

ARTICLE III  
Meetings of Stockholders

Section 1. Annual Meeting. The annual meeting of the stockholders for the election of Directors and the consideration of the reports to be laid before such meeting shall be held at the office of the Company, in the City of Cleveland, Ohio, or at such other place as may be directed by the Board of Directors, on the second Thursday in December, 1955, and each year thereafter, at 10:00 o'clock A.M.

Section 2. Order of Business. The order of business at any meeting of stockholders shall be determined by the meeting.

Section 3. Special Meetings. Special meetings of the stockholders of this Company 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 stockholders shall be given to each stockholder, appearing as such upon the books of the Company, at the time entitled to voting privileges, by mailing the same to said stockholder'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 Company.

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 stockholders, every stockholder having the right to vote shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such stockholder, which proxy must be filed with the Secretary before the person authorized thereby can vote thereunder. The person so authorized need not be a stockholder. Each stockholder present in person or by proxy at any annual or special meeting of the stockholders 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 Company at the close of business on the thirtieth day preceding the date of the meeting. Said record date for voting at any stockholders' meeting shall continue to be the record date for all adjournments of such meeting.

ARTICLE IV  
Board of Directors

Section 1. Election and Tenure of Office. The business and the affairs of this Company shall be conducted, managed and controlled by a Board of Directors consisting of not less than five (5) nor more than fifteen (15) members, each of whom shall be 21 or more years of age and the holder of at least one share in the capital stock of the Company. 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 stockholders at the annual meeting of the stockholders and shall hold office until the next annual meeting of the stockholders 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.

Section 2. Place of Meetings. All meetings of the Board of Directors shall be held at the office of the Company, in the City of Cleveland, Ohio, or at such other place 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. Organization Meeting. The Board of Directors shall 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 stockholders' meeting at which Directors are elected, on the same day and at the same place at which such stockholders' 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 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.

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Section 6. Quorum. A majority of the full Board of Directors shall be necessary to constitute a quorum for the transaction of business; 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 vote 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 Company may resign at any time by giving written notice to the Chairman of the Board or to the Secretary of the Company. 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. As long as there is a quorum of Directors in office any vacancy occurring in the Board of Directors may be filled for the remainder of the term by the Directors then in office. Whenever there is not a quorum of Directors in office, the Director or Directors then in office shall forthwith call a general meeting of the shareholders to fill the vacancies and in default or if there are no Directors then in office the Meeting may be called by any shareholder.

Section 9. Compensation. Directors of the Company, 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 stockholders, but by resolution of the Board of Directors a fixed sum, not to exceed One Hundred Dollars (\$100.00), 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; provided, however, that nothing herein contained shall be construed to preclude any Director from serving the Company in any other capacity and receiving proper compensation therefor.

#### ARTICLE V

##### Indemnification of Directors and Officers

Each director and each officer of the Company, who is in office at the time of the adoption of this Article or thereafter, shall be indemnified by the Company 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 Company, 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 performance of his duties as such director or officer,

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and provided further that the Company 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 VI Officers

Section 1. Designations. The Company 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.

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 Company shall be elected by the Board of Directors and each officer of the Company elected by the Board of Directors shall hold office until the next annual meeting of the stockholders and until his successor is elected and qualified, unless sooner removed by the Board of Directors, which the Board of Directors shall have power to do at any time with or without cause.

Section 3. Compensation. The officers of the Company shall be paid such salaries or compensation as shall be determined 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

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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 VII  
Duties of Officers

Section 1. Chairman of the Board of Directors. The Chairman of the Board of Directors shall be the principal executive officer of the Company and shall have general supervision and control of the business and affairs of the Company, subject, however, at all times to the control of the Board of Directors and the Executive Committee.

The Chairman of the Board of Directors shall preside at all meetings of the stockholders and of the Board of Directors.

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 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 Chairman of the Board of Directors, and shall be the general manager of the business of the Company, subject, however, at all times to the control of the Board of Directors, and of the Executive Committee and of the Chairman of the Board of Directors, and in case of the absence or disability of both the Chairman of the Board of Directors and Vice Chairman of the Board of Directors, or of vacancies in the offices of both of them, the President shall be vested with all of the powers, and be required to perform all of the duties, of the Chairman of the Board of Directors.

Section 4. Vice Presidents. Each Vice President of the Company 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 President, or of a vacancy in his office, the Vice President (or if there be more than one Vice President, then the Vice Presidents 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 stockholders and of the Board of Directors and also of the

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Executive Committee, if said Committee shall not have appointed its own Secretary; shall give, or cause to be given, all notices required by law or by the provisions of this By-Law; shall be the custodian of the corporate seal of the Company and shall affix said corporate seal to all writings and documents requiring such corporate seal or the execution of which by the Company under its corporate seal is duly authorized; and, on the expiration of his term of office, the Secretary shall deliver to his successor or to the Chairman of the Board of Directors all books, documents and other records of the Company 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 may be required by the Board of Directors or the Executive Committee or the Chairman of the Board of Directors.

Section 6. Assistant Secretaries. The Assistant Secretaries of the Company 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 Chairman of the Board of Directors, 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 receive and safely keep all moneys, checks, notes or drafts received by the Company belonging to it, and make proper deposit of the same in the name of the Company and shall disburse said moneys under the direction of the Board of Directors. The Treasurer generally shall perform those duties usually pertaining to the office of Treasurer, and such other duties as the Board of Directors or the Executive Committee or Chairman of the Board of Directors shall require and at the termination of his term of office, shall deliver all moneys and other property of the company into the possession of his successor or to the Chairman of the Board of Directors.

Section 8. Assistant Treasurers. The Assistant Treasurers of the Company 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 Chairman of the Board of Directors, 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 keep the books of account, accounting records and financial records of the Company and he shall maintain internal audit and control over all disbursements of funds and other financial transactions of the Company, subject, however, at all times to the control of the Board of Directors and of

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the Executive Committee. He shall render to the Chairman of the Board of Directors and to the Board of Directors and to the Executive Committee reports and statements of the financial condition of the Company and such other financial statements as any of them may request, and shall perform such other duties as may be required by the Board of Directors or by the Executive Committee or by the Chairman of the Board of Directors and shall render at meetings of stockholders such financial statements of the Company as may be required by law.

Section 10. Assistant Controllers. The Assistant Controllers of the Company 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 Chairman of the Board of Directors, and in 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 VIII 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.

Section 2. Duties. The Executive Committee shall be vested with the powers of the Board of Directors 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 Board of Directors or of any two members of the Committee. All members of the Committee shall be notified of its meetings, and a majority of its members shall constitute a quorum. 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 IX Certificates of Stock

Section 1. Issuance. Each stockholder shall be entitled to a certificate or certificates of his paid up stock in the Company, signed by the President or a Vice President, sealed with the corporate seal and attested by the Secretary or Assistant Secretary, transferable on the books of the Company by the stockholder in person or by attorney on surrender of such certificate or certificates and the payment of all dues on the same.

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Section 2. Allotment of Stock. The Board of Directors shall have power from time to time to allot the stock of the Company and to make calls thereon and to regulate the payment thereof and to issue certificates therefor as the same may be paid up.

Section 3. Transfers. No transfer of any share of stock shall be valid unless entered upon the books of the Company. No share shall be transferable until all previous calls thereon have been fully paid up.

#### ARTICLE X Borrowing Powers

The Directors may, from time to time, borrow money on the credit of the Company; issue, sell, or pledge bonds, debentures, or other securities; charge, mortgage, hypothecate, or pledge all or any part of the real or personal property of the Company; or delegate to one or more of such officers of the Company, as it may designate, all or any of the powers conferred by this Article to such extent and in such manner as it may, from time to time, determine.

#### ARTICLE XI Signing of Checks, Notes, Etc.

All checks, notes and other obligations or evidences of indebtedness of the Company shall be drawn and signed by one or more Executive Officers of the Company 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 Company, 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 Company, checks, notes, or other obligations or evidences of indebtedness.

#### ARTICLE XII Fiscal Year

The fiscal year of this Company for 1955 shall begin November 1, 1954 and end August 31, 1955, and subsequent fiscal years 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.

There being no further business to come before the meeting, it was, upon motion duly made and seconded, adjourned.

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