The Glidden Company

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Notice of Annual Meeting of Stockholders and Proxy Statement

December 8, 1966

Glidden Coatings, Durkee Foods, Chemicals

GLD017685

EXHIBIT A
APPENDIX A

AMENDED REGULATIONS
OF
THE GLIDDEN COMPANY

ARTICLE I

Meetings of Shareholders

Section 1. Annual Meeting. The Annual Meeting of the shareholders for the election of Directors and the consideration of the reports to be laid before such meeting shall be held at the principal office of the Corporation, in the City of Cleveland, Ohio, or at such other place within or without the State of Ohio, as may be directed by the Board of Directors, on the Second Thursday in December, in each calendar year, at 10:00 o'clock, a.m.

Section 2. Order of Business. The order of business at any meeting of shareholders shall be determined by the Board of Directors or, in the absence of such determination, at the meeting by the person acting as chairman thereof.

Section 3. Special Meetings. Special meetings of the shareholders of this Corporation may be held at such times and places as may be ordered by the Board of Directors or by the holders of a majority in amount of the stock at the time entitled to voting privileges.

Section 4. Notice. Notice of any annual or special meeting of the shareholders shall be given to each shareholder, appearing as such upon the books of the Corporation, at the time entitled to voting privileges, by mailing the same to said shareholder's address appearing upon such books, at least ten days prior to the date of such meeting. The notice herein provided for may be waived at any time by the holders of all of the stock of the Corporation.

Section 5. Quorum. At any such meeting the holders of a majority in amount of the stock issued and outstanding entitled to voting privileges shall constitute a quorum for the transaction of business.

Section 6. Voting and Proxies. At each meeting of the shareholders, every shareholder having the right to vote shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such shareholder, which proxy mu... be filed with the Secretary of the ...rporation before the person(s) authorized thereby can vote thereunder. The person(s) so authorized need not be shareholders. Each shareholder present in person or by proxy at any annual or special meeting of the shareholders shall be entitled to one (1) vote for each share of stock having voting power registered in his name on the stock records of the Corporation at the close of business on the thirtieth day preceding the date of the meeting. Said record date for voting at any shareholders' meeting shall continue to be the record date for all adjournments of such meeting.

ARTICLE II

Board of Directors

Section 1. Election and Tenure of Office. The business and the affairs of this Corporation shall be conducted, managed and controlled by a Board of Directors consisting of not less than five (5) nor more than fifteen (15) members. The number of Directors may be fixed or changed by resolution adopted by the vote of the holders of shares, present in person or by proxy, at a meeting called to elect Directors, entitled to exercise a majority of the voting power, on such proposal, of the shares represented at such meeting, provided, however, that no reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

The Directors shall be elected by ballot of the shareholders at the annual meeting of the shareholders and shall hold office until the next annual meeting of the shareholders and until their respective successors are elected and qualified. When the annual meeting is not held or Directors are not elected thereat, they may be elected at a special meeting called and held for such purpose.

Anything in this Section 1 to the contrary notwithstanding, the number of members of the Board of Directors shall be increased or decreased, without any shareholder's action, and the holders of Cumulative Preferred Stock shall have the voting rights on the election of Directors to the extent, but only to the extent, required to comply with the provisions of paragraph 8 of Article Fourth of the Amended Articles of Incorporation of the Corporation.

Section 2. Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the Corporation, in the City of Cleveland, Ohio, or at such other place within or without the State of Ohio as the Board of Directors may from time to time determine or as shall be specified or fixed in the respective notices or waivers of notice of such meetings.

Section 3. Organiz n Meeting. The Board of Directors .1all meet for the purpose of organization, the election of officers and the transaction of other business, as soon as practicable after the adjournment of any shareholders' meeting at which Directors are elected, on the same day on which such shareholders' meeting is held. Notice of such meeting need not be given. If by reason of the absence of a quorum or for any other reason such meeting is not held on said day, such meeting may be held at any other time or place which shall be specified in the notice given as hereinafter provided for special meetings of the Board of Directors or in a consent and waiver of notice thereof signed by all of the Directors.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held at such places and at such times as the Board shall from time to time by resolution determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting, which would otherwise be held on that day, shall be held at the same hour on the next succeeding business day not a legal holiday. Notice of regular meetings need not be given.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board of Directors or by any three (3) members of the Board of Directors to be held at such time and place as shall be fixed by the person or persons calling the meeting.

Written notice of the time and place of each special meeting of the Board of Directors shall be delivered personally to each Director or sent to each Director by mail, telegram, cablegram or radiogram at least three days before the time fixed for such meeting. Such notice, however, may be waived by any Director before or after the meeting.

Section 6. Quorum. A majority of the full Board of Directors shall be necessary to constitute a quorum for the transaction of business, except to fill vacancies in the Board of Directors or where it is impossible due to a national or local emergency or disaster for the full Board of Directors to attend a meeting, the number of Directors present at such meeting shall constitute a quorum; provided, however, that the Directors present at any Directors' meeting, though less than a majority, may adjourn such meeting from time to time, to reconvene at such time and at such place stated in the minutes as shall be determined by a majority of the Directors present at such meeting. No notice of any adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken.

Section 7. Resignations. Any Director of the Corporation may resign at any time by giving written notice to the Chairman of the Board or to the Secretary of the Corporation. The resignation of any Director shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. Vacancies. If the office of any Director or Directors becomes vacant, the remaining Director or Directors, though less than a majority of the whole Board, may, by a vote of a majority of their number, fill any vacancy or vacancies in the Board of Directors for the unexpired term.

Section 9. Compensation. Directors of the Corporation, as such, shall not receive any compensation for their services as Directors, except such compensation, if any, as may be fixed by action of the shareholders; provided that, by resolution of the Board of Directors, a fixed sum, not to exceed One Hundred Dollars ($100) for each Director who is also an officer or employee of the Corporation, and not to exceed Two Hundred Fifty Dollars ($250) for each Director who is not such an officer or employee, and expenses of attendance, if any, may be allowed to each Director for attendance at each regular or special meeting of the Board of Directors; and provided further that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving proper compensation therefor; and provided further that the aggregate annual compensation of each Director for his services as Director, shall not exceed the Sum of Three Thousand Dollars ($3,000).

ARTICLE III

Indemnification of Directors and Officers

Each Director and each officer of the Corporation, in office on January 16, 1947, or any time thereafter, shall be indemnified by the Corporation against all costs and expenses (including the cost of reasonable settlements made with a view to the curtailment of costs of litigation) reasonably incurred by him in connection with or arising out of any claim, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a Director or officer of the Corporation, whether or not he continues to be a Director or officer at the time such costs and expenses are incurred, provided, however, that such indemnity shall not include any costs or expenses incurred by any such Director or officer in respect of matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the perfc ance of his duties as such Director or officer, and provided further that the Corporation shall not indemnify any such Director or officer against such costs and expenses incurred in any action, suit or proceeding, in which a settlement or compromise is effected, if the total amount of such costs and expenses, including the cost of settlement, incurred by such Director or officer in connection therewith, shall substantially exceed the amount of the costs and expenses which might reasonably have been incurred by such Director or officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall inure to the benefit of the heirs, executors or administrators of each such Director or officer and shall not be exclusive of any other rights to which such Director or officer may be entitled as a matter of law.

ARTICLE IV

OFFICERS

Section 1. Designations. The Corporation shall have a President, a Secretary, a Treasurer and a Controller and may also have, if the Board of Directors so determines, a Chairman of the Board of Directors, a Vice Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and Assistant Controllers. The Board of Directors may also elect or appoint such other officers as the Board of Directors may from time to time deem expedient, who shall have such powers and perform such duties as may be prescribed by the Board of Directors or by the Executive Committee or by the Chief Executive Officer.

The Chairman of the Board of Directors, the Vice Chairman of the Board of Directors and the President shall be chosen from the members of the Board of Directors. Other officers need not be members of the Board of Directors. Any two or more offices may be held by one and the same person, except that the offices of Chairman of the Board of Directors and Vice Chairman of the Board of Directors, the offices of President and Vice President, the offices of Treasurer and Controller, the offices of Treasurer and Assistant Treasurer, the offices of Secretary and Assistant Secretary, and the offices of Controller and Assistant Controller may not be held by the same person.

Section 2. Election and Tenure of Office. The officers of the Corporation shall be elected by the Board of Directors and each officer of the Corporation elected by the Board of Directors shall hold office until the next annual meeting of the shareholders and until his successor is elected and qualified, unless sooner removed by the Board of L .ectors, which the Board of Directors !l have power to do at any time with or without cause.

Section 3. Compensation. The Chairman of the Board, Vice Chairman of the Board, and the President of the Corporation shall be paid such compensation as shall be determined from time to time by the Board of Directors. All other officers of the Corporation shall be paid such compensation as shall be determined by such Directors or officers to whom such authority is delegated from time to time by the Board of Directors.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairman of the Board of Directors or to the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and unless otherwise provided therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V

DUTIES OF OFFICERS

Section 1. Chairman of the Board of Directors. The Chairman of the Board of Directors shall preside at all meetings of the shareholders and of the Board of Directors and shall perform such other duties as from time to time may be imposed upon him by the Board of Directors or by the Executive Committee.

Section 2. Vice Chairman of the Board of Directors. The Vice Chairman of the Board of Directors shall perform such duties as from time to time may be imposed upon him by the Board of Directors or by the Executive Committee or by the Chairman of the Board of Directors, and in case of the absence or disability of the Chairman of the Board of Directors, or of a vacancy in his office, the Vice Chairman of the Board of Directors shall be vested with all the powers, and be required to perform all the duties, of the Chairman of the Board of Directors.

Section 3. President. The President shall perform such duties as are specifically imposed upon him by statute and such other duties as from time to time may be imposed upon him by the Board of Directors or by the Executive Committee, or by the Chief Executive Officer, (if the Chief Executive Officer is an officer other than the President) .d, *in* case of the absence or disability of the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors, or of vacancies in their respective offices, the President shall preside at the meetings of the shareholders and of the Board of Directors.

Section 4. Vice Presidents. Each Vice President shall perform such duties as from time to time may be imposed upon him by the Board of Directors or by the Executive Committee or by the Chief Executive Officer and in case of the absence or disability of the President, or of a vacancy in his office, the Vice President (or if there be more than one Vice President, then the Vice Presidents who are also Directors of the Corporation in the order in which they were elected at the last preceding annual election of officers) shall be vested with all of the President's powers and required to perform all of the President's duties.

Section 5. Secretary. The Secretary shall record, or cause to be recorded, in books provided for that purpose, all of the proceedings of the shareholders and of the Board of Directors and also of the Executive Committee; shall, on the expiration of his term of office, deliver to his successor or to the Chief Executive Officer all books, documents and other records of the Corporation held in his custody; and in general, the Secretary shall perform all duties usually pertaining to said office of Secretary and such other duties as from time to time may be imposed upon him by the Board of Directors or by the Executive Committee or by the Chief Executive Officer.

Section 6. Assistant Secretaries. The Assistant Secretaries shall perform such duties as from time to time may be respectively imposed upon them by the Board of Directors or by the Executive Committee or by the Chief Executive Officer or by the Secretary, and in case of the absence or disability of the Secretary, or of a vacancy in his office, the Assistant Secretary (or if there be more than one Assistant Secretary, then the Assistant Secretary who is then the senior in office) shall be vested with all the Secretary's powers and required to perform all the Secretary's duties.

Section 7. Treasurer. The Treasurer shall perform those duties usually pertaining to the office of Treasurer, and such other duties as from time to time may be imposed upon him by the Board of Directors or by the Executive Committee or by the Chief Executive Officer, and, at the termination of his term of office, shall deliver all moneys and other property of the Corporation into the possession of his successor or to the Chief Executive Officer.

Section 8. Assist. . Treasurers. The Assistant Treasur shall perform such duties as from time to time may be respectively imposed upon them by the Board of Directors or by the Executive Committee or by the Chief Executive Officer, or by the Treasurer and, in case of the absence or disability of the Treasurer or of a vacancy in his office, the Assistant Treasurer (or if there be more than one Assistant Treasurer, then the Assistant Treasurer who is then the senior in office) shall be vested with all the Treasurer's powers and required to perform all the Treasurer's duties.

Section 9. Controller. The Controller shall perform those duties usually pertaining to the office of Controller and such other duties as from time to time may be imposed upon him by the Board of Directors or by the Executive Committee or by the Chief Executive Officer. He shall render to the Chief Executive Officer and to the Board of Directors and to the Executive Committee reports and statements of the financial condition of the Corporation and such other financial statements as any of them may request, and shall render at meetings of shareholders such financial statements of the Corporation as may be required by law.

Section 10. Assistant Controllers. The Assistant Controllers shall perform such duties as from time to time may be respectively imposed upon them by the Board of Directors or by the Executive Committee or by the Chief Executive Officer or by the Controller and, in the case of the absence or disability of the Controller or of a vacancy in his office, the Assistant Controller (or if there be more than one Assistant Controller, then the Assistant Controller who is then the senior in office) shall be vested with all the Controller's powers and required to perform all the Controller's duties.

ARTICLE VI

Executive Committee

Section 1. Number and Election. The Board of Directors may at any time elect from their number an Executive Committee which shall consist of not less than three (3) members, each of whom shall hold office during the pleasure of the Board and may be removed at any time with or without cause, by the vote thereof. The Executive Committee may appoint one of its members as Chairman, who shall preside at all meetings of the Committee.

Section 2. Duties. The Executive Committee shall be vested with the powers of the Board of Directors (other than the power to fill vacancies among the directors or in the Exec ve Committee) between meetings of the Board, subject to limitations which may from time to time be placed upon the Executive Committee by the Board of Directors.

Section 3. Meetings. Meetings of the Executive Committee shall be held on call of the Chairman of the Executive Committee or of any two members of the Committee. All members of the Executive Committee shall be notified of its meetings, and a majority of its members shall constitute a quorum, but the affirmative vote of a majority of all of the members of the Executive Committee shall be necessary to authorize any action taken by it. The Executive Committee shall keep a record of its meetings and transactions which shall at all times be open to the inspection of any director.

ARTICLE VII

Certificates of Stock

Each shareholder shall be entitled to a certificate or certificates of his paid up stock in the Corporation, either (1) signed by the President or a Vice President, sealed with the corporate seal and attested by the Secretary or Assistant Secretary, or (2) bearing the facsimile signatures of the President or a Vice President and the Secretary or Assistant Secretary, and bearing the corporate seal or a facsimile thereof, and bearing the signature of an authorized officer or agent of a transfer agent and a registrar for such stock. Each shareholder's stock shall be transferable on the books of the Corporation by such shareholder, in person or by attorney, upon surrender of such certificate or certificates, duly endorsed for transfer or accompanied by a duly executed stock power and accompanied by such evidence of the authenticity of the signature and the authority of the person signing such endorsement or stock power as the officers of the Corporation or the transfer agent or registrar shall deem necessary or advisable, and upon the payment of all dues and transfer taxes upon such transfer.

ARTICLE VIII

Corporate Seal

The corporate seal of this Corporation shall be circular in form, and around the margin shall contain the words, "The Glidden Company, Ohio" and across the center the words "Corporate Seal".

ARTICLE IX

SIGNING OF CHECKS, NOTES, ETC.

All checks, notes and other obligations or evidences of indebtedness of the Corporation shall be drawn and signed by one or more Executive Officers of the Corporation granted such authority by resolution of the Board of Directors. The Board of Directors may also grant any two of said Executive Officers authority to designate other officers and employees of the Corporation, one or more of whom shall be empowered to sign or countersign checks and to endorse, for collection or deposit to the credit of the Corporation, checks, notes, or other obligations or evidences of indebtedness.

ARTICLE X

FISCAL YEAR

The fiscal year of this Corporation shall begin with the first day of September in each calendar year and end on the 31st day of August of the calendar year following.

ARTICLE XI

AMENDMENTS

These regulations may be altered, repealed or amended by the consent in writing of two-thirds of the outstanding capital stock at the time entitled to voting privileges, or at any annual meeting of shareholders or meeting called for that purpose, by the vote of the holders of a majority of the outstanding capital stock at the time entitled to voting privileges.

ARTICLE XII

EMERGENCY REGULATIONS

In the event of and during any "emergency" as defined in Section 1701.01 of the Ohio General Corporation Law, the following provisions shall be in effect:

(1) Meetings of the Directors may be called by any Director or officer;

(2) Notice of the time and place of each meeting of the Directors shall be given only to such of the Directors as it may be feasible to reach at the time and by such means, written or oral, as may be feasible at the time, including publication, radio, or other forms of mass communication;

(3) The I :tor or Directors present at any meet.. , of the Directors shall constitute a quorum for such meeting, and such Director or Directors may appoint one or more of the officers of the Corporation Directors for such meeting;

(4) In the event that none of the Directors attends a meeting of the Directors which has been duly called and notice of which has been duly given, the officers of the Company who are present, not exceeding three, in order of rank as designated by the Directors shall be Directors for such meeting; provided, however, such officers may appoint one or more of the other officers of the Corporation Directors for such meeting;

(5) If the Chief Executive Officer dies, is missing, or for any reason is temporarily or permanently incapable of discharging the duties of his office, then, until such time as the Directors shall otherwise order, the next ranking officer who is available shall assume the duties and authority of the office of such deceased, missing or incapacitated Chief Executive Officer.

(6) The Directors may adopt, either before or during an emergency, emergency bylaws, subject to repeal or change by action of the shareholders, which shall be operative during, but only during, an emergency, notwithstanding any different provisions in the Ohio General Corporation Law and notwithstanding any different provisions in the articles, regulations, or bylaws, which are not expressly stated to be operative during an emergency. The emergency bylaws may make any provision which is consistent with the emergency regulations if any, and which may be made by emergency regulations permitted by the Ohio Revised Code.