

08-03-2000



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RECORDATION FORM COVER SHEET  
PATENTS ONLY

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## Submission Type

☒ New☐ Resubmission (Non-Recordation)

Document ID#

☐ Correction of PTO Error

Reel #

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## Conveyance Type

☐ Assignment☐ Security Agreement☐ License☐ Change of Name☐ Merger☒ Other Certificate of Amalgamation

U.S. Government

(For Use ONLY by U.S. Government Agencies)

☐ Departmental File☐ Secret File

## Conveying Party(ies)

☒ Mark if additional names of conveying parties attachedExecution Date  
Month Day Year

Name (line 1) Union Carbide Canada Limited

09/28/90

Name (line 2)

Execution Date  
Month Day Year

## Second Party

Name (line 1) Union Carbide Performance Plastics Ltd.

Name (line 2)

## Receiving Party

☐ Mark if additional names of receiving parties attached

Name (line 1) Union Carbide Canada Limited

Name (line 2)

☐ If document to be recorded  
is an assignment and the  
receiving party is not  
domiciled in the United  
States, an appointment  
of a domestic  
representative is attached.  
(Designation must be a  
separate document from  
Assignment.)

Address (line 1) 1210 Shepard Avenue East

Address (line 2) Box 38, Suite 210

Address (line 3) Willowdale

City

Ontario, Canada

State/Country

M2K 1E3

Zip Code

## Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name N.L. Balmer

Address (line 1) c/o Union Carbide Corporation

Address (line 2) 39 Olde Ridgebury Road

Address (line 3) Danbury, CT 06817-0001

Address (line 4)

## FOR OFFICE USE ONLY

08/02/2000 NTHA11 00000241 D306223

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**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Application Number(s) or Patent Number(s)**

☐ Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

**Patent Application Number(s)**

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Patent Number(s)**

<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.

Month Day Year

<input type="text"/>	<input type="text"/>	<input type="text"/>
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**Patent Cooperation Treaty (PCT)**

Enter PCT application number  
only if a U.S. Application Number  
has not been assigned.

PCT <input type="text"/>	PCT <input type="text"/>	PCT <input type="text"/>
PCT <input type="text"/>	PCT <input type="text"/>	PCT <input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment:  
Deposit Account

Enclosed ☒ Deposit Account ☒

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#


Authorization to charge additional fees:

Yes ☒ No ☐

**Statement and Signature**

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.*

Seth Traxler



7/11/00

Name of Person Signing

Signature

Date

**ATTACHMENT TO RECORDATION FORM COVER SHEET**

Additional conveying party:

175228 Canada Limited



Consumer and  
Corporate Affairs Canada

Consommation  
et Corporations Canada

**Certificate of Amalgamation**

**Canada Business  
Corporations Act**

**Certificat de fusion**

**Loi régissant les sociétés  
par actions de régime fédéral**

**Union Carbide Canada Limited -  
Union Carbide du Canada Limitée**

**264849-1**

**Name of Corporation - Dénomination de la société**

**Number - Numéro**

I hereby certify that the above-mentioned Corporation resulted from the amalgamation of the following Corporations under Section 185 of the Canada Business Corporations Act, as set out in the attached articles of Amalgamation.

Je certifie par les présentes que la société mentionnée ci-haut résulte de la fusion des sociétés ci-dessous, en vertu de l'article 185 de la Loi régissant les sociétés par actions de régime fédéral, tel qu'indiqué dans les statuts de fusion ci-joints.

**Le directeur**

**Director**

**October 1, 1990/le 1 octobre 1990**

**Date of Amalgamation - Date de fusion**

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**Canada**

**CANADA BUSINESS CORPORATIONS ACT  
FORM 9  
ARTICLES OF AMALGAMATION  
(Section 185)**

**1. Name of Amalgamated Corporation**

The name of the Amalgamated Corporation is Union Carbide Canada Limited - Union Carbide du Canada Limitée.

**2. The Place Within Canada where the Registered Office is to be Situated**

The place in Canada where the registered office is to be situated is the Municipality of Metropolitan Toronto, in the Province of Ontario.

**3. The Classes and any Maximum Number of Shares that the Corporation is Authorized to Issue**

The Corporation is authorized to issue 6,000,000 Preferred Shares in one or more series of which 2,000,000 are designated as Preferred Shares Series A, and an unlimited number of common shares.

**A. The rights, privileges, restrictions, conditions and limitations attaching to the 6,000,000 Preferred Shares as a class shall be as follows:**

- (a) The Preferred Shares may at any time and from time to time be issued in one or more series, each series, other than the first, to consist of such number of shares as may before the issue thereof be determined by the directors; the directors of the Corporation may (subject as hereinafter provided) by resolution fix (subject to the provisions hereof), from time to time before the issue thereof, the designation, rights, restrictions, conditions and limitations attaching to the shares of such series, other than the first, including, without limiting the generality of the foregoing, the rate, amount or method of calculation of preferential dividends (which shall be cumulative) and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the dates of payment thereof, the redemption and/or purchase prices and terms and conditions of redemption and/or purchase, conversion rights (if any), any sinking fund or other provisions and the rights of retraction, if any, vested in the holders of Preferred Shares of any such series, and the prices and the other terms and conditions of any right of retraction and whether any additional rights of retraction may be vested in such holders in the future, the whole subject to the following provisions and to the issue of Articles of Amendment setting forth such designation, rights, restrictions, conditions and limitations attaching to the shares of each series.
- (b) The Preferred Shares of each series shall be entitled to preference over the common shares of the Corporation and over any other shares ranking junior to the Preferred Shares with respect to payment of dividends and distribution of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs and may also be given such other preferences not inconsistent with paragraphs (a) to (f) hereof over the common shares of the Corporation and over any other shares ranking junior to the Preferred Shares as may be determined in the case of each series of Preferred Shares authorized to be issued.
- (c) When any fixed cumulative dividends or amounts payable on a return of capital are not paid in full, the Preferred Shares of all series shall participate ratably in respect of such dividends including accumulations, if any, in accordance with the sums which would be payable on the Preferred Shares if all such dividends were declared and paid in full, and on any return of capital in accordance with the sums which would be payable on such return of capital if all sums so payable were paid in full.
- (d) The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series with respect to priority in payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding up of the Corporation whether voluntary or involuntary.
- (e) Except as required by law, the holders of the Preferred Shares shall not be entitled as such (except as hereinafter specifically provided) to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting unless and until the Corporation from time to time shall fail to pay in the aggregate 8 quarterly dividends or 4 half-yearly dividends, as the case may be, on the Preferred Shares of any one series on the dates on which the same should be paid according to the terms thereof and until 8 quarterly dividends or 4 half-yearly dividends, as the case may be, shall remain outstanding and be unpaid whether or not consecutive and whether or not such dividends have been declared and whether or not there are any moneys of the Corporation properly applicable to the payment of dividends. In such event but only so long as any dividends on the Preferred Shares of any series remain in arrears, the holders of the Preferred Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation at which members of the board of directors are to be elected and which take place more than 60 days after such and shall be entitled to elect at such meeting, voting separately as a class, 2 members out of whatever number of members of the board of directors are to be elected at such meeting in accordance with the by-laws of the Corporation. Notwithstanding the foregoing, nothing contained herein shall be deemed to limit the right of the Corporation, subject to the Canada Business Corporations Act, from time to time to increase or decrease the size of its board of directors.
- (f) So long as any of the Preferred Shares are outstanding, the Corporation shall not, without prior approval of the holders of the Preferred Shares given in accordance with clause (h) below, issue any additional series of the Preferred Shares

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or create or issue any shares ranking prior to or on a parity with the Preferred Shares with respect to the payment of dividends or the distribution of assets in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs; provided that, subject to applicable law, the Corporation may at any time or from time to time, without such approval, if all dividends on each outstanding series of Preferred Shares accrued to the most recently preceding date for the payment of dividends on such series shall have been declared and paid or set aside for payment, issue one or more additional series of the Preferred Shares or issue any one or more of such other classes of shares or any one or more series thereof.

- (g) The provisions of clauses (a) to (f) hereof, inclusive, and the provisions of this clause may be repealed, altered, modified, amended or amplified by Articles of Amendment but only with the approval of the holders of the Preferred Shares given as hereinafter specified in addition to any other approval required by the Canada Business Corporations Act.
- (h) The approval of holders of the Preferred Shares as to any and all matters referred to herein may be given by resolution passed at a meeting of holders of Preferred Shares duly called and held upon at least 21 days notice at which the holders of at least a majority of the outstanding Preferred Shares are present or represented by proxy and carried by the affirmative vote of the holders of not less than two-thirds (2/3) of the Preferred Shares represented and voted at such meeting cast on a poll. If at any such meeting the holders of a majority of the outstanding Preferred Shares are not present or represented by proxy within half an hour after the time appointed for the meeting then the meeting shall be adjourned to such date being not less than 15 days later and to such time and place as may be appointed by the chairman and, subject to the provisions of the Canada Business Corporations Act as amended from time to time relating to adjournments aggregating 30 days or more, at least 10 days notice shall be given of such adjourned meeting but it shall not be necessary in such notice to specify the purpose for which the meeting was originally called. At such adjourned meeting the holders of Preferred Shares present or represented by proxy may transact the business for which the meeting was originally convened and a resolution passed thereat by the affirmative votes of the holders of not less than two-thirds (2/3) of the Preferred Shares represented and voted at such adjourned meeting cast on a poll shall constitute the approval of the holders of Preferred Shares referred to above. The formalities to be observed with respect to the giving of notice of any such meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed by the Canada Business Corporations Act and the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at every such meeting or adjourned meeting every holder of Preferred Shares shall be entitled to 1 vote in respect of each Preferred Share held.

B. The rights, privileges, restrictions, conditions and limitations attaching to the 2,400,000 Preferred Shares Series A shall be as follows:

(a) Dividends

The holders of the Preferred Shares Series A shall be entitled to receive, and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of moneys of the Corporation properly applicable to the payment of dividends, cumulative preferential cash dividends at the rate determined from time to time in accordance with the provisions hereof, such rate to be applied to \$25. Dividends on the Preferred Shares Series A shall accrue on a day-to-day basis from the date of issue thereof, shall be calculated on the basis of a 365 day or 366 day year, as the case may be, for the actual number of days elapsed and shall be payable on the first days of March, June, September and December in each year (the "Dividend Payment Dates").

Except as herein otherwise provided, the rate of dividends payable on the Preferred Shares Series A, expressed on a per annum basis, payable on each Dividend Payment Date shall be equal to the sum of (i) one and one-quarter per cent (1-1/4%) and (ii) one-half (1/2) of the Mean Prime Rate. The Mean Prime Rate for a particular Dividend Payment Date is the arithmetic mean, rounded to the nearest one one-hundredth of one per cent (0.01%), of the Average Daily Prime Rate for each day of the period commencing on the first day of the sixth month prior to the month within which such Dividend Payment Date falls and terminating on the fifteenth day of the fourth month prior to the month within which such Dividend Payment Date falls. The Average Daily Prime Rate for any day is the arithmetic mean, rounded to the nearest one one-hundredth of one per cent (0.01%), of the interest rates stated by The Toronto-Dominion Bank and The Royal Bank of Canada, or their respective successors, as being charged by them on such day for demand loans made in Canadian currency to their most creditworthy commercial customers in Canada. The Corporation shall, with respect to each Dividend Payment Date, and so long as the rate of the dividends payable on the Preferred Shares Series A continues to be a floating rate of the nature set forth above, mail to each holder of Preferred Shares Series A on or before the immediately preceding Dividend Payment Date notice of the dividend rate applicable for the calculation of the dividend payable on such first mentioned Dividend Payment Date and particulars of the calculation of such rate.

Notwithstanding the foregoing, the board of directors of the Corporation may from time to time, without the approval of the holders of the Preferred Shares Series A, change in any amount or manner the dividend rate applicable to the Preferred Shares Series A (including, without limiting the generality of the foregoing, a change in the basis of determining such rate and a change of such rate from a floating rate to a fixed rate or vice versa), such change or changes to become effective with respect to dividends on the Preferred Shares Series A commencing with the dividend payable on the Dividend Payment Date next following any Dividend Payment Date designated as the date for the purchase by the Corporation of Preferred Shares Series A duly tendered pursuant to the Initial Retraction Privilege or any Additional Retraction Privileges provided for in clause (b) hereof; provided that any such change shall become effective only if:

- (i) the Corporation duly invites the holders of the Preferred Shares Series A to tender their shares for purchase by the Corporation pursuant to the terms of the relevant retraction privilege and, at the time of making such invitation,

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given notice to the holders of the Preferred Shares Series A of its intention to make such change and of the particulars of such change; and

- (ii) the Corporation purchases, on or before the date designated for purchase by it of Preferred Shares Series A pursuant to the terms of the relevant retraction privilege, all the Preferred Shares Series A duly tendered pursuant to such retraction privilege.

Notwithstanding the foregoing, the board of directors of the Corporation may from time to time, without the approval of the holders of the Preferred Shares Series A, increase the dividend rate applicable to the Preferred Shares Series A, such increase to become effective with respect to dividends on the Preferred Shares Series A commencing with the dividend payable on the Dividend Payment Date next following any Dividend Payment Date designated as the date for the purchase by the Corporation of Preferred Shares Series A duly tendered pursuant to the Initial Retraction Privilege or any Additional Retraction Privilege provided for in clause (b) hereof; provided that any such increase shall become effective only if no less than 45 days prior to the date designated for the purchase by the Corporation of Preferred Shares Series A duly tendered pursuant to the relevant retraction privilege, the Corporation gives notice to the holders of the Preferred Shares Series A of its intention to make such increase and of the particulars of such increase.

Cheques of the Corporation payable in lawful money of Canada at par at any branch in Canada of the Corporation's bankers for the time being shall be issued in respect of the dividends on the Preferred Shares Series A (less any tax required to be withheld by the Corporation). The mailing from the Corporation's head office on or before the day preceding any Dividend Payment Date of such a cheque to a holder of Preferred Shares Series A shall satisfy the dividend represented thereby and payable on such Dividend Payment Date unless the cheque is not paid upon presentation. A dividend that is represented by a cheque which has not been presented to the Corporation's bankers for payment or that otherwise remains unclaimed for a period of 6 years from the date on which it was declared to be payable shall be forfeited to the Corporation.

If on any Dividend Payment Date the dividends accrued to such date are not paid in full on all of the Preferred Shares Series A then outstanding, such dividends, or the unpaid part thereof, shall be paid on a subsequent date or dates determined by the board of directors of the Corporation on which the Corporation shall have sufficient moneys properly applicable to the payment of such dividends. The holders of the Preferred Series A shall not be entitled to any dividends other than or in excess of the cumulative preferential cash dividends hereinbefore provided for.

(b) Retraction Privilege

The Corporation shall once during December, 1986 invite tenders from all of the holders of the Preferred Shares Series A of record on a date fixed by the board of directors for the purchase by the Corporation on the first day of June, 1987 of all such shares at a price equal to \$25 per share, together with all dividends accrued and unpaid thereon to and including the first day of June, 1987. The retraction privilege provided for in this paragraph is herein called the "Initial Retraction Privilege".

The board of directors of the Corporation may from time to time, without the approval of the holders of the Preferred Shares Series A, establish one or more additional retraction privileges (an "Additional Retraction Privilege"), similar to the Initial Retraction Privilege except for the dates upon which and the time limits within which the various steps must be taken; provided that the invitation for tenders pursuant to each Additional Retraction Privilege shall specify, as the date for the purchase by the Corporation of duly tendered Preferred Shares Series A, a Dividend Payment Date subsequent to the first day of June, 1987 and provided further that any Additional Retraction Privilege shall be established only if, no less than 45 days prior to the date designated for the purchase by the Corporation of Preferred Shares Series A duly tendered pursuant to the terms of an already existing retraction privilege, the Corporation gives notice to the holders of the Preferred Shares Series A of such Additional Retraction Privilege including particulars thereof.

If the Corporation fails to purchase all of the Preferred Shares Series A duly tendered in accordance with the Initial Retraction Privilege, any Additional Retraction Privilege or any retraction privilege provided for in this paragraph (a "Further Retraction Privilege"), then as soon as reasonably feasible after the Corporation is no longer prevented, by insolvency provisions or other provisions of applicable law, from purchasing the lesser of (i) the Preferred Shares Series A then outstanding and (ii) 40,000 of such shares, the Corporation shall invite tenders from all of the holders of the Preferred Shares Series A then outstanding for the purchase of such shares by the Corporation on the first Dividend Payment Date which is not less than 60 days subsequent to the date of such invitation.

The Corporation shall purchase Preferred Shares Series A duly tendered pursuant to any of the above retraction privileges at a price equal to \$25 per share, together with all dividends accrued and unpaid thereon to and including the date specified for the purchase of such shares by the Corporation. In order to accept the Corporation's invitation for tenders pursuant to any of the above retraction privileges, a holder of Preferred Shares Series A must, on or before January 15, 1987 in the case of the Initial Retraction Privilege, or on or before the date specified for such deposit in the Corporation's invitation for tenders in the case of any Additional Retraction Privilege or Further Retraction Privilege, deposit with the Corporation at such place or places as shall be specified in the invitation for tenders the certificates representing such Preferred Shares Series A as the holder wishes to tender. Such deposit shall be irrevocable unless:

- (i) payment of the purchase price shall not be duly made by the Corporation to the holder on or before the date designated for the purchase by the Corporation of Preferred Shares Series A tendered pursuant to such retraction privilege; or
- (ii) after such deposit and on or before the 45th day prior to such designated purchase date the Corporation gives notice to the holders of Preferred Shares Series A of the Corporation's intention to increase the dividend rate

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applicable to the Preferred Shares Series A and/or to establish one or more Additional Retraction Privileges, which notice shall indicate that the holder may revoke his deposit on or before the 15th day prior to such designated purchase date.

In the case of (ii) above, a holder of Preferred Shares Series A who has deposited certificates representing Preferred Shares Series A may elect to revoke his deposit by giving the Corporation notice of such revocation at the place where the share certificates were deposited on or before the 15th day prior to the date designated for the purchase by the Corporation of Preferred Shares Series A tendered pursuant to such retraction privilege. Upon receiving the above notice of election, the Corporation shall forthwith return the holder's deposited share certificates to the holder.

Subject as herein provided, the Corporation shall accept and purchase all of the Preferred Shares Series A tendered pursuant to any of the above retraction privileges and not withdrawn pursuant to the immediately preceding paragraph. Upon payment by the Corporation of the purchase price for the Preferred Shares Series A so tendered by any holder, such holder shall cease to be entitled to dividends or any other participation in the assets of the Corporation and shall not be entitled to exercise any of the other rights of a holder of Preferred Shares Series A. If prior to the mailing of the invitation for tenders pursuant to any of the above retraction privileges the Corporation determines that it will not be permitted, by insolvency provisions or other provisions of applicable law, to purchase all the Preferred Shares Series A then outstanding, the Corporation shall include in such invitation notice of the maximum number of Preferred Shares Series A which it then believes it will be permitted to purchase if tendered, provided that, if the Corporation has acted in good faith in making such determination, the Corporation shall have no liability in the event that such determination proves inaccurate. If the purchase by the Corporation of all of the Preferred Shares Series A tendered pursuant to any of the above retraction privileges would be contrary to any of the aforementioned provisions, the Corporation shall only be obligated, in respect of that retraction privilege, to purchase Preferred Shares Series A to the extent of the maximum sum of money that may be so applied (rounded to the next lower multiple of \$100,000) as would not be contrary to such provisions. In such case the Corporation shall pay to each holder of tendered Preferred Shares Series A that holder's pro rata share of the purchase moneys available as aforesaid and shall issue and deliver to him a new share certificate, at the expense of the Corporation, representing the Preferred Shares Series A not purchased by the Corporation. If a holder of Preferred Shares Series A wishes to tender pursuant to any of the above retraction privileges a part only of the preferred Shares Series A represented by any share certificate, the holder may deposit the certificate representing such Preferred Shares Series A and at the same time advise the Corporation in writing as to the number of Preferred Shares Series A with respect to which tender is being made, and the Corporation shall issue and deliver to such holder, at the expense of the Corporation, a new share certificate representing the Preferred Shares Series A which are not being tendered.

(c) Tax Treatment Change

In the event that an amendment to the Income Tax Act (Canada), the Corporations Tax Act, 1972 (Ontario), the Taxation Act (Quebec) or any other legislation of Canada or of any province of Canada imposing tax on income, other than an amendment to a general rate of tax levied on the taxable income of corporations or a class of corporations, is enacted which affects the income tax treatment of the dividends on the Preferred Shares Series A received by any holder of Preferred Shares Series A which is a "taxable Canadian corporation" and a "public corporation" but is not a "mutual fund corporation" (as those terms are defined in the Income Tax Act (Canada)) as in force from time to time) in a manner such that the holder's return on the Preferred Shares Series A, based on \$25 per share and after taking into account all income taxes levied on the dividends on such shares received by such holder, would be less than 90% of the return that would have been realized without such amendment; such holder may deliver a certificate to the Corporation stating that such amendment has been enacted. The above certificate may be delivered only within 45 days after (i) the date upon which the legislation containing the relevant amendment receives Royal Assent in any case in which such legislation fixes the date upon which such amendment is to come into force, or (ii) the date upon which the relevant proclamation is made in any case in which the legislation containing the relevant amendment states that the date upon which such amendment is to come into force is to be fixed by proclamation, and the certificate shall state the rate or rates or a formula or formulas establishing the rate or rates of dividends on the Preferred Shares Series A which would have to be received by the holder delivering the certificate in order to provide such holder with the same return on the Preferred Shares Series A after taking the relevant legislative amendment into account as such holder's return would have been without taking the amendment into account.

If the Corporation receives certificates from the holders of at least 20% of the Preferred Shares Series A then outstanding, the Corporation shall within 15 days thereafter invite tenders from the holders of Preferred Shares Series A who delivered such certificates or, if dividends on the Preferred Shares Series A are then in arrears, shall within such time invite tenders from all of the holders of Preferred Shares Series A, for the purchase of all of such holders' Preferred Shares Series A by the Corporation on the later of (i) the 90th day prior to the first Dividend Payment Date upon which a dividend which is affected by the relevant legislative amendment is payable, and (ii) the 40th day following the date by which the Corporation has received certificates from the holders of at least 20% of the Preferred Shares Series A then outstanding. The retraction privilege established pursuant to this paragraph shall be deemed to be an "Additional Retraction Privilege" for the purpose of these provisions except for the provisions of the second paragraph of clause (b) hereof, and except that:

- (i) In the event that the date upon which the legislative amendment commences to affect dividends on the Preferred Shares Series A precedes the date specified for the purchase by the Corporation of Preferred Shares Series A under the retraction privilege established pursuant to this paragraph, the Corporation shall purchase Preferred Shares Series A duly tendered pursuant to such retraction privilege at a price equal to \$25 per share together with all dividends accrued and unpaid thereon to and including the date so specified for the purchase of Preferred Shares Series A, such dividends to accrue for the period commencing on the date such amendment commences

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to affect dividends on the Preferred Shares Series A and terminating on such specified date of purchase at a rate equal to the Mean Prime Rate in effect from time to time during such period;

- (ii) in order to accept the Corporation's invitation for tenders, a holder of Preferred Shares Series A must deposit the certificates representing such Preferred Shares Series A as the holder wishes to tender with the Corporation at the place or places specified in the invitation and on or before the 10th day following the date upon which the invitation is mailed or delivered; and
- (iii) a deposit of shares pursuant to the invitation shall be irrevocable unless (aa) payment of the purchase price shall not be duly made by the Corporation to the holder on or before the date designated for the purchase by the Corporation of Preferred Shares Series A tendered in response to the invitation, or (bb) on or before the 15th day prior to such designated purchase date the Corporation gives notice to the holders of Preferred Shares Series A of the Corporation's intention to increase the dividend rate applicable to the Preferred Shares Series A, in which latter case a holder of Preferred Shares Series A who has deposited certificates representing Preferred Shares Series A may elect to revoke his deposit by giving the Corporation notice of such revocation at the place where the share certificates were deposited on or before the 10th day prior to such designated purchase date; provided that (1) if the Corporation gives notice of the Corporation's intention to increase the dividend rate on the Preferred Shares Series A to a rate equal to or greater than the dividend rate, or the dividend rate derived from the formula, stated in a particular holder's certificate delivered pursuant to the first paragraph of this clause, that holder shall be deemed to have revoked his deposit of any share certificates deposited pursuant to the above invitation and the Corporation shall forthwith return such deposited share certificates to him, and (2) if the Corporation gives notice of the Corporation's intention to increase the dividend rate on the Preferred Shares Series A to a rate equal to the sum of two and one-half per cent (2-1/2%) and the Mean Prime Rate, all holders of Preferred Shares Series A shall be deemed to have revoked their deposits of share certificates deposited pursuant to the above invitation and the Corporation shall forthwith return such deposited share certificates to them.

If the Corporation gives notice to the holders of Preferred Shares Series A pursuant to subparagraph (iii) of the immediately preceding paragraph of the Corporation's intention to increase the dividend rate applicable to the Preferred Shares Series A, such increase in dividend rate shall take effect with respect to dividends on the Preferred Shares Series A commencing with the first dividend affected by the relevant legislative amendment and the dividend payable on each Preferred Share Series A on the first Dividend Payment Date on or after the date designated for the purchase by the Corporation of Preferred Shares Series A tendered in response to an invitation for tenders made pursuant to the immediately preceding paragraph shall consist of a regular dividend calculated at such increased rate together with an additional dividend equal to the aggregate amount, if any, by which the dividends that would have been paid on such Preferred Share Series A calculated at such increased rate during the period commencing on the date upon which the relevant legislative amendment commenced to affect dividends on such Preferred Share Series A and terminating immediately prior to the aforementioned Dividend Payment Date would have exceeded the dividends actually paid on such Preferred Share Series A during such period.

If the Corporation is required to invite tenders pursuant to this clause (c) and does so invite tenders, the Corporation may thereafter upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Preferred Shares Series A on payment for each share to be redeemed of \$25 together with an amount equal to all dividends on such share accrued and unpaid to the redemption date; provided that, in the event that the date upon which the relevant legislative amendment commences to affect dividends on the Preferred Shares Series A precedes a date specified for redemption pursuant to this paragraph and the dividend rate on the Preferred Shares Series A has not been increased pursuant to the provisions of this clause (c) in relation to such legislative amendment prior to such redemption date, the redemption price for Preferred Shares Series A redeemed pursuant to this paragraph on such redemption date shall be calculated as though dividends on the Preferred Shares Series A were accruing for the period commencing on the date the relevant legislative amendment commences to affect dividends on the Preferred Shares Series A and terminating on such redemption date at a rate equal to the Mean Prime Rate in effect from time to time during such period. In any case of redemption of Preferred Shares Series A pursuant to this paragraph, the Corporation shall at least 60 days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Preferred Shares Series A setting out the number of Preferred Shares Series A held by that person which are to be redeemed, the redemption price and the date on which the redemption is to take place. The provisions of clause (d) hereof not inconsistent with the provisions of this paragraph shall apply to a redemption pursuant to this paragraph.

In the event that the dividend rate on the Preferred Shares Series A has been increased pursuant to the provisions of this clause (c) and has not subsequent to such increase been changed pursuant to the provisions of clause (a) hereof, or increased again pursuant to the provisions of this clause (c), and the relevant legislative amendment described in the first paragraph of this clause (c) which resulted in the first-mentioned increase in dividend rate is by its terms to have effect for a stated period or is repealed, the dividend rate shall automatically change, as of the date upon which such legislative amendment ceases to have effect, to the rate, or to the rate derived from the formula, which would have been in effect pursuant to clause (a) hereof if such rate had not been increased pursuant to this clause (c). In the event that the automatic change in dividend rate pursuant to this paragraph results in the Corporation having paid any dividends on any Preferred Shares Series A at a rate greater than the rate that should have applied pursuant to this paragraph, subsequent dividends payable on such Preferred Shares Series A shall be reduced by an amount or amounts which in the aggregate equal the amount of any such overpayment of dividends.

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(d) Redemption

Subject to the provisions of clause (c) hereof, the Corporation may not redeem the Preferred Shares Series A or any of them on or before August 31, 1980. Thereafter, but subject to the provisions of this clause (d) and of clause (f) hereof, the Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Preferred Shares Series A on payment for each share to be redeemed of \$25 together with an amount equal to all dividends on such share accrued and unpaid to the redemption date.

In case a part only of the Preferred Shares Series A is at any time to be redeemed, the shares so to be redeemed may be selected by lot in such manner as the board of directors of the Corporation in its sole discretion shall by resolution determine or redemption may be effected on a pro rata basis disregarding fractions. If a part only of the Preferred Shares Series A represented by any certificate shall be redeemed, a new certificate representing the balance of such shares shall be issued to the holder thereof at the expense of the Corporation upon presentation and surrender of the first mentioned certificate.

In any case of redemption of Preferred Shares Series A, the Corporation shall at least 60 days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Preferred Shares Series A to be redeemed a notice in writing of the intention of the Corporation to redeem such Preferred Shares Series A. Such notice shall set out the number of Preferred Shares Series A held by the person to whom it is addressed which are to be redeemed, the redemption price and the date on which the redemption is to take place. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Preferred Shares Series A to be redeemed the redemption price of such shares on presentation and surrender, at the registered office of the Corporation or at any other place or places within Canada designated in such notice of redemption, of the certificate or certificates representing the Preferred Shares Series A so called for redemption. Such payment shall be made by cheques payable at par at any branch of the Corporation's bankers for the time being in Canada. From and after the date specified for redemption in any such notice the Preferred Shares Series A called for redemption shall cease to be entitled to dividends or any other participation in the assets of the Corporation and the holders thereof shall not be entitled to exercise any of the other rights of shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation and surrender of the certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem Preferred Shares Series A to deposit the redemption price of the Preferred Shares Series A so called for redemption or of such of the said shares represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or any trust company in Canada named in such notice, to be paid without interest to or to the order of the respective holders of Preferred Shares Series A called for redemption upon presentation and surrender to such bank or trust company of the certificates representing such shares. Upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Preferred Shares Series A in respect of which such deposit shall have been made shall be deemed to be redeemed and the rights of the holders thereof shall be limited to receiving without interest their proportionate part of the amount so deposited upon presentation and surrender of the certificates held by them respectively. Any interest allowed on any such deposit shall belong to the Corporation.

(e) Purchase for Cancellation

Subject to the provisions of clause (f) hereof, the Corporation may at any time or from time to time purchase for cancellation all or any part of the outstanding Preferred Shares Series A by invitation for tenders addressed to all of the holders of record of Preferred Shares Series A then outstanding. If, in response to an invitation for tenders under the provisions of this clause, more Preferred Shares Series A are tendered at a price or prices acceptable to the Corporation than the Corporation is prepared to purchase, then the Preferred Shares Series A to be purchased by the Corporation shall be purchased as nearly as may be pro rata to the number of shares tendered by each holder who submits a tender to the Corporation, provided that, when shares are tendered at different prices, the prorating shall be effected with respect to the shares tendered at the price level at which more shares were tendered than the Corporation is prepared to purchase after the Corporation has purchased all the shares tendered at lower price levels.

(f) Restrictions on Dividends and Retirement of Shares

So long as any of the Preferred Shares Series A are outstanding, the Corporation shall not:

- (i) declare, pay or set apart for payment any dividends (other than stock dividends in shares of the Corporation ranking junior to the Preferred Shares Series A) on any shares of the Corporation ranking junior to the Preferred Shares Series A; or
- (ii) call for redemption or purchase for cancellation or make any repayment of capital in respect of or otherwise pay off or purchase any shares of the Corporation ranking junior to the Preferred Shares Series A; or
- (iii) except in connection with the purchase of Preferred Shares Series A pursuant to any retraction privilege provided for in clauses (b) and (c) hereof or in this clause, call for redemption or purchase for cancellation or make any repayment of capital in respect of or otherwise pay off or purchase less than all of the Preferred Shares Series A; or
- (iv) except in connection with the purchase of any such shares pursuant to a retraction privilege attaching thereto, and in such case subject to the Corporation extending to the holders of the Preferred Shares Series A a retraction privilege pursuant to which the Corporation is required to purchase tendered Preferred Shares Series A on the same date as the aforementioned purchase of shares and which shall be deemed to be an "Additional Retraction Privilege" for the purposes of these provisions except for the provisions of the second paragraph of clause (b)

hereof, call for redemption or purchase for cancellation or make any repayment of capital in respect of or otherwise pay off or purchase any Preferred Shares other than the Preferred Shares Series A or any other shares of the Corporation ranking prior to or on a parity with the Preferred Shares Series A in respect of the payment of dividends or the distribution of assets in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs; unless, in each such case, all dividends then payable on the Preferred Shares Series A then outstanding and all other shares of the Corporation ranking prior to or on a parity with the Preferred Shares Series A in respect of the payment of dividends to and including the most recently preceding respective date or dates for the payment of dividends thereon shall have been declared and paid or set apart for payment.

(g) Liquidation, Dissolution or Winding Up

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Preferred Shares Series A shall be entitled to receive from the property and assets of the Corporation a sum equal to \$25 in respect of each Preferred Share Series A held by them respectively, together with an amount equal to all dividends accrued and unpaid thereon and, if such liquidation, dissolution, winding up or other distribution is voluntary, an additional amount equal to \$1 per share if such liquidation, dissolution, winding up or other distribution commences prior to September 1, 1990, the whole before any amount shall be paid by the Corporation or any property or assets of the Corporation shall be distributed to holders of the common shares of the Corporation or shares of any other class ranking junior to the Preferred Shares Series A. After payment to the holders of the Preferred Shares Series A of the amounts so payable to them, they shall not be entitled to share in any further distribution on the property or assets of the Corporation.

(h) Creation or Issue of Additional Shares

So long as any of the Preferred Shares Series A are outstanding, the Corporation shall not, without the prior approval of the holders of Preferred Shares Series A, create or issue any shares ranking as to capital or dividends prior to or on a parity with the Preferred Shares Series A; provided, however, that the Corporation, if all dividends then payable on any Preferred Shares Series A shall have been declared and paid or set apart for payment, may without such approval issue additional shares of the Corporation ranking as to capital or dividends prior to or on a parity with the Preferred Shares Series A.

(i) Notices

Any notice, cheque, invitation for tenders, notice of redemption or other communication from the Corporation herein provided for shall be either sent to the holders of the Preferred Shares Series A by ordinary unregistered mail, postage prepaid, or delivered by hand to such holders, at their respective addresses appearing on the books of the Corporation or, in the event of the address of any such holder not so appearing, then at the last address known to the Corporation of such holder. Accidental failure to give any such notice, invitation for tenders, notice of redemption or other communication to one or more holders of Preferred Shares Series A shall not affect the validity thereof, but, upon such failure being discovered, a copy of the notice, invitation for tenders, notice of redemption or other communication, as the case may be, shall be sent or delivered forthwith to such holder or holders. Unless otherwise provided herein, any notice, certificate or other communication from a holder of Preferred Shares Series A herein provided for shall be either sent to the Corporation by ordinary unregistered mail, postage prepaid, or delivered by hand to the Corporation at its registered office.

(j) Interpretation

In the event that any date on which any dividend on the Preferred Shares Series A is payable by the Corporation, or on or by which any other action is required to be taken by the Corporation hereunder, is not a Business Day then such dividend shall be payable, or such other action shall be required to be taken, on or by the next succeeding date that is a Business Day. "Business Day" means a day other than a Saturday, a Sunday or any other day that is treated as a holiday in the jurisdiction in which the Corporation's registered office is located.

(k) Financial Statements

So long as any of the Preferred Shares Series A are outstanding, the Corporation shall send to each holder of the Preferred Shares Series A, at the time of distribution to the other shareholders of the Corporation, copies of the Corporation's annual audited financial statements and of all unaudited financial statements distributed to such other shareholders.

(l) Amendment or Modification

The provisions of clauses (a) to (k), inclusive, and the provisions of this clause may be repealed, altered, modified, amended or amplified by Articles of Amendment but only with the approval of the holders of the Preferred Shares Series A given as hereinafter specified, in addition to any other vote or authorization required by the Canada Business Corporations Act.

(m) Vote Required to Approve Amendment or Modification

The approval of holders of the Preferred Shares Series A as to any and all matters referred to herein may be given by resolution passed at a meeting of holders of Preferred Shares Series A duly called and held upon at least 21 days notice at which the holders of at least a majority of the outstanding Preferred Shares Series A are present or represented by

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proxy and carried by the affirmative vote of the holders of not less than two-thirds (2/3) of the Preferred Shares Series A represented and voted at such meeting cast on a poll. If at any such meeting the holders of a majority of the outstanding Preferred Shares Series A are not present or represented by proxy within half an hour after the time appointed for the meeting, then the meeting shall be adjourned to such date being not less than 15 days later and to such time and place as may be appointed by the chairman and, subject to the provisions of the Canada Business Corporations Act as amended from time to time relating to adjournments aggregating 30 days or more, at least 10 days notice shall be given of such adjourned meeting but it shall not be necessary in such notice to specify the purpose of which the meeting was originally called. At such adjourned meeting the holders of Preferred Shares Series A present or represented by proxy may transact the business for which the meeting was originally convened and a resolution passed thereat by the affirmative votes of the holders of not less than two-thirds (2/3) of the Preferred Shares Series A represented and voted at such adjourned meeting cast on a poll shall constitute the approval of the holders of Preferred Shares Series A referred to above. The formalities to be observed with respect to the giving of notice of any such meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed by the Canada Business Corporations Act and in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at every such meeting or adjourned meeting every holder of Preferred Shares Series A shall be entitled to 1 vote in respect of each Preferred Share Series A held.

- C. The holders of the common shares shall be entitled to vote at all meetings of shareholders of the Corporation except at meetings at which only the holders of Preferred Shares of one or more series are entitled to vote and shall be entitled to 1 vote at all such meetings in respect of each common share held by such holders.

After payment to the holders of the Preferred Shares of the amount or amounts to which they may be entitled hereunder, the holders of the common shares shall be entitled to receive the remaining property of the Corporation upon the dissolution thereof.

4. **Restrictions if any on Share Transfers**

There shall be no restrictions on the transfer of any shares of the Corporation.

5. **Number (or Minimum and Maximum Number) of Directors**

The number of directors of the Corporation shall be not less than 7 and not more than 15.

6. **Restrictions if any on Businesses the Corporation may Carry on**

There are no restrictions in these Articles on the business which the Corporation may carry on.

7. **Other Provisions if any**

The board of directors may from time to time, in such amounts and on such terms as it deems expedient, charge, mortgage or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed or other debt or liability of the Corporation.

The board of directors may from time to time delegate to such one or more of the directors and officers of the corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each such delegation.

8. The amalgamation has been approved by a resolution of the directors of each of the amalgamating corporations listed in Item 10 below in accordance with Section 184 of the Canada Business Corporations Act. These articles of amalgamation are the same as the articles of incorporation of Union Carbide Canada Limited.

9. Name of the amalgamating Corporation the by-laws of which are to be the by-laws of the amalgamated corporation.  
Union Carbide Canada Limited

10. Name of Amalgamating Corporations	Corporation No.	Signature	Date	Description of Office
Union Carbide Canada Limited	014411-8	<i>[Signature]</i>	September 28, 1990	Secretary
Union Carbide Performance Plastics Ltd.	264502-5	<i>[Signature]</i>	September 28, 1990	Secretary
175228 Canada Limited	264592-1	<i>[Signature]</i>	September 28, 1990	Secretary

RECORDED  
PATENT & TRADEMARK OFFICE

CORPORATION NO.

MAR 14 94

FILED:

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Consumer and  
Corporate Affairs Canada

Consommation  
et Corporations Canada

Canada Business  
Corporations Act

Loi régissant les sociétés  
par actions de régime fédéral

I HEREBY CERTIFY THAT THE ATTACHED  
IS A TRUE COPY OF THE DOCUMENT  
MAINTAINED IN THE RECORDS OF THE  
DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES,  
QUE LE DOCUMENT CI-JOINT EST  
UNE COPIE EXACTE D'UN DOCUMENT  
CONTENU DANS LES LIVRES TENUS  
PAR LE DIRECTEUR.

*Blaine M. Calline*

DEPUTY DIRECTOR / DIRECTEUR ADJOINT

DATE



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Canada