

BAKER INDUSTRIES, INC.

BY-LAWS

(As Amended October 17, 2002)

ARTICLE I

OFFICES

Section 1.1. The principal office of the Corporation shall be located at 184 Pennsylvania Avenue, Malvern, PA 19355.

Section 1.2. The Corporation may also have offices at such other places as the Board of Directors (hereafter called "Board") may from time to time determine or the business of the Corporation may require.

ARTICLE II

MEMBERS

Section 2.1. Membership. The Corporation shall not have members.

ARTICLE III

DIRECTORS

Section 3.1. The Board shall initially be composed of the following individuals:

Charles P. Baker, III
Louise W. Baker

Section 3.2. The initial directors shall forthwith appoint a Board of no less than five (5) individuals.

Section 3.3. The number of directors which shall constitute the whole Board shall be such number as the Board of Directors may from time to time determine, but no less than seven. Directors shall be natural persons of full age and need not be residents of Pennsylvania. There shall be three classes of directors, with the term of office of one class expiring as of the annual meeting of the Board each year. The number of directors in each class and the method of selecting nominees for election to each class and conducting the election shall be fixed and governed from time to time by resolution of the Board.

Section 3.4. Vacancies in the Board shall be filled by a majority of the remaining members of the Board though less than a quorum, and each person so elected shall be a director for the term of his or her predecessor and until a successor is elected.

Section 3.5. The business and affairs of the Corporation shall be managed by its Board, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these By-Laws directed or required to be exercised and done by the Members.

Section 3.6. A director may resign at any time by giving written notice to the Secretary. Resignation shall take effect at the date of receipt of such notice or at any other time specified therein. A director may at any time be removed by a majority vote of the Board (with the person to be removed not allowed to vote).

Section 3.7. The meetings of the Board may be held at such place within the Commonwealth of Pennsylvania or elsewhere as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting. There shall be an Annual Meeting at which a class of directors shall be elected to be held at such time and place in the months of April or May each year as shall be fixed from time to time by the Board.

Section 3.8. The first meeting of each newly elected Board may be held at the same place and immediately after the meeting at which such directors were elected and no notice need be given to the newly elected directors in order legally to constitute the meeting; or it may convene at such time and place as may be fixed by the consent in writing of all the directors.

Section 3.9. Regular meetings of the Board may be held at such time and place as shall be determined from time to time, by resolution of at least a majority of the members of the Board at a duly convened meeting, or by unanimous written consent. Notice of each regular meeting of the Board shall specify the date, place and hour of the meeting and shall be given to each director at least twenty-four (24) hours before the meeting, either personally, by mail, telephone, electronic mail, or facsimile.

Section 3.10. Special meetings of the Board may be called by the President on twenty-four (24) hours' notice to each director, either personally, by mail, telephone, electronic mail, or facsimile; special meetings shall be called by the President or Secretary in a like manner and on like notice upon the written request of two (2) directors. Notice of each special meeting of the Board shall specify the date, place and hour of the meeting. The notice need not state the general nature of the business to be conducted at such special meeting.

Section 3.11. At all meetings of the Board, seven directors shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority shall be the acts of the Board, except as may otherwise be specifically provided by statute or these By-Laws. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken.

Section 3.12. One (1) or more directors may participate in a meeting of the Board or a Committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and all directors so participating shall be deemed present at the meeting.

Section 3.13. Any action which may be taken at a meeting of the directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all the directors and shall be filed with the Secretary of the Corporation.

Section 3.14. Directors' Liability. No person who is or was a director of the Corporation shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless (a) such director has breached or failed to perform the duties of his or her office under Section 511 of the Pennsylvania Associations Code or Section 8363 of Title 42 of the Pennsylvania Consolidated Statutes and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness, or unless such liability is imposed pursuant to a criminal statute or for the payment of taxes pursuant to local, state or federal law.

ARTICLE IV

OFFICERS

Section 4.1. The officers of the Corporation shall be chosen by the directors and shall be the Chairperson of the Board, the Vice-Chairperson, the President, a Secretary and a Treasurer. Any number of offices may be held by the same person.

Section 4.2. The Board, immediately after each annual meeting, shall elect (i) a Chairperson of the Board, and a Vice-Chairperson, both of whom shall also be members of the Board and (ii) a President, a Secretary, and a Treasurer, none of whom need be members of the Board.

Section 4.3. The Board may also choose such other officers and assistant officers and agents as the needs of the Corporation may require who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the Board.

Section 4.4. The officers of the Corporation shall hold office until their successors are chosen and have qualified. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board.

Section 4.5. (a) The Chairperson of the Board shall preside at all meetings of the Board of Directors and recommend all committees to the Board of Directors and appoint their Chairpersons. The Chairperson of the Board shall be an ex-officio member of all Committees of the Board of Directors.

(b) The Vice-Chairperson shall perform such duties as shall be assigned by the Board of Directors. In the case of death, absence or inability of the Chairperson of the Board to act, or in the event of resignation or removal from office, the Vice-Chairperson shall perform the duties of the Chairperson of the Board until such time as a new Chairperson is elected by the Board.

(c) The President shall be the Chief Executive Officer of the Corporation; he or she shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. He or she shall execute all bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.

Section 4.6. If one is elected, the Vice President shall in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board may prescribe or the President may delegate to him or her. If no Vice President is elected, the said duties shall be assumed by the Secretary.

Section 4.7. The Secretary shall attend all sessions of the Board and record all the votes of the Corporation and the minutes of all the transaction in a book to be kept for that purpose. He or she shall give, or cause to be given, notice of all meetings of the Board, and shall perform such other duties as may be prescribed by the Board or President, under whose supervision he or she shall be. He or she shall keep in safe custody the corporate seal of the Corporation, and, when authorized by the Board, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his or her signature or by the signature of the Treasurer or an Assistant Secretary.

Section 4.8. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as shall be designated by the Board.

Section 4.9. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 4.10. If required by the Board, the Treasurer shall give the Corporation a bond in such sum, and with such surety or sureties as may be satisfactory to the Board, for the faithful discharge of the duties of his or her office.

RESIGNATION OR REMOVAL

Section 4.11. Any officer may resign at any time by giving written notice to the Board or to the Secretary. The resignation shall take effect on the date of receipt of notice or at any

other time specified therein, and unless otherwise provided, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V

ADVISORY BOARD

Section 5.1. There shall be an Advisory Board consisting of persons whom the Board of directors determines have experience which can be useful in guiding the policies and strategies of the Corporation.

Section 5.2. The Advisory Board shall consist of such number of persons as shall be satisfactory to the Board of Directors. Each member of the Advisory Board shall be appointed by the Board of Directors and shall serve at the pleasure of the Board of Directors.

Section 5.3. The Advisory Board shall meet from time to time upon the call of the President or Secretary. The Advisory is authorized to comment upon and make suggestions concerning all aspects of the management of the Corporation, with its comments and suggestions to be made to the President, who will forward them to the Board of Directors.

ARTICLE VI

GENERAL PROVISIONS

Section 6.1. The Board shall prepare, at least annually, a report on the financial condition of the Corporation.

Section 6.2. All checks or demands for money and notes of the Corporation shall be signed by such officer, officers and/or other individuals as the Board may from time to time designate.

Section 6.3. The fiscal year of the Corporation shall be determined by the Board.

SEAL

Section 6.4. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

NOTICES

Section 6.5. Whenever, under the provisions of the statutes or of these By-Laws, notice is required to be given to any person, it may be given to such person either personally by telephone or by sending a copy thereof through the mail, electronic mail, or facsimile to his or her address appearing on the books of the Corporation or supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail, telephone, electronic mail, or facsimile it shall be deemed to have been given to the person entitled thereto.

Section 6.6. Whenever any written notice is required to be given by statute or by these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, the equivalent of the giving of such notice. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of any person shall constitute a waiver of notice of such meeting, except where any person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE VII

INDEMNIFICATION

Section 7.1. The Corporation shall indemnify, to the extent permitted under these By-Laws, any person who was or is a party (other than a party plaintiff suing on his own behalf or in the right of the Corporation), or who is threatened to be made such a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action by or in the right of the Corporation) by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise (such person being herein called an “Indemnified Person”), against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding (herein called collectively the “Indemnified Liabilities”), unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness.

In addition the Corporation shall indemnify any Indemnified Person against the Indemnified Liabilities to the full extent otherwise authorized by Pennsylvania law, including without limitation, the indemnification permitted by Sections 5741 and 5742 of the Pennsylvania Consolidated Statutes Annotated.

Section 7.2. The Corporation shall have power to indemnify any person who is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him by reason of his services on behalf of the Corporation, except as prohibited by law.

Section 7.3. Expenses incurred by an officer, director, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized in the manner provided in Section 7.4 of this Article, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article.

Section 7.4. (a) Any indemnification under Section 7.1 of this Article (unless ordered by a court) shall be made by the Corporation unless a determination is reasonably and promptly made that indemnification of the director or officer is not proper in the circumstances because he has not satisfied the terms set forth in Section 7.1.

(b) Expenses shall be advanced by the Corporation to a director or officer upon a determination that such person is an Indemnified Person as defined in Section 7.1 of this Article and has satisfied the terms set forth in Section 7.3 of this Article.

(c) Any indemnification under Section 7.2 of this Article or advancement of expenses to an employee or agent under Section 7.3 of this Article (unless ordered by a court) may be made upon a determination that the employee or agent has satisfied the terms of Sections 7.2 and 7.3, as applicable, and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify or advancement of expense.

(d) All determinations under Section 7.4 shall be made:

(1) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or

(2) If such a quorum is not obtainable, or, even if obtainable, if a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 7.5. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7.6. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or the enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE VIII

AMENDMENTS

Section 8.1. The By-Laws may be altered, amended or repealed by majority vote of the directors at any regular or special meeting duly convened after due notice to the directors summarizing the proposed changes.