# State of Delaware

# Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "ADIENCE, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 1993, AT 1 D'CLOCK P.M.

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Edward J. Freel, Secretary of State

DATE:

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**AUTHENTICATION:** 

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STATE OF CELAUARE SECRETARY OF STATE DIVISION OF COMPONATIONS FILED 01:00 PM 06/20/1993 931805195 - 2059269 ₹,002 =.I/=

#### RESTATED

## CERTIFICATE OF INCORPORATION

OF

## ADIENCE, INC.

ADIENCE, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

- 1. The name of the Corporation is ADIENCE, INC. The Corporation was originally incorporated under the name ADIENCE EQUITIES, INC. and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on April 12, 1985.
- adopted pursuant to the authority of Section 303 of the General Corporation Law of the State of Delaware. Provision for the making of this Restated Certificate of Incorporation is contained in an order of the United States Bankruptcy Court for the Western District of Pennsylvania having jurisdiction of a proceeding for the reorganization of the Corporation under the Bankruptcy Code.
- J. Pursuant to Section 303 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Certificate of Incorporation of the Corporation.
- 4. The text of the Certificate of Incorporation is hereby restated and amended to read in its entirety as follows:

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PIRST: The name of the Corporation is ADIENCE, INC.

SECOND: The registered office of the Corporation within the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The nature of the business and the purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is Twenty Million (20,000,000) shares of common stock with a par value of \$.01 per share. The Corporation is prohibited from issuing non-voting stock or equity securities.

right The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

- (1) Election of directors need not be by written ballot unless the By-Laws so provide.
- (2) The Board of Directors shall have the power without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the By-laws of the Corporation.
- proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of the General Corporation Law of the State of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the General Corporation Law of the State of Delaware order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court

directs. If a majority, in number representing three-fourths in value of the creditors or class of creditors, and or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganisation of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

SIXTH: In all elections of the Corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for this Article sixth) he or she would be entitled to cast for the election of directors with respect to his or her shares multiplied by the number of directors to be elected, and he or she may cast ally of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he or she may see fit.

SEVENTH: (1) To the fullest extent that the law of the State of Delaware, as the same exists or may hereafter be amended, permits elimination of the personal liability of directors, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Article Seventh is in effect, and each such director shall be deemed to be serving as such in reliance on the provisions of this Article Seventh. Any amendment or repeal of this Article Seventh or adoption of any By-Law of the Corporation or other provision of the Certificate of Incorporation of the Corporation which has the affect of increasing director liability shall operate prospectively only, and shall not affect any action taken, or any failure to act, by a director of the Corporation prior to such amendment, repeal, By-Law or other provision becoming effective.

FIGHTH: (1) Except as prohibited by law, every director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against all expenses and liability (as those terms are defined

below in this Paragraph (1)) incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the Corporation or otherwise, in which such person may be involved, as a party or otherwise, by reason of such person being or having been a director or officer of the Corporation or of a subsidiary of the Corporation or by reason of the fact that such person is or was serving at the request of the Corporation as a "director, officer, employee, fiduciary representative of another corporation, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding hereinafter being referred to as "Action"); provided, however, that no such right to indemnification shall exist with respect to an Action brought by an indemnitee (as defined below) against the Corporation (an "Indemnited Action") except as provided in the last sentence of this Paragraph (1). Persons who are not directors or officers of Corporation may be similarly indemnified in respect of service to the Corporation or to another such entity at the request of the Corporation to the extent the Board of Directors of the Corporation at any time designates any of such persons as entitled to the benefits of this Article Eighth. As used in this Article Eighth, "indemnitee" shall include each director and officer of the Corporation and each other person designated by the Board of Directors of the Corporation as entitled to the benefits of this Paragraph (1); "expenses" means all expenses actually and reasonably incurred, including fees and expenses of counsel selected by an indemnitee; and "liability" means all liability incurred, including the amounts of any judgments, excise taxes, fines or penalties and any amounts paid in settlement. An indemnitee shall be entitled to be indemnified pursuant to this Paragraph (1) against expenses incurred in connection with an Indomnitee Action only if (1) the Indomnity Action is instituted under Paragraph (3) of this Article Eighth and the indemnitee is successful in whole or in part in such Indennites Action, (ii) the indemnitee is successful in whole or in part in another Indemnitee Action for which expenses are claimed or (iii) the indemnification for expenses is included in a settlement of, or is awarded by a court in, such other Indemnitee Action.

(2) Every indemnitee shall be entitled as of right to have the expenses of the indemnitee in defending any Action or in bringing and pursuing any Indemnitee Action under Paragraph (3) of this Article Eighth paid in advance by the Corporation prior to final disposition of

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the Action or Indemnitee Action provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for the expenses.

- (3) If a written claim for indemnification under Paragraph (1) of this Article Eighth or for advancement of expenses under Paragraph (2) of this Article Eighth is not paid in full by the Corporation within 30 days after the claim has been received by the Corporation, the indemnited may at any time thereafter bring an Indemnitee Action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnites shall also be entitled to be paid the expense of bringing and pursuing such Indemnites Action. The only defense to an Indemnites Action to recover on a claim for indemnification under Paragraph (1) of this Article Eighth shall be that the conduct of the indemnites was usuch is that punder ypelaware law the Corporation is prohibited from indemnifying the indemnites for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel and stockholders) to have made a determination prior to the commencement of such Indemnitee Action that indemnification of the indemnitee is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or stockholders) that the conduct of the indemnitee was such that indemnification is prohibited by Delaware law, shall be a defense to such Indemnitee Action or create a presumption that the conduct of the indemnitee was such that indemnification is prohibited by Delaware law. The only defense to an Indemnitee Action to recover on a claim for advancement of expenses under Paragraph (2) of this Article Eighth shall be failure by the indemnites to provide the undertaking required by Paragraph (2) of this Article Eighth.
- (4) The Corporation may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of all sums required to be paid by the Corporation to effect indemnification as provided in this Article Eighth. The Corporation may purchase and maintain insurance to protect itself and any indemnitee against any expenses or liability incurred by the indemnitee in connection with any Action, whether or not the Corporation would have the power to indemnify the

indemnitee against the expenses or liability by law or under the provisions of this Article Eighth.

- (5) The rights to indemnification advancement of expenses provided for in this Article Eighth shall (i) not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any indemnitee may be entitled under any agreement, provision in the Certificate of Incorporation or By-Lavs of the Corporation, vote of stockholders or disinterested directors or otherwise, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Article Eighth is in effect (and each such indemnitee shall be deemed to be so serving in teliance on the provisions of this Article Eighth), (iii) continue as to each indemnitee who has ceased to have the status pursuant to which the indemnited was entitled or was denominated as entitled to indemnification under this Article Eighth and shall inure to the benefit of the hoirs and legal representatives of such indemnites and (iv) be applicable to Actions commenced after this Article Eighth becomes effective, whether arising from acts or omissions occurring before or after this Article Eighth becomes effective. amendment or repeal of this Article Eighth or adoption of any By-Law of the Corporation or other provision of the Certificate of Incorporation of the Corporation which has the effect of limiting in any way the rights to indemnification or advancement of expenses provided for in this Article Eighth shall operate prospectively only and shall not affect any action taken, or any failure to act, by an indemnitee prior to such amendment, repeal, By-Law or other provision becoming effective.
- provision of this Article Eighth to indemnification by the Corporation for some or a portion of the expenses or liabilities incurred by the indemnitee in the preparation, investigation, defense, appeal or settlement of any Action or Indemnitee Action but not, however, for the total amount thereof, the Corporation shall indemnify the indemnitee for the portion of such expenses or liabilities to which the indemnitee is entitled.

IN WITNESS WHEREOF, this Rostated Certificate of Incorporation has been signed under the seal of the Corporation this 28th day of June 1993.

ADIENCE, INC

By 1

Stophen M. Grimshaw Vice Prosident-Finance

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Attest:

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Charles C. Toric Assistant Secretary

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