

08-15-2001



101812149

Form PTO-1594  
(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

RECORDATION FORM COVER SHEET  
**TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

BFGoodrich Kalama, Inc. *08/03/01*

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State-Washington
- Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)

Name: Noveon Kalama, Inc.

Internal

Address: \_\_\_\_\_

Street Address: 1296 Third Avenue Northwest

City: Kalama State: WA Zip: 98625

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_ *- 3 2001*
- Limited Partnership \_\_\_\_\_
- Corporation-State Washington
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

Execution Date: June 7, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,909,629

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Christopher R. Clegg

Internal Address: Legal Department  
Noveon, Inc.

Street Address: 9911 Brecksville Road

City: Brecksville State: OH Zip: 44141

6. Total number of applications and registrations involved: \_\_\_\_\_

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-1501

(Attach duplicate copy of this page if paying by deposit account)

**DO NOT USE THIS SPACE**

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Christopher R. Clegg  
Name of Person Signing

*Christopher R. Clegg*  
Signature

August 1, 2001  
Date

Total number of pages including cover sheet, attachments, and document: 11

08/14/2001 DBYRNE 00000030 501501 1909629  
01 FC:481 40.00 CH

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

# STATE of WASHINGTON



## SECRETARY of STATE

*I, SAM REED, Secretary of State of the State of Washington and custodian of its seal,*

hereby certify by this certificate that the attached is a true and correct copy of

CERTIFICATE OF AMENDMENT

of

**BFGOODRICH KALAMA, INC.**

Amending and Restating Articles and Changing registered agent to: C T Corporation  
System 520 Pike St., Seattle WA 98101 and Changing name to: NOVEON KALAMA,  
INC.

as filed in this office on June 7, 2001.

Date: June 8, 2001  
*Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital*

A handwritten signature in cursive script that reads 'Sam Reed'. The signature is written in black ink and is positioned above a horizontal line.

*Sam Reed, Secretary of State*

200-001

**TRADEMARK**  
**REEL: 002348 FRAME: 0234**

600034919

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BFGOODRICH KALAMA, INC.  
(a Washington corporation)**

FILED   
SECRETARY OF STATE

JUN 7 2001

STATE OF WASHINGTON

Pursuant to provisions of RCW 23B.10.070, the following constitutes Amended and Restated Articles of Incorporation of BFGoodrich Kalama, Inc., a corporation organized and existing under the laws of the State of Washington.

Article I.

The name of this corporation shall be Noveon Kalama, Inc.

Article II.

1. The location and post office address of the office of the corporation in this state shall be P.O. Box 427, Kalama, Washington 98625 and 1290 3rd ST. NW, Kalama Washington, 98625.

2. The registered agent of the corporation shall be CT Corporation System, whose address is 520 Pike St., Seattle, WA. 98101.

Article III.

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Washington.

Article IV.

1. The aggregate number of shares which the corporation shall have authority to issue is 8,000,000 shares.

2. Such shares shall consist solely of a single class of nonpar common stock of the aggregate value of \$2,500,000.00

3. Shareholders of any such shares shall have no cumulative voting rights.

4. Shareholders of this corporation shall not have pre-emptive rights to acquire additional shares offered for sale by the corporation.

## Article V.

1. The number of directors of the corporation shall be fixed as provided in the By-Laws, and may be changed from time to time by amending the By-Laws, as therein provided, but the number of directors shall not be less than three nor more than nine.

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Washington, the Board of Directors is expressly authorized to make, alter and repeal the By-Laws of this corporation, subject to the power of the stockholders of the corporation to change or repeal such By-Laws.

3. The corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise, with its directors, officers and stockholders and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or stockholder may be necessary, to obligate the corporation upon such contracts or transactions; and in the absence of fraud no such contract or transaction shall be avoided and no such director, officer or stockholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided in the case of directors and officers of the corporation (but not in the case of stockholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation, at the meeting thereof at which such contract or transaction is authorized, or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

4. Any contract, transaction or act of the corporation or of the directors or of any officers of the corporation which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting or any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation.


## Article VI.

### Limitation on Liability of Directors

To the fullest extent permitted by the Washington Business Corporation Act as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

Executed this 23rd day of May, 2001.

BFGOODRICH KALAMA, INC.

By:   
\_\_\_\_\_  
Christopher R. Clegg  
Secretary

fny03\baewo\405897.5

**TRADEMARK**  
**REEL: 002348 FRAME: 0237**

CONSENT TO SERVE AS REGISTERED AGENT

I, C T CORPORATION SYSTEM, hereby consent to serve as Registered Agent in the State of Washington, for the following:

NOVEON KALAMA, INC.

(Corporation or Limited Partnership)

I understand that as agent, it will be my responsibility to receive service of process; to forward all mail; and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the Registered Office address.

5-30-01


(Date)



Ruth Jo Marks  
Special Assistant Secretary

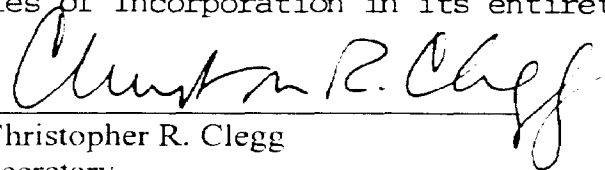
NY/BEAUSOLEIL/4455554

**RESTATEMENT CERTIFICATE  
OF  
BFGOODRICH KALAMA, INC.**

FILED   
SECRETARY OF STATE  
JUN 7 2001  
STATE OF WASHINGTON

Pursuant to 23B.10.070 of the Washington Business Corporation Act, the undersigned officer of BFGoodrich Kalama, Inc. (the "Corporation") hereby certifies as follows:

1. The name of the Corporation is BFGoodrich Kalama, Inc.
2. The attached Amended and Restated Articles of Incorporation were duly approved by the shareholders of BFGoodrich Kalama, Inc. in accordance with the provisions of RCW 23B.10.030 and 23B.10.040 of the Washington Business Corporation Act on May 23, 2001.
3. The attached Amended and Restated Articles of Incorporation does amend, restate and integrates the Articles of Incorporation in its entirety.

By:   
Christopher R. Clegg  
Secretary

**NOTARIAL CERTIFICATE**

UNITED STATES OF AMERICA )  
 )  
STATE OF OHIO ) SS  
 )  
COUNTY OF CUYAHOGA )

I, Mary Ellen Stoll, a Notary Public of the State of Ohio, do hereby certify that: The attached copy is an exact copy, identical in every respect to the Certificate of Amendment of BFGoodrich Kalama, Inc. filed with the Secretary of State of the State of Washington on June 7, 2001.

Dated this 2nd day of August, 2001.

*Mary Ellen Stoll*  
Notary Public

MARY ELLEN STOLL  
Notary Public, State of Ohio  
My Commission Expires November 2, 2003  
Residence in Medina County