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Amendment

Filed 1-17-44

13 pgs.

F-4926-a
Firestone Tire +
Rubber Company
(Inc)

Amendment
to charter

OFFICE SECRETARY
STATE OF THE STATE OF
LOUISIANA, THIS 17th DAY OF
Jan. A. D., 1944

R. A. GRAY,
SECRETARY OF STATE

H.

Recorded in book	15
By	476
Date	Jan. 17, 1944
SECRETARY OF STATE	

January 17th
19 44

G T Corporation System
925 Euclid Avenue
Cleveland, OHIO

Gentlemen:

I enclose herewith Certificate showing Certificate of Amendment to Amended Articles of Incorporation of THE FIRESTONE TIRE & RUBBER COMPANY, dated January 7th, 1944, 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.

Yours very truly,

Secretary of State.

/HT
Enc.

and for the aforesaid state, this 12th day of
January

(SEAL)

Irene Radcliffe
Notary Public

Irene Radcliffe, Notary Public
My Commission Expires June 23, 1948

JERSEY CITY LOS ANGELES MINNEAPOLIS
NEW YORK PHILADELPHIA PITTSBURGH
PORTLAND ME. SAN FRANCISCO SEATTLE
ST. LOUIS WASHINGTON WILMINGTON, DEL.

CLEVELAND
925 EUCLID AVENUE
MAIN 4878

January 13, 1944

Secretary of State of Florida
Att: Corporation Division
Tallahassee, Florida

RE: THE FIRESTONE TIRE & RUBBER COMPANY
(Foreign Florida)

Gentlemen:

Please find attached for filing purposes, at the request of Joseph Thomas, Legal Department of the company, Akron, Ohio, one certified copy of an amendment increasing the authorized capital and an affidavit of capital invested in the state together with our check in the amount of \$4.00.

Will you kindly place the amendment on file and advise us if any additional fee is required upon the capital used in your state.

A second amendment is also attached for filing purposes and the fee is included in our \$4.00 check referred to above.

Your attention in placing these amendments on file will be appreciated.

Very truly yours,

C T CORPORATION SYSTEM

David K. Sealey
David K. Sealey
Cleveland Vice President

EKW/mrs
enc.

January 12th 1944

Notary Public

CERTIFICATE OF AMOUNT OF CAPITAL EMPLOYED AND/OR TO BE EMPLOYED IN THE STATE.

STATE OF OHIO
COUNTY OF SUMMIT

vs:

J. J. Shea and H. H. Hollinger
being first duly sworn, on oath, state that they are respectively the president (or vice-president) and secretary of THE FIRESTONE TIRE & RUBBER COMPANY, a corporation organized and existing under the laws of the State of Ohio which corporation is applying for permission to transact business in the State of Florida; that they are active managing officers of said corporation and are familiar with the business of said corporation; that the authorized capital stock of said company is fully disclosed by the certified copy or copies of the articles of incorporation heretofore and/or herewith filed in the office of the Secretary of State, and that the maximum amount of capital employed and/or to be employed in the State of Florida at any time during the current fiscal year of said corporation will not exceed \$350,000.00, and that if the remainder, or a greater amount of its capital is employed in the State of Florida at any time, a report thereof shall be made to the Secretary of State of Florida not later than 30 days after the close of its fiscal year in which said increase occurs and the proper fees thereon shall be paid to the Secretary of State.

J. J. Shea
President (or Vice-President)
H. H. Hollinger
Secretary.

Subscribed and sworn to before me, A Notary Public, in and for the aforesaid County and State, this 12th day of January, 1944.

(SEAL)

Lewis Ratcliffe
Notary Public

Lewis Ratcliffe, Notary Public
My Commission Expires June 23, 1946

CERTIFICATE OF AMENDMENT

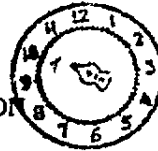
TO

AMENDED ARTICLES OF INCORPORATION

OF

THE FIRESTONE TIRE & RUBBER COMPANY

JAN 17 1944



SECRETARY OF STATE
TALLAHASSEE, FLA.

JANUARY, 1944

DATE	200
AMOUNT	200
REMARKS	200
RECEIVED	
BY	

CERTIFICATE OF AMENDMENT
to
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 special meeting of the Board of Directors of said corporation was duly called and held on the 7th day of January, 1944, at which meeting a quorum of such directors was present, and that at such meeting the following Resolutions of Amendment to the Amended Articles of Incorporation, as heretofore amended, were duly adopted under authority of subdivision (2) of G. C. Sec. 8623-15:

WHEREAS the Amended Articles of Incorporation of The Firestone Tire & Rubber Company as amended to the date of this meeting provide that the Company is authorized to have outstanding 600,000 shares of Preferred Stock (Cumulative) with the par value of \$100 per share (hereinafter sometimes referred to for convenience as "Series Stock"); and

WHEREAS said Amended Articles of Incorporation also provide that the Board of Directors is authorized, within certain limitations, 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 certain terms thereof; and

WHEREAS none of the shares of the Series Stock are issued and outstanding and it is desired to provide for a series of Preferred Stock (Cumulative) to be known as the 4½% Series and to fix the number of shares of such 4½% Series and the terms thereof not fixed by the Amended Articles of Incorporation;

NOW THEREFORE BE IT

RESOLVED, that 450,000 shares out of the total 600,000 shares of the Series Stock of this Company authorized by Article FOURTH of the Amended Articles of Incorporation shall be issued in a single series and shall be designated as "4½% Series Preferred Stock (Cumulative)"; and

FURTHER RESOLVED, that this Board hereby fixes the following terms of the shares of the 4½% Series Preferred Stock (Cumulative) (hereinafter sometimes referred to as the "4½% Series"):

(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 $4\frac{1}{2}\%$ 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 $4\frac{1}{2}\%$ Series shall be subject to the operation of a retirement fund, as follows:

(i) As and for an Annual Retirement Fund for the $4\frac{1}{2}\%$ Series, so long as any shares of the $4\frac{1}{2}\%$ 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 $4\frac{1}{2}\%$ 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 $4\frac{1}{2}\%$ Series (which sum is herein sometimes referred to as the Annual Instalment for the $4\frac{1}{2}\%$ Series). Prior to October 1 in any calendar year the Company may surrender to the Annual Retirement Fund for the $4\frac{1}{2}\%$ Series for such particular year (or any subsequent year) and deliver to the Transfer Agent for the shares of the $4\frac{1}{2}\%$ Series (with written designation of the particular year and Annual Instalment to which such shares are to be applied) shares of the $4\frac{1}{2}\%$ 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 share of the $4\frac{1}{2}\%$ 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 $4\frac{1}{2}\%$ Series for the

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year so designated a sum equal to the Retirement Fund Redemption Price at November 15 in that year of outstanding shares of the $4\frac{1}{2}\%$ Series; *provided* that the Annual Instalment for the $4\frac{1}{2}\%$ Series for any year may be so anticipated in whole or in part only in the event that all prior Annual Instalments for the $4\frac{1}{2}\%$ 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 $4\frac{1}{2}\%$ 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 $4\frac{1}{2}\%$ 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 $4\frac{1}{2}\%$ 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 the Amended Articles of Incorporation) earned during the twelve months' period ended October 31 in any year, — and remaining after deducting therefrom (1) an amount equal to the full dividend requirements for such period of the Cumulative Preferred Stock (hereinafter sometimes referred to for convenience as "Preferred

Stock") and 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), and (2) an amount necessary to satisfy the Retirement Fund Instalment required to be set aside in such period (and all deficiencies, if any, in any prior Instalments) on the Preferred Stock — 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 the amounts set forth above in subclauses (1) and (2); *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 the amounts set forth above in subclauses (1) and (2), 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 (subject, if any Preferred Stock remains outstanding, to the provisions of the last sentence of paragraph VI of Article

FOURTH of the Amended Articles of Incorporation) 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; and

FURTHER RESOLVED, that the Amended Articles of Incorporation as heretofore amended of The Firestone Tire & Rubber Company be further amended by the addition thereto of these resolutions, and that an amendment to such Amended Articles consisting of these resolutions is hereby adopted.

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 7th day of January, 1944.

By Harvey S. Firestone, Jr. (sgd)
President

By Harvey H. Hollinger (sgd)
Secretary

[SEAL]

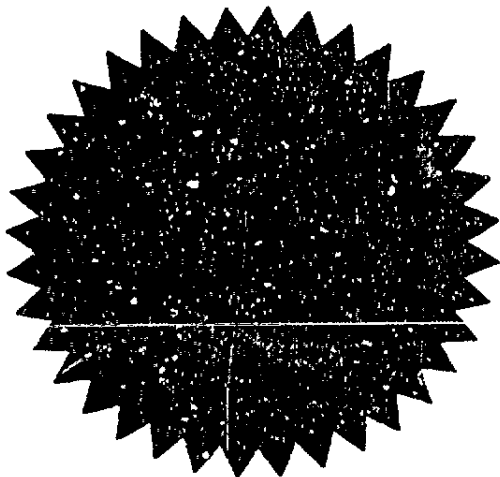
UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

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
CERTIFICATE OF AMENDMENT TO AMENDED ARTICLES OF INCORPORATION
OF

THE FIRESTONE TIRE & RUBBER COMPANY
filed in this office on the 7th day of January A. D. 1944
and recorded in Volume 493 , Page 217 , of the Records
of Incorporations.

WITNESS my hand and official
seal at Columbus, Ohio, this
7th day of January .
A. D. 1944 .



Edward J. Hummel
Secretary of State.