

SEAL OF THE STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



Property of

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF
REPUBLIC ENGINEERED STEELS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

59351578

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 have set my hand and name to be affixed the Great Seal of the State of Illinois.*

at the City of Springfield, this _____ **4TH** _____
day of _____ **AUGUST** _____ *AD 19* **89** *and*
of the Independence of the United States
the two hundred and _____ **14TH** _____.

Jim Edgar

SECRETARY OF STATE

Submit in Duplicate

JIM EDGAR
 Secretary of State
 State of Illinois

This Space For Use By
 Secretary of State

Date 2-4-89

License Fee \$ 1.50

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Penalties \$

Clerk 116.50

Remit payment in Certified Check,
 Cashiers' Check or a Money Order,
 payable to "Secretary of State".
DO NOT SEND CASH!

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

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

1. The name of the corporation is Republic Engineered Steels, Inc.
(Shall contain the word "corporation", "company", "incorporated",

or "limited" or shall contain an abbreviation of one of such words.)

(To be completed only if the corporate name is not available)

and, the name which it elects to assume for use in Illinois, hereby agreeing NOT to use its corporate name in the transaction of business in Illinois, is _____

2. State or Country Delaware Date of incorporation 5/15/89 Period of Duration Perpetual

3. The address of its principal office, wherever located, is 410 Oberlin Road, SW
Massillon, Ohio 44646

and the address of its principal office in Illinois is 11600 South Burley Avenue, Chicago,
IL 60617

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

Registered Agent C T Corporation System
First Name Middle Name Last Name

Registered Office 208 South La Salle Street
Number Street Suite # (A PO box alone is not acceptable)
Chicago 60604 Cook
City Zip Code County

5. The states and countries in which it is admitted or qualified to transact business are

Connecticut, Indiana, Ohio and Pennsylvania

6. The names and respective residential addresses of its officers and directors are

	No. & Street	City	State	Zip
President	Russell W. Maier 1346 Glenbrook Court	Westlake, Ohio	Ohio	44145
Secretary	James B. Riley 5115 Ramblewood Ct.	Solon, Ohio	Ohio	44139
Director	Russell W. Maier 1346 Glenbrook Court	Westlake, Ohio	Ohio	44145
Director				
Director				

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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

If not sufficient space to cover this point, add one or more sheets of this size

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and permitted under the Illinois Business Corporation Act of 1983.

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

Dated July 25 19 89

Republic Engineered Steels, Inc.
(Exact Name of Corporation)

attested by *James B Riley*
(Signature of Secretary or Assistant Secretary)

by *RW Maier*
(Signature of President or Vice President)

James B. Riley, Secretary
(Type or Print Name and Title)

Russell W. Maier, President
(Type or Print Name and Title)

Property of Cook County Clerk's Office

Form BCA-13.15

89381578

**APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**

Filing Fee \$75.00 plus applicable license fee
and franchise tax



AUG - 4 1989

JIM EDGAR
Secretary of State

89381578

RETURN TO:

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

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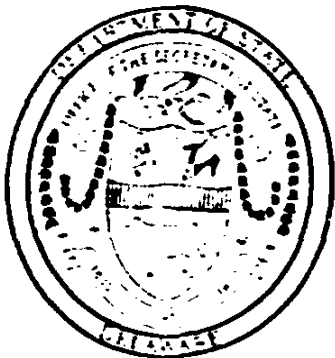
State of Delaware



Office of Secretary of State

Property of Cook County Clerk's Office
I, MICHAEL HARRINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF BAR ACQUISITION CO. FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MAY, A.D. 1989, AT 10 O'CLOCK A.M.

18381578



729191122

Michael Harrins
Michael Harrins, Secretary of State

AUTHENTICATION: 2253583

DATE: 07/10/1989

UNOFFICIAL COPY

5-15-89

CERTIFICATE OF INCORPORATION

OF

BAR ACQUISITION CO.

FIRST: The name of the corporation is Bar Acquisition Co.

SECOND: The registered office of the corporation is to be located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at the address is The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The corporation shall be authorized to issue 100 shares of Common Stock, \$1.00 par value, amounting to an aggregate capital of \$100.00.

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

<u>NAME</u>	<u>ADDRESS</u>
Samuel A. Flax	1200 New Hampshire Ave., NW Washington, DC 20036

SIXTH: Elections of directors need not be by written ballot. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the Delaware code or other applicable 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.

SEVENTH: The original by-laws of the corporation shall be adopted by the initial incorporator named herein. Thereafter, the Board of Directors shall have the power, in addition to the stockholders, to make, alter, or repeal the by-laws of the corporation.

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EIGHTH: 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 in accordance with the laws of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation in accordance with the laws of Delaware 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 a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all of the creditors or class of creditors, and/or on all stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINTH: A director of this corporation shall, to the maximum extent permitted by the laws of Delaware, have no personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this Article Ninth shall not eliminate or reduce the liability of a director in any case where such elimination or reduction is not permitted by law.

TENTH: The corporation shall have perpetual existence.

ELEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders are granted subject to this reservation.

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I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 10th day of May, 1989.



Samuel A. Flax
Sole Incorporator

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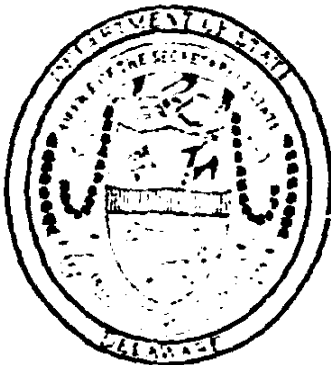
State of Delaware



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 PAR ACQUISITION CO. FILED IN THIS OFFICE ON THE SEVENTH DAY OF JULY, A.D. 1989, AT 2:30 O'CLOCK P.M.

.....



729191122

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION

12253594

DATE

07/10/1989

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Property of Cook County Clerk's Office

BAR ACQUISITION CO.

CERTIFICATE OF ADOPTION OF AMENDMENT TO CERTIFICATE OF INCORPORATION

This is to certify that the Board of Directors and sole stockholder of BAR ACQUISITION CO., a Delaware corporation, have adopted Resolutions, in accordance with provisions of Section 242 of the Delaware General Corporation Law, so as to amend the Certificate of Incorporation of BAR ACQUISITION CO., such that the First Article thereof shall now read:

FIRST: The name of the corporation is REPUBLIC ENGINEERED STEELS, INC.

IN WITNESS WHEREOF, this Certificate of Adoption of Amendment to Certificate of Incorporation is executed as of the 27th day of June, 1989.

Russell W. Males

Russell W. Males
President and CEO

ATTEST:

James B. Riley

James B. Riley, Secretary

(SEAL)

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