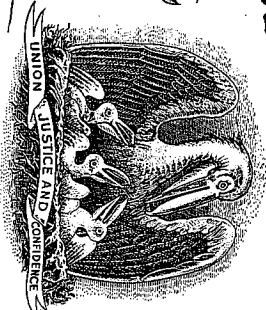


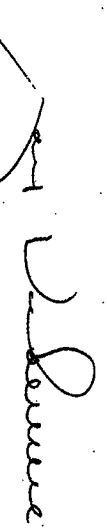
UNITED STATES OF AMERICA  
S. H. H. H. H.  
J. H. H. H. H.  
SECRETARY OF STATE



**Jay Byrdenne**  
SECRETARY OF STATE

*As Secretary of State, of the State of Louisiana, I do hereby Certify that*  
a copy of the Articles of Incorporation of  
**ASCENSION COMMUNITY AWARENESS EMERGENCY RESPONSE COMMITTEE**  
Domiciled at GEISMAR, LOUISIANA,  
was filed and recorded in this Office on November 14, 2006,  
And all fees having been paid as required by law, the  
corporation is authorized to transact business in this  
State, subject to the restrictions imposed by law, including  
the provisions of R.S. Title 12, Chapter 2.

*In testimony whereof, I have hereunto set  
my hand and caused the Seal of my Office  
to be affixed at the City of Baton Rouge on,  
November 14, 2006*

  
JMO 36311040N  
*Secretary of State*



ARTICLES OF INCORPORATION

OF

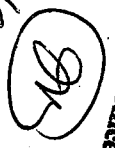
ASCENSION COMMUNITY AWARENESS  
EMERGENCY RESPONSE COMMITTEE

STATE OF LOUISIANA

Office of the Secretary of State  
I hereby certify that this is a true and correct copy  
as taken from the original on file in this office.

Jay Dardenne  
Secretary of State

Date: 11/14/06



STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN, on the 10<sup>th</sup> day of November, 2006, personally came and appeared before me, the undersigned Notary Public, the subscriber hereto, being of the full age of majority, who declared to me, in the presence of the undersigned competent witnesses, that, availing himself of the Louisiana Nonprofit Corporation Law, he hereby organizes a corporation in pursuance of that law, under and in accordance with the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is Ascension Community Awareness Emergency Response Committee.

ARTICLE II. NONPROFIT CORPORATION

The Corporation is a nonprofit corporation.

ARTICLE III. DURATION

The period of its duration is perpetual.

ARTICLE IV. PURPOSE

The purposes for which the Corporation is organized are as follows:

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law (the "Code"), and,

more specifically, to receive and administer funds for such charitable and educational purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, whether movable or immovable, corporeal or incorporeal, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income there from for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, whether movable or immovable, corporeal or incorporeal, in trust, under the terms of any will, act of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of §501(c)(3) of the Code as now in force or afterward amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to §501(c)(3) of the Code as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the laws of the State of Louisiana for educational, and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with §501(h) of the Code) and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under §501(c)(3) of the Code (or the corresponding provision of any future

United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article IV, are the following:

- i. Establish and maintain emergency sirens and warning systems in coordination with the State of Louisiana and local government officials to notify the general public of tornados, hurricanes, fires, chemical releases, or other serious situations which could harm the general public;
- ii. Provide safety training and education to the community via sponsorship of local Emergency Response training activities, video production and distribution, billboard and print media campaigns, annual Calendar production and distribution, and support for the Emergency Preparedness Guide found in local phone books.
- iii. Provide safety training and education for parish elementary schools via the Wally Wise Guy Shelter-In-Place tour, and other pertinent activities or sponsorship of these activities.
- iv. Provide support and resources to emergency responders and parish officials.

(d) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

#### ARTICLE V. NONSTOCK BASIS

The Corporation is organized on a nonstock basis.

#### **ARTICLE VI. REGISTERED OFFICE AND AGENT**

The address of the initial registered office is 5205 Highway 3115, Geismar, Louisiana and the name of the initial registered agent is Michael S. Hannan, c/o Williams Olefins, 5205 Highway 3115, Geismar, Louisiana.

#### **ARTICLE VII. BOARD OF DIRECTORS**

The number of members of the Board of Directors may be fixed from time to time as provided in the Bylaws, but at no time shall there be less than 3 directors. The qualifications, election and terms of office of the directors shall be specified in the Bylaws.

#### **ARTICLE VIII. MEMBERS**

Dues paying members shall appoint a representative of the Board of Directors all as provided in the Bylaws.

#### **ARTICLE IX. INITIAL BOARD OF DIRECTORS**

The names and addresses of the persons who are to act as the initial Board of Directors of the Corporation each for a term of one (1) year or until such time as their successors shall have been elected and qualified, are:

Michael S. Hannan	Bryan Franklin
Williams Olefins	Chemtura Corporation
5205 LA Highway 3115	36191 LA Highway 30
Geismar, LA 70734	Geismar, LA 70734

Paul Holden
Rubicon LLC
9156 LA Highway 75
Geismar, LA 70734

## ARTICLE X. INCORPORATOR

The name and address of the incorporator is:

Michael S. Hannan  
Williams Olefins  
5205 LA Highway 3115  
Geismar, LA 70734

## ARTICLE XI. BYLAWS

The initial Bylaws of the Corporation shall be adopted by its Board of Directors and the power to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors.

## ARTICLE XII. AMENDMENT

Amendments to these articles shall require the affirmative vote of two-thirds (2/3) of the members of the Board of Directors at any Board of Directors meeting, provided the notice for such meeting sets forth the proposed amendment or a summary of the changes to be made.

## ARTICLE XIII. GOVERNANCE

The officers and directors of the Corporation shall have full authority, consistent with these articles and the Corporation's Bylaws, to regulate the internal affairs of the Corporation and to establish its policies.

## XIV. DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations operating exclusively for charitable, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or the corresponding provisions of any future United States Internal Revenue Law as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction upon suitable proceedings brought exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

## ARTICLE XV. ASSETS

The Corporation may take and hold any donations, grants, devises or bequests which may be made in the support of its purposes. All funds of the Corporation, whether from donation or otherwise, in excess of the expenditures necessary for the proper administration of such funds, shall be used exclusively for carrying on and promoting the charitable, educational and other non-profitable purposes for which the Corporation is formed as herein set forth.

## ARTICLE XVI. PROHIBITIONS

The Corporation is a nonprofit corporation organized solely for the purposes specified in Article IV, and no part of its property, whether income, or principal, shall ever inure to the benefit of any director, officer, or employee of the Corporation, or any individual having a personal or private interest in the activities of the Corporation, nor shall any such director, officer, employee or individual receive or be lawfully entitled to receive any profit from the operations of the Corporation except reasonable amounts for salary or other compensation for personal services actually rendered in carrying out one or more of its stated purposes.

The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The Corporation may from time to time engage in lobbying and other activities intended to influence legislation but only to the extent permitted for public charities under section 501(h) of the Code if the Corporation makes an election under such section.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

Anything to the contrary herein notwithstanding, the Corporation and the directors shall not engage, participate or intervene in any activity or transaction which would cause the Corporation to lose its status as an exempt organization under the provisions of the Code or any corresponding provision hereafter in effect; and the use, directly or indirectly, of any part of the Corporation's assets in any such activity or transaction is hereby expressly prohibited. Furthermore, no loans shall be made by the Corporation to the directors or officers.

Notwithstanding any other provisions of these articles, if, at any time or times, the Corporation shall be a "private foundation" as defined in section 509 of the Code, then, during such time or times, the Corporation (1) shall distribute its income for each taxable

year at such time and in such manner so as not to subject the Corporation to tax under section 4942 of the Code; (2) shall not engage in any act of self-dealing, as defined in section 4941(d) of the Code; (3) shall not retain any excess business holdings, as defined in section 4943(c) of the Code; (4) shall not make any investment in any manner as to subject the Corporation to tax under section 4944 of the Code; and (5) shall not make any taxable expenditure, as defined in section 4945(d) of the Code.

#### ARTICLE XVII. INDEMNIFICATION AND LIABILITY


The Corporation shall indemnify and hold harmless the directors, officers, employees and agents of the corporation to the full extent permitted by LSA-R.S. 12:227, as presently constituted or as may be hereafter amended, and that statute shall be made a part of these Articles, the same as if set forth in extenso herein.

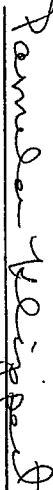
No officer or director of the Corporation shall be personally liable to the Corporation or the members for monetary damages for breach of fiduciary duty as an officer or director, whether or not he or she continues to be such officer or director at the time when any such liability is asserted; provided, however, that the liability of an officer or director of the Corporation shall not be eliminated or limited (a) for any breach of the officer's or director's duty of loyalty to the Corporation or the members, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for liability under LSA-R.S. 12:226(D), or (d) for any transaction from which the officer or director derived an improper personal benefit.

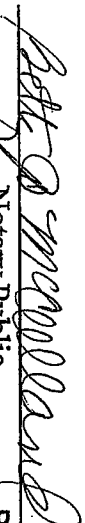
THUS DONE AND SIGNED in the Parish and State aforesaid, on the day, month and year set forth above, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

  
Printed Name: Greg Day

  
Michael S. Hannan

  
Printed Name: Pamela Klippert

  
Notary Public  
My Commission is for Life.

Betty Jo McClelland, Notary Public No. 680

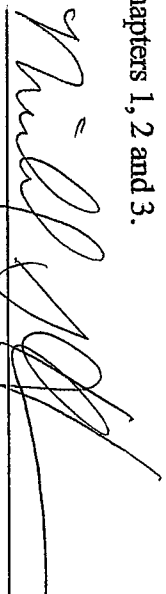
**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED REGISTERED AGENT**

To the Secretary of State, Corporations Division  
State of Louisiana

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

On this 10<sup>th</sup> day of November, 2006, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared MICHAEL S. HANNAN who is to me known to be the person who is named as the registered agent of Ascension Community Awareness Emergency Response Committee in the foregoing instrument, and who, being duly sworn, acknowledged to me that he does hereby accept appointment as the Registered Agent of Ascension Community Awareness Emergency Response Committee, a non-profit Louisiana Corporation authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, Chapters 1, 2 and 3.

  
Michael S. Hannan

SWORN TO AND SUBSCRIBED before me on the day, month and year set forth above.

  
Betty Jo McClelland, Notary Public  
Notary Public No. 680