

MINUTES OF: The regular annual meeting of the Board of Directors of SMITH & KANZLER COMPANY, a New Jersey corporation, held at the designated office, 4100 Bennett Road in the city of Toledo, in the County of Lucas, in the State of Ohio, on the 27th day of November, A.D. 1968, at 1:00 in the afternoon of said day pursuant to the direction of the shareholders at their regular annual meeting held on the 26th day of November, 1968.

The following Directors, constituting a majority of the Board of Directors, were present in person:

R. C. McPherson
M. R. Gavin

The meeting was called to order by Mr. M. R. Gavin, who acted as Chairman of the meeting. Mr. Stanley W. Gustafson, Secretary of the corporation, acted as Secretary of the meeting and recorded the proceedings.

The Secretary reported that a majority of the Directors were present in person at the meeting, and therefore the meeting was legally constituted for the transaction of business.

The Chairman announced that the first order of business was the election of officers. Thereupon the following persons were nominated for the offices of the Company set opposite their names:

Robert M. Burns	- President
Stanley W. Gustafson	- Secretary and Treasurer
E. W. Walley	- Assistant Secretary

No further nominations having been made, the nominations were closed and the Directors proceeded to vote on the nominees. All of the Directors present at the meeting having voted and the votes having been counted, the Chairman announced that the aforesaid nominees had been duly elected to the offices set opposite their respective names by the affirmative vote of all the Directors present at the meeting, to serve for the term provided in the bylaws.

The Chairman stated that the next order of business pursuant to Article V, Section 4, of the bylaws, was to fix the salaries of all officers and agents.

After discussion, upon motion duly made and seconded,
it was

RESOLVED that the president of this corporation shall serve without compensation, and be it

FURTHER RESOLVED that the president be, and he hereby is, empowered to fix the salaries for the remaining officers and agents of the corporation.

PLAINTIFF'S EXHIBIT

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There being no further business, the meeting thereupon
adjourned.

Stanley L. Smith
Secretary

APPROVED:

R. C. McPherson
Ed R. Davis
John A. Brown

DIRECTORS

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