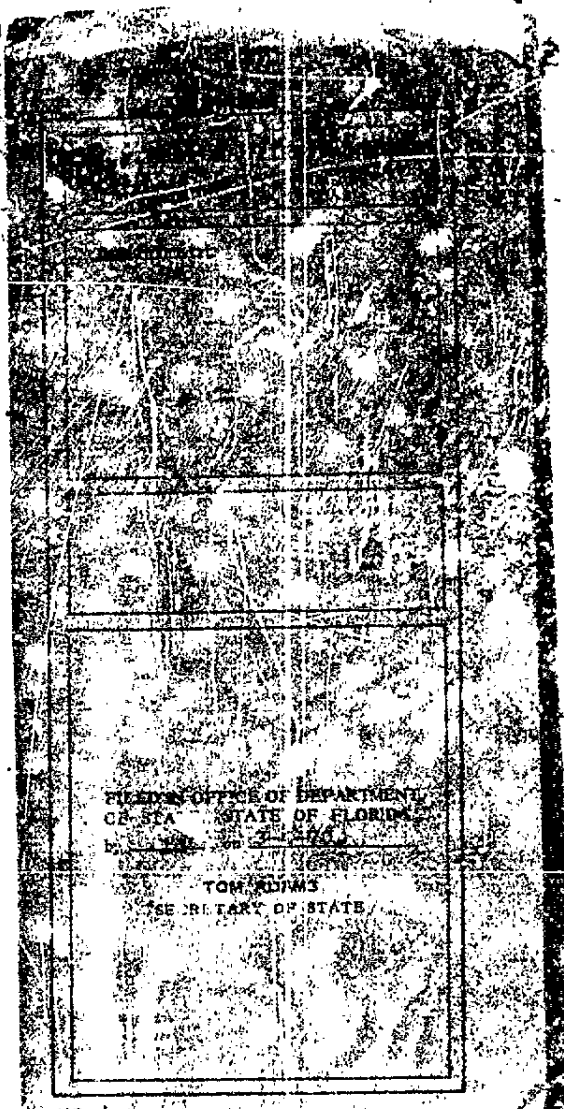


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Amendment
Filed 3-4-70

16 pgs.



FIELD OFFICE OF DEPARTMENT
OF STATE STATE OF FLORIDA

TOM ADAMS
SECRETARY OF STATE

corp-1



TOM ADAMS
SECRETARY OF STATE

Secretary of State

March 5, 1970

The Firestone Tire &
Rubber Company
Akron,
Ohio 44317

Gentlemen:

Subject: FIRESTONE TIRE & RUBBER COMPANY

This will acknowledge receipt of the following documents for the above captioned corporation:

- 1. Check in the amount of \$10.
- 2. Articles of Incorporation
- 3. Amendment to Articles of Incorporation
- 4. Articles of Merger or Consolidation
- 5. Certificate of Withdrawal received and filed
- 6. Limited Partnership

Enclosed please find:

- Invoice No. _____ in the amount of \$ _____
- Resident Agent Form (to be completed and returned for filing).
- 3. Certified copy(s)
- 4. Certificate Under Seal
- 5. Photocopy(s)
- A refund of \$ _____ will be forwarded later
- 7. Enclosures or details of filing:

Filed: March 4, 1970

Sincerely,

TOM ADAMS
Secretary of State

By
Roy L. Allen, Chief
Bureau of Corporation Records

RLA,ld

Enclosure(s)

corp-2
12-15-69

State of Florida

Secretary of State



I, Tom Adams, Secretary of State of the State of Florida,
do hereby certify that I have on this day filed in this office duly authenti-
cated copy of Certificate of Amendment to Certificate of Incorporation of

THE FIRESTONE TIRE & RUBBER COMPANY

a corporation organized and existing under the Laws of the State of

OHIO

Given under my hand and the Great Seal of the
State of Florida, at Tallahassee, the Capital,
this the 4th day of March
A.D. 1970.

Secretary of State

The Firestone Tire & Rubber Company

HARVEY S. FIRESTONE · FOUNDER
AKRON, OHIO 44317

March 2, 1970

FILED
MAR 4 10 22 AM '70
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State of Florida
Tallahassee
Florida 32304

Dear Sir:

Enclosed herewith is a Certificate of Adoption of Amendment to Article Third and Article Fourth of Amended Articles of Incorporation of The Firestone Tire & Rubber Company, an Ohio corporation, filed with and duly certified by the Secretary of the State of Ohio. - 42700 ****10.00

We also enclose our check in the amount of \$10.00 to cover the filing fee. If there are any additional fees due, please advise.

Kindly acknowledge receipt of the enclosures and confirm that the above amendments to the Amended Articles of Incorporation of this Company have been duly filed with your office.

Very truly yours,

Robert E. Mohler
Robert E. Mohler
Assistant Counsel

REM:sj
Enc.

C. TAX	
FILING	10.00
C. COPY	
R. F. FEE	
NOTARY	
SALES	
TOTAL	10.00
STATE COLLECT	
NO. 0	

Blain
Amund
FOREIGN SECTION

Firestone

Your Symbol
of Quality
and Service

CERTIFICATE OF ADOPTION
OF
AMENDMENT TO ARTICLE THIRD
AND
ARTICLE FOURTH
OF
AMENDED ARTICLES OF INCORPORATION
OF
THE FIRESTONE TIRE & RUBBER COMPANY

FILED
MAY 4 10 22 AM '70
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Robert D. Thomas, President, and John F. Floberg, Secretary, of The Firestone Tire & Rubber Company, an Ohio corporation with its principal office located at Akron, Ohio, do hereby certify that a meeting of the holders of the shares of The Firestone Tire & Rubber Company entitled to be voted on the proposals before said meeting to amend Article Third and Article Fourth of the Amended Articles of Incorporation of The Firestone Tire & Rubber Company, as contained in the following resolutions, was duly called for such purposes and held on January 17, 1970, at which meeting a quorum was present in person or by proxy, and that by the affirmative vote of the shareholders entitled under the Amended Articles of Incorporation to exercise at least two-thirds of the voting power of The Firestone Tire & Rubber Company on each of such proposals, the following resolutions were adopted:

I

RESOLVED, That there be substituted for
Article Third of the Company's Amended

Articles of Incorporation a new Article Third, the text of which is identical with that set forth in Exhibit B to the proxy statement mailed to the stockholders on December 16, 1969; and further

RESOLVED, That unless the holders of 5% or more of the shares of the Company's common stock which were outstanding on November 28, 1969 duly demand appraisal of their shares within the time provided in Section 1701.85 of the Ohio General Corporation Law, the

proper officers of the Company are authorized and directed to take all necessary action to make such amendment effective; and further


RESOLVED, That if the holders of 5% or more of the shares of the Company's common stock which were outstanding on November 28, 1969 duly demand appraisal of their shares within the time provided in Section 1701.85 of the Ohio General Corporation Law, the amendment set forth in Exhibit B to the aforementioned proxy statement shall be null and void, and the text of Article Third of the Company's Amended Articles of Incorporation shall continue to be the same as it was on January 16, 1970.

II

RESOLVED, That Article Fourth of the Amended Articles of Incorporation of the Company be amended so that the full text thereof is identical with that set forth in Exhibit C to the proxy statement mailed to the stockholders on December 16, 1969, and that the proper officers of the Company take all necessary and prompt action to make such amendment effective.

Robert D. Thomas, President, and John F. Floberg, Secretary, of The Firestone Tire & Rubber Company, an Ohio corporation, also hereby certify that the attached exhibits are true and correct copies of the amendment to Article Third and of the amendment to Article Fourth of the Amended Articles of Incorporation of The Firestone Tire & Rubber Company as set forth as Exhibit B and Exhibit C, respectively, to the proxy statement mailed to the stockholders on December 16, 1969 and as adopted at the said meeting of shareholders of The Firestone Tire & Rubber Company held on January 17, 1970.

IN WITNESS WHEREOF, said Robert D. Thomas, President, and John F. Floberg, Secretary, of The Firestone Tire & Rubber Company, have hereunto subscribed their names this 12th day of February, 1970.


Robert D. Thomas


John F. Floberg

EXHIBIT B

THIRD: The Company is formed for the following purposes:

A. To make, manufacture, produce, prepare, acquire, develop, experiment with, hold, use, buy, sell, lease, mortgage, pledge, exchange, assign and transfer or otherwise dispose of, import, export, and trade and deal in and with commodities, minerals, products of all kinds, and property and services of every kind and description.

B. To enter into, assist, promote, conduct, perform or participate in, every kind of enterprise, business, or work, contract, undertaking, venture, or operation, and to conduct in any lawful manner the whole or any part of such business; to purchase or otherwise acquire, deal in and with, take over, hold, develop, turn to account, sell, liquidate, or otherwise dispose of real estate, fixtures, personal property, rights, franchises, patents, trademarks, trade names, capital stock, bonds, debentures, acceptances, notes, obligations, bills of exchange, and securities.

C. To carry out, to the same extent as natural persons might or could do, all or any part of the business of the Company, without restriction as to territory or limit as to amount, either directly or indirectly through other corporations or associations in which the Company may have an interest, and either as principal, factor, agent, contractor or otherwise, and either alone or in connection with any person, firm, association or corporation.

D. In general, to carry on any other lawful business whatsoever in connection with the business of the Company or which is calculated directly or indirectly to promote the interest of the Company or to enhance the value of its properties, and to have and exercise all rights, powers and privileges which are now or may hereafter be conferred upon corporations by the laws of the State of Ohio.

E. The purposes specified in this Article shall be construed as powers as well as purposes and nothing herein contained shall be construed to limit or restrict in any way any of the powers, rights, privileges and authority granted by the laws of the State of Ohio now or hereafter in force.

EXHIBIT B

THIRD: The Company is formed for the following purposes:

A. To make, manufacture, produce, prepare, acquire, develop, experiment with, hold, use, buy, sell, lease, mortgage, pledge, exchange, assign and transfer or otherwise dispose of, import, export, and trade and deal in and with commodities, minerals, products of all kinds, and property and services of every kind and description.

B. To enter into, assist, promote, conduct, perform or participate in, every kind of enterprise, business, or work, contract, undertaking, venture, or operation, and to conduct in any lawful manner the whole or any part of such business; to purchase or otherwise acquire, deal in and with, take over, hold, develop, turn to account, sell, liquidate, or otherwise dispose of real estate, fixtures, personal property, rights, franchises, patents, trademarks, trade names, capital stock, bonds, debentures, acceptances, notes, obligations, bills of exchange, and securities.

C. To carry out, to the same extent as natural persons might or could do, all or any part of the business of the Company, without restriction as to territory or limit as to amount, either directly or indirectly through other corporations or associations in which the Company may have an interest, and either as principal, factor, agent, contractor or otherwise, and either alone or in connection with any person, firm, association or corporation.

D. In general, to carry on any other lawful business whatsoever in connection with the business of the Company or which is calculated directly or indirectly to promote the interest of the Company or to enhance the value of its properties, and to have and exercise all rights, powers and privileges which are now or may hereafter be conferred upon corporations by the laws of the State of Ohio.

E. The purposes specified in this Article shall be construed as powers as well as purposes and nothing herein contained shall be construed to limit or restrict in any way any of the powers, rights, privileges and authority granted by the laws of the State of Ohio now or hereafter in force.

EXHIBIT C

FOURTH: Section 1. The authorized number of shares of the Company is 70,000,000 shares, classified as follows: 10,000,000 shares of Serial Preferred Stock having a par value of \$1.00 per share, and 60,000,000 shares of Common Stock, without par value.

Section 2. No holder of any capital stock of the Company of any class or series shall have any pre-emptive or preferential right to purchase or subscribe to any stock of any class or series of the Company, or to any bonds, debentures or other securities or obligations convertible into stock of any class or series of the Company or carrying any right to purchase stock of any class or series of the Company.

Section 3. Subject to any limitation or restriction contained in the express terms of any class or series of the capital stock of the Company, the Board of Directors of the Company may from time to time authorize the purchase of shares of its capital stock of any class.

Section 4. The express terms and provisions of the Serial Preferred Stock of the Company are as follows:

A. The Serial Preferred Stock may be issued from time to time in one or more series. All shares of Serial Preferred Stock shall be of equal rank and shall be identical, except in respect of the matters that may be fixed by the Board of Directors as hereinafter provided, and each share of each series shall be identical with all other shares of such series, except as to the date from which dividends are cumulative. Subject to the provisions of Paragraphs B to F, both inclusive, of this Section 4, which provisions shall apply to all Serial Preferred Stock, the Board of Directors hereby is authorized to cause such shares to be issued in one or more series and with respect to each such series prior to the issuance thereof to fix or change:

- (i) The designation of the series, which may be by distinguishing number, letter or title.
- (ii) The number of shares of the series, which number the Board of Directors may (except where otherwise provided in the creation of the series) increase or decrease (but not below the number of shares thereof then outstanding).
- (iii) The annual dividend rate of the series.
- (iv) The dates at which dividends, if declared, shall be payable, and the dates from which dividends shall be cumulative.
- (v) The redemption rights and price or prices, if any, for shares of the series.
- (vi) The terms and amount of any sinking fund provided for the purchase or redemption of shares of the series.
- (vii) The amounts payable on shares of the series in the event of voluntary or involuntary liquidation of the Company.

(viii) Whether the shares of the series shall be convertible into Common Stock or shares of any other series or a combination of the foregoing, and, if so, the conversion price or prices and rate or rates, any adjustments thereof, and all other terms and conditions upon which such conversion may be made.

(ix) Restrictions on the issuance of shares of the same series or of any other class or series.

(x) Such other provisions as may now or hereafter be fixed by the Board of Directors pursuant to Ohio law.

The Board of Directors is authorized to adopt from time to time amendments to the Articles of Incorporation fixing, with respect to each such series, the matters described in clauses (i) to (x), both inclusive, of this Paragraph A.

B. (1) The holders of shares of Serial Preferred Stock of each series, in preference to the holders of Common Stock and any other class of shares ranking junior to the Serial Preferred Stock, shall be entitled to receive, when and as declared by the Board of Directors, dividends in cash at the rate per annum fixed for such series, payable quarterly on the dates fixed for such series. Such dividends shall be cumulative, in the case of shares of each particular series, from and after the date or dates fixed with respect to such series; provided, that the amount of the first dividend payable with respect to shares of any particular series may be fixed by the Board of Directors at an amount different from the amount of the dividend payable thereafter and shall be cumulative only as to the amount so fixed. No dividend shall be declared and paid or a sum sufficient for payment thereof set apart on the Serial Preferred Stock of any series for any dividend period unless dividends in full have been or are contemporaneously declared and paid or a sum sufficient for payment thereof set apart on the outstanding Serial Preferred Stock of all series, for all the dividend periods terminating on the same or an earlier date. Accumulations of dividends shall not bear interest.

(2) In no event so long as any Serial Preferred Stock shall be outstanding shall any dividends, except payable in Common Stock or other shares ranking junior to the Serial Preferred Stock, be paid or declared or any distribution be made except as aforesaid on the Common Stock or any other shares ranking junior to the Serial Preferred Stock, nor shall any Common Stock or any other shares ranking junior to the Serial Preferred Stock be purchased, retired or otherwise acquired by the Company unless (i) all accrued and unpaid dividends on Serial Preferred Stock, including the full dividends for the current quarterly dividend period, shall have been declared and paid or a sum sufficient for payment thereof set apart; and (ii) there shall be no arrearages with respect to the redemption of Serial Preferred Stock of any series from any sinking fund provided for shares of such series in accordance with the provision of Paragraph A of this Section 4.

C. (1) Subject to the express terms of each series, the Company may from time to time redeem all or any part of the Serial Preferred Stock of any series at the time outstanding (i) at the option of the Board of Directors at the applicable redemption price for such series fixed in accordance with the provisions of Paragraph A of this Section 4, or (ii) in fulfillment of the requirements of any sinking fund provided for shares of such series at the applicable sinking fund redemption price, fixed in accordance with the provisions of Paragraph A of this Section 4, together in each case with accrued and unpaid dividends to the redemption date.

(2) Notice of every such redemption shall be mailed, postage prepaid, to the holders of record of the Serial Preferred Stock to be redeemed at their respective addresses then appearing on the books of the Company not fewer than thirty (30) days nor more than sixty (60) days prior to the date fixed for such redemption. At any time before or after notice has been given as above provided, the Company may deposit the aggregate redemption price of the shares of Serial Preferred Stock to be redeemed with any bank or trust company within or without the State of Ohio having capital and surplus of more than Five Million Dollars (\$5,000,000), named in such notice, directed to be paid to the respective holders of the shares of Serial Preferred Stock so to be redeemed, in amount equal to the redemption price of all shares of Serial Preferred Stock so to be redeemed, on surrender of the stock certificate or certificates held by such holders, and upon the making of such deposit such holders shall cease to be shareholders with respect to such shares, and after such notice shall have been given and such deposit shall have been made such holders shall have no interest in or claim against the Company with respect to such shares except only to receive such money from such bank or trust company without interest or the right to exercise, before the redemption date, any unexpired privileges of conversion. In case less than all of the outstanding shares of Serial Preferred Stock are to be redeemed, the Company shall select by lot the shares so to be redeemed in such manner as shall be prescribed by its Board of Directors.

(3) If the holders of shares of Serial Preferred Stock which shall have been called for redemption shall not, within five (5) years after such deposit, claim the amount deposited for the redemption thereof, any such bank or trust company shall, upon demand, pay over to the Company such unclaimed amounts and thereupon such bank or trust company and the Company shall be relieved of all responsibility in respect thereof and to such holders.

D. (1) The holders of Serial Preferred Stock of all outstanding series shall, in case of voluntary or involuntary liquidation, dissolution or winding-up of the affairs of the Company, be entitled to receive in full out of the assets of the Company, including its capital, before any amount shall be paid or distributed among the holders of the Common Stock or any other shares ranking junior to the Serial Preferred Stock the amounts fixed with respect to the shares of each series in accordance with Paragraph A of this Section 4, plus an amount equal to all dividends accrued and unpaid thereon whether or not such dividends shall have been earned or declared

to the date of payment of the amount due pursuant to such liquidation, dissolution or winding-up of the affairs of the Company. In case the assets of the Company legally available therefor are insufficient to permit the payment upon all outstanding shares of Serial Preferred Stock of the full preferential amount to which they are respectively entitled, then such assets shall be distributed ratably upon outstanding shares of Serial Preferred Stock in proportion to the full preferential amount to which each such share is entitled.

(2) After payment to holders of Serial Preferred Stock of the full preferential amounts as aforesaid, holders of Serial Preferred Stock as such shall have no right or claim to any of the remaining assets of the Company.

(3) The merger or consolidation of the Company into or with any other corporation, or the merger of any other corporation into it, or the sale, lease or conveyance of all or substantially all the property or business of the Company, shall not be deemed to be a dissolution, liquidation or winding-up, voluntary or involuntary, for the purposes of this Paragraph D.

E. (1) The holders of Serial Preferred Stock shall be entitled to one vote for each share, and, except as otherwise provided herein or required by law, the holders of Serial Preferred Stock and the holders of Common Stock shall vote together as one class on all matters.

(2) If, and so often as, the Company shall be in default in the payment of six (6) full quarterly dividends on any series of Serial Preferred Stock at the time outstanding, whether or not earned or declared, the holders of Serial Preferred Stock of all series, voting separately as a class and in addition to all other rights to vote for directors, shall be entitled to elect, as herein provided, two (2) members of the Board of Directors of the Company; provided, however, that the holders of shares of Serial Preferred Stock shall not have or exercise such special class voting rights except at meetings of the shareholders for the election of directors at which the holders of not less than thirty-five per cent (35%) of the outstanding shares of Serial Preferred Stock of all series then outstanding are present in person or by proxy; and provided further that the special class voting rights provided for herein when the same shall have become vested shall remain so vested until all accrued and unpaid dividends on the Serial Preferred Stock of all series then outstanding shall have been paid, whereupon the holders of Serial Preferred Stock shall be divested of their special class voting rights in respect of subsequent elections of directors, subject to the re-vesting of such special class voting rights in the event hereinabove specified in this paragraph.

(3) In the event of default, entitling the holders of Serial Preferred Stock to elect two (2) directors as above specified, a special meeting of the shareholders for the purpose of electing such directors shall be called by the Secretary of the Company upon written request of, or may be called by, the holders of record of at least ten per cent (10%) of the shares of Serial Preferred Stock of all series at the time outstanding, and notice thereof shall be given in the same manner as that required for the annual meeting of stockholders; provided, however, that the Company

shall not be required to call such special meeting if the annual meeting of stockholders shall be held within ninety (90) days after the date of receipt of the foregoing written request from the holders of Serial Preferred Stock. At any meeting at which the holders of Serial Preferred Stock shall be entitled to elect directors, the holders of thirty-five per cent (35%) of the then outstanding shares of Serial Preferred Stock of all series, present in person or by proxy, shall be sufficient to constitute a quorum, and the vote of the holders of a majority of such shares so present at any such meeting at which there shall be such a quorum shall be sufficient to elect the members of the Board of Directors which the holders of Serial Preferred Stock are entitled to elect as hereinabove provided.

F. The vote or consent of the holders of at least two-thirds of the shares of Serial Preferred Stock at the time outstanding, given in person or by proxy either in writing or at a meeting called for the purpose at which the holders of Serial Preferred Stock shall vote separately as a class, shall be necessary to effect any amendment, alteration or repeal of any of the provisions of the Articles of Incorporation or Regulations of the Company which changes the express terms or adds express terms of the Serial Preferred Stock in any manner substantially prejudicial to the holders thereof.

G. (Reserved for the provisions of any future issue or issues of Serial Preferred Stock.)

Section 5. The Common Stock shall be subject to the express terms of the Serial Preferred Stock and any series thereof. Each share of Common Stock shall be equal to every other share of Common Stock. The holders of shares of Common Stock shall be entitled to one vote for each share of such stock upon all matters presented to the shareholders.

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

I, **TED W. BROWN,**
Secretary of State of the State of Ohio, do hereby certify that the foregoing is an
exemplified copy, carefully compared by me with the original record now in my official
custody as Secretary of State, and found to be true and correct, of the

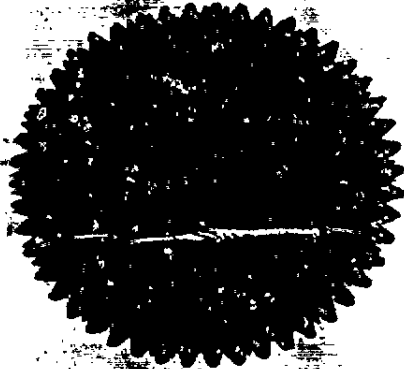
Certificate of Amendment to Article Third and Article

Fourth of Amended Articles of Incorporation of

THE FIRESTONE TIRE & RUBBER COMPANY

filed in this office on the 17th day of February, A.D. 1970
and recorded on (tax) Roll of Columbus B663, Page 823 of
the Records of Incorporations.

FILED
FEB 20 1970
OHIO



WITNESS my hand and official seal at
Columbus, Ohio, this 20th day
of February, A.D. 1970

Ted W. Brown

TED W. BROWN
Secretary of State