MINUTES OF STOCKHOLDERS' MEETING

The stockholders of The Lowe Brothers Company met again this May 31, 1929, at eleven o'clock A.M., at the office of the Company at Dayton, Ohio, pursuant to the resolution of adjournment of their meeting held on May 22, 1929.

All of the stockholders of said Company were present in person or by proxy, as at their said meeting held on May 22, 1929.

Mr. John G. Lowe, Chairman of the Board of Directors, acted as Chairman of the meeting, and the Secretary of the Company, Charles W. Parrott, took the minutes.

Secretary Parrott reported to the meeting that this Company had this day received the full cash consideration and the shares of preferred and common stock of The Sherwin-Williams Company specified in the contract dated May 15, 1929, between this Company and The Sherwin-Williams Company providing for the merger of this Company with The Sherwin-Williams Company, by the acquisition of the property, assets and business of this Company by The Sherwin-Williams Company, and that the President and Secretary of this Company had executed and delivered to said Sherwin-Williams Company proper deeds and Bill of Sale, assignment of leases, etc. for all of the property, assets and business of this Company, including its good will, and that said The Sherwin-Williams Company had delivered to this Company a written assumption of all of the outstanding liabilities and obligations of this Company, all in pursuance of said agreement dated May 15, 1929.

The Chairman stated that accordingly it would be in order to take action to dissolve The Lowe Brothers Company. Mr. Patterson then offered the following resolution and moved its adoption and the motion was seconded by Mr. Hill Smith, viz:

RESOLVED: That it is desirable that The Lowe Brothers Company be wound up and dissolved and that said corporation should and it does hereby elect to wind up and dissolve, and

RESOLVED FURTHER, that the President or a Vice President

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A vote was duly had on the foregoing resolution and it was found and determined and reported to the meeting that the holders of twenty thousand (20,000) shares of the common capital stock of the Company constituting its entire issued and outstanding capital stock, had voted in favor of such resolution and that no stockholder had voted against the same.

The Chairman thereupon declared that inasmuch as the holders of record of more than two-thirds of the outstanding shares of common capital stock of the Company had voted in favor of such resolution, the same had been duly adopted and the dissolution of the Company therein provided for had been duly voted.

There being no further business to come before the meeting, on motion duly made, seconded, put and carried, same was adjourned.

Charles V. Parrott
Secretary

[signature]
Chairman