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[Hamilton Manufacturing Company meeting minutes, 1915]. 1915

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

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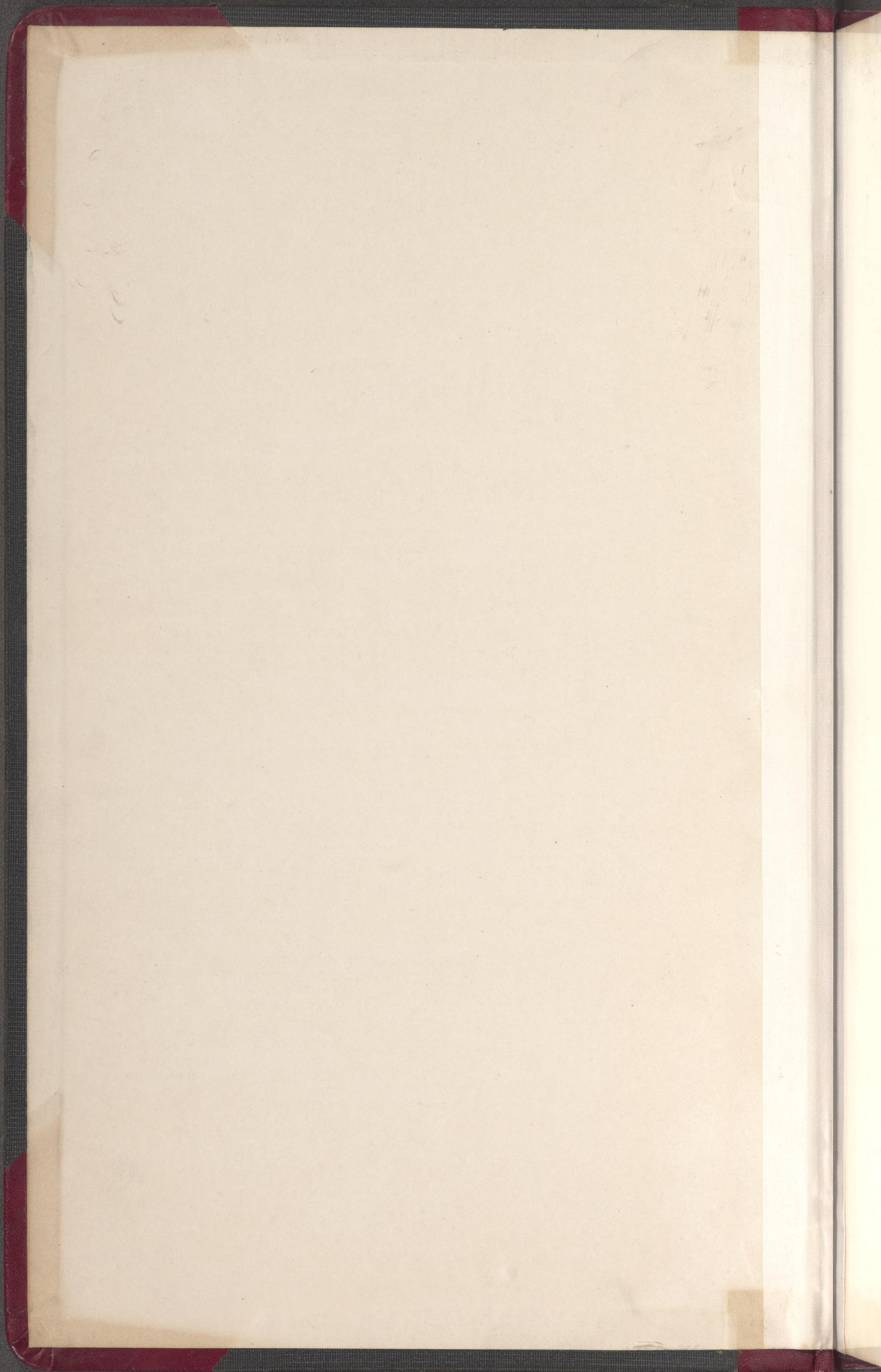
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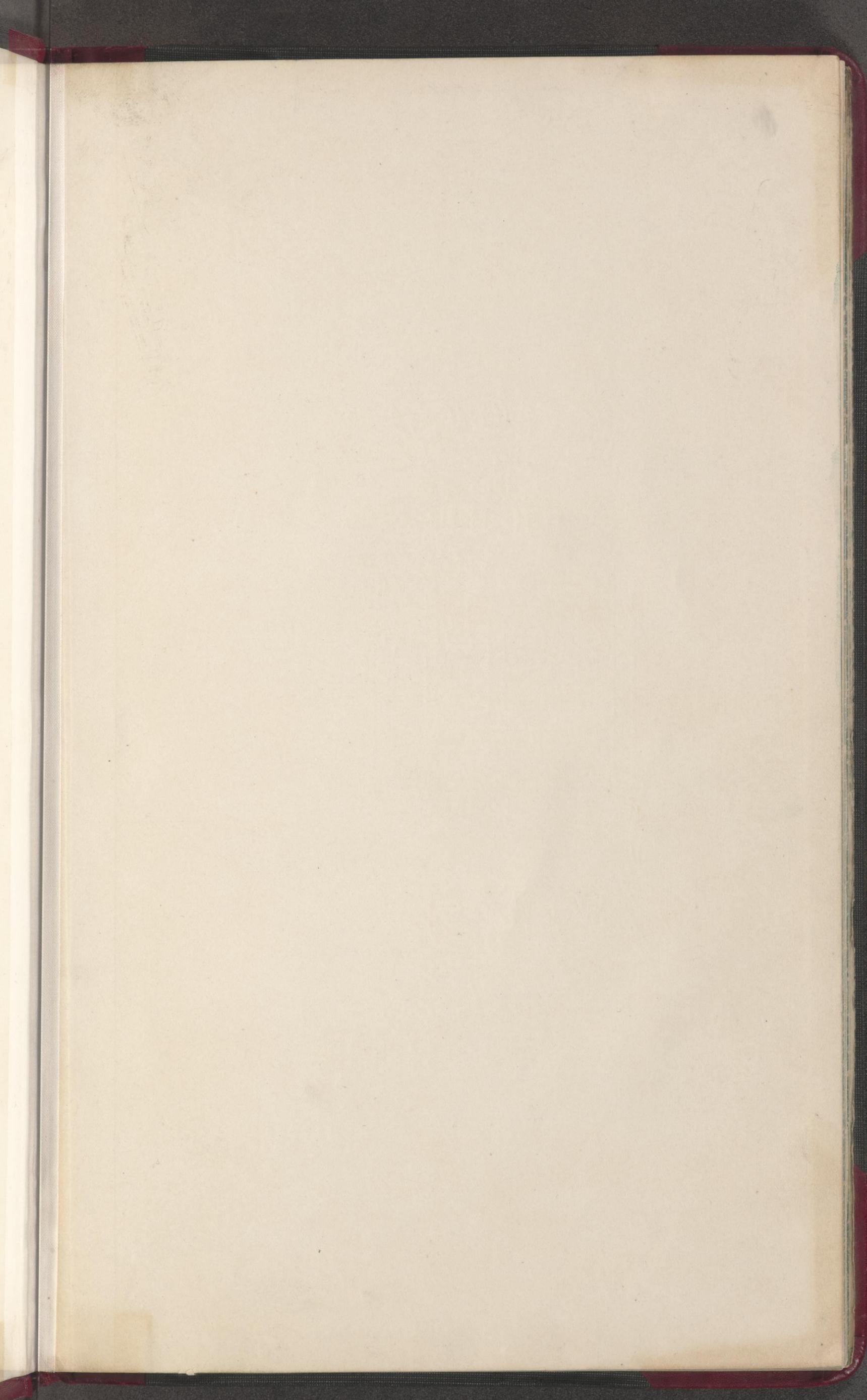
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DIRECTORS MINUTE BOOK





Minute Book
of the

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 directors of the Hamilton Manufacturing Company previously kept by the secretary of said company covering the first meeting of the directors on January 7, 1889, to and including a meeting held on the 24th day of January, 1914.

Two Rivers, Wisconsin,
January 23, 1915.

On this day at nine o'clock P.M. the directors of the Hamilton Manufacturing Company met at the company's office in the city of Two Rivers, Wisconsin; J. E. Hamilton calling the meeting to order.

The roll being called by L. J. Nash the full board was found to be present, namely: J. E. Hamilton, H. P. Hamilton and L. J. Nash.

H. P. Hamilton presented the following resolution:

"Resolved, that this board proceed by ballot to elect officers for the current year ending at the next annual meeting of the stockholders.

(Signed) H. P. Hamilton,

Adopted.

Pursuant to said resolution a ballot was duly taken and J. E. Hamilton was unanimously elected president, Henry P. Hamilton was unanimously elected vice-president, H. C. Gowran was unanimously elected treasurer, and L. J. Nash was unanimously elected secretary.

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

The following resolution was presented by L. J. Nash:

Resolved, that James E. Hamilton be, and he hereby is, appointed general manager of this corporation for the ensuing year, with the same powers and duties as those heretofore exercised by him in that office and that his salary and the salary of H. P. Hamilton and H. C. Gowran be continued at the same amounts paid them during the year 1914.
 (Signed) L. J. Nash.

Adopted.

Voted that the January 1915 dividend be passed.

Minutes of this meeting read and approved.

Voted that this meeting do now adjourn sine die.

L. J. Nash.
 Secretary.

Two Rivers, Wisconsin,
January 22, 1916.

On this day at 9 o'clock P. M. the directors of the Hamilton Manufacturing Company met at the company's office in the city of Two Rivers, Wisconsin; J. E. Hamilton calling the meeting to order.

The roll being called by L. J. Nash, acting secretary, the full board was found to be present, namely: J. E. Hamilton, H. P. Hamilton, and L. J. Nash.

H. P. Hamilton presented the following resolution:

"Resolved, that this board proceed by ballot to elect officers for the current year ending at the next annual meeting of the stockholders.

(Signed) H. P. Hamilton."

Adopted.

Pursuant to said resolution a ballot was duly taken and J. E. Hamilton was unanimously elected president; Henry P. Hamilton was unanimously elected vice-president; H. C. Gouvan was unanimously elected treasurer, and L. J. Nash was unanimously elected secretary.

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

approved.

The following resolution was presented by L. J. Nash:

"Resolved, that James E. Hamilton be, and he hereby is, appointed general manager of this corporation for the ensuing year, with the same powers and duties as those heretofore exercised by him in that office and that his salary and the salary of H. P. Hamilton and H. C. Gowran be continued at the same amounts paid them during the year 1915, except as to H. C. Gowran whose salary is hereby raised One Thousand Dollars for the year.

(Signed) L. J. Nash."

Adopted.

Voted, that the company be and hereby is authorized to sell to H. C. Gowran fifty shares of the unissued portion of the stock of the company at the price of \$619⁷² per share.

Voted, that during the year dividends be paid as follows:

Nine Dollars for each share of stock on the 20th of January, on the 20th of April, on the 20th of July and the 20th of October; that is to say, a quarterly dividend of nine per cent. of the face value of the stock.

Minutes of this meeting

read and approved.

Voted that this meeting do now adjourn sine die.

Lyman J. Nash
Secretary.

Two Rivers, Wis., January 20, 1917.

On this day at nine o'clock P. M. the directors of the Hamilton Manufacturing Company met at the company's office in the city of Two Rivers, Wisconsin, J. E. Hamilton calling the meeting to order.

The roll being called by L. J. Nash, acting secretary, the full board was found to be present, namely: J. E. Hamilton, H. P. Hamilton and L. J. Nash.

H. P. Hamilton presented the following resolution:

"Resolved, that this board do proceed by ballot to elect officers for the current year ending at the next annual meeting of the stockholders.

(Signed) H. P. Hamilton.

Adopted.

Pursuant to said resolution a ballot was duly taken and J. E. Hamilton was unanimously elected President; Henry P. Hamilton was unanimously elected Vice-President; H. C. Gorran was unanimously elected Treasurer; and L. J. Nash was unanimously elected Secretary.

Minutes of the directors' meeting held January 22, 1916, read and approved.

The following resolution was presented by L. J. Nash:

Resolved, that James E. Hamilton be and he hereby is appointed General Manager of this corporation for the ensuing year, with the same powers and duties as those heretofore exercised by him in that office and that his salary and the salary of H. P. Hamilton and H. C. Gowran be continued at the same amounts paid them during the year 1916.

(Signed) L. J. Nash

Adopted.

Voted that during the year dividends be paid as follows:

Ten dollars for each share of stock on the 20th of January, on the 20th of April, on the 20th of July and on the 20th of October; that is to say, a quarterly dividend of 10% on the face value of the stock.

*

Minutes of this meeting read and approved.

Voted that this meeting do now adjourn sine die.

L. J. Nash

Secretary.

Two Rivers, Wis., September 24, 1917.

On this day at ten o'clock A. M. a meeting of the directors was held at the company's office for the transaction of business.

On calling the roll it was found that all the members were present, namely: J. E. Hamilton, H. P. Hamilton and L. J. Nash.

Whereupon the following resolution was introduced and unanimously adopted, namely:

"Resolved, that the President and Secretary of the Hamilton Manufacturing Company, a corporation

The following resolution was introduced by H. P. Hamilton.
to "Resolved, that treasury stock be issued and sold as directed by the stockholders at their 1917 annual meeting to J. W. Suddard, H. W. Brown, Ralph Scherer and C. H. Johnson."
Unanimously adopted.

*

organized under the laws of Wisconsin, are hereby authorized and directed to execute in the name and with the seal of the Company in the form prescribed by the Secretary of the Commonwealth of Pennsylvania, an appointment of said Secretary of the Commonwealth of Pennsylvania and his successor in office as the true and lawful attorney and authorized agent upon whom all lawful processes in any action or proceeding against it may be served, and to file the same with said Secretary of the Commonwealth of Pennsylvania; all in compliance with the Act of the General Assembly of Pennsylvania, entitled "An Act to regulate the doing of business in this Commonwealth by foreign corporations, the registration thereof, and the service of process thereon, and providing punishment and penalties for the violation of its provisions, and repealing previous legislation on the subject," approved the eighth day of June, 1911."

Minutes of this meeting read and approved.

Voted that this meeting do now adjourn sine die.

L. J. Nash
Secretary

Two Rivers, Wis, Oct. 8. 1917.

On this day at ten o'clock A.M. a meeting of the directors of the Hamilton Manufacturing Company was held at the company's office for the transaction of business.

On calling the roll it was found that all the members were present, namely: J. E. Hamilton, H. P. Hamilton and L. J. Nash.

Thereupon the following resolution was introduced and unanimously adopted, namely:

Resolved, that H. Rowley of 4th & Engle Streets, Chester, Delaware County, Pennsylvania, be and he hereby is appointed the manager of the Hamilton Manufacturing Company's business at Chester aforesaid, and as such manager that he be and hereby is authorized and empowered to make contracts for the sale of goods and draw checks for and in the name of said company in and about its business at Chester aforesaid, and to sign the name of said company to such contracts and checks.

Minutes of this meeting read and approved.

Voted that this meeting do now adjourn sine die.

L. J. Nash.

Secretary.

Two Rivers, Wis., Dec. 21, 1917.

On this day at four o'clock P.M. a meeting of the directors of the Hamilton Manufacturing Company was held at the company's office for the transaction of business.

On calling the roll it was found that all members were present, namely: J. E. Hamilton, H. P. Hamilton and L. J. Nash.

Thereupon the following resolution was introduced and unanimously adopted, namely:

"Resolved, That the President and Treasurer, or either of them, is separately authorized to sign and execute on behalf of this company any and all proposals which may be submitted and any contracts, bonds, or other documents relative to any work which is or may be awarded by the U. S. Government to this company, and also any contracts and bonds with the said Government concerning such work."

Minutes of this meeting read and approved.
Voted that the meeting do now adjourn sine die.

L. J. Nash
Secretary

Two Rivers, Wis. Jan. 26, 1918.

On this day at 9:30 o'clock P. M. the directors of the Hamilton Manufacturing Company meet at the company's office in the city of Two Rivers, Wisconsin, J. E. Hamilton calling the meeting to order.

The roll being called by L. J. Nash, secretary, the full board was found to be present, namely: J. E. Hamilton, H. P. Hamilton and L. J. Nash.

H. P. Hamilton presented the following resolution:

"Resolved that this board do proceed by ballot to elect officers for the current year and until the next meeting of the stock-holders.

(Signed) H. P. Hamilton."

Adopted.

Pursuant to said resolution a ballot was taken and J. E. Hamilton was unanimously elected President; H. P. Hamilton was unanimously elected Vice-President; H. C. Gowran was unanimously elected Treasurer, and L. J. Nash was unanimously elected Secretary.

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

The following resolution was presented by L. J. Nash:

"Resolved that James E. Hamilton be

and he hereby is appointed general Manager of this corporation for the ensuing year, with the same powers and duties as those heretofore exercised by him in that office. Provided, however, that during the absence of said J. E. Hamilton, H. C. Gowran be and he hereby is appointed such General Manager to act until the return and the resumption of the duties of the office by the said J. E. Hamilton.

(Signed) L. J. Nash."

Adopted.

Voted that the salary of J. E. Hamilton, H. P. Hamilton and H. C. Gowran be continued at the same amounts paid them during the year 1917.

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

"Be It Resolved, That the Directors of The Hamilton Manufacturing Company, a Wisconsin Corporation, having its principal office at Two Rivers, Wisconsin, do hereby authorize and empower H. C. Gowran, Treasurer, for and on behalf of said corporation to execute a bond in the sum of one thousand (\$1000.00) dollars, required to be furnished by said corporation to the United States of America for the use of non-beverage alcohol under

the act of August 10, 1917, known as the "Food Control Act", and the act of October 3, 1917.

(Signed) H. P. Hamilton."

Adopted.

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

"Resolved that shares of treasury stock, that is to say, shares of the capital stock of the company authorized but not now issued, be issued and sold for the present book value thereof, namely \$741.01 per share, as follows: to L. W. Suddard, 35 shares; to Frank Kaufmann, 10 shares; and to Charles D. Rockwood, 10 shares.

(Signed) H. P. Hamilton.

Adopted.

Voted that the payment of dividends be suspended until ordered otherwise by the board.

Minutes of this meeting read and approved and voted that the meeting be adjourned sine die.

L. J. Bask
Secretary.

Two Rivers, Wisconsin,

June 5, 1918

On this day at the office of the Hamilton Manufacturing Company in said city at 10:30 o'clock in the forenoon of that day a meeting of the directors of said company was held pursuant to due notice given to each director; and on calling the roll of such directors at said meeting all were found present, except L. J. Nash, namely, J. E. Hamilton and H. P. Hamilton. Thereupon said H. P. Hamilton was elected secretary pro tem. to act in the absence of the said L. J. Nash, secretary of the company. At said meeting the following further proceedings were had:-

The following resolution was introduced and unanimously adopted, namely:

"Resolved that J. E. Hamilton as president, H. P. Hamilton as vice-president and H. C. Gowan as treasurer of said company be and they hereby are, and each of them hereby is, authorized to sign, in behalf of the undersigned corporation, bids submitted to and contracts made with the Navy Department, or any of its bureaus or any navy purchasing office, and guaranties and bonds required in connection therewith."

H. P. Hamilton
Secy. Pro Tem.

Two Rivers, Wis., June 10, 1918.

On this day the directors of the Hamilton Manufacturing Company by unanimous consent convened at ten o'clock in the forenoon of that day and all members being present, namely, J. E. Hamilton, H. P. Hamilton and L. J. Nash, the following proceedings were had:

Voted that the secretary give notice to the stockholders of said company that a special meeting of said stockholders will be held at the company's office in the city of Two Rivers, Wisconsin, at 8:30 o'clock P. M. of June 15, 1918, said notice to state the purpose of the meeting as follows:

"The purpose of the meeting is to be the consideration of the question whether said company ought to issue and sell preferred stock and, if that question be decided affirmatively, to determine the amount thereof to be issued, the dividends to be paid thereon and to authorize the taking of all proceedings requisite to the lawful issue of such stock including all necessary amendments of the articles of incorporation."

Minutes of this meeting read and approved.

Voted that the meeting do now adjourn sine die.

L. J. Nash
Secretary.

Tro River, Wis., Sept., 21, 1918.

On this day the directors of the Hamilton Manufacturing Company by unanimous consent, convened at ten o'clock in the forenoon of that day and all members being present, namely, J. E. Hamilton, H. P. Hamilton and L. J. Nash, the following proceedings were had:

H. P. Hamilton introduced the following resolution:

"Whereas the Phoenix Mutual Life Insurance Company has insured the life of James E. Hamilton under policy No. 211849; and

Whereas this policy is payable to the Hamilton Manufacturing Company; and

Now, therefore, Resolved; That H. C. Gowran, Treasurer of this Company be and hereby is authorized to assign or release the interest of this Company in said policy mentioned above to the said Phoenix Mutual Life Insurance Company for its cash value, loan, paid-up or other value which the said Company may grant therefor."

Minutes of this meeting read and approved.

Voted that the meeting do now adjourn sine die.

L. J. Nash.
Secretary.

Two Rivers, Wis, Dec. 31-1918.

On this day at two o'clock P.M. the directors of the Hamilton Manufacturing Company held a meeting at the company's office. Present, J.E. Hamilton, president, and L.J. Nash, secretary. H.P. Hamilton, being sick and confined to a hospital in Chicago, was unable to attend. Thereupon the following proceedings were had:

L.J. Nash introduced the following resolution:

"Resolved, that the Hamilton Manufacturing Company resume the payment of dividends upon its common stock and that until the further order of the directors the Company pay a quarterly dividend of Ten Dollars on each share of said stock, such payments to be made on or about the 5th days of January, April, July and October." **Adopted.**

Minutes of this meeting read and approved.

voted that this meeting do now adjourn sine die.

L.J. Nash
Secretary

Two Rivers, Wis., Aug. 4, 1919.

On this day at 8:45 P.M. the directors of The Hamilton Manufacturing Company met at the company's office in the city of Two Rivers, Wisconsin, J. E. Hamilton calling the meeting to order.

The roll being called by L. J. Nash, the full board was found to be present, namely: J. E. Hamilton, G. S. Hamilton and L. J. Nash.

G. S. Hamilton presented the following resolution:

"Resolved, that this board do proceed by ballot to elect officers for the current year and until their successors shall be elected and qualified".

(Signed) G. S. Hamilton.

Adopted.

Pursuant to said resolution a ballot was taken and J. E. Hamilton was unanimously elected President; G. S. Hamilton was unanimously elected Vice-President; H. C. Gowran was unanimously elected Treasurer; and L. J. Nash was unanimously elected Secretary.

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

Voted that the salary of J. E. Hamilton, G. S. Hamilton and H. C. Gowran be continued at the same amounts paid them during the year 1918.

The following resolution was presented by L. J. Nash:

"Resolved, that James E. Hamilton be and he hereby is appointed General Manager of this corporation for the ensuing year, with the same powers and duties as those heretofore

exercised by him in that office. Provided, however, that during the absence of said J. E. Hamilton, H. C. Gowran be and he hereby is appointed such General Manager to act until the return and the resumption of the duties of the office by the said J. E. Hamilton.
(Signed) L. J. Nash"

Adopted.

G. S. Hamilton introduced the following resolution:

"Whereas, The Penn Mutual Life Insurance Company has heretofore insured the life of James E. Hamilton under its policy No. 537,607 for the benefit of The Hamilton Manufacturing Company, and the Aetna Life Insurance Company has heretofore insured the life of James E. Hamilton under its policy No. 64,804 for the benefit of The Hamilton Manufacturing Company, Now, therefore, be it by the directors of said company

"Resolved, that H. C. Gowran, treasurer of The Hamilton Manufacturing Company, be and he hereby is authorized to assign or release the interest of said Manufacturing Company in and to said policies to the respective companies issuing them for their respective cash value, loan, paid up or other value which the said company may grant therefor."

Adopted.

Minutes of this meeting read and approved.

Voted that the meeting be ad-

journed since die.

Lyman J. Nash.
Secretary.

MINUTES OF SPECIAL MEETING OF DIRECTORS

Manitowoc, Wisconsin,
November 24, 1919.

A special meeting of the board of directors of The Hamilton Manufacturing Company was held this day at 2 o'clock P.M. at the office of Nash, Nash & Ledvina, in the Dempsey Block in the city of Manitowoc by consent of all the directors. Meeting was called to order by J. E. Hamilton, president. L. J. Nash, secretary, was present and acting as such.

The secretary called the roll of directors which disclosed the following present in person, constituting the full board:

J. E. Hamilton,
George S. Hamilton,
L. J. Nash.

The president stated to the meeting that certain negotiations were pending between some of the stockholders of this company, whereby some of the stockholders proposed to sell certain shares of stock to other stockholders; that a written contract has been prepared, to be signed by J. E. Hamilton, Walter C. Clark, Charles E. Spindler and L. J. Nash, as sellers of said stock, and by H. C. Gowran, George S. Hamilton, T. W. Suddard and Harry Rowley, as buyers of said stock; and that said written contract is intended to be executed also by The Hamilton Manufacturing Company but for the sole purpose of evidencing its intention and ability to pay cash dividends of not less than \$44.00 per share on its outstanding shares of common stock during each year for ten years beginning with the year 1920.

The following resolution was offered by George S. Hamilton:

RESOLVED, that the president and secretary of The Hamilton Manufacturing Company be, and they hereby are, authorized and empowered to execute in behalf of said corporation and in its corporate name the contract described by the statement of the president recorded in the minutes of this meeting.

Adopted.

The following resolution was offered by George S. Hamilton:

WHEREAS, it is desirable that the board of directors of The Hamilton Manufacturing Company be increased from three to five, and that its authorized issue of preferred stock be increased from \$500,000 to \$1,000,000.

RESOLVED, that a special meeting of the stockholders of the corporation be, and it hereby is, called to be held at the company's office in the city of Two Rivers on the 19th day of December, 1919, to consider and act upon amendments to the articles of organization permitting such changes in the board of directors and in the authorized issue of preferred stock, and any other amendments which may come before said special meeting of stockholders.

Adopted.

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

L. J. Nash.
Secretary.

Minutes correct.

Attest:

G. S. Hamilton
G. S. Hamilton

Directors.

SPECIAL MEETING OF DIRECTORS

Two Rivers, Wisconsin,
December 26, 1919.

On this day at 3 o'clock P.M. the Board of Directors of The Hamilton Manufacturing Company met at the company's office pursuant to notice given by the Secretary as required by the articles of organization and the by-laws. Meeting called to order by Geo. S. Hamilton, Vice President, the President of the company being absent. L. J. Nash, Secretary, present and acting as such.

The roll being called, the following directors were found to be present, constituting a quorum of the board: Geo. S. Hamilton and L. J. Nash.

The Vice President announced to the board that at a special meeting of the stockholders of The Hamilton Manufacturing Company held on the 19th day of December, 1919, a resolution was adopted amending the articles of organization so as to increase the Board of Directors from three to five, and providing that one of the directors might be elected chairman of the Board of Directors; that said resolution would presently be certified to the Secretary of State and recorded in the office of the Register of Deeds in this county, so as to become effective; that said amendment when filed and recorded, would have the effect of creating a vacancy in the Board of Directors as to two directors; and that under Article IX. of the Articles of Organization of this company, the directors have power to fill such vacancy for the unexpired portion of the current year.

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

RESOLVED that this Board of Directors proceed to elect by ballot two directors, in addition to the three directors now in office, which two directors now to be elected shall take their offices after the filing and recording of the amendment to the articles of organization whereby the Board of Directors is increased from three to five; such two additional directors to hold their offices as such for the unexpired portion of the current year or until their successors shall be elected.

Adopted.

An election being had pursuant to the foregoing resolution the following named stockholders of The Hamilton Manufacturing Company were

unanimously elected directors to take office and serve as prescribed by said resolution: T. W. Suddard and Harry Rowley.

L. J. Nash thereupon presented to the Board of Directors his resignation as Secretary of the company and as Director thereof and requested that before acceptance of said resignation the present Board of Directors proceed to elect one stockholder to fill the vacancy as director created by said resignation, for the unexpired portion of the current year. The resignation was permitted to lie on the table and the following resolution was offered by L. J. Nash:

RESOLVED that this Board of Directors proceed to elect by ballot one director, to fill the vacancy which will result from the acceptance of the resignation of L.J. Nash as a director of the corporation, such new director to take office on the acceptance of said resignation and to continue to hold the same for the unexpired portion of the current year or until his successor shall be elected.

Adopted.

An election being had pursuant to the foregoing resolution the following stockholder of The Hamilton Manufacturing Company was unanimously elected director to take office and serve as prescribed by said resolution: H. C. Gowran.

The above Minutes correct, L. J. Nash, Secretary.
Thereupon the resignation of L.J. Nash as Secretary and Director was unanimously accepted. L. J. Nash retired from the meeting and H. C. Gowran took his seat as a member of the Board of Directors.

On motion H. C. Gowran was elected temporary Secretary for the purpose of continuing the recording of minutes of this meeting.

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

Resolved that this board of directors proceed by ballot to elect a chairman of the board to take office and hold the same after the filing and recording of the amendment to the articles of organization providing for the election of a chairman of the board of directors, and to hold such office for the unexpired portion of the current year or until his successor shall be elected.

Adopted.

An election being had pursuant to the foregoing resolution the following named director of The Hamilton Manufacturing Company was unanimously elected chairman of the Board of Directors to take office and serve as prescribed by said resolution: J. E. Hamilton.

The secretary thereupon reported that there had been filed with him certain resignations, as follows: Resignation of J. E. Hamilton, as President; resignation of Geo. S. Hamilton, as Vice President; resignation of H. C. Gowran, as Treasurer; also that the office of Secretary had become vacant by action of the Board of Directors accepting resignation of L. J. Nash as such secretary.

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

RESOLVED, that the resignation of J. E. Hamilton, as President, and of Geo. S. Hamilton, as Vice President and of H. C. Gowran, as Treasurer, be and the same hereby are, accepted.

RESOLVED FURTHER, that this Board of Directors proceed to elect by ballot a President, a Vice President, a Secretary and a Treasurer to serve for the unexpired portion of the current year or until their respective successors shall be elected.

Adopted.

An election being had pursuant to the foregoing resolution the following named persons were unanimously elected to the offices respectively set opposite their names below, to serve as such as prescribed by the resolution last adopted:

President, Geo. S. Hamilton

Vice President, H. C. Gowran

Secretary, Thos. W. Suddard

Treasurer, Harry Rowley

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

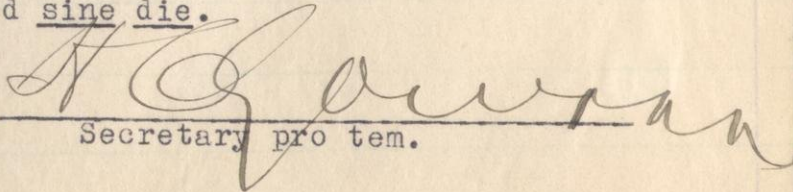
WHEREAS, during the year last past The Hamilton Manufacturing Company has paid dividends upon its common stock in the sum of Ten Dollars on each share on or about the 5th days of January, April, July and October, pursuant to a resolution of the Board of Directors adopted on December 31, 1918., and

WHEREAS, it is considered by this Board of Directors to be proper at this time to raise the dividend rate on said common stock; now therefore

RESOLVED, that this Company hereafter and until the further order of the Directors pay a quarterly dividend of Eleven Dollars (\$11.00) on each share of its common stock, such payments to be made on or about the 5th days of January, April, July and October.

Adopted.

There being no further business to come before the Board of Directors, the same was on motion adjourned sine die.


Secretary pro tem.

SPECIAL MEETING OF DIRECTORS

Two Rivers, Wisconsin,
December 30, 1919.

On this day at 3 o'clock P.M. the Board of Directors of The Hamilton Manufacturing Company met at the Company's office pursuant to notice given by the Secretary as required by the articles of organization and the by-laws. Meeting called to order by George S. Hamilton, President. In the absence of the Secretary of the corporation H. C. Gowran was appointed temporary Secretary for the purpose of recording the minutes of this meeting.

On calling the roll, the following directors were found to be present constituting a quorum of the board, George S. Hamilton, and H. C. Gowran. J. E. Hamilton, director, although absent from the meeting has inspected these minutes and approved of the same and ratified and consented to the resolution adopted and hereafter recorded; and of this his signature appended to these minutes as evidence.

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

WHEREAS, H. C. Gowran, Geo. S. Hamilton, Thos. W. Suddard and Harry Rowley, all of whom are now stockholders of The Hamilton Mfg. Company, have entered into a contract to purchase from certain other stockholders One Hundred Forty Six and Eight-tenths (146-8/10) shares of the common stock of said company during the month of January, 1920, and to purchase from said other stockholders a like amount of said common stock in the months of January in each following year until and including the year 1929; and

WHEREAS, the present holders and owners of said common stock have consented in writing that this Company may loan money to said H. C. Gowran, Geo. S. Hamilton, Thos. W. Suddard and Harry Rowley, from time to time, which money must be used by the four persons last named for the payment of shares purchased; and

WHEREAS, the said H.C. Gowran, Geo. S. Hamilton, Thos. W. Suddard and Harry Rowley, have applied to this Company to make loans to them for the purpose prescribed in said contract for the purchase of stock; and

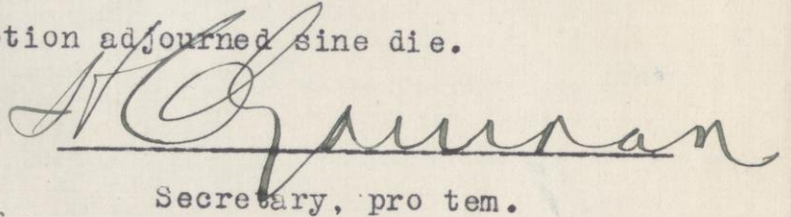
WHEREAS, this Company now has in current funds not otherwise required in its business a sum of \$ 129,184.00.

NOW THEREFORE, resolved by the Directors of The Hamilton Manufacturing Company that said Company loan to said H.C. Gowran, Geo. S.

Hamilton, Thos. W. Suddard and Harry Rowley, a sum of money not exceeding that set forth in the last preceding paragraph of this resolution, which amount will be divided among the four borrowers mentioned in the proportions they designate; and that the Company take from each of them a negotiable promissory note, payable to the Company, carrying 5% per annum interest and maturing 10 years after date, to evidence the money so loaned; and that the Company require said borrowers to deposit with the Company as collateral security to the amount respectively borrowed by each of them the number of shares of the common stock of said Company purchased with the money so borrowed; the certificates for said shares so deposited to be held by the Treasurer of the Company as collateral security aforesaid until full payment of said notes, as to both principal and interest.

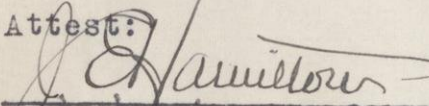
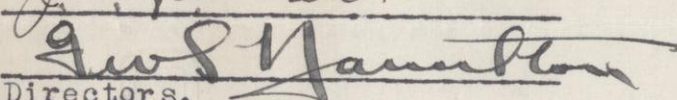
Adopted.

There being no further business to come before the Board of Directors, the meeting was on motion adjourned sine die.


Secretary, pro tem.

Minutes correct.

Attest:



Directors.

ANNUAL MEETING OF DIRECTORS

Two Rivers, Wisconsin,
February 16, 1920.

On this day at nine o'clock P. M. the Board of Directors of The Hamilton Manufacturing Company met at the Company's office, immediately following the annual stockholders meeting; and pursuant to notice given by the Secretary as required by the articles of organization and the by-laws. Meeting called to order by George S. Hamilton, President. Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll the following directors were found to be present constituting a quorum of the Board: George S. Hamilton, H. C. Gowran, Thos. W. Suddard and Harry Rowley.

Minutes of previous meetings of the Board of Directors held during the past year, were read and approved.

The following resolution was presented by Harry Rowley:

RESOLVED, that this Board proceed by ballot to elect officers for the current year and until their successors shall be elected.

Adopted.

Pursuant to said resolution a ballot was taken and the following officers were unanimously elected: President George S. Hamilton; Vice-president H. C. Gowran; Secretary Thos. W. Suddard; Treasurer Harry Rowley; chairman of Board of Directors, J. E. Hamilton.

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

WHEREAS, under the articles of organization of this Company, as amended, the redemption price of preferred stock issued by the Company ought to be fixed by resolution of the Board of Directors; and

WHEREAS, certain shares of preferred stock have heretofore been sold and issued by the Company upon an agreement with the preferred stockholders that the redemption price of said preferred stock should be \$105 per share, although no affirmative action by the Board of Directors appears recorded in its minute books; now therefore

RESOLVED, by this Board of Directors that the redemption price on all preferred stock of the Company heretofore issued or hereafter to be issued be, and it hereby is, fixed at \$105 per share.

Adopted.

The following resolution was offered by Harry Rowley:

WHEREAS, H. C. Gowran, George S. Hamilton, Thos. W. Suddard and Harry Rowley have heretofore entered into contract with certain stockholders of The Hamilton Manufacturing Company, under the terms of which contract said Gowran, Hamilton, Suddard and Rowley have become obligated to purchase from said other stockholders 146.8 shares of the common stock of said Company in each year for a period of ten years, beginning with the year 1920; and

WHEREAS, it is considered desirable that The Hamilton Manufacturing Company place itself in a position to distribute some of its common stock to employes who may be willing and able to purchase the same, annually during said period of ten years; and

WHEREAS, the authorized common stock of said Company is now substantially all outstanding, so that the Company is unable to offer any of said common stock to its employes unless it shall have first acquired the same by purchase from others; and

WHEREAS, said Gowran, Hamilton, Suddard and Rowley have offered to grant to the Company an option for the purchase from them by the Company of not more than 46.8 shares of common stock in each year for a period of ten years beginning with 1920, which option has been reduced to writing and filed with the Secretary, and to which written option reference is hereby made; now therefore

RESOLVED, by the Board of Directors of The Hamilton Manufacturing Company, that said Company be, and it hereby is authorized and empowered to take such an option as has been hereinbefore described from said Gowran, Hamilton, Suddard and Rowley, and that the President and Secretary of the Company be, and they hereby are authorized and directed to execute in the name of the Company the written option agreement heretofore filed with the Secretary and particularly referred to in this resolution.

Adopted.

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

WHEREAS, The Hamilton Manufacturing Company has heretofore sold certain real estate, consisting of residence property, to some of its employes; and

WHEREAS, upon making said sales the Company has executed and delivered deeds of four separate parcels to the following persons: John Weiss, E. Schlundt, George Peot and Frank Bouda, which deeds were signed and sealed by the officers of the corporation in accordance with law, but without specific precedent authorization by this Board of Directors; now therefore

RESOLVED, that the action of the officers of the corporation in executing and delivering said deeds be, and the same hereby is ratified, approved and confirmed.

Adopted.

There being no further business to come before the directors, the meeting was no motion adjourned sine die.


Secretary.

SPECIAL MEETING OF DIRECTORS

Two Rivers, Wisconsin,
February 25, 1920.

On this day at three o'clock P. M. the Board of Directors of The Hamilton Manufacturing Company met at the Company's office pursuant to notice. Meeting called to order by H. C. Gowran, Vice-president. Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll the following directors were found to be present constituting a quorum of the Board: H. C. Gowran, Thos. W. Suddard and Harry Rowley.

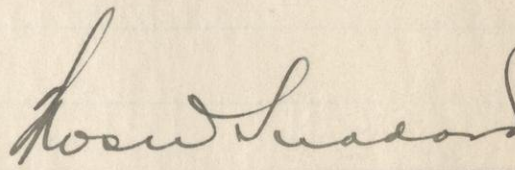
The following resolution was offered by Harry Rowley:

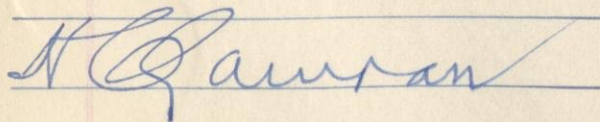
RESOLVED, that the President or Vice-president of The Hamilton Manufacturing Company, and the Secretary of the Company, be and they hereby are authorized and directed to sign in behalf of the Company, and seal and deliver to William Hamacheck a deed for the residence property recently sold him by said Company.

RESOLVED FURTHER, that the contract for the sale of said property to William Hamacheck, heretofore entered into by the officers of the Company, be and the same hereby is ratified, approved and confirmed.

Adopted.

There being no further business to come before the Board, the meeting was adjourned on motion.


Secretary.



SPECIAL MEETING OF DIRECTORS

Two Rivers, Wisconsin,
March 3, 1920.

On this day at three o'clock P. M. the Board of Directors of The Hamilton Manufacturing Company met at the Company's office pursuant to notice. Meeting called to order by H. C. Gowran, Vice-president. Thos. W. Suddard, Secretary, present and acting as such.

On calling the roll the following directors were found to be present constituting a quorum of the Board: H. C. Gowran, Thos. W. Suddard and Harry Rowley.

The following resolution was offered by Harry Rowley:

BE IT RESOLVED, That the Directors of The Hamilton Manufacturing Company, a Wisconsin corporation having its principal office at Two Rivers, Wisconsin, do hereby authorize and empower H. C. Gowran, Vice-President for and on behalf of said corporation, to execute a bond in the sum of One Thousand Dollars (\$1,000), required to be furnished by said corporation to the United States of America for the use and sale of distilled spirits and wines, in accordance with all the requirements of the laws of the United States now or hereafter enacted, and regulations issued pursuant thereto respecting the use and sale of distilled spirits and wines for other than beverage purposes.

Having executed said bond without authority of the Board of Directors.

BE IT FURTHER RESOLVED, That the Directors of The Hamilton Manufacturing Company hereby approve, confirm and in all things ratify the act of H. C. Gowran in the execution of a bond for and in behalf of said Company in the penal sum of One Thousand Dollars (\$1,000), dated December 31, 1919, as herein authorized and directed.

Adopted.

There being no further business to come before the Board the meeting was adjourned on motion.


Secretary.

SPECIAL MEETING OF THE BOARD OF DIRECTORS

Two Rivers, Wisconsin
August 4, 1920.

A special meeting of the Board of Directors of The Hamilton Manufacturing Company was held on this day at the company's office at 2 o'clock P.M. Meeting called to order by J. E. Hamilton, Chairman of the Board. Call of the roll of directors was had, disclosing the full Board present.

All Directors have signed the minutes to signify their waiver of notice of this special meeting.

The Chairman stated the purpose of the meeting to be the consideration of the question of increasing the capital stock of the company. After some discussion Mr. H. Rowley presented the following resolution:

RESOLVED by the Board of Directors of The Hamilton Manufacturing Company that an increase in the authorized issue of the Common Stock of the Company be made and it hereby is recommended to the stockholders as follows: An increase from Two Hundred and Fifty Thousand (\$250,000) Dollars to Two Million, Five Hundred Thousand (\$2,500,000.) Dollars.

RESOLVED FURTHER, that a special meeting of stockholders be had, and it hereby is called, same to be held at the company's office at one o'clock P.M. on August 14, 1920 for the purpose of considering and acting upon this recommendation.

Resolution being adopted, the meeting was adjourned.

Thos. W. Suddard
Secretary

J. E. Hamilton

Geo. S. Hamilton

H. C. Gowan

Harry Rowley

NOTICE OF SPECIAL STOCKHOLDERS' MEETING

Two Rivers, Wisconsin
August 4, 1920

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

PLEASE TAKE NOTICE, that pursuant to action taken by the Board of Directors of The Hamilton Manufacturing Company, a special meeting of the stockholders of said Company is hereby called, to be held at the Company's office at the City of Two Rivers, Wisconsin, on the 14th day of August, 1920, at one o'clock P.M. The purpose of the special meeting hereby called is to consider and act upon the recommendation of the Directors that the authorized capital stock of the Company be increased as follows: That the authorized issue of common stock be increased from Two Hundred Fifty Thousand (\$250,000.) Dollars, at par, to Two Million Five Hundred Thousand (\$2,500,000.) Dollars, at par.

If you are unable to be present in person at this special meeting of stockholders, kindly fill out, sign and mail the enclosed proxy to the undersigned.

THOS. W. SUDDARD, Secretary

SPECIAL MEETING OF DIRECTORS

Two Rivers, Wisconsin
November 23, 1920.

On this day at three o'clock P.M. the Board of Directors of The Hamilton Manufacturing Company met at the Company's office, by consent of all the Directors. Meeting called to order by J. E. Hamilton, Chairman of the Board. Thos. W. Suddard, Secretary, present and acting as such.

The Secretary called the roll of Directors which disclosed the following present in person, constituting the full Board:

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

The Chairman informed the Board that the capital stock of The Hamilton Manufacturing Company had been increased, at a special stockholders' meeting held August 14, 1920; that by the amendment adopted at said special stockholders' meeting, the authorized capital stock of the Company became \$3,500,000, consisting of \$2,500,000 of common stock and \$1,000,000 of preferred stock; that on the date of this special meeting of the Board of Directors the number of shares of common stock issued and outstanding is 2500 or less, having a par value of \$250,000 or less, the Secretary being able to state the precise number of outstanding shares of common stock for the benefit of the other Directors; that on this day the surplus of the Company is in excess of \$2,250,000; that a stock dividend of 90% can be declared and paid to the present holders of the common stock, payable in fresh issues of the stock of the Company, either common or preferred, or both; and that he, the Chairman, recommended that the surplus of the Company, or a sufficient amount thereof to equal 900% of the par value of the common stock now outstanding, be transferred to capital stock account,

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and that a stock dividend of 900% be now declared upon the common stock, payable in fresh issues of common stock to the holders of record this day.

After discussion the following resolution was offered by Mr. Rowley:

RESOLVED, That there be and hereby is transferred from surplus account to capital stock account a sum equal to 900% of the par value of the common stock of The Hamilton Manufacturing Company now outstanding;

RESOLVED FURTHER, That proper entries be made on the books of the Company reducing its surplus account and increasing its capital stock account in accordance with this resolution;

RESOLVED FURTHER, That there be and hereby is declared a stock dividend of 900%, payable pro rata to all of the holders of record of the common stock of the Company, according to its records of this date, and that said stock dividend be paid and distributed in fresh issues of the common stock of the Company.

Adopted: ayes 5, noes none.

The following resolution was offered by George S.

Hamilton:

WHEREAS, at the meeting of the Board of Directors held on December 26, 1919, it was voted to pay a quarterly dividend of \$11.00 per share on each share of the common stock of the Company, such payments to be made on or about the 5th days of January, April, July and October; and

WHEREAS, the Company has paid four quarterly dividends pursuant to said resolution, viz: the dividends maturing on the 5th days of January, April, July and October, 1920; and

WHEREAS, by resolution adopted by the Board of Directors at this special meeting, declaring a stock dividend of 900% payable in common stock, said Board has in effect multiplied the number of outstanding shares of common stock by ten; and

WHEREAS, the Company could not pay quarterly dividends of \$11.00 per share on ten times as many shares as were in existence at the time said quarterly dividend was resolved upon; now therefore

RESOLVED, that this Company hereafter and until the further order of the Directors pay a quarterly dividend of One Dollar and Ten Cents (\$1.10) on each share of its common stock, such payments to be made on or about the 5th days of January, April, July and October.

Adopted: ayes 5, noes none.

The following resolution was offered by Mr. H. C.

Gowran:

WHEREAS, on November 24, 1919, at a special meeting of the Board of Directors of The Hamilton Manufacturing Company a resolution was adopted authorizing the officers of the Company to join in the execution of a certain contract, whereby J. E. Hamilton, Walter C. Clarke, Charles E. Spindler and L. J. Nash proposed to sell and transfer shares of the Common Stock of the Company to H. C. Gowran, George S. Hamilton, T. W. Suddard and Harry Rowley; and

WHEREAS, under date of December 1, 1919 such a contract was executed by the four sellers above named and by the four buyers above named and by the Company; and

WHEREAS, at the annual meeting of the Board of Directors of the Company held on February 16, 1920 a resolution was adopted authorizing the officers of the Company, in its behalf to take an option on some of the common stock to be acquired, under the contract above referred to, by said Gowran, Hamilton, Suddard and Rowley; and

WHEREAS, it has been reported to this Board of Directors that said contract of December 1, 1919 has been wholly abrogated and annulled by all of the parties signatory thereto, including The Hamilton Manufacturing Company and that said four buyers propose to enter into new contracts with the owners of some of the common stock of the Company, for the purchase of same upon terms differing from the terms of said contract of December 1, 1919; and

WHEREAS, the abrogation of said contract of December 1, 1919 and the proposed action of said buyers in entering into new contracts for the purchase of shares of common stock from the present owners thereof, will necessarily affect the rights and obligations of the Company by reason of the fact that the Company was a party to said abrogated contract and later acquired an option upon certain of the shares of stock which were the subject of said contract; now therefore

RESOLVED, by the Board of Directors of The Hamilton Manufacturing Company, that the action of the President and Secretary of the Company in joining in the written abrogation and annulment of said contract of December 1, 1919, be and hereby is ratified and approved.

RESOLVED FURTHER, that said President and Secretary be, and they hereby are, authorized to execute in the name of the Company any contracts, options or agreements which may be necessary or advisable, for the best interests of the Company, in connection with any new contract or contracts by which said buyers acquire the right to purchase shares of said common stock from the present owners thereof, and specifically said President and Secretary are authorized to execute, in behalf of the Company and in its name, contracts in the form submitted to said directors

at this meeting, whereby said buyers propose to acquire additional shares of said common stock from the present owners thereof and whereby the Company is called upon to acknowledge notice of the contents of such contracts and to make certain entries upon its books and records in connection therewith.

Adopted: ayes 5, noes none.

The following resolution was offered by Mr. H. C.

Gowran:

WHEREAS, heretofore the officers of The Hamilton Manufacturing Company directed J. E. Hamilton to enter into negotiations with the representatives of the estate of Charles E. Spindler, deceased, for the purchase of 135.9 shares of the common stock of the company owned by said Spindler at the time of his death; and

WHEREAS, the officers of the company empowered said J. E. Hamilton to purchase said Spindler stock for the Company at Eight Hundred and Eighty (\$880.) Dollars per share, before the stock dividend had been declared or distributed, and agreed with said J. E. Hamilton to furnish one-third of the purchase price in cash paid by the Company's check and two-thirds thereof in certificates of the Company's preferred stock; and

WHEREAS, said J. E. Hamilton has heretofore successfully negotiated with the representatives of the estate of said Charles E. Spindler for the purchase of said 135.9 shares of common stock, and the Company's check and Preferred stock have been placed in escrow, together with the certificates for said 135.9 shares of common stock, under provisions which will result in said common stock being delivered to J. E. Hamilton within one month or thereabouts after the date of this meeting; now therefore,

RESOLVED, by the directors of The Hamilton Manufacturing Company, that the action of its officers in directing said J. E. Hamilton to purchase said Spindler stock, for the price above named, be and it hereby is ratified and approved.

RESOLVED FURTHER, that the purchase of said stock for and in behalf of the Company, by said J. E. Hamilton, be and it hereby is ratified and approved.

RESOLVED FURTHER, that after the certificates for said 135.9 shares of common stock shall have been delivered to said J. E. Hamilton, properly endorsed by the representatives of the estate of Charles E. Spindler, deceased, said certificates (together with certificates for 1223.1 shares of new common stock presently to be issued by way of a stock dividend upon said 135.9 shares of common stock) may be delivered to the Company by said J. E. Hamilton to be cancelled and retired, and that on receipt of said certificates together with

certificates for said dividend stock, all charges made by the Company against said J. E. Hamilton for cash or preferred stock furnished him in connection with the purchase of said Spindler stock, be cancelled and annulled.

RESOLVED FURTHER, that pursuant to the contract made by the said J. E. Hamilton with the representatives of the estate of Charles E. Spindler, deceased, a copy of which contract has been exhibited to the directors at this meeting, the President and Secretary of the Company are hereby authorized and directed to issue a certificate for 1223.1 shares of common stock to J. E. Hamilton, as purchaser of said Spindler stock, which new certificate for 1223.1 shares of common stock shall represent the stock dividend distributable to the owner of said 135.9 shares of common stock, pursuant to the stock dividend heretofore declared at this meeting; or, that in view of the fact that said dividend stock is coming directly back into the company's treasury, said certificate for the dividend stock may be not issued at all, if the President and Secretary so elect.

Adopted: ayes 5, noes none.

The following resolution was offered by George S.

Hamilton:

WHEREAS, by the terms of the contract recently made by J. E. Hamilton, acting for and in behalf of The Hamilton Manufacturing Company, whereby he purchased from the estate of Charles E. Spindler, deceased, 135.9 shares of the Company's common stock, the said J. E. Hamilton undertook to repurchase from Edwin C. Spindler and from Walter E. Spindler, 797 shares of the preferred stock of this Company which said Edwin C. Spindler and Walter E. Spindler have agreed to accept in part payment for the shares of common stock purchased by said J. E. Hamilton; and

WHEREAS, said agreement of J. E. Hamilton to repurchase said preferred stock obligates him to repurchase the same at the rate of one-fourth thereof in one year, another fourth in two years, another fourth in three years and the remainder thereof in four years, at par and accrued dividends; and

WHEREAS, the said J. E. Hamilton entered into said contract at the request of the Company and for its benefit; now therefore

RESOLVED, by the Directors of The Hamilton Manufacturing Company that the President and Secretary be and they hereby are authorized and directed to bind the Company by contract or memorandum, satisfactory to said J. E. Hamilton, to take off his hands by way of purchase or redemption, at par and accrued dividends, any preferred stock which he may hereafter

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be compelled to repurchase from said Spindlers.

Adopted: ayes 5, noes none.

There being no further business to come before the meeting, the same was on motion adjourned. All of the Directors have signed the minutes to evidence their waiver of notice and their personal presence at the meeting.

Attest:

Howe Seadard
Secretary

J. E. Nantley

A. Chapman

Geo. S. Hamilton

Harry Rowley

Directors

SPECIAL MEETING OF DIRECTORS - Two Rivers, Wisconsin, Dec. 20, 1920

On this day at 3 o'clock P.M. the Board of Directors of the Hamilton Manufacturing Company convened by consent of all of the members of the Board, the following members being present: G. S. Hamilton, H. C. Gowran, T. W. Suddard and H. Rowley.

Mr. Gowran offered the following resolution:

RESOLVED, That Geo. S. Hamilton, President, or H. C. Gowran, Vice President of this corporation are, or any or either of them is hereby authorized for and on behalf of this corporation to open an account with The National Bank of Republic of Chicago, to endorse in the name of this corporation checks, drafts, bills of exchange, notes and orders for the payment of money and to deposit the same to the credit of said account; and

BE IT FURTHER RESOLVED, That all checks appearing either by writing, or printing, or both, to be drawn against said account shall be signed by H. C. Gowran, or G. S. Hamilton, or Thos. W. Suddard or Harry Rowley and that no checks drawn against said account shall be valid unless so signed; and

BE IT FURTHER RESOLVED, That said The National Bank of the Republic of Chicago is hereby authorized and directed to honor and pay any checks so drawn when so signed, whether such checks be payable to the order of the person or persons (if more than one) so authorized to sign checks, in his or either of their (if more than one) individual capacity or not, and whether such checks are deposited to his or their (if more than one) individual credit or not; and

BE IT FURTHER RESOLVED, That said The National Bank of the Republic of Chicago is authorized to accept as the endorsement of this corporation on any checks, drafts, or bills made payable to, or to the order of this corporation or otherwise, an endorsement made either in the manner hereinabove authorized for the signing or drawing of checks, or by any person affixing an endorsing stamp in the name of this corporation with or without stating the name or title of an official of this corporation; and

BE IT FURTHER RESOLVED, That the foregoing resolution and the powers therein contained shall be binding upon this corporation and said Bank until written notice of any change or changes therein shall have been given to the President, Vice-President, Cashier or Assistant Cashier of said Bank.

Adopted: Ayes - 4 Noes, none.

Minutes of this meeting read and approved.

Voted that the meeting be now adjourned sine die.

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

Thos. W. Suddard
Secretary

SPECIAL MEETING OF DIRECTORS

Two Rivers, Wisconsin
January 8, 1921

On this day at 1 o'clock P.M. the Board of Directors of The Hamilton Manufacturing Company met at the Company's office by consent of all of the directors, the following members being present: G. S. Hamilton, H. C. Gowran, T. W. Suddard and H. Rowley.

Mr. Gowran offered the following resolution:

RESOLVED, That G. S. Hamilton as President of this company and H. C. Gowran as Vice President of this company and T. W. Suddard as Secretary of this company and Harry Rowley as Treasurer of this company, be and each of them hereby is authorized and empowered to sign on behalf of the company and in its name, promissory notes, drafts, checks and other commercial paper; that Lillie Lahey as Cashier of this company be, and she hereby is authorized and empowered to endorse for the company and in its name, notes, drafts, checks and other commercial paper, and to make such endorsements by rubber stamp if the convenience of business requires it.

Adopted: Ayes, 4; Noes; none.

Minutes of this meeting read and approved.

Voted that the meeting be adjourned sine die.

G. S. Hamilton
H. C. Gowran
T. W. Suddard
H. Rowley

T. W. Suddard
Secretary

ANNUAL MEETING OF THE BOARD OF DIRECTORS

Two Rivers, Wisconsin
March 29, 1921

On this date at nine o'clock P.M. the Board of directors of The Hamilton Manufacturing Company met at the Company's office immediately following the annual stockholders meeting; and pursuant to notice given by the Secretary as required by the articles of organization and the by-laws.

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

On calling the roll the following Directors were found to be present, constituting a quorum of the Board: George S. Hamilton, H. C. Gowran, Thos. W. Suddard and H. Rowley.

The minutes of previous meetings of the Board of Directors held during the past year were read and approved.

The following resolution was presented by H. C.

Gowran:

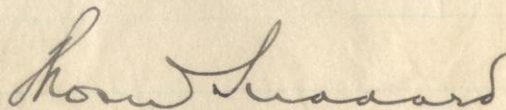
RESOLVED, That this Board proceed by ballot to elect officers for the current year and until their successors shall be elected.

Adopted.

Pursuant to said resolution a ballot was taken and the following officers were unanimously elected:

President	-	-	-	George S. Hamilton
Vice President	-	-	-	H. C. Gowran
Secretary	-	-	-	Thos. W. Suddard
Treasurer	-	-	-	Harry Rowley
Chairman, Board of Directors	-	-	-	J. E. Hamilton

There being no further business to come before the Directors, the meeting was on motion adjourned sine die.

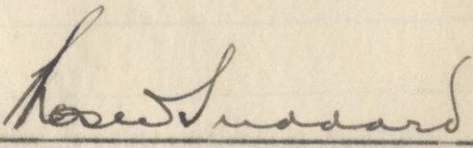

Secretary

State of Wisconsin)
County of Manitowoc)ss:

I, Thomas W. Suddard, Secretary of The Hamilton Manufacturing Company, a Wisconsin corporation of the City of Two Rivers, Manitowoc County, State of Wisconsin, hereby certify that the following is a true copy of a resolution duly adopted at a special meeting of the Board of Directors of said company, held at its office in said City of Two Rivers on the 17th day of June, 1921, at which meeting there were present in person all members of said Board of Directors:

RESOLVED, By the Board of Directors of The Hamilton Manufacturing Company, that the Vice President of said Company, H.C. Gowran, be and he hereby is authorized and empowered to execute in the name of the Company, any bond, contracts, undertaking or other instrument necessary for the use of the Company in making claim against the United States for abatement of the additional tax imposed on said Company by the Commissioner of Internal Revenue on account of 1918 income. And also, in connection with any claim for refund or other claim for relief against said additional tax which this company may hereafter make.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the corporate seal of said Company at said City of Two Rivers this 18th day of June, 1921.


Secretary



SPECIAL MEETING OF DIRECTORS

Two Rivers, Wisconsin
June 17, 1921

On this day at two o'clock P.M. the Board of Directors of The Hamilton Manufacturing Company convened by consent of all members of the Board, the following members being present: G. S. Hamilton, H. C. Gowran, T. W. Suddard and H. Rowley.

Mr. Rowley offered the following resolution:

RESOLVED, By the Board of Directors of The Hamilton Manufacturing Company, that the Vice President of said Company, H. C. Gowran be and he hereby is authorized and empowered to execute in the name of the Company, any bond, contracts, undertaking or other instrument necessary for the use of the company in making claim against the United States for abatement of the additional tax imposed on said company by the Commissioner of Internal Revenue on account of 1918 income. And also, in connection with any claim for refund or other claim for relief against said additional tax which this company may hereafter make.

Adopted - Ayes 4; Noes, none.

Minutes of this meeting read and approved.

Voted that the meeting be now adjourned, sine die.

H. Rowley
H. C. Gowran
G. S. Hamilton
J. E. Hamilton
Thomas Suddard

Thomas Suddard
Secretary

SPECIAL MEETING OF DIRECTORS

Two Rivers, Wisconsin
January 6, 1922

On this day at 3 o'clock P.M. the Board of Directors of The Hamilton Manufacturing Company convened by consent of all of the members of the Board, the following members being present:
G. S. Hamilton, H. C. Gowran, T. W. Suddard and H. Rowley.

Mr. Gowran offered the following resolution:

RESOLVED, That an account shall be established in the name of this Company with The Corn Exchange National Bank of Chicago, wherein may be deposited any of the funds of this Company, whether represented by cash, checks, notes or other evidences of debt, and from which withdrawals are hereby authorized in the name of the Company, by any of the following:

George S. Hamilton
H. C. Gowran
Thos. W. Suddard
Harry Rowley
Finch Clarke

Endorsements for deposit may be by the written or stamped endorsement of the Company, without designation of the party making the enforcement.

BE IT FURTHER RESOLVED, That any of the following officers - George S. Hamilton, President and H. C. Gowran, Vice President, may from time to time borrow money in the name of the Company from The Corn Exchange National Bank of Chicago and give the Company's notes therefore in such amounts and for such time and rate of interest as may be designated on said notes, or the Bank's custom, and there may be pledged for the payment of such notes any of the bills receivable, stocks, bonds or other property of said Company, and the bills receivable of said Company, may be offered to said Bank for re-discount or for purchase on the endorsement of any of said officers.

Adopted, Ayes 4; Noes, None

Minutes of this meeting read and approved.

Voted that the meeting be now adjourned sine die.

George S. Hamilton
H. Rowley
H. C. Gowran
George S. Hamilton
Thos. W. Suddard

Thos. W. Suddard
Secretary

Copy of Affidavit Sent to Bank

I, Thos. W. Suddard Secretary of the Hamilton
Manufacturing Company, a corporation of Two Rivers
Wisconsin, do hereby certify that I am keeper of the records
and the minutes of the proceedings of the Board of Directors of said
Company, and that on the 6th day of January 1922, there was
held a meeting of the Board of Directors of said Company, which was
duly called and held in accordance with law, and the by-laws of the
Company, and at which a quorum of the Directors was present; and at
said meeting the following action was duly and legally taken:

RESOLVED, that an account shall be established in the name of this
Company with The Corn Exchange National Bank of Chicago, wherein may be
deposited any of the funds of this Company, whether represented by cash,
checks, notes or other evidences of debt, and from which withdrawals
are hereby authorized in the name of the Company, by any _____ of the
following:

George S. Hamilton
H. C. Gowran
Thos. W. Suddard
Harry Rowley
Finch Clarke

Endorsements for deposit may be by the written or stamped endorsement
of the Company, without designation of the party making the endorsement.

BE IT FURTHER RESOLVED, that any of the following officers, -
George S. Hamilton, President and H. C. Gowran, Vice-President

may from time to time borrow money in the name of the Company from
The Corn Exchange National Bank of Chicago and give the Company's notes
therefor in such amounts and for such time and rate of interest as may
be designated on said notes, or the Bank's custom, and there may be
pledged for the payment of such notes any of the bills receivable,
stocks, bonds or other property of said Company, and the bills re-
ceivable of said Company, may be offered to said Bank for re-discount
or for purchase on the endorsement of any of said officers.

I further certify that the following persons are the officers of
this Company and those authorized to sign in the foregoing resolutions
as designated, and that the signatures hereon are the true signatures
of such officers and persons.

Geo. S. Hamilton	President
H. C. Gowran	Vice President
Thos. W. Suddard	Secretary
H. Rowley	Treasurer

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of
said Company and have attached hereto the official seal of said
corporation, this 7th day of January, 1922.

Thos. W. Suddard
Secretary

ANNUAL MEETING OF THE BOARD OF DIRECTORS

Two Rivers, Wisconsin
March 7, 1922

On this date at six o'clock P.M. the Board of Directors of The Hamilton Manufacturing Company met at the Company's office immediately following the annual stockholders meeting; and pursuant to notice given by the Secretary as required by the articles of organization and the by-laws.

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

On calling the roll the following Directors were found to be present, constituting a quorum of the Board: George S. Hamilton, H. C. Gowran, Thos. W. Suddard and H. Rowley.

The minutes of the previous meetings of the Board of Directors held during the past year were read and approved.

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

RESOLVED, That this Board proceed by ballot to elect officers for the current year or until their successors shall be elected.

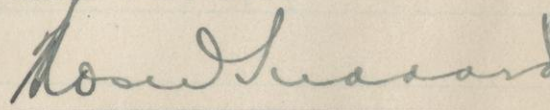
Adopted.

Pursuant to said resolution a ballot was taken and the following officers were unanimously elected:

President	- -	George S. Hamilton
Vice President	- -	H. C. Gowran
Secretary	- - -	Thos. W. Suddard
Treasurer	- - -	H. Rowley
Chairman, Board of Directors	-	J. E. Hamilton

X It being too late to take up the financial statement in detail it was decided to put this matter over for a special meeting of the Board to be called by the President.

The Meeting was then adjourned sine die.


Secretary

SPECIAL MEETING OF THE BOARD OF DIRECTORS

Two Rivers, Wisconsin
October 27, 1922

On this date at two o'clock P.M. the Board of Directors of The Hamilton Manufacturing Company convened by consent of all members of the Board, the following members being present:

H. C. Gowran, T. W. Suddard and H. Rowley.

Mr. Rowley offered the following resolution:

RESOLVED, That the President, Vice President, Secretary and Treasurer or either of them, is separately authorized to sign and execute on behalf of this company, any and all proposals which may be submitted and any contracts, bonds or other documents relative to any work which is or may be awarded by the United States Government to this company, and also any contracts and bonds with the said Government concerning such work."

Adopted.

Minutes of this meeting read and approved.

Voted that the meeting do now adjourn sine die.

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

T. W. Suddard
Secretary

SPECIAL MEETING OF BOARD OF DIRECTORS

Two Rivers, Wisconsin,
January 27, 1923.

On this day at the hour of ten o'clock in the forenoon the Board of Directors of The Hamilton Manufacturing Company met, by consent of all of the Directors, at the office of the Company in the City of Two Rivers, Wisconsin.

Meeting called to order by George S. Hamilton, President. T. W. Suddard, Secretary, present and acting as such.

Roll call showed the following Directors present, constituting a quorum:

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

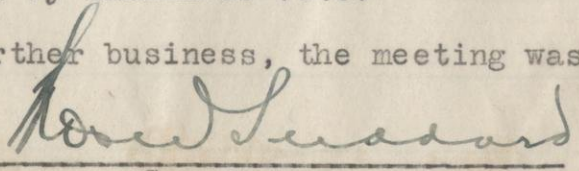
The President stated to the Board that this Company had paid an additional federal income tax of about \$19,000 to the Collector of Internal Revenue at Milwaukee, Wisconsin, in the month of September, 1922; that the amount mentioned was paid by this Company under protest; that if this Company is to take further action for the recovery of said payment, on the ground that it was unlawfully exacted, it will be necessary that the Company file with said Collector a claim for refund, before the Company can maintain any suit in Court; and that in connection with the filing claim for refund it will be necessary to furnish a written power of attorney to such persons as the Company may desire to have act for it in that connection.

Thereupon the following resolution was offered by Director Rowley:

RESOLVED, By the Board of Directors of The Hamilton Manufacturing Company, that said Company by its proper officers execute and deliver a power of attorney to H. C. Gowran and to A. L. Nash, empowering them to represent this Company in connection with filing and prosecuting this Company's claim for refund of the federal income tax heretofore paid by the Company, in September, 1922.

Resolution adopted by unanimous vote.

There being no further business, the meeting was adjourned.


Secretary.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, That THE HAMILTON MANUFACTURING COMPANY, a corporation duly organized under the laws of the State of Wisconsin, and having its principal place of business in the City of Two Rivers, in the County of Manitowoc in said State, does hereby make, constitute and appoint H. C. Gowran, of said City of Two Rivers, and A. L. Nash, of the City of Manitowoc, in said County and State, and either of them, its true and lawful attorney, for it and in its name, place and stead, to prepare and file with the Collector of Internal Revenue at Milwaukee, Wisconsin, a claim for refund of certain moneys heretofore paid under protest by said corporation as and for an additional tax on its 1918 income, and to appear before said Collector of Internal Revenue, and before the Commissioner of Internal Revenue, and before any of the officers or departments of the Bureau of Internal Revenue, at Washington, D. C., or elsewhere, for the purpose of supporting and prosecuting said claim for refund, and to present facts and arguments in support of said claim for refund, by mail or otherwise; giving and granting unto its said attorneys, and either of them, full power and authority to do and perform all and every act and thing whatsoever, requisite or necessary in the premises, as fully, to all intents and purposes, as said corporation might or could do, with full power of substitution and revocation, hereby ratifying and confirming all that its said attorneys, and either of them, or the substitute of said attorneys, or either of them, shall lawfully do, or cause to be done, by virtue hereof.

IN WITNESS WHEREOF, said The Hamilton Manufacturing Company has caused its corporate name to be subscribed hereto by its President, and its corporate seal to be affixed, attested by its Secretary, all by due authority of its Board of Directors, this 27th day of January, 1923.

THE HAMILTON MANUFACTURING COMPANY

(CORPORATE SEAL)

By Geo. S. Hamilton, President.

Attest;

Thos. W. Suddard, Secretary.

State of Wisconsin,)
Manitowoc County,) SS.

On this 27th day of January, 1923, personally came before me George S. Hamilton, President, and T. W. Suddard, Secretary, of The Hamilton Manufacturing Company, the corporation which executed the foregoing power of attorney and to me known to be the persons who executed the same in behalf of said corporation and as officers thereof, and acknowledged the same as the free act and deed of said corporation.

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

My commission expires Mar. 25 - 1925.

25¢
Documentary
Stamp/

ANNUAL MEETING OF THE BOARD OF DIRECTORS

Two Rivers, Wisconsin
February 26, 1923

On this date at nine o'clock P. M. the Board of Directors of The Hamilton Manufacturing Company met at the Company's office immediately following the annual stockholders meeting; and pursuant to notice given by the Secretary as required by the articles of organization and the by-laws.

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

On calling the roll the following Directors were found to be present, constituting a quorum of the Board: George S. Hamilton, H. C. Gowran, Thos. W. Suddard and H. Rowley.

The minutes of the previous meetings of the Board of Directors held during the past year were read and approved.

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

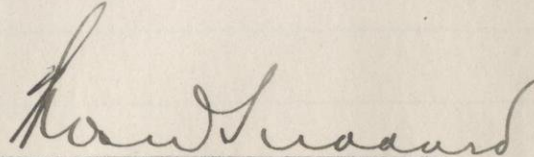
RESOLVED, That this Board proceed by ballot to elect officers for the current year or until their successors shall be elected.

Adopted.

Pursuant to said resolution a ballot was taken and the following officers were unanimously elected:

President	- -	George S. Hamilton
Vice President	- -	H. C. Gowran
Secretary	- -	Thos. W. Suddard
Treasurer	- -	H. Rowley
Chairman, Board of Directors	-	J. E. Hamilton

After a discussion of the financial statement in detail, the meeting was adjourned sine die.


 Secretary

SPECIAL MEETING OF THE BOARD OF DIRECTORS

Two Rivers, Wisconsin

December 24, 1923

On this date at two o'clock P. M. the Board of Directors of The Hamilton Mfg. Co. convened pursuant to consent of all directors.

The following resolution was offered by

Mr. Rowley:

WHEREAS, It is considered by this Board of Directors to be proper at this time to pay an additional dividend, now it is therefore

RESOLVED, That this company pay an additional dividend of \$5.00 on each share of its common stock, such payment to be made on or before December 31, 1923.

Adopted.

There being no further business to come before the Board of Directors, the meeting was adjourned sine die.

J. E. Hamilton
L. W. Hamilton
H. G. Gannon
H. Rowley
Robert L. Ladd

Robert L. Ladd
Secretary

SPECIAL MEETING OF THE BOARD OF DIRECTORS

Two Rivers, Wisconsin
January 2, 1924

On this date at 11 o'clock A. M. the Board of Directors of The Hamilton Mfg. Co. convened pursuant to consent of all directors.

Mr. Gowran offered the following resolution:

WHEREAS, during the year last past The Hamilton Mfg. Co. has paid dividends upon its common stock in the sum of \$1.10 on each share on or about the 5th days of January, April, July and October, pursuant to resolution of the Board of Directors adopted on November 23, 1920;

WHEREAS, it is considered by this Board of Directors to be proper at this time to change the dividend rate on such common stock; now therefore

BE IT RESOLVED, that this company hereafter and until a further order by the directors, pay a quarterly dividend of \$2.75 on each share of its common stock, such payments to be made on or about the 5th days of January, April, July and October.

Adopted.

The following resolution was offered by Mr. Rowley:

WHEREAS, The Hamilton Mfg. Co. has heretofore sold some real estate, consisting of residence property, to some of its employees; and

WHEREAS, upon making such sales the company has executed and delivered deeds of two separate properties to the following persons:

Chas. Hansen
Winfred Nejedlo

which deeds were signed and sealed by the officers of the corporation in accordance with the law, but without specific precedent authorization by its Board of Directors; now therefore

RESOLVED, that the action of the officers of said corporation in executing and delivering said deeds be, and the same hereby is ratified, approved and confirmed.

Adopted.

There being no further business to come before the Board of Directors, the meeting was adjourned sine die.

J. E. Hamilton
Geo. J. Hamilton
M. Gowran
H. Rowley
Winfred Nejedlo

Winfred Nejedlo
Secretary

SPECIAL MEETING OF THE BOARD OF DIRECTORS

Two Rivers, Wisconsin
January 23, 1924

On this date at 2 o'clock P. M. the Board of Directors of The Hamilton Manufacturing Company convened pursuant to consent of all directors.

Mr. Rowley offered the following resolution:

WHEREAS, the indebtedness of the four Buyers to the company for borrowed money at the time hereof is no more than \$896,078.81, while the par value of the shares of stock on which this company has a first lien by way of security (that is, the par value of 10,170 shares) is \$1,017,000, and the book value thereof is substantially in excess of said sum, so that the company holds a large amount of excess security for the indebtedness due to it from said Buyers; now therefore

RESOLVED, by the Board of Directors of The Hamilton Manufacturing Company, that the first lien of the company upon the cash dividends hereafter accruing to 4000 shares of common stock be, and the same hereby is, released unto the owners of said stock, to-wit: said Buyers, to the end that said Buyers may hereafter take, use and enjoy all cash dividends as the same accrue on said 4000 shares of common stock, free from any lien or claim on the part of said company; the company retaining, however, its first lien on the stock itself, and retaining possession of the certificates evidencing said stock for the purpose of protecting its said lien, until such time as the indebtedness of the Buyers to the company shall have been paid, or so far reduced as to permit further action in the premises of the Board of Directors.

Adopted.

The following resolution was offered by Mr. Gowran:

WHEREAS, the President and Secretary of this Company have under date of January 2 executed a contract in behalf of the Company with George S. Hamilton, H. C. Gowran, Thos. W. Suddard and Harry Rowley relating particularly to 4000 shares of stock of The Hamilton Manufacturing Company on which dividends are released; now therefore

RESOLVED, that the action of the officers of said corporation in executing and delivering said contract be, and the same hereby is ratified, approved and confirmed.

Adopted.

There being no further business to come before the Board of Directors, the meeting was adjourned sine die.

Geo Hamilton
H C Gowran
H Rowley
Thos Suddard

Thos Suddard
Secretary

ANNUAL MEETING OF THE BOARD OF DIRECTORS

Two Rivers, Wisconsin
March 19, 1924

On this date at nine o'clock P. M. the Board of Directors of The Hamilton Manufacturing Company met at the Company's office immediately following the annual stockholders meeting and pursuant to notice given by the Secretary as required by the articles of organization and the by-laws.

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 Directors were found to be present, constituting a quorum of the Board: H. C. Gowran, Thos. W. Suddard and H. Rowley.

The minutes of the previous meetings of the Board of Directors held during the past year were read and approved.

The following resolution was presented by H. Rowley:

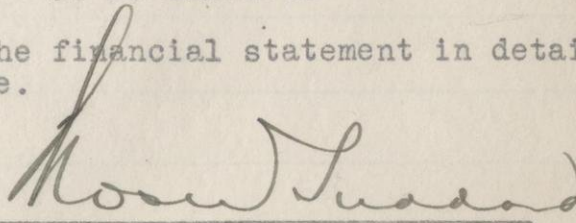
RESOLVED, That this Board proceed by ballot to elect officers for the current year or until their successors shall be elected.

Adopted.

Pursuant to said resolution a ballot was taken and the following officers were unanimously elected:

President	- -	George S. Hamilton
Vice President	- -	H. C. Gowran
Secretary	- -	Thos. W. Suddard
Treasurer	- -	H. Rowley
Chairman, Board of Directors	-	J. E. Hamilton

After a discussion of the financial statement in detail, the meeting was adjourned sine die.


Secretary

SPECIAL MEETING OF THE BOARD OF DIRECTORS

Two Rivers, Wisconsin

March 27, 1925

On this date at 11 o'clock A. M. the Board of Directors of The Hamilton Manufacturing Company convened pursuant to consent of all directors.

Mr. Rowley offered the following resolution:

"BE IT RESOLVED, that the Illinois Merchants Trust Company, a bank of Chicago, be and hereby is designated a depository in which the funds of this corporation may be deposited by its officers, agents and employes, and that the President, Vice President, Secretary and Treasurer of this Company, and Thos. Ray, Chicago Manager, shall be and each of them hereby is authorized to endorse for deposit or negotiation any and all checks, drafts, notes, bills of exchange, and orders for the payment of money, either belonging to or coming into the possession of this Corporation. Endorsements for deposit may be by the written or stamped endorsement of the Company without designation of the person making the endorsement.

"AND BE IT FURTHER RESOLVED, that the President, Vice President, Secretary and Treasurer of this Company and Thos. Ray, Chicago Manager, shall be and each of them hereby is authorized to sign checks and orders for the payment of money withdrawing funds so deposited, and that the said Illinois Merchants Trust Company shall be and hereby is authorized and directed to honor and pay any checks so drawn when so signed, whether such checks be payable to the order of the officer signing them, or any of said officers in their individual capacities or not, and whether they are deposited to the individual credit of the officer signing them, or to the individual credit of any of the other officers or not."

Adopted - Ayes, four; Noes, none.

Minutes of this meeting read and approved.

Voted that the meeting be now adjourned, sine die.

Geo. Hamilton
H. Gausman
H. Rowley
Thos. Ray
J. E. Hamilton

Robert L. Lusk
 Secretary

RESOLUTION OF BOARD OF DIRECTORS

I, Thos. W. Suddard, do hereby certify that I am the duly elected and qualified secretary and the keeper of the records and corporate seal of THE HAMILTON MFG. CO., a corporation organized and existing under and by virtue of the laws of the State of Wisconsin and that the following is a true and correct copy of certain resolutions duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with the law and the by-laws of said corporation at its office at Two Rivers, Wisconsin, on the 27th day of March, 1925, and that such resolutions are now in full force and effect.

BE IT RESOLVED, that the Illinois Merchants Trust Company, a bank of Chicago, be and hereby is designated a depository in which the funds of this corporation may be deposited by its officers, agents and employes, and that the President, Vice President, Secretary and Treasurer of this Company, and Thos. Ray, Chicago Manager, shall be and each of them hereby is authorized to endorse for deposit or negotiation any and all checks, drafts, notes, bills of exchange, and orders for the payment of money, either belonging to or coming into the possession of this Corporation. Endorsements for deposit may be by the written or stamped endorsement of the Company without designation of the person making the endorsement.

AND BE IT FURTHER RESOLVED, that the President, Vice President, Secretary and treasurer of this Company and Thos. Ray, Chicago Manager, shall be and each of them hereby is authorized to sign checks and orders for the payment of money withdrawing funds so deposited, and that the said Illinois Merchants Trust Company shall be and hereby is authorized and directed to honor and pay any checks so drawn when so signed, whether such checks be payable to the order of the officer signing them, or any of said officers in their individual capacities or not, and whether they are deposited to the individual credit of the officer signing them, or to the individual credit of any of the other officers or not.

I further certify that the following persons have been elected, have qualified and are now acting as officers of this corporation in the capacities set opposite their respective names and that the signatures set opposite such names are their signatures.

NAME	OFFICER	SIGNATURE
<u>George S. Hamilton</u>	President	<u>(Signed) Geo. S. Hamilton</u>
<u>Harry C. Gowran</u>	Vice President	<u>(Signed) H. C. Gowran</u>
<u>Harry Rowley</u>	Treasurer Cashier	<u>(Signed) H. Rowley</u>
<u>Thomas W. Suddard</u>	Secretary	<u>(Signed) Thos. W. Suddard</u>

IN WITNESS WHEREOF, I have affixed my name as Secretary, and have caused the corporate seal of said corporation to be affixed this 27th day of March, 1925.

Thos. W. Suddard
Secretary

I, H. C. Gowran, a director of said corporation, do hereby certify that the foregoing is a correct copy of certain resolutions passed as therein set forth.

(Signed) H. C. Gowran

ANNUAL MEETING OF THE BOARD OF DIRECTORS

Two Rivers, Wisconsin

April 14, 1925

On this date at 6 o'clock P. M. the Board of Directors of The Hamilton Manufacturing Company met at the Company's office immediately following the annual stockholders' meeting and pursuant to notice given by the Secretary as required by the articles of organization and the by-laws.

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

On calling the roll the following Directors were found to be present, constituting a quorum of the Board: Geo. S. Hamilton, H. C. Gowran, Thos. W. Suddard and H. Rowley.

The minutes of the previous meetings of the Board of Directors held during the past year were read and approved.

The following resolution was presented by H. Rowley:

RESOLVED, That this Board proceed by ballot to elect officers for the current year or until their successors shall be elected.

Adopted.

Pursuant to said resolution a ballot was taken and the following officers were unanimously elected:

President	----	George S. Hamilton
Vice President	----	H. C. Gowran
Secretary	----	Thos. W. Suddard
Treasurer	----	H. Rowley
Chairman, Board of Directors	--	J. E. Hamilton

The President reported to the Directors that during 1924 the Company purchased the business or assets of

The Carrom Company	--	Ludington, Michigan
Chicago Metal Mfg. Co.	-	Chicago, Illinois

and that on the occasion of each purchase a formal contract of such purchase was entered into with said companies and that at the time each of said contracts was entered into the Directors of The Hamilton Mfg. Co. considered the same and approved them, altho without holding a formal meeting for the purpose.

The President thereupon suggested that in order to make a record of the approval of these contracts and all of the purchases made under them, a resolution of approval and ratification be presented to the Directors at this time. The Directors, after examin-

ing each of said contracts, directed that they be filed with the Secretary.

Director Gowran then offered the following resolution:

RESOLVED by the Directors of The Hamilton Mfg. Co. that the action of the officers of the Company in entering into contracts for the purchase of business or assets of The Carrom Company, Ludington, Michigan and the Chicago Metal Mfg. Co., Chicago, Illinois, which contracts have been submitted to the Directors of this meeting, be, and they are in each case, ratified, approved and confirmed.

Adopted.

The following resolution was offered by Mr. Rowley:

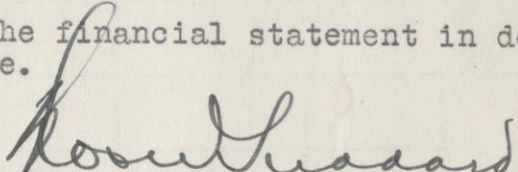
WHEREAS, The Hamilton Mfg. Co. has heretofore sold some real estate, consisting of residence property; and

WHEREAS, upon making such sales the Company has issued a deed to John Lackowicz, which was signed and sealed by the officers of the corporation in accordance with the law, but without specific precedent authorization by its Board of Directors; now therefore

RESOLVED, that the action of the officers of said corporation in executing and delivering said deed be, and the same hereby is ratified, approved and confirmed.

Adopted.

After a discussion of the financial statement in detail, the meeting was adjourned sine die.


Secretary

POWER OF ATTORNEY
Treasury Department
Bureau of Internal Revenue

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a corporation duly organized under the laws of the State of Wisconsin, has constituted and appointed by these presents with full power of substitution and revocation, Kix Miller & Baar, George Maurice Morris, Frederick L. Pearce, Willis W. Ritter, attorneys at law, with offices at 815 - 15th Street, N.W., Washington, D. C., its agents and attorneys to appear for it and represent it before the Treasury Department and Bureau of Internal Revenue in connection with any matter involving federal taxes of the said corporation which may be pending before the Treasury Department at any time subsequent to the date hereof and prior to the revocation hereof.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed by its duly authorized officers under its corporate seal, this 10th day of June, 1925.

*Revoked
H/21/44*

THE HAMILTON MANUFACTURING COMPANY

BY G. S. Hamilton
President

ATTEST:

T. W. Suddard
Secretary

STAMP

State of Wisconsin)
County of Manitowoc) SS.

I, A. H. Lohman, a Notary Public in and for the county and state aforesaid, hereby certify that Geo. S. Hamilton and Thos. W. Suddard personally known to me as the parties who signed the foregoing power of attorney, appeared before me and acknowledged that they signed the said document in their official capacity as indicated and that they as such officers, with full authority, executed and attested the same voluntarily for and as the act and deed of said corporation. Given under my hand and seal this 10th day of June, 1925.

A. H. Lohman
Notary Public

POWER OF ATTORNEY
TREASURY DEPARTMENT
BUREAU OF INTERNAL REVENUE

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a corporation duly organized under the laws of the State of Wisconsin, has constituted and appointed by these presents with full power of substitution and revocation, Edward Andrew Wilde, Certified Public Accountant of the firm of J. Lee Nicholson & Co., with offices at 2630 Woolworth Bldg., 233 Broadway, New York City, its agent to appear for it and represent it before the Treasury Department and Bureau of Internal Revenue in connection with any matter involving capital stock taxes of said corporation which may be pending before the Treasury Department at any time subsequent to the date hereof and prior to the revocation hereof.

This power of attorney is given in addition to blanket powers of attorney not heretofore revoked, on file in the Treasury Department.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed by its duly authorized officers under its corporate seal, this 18th day of November, 1925.

The Hamilton Mfg Co
By H C Gowran
Vice-President

ATTEST:

T. W. Suddard
Secretary

STATE OF WISCONSIN }
COUNTY OF MANITOWOC } ss.

I, A. H. Lohman, a Notary Public in and for the county and state aforesaid, hereby certify that H. C. Gowran and T. W. Suddard personally known to me as the parties who signed the foregoing power of attorney, appeared before me and acknowledged that they signed the said document in their official capacity as indicated and that they as such officers, with full authority, executed and attested the same voluntarily for and as the act and deed of said corporation. Given under my hand and seal this 18th day of November, 1925.

A H Lohman
Notary Public

SPECIAL MEETING OF THE BOARD OF DIRECTORS

Two Rivers, Wisconsin

December 29, 1925

On this date at 2 o'clock P. M. the Board convened pursuant to consent of all directors.

Mr. Gowran offered the following resolution:

"WHEREAS, during the years 1924 and 1925 The Hamilton Mfg. Co. has paid dividends upon its Common Stock in the sum of \$2.75 on each share on or about the 5th days of January, April, July and October, pursuant to resolution of the Board of Directors adopted January 2, 1924;

"WHEREAS, a refinancing of the Corporation is contemplated, it is considered proper at this time to suspend the payment of dividends pending determination of the ability of said Company to pay dividends on its Common Stock; now therefore

"BE IT RESOLVED that this Company suspend payment of dividends on its Common Stock until ordered otherwise by the Board of Directors."

Adopted.

There being no further business to come before the Board of Directors, the meeting was adjourned sine die.

Robert L. Ladd
Secretary

Geo. Hamilton
H. C. Gowran
H. Rowley
Robert L. Ladd
J. E. Hamilton

SPECIAL MEETING OF THE BOARD OF DIRECTORS

Two Rivers, Wisconsin

January 4, 1926

On this date at 10 o'clock A. M. the Board of Directors of The Hamilton Mfg. Co. convened pursuant to consent of all directors.

Mr. Gowran offered the following resolution:

"WHEREAS, on December 29, 1925, pursuant to resolution of the Board of Directors, the payment of dividends on the Common Stock of this Company were suspended pending developments in a plan of refinancing of the Company, and

"WHEREAS, tentative details of said plan of refinancing have been considered favorably and their effect on the ability of the Company have been determined; now therefore

"BE IT RESOLVED that this Company resume payment of dividends upon its Common Stock in the sum of \$1.50 on each share on or about the 5th days of January, April, July and October, and/or until further action by the Board of Directors."

Adopted.

There being no further business to come before the Board of Directors, the meeting was adjourned sine die.

Robert L. Ladd
Secretary

W. S. Hamilton
H. C. Gorman
J. P. Rowley
Robert L. Ladd
J. E. Hamilton

SPECIAL MEETING OF BOARD OF DIRECTORS

Two Rivers, Wisconsin
January 5, 1926

On this day at 1 o'clock P. M. the Board of Directors of The Hamilton Manufacturing Company met at the Company's office by consent of all of the directors, the following members being present: G. S. Hamilton, H. C. Gowran, T. W. Suddard and H. Rowley.

Mr. Gowran offered the following resolution:

RESOLVED, that whereas in a special meeting of Directors held on January 8, 1921, Lillie Lahey as Cashier of this company was authorized and empowered to endorse for the company and in its name, notes drafts, checks and other commercial paper, and to make such endorsements by rubber stamp if the convenience of business requires it; and

WHEREAS the said Lillie Lahey is no longer employed by the company but in her place Adeline Palzer is now Cashier of this company, that the said Adeline Palzer be and she hereby is authorized and empowered to endorse for the company and in its name, notes, drafts, checks and other commercial paper and to make such endorsements by rubber stamp if the convenience of business requires it.

Adopted: Ayes, 4; Noes, none.

Minutes of this meeting read and approved.

Voted that the meeting be adjourned sine die.

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

T. W. Suddard
Secretary

SPECIAL MEETING OF BOARD OF DIRECTORS

Two Rivers, Wisconsin
February 17, 1926

A special meeting of the Board of Directors of The Hamilton Manufacturing Company was held at the Company's office in the city of Two Rivers, Wisconsin, on the above date, at the hour of eight o'clock P.M. pursuant to notice delivered to all of the directors in accordance with the Articles of Organization and the By-Laws.

Meeting called to order by George S. Hamilton, President; Thos. W. Suddard, Secretary, present and acting as such. By direction of the President, the Secretary called the roll of directors which disclosed the following present in person, constituting a quorum of the Board:

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

The President informed the Board that the meeting had been called for the purpose of considering the matter of re-organizing the Company, so as to effect a change in its capital structure, it being deemed desirable to convert some part of the Company's share ~~in~~ capital into ~~a~~ funded debt. The President stated that if this were done, it seemed probable that the Company's earnings could easily take care of interest on a substantial funded debt and discharge the principal within ten years, and that the final result would be favorable for the holders of the Company's common stock.

The President further stated that he had been in negotiation with Folds, Buck & Co., of Chicago, and The Marshall & Ilsley Bank, of Milwaukee, with reference to their purchasing bonds of the Company, if the Company's directors and stockholders agree to a satisfactory form of reorganization; and that the result of such negotiations was a written offer from Folds, Buck & Co. and The Marshall & Ilsley Bank, dated February 15, 1926. The President thereupon laid before the Board the written offer last mentioned, which, in effect, proposed that The Hamilton Manufacturing Company be re-

organized by creating a new corporation which would take over all of the Company's assets, and which would issue in payment therefor its bonds, debentures, preferred stock and common stock, all of which security^{ies} would be distributable to the present stockholders of the old Company; and on condition that the reorganization be perfected to the satisfaction of Folds, Buck & Co. and The Marshall & Ilsley Bank, they offered to purchase from the stockholders of The Hamilton Manufacturing Company the First Mortgage Bonds of the proposed new company (limited to \$1,000,000 as to principal) at 96 per cent. of the face of such bonds, with accrued interest.

The members of the Board examined the offer of Folds, Buck & Co. and The Marshall & Ilsley Bank, and then thoroughly discussed the matter of a reorganization, and thereupon the following resolution was offered by Mr. Gowran:

RESOLVED, by the Board of Directors of The Hamilton Manufacturing Company that said Company become a party to a reorganization, so as to accomplish a change in its identity and form, and so as to effect a re-capitalization.

RESOLVED FURTHER, that the President of this Company be, and he hereby is, authorized and directed to cause immediately the organization of a new corporation to be called "Hamilton Manufacturing Company", same to be equipped with all necessary powers for the carrying on of the business which has heretofore been conducted by The Hamilton Manufacturing Company (hereinafter called the Old Company), and empowered to issue 10,000 shares of seven per cent. preferred stock with a par value of \$100 per share, and 15,000 shares of common stock without par value, all voting power in said proposed corporation (hereinafter called the New Company) to be vested in the common stock; said New Company to be so organized that it shall have the same number of directors as the Old Company, and the same general officers, and have full power to issue bonds, debentures and other corporate securities in accordance with the law of Wisconsin.

RESOLVED FURTHER, that, subject to the consent and approval of the voting stockholders of the Old Company, the reorganization above referred to be accomplished as follows:

(a) The Old Company shall immediately declare and distribute a stock dividend of 18 per cent., the same to be distributed pro rata to the present owners of the Old Company's common stock; such stock dividend to be distributed in the form of certificates of the preferred stock of the Old Company having an aggregate par value of \$450,000. Such stock dividend will absorb the principal part of the Old Company's surplus as of December 31, 1925, thus reducing the book value of the common shares of the Old Company to approximately par, or \$100 per share.

(b) After the distribution of the stock dividend by the Old Company, as indicated just above, the Old Company will transfer

all of its assets and business to the New Company, and the New Company will accept the same and assume payment of all indebtedness of the Old Company. The New Company will pay for such assets and ~~the~~ business by issuing its securities, as outlined in the next following paragraph, to a total par value exactly equal to the par value of the Old Company's common stock, (\$2,500,000) plus the Old Company's then outstanding preferred stock.

(c) The securities so to be issued by the New Company for the assets and business of the Old Company, shall be as follows: \$1,000,000 par value of the New Company's First Mortgage Bonds, and \$300,000 par value of the New Company's notes or debentures, and 12,000 shares of the New Company's no-par-value stock, provided that before issue of said no-par-value common stock the directors of the New Company shall fix the consideration to be paid therefor at \$100 per share in money or property, (so that when issued said 12,000 shares shall represent \$1,200,000), and in addition to the foregoing, preferred stock of the New Company of a par value exactly equal to the then outstanding preferred stock of the Old Company, (reckoned at par). The Bonds, Debentures and common stock of the New Company thus issued and delivered to the Old Company and aggregating \$2,500,000 in par value, shall be considered an even exchange for the \$2,500,000 par value of the Old Company's present common stock; and the New Company's preferred stock shall be considered an even exchange for the then outstanding preferred stock of the Old Company.

(d) The Old Company or its stockholders will, by the transaction last above described, be in control of the New Company to which the assets and business of the Old Company will have been transferred, and the reorganization will be complete except that the Old Company must arrange for distribution to its stockholders, in strict proportion to their holdings of stock in the Old Company, of the securities so received by the Old Company from the New Company.

RESOLVED FURTHER, that in the organization of said New Company and in the reorganization to which both the Old Company and the New Company will be parties, this Board of Directors (and the individual members thereof then serving as directors of the New Company) conform to and comply with the suggestions and directions of Folds, Buck & Co. and The Marshall & Ilsley Bank so far as reasonably possible without prejudice to the interests of either of said Companies, to the end that the First Mortgage Bonds to be issued by the New Company shall be in the form and under the authorization and with the security which has been or will be required by said Folds, Buck & Co. and The Marshall & Ilsley Bank.

Adopted by unanimous vote.

The President called the attention of the directors to the fact that in organizing a new corporation with a name similar to that of The Hamilton Manufacturing Company, it will be necessary to assure the Secretary of State that the Old Company consented to such similar name being used by the New Company. Thereupon the following resolution was offered by Mr. Rowley:

RESOLVED, by the Directors of The Hamilton Manufacturing Company that as a part of the plan of reorganization agreed to at this special meeting of the Board of Directors, this corporation cause the organization of a new corporation, under the laws of Wisconsin, to be called "Hamilton Manufacturing Company"; and that this corporation, The Hamilton Manufacturing Company, consents that the Secretary of State may accept the Articles of Organization of said proposed new corporation, and may grant said proposed new corporation a Certificate of Incorporation under the name of "Hamilton Manufacturing Company"; and that as soon as reasonably possible after completion of said reorganization, this corporation (The Hamilton Manufacturing Company) proceed to dissolve and distribute its remaining assets to its stockholders, as provided by statute.

Adopted by unanimous vote.

It appearing that according to the annual statement of The Hamilton Manufacturing Company, for the year closing December 31, 1925, the surplus of the Company was in excess of \$450,000, which amount would be required for the declaration and distribution of an 18 per cent. dividend on the Company's present outstanding common stock; and since a part of the re-organization plan approved by the directors provided for the declaration and distribution of an 18 per cent. dividend on the common stock, such dividend to be paid in new issues of the Company's preferred stock, at par; it was decided by the Board of Directors to declare such 18 per cent. stock dividend at this present meeting, and for this purpose the following resolution was offered by Mr. Gowran:

WHEREAS, a dividend of 18 per cent. on the par value of the common stock of The Hamilton Manufacturing Company now issued and outstanding would amount to \$450,000; and

WHEREAS, the surplus of the Company, on December 31, 1925, was in excess of \$450,000, and has been increased by earnings during 1926, so that the Company can lawfully distribute said sum in dividends; and

WHEREAS, the Company has preferred stock, authorized but not issued, at a par value in excess of said sum; now therefore

RESOLVED, that there be, and hereby is, declared a dividend of 18 per cent upon the par value of the Company's present outstanding common stock, payable and distributable pro rata to the holders of said common stock, and that said dividend be evidenced by ~~the~~ *fresh* issues of the preferred stock of the Company computed at par (or \$100 per share).

RESOLVED FURTHER, that the officers of the Company be, and they hereby are, directed to prepare, execute and issue certificates of the Company's preferred stock, within thirty days after the date of this meeting, in such amounts and denominations as will correctly represent the stock dividend distributable to each of the Company's present common stockholders, and that such certificates be distributed accordingly to the parties entitled thereto.

Adopted by unanimous vote.

The following resolution was offered by Mr. Rowley:

RESOLVED, by the Board of Directors of The Hamilton Manufacturing Company, that in carrying out the general plan of reorganization which has been approved by the directors at this meeting, the officers of the Company be, and they hereby are, authorized, subject to the consent and approval of the stockholders, to execute all necessary instruments of conveyance for the transfer of the assets of the Old Company to the proposed New Company, and any other contracts, instruments or documents that may properly be called for or demanded in connection with such reorganization.

Adopted by unanimous vote.

There being no further business to come before this special meeting of the Board of Directors, the meeting was on motion adjourned.

David L. Adams
Secretary.

J. E. Hamilton
H. G. L. L. L.
H. Rowley
Geo. Hamilton

ANNUAL MEETING OF THE BOARD OF DIRECTORS

Two Rivers, Wisconsin

March 8, 1926

W. L. S. Suddard

On this date at 9 o'clock P. M. the Board of Directors of The Hamilton Manufacturing Company met at the Company's office immediately following the annual stockholders' meeting and pursuant to notice given by the Secretary as required by the articles of organization and the by-laws.

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

On calling the roll the following Directors were found to be present, constituting a quorum of the Board: Geo. S. Hamilton, H. C. Gowran, Thos. W. Suddard and H. Rowley.

The minutes of the previous meetings of the Board of Directors held during the past year were read and approved.

The President reported to the Directors that during 1925 the Company purchased the business or assets of

American Drafting Furniture Co., Inc.,	Rochester, New York
American Brass & Wood Type Co.,	Brooklyn, New York
Economy Drawing Table & Mfg. Co.,	Adrian, Michigan
Empire Type Foundry,	Delevan, New York

and that on the occasion of each purchase a formal contract of such purchase was entered into with said companies and that at the time each of said contracts was entered into the Directors of The Hamilton Mfg. Co. considered the same and approved them, altho without holding a formal meeting for the purpose.

The President thereupon suggested that in order to make a record of the approval of these contracts and all of the purchases made under them, a resolution of approval and ratification be presented to the Directors at this time. The Directors, after examining each of said contracts, directed that they be filed with the Secretary.

Director Gowran then offered the following resolution:

"RESOLVED by the Directors of The Hamilton Mfg. Co. that the action of the Officers of the Company in entering into contracts for the purchase of business or assets of American Drafting Furniture Co., Inc., Rochester, N. Y., American Brass & Wood Type Co., Brooklyn, N. Y., Economy Drawing Table & Mfg. Co., Adrian, Mich., and Empire Type Foundry, Delevan, N. Y., which contracts have been submitted to the Directors of this meeting, be, and they are in each case, ratified, approved and confirmed."

Adopted.

Director Gowran then offered the following resolution:

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The following resolution was offered by Mr. Rowley:

"WHEREAS, The Hamilton Mfg. Co. has heretofore sold some real estate, consisting of residence property; and

"WHEREAS, upon making such sales the company has issued a deed to Lawrence E. Everson and Rose M. Everson, his wife, which was signed and sealed by the officers of the corporation in accordance with the law, but without specific precedent authorization by its Board of Directors; now therefore

"RESOLVED, that the action of the officers of said corporation in executing and delivering said deed be, and the same hereby is ratified, approved and confirmed."

Adopted.

The following resolution was presented by H. Rowley:

"RESOLVED, That this Board proceed by ballot to elect officers for the current year or until their successors shall be elected."

Adopted.

Pursuant to said resolution a ballot was taken and the following officers were unanimously elected:

President	- -	George S. Hamilton
Vice President	- -	H. C. Gowran
Secretary	- -	Thos. W. Suddard
Treasurer	- -	H. Rowley
Chairman, Board of Directors	-	J. E. Hamilton

It being necessary to have matters in regard to Income Tax presented to the Treasury Department, Power of Attorney was given to KixMiller & Baar, George Maurice Morris, Frederick L. Pearce, Willis W. Ritter, attorneys at law, Washington, D. C., reading as follows:

"POWER OF ATTORNEY
Treasury Department
Bureau of Internal Revenue

"KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a corporation duly organized under the laws of the State of Wisconsin, has constituted and appointed by these presents with full power of substitution and revocation, KixMiller & Baar, George Maurice Morris, Frederick L. Pearce, Willis W. Ritter, attorneys at law, with offices at 815- 15th Street, N. W., Washington, D. C., its agents and attorneys to appear for it and represent it before the Treasury Department and Bureau of Internal Revenue in connection with any matter involving federal taxes of the said corporation which may be

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pending before the Treasury Department at any time subsequent to the date hereof and prior to the revocation hereof.

"IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed by its duly authorized officers under its corporate seal, this 10th day of June, 1925.

THE HAMILTON MANUFACTURING COMPANY
BY Geo. S. Hamilton
President

ATTEST:

Thos. W. Suddard
Secretary

STAMP

State of Wisconsin) SS
County of Manitowoc)

"I, A. H. Lohman, a Notary Public in and for the county and state aforesaid, hereby certify that Geo. S. Hamilton and Thos W. Suddard personally known to me as the parties who signed the foregoing power of attorney, appeared before me and acknowledged that they signed the said document in their official capacity as indicated and that they as such officers, with full authority, executed and attested the same voluntarily for and as the act and deed of said corporation. Given under my hand and seal this 10th day of June, 1925.

A. H. Lohman
Notary Public"

On motion of Mr. Gowran, the action of the officers in issuing this Power of Attorney was ratified, approved and confirmed. Also a similar Power of Attorney issued for the same purpose to Edward Andrew Wilde, certified public accountant of the firm of J. Lee Nicholson & Co., New York City.

After a discussion of the financial statement in detail, the meeting was adjourned sine die.

Thos. W. Suddard
Secretary

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