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## **[Hamilton Manufacturing Company stockholders minutes, 1915-1928]. 1915-1928**

Two Rivers, Wisconsin: J.E. Hamilton Holly Wood Type Company,  
1915-1928

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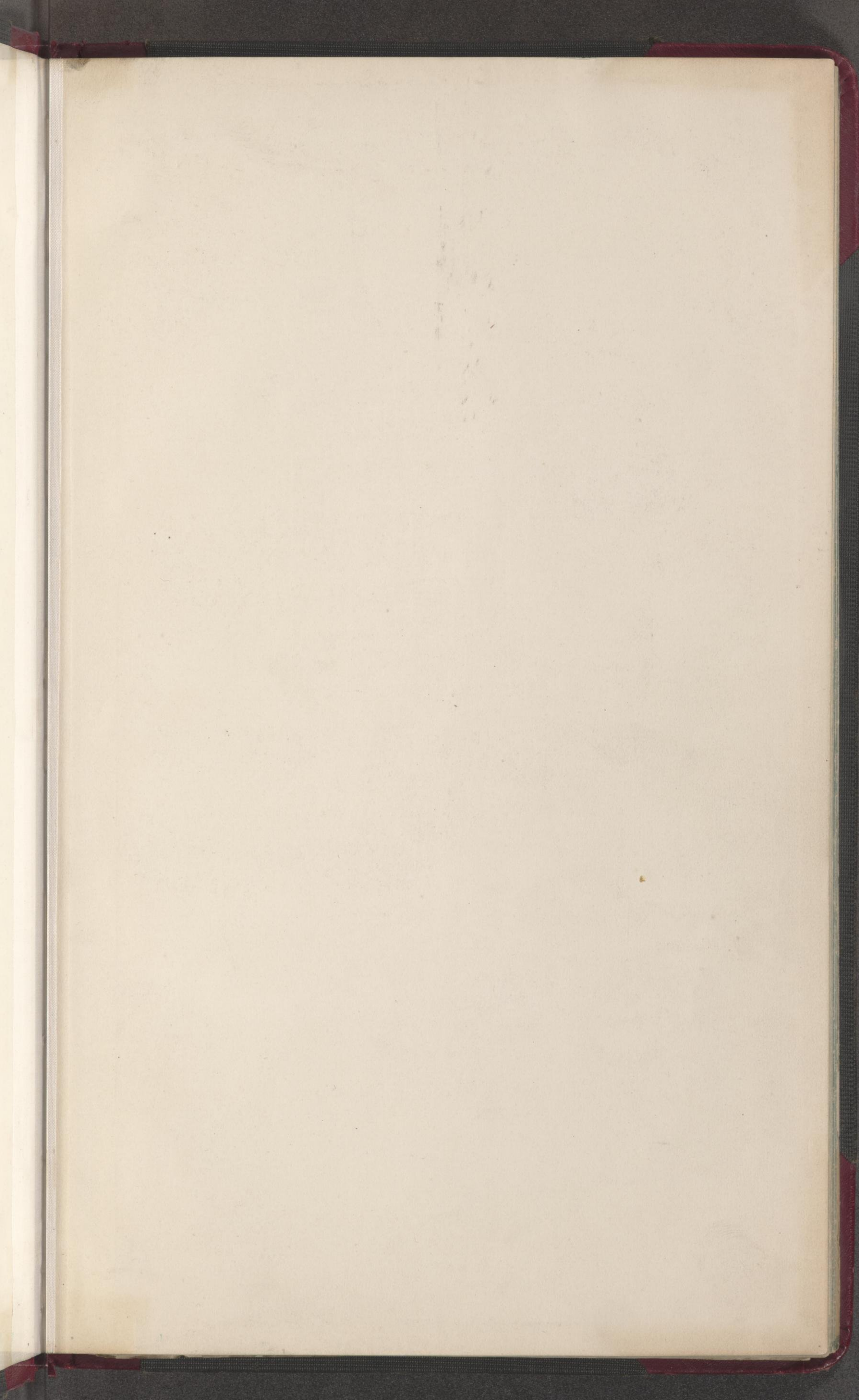


STOCKHOLDERS MINUTE BOOK















*Minute Book*  
*of the*

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# Organization of the

Meeting of the persons named as Directors in the Articles of Incorporation of the

Company,

Pursuant to notice duly given, a meeting of the persons named as Directors in the Articles of Incorporation of the

Company, was held this

day of , 191 , at o'clock

M., at

At this meeting all of the persons so named were present, viz:

Mr. was called to the chair and Mr. was requested to act as temporary Secretary.

Mr. in the chair announced that the Certificate of Incorporation of the Company having been duly issued from the office of the Secretary of State of the State of the object of the meeting was to organize the Company by the election of officers to act until the adoption of the Code of By-Laws by the Stockholders, and the election of Directors thereunder as required by law.







*The President then suggested that as the Stockholders or subscribers for Stock were present, further proceedings for the meeting be suspended and a Stockholders' meeting be called and held forthwith.*

*On motion, duly seconded, it was unanimously*

**Resolved:** *That a meeting of the Stockholders of the Company be and is hereby called to be held this.....day of.....  
A. D. 19....., at the hour of.....o'clock.....M., at.....*

*On motion, duly seconded, the meeting adjourned.*

*Secretary.*



*First Stockholders' Meeting of the*

..... Company,

*We, the undersigned, the Stockholders and subscribers for stock of the*

..... Company,

*being the owners and holders of all the subscribed capital stock of said Company.*

*viz:*

*do hereby give our written consent to the holding of this, the first Stockholders meeting of the*

..... Company, this..... day of

..... A. D. 191....., at the hour of..... o'clock,

..... M., at.....

*and we do hereby certify that all the Stockholders and subscribers for stock of said Company are at this meeting now here present.*



*In Witness Whereof, we have hereunto subscribed our names this*.....  
*day of*.....*A. D. 191*.....

Pursuant to a call and notice duly given, and the above written consent,  
this, the first meeting of the Stockholders of the .....  
..... Company,  
was held on this ..... day of ..... A. D. 191 .....,  
at ..... o'clock ..... M., at .....

*Present:* .....

*shares, owned, held, and represented as follows, viz:*

*being all the shares of the subscribed capital stock of the Company.*



Mr. ...., President, in  
the chair.

*The Secretary read the minutes of the meeting of the persons named as Directors in the Articles of Incorporation, which, on motion, duly seconded were approved.*

*The President announced that the first business of the meeting was the adoption of a Code of By-Laws for the government of the Company and its officers.*

Mr. ....,  
presented a Code of By-Laws which were read, and on motion of  
Mr. ...., seconded by  
Mr. ....  
they were adopted as the By-Laws of the Company, and ordered to be engrossed  
in the Company's Book of By-Laws.

*The President then announced that the next business before the meeting was the election, by ballot, of Directors to serve for the ensuing year and until their successors are elected and qualified.*

The election of Directors was then had by ballot; the Secretary received the ballots from the Stockholders. On inspection of the ballots cast, it was found that.....

.....shares, the unanimous vote of the entire  
subscribed capital stock, had been cast for.....



as Directors for the ensuing year, and until their successors are elected and qualified, whereupon the President announced that the said named gentlemen were duly elected Directors of the

Company.

There being no further business before the Stockholders, on motion, the meeting adjourned.



## *Directors' Meeting*

Mr. .... was called  
to the chair, and Mr. ....  
requested to act as Secretary.

On motion of Mr. ....  
seconded by Mr. ....

Mr. .... was unanimously  
elected President of the .....

..... Company,  
Mr. .... was unanimously elected  
Vice-President and Mr. ....  
was unanimously elected Secretary of the same.

Mr. .... then took his seat as  
President of the Company and of the Board of Directors, and directed the Secretary  
to report the proceedings of the Board.

On motion of Mr. ....  
duly seconded, Mr. ....  
was unanimously elected Treasurer of the Company.

The Secretary was then directed to read to the Board the Code of By-Laws  
adopted by the Stockholders at their first meeting, held this .....  
day of ..... 191.....

The Secretary then read the By-Laws, as the same are engrossed on pages  
..... of the Company's Book of By-Laws.

Thereupon, on motion of Mr. ....  
seconded by Mr. .... it was unanimously

**Resolved:** That the Code of By-Laws adopted by the Stockholders at their  
first meeting held on the ..... day of .....  
191....., and engrossed in full on pages ..... of the Book of By-Laws  
of this Company, be and hereby are approved and adopted as the By-Laws of the  
Company: and be it further



**Resolved:** That each member of the Board of Directors and the Secretary of the Company, be and hereby are requested to subscribe their names to the said By-Laws, and certify the same in that certain Book, to be kept in the office of the Company, and known as and called the Book of By-Laws of the

..... Company.

On motion, duly seconded, it was unanimously

**Resolved:** That the office of the Company be, and it is hereby fixed and located at..... in the..... County of.....

On motion, duly seconded, it was

**Resolved:** That the Secretary be, and he is hereby authorized and directed to procure a book of blank stock certificates for the use of the Company, and also a Seal with the following impress: “.....

..... Company,  
..... incorporated..... 191.....,” or other words and figures of similar import.



The minutes which follow in this book are continuations of minutes contained in the minute book of proceedings of the stockholders of the Hamilton Manufacturing Company previously kept by the secretary of said company covering the first meeting of the company on January 21, 1889, to and including a meeting held on the 18th day of January, 1915.



Two Rivers, Wisconsin,

January 23, 1915.

The annual meeting of the stockholders of the Hamilton Manufacturing Company convened pursuant to due notice thereof at the company's office in the city of Two Rivers on January 18, 1915, and was adjourned to this day as appears by the minutes of said meeting entered on page 145 of the minute book of stockholders' meetings heretofore kept by the secretary of the company.

Pursuant to said adjournment the stockholders reconvened at the place aforesaid at 7:30 o'clock of said January 23, 1915, and on being called to order by J. E. Hamilton, president, the roll was called by the secretary whereby it was made to appear that the following named stockholders, owning the number of shares of the capital stock of said company set opposite their respective names below, were present, namely;

J. E. Hamilton	owning	1000	shares,
Henry P. Hamilton	"	400	"
Lyman J. Nash	"	177	"
Charles E. Spindler	"	151	"
George S. Hamilton	"	115	"
H. C. Goran	"	50	"
E. G. Nash	"	21	"



Arthur H. Lohman, owning 30 shares,  
 Irwin O. Alter " 13 "  
 Charles Krause " 10 "  
 Albert Clusen " 12 "

A quorum being found present  
 the following proceedings were had:

Minutes of the last annual  
 meeting read and approved.

Minutes of the secretary as to  
 the calling of the annual meeting  
 of 1915 read and approved.

Minutes of the directors' meeting  
 held on January 24, 1914 read and  
 approved.

James E. Hamilton as president  
 and general manager presented his  
 financial statement of the business  
 and property of the corporation  
 covering the year 1914, including his  
 statement of resources, liabilities,  
 losses and gains during said year;  
 also a detailed statement of the  
 company's liabilities; all of which  
 were read to the meeting and compared  
 with former similar statements.

Voted that said financial  
 statement be approved; a verified  
 copy thereof filed with the secretary,  
 and the original verified statement  
 be retained in the office of the  
 treasurer of the company.

The treasurer reported orally  
 that the report made by the



president was also his report.

Voted that the treasurer's verbal report be accepted.

The secretary reported orally that there had been no business transactions for him to report other than those recorded in the minutes of the meetings of the directors and stockholders already read.

Voted that the secretary's oral report be accepted.

Voted that the meeting proceed to elect by ballot three directors of the company for the ensuing year.

A ballot being taken pursuant to said vote, the following named persons were unanimously elected to hold their offices as directors of the corporation until their successors shall have been elected and thereupon were declared duly elected, namely: J. E. Hamilton, H. P. Hamilton and L. J. Nash.

The minutes of this meeting read and approved.

Voted that this meeting do now adjourn sine die.

L. J. Nash.  
Secretary.



I, Lyman J. Nash, secretary of the Hamilton Manufacturing Company, do hereby certify that on the 27<sup>th</sup> day of December, A.D. 1915, I caused to be made out and printed several notices in the words and figures following, to-wit:

Manitowoc, Wis., Dec. 27, 1915.

Dear Sir:-

You are hereby notified that the regular annual meeting of the stockholders of the Hamilton Manufacturing Company will be held at the company's office in the city of Two Rivers, Wisconsin, on the third Monday, being the 17<sup>th</sup> day of January, A.D. 1916, at 2 o'clock P. M. of that day.

Signed, L. J. Nash, Secretary  
To \_\_\_\_\_.

I further certify that after the word "to" at the beginning of the blank line in each of said notices I caused to be written the name of a stockholder, the number of such notices so addressed being equal to the number of stockholders of the company excepting myself.

That the notices addressed to E. G. Nash and W. L. Nash were delivered to them respectively and personally at the city of Manitowoc, Wisconsin, on the day of the date



of such notices; that all of the other notices I caused to be securely enclosed, each one in a separate envelope with the postage thereon prepaid.

That the envelope containing the notice directed to James E. Hamilton was addressed "James E. Hamilton, Two Rivers, Wisconsin";

That the envelope containing the notice directed to Henry Hamilton was addressed "Henry P. Hamilton, Two Rivers, Wisconsin";

That the envelope containing the notice directed to Charles E. Spindler was addressed "Charles E. Spindler, Manitowoc, Wisconsin";

That the envelope containing the notice directed to Walter C. Clarke was addressed "Walter C. Clarke, with Hamilton Manufacturing Company, Rahway, New Jersey";

That the envelope containing the notice directed to H. C. Gowran was addressed "H. C. Gowran, Two Rivers, Wisconsin";

That the envelope containing the notice directed to John Steele Sweeney, Jr., Guardian, was addressed "Mr. John Steele Sweeney, Jr., c/o Palmer House, Chicago, Illinois";

That the envelope containing the notice directed to George S.



Hamilton was addressed "George S. Hamilton, Two Rivers, Wisconsin."

That the envelope containing the notice directed to Arthur H. Lohman was addressed "Arthur H. Lohman, Two Rivers, Wisconsin."

That the envelope containing the notice directed to Irwin O. Alter was addressed "Irwin O. Alter, c/o Hamilton Manufacturing Company, Two Rivers, Wisconsin."

That the envelope containing the notice directed to Charles Krause was addressed "Charles Krause, Two Rivers, Wisconsin."

That the envelope containing the notice directed to Albert Clusen was addressed "Albert Clusen, c/o Hamilton Manufacturing Company, Two Rivers, Wisconsin."

That all of the notices so directed, so enclosed and so addressed were deposited in the Post Office in the city of Manitowoc, Wisconsin, on the day of the date of said notices and left there to be carried by mail.

I further certify that it appears by the books and records of this corporation now in my hands as secretary thereof, that the following named persons are stockholders of said company and are entitled to the number of votes



at the annual meeting of stockholders  
set opposite their names respectively,  
as follows:-

James E. Hamilton,	1000 votes,
Henry P. Hamilton,	400 votes,
Lyman J. Nash,	177 votes,
Charles E. Spindler,	151 votes,
Walter C. Clarke,	140 votes,
George S. Hamilton,	115 votes,
H. C. Gouvan,	50 votes,
E. G. Nash,	21 votes,
Arthur H. Lohman,	20 votes,
Irvin O. Alter,	13 votes,
A. L. Nash,	10 votes,
Charles Krause,	10 votes,
Albert Clusen,	12 votes,
John Steele Sweeney, Jr. Guardian,	15 votes,
Total	2134 votes

L. J. Nash.

Secretary.

Dated December 27, 1915.



Two Rivers, N.J. -  
 Jan. 17 - 1916 -

Annual Meeting of the  
 stockholders of The Hamilton  
 Manufacturing Company was  
 convened at the office of the  
 company on this day at 2 o'clock  
 P.M. Meeting called to order by  
 J. E. Hamilton, President.

H. C. Gowan was elected  
 temporary secretary and called  
 the roll of stockholders, disclosing  
 the following present:

J. E. Hamilton  
 H. C. Gowan.

On motion the meeting was  
 adjourned to Saturday, January  
 22<sup>nd</sup>, 1916, at 7<sup>30</sup> o'clock P.M.,  
 to enable a quorum to be  
 present.

H. C. Gowan  
 Secretary pro tem.



Two Rivers, Wis.,  
January 22, 1916.

The annual meeting of the stockholders of the Hamilton Manufacturing Company, convened pursuant to due notice thereof at the company's office in the city of Two Rivers on January 17, 1916 and was adjourned to this day as appears by the minutes of said meeting entered on page 18 of this book.

Pursuant to said adjournment the stockholders reconvened at the place aforesaid at 7:30 o'clock of said January 22, 1916, and on being called to order by J. E. Hamilton, president, the roll was called by the secretary whereby it was made to appear that the following named stockholders, owning the number of shares of the capital stock of said company set opposite their respective names below, were present, namely:

J. E. Hamilton	owning	1000	shares,
Henry P. Hamilton	"	400	" ,
Lyman J. Nash	"	177	" ,
Charles E. Spindler	"	151	" ,
George S. Hamilton	"	115	" ,
H. C. Gowran	"	50	" ,
E. G. Nash	"	21	" ,
Arthur H. Lohman	"	20	" ,
Irwin O. Alter	"	13	" ,



Charles Krause owning 10 shares,  
 Albert Glusen " 12 "  
 A. L. Nash " 10 "

A quorum being found present the following proceedings were had:  
 Minutes of the last annual meeting read and approved.

Minutes of the secretary as to the calling of the annual meeting of 1916 read and approved.

Minutes of the directors' meeting held on January 23, 1915 read and approved.

The treasurer, H. C. Gowran, presented his financial statement of the business and property of the corporation covering the year 1915, including his statement of resources, liabilities, losses and gains during said year; and a detailed statement of the company's liabilities; all of which were read to the meeting and compared with former similar statements.

Voted, that said financial statement be approved, a verified copy thereof filed with the secretary and the original verified statement be retained in the office of the treasurer of the company.

The secretary reported orally that there had been no business transactions for him to report



other than those recorded in the minutes of the meetings of the directors and stockholders already read.

Voted that the secretary's oral report be accepted.

Voted that the meeting proceed to elect by ballot three directors of the company for the ensuing year.

A ballot being taken pursuant to said vote, the following named persons were unanimously elected to hold their offices as directors of the corporation until their successors shall have been elected and they were thereupon declared duly elected, namely: J. E. Hamilton, H. P. Hamilton and L. J. Nash.

The minutes of this meeting read and approved.

Voted that this meeting do now adjourn sine die.

Lynnan J. Nash.  
Secretary.



I, Lyman J. Nash, secretary of the Hamilton Manufacturing Company, do hereby certify that on the 21st day of December, A.D. 1916, I caused to be made out and printed several notices in the words and figures following, to wit:

Manitowoc, Wis. December 21, 1916.

Dear Sir:

You are hereby notified that the regular annual meeting of the stockholders of the Hamilton Manufacturing Company will be held at the Company's office in the city of Two Rivers, Wisconsin on the third Monday, being the 15th day of January, A.D. 1917, at 2 o'clock P.M. of that day.

Signed, L. J. Nash, Secretary.

To \_\_\_\_\_

I further certify that after the word "to" at the beginning of the blank line in each of said notices I caused to be written the name of a stockholder; the number of such notices so addressed being equal to the number of stockholders of the company excepting myself.

That the notices addressed to E. G. Nash and A. L. Nash were delivered to them respectively and personally at the city of Manitowoc, Wisconsin, on the day of the date of such notices; that all of the other notices I caused to be securely enclosed, each one in a separate envelope with the postage thereon prepaid.

That the envelope containing the notice directed to James E. Hamilton was addressed "James E. Hamilton, Two Rivers, Wisconsin";

That the envelope containing the notice directed



to Henry Hamilton was addressed "Henry P. Hamilton,  
Two Rivers, Wisconsin".

That the envelope containing the notice directed  
to Charles E. Spindler was addressed "Charles E. Spindler,  
Manitowoc, Wisconsin".

That the envelope containing the notice directed  
to Walter C. Clarke was addressed "Walter C. Clarke,  
with Hamilton Manufacturing Company, Rahway, New Jersey".

That the envelope containing the notice directed  
to H. C. Gorman was addressed "H. C. Gorman, Two Rivers,  
Wisconsin".

That the envelope containing the notice directed to  
John Steele Sweeney, Jr., Guardian, was addressed  
"Dr. John Steele Sweeney, Jr., 90 Palmer House, Chicago  
Illinois."

That the envelope containing the notice directed to  
George S. Hamilton was addressed "George S. Hamilton,  
Two Rivers, Wisconsin."

That the envelope containing the notice directed to  
Arthur H. Lohman was addressed "Arthur H. Lohman,  
Two Rivers, Wisconsin."

~~That the envelope containing the notice directed  
to Irwin Q. Alter was addressed "Irwin Q. Alter,  
C/o Hamilton Manufacturing Company, Two Rivers,  
Wisconsin."~~

That the envelope containing the notice directed  
to Charles Krause was addressed "Charles  
Krause, Two Rivers, Wisconsin."

That the envelope containing the notice directed  
to Albert Clusen was addressed "Albert  
Clusen, C/o Hamilton Manufacturing Company  
Two Rivers, Wisconsin."

That all of the notices so directed, so



enclosed and so addressed were deposited in the Post Office in the city of Manitowish, Wisconsin, on the day of the date of said notices and left there to be carried by mail.

I further certify that it appears by the books and records of this corporation now in my hands as secretary thereof, that the following named persons are stockholders of said company and are entitled to the number of votes at the annual meeting of stockholders set opposite their names respectively, as follows:

James E. Hamilton,	1000 votes
Henry D. Hamilton,	400 votes
Lyman J. Nash,	177 votes
Charles E. Spindler,	151 votes
Walter C. Clarke,	140 votes
George S. Hamilton,	115 votes
H. C. Gorran,	100 votes
E. G. Nash,	21 votes
Arthur H. Lohman,	20 votes
James E. Allen,	10 votes
A. L. Nash,	10 votes
Charles Krause,	10 votes
Albert Clusen,	12 votes
John Steele Sweeney, Jr., Guardian,	15 votes
Total,	2171 votes

Dated December 21, 1916.

L. J. Nash  
Secretary.



Two Rivers, N. H.

Jan. 15, 1917

Annual Meeting of the stockholders of The Hamilton Manufacturing Company was convened at the office of the company on this day at 2 o'clock P.M. Meeting called to order by J. E. Hamilton, President.

A. C. Gowan was elected temporary secretary and called the roll of stockholders, disclosing the following present:

J. E. Hamilton  
A. C. Gowan

On motion the meeting was adjourned to Saturday, January 20<sup>th</sup>, 1917, at 7<sup>30</sup> o'clock P.M. to enable a quorum to be present.

A. C. Gowan  
Secretary pro tem



Two Rivers, Wis.,

January 20, 1917.

The annual meeting of the Hamilton Manufacturing Company convened pursuant to due notice thereof at the company's office in the city of Two Rivers on January 15, 1917, and was adjourned to this day as appears by the minutes of said meeting entered on page 25 of this book.

Pursuant to said adjournment the stockholders reconvened at the place aforesaid at 7:30 o'clock of said January 20, 1917, and on being called to order by J. E. Hamilton, President, the roll was called by the secretary whereby it was made to appear that the following named stockholders, owning the number of shares of the capital stock of said company set opposite their respective names below, were present, namely:

J. E. Hamilton	owning	1000	shares
H. P. Hamilton	"	400	"
L. J. Nash	"	177	"
Charles E. Spindler	"	151	"
George S. Hamilton	"	115	"
H. C. Gowran	"	100	"
A. H. Lohman	"	25	"
E. G. Nash	"	21	"
Albert Glusen	"	12	"
A. L. Nash	"	10	"
Charles Krause	"	10	"

A quorum being found present the following proceedings were had:

Minutes of the last annual meeting read and approved.

Minutes of the secretary as to the calling of the



annual meeting of 1917 read and approved.

Minutes of the directors meeting held on January 20, 1916, read and approved.

The Treasurer, N. C. Cowran, presented his financial statement of the business and property of the corporation covering the year 1916, including his statement of resources, liabilities and losses and gains during said year; and a detailed statement of the company's liabilities; all of which were read to the meeting and compared with former similar statements.

Voted that said financial statement be approved, a verified copy thereof filed with the secretary, and that the original verified statement be retained in the office of the treasurer of the company.

The secretary reported orally that there had been no business transactions for him to report other than those recorded in the minutes of the meetings of the directors and stockholders already read.

Voted that the secretary's oral report be accepted.

Voted that the meeting proceed to elect by ballot three directors for the ensuing year.

A ballot being taken pursuant to said vote, the following named persons were unanimously elected to hold their offices as directors of the corporation until their successors shall have been elected and they were thereupon declared duly elected, namely: J. E. Hamilton, N. P. Hamilton and L. J. Nash.

The following resolution was offered by N. P. Hamilton:

"Resolved, that this corporation issue and sell certain shares of its treasury stock at the price of \$688.22 per share, as follows: To J. W. Suddard



15 shares; to W. W. Brown 15 shares; to Ralph Scheuer 10 shares; and to A. H. Lohman 5 shares.

Unanimously adopted.

Minutes of this meeting read and approved.

Voted that this meeting do now adjourn sine die.

Sylvan J. Nash  
Secretary.



I, Lyman J. Nash, secretary of the Hamilton Manufacturing Company do hereby certify that on the 26th day of December, A. D. 1917, I caused to be made out and printed several notices in the words and figures following, to-wit:

Manitowoc, Wis., December 26, 1917.

Dear Sir:-

You are hereby notified that the regular annual meeting of the stockholders of the Hamilton Manufacturing Company will be held at the company's office in the city of Two Rivers, Wisconsin, on the third Monday, being the 21st day of January, A. D. 1918, at two o'clock P. M. of that day.

(Signed) L. J. Nash,  
Secretary.

To \_\_\_\_\_

I further certify that after the word "To" at the beginning of the blank line in each of said notices I caused to be written the name of a stockholder, the number of such notices being equal to the number of stockholders of the company excepting myself.

That the notice addressed to E. G. Nash was delivered to him personally at the city of Manitowoc, Wisconsin, on the day of the date of such notice; that all of the other notices I caused to be securely enclosed, each one in a separate envelope with the postage thereon prepaid.

That the envelope containing the notice directed to James E. Hamilton was addressed "James E. Hamilton, Two Rivers, Wisconsin".

That the envelope containing the notice directed to Henry P. Hamilton was addressed "Henry P. Hamilton,



Two Rivers, Wisconsin.

That the envelope containing the notice directed to Charles E. Spindler was addressed "Charles E. Spindler, Manitowish, Wisconsin."

That the envelope containing the notice directed to Walter C. Clarke was addressed "Walter C. Clarke, with Hamilton Manufacturing Company, Rahway, New Jersey."

That the envelope containing the notice directed to George S. Hamilton was addressed "George S. Hamilton, Two Rivers, Wisconsin."

That the envelope containing the notice directed to H. C. Gowran was addressed "H. C. Gowran, Two Rivers, Wisconsin."

That the envelope containing the notice directed to Arthur H. Lohman was addressed "Arthur H. Lohman, Two Rivers, Wisconsin."

That the envelope containing the notice directed to John Steele Sweeney, Guardian, was addressed "Dr. John Steele Sweeney, 90 Palmer House, Chicago, Illinois."

That the envelope containing the notice directed to J. W. Suddard was addressed "J. W. Suddard, Two Rivers, Wisconsin."

That the envelope containing the notice directed to W. W. Brown was addressed "W. W. Brown, Two Rivers, Wisconsin."

That the envelope containing the notice directed to Albert Clusen was addressed "Albert Clusen, 90 Hamilton Manufacturing Company, Two Rivers, Wisconsin."

That the envelope containing the notice directed to A. L. Nash was addressed "Capt. A. L. Nash, Artillery School of Fire, Fort Sill, Oklahoma."

That the envelope containing the notice directed to



Charles Krause was addressed "Charles Krause,  
Two Rivers, Wisconsin."

That the envelope containing the notice directed  
to R. Scheuer was addressed "R. Scheuer, Two Rivers,  
Wisconsin."

That all of the notices so directed, so enclosed  
and so addressed were deposited in the Post-Office  
in the city of Manitowish, Wisconsin, on the day of the  
date of said notices and left there to be carried by  
mail.

I further certify that it appears by the books  
and records of this corporation now in my hands  
as secretary thereof, that the following named persons  
are stockholders of said company and are entitled to  
the number of votes at the annual meeting of  
stockholders set opposite their names respectively, as  
follows:

James E. Hamilton,	1000 votes
Henry P. Hamilton,	400 "
Lyman J. Nash,	177 "
Charles E. Spindler,	151 "
Walter C. Clarke,	140 "
George S. Hamilton	115 "
N. C. Gowran	100 "
Arthur N. Lohman	25 "
E. G. Nash	21 "
John Steele Sweeney, Jr.,	15 "
J. W. Suddard	15 "
W. W. Brown	15 "
Albert Clausen	12 "
A. L. Nash	10 "
Charles Krause	10 "
R. Scheuer	10 "
	<hr/> Total 2216 votes



Dated December 26, 1917.

Lynman J. Nash.  
Secretary.

Two Rivers, Wis. -

Jan. 21 - 1918

Annual Meeting of The Hamilton Manufacturing Company was convened at the office of the Company on this day at 2<sup>00</sup> o'clock P.M. Meeting called to order by H. P. Hamilton, Vice President.

H. C. Gowran was elected Temporary Secretary and called the roll of stockholders, disclosing the following present:

H. P. Hamilton

H. C. Gowran

L. H. Lohman

Charles Krause

There being no quorum present, on motion the meeting was adjourned to Saturday, January 26, 1918, at 7<sup>30</sup> o'clock P.M., to enable a quorum to be present.

H. C. Gowran  
Secretary pro tem.



Two Rivers, Wis. Jan. 26, 1918.

The annual meeting of the Hamilton Manufacturing Company convened pursuant to due notice thereof at the company's office in the city of Two Rivers on January 21, 1918 and was adjourned to this day as appears by the minutes of said meeting entered on page 32 of this book.

Pursuant to said adjournment the stock-holders reconvened at the place aforesaid at 7:30 o'clock of said January 26, 1918 and on being called to order by J. E. Hamilton, President, the roll was called by the Secretary whereby it appeared that the following named stock-holders, owning the number of shares of the capital stock of said company set opposite their respective names below, were present, namely:

J. E. Hamilton	owning	1000	shares
H. P. Hamilton	"	400	"
L. J. Nash	"	177	"
C. E. Spindler	"	151	"
G. S. Hamilton	"	115	"
H. C. Gowran	"	100	"
A. H. Lohman	"	25	"
E. G. Nash	"	21	"
J. W. Suddard	"	15	"
Albert Clusen	"	12	"
A. L. Nash	"	10	"
Charles Krause	"	10	"
R. Scherer	"	10	"



a quorum being found present the following proceedings were had:

Minutes of the last annual meeting read and approved.

Minutes of the secretary as to the calling of the annual meeting of 1918 read and approved.

Minutes of the directors' meeting held on January 20, 1917, September 24, 1917, October 8, 1917 and December 21, 1917 read and approved.

The Treasurer, H. C. Gowran, presented his financial statement of the business and property of the corporation covering the year 1917, including his statement of resources and liabilities, and losses and gains during said year, and a detailed statement of the company's liabilities, all of which were read to the meeting and compared with former similar statements.

Voted that said financial statement be approved, a verified copy thereof filed with the secretary, and that the original verified statement be retained in the office of the treasurer of the company.

The secretary reported orally that there had been no business transactions for him to report other than those recorded in the minutes of the meetings of the directors and stock-holders al-



ready read.

Voted that the secretary's oral report be accepted.

Voted that the meeting proceed to elect by ballot three directors for the ensuing year.

A ballot being taken pursuant to said vote, the following named persons were unanimously elected to hold their offices as directors of the corporation until their successors shall have been elected, and they were thereupon declared duly elected, namely; J. E. Hamilton, H. P. Hamilton and L. J. Nash.

Minutes of this meeting read and approved.

Voted that this meeting do now adjourn sine die.

L. J. Nash,  
Secretary.



Two Rivers Wis.

June 15, 1918.

On this day at 8<sup>30</sup> o'clock P.M. a special meeting of the stockholders of The Hamilton Manufacturing Company convened at the company's office in the city of Two Rivers, Wisconsin, pursuant to a notice of such meeting mailed out on the 10 inst. Such notice not complying fully with the articles of organization the several stockholders hereby consent to the holding of said meeting at the time and place above stated and we hereby ratify all proceedings had to convene said meeting:

J. E. Hamilton	Owning 1000 shares.
H. P. Hamilton	" 400 "
Lyman J. Nash	" 177 "
Charles C. Spingler	" 151 "
W. B. Blake per J. E. Hamilton his proxy	" 140 "
Geo. S. Hamilton	" 115 "
H. G. Gowan	" 100 "
A. H. Bohman	" 25 "
E. J. Nash	" 21 "
J. S. Swannery for J. S. Swannery	" 15 "
Chas. H. Suddard	" 50 "
W. W. Brown	" 15 "
Albert Blusen	" 12 "
A. L. Nash per L. J. Nash, his proxy	" 10 "
Chas. Krapuse	" 10 "
Ralph L. Sherrv.	" 10 "
C. S. Rackwood	" 10 "



Frank Kaufman Owning 10 share

Two Rivers, Wis., June 15, 1918.

On this day at 8:30 o'clock P. M. a meeting was held at the time and place aforesaid; and because of the failure of such notice to comply with the articles of incorporation the record on page 36 of this book with the signatures thereto on that page and this page was first made to ascertain whether <sup>the</sup> meeting could lawfully be held.

Said records showing that all of the stock outstanding of said company was represented at the meeting, except thirty shares owned as hereinafter stated, it was decided to call the meeting to order and proceed in all respects as if it had convened pursuant to due notice, relying upon an expectation that the unrepresented stockholders, namely: John Steele Sweeney, 2d, by John Steele Sweeney, Jr., his guardian, and W. H. Brown, each owning fifteen shares of stock, would formally approve and ratify the proceedings of such meeting.

Thereupon J. E. Hamilton, president of the corporation called the meeting to order and L. J. Nash, secretary, called the roll, which roll call showed the same stockholders present as had previously subscribed the foregoing record on pages 36 and 37 of this book.

Thereupon the following resolution was introduced by C. F. Nash, fully debated and considered by the meeting and ordered copied in the



minutes as follows:

Resolved, that Article III. of the Articles of Association of this corporation be and the same hereby is amended so that the same when amended shall read as follows:

### Article III.

The capital stock of said corporation shall be Seven Hundred Fifty Thousand Dollars and the same shall consist of Seven Thousand Five Hundred shares, each of which shares shall be of the face or par value of One Hundred Dollars. Five Thousand of said shares of stock, amounting to Five Hundred Thousand Dollars at par, shall be preferred stock and shall bear a preferential cumulative dividend payable out of the net profits of the company at the rate of seven percent. (7%) per annum before any dividend shall be paid upon the common stock.

Two Thousand Five Hundred shares of said stock, amounting to Two Hundred Fifty Thousand Dollars at par, shall be common stock, the holders whereof shall be entitled to all the rights and powers with relation to said stock and with relation to their right to vote in stockholders' meetings and with relation to choosing directors which are conferred on holders of common stock by the articles of incorporation or by the by-laws.

Neither preferred or common stock shall bear interest but if the net profits of this corporation shall be sufficient therefor there shall be paid annually a dividend of



\$7.00 on each share of preferred stock outstanding, payable quarterly in equal parts on January 1st, April 1st, July 1st and October 1st in each year.

Upon the liquidation or dissolution or winding up of said corporation (whether voluntary or involuntary) the preferred stock shall be entitled to receive out of the assets of the corporation in money or in money's worth the face or par value of the preferred stock then issued and outstanding and all arrears of dividends thereon and no more, and thereafter the residue of the funds and assets of this corporation shall be divided pro rata among the holders of common stock then issued and outstanding.

The common stock shall not receive dividends for any year unless 70p shall first be paid for that year on the preferred stock then outstanding together with all arrears of dividends at the like rate for previous years; the residue of the net profits of the corporation or so much thereof as may not be needed in its business may then be distributed as dividends ratably to the holders of the common stock of the corporation. Dividends on either preferred or common stock shall in no case be paid out of corporate assets not accruing from profits.

The corporation reserves the right to purchase and redeem all or any part of said preferred stock at any time after one year from the date of each certificate of such preferred stock by paying for each share of such preferred stock such sum in excess of \$100 as the board of directors may determine by resolution to be



adopted before such stock shall be issued, together with all accrued dividends thereon computed at the rate of 7% per annum to the date of such redemption. Said stock when so purchased and redeemed by the corporation shall be cancelled but may again be sold and certificates therefor reissued.

The holders of preferred stock in this corporation shall have no vote in the meetings of its stockholders nor in choosing directors nor otherwise in the management of the corporation.

All shares of stock heretofore issued by this corporation under and pursuant to these articles of incorporation and the amendments thereto are hereby declared to be shares of common stock only.

The directors of this corporation are required as soon as may be after the adoption of this amendment to cause to be issued and tendered to all of its stockholders of record at the time of the adoption of this amendment all new certificates of common stock for the same number of shares held of record by said stockholders respectively, such new certificates to bear on their face a statement of all the privileges accorded to and all the restrictions imposed on preferred stock of the corporation and at the same time to demand from such stockholders a surrender of their stock certificates heretofore issued to them by this corporation.

All certificates evidencing issues of the preferred stock hereby authorized shall bear



on the face thereof a statement of all privileges accorded to and all restrictions imposed on the preferred stock of the corporation."

The vote on said resolution was taken by ayes and noes and resulted as follows:

James E. Hamilton	1000	votes	aye
Henry P. Hamilton	400	"	"
Symon J. Nash	177	"	"
✓ Charles E. Spindler	151	"	"
✓ W. B. Clarke, per J. E. Hamilton,			
his proxy,	140,	"	"
Geo. S. Hamilton	115	"	"
H. C. Gowran	100,	"	"
A. H. Lohman	25	"	"
E. G. Nash	21	"	"
Thos. W. Luddard	50,	"	"
Albert Clusen	12	"	"
A. L. Nash per L. J. Nash, his proxy,	10	"	"
Chas. Krause	10	"	"
Ralph S. Scheuer	10	"	"
C. D. Rockwood	10	"	"
Frank Kaufman	10	"	"

Voted that the directors of this corporation be and they hereby are empowered to take every proceeding and perform every act necessary or proper for the full and complete accomplishment of the purposes contemplated by the aforesaid resolution introduced by E. G. Nash.

Minutes of this meeting read and approved.

Voted that this meeting be now adjourned sine die.

L. J. Nash  
Secretary.



To the Hamilton Manufacturing Company and to whom it may concern:

Having been notified that a special meeting of the stockholders of said company is to be held at the company's office on the evening of June 15th, 1918, and not being able to be present myself, I hereby appoint and constitute L. J. Nash my lawful proxy, agent and representative to represent me at said meeting, to vote the stock held in my name as owner, to waive full and formal notice of the meeting and consent to the holding of the meeting at the time and place fixed.

Dated June 11th, 1918.

(Signed) A. L. Nash

To the Hamilton Manufacturing Company and to whom it may concern:

Having been notified that a special meeting of the stockholders of said company is to be held at the company's office on the evening of June 15th, 1918, and not being able to be present myself, I hereby appoint and constitute Mr. J. E. Hamilton my lawful proxy, agent and representative to represent me at said meeting, to vote the stock held in my name as owner, to waive full and formal notice of the meeting and consent to the holding of the meeting at the time and place fixed.

Date June 12th, 1918

(Signed) Walter C. Clarke



To the Hamilton Manufacturing Company:

The undersigned, stockholders of the Hamilton Manufacturing Company, not having been able to be present at the special meeting of the stockholders of that corporation held June 15, 1918, at 8:30 o'clock P. M. and having become fully advised as to each and every step and proceeding had or taken at said meeting, I do hereby ratify and approve all such steps and proceedings and bind myself thereby to the same extent that I would have been bound if I had been personally present and voted for them.

Dated June 17, 1918.

(Signed) John Steele Sweeney, 3rd  
By John Steele Sweeney,  
His Guardian.

To the Hamilton Manufacturing Company:

The undersigned, stockholders of the Hamilton Manufacturing Company, not having been able to be present at the special meeting of the stockholders of that corporation held June 15, 1918, at 8:30 o'clock P. M. and having become fully advised as to each and every step and proceeding had or taken at said meeting, I do hereby ratify and approve all such steps and proceedings and bind myself thereby to the same extent that I would have been bound if I had been personally present and voted for them.

Dated June 17, 1918.

(Signed) W. W. Brown.



I, Lyman J. Nash, secretary of the Hamilton Manufacturing Company and as such secretary having in my possession the minute book of proceedings had at the stockholders' meetings of said company, do hereby certify that the foregoing records on pages 42 and 43 of this book, namely: A copy of the proxy of A. L. Nash empowering L. J. Nash to represent the former at the stockholders' meeting held on June 15th, 1918; a copy of the proxy of Walter C. Clarke empowering James E. Hamilton to represent the former at the stockholders' meeting held on June 15, 1918; a copy of a ratification by John Steele Sweeney, 3rd, of the proceedings had at said special meeting; and a copy of the ratification of W. H. Brown of the proceedings had at said special meeting, have been compared by me with their respective originals which are now in my possession as secretary aforesaid and that by such comparison I find the foregoing records to be true and correct copies of such originals respectively and of the whole and of each and every part thereof. I further certify that the record on said pages 42 and 43 has been made for greater certainty and to provide against the contingency of a loss or destruction of either of said original documents.

In witness whereof I have hereunto set my hand this 29th day of June, 1918.

Lyman J. Nash  
Secretary



I, Lyman J. Nash, secretary of the Hamilton Manufacturing Company, do hereby certify that on the 31st day of December, A.D. 1918, I caused to be made out and printed several notices in the words and figures following, to-wit:

Manitowoc, Wisconsin, December 31, 1918.

Dear Sir:-

You are hereby notified that the regular annual meeting of the stockholders of the Hamilton Manufacturing Company will be held at the company's office in the city of Two Rivers, Wisconsin, on the third Monday, being the 20th day of January, A.D. 1919, at two o'clock P.M. of that day.

(Signed) L. J. Nash

To .....

Secretary

I further certify that after the word "to" at the beginning of the blank line in each of said notices I caused to be written the name of a stockholder, the number of such notices being equal to the number of stockholders of the company other than myself.

That the notice addressed to E. C. Nash was delivered to him personally at the city of Manitowoc, Wisconsin, on the day of the date of such notice; that all of the other notices I caused to be securely enclosed, each one in a separate envelope with the postage thereon prepaid; that the envelope containing the notice directed to James E. Hamilton was addressed "James E. Hamilton, Two Rivers, Wisconsin".

That the envelope containing the notice directed to Henry P. Hamilton was addressed "Henry P. Hamilton, Two Rivers, Wisconsin".

That the envelope containing the notice directed to Charles E. Spindler was addressed "Charles E. Spindler, Manitowoc, Wisconsin".



That the envelope containing the notice directed to Walter C. Clarke was addressed "Walter C. Clarke, with Hamilton Manufacturing Company, Rahway, New Jersey".

That the envelope containing the notice directed to George S. Hamilton was addressed "George S. Hamilton, Two Rivers, Wisconsin".

That the envelope containing the notice directed to N. C. Gowran was addressed "N. C. Gowran, Two Rivers, Wisconsin".

That the envelope containing the notice directed to Arthur N. Lohman was addressed "Arthur N. Lohman, Two Rivers, Wisconsin".

That the envelope containing the notice directed to John Steele Sweeney, Guardian, was addressed "Dr. John Steele Sweeney, 9, Palmer House, Chicago, Illinois."

That the envelope containing the notice directed to J. W. Suddard was addressed "J. W. Suddard, Two Rivers, Wisconsin".

That the envelope containing the notice directed to W. W. Brown was addressed "W. W. Brown, Two Rivers, Wisconsin".

That the envelope containing the notice directed to Albert Clusen was addressed "Albert Clusen, c/o Hamilton Manufacturing Company, Two Rivers, Wisconsin".

That the envelope containing the notice directed to A. L. Nash was addressed "Major A. L. Nash, 330th Field Artillery, American Expeditionary Forces, France."

That the envelope containing the notice directed to Charles Krause was addressed "Charles Krause, Two Rivers, Wisconsin".

That the envelope containing the notice directed to P. Scheuer was addressed "P. Scheuer, Two Rivers, Wisconsin".

That the envelope containing the notice directed to Frank Kaufman was addressed "Frank Kaufman, Two Rivers, Wisconsin".



That the envelope containing the notice directed to Charles D. Rockwood was addressed "Charles D. Rockwood, Two Rivers, Wisconsin."

That the envelope containing the notice directed to H. Rowley was addressed "H. Rowley, c/o Hamilton Manufacturing Company, Two Rivers, Wisconsin."

That all of the notices so directed, so enclosed and so addressed were deposited in the Post Office in the city of Manitowoc, Wisconsin, on the day of the date of said notices and left there to be carried by mail.

I further certify that it appears by the books and records of this corporation now in my hands as secretary thereof, that the following named persons are stockholders of said company and are entitled to the number of votes at the annual meeting of stockholders set opposite their names respectively, as follows:

James E. Hamilton,	1000 votes
Henry P. Hamilton,	400 "
Lyman J. Nash,	177 "
Charles E. Spindler,	151 "
Walter C. Clarke,	140 "
George S. Hamilton,	115 "
H. C. Gouran,	100 "
Arthur H. Lohman,	25 "
E. G. Nash,	21 "
John Steele Sweeney, Jr.,	15 "
J. W. Suddard,	50 "
W. W. Brown,	15 "
Albert Clusen,	12 "
A. L. Nash	10 "
Charles Krause	10 "



P.

Two Rivers, Wis.,  
Jan. 20, 1919.

F.

C.

N.

Annual meeting of the Hamilton Manufacturing Company was convened at the office of the company on this day at two o'clock P. M. Meeting called to order by J. E. Hamilton, President. H. C. Gowran was elected temporary secretary and called the roll of stockholders, disclosing the following present: J. E. Hamilton and H. C. Gowran.

Dated December 31, 1918

There being no quorum present, on motion the meeting was adjourned to Aug 4<sup>th</sup>, 1919 at seven thirty o'clock P. M to enable a quorum to be present.

H. C. Gowran  
Secretary pro tem

I, Lyman J. Nash, secretary of the Hamilton Manufacturing Company, do hereby certify that on the 14th day of June, 1919, I caused to be made out and printed several notices in the words and figures following, to wit:

Two Rivers, Wis., June 14, 1919

Take Notice that a special meeting of the stockholders of The Hamilton Manufacturing Company will be held at the company's office in the city of Two Rivers, Wisconsin, on the 26th day of June, 1919, for the purpose of considering and acting upon a resolution to be presented at said special meeting in the following form:

"Resolved, by the stockholders of this corporation assembled in special meeting for the purpose, that this corporation, The Hamilton Manufacturing Company, be and it hereby is authorized to take and hold shares of the capital stock of Two Rivers Housing Company and of Two Rivers Dormitory Company, both of



R. Scheuer	10 votes
Frank Kaufman	10 "
Chas. D. Rockwood	10 "
N. Powley	50 "
Total	2321 votes

Dated December 31, 1918

L. J. Nash  
Secretary

I, Lyman J. Nash, secretary of the Hamilton Manufacturing Company, do hereby certify that on the 14th day of June, 1919, I caused to be made out and printed several notices in the words and figures following, to wit:

Two Rivers, Wis., June 14, 1919

Take notice that a special meeting of the stockholders of The Hamilton Manufacturing Company will be held at the company's office in the city of Two Rivers, Wisconsin, on the 26th day of June, 1919, for the purpose of considering and acting upon a resolution to be presented at said special meeting in the following form:

"Resolved, by the stockholders of this corporation assembled in special meeting for the purpose, that this corporation, The Hamilton Manufacturing Company, be and it hereby is authorized to take and hold shares of the capital stock of Two Rivers Housing Company and of Two Rivers Dormitory Company, both of



which companies last named are Wisconsin corporations having their principal offices and places of business at the city of Two Rivers in said state; and that the president, vicepresident or secretary of this corporation, <sup>he and hereby is, authorized and directed to subscribe and pay for, in the</sup> ~~such number of shares of~~ <sup>such number of shares of</sup> the capital stock of said Two Rivers Housing Company and of said Two Rivers Dormitory Company as may be authorized by the Board of Directors of this corporation."

(Signed) L. J. Nash  
Secretary

I further certify that on said 14<sup>th</sup> day of June, 1919, I caused said notice to be delivered or mailed to all of the <sup>common</sup> stockholders ~~all~~ <sup>of</sup> record on the books of the corporation on said date, one copy of said notices to each stockholder; and that as to all notices mailed I caused the same to be securely enclosed, each in a separate envelope with the postage thereon duly prepaid and with the proper name and last known post-office address of each stockholder as notified properly written on such envelope, and that all such notices so enclosed and addressed were duly deposited in the postoffice in the city of Two Rivers, Wisconsin on said date.

I further certify that in the



manner above described each and every common stockholder of the corporation was notified of the special meeting described in said notice, and that on said date the following named persons were holders of the common stock of said corporation and entitled the number of votes set opposite their names respectively, as follows:

James E. Hamilton	1000 votes
Henry P. Hamilton	400 "
Lyman J. Nash	177 "
Charles E. Spindler	151 "
Walter C. Clarke	140 "
George S. Hamilton	115 "
H. C. Gowan	100 "
Arthur H. Lohman	25 "
E. G. Nash	21 "
John Steel Sweeney, Jr.	15 "
T. H. Suddard	50 "
H. H. Brown	15 "
Albert Clusen	12 "
A. L. Nash	10 "
Charles Krause	10 "
R. Scheuer	10 "
Frank Kaufman	10 "
Chas. D. Rockwood	10 "
H. Rowley	50 "

Total 2321 votes

Dated June 14 - 1919

Lyman J. Nash.  
Secretary



Two Rivers, Wis. Aug. 4, 1919.  
7:30 a.m.

The annual meeting of the Hamilton Manufacturing Company for the year 1919 having been regularly noticed and called for January 20th of that year at the company's office in the city of Two Rivers at 2 o'clock P.M., as appears by the record found on pages 45, 46, 47 and 48 of this book; and upon the convening of said meeting at the time and place aforesaid it was adjourned for want of a quorum to the same place but at the hour of 7:30 o'clock P.M. of this 4th day of August, 1919. (See record of adjournment on page 48).

Pursuant to said adjournment the stockholders reconvened and the following proceedings were had:

J. E. Hamilton, President, was present and called the meeting to order; L. J. Nash, Secretary, was present and called the roll, whereby it appeared that the following named stockholders, owning the number of shares of the capital stock of said company set opposite their respective names below, were present, namely:

J. E. Hamilton owning	1000 shares
Estate of H. D. Hamilton ..	369 "
Jessie Luce Hamilton ..	31 "
L. J. Nash ..	177 "
Charles E. Spindler ..	151 "
W. C. Clarke ..	140 "
Geo. S. Hamilton ..	115 "
H. C. Gowran ..	100 "
A. W. Lohman ..	25 "



E. G. Nash owning	21 shares
J. S. Sweeney, Jr., "	15 "
J. W. Suddard "	50 "
W. W. Brown "	15 "
Albert Blusen "	12 "
A. L. Nash "	10 "
Charles Krause "	10 "
P. Scherer "	10 "
Frank Kaufman "	10 "
Chas. D. Rockwood "	10 "
Harry Rowley "	50 "

A quorum being found present, further proceedings were had as follows:

Minutes of the last meeting read and approved.

Minutes of the secretary as to the calling of the annual meeting of 1919 read and approved.

Minutes of the Directors' meetings held January 26th, June 5th, June 10th, September 21st and December 31st, 1918, read and approved.

The Treasurer, N. C. Gowran, presented his financial statement of the business and property of the corporation covering the year 1918, including his statement of resources and liabilities and losses and gains, during said year, and a detailed statement of the company's liabilities, all of which were read to the meeting and compared with former similar statements.

Voted that said financial statement be approved, a verified copy thereof filed with the secretary, and that the original verified statement be retained in the office of the treasurer of the company.

The secretary reported orally that there had



been no business transactions for him to report other than those recorded in the minutes of the directors and stockholders already read.

Voted that the secretary's oral report be accepted.

Voted that the meeting proceed to elect by ballot three directors for the ensuing year.

A ballot being taken pursuant to said vote, the following named persons were unanimously elected to hold their offices as directors of the corporation until their successors shall have been elected, and they were thereupon declared duly elected, namely:

J. E. Hamilton, G. S. Hamilton and L. J. Nash.

Minutes of this meeting read and approved.

Voted that this meeting do now adjourn sine die

Lyman J. Nash.  
Secretary.



Two Rivers, Wis., June 26, 1919.

A Special Meeting of the Common Stockholders of The Hamilton Manufacturing Company was held on this day at its office at the City of Two Rivers, pursuant to written call for such meeting dated June 14, 1919, which call is set forth in full in the minutes of the Secretary evidencing service of the same on the stockholders (see pgs.48-49-50 of this minute book). Meeting was called to order by J. E. Hamilton, president. The secretary being absent it was voted that H. C. Gowran act as secretary of the meeting.

On roll call of stockholders the following Common Stockholders were found to be present in person or by proxy:

J.E.Hamilton	owning	1000	shares
Estate of H. P. Hamilton	"	369	"
Jessie Luse Hamilton	"	31	"
L. J. Nash	"	177	"
Charles E. Spindler	"	151	"
W. C. Clarke	"	140	"
Geo. S. Hamilton	"	115	"
H. C. Gowran	"	100	"
A. H. Lohman	"	25	"
E. G. Nash	"	21	"
J. S. Sweeney, Jr.	"	15	"
T. W. Suddard	"	50	"
Albert Clusen	"	12	"
A. L. Nash	"	10	"
Charles Krause	"	10	"
R. Scheuer	"	10	"
Frank Kaufman	"	10	"
Charles D. Rockwood	"	10	"
Harry Rowley	"	50	"
Total		2306	"

President announced that a quorum was present.

Thereupon the following resolution was offered by Geo. S. Hamilton:

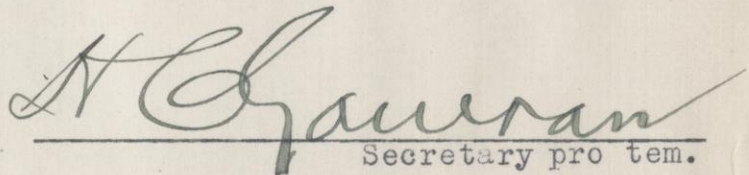
Resolved by the stockholders of this corporation assembled in special meeting for the purpose, that this corporation, The Hamilton Manufacturing Company, be and it hereby is authorized to take and hold shares of the capital stock of Two Rivers Housing Company and of Two Rivers Dormitory Company, both of which companies last named are Wisconsin corporations having their principal offices and place of business at the city of Two Rivers, in the state aforesaid; and that the president, vice president or secretary of this corporation be and hereby is authorized and directed to subscribe and pay for, in the name of this corporation, such number of shares of the capital stock of said Two Rivers Housing Company and of said Two Rivers Dormitory Company as may be authorized by the board of directors of this corporation.

Resolution adopted by following vote: Ayes 2306 shares; noes, none.



The president announced that the resolution had been adopted by more than a three-fourths vote of all the outstanding common shares of the corporation.

On motion the meeting then adjourned sine die; and the secretary here makes note that the recording of these minutes should have been begun on page 51 of this minute book and should have preceded the recording of the minutes of the adjourned annual meeting of the stockholders held on August 4, 1919, and that by oversight the recording of the proceedings of stockholders at said adjourned annual meeting, held on August 4, 1919, was entered on this book on pages 51, 52 and 53, which accounts for the minutes of this special meeting being recorded after those of said adjourned annual meeting.

  
Secretary pro tem.



I, H. C. Gowran, Treasurer of The Hamilton Manufacturing Company, do hereby certify that at the request and under the direction of Lyman J. Nash, Secretary of said company, I caused to be made out and printed on the 5th day of December, 1919, several notices in the words and figures following, to-wit:

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

Two Rivers, Wisconsin,  
December 5th, 1919.

To the stockholders of The Hamilton Manufacturing Company:

Pursuant to resolution of the board of directors of The Hamilton Manufacturing Company adopted at a special meeting of said directors held on November 24th, 1919, you are hereby notified that a special stockholders meeting will be held at the company's office in the city of Two Rivers, Wisconsin, on the 19th day of December, 1919, at the hour of 8 o'clock P.M.

The purpose of the special meeting is to enable the stockholders of said corporation to consider and act upon a proposed amendment to the articles of organization changing its board of directors from three to five and another proposed amendment increasing its authorized issue of preferred stock from \$500,000 to \$1,000,000, and any other amendments which may be suggested or proposed at said meeting.

If unable to be present in person you are requested to sign and return the proxy below.

L. J. Nash, Secretary.

6

PROXY

KNOW ALL MEN BY THESE PRESENTS, That I, owner of \_\_\_\_\_ shares of the common stock of The Hamilton Manufacturing Company, and owner of \_\_\_\_\_ shares of the preferred stock of said company, hereby make, constitute and appoint H. C. Gowran, of Two Rivers, Wisconsin, my proxy for the purpose of representing me and voting my stock (so far as my stock has voting power) in a special meeting of the stockholders of said company to be held at its office in the city of Two Rivers, Wisconsin, on the 19th day of December, 1919, and at any adjournment or adjournments of said special meeting; hereby ratifying and confirming anything that my said proxy may do in the premises; and I hereby specifically authorize and empower my said proxy to vote my shares of stock (so far as my stock has voting power) in favor of a resolution amending the articles of organization of said company so as to increase the number of its directors from three to five, and in favor of a resolution amending the articles of organization of said company so as to increase its authorized issue of preferred stock from \$500,000 to \$1,000,000.

WITNESS, my hand and seal at \_\_\_\_\_ this \_\_\_\_\_ day of December, 1919.

In presence of: \_\_\_\_\_ (Seal)

*Contd*



*Contd*

I further certify that on said 5th day of December, 1919 at the request and under the direction of said Secretary I caused said notice to be delivered or mailed to all of the stockholders of record on the books of said corporation on said date, one copy of said notice to each stockholder, including both the holders of common stock and the holders of preferred stock; and that as to all notices mailed I caused the same to be securely enclosed, each in a separate envelope with the postage thereon duly prepaid and with the proper name and last known post office address of each stockholder so notified properly written on said envelope, and that all such notices so enclosed and addressed were duly deposited in the Post Office in the city of Two Rivers, Wisconsin, on said date.

Dated December 5, 1919.

*H. G. Gaurman*  
Treasurer



SPECIAL MEETING OF STOCKHOLDERS

Two Rivers, Wisconsin,  
December 19, 1919.

A special meeting of the stockholders of The Hamilton Manufacturing Company was held on this day at the company's office in the city of Two Rivers, Wisconsin, at the hour of 8 o'clock P.M., pursuant to notice thereof dated December 5, 1919, and delivered to all stockholders in accordance with the requirements of the articles of organization and the by-laws. (See record of calling of this special meeting found on pgs. 56 et seq. of this minute book.)

Meeting called to order by Geo. S. Hamilton, Vice President, the President being absent. Voted that H. C. Gowran act as Secretary of the meeting, in the absence of the Secretary of the corporation. On calling the roll of stockholders, the following holders of common stock and of preferred stock were found to be present in person or by duly authorized proxy (and the written instruments appointing such proxy were exhibited to the meeting by the Secretary thereof, and duly filed):

Common Stock

J. E. Hamilton	1000	shares
Estate of H. P. Hamilton	369	"
Jessie Luse Hamilton	31	"
L. J. Nash	177	"
Charles E. Spindler	151	"
W. C. Clarke	140	"
Geo. S. Hamilton	115	"
H. C. Gowran	100	"
A. H. Lohman	25	"
E. G. Nash	21	"
T. W. Suddard	50	"
Albert Clusen	12	"
A. L. Nash	10	"
R. Scheuer	10	"
Frank Kaufman	10	"
Charles D. Rockwood	10	"
Harry Rowley	50	"
Total	2281	"



Preferred Stock.

Erwin K. Fanta	2	shares
Alois J. Fanta	8	"
Alvina C.K. Fanta	20	"
Martha S. Bouda	3	"
F. M. Bouda	2	"
Elizabeth A. Vanderfin	3	"
C. J. Reinfried	30	"
D. S. Moses	172	"
Finch Clarke	3	"
Calla W. Endress	30	"
E. L. Nash	2	"
Alice V. Green	20	"
John R. Krainik	10	"
Anton E. Krainik	10	"
B. W. Shove	80	"
Margaret A. Rand	35	"
Jos. W. Jaklin	5	"
Edward F. White	5	"
Selma Beeck	3	"
Esther I. Weise	3	"
Elizabeth Weise	4	"
Lillie Lahey	5	"
Elizabeth J. Guyles	12	"
Louis Ruebel	25	"
E. R. Mueller	10	"
C. E. Mueller	10	"
Gatherine Schmidt	5	"
Gatherine Graham	20	"
J. H. Franken	80	"
Frances H. Suddard	30	"
G. A. Magee	10	"
Grace R. Anderson	25	"
Dan Dreger	5	"
L. J. Nash	60	"
J. E. Hamilton	400	"
Loretta Gagnon	2	"
J. F. Magee	20	"
Total	1169	"

The Vice President announced that 2281 shares of common stock were represented in this special meeting out of 2306 shares of common stock now outstanding; also that 1169 shares of preferred stock were represented out of 1285 shares of preferred stock now outstanding; and that a quorum was present, and that more than three-fourths of the outstanding capital stock of the corporation, both common and preferred, was represented in the meeting.

The Vice President also announced that the meeting had been specially called to consider certain amendments to the articles of organization, and read the call of the meeting, and filed the same with the Secretary.



After discussion the following resolution was offered by A. L.

Nash:

RESOLVED, that Article IV. of the articles of organization of The Hamilton Manufacturing Company be, and the same hereby is amended so as to read as follows:

"ARTICLE IV.

"The general officers of said corporation shall be a President, Vice President, Secretary and Treasurer, and the Board of Directors shall consist of five stockholders; but any two of said offices may be held by the same person, except that the offices of President and Secretary and of President and Vice President must be filled by different persons. Each Director shall be a stockholder of the corporation, and the President and Vice President shall be Directors. The Directors and general officers shall be elected annually; the Directors by the stockholders, and the general officers by the Directors. The Directors may elect one of their number to be chairman of the Board of Directors. In the election of Directors, every stockholder shall be entitled to one vote for each share of stock owned by him."

RESOLVED FURTHER, that the first paragraph of Article V. of the articles of organization of The Hamilton Manufacturing Company, be, and the same hereby is amended so as to read as follows:

"ARTICLE V.

"The principal duties of the President shall be to preside at all meetings of the stockholders and also at all meetings of the Directors unless the chairman of the Board of Directors shall be present thereat; to sign all certificates of stock and to perform such other duties as may be enjoined upon him within the scope of the business of the corporation by any by-law or any recorded resolution of the Directors."

RESOLVED FURTHER, that Article XI. of the articles of organization of The Hamilton Manufacturing Company be, and the same hereby is amended so as to read as follows:

"ARTICLE XI.

"No certificate of stock shall be issued to any person until such person shall have first paid for the same to the Treasurer or transferred to the corporation in money, labor or property the full face value thereof."

RESOLVED FURTHER, that Article XII. of the articles of organization of The Hamilton Manufacturing Company, be, and the same hereby is amended so as to read as follows:

"ARTICLE XII.

"The form of the certificates of stock, both as to common stock and preferred stock, shall be such as may be determined upon from time to time by the Board of Directors, subject to all requirements of law."

Resolution was thereupon put to a vote and was adopted by the following vote; Ayes, 2281 shares; noes, no shares.



The Vice President stated to the meeting that the question of increasing the authorized capital stock of the corporation to One Million Two Hundred Fifty Thousand Dollars to consist of One Million Dollars worth of preferred stock and Two Hundred Fifty Thousand Dollars worth of common stock, would have to be deferred until a later date, for the reason that the Railroad Commission of Wisconsin had not as yet issued its permit under the Blue Sky Law; that proper application to the Railroad Commission had been made by the company; that in order to lawfully certify such an amendment to the secretary of state a substantial portion of the proposed new preferred stock must be subscribed; and that in order to be certain that such subscription is lawful it is deemed necessary to first obtain the permit of the Railroad Commission, as stated.

Thereupon the following resolution was offered by A. L. Nash:

RESOLVED, that consideration of the question of increasing the capital stock of The Hamilton Manufacturing Company from Seven Hundred Fifty Thousand Dollars to One Million Two Hundred Fifty Thousand Dollars be postponed until the 5th day of January, 1920.

RESOLVED FURTHER, that this special meeting of stockholders be, and the same hereby is adjourned until the date last mentioned, and be then reconvened at the Company's office at the hour of 3 o'clock P.M. of said day for the purpose of considering and acting upon the question of said increase of capital stock.

Resolution adopted by the following vote; Ayes, 3450 shares; noes, no shares. *All preferred stock represented at the meeting voted with the common stock on this resolution.*  
The Vice President thereupon declared the meeting adjourned to the 5th day of January, 1920, same to be then reconvened at the Company's office at the hour of 3 o'clock P.M.

*A. C. Gannon*  
Secretary pro tem.



SPECIAL MEETING OF STOCKHOLDERS

Two Rivers, Wisconsin,  
January 5, 1920.

The special meeting of the stockholders of The Hamilton Manufacturing Company which was convened and held at the Company's office on December 19, 1919, and which was then adjourned to January 5, 1920, (see minutes of said special meeting on pages 58, 59, 60 and 61 of this minute book), was reconvened at the Company's office in the city of Two Rivers, Wisconsin, on this day at the hour of 3 o'clock P.M.

Meeting called to order by Geo.S. Hamilton, President. Thos. W. Suddard, Secretary, was present and acting as such. On calling the roll of stockholders, the following holders of common stock and of preferred stock were found to be present in person or by duly authorized proxy. (The written instruments appointing such proxy having in each case heretofore been duly filed with the Secretary.)

Common Stock

J. E. Hamilton	1000	shares
Estate of H. P. Hamilton	369	"
Jessie Luse Hamilton	31	"
L. J. Nash	177	"
Chas. E. Spindler	151	"
W. C. Clarke	140	"
Geo. S. Hamilton	115	"
H. C. Gowran	100	"
A. H. Lohman	25	"
E. G. Nash	21	"
T. W. Suddard	50	"
A. L. Nash	10	"
Chas. D. Rockwood	10	"
Harry Rowley	50	"
Total	2249	"

Preferred Stock

Erwin K. Fanta	2	shares
Alois J. Fanta	8	"
Alvina C.K. Fanta	20	"
Martha S. Bouda	3	"
F. M. Bouda	2	"
Elizabeth A. Vanderfin	3	"
C. J. Reinfried	30	"
D. S. Moses	172	"
Finch Clarke	3	"
Calla W. Endress	30	"

*Contd*



E. L. Nash	2	shares
Alice V. Green	20	"
John R. Krainik	10	"
Anton E. Krainik	10	"
B. W. Shove	80	"
Margaret A. Rand	35	"
Jos. W. Jaklin	5	"
Edward F. White	5	"
Selma Beeck	3	"
Esther I. Weise	3	"
Elizabeth Weise	4	"
Lillie Lahey	5	"
Elizabeth J. Guyles	12	"
Louis Ruebel	25	"
E. R. Mueller	10	"
C. E. Mueller	10	"
Catherine Schmidt	5	"
Catherine Graham	20	"
J. H. Franken	80	"
Frances H. Suddard	30	"
G. A. Magee	10	"
Grace R. Anderson	25	"
Dan Dreger	5	"
L. J. Nash	60	"
J. E. Hamilton	400	"
Loretta Gagnon	2	"
J. F. Magee	20	"
Total	1169	"

The President announced that 2249 shares of common stock were represented in this adjourned session of the special stockholders' meeting out of 2306 shares of common stock now outstanding; also that 1169 shares of preferred stock were represented out of 1285 shares of preferred stock now outstanding; and that a quorum was present, and that more than three-fourths of the outstanding capital stock of the corporation, both common and preferred, was represented in the meeting.

Minutes of the session of this special stockholders' meeting held on December 19, 1919, were read and approved.

Thereupon the following resolution was offered by H. C. Gowran:

WHEREAS, all of the business coming before this special stockholders' meeting was disposed of at the first session thereof held on December 19, 1919, except the matter of increasing the Company's authorized issue of preferred stock from \$500,000 to \$1,000,000; and

WHEREAS, said special meeting was adjourned from said 19th day of December, to this 5th day of January, 1920, for the purpose of considering and acting upon the question of said increase of capital stock; and

WHEREAS, the Railroad Commission of Wisconsin has not as yet issued its permit under the Blue Sky Law, pursuant to application therefor heretofore made by this Company; now therefore,



RESOLVED, that consideration of the question of increasing the capital stock of The Hamilton Manufacturing Company from Seven Hundred Fifty Thousand Dollars to One Million Two Hundred Fifty Thousand Dollars, by an increase in the authorized issue of the Company's preferred stock from \$500,000 to \$1,000,000, be again postponed until the 15th day of January, 1920.

RESOLVED FURTHER, that this special meeting of stockholders be, and the same hereby is, adjourned until the date last mentioned, and that it be then reconvened at the Company's office at the hour of 3 o'clock P.M. of said day for the purpose of considering and acting upon the question of said increase of capital stock.

Resolution adopted by the following vote: Ayes, 3418 shares; noes, no shares. All preferred stock represented at the meeting voted with the common stock on this resolution.

The President thereupon declared the meeting adjourned to the 15th day of January, 1920, same to be then reconvened at the Company's office at the hour of 3 o'clock P.M.

*Robert S. Leland*

Secretary



SPECIAL MEETING OF STOCKHOLDERS

Two Rivers, Wisconsin,  
January 15, 1920.

The special meeting of the stockholders of The Hamilton Manufacturing Company which was convened and held at the Company's office on December 19, 1919, and which was then adjourned to January 5, 1920, and on the last named date reconvened at the Company's office in the city of Two Rivers, Wisconsin, at 3 o'clock P.M., and which was then again adjourned to January 15, 1920, (see minutes of said special meeting on pages 58, 59, 60, 61, 62, 63 and 64 of this minute book), was again reconvened at the Company's office in said city on this 15 day of January, 1920, at the hour of 3 o'clock P.M., pursuant to the last adjournment.

Meeting called to order by Geo.S. Hamilton, President. Thos. W. Suddard, Secretary, was present and acting as such. On calling the roll of stockholders, the following holders of common stock and of preferred stock were found to be present in person or by duly authorized proxy. (The written instruments appointing such proxy having in each case heretofore been duly filed with the Secretary.)

Common Stock

J. E. Hamilton	1000	shares
Estate of H. P. Hamilton	369	"
Jessie Luse Hamilton	31	"
L. J. Nash	177	"
Chas. E. Spindler	151	"
W. C. Clarke	140	"
Geo. S. Hamilton	115	"
H. C. Gowran	100	"
A. H. Lohman	25	"
E. G. Nash	21	"
T. W. Suddard	50	"
A. L. Nash	10	"
Chas. D. Rockwood	10	"
Harry Rowley	50	"
Total	2249	"

Preferred Stock

Erwin K. Fanta	2	shares
Alois J. Fanta	8	"
Alvina C. K. Fanta	20	"
Martha S. Bouda	3	"
F. M. Bouda	2	"

*Over*



Elizabeth A. Vanderfin	3	shares
C. J. Reinfried	30	"
D. S. Moses	172	"
Finch Clarke	3	"
Calla W. Endress	30	"
E. L. Nash	2	"
Alice V. Green	20	"
John R. Karinik	10	"
Anton E. Krainik	10	"
B. W. Shove	80	"
Margaret A. Rand	35	"
Jos. W. Jaklin	5	"
Edward F. White	5	"
Selma Beeck	3	"
Esther I. Weise	32	"
Elizabeth Weise	4	"
Lillie Lahey	5	"
Elizabeth J. Guyles	12	"
Louis Ruebel	25	"
E. A. Mueller	10	"
C. E. Mueller	10	"
Catherine Schmidt	5	"
Catherine Graham	20	"
J. H. Franken	80	"
Frances H. Suddard	30	"
G. A. Magee	10	"
Grace R. Anderson	25	"
Dan Dreger	5	"
L. J. Nash	60	"
J. E. Hamilton	400	"
Loretta Gagnon	2	"
J. F. Magee	20	"
Total	1169	"

The President announced that 2249 shares of common stock were represented in this adjourned session of the special stockholders' meeting out of 2306 shares of common stock now outstanding; also that 1169 shares of preferred stock were represented out of 1285 shares of preferred stock now outstanding; and that a quorum was present, and that more than three-fourths of the outstanding capital stock of the corporation, both common and preferred, was represented in the meeting.

Minutes of the session of this special stockholders' meeting held on December 19, 1919, and of the session of said stockholders' meeting held on January 5, 1920, were read and approved.

Thereupon the following resolution was offered by H.C.Gowran:

WHEREAS, all of the business coming before this special stockholders' meeting was disposed of at the first session thereof held on December 19, 1919, except the matter of increasing the Company's authorized issue of preferred stock from \$500,000 to \$1,000,000; and

WHEREAS, said special meeting was adjourned from said 19th day

*Contd*



of December 1919, to the 5th day of January, 1920, and was again adjourned from said 5th day of January, 1920, to this 15th day of January, 1920, for the purpose of considering and acting upon the question of said increase of capital stock; and

WHEREAS, the Railroad Commission of Wisconsin has not as yet issued its permit under the Blue Sky Law, pursuant to application therefor heretofore made by this Company; now therefore,

RESOLVED, that consideration of the question of increasing the capital stock of The Hamilton Manufacturing Company from Seven Hundred Fifty Thousand Dollars to One Million Two Hundred Fifty Thousand Dollars, by an increase in the authorized issue of the Company's preferred stock from \$500,000 to \$1,000,000, be again postponed until the 30th day of January, 1920.

RESOLVED FURTHER, that this special meeting of stockholders be, and the same hereby is, adjourned until the date last mentioned, and that it be then reconvened at the Company's office at the hour of 5 o'clock P.M. of said day for the purpose of considering and acting upon the question of said increase of capital stock.

Resolution adopted by the following vote: Ayes, 3418 shares; noes, no shares. All preferred stock represented at the meeting voted with the common stock on this resolution.

The President thereupon declared the meeting adjourned to the 30th day of January, 1920, same to be then reconvened at the Company's office at the hour of 5 o'clock P.M.

Howe L. Ladd  
Secretary.



SPECIAL MEETING OF STOCKHOLDERS

Two Rivers, Wisconsin,  
January 30, 1920.

The special meeting of the stockholders of The Hamilton Manufacturing Company which was convened and held at the Company's office on December 19, 1919, and which was then adjourned, from time to time, until this date, was again reconvened at the Company's office in said city of Two Rivers on this 30th day of January, 1920, at the hour of 5 o'clock P. M., pursuant to the last adjournment of said special meeting.

Meeting called to order by Geo. S. Hamilton, President. Thos. W. Suddard, Secretary, was present and acting as such. On calling the roll of stockholders, the following holders of common stock and of preferred stock were found to be present in person or by duly authorized proxy. (The written instruments appointing such proxy having in each case heretofore been duly filed with the secretary.)

Common Stock

J. E. Hamilton	1000	shares
Estate of H. P. Hamilton	369	"
Jessie Luse Hamilton	31	"
L. J. Nash	177	"
Chas. E. Spindler	151	"
W. C. Clarke	140	"
Geo. S. Hamilton	115	"
H. C. Gowran	100	"
A. H. Lohman	25	"
E. G. Nash	21	"
T. W. Suddard	50	"
A. L. Nash	10	"
Chas. D. Rockwood	10	"
Harry Rowley	50	"
Chas. Krause	10	"
Frank Kaufman	10	"
Albert Clusen	12	"
R. Scheuer	10	"
Total	2291	"

Preferred Stock

Erwin K. Fanta	2	shares
Alois J. Fanta	8	"
Alvina C. K. Fanta	20	"
Martha S. Bouda	3	"
F. M. Bouda	2	"



Elizabeth A. Vanderfin	3	shares
C. J. Reinfried	30	"
D. S. Moses	172	"
Finch Clarke	3	"
Calla W. Endress	30	"
E. L. Nash	2	"
Alice V. Green	20	"
John R. Krainik	10	"
Anton E. Krainik	10	"
B. W. Shove	80	"
Margaret A. Rand	35	"
Jos. W. Jaklin	5	"
Edward F. White	5	"
Selma Beeck	3	"
Esther I. Weise	3	"
Elizabeth Weise	4	"
Lillie Lahey	5	"
Elizabeth J. Guyles	12	"
Louis Ruebel	25	"
E. R. Mueller	10	"
C. E. Mueller	10	"
Catherine Schmidt	5	"
Catherine Graham	20	"
J. H. Franken	80	"
Frances H. Suddard	30	"
G. A. Magee	10	"
Grace R. Anderson	25	"
Dan Dreger	5	"
L. J. Nash	60	"
J. E. Hamilton	400	"
Loretta Gagnon	2	"
J. F. Magee	20	"
Total	1169	"

The President announced that 2291 shares of common stock were represented in this adjourned session of the special stockholders' meeting out of 2306 shares of common stock now outstanding; also that 1169 shares of preferred stock were represented out of 1285 shares of preferred stock now outstanding; and that a quorum was present, and that more than three-fourths of the outstanding capital stock of the corporation, both common and preferred, was represented in the meeting.

Minutes of the several sessions of this special stockholders' meeting were read and approved, as the same are recorded in this minute book on pages 58 to 67, inclusive, which minutes record the several adjournments of said special meeting, and the attendance at each adjourned session, and show that said special meeting originally convened pursuant to notice, on December 19, 1919, and was

*Over*



then adjourned to January 5, 1920, at 3 o'clock P. M., and was then adjourned to January 15, 1920, at 3 o'clock P. M. and was then adjourned to this 30th day of January, 1920, at 5 o'clock P. M.

Thereupon the following resolution was offered by Harry Rowley:

"RESOLVED that the authorized issue of preferred stock of The Hamilton Manufacturing Company be, and it hereby is increased from \$500,000 to \$1,000,000.

"RESOLVED FURTHER, that in order to accomplish the increase in the authorized issue of preferred stock hereinbefore set forth, Article III. of the articles of organization of The Hamilton Manufacturing Company, as heretofore amended, be and the same hereby is further amended so as to read as follows:

#### ARTICLE III.

The capital stock of said corporation shall be One Million Two Hundred Fifty Thousand Dollars and the same shall consist of Twelve Thousand Five Hundred shares, each of which shares shall be of the face or par value of One Hundred Dollars.

Ten Thousand of said shares of stock, amounting to One Million Dollars at par, shall be preferred stock and shall bear a preferential cumulative dividend payable out of the net profits of the company at the rate of seven per cent. (7%) per annum before any dividend shall be paid upon the common stock.

Two Thousand Five Hundred shares of said stock, amounting to Two Hundred Fifty Thousand Dollars at par, shall be common stock, the holders whereof shall be entitled to all the rights and powers with relation to said stock and with relation to their right to vote in stockholders' meetings and with relation to choosing directors which are conferred on holders of common stock by the articles of incorporation or by the by-laws.

Neither preferred or common stock shall bear interest but if the net profits of this corporation shall be sufficient therefor there shall be paid annually a dividend of \$7.00 on each share of preferred stock outstanding, payable quarterly in equal parts on January 1st, April 1st, July 1st and October 1st in each year.

Upon the liquidation or dissolution or winding up of said corporation (whether voluntary or involuntary) the preferred stock shall be entitled to receive out of the assets of the corporation in money or in money's worth the face or par value of the preferred stock then issued and outstanding and all arrears of dividends thereon and no more, and thereafter the residue of the funds and assets of this corporation shall be divided pro rata among the holders of common stock then issued and outstanding.

The common stock shall not receive dividends for any year unless 7% shall first be paid for that year on the preferred stock then outstanding together with all arrears of dividends at the like rate for previous years; the residue of the net profits of the corporation or so much thereof as may not be needed in its business may then be distributed as dividends ratably to the holders of the

*Contd*



common stock of the corporation. Dividends on either preferred or common stock shall in no case be paid out of corporate assets not accruing from profits.

The corporation reserves the right to purchase and redeem all or any part of said preferred stock at any time after one year from the date of each certificate of such preferred stock by paying for each share of such preferred stock such sum in excess of \$100 as the board of directors may determine by resolution to be adopted before such stock shall be issued, together with all accrued dividends thereon computed at the rate of 7% per annum to the date of such redemption. Said stock when so purchased and redeemed by the corporation shall be cancelled but may again be sold and certificates therefor reissued.

The holders of preferred stock in this corporation shall have no vote in the meetings of its stockholders nor in choosing directors nor otherwise in the management of the corporation.

All shares of stock issued by this corporation prior to the amendment of this article accomplished by the resolution of stockholders adopted June 15, 1918, are hereby declared to be shares of common stock only.

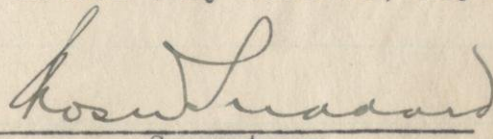
The directors of this corporation are required as soon as may be after the adoption of this amendment to cause to be issued and tendered to all of its common stockholders of record at the time of the adoption of this amendment new certificates of common stock for the same number of shares held of record by said stockholders respectively, such new certificates to bear on their face a statement of all the privileges accorded to and all the restrictions imposed on preferred stock of the corporation and at the same time to demand from such stockholders a surrender of their stock certificates heretofore issued to them by this corporation; provided, however, that the directors shall not be required to accomplish the exchange of stock certificates last above provided for in the case of stockholders whose certificates have heretofore been exchanged under the provisions of the amendment to this article which was adopted by said stockholders on June 15, 1918.

All certificates evidencing issues of the preferred stock hereby authorized shall bear on the face thereof a statement of all privileges accorded to and all restrictions imposed on the preferred stock of the corporation."

Resolution adopted by the following vote: Ayes, 3460 shares; noes, no shares. All preferred stock represented at the meeting voted with the common stock on this resolution.

The President thereupon declared the resolution adopted by the affirmative vote of the holders of more than three-fourths of all the outstanding stock of the corporation, both preferred and common.

There being no further business to come before this special stockholders' meeting, the same was, on motion duly carried, adjourned sine die.

  
Secretary.



x

ANNUAL MEETING OF STOCKHOLDERS.

Two Rivers, Wisconsin,  
February 3, 1920.

The annual meeting of the stockholders of The Hamilton Manufacturing Company was held at the office of the company in the City of Two Rivers, Wisconsin, at the hour of 8 o'clock P. M. on the above date, pursuant to notice thereof mailed to each of the holders of the Common Stock of the company more than ten days prior to said date. The notice of the annual meeting as sent to all the holders of Common Stock was in the words and figures following:

"TO THE STOCKHOLDERS OF  
THE HAMILTON MANUFACTURING COMPANY:

The annual meeting of the Hamilton Manufacturing Company, as prescribed by the by-laws, should have been held on the 19th day of January; but owing to change of officers and attendant confusion a call was not issued for this meeting.

Accordingly the date has been set for the meeting to be held February 3, 1920, at eight o'clock P.M. in the offices of the Company.

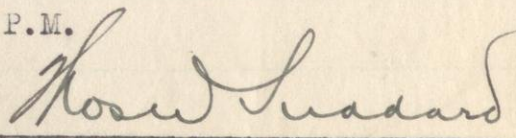
DATED: Two Rivers, Wisconsin, January, 20, 1920.

Thos. W. Suddard,  
Secretary."

The meeting was called to order by George S. Hamilton, President; Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll the following stockholders were found to be present: George S. Hamilton and Thos. W. Suddard.

There being no quorum present, on motion the meeting was adjourned to Monday, February 9th, 1920, at 8 o'clock P.M.

  
Secretary.



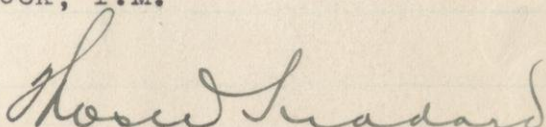
Two Rivers, Wisconsin,  
February 9, 1920.

The annual meeting of the stockholders of The Hamilton Manufacturing Company, called for and originally convened on February 3, 1920, and adjourned to this date, was reconvened at the Company's office at the hour of 8 o'clock P.M. on this 9th day of February, 1920.

The meeting was called to order by George S. Hamilton, President; Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll of stockholders the following were found to be present: George S. Hamilton, and Thos. W. Suddard.

There being no quorum present, on motion the meeting was adjourned to Monday, February 16h, 1920, at 8 o'clock, P.M.

  
Secretary.

Two Rivers, Wisconsin,  
February 16, 1920.

The annual meeting of the stockholders of The Hamilton Manufacturing Company called for and originally convened on February 3, 1920, and adjourned from time to time to this date, was reconvened at the Company's office at the hour of 8 o'clock P.M., on this 16th day of February, 1920.

The meeting was called to order by George S. Hamilton, President; Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll it appeared that the following named stockholders owning the number of shares of Common Stock of the Company set opposite their respective names below, were present, namely:

J. E. Hamilton, by proxy	1000 shares
Estate of H. P. Hamilton, by its executors	369 shares
L. J. Nash, by proxy,	177 "
Chas. E. Spindler, by proxy	151 "



George S. Hamilton	115 shares
H. C. Gowran	100 "
A. H. Lohman	25 "
E. G. Nash, by proxy	21 "
Thos. W. Suddard	50 "
H. Rowley	50 "
Albert Clusen	12 "
A. L. Nash	10 "
Chas. Krause	10 "
R. Scheuer	10 "
C. D. Rockwood	10 "

A quorum being found present further proceedings were had as follows:

Minutes of last annual meeting and of all stockholders meetings during 1919 were read and approved.

The Treasurer presented his financial statement of the business and property of the corporation covering the year 1919, including his statement of resources and liabilities and losses and gains during said year, which statement was read to the meeting and on motion, duly carried, was approved and a verified copy thereof filed with the Secretary and the original verified statement retained in the office of the Treasurer.

The Secretary reported orally that there had been no business transactions requiring any report by him, other than those recorded in the minutes of the stockholders already read.

Voted that the Secretary's oral report be accepted.

Voted that the meeting proceed to elect by ballot five directors for the ensuing year.

A ballot being taken pursuant to said vote, the following named persons were unanimously elected to hold their offices as directors of the corporation for the ensuing year or until their successors shall have been elected; J. E. Hamilton, George S. Hamilton, H. C. Gowran, Thos. W. Suddard and Harry Rowley.

The Secretary certifies that the number of shares of Common Stock held by each stockholder, as disclosed by the foregoing minutes, is in accordance with the stock records of the Company as of January 1, 1920; that certain transfers of stock have occurred since said date and prior to this meeting, but such transfers have not as yet gone through the Secretary's office nor been indicated on the stock ledger of the Company;

Contd



*Annual Meeting 7/6/20 Contd*

and that therefore the foregoing minutes do not show the changes in stockholdings referred to.

Voted that this meeting do now adjourn sine die.

*Thomas W. Suddard*  
Secretary

SPECIAL MEETING OF STOCKHOLDERS

Two Rivers, Wisconsin  
August 14, 1920.

A special meeting of the stockholders of The Hamilton Manufacturing Company was held on this day at the company's office in the City of Two Rivers, Wisconsin at the hour of one o'clock P.M. pursuant to notice thereof dated August 4, 1920 and delivered to all stockholders, and in accordance with the requirements of organization and the by-laws.

Meeting was called to order by Harry Rowley, Treasurer, in the absence of the President. Thomas W. Suddard, Secretary, was present and acted as such.

On calling the roll it was disclosed that 2464<sup>2</sup>/<sub>10</sub> shares of Common Stock were present either in person or by proxy, out of a total of 2479<sup>2</sup>/<sub>10</sub> issue of shares of Common Stock and that a quorum was present and that more than two-thirds of the outstanding Common Stock of the corporation was represented in the meeting.

Thereupon the following resolution was offered by Harry Rowley:

RESOLVED, that the first three paragraphs of Article III. of the Articles of Organization of The Hamilton Manufacturing Company as heretofore amended, be, and the same hereby are, further amended so as to read as follows:

ARTICLE III.

The capital stock of said corporation shall be Three Million Five Hundred Thousand (\$3,500,000.) Dollars and the same shall consist of Thirty Five Thousand (35,000) shares, each of which shares shall be of the face or par value of One Hundred (\$100.) Dollars.

Ten Thousand (10,000) shares of said stock amounting to One Million (\$1,000,000) Dollars at par, shall be preferred stock and shall bear a preferential cumulative dividend, payable out of the net profits of the corporation at the rate of Seven Per Cent per annum before any dividends shall be paid upon the common stock.

Over



*Special Meeting 8/4/20 Cont'd*

Twenty Five Thousand (25,000) shares of said stock amounting to Two Million Five Hundred Thousand (\$2,500,000.) Dollars at par, shall be common stock, the holders whereof shall be entitled to all the rights and powers with relation to said stock and with relation to their right to vote in stockholders' meetings, and with relation to choosing directors, which are conferred on holders of common stock by the Articles of Incorporation or by the By-Laws.

Resolution adopted by following vote: Ayes, 2464<sup>2</sup>/<sub>10</sub> Shares;  
Noes, ----- No Shares.

The Chairman thereupon declared the resolution adopted by the affirmative vote of more than two-thirds of all of the outstanding Common Stock of the Corporation.

There being no further business to come before this special stockholders meeting, the same was, on motion duly carried, adjourned sine die.

*Robert L. Lusk*

Secretary

P R O X Y

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being the owner of \_\_\_\_\_ shares of the common stock of The Hamilton Manufacturing Company, do hereby make, constitute and appoint J.E. Hamilton my lawful attorney and proxy, for me and in my stead to attend the special meeting of stockholders of said Company to be held at the Company's office in the City of Two Rivers, Wisconsin, at one o'clock P.M. on the 14th day of August, 1920, and then and there to vote my said shares of common stock upon any questions which may lawfully come before said special meeting for determination; hereby ratifying all that my said proxy may do in the premises, the same as if I were personally present. This proxy shall continue in force for any adjournment or adjournments of said special meeting.

WITNESS, my hand and seal this \_\_\_\_\_ day of August, 1920.

\_\_\_\_\_  
(Seal)

On calling the roll it appeared that the following named stockholders, owning the number of shares of Common Stock of the Company set opposite their respective names below, were present, namely;

*over*



The annual meeting of the stockholders of The Hamilton  
 Manufacturing Company was held at the office of the Company in the  
 city of Two Rivers, Wisconsin at the hour of eight P.M. on the above  
 date; pursuant to notice thereof mailed to each of the holders of  
 the Common Stock of the Company more than ten days prior to said  
 date. The notice of the annual meeting as sent to all the holders  
 of the Common Stock was in the words and figures following:  
 "The annual meeting of The Hamilton Manu-  
 facturing Company as prescribed by the by-laws, should have  
 been held on the 17th day of January, but owing to  
 delay caused by new rulings of the Treasury Depart-  
 ment which required double work in preparing state-  
 ment, the call was not issued for this meeting. The  
 date has been set for the meeting to be held March  
 29, 1921 at 8 o'clock P.M. in the offices of the  
 Company.  
 DATED: Two Rivers, Wisconsin, March 17, 1921.  
 THOS. W. SUDDARD  
 Secretary."

#### ANNUAL MEETING OF STOCKHOLDERS

Two Rivers, Wisconsin  
 March 29, 1921

The annual meeting of the stockholders of The Hamilton  
 Manufacturing Company was held at the office of the Company in the  
 city of Two Rivers, Wisconsin at the hour of eight P.M. on the above  
 date; pursuant to notice thereof mailed to each of the holders of  
 the Common Stock of the Company more than ten days prior to said  
 date. The notice of the annual meeting as sent to all the holders  
 of the Common Stock was in the words and figures following:

"The annual meeting of The Hamilton Manu-  
 facturing Company as prescribed by the by-laws, should have  
 been held on the 17th day of January, but owing to  
 delay caused by new rulings of the Treasury Depart-  
 ment which required double work in preparing state-  
 ment, the call was not issued for this meeting. The  
 date has been set for the meeting to be held March  
 29, 1921 at 8 o'clock P.M. in the offices of the  
 Company.

DATED: Two Rivers, Wisconsin, March 17, 1921.

THOS. W. SUDDARD  
 Secretary."

On calling the roll it appeared that the following named  
 stockholders, owning the number of shares of Common Stock of the  
 Company set opposite their respective names below, were present,  
 namely;

*Over*



## Annual Meeting 3/29/21 Contd

-George S. Hamilton	- - -	8733-85/100	shares
-H. C. Gowran	- - -	4713-1/4	"
-T. W. Suddard	- - -	3770-6/10	"
-H. Rowley	- - -	2185-3/10	"
-A. L. Nash	- - -	500	"
-A. H. Lohman	- - -	650	"
-Albert Clusen	- - -	300	"
-Chas. Krause	- - -	150	"
-Ralph Scheuer	- - -	500	"
-Frank Kaufman	- - -	200	"
-C. D. Rockwood	- - -	500	"
-Frank Bouda	- - -	200	"
-H. Henrickson	- - -	300	"
-Carl Kamm	- - -	150	"
-Guido Berger	- - -	150	"
-Frank Hess	- - -	150	"
-Anton Geimer	- - -	200	"
-Geo. Smongeski	- - -	150	"
-Albert Lodel	- - -	150	"
-John Rudie	- - -	150	"
-John Smith	- - -	150	"
-Chas. Hansen	- - -	50	"
-Edward F. Hamilton		200	"
-P. B. Blair			

A quorum being found present, further proceedings were had as follows:

Minutes of last annual meeting and of all stockholders meetings during the year 1920 were read and approved.

The Treasurer presented his financial statement of the business and corporation covering the year 1920 including his statement of the resources and liabilities and losses and gains during the said year, which statement was read to the meeting and on motion duly carried and approved and a verified copy thereof filed with the Secretary and the original verified statement retained in the office of the Treasurer.

The Secretary reported orally that there had been no business transactions requiring any report by him other than recorded in the minutes of the stockholders already read.

Voted that the Secretary's oral report be accepted.

Voted that the meeting proceed to elect by ballot five Directors for the ensuing year.

A ballot being taken pursuant to said vote, the following named persons were unanimously elected to hold their offices as Directors of the corporation for the ensuing year or until their successors had been elected.

J. E. Hamilton  
George S. Hamilton  
H. C. Gowran  
T. W. Suddard  
H. Rowley

Voted that this meeting do now adjourn sine die.

*T. W. Suddard*  
Secretary



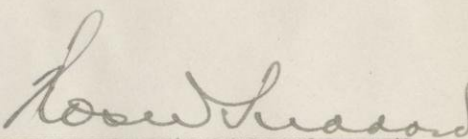
NOTICE OF ANNUAL STOCKHOLDERS MEETING

Two Rivers, Wisconsin  
January 9, 1922

TO THE HOLDERS OF THE COMMON STOCK OF THE HAMILTON MFG. CO.

The annual meeting of the Hamilton Mfg. Company as prescribed by the by-laws should be held on the 16th day of January but owing to the absence of the Secretary on company business at the time that the notice for said meeting should be mailed, the call was not issued at the proper time.

Accordingly, the date has been set for the meeting to be held January 28 at 10 o'clock A.M. in the offices of the Company.

  
Secretary



ANNUAL MEETING OF STOCKHOLDERS

Two Rivers, Wisconsin  
January 28, 1922

The annual meeting of the common stockholders of the Hamilton Manufacturing Company was held in the office of the company in the City of Two Rivers, Wisconsin, at the hour of 10 o'clock A.M. on the above date, pursuant to notice thereof mailed to each of the holders of the Common Stock of the company more than ten days prior to said date. The notice of the annual meeting as sent to all the holders of Common Stock was in the words and figures following:

"TO THE STOCKHOLDERS OF  
THE HAMILTON MANUFACTURING COMPANY:

The annual meeting of the Hamilton Manufacturing Company as prescribed by the by-laws, should have been held on the 19th day of January; but owing to change of officers and attendant confusion a call was not issued for this meeting.

Accordingly the date has been set for the meeting to be held January 28, 1922, at 10 o'clock P.M. in the offices of the Company.

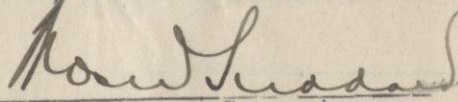
DATED: Two Rivers, Wisconsin, January 28, 1922.

Thos. W. Suddard,  
Secretary."

The meeting was called to order by George S. Hamilton, Pres; Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll the following stockholders were found to be present: George S. Hamilton and Thos. W. Suddard.

There being no quorum present, on motion the meeting was adjourned to Saturday, February 11, 1922, at 8 o'clock P.M.

  
Secretary



Two Rivers, Wisconsin  
February 11, 1922

The annual meeting of the stockholders of The Hamilton Manufacturing Company, called for and originally convened on January 28, 1922, and adjourned to this date, was reconvened at the Company's office at the hour of 8 o'clock P.M. on this 11th day of February, 1922.

The meeting was called to order by George S. Hamilton, President; Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll of the stockholders the following were found to be present: George S. Hamilton and Thos. W. Suddard.

There being no quorum present, on motion the meeting was adjourned to Monday, February 20, 1922, at 7:30 P.M.

Thos. W. Suddard  
Secretary

Two Rivers, Wisconsin  
February 20, 1922

The annual meeting of the stockholders of The Hamilton Manufacturing Company, was held in the office of the company in the City of Two Rivers, Wisconsin, at the hour of 7:30 P.M. on this 20th day of February, 1922.

The meeting was called to order by George S. Hamilton, President; Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll of the stockholders the following were found to be present: George S. Hamilton and Thos. W. Suddard.

There being no quorum present, on motion the meeting was adjourned to Monday, March 6, 1922, at 8 o'clock P.M.

Thos. W. Suddard  
Secretary



Two Rivers, Wisconsin  
March 6, 1922

The annual meeting of the stockholders of The Hamilton Manufacturing Company, called for February 20 and adjourned to this date, was reconvened at the company's office at the hour of 8 o'clock P.M. on this 6th day of March, 1922.

The meeting was called to order by George S. Hamilton, President: Thos W. Suddard, Secretary, present and acting as such.

On calling the roll of the stockholders the following were found to be present: George S. Hamilton and Thos. W. Suddard.

There being no quorum present, on motion the meeting was adjourned to Tuesday, March 7, 1922, at 5 o'clock P.M.

*Thos W. Suddard*

Secretary



ANNUAL MEETING OF STOCKHOLDERS

Two Rivers, Wisconsin  
March 7, 1922

The annual meeting of the stockholders of the Hamilton Manufacturing Company called for and originally convened on January 28 and adjourned from time to time to this date, was reconvened at the Company's office at the hour of 5 o'clock P.M. on this 7th day of March, 1922.

The meeting was called to order by George S. Hamilton, President; Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll it appeared that the following named stockholders owning the number of shares of Common Stock of the Company set opposite their respective names below, were present:

✓	George S. Hamilton	- - - - -	7805.85	shares
✓	H. C. Gowran	- - - - -	4697.25	"
✓	Thos. W. Suddard	- - - - -	3457.6	"
✓	H. Rowley	- - - - -	1979.3	"
✓	A. H. Lohman	- - - - -	650	"
✓	A. Clusen	- - - - -	300	"
✓	Chas. Krause	- - - - -	150	"
✓	R. Scheuer	- - - - -	500	"
✓	F. Kaufman	- - - - -	200	"
✓	C. D. Rockwood	- - - - -	500	"
✓	F. M. Bouda	- - - - -	200	"
✓	H. Henrickson	- - - - -	300	"
✓	Carl Kamm	- - - - -	150	"
✓	Guido Berger	- - - - -	150	"
✓	F. Hess	- - - - -	150	"
✓	A. Geimer	- - - - -	200	"
✓	Geo. Smongeski	- - - - -	150	"
✓	A. Lodi	- - - - -	150	"
✓	John Rudie	- - - - -	150	"
✓	John Smith	- - - - -	150	"
✓	Chas. Hansen	- - - - -	50	" - 150 -
✓	Joe Jaklin	- - - - -	100	"
✓	Walter Beduhn	- - - - -	100	"
✓	Edward P. Hamilton	- - - - -	2000	"

A quorum being found present, further proceedings were had as follows:

Minutes of the last annual meeting and of all stockholders meetings during the year 1921 were read and approved.

The Treasurer presented his financial statement of the business and property of the corporation covering the year 1921 including his statement of the resources and liabilities and losses and gains during the said year, which statement was read to the meeting and on motion duly carried and approved and a verified copy thereof filed with the Secretary and the original verified statement retained in the office of the Treasurer.

The Secretary reported orally that there had been no business transactions requiring any report by him other than recorded in the minutes of the stockholders already read.



## ANNUAL STOCKHOLDERS MEETING 3/7/22 (Continued)

Voted that the Secretary's oral report be accepted.

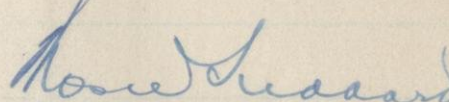
† The President then presented to the meeting figures relative to comparative costs of operation.

Voted that the meeting proceed to elect by ballot five Directors for the ensuing year.

A ballot being taken pursuant to said vote, the following named persons were unanimously elected to hold their offices as Directors of the corporation for the ensuing year or until their successors had been elected.

J. E. Hamilton  
Geo. S. Hamilton  
H. C. Gowran  
Thos. W. Suddard  
H. Rowley

Voted that this meeting be now adjourned sine die.

  
Secretary

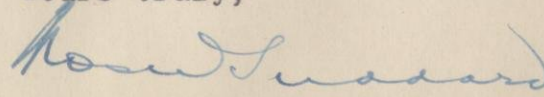
TO THE COMMON STOCKHOLDERS OF THE HAMILTON MFG. CO.

Two Rivers, Wisconsin  
January 2, 1923

Dear Sir:

You are hereby notified that the regular meeting of the stockholders of The Hamilton Manufacturing Company will be held at the Company's office in the City of Two Rivers, Wisconsin on the third Monday, being the 15th day of January, A. D., 1923 at 2 o'clock P. M. of that day.

Yours truly,

  
Secretary



## ANNUAL MEETING OF STOCKHOLDERS

Two Rivers, Wisconsin  
January 15, 1923

The annual meeting of the common stockholders of the Hamilton Manufacturing Company was held in the office of the company in the City of Two Rivers, Wisconsin, at the hour of 2 o'clock P. M. on the above date, pursuant to notice thereof mailed to each of the holders of the Common Stock of the company more than ten days prior to said date. The notice of the annual meeting as sent to all the holders of Common Stock was in the words and figures following:

"TO THE COMMON STOCKHOLDERS OF  
THE HAMILTON MANUFACTURING COMPANY:

Dear Sir:

You are hereby notified that the regular meeting of the stockholders of The Hamilton Manufacturing Company will be held at the Company's office in the City of Two Rivers, Wisconsin on the third Monday, being the 15th day of January, A.D., 1923, at 2 o'clock P. M. of that day.

Dated: Two Rivers, Wisconsin, January 2, 1923,

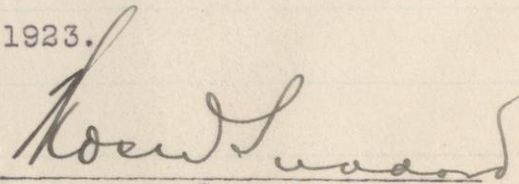
Yours truly,

Thos. W. Suddard  
Secretary".

The meeting was called to order by George S. Hamilton, Pres.; Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll the following stockholders were found to be present: George S. Hamilton and Thos. W. Suddard.

There being no quorum present, on motion the meeting was adjourned to Tuesday, February 6, 1923.

  
Secretary



TO THE COMMON STOCKHOLDERS OF THE HAMILTON MFG. CO.

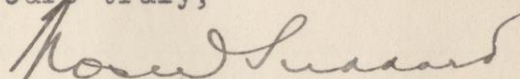
Two Rivers, Wisconsin

January 16, 1923

Dear Sir:

There being no quorum present at the Stockholders' Meeting held on January 15, the same was adjourned to Tuesday, February 6, 1923, at 8 o'clock P. M.

Yours truly,



Secretary

Two Rivers, Wisconsin

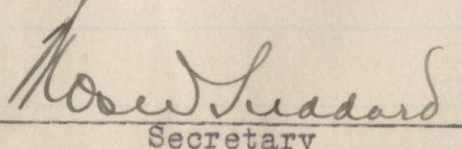
February 6, 1923

The annual meeting of the stockholders of The Hamilton Manufacturing Company, called for January 15 and adjourned to this date, was reconvened at the company's office at the hour of 8 o'clock P. M. on this 6th day of February, 1923.

The meeting was called to order by George S. Hamilton, President: Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll of the stockholders the following were found to be present: George S. Hamilton and Thos. W. Suddard.

There being no quorum present, on motion the meeting was adjourned to Wednesday, February 14, 1923, at 7:30 P. M.

  
Secretary



TO THE COMMON STOCKHOLDERS OF THE HAMILTON MFG. CO.

Two Rivers, Wisconsin  
February 6, 1923

Dear Sir:

As all of the figures will not be ready today,  
we will adjourn the Annual Meeting to be held tonight,  
and it will be held on Wednesday, February 14, 1923,  
at 7:30 P. M.

Yours truly,

*Thos. W. Suddard*  
Secretary

Two Rivers, Wisconsin  
February 14, 1923

The annual meeting of the stockholders of The Hamilton Manufacturing Company, called for February 6 and adjourned to this date, was reconvened at the company's office at the hour of 7:30 P. M. on this 14th day of February, 1923.

The meeting was called to order by George S. Hamilton, President: Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll of the stockholders the following were found to be present: George S. Hamilton and Thos. W. Suddard.

There being no quorum present, on motion the meeting was adjourned to Monday, February 26, 1923, at 7:30 P. M.

*Thos. W. Suddard*  
Secretary



TO THE COMMON STOCKHOLDERS OF THE HAMILTON MFG. CO.

Two Rivers, Wisconsin

February 23, 1923

Dear Sir:

The annual meeting which has been adjourned from time to time has now been finally set for Monday evening, February 26, 1923, at 7:30 P. M.

Yours truly,

*Robert L. Leland*

Secretary



ANNUAL MEETING OF STOCKHOLDERS

Two Rivers, Wisconsin  
February 26, 1923

The annual meeting of the stockholders of The Hamilton Manufacturing Company called for and originally convened on January 15, 1923, and adjourned from time to time to this date, was reconvened at the Company's office at the hour of 7 o'clock P. M. on this 26th day of February, 1923.

The meeting was called to order by George S. Hamilton, President; Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll it appeared that the following named stockholders owning the number of shares of Common Stock of the Company set opposite their respective names below, were present:

George S. Hamilton	- - - - -	-7805.85	shares
H. C. Gowran	- - - - -	-4697.25	"
Thos. W. Suddard	- - - - -	-3457.6	"
H. Rowley	- - - - -	1979.3	"
A. H. Lohman	- - - - -	650	"
A. Clusen	- - - - -	300	"
Chas. Krause	- - - - -	150	"
R. Scheuer	- - - - -	500	"
F. Kaufman	- - - - -	200	"
C. D. Rockwood	- - - - -	500	"
F. M. Bouda	- - - - -	200	"
H. Henrickson	- - - - -	300	"
Carl Kamm	- - - - -	150	"
Guido Berger	- - - - -	150	"
F. Hess	- - - - -	150	"
A. Geimer	- - - - -	200	"
Geo. Smongeski	- - - - -	150	"
A. Lodl	- - - - -	150	"
John Rudie	- - - - -	150	"
John Smith	- - - - -	150	"
Chas. Hansen	- - - - -	150	"
Joe Jaklin	- - - - -	100	"
Walter Beduhn	- - - - -	100	"
Edward P. Hamilton	- - - - -	-2000	"

A quorum being found present, further proceedings were had as follows:

Minutes of the last annual meeting and of all stockholders meetings during the year 1922 were read and approved.

The Treasurer presented his financial statement of the business and property of the corporation covering the year 1922 including his statement of the resources and liabilities and losses and gains during the said year, which statement was read to the meeting and on motion duly carried and approved and a verified copy thereof filed with the Secretary and the original verified statement retained in the office of the Treasurer.

The Secretary reported orally that there had been no business transactions requiring any report by him other than recorded in the minutes of the stockholders already read.



## ANNUAL MEETING OF STOCKHOLDERS 2/26/23 (Continued)

Voted that the Secretary's oral report be accepted.

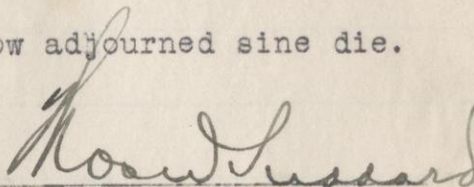
The President then presented to the meeting a detailed comparison of figures relating to the cost of operating, and a general discussion of the details of the financial statement followed.

Voted that the meeting proceed to elect by ballot five Directors for the ensuing year.

A ballot being taken pursuant to said vote, the following named persons were unanimously elected to hold their offices as Directors of the corporation for the ensuing year or until their successors had been elected.

J. E. Hamilton  
Geo. S. Hamilton  
H. C. Gowran  
Thos. W. Suddard  
H. Rowley

Voted that this meeting be now adjourned sine die.

  
Secretary

TO THE COMMON STOCKHOLDERS OF THE HAMILTON MFG. CO.

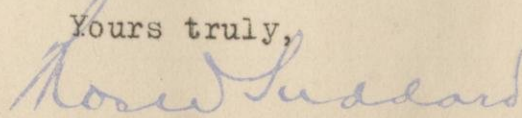
Two Rivers, Wisconsin

January 9, 1924

Dear Sir:

You are hereby notified that a regular meeting of the stockholders of The Hamilton Mfg. Co. will be held at the Company's office in the City of Two Rivers, Wisconsin, on the third Monday, being the twenty-first day of January, A.D., 1924, at two o'clock P. M. of that day.

Yours truly,

  
Secretary



## ANNUAL MEETING OF STOCKHOLDERS

Two Rivers, Wisconsin  
January 21, 1924

The annual meeting of the common stockholders of the Hamilton Manufacturing Company was held in the office of the company in the City of Two Rivers, Wisconsin, at the hour of 2 o'clock P. M. on the above date, pursuant to notice thereof mailed to each of the holders of the Common Stock of the company more than ten days prior to said date. The notice of the annual meeting as sent to all the holders of Common Stock was in the words and figures following:

"TO THE COMMON STOCKHOLDERS OF  
THE HAMILTON MANUFACTURING COMPANY:

Dear Sir:

You are hereby notified that a regular meeting of the stockholders of The Hamilton Manufacturing Company will be held at the Company's office in the City of Two Rivers, Wisconsin, on the third Monday, being the twenty-first day of January, A. D., 1924, at two o'clock P. M. of that day.

Dated: Two Rivers, Wisconsin, January 9, 1924

Yours truly,

Thos. W. Suddard  
Secretary."

The meeting was called to order by George S. Hamilton, Pres.; Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll the following stockholders were found to be present: George S. Hamilton and Thos. W. Suddard.

There being no quorum present, on motion the meeting was adjourned to Wednesday, February 20, 1924.

  
Secretary



TO THE COMMON STOCKHOLDERS OF THE HAMILTON MFG. CO.

Two Rivers, Wisconsin

January 24, 1924

Dear Sir:

There being no quorum present at the Stockholders' Meeting held on January 21, the same was adjourned to Wednesday, February 20, 1924, at 8 o'clock P. M.

Yours truly,

*Thos. W. Suddard*  
Secretary

Two Rivers, Wisconsin

February 20, 1924

The annual meeting of the stockholders of The Hamilton Manufacturing Company, called for January 21 and adjourned to February 20, was reconvened at the company's office at the hour of 8:00 o'clock P. M. on this 20th day of February, 1924.

The meeting was called to order by H. C. Gowran, Vice President: Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll of the stockholders the following were found to be present: H. C. Gowran and Thos. W. Suddard.

There being no quorum present, on motion the meeting was adjourned to Wednesday, March 19, 1924, at 7:30 P. M.

*Thos. W. Suddard*  
Secretary



TO THE COMMON STOCKHOLDERS OF THE HAMILTON MFG. CO.

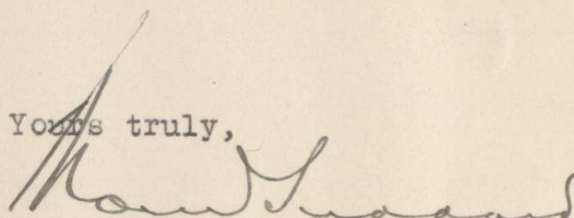
Two Rivers, Wisconsin

March 13, 1924

Dear Sir:

The annual meeting of the stockholders, which has been adjourned from time to time, will be held on Wednesday, March 19, 1924, at 7:30 P. M. in the office of the Company.

Yours truly,



Secretary

ANNUAL MEETING OF STOCKHOLDERS

Two Rivers, Wisconsin  
March 19, 1924

The annual meeting of the common stockholders of The Hamilton Manufacturing Company called for and originally convened on January 21, 1924, at 2 o'clock P. M. in the office of the Company, and adjourned from time to time to this date, was reconvened at the Company's office at the hour of 7:30 o'clock P. M. on this 19th day of March, 1924.

The meeting was called to order by H. C. Gowran, Vice President; Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll it appeared that the following named stockholders owning the number of shares of Common Stock of the Company set opposite their respective names below, were present:



- Guido Berger - - - - -	150	shares
- F. M. Bouda - - - - -	200	"
- W. Beduhn - - - - -	100	"
- A. Clusen - - - - -	300	"
- W. G. Dickson - - - - -	200	"
- Emil Fronk - - - - -	50	"
- A. Geimer - - - - -	200	"
- H. C. Gowran - - - - -	4722.25	"
- E. P. Hamilton - - - - -	2000	"
- C. Hansen - - - - -	150	"
- H. Henrickson - - - - -	300	"
- J. Jaklin - - - - -	100	"
- C. Kamm - - - - -	150	"
- C. Krause - - - - -	150	"
- A. Lodel - - - - -	150	"
- A. H. Lohman - - - - -	650	"
- A. L. Nash - - - - -	500	"
- H. Rowley - - - - -	1989.30	"
- J. Rudie - - - - -	150	"
- R. Scheuer - - - - -	500	"
- J. Smith - - - - -	150	"
- Geo. Smongeski - - - - -	150	"
- T. W. Suddard - - - - -	3477.60	"

A quorum being found present, further proceedings were had as follows:

Minutes of the last annual meeting and of all stockholders meetings during the year 1923 were read and approved.

The Treasurer presented his financial statement of the business and property of the corporation covering the year 1923, including his statement of resources and liabilities and losses and gains during said year, which statement was read to the meeting and on motion duly carried and approved and a verified copy thereof filed with the Secretary and the original verified statement retained in the office of the Treasurer.

The Secretary reported orally that there had been no business transactions requiring any report by him other than recorded in the minutes of the stockholders already read.

Voted that the Secretary's oral report be accepted.

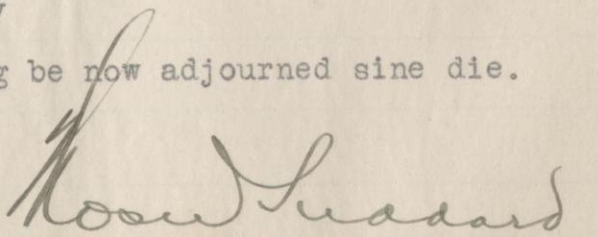
The Vice President then presented to the meeting a detailed comparison of figures relating to the cost of operating and a general discussion of the financial statement followed.

Voted that the meeting proceed to elect by ballot five Directors for the ensuing year.

A ballot being taken pursuant to said vote, the following named persons were unanimously re-elected to hold their offices as Directors of the corporation for the ensuing year or until their successors had been elected.

J. E. Hamilton  
Geo. S. Hamilton  
H. C. Gowran  
Thos. W. Suddard  
H. Rowley

Voted that this meeting be now adjourned sine die.

  
Secretary



TO THE COMMON STOCKHOLDERS OF THE HAMILTON MFG. CO.

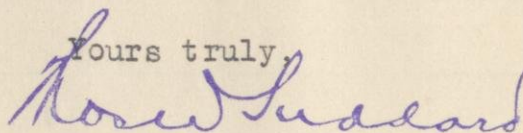
Two Rivers, Wisconsin

January 9, 1925

Dear Sir:

You are hereby notified that a regular meeting of the stockholders of The Hamilton Mfg. Co. will be held at the Company's office in the City of Two Rivers, Wisconsin, on the third Monday, being the nineteenth day of January, A. D., 1925, at two o'clock P. M. of that day.

Yours truly,

A handwritten signature in blue ink, appearing to read "Howard L. Leland". The signature is fluid and cursive, with the first name "Howard" being more prominent.

Secretary



## ANNUAL MEETING OF STOCKHOLDERS

Two Rivers, Wisconsin  
January 19, 1925

The annual meeting of the common stockholders of The Hamilton Manufacturing Company was held in the offices of the company in the City of Two Rivers, Wisconsin, at the hour of 2 o'clock P. M. on the above date, pursuant to notice thereof mailed to each of the holders of the Common Stock of the company more than ten days prior to said date. The notice of the annual meeting as sent to all the holders of Common Stock was in the words and figures following:

"TO THE COMMON STOCKHOLDERS OF  
THE HAMILTON MANUFACTURING COMPANY:

Dear Sir:

You are hereby notified that a regular meeting of the stockholders of The Hamilton Mfg. Co. will be held at the Company's office in the City of Two Rivers, Wisconsin, on the third Monday, being the nineteenth day of January, A. D., 1925, at two o'clock P. M. of that day.

Dated: Two Rivers, Wisconsin, January 9, 1925.

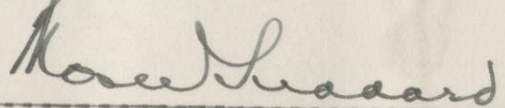
Yours truly,

Thos. W. Suddard  
Secretary"

The meeting was called to order by H. C. Gowran, Vice President; Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll the following stockholders were found to be present: H. C. Gowran and Thos. W. Suddard.

There being no quorum present, on motion the meeting was adjourned to Saturday, March 14, 1925, at 7 o'clock P. M.

  
Secretary



TO THE COMMON STOCKHOLDERS OF THE HAMILTON MFG. CO.

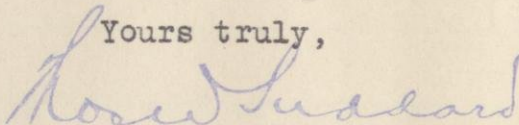
Two Rivers, Wisconsin

February 23, 1925

Dear Sir:

The annual meeting of the stockholders of The Hamilton Manufacturing Co., which was held on the 19th day of January, A. D., 1925, and adjourned, has now been set for Saturday, March 14, 1925, at seven o'clock P. M.

Yours truly,



Secretary

Two Rivers, Wisconsin

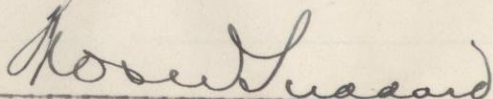
March 14, 1925

The annual meeting of the stockholders of The Hamilton Manufacturing Company, called for January 19 and adjourned to March 14, was reconvened at the Company's office at the hour of 7 o'clock P. M. on this 14th day of March, 1925.

The meeting was called to order by H. C. Gowran, Vice President: Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll of the stockholders the following were found to be present: H. C. Gowran and Thos. W. Suddard.

There being no quorum present, on motion the meeting was adjourned to Saturday, March 28, 1925, at 7 o'clock P. M.



Secretary



TO THE COMMON STOCKHOLDERS OF THE HAMILTON MFG. CO.

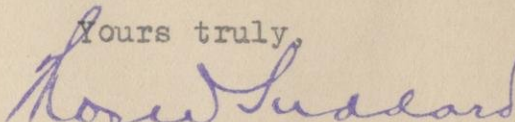
Two Rivers, Wisconsin

March 11, 1925

Dear Sir:

Owing to the absence of several of the officers of the Company from the city, the annual meeting of the stockholders, which was called for March 14, will be postponed until Saturday, March 28, 1925, at 7 o'clock P. M.

Yours truly,



Secretary

Two Rivers, Wisconsin

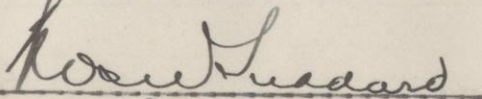
March 28, 1925

The annual meeting of the stockholders of The Hamilton Manufacturing Company, called for March 14 and adjourned to March 28, was reconvened at the company's office at the hour of 7 o'clock P. M. on this 28th day of March, 1925.

The meeting was called to order by H. C. Gowran,  
Vice President: Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll of the stockholders the following were found to be present: H. C. Gowran and Thos. W. Suddard.

There being no quorum present, on motion the meeting was adjourned to Tuesday, April 14, 1925, at 5 o'clock P. M.



Secretary



TO THE COMMON STOCKHOLDERS OF THE HAMILTON MFG. CO.

Two Rivers, Wisconsin

April 14, 1925

Dear Sir:

The annual meeting of the stockholders of The Hamilton Manufacturing Co., having been postponed from the date previously set, will be held on this 14th day of April, 1925, at 5 o'clock P. M.

Yours truly,

*Thos. W. Suddard*  
Secretary

ANNUAL MEETING OF STOCKHOLDERS

Two Rivers, Wisconsin

April 14, 1925

The annual meeting of the common stockholders of The Hamilton Manufacturing Company called for and originally convened on January 19, 1925, at 2 o'clock P. M. in the office of the Company, and adjourned from time to time to this date, was reconvened at the Company's office at the hour of 5 o'clock P. M. on this 14th day of April, 1925.

The meeting was called to order by Geo. S. Hamilton, President; Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll it appeared that the following named stockholders owning the number of shares of Common Stock of the Company set opposite their respective names below, were present:



*leaf Bone*

Guido Berger - - - - -	150	shares
F. M. Bouda - - - - -	200	"
W. Beduhn - - - - -	100	"
A. Clusen - - - - -	300	"
W. G. Dickson - - - - -	200	"
E. P. Fronk - - - - -	100	"
A. Geimer - - - - -	200	"
H. C. Gowran - - - - -	4697.25	"
Geo. S. Hamilton - - - - -	7805.85	"
Edw. P. Hamilton - - - - -	2000	"
Chas. Hansen - - - - -	150	"
H. Henrickson - - - - -	300	"
F. Hess - - - - -	150	"
F. Kracha - - - - -	100	"
C. Kamm - - - - -	150	"
J. Jaklin - - - - -	100	"
C. Krause - - - - -	150	"
A. H. Lohman - - - - -	650	"
H. Rowley - - - - -	1979.30	"
J. Rudie - - - - -	150	"
R. Scheuer - - - - -	500	"
J. Smith - - - - -	150	"
T. W. Suddard - - - - -	3457.6	"

A quorum being found present, further proceedings were had as follows:

Minutes of the last annual meeting and of all stockholders meetings during the year 1924 were read and approved.

The Treasurer presented his financial statement of the business and property of the corporation covering the year 1924, including his statement of resources and liabilities and losses and gains during said year, which statement was read to the meeting and on motion duly carried and approved and a verified copy thereof filed with the Secretary and the original verified statement retained in the office of the Treasurer.

The Secretary reported orally that there had been no business transactions requiring any report by him other than recorded in the minutes of the stockholders already read.

Voted that the Secretary's oral report be accepted.

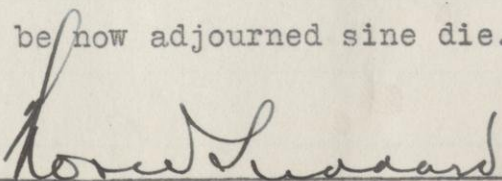
The President then presented to the meeting a detailed comparison of figures relating to the cost of operating and a general discussion of the financial statement followed.

Voted that the meeting proceed to elect by ballot five Directors for the ensuing year.

A ballot being taken pursuant to said vote, the following named persons were unanimously re-elected to hold their offices as Directors of the corporation for the ensuing year or until their successors had been elected.

J. E. Hamilton  
Geo. S. Hamilton  
H. C. Gowran  
Thos. W. Suddard  
H. Rowley

Voted that this meeting be now adjourned sine die.

  
Secretary



TO THE COMMON STOCKHOLDERS OF THE HAMILTON MFG. CO.

Two Rivers, Wisconsin

January 2, 1926

Dear Sir:

You are hereby notified that a regular meeting of the stockholders of The Hamilton Mfg. Co. will be held at the Company's office in the City of Two Rivers, Wisconsin, on the third Monday, being the eighteenth day of January, A. D., 1926, at two o'clock P. M. of that day.

Yours truly,

*Robert Suddard*

Secretary

ANNUAL MEETING OF STOCKHOLDERS

Two Rivers, Wisconsin  
January 18, 1926

The annual meeting of the common stockholders of The Hamilton Manufacturing Company was held in the offices of the company in the City of Two Rivers, Wisconsin, at the hour of 2 o'clock P. M. on the above date, pursuant to notice thereof mailed to each of the holders of the Common Stock of the company more than ten days prior to said date. The notice of the annual meeting as sent to all the holders of Common Stock was in the words and figures following:



"TO THE COMMON STOCKHOLDERS OF  
THE HAMILTON MANUFACTURING COMPANY:

Dear Sir:

You are hereby notified that a regular meeting of the stockholders of The Hamilton Mfg. Co. will be held at the Company's office in the City of Two Rivers, Wisconsin, on the third Monday, being the eighteenth day of January, A. D., 1926, at two o'clock P. M. of that day.

Dated: Two Rivers, Wisconsin, January 2, 1926.

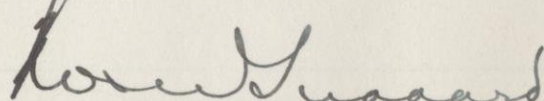
Yours truly,

Thos. W. Suddard  
Secretary"

The meeting was called to order by H. C. Gowran, Vice President; Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll the following stockholders were found to be present: H. C. Gowran and Thos. W. Suddard.

There being no quorum present, on motion the meeting was adjourned to Monday, March 8, 1926, at 7 o'clock P. M.

  
Secretary



TO THE COMMON STOCKHOLDERS OF THE HAMILTON MFG. CO.

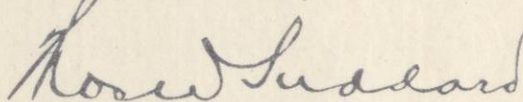
Two Rivers, Wisconsin

March 2, 1926

Dear Sir:

The annual meeting of the stockholders of  
The Hamilton Manufacturing Co., having been postponed from the date previously set, will be held  
on the 8th day of March, 1926 at 7 o'clock P. M.

Yours truly,

A handwritten signature in dark ink, appearing to read "Howard Suddard". The signature is written in a cursive style with a large, looping initial "H".

Secretary



ANNUAL MEETING OF STOCKHOLDERS

Two Rivers, Wisconsin

March 8, 1926

The annual meeting of the common stockholders of The Hamilton Manufacturing Company called for and originally convened on January 18, 1926, at 2 o'clock P. M. in the office of the Company, and adjourned to this date, was reconvened at the Company's office at the hour of 7 o'clock P. M. on this 8th day of March, 1926.

The meeting was called to order by Geo. S. Hamilton, President; Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll it appeared that the following named stockholders owning the number of shares of Common Stock of the Company set opposite their respective names below, were present:

Guido Berger - - - - -	150	shares
F. M. Bouda - - - - -	200	
W. Beduhn - - - - -	100	
A. Clusen - - - - -	300	
W. G. Dickson - - - - -	200	
A. Geimer - - - - -	200	
H. C. Gowran - - - - -	4672.25	
Geo. S. Hamilton - - - - -	7760.85	
Edw. P. Hamilton - - - - -	2000	
Chas. Hansen - - - - -	150	
H. Henrickson - - - - -	300	
F. Hess - - - - -	150	
F. Kracha - - - - -	150	
C. Kamm - - - - -	150	
J. Jaklin - - - - -	100	
F. Kaufman - - - - -	200	
C. Krause - - - - -	150	
A. Lodl - - - - -	150	
A. H. Lohman - - - - -	650	
A. L. Nash - - - - -	500	
H. Rowley - - - - -	1969.30	
J. Rudie - - - - -	150	
R. Scheuer - - - - -	500	
John Smith - - - - -	150	
Geo. Smongeski - - - - -	150	
T. W. Suddard - - - - -	3437.6	

A quorum being found present, further proceedings were had as follows:

Minutes of the last annual meeting and of all stockholders meetings during the year 1925 were read and approved.

The Treasurer presented his financial statement of the business and property of the corporation covering the year 1925,



including his statement of resources and liabilities and losses and gains during said year, which statement was read to the meeting and on motion duly carried and approved and a verified copy thereof filed with the Secretary and the original verified statement retained in the office of the Treasurer.

The Secretary reported orally that there had been no business transactions requiring any report by him other than recorded in the minutes of the stockholders already read.

Voted that the Secretary's oral report be accepted.

The President then presented to the meeting a detailed comparison of figures relating to the cost of operating and a general discussion of the financial statement followed.

Voted that the meeting proceed to elect by ballot five Directors for the ensuing year.

A ballot being taken pursuant to said vote, the following named persons were unanimously re-elected to hold their offices as Directors of the corporation for the ensuing year or until their successors had been elected.

J. E. Hamilton  
Geo. S. Hamilton  
H. C. Gowran  
Thos. W. Suddard  
H. Rowley

By direction of the President, the Secretary read to the stockholders the minutes of a meeting of the Board of Directors held on February 17, 1926, and the President called the particular attention of the stockholders to the resolutions of the directors adopted at said meeting, whereby the directors approved of a plan of reorganization for The Hamilton Manufacturing Company. The President further stated to the stockholders that if they also approved the plan of reorganization, it would be in order to pass resolutions in this annual stockholders' meeting to that effect, and also to have the resolutions include power to the officers and directors of the Company to carry through the reorganization plan and to convey the assets of The Hamilton Manufacturing Company to the other corporation that would be a party to the reorganization, viz: the new corporation just recently organized under the name of "Hamilton Manufacturing Company". After discussion, the following resolution was offered by E. P. Hamilton:

WHEREAS, there have been presented and read to the stockholders of The Hamilton Manufacturing Company, at their annual meeting held on this date, certain resolutions of the Board of Directors of said Company adopted by said directors on February 17, 1926, whereby said directors approved a plan for reorganizing the Company; and

WHEREAS the stockholders of the Company have examined and considered said resolutions of the directors, and have fully discussed the plan of reorganization therein set forth; now therefore

RESOLVED, by the stockholders of The Hamilton Manufacturing Company (meaning the holders of the common stock of said Company, common stock only having voting power), that the resolutions of the directors above referred to be, and the same hereby are, in all respects approved and confirmed by the stockholders, and that the plan of reorganization set forth in



said resolutions of the directors be, and the same hereby is, approved by the stockholders.

RESOLVED FURTHER, that the directors and officers of The Hamilton Manufacturing Company be, and they hereby are, authorized and directed to take such action that said The Hamilton Manufacturing Company shall be a party to the reorganization hereinbefore referred to and that the said reorganization shall be carried through to completion, in all respects as outlined by said resolutions of said Board of Directors, adopted at their said meeting on February 17, 1926.

RESOLVED FURTHER, that in carrying out the terms of said last mentioned resolutions of the Board of Directors, in the matter of such reorganization, and in carrying out the terms of these present resolutions of the stockholders, the directors and officers of said The Hamilton Manufacturing Company be, and they hereby are, authorized and directed to sell, assign, transfer and convey to the new corporation called "Hamilton Manufacturing Company" (being the new corporation which the directors, at their said meeting of February 17, 1926, resolved to have created and organized for the purpose of becoming the other party to the reorganization), all of the assets, property and good will of The Hamilton Manufacturing Company, on condition that said new corporation assume and agree to pay all of the present indebtedness of The Hamilton Manufacturing Company; and said officers and directors of The Hamilton Manufacturing Company are further authorized, directed and required to take and receive from said new corporation its preferred stock, common stock, first mortgage bonds and debentures in payment for the assets, property and good will of said The Hamilton Manufacturing Company, to the amount and in the denominations particularly set forth and described in said resolutions of the Board of Directors adopted February 17, 1926.

RESOLVED FURTHER, that after the transfer of the assets, property and good will of The Hamilton Manufacturing Company to said new corporation, and the delivery by said new corporation of its securities in payment therefor, the said The Hamilton Manufacturing Company or its stockholders being thereby placed in control of the new corporation, the directors and officers of said The Hamilton Manufacturing Company be, and they hereby are, authorized and directed to distribute the securities of the new corporation so received, and to make such distribution to the preferred stockholders and the common stockholders of said The Hamilton Manufacturing Company as follows: to deliver the preferred stock of said new corporation to the preferred stockholders of The Hamilton Manufacturing Company in exchange for the latter's preferred stock of said The Hamilton Manufacturing Company, share for share; and to deliver to the common stockholders of said The Hamilton Manufacturing Company the bonds, debentures and common stock of the new corporation in the following proportions: bonds of the par value of forty per cent. of the par value of the common stock of The Hamilton Manufacturing Company now owned by each common stockholder of said last mentioned Company, and debentures of the par value of twelve per cent. of the par value of the said common stock (of the Old Company) now held, and common stock of the New Company of the par value of forty-eight per cent. of the par value of the said common stock (of the Old Company) now held: it being understood that

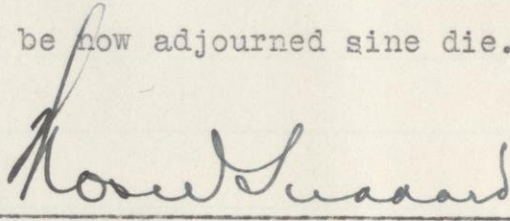


the common stock of said new corporation will be no-par-value common stock, but that it will be issued at a declared valuation of \$100 per share, which is the equivalent of the par value of the common stock of said The Hamilton Manufacturing Company.

RESOLVED FURTHER, by the said stockholders of The Hamilton Manufacturing Company, that the general officers of said The Hamilton Manufacturing Company be, and they hereby are, authorized and empowered to execute in their official capacity all necessary deeds, bills of sale, contracts and instruments of conveyance for the transfer of the assets, property and good will of said The Hamilton Manufacturing Company to said new corporation, and to deliver the same from time to time to said new corporation, and to do all other things necessary or requisite for the purpose of completing the said plan of reorganization.

Adopted by the following votes: Ayes 24,590 votes;  
noes, none.

Voted that this meeting be now adjourned sine die.

  
Secretary







P R O X Y

KNOW ALL MEN BY THESE PRESENTS, that I, Harry Rowley, being the owner of one hundred shares of the capital stock of The Hamilton Manufacturing Company, a Wisconsin corporation, hereby constitute and appoint W. G. Dickson and H. C. Gowran, or either of them, my attorney and proxy to appear for and represent me at a special meeting of The Hamilton Manufacturing Company to be held on September 18, 1928, at two o'clock P. M. at the office of the company in the city of Two Rivers, Wisconsin, for the purpose of considering and voting upon a proposal to dissolve said company, and I hereby grant them, or either of them, power and authority in my name and stead to vote the stock held by me, at the special meeting above mentioned, for all purposes, and especially upon said dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5<sup>th</sup> day of September, 1928.

Harry Rowley (SEAL)

In presence of:

W. G. Dickson



Sept. 5, 1928.

To the Stockholders of The Hamilton Manufacturing Company:

PLEASE TAKE NOTICE that a special meeting of the stockholders of The Hamilton Manufacturing Company is hereby called to be held on September 18, 1928, at two o'clock P. M. at the offices of the company in the city of Two Rivers, Wisconsin, for the purpose of considering and voting upon a proposal to dissolve said company.

THOMAS W. SUDDARD,

Secretary.

The undersigned admits due service of the above notice this 5<sup>th</sup> day of September, 1928.

Harry Rowley



10

September 5, 1928

To the Stockholders of The Hamilton Manufacturing Company:

PLEASE TAKE NOTICE that a special meeting of the stockholders of The Hamilton Manufacturing Company is hereby called, to be held on September 18, 1928, at two o'clock P. M. at the offices of the company in the city of Two Rivers, Wisconsin, for the purpose of considering and voting upon a proposal to dissolve said company.

THOMAS W. SUDDARD,  
Secretary.

The undersigned admits due service of the above notice this 5<sup>th</sup> day of September, 1928.

Robert H. Suddard



September 5, 1928

To the Stockholders of The Hamilton Manufacturing Company:

PLEASE TAKE NOTICE that a special meeting of the stockholders of The Hamilton Manufacturing Company is hereby called, to be held on September 18, 1928, at two o'clock P. M. at the offices of the company in the city of Two Rivers, Wisconsin, for the purpose of considering and voting upon a proposal to dissolve said company.

THOMAS W. SUDDARD,

Secretary.

The undersigned admits due service of the above notice this 5th day of September, 1928.

H. Gauran



September 5, 1928.

To the Stockholders of The Hamilton Manufacturing Company:

PLEASE TAKE NOTICE that a special meeting of the stockholders of The Hamilton Manufacturing Company is hereby called to be held on September 18, 1928, at two o'clock P. M. at the offices of the company in the city of Two Rivers, Wisconsin, for the purpose of considering and voting upon a proposal to dissolve said company.

THOMAS W. SUDDARD,

Secretary.

The undersigned admits due service of the above notice this 5th day of September, 1928.

Geo Hamilton.



Two Rivers, Wisconsin.

September 18, 1928.

A special meeting of the common stockholders of The Hamilton Manufacturing Company, was held on the above date, at two o'clock P. M. at the offices of the company, pursuant to notice sent by the Secretary to all stockholders under date of September 5<sup>th</sup>, 1928, the purpose of the meeting being to consider and vote upon a proposal for the dissolution of the company.

The meeting was called to order by George S. Hamilton, President; T. W. Suddard, Secretary, present and acting as such.

On calling the roll it appeared that all of the stockholders, owning the number of shares of the company set opposite their respective names below, were present in person or by proxy:

George S. Hamilton (in person)....	100 shares
T. W. Suddard, (in person).....	100 "
H. C. Gowran, (in person).....	100 "
H. Rowley (by his proxy, H. C. Gowran).....	100 "

A quorum being present further proceedings were had as follows:

The president made a statement to the stockholders substantially as follows:

On or about March 1st, 1926, The Hamilton Manufacturing Company, went through a reorganization and transferred all of its assets to Hamilton Manufacturing Company in exchange for all of the stock and certain bonds and debentures of the latter company. Since the date of reorganization, The Hamilton Manufacturing Company has been kept alive as a going corporation for two reasons, viz:



- (1) To await the coming of age of John Sweeney Hamilton, so that he might transfer his holdings on the same terms as the other stockholders.
- (2) To await the outcome of the suit of The Hamilton Manufacturing Company against the United States Government for the recovery of income taxes.

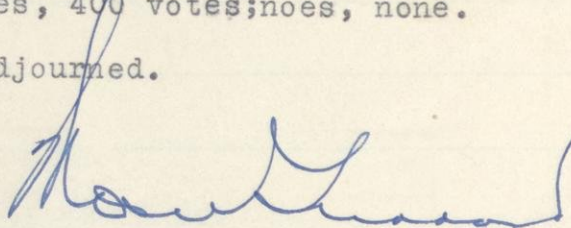
Both of these matters being now cleared up there is no apparent reason for keeping The Hamilton Manufacturing Company alive as a going concern.

Mr. H. C. Gowran offered the following resolution.

RESOLVED that The Hamilton Manufacturing Company, a corporation organized under the laws of the state of Wisconsin and located at Two Rivers, Wisconsin, be and the same is hereby dissolved.

After due discussion the foregoing resolution was adopted by the unanimous vote of the stockholders, the votes being as follows: Ayes, 400 votes; noes, none.

On motion the meeting adjourned.



Secretary



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