



LIBRARIES

UNIVERSITY OF WISCONSIN-MADISON

[Hamilton Manufacturing Company Article of Incorporation]. 1924-1936

Two Rivers, Wisconsin: J.E. Hamilton Holly Wood Type Company, 1924-1936

<https://digital.library.wisc.edu/1711.dl/7M5XU6NIJJPY8E>

Based on date of publication, this material is presumed to be in the public domain.

For information on re-use see:

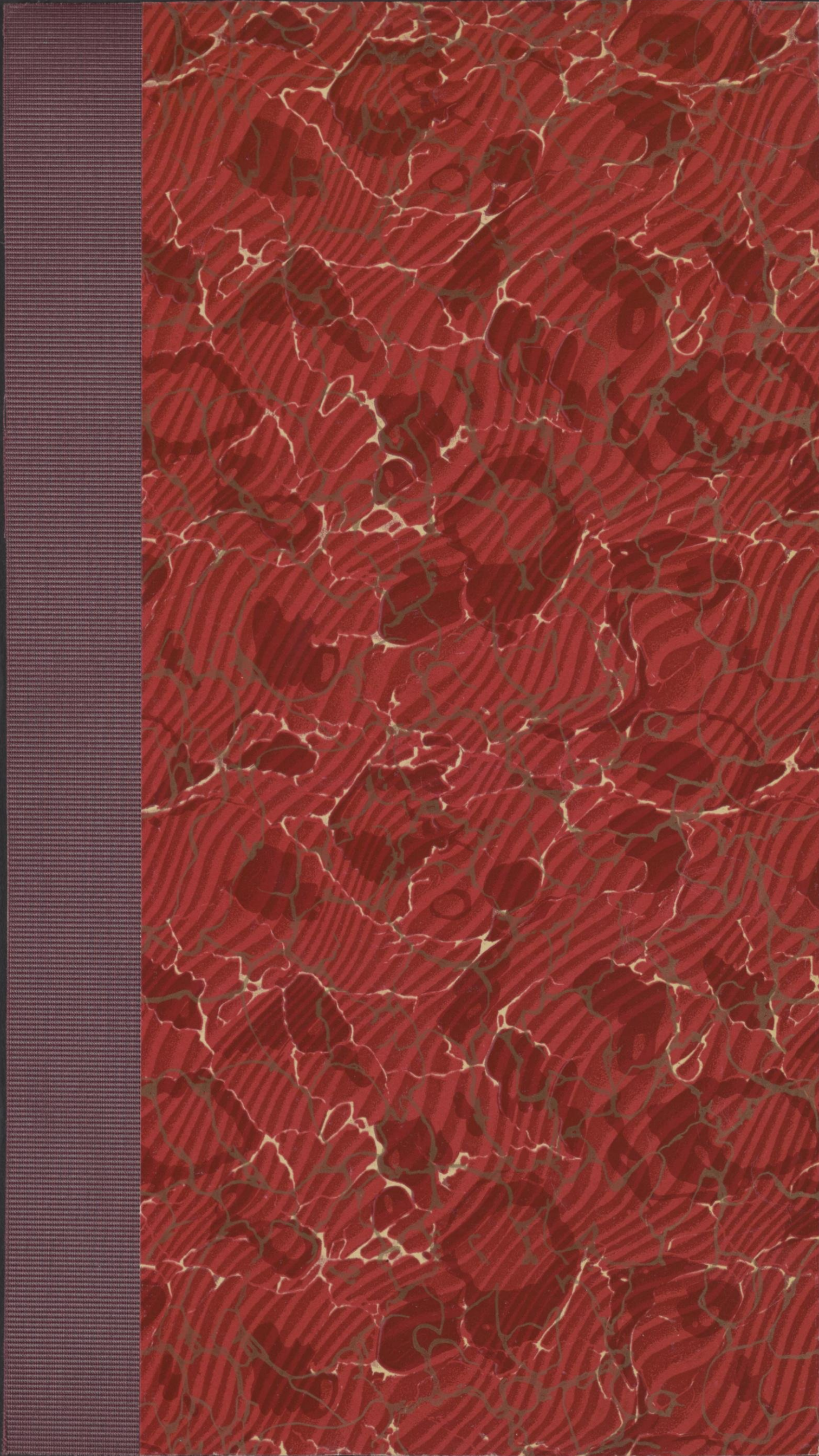
<http://digital.library.wisc.edu/1711.dl/Copyright>

The libraries provide public access to a wide range of material, including online exhibits, digitized collections, archival finding aids, our catalog, online articles, and a growing range of materials in many media.

When possible, we provide rights information in catalog records, finding aids, and other metadata that accompanies collections or items. However, it is always the user's obligation to evaluate copyright and rights issues in light of their own use.

HAMILTON
FOUNDATION
INCORPORATED





Pages 1-4. - Copy Articles of Incorporation
" 5-14 Minutes of First Meeting of Incorporators
" 15-18 Minutes of First Meeting of Directors
" 19 and following: - Minutes of Meetings of
Members and Directors

Page 9 - By-Laws.



TO ALL TO WHOM THESE PRESENTS SHALL COME:

I, FRED R. ZIMMERMAN, Secretary of State
of the State of Wisconsin, do hereby certify that on the thirteenth
day of November A. D. 1924, there was filed in the Depart-
ment of State an instrument in writing, purporting to be Articles
of Association, with a view of forming a corporation to be known as
HAMILTON FOUNDATION INCORPORATED
without Capital Stock, the business and purpose of which being the
conduct and maintenance of a charitable institution; to promote and aid
education in schools, colleges and universities; etc.

and a certificate having been filed in this Department to the effect that
said Articles were recorded in the office of the Register of Deeds of
Manitowoc County, Wisconsin, on the fourteenth
day of November A. D. 1924.

Therefore, the State of Wisconsin does hereby grant unto the
said corporation the powers and privileges conferred by Chapter ¹⁸⁰~~86~~ of
the Wisconsin Statutes for the purposes above stated and in accordance
with the said Articles of Association.



In Witness Whereof, I have hereunto
set my hand and affixed my official seal at the
Capitol in the City of Madison, this
seventeenth day of November A. D. 1924.

Fred R. Zimmerman
Secretary of State.

✓ 163178 ✓

Verified Copy of

ARTICLES OF INCORPORATION

of

HAMILTON FOUNDATION INCORPORATED

Register's Office } S. S.
MANITOWOC COUNTY, WIS. }

Received for Record the 14
day of Nov. A. D. 1924
at 3¹⁵ o'clock P. M., and recorded in
Vol. 7 of Corp. on page 313

Edw. T. Eggen
Register

7
chg 2⁵⁰
nn + L.

United States of America

State of Wisconsin, } ss.
Department of State }

To All Whom These Presents Shall Come, Greeting:

I, FRED R. ZIMMERMAN, Secretary of State of the State of Wisconsin, do hereby certify that a duly verified copy of the original Articles of Organization of the.....

HAMILTON FOUNDATION INCORPORATED.....

of which the hereto attached is a like verified copy, was on the.....13th.....day of November.....
A. D. 19...24..., accepted and filed in the Department of State.

In Testimony Whereof, I have hereunto set my hand and affixed

my official seal at the Capitol, in the city

of Madison, this.....13th.....day

of November.....A. D. 19...24

Lancelot A. Gordon
Assistant Secretary of State



and of other states.

Article Second. The name of said corporation shall be HAMILTON ^{Foundation} ~~CHARITIES~~ INCORPORATED, and its location shall be in the City of Two Rivers, County of Manitowoc, State of Wisconsin.

Article Third. This corporation is organized without capital stock, and no part of the principal or income thereof shall ever inure to the benefit of any member thereof, and no dividend or pecuniary profits shall ever be declared or paid to the members thereof.

Article Fourth. The general officers of said corporation shall be a president, vice-president, secretary and treasurer, and the Board of Directors shall consist of five members. The offices of secretary and treasurer may be held by the same person.

Article Fifth. The principal duties of the president shall be to preside at all meetings of the Board of Directors and

KNOW ALL MEN BY THESE PRESENTS, that the undersigned adult residents of the State of Wisconsin, do hereby make, sign and agree to the following

ARTICLES OF INCORPORATION

Article First. The undersigned have associated, and do hereby associate themselves together for the purpose of forming a corporation under the provisions of Chapter 180 of the Wisconsin Statutes and the acts amendatory thereof and supplementary thereto, the business and purposes of which corporation shall be the conduct and maintenance of a charitable institution, or of charitable institutions, of the broadest charitable and educational character; the promoting and aiding of education in schools, colleges and universities; the furnishing of charitable and educational aid to the needy and worthy, and the carrying out of other charitable purposes, particularly for the mental, moral and physical improvement of inhabitants of the State of Wisconsin and of other states.

Article Second. The name of said corporation shall be HAMILTON ^{Foundation} ~~CHARITIES~~ INCORPORATED, and its location shall be in the City of Two Rivers, County of Manitowoc, State of Wisconsin.

Article Third. This corporation is organized without capital stock, and no part of the principal or income thereof shall ever inure to the benefit of any member thereof, and no dividend or pecuniary profits shall ever be declared or paid to the members thereof.

Article Fourth. The general officers of said corporation shall be a president, vice-president, secretary and treasurer, and the Board of Directors shall consist of five members. The offices of secretary and treasurer may be held by the same person.

Article Fifth. The principal duties of the president shall be to preside at all meetings of the Board of Directors and

at all meetings of the members; to sign in behalf of the corporation all deeds, mortgages, instruments of conveyance, contracts, certificates of ~~stock~~^{membership}, and other documents requiring such signature, and to have a general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of the absence or disability, for any cause whatever, of the latter.

The principal duties of the secretary shall be to countersign all deeds, mortgages and instruments of conveyance executed by the corporation, affix the seal of the corporation thereto, and to such other papers as shall be required to be sealed, and to keep a record of the proceedings of the Board of Directors and a record of the proceedings of the members, and to keep safely and systematically all books, papers, records and documents belonging to the corporation, or in any wise pertaining to the business or operations thereof.

The principal duties of the treasurer shall be to keep and account for all moneys, credits and property, of any and every nature, of the corporation, which shall come into his hands, and keep an accurate account of all moneys received and disbursed, and proper vouchers for moneys disbursed, and to render such accounts, statements and inventories of moneys received and disbursed, and of money and property on hand, and generally of all matters pertaining to this office, as shall be required by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interests of the corporation.

The said officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the by-laws.

Article Sixth. The incorporators shall choose the original members of the corporation, and additional members may be elected or accepted from time to time by unanimous vote or written consent of the then members of the corporation. The membership of any person may be terminated by his resignation, or by the unanimous vote or written direction of all the other members of the corporation. All right and interest of each member in the estate, property, privileges and franchises belonging to said corporation shall cease at his death or when his membership shall otherwise be terminated. Membership shall be personal and the membership or rights of a member shall not be assigned or transferred in any manner.

Article Seventh. By-laws for the further government of the corporation and its members may be adopted by majority vote of the members, if not inconsistent with these articles of incorporation or with the Statutes of Wisconsin; and such by-laws may be amended from time to time by a like majority vote of said members.

Article Eighth. Said corporation shall have all of the usual powers of corporations under the Statutes of Wisconsin with reference to the acquiring of real and personal property, by purchase, gift, devise or bequest, or otherwise; with reference to holding and managing the same, and with reference to the sale or other disposition thereof. Said corporation, although required by these articles to maintain its principal office in the State of Wisconsin, may maintain offices and own and operate property, for charitable purposes, outside of the State of Wisconsin.

Article Ninth. In the event of the dissolution of the corporation, all the assets and estate of the corporation after payment and discharge of its debts, obligations and liabilities, shall be used for such charitable or educational pur-

poses or transferred to such charitable or educational institutions as said corporation prior to its dissolution, or its legal administrators after its dissolution, shall direct.

Article Tenth. The following time and place are hereby fixed for the first meeting of the incorporators for the election of officers and directors: on the 20th day of November, 1924, at two o'clock, P M., at the office of The Hamilton Manufacturing Company at the City of Two Rivers, Manitowoc County, Wisconsin.

Article Eleventh. These articles may be amended by resolution setting forth such amendment or amendments, adopted at any meeting of the members by a vote of at least one-half of all of such members; but no such amendment shall change substantially the original purposes of said corporation.

Article Twelfth. The names and residences of the persons forming this corporation are:

J. E. Hamilton, Two Rivers, Wisconsin,
Etta Hamilton, Two Rivers, Wisconsin,
George S. Hamilton, Two Rivers, Wisconsin,
H. C. Gowran, Two Rivers, Wisconsin,
T. W. Suddard, Two Rivers, Wisconsin.

IN WITNESS WHEREOF we have hereunto set our hands and seals, at the City of Two Rivers aforesaid, this 6th day of November, 1924.

J. E. Hamilton (Seal)

Signed In Presence Of:

Etta Hamilton (Seal)

C. Krause

Geo. S. Hamilton (Seal)

Lillie Lahey
LAHEY

H. C. Gowran (Seal)

Thos. W. Suddard (Seal)

State of Wisconsin,)
Manitowoc County,) SS.

Personally came before me this 6th day of November, 1924, the above named J. E. Hamilton, Etta Hamilton, George S. Hamilton, H. C. Gowran and T. W. Suddard, to me known to be the persons who executed the foregoing instrument, and acknowledged the same.

(Notarial
Seal)

A. H. Lohman
Notary Public, Manitowoc County, Wisconsin.

My commission expires Mar 25 - 1925

State of Wisconsin,)
Manitowoc County,) SS.

J. E. Hamilton and Thomas W. Suddard, being each duly sworn, deposes and each for himself says that he is one of the original signers of the declaration and articles of which the foregoing is a copy, and that the above and foregoing is a true, correct and complete copy of such original declaration and articles and of the whole thereof.

Severally subscribed and
severally sworn to before
me this 10 day of November,
A. D. 1924.

J. E. Hamilton
Thomas W. Suddard

A. H. Lohman
Notary Public, Manitowoc County,
Wisconsin.

My commission expires Mar 25-1925

WENTWORTH COUNTY
STATE OF MISSISSIPPI

22

ARTICLES OF INCORPORATION

of

FOUNDATION

HAMILTON ~~CHARITIES~~ INCORPORATED

KNOW ALL MEN BY THESE PRESENTS, that the undersigned adult residents of the State of Wisconsin, do hereby make, sign and agree to the following

ARTICLES OF INCORPORATION

Article First. The undersigned have associated, and do hereby associate themselves together for the purpose of forming a corporation under the provisions of Chapter 180 of the Wisconsin Statutes and the acts amendatory thereof and supplementary thereto, the business and purposes of which corporation shall be the conduct and maintenance of a charitable institution, or of charitable institutions, of the broadest charitable and educational character; the promoting and aiding of education in schools, colleges and universities; the furnishing of charitable and educational aid to the needy and worthy, and the carrying out of other charitable purposes, particularly for the mental, moral and physical improvement of inhabitants of the State of Wisconsin and of other states.

Article Second. The name of said corporation shall be ^{Foundation} HAMILTON ~~CHARITIES~~ INCORPORATED, and its location shall be in the City of Two Rivers, County of Manitowoc, State of Wisconsin.

Article Third. This corporation is organized without capital stock, and no part of the principal or income thereof shall ever inure to the benefit of any member thereof, and no dividend or pecuniary profits shall ever be declared or paid to the members thereof.

Article Fourth. The general officers of said corporation shall be a president, vice-president, secretary and treasurer, and the Board of Directors shall consist of five members. The offices of secretary and treasurer may be held by the same person.

Article Fifth. The principal duties of the president shall be to preside at all meetings of the Board of Directors and

at all meetings of the members; to sign in behalf of the corporation all deeds, mortgages, instruments of conveyance, contracts, ~~certificates of stock~~ ^{certificates of membership}, and other documents requiring such signature, and to have a general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of the absence or disability, for any cause whatever, of the latter.

The principal duties of the secretary shall be to countersign all deeds, mortgages and instruments of conveyance executed by the corporation, affix the seal of the corporation thereto, and to such other papers as shall be required to be sealed, and to keep a record of the proceedings of the Board of Directors and a record of the proceedings of the members, and to keep safely and systematically all books, papers, records and documents belonging to the corporation, or in any wise pertaining to the business or operations thereof.

The principal duties of the treasurer shall be to keep and account for all moneys, credits and property, of any and every nature, of the corporation, which shall come into his hands, and keep an accurate account of all moneys received and disbursed, and proper vouchers for moneys disbursed, and to render such accounts, statements and inventories of moneys received and disbursed, and of money and property on hand, and generally of all matters pertaining to this office, as shall be required by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interests of the corporation.

The said officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the by-laws.

Article Sixth. The incorporators shall choose the original members of the corporation, and additional members may be elected or accepted from time to time by unanimous vote or written consent of the then members of the corporation. The membership of any person may be terminated by his resignation, or by the unanimous vote or written direction of all the other members of the corporation. All right and interest of each member in the estate, property, privileges and franchises belonging to said corporation shall cease at his death or when his membership shall otherwise be terminated. Membership shall be personal and the membership or rights of a member shall not be assigned or transferred in any manner.

Article Seventh. By-laws for the further government of the corporation and its members may be adopted by majority vote of the members, if not inconsistent with these articles of incorporation or with the Statutes of Wisconsin; and such by-laws may be amended from time to time by a like majority vote of said members.

Article Eighth. Said corporation shall have all of the usual powers of corporations under the Statutes of Wisconsin with reference to the acquiring of real and personal property, by purchase, gift, devise or bequest, or otherwise; with reference to holding and managing the same, and with reference to the sale or other disposition thereof. Said corporation, although required by these articles to maintain its principal office in the State of Wisconsin, may maintain offices and own and operate property, for charitable purposes, outside of the State of Wisconsin.

Article Ninth. In the event of the dissolution of the corporation, all the assets and estate of the corporation after payment and discharge of its debts, obligations and liabilities, shall be used for such charitable or educational pur-

poses or transferred to such charitable or educational institutions as said corporation prior to its dissolution, or its legal administrators after its dissolution, shall direct.

Article Tenth. The following time and place are hereby fixed for the first meeting of the incorporators for the election of officers and directors: on the 20th day of November, 1924, at two o'clock, 9 M., at the office of The Hamilton Manufacturing Company at the City of Two Rivers, Manitowoc County, Wisconsin.

Article Eleventh. These articles may be amended by resolution setting forth such amendment or amendments, adopted at any meeting of the members by a vote of at least one-half of all of such members; but no such amendment shall change substantially the original purposes of said corporation.

Article Twelfth. The names and residences of the persons forming this corporation are:

J. E. Hamilton, Two Rivers, Wisconsin,
Etta Hamilton, Two Rivers, Wisconsin,
George S. Hamilton, Two Rivers, Wisconsin,
H. C. Gowran, Two Rivers, Wisconsin,
T. W. Suddard, Two Rivers, Wisconsin.

IN WITNESS WHEREOF we have hereunto set our hands and seals, at the City of Two Rivers aforesaid, this 6th day of November, 1924.

Signed In Presence Of:

C. Krause

Lillie Lohrey

J. E. Hamilton (Seal)

Etta Hamilton (Seal)

Geo. S. Hamilton (Seal)

H. C. Gowran (Seal)

T. W. Suddard (Seal)

State of Wisconsin,)
Manitowoc County,) SS.

Personally came before me this 6th day of November, 1924, the above named J. E. Hamilton, Etta Hamilton, George S. Hamilton, H. C. Gowran and T. W. Suddard, to me known to be the persons who executed the foregoing instrument, and acknowledged the same.

A. A. Polman
Notary Public, Manitowoc County, Wisconsin.

My commission expires Mar 25-1925

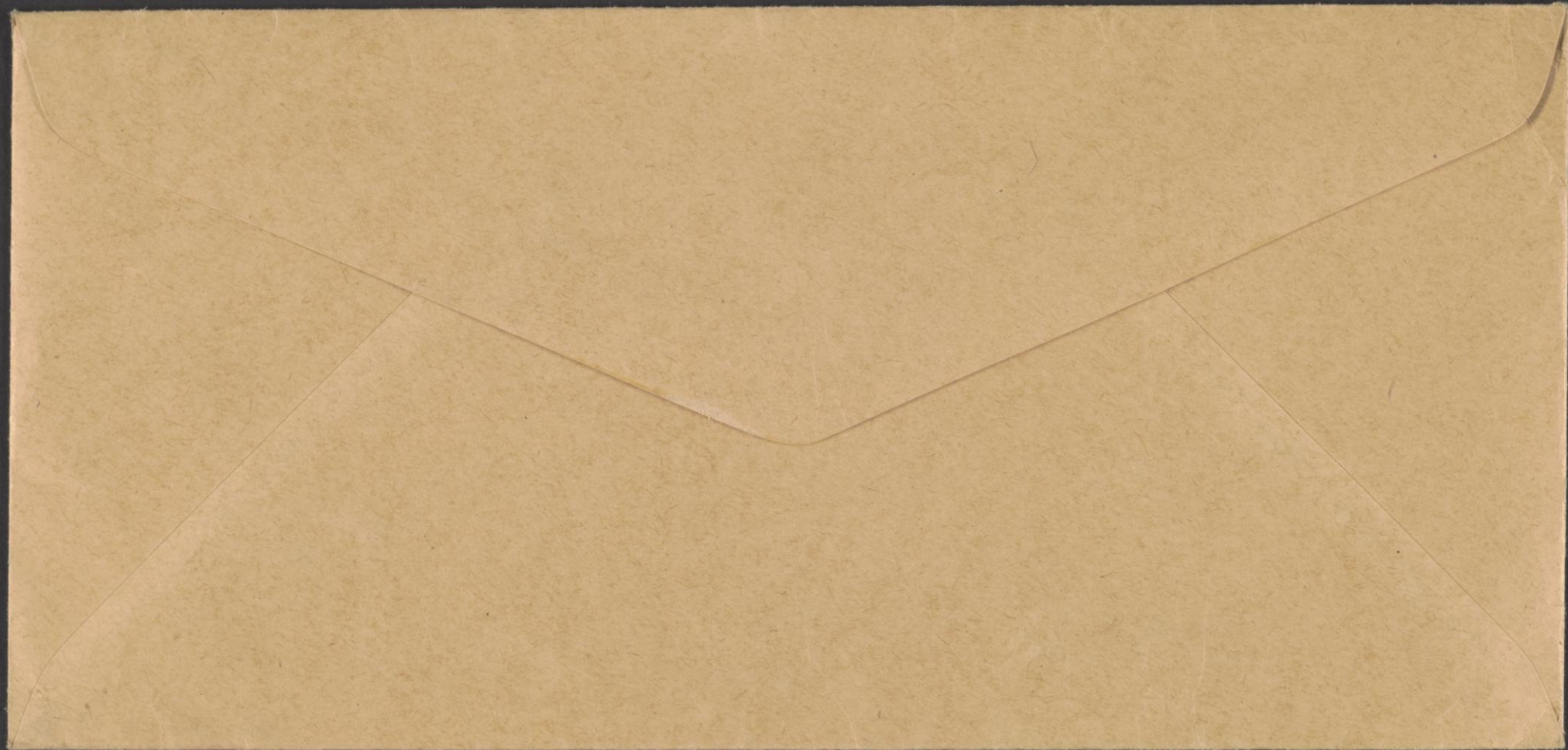
RETURN TO
THE HAMILTON MFG. CO.
MAIN OFFICE
TWO RIVERS, WIS.

Articles of Incorporation
Hamilton Foundation, Inc.

542

50
- 02
- 52
- 50

6009



✓ H ✓
228871

Dissolution

Register's Office
Manitowoc County, Wis. } ss.
Received for Record

JUN 19 1936

at 10:15 o'clock 9 A.M. and recorded in
Vol. 10 of Inc. on page 112

J. M. Zaharik Register

Nash & Nash

✓ \$1.00
chg

Dissolution

7-313

United States of America

State of Wisconsin, }
Department of State } SS.

To All to Whom These Presents Shall Come, Greeting:

I, THEODORE DAMMANN, Secretary of State of the State of Wisconsin, do hereby certify that a copy of Dissolution of the Articles of Organization of the _____

_____ Hamilton Foundation Incorporated _____

of which the hereto attached is a duplicate, was on the 18th day of June, A. D. 1936, accepted and filed in the Department of State.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal at the Capitol, in the city of Madison, this 18th day of June A. D. 1936.



Secretary of State.

This Copy Must be Recorded with the Register of Deeds.

the same is hereby dissolved.

CERTIFICATE OF DISSOLUTION

We further certify that the foregoing copy of said resolution is a full, true and correct copy of the original resolution

HAMILTON FOUNDATION INCORPORATED

A Wisconsin Corporation

IN WITNESS WHEREOF, we, the president and

At a special meeting of the members of Hamilton Foundation Incorporated, a corporation organized under the laws of the state of Wisconsin without capital stock, which meeting was duly convened and held by written consent of all of the members of said corporation and was so convened and held in accordance with the articles and by-laws of said corporation, the following resolution was duly adopted by the affirmative votes of five members of the corporation:

RESOLVED, that Hamilton Foundation Incorporated, a corporation organized under the laws of the state of Wisconsin without capital stock, and located at the city of Two Rivers, Wisconsin, be and the same is hereby dissolved.

STATE OF WISCONSIN, }
County of Manitowoc. } SS.

We, the undersigned, J. E. Hamilton, president, and W. G. Dickson, secretary, of Hamilton Foundation Incorporated, do hereby certify that the foregoing resolution dissolving the said corporation was duly adopted at a special meeting of the members of said corporation (said corporation being organized without capital stock), which special meeting was convened and held pursuant to law and to its articles and by-laws and by written consent of all of its members, and which special meeting was held at the principal office of said corporation at the city of Two Rivers, Wisconsin, on the 15th day of June, 1936. And we do further certify that the whole number of members of said corporation at the time of the holding of said special meeting was five; that all five members attended said special meeting, and that all five members


A MISCONANT COLBOLESTON
HAMILTON FOUNDATION INCORPORATED

OF
CERTIFICATE OF DISSOLUTION

voted in favor of said resolution, there being no votes against it.

We further certify that the foregoing copy of said resolution is a full, true and correct copy of the original resolution so adopted, and of the whole thereof.

IN WITNESS WHEREOF, we, the president and secretary of Hamilton Foundation Incorporated, have hereunto officially subscribed our names and have caused the corporate seal of said corporation to be hereto affixed this 15th day of June, 1936.


J. E. Hamilton

President.

W. G. Dickson

Secretary.

these persons officially appointed and named
secretary of Hamilton Foundation Incorporated

IN WITNESS WHEREOF we the president and
so adopted and of the above thereof

tion is a full true and correct copy of the original resolution

We further certify that the foregoing copy of said resolution
acted in favor of said resolution there being no votes against it

Minutes
of
Hamilton Foundation Incorporated

Members and Directors

Remove rod in front of book, take out the sheets to be typewritten and return rod to former position; place written sheets in back of book in consecutive order, and when all are written and thus filed the rods may be broken and the book locked.

McMILLAN BOOK CO.,
SYRACUSE, N. Y.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned adult residents of the State of Wisconsin, do hereby make, sign and agree to the following

ARTICLES OF INCORPORATION

Article First. The undersigned have associated, and do hereby associate themselves together for the purpose of forming a corporation under the provisions of Chapter 180 of the Wisconsin Statutes and the acts amendatory thereof and supplementary thereto, the business and purposes of which corporation shall be the conduct and maintenance of a charitable institution, or of charitable institutions, of the broadest charitable and educational character; the promoting and aiding of education in schools, colleges and universities; the furnishing of charitable and educational aid to the needy and worthy, and the carrying out of other charitable purposes, particularly for the mental, moral and physical improvement of inhabitants of the State of Wisconsin and of other states.

Article Second. The name of said corporation shall be HAMILTON FOUNDATION INCORPORATED, and its location shall be in the City of Two Rivers, County of Manitowoc, State of Wisconsin.

Article Third. This corporation is organized without capital stock, and no part of the principal or income thereof shall ever inure to the benefit of any member thereof, and no dividend or pecuniary profits shall ever be declared or paid to the members thereof.

Article Fourth. The general officers of said corporation shall be a president, vice-president, secretary and treasurer, and the Board of Directors shall consist of five members. The offices of secretary and treasurer may be held by the same person.

Article Fifth. The principal duties of the president shall be to preside at all meetings of the Board of Directors and at all meetings of the members; to sign in behalf of the corporation all deeds, mortgages, instruments of conveyance, contracts, certificates of membership, and other documents requiring such

2

signature, and to have a general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of the absence or disability, for any cause whatever, of the latter.

The principal duties of the secretary shall be to countersign all deeds, mortgages and instruments of conveyance executed by the corporation, affix the seal of the corporation thereto, and to such other papers as shall be required to be sealed, and to keep a record of the proceedings of the Board of Directors and a record of the proceedings of the members, and to keep safely and systematically all books, papers, records and documents belonging to the corporation, or in any wise pertaining to the business or operations thereof.

The principal duties of the treasurer shall be to keep and account for all moneys, credits and property, of any and every nature, of the corporation, which shall come into his hands, and keep an accurate account of all moneys received and disbursed, and proper vouchers for moneys disbursed, and to render such accounts, statements and inventories of moneys received and disbursed, and of money and property on hand, and generally of all matters pertaining to this office, as shall be required by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interests of the corporation.

The said officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the by-laws.

Article Sixth. The incorporators shall choose the original members of the corporation, and additional members may be elected or accepted from time to time by unanimous vote or written consent of the then members of the corporation. The membership of any person may be terminated by his resignation, or by the unanimous vote or written direction of all the other mem-

bers of the corporation. All right and interest of each member in the estate, property, privileges and franchises belonging to said corporation shall cease at his death or when his membership shall otherwise be terminated. Membership shall be personal and the membership or rights of a member shall not be assigned or transferred in any manner.

Article Seventh. By-laws for the further government of the corporation and its members may be adopted by majority vote of the members, if not inconsistent with these articles of incorporation or with the Statutes of Wisconsin; and such by-laws may be amended from time to time by a like majority vote of said members.

Article Eighth. Said corporation shall have all of the usual powers of corporations under the Statutes of Wisconsin with reference to the acquiring of real and personal property, by purchase, gift, devise or bequest, or otherwise; with reference to holding and managing the same, and with reference to the sale or other disposition thereof. Said corporation, although required by these articles to maintain its principal office in the State of Wisconsin, may maintain offices and own and operate property, for charitable purposes, outside of the State of Wisconsin.

Article Ninth. In the event of the dissolution of the corporation, all the assets and estate of the corporation after payment and discharge of its debts, obligations and liabilities, shall be used for such charitable or educational purposes or transferred to such charitable or educational institutions as said corporation prior to its dissolution, or its legal administrators after its dissolution, shall direct.

Article Tenth. The following time and place are hereby fixed for the first meeting of the incorporations for the election of officers and directors: on the 20th day of November, 1924, at 2 o'clock, P. M., at the office of The Hamilton Manufacturing Company at the City of Two Rivers, Manitowoc County, Wisconsin.

Article Eleventh. These articles may be amended by

4

resolution setting forth such amendment or amendments, adopted at any meeting of the members by a vote of at least one-half of all of such members; but no such amendment shall change substantially the original purposes of said corporation.

Article Twelfth. The names and residences of the persons forming this corporation are:

J. E. Hamilton, Two Rivers, Wisconsin,
Etta Hamilton, Two Rivers, Wisconsin,
George S. Hamilton, Two Rivers, Wisconsin,
H. C. Gowran, Two Rivers, Wisconsin,
T. W. Suddard, Two Rivers, Wisconsin.

IN WITNESS WHEREOF we have hereunto set our hands and seals, at the City of Two Rivers aforesaid, this 6th day of November, 1924.

J. E. HAMILTON (Seal)

ETTA HAMILTON (Seal)

Signed In Presence Of:

GEO. S. HAMILTON (Seal)

H. C. GOWRAN (Seal)

C. KRAUSE

THOS. W. SUDDARD (Seal)

LILLY LAHEY

State of Wisconsin,)
Manitowoc County,) SS.

Personally came before me this 6th day of November, 1924, the above named J. E. Hamilton, Etta Hamilton, George S. Hamilton, H. C. Gowran and T. W. Suddard, to me known to be the persons who executed the foregoing instrument, and acknowledged the same.

A. H. LOHMAN
Notary Public, Manitowoc County,
Wisconsin.

My commission expires &c.

J. E. Hamilton & Thos. W. Suddard make affidavit on Nov. 10th, 1924 -- true copy.

Filed Secretary of State, Madison, Nov. 13, 1924.

Recorded Register Deeds, Manitowoc, Nov. 14, 1924,
in Vol. 7 of Incorporations on page 313.

HAMILTON FOUNDATION INCORPORATED

First Meeting of Incorporators

Two Rivers, Wisconsin,

November 20, 1924.

On the above date, at the hour of 2 o'clock P. M., the signers of the Articles of Incorporation of HAMILTON FOUNDATION INCORPORATED (hereinafter called in these minutes "The Corporation") met at the office of The Hamilton Manufacturing Company in the City of Two Rivers, Manitowoc County, Wisconsin, pursuant to Article Tenth of said Articles of Incorporation; and for convenience the signers of said Articles of Incorporation are hereinafter called in these minutes the "Incorporators".

The meeting was called to order by J. E. Hamilton, who, on motion unanimously carried, was elected Chairman of the meeting.

The Chairman announced that the first business to come before the meeting would be the election of a temporary secretary, to record the minutes of the meeting and to serve until the election of officers of the corporation. On motion, unanimously carried, Etta Hamilton was elected Temporary Secretary.

The Chairman thereupon instructed the Temporary Secretary to call the roll of Incorporators, which being done disclosed the following persons as present, being all of the Incorporators of said corporation:

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

The following resolution was offered by H. C. Gowran:

WHEREAS, Article Sixth of the Articles of Incorporation of HAMILTON FOUNDATION INCORPORATED provides that the Incorporators shall choose the original members of the corporation; and

WHEREAS, Section 180.02 of the Wisconsin Statutes,

6

Subsection Seven (7), provides that in case a corporation is formed without capital stock, the Articles shall fix the time and place for the first meeting for the election of officers; and

WHEREAS, it is desirable that for the present the Incorporators be and constitute the only members of said corporation; now therefore

RESOLVED, That the Incorporators proceed, by ballot, to choose themselves members of the corporation, so as to have the status of members before proceeding to elect officers under the statute.

Adopted: Ayes, 5; noes, none.

Thereupon the Incorporators proceeded to choose members of the corporation, by ballot, in accordance with the foregoing resolution, with the result that the following five persons were unanimously chosen to be members of the corporation, being the same persons as the Incorporators themselves:

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

The Chairman called attention to the fact that in corporations organized with capital stock it is required by law, under the provisions of Section 180.13 of the Wisconsin Statutes, that the directors choose one of their number president and choose such other officers as the Articles of Incorporation and By-laws require; but that where a corporation is formed without capital stock it is apparently the intent of the law that officers of the corporation, at least such as are chosen at the first meeting of the corporation, shall be elected by the members themselves and not by the directors. The Chairman thereupon suggested that the members proceed to elect officers and directors at this meeting; and that in order to assure compliance with any law or regulation affecting the case, a meeting of the directors so chosen be called, to convene immediately after the adjournment of this present meeting of members, for the purpose of enabling such directors to also elect officers of the corporation. The Chairman called attention to the fact that since the directors and the members would be the same persons, the officers

chosen by the directors and by the members would naturally be the same persons also.

Thereupon the following resolution was offered by T. W. Suddard:

RESOLVED, That the verbal statement of the Chairman, with reference to the election of directors and officers by the members of HAMILTON FOUNDATION INCORPORATED, be taken down and recorded in the minutes of this meeting;

RESOLVED FURTHER, That the members of HAMILTON FOUNDATION INCORPORATED proceed to elect by ballot a president, a vice-president, a secretary, a treasurer, and a board of five directors of the corporation, all to hold their offices as such until the next annual meeting of the corporation to be held on the date which will hereafter be fixed by the By-laws of the corporation, or until their respective successors shall be elected.

Adopted: Ayes, 5; noes, none.

An election by ballot being had, the following officers and board of directors were unanimously elected, each of them receiving five votes:

President, J. E. Hamilton,
Vice-president, George S. Hamilton,
Secretary, Etta Hamilton,
Treasurer, Etta Hamilton,
Director, J. E. Hamilton,
Director, Etta Hamilton,
Director, George S. Hamilton,
Director, H. C. Gowran,
Director, T. W. Suddard.

The Chairman thereupon declared the persons last named to be unanimously elected to their respective offices to serve until the next annual meeting of the corporation or until their respective successors should be elected.

The following resolution was offered by George S. Hamilton:

WHEREAS, Section 182.17 of the Wisconsin Statutes provides that when all the members of a corporation shall be present at any meeting, however notified, and shall sign a written consent to the holding of such meeting on the records thereof, they may transact any business at such meeting which could lawfully be transacted at any meeting of the members of such corporation regularly called and notified; and

8

WHEREAS, this meeting of the incorporators and members of Hamilton Foundation Incorporated has been convened without formal notice or call, other than that contained in Article Tenth of the Articles of Incorporation, which was agreed to and signed by all of the incorporators and members of the corporation; and

WHEREAS all of the members of this corporation are present in person at this meeting, and have participated in all of the proceedings thereof; now therefore

RESOLVED that all of the members of this corporation consent to the holding of this meeting, and that they evidence such consent and their personal presence at the meeting by affixing their signatures to the minutes of this meeting immediately below the record of this resolution, and that the signatures of said members, placed on the record as aforesaid, shall also evidence the consent of all of said members to the transaction of all business which has come or may hereafter come before this meeting and their waiver of all requirements as to notice of such meeting and their consent to the organization of the corporation and the election of officers and directors thereof.

Adopted: Ayes 5; noes none; and after adoption and after the resolution had been recorded in the minutes as above, the signatures of all of the members were appended in accordance with the resolution as follows:

J. E. Hamilton
Etta Hamilton
Geo. S. Hamilton
H. C. Hamilton
Robert L. Hamilton

On motion, duly made and unanimously carried, the Chairman appointed a Committee on By-Laws, consisting of all of the members of the corporation, and directed such Committee to prepare a code of By-Laws and report the same back to the meeting; and for

the purpose of enabling the Committee on By-Laws to prepare such report, a recess of one hour was taken.

At the expiration of said one hour's recess, the meeting was again called to order by the Chairman, who stated that he had received from the Committee on By-Laws the Committee's report and recommendations as to such By-Laws, and he directed the secretary to read said proposed code of By-Laws to the meeting. This was done, and on motion duly made and unanimously carried, the code of By-Laws recommended by said Committee was adopted by the members as and for the By-Laws of Hamilton Foundation Incorporated, and the secretary was instructed to record the same in the minutes of this meeting. The By-Laws so adopted are the following:

BY-LAWS

Offices

1. The principal office shall be in the City of Two Rivers, County of Manitowoc, State of Wisconsin, but the corporation may also have offices at such other places, within or without the State of Wisconsin, as the Board of Directors may from time to time appoint.

Corporate Seal

2. The corporate seal shall be circular in form, and shall have inscribed thereon around the margin the name of the corporation "Hamilton Foundation Incorporated", and the place of its principal office "Two Rivers, Wis.", and in the center the words "Incorporated 1924". An impression of said corporate seal shall be made in the margin of the minutes where this By-Law is recorded.

Meetings of Members

3. The meetings of the members of the corporation shall be held at its office in the City of Two Rivers aforesaid.

4. The annual meeting of members shall be held on the last Wednesday of July in each year, if not a legal holiday, and if a legal holiday then on the next secular date following, at two o'clock P. M., and the first of said annual meetings shall be held in the year 1925. At the annual meeting of members the members shall elect by ballot a Board of Directors consisting of five members, and shall transact such other business as may properly be brought before the meeting.

5. At all meetings of members, a quorum shall consist of a majority of all of the persons then holding membership in the corporation according to its records; but such quorum may be made up by counting not only members personally present but members represented by proxy, provided such proxy shall have been appointed by a written instrument filed prior to the meeting with the secretary. If, on convening any meeting of members, a quorum shall not be present, in person or by proxy, the members present shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite number of members shall be present in person or by proxy to constitute a quorum; and at such adjourned meeting, a quorum being present, any business may be transacted which might have been transacted at the meeting as originally notified.

6. Written notice of the annual meeting of members shall be mailed to each member at such address as appears on the records of the corporation, at least ten days prior to the meeting.

7. Special meetings of the members, for any purpose or purposes, may be called by the president, and shall be called by the president or secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of a majority of the members. Such request shall state the purpose or purposes of the proposed meeting.

8. Business transacted at all special meetings shall be confined to the objects stated in the call or notice thereof.

9. Written notice of a special meeting of members, stating the time and place and object thereof, shall be mailed, postage prepaid, at least five days before such meeting, to each member at such address as appears on the records of the corporation.

Directors

10. The property and business of the corporation shall be managed by its Board of Directors. Directors must be members of the corporation. Directors shall be elected at the annual meeting of members, and each director shall be elected to serve until his successor shall be elected and shall qualify.

11. The Directors may hold their meetings and have one or more offices, at the office of the corporation in the City of Two Rivers aforesaid or at such other places as they may from time to time determine.

12. In addition to the powers expressly conferred upon them by these By-Laws, the Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by Statute or by the Articles of Incorporation or by these By-Laws directed or required to be exercised or done by the members.

13. Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Meetings of Board of Directors

14. There shall be a meeting of the newly elected Board of Directors at the same place where the annual meeting of members is held, and immediately following the adjournment of such annual meeting of members, which designated meeting of the Board of Directors shall be called the annual Directors' meeting; but the members at their annual meeting may by vote fix some other time and place for the annual Directors' meeting. No notice of the annual Directors' meeting need be given to the newly elected Directors in order legally to constitute the meeting, provided a majority of the whole Board shall be present thereat.

15. Regular meetings of the Board, other than the annual Directors' meeting, may be held without notice at such time and place as shall from time to time be determined by the Board.

16. Special meetings of the Board may be called by the president on three days' notice to each Director, either personally or by mail or by telegram; and special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two or more Directors.

17. At all meetings of the Board a majority of the Directors, present in person, shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by Statute or by the Articles of Incorporation or by these By-Laws.

Officers

18. The officers of the corporation shall be chosen by the Directors and shall be a president, vice-president, secretary and treasurer. The president and vice-president shall be Directors, but the secretary and treasurer may be members of the corporation who are not Directors. The secretary and treasurer may be the same person, and the vice-president may hold at the same time the office of secretary or treasurer.

19. Officers of the corporation shall be elected by the Directors at the annual Directors' Meeting; but if the annual Directors' meeting should not be held in any year, or if, though held, it should fail to elect officers of the corporation, officers may be elected at a special meeting of the Directors to be called and convened in the manner provided by these By-Laws.

20. The Board of Directors may appoint such other officers, and such managers and agents, as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

21. The salaries of all officers, managers and agents of the corporation shall be fixed by the Board of Directors.

22. The officers of the corporation shall hold office until their successors are chosen and qualify in their stead; but any officer, manager or agent elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors.

23. The duties of the officers shall be those prescribed by the Articles of Incorporation; and in addition thereto the secretary shall give, or cause to be given, notice of all meetings of the members and of Directors, but in the absence of the secretary or his failure to act in the matter of giving such notices, the same may be given by the president or the vice-president.

Vacancies

24. If the office of any Director, or of any officer, manager or agent, becomes vacant by reason of death, resignation or otherwise, the Directors then in office may by majority vote choose a successor or successors who shall hold office for the unexpired term in respect of which such vacancy occurred.

Membership and Admission Thereto

25. At the date of the adoption of this code of By-Laws the only members of the corporation are the following, being the same persons who signed the Articles of Incorporation: J. E. Hamilton, Etta Hamilton, George S. Hamilton, H. C. Gowran and T. W. Suddard. Additional members may be elected or accepted from time to time by unanimous vote of the then members of the corporation. ~~or by unanimous vote of the survivors of the present members in case one or more of them should die before the occurrence of any election of new members.~~ The written consent of all of the members of the corporation, with reference to the election or acceptance of a new member, shall be the equivalent of a vote in a meeting of members. No fee shall be charged by the corporation for membership therein.

26. Membership in the corporation shall not be transferrable.

27. Membership in the corporation may be terminated by the member's resignation, or by the unanimous vote or written direction of all of the other members of the corporation. All right and interest of each member in the estate, property, privileges and franchises of the corporation shall cease at his death or when his membership shall otherwise be terminated.

28. Any person duly elected or accepted for membership in the corporation, in the manner hereinbefore prescribed, shall thereupon and thereafter be a member in good standing without any certificate of membership or other written evidence of his status as such member; but the Board of Directors may issue certificates of membership, if they elect to do so, in whatever form said Board shall prescribe, provided that any certificate of membership shall show on its face that it is non-assignable and non-transferrable and that it will expire and become void with the termination of the holder's membership by death or otherwise.

29. Although this corporation is organized without capital stock, and although its Articles provide that no dividend or pecuniary profits shall ever be declared or paid to the members thereof, it shall nevertheless be competent for the corporation to employ a member or members to do work or perform services for the corporation, and for actual work or services so done or performed the member may receive reasonable compensation. Compensation paid by the corporation to employees, whether members or non-members, for work or services so done or performed shall not in any case exceed the reasonable value of such work or services.

Fiscal Year

30. The fiscal year of the corporation shall begin on the first day of July in each year and end on the 30th day of the following June; but the first fiscal year of the corporation shall be deemed ended on June 30, 1925. At the end of each fiscal year the Board of Directors shall cause an inventory or statement of the assets of the corporation to be made, together with a statement of its liabilities, and a statement of its gains or losses for the fiscal year in question, all such financial statements to be duly verified by the president or treasurer of the corporation, and to be presented for consideration to the next following annual meeting of members.

Notices

31. Whenever under the provisions of these By-Laws notice is required to be given to any Director, officer or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the post office or letter box, in a postpaid, sealed wrapper, addressed to such member, officer or Directors at such address as appears on the books of the corporation, or, in default of other address, to such director, officer or member at the general post office in the City of Two Rivers, Wisconsin; and such notice shall be deemed given at the time when the same shall be thus mailed.

32. Any member, Director or officer may waive any notice required to be given under these By-Laws.

Checks, Notes, etc.

33. All checks, drafts, notes and other commercial paper of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

Amendments

34. The power of altering and amending these By-Laws shall be vested in the members of the corporation, and not in the Directors thereof; and said By-Laws may be altered or amended by the affirmative vote of a majority of the members of record, at any regular or special meeting of such members, if notice of the proposed alteration or amendment be contained in the notice of such meeting, and at the annual meeting of members without such notice.

The Chairman reported to the meeting that a certified copy of the Articles of Incorporation of Hamilton Foundation Incorporated had been filed with the Secretary of State, at Madison, on November 13, 1924, and had been recorded in the office of the Register of Deeds of Manitowoc County on November 14, 1924, in volume 7 of Incorporations on page 313, and recommended that a true copy of said Articles of Incorporation be recorded

in this minute book immediately preceding the minutes of this first meeting of members. On motion, duly made and unanimously carried, the suggestion of the Chairman was adopted.

The following resolution was offered by H. C. Gowran:

RESOLVED that a meeting of the Board of Directors of Hamilton Foundation Incorporated be, and it hereby is, called and convened at this place, immediately after the adjournment of this meeting of members, for the purpose of enabling such Directors to elect officers of the corporation in accordance with the suggestion of the Chairman as recorded on page 6 of this minute book, and for the purpose of enabling said Directors to transact any other business which may lawfully come before such meeting of Directors.

RESOLVED FURTHER, that the signatures of all of the members of the corporation appended to these minutes, they being also all of the members of the Board of Directors of the corporation, be evidence that all of said Directors have been notified of such proposed meeting of Directors and have consented to attend the same and have waived all of the requirements of the By-Laws with reference to notice of special meetings of Directors.

Adopted: ayes 5; noes none.

On motion, duly made and unanimously carried, this meeting of members was duly adjourned; and these minutes, after being duly transcribed in the minute book, have been signed by the temporary secretary, and have also been signed by all of the members of said corporation, to evidence the fact that they were personally present throughout said meeting and that they have read the minutes of the proceedings of said meeting and have approved and ratified such minutes, and have consented to the transaction of all of the business recorded in said minutes.

Attest:

Etta Hamilton
Temporary Secretary

J. E. Hamilton
Etta Hamilton
Geo. S. Hamilton
H. C. Gowran
Howe L. Adams
Members.

HAMILTON FOUNDATION INCORPORATEDFirst Meeting of Directors

Two Rivers, Wisconsin,
November 20, 1924.

On the above date, at the hour of four o'clock P. M., the Directors of HAMILTON FOUNDATION INCORPORATED (hereinafter called in these minutes the corporation) met at the office of The Hamilton Manufacturing Company in the City of Two Rivers, Manitowoc County, Wisconsin, pursuant to resolution adopted at the meeting of members of said corporation which was held on the same date and at the same place at the hour of two o'clock P. M.; said Directors acknowledging notice of said resolution, and now meeting by consent of all of the Directors.

The meeting was called to order by J. E. Hamilton, who, on motion unanimously carried, was elected Chairman of the meeting.

On motion unanimously carried Etta Hamilton was elected temporary secretary, to record the minutes of this Directors' meeting.

The Chairman thereupon instructed the temporary secretary to call the roll of Directors, which being done disclosed the following Directors present in person, being all of the members of the Board:

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

The Chairman laid before the Board of Directors the following written communication, which, on motion duly carried, was incorporated in the minutes of this meeting:

Two Rivers, Wisconsin,
November 20, 1924.

To the Board of Directors of Hamilton Foundation Incorporated:

The five incorporators of Hamilton Foundation Incorporated (hereinafter called the corporation), viz: J. E.

Hamilton, Etta Hamilton, George S. Hamilton, H. C. Gowran and T. W. Suddard, met pursuant to the tenth article of the Articles of Incorporation, at two o'clock P. M. of this day, and chose themselves (and no others) to be members of the corporation. They then proceeded to elect a president, a vice-president, a secretary, a treasurer and five directors of the corporation, which appeared to be in accordance with the Statute affecting corporations organized without capital stock.

However, since the Statute does not specifically require officers of non-stock corporations to be elected by the members, and since the members of this corporation believed it best that its officers be hereafter elected by the Board of Directors, rather than by the members, it was provided by the By-Laws (adopted by the members at their said first meeting) that the officers of the corporation should be chosen by the Directors.

Because of this provision in the By-Laws, and in order to make it absolutely certain that the officers of the corporation have been duly elected, the members at their said meeting determined to have a meeting of the Board of Directors convened forthwith so that said Directors could also elect officers of the corporation. My own belief is that the officers of the corporation who were elected by the members at their meeting have been lawfully elected and are such officers not only de facto but de jure; but in order to carry out the program indicated by the action of the members at their said meeting, I now recommend that the Board of Directors proceed to elect by ballot a president, a vice-president, a secretary and a treasurer of the corporation, to serve as such until the next annual meeting of the corporation to be held on the date heretofore fixed by the By-Laws, or until their respective successors shall be elected.

Yours truly,

(Signed) J. E. Hamilton
President.

Thereupon the following resolution was offered by

H. C. Gowran:

RESOLVED, that this Board of Directors proceed to elect by ballot the following officers of the corporation, to serve as such until the next annual meeting of members, or until their respective successors shall be elected: a president, a vice-president, a secretary and a treasurer.

Adopted: Ayes 5; noes none.

An election by ballot being had, the following officers were unanimously elected, each of them receiving five votes:

President, J. E. Hamilton
Vice-president, George S. Hamilton
Secretary, Etta Hamilton
Treasurer, Etta Hamilton.

The Chairman thereupon declared the persons last named

to be unanimously elected to their respective offices to serve until the next annual meeting of the corporation or until their respective successors should be elected.

The following resolution was offered by George S. Hamilton:

RESOLVED, that for the present and until the further order of the Board of Directors, this corporation maintain only one office and place of business, and that at the City of Two Rivers, Manitowoc County, Wisconsin; and that for the present said office be maintained in the office of The Hamilton Manufacturing Company at said city.

Adopted: Ayes 5, noes none.

The following resolution was offered by T. W. Suddard:

RESOLVED that this corporation open a bank account with the Bank of Two Rivers, Two Rivers, Wisconsin; and that arrangements be made with said bank whereby the funds of the corporation, whenever any of such funds shall be on deposit with said bank, may be checked out by the signature of either the president or the treasurer of this corporation.

Adopted: Ayes 5; noes none.

The following resolution was offered by H. C. Gowran:

WHEREAS, in the organization of this corporation certain expenses have been incurred, such as fees for recording, purchase of books, and other items; now therefore

RESOLVED that the Treasurer be and is hereby authorized to pay out of corporate funds all expenses of organization, whenever and as soon as the corporation shall be equipped with sufficient funds for the purpose.

Adopted: Ayes 5; noes none.

On motion, duly made and unanimously carried, this meeting of the Board of Directors was duly adjourned; and these minutes, after being duly transcribed in the minute book, have been signed by the temporary secretary (now duly elected permanent secretary) and have also been signed by all of the Directors of the corporation, to evidence the fact that they were personally present throughout said meeting and that they have read the min-

utes and have approved and ratified the same, and have consented to the transaction of all of the business recorded in said minutes.

Etta Hamilton
Secretary.

Attest:

J. E. Hamilton

Etta Hamilton

Geo. S. Hamilton

H. J. Curran

Howard L. Leland

Directors.

HAMILTON FOUNDATION INCORPORATED

Special Meeting of Members.

Two Rivers, Wisconsin.
October 26, 1931.

On the above day at the hour of two o'clock P. M. the members of HAMILTON FOUNDATION INCORPORATED (hereinafter called in these minutes the corporation) met by consent at the office of Hamilton Manufacturing Company in the city of Two Rivers, Manitowoc County, Wisconsin, for the purpose of transacting corporate business. Meeting called to order by J. E. Hamilton, president. At the request of Etta Hamilton, secretary, Mr. W. G. Dickson was appointed temporary secretary to transcribe the minutes.

Roll call of the members showed the following present in person, constituting all of the present members of the corporation (Mr. Thos. W. Suddard, a former member, having recently died):

J. E. Hamilton
Etta Hamilton
George S. Hamilton
H. C. Gowran

The president read the following statement to the members, and requested that it be incorporated in the minutes of the meeting:

"Two Rivers, Wisconsin.
October 26, 1931.

"To the Members of Hamilton Foundation Incorporated:

"Hamilton Foundation Incorporated was organized on November 6, 1924. On November 20, 1924, the incorporators held their first meeting and elected members, directors and officers, and adopted by-laws, and took all other action necessary to complete the organization of the corporation. The original members, all of whom were elected the directors, were: J. E. Hamilton, Etta Hamilton, George S. Hamilton, H. C. Gowran and T. W. Suddard. The officers originally elected were J. E. Hamilton, president; George S. Hamilton, vice president; and Etta Hamilton, secretary and treasurer.

"The by-laws adopted at that time provided for a fiscal year ending on June 30th of each year, and for an annual meeting of members, for the election of a board of directors, on the last Wednesday of July in each year. These annual meetings have not been held; but under the law the directors and officers held over, so that the corporate organization has been complete at all times. The membership has remained the same as it was when the corporation was organized, except for the recent death of Mr. T. W. Suddard.

"Pursuant to by-law No. 7 I have called this special meeting of members for the purpose of electing new members, and for the purpose of electing a new board of directors, such election of the board of directors to be in lieu of the election that would have taken place at the annual meeting of the corporation on the last Wednesday of July, 1931, if such meeting had been held.

"J. E. Hamilton".

On motion, it was unanimously voted to place the communication of the president on file and record the same in these minutes. Thereupon the following resolution was offered by Mr. H. C. Gowran:

WHEREAS, Article Sixth of the articles of incorporation provide that additional members of the corporation may be elected from time to time by unanimous vote of the then members of the corporation; now therefore

RESOLVED, that the members of Hamilton Foundation Incorporated, proceed to elect two new members of the corporation.

Adopted.

Thereupon the members proceeded to elect two new members of the corporation, by ballot, with the result that E. P. Hamilton and W. G. Dickson were both unanimously chosen to be members of the corporation.

The secretary, Etta Hamilton, stated to the meeting that she desired to retire as a director, and as secretary and treasurer of the corporation, although retaining her membership therein.

On motion, the members proceeded to elect five directors of the corporation, to serve until the next annual meeting

of members or until their respective successors shall be elected. The election was by ballot and resulted in the unanimous choice of the following as directors:

J. E. Hamilton
George S. Hamilton
H. C. Gowran
E. P. Hamilton
W. G. Dickson.

There being no further business to come before this meeting of members it was on motion adjourned; and all of the members present have signed the minutes to evidence their waiver of formal notice of the meeting and their personal presence thereat.

W. G. Dickson
Secretary Pro Tem.

Attest:

J. E. Hamilton
George S. Hamilton
H. C. Gowran
E. P. Hamilton
W. G. Dickson

HAMILTON FOUNDATION INCORPORATED

Special Meeting of Board of Directors.

Two Rivers, Wisconsin.
October 26, 1931.

On the above date at the hour of three o'clock P. M. the Board of Directors of Hamilton Foundation Incorporated (hereinafter called in these minutes the corporation) met by consent at the office of Hamilton Manufacturing Company in the city of Two Rivers, Manitowoc County, Wisconsin. Meeting called to order by J. E. Hamilton, president. On motion, W. G. Dickson was appointed secretary of the meeting.

The president stated that the death of T. W. Suddard and the resignation of Etta Hamilton had left only three members of the original Board of Directors, viz: J. E. Hamilton, George S. Hamilton and H. C. Gowran; that the members, at their meeting held on this day, had elected a new Board of Directors, consisting of the three persons named and E. P. Hamilton and W. G. Dickson; and that the new Board of Directors had now met by consent for the purpose of electing officers of the corporation.

On roll call, all directors were found to be present in person. Thereupon the following resolution was offered by E. P. Hamilton:

RESOLVED, that the Board of Directors of Hamilton Foundation Incorporated proceed to elect officers of the corporation, to serve until the next annual meeting of the members of the corporation or until their respective successors are elected.

Adopted.

Thereupon an election by ballot was had, resulting in the unanimous choice of the following officers of the corporation:

J. E. Hamilton, President
George S. Hamilton, Vice President
W. G. Dickson, Secretary & Treasurer.

There being no further business to come before the Board of Directors, the meeting was on motion adjourned; and all of the directors have signed the minutes of the meeting to evidence their waiver of notice of this special meeting of the board, and their consent to the holding of such meeting and their personal presence thereat.

W G Dickson
Secretary.

Attest:

J E Hamilton
George S Hamilton
H Gannon
J P Hamilton
W G Dickson

HAMILTON FOUNDATION INCORPORATED

Special Meeting of Members.

Two Rivers, Wisconsin.
June 15, 1936.

On the above day at the hour of two o'clock P. M. the members of Hamilton Foundation Incorporated (hereinafter called the corporation) met by consent at the office of Hamilton Manufacturing Company in the city of Two Rivers, Manitowoc County, Wisconsin, for the purpose of transacting corporate business.

Meeting called to order by J. E. Hamilton, President; W. G. Dickson, Secretary, present and acting as such.

Roll call of the members showed the following present in person, constituting all of the present members of the corporation:

J. E. Hamilton
Geo. S. Hamilton
H. C. Gowran
E. P. Hamilton
W. G. Dickson

The President read the following statement to the members and requested that it be incorporated in the minutes of the meeting:

"Two Rivers, Wisconsin.
June 12, 1936.

To the Members of Hamilton Foundation Incorporated:

Hamilton Foundation Incorporated was organized on November 6, 1924. On November 20, 1924 the incorporators held their first meeting and elected members, directors, and officers, and adopted by-laws, and took all other action necessary to complete the organization as a corporation. The original members, all of whom were elected directors, were J. E. Hamilton, Etta Hamilton, Geo. S. Hamilton, H. C. Gowran and T. W. Suddard. The officers originally elected were J. E. Hamilton, President; Geo. S. Hamilton, Vice President; Etta Hamilton, Secretary and Treasurer.

On October 26, 1931, following the death of T. W. Suddard, two new members were elected, namely E. P. Hamilton and W. G. Dickson. On January 12, 1934, Etta Hamilton, a member, died reducing the membership to five members, namely J. E. Hamilton, Geo. S. Hamilton, H. C. Gowran, E. P. Hamilton and W. G. Dickson, who constitute the membership on the date of this meeting.

Since October 26, 1931 no meetings of the members have been held, but under the law the directors and officers held over, so that the corporate organization has been complete at all times.

Pursuant to By-law No. 7 I have called this special meeting of members for the purpose of dissolving the corporation, inasmuch as the corporation has no assets or liabilities, and there is no prospect of the corporation functioning in accordance with the original intent at time of incorporation.

(SIGNED) J. E. Hamilton"

On motion it was voted to place the communication of the President on file and record the same in these minutes. Thereupon the following resolution was offered by Member H. C. Gowran:

"RESOLVED, That inasmuch as Hamilton Foundation Incorporated has no assets or liabilities, steps be taken to dissolve said corporation."

Adopted.

Thereupon the following resolution was offered by Member E. P. Hamilton:

"RESOLVED, That Hamilton Foundation Incorporated, a corporation organized under the laws of the state of Wisconsin, without capital stock, and located at the city of Two Rivers, Wisconsin, be and the same is hereby dissolved."

There being no further business to come before this meeting of members, it was on motion adjourned; and all of the members present have signed the minutes to evidence their waiver of formal notice of the meeting and their personal presence thereat.

W. F. Dickson
Secretary

ATTEST:

J. E. Hamilton
E. P. Hamilton
H. C. Gowran
E. P. Hamilton
W. F. Dickson
Members







McMILLAN RECORD BOOK

*For Duplicate,
Order No.*

C3R

PAT. JAN. 26, 1909

PATENTS APPLIED FOR

This Patent Stamp Must Not be Covered.

MANUFACTURED BY

McMILLAN BOOK COMPANY, SYRACUSE, N. Y.

