

UNOFFICIAL COPY

File Number 5004-38473 0-4 5 6 7 9 87045679



87045679

Whereas, Amended APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF

THE DIAL CORPORATION

INCORPORATED UNDER THE LAWS OF THE STATE OF Delaware HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE TO TRANSACT ALL BUSINESS IN ILLINOIS UNDER THE ASSUMED NAME OF

DIAL CONSUMER PRODUCTS CORPORATION

AS PROVIDED BY THE "BUSINESS CORPORATION ACT" OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois.

at the City of Springfield, this 15th day of January AD 19 87 and of the Independence of the United States the two hundred and 11th.



Jim Edgar SECRETARY OF STATE

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Property of Cook County Clerk's Office

BCA-13.40 (Rev. Jul. 1984)

File #

JIM EDGAR
Secretary of State
State of Illinois

Submit in Duplicate

This Space For Use By
Secretary of State

Date 12/15/87

License Fee \$

Franchise Tax \$

Filing Fee \$ 5.00

Penalties \$

Clerk [Signature]

Remits payment in Check or Money
Order, payable to "Secretary of
State".

DO NOT SEND CASH!

APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is Armour-Dial, Inc.

and, if a change of name is being reported, the new corporate name is The Dial Corporation

2. State or Country of Incorporation Delaware; Date of Incorporation 4-14-72; Period of Duration Perpetual

3. The address of its principal office, wherever located, is 1209 Orange Street
Wilmington, Delaware 19801

and the address of its principal office in Illinois is 208 S. LaSalle Street, Chicago
Illinois 60604

4. The name and address of its registered agent and its registered office are:

Registered Agent	<u>CT Corporation System</u>		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>208 S. LaSalle Street</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite # (A P.O. box alone is not acceptable)</i>
	<u>Chicago,</u>	<u>60604</u>	<u>Cook</u>
	<i>City</i>	<i>Zip Code</i>	<i>County</i>

5. The states and countries in which it is admitted or qualified to transact business are:
AL, AR, CA, CO, CT, DE, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, MD, MA,

6. The names and residential addresses of its officers and directors are: MI, MN, MS, MO, NJ, NY,
NC, OH, OK, OR, PA, SC,

	No. & Street	City	State	Zip	SD, TN, TX, UT, VT, VA, WV, WI
President	See Exhibit I attached				
Secretary					
Director					
Director					
Director					

If more than 3, attach list

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Form OCA-13.48

File No. _____

**APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY TO
TRANSACT BUSINESS IN ILLINOIS**

Filing Fee \$25

NOTE: If a certified copy of an amendment is attached hereto, such has an additional \$25 fee.

FILED

JAN 15 1987

JIM EDGAR
Secretary of State

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 - 782-6961

C-198

The name of the corporation is _____

Dated January 20, 1986
 atested by Carol Korb
(Signature of Secretary)
ASST. SECRETARY
(Type or Print Name and Title)
 by [Signature]
(Signature of President)
S.P. WILSON
(Type or Print Name and Title)
THE DIAL CORPORATION
(Exact Name of Corporation)

The undersigned corporation has caused this application to be signed in its name by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

10. This application is accompanied by a copy of the articles of amendment to the articles of incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the State or Country wherein the corporation is incorporated, which certification is not more than ninety (90) days old.

9. The amount of paid-in capital is \$ 58,214.40 is equal to the total of these accounts:
 "Paid-in Capital" replaces the term "Stated Capital & Paid-in Surplus and is equal to the total of these accounts."
 A declaration as to "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "n/a".

8. The number of shares which it is authorized to issue and which it has issued are:

Class	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	\$1.00	10,000	10,000

7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:
 To manufacture, buy, sell and deal with consumer products, grocery products and other products.

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"EXHIBIT I"

ARMOUR-DIAL, INC. 87045679

(Incorporated in Delaware on April 14, 1972)

Grayhound Tower Phoenix, AZ 85077 (602) 248-2800

NAME	TITLE	ADDRESS	ZIP	TELEPHONE
OFFICERS				
Edward J. Walsh	President and Chief Executive Officer	Grayhound Tower Phoenix, AZ	85077	(602) 248-5227
William T. Bennett	Executive Vice President	Grayhound Tower, Phoenix, AZ	85077	(602) 248-5212
D. Lee Johnson	Senior Vice President - Controller and Assistant Secretary	Grayhound Tower, Phoenix, AZ	85077	(602) 248-5431
Andrew S. Path	Senior Vice President - Operations	Grayhound Tower, Phoenix, AZ	85077	(602) 248-5162
Robert L. Trott	Senior Vice President - Custom Products	24600 S. Main St. PO Box 6200, Carson, CA	90749	(213) 775-2111
William H. Windham	Senior Vice President - Director of Sales	Grayhound Tower, Phoenix, AZ	85077	(602) 248-5284
Russell C. Bayne	Vice President - Employee Relations and Personnel	Grayhound Tower, Phoenix, AZ	85077	(602) 248-5019
Bernard M. Birmingham, Jr.	Vice President - Quality Control	Grayhound Tower, Phoenix, AZ	85077	(602) 248-5216
Ronald E. Brockman	Vice President - Purchasing	Grayhound Tower, Phoenix, AZ	85077	(602) 248-5949
Bernard F. Carpenter	Vice President - Transportation and Distribution	Grayhound Tower, Phoenix, AZ	85077	(602) 248-2025
Allan R. DeBolt	Vice President - Marketing/Sales, Institutional	Grayhound Tower, Phoenix, AZ	85077	(602) 248-5272
John C. Doney	Vice President - Manufacturing and Engineering, Food	PO Box 1427 Fr. Madison, IA	52627	(319) 463-7111
Ronald J. Eriksson	Vice President - Marketing/Sales, Chemical Specialties, Specialty Products	Grayhound Tower, Phoenix, AZ	85077	(602) 248-5251
Charles H. Ferry	Vice President - National Field Sales	Grayhound Tower, Phoenix, AZ	85077	(602) 248-5277
Martin J. Genualdi	Vice President - Management Decision Services	Grayhound Tower, Phoenix, AZ	85077	(602) 248-3848
William C. Goulding	Vice President - Trade Relations	Grayhound Tower Phoenix, AZ	85077	(602) 248-5268
L. Gene Lemon	Vice President and General Counsel	Grayhound Tower Phoenix, AZ	85077	(602) 248-5732
Paul J. Lustig	Vice President - Marketing Personal Care and Food Products	Grayhound Tower, Phoenix, AZ	85077	(602) 248-5178
Donald E. McAdams	Vice President - Sales, Eastern Region	PO Box 4310 Cherry Hill, NJ	08034	(609) 424-9550
Brendan M. McGuinness	Vice President - Sales, Western Region	15101 N. Scottsdale Rd Scottsdale, AZ	85260	(602) 998-6217
Darryl D. Moffatt	Vice President - Manufacturing and Engineering, Bar Soaps/Brillo	Grayhound Tower, Phoenix, AZ	85077	(602) 248-5856
Thomas T. Moore	Vice President - Sales, Southwest Region	3350 Ridgelake Dr. Suite 122 Metairie, LA	70002	(504) 832-1532
David J. Morrison	Vice President - Manufacturing and Engineering, Household and Laundry	Grayhound Tower, Phoenix, AZ	85077	(602) 248-5252
Robert A. Murphy	Vice President - Sales, East Central Region	5005 Newport Dr. Suite 202 Rolling Meadows, IL	60008	(312) 398-3316
Gus Pappademos	Vice President - Sales, West Central Region	10890 Benson, Suite 320 Overland Park, KS	66210	(913) 648-0623
David I. Richardson	Vice President - Research and Development	15101 N. Scottsdale Rd. Scottsdale, AZ	85260	(602) 998-6217
James E. Rinkel	Vice President - Sales, Southeast Region	1750 Old Springhouse Ln Suite 210 Dunwoody, GA	30338	(404) 451-6145
William F. Robertson, III	Vice President - Marketing, Household and Laundry Products	Grayhound Tower, Phoenix, AZ	85077	(602) 248-5275
Ronald G. Truitt	Vice President - Assistant Controller and Assistant Secretary	Grayhound Tower, Phoenix, AZ	85077	(602) 248-5355

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ARMOUR-DIAL, INC. (continued)

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NAME	TITLE	ADDRESS	ZIP	TELEPHONE
OFFICERS				
Ronald S. Yaffee	Vice President - Headquarters Purchasing	24600 S. Main St. PO Box 6200, Carson, CA	90749	(213) 775-2111
Frederick G. Emerson	Secretary	Greyhound Tower, Phoenix, AZ	85077	(602) 248-5627
F. Edward Lake	Treasurer	Greyhound Tower, Phoenix, AZ	85077	(602) 248-5657
William J. Hallinan	Assistant Secretary	Greyhound Tower, Phoenix, AZ	85077	(602) 248-5749
Carol Kotek	Assistant Secretary	Greyhound Tower, Phoenix, AZ	85077	(602) 248-5681
Ronald G. Nelson	Assistant Treasurer	Greyhound Tower, Phoenix, AZ	85077	(602) 248-5622
George J. Olinger	Assistant Treasurer	Greyhound Tower, Phoenix, AZ	85077	(602) 248-5662
DIRECTORS				
William T. Bennett	Director	Greyhound Tower, Phoenix, AZ	85077	(602) 248-5212
Frank L. Nageotte	Director	Greyhound Tower, Phoenix, AZ	85077	(602) 248-2961
John W. Teets	Director	Greyhound Tower, Phoenix, AZ	85077	(602) 248-6060
Edward J. Walsh	Director	Greyhound Tower, Phoenix, AZ	85077	(602) 248-5227

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FILED

JAN 15 1987

JIM EDGAR
Secretary of State

Property of Cook County Clerk's Office

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87045 PAGE 91
State of Delaware

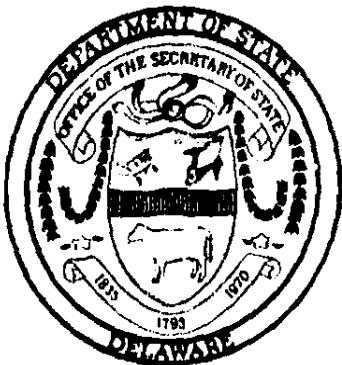


Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF ARMOUR-DIAL, INC. FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 1985, AT 9 O'CLOCK A.M.

|||||

Property of Cook County Clerk's Office



727006025

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 11070382
DATE: 01/06/1987

87045679

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PROPERTY OF COOK COUNTY CLERK'S OFFICE



Office of Secretary of State

MICHAEL HARRIS, SECRETARY OF STATE OF THE STATE OF ILLINOIS
HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF AGREEMENT BY ARMOND J. INC. FILED
IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1997, AT 9
O'CLOCK A.M.

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FILED

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ARMOUR-DIAL, INC.**

DEC 20 1985

GAN

Michael J. Walsh
President and Chief Executive Officer

Armour-Dial, Inc. (the Company), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Company, pursuant to the unanimous written consent of all the members of the board, adopted resolutions proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Company:

RESOLVED, that the Certificate of Incorporation of this Company be amended by changing the first article of the Certificate of Incorporation so that, as amended, such article shall be and read as follows:

The name of the corporation is The Dial Corporation.

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given unanimous written consent to the amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the amendment was duly adopted in accordance with section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of the Company will not be reduced under or by reason of the amendment.

IN WITNESS WHEREOF, the Company has caused its corporate seal to be affixed hereto and this certificate to be signed by Edward J. Walsh, its President and Chief Executive Officer, and attested by F. G. Emerson, its Secretary, this 11th day of December, 1985.

ARMOUR-DIAL, INC.

Edward J. Walsh

Edward J. Walsh, President and Chief Executive Officer

87045679



ATTEST:

F. G. Emerson

F. G. Emerson, Secretary

(1802)

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FILED

JAN 15 1987

JIM EDGAR
Secretary of State

RESOLVED, that the Certificate of Incorporation of this
company be approved and the same be filed for record in the
office of the Secretary of State.

WITNESSED my hand and the seal of the Secretary of State
this 15th day of January, 1987.

JIM EDGAR
Secretary of State

COOK COUNTY

100

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5004-384-3
87045679

BCA-4.15/4.20 (Rev. Jul. 1984)

Submit in Duplicate
Remit payment in Check or Money
Order, payable to "Secretary of
State".
DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois

APPLICATION TO ADOPT,
CHANGE OR CANCEL
AN ASSUMED CORPORATE NAME

File #
This Space For Use By Secretary of State
Date <u>1-15-87</u>
Filing Fee \$ <u>135.00</u>
Clerk <u>[Signature]</u>

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby submits the following application to adopt, change or cancel an assumed corporate name. (*Strike inapplicable words*)

- The true name of the corporation is THE DIAL CORPORATION
- The State or Country of incorporation is Delaware
- The date incorporated (if an Illinois corporation) or the date authorized to transact business in Illinois (if a foreign corporation) is June 16, 19 72.
(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)
- The corporation intends to adopt and to transact business under the assumed corporate name of DIAL CONSUMER PRODUCTS CORPORATION
- The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until _____, 19 90, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.
(Complete No. 6 if changing or cancelling an assumed corporate name.)
- The corporation intends to cease transacting business under the assumed corporate name of _____

The undersigned corporation has caused this application to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated 12-17, 1986

THE DIAL CORPORATION
(Exact Name of Corporation)

attested by Carol Kotek
(Signature of Secretary or Assistant Secretary)

by D. Lee Johnson
(Signature of President or Vice President)

Carol Kotek, Assistant Secretary
(Type or Print Name and Title)

D. Lee Johnson, Sr. Vice President
(Type or Print Name and Title)

NOTE: The filing fee to adopt or to change an assumed corporate name is \$20 plus \$2.50 for each month or part thereof between the date of filing this application and the date upon which the corporation may renew its use.

The fee for cancelling an assumed corporate name is \$5.00.

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Form BCA-4.15/4.20

File No. _____

APPLICATION TO ADOPT,
CHANGE OR CANCEL AN
ASSUMED CORPORATE NAME

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JAN 15 1987

JIM EDGAR
Secretary of State

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 - 782-9520

THE DIVISION OF CORPORATIONS

Property of Cook County Clerk's Office

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BEHNS COMPANY PRODUCTS CORPORATION

COOK COUNTY RECORDER

42770 ÷ B * -87-045679

140002 TRAN 1082 01/23/87 12:18:00

DEPT-01

\$18.00

THE DIVISION OF CORPORATIONS

88

G. Lee Johnson, Sr. Vice President

General Secretary

1800

C-1483

RECORDING DESK
BOX 170