

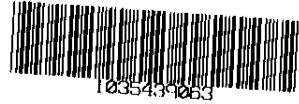
Return acknowledgment to:

UNOFFICIAL COPY



Capitol Services, Inc.

P.O. Box 6300 Albany, NY 12206  
800/662-0171



1035439063

PREPARED BY: ✓

Ann Tyson, Esq.  
Fried, Frank, Harris, Shriver & Jacobson LLP  
One New York Plaza  
New York, NY 10004

Doc#: 1035439063 Fee: \$48.00  
Eugene "Gene" Moore  
Cook County Recorder of Deeds  
Date: 12/20/2010 01:52 PM Pg: 1 of 7

Property of Cook County Clerk's Office

Certificate of Conversion: IMCO Recycling of Idaho Inc. to IMCO Recycling of Idaho, LLC  
Certificate of Formation of IMCO Recycling of Idaho, LLC

S yes  
P 7  
S /  
M No  
SC NO  
E yes  
INT R

# UNOFFICIAL COPY

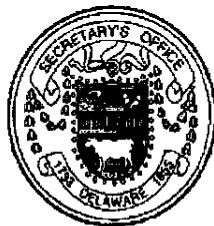
# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "IMCO RECYCLING OF IDAHO INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "IMCO RECYCLING OF IDAHO INC." TO "IMCO RECYCLING OF IDAHO, LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MAY, A.D. 2010, AT 9:53 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JUNE, A.D. 2010, AT 12:10 O'CLOCK P.M.



2247198 8100V

100581224

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*[Handwritten Signature]*  
 Jeffrey W. Bullock, Secretary of State  
 AUTHENTICATION: 8021799

DATE: 05-27-10

Return acknowledgment to:



★  
 Capitol Services, Inc.  
 P.O. Box 6300 Albany, NY 12206

520948CT

**UNOFFICIAL COPY****Delaware**

PAGE 2

*The First State*

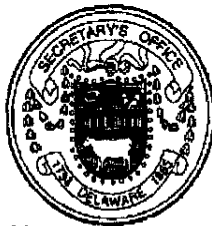
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "LMCO RECYCLING OF IDAHO, LLC" FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MAY, A.D. 2010, AT 9:53 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE FIRST DAY OF JUNE, A.D. 2010, AT 12:10 O'CLOCK P.M.

2247198 8100V

100581224

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Jeffrey W. Bullock*  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8021799

DATE: 05-27-10

**UNOFFICIAL COPY**

State of Delaware  
 Secretary of State  
 Division of Corporations  
 Delivered 09:52 PM 05/26/2010  
 FILED 09:53 PM 05/26/2010  
 SRV 100581224 - 2247198 FILE

**CERTIFICATE OF CONVERSION  
 TO LIMITED LIABILITY COMPANY**

OF  
 IMCO Recycling of Idaho Inc.  
 TO  
 IMCO Recycling of Idaho, LLC

May 26, 2010

This Certificate of Conversion to Limited Liability Company, dated as of May 26, 2010, has been duly executed and is being filed by IMCO Recycling of Idaho Inc., a Delaware corporation (the "Corporation"), to convert the Corporation to IMCO Recycling of Idaho, LLC, a Delaware limited liability company (the "LLC"), under the Delaware Limited Liability Company Act (6 Del. C. § 18-201, et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.) (the "General Corporation Law").

**FIRST:** The name of the Corporation immediately prior to filing this Certificate was IMCO Recycling of Idaho Inc. and the name of the Corporation under which it was originally incorporated was IMSAMET of Idaho, Inc.

**SECOND:** The Corporation filed its original certificate of incorporation of the Corporation with the Secretary of State of the State of Delaware and was first incorporated on November 21, 1990, in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.

**THIRD:** The name of the limited liability company into which the Corporation shall be converted, as set forth in the Certificate of Formation of such limited liability company, shall be IMCO Recycling of Idaho, LLC, and the jurisdiction of such limited liability company shall be Delaware.

**FOURTH:** The conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law and Section 18-214 of the Delaware Limited Liability Company Act.


**FIFTH:** The conversion shall be effective as of 12:10 p.m. eastern daylight time on June 1, 2010 in accordance with the General Corporation Law and the Delaware Limited Liability Company Act.

[Signature Page Follows]

# UNOFFICIAL COPY

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion on the date first written above.

IMCO Recycling of Idaho Inc.

By:   
Name: Sean M. Stack  
Title: President

Property of Cook County Clerk's Office

[Signature page to Certificate of Conversion - Ref # 40]

765334

# UNOFFICIAL COPY

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:52 PM 05/26/2010  
FILED 09:53 PM 05/26/2010  
SRV 100581224 - 2247198 FILE

CERTIFICATE OF FORMATION  
OF  
IMCO Recycling of Idaho, LLC

---

Pursuant to the  
Delaware Limited Liability Company Act  
6 Del. C. § 18-101 *et seq.*

---

May 26, 2010

The undersigned being duly authorized to execute and file this Certificate, does hereby certify as follows:

**FIRST:** The name of the limited liability company is IMCO Recycling of Idaho, LLC (the "Company").

**SECOND:** The Company's registered office in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The registered agent of the Company for service of process at such address is The Corporation Trust Company.

**THIRD:** The name and address of the authorized person is Richard Goldstein, One New York Plaza, New York, NY 10004. The powers of the authorized person shall terminate upon the filing of this Certificate of Formation.

**FOURTH:** That this Certificate of Formation is to become effective as of 12:10 p.m. eastern daylight time on June 1, 2010.

[Signature Page Follows]

# UNOFFICIAL COPY

**IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation on the date first written above.**

/s/ Richard Goldstein  
Richard Goldstein, Authorized Person

Property of Cook County Clerk's Office

[Signature page to Certificate of Formation – Ref # 40]

7683381