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Qualification Documents
(Articles of Incorporation)

Filed 7-8-38

61pgs.

4926

4926
Firestone Tire
Rubber Comp
The

Ohio

MICROFILMED

FILED IN OFFICE SECRETARY
OF STATE OF THE STATE OF
OHIO THE 8 DAY OF
July 1931
R. A. GRAY
SECRETARY OF STATE

Recorded in Book 15
Page 365
Date July 8 1931
SECRETARY OF STATE

592 N74

No. F- 4928-a

NAME

The Firestone Tire & Rubber
Company

FILED IN THE OFFICE OF
SECRETARY OF STATE
OF FLORIDA

7-8-38

R. A. GRAY
SECRETARY OF STATE

BY wd

July End 1938.

SECRETARY OF STATE
TALLAHASSEE, FLA.



JUL 8 1938

Mr. P. L. Raish
Law Department
The Firestone Tire & Rubber Co
Akron, OHIO

Dear Sir:

I am in receipt of your letter of June 29th enclosing a certified copy of the charter of your company with all Amendments to date; affidavit of the amount of capital which your company is going to employ in Florida; resident agent certificate; certificate of consent of similar corporation organized under the Laws of the State of West Virginia, which has heretofore qualified in this State; and check for \$40600.

I am sorry to have to advise, but I cannot issue your company a permit due to the fact that the name is identical to that of a West Virginia corporation and, under the foreign corporation law, I cannot issue a Permit to a foreign corporation where the name is similar to that of another corporation. Giving consent does not remove the similarity of names.

If the West Virginia corporation will withdraw from this State, I can then issue a Permit to the Ohio corporation. I shall hold all papers awaiting advise from you.

Yours very truly,

Secretary of State

C. TAX	44067
FILING	500
R. AGENT	2700
C. COPY	24657
IN	44600
	67

Paid on
\$ 506,242.00

ment is gene

and affixed
March, 1910

WITNESS WHEREOF, I have hereunto set my hand
id Court, at Akron, Ohio, this third day of

C. D. Crumb
Clerk.

H. Baad, Deputy

FACTORY AND GENERAL OFFICE
FIRESTONE PARK
AKRON, OHIO

HARVEY S. FIRESTONE
CHAIRMAN

SECRETARY OF STATE
TALLAHASSEE, FLA. Akron, Ohio



JUNE 29
1938

JUL 2 1938

Secretary of State
Tallahassee, Florida

Dear Sir:

In applying for license to do business in Florida,
we attach:

- 1) Copy of articles of incorporation and all amendments, certified by the Secretary of State of Ohio.
- 2) Information return.
- 3) Check to your order for \$446 covering \$441 capital stock tax as computed from said report and \$5 permit fee.
- 4) Certified copy of resolution of directors of Firestone Tire & Rubber Company consenting to the licensing in Florida of our company.

Please issue and forward to us certificate of authority to transact business in Florida.

Yours very truly,

P. L. Raish

P. L. Raish,
Law Department.

FLR:359

6

for said County and
to take said acknowledgment
with his handwriting
ment is genuine.

and Affixed to this
Harvey S. Firestone

well acquainted
to said acknowledgment

have hereunto set my hand
Ohio, this third day of

*W. W. [unclear]
[unclear] Scott*

STATE,

State.

A FOREIGN CORPORATION TO CARRY ON BUSINESS WITHIN THE STATE OF FLORIDA.)

The question of tax—Under the law the Secretary of State is required to collect on the total authorized capital stock of a foreign corporation, in the same manner as if it were a corporation organizing under the laws of the State of Florida. However, there is a proviso in the law that if a foreign corporation does not intend to employ all of its capital stock within the State, and can satisfy the Secretary of State, by the proper affidavit, that it will not employ all of its authorized capital, why, in such case it will only be required to pay on that portion actually employed within the State. In determining the proper amount of capital the corporation will employ, said corporation may divide the number of States in which it is doing business, into its authorized capital stock, and the results of such division will show the amount applicable to Florida; the amount may also be determined by ascertaining what percentage the business done in Florida, bears to business done everywhere, and by applying this percentage to its total authorized capital stock, should give the amount of capital invested in securing Florida business.

The tax is figured at the rate of \$2.00 per thousand up to and including \$125,000.00, but in no case shall the amount be less than \$10.00, tax, plus fee for Permit of \$5.00. Corporation is required to file certificate naming a resident agent, and the fee for this is \$1.00. In case the corporation has shares of no par value and elects to pay tax on all of its shares, it will be figured at the rate of 20c per share up to 1250 shares.

The Firestone Tire & Rubber Company Ohio
(Name of Corporation) (Incorporated Under Laws of)

1292 South Main Street
(Principal Place of Business)

\$87,500,000
(Total Authorized Capital Stock)

\$506,342
(Amount of Capital Stock Allocated to Florida)

Apportionment on basis of ratio of Florida assets to total assets
(State How You Arrived at This Figure)

Nature of business to be carried on within the State of Florida sale of tires, tubes,
auto supplies.

(SEAL)

JWT

J. W. Thomas
President or Vice-President

ATTEST: *Andrew [unclear]*
[unclear] Secretary.

(ACKNOWLEDGMENT MAY BE TAKEN BY THE SECRETARY OF STATE)

I, the undersigned, being well acquainted with the handwriting and belief of the said [unclear], do hereby certify that the foregoing acknowledgment is genuine.

and affixed the seal of the State of Ohio, this third day of March, 1910.

(SEAL)

RESOLVED, that Firestone Tire & Rubber Company, a West Virginia corporation, now licensed and doing business in each of the forty-eight states of the United States, does hereby consent to the licensing of The Firestone Tire & Rubber Company, an Ohio corporation, in each of said forty-eight states.

I, J. H. Joss, Assistant Secretary of Firestone Tire & Rubber Company, a West Virginia corporation, of Akron, Ohio, do hereby certify the above and foregoing to be a true and full copy of a resolution adopted by the Board of Directors of said company in a meeting duly called and held according to the By-laws at the General Offices of the Company at Akron, Ohio on the 28th day of June, 1938.

J. H. Joss
ASSISTANT SECRETARY

THE STATE OF OHIO

for said County duly come to take said acknowledgment with his handwriting and seal, and the same is genuine.

and affixed the seal of said County on the 3rd day of March, 1910.

(SEAL)

what I am authorized to do, and my signature to said acknowledgment.

I have hereunto set my hand and seal at Akron, Ohio, this third day of March, 1910.

THESE ARTICLES OF INCORPORATION
OF
THE FIRESTONE TIRE AND RUBBER COMPANY

WITNESSETH, That we, the undersigned, a majority of whom are citizens of the State of Ohio, desiring to form a corporation for profit under the general corporation laws of said State, do hereby certify:

FIRST. The name of said corporation shall be The Firestone Tire and Rubber Company.

SECOND. Said corporation is to be located at Akron, in Summit County, Ohio, and its principal business there transacted.

THIRD. Said corporation is formed for the purpose of manufacturing, buying, selling and dealing in rubber tires for wagons, carriages, automobiles and other vehicles, rubber hoof pads, mechanical rubber goods and all other kinds of rubber goods; manufacturing, buying, selling and dealing in automobile accessories, carriage accessories and all other kinds of merchandise.

FOURTH. The capital stock of said corporation shall be Five Thousand Dollars (\$5,000.00), divided into fifty (50) shares of One Hundred Dollars (\$100.00) each.

IN WITNESS WHEREOF, we have hereunto set our hands this third day of March, A.D. 1910.

Stacy G. Carkhuff
James G. Robertson
Albert G. Partridge
Edward P. Palmer
John F. Singleton.

The State of Ohio,
County of Summit, SS.

Personally appeared before me, the undersigned, a Notary Public in and for said County, this Third day of March, A.D. 1910, the above named Stacy G. Carkhuff, James G. Robertson, Albert G. Partridge, Edward P. Palmer, and John F. Singleton, who each severally acknowledged the signing of the foregoing Articles of Incorporation to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal on the day and year last aforesaid.

J. J. Shea
Notary Public

(SEAL)

THE STATE OF OHIO,
COUNTY OF SUMMIT, SS.

I, C. D. Crumb, Clerk of the Court of Common Pleas, within and for the County aforesaid, do hereby certify that John J. Shea, whose name is subscribed to the foregoing acknowledgment as a Notary Public, was, at the date thereof, a Notary Public, in and for said County duly commissioned and qualified and authorized as such to take said acknowledgment; and further, that I am well acquainted with his handwriting and believe that the signature to said acknowledgment is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Court, at Akron, Ohio, this third day of March, 1910.

C. D. Crumb
Clerk.
By
H. Baad, Deputy

(SEAL)

CERTIFICATE OF SUBSCRIPTION

Akron, Ohio;

March 4, 1910.

To the Secretary of State of Ohio

Columbus, Ohio

We, the undersigned, incorporators of The Firestone Tire and Rubber Company, a corporation of Ohio, do hereby certify that on the fourth day of March, 1910, all of the incorporators of said company, did order in writing that books be opened for subscriptions to the capital stock of said Company at the Northeast Corner of Miller and Sweitzer Avenues, Akron, Ohio, on the fourth day of March, 1910, at four o'clock, P.M.; and at the same time did waive in writing the notice by publication of the time and place of such opening of books of subscription required by law; and further, said books having been opened at the time and place ordered, that ten per cent of the capital stock has been subscribed and paid.

STACY G. CARKHUFF

ALBERT G. PARTRIDGE

JAMES G. ROBERTSON

Edward P. Palmer

John F. Singleton

INCORPORATORS.

CERTIFICATE OF INCREASE OF CAPITAL STOCK
AND ISSUANCE OF PREFERRED STOCK.

STATE OF OHIO
SUMMIT COUNTY, SS.

James G. Robertson, President of The Firestone Tire and Rubber Company, a corporation of Ohio, and Albert G. Partridge, Secretary of said Company, duly authorized in this behalf and acting on behalf of said company and as required by the statute in such cases made and provided, do hereby certify as follows, to wit:

FIRST - That on the twelfth day of March, 1910, before the passage of the resolution hereinafter recited, the original authorized capital stock of said company was fully subscribed for; and that each share of said stock had been fully paid.

SECOND - That on the date last aforesaid a meeting of the stockholders was held at the northeast corner of Miller and Sweitzer Avenue, in the City of Akron, Ohio.

THIRD - That at said stockholders' meeting all of the holders of all of the stock of said company were present in person and waived the right of notice by publication and by letter of the time, place and object of such meeting required by law, and also agreed and assented in writing to the resolution hereinafter recited and to the passage thereof; and to the issue and disposition of preferred stock as therein provided; and also then and there consented in writing to waive and waived notice of said stockholders' meeting and notice of the adoption of said resolution hereinafter set forth, and any and all notices required by the Statutes of Ohio.

FOURTH - That at said meeting of said stockholders on said March 12, 1910, the following resolution was adopted by a vote of all of the capital stock of said corporation in favor of the adoption of said resolution, each and all of the stockholders of said company voting all of his stock in said company, and all of the stock of said Company, in favor of the adoption of said resolution, and that the following is a true copy of the original resolution as aforesaid so adopted on said date, to wit;

"RESOLVED, that the capital stock of said The Firestone Tire & Rubber Company be and the same is hereby increased from Five Thousand Dollars (\$5,000.00) to Four Million Dollars (\$4,000,000.), and the number of shares thereof increased from fifty (50) to forty thousand (40,000) each of the par value of One Hundred Dollars (\$100.00) and that of said increased capital One Million Dollars, or ten thousand shares shall be preferred stock, the purchasers and owners of which preferred shares shall be entitled to and shall be paid a preferential cumulative dividend of seven per cent in each year, payable quarterly, out of the net profits of this company, before any dividends shall be paid to the owners of the common stock thereof, and in case of dissolution or insolvency of this company, shall be entitled to and shall be paid in full an amount equal to the par value of their said preferred shares as evidenced by their certificates before any amount shall be paid to the owners of the common shares of this company; but the owners of said preferred shares shall not be entitled to be paid in any one year dividends in excess of said seven per cent and the arrears, if any, of such annual dividends. Said preferred shares shall have no voting power, except upon the question of mortgaging the real estate of the company and any or all of the outstanding shares of said preferred stock shall be redeemable at any time after April 1, 1915, at the option of this company and on sixty days notice, at the price of One Hundred and Ten Dollars (\$110.00) per share, plus the arrears, if any of said seven per cent. yearly dividend. No mortgage shall be placed on any of the real estate of the company without the consent of the holders of seventy-five per cent (75%) of the outstanding preferred stock.

And the President and Secretary of this company are hereby authorized and directed to prepare and file in the office of the Secretary of State of the State of Ohio a proper certificate of this amendment and increase of stock".

IN WITNESS WHEREOF the said James G. Robertson, President and Albert G. Partridge, Secretary, of said The Firestone Tire & Rubber Company, acting for and on behalf of said company have hereunto set their hands this twelfth day of March, A.D. 1910.

THE FIRESTONE TIRE & RUBBER COMPANY

By James G. Robertson
President

By
Albert G. Partridge
Secretary

STATE OF OHIO
SUMMIT COUNTY, SS.

Before me, J. J. Shea, a Notary Public, in and for said County and State, personally appeared this twelfth day of March, A.D. 1910, James G. Robertson and Albert G. Partridge, both personally known to me to be the same persons whose names are signed to the foregoing certificate, and personally known to me to be respectively the President and Secretary of said The Firestone Tire & Rubber Company, and acknowledge that they signed the said Certificate for the purposes therein set forth.

J. J. Shea
Notary Public.

(SEAL)

CERTIFICATE OF AMENDMENT OF THE ARTICLES OF INCORPORATION
OF SAID COMPANY.

To the Secretary of State of Ohio
Columbus, Ohio..

H. S. FIRESTONE, President, and S. G. Carkhuff, Secretary, of
THE FIRESTONE TIRE & RUBBER COMPANY, duly authorized in the premises,
and acting on behalf of said company, do hereby certify that on the
second day of November, A. D. 1916, at a meeting of the Stockholders
of said Company, held at the general offices of said Company in
Akron, Ohio, thirty (30) days' notice of which meeting and of the
business to come before the same was given by a majority of the
Directors of said Company for the purpose of amending the Articles of
Incorporation of said company, by publication in newspaper published
and of general circulation in the County where the principal place of
business of said Company was and is located, the following resolution
was adopted, the owners and holders of more than three-fifths of the
outstanding common capital stock of said Company voting in favor of
the adoption of said resolution:

"WHEREAS, it is deemed desirable that the par value of the shares
of common stock of this company, of which there are Thirty Thousand
(30,000) shares outstanding in the aggregate principal amount of Three
Million Dollars (\$3,000,000.00) be changed from a par value of One
Hundred Dollars (\$100.00) per share to Ten Dollars (\$10.00) per share,
thereby making the total number of shares of common stock three
hundred thousand (300,000) and giving each common stockholder Ten (10)
shares of common stock of the par value of Ten Dollars (\$10.00) for
each One (1) share of common stock of the par value of One Hundred
Dollars (\$100.00) now held; and

WHEREAS, in order to effect said change it is necessary to amend
the Articles of Incorporation of the company with respect to the num-
ber of common shares and the par value thereof,

NOW THEREFORE, Be it Resolved, that Article four of the Articles
of Incorporation of the company be, and it is hereby amended so as to
provide that the common capital stock of the corporation shall be
Three Million Dollars (\$3,000,000.00) divided into Three Hundred
Thousand (300,000) shares of the par value of Ten Dollars (\$10.00)
each.

FURTHER RESOLVED, that the proper officers of the company be, and
they are hereby, instructed to file a certificate of this action with
the Secretary of State of the State of Ohio."

IN WITNESS WHEREOF, the said H. S. FIRESTONE, President, and
S. G. Carkhuff, Secretary of THE FIRESTONE TIRE AND RUBBER COMPANY,
acting for and on behalf of said Company, have hereunto set their
hands this second day of November A.D. 1916,

THE FIRESTONE TIRE AND RUBBER COMPANY

By H. S. FIRESTONE,
President,

S. G. Carkhuff
Secretary

(S E A L)

CERTIFICATE OF SECOND AMENDMENT OF THE ARTICLES
OF INCORPORATION OF SAID COMPANY.

To the Secretary of State of Ohio,
Columbus, Ohio

F. S. FIRESTONE, President, and S. G. Carkhuff, Secretary of THE FIRESTONE TIRE & RUBBER COMPANY, duly authorized in the premises, and acting on behalf of said company, do hereby certify, that on the second day of November, A. D. 1916, at a meeting of the Stockholders of said Company, held at the general offices of said company in Akron, Ohio, thirty (30) days' notice of which meeting and of the business to come before the same was given by a majority of the Directors of said company by publication in a newspaper published and of general circulation in the County where the principal place of business of said company was and is located, the following resolution was adopted, the owners and holders of more than three-fifths of the outstanding capital stock of said company voting in favor of the adoption of said resolution:

"WHEREAS, by action of the stockholders of THE FIRESTONE TIRE AND RUBBER COMPANY, at their meeting this day held, the capital stock of the company has been increased from Four Million Dollars (\$4,000,000) to Fifteen Million Dollars (\$15,000,000.00), and said increased capital stock in the sum of Ten Million Dollars (\$10,000,000.00) was authorized to be issued and disposed of as preferred stock, with the designations, preferences and voting powers hereinafter set forth; and

WHEREAS, it is desired to amend the Articles of Incorporation so that such Articles shall provide for the division of the capital of the Company into common and preferred stock, and define the character of said preferred stock, as provided in Section 8669 of the General Code of Ohio; and

WHEREAS, due notice of this meeting, as a meeting called for the purpose of amending the Articles of Incorporation has been given by publication of thirty days' notice by a majority of the directors, in a newspaper published and of general circulation in the County where the principal place of business of the company is located; and

WHEREAS the owners of more than three-fifths of the outstanding capital stock of the company are present at this meeting in person or by proxy;

NOW, WHEREFORE, Be it Resolved that the Articles of Incorporation of THE FIRESTONE TIRE AND RUBBER COMPANY be, and they are hereby, amended so that Article Fourth thereof shall read as follows, to wit:

'The capital stock of said corporation shall be Fifteen Million Dollars (\$15,000,000.00), divided into Six Hundred Thousand (600,000) shares, of which One Hundred Thousand (100,000) shares shall be of the par value of One Hundred Dollars (\$100.00) each, and shall be Six Per cent (6%) cumulative preferred stock, and Five Hundred Thousand (500,000) shares shall be of the par value of Ten Dollars (\$10.00) each and shall be common stock; the preferred stock to have the following designations, preferences, voting powers and restrictions and qualifications thereof, to wit;

'The holders of the preferred stock of this company are entitled to receive quarterly, on the 15th days of January, April, July and October in each year, when and as declared by the Board of Directors, dividends cumulative from November 1st, 1916, at the rate of six per centum (6%) per annum, and no more, out of the surplus profits of the company, in preference to the holders of the common stock of said company. In any year after the full dividend of six per centum (6%) for such year and all preceding years shall have been declared and paid to or set apart for the holders of the preferred capital stock, and after the amount of the preferred stock hereinafter provided to be redeemed for all preceding years or periods of redemption shall have been redeemed or provided for, the holders of the common capital stock of the company shall (subject to the maintenance by the company of net quick assets and total net assets proportionate to the issued preferred

stock, as hereinafter provided) be entitled to receive such dividends out of the remaining surplus profits of the company as the Board of Directors shall declare. Beginning in the year 1921 and continuing annually thereafter until all the preferred stock shall be retired, the company shall, from the surplus profits remaining after full, cumulative dividends upon the preferred stock shall have been paid or provided for, redeem and cancel, at One Hundred and Ten Dollars (\$110) per share, five per centum (5%) of the largest amount of preferred stock at any time outstanding, such shares to be selected by lot or pro rata, provided that the company may, in any such year, purchase in the open market such amount of said five per centum (5%) as is available at a less price. The obligation to so retire five per cent. per year, beginning in 1921, of the preferred stock shall be cumulative. Preferred stock so purchased or redeemed shall not be reissued. The company may redeem the whole or any part of the preferred stock on any dividend date at One Hundred and Ten Dollars (\$110) per share, plus accrued and unpaid dividends, upon sixty (60) days' written notice, such redemption, if partial, to be by lot or pro rata, as the Directors may elect. Upon dissolution, liquidation, merger or consolidation, or other distribution or sale of the company's assets, the holders of the preferred stock shall be paid one hundred and ten per cent. (110%) of the par value thereof, plus accrued and unpaid dividends, before any payment to the common stockholders, and after such payment to the preferred stockholders, the remaining assets shall belong to the holders of the common stock. The company shall maintain at all times net quick assets equivalent to one hundred and fifty per cent. (150%) and total net assets equivalent to Two Hundred and Fifty per cent. (250%) of the aggregate par value of preferred stock then outstanding. Except with the affirmative vote or written consent of the holders of three-fourths in amount of the preferred stock outstanding, the company shall not create or issue any debenture bonds maturing later than one year from their issue, or place any mortgage, deed of trust, or other lien upon the assets of the company, or issue any stock having priority over parity with the now authorized Ten Millions of Dollars of preferred stock or change the par value thereof.

The holders of the preferred stock shall have not voting power, provided, however, that if the proportions of net quick assets or total net assets shall not be maintained as above provided, or the redemption of preferred stock shall not be made, as hereinabove required, or if the dividends provided for this issue of preferred stock shall for two consecutive quarterly periods be in arrears, then the holders of the preferred stock as a class shall have equal voting powers with the holders of the common stock as a class, with the right to cast votes in number equal to the number of common shares then outstanding until such time as all said provisions shall have been fully complied with. Thereupon the voting rights of the holders of the preferred stock shall cease, subject to subsequent revivals and cessations on the foregoing terms. The holders of the preferred stock shall be entitled to no other or further share of the profits of the company, and shall have no other or further rights in the assets of the company than hereinabove mentioned, nor shall they have any preemption right in any preferred or common stock which may be hereafter issued. So long as the company shall comply with the above requirements as to said preferred stock, the holders thereof, by the acceptance of the certificates therefor, waive their right to vote upon any question of the increase of the common capital stock, and thereby authorize the President or Vice-President of the company for the time being, at any meeting held for the purpose of increasing such common stock, to vote their preferred stock in favor of such increase and to assent in writing to such increase, thereby irrevocably appointing such officers as attorney and agent of such holders for such purpose.

RESOLVED, SECONDLY, that the proper officers of this company be and they are hereby authorized and directed to file a proper certificate of this action of the company with the Secretary of State of the State of Ohio.

IN WITNESS WHEREOF, the said H. S. Firestone, President, and
S. G. CARKHOFF, Secretary of THE FIRESTONE TIRE AND RUBBER COMPANY,
acting for and on behalf of said company, have hereunto set their
hands, this second day of November, A. D. 1916.

THE FIRESTONE TIRE & RUBBER COMPANY

By H. S. FIRESTONE
President

S. G. CARKHOFF
Secretary

(S E A L)

H. S. FIRESTONE, President, and S. G. Carkhuff, Secretary, of THE FIRESTONE TIRE & RUBBER COMPANY, duly authorized in the premises and acting on behalf of said company, do hereby certify that on and prior to the second day of November, A.D. 1916, the capital stock of said company was fully subscribed for and fully paid; that on said day by a vote of the holders and owners of more than three-fourths in amount of the stock of said company at a meeting of the stock holders of said company, called by a majority of the Directors of the company, and held at the General Office of said Company in Akron, Ohio, thirty (30) days' notice of the time, place and object of which meeting was duly given according to law, by publication in a newspaper published and of general circulation in the County containing the principal place of business of said Company, and by letter addressed to each stockholder whose place of residence was known, the following resolution was adopted:

WHEREAS, the authorized capital stock of this company amounts to Four Million Dollars (\$4,000,000.00), of which One Million Dollars (\$1,000,000.00) is preferred stock which has been called for redemption, and three million dollars (\$3,000,000.00) is common stock; and

WHEREAS, it is desired to increase the capital stock from said authorized amount of Four Million Dollars (\$4,000,000.00) to Fifteen Million Dollars (\$15,000,000.00) divided into common and preferred, as hereinafter set forth; and

WHEREAS, this meeting has been called by a majority of the directors of the company and thirty (30) days' notice of the time, place and object thereof has been given both by publication in a newspaper of general circulation in the county containing the principal place of business of the corporation, and by letter addressed to each stockholder whose place of residence is known; and

WHEREAS, three-fourths (3/4) in number of the stockholders of this corporation, representing at least three-fourths (3/4) of its capital stock, have assented in writing to the increase of the capital stock of this company from Four Million Dollars (\$4,000,000) its present authorized capital stock, to Fifteen Million Dollars (\$15,000,000.00) divided into Six Hundred Thousand (600,000) shares, of which amount One Hundred Thousand (100,000) shares shall have the par value of One Hundred Dollars (\$100.00) each, aggregating Ten Million Dollars (\$10,000,000.00) and shall be Six Per cent (6%) cumulative preferred stock, ten thousand (10,000) of which One Hundred Thousand (100,000) shares of preferred stock are to be issued only upon retirement and in lieu of the existing authorized issue of Ten Thousand (10,000) shares of Seven Per cent (7%) preferred stock now called for redemption, and five hundred thousand (500,000) shares shall have the par value of Ten dollars (\$10.00) each, and shall be common stock, which said Five Hundred Thousand (500,000) shares of common stock of the par value of Ten Dollars (\$10.00) each shall include the present Three Hundred Thousand (300,000) shares of the par value of Ten dollars (\$10.00) each of common stock outstanding.

NOW THEREFORE BE IT RESOLVED, that the capital stock of The Firestone Tire and Rubber Company be, and it is hereby, increased from Four Million Dollars (\$4,000,000.00) its present authorized capital stock, to Fifteen Million Dollars (\$15,000,000.00) divided into Six Hundred Thousand (600,000) shares, of which One Hundred Thousand (100,000) shares shall be of the par value of One Hundred Dollars (\$100) each, and shall be Six per cent (6%) cumulative preferred stock, Ten thousand (10,000) of which One Hundred Thousand (100,000) shares of preferred stock are to be issued only upon retirement and in lieu of the existing authorized issue of Ten Thousand (10,000) shares of Seven per cent (7%) preferred stock now called for redemption, and Five Hundred Thousand (500,000) shares shall be of the par value of Ten dollars (\$10.00) each, and shall be common stock, said Five Hundred Thousand (500,000) shares to include the present outstanding common stock of the company, the preferred stock to have the following designations, preferences, voting powers and restrictions and qualifications thereof, to-wit:

Board of Directors, dividends from November 1st, 1916, at the rate of six per centum (6%) per annum, and no more, out of the surplus profits of the company, in preference to the holders of the common stock of said company. In any year after the full dividend of six per centum (6%) for such year and all preceding years shall have been declared and paid to or set apart for the holders of the preferred capital stock, and after the amount of the preferred stock hereinafter provided to be redeemed for all preceding years or periods of redemption shall have been redeemed or provided for, the holders of the common capital stock of the company shall (subject to the maintenance by the company of net quick assets and total net assets proportionate to the issued preferred stock, as hereinafter provided) be entitled to receive such dividends out of the remaining surplus profits of the company as the Board of Directors shall declare. Beginning in the year 1921 and continuing annually thereafter until all the preferred stock shall be retired, the company shall, from the surplus profits remaining after full, cumulative dividends upon the preferred stock shall have been paid or provided for, redeem and cancel, at One Hundred and Ten Dollars (\$110) per share, five per centum (5%) of the largest amount of preferred stock at any time outstanding, such shares to be selected by lot or pro rata, provided that the Company may, in any such year, purchase in the open market such amount of said five per centum (5%) as is available at a less price. The obligation to so retire five per cent per year, beginning in 1921, of the preferred stock shall be cumulative. Preferred stock so purchased or redeemed shall not be reissued. The Company may redeem the whole or any part of the preferred stock on any dividend date at One Hundred and Ten Dollars (\$110.00) per share, plus accrued and unpaid dividends, upon sixty (60) days' written notice, such redemption, if partial, to be by lot or pro rata, as the Directors may elect. Upon dissolution, liquidation, merger or consolidation, or other distribution or sale of the company's assets, the holders of the preferred stock shall be paid one hundred and ten per cent (110%) of the par value thereof, plus accrued and unpaid dividends, before any payment to the common stockholders, and after such payment to the preferred stockholders, the remaining assets shall belong to the holders of the common stock. The company shall maintain at all times net quick assets equivalent to One Hundred and Fifty per cent (150%) and total net assets equivalent to Two Hundred and Fifty per cent (250%) of the aggregate par value of preferred stock then outstanding. Except with the affirmative vote or written consent of the holders of three-fourths in amount of the preferred stock outstanding, the company shall not create or issue any debenture bonds maturing later than one year from their issue, or place any mortgage, deed of trust, or other lien upon the assets of the company, or issue any stock having priority over or parity with the now authorized Ten Millions of Dollars of preferred stock, or change the par value thereof.

The holders of the preferred stock shall have no voting power, provided, however, that if the proportion of net quick assets or total net assets shall not be maintained as above provided, or the redemption of preferred stock shall not be made, as hereinabove required, or if the dividends provided for this issue of preferred stock shall for two consecutive quarterly periods be in arrears then the holders of the preferred stock as a class shall have equal voting powers with the holders of the common stock as a class, with the right to cast votes in number equal to the number of common shares then outstanding until such time as all said provisions shall have been fully complied with. Thereupon the voting rights of the holders of the preferred stock shall cease, subject to subsequent revivals and cessations on the foregoing terms. The holders of the preferred stock shall be entitled to no other or further share of the profits of the company, and shall have no other or further rights in the assets of the company than hereinabove mentioned, nor shall they have any preemption right in any preferred or common stock which may be hereafter issued. So long as the company shall comply with the above requirements as to said preferred stock, the holders thereof, by the acceptance of the certificates therefor, waive their right to vote upon any question of the increase of the common capital stock, and thereby authorize the President or Vice President of the company for the time being,

...meeting held for the purpose of increasing such common stock, to vote their preferred stock in favor of such increase and to assent in writing to such increase, thereby irrevocably appointing such officers as attorney and agent of such holders for such purpose."

And the said President and Secretary, so duly authorized in acting, do hereby further certify that three-fourths in number of the stockholders of said THE FIRESTONE TIRE & RUBBER COMPANY, representing at least three-fourths of its capital stock, had before the passage of said resolution assented in writing to the increase of the capital stock of this company as set forth in the foregoing resolution, and to the division of the same into common and preferred shares, as set forth in said resolution; the preferred shares to have the designations, preferences, voting powers, restrictions and qualifications thereof set forth in the said resolution.

And the said President and Secretary do further certify that the above resolution was adopted after the adoption of the resolution also adopted at the same meeting providing for the reduction of the par value of the shares of common stock from One Hundred Dollars (\$100.00) to Ten Dollars (\$10.00) per share.

IN WITNESS WHEREOF the aforesaid H. S. Firestone, President and S. G. Carkhuff, Secretary, of THE FIRESTONE TIRE & RUBBER COMPANY, have hereunto set their hands, this 2nd day of November, A.D. 1916.

THE FIRESTONE TIRE & RUBBER COMPANY

By H. S. Firestone
President

S. G. Carkhuff,
Secretary

(SEAL)

CERTIFICATE OF REDUCTION OF THE CAPITAL
STOCK OF THE FIRESTONE TIRE & RUBBER COMPANY

To the Secretary of State,

Columbus, Ohio,

THE FIRESTONE TIRE & RUBBER COMPANY hereby certifies that at a meeting of the Board of Directors of said Company, held on the 4th day of August, 1919, the written consent of the persons in whose names a majority of the shares of the common capital stock of said company standing on the books of said company, having first been obtained, the authorized common capital stock of the company was by resolution, duly adopted by the Board of Directors, reduced from FIVE MILLION DOLLARS (\$5,000,000), consisting of FIVE HUNDRED THOUSAND (500,000) shares of the par value of Ten dollars (\$10) each, to THREE MILLION FIVE HUNDRED THOUSAND DOLLARS (\$3,500,000) consisting of THREE HUNDRED AND FIFTY THOUSAND (350,000) shares of the par value of Ten dollars (\$10) each.

IN WITNESS WHEREOF, The Firestone Tire & Rubber Company has caused its name to be hereunto subscribed by its President and Assistant Secretary and its corporate seal to be hereunto affixed this 4th day of August, 1919.

THE FIRESTONE TIRE & RUBBER COMPANY

By H. S. Firestone

President

Bernard M. Robinson

Asst. Secretary

(SEAL)



CERTIFICATE OF INCREASE OF CAPITAL STOCK
OF
THE FIRESTONE TIRE & RUBBER COMPANY.

H. S. FIRESTONE, President, and Bernard M. Robinson, Assistant Secretary, of THE FIRESTONE TIRE & RUBBER COMPANY, duly authorized in the premises and acting on behalf of said Company, do hereby certify that on and prior to the fourth day of September, A.D. 1919, the capital stock of said Company was fully subscribed for and an instalment of more than ten (10) per cent on each share of such stock had been paid thereon; that on said day by a vote of the holders and owners of more than three-fourths in amount of the stock of said Company at a meeting of the stockholders of said Company, called by a majority of the Directors of the Company, and held in the Auditorium of the Club House of The Firestone Tire & Rubber Company at the Northeast Corner of South Main Street and Cole Avenue, in Akron, Summit County, Ohio, thirty (30) days' notice of the time, place and object of which meeting was duly given according to law, by publication in a newspaper published and of general circulation in the County containing the principal place of business of said Company, and by letter addressed to each stockholder whose place of residence was known, the following resolution was adopted:

WHEREAS the authorized capital stock of this Company amounts to Thirteen Million Five Hundred Thousand (\$13,500,000) dollars, of which Ten Million (\$10,000,000) dollars is Six Per cent. Preferred stock, divided into One Hundred Thousand (100,000) shares of the par value of One Hundred (\$100) dollars each, and Three Million Five Hundred Thousand (\$3,500,000) Dollars is common stock, divided into Three Hundred Fifty Thousand (350,000) shares of Ten (10) Dollars each; and,

WHEREAS it is desired to increase the capital stock of this company from said authorized amount of Thirteen Million Five Hundred Thousand (\$13,500,000) Dollars to Seventy-five Million (\$75,000,000) dollars, divided into Six per cent Preferred stock, Seven per cent. Preferred stock and common stock, as hereinafter set forth; and,

WHEREAS this meeting has been called by a majority of the directors of this company, and due notice thereof has been given by said directors according to Law, both by publication for thirty (30) days of the time, place and object of this meeting, in a newspaper of general circulation in the County containing the principal place of business of the corporation, and by letter addressed to each stockholder whose place of residence is known; and,

WHEREAS three-fourths in number of all the stockholders of this corporation, representing at least three-fourths of both the subscribed and issued capital stock of this corporation, have assented in writing to the increase of the capital stock of this company from Thirteen Million Five Hundred Thousand (\$13,500,000) dollars its present authorized capital stock, to Seventy-five Million, (\$75,000,000) dollars divided into Three Million (3,000,000) shares, of which amount One Hundred Thousand (100,000) shares shall be of the par value of One Hundred (\$100) dollars each, aggregating Ten Million (\$10,000,000) dollars and shall be Six Per Cent. Cumulative preferred stock, (being the same Ten Million (\$10,000,000) dollars of Six Per Cent. preferred stock heretofore authorized and issued) and hereinafter referred to as "Six Per Cent. Preferred Stock"; and Four Hundred Thousand (400,000) shares shall be of the par value of One Hundred (\$100) dollars each, aggregating Forty Million (\$40,000,000) dollars, and shall be Seven per cent. Cumulative Preferred Stock, (being the stock hereinafter referred to as "Seven Per Cent. Preferred Stock"); and the remaining Two Million Five Hundred Thousand (2,500,000) shares shall be of the par value of Ten (\$10) dollars each, aggregating Twenty-five Million (\$25,000,000) dollars, and shall be common stock, which said Two Million Five Hundred Thousand (2,500,000) shares of common stock of the par value of Ten (\$10) dollars each shall include the present Three Hundred and Fifty Thousand (350,000) shares of common stock of the par value of Ten (\$10) dollars each now outstanding.

NOW, THEREFORE, BE IT RESOLVED That the capital stock of The Firestone Tire & Rubber Company be, and it is hereby increased from Thirteen Million Five Hundred Thousand (\$13,500,000) dollars, its present authorized capital stock, to Seventy-five Million (\$75,000,000) Dollars divided into Three Million (3,000,000) shares, of which amount One Hundred Thousand (100,000) shares shall be of the par value of One Hundred (\$100.00) dollars each, aggregating Ten Million (\$10,000,000) Dollars, and shall be Six Per Cent. Cumulative Preferred Stock, (being the same Ten Million (\$10,000,000) dollars of Six Per Cent Preferred stock heretofore authorized and issued), and hereinafter referred to as "Six Per Cent. Preferred Stock"; and Four Hundred Thousand (400,000) shares shall be of the par value of One Hundred (\$100) dollars each, aggregating Forty Million (\$40,000,000) dollars, and shall be Seven Per Cent. Cumulative Preferred Stock, (being the stock hereinafter referred to as "Seven Per Cent. Preferred Stock"); and the remaining Two Million Five Hundred Thousand (2,500,000) shares shall be of the par value of Ten (\$10) dollars each, aggregating Twenty-five Million (\$25,000,000) dollars, and shall be Common Stock, which said Two Million Five Hundred Thousand (2,500,000) shares of common stock of the par value of Ten (\$10) dollars each shall include the present Three Hundred and Fifty Thousand (350,000) shares of common stock of the par value of Ten (\$10) dollars each now outstanding, the Six Per Cent. Preferred Stock, (being the One Hundred Thousand (100,000) shares of Six Per Cent. Preferred Stock heretofore authorized and issued) shall have the following designations, preferences, voting powers and restrictions and qualifications thereof, being the same designations, preferences, voting powers, restrictions and qualifications thereof attached to said stock in the original resolutions creating said stock adopted by the stockholders of this company, November 2, 1916, that is to say:

The holders of the Six Per Cent Preferred Stock of this Company are entitled to receive quarterly, on the fifteenth day of January, April, July and October in each year, when and as declared by the Board of Directors, dividends cumulative from November 1, 1916, at the rate of Six (6%) per cent per annum, and no more, out of the surplus profits of the company in preference to the holders of all other stock of said company. Beginning in the year 1921 and continuing annually thereafter until all the six per cent preferred stock shall be retired, the company shall from the surplus profits remaining after full cumulative dividends upon the six per cent Preferred stock shall have been paid or provided for, redeem and cancel, at One Hundred and Ten (\$110) dollars per share, five (5%) Per Cent of the largest amount of Six per cent preferred stock at any time outstanding, such shares to be selected by lot or pro rata, provided that the company may in any such year purchase in the open market such amount of said Five (5%) per cent as is available at a less price. The obligation to so retire five (5%) per cent per year, beginning in 1921, of the Six Per cent preferred stock shall be cumulative. Such stock so purchased or redeemed shall not be reissued. The Company may redeem the whole or any part of the Six Per Cent preferred stock on any dividend date at One Hundred and Ten (\$110) dollars per share, plus accrued and unpaid dividends, upon sixty (60) days' written notice such redemption, if partial, to be by lot or pro rata, as the directors may elect. Upon dissolution, liquidation, merger or consolidation, or other distribution or sale of the company's assets, the holders of the Six per cent preferred stock shall be paid One Hundred and Ten (110) per cent of the par value thereof, plus accrued and unpaid dividends, before any payment to the holders of any other class of stock. The Company shall maintain at all times net quick assets equivalent to One Hundred and Fifty (150) per cent and total net assets equivalent to Two Hundred and Fifty (250%) per cent of the aggregate par value of the Six Per Cent. Preferred stock then outstanding. Except with the affirmative vote or written consent of the holders of three-fourths in amount of the Six Per Cent. Preferred Stock outstanding, the company shall not create or issue any debenture bonds maturing later than one year from their issue, or place any mortgage, deed of trust or other lien upon the assets of the company, or issue any stock having priority over or parity with the said Six per cent preferred stock, (being the heretofore authorized ten million (\$10,000,000) dollars of six per cent preferred stock) or change the par value thereof.

The holders of the Six Per Cent Preferred Stock shall have no voting powers, provided, however, that if the proportion of net quick assets or total net assets shall not be maintained as above provided, or the redemption of six per cent preferred stock shall not be made, as hereinbefore required, or if the dividends provided for said issue of six per cent preferred stock shall for two consecutive quarterly periods be in arrears, then the holders of said Six Per Cent Preferred Stock as a class shall have equal voting powers with the holders of the common stock as a class, with the right to cast votes in number equal to the number of common shares then outstanding, until such time as all said provisions shall have been fully complied with. Thereupon the voting rights of the holders of the Six Per Cent Preferred Stock shall cease, subject to subsequent revivals and cessations on the foregoing terms. The holders of the said Six Per Cent Preferred Stock shall be entitled to no other or further share of the profits of the company, and shall have no other or further rights in the assets of the company then hereinabove mentioned, nor shall they have any preemption right in any preferred stock or common stock which may be hereafter issued. So long as the company shall comply with the above requirements as to said Six Per Cent Preferred Stock, the holders thereof, by the acceptance of the certificates therefor, waive their right to vote upon any question of the increase of the common capital stock, and thereby authorize the President or Vice President of the Company for the time being, at any meeting held for the purpose of increasing such common stock, to vote their preferred stock in favor of such increase, and to assent in writing to such increase, thereby irrevocably appointing such officers as attorney and agent of such holders for such purpose. The Priority of the Six Per Cent Preferred Stock over all other classes of stock is preserved.

The Seven Per Cent Preferred Stock shall have the following designations, preferences, voting powers, restrictions and qualifications thereof, to-wit:

The holders of the Seven Per Cent Preferred Stock of this company are entitled to receive quarterly, on the fifteenth days of February, May, August and November in each year, when and as declared by the Board of Directors, dividends cumulative from the last dividend date before the date of issue, at the rate of Seven (7%) Per Cent per annum, and no more, out of the surplus profits of the company, in preference to the holders of the common stock of said company, in any year after the full dividend of six per cent (6%) for such year, and for all preceding years, shall have been declared and paid to or set apart for the holders of the Six Per Cent Preferred Stock, and after the amount of the Six Per Cent Preferred Stock hereinabove provided to be redeemed for all preceding years or periods of redemption shall have been redeemed or provided for, and after the full dividend of seven (7%) per cent for such year and all preceding years shall have been declared and paid to or set apart for the holders of the Seven Per Cent Preferred Stock, and after the amount of the seven per cent preferred stock hereinafter provided to be redeemed for all preceding years or periods of redemption shall have been redeemed or provided for, the holders of the common capital stock of the company shall (subject to the maintenance by the Company of the net quick assets and total net assets proportionate to the issued Six Per Cent Preferred Stock and Seven Per Cent Preferred Stock as hereinbefore and hereinafter provided) be entitled to receive such dividends out of the remaining surplus profits of the Company as the Board of Directors shall declare. Beginning in the year 1921 and continuing annually thereafter until all the Seven Per Cent Preferred Stock shall be retired, the company shall, from the surplus profits remaining after full cumulative dividends upon the Six Per Cent Preferred Stock and Seven Per Cent Preferred Stock shall have been paid or provided for and after the amount of the Six Per Cent Preferred Stock hereinbefore provided to be redeemed for all preceding years or periods of redemption shall have been redeemed or provided for, apply to the redemption and cancellation of the Seven Per Cent Preferred Stock not less than ten (10%) per cent of the net earnings of the company for such year remaining after the payment of all dividends on all preferred stock and after such required redemption of the Six

Per Cent Preferred Stock. In computing net profits all accrued and estimated taxes and governmental charges shall be deducted; such shares to be retired shall be selected by lot or pro rata, provided that the company may, in any such year, purchase in the open market such amount of said stock to be retired, as is available at a less price. Such stock so purchased or redeemed shall not be reissued. The company may redeem the whole or any part of the Seven Per Cent Preferred Stock on any dividend date, at One Hundred and Ten Dollars (\$110) per share plus accrued and unpaid dividends, upon sixty (60) days' written notice, such redemption, if partial, to be by lot or pro rata, as the directors may elect. Upon the dissolution, liquidation, merger or consolidation, or other distribution or sale of the Company's assets, the holders of the Seven Per Cent Preferred Stock shall be paid One Hundred and Ten Dollars (\$110.) per cent. of the par value thereof, plus accrued and unpaid dividends, before any payment to the common stockholders; and after such payment to the seven per cent preferred stockholders (in addition to the payments hereinabove provided to the Six Per Cent Preferred Stockholders in case of dissolution, liquidation, merger or consolidation, or other distribution or sale of the Company's assets), the remaining assets shall belong to the holders of the common stock. The Company shall maintain at all times net quick assets equivalent to One Hundred and Twenty-five (125%) per cent and total net tangible assets equivalent to Two Hundred (200%) per cent of the aggregate par value of the Six Per Cent Preferred Stock and Seven Per Cent Preferred Stock then outstanding. If the holders of Twenty-five per cent (25%) or more the shares of the Seven Per Cent Preferred Stock object thereto within Thirty (30) days after notice by the company and in the form prescribed by the Company, the company shall not create or issue any debenture bonds maturing later than one year from their issue, or place any mortgage, deed of trust, or other lien upon the assets of the company, or permit any of its present or future subsidiary companies so to do, or hereafter issue any stock having priority over or parity with the now authorized Forty Million (\$40,000,000) dollars of Seven Per Cent Preferred Stock, or change the par value thereof. The holders of the Seven Per Cent Preferred Stock shall have no voting powers, provided, however, that if the proportion of net quick assets or total net tangible assets shall not be maintained as above provided or the redemption of Seven Per Cent Preferred Stock shall not be made as hereinabove required, or if the dividends provided for the Seven Per Cent Preferred Stock shall for two consecutive quarterly periods be in arrears, then the holders of the Seven Per Cent Preferred Stock, as a class, shall have equal voting powers with the holders of the common stock as a class, with the right to cast votes in number equal to the number of common shares then outstanding, until such time as all said provisions shall have been fully complied with. Thereupon the voting rights of the holders of the Seven Per Cent Preferred Stock shall cease, subject to subsequent revivals and cessations on the foregoing terms. The holders of the Seven Per Cent Preferred Stock shall be entitled to no other or further share of the profits of the company, and shall have no other or further rights in the assets of the company than hereinabove mentioned, nor shall they have any preemption rights in any stock of any class which may be hereafter issued. So long as the Company shall comply with the above requirements as to said Seven Per Cent Preferred Stock, the holders thereof by the acceptance of the certificates therefor, waive their right to vote upon any question of the increase of the common capital stock, and thereby authorize the President or Vice President of the company for the time being, at any meeting held for the purpose of increasing such common stock, to vote their seven per cent preferred stock in favor of such increase, and to assent in writing to such increase, thereby irrevocably appointing such officers as attorney and agent of such holders for such purpose.

RESOLVED FURTHER that the proper officers of this Company be, and they are hereby, authorized and directed to file a certificate of this action with the Secretary of State of the State of Ohio, according to law.

And the said President and Assistant Secretary, so duly authorized in acting, DO HEREBY CERTIFY that three-fourths in number of all of the stockholders of said THE FIRESTONE TIRE & RUBBER COMPANY, representing at least three-fourths of both its subscribed and issued capital stock, had before the passage of said resolution assented in writing to the increase of the capital stock of this company as set forth in the foregoing resolution, and to the division of the same into common and preferred shares, as set forth in said resolution; the preferred shares to have the designations, preferences, voting powers, restrictions and qualifications thereof set forth in the said resolution.

IN WITNESS WHEREOF, the aforesaid H. S. Firestone, President and Bernard M. Robinson, Assistant Secretary of THE FIRESTONE TIRE & RUBBER COMPANY, have hereunto set their hands this 5th day of September, A. D. 1919.

THE FIRESTONE TIRE & RUBBER COMPANY

By

H. S. Firestone
President

Bernard M. Robinson
Assistant Secretary

(SEAL)

C E R T I F I C A T E
O F
A M E N D M E N T O F P A R A G R A P H F O U R O F T H E A R T I C L E S O F I N C O R P O R A T I O N
O F
T H E F I R E S T O N E T I R E & R U B B E R C O M P A N Y
T H E F I R E S T O N E T I R E & R U B B E R C O M P A N Y
C E R T I F I C A T E O F T H I R D A M E N D M E N T O F T H E A R T I C L E S
O F I N C O R P O R A T I O N O F S A I D C O M P A N Y.

To the Secretary of State
Of the State of Ohio,
Columbus, Ohio.

H. S. Firestone, President, and Bernard M. Robinson, Assistant Secretary of The Firestone Tire & Rubber Company, duly authorized in the premises, and acting on behalf of said company, do hereby certify,-

That on the fourth day of September, A.D. 1919, at a meeting of the Stockholders of said Company, held in the Auditorium of the Club House of The Firestone Tire & Rubber Company at the corner of South Main Street and Cole Avenue, in Akron, Ohio, Thirty (30) days' notice of which meeting and of the business to come before the same was given by a majority of the Directors of said company by publication in a newspaper published and of general circulation in the County where the principal place of business of said company was and is located, the following resolution was adopted, the owners and holders of more than three-fifths of the outstanding capital stock of said company voting in favor of the adoption of said resolution:

WHEREAS, by action of the stockholders of The Firestone Tire & Rubber Company, at their meeting this day held, the capital stock of the company has been increased from Thirteen Million Five Hundred Thousand (\$13,500,000) Dollars to Seventy-Five Million (\$75,000,000) Dollars, divided into Three Million (3,000,000) shares, of which amount One Hundred Thousand (100,000) shares shall be of the par value of One Hundred Dollars (\$100) each, aggregating Ten Million (\$10,000,000) Dollars, and shall be Six Per Cent. Cumulative Preferred Stock, (being the same Ten Million (\$10,000,000) Dollars of Six Per Cent. Preferred Stock heretofore authorized and issued), and hereinafter referred to as "Six Per Cent. Preferred Stock"; and Four Hundred Thousand (400,000) shares shall be of the par value of One Hundred (\$100) Dollars each, aggregating Forty Million (\$40,000,000) Dollars, and shall be Seven Per Cent. Cumulative Preferred Stock, being the stock hereinafter referred to as "Seven Per Cent. Preferred Stock"; and the remaining Two Million Five Hundred Thousand (2,500,000) shares shall be of the par value of Ten (\$10) Dollars each, aggregating Twenty Five Million (\$25,000,000) Dollars and shall be Common Stock, which said Two Million Five Hundred Thousand (2,500,000) shares of Common Stock of the par value of Ten (\$10) Dollars each shall include the present Three Hundred and Fifty Thousand (350,000) shares of Common Stock of the par value of Ten (\$10) Dollars each now outstanding; and

WHEREAS, it is desired to amend the Articles of Incorporation so that such articles shall provide for the division of the capital stock of this company into Six Per Cent. Preferred Stock, Seven Per Cent. Preferred Stock and Common Stock as above provided, and define the character of said Six Per Cent. Preferred Stock and said Seven Per Cent. Preferred Stock, as provided in Sections 8668 and 8669 of the General Code of Ohio; and,

WHEREAS, due notice of this Meeting, as a meeting called for the purpose of amending the Articles of Incorporation of this Company, and due notice of the business to come before this Meeting has been given by publication of Thirty (30) Days' notice by a majority of the Directors of this Company in a newspaper published and of general

WHEREAS, the principal place of business of the Corporation is located, and by letter addressed to each stockholder whose place of residence is known; and,

WHEREAS, the owners of more than Three-Fourths (3/4) of the entire capital stock of this Company are present at this Meeting in person or by proxy; now, therefore,

BE IT RESOLVED THAT the Articles of Incorporation of The Firestone Tire & Rubber Company be, and they are hereby amended so that Article Four (4) thereof shall read as follows: to-wit:

"FOURTH: The capital stock of The Firestone Tire & Rubber Company shall be Seventy-Five Million (\$75,000,000) Dollars, divided into Three Million (3,000,000) shares, of which amount One Hundred Thousand (100,000) shares shall be of the par value of One Hundred (\$100) Dollars each, aggregating Ten Million (\$10,000,000) Dollars, and shall be Six Per Cent. Cumulative Preferred Stock, (being the same Ten Million (\$10,000,000) Dollars of Six Per Cent. Preferred Stock heretofore authorized and issued), and hereinafter referred to as "Six Per Cent. Preferred Stock"; and Four Hundred Thousand (400,000) shares shall be of the par value of One Hundred (\$100) Dollars each, aggregating Forty Million (\$40,000,000) Dollars, and shall be Seven Per Cent. Cumulative Preferred Stock, (being the stock hereinafter referred to as "Seven Per Cent. Preferred Stock"); and the remaining Two Million Five Hundred Thousand (2,500,000) shares shall be of the par value of Ten (\$10) Dollars each, aggregating Twenty-Five Million (\$25,000,000) Dollars and shall be Common Stock, which said Two Million Five Hundred Thousand (2,500,000) shares of Common Stock of the par value of Ten (\$10) Dollars each shall include the present Three Hundred and Fifty Thousand (350,000) shares of Common Stock of the par value of Ten (\$10) Dollars each now outstanding; the Six Per Cent. Preferred Stock (being the One Hundred Thousand (100,000) shares of Six Per Cent. Preferred Stock heretofore authorized and issued) shall have the following designations, preferences, voting powers and restrictions and qualifications thereof, being the same designations, preferences, voting powers, restrictions and qualifications thereof attached to said stock in the original resolutions creating said stock adopted by the stockholders of this Company, November 2, 1916,- that is to say:

The holders of the Six Per Cent. Preferred Stock of this Company are entitled to receive quarterly, on the fifteenth days of January, April, July and October in each year, when and as declared by the Board of Directors, dividends cumulative from November 1, 1916, at the rate of Six (6%) Per Cent, per annum, and no more, out of the surplus profits of the Company in preference to the holders of all other stock of said company. Beginning in the year 1921 and continuing annually thereafter until all the Six Per Cent. Preferred Stock shall be retired, the Company shall from the surplus profits remaining after full cumulative dividends upon the Six Per Cent. Preferred Stock shall have been paid or provided for, redeem and cancel, at One Hundred and Ten (\$110) Dollars per share, Five (5%) Per Cent. of the largest amount of Six Per Cent. Preferred Stock at any time outstanding, such shares to be selected by lot or pro rata, provided that the Company may in any such year purchase in the open market such amount of said Five (5%) Per Cent. as is available at a less price. The obligation to so retire Five (5%) Per Cent. per year, beginning in 1921, of the Six Per Cent. Preferred Stock shall be cumulative. Such Stock so purchased or redeemed shall not be reissued. The Company may redeem the whole or any part of the Six Per Cent. Preferred Stock on any dividend date at One Hundred and Ten (\$110) Dollars per share, plus accrued and unpaid dividends, upon sixty (60) days' written notice, such redemption, if partial, to be by lot or pro rata, as the directors may elect. Upon dissolution, liquidation, merger or consolidation, or other distribution or sale of the Company's assets, the holders of the Six Per Cent. Preferred Stock shall be paid One Hundred and Ten (110%) Per Cent. of the par value thereof, plus accrued and unpaid dividends, before any payment to the holders of any other class of stock. The Company shall maintain at all times net quick assets equivalent to One Hundred and Fifty (150%) Per Cent. and total net assets equivalent to Two Hundred and Fifty (250%) Per Cent. of the aggregate par value of Six Per Cent. Preferred Stock then outstanding. Except with the affirmative vote or written consent of the

Stock outstanding, the Company shall not create or issue any debenture bonds maturing later than One Year from their issue, or place any mortgage, deed of trust or other lien upon the assets of the Company, or issue any stock having priority over or parity with the said Six Per Cent. Preferred Stock, or change the par value thereof. The holders of the Six Per Cent. Preferred Stock shall have no voting powers, provided, however, that if the proportion of net quick assets or total net assets shall not be maintained as above provided, or the redemption of Six Per Cent. Preferred Stock shall not be made, as hereinbefore required, or if the dividends provided for said issue of Six Per Cent. Preferred Stock shall for two consecutive quarterly periods be in arrears, then the holders of said Six Per Cent. Preferred Stock as a class shall have equal voting powers with the holders of the Common Stock as a class, with the right to cast votes in number equal to the number of common shares then outstanding until such time as all said provisions shall have been fully complied with. Thereupon the voting rights of the holders of the Six Per Cent. Preferred Stock shall cease, subject to subsequent revivals and cessations on the foregoing terms. The holders of said Six Per Cent. Preferred Stock shall be entitled to no other or further share of the profits of this Company, and shall have no other or further rights in the assets of the Company than hereinabove mentioned, nor shall they have any preemption right in any preferred stock or common stock which may be hereafter issued. So long as the Company shall comply with the above requirements as to said Six Per Cent. Preferred Stock, the holders thereof, by the acceptance of the certificates therefor, waive their right to vote upon any question of the increase of the Common Capital Stock and thereby authorize the President or Vice President of the Company for the time being, at any meeting held for the purpose of increasing such Common Stock, to vote their preferred stock in favor of such increase, and to assent in writing to such increase, thereby irrevocably appointing such officers as attorney and agent of such holders for such purpose. The priority of the Six Per Cent. Preferred Stock over all other classes of stock is preserved.

The Seven Per Cent. Preferred Stock shall have the following designations, preferences, voting powers, restrictions and qualifications thereof, to-wit;

The holders of the Seven Per Cent. Preferred Stock of this Company are entitled to receive quarterly on the fifteenth days of February, May, August and November in each year, when and as declared by the Board of Directors, dividends cumulative from the last dividend date before date of issue, at the rate of Seven Per Cent. (7%) per annum, and no more, out of the surplus profits of the Company, in preference to the holders of the Common Stock of said Company. In any year after the full dividend of Six Per Cent. (6%) for such year, and for all preceding years, shall have been declared and paid to or set apart for the holders of the Six Per Cent. Preferred Stock and after the amount of the Six Per Cent. Preferred Stock hereinabove provided to be redeemed for all preceding years or periods of redemption shall have been redeemed or provided for, and after the full dividend of Seven Per Cent. (7%) for such year and all preceding years shall have been declared and paid to or set apart for the holders of the Seven Per Cent. Preferred Stock, and after the amount of the Seven Per Cent. Preferred Stock hereinafter provided to be redeemed for all preceding years or periods of redemption shall have been redeemed or provided for, the holders of the Common Capital Stock of the Company shall (subject to the maintenance by the Company of not quick assets and total net assets proportionate to the issued Six Per Cent. Preferred Stock and Seven Per Cent. Preferred Stock, as hereinbefore and hereinafter provided) be entitled to receive such dividends out of the remaining surplus profits of the Company as the Board of Directors shall declare. Beginning in the year 1921 and continuing annually thereafter until all the Seven Per Cent. Preferred Stock shall be retired, the Company shall, from the surplus profits remaining after full cumulative dividends upon the Six Per Cent. Preferred Stock and Seven Per Cent. Preferred Stock shall have been paid or provided for and after the amount of the Six Per Cent. Preferred Stock hereinbefore provided to be redeemed for all preceding years or periods of redemption shall have been redeemed or provided for, apply to the redemption and cancellation of the Seven Per Cent. Preferred Stock not less than Ten Per Cent. (10%) of the net earnings of the Company for such year

remaining after the payment of all dividends on all preferred stock and after such required redemption of the Six Per Cent. Preferred Stock. In computing net profits all accrued and estimated taxes and governmental charges shall be deducted. Such shares to be retired shall be selected by lot or pro rata, provided that the Company may, in any such year, purchase in the open market such amount of said stock to be retired as is available at a less price, such stock so purchased or redeemed shall not be reissued. The Company may redeem the whole or any part of the Seven Per Cent. Preferred Stock on any dividend date, at One Hundred and Ten (\$110) Dollars per share, plus accrued and unpaid dividends, upon Sixty (60) days' written notice, such redemption, if partial, to be by lot or pro rata, as the directors may elect. Upon the dissolution, liquidation, merger or consolidation, or other distribution or sale of the Company's assets, the holders of the Seven Per Cent. Preferred Stock shall be paid One Hundred and Ten (110%) Per Cent. of the par value thereof, plus accrued and unpaid dividends, before any payment to the common stockholders; and after such payment to the Seven Per Cent. Preferred Stockholders (in addition to the payments herein above provided to the Six Per Cent Preferred Stockholders in case of dissolution, liquidation, merger or consolidation, or other distribution or sale of the Company's assets) the remaining assets shall belong to the holders of the Common Stock. The Company shall maintain at all times net quick assets equivalent to One Hundred and Twenty-five (125%) per cent. and total net tangible assets equivalent to Two Hundred (200%) per cent of the aggregate par value of the Six Per Cent. Preferred Stock and Seven Per Cent Preferred Stock then outstanding. If the holders of twenty-five per cent (25%) or more of the shares of the Seven Per Cent. Preferred Stock object thereto within thirty (30) days after notice by the Company and in the form prescribed by the Company, the Company shall not create or issue any debenture bonds maturing later than one year from their issue, or place any mortgage, deed of trust or other lien upon the assets of the Company, or permit any of its present or future subsidiary companies so to do, or hereafter issue any stock having priority over or parity with the now authorized Forty Million (\$40,000,000) Dollars of Seven Per Cent. Preferred Stock, or change the par value thereof. The holders of the Seven Per Cent Preferred Stock shall have no voting powers, provided, however, that if the proportion of net quick assets or total net tangible assets shall not be maintained as above provided, or the redemption of Seven Per Cent. Preferred Stock shall not be made as hereinabove required, or if the dividends provided for the Seven Per Cent Preferred Stock shall for two consecutive quarterly periods be in arrears, then the holders of the Seven Per Cent Preferred Stock, as a class, shall have equal voting powers with the holders of the common stock as a class, with the right to cast votes in number equal to the number of common shares then outstanding, until such time as all said Provisions shall have been fully complied with. Thereupon the voting rights of the holders of the Seven Per Cent. Preferred Stock shall cease, subject to subsequent revivals and cessations on the foregoing terms. The holders of the Seven Per Cent Preferred Stock shall be entitled to no other or further share of the profits of the Company, and shall have no other or further rights in the assets of the Company than hereinabove mentioned, nor shall they have any pre-emption rights in any stock of any class which may be hereafter issued. So long as the Company shall comply with the above requirements as to said Seven Per Cent. Preferred Stock, the holders thereof, by the acceptance of the certificates therefor, waive their right to vote upon any question of the increase of the Common Capital Stock, and thereby authorize the President or Vice President of the Company for the time being, at any meeting held for the purpose of increasing such Common Stock, to vote their Seven Per Cent. Preferred Stock in favor of such increase and to assent in writing to such increase, thereby irrevocably appointing such officers as attorney and agent of such holders for such purpose."

RESOLVED FURTHER THAT the proper officers of this Company be, and they are hereby authorized and directed to file a certificate of this action with the Secretary of State of The State of Ohio, according to law."

IN WITNESS WHEREOF, the said H. S. Firestone, President, and Bernard M. Robinson, Assistant Secretary of THE FIRESTONE TIRE & RUBBER COMPANY, acting for and on behalf of said company, have hereunto set their hands, this 5th day of September, 1919.

THE FIRESTONE TIRE & RUBBER COMPANY,

By H. S. Firestone
President

Bernard M. Robinson
Assistant Secretary.

THE FIRESTONE TIRE & RUBBER COMPANY

H. S. Firestone, President and B. M. Robinson, Assistant Secretary of The Firestone Tire & Rubber Company, an Ohio corporation, do hereby certify that a meeting of the holders of the shares of said corporation entitling them to vote on the proposal to amend the Articles of said Corporation, and to file Amended Articles thereof, as contained in the following resolution, was duly called and held on the 29th day of October, 1929 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 entitling them to exercise more than two-thirds of the voting power of the Corporation on such proposal, the following resolution of amendment of the Articles of the Company, with the following Amended Articles of the Company therein contained, were adopted:

WHEREAS, The Firestone Tire & Rubber Company, by due notice of its Board of Directors taken on October 16, 1929, and by due notice mailed to all the holders of record on the books of the Company of its Cumulative Preferred Stock, has duly called for redemption on January 15, 1930, its entire outstanding Six Per Cent. Cumulative Preferred Stock, having an aggregate par value of \$5,955,400, and for redemption on February 15, 1930, its entire outstanding Seven Per Cent. Cumulative Preferred Stock, having an aggregate par value of \$15,560,200, and the Company has duly provided for the deposit, on or before October 30, 1929, with the City Bank Farmers Trust Company in the Borough of Manhattan, New York City, of the sum of \$24,315,987, in trust, to be used for the payment of the redemption price of such shares, to-wit, \$110 per share, plus all accrued and unpaid dividends, and such deposited funds will be sufficient to provide in full for such redemption, as well as for all dividends on such stock due hereafter and to the redemption dates; and

WHEREAS, it is now desirable that the Articles of the Company be amended, and that Amended Articles of the Corporation be filed, for the purpose of increasing the number of shares of Common Stock and creating a new class of Preferred Stock, and other purposes,

NOW, THEREFORE, BE IT RESOLVED by the stockholders of The Firestone Tire & Rubber Company as follows:

1. That the Articles of the Company be amended so as to:

(a) Increase the number of shares of Common Stock which the Company is authorized to have outstanding from 2,500,000 shares with the par value of \$10.00 per share to 3,500,000 shares with the par value of \$10.00 per share;

(b) Create 1,000,000 shares of Cumulative Preferred Stock with the par value of \$100 per share (hereinafter sometimes called "New Preferred Stock"), issuable in series and having the terms and provisions hereinafter set forth, and for that purpose to change 190,054 unissued shares of the Company's heretofore authorized Seven Per Cent. Cumulative Preferred Stock so that the same shall become and constitute a part of said 1,000,000 shares of New Preferred Stock;

(c) Release from any pre-emptive rights of stockholders not exceeding 1,100,000 shares of the Common stock of the Company if and to the extent that such shares shall from time to time be appropriated for the purpose of meeting options to purchase the same, granted in connection with the sale and issuance of the shares of New Preferred Stock and/or for the purpose of sale to employees;

(d) Amplify the purposes of the Corporation (without substantially changing its essential character) so as to embrace specifically, as hereinafter set forth, activities engaged in by the Company incidental to its business of manufacturing and selling tires and rubber products.

2. That Amended Articles of the Company be, and they are, hereby adopted and ordered to be filed in the office of the Secretary of State of Ohio, to-wit:

H. S. Firestone, President and B. M. Robinson, Assistant Secretary, of The Firestone Tire & Rubber Company, an Ohio corporation, do hereby certify that the foregoing Amended Articles of said Company were duly adopted at a meeting of the holders of the shares of said Corporation, entitling them to vote on the proposal to adopt and file Amended Articles thereof, duly called and held on the 29th day of October, 1929, at which meeting a quorum of such shareholders was present in person or by proxy, such Amended Articles receiving the affirmative vote of the holders of shares entitling them to exercise more than two-thirds of the voting power of the Corporation on such proposal.

IN WITNESS WHEREOF, said H. S. Firestone, President, and B. M. Robinson, Assistant 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 29th day of October, 1929.

By H. S. Firestone PRESIDENT

(S E A L)

By B. M. Robinson ASST. SECRETARY

STATE OF OHIO)
) SS:
SUMMIT COUNTY)

Personally appeared before me, the undersigned Notary Public in and for said county, this 29th day of October, 1929, the above named H. S. Firestone and B. M. Robinson, President and Assistant Secretary, respectively of The Firestone Tire & Rubber Company, who acknowledged that they did sign the foregoing certificate of adoption of Amended Articles of The Firestone Tire & Rubber Company and that the same is their free act and deed as such officers and as authorized by the stockholders of said The Firestone Tire & Rubber Company.

WITNESS my hand and official seal on the day and year last aforesaid.

(S E A L)

-- Helen Mason
NOTARY PUBLIC
Commission expires 2-27-32

which has authorized a reduction of its stated capital by the redemption and cancellation of certain of its shares, subject to redemption and cancellation, do hereby certify that the amount of its stated capital prior to this reduction was \$44,015,600, and the amount of \$22,500,000 will remain after reduction, being the aggregate par value of 2,250,000 issued shares of Common stock, with the par value of \$10.00 each.

The corporation has duly called for redemption on January 15, 1930, its entire outstanding Six Per Cent. Cumulative Preferred Stock, consisting of 59,554 shares, having an aggregate par value of \$5,955,400, and has duly called for redemption on February 15, 1930, its entire outstanding Seven Per Cent. Cumulative Preferred Stock, consisting of 155,602 shares, having an aggregate par value of \$15,560,200, and the Company has duly deposited with the City Bank Farmers Trust Company in the Borough of Manhattan, New York City, in trust, the sum of \$24,515,987, to be used for the payment of the redemption price of such shares, to-wit, \$110.00 per share, plus accrued and unpaid dividends, which deposited funds are sufficient to provide in full for such redemption as well as for all dividends on such stock due hereafter and to the redemption dates, so that the holders of such Preferred Stock have no further right by virtue thereof except the right to receive the redemption price of their shares, with or including such dividends. And the Corporation has ordered all such outstanding shares of its Six Per Cent. Cumulative Preferred Stock and Seven Per Cent. Cumulative Preferred Stock to be cancelled as required by its said Articles, and its stated capital to be accordingly reduced.

The authorized number of shares of said corporation shall be reduced accordingly by the number of shares so cancelled.

Such action was authorized by resolutions, true copies of which are as follows:

1. RESOLVED, that the Company elects to exercise the right reserved in its Articles of Incorporation to redeem, and does hereby call all the outstanding shares of this Company's Six Per Cent. Cumulative Preferred Stock for redemption on January 15, 1930, at the office of the City Bank Farmers Trust Company, No. 52 Wall Street, New York City; and in like manner the Company elects to exercise its right to redeem and does hereby call all the outstanding shares of its Seven Per Cent. Cumulative Preferred Stock for redemption on February 15, 1930, at the office of the City Bank Farmers Trust Company, No. 52 Wall Street, New York City; and the officers of the Company are hereby authorized and instructed to provide out of the proceeds of the sale of the new Six Per Cent. Cumulative Preferred Stock Series A of this Company as aforesaid or from other funds available for that purpose for the deposit with the City Bank Farmers Trust Company a sum in cash sufficient to pay the aggregate redemption price of \$110.00 per share on January 15, 1930 and February 15, 1930, respectively of said Six Per Cent. Cumulative Preferred Stock and said Seven Per Cent. Cumulative Preferred Stock called for redemption as aforesaid together with the full amount of the dividend or dividends which shall become due on such stocks or either of them on or prior to the date of redemption; and the proper officers of this Company are hereby further authorized and directed to issue to the holders of such Preferred Stocks respectively proper notice of the call thereof for redemption and to do and perform all other acts and things necessary to complete the redemption of said stock.

2. RESOLVED, that the Treasurer of the Company is hereby directed to make, on or before October 30, 1929, the deposit, heretofore ordered by this Board, with the Transfer Department of the City Bank Farmers Trust Company, No. 52 Wall Street, New York City, of funds sufficient to redeem the Company's entire outstanding Six Per Cent. Cumulative Preferred Stock and its entire outstanding Seven Per Cent. Cumulative Preferred Stock at the redemption price of \$110.00 per share, plus accrued and unpaid dividends, as well as funds sufficient to pay the dividend of 1-3/4 per cent., due November 15, 1929, on said outstanding Seven Per Cent. Cumulative Preferred Stock, which dividend is hereby ordered paid on said date to holders of said stock of record on the books of the Company as of said November 15, 1929; and

deposit, the stated capital of the Company be reduced by the amount of \$21,515,600 representing the aggregate par value of the entire outstanding Six Per Cent. Cumulative Preferred Stock and entire outstanding Seven Per Cent Cumulative Preferred Stock of the Company; and that in connection with the Redemption thereof, all outstanding shares of said Six Per Cent. Cumulative Preferred Stock and Seven Per Cent. Cumulative Preferred Stock of this Company be cancelled, and that the authorized number of shares of the Company be reduced accordingly, to-wit, by the number of 215,156 shares; and

RESOLVED FURTHER, that the President and Assistant Secretary of the Company are hereby directed, upon the making of such deposit, to file with the Secretary of State of Ohio a certificate of reduction of stated capital, evidencing such reduction in the stated capital of the Company and in its authorized number of shares; and

RESOLVED FURTHER, that on and after October 31, 1929, the books of the Company shall be closed against the transfer of any shares of said Six Per Cent. Cumulative Preferred Stock and Seven Per Cent. Cumulative Preferred Stock.

Said resolutions were adopted in the following manner:

By unanimous vote of the directors present at meetings of the Board of Directors duly called and held, at each of which more than a quorum was present, the first resolution being so adopted on October 16, 1929, and the second on October 25, 1929.

IN WITNESS WHEREOF said H. S. Firestone President, and B. M. Robinson, Assistant 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 30th day of October, 1929.

H. S. Firestone President

(S E A L)

B. M. Robinson Asst. Secretary

CERTIFICATE
WHERE SHARES ARE ISSUED AS
A SHARE DIVIDEND

THE FIRESTONE TIRE & RUBBER COMPANY, an Ohio corporation, does hereby certify that at the close of business on the 28th day of October 1929, it issued certain of its shares as a share dividend, and that:

(a) The number and class of such shares so issued were:

1,800,000 shares of Common Stock with the par value of \$10.00 each.

(b) The amount of surplus transferred to stated capital in respect of such share dividend was:

\$18,000,000.

The stated capital of the Company representing its issued Common Stock, after such stock dividend, is \$22,500,000. Prior to such transfer of surplus to stated capital and such stock dividend, the outstanding Common shares amounted to 450,000, and, subsequent thereto the outstanding Common shares amounted to 2,250,000.

(c) The total number of shares of each class authorized by its articles and the total number of shares of each class outstanding are:

CLASS	SHARES AUTHORIZED	SHARES OUTSTANDING
Six Per Cent. Cumulative Preferred	100,000	59,554
	(Par value \$100 each)	Already called for redemption
Seven Per Cent. Cumulative Preferred	400,000	155,602
	(Par value \$100 each)	
Common	2,500,000	2,500,000

IN WITNESS WHEREOF, The Firestone Tire & Rubber Company by B. M. Robinson, its Assistant, its Secretary, has hereunto subscribed its name and caused its seal to be hereunto affixed this 28th day of October, 1929.

THE FIRESTONE TIRE & RUBBER COMPANY

(SEAL)

B. M. Robinson

Asst. Secretary.

SUPPLEMENTAL CERTIFICATE
OF
REDUCTION OF STATED CAPITAL

J. W. Thomas, Vice President, and E. M. Robinson, Assistant Secretary of The Firestone Tire & Rubber Company, an Ohio corporation, do hereby certify as follows:

On October 30th, 1929, said Corporation filed with the Secretary of State of Ohio its certificate of reduction of stated capital, dated October 30, 1929, which certificate was recorded in Volume 378, page 42, of the Records of Incorporations in said office.

Said certificate of reduction of stated capital stated that said Corporation had duly called for redemption on January 15, 1930, its entire outstanding Six Per Cent. Cumulative Preferred Stock, consisting of 59,554 shares, having an aggregate par value of \$5,955,400, and had duly called for redemption on February 15, 1930, its entire outstanding Seven Per Cent. Cumulative Preferred Stock, consisting of 155,602 shares, having an aggregate par value of \$15,560,200, and the Corporation had duly deposited with the City Bank Farmers Trust Company in the Borough of Manhattan, New York City, in trust, the sum of \$24,315,987, to be used for the payment of the redemption price of such shares, to-wit, \$110.00 per share, plus accrued and unpaid dividends, which deposited funds were sufficient to provide in full for such redemption as well as for all dividends on such stock due thereafter and to the redemption dates, so that the holders of such Preferred Stock had no further right by virtue thereof except the right to receive the redemption price of their shares, with or including such dividends. And the Corporation had ordered all such outstanding shares of its Six Per Cent. Cumulative Preferred Stock and Seven Per Cent. Cumulative Preferred Stock to be cancelled as required by its said Articles, and its stated capital to be accordingly reduced.

This supplemental certificate of reduction evidences that said fund of \$24,315,987 so deposited with said City Bank Farmers Trust Company duly remained on deposit and was applied to the payment in full of all dividends becoming due on said Preferred Stocks prior to the aforesaid respective redemption dates fixed therefor, and on and after said redemption dates the same has been applied to or available for the payment in full of the redemption price, including accrued dividends, of all said Preferred Stock of both classes.

Accordingly, said entire outstanding Six Per Cent. Cumulative Preferred Stock became fully redeemed and cancelled on January 15, 1930, and said entire outstanding Seven Per Cent. Cumulative Preferred Stock became fully redeemed and cancelled on February 15, 1930.

IN WITNESS WHEREOF, said J. W. Thomas, Vice President, and E. M. Robinson, Assistant 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 24th day of March, 1931.

J. W. Thomas
-- -- VICE PRESIDENT

E. M. Robinson
-- -- ASST. SECRETARY

(S E A L)

Case No. 27885
Filed Dec. 28, 1932.

CERTIFICATE OF REDUCTION
OF STATED CAPITAL BY REDEMPTION AND CANCELLATION OF SHARES.

J. W. Thomas, President, and S. G. Carkhuff, Secretary, of The Firestone Tire & Rubber Company, an Ohio corporation which has authorized a reduction of its stated capital by redeeming and cancelling certain of its shares subject to redemption and cancellation, do hereby certify that:

The amount of its stated capital prior to this reduction was \$22,500,000, par value issued Common Stock and \$60,000,000, par value issued Preferred Stock, and the amount of \$22,500,000 par value Common Stock and \$58,800,000, par value Preferred Stock will remain after reduction.

The corporation has redeemed 12,000 Preferred shares subject to redemption under its articles of incorporation, all of which shares have been cancelled as required by its said articles.

The authorized number of shares of said corporation shall be reduced accordingly by the number of shares so cancelled.

Such action was authorized by resolution, a true copy of which is as follows:

"RESOLVED, that the officers of this company are hereby authorized and directed to cancel, redeem and retire \$1,200,000. face value of the Six Per Cent Cumulative Preferred Stock Series A of this company on hand in the Treasury of this company and heretofore purchased for redemption and retirement during the year 1932, as required by the terms and provisions of such stock and Subdivision VI of paragraph Fourth of the Articles of this company."

Said resolution was adopted in the following manner:

By unanimous vote of the Board of Directors of The Firestone Tire & Rubber Company in regular meeting of the Directors of the company held at Akron, Ohio on October 28, 1932, pursuant to notice duly mailed to each Director of the company in accordance with the by-laws.

IN WITNESS WHEREOF, said J. W. Thomas, President, and S. G. Carkhuff, 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 29th day of October, 1932.

J. W. Thomas, President.

S. G. Carkhuff, Secretary.

(SEAL)

Filed October 28, 1933
Corp. No. 27885

CERTIFICATE OF REDUCTION
OF STATED CAPITAL OTHERWISE THAN BY REDEMPTION

J. W. Thomas, President, and B. M. Robinson, Asst. Secretary, of The Firestone Tire & Rubber Company, an Ohio corporation which has authorized a reduction of its stated capital otherwise than by redemption of shares, do hereby certify that:

The amount of its stated capital prior to this reduction was \$12,500,000, par value issued Common Stock and \$58,800,000, par value issued Preferred Stock and the amount of \$22,500,000 par value common stock and \$57,600,000, par value Preferred Stock Dollars will remain after reduction.

The corporation has redeemed 12,000 Preferred shares subject to redemption under its articles of incorporation, all of which shares have been cancelled as required by its said articles.

The authorized number of shares of said corporation shall be reduced accordingly by the number of shares so cancelled.

The following is a true copy of the resolution of reduction:

"RESOLVED, that the officers of this company are hereby authorized and directed to cancel, redeem and retire \$1,200,000 face value of the Six Per Cent Cumulative Preferred Stock Series A of this Company on hand in the Treasury of this company and heretofore purchased for redemption and retirement during the year 1933, as required by the terms and provisions of such stock and Subdivision VI of paragraph Fourth of the Articles of this company."

Said resolution was adopted in the following manner:

By unanimous vote of the Board of Directors of The Firestone Tire & Rubber Company in regular meeting of the Directors of the company held at Akron, Ohio, on September 29, 1933, pursuant to notice duly mailed to each Director of the company in accordance with the by-laws.

IN WITNESS WHEREOF, said J. W. Thomas, President, and B. M. Robinson, Asst. 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 27th day of October, 1933.

J. W. Thomas, President

B. M. Robinson, Asst. Secretary

(S E A L)

CERTIFICATE OF REDUCTION
OF STATED CAPITAL BY REDEMPTION AND CANCELLATION OF SHARES

J. W. Thomas, President, and S. G. Carkhuff, Secretary, of The Firestone Tire & Rubber Company, an Ohio corporation which has authorized a reduction of its stated capital by redeeming and cancelling certain of its shares subject to redemption and cancellation, do hereby certify that:

The amount of its stated capital prior to this reduction was \$22,500,000., par value issued Common Stock and \$57,600,000., par value issued Preferred Stock, and the amount of \$22,500,000., par value Common Stock and \$56,400,000., par value Preferred Stock will remain after reduction.

The corporation has redeemed 12,000 Preferred shares subject to redemption under its articles of incorporation, all of which shares have been cancelled as required by its said articles.

The authorized number of shares of said corporation shall be reduced accordingly by the number of shares so cancelled.

Such action was authorized by resolution, a true copy of which is as follows:

"RESOLVED, that the officers of this Company are hereby authorized and directed to cancel, redeem and retire \$1,200,000. face value of the Six Per Cent Cumulative Preferred Stock Series A of this company on hand in the Treasury of this company and heretofore purchased for redemption and retirement during the year 1934, as required by the terms and provisions of such stock and Subdivision VI of paragraph Fourth of the Articles of this company."

Said resolution was adopted in the following manner:

By unanimous vote of the Board of Directors of The Firestone Tire & Rubber Company in regular meeting of the Directors of the company held at Akron, Ohio on September 21, 1934, pursuant to notice duly mailed to each Director of the company in accordance with the by-laws.

IN WITNESS WHEREOF, said J. W. Thomas, President, and S. G. Carkhuff, 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 8th day of October, 1934.

J. W. Thomas, President

S. G. Carkhuff, Secretary

(S E A L)

CERTIFICATE OF REDUCTION
OF STATED CAPITAL BY REDEMPTION AND CANCELLATION OF SHARES

J. W. Thomas, President, and B. M. Robinson, Assistant Secretary, of The Firestone Tire & Rubber Company, an Ohio corporation which has authorized a reduction of its stated capital by redeeming and cancelling certain of its shares subject to redemption and cancellation, do hereby certify that:

The amount of its stated capital prior to this reduction was \$22,500,000 par value issued Common Stock and \$56,400,000 par value issued Preferred Stock, and the amount of \$22,500,000 par value Common Stock and \$55,200,000 par value Preferred Stock will remain after reduction.

The corporation has redeemed 12,000 Preferred shares subject to redemption under its articles of incorporation, all of which shares have been cancelled as required by its said articles.

The authorized number of shares of said corporation shall be reduced accordingly by the number of shares so cancelled.

Such action was authorized by resolution, a true copy of which is as follows:

RESOLVED, that the officers of this company are hereby authorized and directed to cancel, redeem and retire \$1,200,000 face value of the Six Per Cent Cumulative Preferred Stock Series A of this company on hand in the treasury of this company and heretofore purchased or redemption and retirement during the year 1935, as required by the terms and provisions of such stock and Subdivision VI of paragraph Fourth of the Articles of this company.

Said resolution was adopted in the following manner:

By unanimous vote of the Board of Directors of The Firestone Tire & Rubber Company in regular meeting of the Directors of the company held at Akron, Ohio on September 6, 1935, pursuant to notice duly mailed to each Director of the company in accordance with the by-laws.

IN WITNESS WHEREOF, said J. W. Thomas, President, and B. M. Robinson, Assistant 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 17th day of September, 1935.

J. W. Thomas, President

B. M. Robinson, Secretary

(S E A L)

CERTIFICATE OF REDUCTION
OF STATED CAPITAL BY REDEMPTION AND CANCELLATION OF SHARES

J. W. Thomas, President, and B. M. Robinson, Assistant Secretary, of The Firestone Tire & Rubber Company, an Ohio corporation which has authorized a reduction of its stated capital by redeeming and cancelling certain of its shares subject to redemption and cancellation, do hereby certify that:

The amount of its stated capital prior to this reduction was \$22,500,000 par value issued Common Stock and \$55,200,000 par value issued Preferred Stock, and the amount of \$22,500,000 par value Common Stock and \$54,000,000 par value Preferred Stock will remain after reduction.

The corporation has redeemed 12,000 Preferred shares subject to redemption under its articles, all of which shares have been cancelled as required by its said articles.

The authorized number of shares of said corporation shall be reduced accordingly by the number of shares so cancelled.

Such action was authorized by resolution, a true copy of which is as follows:

RESOLVED, that the officers of this company are hereby authorized and directed to cancel, redeem and retire \$1,200,000 face value of the Six Per Cent Cumulative Preferred Stock Series A of this company on hand in the treasury of this company and heretofore purchased for redemption and retirement during the year 1936, as required by the terms and provisions of such stock and Subdivision VI of paragraph Fourth of the Articles of this company.

Said resolution was adopted in the following manner:

By unanimous vote of the Board of Directors of The Firestone Tire & Rubber Company in regular meeting of the Directors of the company held in Akron, Ohio on September 8, 1936, pursuant to notice duly mailed to each Director of the Company in accordance with the by-laws.

IN WITNESS WHEREOF, said J. W. Thomas, President, and B. M. Robinson, Assistant 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 21st day of September, 1936.

J. W. Thomas, President

B. M. Robinson, Asst. Secretary

(S E A L)

CERTIFICATE OF REDUCTION
OF STATED CAPITAL BY REDEMPTION AND CANCELLATION OF SHARES

J. W. Thomas, President, and B. M. Robinson, Assistant Secretary, of The Firestone Tire & Rubber Company, an Ohio corporation which has authorized a reduction of its stated capital by redeeming and cancelling certain of its shares subject to redemption and cancellation, do hereby certify that:

The amount of its stated capital prior to this reduction was \$22,500,000. par value issued Common Stock and \$54,000,000. par value issued Preferred Stock, and the amount of \$22,500,000. par value Common Stock and \$52,900,000. par value Preferred Stock will remain after reduction.

The corporation has redeemed 12,000 Preferred shares subject to redemption under its articles of incorporation, all of which shares have been cancelled as required by its said articles.

The authorized number of shares of said corporation shall be reduced accordingly by the number of shares so cancelled.

Such action was authorized by resolution, a true copy of which is as follows:

"RESOLVED, that the Officers of this company are hereby authorized and directed to cancel, redeem and retire \$1,200,000. face value of the Six Per Cent Cumulative Preferred Stock Series A of this company on hand in the treasury of this company and heretofore purchased for redemption and retirement during the year 1937, as required by the terms and provisions of such stock and Subdivision VI of Paragraph Fourth of the Articles of this company."

Said resolution was adopted in the following manner:

By unanimous vote of the Board of Directors of The Firestone Tire & Rubber Company in regular meeting of the Directors of the company held in Akron, Ohio on September 23, 1937, pursuant to notice duly mailed to each Director of the Company in accordance with the by-laws.

IN WITNESS WHEREOF, said J. W. Thomas, President, and B. M. Robinson, Assistant 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 27th day of September, 1937.

J. W. Thomas, President

B. M. Robinson, Aast. Secretary

(S E A L)



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

I, WILLIAM J. KENNEDY, 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 ARTICLES OF INCORPORATION OF THE FIRESTONE TIRE AND RUBBER COMPANY filed March 4, 1910 and recorded in Volume 147, Page 188; CERTIFICATE OF SUBSCRIPTION filed March 14, 1910, Vol. 148, P. 27; CERTIFICATE OF INCREASE OF CAPITAL STOCK filed March 17, 1910, Vol. 141, P. 28; CERTIFICATE OF AMENDMENT filed November 8, 1916, Vol. 200, P. 576; CERTIFICATE OF INCREASE OF CAPITAL STOCK filed November 8, 1916, Vol. 200, P. 577; CERTIFICATE OF AMENDMENT filed November 8, 1916, Vol. 200, P. 580; CERTIFICATE OF REDUCTION OF CAPITAL STOCK filed August 27, 1919, Vol. 229, P. 481; CERTIFICATE OF INCREASE OF CAPITAL STOCK filed September 12, 1919, Vol. 229, P. 579; CERTIFICATE OF AMENDMENT filed September 12, 1919, Vol. 229, P. 574; AMENDED ARTICLES filed October 30, 1929, Vol. 378, P. 45; CERTIFICATE OF REDUCTION OF STATED CAPITAL filed October 30, 1929, Vol. 378, P. 42; CERTIFICATE WHERE SHARES ARE ISSUED AS A SHARE DIVIDEND filed October 30, 1929, Vol. 378, P. 39; SUPPLEMENTAL CERTIFICATE OF REDUCTION OF STATED CAPITAL filed March 26, 1931, Vol. 395, P. 252; CERTIFICATE OF REDEMPTION AND CANCELLATION filed December 28, 1932, Vol. 410, P. 229; CERTIFICATE OF REDUCTION OF STATED CAPITAL filed October 28, 1933, Vol. 416, P. 335; CERTIFICATE OF REDEMPTION AND CANCELLATION filed October 13, 1934, Vol. 423, P. 51; CERTIFICATE OF REDEMPTION AND CANCELLATION filed September 23, 1935, Vol. 434, P. 37; CERTIFICATE OF REDEMPTION AND CANCELLATION filed September 23, 1935, Vol. 441, P. 539; CERTIFICATE OF REDEMPTION AND CANCELLATION filed September 28, 1937, Vol. 482, P. 149 of the Records of Incorporations.

This constitutes a complete list of the documents filed in this office by the above corporation as of this date. Said corporation is in good standing on our records as of this date.

WITNESS my hand and official seal at Columbus, Ohio, this 29th day of June, A.D. 1938.

William J. Kennedy
Secretary of State.

502 N.P.

Amended Articles of Incorporation

OF

THE FIRESTONE TIRE & RUBBER COMPANY
OF AKRON, OHIO

392-112

AMENDED ARTICLES
OF
THE FIRESTONE TIRE & RUBBER COMPANY

FIRST: The name of said Corporation shall be
THE FIRESTONE TIRE & RUBBER COMPANY.

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

THIRD: Said Corporation is formed for the purpose of manufacturing, buying, selling and dealing in rubber tires for wagons, carriages, automobiles and other vehicles, rubber hoof pads, mechanical rubber goods and all other kinds of rubber goods; manufacturing, buying, selling and dealing in automobile accessories and equipment, including rims and batteries, carriage accessories and all other kinds of merchandise; and, incidental to the foregoing, producing, manufacturing, buying, selling and dealing in cotton and cotton fabric, rubber and other materials used in the manufacture of tires and rubber goods, and purchasing and producing gas, oil and gasoline and selling and dealing in the same in connection with the sale of tires and rubber goods.

FOURTH: The maximum number of shares which the Corporation is authorized to have outstanding is Four Million Five Hundred Thousand (4,500,000), classified as follows:

1,000,000 shares of Cumulative Preferred Stock with the par value of \$100.00 per share, aggregating in par value \$100,000,000.

3,500,000 shares of Common Stock with the par value of \$10.00 each, aggregating in par value \$35,000,000.

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

1. The Cumulative Preferred Stock (hereinafter referred to for convenience as "Preferred Stock") may be issued in series, from time to time, the first series authorized to be issued being composed, in the first instance, of 600,000 shares, designated as "Six Per Cent. Cumulative Preferred Stock, Series A" (hereinafter referred to for convenience as "Series A Preferred Stock"). The shares of Preferred Stock of the several series shall differ among themselves only with respect to the dividend rate on the shares of the respective series or the amount (hereinafter sometimes referred to as "Redemption Price") payable for shares of the respective series upon redemption of such shares or the amount (hereinafter sometimes referred to as "Voluntary Liquidation Price") payable upon the voluntary dissolution or liquidation of the Company or the voluntary sale of the entire assets thereof; and, with respect to shares of Preferred Stock of any series other than Series A, the Board of Directors is hereby authorized, from time to time, to fix the number of shares which shall constitute such series and, within the limitations and restrictions hereinafter stated, to fix or alter the dividend rate, Redemption Price and Voluntary Liquidation Price for the shares of any such series, before the issuance thereof. The Board of Directors is likewise authorized, subject to the limitations and restrictions hereinafter stated, to increase the number of shares constituting Series A, or any other series. For the foregoing purposes, the Board of Directors is hereby expressly authorized to adopt amendments to the Articles of Incorporation of the Company and to file the same in the office of the Secretary of State. Each particular series (other than Series A) of Preferred Stock shall have such designations as the Board of Directors shall determine at the time of the original authorization by it of the issue of shares of such series.

II. The Preferred Stock shall be entitled to receive, when and as declared out of the surplus of the Company, subject to any limitation prescribed by statute, before any dividend shall be paid on any other class of stock ranking junior to the Preferred Stock with respect to priority in the payment of dividends, dividends at, but not exceeding, the respective rates fixed for the shares of the several series of Preferred Stock at the time of the original authorization of the issue of the shares of the respective series, 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 first day of each of the months of March, June, September and December in each year to shareholders of record on the fifteenth day of the month next preceding the date of payment; *provided*, that the amount of the first dividend payable after the first issue of shares of any particular series may be fixed by the Board of Directors at less than the amount of a full quarterly dividend; and *provided*, that the maximum dividend rate fixed for the shares of any series shall not exceed eight per cent. per annum. At any time after dividends shall have been paid, as above provided, on the Preferred Stock of the several series for all previous dividend periods, and after or concurrently with declaring and setting aside a sum for the payment of dividends on the Preferred Stock of the several series for the then current dividend period, and after setting aside the full amount of any and all such Retirement Fund Instalments as at such time shall be required by the provisions of paragraph VI hereof to have been set aside, and after making such provision (if any) as the Board of Directors may deem necessary for working capital or for a reserve fund or funds, or otherwise, then, but not prior thereto, out of any remaining surplus available for cash dividends, as provided by statute, dividends may be declared on the other class or classes of stock ranking junior to the Preferred Stock with respect to priority in the payment of dividends, subject to the respective terms and provisions (if any) applying to such class or classes of

stock, respectively, and subject, also, to the provisions of paragraph XVII hereof.

III. Upon the dissolution, liquidation or sale of the entire assets of the Company, the Preferred Stock shall be entitled to receive the following sums, before any payment shall be made to any other class of stock ranking junior to the Preferred Stock with respect to priority in payment upon dissolution, liquidation or sale of assets:

(a) In case of any involuntary dissolution or liquidation or forced sale of the entire assets of the Company, each share of Preferred Stock of each series shall be entitled to receive the sum of \$100, together with a sum, whether or not earned, equivalent to all unpaid dividends (if any) accumulated thereon at the dividend rate fixed for its particular series; or

(b) In case of any voluntary dissolution or liquidation or voluntary sale of the entire assets of the Company, each share of Preferred Stock of each series shall be entitled to receive the Voluntary Liquidation Price fixed for the shares of such series, not exceeding, in any case, the sum of \$120 a share, together with a sum, whether or not earned, equivalent to all unpaid dividends (if any) accumulated thereon at the rate fixed for its particular series;

provided, that, in case of any involuntary dissolution or liquidation or forced sale of assets, the outstanding shares of Preferred Stock shall be entitled to share ratably in any amount paid thereon, without any distinction between the shares of the several series (if more than one be outstanding), except for the difference (if any) in the respective amounts of the dividends accumulated thereon, and, in case of any voluntary dissolution or liquidation, or voluntary sale of the entire assets of the Company, the outstanding shares of Preferred Stock shall be entitled to share ratably in any amount paid thereon, so that each share of Preferred Stock shall receive the same proportion of the Voluntary Liquidation Price provided for the shares of its particular series. After all sums payable to the Pre-

ferred Stock as herein provided upon a particular contingency shall have been paid in full, but not prior thereto, the other class or classes of stock ranking junior to the Preferred Stock with respect to the priority in payment upon dissolution, liquidation or sale of assets shall be entitled to payment of all other sums then distributable, subject to the respective terms and provisions (if any) applying to such class or classes of stock, respectively.

IV. Except as may be otherwise expressly provided with respect to the Preferred Stock of any one or more particular series, the Company shall have the right to redeem the Preferred Stock of any one or more series on any dividend date, either in whole or in such portions, as, from time to time, the Board of Directors may determine, upon the payment to the respective holders thereof of the Redemption Price thereof fixed for the shares of such series, respectively, which Redemption Price shall in no case exceed the sum of \$120 a share, together with a sum equivalent to the amount of all unpaid dividends (if any) accumulated thereon, plus a sum equal to and in lieu of the current quarterly dividend which would otherwise be payable thereon on the date fixed for redemption (hereinafter referred to as the "Redemption Date"), or, in lieu of such payment, by depositing such Redemption Price on or prior to the Redemption Date, with such responsible bank or trust company in the Borough of Manhattan, City and State of New York, as may be designated by the Board of Directors, in trust, for payment on or after the Redemption Date to the holders of the Preferred Stock then to be redeemed, and, in case such deposit shall be made on or before a quarterly dividend date prior to the Redemption Date, by depositing, also, with such bank or trust company, a sum in cash equivalent in the aggregate to any and all dividends to become payable on the said stock as herein provided on such prior dividend date or dates, which latter sum, so deposited, shall be applied by the depository to the payment, on the said prior dividend date or dates, respectively, of sums equivalent to the divi-

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dividends which would otherwise then become payable on the stock so called for redemption. If less than the whole amount of outstanding Preferred Stock of any particular series shall be redeemed at any time, the shares thereof to be redeemed shall be selected by lot in such manner as the Board of Directors may determine. Notice of any such redemption shall be mailed to each holder of Preferred Stock so to be redeemed, at his address registered with the Company, not less than thirty days prior to the Redemption Date, and, if less than all the shares of the said series owned by such shareholder are to be then 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 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 Redemption Price of such shares upon presentation and surrender of their respective certificates representing the said shares, and except, also, in case of the deposit of moneys, as herein provided, on or before a quarterly dividend date prior to the Redemption Date, the right to receive from the deposited moneys, from time to time, as herein provided, sums equivalent to any dividends which would otherwise become payable on such shares on such prior dividend date or dates, respectively. Anything herein contained to the contrary notwithstanding, the payment or deposit as provided in this paragraph IV of the Redemption Price of any shares of Preferred Stock that 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 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 Preferred Stock that 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 such shares.

V. Except as herein or by statute expressly provided, the Preferred 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. If, however, and whenever at any time or times dividends on any series of Preferred Stock shall be in arrears and unpaid in an aggregate amount equal to or exceeding the amount of the dividends thereon for one year at the rate fixed for such series, or if and whenever, on January 2 in any year subsequent to the year 1931, the Company shall fail to set aside for the retirement of Preferred Stock the sums then required by paragraph VI hereof to be so set aside, or if and whenever, after setting such sums aside, the Company shall be in default in applying the same in the manner provided in the said paragraph VI, thereafter the Preferred Stock of each and every series shall have the right to receive notice of all meetings of shareholders, and at every such meeting the Preferred Stock shall have voting rights for any and all purposes, each share of Preferred Stock having 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 Preferred Stock at such time outstanding, irrespective of series, into the total aggregate number of votes to which the outstanding shares of any other class or classes of stock then having voting powers and ranking either on a parity with or junior to the Preferred Stock with respect to priority in the payment of dividends or upon the dissolution, liquidation or sale of the entire assets of the Company may be collectively entitled; and such voting rights shall continue in the Preferred Stock and in such other class or classes of stock, respectively, until all accumulated divi-

dends (if any) on the Preferred Stock shall have been paid or declared and a sum set aside for the payment thereof, and until all sums which the Company shall have failed to set aside for, or to apply to, the retirement of Preferred Stock as required by paragraph VI hereof shall have been set aside in full or, as the case may be, shall have been applied in the manner provided in the said Paragraph VI, at which time the Preferred 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 Preferred Stock, as herein provided, shall terminate 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. of the outstanding Preferred Stock. The new directors so elected shall serve until the next annual meeting of shareholders and until their successors are chosen and qualified.

VI. So long as any of the Preferred Stock remains outstanding, the Company shall in each calendar year, commencing with the calendar year 1932, retire in the manner herein provided at least two per cent. of the maximum aggregate par value of all Preferred Stock outstanding at any time or times prior to the calendar year in which such retirement is made (the amount of Preferred Stock so to be retired in any calendar year being herein sometimes referred to as "Retirement Fund Quota" for such year), which Preferred Stock shall be retired in the following manner: On January 2, 1932, and on January 2 in each year thereafter, the Company shall set aside a sum (herein sometimes referred to as "Retirement Fund Instalment") sufficient to retire, at a price equal to the highest Redemption Price of Preferred Stock of any series then outstanding, the full Retirement

Fund Quota for the calendar year in which the retirement of Preferred Stock is to be effected from such curd. From each Retirement Fund Instalment, the Company shall purchase, from time to time, either in the open market or on any stock exchange or at private sale, in such manner and at such prices as the Board of Directors, from time to time, may deem advisable, such number of shares of Preferred Stock, irrespective of series, as shall be of an aggregate par value at least equal to the full Retirement Fund Quota for the calendar year as of which such Retirement Fund Instalment was set aside; *provided*, that the price (excluding brokers' commissions) paid for the Preferred Stock of any particular series shall not exceed the Redemption Price of the stock of such series; and *provided*, that, if, prior to October 20 in any year, the Company shall for any reason have failed to purchase the full Retirement Fund Quota for such year, the Company shall call for redemption on the next succeeding dividend date, and on that date shall redeem, all in the manner provided in paragraph IV hereof, out of the Retirement Fund Instalment theretofore set aside for such calendar year, such number of shares of Preferred Stock, irrespective of series, as, with the shares theretofore purchased out of such Retirement Fund Instalment, shall amount to the full Retirement Fund Quota for such calendar year. Any balance of any Retirement Fund Instalment remaining after the retirement therefrom of the full Retirement Fund Quota for the calendar year as of which such Retirement Fund Instalment was due to have been set aside may, at the option of the Company, be recredited to surplus account or otherwise disposed of at the discretion of the Board of Directors.

Anything herein contained to the contrary notwithstanding, if the amount of the consolidated net income of the Company and its subsidiary companies conducting the major portion of their business in the United States of America, earned during the twelve-months period ending on October 31 in any year, and remaining after deducting therefrom an amount equal to the dividend requirement of the Preferred Stock for such period (here-

Fund Quota for the calendar year in which the retirement of Preferred Stock is to be effected from such sum. From each Retirement Fund Instalment, the Company shall purchase, from time to time, either in the open market or on any stock exchange or at private sale, in such manner and at such prices as the Board of Directors, from time to time, may deem advisable, such number of shares of Preferred Stock, irrespective of series, as shall be of an aggregate par value at least equal to the full Retirement Fund Quota for the calendar year as of which such Retirement Fund Instalment was set aside; *provided*, that the price (excluding brokers' commissions) paid for the Preferred Stock of any particular series shall not exceed the Redemption Price of the stock of such series; and *provided*, that, if, prior to October 20 in any year, the Company shall for any reason have failed to purchase the full Retirement Fund Quota for such year, the Company shall call for redemption on the next succeeding dividend date, and on that date shall redeem, all in the manner provided in paragraph IV hereof, out of the Retirement Fund Instalment theretofore set aside for such calendar year, such number of shares of Preferred Stock, irrespective of series, as, with the shares theretofore purchased out of such Retirement Fund Instalment, shall amount to the full Retirement Fund Quota for such calendar year. Any balance of any Retirement Fund Instalment remaining after the retirement therefrom of the full Retirement Fund Quota for the calendar year as of which such Retirement Fund Instalment was due to have been set aside may, at the option of the Company, be recredited to surplus account or otherwise disposed of at the discretion of the Board of Directors.

Anything herein contained to the contrary notwithstanding, if the amount of the consolidated net income of the Company and its subsidiary companies conducting the major portion of their business in the United States of America, earned during the twelve-month period ending on October 31 in any year, and remaining after deducting therefrom an amount equal to the dividend requirement of the Preferred Stock for such period (here-

inafter referred to as "Residuary Consolidated Net Income") shall have been less than the full Retirement Fund Instalment to be set aside for the next calendar year, as herein provided; the Company shall be required to set aside in such next calendar year only so much of such Retirement Fund Instalment as shall be equal to such Residuary Consolidated Net Income; provided, that, whenever the Residuary Consolidated Net Income earned during some subsequent twelve-months period ending October 31 shall exceed the full Retirement Fund Instalment herein provided to be set aside for the next calendar year after the close of such period, then, to the extent of such excess, the Company shall set aside, with such Retirement Fund Instalment, the amount of any deficiency or deficiencies, not previously made up, in any earlier Retirement Fund Instalments, in the order in which they became due, and the sum so set aside shall be applied in substantially the manner hereinbefore provided to complete the retirement of the full Retirement Fund Quotas for the years as of which such earlier instalments became due, respectively.

VII. Any shares of Preferred Stock that may at any time be purchased or redeemed pursuant to the provisions of either paragraph IV or paragraph VI hereof shall be permanently retired 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 Preferred Stock accordingly.

VIII. The Preferred Stock of each series shall rank on a parity with the Preferred Stock of every other series with respect to priority both in the payment of dividends and upon the dissolution, liquidation or sale of assets of the Company.

IX. So long as any Preferred Stock of any series remains outstanding, no stock of any other class shall at any time be created ranking either senior to or on a parity with the Preferred Stock with respect to priority either in the payment of dividends or upon the dissolution, liquidation or sale of assets of the Company.

X. So long as any of the Preferred Stock of any series remains outstanding, the Company shall not sell, lease, exchange or otherwise dispose of all or substantially all of its property and assets at a net price to the Company which shall be less than the Voluntary Liquidation Price of all Preferred Stock at the time outstanding, unless such sale, lease, exchange or other disposal thereof be authorized by the affirmative vote of the holders of at least two-thirds of the Preferred Stock at the time outstanding, irrespective of series; *provided*, that such vote shall be sufficient authorization, so far as the Preferred Stock is concerned, for such sale, lease, exchange or other disposal of property or assets; and *provided*, that the Preferred Stock shall at all times have the right to vote as a class in any proceeding relative thereto.

XI. No holder of Preferred Stock of any series shall, as such holder, have any pre-emptive right in or pre-emptive right to purchase or subscribe to any additional shares of Preferred Stock, of any series, 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 Preferred Stock, by accepting the same, thereby waives and releases any and all pre-emptive rights which he might otherwise have to purchase any shares of Preferred Stock which may at any time be issued by the Company.

XII. The Common Stock shall rank junior to the Preferred Stock with respect to priority both in the payment of dividends and upon the dissolution, liquidation or sale of assets of the Company.

XIII. So long as any of the Preferred Stock of any series remains outstanding, none of the provisions of paragraphs I to XIII hereof, inclusive, shall at any time be altered, amended or repealed, unless such alteration, amendment or repeal be authorized by the affirmative vote of the holders of at least two-thirds of the Preferred Stock at the time outstanding, irrespective of series; *provided*, that such vote shall be sufficient authorization,

so far as the Preferred Stock is concerned, for such alteration, amendment or repeal, and, when effected upon such vote, such alteration, amendment or repeal shall not confer upon dissenting holders of Preferred Stock any right to payment for their shares; and *provided*; that the holders of the Preferred Stock shall at all times have the right to vote as a class in any proceeding relative thereto.

XIV. The dividend rate on the shares of Series A Preferred Stock is hereby fixed at six per cent. per annum. The Voluntary Liquidation Price for the shares of the Series A Preferred Stock is hereby fixed at \$105 a share, together with a sum, whether or not earned, equivalent to all unpaid dividends (if any) accumulated thereon at the said dividend rate. The Redemption Price of the shares of Series A Preferred Stock is hereby fixed at \$105 a share, together with a sum equivalent to the amount of all unpaid dividends (if any) accumulated thereon, plus a sum equal to \$1.50 a share in lieu of the current quarterly dividend which would otherwise be payable thereon on the Redemption Date.

XV. After the issue of \$60,000,000, aggregate par value, of Preferred Stock, no additional Preferred Stock of any series shall at any time be issued, so long as any of the Series A Preferred Stock remains outstanding, unless either (a) the sum of the earned surplus and the paid-in surplus of the Company added to the paid-in capital represented by stock ranking junior to the Preferred Stock with respect to priority upon the dissolution, liquidation or sale of assets of the Company shall amount to at least two-thirds of the aggregate par value of the Preferred Stock, irrespective of series, to be outstanding immediately after the issue of such additional Preferred Stock, or (b) such issue be authorized by the affirmative vote of the holders of at least two-thirds of the Series A Preferred Stock outstanding immediately prior to such issue; *provided*, that the Series A Preferred Stock shall at all times have the right to vote as a class in any proceeding relative to such issue.

XVI. So long as any of the Series A Preferred Stock

remains outstanding, no shares of stock of any class ranking junior to the Preferred Stock with respect to priority either in the payment of dividends or upon the dissolution, liquidation or sale of assets of the Company shall at any time be purchased or redeemed by the Company, unless prior thereto, dividends for all previous dividend periods shall have been paid on the Preferred Stock, and there shall have been set aside the full amount of any and all such Retirement Fund Instalments as at such time shall be required by the provisions of paragraph VI hereof to have been set aside.

XVII. So long as any of the Series A Preferred Stock remains outstanding, no dividend, other than one or more dividends payable in stock of a class ranking junior to the Preferred Stock with respect to priority both in the payment of dividends and upon the dissolution, liquidation or sale of assets of the Company, shall at any time be paid on any stock of any class ranking junior to the Preferred Stock in any of such respects, and no shares of stock of any such junior class shall at any time be purchased or redeemed by the Company, unless, immediately after the payment of such dividend or the purchase or redemption of such shares, as the case may be, the sum of the earned surplus and the paid-in surplus of the Company added to the paid-in capital represented by all such junior stock then outstanding shall amount to at least two-thirds of the aggregate par value of Preferred Stock, irrespective of series, then outstanding.

XVIII. So long as any of the Series A Preferred Stock remains outstanding, none of the provisions of paragraphs XIV to XVIII hereof, respectively, shall at any time be altered, amended or repealed, unless such alteration, amendment or repeal be authorized by the affirmative vote of the holders of at least two-thirds of the Series A Preferred Stock then outstanding; *provided*, that such vote shall be sufficient authorization, so far as the Series A Preferred Stock is concerned, for such alteration, amendment or repeal, and, when effected upon such vote, such alteration, amendment

or repeal shall not confer upon dissenting holders of Series A Preferred Stock any right to payment for their shares; and *provided*, that the holders of the Series A Preferred Stock shall at all times have the right to vote as a class in any proceeding relative thereto.

XIX. The Common Stock of the Company, to the amount of not exceeding 1,100,000 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 meeting options to purchase the same, granted in connection with the sale and issuance of Preferred Stock, and/or for the purpose of sale to employees.

FIFTH: The stated capital of the Company is \$22,500,000, representing the aggregate par value of 2,250,000 issued shares of Common Stock with the par value of \$10.00 each.

SIXTH: These Amended Articles shall supersede and take the place of the Articles of Incorporation existing prior to the filing hereof.

UNITED STATES OF AMERICA }
STATE OF OHIO }
OFFICE OF THE SECRETARY OF STATE }

I, _____, 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 30th day of October, A. D. 1929 and recorded in Volume 378, Page 45, of the Records of Incorporations.

Witness my hand and official seal, at Columbus, this _____ day of _____, A. D. 19 _____.

Secretary of State

SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process within this State, Naming Agent upon Whom Process may be Served and Names and Addresses of the Officers and Directors

7-4-38

In pursuance of Chapter 11829, Laws of Florida, 1927 Session, the following is submitted, in compliance with said Act:

That The Firestone Tire & Rubber Company

a corporation duly organized and existing under the laws of the State of Ohio

with its principal place of business at City of Akron

County of Summit State of Ohio

has designated and established 116 Lee Street (STREET OR BUILDING)

City of Jacksonville County of Duval

State of Florida as its place of business or domicile for the service of process within this State, and named as its agents Homan J. Scott

to accept service of process

OFFICERS:

NAME	SPECIFIC ADDRESS
John W. Thomas, President	1292 South Main St., Akron, Ohio
Harvey S. Firestone, Jr., Vice-Pres.	"
L. R. Jackson, Vice President	"
J. J. Shea, Treasurer	"
S. G. Carkhuff, Secretary	"
B. M. Robinson, Assistant Secretary	"

DIRECTORS:

NAME	SPECIFIC ADDRESS
John W. Thomas	1292 South Main St., Akron, Ohio
Harvey S. Firestone, Jr.	"
S. G. Carkhuff	"
J. J. Shea	"
Harris Creech	Cleveland Trust Co., Cleveland, Ohio
B. M. Robinson	1292 South Main St., Akron, Ohio
H. H. Hollinger	"
R. A. Firestone	"
L. R. Jackson	"

THE FIRESTONE TIRE & RUBBER COMPANY

By [Signature] Asst. Secretary

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

[Signature] Homan J. Scott

The above Act requires each and every corporation now organized and existing under the laws of the State, or which may hereafter be organized under the laws of the State, and each and every Foreign Corporation which has heretofore or may hereafter qualify under the law to transact business within the limits of the State of Florida, to designate a place of business or domicile for the service of process within this State, and name an agent to accept service of process. (This Act does not apply to Banking Companies, Trust Companies, Insurance Companies of any kind, Safety Deposit Companies, Building and Loan Associations, Express and Railroad Companies, Telephone and Telegraph Companies, Sleeping Car Companies, Canal Companies, Co-operative Associations, Cemetery Companies, State Fairs or Expositions, Fraternal Benefit Societies and Corporations not for profit.)

It is only necessary to file this certificate within thirty days after filing Certificate of Incorporation, as to domestic Corporation, and within thirty days after issuance of permit to foreign corporations; and thereafter only, when corporation has changed its place of business or agent.