to vote; One Hundred (100) shares voted for and none against the adoption of the Amendment.

3. Compliance with Legal Requirements

The manner of the adoption of The Amendments, and the vote by which they were adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

SUBDIVISION C

STATEMENT OF CHANGES MADE WITH RESPECT TO THE

SHARES HERETOFORE AUTHORIZED

1. The aggregate number of shares of Capital Stock which the corporation had authority to issue prior to the Amendment is as follows:

1000 Shares of Common Stock without par value.

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2. The aggregate number of shares into which the authorized Capital Stock will hereafter be divided after giving effect to such change and increase is as follows:

Thirty Thousand (30,000) Shares of Common Stock having no par value.



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IN WITNESS WHEREOF, the undersigned officers execute these Articles of
Amendment of the Articles of Incorporation of the Corporation, and certify to the
truth of the facts herein stated, this 9th day of December, 1969.

STOP



Harold L. Henry
(Written Signature)
Harold L. Henry
(Printed Signature)
President of
The Henry Company, Inc.
(Name of Corporation)
Velma M. Henry
(Written Signature)
Velma M. Henry
(Printed Signature)
Secretary of
The Henry Company, Inc.
(Name of Corporation)

STATE OF INDIANA }
COUNTY OF LAKE } SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgments
and administer oaths in the State of Indiana, certify that Harold L. Henry
the President, and Velma M. Henry the
Secretary, of The Henry Company, Inc., the officers executing the
foregoing Articles of Amendment of Articles of Incorporation, personally appeared
before me; acknowledged the execution thereof; and swore to the truth of the facts
therein stated.

WITNESS my hand and Notarial Seal this 9th day of December
19 69

Byron E. Bamber
(Written Signature)
Byron E. Bamber
(Printed Signature)
Notary Public

My commission expires
9/27/72

This instrument was prepared by: Byron E. Bamber, Attorney,
5305 Hohman Avenue
Hammond, Indiana 46320