

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

GEO. M. NEFFNER
I, [REDACTED],

Secretary of State of the State of Ohio, do hereby certify that the foregoing is an exemplified copy, carefully compared by me with the original record now in my official custody as Secretary of State, and found to be true and correct, of the Articles of Incorporation of The Sherwin-Williams Company, filed in this office on July 16, 1884, and recorded in Volume 30, Page 357;
Certificate of Increase of Capital Stock, filed March 29, 1886, and recorded in Volume 34, Page 577;
Certificate of Increase of Capital Stock, filed January 18, 1901, and recorded in Volume 86, Page 150;
Certificate of Amendment, filed December 12, 1902, and recorded in Volume 93, Page 414;
Certificate of Increase of Capital Stock, filed December 12, 1902, and recorded in Volume 64, Page 371;
Certificate of Increase of Capital Stock, filed June 16, 1903, and recorded in Volume 78, Page 568;
Certificate of Increase of Capital Stock, filed January 27, 1908, and recorded in Volume 121, Page 471;
Certificate of Increase of Capital Stock, filed December 21, 1909, and recorded in Volume 131, Page 596;
Certificate of Increase of Capital Stock, filed November 13, 1913, and recorded in Volume 174, Page 232;
Certificate of Increase of Capital Stock, filed April 23, 1917, and recorded in Volume 206, Page 49;
Certificate of Amendment, filed February 20, 1920, and recorded in Volume 239, Page 439;
Certificate of Increase of Capital Stock, filed February 20, 1920, and recorded in Volume 239, Page 461;
Certificate of Reduction of Capital Stock, filed May 13, 1924, and recorded in Volume 309, Page 410;
Certificate of Amendment, filed October 16, 1928, and recorded in Volume 359, Page 684;
Certificate of Amendment, filed July 27, 1929, and recorded in Volume 212, Page 349;
Certificate, Where Shares are Issued for Consideration other than Cash, filed July 27, 1929, and recorded in Volume 375, Page 531;
Certificate of Amendment, filed June 23, 1931, and recorded in Volume 398, Page 240;
Certificate, Where Shares are Issued for Consideration other than Cash, filed June 23, 1931, and recorded in Volume 398, Page 240;
Certificate of Reduction of Stated Capital, filed January 14, 1935, and recorded in Volume 426, Page 583;
Certificate of Amendment, filed January 28, 1936, and recorded in Volume 436, Page 251;
Certificate of Amendment, filed May 29, 1936, and recorded in Volume 438, Page 473,

of the Records of Incorporations.

N17931



WITNESS my hand and official

seal at Columbus, Ohio, this

6th day of January,

A. D. 1941.

Frank B. Rowley
Secretary of State

Exhibit A-2

THE SHERWIN-WILLIAMS COMPANY

BY-LAWS

* * * * *

ARTICLE I - MEETINGS:

As soon as convenient after the annual meeting of stockholders, the Directors there elected shall meet for organization and election of officers.

Other meetings may be held at the call of the Chairman or President, or either of them shall call meetings when requested by two Directors.

A majority shall constitute a quorum.

ARTICLE II - EXECUTIVE COMMITTEE:

At the meeting of organization each year not less than three (3) members of the Board shall be appointed an Executive Committee with power to fix salaries of the officers of the Company and to act on all business of the Board.

In addition to the aforesaid Executive Committee, the Board may appoint, at the meeting for organization each year, a Finance Committee, consisting of not less than three (3) members of the Board, with power, when the Board is not in session, to provide for ordinary financing in the regular course of business.

ARTICLE III - DUTIES OF OFFICERS:

Duties of Chairman of Board. The Chairman of the Board shall be the chief executive officer of the Company. He shall preside at all meetings of the stockholders, the Board of Directors and the Executive Committee, and shall have general direction, supervision and control of the policies, business and affairs of the Company, subject to the control of the Board of Directors. He also shall perform such other duties and shall possess such other powers as may devolve upon him by law or may from time to time be required of or delegated to him by the Board of Directors.

The Chairman of the Board shall have full power and authority, coextensive with that of the President, to execute on behalf of the Company, all contracts, conveyances, and other instruments of whatsoever nature or effect, and to execute proxies in connection with, attend, act and vote at any meeting of the stockholders of any corporation in which the Company may hold stock.

Duties of President and Vice Presidents. The President shall, in the absence of the Chairman of the Board or during his inability to act, preside at meetings of the stockholders and of the Board of Directors and the Executive Committee and exercise the other powers and perform the other duties of the Chairman of the Board. Under the direction of the Chairman of the Board, he shall exercise general management of the business and operations of the company. He shall have power and authority to execute on behalf of the Company all contracts, conveyances and other instruments of whatsoever nature and effect, and to execute proxies in connection with, attend, act and vote at any meeting of the stockholders of any corporation in which the Company may hold stock. The President shall have such other powers and duties as may be assigned to him by the Chairman of the Board, by the Board of Directors or by the Executive Committee.

By-Laws - 2.

The Vice President or Vice Presidents shall have such powers and duties as shall be assigned to them by the Chairman, the President, the Board of Directors or the Executive Committee.

Duties of Secretary and Treasurer. The Secretary shall issue notices of all meetings for which notice is required to be given, shall keep the minutes of all meetings, shall have charge of the corporate seal and corporate record books, and shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors or the Executive Committee.

The Treasurer shall have the custody of all moneys and securities of the Company and shall keep adequate accounts of the Company's business and shall have entire charge of the Company's finances. He shall deposit the funds of the Company in such banks as are approved by the Board of Directors and in the name of the Company, but such approval shall not be required in the case of depositories where the average balance carried does not exceed \$5,000. The Treasurer shall have such other powers and perform such other duties as are assigned to him by the Board of Directors or the Executive Committee.

ARTICLE IV - VACANCIES:

In case of death, resignation or disqualification, the vacancy shall be filled without undue delay by vote of the majority of the remaining Directors.

ARTICLE V - DIVIDENDS:

The Directors shall declare and pay such dividends from the profits and surplus of the business as they may deem prudent.

ARTICLE VI - BORROWING MONEY:

The Chairman of the Board of Directors, the President, the Vice-President, the Treasurer, the Assistant Treasurer, and the Cashier of the Executive Department, may borrow money on behalf of the Company and execute the Company's note therefor, the signatures of two of said officers being required.

ARTICLE VII - AMENDMENTS:

These By-Laws may be amended or repealed at any meeting.

* * * * *

I, the undersigned, Secretary of The Sherwin-Williams Company, do hereby certify that the foregoing is a true and complete copy of the By-Laws of the said Corporation, including all amendments, and the same are in force at the date hereof.

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of the said Corporation this 10th day of January, 1941.

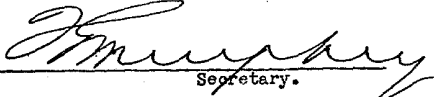

Secretary.

Exhibit A-3

The Sherwin-Williams Company

Exhibit #3

"Retail Branches and Sales Offices"

Exhibit #3 shows by districts the various distributing locations, indicating District Headquarters, sales division offices reporting to district headquarters, and sales offices only or warehouse locations only within the districts.

It also shows location of retail branches by districts. The three store branches that are incorporated are so indicated.

3 PAGES

Exhibit No. 3
The Sherwin-Williams Company
Sales Offices & Warehouses

North Central District		
601 Canal Road	Cleveland, O.	District Office
1702 Elmwood Ave.	Buffalo, N. Y.	Sales Division
55 Water St.	Pittsburgh, Pa.	" "
1960 Milwaukee Ave. E.	Detroit, Mich.	" "
South Central District		
410 Commercial Square	Cincinnati, O.	District Office
3 Cummings Station	Nashville, Tenn.	Warehouse
Western District		
115th St. & Cottage Grove Ave.	Chicago, Ill.	District Office
219 No. Senate Ave.	Indianapolis, Ind.	Sales Division
701 - 3d St. N.	Minneapolis, Minn.	" "
North Atlantic District		
Brown St. & Lister Ave.	Newark, N. J.	District Office
292 Madison Ave.	New York, N. Y.	Sales Office Only
136 Franklin St.	New York, N. Y.	Warehouse
203 Solar St.	Syracuse, N. Y.	" "
Central Railroad Terminal Bldg.	Albany, N. Y.	Sales Division
South Atlantic		
401 No. Broad St.	Philadelphia, Pa.	District Office
Pratt & Green Sts.	Baltimore, Md.	Sales Division
1017 E. Main St.	Richmond, Va.	" "
2320 Liberty St.	Jacksonville, Fla.	" "
1031 Munsey Bldg.	Washington, D. C.	Sales Office Only
Caesar & Conway Sts.	Tampa, Fla.	Warehouse
267 E. Bay St.	Charleston, S. C.	" "
212 W. First St.	Charlotte, N. C.	" "
New England District		
19-23 Pittsburgh St.	Boston, Mass.	District Office
56 Post Office Sq.	Bangor, Me.	Warehouse
64 Traverse St.	Providence, R. I.	" "
Southwestern District		
1520 Grand Ave.	Kansas City, Mo.	District Office
10th & Dodge Sts.	Omaha, Nebr.	Warehouse
306 S. Virginia St.	Sioux City, Ia.	" "
223 E. Grand Ave.	Oklahoma City, Okla.	" "
118 S. Cheyenne St.	Tulsa, Okla.	" "
Mississippi Valley District		
515 Spruce St.	St. Louis, Mo.	District Office
741 Magazine St.	New Orleans, La.	Sales Division

Sherwin-Williams Co. 3 pp.
Letter
Obtained 8-23-38 Interview
No. 12765 *g H Jowers*

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Dallas, Texas

District Office

Oakland, Calif.

District Office

San Francisco, Calif.

Warehouse

Los Angeles, Calif.

District Office

Phoenix, Ariz.

Warehouse

Portland, Ore.

District Office

Seattle, Wash.

Sales Division

Spokane, Wash.

Warehouse

Salt Lake City, Utah

Hermin Williams Exhibit 3 of 2

Obtained... 8... 73-38

Noted: 12/6/50 Atty. G. H. Lawrence
Federal Trade Commission

Federal Trade Commission

Exhibit A-4

Exhibit No. 3
The Sherwin-Williams Company
Retail Branches

North Central District

4505 Main St.
137 S. Park Ave.
636 Smithfield St.
162 Washington St.
210 W. Gray St.
126 Washington St.
239 Main St.
207 Falls St.
53 State St.
1123 Twelfth St.
Beeson Blvd. at Penn St.
2036 Woodward Ave.
9341 Grand River Ave.
14495 Grand River Ave.
320 Market Ave. N.
712 Lee St.
60 E. Gay St.
1018 Fourth Ave.
9 Park Ave. W.
1018 Market St.
265 W. Federal St.

Ashtabula, O.
Warren, O.
Pittsburgh, Pa.
Binghamton, N. Y. (Lawrence Paint Co.)
Elmira, N. Y. (Lawrence Paint Co.)
Endicott, N. Y. (Lawrence Paint Co.)
Johnson City, N. Y. (Lawrence Paint Co.)
Niagara Falls, N. Y.
Rochester, N. Y.
Altoona, Pa.
Uniontown, Pa.
Detroit, Mich.
Detroit, Mich.
Detroit, Mich.
Canton, O.
Charleston, W. Va.
Columbus, O.
Huntington, W. Va.
Mansfield, O.
Wheeling, W. Va.
Youngstown, O.

South Central District

556 Main St.
211 Main St.
350 W. Main St.
315 W. Jefferson St.
70 Broad St., N. W.
2016 Third Ave. N.
826 Broad St.
1038 Broadway
314 S. Gay St.
12 S. Royal St.
33 Commerce St.
711 Church St.
114 S. Palafox St.

Cincinnati, O. Obtained 8-23-38
Evansville, Ind. 1-17-38
Lexington, Ky. Atty. Gen. Lawrence
Louisville, Ky. Federal Trade Commission
Atlanta, Ga.
Birmingham, Ala.
Chattanooga, Tenn.
Columbus, Ga.
Knoxville, Tenn.
Mobile, Ala.
Montgomery, Ala.
Nashville, Tenn.
Pensacola, Fla.

Western District

422 N. Main St.
216 Third Ave. S. E.
129 E. Second St.
414 N. Water St.
901 Locust St.
746 N. Third St.
2101 No. 3d St.
1421 Fifth Ave.
328 S. Adams St.
202 S. Main St.
42 E. Fifth St.

Bloomington, Ill.
Cedar Rapids, Ia.
Davenport, Ia.
Decatur, Ill.
Des Moines, Ia.
Milwaukee, Wisc.
Milwaukee, Wisc.
Moline, Ill.
Peoria, Ill.
Rockford, Ill.
St. Paul, Minn.

3 PAGES

Exhibit No. 3

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Sturges Williams Exhibit 3 ff 4
Obtained 8-23-38 Letter
No. 4-176-Atty. G. W. Lawler Interview

North Atlantic District

480 Broadway
324 Central Ave.
128 Jay St.
State Tower Bldg.
1 Manor House Sq.
215 Fairfield, Ave.
151 Asylum St.
587 Broad St.
243 Orange St.
302 Lackawanna Ave.
84 So. Main St.

Albany, N. Y. Federal Trade Commission
Albany, N. Y.
Schenectady, N. Y.
Syracuse, N. Y.
Yonkers, N. Y.
Bridgeport, Conn.
Hartford, Conn.
Newark, N. J.
New Haven, Conn.
Scranton, Pa.
Wilkes-Barre, Pa.

South Atlantic District

54 W. King St.
119 E. Hanover St.
112 No. Liberty St.
220 W. Adams St.
56 W. Flagler St.
509 Collins Ave.
Orange & Jefferson St.
713 Florida Ave.
76 Patton Ave.
222 N. Tryon St.
1713 Main St.
440 Granby St.
1017 E. Main St.
158 E. Main St.

Lancaster, Pa.
Trenton, N. J.
Baltimore, Md.
Jacksonville, Fla.
Miami, Fla.
Miami Beach, Fla.
Orlando, Fla.
Tampa, Fla.
Asheville, N. C.
Charlotte, N. C.
Columbia, S. C.
Norfolk, Va.
Richmond, Va.
Spartanburg, S. C.

New England District

17 Foster St.
288 Dwight St.
6 Longfellow Sq.

Worcester, Mass.
Springfield, Mass.
Portland, Me.

Southwestern District

122 N. Tejon St.
1632 Arapahoe St.
714 Minnesota Ave.
1520 Grand Ave.
326 W. 63d St.
1447 "O" St.
1627 Howard St.
423 N. Main St.
623 Main St.
211 W. First St.
732 Kansas Ave.

Colorado Springs, Colo.
Denver, Colo.
Kansas City, Mo.
Kansas City, Mo.
Kansas City, Mo.
Lincoln, Nebr.
Omaha, Nebr.
Hutchinson, Kans.
Joplin, Mo.
Oklahoma City, Okla.
Topeka, Kans.

Mississippi Valley District

121 Union Ave.
408 Broadway
512 E. Monroe St.

Memphis, Tenn.
Paducah, Ky.
Springfield, Ill.

Exhibit No. 3

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Mississippi Valley District (Cont'd.)

149 Third St.
219 E. Capitol St.
720 Main St.
109 Catalpa St.
329 Baronne St.
309 Pine St.

Baton Rouge, La.
Jackson, Miss.
Little Rock, Ark.
Monroe, La.
New Orleans, La.
Texarkana, Texas

(Texarkana Paint Co.)

Texas District

119 W. Sixth St.
823 Congress Ave.
356 Fannin St.
1240 Elizabeth St.
Peoples & Mesquite Sts.
Live Oak, Pacific & Ervay
208 W. Third St.
2127 Avenue F
2402 N. Stonewall St.
1400 Main St.
613 Fannin St.
118 E. Methvin St.
300 S. Beckley St.
Lamar at 21st St.
135 W. Commerce St.
W. Erwin & Bois d'Aro Sts.
720 Austin St.
916 Scott St.

Amarillo, Texas
Austin, Texas
Beaumont, Texas
Brownsville, Texas
Corpus Christi, Texas
Dallas, Texas
Fort Worth, Texas
Galveston, Texas
Greenville, Texas
Houston, Texas
Houston, Texas
Longview, Texas
Oak Cliff, Texas
Paris, Texas
San Antonio, Texas
Tyler, Texas
Waco, Texas
Wichita Falls, Texas

(White's Inc.)

Southern Pacific District

319 No. Grand Blvd.
1501 W. Seventh St.
475 E. Colorado St.
216 N. Stanton St.
6264 Hollywood Blvd.

Glendale, Calif.
Los Angeles, Calif.
Pasadena, Calif.
El Paso, Texas
Hollywood, Calif.

Shaw-Winn Nathan Exhibit 3 pp. 5
Obtained 3-23-38 Letter
No. 12745 Atty. Gen. Bureau
Federal Trade Commission

Exhibit A-5

The Sherwin-Williams Company

Exhibit #4

"Price Zone Map"

Zone 1 is the base sales price zone.

Zone 2 Prices are 5¢ per gallon higher than Zone 1.

Zone 3 Prices are 10¢ per gallon higher than Zone 1.

Zone 4 Prices are 15¢ per gallon higher than Zone 1.

Zone 5 Prices are 11% higher than Zone 1 prices but quantity discounts have 10% added to each gallonage bracket, so that the net result is that Zone 5 prices are approximately the same as Zone 1.

Zone 6 Prices are 5¢ per gallon higher than Zone 5.

Note - "Per order plan did not become effective in Zones 5 and 6 until June 3, 1938, consequently, all Exhibits are exclusive of these two zones."

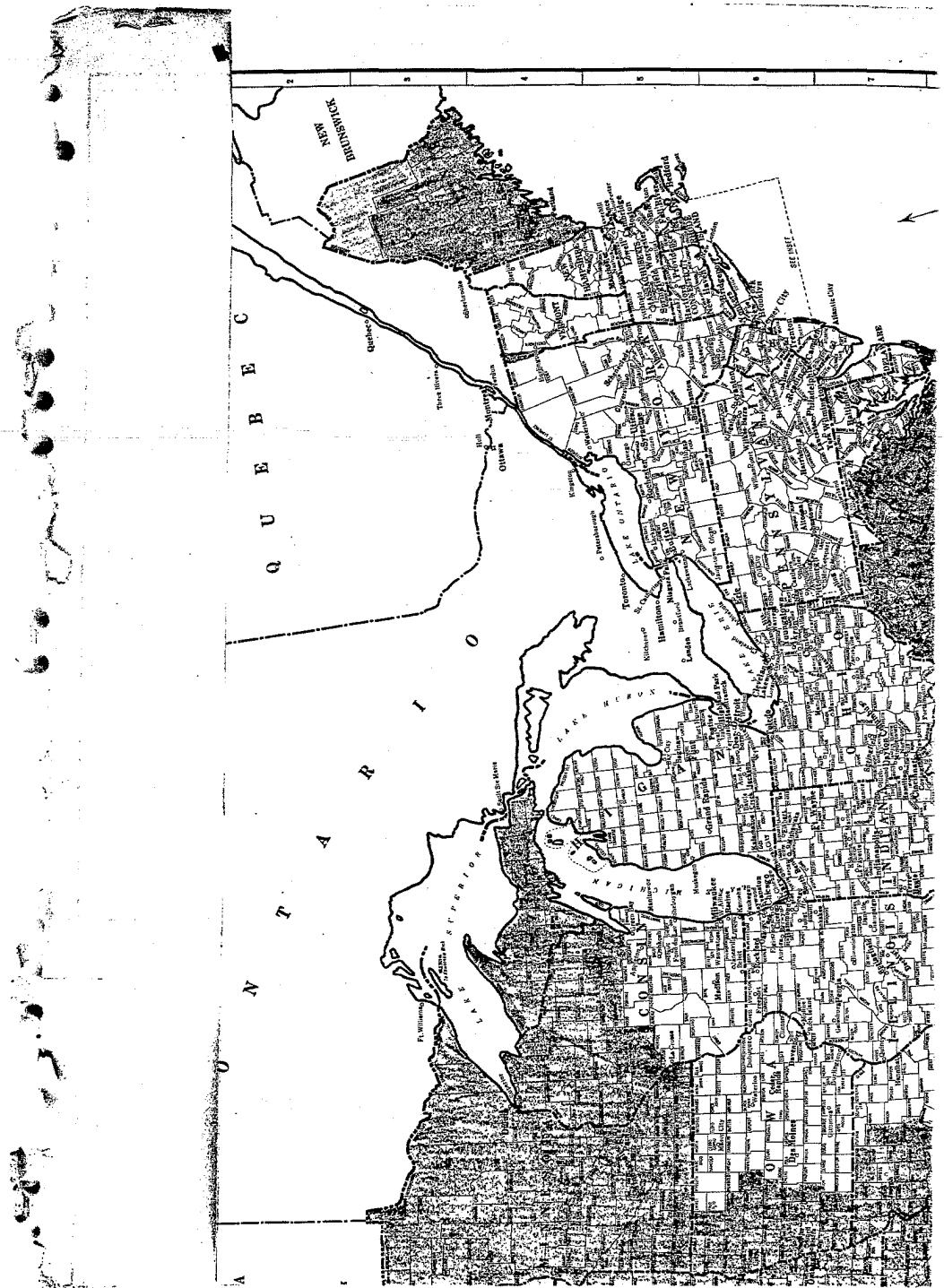
Sherwin-Williams Exhibit 4 pp. 1

Obtained 8-23-38 Lette
Not 1276 Atty. G. W. Lewis
Federal Trade Commission

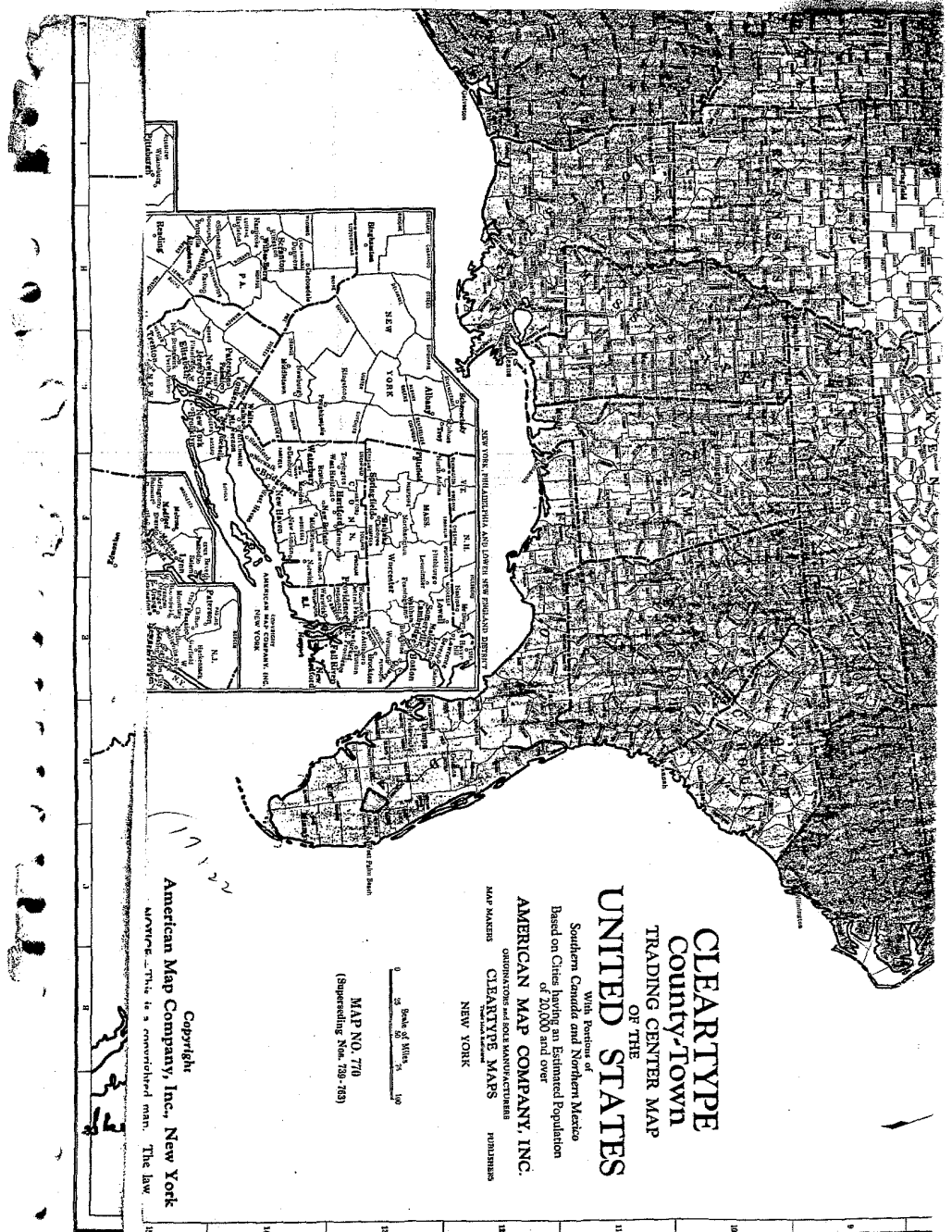
Map







FTC - SW - 000154



**CLEARTYPE
COUNTY-TOWN
OF THE
UNITED STATES**

With Portion of
Southern Canada and Northern Mexico
Based on Cities having an Estimated Population
of 10,000 and over

AMERICAN MAP COMPANY, INC.
CORPORATION and SOLE MANUFACTURERS
MAP MAKERS CLEARTYPE MAPS PUBLISHERS
NEW YORK

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