



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601

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DREXELL R. DAVIS
SECRETARY OF STATE

SECRETARY OF STATE (502) 564-3490

CORPORATE FILINGS (502) 664-2848

CORPORATION RECORDS (502) 564-7330

CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

NOVEMBER 2, 1987

DON L. BUTLER
C T CORPORATION SYSTEM
208 SOUTH LA SALLE ST.
CHICAGO, ILLINOIS 60604

RE: WHIRLPOOL CORPORATION

Dear Sir:

Receipt and filing of the following is hereby acknowledged.

1. () Articles of Amendment

2. () Restated Articles of Incorporation

3. (XXX Articles of Merger WHIRLPOOL LAVERGNE CORPORATION
(NOT QUAL.) INTO WHIRLPOOL CORPORATION (QUAL.) WERE FILED IN KENTUCKY ON
NOVEMBER 2, 1987.

4. () Other

If we may be of further assistance to you, please do not
hesitate to call us.

Sincerely yours,

Drexell R. Davis
Secretary of State

State of Delaware



ORIGINAL COPY
FILED
SECRETARY OF STATE OF KENTUCKY
INDUSTRIAL AGENCY

NOV X 2 1987

Office of Secretary of State

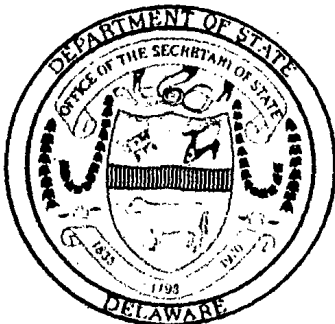
Project 2000
Davis
Sp

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 WHIRLPOOL CORPORATION A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING WHIRLPOOL LAVERGNE CORPORATION A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 1987, AT 10 O'CLOCK A.M.

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

|||||

499232



737299031

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION:

11443592

DATE:

10/26/1987

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

WHIRLPOOL LAVERGNE CORPORATION

INTO

WHIRLPOOL CORPORATION

* * * * *

WHIRLPOOL CORPORATION, a corporation organized and existing under the laws of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated under the name "Delaware Appliance Corporation" on the 10th day of August, 1955, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the issued and outstanding shares of each class of the capital stock of Whirlpool LaVergne Corporation, a corporation incorporated under the name "Heil-Quaker Corporation" on the 17th day of October, 1957, pursuant to the General Corporation Law of the State of Delaware ("Whirlpool LaVergne").

THIRD: That the directors of the Corporation, by the following resolutions duly adopted by its Board of Directors at a meeting held on the 17th day of August, 1987, which resolutions have been duly filed with the minutes of the Board, determined to merge its wholly-owned subsidiary, Whirlpool LaVergne with and into the Corporation:

RESOLVED, that this Corporation, on behalf of itself and as the sole stockholder of Whirlpool LaVergne, hereby authorizes and approves the merger of Whirlpool LaVergne with and into this Corporation, pursuant to Section 253 of the General Corporation Law of the State of Delaware, whereby this Corporation shall be the surviving corporation and shall assume all of the assets, liabilities, and obligations of Whirlpool LaVergne; and


FURTHER RESOLVED, that the merger shall become effective as of the date of filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware; and

FURTHER RESOLVED, that each of the Chairman of the Board, or the President, any Vice Chairman or Executive Vice President, the Vice President, Law and General Counsel and the Secretary of the Corporation is hereby authorized to do and to perform such acts and to execute and deliver and file such certificates and documents as any such officer deems to be necessary or appropriate in connection with the merger of Whirlpool LaVergne into the Corporation, including, but not limited to, the

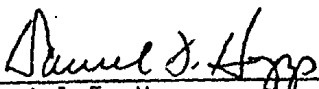
execution on behalf of this Corporation of a Certificate of Ownership and Merger and the filing of same with the Secretary of State of Delaware and the Recorder of the County of New Castle.

IN WITNESS WHEREOF, said WHIRLPOOL CORPORATION has caused this Certificate of Ownership and Merger to be signed by David R. Whitwam, its Vice Chairman, President and Chief Executive Officer and attested by Daniel F. Hopp, its Secretary this 24th day of August, 1987.

WHIRLPOOL CORPORATION

By 
David Whitwam, Vice Chairman,
President and Chief Executive
Officer

ATTEST:

By 
Daniel F. Hopp, Secretary

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
208 SOUTH LA SALLE STREET, CHICAGO, ILL. 60604 • (312) 283-1414

October 7, 1987

NOV 02 1987

RE: WHIRLPOOL CORPORATION (DEL. DOM.)
Job # GB 11073-5

SECRETARY OF STATE
COMMONWEALTH OF KY

COUNSEL: ROBERT T. KENAGY, ATTY.
LAW DEPARTMENT
WHIRLPOOL CORPORATION
ADMINISTRATIVE CENTER
BENTON HARBOR, MICHIGAN 49022

TO: Secretary of State
Corporation Department
State Capitol Building
Frankfort, Kentucky 40601

Dear Sir/Madam:

Pursuant to instructions of Counsel, we enclose for filing the documents identified below:

- | | |
|---|--|
| <input type="checkbox"/> Incorporation | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Qualification | <input type="checkbox"/> A. Domestic |
| <input type="checkbox"/> Change of Agent/Office | <input checked="" type="checkbox"/> B. Foreign |
| <input type="checkbox"/> A. Domestic | <input type="checkbox"/> Dissolution |
| <input type="checkbox"/> B. Foreign | <input type="checkbox"/> A. Statement of Intent |
| <input type="checkbox"/> Amendment | <input type="checkbox"/> B. Certificate of Dissolution |
| <input type="checkbox"/> A. Domestic | <input type="checkbox"/> Withdrawal |
| <input type="checkbox"/> B. Foreign | <input type="checkbox"/> Other |

Kindly send evidence to the undersigned. If there are any problems, please call at this toll free number: 800-621-1112.

Very truly yours,

C T CORPORATION SYSTEM

Don L. Butler

Don L. Butler
Assistant Secretary

DLB/mt

Encls.

SPECIAL INSTRUCTIONS: