MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF DEWEY AND ALMY CHEMICAL COMPANY HELD ON TUESDAY, JUNE 23rd, 1936 AT 3:30 P.M. AT THE OFFICE OF THE CORPORATION.

A Special Meeting of the Board of Directors of Dewey and Almy Chemical Company, notice of which was mailed to each Director on June 8th, was called to order at 3:30 P.M. June 23rd, at the office of the corporation.

There were present Messrs. Dewey, Almy, Ferguson, Egan, Lunn, Miller, Putnam, Allen, Mayo-Smith, Reed, Lawton, Anderson, Snow and Griswold - being a majority of the Directors.

The minutes of the Directors' Meeting of February 19th were read and approved.

The minutes of the Executive Committee Meeting of April 9th were read and approved.

Grade Crossing and Foot-Bridge Agreements with the Boston and Maine Railroad were presented.

Upon motion duly made and seconded, it was

UNANIMOUSLY VOTED:
To authorize the officers to execute the foregoing agreements.

The President read a letter written on February 27th, 1936 to Messrs. Lybrand, Ross Bros. & Montgomery relating to the use of the balance of $68,146.08 remaining from the reserve of $400,000 set up by the Directors under the authorization of the Stockholders at their Annual Meeting on March 20th, 1935.

Upon motion duly made and seconded, it was

UNANIMOUSLY VOTED:
To confirm the action of the President in writing the foregoing letter.

A contract with the Boston Blacking Company, executed March 27th, 1936, was presented.

Upon motion duly made and seconded, it was

UNANIMOUSLY VOTED:
To approve the action of the officers in executing the above mentioned contract.

The Treasurer reported that two shares of Class B Preferred stock were purchased on February 28th from John Gilmartin at $80 a share and were being held as treasury stock.

Upon motion duly made and seconded, it was

UNANIMOUSLY VOTED:
To approve the action of the officers in purchasing the above stock.

Financial statements consisting of balance sheet as of May 31st, 1936 and profit and loss statements were presented and discussed.

Upon motion duly made and seconded, it was

UNANIMOUSLY VOTED:
To declare a dividend of $3.50 per share on the Prior Preference stock, payable July 1st, 1936 to stockholders of record at the close of business June 26th, 1936.

The President stated that the provisions of the contract with Raybestos-Manhattan, Inc. made it necessary either to dissolve the Multibestos Company of Massachusetts or to change its name prior to August 1st, 1936. He further stated that the officers might want to change the name to Dewey and Almy Sales Company or some similar name using the words, "Dewey and Almy".

Upon motion duly made and seconded, it was

UNANIMOUSLY VOTED:
To authorize Multibestos Company to use the name "Dewey and Almy Company" or any similar name.

Upon motion duly made and seconded, it was

UNANIMOUSLY VOTED:
To adjourn.

ATTEST:

Secretary.

MINUTES OF SPECIAL MEETING OF THE STOCKHOLDERS OF MULTIBESTOS COMPANY HELD ON THURSDAY, JULY 2, 1936 AT FOUR O'CLOCK IN THE AFTERNOON AT THE OFFICE OF THE COMPANY, 62 WHITTEMORE AVENUE, NORTH CAMBRIDGE, MASS.

A Special Meeting of the stockholders of Multibestos Company, pursuant to the foregoing notice, was called to order at four o'clock in the afternoon on Thursday, July 2nd, 1936 at the office of the company, 62 Whittemore Avenue, North Cambridge, Mass.

The following stockholder was present:

Hugh S. Ferguson representing
Dewey and Almy Chemical Company - 10 shares

In addition Charles Almy, Jr., Vice President, Hugh S. Ferguson, Treasurer, and Denis F. O'Brien, Clerk were present.

In the absence of the President, Mr. Almy acted as Chairman.

On announcement of the foregoing attendance the Clerk declared a quorum present and the meeting opened for the transaction of business as stated in the call.

Upon motion duly made and seconded, it was

VOTED: To dispense with the reading of the minutes of the previous meeting.

Upon motion duly made and seconded, it was

UNANIMOUSLY VOTED:

That the name of this corporation be and it hereby is changed from Multibestos Company to Dewey and Almy Company and that the Agreement of Association and Articles of Organization and By-laws of this corporation, all as heretofore amended, be and the same hereby are further amended so that the name of this corporation whenever appearing shall be Dewey and Almy Company.

Upon motion duly made and seconded, it was

VOTED: To adjourn.

Clerk.

M. 11

The Commonwealth of Massachusetts

Department of Corporations and Taxation

HENRY F. LONG, Commissioner

236 State House, Boston

ARTICLES OF AMENDMENT

For filing and recording a certificate providing for a change of shares with par value to shares without par value, whether or not the capital is changed thereby, one cent for each share without par value resulting from such change, less an amount equal to one twentieth of one per cent of the total par value of the shares so changed; but not in any case less than twenty-five dollars. The fee for all other amendments is ten dollars. Make checks payable to The Commonwealth of Massachusetts. This certificate must be submitted to the Commissioner of Corporations and Taxation within thirty days after the date of the vote of the stockholders. Section 43, Chapter 156, General Laws (Ter. Ed.).

WE, Bradley Dewey, President, Hugh S. Ferguson, Treasurer,

and

Bradley Dewey
Charles Almy, Jr.
Hugh S. Ferguson

being ~~a majority~~ all of the Directors of

Multibestos Company (incorporated in Massachusetts)

located at

in compliance with the provisions of Chapter 156 of the General Laws (Ter. Ed.), as amended, do hereby certify that at a meeting of the stockholders of the corporation, duly called for the purpose, held July 2, 1936, and by the affirmative vote of shares of the preferred stock and of 10 shares of the common stock of the corporation, being ~~at least~~ all

of all the stock outstanding and entitled to vote, the following amendment or alteration in the agreement of association and articles of organization of the corporation was duly adopted, namely:

VOTED: That the name of this corporation be and it hereby is changed from Multibestos Company to Dewey and Almy Company and that the Agreement of Association and Articles of Organization and By-laws of this corporation, all as heretofore amended, be and the same hereby are further amended so that the name of this corporation whenever appearing shall be Dewey and Almy Company.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names, this sixth day of July in the year 1936.

Hugh S. Ferguson — Treas & Director

Bradley Dewey — Pres & Director

Charles Almy Jr — V. Pres & Director