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Amendment

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The TruStone Tire
& Rubber Company

Amendment
to Charter

FILED IN OFFICE SECRETARY
OF STATE OF THE STATE OF
FLORIDA, THIS 19th DAY OF
March A. D. 1945

R. A. GRAY,
SECRETARY OF STATE

Recorded in Book 16
Page 327
Date March 19, 1945
SECRETARY OF STATE

March 19th 1945

Mr. Henry S. Brainard, Assistant Counsel
The Firestone Tire & Rubber Company
Akron, Ohio

Dear Mr. Brainard:

I enclose herewith Certificate showing Certificate of Amended Articles of Incorporation of THE FIRESTONE TIRE & RUBBER COMPANY has been duly filed in this office in accordance with Law.

Receipt for \$2.00 showing the payment of the filing fee is also enclosed.

Cordially yours,

Secretary of State.

MS
Enc.

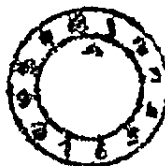


FACTORY AND GENERAL OFFICES
FIRESTONE PARK
AKRON, OHIO

HARVEY S. FIRESTONE
FOUNDER

AKRON, OHIO
MARCH 14
1945

MAR 19 1945



Secretary of State
Tallahassee, Florida

Dear Sir:

I enclose for filing a certified copy of the Amended Articles of Incorporation of The Firestone Tire & Rubber Company as adopted at the annual meeting of stockholders on January 13, 1945, and recorded in the office of the Secretary of State of Ohio on January 15, 1945.

Said Amended Articles contain no changes of substance and are merely the consolidation of theretofore existing provisions, brought up-to-date. Please note that in Article Fourth the number of shares authorized to be outstanding is identical with the authority existing at the time of the meeting. Article Fifth reflects the issued and outstanding stock of the Company, being the "amount of its stated capital at the time of adopting the Amended Articles", as required by Section 8623-15 (6) of the General Code of Ohio. In short, these Amended Articles supersede and take the place of all preexisting articles and amendments.

Enclosed is check for \$2.00 to cover your fee. Please advise the date these Amended Articles are filed in your office.

Very truly yours,

Harry S. Brainard,
Assistant Counsel.

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HSB:359

CERTIFICATE
OF
AMENDED ARTICLES OF INCORPORATION
OF
THE FIRESTONE TIRE & RUBBER COMPANY

JANUARY, 1945

(Conformed copy, including copy of exemplification dated January 11, 1945,
by the Secretary of State of the State of Ohio)

CERTIFICATE OF
AMENDED ARTICLES OF INCORPORATION
of
THE FIRESTONE TIRE & RUBBER COMPANY

HARVEY S. FIRESTONE, JR., President, and HARVEY H. HOLLINGER, 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 said corporation entitling them to vote on the proposal to adopt the Amended Articles as contained in the following resolution was duly called and held on the 13th day of January, 1945, at which meeting a quorum of such shareholders was present in person or by proxy, and that by the affirmative vote of the holders of shares entitled under the articles to exercise a majority of the voting power of the corporation on such proposal the following resolution was adopted:

RESOLVED, That the following Amended Articles of Incorporation be and the same are hereby adopted to supersede and take the place of the existing Amended Articles of Incorporation and all amendments thereto:

AMENDED ARTICLES OF INCORPORATION
of
THE FIRESTONE TIRE & RUBBER COMPANY

FIRST: The name of the corporation is

THE FIRESTONE TIRE & RUBBER COMPANY

SECOND: The place in the State of Ohio where its principal office is located is the City of Akron, Summit County.

THIRD: The Corporation is formed for the following purposes:

(1) To make, manufacture, produce, prepare, acquire, develop, experiment with, hold, use, buy, sell, import, export and trade and deal in and with any and all of the following: rubber, cotton, rayon, plastics, synthetics, chemicals, metals, and petroleum, and products made in whole or in part from any one or more of said materials, including, without limiting the generality of the foregoing, all types of tires and tubes, automotive accessories, parts and equipment, mechanical rubber goods, aircraft, and aircraft accessories, parts and equipment; and to establish and operate service stations, stores, agencies, and other outlets and to acquire and sell through such stations, stores, agencies and outlets or by other methods any goods, wares and merchandise produced by the Corporation or by others.

(2) To carry out, to the same extent as natural persons might or could do, all or any part of the business of the Corporation, without restriction as to territory or limit as to amount, either directly or indirectly through other corporations or associations in which the Corporation 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.

(3) In general, to carry on any other lawful business whatsoever in connection with the business of the Corporation or which is calculated directly or indirectly to promote the

interest of the Corporation 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.

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.

FOURTH: The maximum number of shares which the Company is authorized to have outstanding is 4,088,000 shares classified as follows:

588,000 shares of Preferred Stock (Cumulative) with the par value of \$100.00 per share, aggregating in par value \$58,800,000.

3,500,000 shares of Common Stock with the par value of \$25.00 per share, aggregating in par value \$87,500,000.

The respective terms and provisions of the Preferred Stock (Cumulative) and the Common Stock of the Company are as follows:

I. The Preferred Stock (Cumulative) (hereinafter sometimes referred to for convenience as 'Series Stock') may be issued in one or more series, and the Board of Directors is hereby authorized, within the limitations hereinafter set forth, in respect of any unissued shares of the Series Stock to fix the division of such shares into series, and, with respect to each series, to fix (i) the designation and number of shares, (ii) the dividend rate, (iii) the dates of payment of quarterly dividends, (iv) the amount (hereinafter referred to as the 'General Redemption Price') payable upon the redemption of shares otherwise than by or through a retirement or sinking fund, (v) the retirement or sinking fund requirements (if any), (vi) the amount (hereinafter sometimes referred to as the 'Retirement Fund Redemption Price') (if any) payable upon redemption by or through a retirement or sinking fund, (vii) the amount (hereinafter sometimes referred to as the 'Voluntary Liquidation Price') payable upon voluntary dissolution, liquidation or winding-up of the Company and (viii) the terms, if any, for the conversion of shares of any series into, or the exchange thereof for, shares of any other class or classes of the Company; *provided*, that the dividend rate for the shares of any series shall not be fixed at more than 7% per annum and the General Redemption Price, the Retirement Fund Redemption Price, or the Voluntary Liquidation Price shall not be fixed at more than 115% of the par value of such shares. The Board of Directors is hereby expressly authorized to adopt amendments to the Amended Articles of Incorporation of the Company to provide for any and all of the foregoing purposes and to file such amendments in the office of the Secretary of State of Ohio.

II. The holders of shares of Series Stock of each series shall be entitled to receive, when and as declared by the Board of Directors, dividends at the respective rates per annum fixed for the shares of the respective series payable quarterly on such dates as shall be fixed by the Board of Directors pursuant to the provisions of paragraph I hereof; which dividends shall be cumulative as to each share from the quarterly dividend date next preceding the date of issue thereof, or from the date of issue if that be a quarterly dividend date, and shall be payable quarterly on the quarterly dividend dates to the shareholders of record on such day preceding the respective quarterly dividend date as the Board of Directors shall determine; *provided*, that the amount of the first quarterly dividend payable with respect to shares of any particular series may be fixed by the Board of Directors at less than the amount of a full quarterly dividend and shall be cumulative only as to the amount so fixed.

If for any quarterly dividend period or periods dividends shall not have been paid or

declared and set apart for payment upon all outstanding shares of Series Stock at the rates determined for the respective series, the deficiency shall be fully paid or declared and set apart for payment before any dividends shall be declared or paid upon or set apart for the Common Stock or on any other class of stock at any time ranking junior to the Series Stock with respect to the payment of dividends; provided, however, that dividends in full shall not be declared and set apart for payment or paid on the Series Stock of any series for any quarterly dividend period unless dividends in full have been or are contemporaneously declared and set apart for payment or paid on the outstanding Series Stock of all series, for all the quarterly dividend periods terminating on the same or an earlier date. When stated dividends are not paid in full, the shares of all series of the Series Stock shall share ratably in the payment of dividends, including accumulations, if any, in accordance with the sums which would be payable on said shares if all dividends were declared and paid in full. Accumulations of dividends shall not bear interest.

In no event, so long as any Series Stock shall remain outstanding, shall any dividend ~~whatsoever~~ (other than dividends payable in stock ranking junior to the Series Stock with respect to priority both in payment of dividends and upon dissolution, liquidation or winding-up of the Company) be declared or paid upon nor shall any distribution be made upon, any class of stock of the Company ranking junior to the Series Stock with respect to the payment of dividends, nor shall any shares of any such other class be purchased by the Company or by any Subsidiary (except shares purchased pursuant to a contract with an employee of the Company or of a Subsidiary entered into prior to the first issuance of any shares of Series Stock), nor shall any shares of any such other class be redeemed by the Company, nor shall any moneys be paid or made available for any such purchase or redemption of any shares of any such class of stock, if

(i) Dividends on all outstanding shares of Series Stock for all past quarterly dividend periods shall not have been paid; or

(ii) The Company, during the calendar year immediately preceding the calendar year during which such declaration, payment, distribution, purchase or redemption is made, or moneys paid or made available for such purchase or redemption, shall have failed to set aside for the retirement of Series Stock any amount required to be set aside by the retirement or sinking fund provisions with respect to shares of any series of the Series Stock for such preceding calendar year, and any default in complying with such retirement or sinking fund provisions for previous calendar years shall not have been made good; or

(iii) The aggregate amount of all dividends, distributions, purchases or redemptions on any class of stock ranking junior to the Series Stock with respect to priority either in payment of dividends or upon dissolution, liquidation or winding-up of the Company (including the payment to be then made, but excluding dividends in stock so ranking junior to the Series Stock) made subsequent to the close of the fiscal year next preceding the first issuance of any shares of Series Stock, shall exceed the sum of (A) the Consolidated Net Income of the Company and its Subsidiaries (but after deduction of all dividends and distributions upon the Series Stock) from and after the close of the aforesaid fiscal year, (B) \$3,000,000, and (C) the aggregate net proceeds received by the Company from the issue or sale subsequent to the close of the aforesaid fiscal year of shares of stock of the Company, ranking junior to the Series Stock with respect to priority both in payment of dividends and upon dissolution, liquidation or winding-up of the Company (which net proceeds to the extent they may consist of tangible property rather than cash shall be taken at the fair value of such property as determined by the Board of Directors); or

(iv) Immediately after making such payment, distribution, purchase or redemption, the sum of (A) the par or stated value of all the then outstanding shares of stock of the Company ranking junior to the Series Stock with respect to priority both in payment of dividends and upon dissolution, liquidation or winding-up of the Company and (B) the Consolidated Surplus of the Company and its Subsidiaries, shall be less than 50% of the sum of (C) the Consolidated Funded Indebtedness of the Company and its Subsidiaries, and (D) the par value of all the then outstanding shares of Series Stock.

III. Upon the dissolution, liquidation or winding-up of the Company, the holders of shares of Series Stock of each and every series shall be entitled to receive out of the assets of the Company (whether capital or surplus) the following amounts, but before any payment shall be made on any other class of stock ranking junior to the Series Stock upon dissolution, liquidation or winding-up:

(a) In case of any involuntary dissolution or liquidation or winding-up of the Company, the holder of each share of Series Stock of each series shall be entitled to receive cash in an amount equal to the par value thereof, together with a sum equivalent to all dividends (whether or not earned or declared) on such stock accrued and unpaid thereon to the date of the final distribution to the holders of Series Stock, at the rates fixed for the shares of the different series, respectively; or

(b) In case of any voluntary dissolution or liquidation or winding-up of the Company, the holder of each share of Series Stock of each series shall be entitled to receive cash in an amount equal to such Voluntary Liquidation Price as shall have been fixed by the Board of Directors pursuant to the provisions of paragraph I for shares of the respective series, together with a sum equivalent to all dividends (whether or not earned or declared) on such stock accrued and unpaid thereon to the date of the final distribution to the holders of Series Stock, at the rates fixed for the shares of the different series, respectively.

The sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Company shall be deemed a voluntary dissolution, liquidation or winding-up of the Company for the purposes of this paragraph III, but the merger or consolidation of the Company into or with any other corporation, or the merger of any other corporation into it, shall not be deemed to be a dissolution, liquidation or winding-up, voluntary or involuntary, for the purposes of this paragraph III.

If the assets distributable on such dissolution, liquidation or winding-up, whether voluntary or involuntary, shall be insufficient to permit the payment to holders of Series Stock of the full amounts aforesaid, then said assets shall be distributed among the holders of Series Stock pro rata to the amounts the respective holders of such shares of stock would be entitled upon payment of the full amounts aforesaid. After payment to holders of Series Stock of the full preferential amounts aforesaid, the holders of Series Stock, as such, shall have no right or claim to any of the remaining assets of the Company.

IV. The Company shall have the right to redeem the Series Stock of any series at any time, either in whole or in such portions as from time to time the Board of Directors may determine, at such General Redemption Price as shall have been fixed by the Board of Directors pursuant to the provisions of paragraph I hereof (or if the redemption be for the purpose of complying with requirements of retirement or sinking fund provisions with respect to shares of any series of the Series Stock, then at such Retirement Fund Redemption Price for shares of such series as shall have been fixed by the Board of Directors pursuant to paragraph I hereof) plus in each case an amount equal to accrued and unpaid dividends thereon to the date fixed for redemption (hereinafter referred to as the 'Redemption Date'), whether or not earned or declared (the words 'General Redemption Price' or 'Retirement Fund Redemption Price' wherever hereinafter used in this paragraph IV being deemed to include such amount equal to accrued and unpaid dividends to the Redemption Date). At its election the Company on or prior to the Redemption Date may deposit the aggregate of such General Redemption Price or Retirement Fund Redemption Price, as the case may be, of the shares so to be redeemed with such responsible bank or trust company in the Borough of Manhattan, City and State of New York or in the City of Cleveland, State of Ohio, as may be designated by the Board of Directors, in trust, for payment on and after the Redemption Date to the holders of the Series Stock then to be redeemed. If less than the whole amount of outstanding Series Stock of any particular series shall be redeemed at any time, the shares thereof to be redeemed shall be selected

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by lot or in such other manner as the Board of Directors in its discretion may determine, all as may be prescribed by resolution of the Board of Directors. Notice of any such redemption shall be mailed to each holder of record of the shares of Series Stock so to be redeemed, at his address registered with the Company, not more than sixty days nor less than thirty days prior to the Redemption Date, and, if less than all the shares owned by such shareholder are then to be redeemed, the notice shall specify the number of shares thereof which are to be redeemed. Notice of redemption having been so given, the shares therein designated for redemption shall not be entitled to any dividends which may be declared after the Redemption Date specified in such notice, unless default be made in the payment or deposit of the applicable Redemption Price as herein provided, and, on such Redemption Date or on any date prior thereto on which the deposit herein provided for shall have been made, all rights of the respective holders of the said shares as shareholders of the Company by reason of the ownership of such shares shall cease, except the right to receive the applicable Redemption Price of such shares upon presentation and surrender of their respective certificates representing the said shares (and except, also, the right to receive from the depository on any quarterly dividend date which may intervene between the deposit of money and the Redemption Date, the amount of such quarterly dividend); and such shares shall not after such Redemption Date or date of deposit be deemed to be outstanding. In case less than all the shares represented by any certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

Anything herein contained to the contrary notwithstanding, the payment or deposit as provided in this paragraph IV of the applicable Redemption Price of any shares of Series Stock which may be called for redemption as herein provided shall be in lieu of any and all sums otherwise payable on or with respect to such shares, either as dividends or otherwise; and, upon the said payment or deposit of the applicable Redemption Price thereof, the holders of such shares shall not have any right or claim to receive any other or further sum on account thereof. In order to facilitate the redemption of any shares of Series Stock which may be designated for redemption as provided in this paragraph IV, the Board of Directors shall be authorized to cause the transfer books of the Company to be closed as to the shares of the particular series to be redeemed.

In case the holder of shares of Series Stock which shall have been called for redemption shall not, within ten years after such deposit, claim the amount deposited with respect to the redemption thereof, any such bank or trust company shall, upon demand, pay over to the Company such unclaimed amount and thereupon such bank or trust company shall be relieved of all responsibility in respect thereof to such holder and such holder shall look only to the Company for the payment thereof. Any interest accrued on any funds so deposited shall belong to the Company.

V. Any shares of Series Stock which shall at any time have been redeemed, or which shall at any time have been surrendered for cancellation pursuant to the retirement or sinking fund provisions with respect to any series of the Series Stock, shall be permanently retired and canceled and shall under no circumstances be reissued; and the Company shall, from time to time, take appropriate corporate action to reduce the authorized number of shares of Series Stock of the appropriate series accordingly.

VI. Regardless of any other provision hereof, if at any time the Company shall fail to pay dividends in full on all the then outstanding shares of the Series Stock, thereafter and until dividends in full shall have been paid, or declared and set apart for payment, the Company shall not redeem for any purpose any Series Stock except as a whole, and neither the Company nor any Subsidiary shall purchase any Series Stock except in accordance with a purchase offer made to all holders of the Series Stock upon the same terms for shares of any one series; provided that the Company may apply to the anticipation of the annual requirements.

not yet due, of the retirement or sinking fund provisions with respect to any series of Series Stock, shares of the appropriate series of Series Stock acquired by it prior to such failure and then held by it as treasury shares.

VII. Except as in these Amended Articles of Incorporation or by statute expressly provided, the holders of shares of Series Stock shall have no right to vote for the election of directors or for any other purpose or on any other subject, or to be represented at or to receive notice of any meeting of shareholders.

Whenever

(a) at any time or times dividends on any Series Stock shall be in arrears and unpaid in an aggregate amount equal to or exceeding the amount of the dividends due thereon for one year; or

(b) at any time in any calendar year the Company shall have failed to set apart for the retirement of Series Stock any amount then required by the retirement or sinking fund provisions with respect to shares of any series of Series Stock to be set aside; or

(c) after setting any such amount apart, the Company shall be in default in applying the same in the manner provided in such provisions;

thereafter the holders of shares of Series Stock shall have the right to receive notice of all meetings of shareholders, and at every such meeting the holders of Series Stock shall have voting rights for any and all purposes, each share of Series Stock having for any particular purpose such number of votes (but in no case less than one vote) as shall be equal to the quotient derived from dividing the aggregate number of shares of Series Stock at such time outstanding into the total aggregate number of votes to which the outstanding shares of all other classes of stock ranking junior to the Series Stock with respect to priority either in payment of dividends or upon dissolution, liquidation or winding-up of the Company, and at such time having voting powers for such purpose, may be collectively entitled; and such voting rights shall continue in the Series Stock until all accumulated dividends (if any) on the Series Stock shall have been paid or declared and a sum set apart for the payment thereof, and until all amounts which the Company shall have failed to set apart for, or to apply to, the retirement of any Series Stock as then required by the provisions for a retirement or sinking fund with respect to shares of any series of Series Stock shall have been set apart in full, or, as the case may be, shall have been applied in the manner provided in such other provisions, at which time the Series Stock shall be again excluded from the right to vote and to be represented at and to receive notice of meetings, except as herein or by statute expressly provided. The term of office of all persons who may be directors of the Company at the time when the right to vote for directors shall accrue to the Series Stock, as herein provided, shall terminate pursuant to this paragraph VII upon the election of new directors at a meeting of shareholders, which may be held at any time after the accrual of such voting rights, upon like notice as that required for the annual meeting of shareholders, and which meeting shall be called by the Secretary of the Company upon request of, or may be called by, the holders of record of at least ten per cent (10%) of all of the shares of Series Stock then outstanding. The new directors so elected shall serve until the next annual meeting of shareholders (unless a special meeting of shareholders has been called and held as hereinafter provided) and until their successors are chosen and qualified. When all the accumulated dividends on the Series Stock shall have been paid or declared and a sum set apart for the payment thereof, and when all amounts which the Company shall have failed to set apart for, or to apply to, the retirement of any Series Stock shall have been set apart in full, or, as the case may be, shall have been applied in the manner provided, a special meeting of shareholders shall be called by the Secretary of the Company, upon like notice as that required for the annual meeting of shareholders, upon request of, or may be called by, the holders of record of at least ten per cent (10%) of

the shares of Common Stock of the Company then outstanding, to elect new directors, and upon the election and qualification of such new directors the term of office of the directors then in office shall terminate. The directors elected at the special meeting of shareholders called by or at the request of holders of the Common Stock shall serve until the next annual meeting of shareholders (unless a special meeting of shareholders has been called and held as hereinafore provided) and until their successors are chosen and qualified.

VIII. So long as any of the Series Stock remains outstanding, unless authorized by the affirmative vote of the holders of sixty-six and two-thirds per cent (66 $\frac{2}{3}$ %) of all of the shares of Series Stock then outstanding as a class given at a meeting of which notice shall have been given to the holders of Series Stock:

(a) There shall not be authorized or created any class of stock ranking prior to or on a parity with the Series Stock in payment of dividends or upon dissolution, liquidation, or winding-up of the Company, nor shall the authorized number of shares of Series Stock be increased;

(b) None of the express terms and provisions of paragraphs I to XII inclusive hereof shall at any time be changed, altered, amended or repealed in any way or manner prejudicial to the holders of shares of Series Stock (and, without limiting the generality of the foregoing, any amendment to these Amended Articles of Incorporation which changes the quarterly dividend dates of the Series Stock of any series shall not be deemed in any way or manner prejudicial to the holders of shares of Series Stock); *provided*, that if any such change, alteration, amendment or repeal prejudicial to the holders of Series Stock shall affect only one series of Series Stock, the same shall not be effected unless, in addition to the foregoing vote, the same shall have also been authorized by the affirmative vote of the holders of sixty-six and two-thirds per cent (66 $\frac{2}{3}$ %) of all the shares of the particular series so affected, as a class, given at such meeting;

(c) There shall not be authorized the reorganization involving any recapitalization or reclassification of shares of the Company, or the liquidation, dissolution or winding-up of the Company or the consolidation or merger of the Company or the disposal by sale, exchange, lease or in any other manner of all or substantially all of the property and assets of the Company;

provided, that such vote shall be sufficient authorization, so far as the Series Stock is concerned, for any such action, and, when such action is effected upon such vote, holders of Series Stock dissenting from such action shall not have any right to payment of their shares by reason of this provision.

IX. So long as any of the Series Stock remains outstanding the Company will not issue any additional shares of Series Stock, create, incur or issue any Funded Indebtedness or assume or guarantee any Funded Indebtedness, or permit any Subsidiary to create, incur, issue, assume or guarantee any Funded Indebtedness or to issue any preferred stock (other than Funded Indebtedness or preferred stock issued by a Subsidiary to the Company or to a Wholly-Owned Subsidiary), unless either

(i) immediately upon such issuance, creation, incurrence, assumption, or guarantee, the sum of

(A) the par or stated value of all the then outstanding shares of stock of the Company ranking junior to the Series Stock with respect to priority both in payment of dividends and upon dissolution, liquidation or winding-up of the Company, and

(B) the Consolidated Surplus of the Company and its Subsidiaries,

shall be greater than 50% of the sum of

(C) the Consolidated Funded Indebtedness of the Company and its Subsidiaries, and

(D) the par value of all the then outstanding shares of Series Stock; or

(H) such action has been authorized by the affirmative vote of holders of sixty-six and two-thirds per cent (66 $\frac{2}{3}$ %) of all the shares of Series Stock then outstanding as a class given at a meeting of which notice shall have been given to the holders of Series Stock, *provided*, that such vote shall be sufficient authorization, so far as the Series Stock is concerned, for any such action, and, when such action is effected upon such vote, holders of Series Stock dissenting from such action shall not have any right to payment of their shares by reason of this provision.

X. No holder of Series Stock shall, as such holder, have any preemptive right in or preemptive right to purchase or subscribe to any additional shares of Series Stock, or any shares of any other class of stock, or any bonds, debentures or other securities convertible into shares of stock of any class or series; and each and every holder of Series Stock, by accepting the same, thereby waives and releases any and all preemptive rights which he might otherwise have to purchase any shares of Series Stock or of any other class of stock, or any of the other above mentioned securities, which may at any time be issued by the Company.

XI. The Common Stock shall rank junior to the Series Stock with respect to priority both in payment of dividends and upon dissolution, liquidation or winding-up of the Company.

XII. For the purposes of paragraphs I to XII inclusive hereof

(a) The term 'Subsidiary' shall mean (i) any corporation of which the Company directly or indirectly owns or controls such number of shares of outstanding stock as at the time shall have by the terms thereof ordinary voting power to elect a majority of the Board of Directors of such corporation, irrespective of whether or not at the time stock of any other class or classes of such corporation shall have or might have voting power by reason of the happening of any contingency, and (ii) any corporation of which such number of shares of outstanding stock of the character described in the foregoing clause (i) shall at the time be owned or controlled directly or indirectly by the Company and any Subsidiary as defined in the foregoing clause (i) or by one or more such Subsidiaries.

(b) The term 'Wholly-Owned Subsidiary' shall mean (i) any corporation of which the Company directly or indirectly owns or controls at the time all of the outstanding stock except Directors' qualifying shares having by the terms thereof ordinary voting power to elect the Board of Directors of such corporation, irrespective of whether or not at the time stock of any other class or classes of such corporation shall have voting power by reason of the happening of any contingency, and (ii) any corporation of which all of the outstanding stock of the character described in the foregoing clause (i) shall at the time be owned or controlled directly or indirectly by the Company and any Wholly-Owned Subsidiary as defined in the foregoing clause (i) or by one or more such Wholly-Owned Subsidiaries.

(c) The term 'Consolidated Balance Sheet' shall mean a consolidated balance sheet of the Company and its Subsidiaries prepared in accordance with generally accepted principles of accounting practice; *except* that at the option of the Company there need not be consolidated any Subsidiary which in the judgment of the accountant preparing such consolidated balance sheet is not required to be consolidated in accordance with generally accepted principles of accounting practice.

(d) The term 'Consolidated Surplus of the Company and its Subsidiaries' shall mean the sum of the consolidated earned surplus and capital surplus of the Company and its Subsidiaries determined from the Consolidated Balance Sheet in accordance with generally accepted principles of accounting practice.

(e) The term 'Consolidated Net Income of the Company and its Subsidiaries' shall mean the balance remaining after deducting from the consolidated earnings and other income and profits of the Company and its Subsidiaries all expenses and charges of every proper character, after provision for net profits applicable to preferred shares of Subsidiaries held by others than the Company or to minority interests in Subsidiaries, and after making appropriate provision for inter-company items, all as determined from time to time in accordance with generally accepted principles of accounting practice; *provided*, that there shall not be included in any such determination any profits

or losses of any Subsidiary which, in the judgment of the accountant making such determination, would not be required in accordance with generally accepted principles of accounting practice to be consolidated in a Consolidated Balance Sheet of the Company and its Subsidiaries prepared as of the date of such determination.

(f) The term 'Funded Indebtedness' shall mean all indebtedness, direct or guaranteed, other than indebtedness incurred in the ordinary course of business and maturing by its terms within twelve months from the date of incurring the same; except that there shall not be included in Funded Indebtedness (i) any indebtedness for the payment or redemption of which at maturity or on a redemption date sums shall have been deposited by the Company in trust, or (ii) any liability with respect to advances made under uncompleted contracts with the United States Government or any department or agency thereof.

(g) The term 'Consolidated Funded Indebtedness of the Company and its Subsidiaries' shall mean the sum of the Funded Indebtedness of the Company and its Subsidiaries (after eliminating all inter-company items), the amount of assets applicable to preferred shares of Subsidiaries held by others than the Company or a Wholly-Owned Subsidiary and the amount of assets applicable to minority interests in Subsidiaries, all as determined from the Consolidated Balance Sheet in accordance with generally accepted principles of accounting practice.

For the purposes of any of the provisions of paragraphs I to XII inclusive hereof, shares of Series Stock which shall have been issued and thereafter acquired by the Company and are not then retired or disposed of shall not be deemed to be outstanding.

XIII. Subject to the provisions of paragraph II hereof, the Board of Directors of the Company may from time to time authorize the purchase, out of its surplus, of shares of its Common Stock.

XIV. 450,000 shares out of the total 600,000 shares of Series Stock authorized hereunder shall be issued in a single series and shall be designated as '4½% Series Preferred Stock (Cumulative)'. The terms of the shares of the 4½% Series Preferred Stock (Cumulative), hereinafter sometimes referred to as the '4½% Series', are as follows:

(a) The shares of the 4½% Series shall bear dividends at the rate of 4½% per annum from January 17, 1944, payable quarterly on March 1, June 1, September 1 and December 1 in each year; provided that the amount of the first dividend thereon payable March 1, 1944, shall be \$0.55 a share only.

(b) The General Redemption Price of the 4½% Series payable upon any redemption of shares of the 4½% Series otherwise than by or through the Annual Retirement Fund for shares of the 4½% Series shall be \$105 a share (to be payable, in each case, with an amount equal to accrued and unpaid dividends thereon to the date fixed for redemption).

(c) The Retirement Fund Redemption Price of the 4½% Series payable upon any redemption of shares of the 4½% Series by or through the Annual Retirement Fund hereinafter provided for shall be \$102 per share, plus, in each case, an amount equal to accrued and unpaid dividends thereon to the date fixed for redemption.

(d) The Voluntary Liquidation Price of the shares of the 4½% Series payable upon voluntary dissolution or liquidation or winding-up of the Company, shall be \$105 per share (to be payable, in each case, with a sum equivalent to all dividends—whether or not earned or declared—accrued and unpaid thereon to the date of final distribution).

(e) The shares of the 4½% Series shall be subject to the operation of a retirement fund, as follows:

(i) As and for an Annual Retirement Fund for the 4½% Series, so long as any shares of the 4½% Series shall remain outstanding, the Company shall, on or before October 1 in each calendar year commencing with the calendar year 1944, set aside as an Annual Retirement Fund for the 4½% Series for such calendar year a sum equal to the Retirement Fund Redemption Price at the next succeeding November 15

of 12,000 shares of the 4½% Series (which sum is herein sometimes referred to as the Annual Instalment for the 4½% Series). Prior to October 1 in any calendar year the Company may surrender to the Annual Retirement Fund for the 4½% Series for such particular year (or any subsequent year) and deliver to the Transfer Agent for the shares of the 4½% Series (with written designation of the particular year and Annual Instalment to which such shares are to be applied) shares of the 4½% Series which, after being outstanding, have been purchased by the Company and are held as treasury shares—but the Company shall in no event purchase any shares of the 4½% Series for any purpose at a price (exclusive of brokers' commission and accrued and unpaid dividends thereon not in excess of one quarterly dividend) in excess of \$105 per share—and the Company shall receive as a credit against the Annual Instalment for the 4½% Series for the year so designated a sum equal to the Retirement Fund Redemption Price at November 15 in that year of outstanding shares of the 4½% Series; provided that the Annual Instalment for the 4½% Series for any year may be so anticipated in whole or in part only in the event that all prior Annual Instalments for the 4½% Series and all annual amounts required by the retirement or sinking fund provisions of any other series of Series Stock and deficiencies thereon (if any) shall have been satisfied in full.

(ii) The sum set aside in the Annual Retirement Fund on or before any October 1 as the Annual Instalment for the 4½% Series for that calendar year shall be applied by the Company as follows: The Company shall call for redemption on a date not later than the next succeeding November 15, and on that date shall redeem at the Retirement Fund Redemption Price such number of shares of the 4½% Series as, together with the shares theretofore surrendered by the Company to the Annual Retirement Fund for such year and delivered to the Transfer Agent, shall equal 12,000 shares. Any balance remaining in the Annual Retirement Fund for such calendar year over and above the full amount necessary for such redemption shall, after the call for redemption, at the option of the Company be released from the Annual Retirement Fund for the 4½% Series and otherwise disposed of at the discretion of the Board of Directors.

(iii) Anything herein contained to the contrary notwithstanding, if the amount of the Consolidated Net Income of the Company and its Subsidiaries (as defined in paragraph XII hereof) earned during the twelve months' period ended October 31 in any year,—and remaining after deducting therefrom an amount equal to the full dividend requirements for such period of the Series Stock and of any other class of stock ranking prior to or on a parity with the Series Stock in payment of dividends (together with the amount of all unpaid dividends, if any, accumulated thereon),—shall have been less than the aggregate of the next Annual Instalment for the 4½% Series and of all other annual amounts, if any, required to be set aside in the twelve months' period immediately succeeding such October 31 under the retirement or sinking fund provisions of any other series of Series Stock, the Company shall be required to set aside in such succeeding twelve months' period only so much of such Annual Instalment for the 4½% Series and of such other annual amounts (divided among the different series proportionately to their annual requirements) as shall be equal to such Consolidated Net Income of the Company and its Subsidiaries remaining after deducting an amount equal to the full dividend requirements set forth above; provided that the Annual Retirement Fund requirements of the 4½% Series shall be cumulative so that whenever thereafter the Consolidated Net Income of the Company and its Subsidiaries earned during any twelve months' period ending October 31 and remaining after deducting an amount equal to the full dividend requirements set forth above shall exceed the aggregate of the then next Annual Instalment for the 4½% Series and of all other annual amounts required to be set aside in the twelve months' period immediately succeeding such October 31 under the retirement or sinking fund provisions of any other series of Series Stock, then, to the extent of such excess, the Company shall set aside with such next Annual Instalment for the 4½% Series and such annual amounts for any other series of Series Stock (divided among the different series proportionately to their respective deficiencies) the amount of any deficiency or deficiencies not previously made up in any Annual Instalments for the 4½% Series and in any annual amounts for other series of Series Stock for previous years, in the order in which they became due; and the amount so set aside for the 4½% Series shall be applied (or may be anticipated) in substantially the manner hereinbefore provided to complete the retirement of shares of 4½% Series sufficient so as to eliminate any deficiencies in such previous Annual Instalments for the 4½% Series.

XV. The Common Stock of the Company, to the amount of not exceeding 500,000 shares thereof, unissued prior to October 30, 1929, shall be free from any and all preemptive rights of shareholders if and to the extent that such Common Stock shall, from time to time, be appropriated for the purpose of sale to employees.

FIFTH: At the time of filing these Amended Articles of Incorporation the stated capital of the corporation is \$100,050,000, representing the aggregate par value of 438,000 issued and outstanding shares of 4¼% Series Preferred Stock (Cumulative) of the par value of \$100.00 each and 2,250,000 issued and outstanding shares of Common Stock of the par value of \$25.00 each.

SIXTH: These Amended Articles of Incorporation supersede and take the place of the existing Amended Articles of Incorporation as amended.

IN WITNESS WHEREOF, said HARVEY S. FIRESTONE, JR., President, and HARVEY H. HOLLINGER, Secretary, of THE FIRESTONE TIRE & RUBBER COMPANY, acting for and on behalf of said corporation, have hereunto subscribed their names and caused the seal of said corporation to be hereunto affixed this 18th day of January, 1945.

HARVEY S. FIRESTONE, JR.
President

HARVEY H. HOLLINGER
Secretary

[SEAL]

UNITED STATES OF AMERICA,
STATE OF OHIO,
Office of the Secretary of State. }

I, EDWARD J. HUMMEL, 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

AMENDED ARTICLES OF INCORPORATION
OF
THE FIRESTONE TIRE & RUBBER COMPANY

filed in this office on the 15th day of January, A. D. 1945 and recorded in Volume 500, Page 37,
of the Records of Incorporation.

WITNESS my hand and official seal at
Columbus, Ohio, this 15th day of
January, A. D. 1945.

{ THE SEAL OF THE
SECRETARY OF STATE
OF OHIO }

EDWARD J. HUMMEL,
Secretary of State.

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

I, EDWARD J. HUMMEL,
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 AMENDED ARTICLES
OF INCORPORATION of THE FIRESTONE TIRE & RUBBER COMPANY, filed in this
office on the 15th day of January, A.D. 1945, and recorded in Volume
500, Page 37, of the Records of Incorporations.

WITNESS my hand and official
seal at Columbus, Ohio, this
5th day of March, A.D. 1945.



Edward J. Hummel
SECRETARY OF STATE