

MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS
OF
BIGELOW-LIPTAK CORPORATION
Held November 3, 1982

Pursuant to the waiver of notice which appears on the preceding page of this book of minutes, a special meeting of the Board of Directors of Bigelow-Liptak Corporation was held at the principal office of the company, 21201 Civic Center Drive, Southfield, Michigan, on the 3rd day of November, 1982 at 9:00 o'clock in the forenoon, E.S.T.

There were present at the meeting the following directors, constituting a quorum:

John Anderson
Howard R. Copeland
William Crum
Robert E. McIntosh
Harry M. Stover

Mr. John Anderson, President of the Company, acted as Chairman of the meeting and Mr. Edsel G. Poe, Secretary of the Company, acted as Secretary thereof.

Reading of the minutes of the annual meeting of the Board of Directors held March 23, 1982 was, upon motion, waived.

The Chairman then stated that since there was no unfinished business carried over from the previous meeting, the meeting was open for new business.

Thereupon, the Chairman brought up the matter of declaring a dividend and reminded the Board that we have already made a partial payment of a dividend to the sole stockholder. After a discussion and upon motion duly made, seconded and passed, it was,

RESOLVED, That we declare a dividend of \$509.00 per share on the two thousand shares of Common Capital Stock and pay the unpaid balance of \$368.50 per share by December 31, 1982 to stockholders of record on December 1, 1982.

The Chairman then advised the Board that our registered agent in the State of Florida, C T Corporation System, changed their registered office address and accordingly the State of Florida requires that a Statement of Change of Registered Office be executed. He further advised that the Statement of Change requires that the address change be authorized by the Board of Directors. After a discussion and upon motion duly made, seconded and passed, it was,



It was then proposed that officers be elected to serve pursuant to the By-Laws of the Company. Upon motion duly made, seconded and unanimously passed, the following were elected as officers of the Company:

Chairman	Harry M. Stover
Vice-Chairman	Robert E. McIntosh
President	John Anderson
Vice-President	John J. Balabon
Vice-President	William Crum
Vice-President	Robert W. Jones
Vice-President-Treasurer	Fred L. Metz
Assistant Treasurer	David G. Binder
Secretary	Edsel G. Poe
Assistant Secretary	Michael R. Helton
Assistant Secretary	Katherine R. Stover

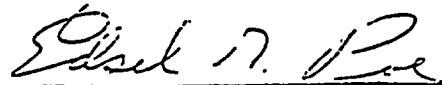
Thereupon followed a discussion of the operation of the Company for the year ended December 31, 1982 and the two months ended February 28, 1983, as well as proposed operations for the balance of 1983. For this discussion John J. Balabon joined the meeting.

Mr. Anderson then informed the Board that he as President should be granted authority to perform all of those acts as required to consummate the trade of this office and land to Lawrence Institute of Technology for a new office building and land in Troy, Michigan. After a discussion and upon motion duly made, seconded and passed, it was

RESOLVED, that in connection with the construction and acquisition of real property and a new office building for this Corporation in Troy, Michigan, and an exchange transaction with Lawrence Institute of Technology, John Anderson, President of this Corporation, is authorized to convey and transfer by appropriate deed executed by him in the name and on behalf of this Corporation to Lawrence Institute of Technology land and building, together with improvements and appurtenances, presently owned and used by this Corporation as its principal office, known and commonly referred to as 21201 Civic Center Drive, Southfield, Michigan (the title to which is insured by Lawyers Title Insurance Corporation owner's policy No. Y711-433 (Case No. 0-61691-F)); and

FURTHER RESOLVED, that all terms and conditions of the transactions shall be negotiated by said President and he is authorized to enter, execute and deliver in the name and on behalf of this Corporation, and accept, all documents and instruments and to make all payments necessary to consummate said transactions.

There being no further business to come before the meeting, the same was, upon motion, duly adjourned.


Secretary