

# 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 OWNERSHIP OF MUELLER INDUSTRIES, INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING SHARON STEEL CORPORATION A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1990, AT 4:23 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

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910025072

*Michael Harkins*  
 Michael Harkins, Secretary of State

AUTHENTICATION: 12912128

DATE: 01/04/1991

CERTIFICATE OF OWNERSHIP AND MERGER

OF

SHARON STEEL CORPORATION

INTO

MUELLER INDUSTRIES, INC.

Pursuant to Sections 103 and 253  
of the  
General Corporation Law  
of the  
State of Delaware

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Sharon Steel Corporation, a Pennsylvania corporation  
("Sharon"), heraby certifies as follows:

FIRST: Sharon owns 100% of the outstanding shares of  
common stock, \$0.01 par value per share, of Mueller Industries,  
Inc., a Delaware corporation ("Mueller").

SECOND: The Trustee of Sharon appointed pursuant to  
Title 11, Chapter 11 of the United States Code (the "Chapter 11  
Trustee"), by written consent dated December 28, 1990, pursuant  
to Section 1903(b) and Subchapter C. of Chapter 19 of the  
Pennsylvania Business Corporation Law of 1988 of the Commonwealth  
of Pennsylvania (the "PBCL"), duly adopted resolutions  
authorizing the merger of Sharon with and into Mueller (the  
"Merger"), pursuant to which Mueller will be the surviving  
corporation. A true copy of such resolutions is annexed hereto  
as Exhibit A. Such resolutions have not been modified or  
rescinded and are in full force and effect as of the date hereof.

THIRD: In accordance with Section 1903(b) of the PBCL,  
the Chapter 11 Trustee has approved the Merger, which merger is a

part of and pursuant to the Third Amended and Restated Plan of Reorganization for Sharon, dated September 27, 1990, as modified by a motion dated November 19, 1990, for an Order approving modification of such plan, under Title 11, Chapter 11 of the United States Code (the "Plan of Reorganization"), which such Plan of Reorganization, as so modified, was confirmed by the Bankruptcy Court for the Western District of Pennsylvania, Erie Division on November 20, 1990.

**FOURTH:** The Merger shall become effective (i) upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware; (ii) upon the filing of the Articles of Merger with the Secretary of the Commonwealth of Pennsylvania in accordance with Section 1927 of the PBCL; and (iii) pursuant to the Plan of Reorganization, upon consummation of the Reorganized Sharon Private Placement (as defined in the Plan of Reorganization).

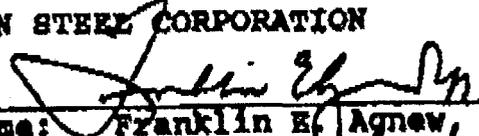
**FIFTH:** The Certificate of Incorporation, as amended, of Mueller shall continue to be the Certificate of Incorporation of Mueller Industries, Inc., the surviving corporation in the Merger.

NOTICE OF APPOINTMENT OF TRUSTEE is attached as Exhibit B.

IN WITNESS WHEREOF, the Chapter 11 Trustee has signed this Certificate of Ownership and Merger on behalf of Sharon Steel Corporation this 26 day of December, 1990.

SHARON STEEL CORPORATION

By:

  
Name: Franklin E. Agnew, III  
Title: Chapter 11 Operating Trustee

Attest:

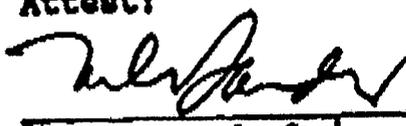
  
Name: Melvin G. Senter  
Title: Secretary

EXHIBIT A

RESOLVED, that the Trustee of the bankruptcy estate of the Corporation hereby declares it advisable and authorizes the Corporation to merge itself with and into MUELLER INDUSTRIES, INC., ("Mueller") a Delaware corporation and wholly-owned subsidiary of the Corporation, whereupon (i) the separate existence of the Corporation shall cease and Mueller shall be the surviving corporation; (ii) each share of common stock of the Corporation outstanding immediately prior to the effective time of the merger shall be cancelled and (iii) 7,000,000 shares of common stock, par value \$0.01 per share, of Mueller shall be issued on a pro rata basis to the holders of the Allowed General Unsecured Claims (as defined in the Reorganization Plan referenced below) or otherwise held in a Disputed Claims Reserve (as defined in the Reorganization Plan referenced below) under the Third Amended and Restated Plan of Reorganization for the Corporation, dated September 27, 1990, as modified by a motion dated November 19, 1990, for an Order approving modification of such plan, under Title 11, Chapter 11 of the United States Code (the "Reorganization Plan") confirmed by the Bankruptcy Court for the Western District of Pennsylvania, Erie Division on November 20, 1990); and in furtherance thereof, that the Articles of Merger be filed with the Secretary of the Commonwealth of Pennsylvania and the Certificate of Ownership and Merger be filed with the Secretary of State of the State of Delaware substantially in the forms previously supplied to the Trustee;

RESOLVED, that the form, terms and provisions of the Agreement and Plan of Merger substantially in the form previously supplied to the Trustee, be, and hereby are, in all respects approved, and the Trustee and each of the officers of the Corporation be, and they hereby are, authorized to take such further actions as they, in their sole discretion, deem necessary or appropriate in order to effectuate the Agreement and Plan of Merger;

RESOLVED, that the Trustee and each of the officers of the Corporation be, and they hereby are, authorized to execute and acknowledge in the name and on behalf of the Corporation the Articles of Merger; and that the Trustee and each of the officers be, and they hereby are, authorized to cause such executed Articles of Merger to be filed with the Secretary of the Commonwealth of Pennsylvania in accordance with Section 1927 of the Pennsylvania Business Corporation Law of 1988 ("PBCL");



Rec'd 3-4-91  
Bonding File  
ACT009/021

DSCB-221 (10/90)

COMMONWEALTH OF PENNSYLVANIA



January 14, 1991

DEPARTMENT OF STATE

TO ALL WHOM THESE PRESENTS SHALL COME GREETING:

Pennsylvania, ss:

I DO HEREBY CERTIFY, That from an examination of the indices and corporate records of this department, it appears that on December 28, 1990, Articles of Merger were filed in this department, whereby 'Sharon Steel Corporation' a Pennsylvania corporation, incorporated October 8, 1900 was merged into and became part of "MUELLER INDUSTRIES, INC." a Delaware corporation qualified in the Commonwealth of Pennsylvania on December 28, 1990, which was the surviving corporation to the merger.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

*Christopher A. Lewis*  
Secretary of the Commonwealth (mc)

Microfilm Number \_\_\_\_\_

Filed with the Department of State on \_\_\_\_\_

Entity Number \_\_\_\_\_

\_\_\_\_\_  
Secretary of the Commonwealth

### ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

0808-15-1988 (Rev. 88)

In compliance with the requirements of 15 Pa.C.S. § 1925 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Mueller Industries, Inc.

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the address of its current (a) registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a) \_\_\_\_\_  
Number and Street City State Zip County

(b) \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of Delaware and the address of its current (a) registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a) \_\_\_\_\_  
Number and Street City State Zip County

(b) c/o CT Corporation System, Philadelphia, PA 19103 County: Philadelphia  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is:

\_\_\_\_\_ Number and Street City State Zip

3. The name and the address of the registered office of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Sharon Steel Corporation

15 Roemer Boulevard  
Farrell, Pennsylvania 16121

4. (Check, and if appropriate complete, one of the following):

- The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.
- The plan of merger shall be effective on (i) upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware in accordance with Sections 103 and 253 of the Delaware General\*

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation Sharon Steel Corporation	Manner of adoption In accordance with Section 1903(b) of the Pennsylvania Business Corporation Law of 1988, the Trustee appointed pursuant to Title 11, Chapter 11 of the United States Code (the "Operating Chapter 11 Trustee") has approved the Plan of Merger, which merger is a part of the Plan of Reorganization confirmed by the Bankruptcy Court for the Western District of Pennsylvania, Erie Division on November 21, 1990.
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6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1601 (relating to omission of certain provisions from filed plans) the provisions of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A, attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Mueller Industries, Inc.	555 North Woodlawn	Wichita	Kansas	67208
Number and Street	City	State	Zip	

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 28th day of December, 1990.

MUELLER INDUSTRIES, INC.  
(Name of Corporation)

BY: [Signature]  
(Signature)

TITLE: Chairman and CEO

SHARON STEEL CORPORATION  
(Name of Corporation)

BY: [Signature]  
(Signature)

TITLE: Operating Chapter 11 Trustee

\*Corporation Law; and (iii) pursuant to the Third Amended and Restated Plan of Reorganization for Sharon Steel Corporation, dated September 27, 1990, as modified by a motion dated November 19, 1990, for an Order approving modification of such plan, under Title 11, Chapter 11 of the United States Code (as modified, the "Plan of Reorganization"), consummation of the Reorganized Sharon Private Placement (as defined in the Plan of Reorganization).

EXHIBIT A

There are no provisions contained in the plan of merger that amend or constitute the operative Articles of Incorporation of Mueller Industries, Inc., the surviving corporation, as in effect subsequent to the effective date of such plan of merger.