

PITTSBURGH CORNING CORPORATION

MINUTES OF FIRST MEETING
of the
BOARD OF DIRECTORS

The first meeting of the Board of Directors was held at the office of the Corning Glass Works, 501 Fifth Avenue, New York City, on the ninth day of April, 1937, at 10:00 o'clock A. M.

Present:

Amory Houghton
H. S. Wherrett
Arthur A. Houghton, Jr.
Clarence M. Brown
George D. Macbeth
Robert L. Clause

constituting a majority of the Board.

Clarence M. Brown acted as Chairman, and George D. Macbeth was appointed temporary Secretary of the meeting.

The Secretary presented and read a Waiver of Notice of the meeting, signed by all the directors.

Said Waiver is as follows:

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PITTSBURGH CORNING CORPORATION

WAIVER OF NOTICE

FIRST MEETING OF THE BOARD OF DIRECTORS

WE, THE UNDERSIGNED, being the directors named in the Articles of Incorporation of the above named corporation, DO HEREBY WAIVE NOTICE of the time, place and purpose of the first meeting of the Board of Directors of said corporation.

WE DESIGNATE the ninth day of April, 1937, at 10:00 o'clock in the forenoon, as the time, and 501 Fifth Avenue, New York City, as the place of said meeting; the purpose of said meeting being to elect officers, fix the compensation of the officers, authorize the issue of the capital stock, authorize the purchase of property if necessary for the business of the corporation, authorize the execution of a proposed Agreement between said corporation and Pittsburgh Plate Glass Company and Corning Glass Works, Inc., and the transaction of such other business as may be necessary or advisable to facilitate and complete the organization of said corporation, and to enable it to carry on its contemplated business.

DATED April 9, 1937.

(Signed)
(Signed)
(Signed)
(Signed)
(Signed)
(Signed)
(Signed)
(Signed)
(Signed)
(Signed)
(Signed)

AMORY HOUGHTON
H. S. WHEERETT
CLARENCE M. BROWN
ARTHUR A. HOUGHTON, Jr.
H. B. HIGGINS
HAROLD F. PITCAIRN
GEORGE D. MACBETH
R. L. CLAUSE
EUGENE C. SULLIVAN
ALEXANDER D. FALCK

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The minutes of the first meeting of the shareholders were read and approved.

The resignation of H. Stanley Saurman, as Treasurer of the Corporation, was presented and accepted.

The following persons were nominated for Chairman of the Board of Directors, President, Vice Presidents, Secretary, Assistant Secretary, Treasurer and Assistants to Treasurer, of the Corporation, to serve until the next annual meeting and until their successors are chosen and qualify:

Amory Houghton	Chairman of the Board of Directors
H. S. Wherrett	President
Arthur A. Houghton, Jr.	Vice President
H. B. Higgins.	Vice President
George D. Macbeth.	Secretary
Carl S. Lamb	Assistant Secretary
F. W. Currier	Treasurer
P. G. Cramp	Assistant Treasurer
John G. Fleming	Assistant Treasurer

All the directors present having voted, the Chairman announced that the aforesaid had been unanimously chosen as said Officers, respectively.

The Chairman of the Board of Directors thereupon took the chair, and the Secretary thereupon entered upon the discharge of his duties.

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Upon motion duly made, seconded and carried, it was

RESOLVED that the share certificates of this Corporation shall be in substantially the following form:

Incorporated under the laws of the State of Pennsylvania

Number

Shares

.....

.....

PITTSBURGH CORNING CORPORATION

This certifies that _____ is the owner of _____ shares of the par value of One Hundred Dollars each of the full paid and non-assessable capital stock of Pittsburgh Corning Corporation. Transferable only on the books of the Corporation by the holder hereof in person or by attorney, upon surrender of this certificate properly endorsed.

The shares represented by this certificate cannot be mortgaged, pledged or otherwise encumbered, and are held and may be sold, assigned or transferred only subject to the terms and conditions of an Agreement between all the holders of stock of Pittsburgh Corning Corporation, dated March 15, 1937, a copy of which is lodged with said Corporation.

IN WITNESS WHEREOF the said Corporation has caused this Certificate to be signed by its duly authorized officers and to be sealed with the seal of the Corporation at _____, Pennsylvania, this _____ day of _____ A. D. 1937.

(Seal)

President

Treasurer

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Upon motion duly made, seconded and carried, it was

RESOLVED that the
seal, an impression of
which is hereto affixed,
be adopted as the cor-
porate seal of this
Corporation.

The secretary was authorized and directed to procure the
proper corporate books.

Upon motion duly made, seconded and carried, it was

RESOLVED that the Mellon National Bank of Pittsburgh, Pennsylvania,
be and hereby is designated as a depository for the funds of this
Corporation, and that F. W. Currier, its Treasurer, is hereby authorized
to open an account in the name and for the use of this Corporation,
with the Mellon National Bank.

RESOLVED FURTHER that the Mellon National Bank is hereby authorized
and directed (until further action by the Board and due notice thereof
to the Bank) to honor and pay and to charge to the account of this

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Corporation, all checks, drafts, bills of exchange, acceptances, notes or orders for the payment of money when drawn on or addressed to the Mellon National Bank and signed on behalf of this Corporation by any two of the following named officers of this Corporation:

H. S. Wherrett President
H. B. Higgins. Vice President
F. W. Currier. Treasurer
P. G. Cramp. Assistant Treasurer
J. G. Fleming. Assistant Treasurer

The Treasurer reported that subscriptions for shares of stock of the Corporation aggregating six (6) shares had been received from the following named gentlemen, as evidenced by the Certificate of Incorporation, and that such subscriptions had been paid for in full at the par value thereof, in cash:

Frank S. Muzzey	-	1 share
F. Stanley Saurman	-	2 shares
Linwood E. Gray	-	1 share
Thomas J. Cauley	-	2 shares

The Treasurer further reported that said subscriptions had been assigned as follows:

<u>Subscriber</u>	<u>Assignee</u>	<u>No. of Shares</u>
Frank S. Muzzey	Pittsburgh Plate Glass Company	1
F. Stanley Saurman	Pittsburgh Plate Glass Company	2
Linwood E. Gray	Corning Glass Works, Inc.	1
Thomas J. Cauley	Corning Glass Works, Inc.	2

Upon motion duly made, seconded and unanimously carried, it was RESOLVED that the President and Treasurer be and they are hereby

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authorized and directed, in accordance with said subscriptions and assignments, to issue and deliver certificates of full paid and non-assessable shares of this Corporation, as follows:

<u>To</u>	Pittsburgh Plate Glass Company	-	3 shares
<u>To</u>	Corning Glass Works, Inc.	-	3 shares

The Treasurer reported that he had received letters from Pittsburgh Plate Glass Company and Corning Glass Works, Inc., each of which embodied an offer to purchase 497 shares of stock of the Corporation, at par; the purchase price to be paid in cash upon the delivery of the certificates.

Upon motion duly made, seconded and unanimously carried, it was RESOLVED that the President and Treasurer be and they hereby are authorized and directed to issue and deliver certificates of full paid and non-assessable shares of this Corporation, at par, as follows, upon receipt of the purchase price therefor in cash:

<u>To</u>	Pittsburgh Plate Glass Company	-	497 shares
<u>To</u>	Corning Glass Works, Inc.	-	497 shares

The Chairman submitted to the meeting a proposed Contract between the Corporation and Pittsburgh Plate Glass Company and Corning Glass Works, Inc., a copy whereof was ordered to be appended to the

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minutes of this meeting. Said Contract had been signed by Pittsburgh Plate Glass Company and Corning Glass Works, Inc., and dated March 15, 1937, to operate from April 1, 1937.

A full discussion then ensued.

Upon motion duly made, seconded and unanimously carried, the following preamble and resolution were unanimously adopted:

WHEREAS there has been submitted to this meeting, a form of proposed Agreement between this Corporation and Pittsburgh Plate Glass Company and Corning Glass Works, Inc., dated March 15, 1937;

AND WHEREAS the Board of Directors of this Corporation is of the opinion that it is for the best interests of this Corporation to enter into said proposed Agreement;

NOW, THEREFORE, BE IT RESOLVED that the said proposed Agreement between this Corporation and Pittsburgh Plate Glass Company and Corning Glass Works, Inc., be and the same hereby is approved, and that the proper officers of this Corporation be and they hereby are authorized to execute and deliver said proposed Agreement on behalf of this Corporation, and to affix the corporate seal of this Corporation theret, and to execute such further contracts, instruments, transfers and writings, and to do such acts and things, as may be necessary or proper to carry the purposes of said proposed Agreement into full force and effect.

Upon motion duly made, seconded and carried, it was

RESOLVED that the proper officers of the Corporation be and they hereby are authorized and directed in behalf of the Corporation, and under its corporate seal, to make and file such certificate, report or other instrument as may be required by law to be filed in any state, territory or dependency of the United States, or in any foreign country, in which said officers shall find it necessary or expedient to file the same, t authorize the Corporation to transact business in such state, territory, dependency or foreign country.

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The officers were instructed to register this Corporation with the Department of Revenue, in compliance with the requirements of the Act of April 9, 1929, P. L. 343, as amended by Act number 143 of June 1, 1931.

Upon motion duly made, seconded and carried, it was

RESOLVED that the Treasurer be and he is hereby authorized to pay all fees and expenses incident to and necessary for the organization of the Corporation.

The next business to come before the meeting being the election of an Executive Committee, the Chairman called for nominations from the Board for membership on that Committee, whereupon the following directors, upon the motion of Mr. H. S. Wherrett, seconded by Mr. R. L. Clause, were nominated:

Amory Houghton
Arthur A. Houghton, Jr.
George D. Macbeth

and likewise, upon the motion of Mr. Amory Houghton, seconded by Mr.

Arthur A. Houghton, Jr., the following were nominated:

H. S. Wherrett
R. L. Clause
H. B. Higgins

There being no further nominations, it was moved by Mr. Brown, and seconded by Mr. Clause, that the nominations be closed and that the

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RESOLVED that the Executive Committee be and hereby is authorized to select and purchase a site and to erect and equip thereon a factory for the manufacture of glass building blocks;

AND FURTHER RESOLVED that the Executive Committee be and hereby is authorized to sell to the present shareholders, sufficient shares of the capital stock of the Corporation to finance the proposed glass building block factory, but, however, not in excess of five thousand (5,000) shares.

After a further discussion of the Corporation's plans, upon motion of Mr. Clause, seconded by Mr. Wherrett, the meeting adjourned.

Secretary

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