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Delaware

PAGE 1



Doc#: 1330145006 Fee: \$64.00
RHSP Fee: \$9.00 RPRF Fee: \$1.00
Karen A. Yarbrough
Cook County Recorder of Deeds
Date: 10/28/2013 08:55 AM Pg: 1 of 14

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "AMMERAAL BELTECH, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE ELEVENTH DAY OF JULY, A.D. 1985, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SIXTH DAY OF AUGUST, A.D. 1985, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "BURRELL BELTING COMPANY" TO "BURRELL-LEDER BELTECH INC.", FILED THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1990, AT 10 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "BURRELL-LEDER BELTECH INC." TO "AMMERAAL BELTECH, INC.", FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 12 O'CLOCK A.M.

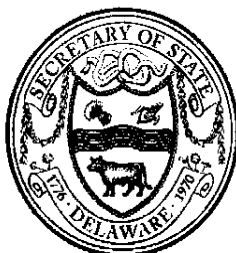
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE

89315011 AS

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



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0543865

DATE: 06-26-13

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The First State

AFORESAID CORPORATION, "AMMERAAL BELTECH, INC."

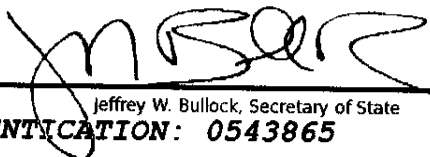
Property of Cook County Clerk's Office

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0543865

DATE: 06-26-13

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8501920083

CERTIFICATE OF INCORPORATION
OF
BURRELL BELTING COMPANY

FILED

JAN 11 1985 9AM

Michael J. ...
SECRETARY OF STATE

FIRST. The name of the corporation is:

BURRELL BELTING COMPANY

SECOND. Its registered office in the State of Delaware is located at No. 1209 Orange Street, in the City of Wilmington, County of New Castle. The name and address of its registered agent is The Corporation Trust Company, No. 1209 Orange Street, Wilmington, Delaware 19801.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To conduct any lawful business, to exercise any lawful purpose and power, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this Certificate of Incorporation together with any power incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is 50,000, and the par value of each of such shares is One Dollar (\$1.00) amounting to the aggregate to Fifty Thousand Dollars (\$50,000).

FIFTH. The name and mailing address of the incorporator is as follows:

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<u>NAME</u>	<u>MAILING ADDRESS</u>
Ingrid J. Scheckel	8300 Sears Tower 233 South Wacker Drive Chicago, Illinois 60606

SIXTH. The Corporation is to have perpetual existence.

SEVENTH. Subject to the provisions of the General Corporation Law of the State of Delaware, the number of directors shall be determined originally and from time to time as provided in the By-Laws. The power to make, alter or repeal the By-Laws shall be in the Board of Directors, and the affirmative vote of a majority of the Board of Directors shall be required to so make, alter or repeal the By-Laws.

EIGHTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

Designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in the resolution or in the by-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders'

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meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the Corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the Corporation.

NINTH. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to

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which the said application has been made, be binding on all the creditors or class of creditors, and/or on all of the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

TENTH. Meetings of stockholders may be held outside the State of Delaware, if the By-Laws so provide. The books of the Corporation may be kept (subject to any provision contained by the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation. Elections of directors need not be by ballot unless the By-Laws of the Corporation shall so provide.

ELEVENTH. The Corporation shall indemnify any and all persons whom it has the power to indemnify under the General Corporation Law of Delaware against any and all expenses, judgments, fines, amounts paid in settlement, and any other liabilities to the fullest extent permitted by such Law and may, at the discretion of the Board of Directors, purchase and maintain insurance, at its expense, to protect itself and such persons against any such expense, judgment, fine, amount paid in settlement or other liability, whether or not the Corporation would have the power to so indemnify such person under the General Corporation Law of Delaware.

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make, file and record this Certificate of Incorporation, do hereby certify the facts

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herein stated are true, and have accordingly hereunto set my hand
this 10th day of July, 1985.

Ingrid J. Scheckel

Ingrid J. Scheckel

(76: (H)

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8502380282

CERTIFICATE OF MERGER

OF

BURRELL BELTING COMPANY
(an Illinois corporation)

INTO

BURRELL BELTING COMPANY
(a Delaware corporation)

FILED

AUG 28 1985

Robert Johnson
SECRETARY OF STATE

Pursuant to Section 252(c) of
the General Corporation Law

BURRELL BELTING COMPANY, a corporation formed under the laws of the State of Delaware, desiring to merge Burrell Belting Company, an Illinois corporation, pursuant to the provisions of Section 252(c) of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: That the names and states of incorporation of each constituent corporation are:

NAME	STATE OF INCORPORATION
Burrell Belting Company	Delaware
Burrell Belting Company	Illinois

SECOND: That an Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 252(c) of the General Corporation Law.

THIRD: That the name of the surviving corporation is:

BURRELL BELTING COMPANY

FOURTH. That the Certificate of Incorporation of Burrell Belting Company, a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation.

Article Fourth of the Certificate of Incorporation of Burrell

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Belting Company, a Delaware corporation, is amended to read in full as follows:

"FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is 500,000, and the par value of each of such shares is Ten Cents (\$.10) amounting in the aggregate to Fifty Thousand Dollars (\$50,000)."

FIFTH.- That an executed copy of the Agreement and Plan of Merger is on file at the principal place of business of Burrell Belting Company, 7501 N. St. Louis Avenue, Skokie, Illinois, and that a copy of the Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SIXTH. That the authorized capital of Burrell Belting Company, an Illinois corporation, is One Thousand (1,000) Shares Common Stock, with a par value of One Hundred Dollars (\$100.00) per share. Burrell Belting Company, a Delaware corporation amends its Certificate of Incorporation in the aforesaid Article Fourth to increase the number of shares which it has authority to issue from 50,000 shares, with a par value of One Dollar (\$1.00) per share to 500,000 shares, with a par value of Ten Cents (\$.10) per share.

IN WITNESS WHEREOF, said BURRELL BELTING COMPANY, has caused this Certificate to be executed by its officers thereunto duly authorized this 22nd day of August, 1985.

BURRELL BELTING COMPANY

By Klaus H. Kraft
Executive Vice President

ATTEST:

Frank O. Chace
Ass't. Secretary

(4:H4)

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 12/31/1990
903655052 - 2066328

CERTIFICATE OF MERGER
OF
LEDER, INC.
WITH AND INTO
BURRELL BELTING COMPANY

I.

Pursuant to an Agreement of Merger (the "Agreement of Merger") between Leder, Inc., a Pennsylvania corporation ("Leder"), and Burrell Belting Company, a Delaware corporation ("Burrell"), Leder is to be merged with and into Burrell.

II.

The Agreement of Merger was duly approved, adopted, certified, executed and acknowledged by Leder in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

III.

The Agreement of Merger was duly approved, adopted, certified, executed and acknowledged by Burrell in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

IV.

Under the Agreement of Merger, Burrell shall be the surviving corporation (the "Surviving Corporation") of the merger of Leder with and into Burrell (the "Merger").

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V.

The Certificate of Incorporation of Burrell shall be the Certificate of Incorporation of the Surviving Corporation; provided, however, that the Surviving Corporation's Certificate of Incorporation shall be amended such that the Surviving Corporation's name shall be changed to "Burrell-Leder Beltech Inc."

VI.

An executed copy of the Agreement of Merger is on file at the principal place of business of the Surviving Corporation located at 7501 N. St. Louis Avenue, Skokie, Illinois, 60076.

VII.

A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Leder or Burrell.

VIII.

The authorized capital stock of Leder is ten thousand (10,000) shares of common stock with a par value of \$1.00 per share. The authorized capital stock of Burrell is five hundred thousand (500,000) shares of stock, with a par value of \$10 per share of stock.

IX.

The Merger shall be effective as of 4:59 p.m. on December 31, 1990.

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IN WITNESS WHEREOF, this Certificate of Merger has been executed by the duly authorized officers of Burrell and Leder on this 28th day of December, 1990.

BURRELL BELTING COMPANY



By: Klaus Kraft

Title: PRESIDENT

[Corporate Seal]

ATTEST:

By: [Signature]

Title: Asst. Secy

LEDER, INC.



By: Klaus Kraft

Title: PRESIDENT

[Corporate Seal]

ATTEST:

By: [Signature]

Title: Secretary

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/29/2000
001657266 - 2066328

CERTIFICATE OF OWNERSHIP AND MERGER

OF

Ammeraal Inc.
(a Delaware corporation)

AND

MacWatty Inc.
(a Delaware corporation)

INTO

Burrell-Leder Beltech Inc.
(a Delaware corporation)

It is hereby certified that

1. Burrell-Leder Beltech Inc. (hereinafter referred to as the "Corporation") is a business corporation of the State of Delaware.

2. The Corporation has rights of ownership to all of the outstanding shares of the stock of Ammeraal Inc., which is also a business corporation of the State of Delaware, and to all of the outstanding shares of MacWatty Inc., which is also a business corporation of the State of Delaware.

3. On December 28, 2000, the Board of Directors of the Corporation adopted the following resolutions to merge Ammeraal Inc. and MacWatty Inc. into the Corporation:

RESOLVED that Ammeraal Inc. and MacWatty Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Ammeraal Inc. and MacWatty Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Ammeraal Inc. and MacWatty Inc. in their names, respectively.

RESOLVED that this Corporation shall assume all of the obligations of Ammeraal Inc. and MacWatty Inc.

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RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

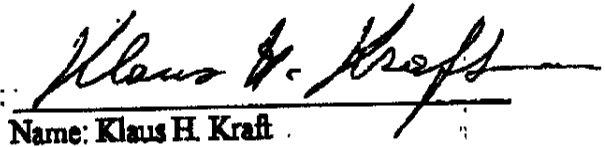
RESOLVED that this Corporation shall change its corporate name to Ammeraal Beltech, Inc.

RESOLVED that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for, shall become effective shall be December 31, 2000 at midnight.

Executed on December 29, 2000

Burrell-Leder Beltech Inc.

By:



Name: Klaus H. Kraft

Title: President

Property of Cook County Clerk's Office