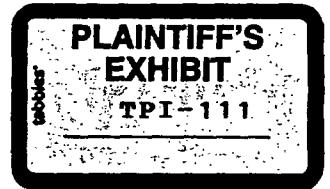


EX #3

RESOLUTIONS BY THE UNANIMOUS CONSENT
OF THE BOARD OF DIRECTORS OF
TYLER PIPE INDUSTRIES, INC.



Pursuant to Article 9.10B of the Texas Business Corporation Act, the undersigned, being all the directors of Tyler Pipe Industries, Inc., a Texas corporation (the "Company"), hereby declare that when all of us have signed this consent the following resolutions shall then be consented to, approved of and adopted to the same extent and to have the same force and effect as if adopted at a regular meeting of the Board of Directors duly called and held for the purpose of acting upon proposals to adopt such resolutions:

BE IT RESOLVED, that a contribution be made by the Company to the Tyler Pipe Industries, Inc. Salaried Employees' Profit-Sharing Trust and to the Tyler Pipe Industries, Inc. Non-Salaried Employees' Profit-Sharing Trust in an aggregate amount equal to \$450,000.00 which will exceed one percent (1%) of the Company's net income as determined for Federal Income Tax purposes for the Company's fiscal year ending December 25, 1971, and the Trusts' fiscal year ended November 1, 1971, and that such contribution be paid in one or more installments to the Trustees not later than the time prescribed by law for filing the income tax return for such fiscal year (including extension thereof).

FURTHER RESOLVED, that such total contribution shall be allocated between the Tyler Pipe Industries, Inc. Salaried Employees' Profit-Sharing Trust and the Tyler Pipe Industries, Inc. Non-Salaried Employees' Profit-Sharing Trust in the proportion that the adjusted compensation of participating employees in each Trust bears to the total of adjusted compensation of all participating employees in both Trusts.

IN WITNESS WHEREOF, we have hereunto set our hands this 20th day of December, 1971.



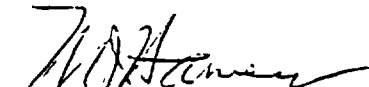
J. F. McKinney



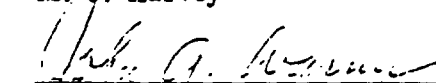
C. A. Rundell, Jr.



F. R. Meyer



M. J. Harvey



John A. Warner

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MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
TYLER PIPE INDUSTRIES, INC.

A special meeting of the Directors of Tyler Pipe Industries, Inc. was held in the offices of Tyler Corporation, Dallas, Texas at 2:00 p.m. on Tuesday, June 1, 1971, with the following directors present:

Joseph F. McKinney
C. A. Rundell, Jr.
F. R. Meyer

The meeting was called to order by the acting chairman, Joseph F. McKinney. On motion by C. A. Rundell, Jr., seconded by F. R. Meyer and unanimously carried, the following resolutions were adopted:

RESOLVED, that the proposed form of that certain Credit Agreement dated as of May 31, 1971, between Tyler Corporation ("Tyler"), Southwestern Engineering Company ("Southwestern"), Jersey-Tyler Foundry Company ("Jersey"), Phoenix Fittings, Inc. ("Phoenix") and Tyler Pipe Industries, Inc. ("Tyler Pipe" and collectively with Southwestern, Jersey and Phoenix, the "Subsidiaries"), First National Bank in Dallas, First National City Bank, and Bank of America National Trust and Savings Association (the "Banks"), and First National Bank in Dallas, as Agent, a form of which was submitted to the Meeting the ("Credit Agreement"), pursuant to which the Banks agree, upon the terms and conditions contained therein, to make loans to Tyler from time to time up to an aggregate principal amount of \$7,500,000 outstanding at any one time, and pursuant to which Tyler agrees to advance to the respective Subsidiaries the amounts of all such borrowings, be, and the same hereby is, approved;

RESOLVED FURTHER, that the President, any Vice President, the Secretary or any Assistant Secretary of this Corporation be, and each of them hereby severally is, authorized and directed on behalf of this Corporation to execute and deliver the Credit Agreement in substantially the form submitted to this Meeting, together with such changes therein as may be approved by the officer executing the Credit Agreement on behalf of this Corporation, his execution thereof to be conclusive evidence of such approval;

RESOLVED FURTHER, that this Corporation borrow from time to time from Tyler such amounts as may be necessary and desirable and as may be made available by Tyler to provide working capital for this Corporation, and that said officers be, and each of them hereby is, authorized on behalf of this Corporation to make such borrowings from time to time from Tyler and to execute and deliver to Tyler such evidence of indebtedness as may be required by Tyler or by the Credit Agreement in connection therewith;

RESOLVED FURTHER, that each of the officers of this Corporation be, and each of them hereby is, authorized and directed to do and perform all such other acts and things and to sign and deliver all such other documents and certificates and to take all such other steps as may be necessary or advisable to carry out the intent of the foregoing resolutions and fully to perform the provisions of the Credit Agreement, the Notes and any such other documents or certificates required to be executed and delivered in connection therewith.

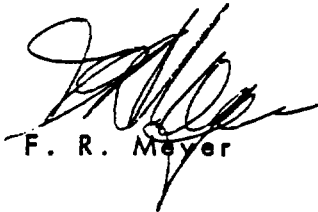
There being no further business to come before this meeting, upon motion made, seconded and unanimously carried, it was resolved that the meeting be adjourned.


Assistant Secretary


Chairman

NOTICE OF MEETING
TYLER PIPE INDUSTRIES, INC.

Notice is hereby given of a special meeting of
the Board of Directors of Tyler Pipe Industries, Inc.
to be held at 3121 Southland Center, Dallas, Texas,
on Tuesday, June 1, 1971, at 2:00 p.m. Central
Daylight Time.



F. R. Meyer

May 27, 1971

1-10-25

TYLER PIPE INDUSTRIES, INC.
ANNUAL SHAREHOLDERS MEETING

April 28, 1971

The annual meeting of shareholders of Tyler Pipe Industries, Inc., a Texas Corporation, was held on Wednesday, April 28, 1971, at 11:30 o'clock A.M., Central Standard Time, at the office of Tyler Corporation, Southland Center, Dallas, Texas, pursuant to notice given in accordance with law and the Bylaws of the Company.

Mr. John A. Warner, President of the Company, acted as Chairman of the meeting, and Mr. C. A. Rundall, Jr., Assistant Secretary of the Company, acted as Secretary of the meeting.

At the request of the Chairman, the Secretary presented to the meeting a complete list of the holders of stock issued and outstanding at the close of business on April 12, 1971, the record date for the meeting. The Secretary advised the meeting that the list would be kept open during the whole time of the meeting subject to the inspection of any shareholders present. The Secretary stated that the list showed at the close of business on April 12, 1971, 1,070,880 shares of stock were issued and outstanding and entitled to vote at the meeting. The Secretary also presented to the meeting a copy of the notice of the annual meeting which was mailed to the shareholders in accordance with law and the Bylaws of the Corporation. The Chairman ordered that the documents presented be filed with the records of the meeting.

The Chairman appointed Dwain C. Kline as judge to conduct the voting, decide upon the qualifications of the voters and accept their votes, and when voting was completed to count the votes and certify to the Secretary of this meeting the results of such voting.

The Chairman directed the judge to inspect the qualifications of shareholders present and report on the total number of shares of the Corporation present and entitled to vote at the meeting.

The Judge then reported that having inspected the qualifications of shareholders entitled to vote at the meeting there were 1,070,581 shares of the capital stock of the

Company out of a total of 1,070,530 shares of capital stock outstanding and entitled to vote at this meeting.

The Chairman announced that since it appeared from the report of the Judge that the holders of a majority of the outstanding shares of capital stock entitled to vote were present in person a quorum was represented and the meeting was open for business.

Upon motion duly made and seconded, the following persons were nominated to be directors of the Corporation, each director to hold office until his successor is elected and qualified or until the next annual meeting of stockholders of the Company:

M. J. Harvey
Joseph F. McKinney
Frederick R. Meyer
C. A. Rundell, Jr.
John A. Warner

The Judge then distributed, collected and counted ballots for use in the election of the directors.

The Judge reported that 1,070,531 votes had been cast for the election of each of the above mentioned nominees and that such nominees were the persons receiving the only votes cast for election as directors at the meeting.

The Chairman thereupon declared that since it appeared from the report of the Judge that the above named persons were the only persons receiving votes for election as directors, such persons had been duly elected as directors of the Corporation.

There being no further business to be brought before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.


C. A. Rundell, Jr., Assistant Secretary

APPROVED:


John A. Warner, Chairman

P.O. Box 2027
Tyler, Texas 75701, Tel: 214/867-6111



**TYLER PIPE INDUSTRIES, INC.
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD APRIL 28, 1971**

The Annual Meeting of Shareholders of TYLER PIPE INDUSTRIES, INC. (the "Company") will be held at the office of Tyler Corporation, 3121 Southland Center, Dallas, Texas on Wednesday, April 28, 1971 at 11:30 A.M., Central Standard Time, for the following purposes:

- (a) Electing five directors to serve until the next Annual Meeting and until their respective successors shall be elected;
- (b) Transacting such other business as may properly come before the meeting or any adjournment thereof.

Only holders of Common Stock of record at the close of business on April 12, 1971 are entitled to notice of or to vote at the said meeting.

Management of the Company intends to nominate the following persons, each of whom presently serves as a director of the Company, as directors to serve until the next Annual Meeting of Shareholders and until their successors are elected and qualified:

M. J. Harvey
Joseph F. McKinney
Frederick R. Meyer

C. A. Rundell, Jr.
John A. Warner

The Company has been informed by Tyler Corporation, which on April 12, 1971 holds 99.97% of the outstanding shares of the Company's Common Stock, that it intends to vote the shares held by it for the election of the management of nominees for director.

Other than the election of directors, the management knows of no business to come before the Annual Meeting of Shareholders.


Assistant Secretary

April 14, 1971

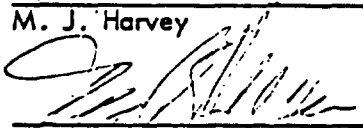
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WAIVER OF NOTICE OF THE ANNUAL MEETING
OF THE BOARD OF DIRECTORS OF
TYLER PIPE INDUSTRIES, INC.

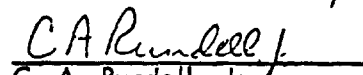
The undersigned being all the directors of Tyler Pipe Industries, Inc., a Texas corporation (the "Company"), hereby waive all notice of the time, place and purpose of the annual meeting of the Board of Directors of the Company to be held at 3:00 o'clock p.m., on April 28, 1971 at 3121 Southland Center, Dallas, Texas for the purposes of approving the actions of the Company's officers for the prior year, electing officers, approving compensation for the Company's officers for the succeeding year, appointing an Executive Committee, amending certain articles of the Company's Bylaws, directing the President of the Company to vote stock of subsidiaries for election of directors, accepting the resignation of John A. Warner and M. J. Harvey as Trustees of the Salaried Employees' Profit Sharing Trust and appointing trustees to replace John A. Warner and M. J. Harvey.

IN WITNESS WHEREOF, we have hereunto set our hands this 28th day of April, 1971.


M. J. Harvey


Fred R. Meyer


Joseph F. McKinney

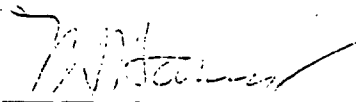

C. A. Rundell, Jr.

John A. Warner

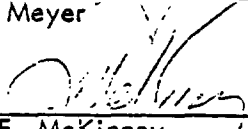
WAIVER OF NOTICE OF THE ANNUAL MEETING
OF THE BOARD OF DIRECTORS OF
TYLER PIPE INDUSTRIES, INC.

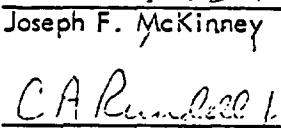
The undersigned being all the directors of Tyler Pipe Industries, Inc., a Texas corporation (the "Company"), hereby waive all notice of the time, place and purpose of the annual meeting of the Board of Directors of the Company to be held at 3:00 o'clock p.m., on April 28, 1971 at 3121 Southland Center, Dallas, Texas for the purposes of approving the actions of the Company's officers for the prior year, electing officers, approving compensation for the Company's officers for the succeeding year, appointing an Executive Committee, amending certain articles of the Company's Bylaws, directing the President of the Company to vote stock of subsidiaries for election of directors, accepting the resignation of John A. Warner and M. J. Harvey as Trustees of the Salaried Employees' Profit Sharing Trust and appointing trustees to replace John A. Warner and M. J. Harvey.

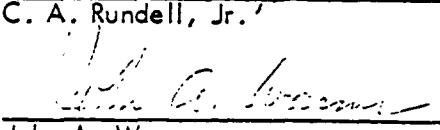
IN WITNESS WHEREOF, we have hereunto set our hands this 28th day of April, 1971.


M. J. Harvey


Fred R. Meyer


Joseph F. McKinney


C. A. Rundell, Jr.


John A. Warner

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John A. Warner

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The Chairman stated that the first order of business was to review the actions of the Company's officers for the prior year. After discussion, and upon motion duly made, seconded and unanimously carried, it was:

The Chairman then stated that the next matter was the election of officers. Upon motion duly made, seconded and unanimously carried, it was:

M. J. Harvey, Chairman of
the Board

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Glen C. Uzzel, Executive Vice
President, Treasurer and Secretary

W. B. Duckett, Vice President,
Transportation

James B. Horan, Vice President,
Marketing

W. J. Speas, Jr., Vice President,
Operations

David K. McKie, Vice President,
Industrial Relations

Don R. Russell, Assistant Secretary

Neil J. O'Brien, Assistant Secretary

Dwain C. Kline, Assistant Secretary

The Chairman then stated that the next matter of business was the appointment of an Executive Committee. After discussion, and upon motion duly made, seconded and unanimously adopted, it was:

RESOLVED, that John A. Warner, C. A. Rundell, Jr. and Fred R. Meyer are hereby appointed to the Executive Committee of Tyler Pipe Industries, Inc., and that John A. Warner is appointed as Chairman of the Committee.

The Chairman then stated that the next matter of business was the amendment of the Company's Bylaws in certain respects. After full consideration, upon motion duly made, seconded and unanimously adopted, it was:

RESOLVED, that Section 1 of Article III of the Bylaws is hereby amended to decrease the number of directors from six to five so that as amended said Section 1 shall hereafter be read as follows:

Section 1. Number of Directors. The number of directors of the Corporation shall be five (5).

The number of directors may be increased or decreased from time to time by amendment of these Bylaws, but no decrease shall have the effect of reducing the term of any incumbent director. Directors shall be elected at the annual meeting of the shareholders, except as provided in Section 2 of this Article, and each director shall hold office until his successor is elected and qualified. Directors need not be residents of the State of Texas, nor shareholders of the Corporation.

The Chairman then stated that the next matter of business was authorizing the President of the Company to vote the stock of the Company's subsidiaries for election of directors. After discussion, upon motion duly made, seconded and unanimously carried it was:

RESOLVED, that the Board of Directors of Tyler Pipe Industries, Inc. hereby authorizes and directs its President, John A. Warner, to vote the stock held by Tyler Pipe Industries, Inc. for the election of the indicated directors in the following companies:

East Penn Foundry Company:

M. J. Harvey
John A. Warner
Joseph F. McKinney
C. A. Rundell, Jr.
F. R. Meyer

Wade, Inc.:

M. J. Harvey
John A. Warner
Joseph F. McKinney
C. A. Rundell, Jr.
F. R. Meyer

Tyler Brokerage Company:

M. J. Harvey
John A. Warner
Joseph F. McKinney
C. A. Rundell, Jr.
F. R. Meyer

Swan Development Company:

M. J. Harvey
John A. Warner
Joseph F. McKinney
C. A. Rundell, Jr.
F. R. Meyer

M. J. Harvey Foundation:

M. J. Harvey
John A. Warner
Joseph F. McKinney
C. A. Rundell, Jr.
F. R. Meyer

Tyler Pipe Industries, Inc. (PA)

M. J. Harvey
John A. Warner
Joseph F. McKinney
C. A. Rundell, Jr.
F. R. Meyer

The Chairman then stated that the next matter of business was the acceptance of the resignation of M. J. Harvey and John A. Warner as Trustees of the Company's Salaried Employees' Profit-Sharing Trust and the appointment of the successor trustees. After discussion, upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the resignations of M. J. Harvey and John A. Warner as Trustees of the Tyler Pipe Industries, Inc. Salaried Employees' Profit-Sharing Trust be accepted, effectively; and

FURTHER RESOLVED, that D. A. Russell and J. L. Milstead be appointed as Trustees to the Tyler Pipe Industries, Inc. Salaried Employees' Profit-Sharing Trust to replace M. J. Harvey and John A. Warner.

The Chairman then stated that the next matter of business was the appointment of a successor trustee to the Company's Non-Salaried Employees' Profit-Sharing Trust to replace Leroy Anderson, deceased. After discussion, upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the appointment of George Washington as a Trustee of the Tyler Pipe Industries, Inc. Non-Salaried Employees' Profit-Sharing Trust be accepted, effective immediately to replace Leroy Anderson, deceased.