



Form 30  
6/91

## United States of America

STATE OF WISCONSIN

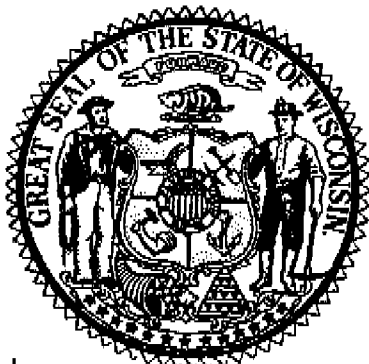
OFFICE OF THE  
SECRETARY OF STATE

SS.

To All to Whom These Presents Shall Come, Greeting:

I, DOUGLAS La FOLLETTE, Secretary of State of the State of Wisconsin and Keeper of the Great Seal thereof, do hereby certify that annexed copy has been compared by me with the document on file in this Office and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed  
the Great Seal of the State.



*Douglas La Follette*  
DOUGLAS La FOLLETTE  
Secretary of State

BY: *Patricia Weber*

DATE: JUL 12 1994

Corporation Division

Form 4  
Secretary of State  
WISCONSIN  
2/92

01 L025857

## ARTICLES OF AMENDMENT Stock (for profit)

A. Name of Corporation: Zimpro Passavant Environmental Systems, Inc.  
(prior to any change effected by this amendment)

**Text of Amendment** (Refer to the existing articles of incorporation and instruction A. Determine those items to be changed and set forth below the number identifying the paragraph being changed and how the amended paragraph is to read.)

### RESOLVED, THAT,

Article 1 of the Amendment to Articles of Incorporation of Landegger Environmental Systems, Inc. amending that name to Zimpro Passavant Environmental Systems, Inc. is hereby further amended in its entirety to read as follows:

Article 1. The name of the Corporation shall be Zimpro Environmental, Inc.

OK  
RES 2002412  
AS

B. Amendment(s) to the articles of incorporation adopted on February 8, 1993  
(date)

Indicate the method of adoption by checking the appropriate choice below:

( ) In accordance with sec. 180.1002, Wis. Stats. (By the Board of Directors)

OR

(x) In accordance with sec. 180.1003, Wis. Stats. (By the Board of Directors and Shareholders)

OR

( ) In accordance with sec. 180.1005, Wis. Stats. (By Incorporators or Board of Directors, before issuance of shares)

C. Executed on behalf of the corporation on February 10, 1993  
(date)

  
(signature)

Ronald P. Malaya  
(printed name)

President

(officer's title)  
FEB 18 12:00PM

D. This document was drafted by G. P. Anderson  
(name of individual required by law)

133230 DCORP 40 40.00

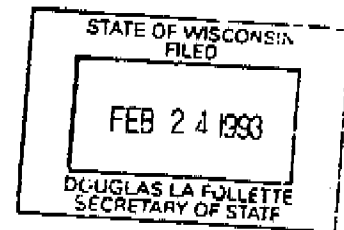
SEE REVERSE for Instructions, Suggestions, Filing Fees and Procedures

Printed on Recycled Paper

# ARTICLES OF AMENDMENT Stock(for profit)

*Home Office*

\$40.00



G. P. Anderson  
Zimpro Passavant Environmental Systems, Inc.  
301 West Military Road  
Rothschild, WI 54474

• Please indicate where you would like the acknowledgement copy of the filed document sent. Please include complete name and mailing address.

Your phone number during the day: (715) 359 - 7211

## INSTRUCTIONS (Ref. sec. 180.1006 Wis. Stats. for document content)

Submit one original and one exact copy to Secretary of State, P.O. Box 7846, Madison, Wisconsin, 53707-7846. The original must include an original, manual signature (sec. 180.0120(3)(e), Wis. Stats.)

A. State the name of the corporation (before any changes effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "RESOLVED, THAT, Article 1 of the Articles of Incorporation is hereby amended to read as follows. . . . etc.")

If an amendment provides for an exchange, reclassification or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.

B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors - Refer to sec. 180.1002 Wis. Stats. for specific information on the character of amendments that may be adopted by the Board of Directors without shareholder action.

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By Incorporators or Board of Directors - Before issuance of shares - See sec. 180.1005 Wis. Stats. for conditions attached to the adoption of an amendment approved by a vote or consent of less than 2/3rds of the shares subscribed for.

C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An officer (or incorporator if directors have not yet been elected) of the corporation or the fiduciary if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary. At least one copy must bear an original manual signature.

D. If the document is executed in Wisconsin, sec. 14.38(14) Wis. Stats. provides that it shall not be filed unless the name of the drafter (either an individual or a governmental agency) is printed in a legible manner.

## FILING FEES

Submit the document with a minimum filing fee of \$40.00, payable to SECRETARY OF STATE. If the amendment causes an increase in the number of authorized shares, provide an additional fee of 1 cent for each new authorized share. When the document has been filed, an acknowledgement copy stamped "FILED" will be sent to the address indicated above.

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**EXHIBIT A TO  
AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
ZIMPRO ENVIRONMENTAL, INC.**

Section 4 and Section 5.4 of Article 4 of the Articles of Incorporation of Zimpro Environmental, Inc. are hereby amended in their entirety to read as follows:

**"4 Conversion.** The holders of the Series A Preferred shall have conversion rights as follows (the "Conversion Rights"):

**4.1 Rights of Conversion.** Subject to the further provisions of this Section 4, each share of Series A Preferred shall be convertible (at the option of the holder thereof), at or after the effective date of any Public Offering described in Section 4.2 below, into one (1) share of Common Stock at the office of the Corporation or any transfer agent for the Series A Preferred; provided, however, that a holder of Series A Preferred shall be permitted to convert fewer than all of the shares of Series A Preferred he or it holds into shares of Common Stock of the Corporation only in increments of that number of shares closest to One Thousand (1,000) shares which will permit conversion without issuance of fractional shares of Common Stock. Each of the ratio of one (1) share of Series A Preferred for one (1) share of Common Stock (and the adjusted ratios provided for in Section 4.4 below, where applicable) is sometimes referred to herein as the "Exchange Ratio."

**4.2 Public Offering.** The Series A Preferred shall become convertible into shares of Common Stock at the then effective Exchange Ratio (including all adjustments provided for in this Section 4) at any time upon the closing of an underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation to the public generally and yielding \$2,000,000 in proceeds to the Corporation (a "Public Offering") on the basis of the number of shares of Common Stock and of Series A Preferred convertible into Common Stock outstanding as of the date hereof. In the event of the conversion of the Series A Preferred upon a Public Offering as aforesaid, the person(s) entitled to receive the Common Stock issuable upon such conversion of the Series A Preferred shall be deemed to have converted such Series A Preferred immediately prior (and subject) to the closing of such sale of securities. Upon conversion of a share of Series A Preferred, then (notwithstanding the provisions of Section 1.3 above) all dividends accrued through the date of conversion on each such share shall also be paid to the holder in cash.

**4.3 Mechanics of Conversion.** Before any holder of Series A Preferred shall be entitled to convert the same into full shares of Common Stock and to receive certificates therefor, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred and shall give written notice

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to the Corporation at such office that he elects to convert the same; provided that (a) the Corporation may issue certificates evidencing the shares of Common Stock issuable upon such conversion without receiving the certificates evidencing such shares of Series A Preferred as provided above if the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates; and (b) the Corporation may require any holder (other than a holder by original issue) to provide customary bonds or financial assurances in connection therewith. The Corporation shall, as soon as practicable after such delivery (or after execution and delivery of such agreement and indemnification in the case of a lost certificate), issue and deliver at such office to such holder of Series A Preferred, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock plus all accrued and unpaid dividends on such holder's Series A Preferred. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

4.4 Adjustment of Exchange Ratio for Capital Changes. The Exchange Ratio in effect from time to time for the Series A Preferred shall be subject to adjustment as follows:

(a) Adjustment for Subdivision, Stock Dividends, Combinations, or Consolidation of Common Stock. Except as provided in paragraph (c) below, in the event the outstanding shares of Common Stock shall be increased by way of stock issued as a distribution or a dividend for no consideration or subdivided (by stock split, or otherwise) into a greater number of shares of Common Stock, the Exchange Ratio then in effect shall be adjusted concurrently with the effectiveness of such increase or subdivision so as to increase proportionately the number of shares of Common Stock to which the holder of a share of Series A Preferred would be entitled on conversion. In the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, the Exchange Ratio then in effect shall, concurrently with the effectiveness of such combination or consolidation, be adjusted so as to decrease proportionately the number of shares of Common Stock to which the holder of a share of Series A Preferred would be entitled on conversion.

(b) Adjustments for Dilutive Issuances of Stock. If the Corporation should issue any shares of its Common Stock at a price per share that is less than the then applicable Current Exchange Price (as defined below) or should the Corporation issue any other securities convertible into Common Stock at a conversion price per share of Common Stock less

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than the then applicable Current Exchange Price), then the Adjusted Existing Exchange Ratio (as defined below) shall be as follows:

$$\frac{\text{Existing Exchange Ratio}}{\text{Ratio}} \times \frac{\text{Current Exchange Price}}{\text{New Exchange Price}}$$

where the "New Exchange Price" shall be computed in accordance with the following formula:

(A+B)/C where

"A" is (i) the total number of shares of the Corporation's Common Stock outstanding immediately prior to the issuance of the securities in question (assuming exchange, exercise, or conversion of the Series A Preferred and all convertible securities, options, and warrants, if any), multiplied by (ii) the Existing Exchange Price in effect immediately prior to the issuance of the securities in question;

"B" is the additional consideration to be received by the Corporation from issuance of the securities in question, including the minimum amount the Corporation would receive upon the exchange, exercise, or conversion of all convertible securities, options, and warrants, if any, included with the issuance of the securities in question; and

"C" is the total number of shares of the Corporation's Common Stock outstanding immediately after the issuance of the securities in question (assuming exchange, exercise, and/or conversion of the Series A Preferred and all other convertible securities, options, and warrants, if any).

Initially the Current Exchange Price under Section 4.1 is \$100 per share and thereafter upon any issuance of the securities requiring adjustment, the Current Exchange Price shall be equal to the most recent New Exchange Price computed with respect to Section 4.1 in each case determined as provided above.

The Existing Exchange Ratio shall be deemed to mean the number of shares of Common Stock into which each share of the Series A Preferred shall be entitled to convert. Initially, the Existing Exchange Ratio under Section 4.1 is 1 and thereafter upon any issuance of securities requiring adjustment, the Existing Exchange Ratio shall be equal to the most recent Adjusted Exchange Ratio computed with respect to Section 4.1 in each case determined as provided above.

(c) Employee Stock Options; Other Exceptions.

(i) Notwithstanding the above, there shall be no adjustment to the Exchange Ratio in respect of the issuance of shares of Common Stock pursuant to stock

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options awarded to full-time employees of the Corporation, to the extent that the aggregate number of shares of Common Stock reserved for issue and Common Stock previously issued on exercise of any such options do not exceed five percent (5%) of all Common Stock (A) outstanding at the date of grant; and (B) reserved as of that date for issuance upon conversion of the Series A Preferred at the Exchange Ratio set forth in Section 4.1 above, including all adjustments thereof.

(ii) There shall be no adjustment of the Exchange Ratio in respect of the issuance of 30,000 shares of Common Stock to Landegger Environmental Holdings, Inc.

**4.5 Recapitalization.** If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in these Amended Articles of Incorporation), provision shall be made so that the holders of the Series A Preferred shall thereafter be entitled to receive upon conversion of the Series A Preferred the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of the Series A Preferred after the recapitalization, to the end that the provisions of this Section 4 (including any adjustments of the Exchange Ratio then in effect and the number of shares purchasable upon conversion of the Series A Preferred) shall be applicable after that event in as nearly an equivalent manner as may be practicable.

**4.6 No Impairment.** The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 4 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred against impairment.

**4.7 Fractional Shares.** No fractional shares or scrip representing fractional shares shall be issued upon the conversion of any share of Series A Preferred. If upon conversion of any shares of Series A Preferred, the registered holder would, except for the provisions of this Section 4.7, be entitled to receive a fractional share of Common Stock, then an amount equal to such fractional share multiplied by the then Fair Market Value (as defined in Section 4.10) of a share of the Corporation's Common Stock shall be paid by the Corporation in cash to such registered holder.

**4.8 Reservation of Shares.** The Corporation agrees that, so long as any share of Series A Preferred shall remain outstanding, the Corporation shall at all times reserve and keep available out of its authorized capital stock the full number of shares of Common Stock



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then issuable upon exercise of all outstanding shares of Series A Preferred at the Exchange Ratio set forth in Section 4.1, free from preemptive rights, for the purpose of issue upon conversion of the Series A Preferred. If the Corporation's Common Stock shall be listed on any national stock exchange, the Corporation at its expense shall include in its listing application all of the shares of Common Stock reserved for issuance upon conversion of the Series A Preferred (subject to issuance or notice of issuance to the exchange) and will similarly procure the listing of any further Common Stock reserved for issuance upon conversion of the Series A Preferred at any subsequent time as a result of adjustments in the Exchange Ratio or otherwise.

**4.9 Validity of Shares.** The Corporation agrees that it will from time to time take all such actions as may be necessary to assure that all shares of Common Stock which may be issued upon conversion of any share of the Series A Preferred will, upon issuance, be legally and validly issued, fully paid, and non-assessable, except as provided in Section 180.40(6) Wisc. Stat., as amended, and free from all taxes, liens, and charges with respect to the issue thereof; that no personal liability shall attach to the holder of such Common Shares by virtue of the ownership thereof; and, without limiting the generality of the foregoing, the corporation agrees that it will from time to time take all such action as may be necessary to assure that the par value per share, if any, of the Common Stock is at all times equal to or less than the then current par value of the Series A Preferred divided by the number of shares of Common Stock into which each share of Series A Preferred can, from time to time, be converted.

**4.10 Fair Market Value.** For the purposes of this Amendment, if the Common Stock of the Corporation shall be regularly traded in any market, its "Fair Market Value" shall be based on (i) if the Common Stock is listed on a national stock exchange, the weighted average closing price on the principal stock exchange where the Common Stock is listed and traded for the twenty (20) trading days immediately preceding the date in question, whether or not there is trading on each such day, or if there is no trading during that period, the mean between the closing bid and asked prices on such day or days on said exchange, or (ii) if the Common Stock is not so listed or admitted to trading, the last quoted sales price with respect to such Common Stock, or if not so quoted, the average of the high bid and low asked prices in the over-the-counter market with respect to Common Stock, as reported by the National Association of Securities Dealers, Inc., Automated Quotation System, or such other similar system then in use. If on such date the Common Stock is not quoted by any such organization, the average of the closing bid and asked prices with respect to such Common Stock as furnished by a professional market maker making a market in such Common Stock selected by the Directors of the Corporation acting in good faith shall be the "Fair Market Value." If the Common Stock is not then traded on any market, its "Fair Market Value" shall be the most recent per share price established by an "arms length" transaction within the preceding six (6) months, and if there is no such transactions, then the "Fair Market Value" shall be established by the Board of Directors of the Corporation in good faith. If the Board of Directors shall make such a determination of Fair Market Value and the holders of at least fifty-one percent (51%) of either the outstanding Common Stock or the outstanding Series A Preferred, in good faith, dispute such valuation, then the Board of Directors shall appoint an independent, outside appraiser mutually agreeable to the Corporation and the said holders of the Series A Preferred to appraise the value

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of such Common Stock who is acceptable to the holders of the class of stock requesting appraisal. If there is no agreement on the identity of the appraiser, then the Corporation and the holders of the Series A Preferred shares shall each designate an appraiser, who collectively shall designate a third appraiser to determine the Fair Market Value of the shares. Such appraised value shall be final and binding upon all persons, and the expense of the appraisal shall be borne by the Corporation.

4.11 Notice of Adjustment. At least twenty (20) days prior to each adjustment of the Exchange Ratio, the Corporation shall give prompt written notice thereof addressed to the registered holder of each share of the Series A Preferred at the address of such holder as shown on the records of the Corporation, which notice shall state the Exchange Ratio resulting from such adjustment and the increase or decrease, if any, in the number of shares issuable upon the conversion of his, her, or its shares of Series A Preferred, setting forth in reasonable detail the method of calculation and the facts upon which such calculation is based together with a certificate of the chief financial officer of the Corporation stating that he or she has examined such notice and certifying that the information contained therein is accurate.

4.12 Notice of Capital Changes: If at any time:

(a) the Corporation shall declare any dividend or distribution payable to the holders of its Common Stock;

(b) the Corporation shall offer for subscription pro rata to the holders of Common Stock any additional shares of stock of any class or any other rights;

(c) there shall be any capital reorganization or reclassification of the capital stock of the Corporation, or consolidation or merger of the Corporation with, or sale of all or substantially all of its assets to, another corporation or business organization; or

(d) there shall be a voluntary or involuntary dissolution, liquidation or winding up of the Corporation;

then, in any one or more of said cases, the Corporation shall give the registered holders of the Series A Preferred written notice, by registered mail, of the date on which a record shall be taken for such dividend, distribution, or subscription rights or for determining stockholders entitled to vote upon such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation, or winding up and of the date when any such transaction shall take place, as the case may be. Such notice shall also specify the date as of which the holders of Common Stock of record shall participate in such dividend, distribution, or subscription rights, or shall be entitled to exchange their Common Stock for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation, or winding up, as the case may be. Such written notice shall be given twenty (20) days prior to the record date with respect thereto. Upon receipt of any such notice, and notwithstanding

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any other provision hereof, each holder of a share of Series A Preferred shall be entitled to convert any or all of such shares into Common Stock at the applicable Exchange Ratio.

**4.13 Taxes.** The Corporation will pay all taxes and other governmental charges that may be imposed in respect of the issue or delivery of shares of Common Stock upon conversion of the Series A Preferred, including excise or transfer taxes upon registration of the shares.

**4.14 Waiver of Adjustment, Etc.**

(a) **Class Waiver of Adjustment.** With the consent of the holders of at least fifty-one percent (51%) of the then currently outstanding shares of the Series A Preferred, any antidilution adjustment to which the Series A Preferred would otherwise be entitled under this Section 4 may be limited or waived in its entirety. In the event of such a limitation or waiver, the Corporation shall not be required to make any adjustment whatsoever with respect to the Exchange Ratio of the Series A Preferred, or to make any adjustment with respect to the Series A Preferred in excess of such limit, as the terms of such consent may dictate.

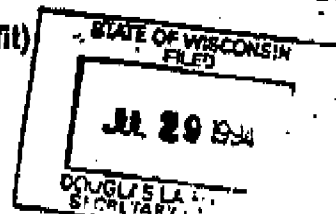
(b) **Individual Waiver.** Moreover, any holder of the Series A Preferred shall be permitted to waive in whole or in part, currently or prospectively, by contract or any other writing, any antidilution adjustment to which he, she, or it would otherwise be entitled pursuant to the provisions of this Section 4.

(c) **Waiver by Consent.** The consent or waiver referred to in paragraphs (a) and (b) above may be set forth in a written consent of the holders of the Series A Preferred described in Wisc. Stat. §180.0704, signed by the holder to be charged with the waiver or consent."

**"5.4 Limitations.** To the extent the Annual Right is not exercised in accordance with the terms of this Article 4, it shall expire and be of no further force and effect."

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**ARTICLES OF AMENDMENT** Stock (for profit)*Article 4 - Conversion rights*

G. Perry Anderson, Esq.  
Zimpro Environmental, Inc.  
301 West Military Road  
Rothschild, Wisconsin 54474

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PATENT