

CLUTCH FACING & BRAKE LINING STANDARDS INSTITUTE, INC., 370 LEXINGTON AVE.,  
NEW YORK 17, NEW YORK

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MINUTES OF MEETING  
OF THE  
INCORPORATORS

TUESDAY, DECEMBER 14TH, 1948 AT 2:00 P. M.

BAR ASSOCIATION, ROOM 606, NEW YORK CITY

ATTENDANCE

JAMES S. DOYLE  
VINCENT A. SPINA  
WILLIAM H. DUNN  
AMOR P. SMITH

LESTER D. STICKLES - COUNSEL

MR. JAMES S. DOYLE WAS UNANIMOUSLY ELECTED TO PRESIDE AT THE MEETING.

MR. STICKLES: I WOULD LIKE TO ANNOUNCE AS COUNSEL, THAT THE CERTIFICATE OF INCORPORATION WAS FILED IN THE OFFICE OF THE SECRETARY OF STATE ON THE 16TH DAY OF NOVEMBER, 1948, AND THE CORPORATION IS LEGALLY ORGANIZED AND READY TO TRANSACT BUSINESS. THIS IS THE FIRST MEETING OF THE INCORPORATORS AND THE FIRST CONSIDERATION YOU HAVE IS TO ADOPT A CONSTITUTION AND BY-LAWS."

THE CHAIRMAN THEN CALLED UPON A SPECIAL COMMITTEE, CONSISTING OF MESSRS. SPINA, DUNN AND DOYLE, WHO HAD BEEN APPOINTED TO CONSIDER A PROPOSED CONSTITUTION AND BY-LAWS, TO MAKE ITS REPORT. THE REPORT WAS PRESENTED BY MR. DUNN IN THE FORM OF A PROPOSED CONSTITUTION AND BY-LAWS. AFTER DISCUSSION AND UPON MOTION DULY MADE, SECONDED AND UNANIMOUSLY PASSED, THE CONSTITUTION AND BY-LAWS OF THE INSTITUTE WERE ADOPTED IN THE FORM AS PRESENTED BY THE SPECIAL COMMITTEE, A COPY OF WHICH IS HERETO ATTACHED.

A DISCUSSION WAS THEN HAD AS TO THOSE MEMBERS OF THE FRICTION MATERIALS INDUSTRY THAT WERE ELIGIBLE TO MEMBERSHIP IN THIS CORPORATION, AND ON MOTION DULY MADE, SECONDED AND UNANIMOUSLY PASSED, IT WAS

RESOLVED, THAT ALL FORMER MEMBERS OF THE BRAKE LINING MANUFACTURERS' ASSOCIATION, INC., AT THE TIME OF DISSOLUTION, PROVIDING EACH AGREES TO ACCEPT THE CONSTITUTION AND BY-LAWS OF THIS MEMBERSHIP CORPORATION, TOGETHER WITH ANY AMENDMENTS MADE THERETO FROM TIME TO TIME, AND PROVIDING THAT EACH AGREES TO ACCEPT AND BE BOUND BY ANY REGULATIONS OR CODE DEFINING UNFAIR PRACTICES WHICH MAY BE ADOPTED BY THIS INSTITUTE, THAT SUCH COMPANY SHALL HAVE THE PRIVILEGE OF BEING ACCEPTED AS A CHARTER MEMBER OF THIS INSTITUTE WITHOUT PAYING ANY INITIATION FEE AND THAT EACH SUCH ELIGIBLE MEMBER SHALL HAVE TIME UP TO AND INCLUDING THE FIRST ANNUAL MEETING OF MAKING APPLICATION TO BECOME A CHARTER MEMBER HEREIN.

A DISCUSSION WAS HAD AS TO THE COST OF OPERATING THE INSTITUTE UNTIL THE FIRST ANNUAL MEETING OF THE MEMBERSHIP, AND AFTER VARIOUS ITEMS WERE PRESENTED FOR CONSIDERATION, IT WAS UPON MOTION DULY MADE, SECONDED AND UNANIMOUSLY PASSED.

RESOLVED, THAT THE BUDGET SETTING FORTH THE ESTIMATED REQUIREMENTS OF OPERATING THE INSTITUTE UNTIL THE FIRST ANNUAL MEETING OF THE MEMBERSHIP BE PREPARED BY THE TREASURER, TO BE ELECTED BY THE BOARD OF DIRECTORS AND THAT THE SAME BE SUBMITTED TO THE MEMBERSHIP WITH A WRITTEN BALLOT WHEREIN SAID ELIGIBLE MEMBERS MAY REGISTER THEIR APPROVAL OR DISAPPROVAL.

THE CHAIR CALLED FOR THE CONSIDERATION OF LEGAL COUNSEL TO THE INSTITUTE UP TO THE FIRST ANNUAL MEETING TO BE HELD BY THE MEMBERSHIP, AND AFTER DISCUSSION, IT WAS UPON MOTION DULY MADE, SECONDED AND UNANIMOUSLY PASSED THAT LESTER D. STICKLES OF NEW YORK CITY, BE APPOINTED AS LEGAL COUNSEL TO THE INSTITUTE UP UNTIL THE FIRST ANNUAL MEETING OF THE MEMBERSHIP.

THERE BEING NO FURTHER BUSINESS TO COME BEFORE THE MEETING, ON MOTION DULY MADE IT WAS ADJOURNED.

LESTER D. STICKLES  
ACTING SECRETARY

BRAKE LINING MANUFACTURERS ASSOCIATION (BLMA)

| <u>DATE</u> | <u>MEETING</u> | <u>ACTION</u>                                                                                                                |
|-------------|----------------|------------------------------------------------------------------------------------------------------------------------------|
| 8/26/48     | Membership     | Resolution passed to dissolve BLMA                                                                                           |
| 9/23/48     | -              | Certificate to dissolve BLMA filed with New York Secretary of State                                                          |
| 4/27/49     | Directors      | Directors acting as Trustees in dissolution of BLMA, resolved to sell assets to Clutch Facing and Brake Lining Institute     |
| 4/30/49     | -              | Assets sold to Clutch Facing and Brake Lining Institute. Activities of BLMA discontinued. Dissolution of BLMA was completed. |

FRICTION MATERIALS STANDARDS INSTITUTE (FMSI)  
(originally CLUTCH FACING AND BRAKE LINING INSTITUTE)

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|----------|---------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 11/16/48 | -             | Certificate of Incorporation filed with New York Secretary of State                                                                                                                   |
| 12/14/48 | Incorporators | Incorporators adopted a Constitution and By-Laws                                                                                                                                      |
| 4/30/49  | -             | Purchased assets of BLMA                                                                                                                                                              |
| 5/ 1/49  | -             | FMSI commenced operations                                                                                                                                                             |
| 6/23/49  | Membership    | 1st Annual Membership Meeting, which among other things resolved to have name changed (from Clutch Facing and Brake Lining Institute) to Friction Materials Standards Institute, Inc. |
| 6/27/49  | -             | Certificate of name change filed with the New York Secretary of State.                                                                                                                |