

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

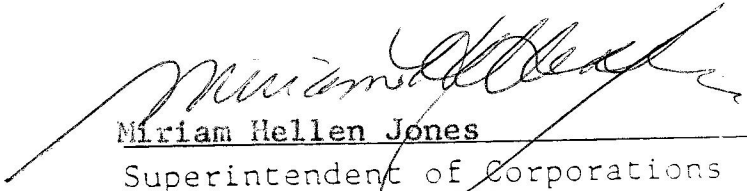
THIS IS TO CERTIFY that all provisions of the DISTRICT OF COLUMBIA
NON-PROFIT CORPORATION ACT have been complied with and accordingly
this CERTIFICATE of Incorporation

is hereby issued to LICHTER ASSOCIATION, INC.

as of November 24 , 19 86 .

Donald G. Murray
Acting Director

R. Benjamin Johnson
Administrator
Business Regulation Administration


Miriam Hellen Jones

Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor



ARTICLES OF INCORPORATION
OF
LIGHTER ASSOCIATION, INC.

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation under the NON-PROFIT CORPORATION ACT (D.C. Code, 1981 edition, Title 29, Chapter 5), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is Lighter Association, Inc.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purposes for which the corporation is organized are to foster and advance the interests of the lighter industry, to increase the safety and improve the quality of its products, to collect and disseminate pertinent information relating to the industry, to present industry views to government bodies, to promote the good public relations and generally to do anything necessary and proper for the development of the lighter industry in a rapidly changing social and technical environment.

FOURTH: The corporation shall have the four classes of membership set forth below:

1. U.S. or Canadian Manufacturers
2. U.S. or Canadian Suppliers
3. U.S. or Canadian Distributors
4. Non-U.S. or Canadian Affiliated Associations

FIFTH: Each member shall have one vote.

SIXTH: Directors shall be elected by a majority of the member votes entitled to be cast at a meeting for such purpose, including any member votes by proxy.

SEVENTH: In the event of dissolution of the corporation, the corporation will wind up its affairs in the following manner: the board of directors shall adopt a resolution recommending that the

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BY: _____

corporation be dissolved and that the question of such dissolution be submitted to a vote at a meeting of members. Written notice of the proposed dissolution shall be given to each member. The resolution to dissolve the corporation must receive at least two-thirds of the member votes entitled to be cast at the meeting, including any member votes by proxy. If dissolution is approved by the members of the corporation, the assets shall be applied and distributed as follows:

1. All liabilities and obligations shall be paid.
2. All remaining assets, after payment of the aforementioned liabilities and obligations, shall be delivered as a contribution to an educational institution or nonprofit organization, as selected by the two-thirds vote of the members, which holds as part of its goals, the furtherance and advancement of fire safety. No part of the assets shall inure to the benefit of any member of the association.

EIGHTH: The address, including street and number, of the corporation's initial registered office is CT Corporation System, 1030 15th Street, N.W., Washington, D.C. 20005 and the name of its initial registered agent at such address is CT Corporation System.

NINTH: The number of directors constituting the initial board of directors is 5 and the names and addresses, including street and number of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

NAME	ADDRESS
Alex Alexiades	BIC Corporation, Wiley Street, Milford, CT 06460
Lars Von Kantzow	Universal Match Corporation, 1224 Fern Ridge Parkway St. Louis, MO 63141-4451
John L. Paige, Sr.	Scripto-Tokai, P.O. Box 3200 Rancho Cucamonga, CA 91730
Kevin Schmid	Microtech Associates, 230 Fifth Avenue New York, NY 10001
Michael A. Schuler	Zippo Manufacturing Co. 33 Barbour St. Bradford, PA 16701

TENTH: The name and address, including street and number, of each incorporator is:

NAME

ADDRESS

Dickson R. Loos
Dickson R. Loos

6400 Garrett Drive, Chevy Chase, MD
20815

David H. Baker
David H. Baker

4601 No. Park Avenue, Chevy Chase, MD
20815

Nancy C. Tierney
Nancy C. Tierney
Dated: November 21, 1986

2258 Jennings Street, Woodbridge, VA
22191

)
) SS

I, Stacy R. Sloan, a Notary Public,
hereby certify that on the 21st day of November, 1986,
personally appeared before me Dickson R. Loos, Nancy C. Tierney
and David H. Baker, who being duly sworn, declared that
they signed the foregoing document as incorporators, and that the
statements therein contained are true.

(Notarial Seal)

Stacy R. Sloan
Notary Public

My Commission Expires May 14, 1990

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
1030 — 15TH STREET, N.W., WASHINGTON, D.C. 20005 • (202) 898-0130

August 29, 1988

RE: LIGHTER ASSOCIATION, INC. (D.C. Non-Profit)
Amendment

Holland & Knight
Attn: David Baker
Suite 400
888 - 17th Street, N.W.
Washington, DC 20006

Dear Mr. Baker:

This is to let you know that Articles of Amendment for the above were filed in the District of Columbia on August 23, 1988. Certificate of Amendment issued as evidence by the Department of Consumer and Regulatory Affairs is enclosed.

Our work in this connection is now complete and our final statement will follow. Thank you for having entrusted this matter to us.

Very truly yours,

C T CORPORATION SYSTEM

Norma Velasquez
Norma Velasquez
Service Representative

Encl.
NV:dah

RESOLUTION

Article Four of the Articles of Incorporation of the Lighter Association, Inc. shall be amended as follows:

FOURTH: The corporation shall have the ~~four~~ five classes of membership set forth below:

1. U.S. or Canadian Manufacturers
2. U.S. or Canadian Suppliers
3. U.S. or Canadian Distributors
4. Non-U.S. or Canadian Affiliated Associations
5. Associate Members

Article Five of the Articles of Incorporation of the Lighter Association, Inc. shall be amended as follows:

FIFTH: Each member shall have one vote except Associate Members which shall have no voting rights.

Approved 6/8/88

Unanimously

Corporate Minutes

AMENDMENT

Article IV, Membership, of the By-Laws of the Lighter Association, Inc. shall be amended as follows:

E. Associate Members. Any ~~other person or business~~ ~~entity~~ individuals affiliated with, or engaged in research or development and consulting in the lighter industry, shall be eligible as associate members and shall be entitled to all privileges of membership except they shall not be entitled to vote.