

Charles Gordon Jewett was duly elected permanent Chairman of the stockholders' meeting and Donald W. Jewett was duly elected permanent Secretary of such meeting.

All of the outstanding stock of the corporation being present in person, the Chairman declared the meeting duly open and competent to transact business, and announced that the meeting was held for the purpose of considering amendment of the Certificate of Incorporation to decrease the present outstanding issued and authorized Common Stock of the corporation from 2,250 shares to 450 shares, and to provide for the issuance of 1,800 shares of Common Stock having all of the rights and privileges of Common Stock with the exception of that of voting.

Whereupon, the following Resolution was offered:

"RESOLVED, That Article III of the Certificate of Incorporation dated February 16, 1948 be, and the same is hereby amended to read as follows:

The amount of Capital Stock of the corporation shall be \$225,000.00 divided into 450 shares of Common Voting Stock of the par value of \$100.00 each, which shall be non-assessable, and stock of this classification shall entitle the owners thereof to the exclusive right and power of voting for and electing the Directors and Officers of the corporation, and there shall be 1,800 shares of Common Non-Voting Stock of the par value of \$100.00 each, which shall be non-assessable, but that stock of this classification shall not entitle the owners thereof to the right or power of voting for or electing the Directors or Officers of the corporation. The Voting and Non-Voting Stock of the corporation shall entitle the owners thereof to equal rights to the dividends and earnings of the corporation, and in case of dissolution thereof, shall share equally in the assets or liabilities of the company, and the certificates of each class of stock shall clearly indicate on the fact thereof that they are Voting or Non-Voting Common Stock, as the case may be. The certificates of Non-Voting Stock shall contain a provision that the holders thereof specifically waive the right to vote for the Directors and Officers of the corporation and delegate such authority, right and privilege exclusively to the holders of the Voting Common Stock of the corporation."

Said Resolution was appropriately submitted to a vote of the stockholders in meeting convened as aforesaid, and upon the unanimous vote of all stockholders of the corporation in the affirmative, the Chairman declared the Resolution duly passed and adopted.