MINUTES OF FIRST DIRECTORS' MEETING

Pursuant to the notice given by the shareholders at its first meeting, the Directors of GLIDDEN EUROPE INC. met at 900 Union Commerce Building, Cleveland, Ohio, February 7, 1967, 11:00 o'clock A.M., all of the Directors being present, viz.:

Dwight P. Joyce
B. W. Maxey
William G. Phillips
Paul W. Neidhardt
George S. Warner

Thereupon the meeting was organized by electing Mr. Dwight P. Joyce, Chairman and Mr. Richard K. Dutton, Secretary.

Thereupon, each Director having been qualified as provided by law and the regulations of GLIDDEN EUROPE INC., the Chairman called for the election of officers.

On motion of B. W. Maxey, it was resolved that the Board proceed to elect the officers provided for by the regulations. An election was then held, which resulted as follows:

Dwight P. Joyce	-Chairman of the Board of Directors and Chief Executive Officer
B. W. Maxey	-Vice Chairman of the Board of Directors
William G. Phillips	-President
Paul W. Neidhardt	-Executive Vice President
George S. Warner	-Executive Vice President
Robert E. Dorfmeyer	-Vice President - Corporate Development
George M. Halsey	-Senior Vice President
John H. Weeks	-Vice President
Robert D. Horner	-Vice President
John H. Lathe, Jr.	-Vice President - Corporate Organization
Robert L. Lozon	-Vice President - Corporate Purchasing
William L. Rodich	-Vice President - Inorganic Chemicals
George S. Forbes	-Vice President - Coatings and Resins
Robert P. T. Young	-Vice President - Organic Chemicals
Richard W. Patterson	-Treasurer
Richard K. Dutton	-Secretary and General Counsel
Donald E. Erskine	-Controller
G. Williams Reid	-Assistant Secretary
John P. White	-Assistant Secretary
Hays M. Hunter	-Assistant Secretary
M. Williams Peters	-Assistant Treasurer
G. Keith Brewin	-Assistant Treasurer
Charles P. Fitzgerald	-Assistant Controller

Mr. Dwight P. Joyce, Chairman, of the Board, presented and the Directors on motion made and seconded, unanimously adopted the following resolutions relating to banking.

RESOLVED, that any two of the following named officers be and they hereby are authorized to open and close, draw checks on, and designate other officers and employees of this Company, one or more of whom shall be empowered to draw checks on banking accounts of this Company:

Dwight P. Joyce
B. W. Maxey
William G. Phillips
Richard K. Dutton
M. W. Peters
R. W. Patterson

Mr. Dwight P. Joyce, Chairman of the Board, presented and the Directors on motion made and seconded, unanimously adopted the following resolutions regarding branch operations of the Company.

RESOLVED, that Glidden Europe Inc. establish a branch in or within a radius of 50 Kilometres of Paris, France, at a location to be decided upon by Mr. André Assedo, Manager.

BE IT FURTHER RESOLVED, that the purpose of the branch shall be to manufacture, process, buy and sell and otherwise deal in food products and ingredients, and other products, commodities and derivatives of agriculture.

RESOLVED, that the branch shall operate under the name of "Durkee France, a Division of Glidden Europe Inc."

RESOLVED, that Mr. André Assedo be and is hereby appointed Manager and granted the following powers:

(1) administer the daily and ordinary business of the branch;
(2) fulfill all formalities required of the branch by the Registration Tax Authorities, furnish all required documents, make all declarations, pay all taxes and to comply with all other necessary formalities during the life of the branch, to sign all required documents and petitions;
(3) sign correspondence;
(4) hire and discharge branch employees and fix their remuneration;
(5) accept and receive amounts due by a governmental or public agency and give a valid and binding release therefor;
(6) represent the branch in dealings with customs or excise tax officials, or with any other French or foreign administrative officials concerning the importation or exportation of branch equipment, comply with formalities, sign all records and documents, claim and receive monies and give valid discharge therefor;
(7) receive from the post office, or trucking, or railroad offices, letters, cases, cartons and packages whether or not insured or registered, including those having a declared value;
(8) rent or use safes or safety deposit boxes;
(9) enter into and sign commercial leases, both those governed by the Decree of September 30, 1953, as well as month-to-month tenancy leases;

(10) enter into and sign purchase and sales agreements and contracts, make settlement offers and submit bids but only within the scope of the branch's purposes.

In furtherance of the above, enter into and sign all documents, bonds and vouchers, delegate to one or more persons any of the above powers, revoke any such delegation, elect domicile for the branch, and generally do that which is necessary for the daily and ordinary conduct of the branch's activity.

Mr. Dwight P. Joyce, Chairman of the Board, presented and the Directors on motion made and seconded, unanimously adopted the following resolution related to branch activities in the U.K.:

RESOLVED, that GLIDDEN EUROPE INC. establish a branch at Crown House, Morden, Surrey, London, England, and appoint Mr. Malcolm Palmer as registered agent.

RESOLVED, that the Secretary of the Company be and hereby is authorized to undertake any and all formalities and sign documents that may be required in completing said registration in the U.K.

Mr. Dwight P. Joyce, Chairman of the Board, presented and the Directors on motion made and seconded, unanimously adopted the following resolution related to foreign trademark usage:

RESOLVED, that all uses of trade styles, tradenames, and trademarks by this Company are on behalf of and for The Glidden Company, Cleveland, Ohio, U.S.A., and any such use shall inure to the benefit of and be controlled by The Glidden Company, Cleveland, Ohio, its successors and assigns.

NOW, THEREFORE, it appearing that the proceedings of the incorporators and shareholders have in all respects conformed to the General Corporation Act of the State of Ohio, and that the Board of Directors and officers have been duly elected and qualified as provided by law and the regulations, and the amount of capital with which it will commence business has been paid in, there being no further business before the meeting, on motion of B. W. Maxey, the same adjourned.

Richard K. Sunstrom

Secretary