

818099

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H09000145352 3)))



H090001453523ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6380

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

File 1st

AC
Theresa
6-18-09

RECEIVED

2009 JUN 17 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

ROHM & HAAS COMPANY

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$35.00

Please give to:
ThelmaThank You!
Connie
222-1092

Electronic Filing Menu

Corporate Filing Menu

Help

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

818099

(Document number of corporation (if known))

ROHM & HAAS COMPANY

1. _____
(Name of corporation as it appears on the records of the Department of State)

2. Delaware
(Incorporated under laws of)

3. 08/07/1964
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 04/25/1977

5. Rohm and Haas Company
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Cheryl E. Corbett 6/16/09
(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Cheryl E. Corbett

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

FILED
09 JUN 17 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "ROEM AND HAAS COMPANY", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 1977, AT 12 O'CLOCK P.M.

0062510 8100

090618626

You may verify this certificate online
at corp.delaware.gov/authocr.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7362360

DATE: 06-15-09

Delaware

PAGE 1

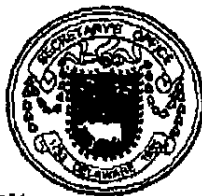
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE RESTATED CERTIFICATE OF "ROHM AND HAAS COMPANY",
FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF APRIL, A.D.
1977, AT 12 O'CLOCK P.M.

0062510 8100

090618626

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7362360

DATE: 06-15-09

Handwritten notes at top of page, including "The Corp. of..." and "11/12/71".

RESTATED CERTIFICATE OF INCORPORATION
OF
KORN & BAAS COMPANY

625-10

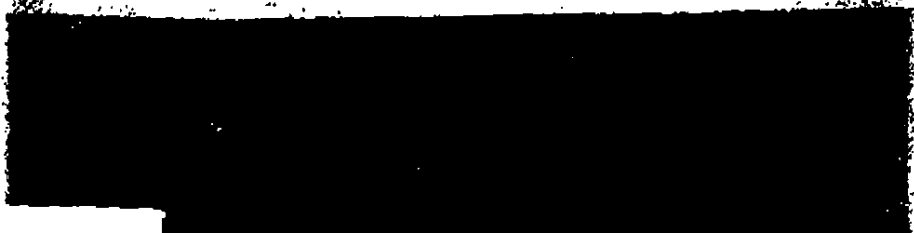
FILED

APR 23 1971

Handwritten signature/initials

12 Noon

00131



Handwritten notes at top of page:
The Corp. of Co.
111.042 + 6.00
17
101

RESTATED CERTIFICATE OF INCORPORATION
OF
KERN & HAAS COMPANY

675-10
FILED
APR 23 1977
12 Noon
00131
Handwritten signature



RESTATED CERTIFICATE OF INCORPORATION

OF

ROHM & HAAS COMPANY

ROHM & HAAS COMPANY, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Rohm & Haas Company and the name under which the corporation was originally incorporated is Rohm & Haas Company.

The date of filing its original Certificate of Incorporation with the Secretary of State was April 23, 1917.

2. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this corporation by changing the name of the corporation, eliminating preemptive rights and deleting detailed Certificate of Incorporation provisions which are generally covered by the General Corporation Law of the State of Delaware.

3. The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth in full:

"I. The name of the Company is Rohm and Haas Company.

"II. The principal office of the Company in the State of Delaware is located at 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent is The Corporation Trust Company, and the address of its registered agent is 100 West Tenth Street, in the City of Wilmington, County of New Castle.

00132

RESTATED CERTIFICATE OF INCORPORATION

OF

ROHM & HAAS COMPANY

ROHM & HAAS COMPANY, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Rohm & Haas Company and the name under which the corporation was originally incorporated is Rohm & Haas Company.

The date of filing its original Certificate of Incorporation with the Secretary of State was April 23, 1917.

2. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this corporation by changing the name of the corporation, eliminating preemptive rights and deleting detailed Certificate of Incorporation provisions which are generally covered by the General Corporation Law of the State of Delaware.

3. The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth in full:

"I. The name of the Company is Rohm and Haas Company.

"II. The principal office of the Company in the State of Delaware is located at 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent is The Corporation Trust Company, and the address of its registered agent is 100 West Tenth Street, in the City of Wilmington, County of New Castle.

00132

"III. The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

"IV. The Company shall have authority to issue 16,000,000 shares of common stock, of the par value of \$2.50 per share.

"V. The Company is to have perpetual existence.

"VI. The private property of the stockholders of the Company shall not be subject to the payment of corporate debts to any extent whatever.

"VII. The Board of Directors shall have the power to adopt, amend or repeal the bylaws of the Company.

"VIII. The Company shall have the power to keep its books of account, documents and records outside of the State of Delaware at such places as the Board of Directors may determine.

"IX. No holder of securities of any class of the Company shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of securities of any class of the Company, whether now or hereafter authorized. All securities of the Company shall be issued and sold to such parties as the Board of Directors in its discretion may determine."

4. This Restated Certificate of Incorporation was duly adopted by vote of the stockholders in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said BORN & HAAS COMPANY has caused this certificate to be signed by V. L. Gregory, Jr., its President, and attested by F. J. Harig, its Secretary, this 25th day of April, 1977.

BORN & HAAS COMPANY

By V. L. Gregory, Jr.
V. L. Gregory, Jr., President

ATTEST:

By F. J. Harig
F. J. Harig, Secretary

00133

"III. The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

"IV. The Company shall have authority to issue 16,000,000 shares of common stock, of the par value of \$2.50 per share.

"V. The Company is to have perpetual existence.

"VI. The private property of the stockholders of the Company shall not be subject to the payment of corporate debts to any extent whatever.

"VII. The Board of Directors shall have the power to adopt, amend or repeal the bylaws of the Company.

"VIII. The Company shall have the power to keep its books of account, documents and records outside of the State of Delaware at such places as the Board of Directors may determine.

"IX. No holder of securities of any class of the Company shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of securities of any class of the Company, whether now or hereafter authorized. All securities of the Company shall be issued and sold to such parties as the Board of Directors in its discretion may determine."

4. This Restated Certificate of Incorporation was duly adopted by vote of the stockholders in accordance with Sections 242 and 243 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said KORN & HAAS COMPANY has caused this certificate to be signed by V. L. Gregory, Jr., its President, and attested by F. J. Rarig, its Secretary, this 25th day of April, 1977.

KORN & HAAS COMPANY

By V. L. Gregory, Jr.
V. L. Gregory, Jr., President

ATTEST:

By F. J. Rarig
F. J. Rarig, Secretary

00133