

3-1-57.01 1303

ARTICLES OF INCORPORATION

TO THE DEPARTMENT OF STATE:
COMMONWEALTH OF PENNSYLVANIA:

In compliance with the requirements of the "BUSINESS CORPORATION LAW," approved the 5th day of May, A.D. 1933, P.L. 364, as amended, the undersigned, desiring that they may be incorporated as a business corporation, do hereby certify:

1st. The name of the corporation is NUCLEAR MATERIALS AND EQUIPMENT CORPORATION.

2nd. The location and post office address of its initial registered office in this Commonwealth is Room 1000, 1500 Walnut Street, Philadelphia 2, Pennsylvania.

3rd. The purposes of the corporation are to manufacture, construct, buy, sell, repair, deal in and conduct research in respect to all kinds of personal property, including but not limited to, nuclear reactor fuels, control, shielding, moderating, and cladding materials, apparatus and products.

4th. The term of its existence is perpetual.

5th. The aggregate number of shares which the corporation shall have authority to issue is Nineteen Thousand five hundred (19,500) consisting of Four Thousand five hundred (4,500) shares of Preferred Stock of the par value of One Hundred Dollars (\$100.) per share, Thirteen Thousand five hundred (13,500) shares of Common Stock Class A of the par value of One Dollar (\$1.) per share and One Thousand five hundred (1,500) shares of Common Stock Class B

of the par value of One Dollar (\$1.) per share.

The holders of Preferred Stock shall be entitled to receive, out of earned surplus, when and as declared by the Board of Directors, cash dividends at the maximum rate of Four Dollars (\$4.) per share per year and no more, before any dividends shall be declared or paid on the Common Stock.

In the event of any voluntary or involuntary liquidation, dissolution or winding-up of the corporation, the holders of the Preferred Stock then outstanding shall be entitled to receive One Hundred Dollars (\$100) per share and after the payment to the holders of the Preferred Stock of One Hundred Dollars (\$100.) per share, the remaining assets of the corporation shall be divided and paid to the holders of the Common Stock according to their respective shares.

The corporation may at the discretion of the Board of Directors at any time and from time to time, redeem the whole or any part of the Preferred Stock outstanding, upon thirty (30) days written notice to the holders of Preferred Stock at their last addresses appearing on the books of the corporation, at a redemption price of One Hundred Two Dollars (\$102.) per share, plus an amount equal to any dividends declared but not paid at the date of redemption, and no more. If less than all the shares of Preferred Stock are to be redeemed, the shares to be redeemed shall be selected in such/^{equitable}manner as the Board of Directors shall determine. The Preferred Stock so redeemed shall not be subject to reissue but shall be cancelled and retired and the capital stock of the corporation shall thereupon be reduced accordingly. When any shares of Preferred Stock are called for redemption, whether or not any certificate for such shares shall be surrendered, the shares called for redemption shall be paid for and after the date fixed

for redemption no longer be deemed outstanding, the right to receive dividends shall cease to accrue after the date of redemption and all rights with respect to such shares of Preferred Stock so called for redemption shall forthwith on said redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable upon redemption thereof, but without interest.

Any holder of shares of Preferred Stock may at his option, unless the said shares shall have previously been called for redemption and in that event up to and including the fifth day preceding the date fixed for the redemption thereof, convert his shares of Preferred Stock into shares of Common Stock Class A at the rate of one share of Preferred Stock to one share of Common Stock Class A. If the corporation shall, so long as any of the Preferred Stock is outstanding:

(i) Pay any dividend of Common Stock or shares of stock or other securities convertible into or exchangeable for shares of its Common Stock or make any distribution other than a cash dividend to the holders of Common Stock, or

(ii) Change the Common Stock as a whole into the same or a different number of shares, or

(iii) Offer for subscription to all holders of Common Stock any additional shares of Common Stock or any stock of any class of the corporation or any other securities,

it shall, at least twenty days prior to the date on which a record is to be taken or the stock books are to be closed for the purpose of determining the holders of the Common Stock entitled to such stock dividend, distribution, change or subscription rights, cause to be mailed to the holders of the Preferred Stock then outstanding, at their last addresses appearing on the books of the corporation, notice of such date and of such payment, distribution,

change or offer.

On presentation and surrender to the corporation or any transfer agent of the Common Stock of certificates of Preferred Stock so to be converted, the holder of such Preferred Stock shall be entitled to receive in exchange therefor a certificate or certificates for fully paid and non-assessable shares of Common Stock Class A to which he shall be entitled as aforesaid. The Preferred Stock shall be deemed to have been converted and the person converting the same to have become the holder of record of Common Stock Class A for all purposes as of the date when the certificate or certificates for such Preferred Stock are surrendered as aforesaid, but if the books for the transfer of either class of stock shall at the time be closed, then as of the next date when the books for the transfer of both classes of stock shall be opened.

The corporation shall pay any and all taxes which may be imposed upon it with respect to the issuance and delivery of Common Stock Class A upon the conversion of the Preferred Stock, as herein provided, except transfer taxes.

Upon the conversion of Preferred Stock as herein provided, no adjustment or allowance shall be made for dividends on the Preferred Stock so converted, and all rights to dividends, if any, accumulated to the date of conversion shall cease and be deemed satisfied, except dividends which shall have been declared prior to the date of such conversion to be payable to holders of Preferred Stock of record on a date prior to such conversion, even though the payment date for such dividends is subsequent to the date of such conversion.

The corporation shall, so long as any of the Preferred Stock is outstanding, reserve and keep available, solely for the

purpose of effecting the conversion of the Preferred Stock, such number of shares of Common Stock Class A as shall be sufficient to effect the conversion of all of the shares of the Preferred Stock, from time to time outstanding.

Except as provided by law, the entire voting power shall be vested solely and exclusively in the holders of Preferred Stock and of Common Stock Class A who shall have one vote for each share of Preferred Stock and one vote for each share of Common Stock Class A. The holders of Common Stock Class B shall have no right to vote or to receive notices of meetings.

Subject to the rights of the Preferred Stock, and except as hereinabove provided with respect to voting rights, the holders of Common Stock Class A and the holders of Common Stock Class B shall have equal rights, share for share.

No holder of stock of any class of the corporation, now or hereafter authorized, shall be entitled as such, as a matter of right, to subscribe for, receive or purchase any part of any authorized but unissued stock (except as hereinabove specifically provided in respect to the conversion of Preferred Stock into Common Stock Class A) or stock issued and acquired by the corporation or of any new or additional stock, Preferred or Common of any class, or of any bonds, notes, debentures or other securities or any warrants or options.

6th. The value of the property with which the corporation will begin business is Four Thousand five hundred dollars (\$4,500).

7th. The names of the first directors are:

<u>Name</u>	<u>Address</u>
Zalman M. Shapiro	5452 Bartlett Street Pittsburgh 17, Penna.
Frederick Forscher	5854 Alderson Street Pittsburgh 17, Penna.

Leonard Pepkowitz

5452 Bartlett Street
Pittsburgh 17, Penna.

8th. The names and addresses of the incorporators and the number of shares, all of one class, viz Capital Stock, subscribed by each, are

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Zalman M. Shapiro	5452 Bartlett Street Pittsburgh 17, Penna.	1,928 Common Stock Class A
Frederick Forscher	5850 Alderson Street Pittsburgh 17, Penna.	1,286 Common Stock Class A
Leonard Pepkowitz	5452 Bartlett Street Pittsburgh 17, Penna.	1,286 Common Stock Class A

9th. The number of incorporators who are citizens of the United States is three.

10th. The authorized Common Stock Class A and the authorized Common Stock Class B of the corporation shall not be increased without the affirmative vote in person or by proxy of the holders of seventy per cent (70%) of the outstanding Common Stock Class A of the corporation and of the holders of a majority of the outstanding stock of any class of Preferred Stock at a regular or special meeting of the stockholders.

Zalman M. Shapiro (SEAL)
ZALMAN M. SHAPIRO

Frederick Forscher (SEAL)
FREDERICK FORSCHER

Leonard P. Pepkowitz (SEAL)
LEONARD PEPKOWITZ

COMMONWEALTH OF PENNSYLVANIA :
COUNTY OF ALLEGHENY : SS.

Before me, a Notary Public in and for the county afore-
said, personally came the above named ZALMAN M. SHAPIRO and
FREDERICK FORSCHER, two of the incorporators of NUCLEAR MATERIALS
AND EQUIPMENT CORPORATION, who in due form of law acknowledged the
foregoing Articles of Incorporation to be their and each of their
act and deed for the purposes therein specified.

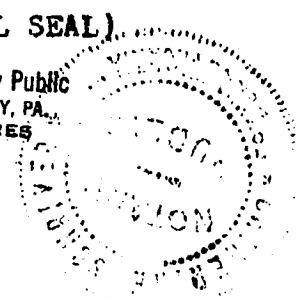
Zalman M. Shapiro
Frederick Forscher

Witness my hand and seal of office the 28th day
of December A.D. 1956.

Catherine Schriver
Notary Public

My Commission Expires:

(NOTARIAL SEAL)
CATHERINE SCHRIVER, Notary Public
PITTSBURGH, ALLEGHENY COUNTY, PA.
MY COMMISSION EXPIRES
MARCH 31, 1959



Approved and filed in the Department of State, the
31st day of December A. D. 1956

James A. Finney
Secretary of the Commonwealth

Commonwealth of Pennsylvania



Department of State

To All To Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of the Business Corporation Law, approved the 5th day of May, Anno Domini, one thousand nine hundred and thirty-three, P. L. 364 as amended, the Department of State is authorized and required to issue a

CERTIFICATE of INCORPORATION

evidencing the incorporation of a business corporation organized under the terms of that law.

And Whereas, The stipulations and conditions of that law have been fully complied with by the persons desiring to incorporate as

NUCLEAR MATERIALS AND EQUIPMENT CORPORATION

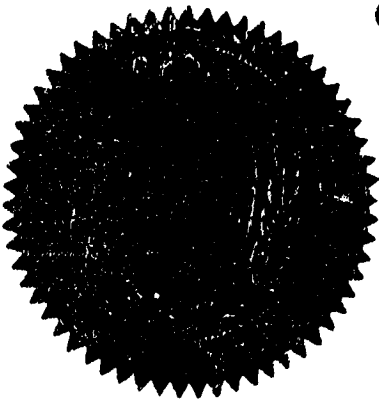
Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, create, erect, and incorporate the incorporators of and the subscribers to the shares of the proposed corporation named above, their associates and successors, and also those who may thereafter become subscribers or holders of the shares of such corporation, into a body politic and corporate in deed and in law by the name chosen and hereinbefore specified, which shall exist

perpetually

and shall be invested with, and have and enjoy all the powers, privileges, and franchises incident to a business corporation and be subject to all the duties, requirements, and restrictions specified and enjoined in and by the Business Corporation Law and all other applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 31st day of December

in the year of our Lord one thousand nine hundred and fifty-six and of the Commonwealth the one hundred and sixty-first



James R. Gorman
Secretary of the Commonwealth