

METAL FINISHERS' FOUNDATION

CONTENTS

Articles of Incorporation
Appointment of Statutory Agent
Certificate of Amendment
June 5, 1964 IRS Exemption Ltr
Code of Regulations

Metal Finishers' Foundation
22 South Park Street
Montclair, NJ 07042

B 357 1574

330323

ARTICLES OF INCORPORATION

OF

NATIONAL METAL FINISHERS FOUNDATION

APPROVED

By.....D.C.L.

Date.....5-15-64

Amount.....25.00

125-62

The undersigned, all of whom are citizens of the United States, desiring to form a corporation, not for profit, under Sections 1702.01 et seq. of the Revised Code of Ohio, do hereby certify:

FIRST. The name of said corporation shall be NATIONAL METAL FINISHERS FOUNDATION.

SECOND. The place in Ohio where the principal office of the corporation is to be located is in the City of Cleveland, Cuyahoga County, Ohio.

THIRD. The purpose or purposes for which said corporation is formed are to promote the educational and scientific advancement of metal finishing solely through the receipt of contributions and the award thereof from time to time to organizations which are described in Section 501 (c)(3) and exempt from taxation under Section 501 (a) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article Third. No substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

(a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or;

(b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

In furtherance of, and not in limitation of the general powers conferred by the laws of the State of Ohio, and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

Acting through its Board of Trustees, its President and other officers, subject to the powers and restrictions of these Articles of Incorporation, and its Code of Regulations, to do all such acts as are necessary or convenient to the attainment of the objects and purposes herein set forth, and to the same extent as fully as any natural person might or could do.

To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Ohio.

To have offices and promote and carry on its objects and purposes within or without the State of Ohio, in other states, the District of Columbia, the territories or possessions of the United States.

In general, to have all powers conferred upon a corporation not for profit by the laws of the State of Ohio, except as herein prohibited, or forbidden by the Code of Regulations of this corporation.

FOURTH. The following persons shall constitute the initial members and the initial Board of Trustees, and shall serve

said corporation as Trustees until the election of their successors at any annual or special meeting of members:

H. E. Coombes, Jr.	4350 Temple City Boulevard El Monte, California
Glenn H. Friedt, Jr.	3456 Denton Avenue Detroit, Michigan
Richard B. Zacharias	6045 N. Keystone Avenue Chicago, Illinois
James E. Cogan, Jr.	445 Fairmont Avenue Philadelphia, Pennsylvania
E. Paul Koeckritz, Jr.	8205 So. Alameda Boulevard Los Angeles 1, California
Edward N. Marlette	200 Cornwall Avenue Buffalo, New York
William F. Acks	75 Woodbine Street Quincy 70, Massachusetts
Eric L. Jacobsen	1609 No. Elston Street Chicago, Illinois
A. T. Leonard	University & 1st Avenues Minneapolis 13, Minnesota
John Palik	7500 Bessemer Avenue Cleveland 27, Ohio
Mariano Ranno	100 Metropolitan Avenue Brooklyn, New York
Raymond L. Springer	529 Poplar Street Cincinnati 14, Ohio
George W. Taylor	P. O. Box 249 Adel, Georgia
Walter V. Turner	200 E. Main Street New Rochelle, New York

B 357 1578

- 5 -

P. Peter Kovatis

622 Valley Road
Upper Montclair, New Jersey

FIFTH. The conditions of membership in the corporation shall be stated in the Code of Regulations.

SIXTH. The private property of the members shall not be subject to the payment of corporate debts.

SEVENTH. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

B 357 1579

- 6 -

IN WITNESS WHEREOF, we have hereunto subscribed our
names this 11th day of May, 1964.

G. D. Zeile, Jr.
G. D. Zeile, Jr.

Barbara D. Davis
Barbara D. Davis

Richard A. Lesco
Richard A. Lesco

Incorporators

B 357 1580

APPOINTMENT OF STATUTORY AGENT
(non-profit corporation)

The undersigned, National Metal Finishers Foundation, an Ohio corporation not for profit, with its principal office in Cleveland, Cuyahoga County, Ohio, hereby appoints Richard A. Lesco, a natural person resident in the county in which the undersigned has its principal office, as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is 1062 Union Commerce Building, Cleveland 14, Cuyahoga County, Ohio.

Dated at Cleveland, Ohio, May 11, 1964.

J. D. Zeile Jr.

Barbara D. Davis

Richard A. Lesco

Incorporators

May 11, 1964

National Metal Finishers Foundation:

The undersigned hereby accepts appointment as statutory agent of the above corporation upon whom any process, notice or demand for said corporation may be served.

Richard A. Lesco

8387 1061

330323
APPROVED
By.....
Date..12-29-64
Amount.....25.00

CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
NATIONAL METAL FINISHERS FOUNDATION

A. T. Leonard, President, and G. D. Zeile, Jr., Secretary,
348-89

of National Metal Finishers Foundation, an Ohio corporation, not for profit, with its principal office located at Cleveland, Cuyahoga County, Ohio, do hereby certify that at a meeting of the members of said corporation duly called and held on the 2nd day of October, 1964, at 12:30 o'clock P.M., at which meeting a quorum of such members was present, by the affirmative vote of all of the members present thereat, the following resolution of amendment was adopted:

RESOLVED, That the Articles of Incorporation of National Metal Finishers Foundation be, and the same hereby are, amended by striking in its entirety the First Article thereof which reads as follows:

FIRST. The name of said corporation shall be NATIONAL METAL FINISHERS FOUNDATION.

and inserting, in lieu thereof, a new First Article, to read as follows:

FIRST. The name of said corporation shall be METAL FINISHERS FOUNDATION.

IN WITNESS WHEREOF, said A. T. Leonard, President, and G. D. Zeile, Jr., Secretary, of National Metal Finishers Foundation, acting for and on behalf of said corporation, have hereunto subscribed their names and caused the seal of said corporation to be hereunto affixed, this 20th day of November, 1964.

A. T. Leonard
A. T. Leonard, President
G. D. Zeile, Jr.
G. D. Zeile, Jr., Secretary



U. S. TREASURY DEPARTMENT
INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR

JUN 5 1964

440:PEO:CW:MA
CLE:76:64

National Metal Finishers Foundation
1062 Union Commerce Building
Cleveland, Ohio 44114

PURPOSE
Education
FORM 990A REQUIRED
<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO
ACCOUNTING PERIOD END- ING
September 30

Gentlemen:

Based upon the evidence submitted, it is held that you are exempt from Federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code, as it is shown that you are organized and operated exclusively for the purpose shown above. Any questions concerning taxes levied under other subtitles of the Code should be submitted to us.

You are not required to file Federal income tax returns so long as you retain an exempt status, unless you are subject to the tax on unrelated business income imposed by section 511 of the Code and are required to file Form 990-T for the purpose of reporting unrelated business taxable income. Any changes in your character, purposes or method of operation should be reported immediately to this office for consideration of their effect upon your exempt status. You should also report any change in your name or address. Your liability for filing the annual information return, Form 990A, is set forth above. That return, if required, must be filed after the close of your annual accounting period indicated above.

Contributions made to you are deductible by donors as provided in section 170 of the Code. Bequests, legacies, devises, transfers or gifts to or for your use are deductible for Federal estate and gift tax purposes under the provisions of section 2055, 2106 and 2522 of the Code.

You are not liable for the taxes imposed under the Federal Insurance Contributions Act (social security taxes) unless you file a waiver of exemption certificate as provided in such Act. You are not liable for the tax imposed under the Federal Unemployment Tax Act. Inquiries about the waiver of exemption certificate for social security taxes should be addressed to this office.

This is a determination letter.

Since you have not actively operated, this ruling is based on the understanding that your actual operations will conform to those proposed in your ruling application.

Very truly yours,

Melvin Burton
District Director

cc: Ashman & Zeile
1062 Union Commerce Bldg.
Cleveland, Ohio 44114
Attention: G. D. Zeile, Jr.
Richard A. Lesco

CODE OF REGULATIONS
OF
METAL FINISHERS' FOUNDATION

(As amended to Feb. 11, 1972)

ARTICLE I

MEMBERS

Section 1. Membership. There shall be one (1) class of membership in the Corporation, hereinafter referred to as the Foundation. The persons named as Trustees in the Articles of Incorporation shall be the initial members upon organization of this Foundation. Any other person may become a member of this Foundation upon election by a majority of the Trustees present at a duly constituted meeting or upon election approved in writing by a majority of the Trustees without a meeting. The Trustees may establish qualifications for membership from time to time in such event, the President and Secretary or an Assistant Secretary may grant membership to any person satisfying all of such qualifications. Any member may resign at any time by giving written notice to the principal business office of the Foundation.

Section 2. Annual Meeting. The annual meeting of the members of the Foundation shall be held each year during the annual meeting of members and directors of the National Association of Metal Finishers for the purpose of receiving the annual report of the Foundation, and for the transaction of such other business as may come before the meeting.

Section 3. Notice of Annual Meeting. Notice of the time and place of holding such annual meeting shall be given by the Secretary in the official publication of the NAMF, not less than ten days before such meeting.

Section 4. Special Meetings. Special meetings of the members may be held at the principal office of the Foundation in the State of Ohio or

elsewhere upon the call of the President, or of one-third of the Trustees, or twenty per cent of the membership.

Section 5. Notice of Special Meetings. Notice of the time, place and purpose of each special meeting shall be given by the Secretary by mailing, telegraphing, cabling or delivering the same to each member, at least seven days before the meeting.

Section 6. Quorum, Adjournments of Meetings. At all meetings of the members, except as otherwise provided by law, twenty members, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members so present or represented may adjourn the meeting from time to time until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Organization. The President of the Foundation shall preside at all meetings of the members or in the absence of the President the Vice-President shall preside and in his absence, a Chairman shall be chosen by the members present. The Secretary of the Foundation shall act as Secretary at all meetings of the members; but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 8. Voting. At any meeting of the members, each member present in person or by proxy appointed by an instrument in writing, subscribed by such member or his duly authorized attorney and delivered to the inspectors or the Secretary of the meeting, shall be entitled to one vote. The votes for trustees, and upon demand of any member, the votes upon any question before the meeting, shall be by ballot.

ARTICLE II

BOARD OF TRUSTEES

Section 1. Member, Qualifications, Election and Term of Office. All Directors of the National Association of Metal Finishers shall be members of the Board of Trustees of the Foundation to serve for the duration of their term as directors of the NAMF. Three additional Trustees may be elected to serve until the next annual meeting by vote of the membership present. A Trustee must be a member of the Foundation.

Section 2. Vacancies. In case of any vacancy in the Board of Trustees, a successor to fill the unexpired portion of the term may be elected within ninety days by a majority of the remaining Trustees or thereafter (failing such election) at a special meeting of the members called for that purpose, by a majority vote of all the members present.

Section 3. Powers and Duties. The Board of Trustees shall have general power to manage and control the affairs and property of the Foundation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board; and shall have full and complete authority with respect to the distribution and payment of the moneys received by the Foundation from time to time; except that the fundamental and basic purposes of the Foundation, as expressed in the Articles of Incorporation, shall not thereby be amended or changed, and except further, that the Board of Trustees shall not permit any part of the net earnings or capital to inure to the benefit of any donor, member or other private individual or corporation.

Section 4. Place of Meeting. The Board of Trustees may hold their meetings at such place or places within or without the State of Ohio as the Board may from time to time determine.

Section 5. Regular Meetings: Notice. Regular meetings of the Board

of Trustees shall be held at such time and place as may be determined by the Board and no additional notice of such regular meeting need be given. An annual meeting of the Board of Trustees shall be held immediately following the annual meeting of the members.

Section 6. Special Meetings: Notice. Special meetings of the Board of Trustees may be held at such time and place upon the call of the President or of one-third of the Trustees. Notice of the time, place and purpose of every special meeting of the Board of Trustees shall be given by the Secretary by mailing, telegraphing, cabling or delivering the same to each Trustee, at least seven days before the meeting.

Section 7. Quorum: Adjournments of Meetings. A majority of the Trustees in office shall constitute a quorum for the transaction of business; but, if at any meeting of the Board there shall be less than a quorum present, the Trustees present may adjourn the meeting from time to time until a quorum is obtained and at any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. To the extent permitted by law, a resolution in writing, signed by all of the Trustees, shall be as valid as if it had been passed at a meeting of the Trustees duly called and constituted.

Section 8. Indemnification. Each Trustee, officer, or employee, or a former Trustee, officer or employee of this Foundation, or any person who is serving or has served at its request as a Trustee, officer, or employee of another corporation, or any member of a committee, past or present, appointed by the Foundation and authorized to act on behalf of the Foundation, shall be indemnified against expenses actually and necessarily incurred by him and against judgment, decrees, fines, penalties or amounts paid in settlement, in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which he is or may be a party by reason of being or having been such a Trustee,

officer or employee, provided that a) he is adjudicated or determined not to have been guilty of wilful misconduct or gross negligence in the performance of his duty to the Foundation of which he is a Trustee, officer, or employee, b) he is determined to have acted in good faith in what he reasonably believed to be the best interests of such Foundation, and c) in any matter the subject of a criminal action, suit, or proceeding, he is determined to have no reasonable cause to believe that his conduct was unlawful.

The determination as to b) and c) and, in the absence of an adjudication as to a) by a court of competent jurisdiction, the determination as to a) shall be made by the Trustees of this Foundation acting at a meeting at which a quorum consisting of Trustees who are not parties to or threatened with any such action, suit or proceeding is present. Any Trustee who is a party to or threatened with any such action, suit, or proceeding, shall not be qualified to vote.

ARTICLE III

OFFICERS

Section 1. Number and Qualifications. The officers of the Foundation shall be a President, a Vice President, and a Treasurer, and such other officers, if any, as the Board of Trustees may from time to time appoint. One person may hold more than one office in the Foundation. The President, Vice President and Treasurer must be Trustees of the Foundation; other officers of the Foundation need not be Trustees.

Section 2. Election and Term of Office. The officers of the Foundation shall be chosen annually at the meeting of the Board of Trustees held immediately following the annual meeting of the members.

Section 3. Other Agents, Etc. The Board of Trustees may appoint from time to time such agents and employees as it shall deem necessary,

each of whom shall hold office during the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Trustees may from time to time determine.

Section 4. Removal. Any officer of the Foundation may be removed by a vote of the majority of the Board of Trustees then in office.

Section 5. President: Powers and Duties. The President shall preside at all meetings of the members and of the Board of Trustees. He shall have general supervision of the affairs of the Foundation. He shall keep the Board of Trustees fully informed and shall freely consult with them concerning the activities of the Foundation. He shall have the power to co-sign with one additional officer, in the name of the Foundation, all contracts authorized either generally or specifically by the Board. He shall perform such other duties as shall from time to time be assigned to him by the Board of Trustees.

Section 6. Vice President: Powers and Duties. The Vice President shall have the powers and duties as may be assigned to him by the Board of Trustees. In the absence or unavailability of the President, the Vice-President shall, in general, perform the duties of the President.

Section 7. Secretary: Powers and Duties. The Secretary shall act as secretary of all meetings of the members and the Board of Trustees and shall keep the minutes of all such meetings in the books proper for that purpose. He shall attend to the giving and serving of all notices of the Foundation. He shall perform all the duties customarily incident to the office of Secretary, subject to the control of the Board of Trustees and shall perform such other duties as shall from time to time be assigned to him by the Board of Trustees.

Section 8. Treasurer: Powers and Duties. The Treasurer shall have the custody of all funds and securities of the Foundation which may come

into his hands, and the power to co-sign with another officer or secretary all disbursements. He shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Foundation, and shall deposit all moneys and other valuable effects of the Foundation in such banks or depositories as the Board of Trustees may designate. Whenever required by the Board of Trustees, he shall render a statement of his accounts. He shall at all reasonable times exhibit his books and accounts to any officer or Trustee of the Foundation, and he shall perform all duties incident to the position of Treasurer subject to the control of the Board of Trustees, and he shall, when required, give such security for the faithful performance of his duties as the Board of Trustees may determine.

ARTICLE IV

EXECUTIVE BOARD

Section 1. Member, Qualification, Election, Term of Office and Removal. An Executive Board shall be elected by the Board of Trustees at the annual meeting of the Board of Trustees of the Foundation. All members of the Executive Board must be Trustees of the Foundation. Each member of the Executive Board shall continue on the Board until his successor shall have been elected and qualified. The following officers shall be members of the Executive Board: President, Metal Finishers' Foundation; Vice President, Metal Finishers' Foundation; Treasurer, Metal Finishers' Foundation; President, National Association of Metal Finishers; and such additional Trustees as may be elected. Any member of the Executive Board may be removed, with or without cause, by a majority of the Trustees present at any meeting of the Board of Trustees.

Section 2. Vacancies. In case of a vacancy on the Executive Board, a successor to fill the unexpired portion of the term may be elected by a

majority of the Trustees at any meeting of the Board of Trustees.

Section 3. Powers and Duties. By majority vote, the Executive Board may act for the Foundation on any matter that the Board of Trustees so directs.

Section 4. Meetings and Notice Thereof. Meetings of the Executive Board shall be held at such time and place as may be determined by the Executive Board. Notice of the time, place and purpose of such meetings shall be given by the Secretary by mailing, telegraphing, cabling or delivering the same to each Executive Board member, at least seven days before the meeting.

Section 5. Quorum. A majority of the Executive Board shall constitute a quorum for the transaction of business.

ARTICLE V

CONTRACTS, CHECKS, BANK ACCOUNTS, INVESTMENTS, ETC.

Section 1. Checks, Notes, Contracts, Etc. The Board of Trustees is authorized to select such depositories as it shall deem proper for the funds of the Foundation and shall determine who shall be authorized in the Foundation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 2. Investments. The funds of this Foundation may be retained in whole or in part in cash or be invested and re-invested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Trustees in its discretion may deem desirable, without regard to the limitations, if any, now imposed or which hereafter be imposed by law regarding such investments.

ARTICLE VI
OFFICE AND BOOKS

Section 1. Office. The office of the Foundation shall be at such place as the Board of Trustees may from time to time determine.

Section 2. Books. There shall be kept at the office of the Foundation correct books of account of the activities and transactions of the Foundation, including a minute book, which shall contain a copy of the Articles of Incorporation, a copy of this Code of Regulations and all minutes of the members of the Board of Trustees.

ARTICLE VII
CORPORATE SEAL

The seal of the Foundation shall be circular in form and shall bear the name of the Foundation and shall show that it was incorporated in the State of Ohio.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Foundation shall commence on the 1st day of October in each year.

ARTICLE IX
AMENDMENTS, ETC.

This Code of Regulations may be amended, added to or repealed by the Board of Trustees by the affirmative vote of the Trustees then in office. This code of Regulations may also be amended, added to or repealed by the members at any meeting of said members by a two-thirds vote of those present at such meeting called for the purpose.

#

State of New Jersey



Department of State.

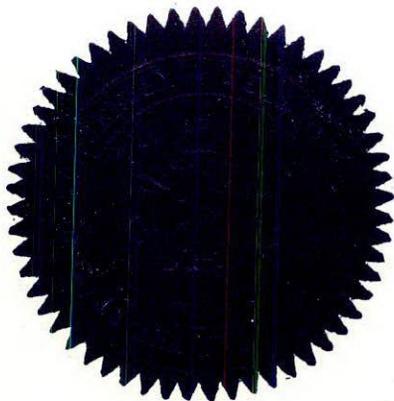
I, the Secretary of State, of the State
of New Jersey, do hereby Certify that _____

NATIONAL ASSOCIATION OF METAL FINISHERS

_____, a Corporation
organized under the laws of the State of OHIO
has complied with all the requirements of Title 14: Chapter 15, "Foreign Cor-
porations" of the Revised Statutes of New Jersey, and that the business of
said corporation to be carried on within the State of New Jersey is such
as may be lawfully carried on by corporations incorporated under
the laws of this State for similar business.

In Testimony Whereof, I have hereunto
set my hand and affixed my Official
Seal at Trenton, this First
day of October A.D. 19 56.

Edward Hatten
Secretary of State.



245804
CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

NATIONAL ASSOCIATION OF PLATING

APPROVED
FOR FILING
2993

DATE 7-6-55 254

JOHN PALIK, JR., President and FRANK KAISER, Secretary of NATIONAL ASSOCIATION OF PLATING, an Ohio corporation, not for profit, with its principal office located at Cleveland, Ohio, do hereby certify that a meeting of the members of said Corporation entitling them to vote on the proposal to amend the Articles of Incorporation thereof, as contained in the following resolution, was duly called and held on the 6th day of May, 1955, at which meeting all such members were present in person or by proxy, and that by the affirmative vote of all of said members, the following resolution was adopted to amend the articles:

"RESOLVED: That the Articles of NATIONAL ASSOCIATION OF PLATING be, and the same hereby are, amended, by striking out in its entirety ARTICLE FIRST thereof, and inserting, in lieu thereof, a new ARTICLE FIRST reading as follows:

FIRST: The name of said corporation shall be:

NATIONAL ASSOCIATION OF METAL FINISHERS."

IN WITNESS WHEREOF, said JOHN PALIK, JR., President, and FRANK KAISER, Secretary of NATIONAL ASSOCIATION OF PLATING, acting for and on behalf of said Corporation have hereunto subscribed their names this 21st day of June, 1955.

John Palik Jr.
President

Frank Kaiser
Secretary

UNITED STATES OF AMERICA
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

I, TED W. BROWN,
Secretary of State of the State of Ohio, do hereby certify that the foregoing is
an exemplified copy, carefully compared by me with the original record now in
my official custody as Secretary of State, and found to be true and correct, of the
CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF NATIONAL
ASSOCIATION OF PLATING CHANGING NAME TO NATIONAL ASSOCIATION OF
METAL FINISHERS

filed in this office on the 6th day of July A.D. 1955
and recorded in Volume 711, Page 307, of the Records
of Incorporations.

WITNESS my hand and official seal, at
Columbus, this 6th day of
July A.D. 19 55

Ted W. Brown

TED W. BROWN,
Secretary of State.



VOL 703 PAGE 258

245804

ARTICLES OF INCORPORATION
OF
NATIONAL ASSOCIATION OF PLATING

APPROVED FOR FILING
126-27
DATE 3/22/55 23

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, not for profit, under the General Corporation Act of Ohio, do hereby certify:

FIRST: The name of said corporation shall be NATIONAL ASSOCIATION OF PLATING.

SECOND: The place in this state where the principal office of the corporation is to be located is Cleveland, Cuyahoga County.

THIRD: The purposes for which said corporation is formed are:

To promote the development, efficiency and general welfare of the metal finishing industry in the United States of America; to foster a spirit of good will, confidence and friendliness among those persons active in said industry or related thereto by common business interests; to promote ethical practices in said industry; to collect, preserve and disseminate to the members, the industry and the public generally all useful, educational and beneficial information pertinent to said industry; to conduct and carry on promotional activities, including advertising and publicity; to conduct studies and engage in or sponsor research and investigation in subjects affecting said industry; to engage generally in all lawful activities customary and proper for a trade association; to acquire, hold and dispose of real estate and other property necessary or proper to carry out said objects; and to do any and all other things necessary or proper in connection with or incidental to any of the foregoing.

FOURTH: This corporation is one which does not contemplate pecuniary gain or profit to the members thereof, is organized for nonprofit purposes and no part of any net earnings shall inure to the benefit of any member or other private individual.

FIFTH: The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the Code of Regulations.

SIXTH: The following persons shall serve said corporation as Trustees until the first annual meeting or other meeting called to elect Trustees:

John Palik, Jr.
2790 Grand Avenue
Cleveland, Ohio

Lawrence J. Hay
4014 W. Parker Avenue
Chicago 39, Illinois

Frank Kaiser
37-18 57th Street
Woodside, Long Island

Sal Novelli
154 N. 7th Street
Brooklyn 11, New York

G. D. Zeile, Jr.
1050 Union Commerce Building
Cleveland 14, Ohio

IN WITNESS WHEREOF, we have hereunto subscribed our names this 19th day of March, 1955.

G. D. Zeile, Jr.
G. D. Zeile, Jr.

W. A. Falsgraf
W. A. Falsgraf

James S. Reid, Jr.
James S. Reid, Jr.

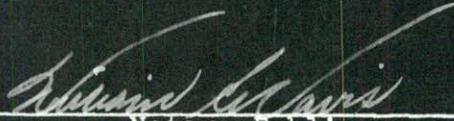
STATE OF OHIO }
COUNTY OF CUYAHOGA } SS:

Personally appeared before me, the undersigned, a Notary Public in and for said County, this 19th day of March, 1955, the above named G. D. Zeile, Jr., W. A. Falsgraf, and James S. Reid, Jr., who each severally acknowledge the signing

Falsgraf, Reid and Shoup
1050 Union Commerce Building
CLEVELAND
PROSPECT 1-2345

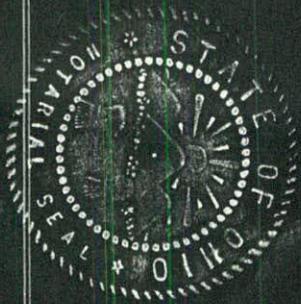
of the foregoing Articles of Incorporation to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal on the day and year last aforesaid.



Notary Public

WILLIAM E. DAVIS, Notary Public
My Commission Expires 2-25-50.



Falsgraf, Reidy and Shoup
1050 Union Commerce Building
CLEVELAND
PROspect 1-2345

UNITED STATES OF AMERICA
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

I, TED W. BROWN,
Secretary of State of the State of Ohio, do hereby certify that the foregoing is
an exemplified copy, carefully compared by me with the original record now in
my official custody as Secretary of State, and found to be true and correct, of the

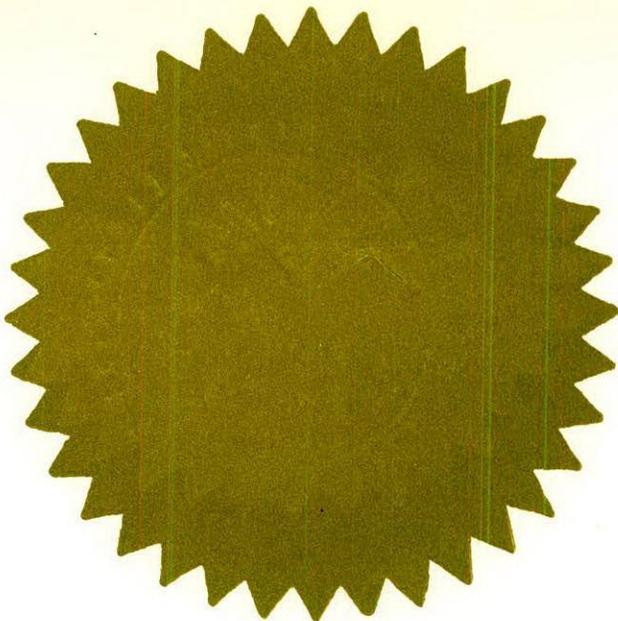
ARTICLES OF INCORPORATION
OF
NATIONAL ASSOCIATION OF PLATING

filed in this office on the 22nd day of March A.D. 1955
and recorded in Volume 703, Page 258, of the Records
of Incorporations.

WITNESS my hand and official seal, at
Columbus, this 22nd day of
March A.D. 19 55

Ted W. Brown

TED W. BROWN,
Secretary of State.



RECORD OF PROCEEDINGS
OF
INCORPORATORS, MEMBERS AND TRUSTEES
OF
NATIONAL ASSOCIATION OF PLATING

Incorporated under the laws of the State of Ohio
March 22, 1955

PROCEEDINGS OF INCORPORATORS

The meeting of the incorporators of NATIONAL ASSOCIATION OF PLATING was held at 1050 Union Commerce Building, Cleveland, Ohio, on the 23rd day of March, 1955, at 10:00 o'clock A.M.

The meeting was called to order by Mr. G. D. Zeile, Jr., who upon motion duly made, seconded and unanimously carried, was chosen Chairman of the meeting. Upon motion duly made, seconded and unanimously carried Mr. Wendell A. Falsgraf was chosen Secretary of the meeting.

All of the incorporators were present at and throughout the meeting.

The Chairman then read to the meeting the minutes of the proceedings of the Conference of Joint Committees of National Association of Metal Finishers, Inc. and National Federation of Metal Finishers held at Hotel Cleveland, Cleveland, Ohio, on Saturday, March 12, 1955. After discussion of these minutes and proceedings of said meeting, it was moved, seconded and unanimously carried that a copy of said minutes be incorporated into the minutes of this meeting.

The Chairman stated that the Articles of Incorporation of National Association of Plating and the Appointment of Agent executed by the incorporators had been duly filed in the office of the Secretary of State of Ohio. Upon motion duly made, seconded and unanimously carried it was ordered that a copy of the Articles of Incorporation, together with the respective certificates of the Secretary of State of Ohio and a copy of the Appointment of Agent, be incorporated in the minutes of the meeting.

Copies of the documents hereinabove referred to are respectively as follows:

Filed:

March 22, 1955
No. 245805
Vol. 703 Page 258

ARTICLES OF INCORPORATION
OF
NATIONAL ASSOCIATION OF PLATING

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, not for profit, under the General Corporation Act of Ohio, do hereby certify:

FIRST: The name of said corporation shall be NATIONAL ASSOCIATION OF PLATING.

SECOND: The place in this state where the principal office of the corporation is to be located is Cleveland, Cuyahoga County.

THIRD: The purposes for which said corporation is formed are:

To promote the development, efficiency and general welfare of the metal finishing industry in the United States of America; to foster a spirit of good will, confidence and friendliness among those persons active in said industry or related thereto by common business interests; to promote ethical practices in said industry; to collect, preserve and disseminate to the members, the industry and the public generally all useful, educational and beneficial information pertinent to said industry; to conduct and carry on promotional activities, including advertising and publicity; to conduct studies and engage in or

sponsor research and investigation in subjects affecting said industry; to engage generally in all lawful activities customary and proper for a trade association; to acquire, hold and dispose of real estate and other property necessary or proper to carry out said objects; and to do any and all other things necessary or proper in connection with or incidental to any of the foregoing.

FOURTH: This corporation is one which does not contemplate pecuniary gain or profit to the members thereof, is organized for nonprofit purposes and no part of any net earnings shall inure to the benefit of any member or other private individual.

FIFTH: The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the Code of Regulations.

SIXTH: The following persons shall serve said corporation as Trustees until the first annual meeting or other meeting called to elect Trustees:

John Palik, Jr.
2790 Grand Avenue
Cleveland, Ohio

Lawrence J. Hay
4014 W. Parker Avenue
Chicago 39, Illinois

Frank Kaiser
37-18 57th Street
Woodside, Long Island

Sal Novelli
154 N. 7th Street
Brooklyn 11, New York

G. D. Zeile, Jr.
1050 Union Commerce Bldg.
Cleveland 14, Ohio

IN WITNESS WHEREOF, we have hereunto subscribed our names
this 19th day of March, 1955.

/s/ G. D. Zeile, Jr.
/s/ W. A. Falsgraf
/s/ James S. Reid, Jr.

STATE OF OHIO)
COUNTY OF CUYAHOGA) SS:

Personally appeared before me, the undersigned, a Notary Public in and for said County, this 19th day of March, 1955, the above named G. D. Zeile, Jr., W. A. Falsgraf, and James S. Reid, Jr., who each severally acknowledge the signing of the foregoing Articles of Incorporation to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal on the day and year last aforesaid.

/s/ William E. Davis
Notary Public
(My Commission Expires 2-25-58)

(Notarial Seal)

UNITED STATES OF AMERICA)
STATE OF OHIO,)
OFFICE OF THE SECRETARY OF STATE.)

I, TED W. BROWN, Secretary of State of the State of Ohio, do hereby certify that the foregoing is an exemplified copy carefully compared by me with the original record now in my official custody as Secretary of State, and found to be true and correct, of the

ARTICLES OF INCORPORATION
OF
NATIONAL ASSOCIATION OF PLATING

filed in this office on the 22nd day of March A.D. 1955 and re-corded in Volume 703, Page 258, of the Records of Incorporation.

WITNESS my hand and official seal, at Columbus, this 22nd day of March A.D. 1955.

Seal.

/s/ Ted W. Brown
Secretary of State

ORIGINAL APPOINTMENT OF AGENT

KNOW ALL MEN BY THESE PRESENTS, that G. D. Zeile, Jr. of 1050 Union Commerce Bldg., in Cleveland, Cuyahoga County, Ohio, a natural person and resident of said county, being the county in which the principal office of NATIONAL ASSOCIATION OF PLATING is located, is hereby appointed as the person on whom process, tax notices and demands against said NATIONAL ASSOCIATION OF PLATING may be served.

NATIONAL ASSOCIATION OF PLATING

/s/ W. A. Falsgraf

/s/ J. S. Reid, Jr.

Cleveland, Ohio
March 19, 1955

NATIONAL ASSOCIATION OF PLATING

Gentlemen:

I hereby accept the appointment as the representative of your Company upon whom process, tax notices, or demands may be served.

/s/ G. D. Zeile, Jr.

STATE OF OHIO,)
COUNTY OF CUYAHOGA } SS.

Personally appeared before me, the undersigned, a Notary Public in and for said County, this 19th day of March, 1955, the above named G. David Zeile, Jr. who acknowledged the signing of the foregoing to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal on the day and year last aforesaid.

Notary Public
Cuyahoga County, Ohio

PROCEEDINGS OF CONFERENCE OF JOINT COMMITTEES
OF NATIONAL ASSOCIATION OF METAL FINISHERS, INC.
AND NATIONAL FEDERATION OF METAL
FINISHERS

* * *

The meeting of the committees of N.A.M.F. and N.F.M.F. was held in the East Room of the Hotel Cleveland, Cleveland, Ohio, on Saturday, March 12, 1955, at 10:00 o'clock A.M., Eastern Standard Time. The following persons were present:

NATIONAL ASSOCIATION OF METAL FINISHERS:

Wm. F. Walton
Attleboro, Mass.

Clifford R. Wheeler
Elyria, Ohio

John Hyduke
Cleveland, Ohio

John Palik, Jr.
Cleveland, Ohio

Paul Miller
Evansville, Indiana

G. D. Zeile, Jr.
Cleveland, Ohio

NATIONAL FEDERATION OF METAL FINISHERS:

Robert Greenwell
Chicago, Illinois

Robert Geisel
Chicago, Illinois

Julian Nelkin
New York City 13, N. Y.

Frank Kaiser
Woodside L.I., N.Y.

Sal Novelli
Brooklyn 11, N. Y.

Lawrence Hay
Chicago, Illinois

Alfred A. D'Agostino
Brooklyn, N. Y.

March 12, 1955

The meeting was called to order and Mr. Robert Greenwell was selected to act as Chairman of the meeting. Mr. G. David Zeile, Jr., Executive Secretary of Plating Trades Association of Ohio, acted as Secretary of the meeting.

The Chairman then announced to the meeting that the purpose of this joint conference was to consider the organization of a new association which would combine the membership and activities of the two national groups represented at the meeting.

The Chairman stated that the first order of business was the selection of a name for the new organization.

After discussion it was moved, seconded and unanimously carried that the following resolution be adopted:

RESOLVED: That a new trade association be organized having the name NATIONAL ASSOCIATION OF PLATING.

The Chairman then reviewed a recommendation that there be three classes of membership in the new association and that these classes be created so as to encourage membership in local associations and to foster the growth of organizations within the several local trade areas. It was further recommended that each recognized local association have full autonomy in the selection of its own membership.

It was then moved by Mr. Geisel, seconded by Mr. Walton and unanimously carried that the following resolution be adopted:

RESOLVED: That the membership in the NATIONAL ASSOCIATION OF PLATING be divided into three classifications as follows:

CLASS I. Local associations of not less than five (5) job shop companies, each of which member companies shall thereby become a member of the NATIONAL ASSOCIATION OF PLATING.

CLASS II. Individual job shop companies not a member of any Class I member (recognized local association).

CLASS III. Associate members, which classification shall include all non-job shop companies.

RESOLVED FURTHER: That each recognized local association shall have full autonomy in the selection of its membership and the approval of applicants to the NATIONAL ASSOCIATION OF

March 12, 1955

PLATING for companies within the trade area encompassed by the local association.

The Chairman stated that the next order of business was to determine the number of Directors and the manner of their election. He stated that it had been recommended that one (1) Director be elected for each twenty-five (25) member companies in the NATIONAL ASSOCIATION OF PLATING, provided that no local should be permitted to elect more than three.

After discussion it was moved by Mr. Miller, seconded by Mr. Nelkin and unanimously carried that the following resolution be adopted:

RESOLVED: That the Board of Directors of the NATIONAL ASSOCIATION OF PLATING shall consist of one person for each twenty-five (25) member companies having the status of Class I or Class II membership, provided, however, that the Board of Directors shall not, in any event, exceed sixteen (16) persons.

RESOLVED FURTHER: That not more than three (3) persons may be elected to the Board of Directors from the trade area encompassed by any member local association; and that the balance of the Board of Directors shall be elected at large by the members not otherwise having representation through membership in a local association.

The initiation fees and dues structure for membership in the National Association of Plating was the next subject introduced by the Chairman.

It was then moved by Mr. Walton, seconded by Mr. D'Agostino and unanimously carried that the following resolution be adopted:

RESOLVED: That the initiation fees for membership in the NATIONAL ASSOCIATION OF PLATING be as follows:

CLASS I. \$100.00 (for a local association)
CLASS II. \$25.00 (for applicant not associated
with a local association)
CLASS III. \$25.00

RESOLVED FURTHER: That present members of the N.A.M.F. and N.F.M.F. shall be deemed charter members of the NATIONAL ASSOCIATION OF PLATING

and shall be admitted to membership without payment of initiation fees provided, however, that they exercise such right by submitting an executed application together with first quarter dues to the Secretary prior to July 1, 1955.

It was then moved by Mr. Wheeler, seconded by Mr. Hay and unanimously carried that the following resolution be adopted:

RESOLVED: That the annual dues payable by members of the NATIONAL ASSOCIATION OF PLATING shall be as follows:

CLASS I. \$60.00 per year for each member of the local association.

CLASS II. \$120.00 per year for a job shop not affiliated with a local association.

CLASS III. \$150.00 per year for non-job shop members regardless of affiliation with a local association.

A discussion ensued relative to the selection of an Executive Secretary and other staff personnel, whereupon it was moved by Mr. Palik and seconded by Mr. D'Agostino that the following resolution be adopted:

RESOLVED: That the By-Laws of the present National organizations, to-wit: N.A.M.F. Article X, Sections b and f and N.F.M.F. Article XIII, Section 5, be rewritten for the NATIONAL ASSOCIATION OF PLATING to state that an Executive Secretary shall be employed by the Board of Directors and that the Board of Directors shall be empowered to retain such other staff personnel as are required for Washington representation, legal counsel and so forth.

The Chairman reviewed next a recommendation that the new association carry on the publication of a periodical similar to those published by the two national associations at the present time and that the ownership, control and operation of this publication should be vested in the Board of Directors of the NATIONAL ASSOCIATION OF PLATING.

It was then moved by Mr. Walton, seconded by Mr. Wheeler and unanimously carried that the following resolution be adopted:

RESOLVED: That a periodical be published by the NATIONAL ASSOCIATION OF PLATING; that such publication be the sole and exclusive property

March 12, 1955

of the Association; and that the Board of Directors be given complete control as to the name and the editorial, circulation, advertising and distribution policies for such periodical.

The Chairman then announced that in order to commence the organization of the Association and to effectuate the policies set forth in the resolutions of this meeting, two men should be selected to consider and take action upon each of the several problems discussed, whereupon, with the approval of the meeting, the Chairman appointed the following committees:

1. Selection of Executive Secretary:
Messrs. Miller and Geisel
2. Selection of Slate for Election of Directors:
Messrs. Wheeler, Appleberger of Detroit, Mich.
and Warner of Worcester, Mass.
3. Selection of Washington representative:
Messrs. Walton and Nelkin
4. Organization of Publication:
Messrs. Walton and Nelkin
5. Finance, Dues and Temporary Recording Secretary:
Messrs. Kaiser and Novelli.
6. Preparation of Code of Regulations or By-Laws:
Messrs. Hay and Greenwell.

A discussion ensued relative to the location of the headquarters of the Executive Secretary. It was the consensus of the meeting that some city in Ohio should be selected but that actual determination of a site should be postponed.

The Chairman asked whether a new corporation, organized under the law of the State of Ohio should be set up immediately and, after discussion it was moved, seconded and unanimously carried that the following resolution be adopted:

RESOLVED: That a corporation be organized immediately pursuant to the provisions of the laws of the State of Ohio governing corporations not for profit and that the name of said Corporation shall be NATIONAL ASSOCIATION OF PLATING.

RESOLVED FURTHER: That Falsgraf, Reidy and Shoup, Attorneys-at-Law, 1050 Union Commerce Building, Cleveland, Ohio, be employed to prepare and file Articles of Incorporation and to hold and conduct the necessary organizational meetings for said corporation.

March 12, 1955

It was then moved, seconded and unanimously carried that the following named individuals shall serve as temporary officers of said corporation until their successors shall have been elected by the Board of Directors:

- John Palik, Jr.....President
- Lawrence Hay.....Vice President
- Frank Kaiser.....Secretary-Treasurer
- Sal Novelli.....Assistant Secretary
Assistant Treasurer

Mr. Zeile, who is associated with Falsgraf, Reidy and Shoup was then instructed to obtain Surety Bonds for Messrs. Kaiser and Novelli, and to take immediate steps to organize said corporation and furnish to Mr. Kaiser the resolutions necessary for the creation of a bank account.

The Chairman stated that to assist Mr. Kaiser in keeping an accurate record of the organization of the NATIONAL ASSOCIATION OF PLATING, copies of all correspondence and memoranda of all important telephone conferences should be forwarded to Mr. Kaiser for the corporation's records.

A discussion ensued relative to the dissolution of each of the present national associations and Mr. Greenwell stated that he would assist in the preparation of a form letter to be mailed by each association to its membership announcing the results of the conference and the proposals contained herein.

It was then moved, seconded and unanimously carried that the next meeting of this joint committee be held at the Plaza Hotel, 5th Avenue and Central Park, New York City, New York at 1:00 P.M. on May 6, 1955.

There being no further business to come before the meeting, the same was duly adjourned.

Respectfully submitted,

G. David Zeile, Jr.
G. David Zeile, Jr.,
Secretary

Robert Greenwell
Robert Greenwell,
Chairman

The Chairman announced that the next step in the organization of the Corporation would be a meeting of the members for the purpose of adopting a Code of Regulations. He stated further that under the law of the State of Ohio the Trustees named in the Articles of Incorporation would be and are the first members of the Association. The Chairman then explained that preparation of a Code of Regulations had been delegated to Mr. Lawrence J. Hay and that he wished to reserve adoption of the Code of Regulations until the next meeting of the Joint Committees of the N.A.M.F. and the N.F.M.F. It was then moved, seconded and unanimously carried that the first meeting of the members of National Association of Plating be called to be held at the Hotel Plaza, New York City, New York, on the 6th day of May, 1955, at 3:00 o'clock P.M.

The Chairman stated next that although no meeting of the members was being held until May the first Board of Trustees had been named in the Articles of Incorporation and that therefore the Trustees could proceed to have their first meeting at this time. It was then moved, seconded and unanimously carried that the first meeting of the Trustees of National Association of Plating be held at 1050 Union Commerce Building, Cleveland, Ohio on the 23rd day of March, 1955 at 10:30 o'clock A.M. provided that notice of such meeting be waived in writing by all Trustees.

W. A. Falsgraf, Secretary of the meeting and the undersigned being all of the Incorporators of National Association of Plating hereby certify that the foregoing is a true and correct record of

the acts and proceedings of Incorporators of said Corporation.

G. D. Zeile Jr.

W. L. McLaughlin

James S. Reid Jr.

(Incorporators)



WAIVER OF NOTICE
OF
FIRST MEETING OF BOARD OF TRUSTEES

The undersigned, being all of the Trustees of National Association of Plating, hereby waive notice of the time, place and purposes of the first meeting of Trustees of said Corporation and consent that such meeting shall be held on the 23rd day of March, 1955, at 10:30 o'clock A.M., for the purpose of electing officers and for the transaction of any business that may come before the meeting.

Dated: March 23, 1955

BOARD OF TRUSTEES:

John Salik Jr

Laurence J Hay

Frank Kaiser

Hal Novell

H. D. Zeile Jr.

MINUTES OF FIRST MEETING OF BOARD OF TRUSTEES

OF

NATIONAL ASSOCIATION OF PLATING

The first meeting of the Trustees of National Association of Plating was held at 1050 Union Commerce Building, Cleveland, Ohio on March 23, 1955 at 10:30 o'clock A.M.

A quorum of the Trustees was present in person at and throughout the meeting.

The meeting was called to order by John Palik, Jr., who, upon motion duly made, seconded and unanimously carried, was elected Chairman of the meeting. Upon motion duly made, seconded and unanimously carried G. D. Zeile, Jr. was elected Secretary of the meeting.

The waiver of notice of the meeting, signed by all of the Trustees, was presented, and, upon motion duly made, seconded and unanimously carried, such waiver was approved and ordered to be filed with the minutes of the meeting.

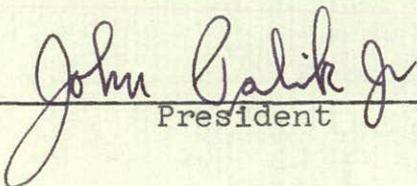
The Chairman then read to the meeting the minutes of the meeting of the Incorporators together with all exhibits included therein. After discussion, it was moved, seconded and unanimously carried that said minutes be approved and the acts of said Incorporators be adopted and confirmed as satisfactory in all respects.

The Chairman then announced that the next business to come before the meeting was the election of officers. After nominations had been made, each of the persons named below was unanimously elected to the office set opposite his respective name:

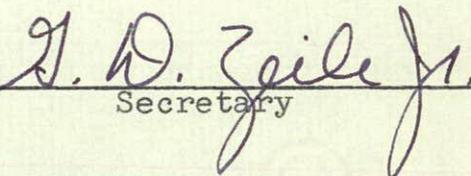
President	John Palik, Jr.
Vice President	Lawrence J. Hay
Secretary-Treasurer	Frank Kaiser
Assistant Secretary- Assistant Treasurer	Silvestro Novelli

The Chairman then stated that it would be essential to obtain bonds for Messrs. Kaiser and Novelli, and after motion duly made, seconded and unanimously carried the Secretary of the meeting, G. D. Zeile, Jr., was instructed to obtain surety bonds with a satisfactory company in the sum of Ten Thousand Dollars (\$10,000.00) each for said officers.

There being no further business to come before the meeting the same was duly adjourned.



President



Secretary

FIRST MEETING OF MEMBERS

OF

NATIONAL ASSOCIATION OF PLATING

The first meeting of the members of National Association of Plating was held at the Plaza Hotel, New York, New York on May 6, 1955, at 4:30 o'clock P.M., Eastern Standard Time. All of the members were present. John Palik, Jr., President of this Corporation acted as Chairman and G. D. Zeile, Jr. acted as Secretary of the meeting.

The Chairman then read to the meeting the reports of the committees of the N.A.M.F. and N.F.M.F. given at the meeting preceding this meeting. After discussion thereof, the Secretary was instructed to file a copy of the minutes of such proceedings with the minutes of this meeting.

The Chairman then stated that an Amendment to the Articles of Incorporation was required in order to change the name of this Corporation.

It was then moved, seconded and unanimously carried that the following resolution be adopted:

RESOLVED: That the Articles of Incorporation of National Association of Plating be, and the same hereby are, amended, by striking out in its entirety ARTICLE FIRST thereof, and inserting, in lieu thereof, a new ARTICLE FIRST reading as follows:

FIRST: The name of said corporation shall be
NATIONAL ASSOCIATION OF METAL FINISHERS.

RESOLVED FURTHER: That the President and Secretary be, and they hereby are, authorized and directed to execute and file in the Office of the Secretary of State of Ohio a Certificate containing a copy of these resolutions and to do such other acts and things as may be necessary to carry out the purpose of these resolutions.

It was then moved, seconded and unanimously carried that the following resolution be adopted:

RESOLVED:1. That until otherwise ordered the depositary of the General Account of this Corporation shall be the Manufacturer's Trust Corporation, Woodside, New York Branch, 5926 Woodside Ave., Long Island, New York and said bank is hereby designated and appointed such depositary.

May 6, 1955

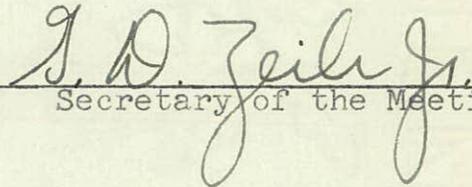
2.(a) That all checks or drafts drawn against said bank shall, in addition to the name of the Corporation, to-wit: NATIONAL ASSOCIATION OF METAL FINISHERS, General Account, bear the signatures of either one of JOHN PALIK, JR., or LAWRENCE J. HAY, together with either one of FRANK KAISER or SILVESTRO NOVELLI.

(b) That said bank be furnished with a specimen of the signature of said individuals.

(c) That all checks, notes, drafts, bills of exchange and orders for payment of money shall be endorsed for collection or deposit for the Corporation by or under the direction of said individuals, and that a rubber stamp may be used for said purpose.

The Chairman next announced, that the adoption of a Constitution and the election of a Board of Directors would be postponed until the next meeting which is to be held June 19, 1955 at the Hotel Carter, Cleveland, Ohio.

There being no further business to come before the meeting, the same was duly adjourned.


Secretary of the Meeting


Chairman

PROCEEDINGS OF CONFERENCE OF JOINT
COMMITTEES OF
NATIONAL ASSOCIATION OF METAL FINISHERS,
INC. AND NATIONAL FEDERATION OF METAL
FINISHERS

A meeting of the committees of the N.A.M.F. and the N.F.M.F. was held in the State Suite of the Plaza Hotel in New York City at 12:00 o'clock noon, Eastern Standard Time. The following persons were present:

NATIONAL ASSOCIATION OF METAL FINISHERS

John Palik, Jr.,
Cleveland, Ohio

Clifford R. Wheeler
Cleveland, Ohio

John Hyduke
Cleveland, Ohio

William F. Walton
Attleboro, Mass.

Webb B. Knight
Detroit, Michigan

NATIONAL FEDERATION OF METAL FINISHERS

Robert Greenwell
Chicago, Illinois

Robert Geisel
Chicago, Illinois

Julian Nelkin
New York City, N.Y.

Sylvestro Novelli
Brooklyn, New York

Lawrence Hay
Chicago, Illinois

Alfred A. D'Agostino
Brooklyn, New York

Frank Kaiser
Woodside, L.I., N.Y.

In addition, G. D. Zeile, Jr., Lewis M. Glassner and S. C. Taormina, Secretaries of the Cleveland, Chicago and New York associations respectively, attended the meeting but did not participate or vote.

The meeting **was** called to order by John Palik, Jr., President at 2:00 o'clock P.M., immediately following luncheon. Mr. G. D. Zeile, Jr., Executive Secretary of Plating Trades Association of Ohio, acted as Secretary of the meeting.

The President stated that the first business to come before the meeting was the reading of the minutes of the meeting held March 12, 1955, at Hotel Cleveland. The group was reminded that they had each received a copy of these minutes and the President asked whether or not there were any additions or corrections and whether we could dispense with the reading of the minutes.

Mr. Robert Geisel then asked for a correction of the minutes on page 2 and particularly with respect to the definition of Class III membership. After discussion it was moved, seconded and unanimously carried that the words "engaged in the service of electroplating or metal finishing" be added to the definition of Class III members set forth in the meeting of March 12, 1955 and that with such correction the minutes be approved.

The President then announced that he would call upon the respective Committees for their reports and Mr. William F. Walton and Mr. Julian Nelkin were thereupon requested to advise the meeting upon their progress in the selection of a Washington representative.

Mr. Walton then reviewed for the meeting his discussions with Mr. Raymond M. Shock with respect to the termination of his association with the National Association of Metal Finishers, Inc.

and his interest in the National Plating New Magazine. It was stated that Mr. Shock had resigned as Executive Secretary of the N.A.M.F. effective May 1, and that he is going to maintain the office in Washington and serve as counsel for the N.A.M.F. without charge until July 1, 1955. Mr. Walton summarized to the meeting his agreement with Mr. Shock with regard to the National Plating News which in summary provides that Mr. Shock could have this publication as his own property to do with as he pleased. However, no affiliation with any trade association was to be represented by the publication and no listing of approved platers was to appear therein. Mr. Walton stated that he was reluctant to release the National Plating News to Mr. Shock but that in his opinion this magazine could have no value whatsoever to Mr. Shock under the terms of the agreement.

Mr. Walton stated that he had advised Mr. Shock that the new association intended to retain a Washington representative at a nominal fee of about \$2,000.00 per year. Mr. Shock was not asked whether he would be interested in such a proposal and no offer was made to him. The matter was left open completely. No further contacts with respect to the employment of a Washington representative have been made.

Mr. Frank Kaiser reported for the finance, dues and temporary recording secretary's committee that the Manufacturer's Trust Company, Woodside, N.Y. branch, 5926 Woodside Avenue, Woodside, L.I., New York had been selected as the depository bank for the immediate banking needs of the new association.

The President then called upon Messrs. Robert Greenwell and Lawrence Hay for their report on the preparation of a Code of Regulations or Constitution for the government of this Corporation.

A copy of the Constitution as prepared by these gentlemen was then presented to each of the persons attending the meeting and thereupon each section and article was read and discussed. As each article and each section thereof was read and discussed a separate motion was duly made and unanimously carried that such provision be adopted. At the conclusion of such reading and adoption Messrs. Greenwell and Hay were complimented by the President for their fine work. There then ensued a discussion regarding certain additional clauses and the Secretary was instructed to prepare a draft revision to include such additions so that adoption of the Constitution could be completed at the next meeting.

The President next called upon Mr. Clifford R. Wheeler and Mr. Webb B. Knight of Detroit, Michigan for their report on the slate of Directors. Mr. Wheeler announced that Mr. Night was appointed to serve in the place of Mr. Attlesberger of Detroit, Michigan who was unable to serve and such substitution was thereupon approved by the President.

Mr. Wheeler then reminded the meeting that the local associations to-wit: Cleveland, Chicago and New York would be entitled to elect such Directors as they determined and that this would provide seven (7) Directors for the new association. Mr. Wheeler stated further that the remaining six (6) Directors to constitute an original Board estimated to require thirteen (13) persons should consist of the following named individuals each of whom was nominated:

David Griffin
Birmingham, Ala.

Paul Miller
Evansville, Ind.

W. F. Walton
Boston, Mass.

Arthur Pierdon
Washington, D. C.

Otto Dingeldein
St. Louis, Mo.

Webb B. Knight
Detroit, Mich.

After discussion, it was moved, seconded and unanimously

carried that the persons nominated to the Board of Directors be, and they hereby are, elected to said position to serve for the first year until the annual meeting of the members and until their successors are elected and qualified.

Mr. Wheeler then stated to the meeting that he had not contacted any of said persons specifically to determine whether or not they would be willing to serve and that to guard against the contingency that some one may refuse, alternates should be selected. Thereupon Mr. Wheeler nominated as first alternate Bruce Warner as second alternate Harold Karett and as third alternate W. H. Mogle. It was moved, seconded and unanimously carried that such persons be elected to serve on the Board of Directors in the numerical order noted above in the event any of those persons elected as Directors should refuse such office.

The President next called upon Mr. Robert Geisel to report on the progress being made in the selection of an Executive Secretary.

Mr. Geisel reported that an advertisement had been placed in the Wall Street Journal and that approximately fifty replies had been received. He stated that all but about ten appeared to be unqualified, and that in the process of interviewing only one or two were found who might be satisfactory.

Mr. Geisel then read a letter he had received from one of these applicants which outlined in detail the estimated budget for the first full years' operations of the association and concluded that the initial budget should aggregate or make provision for about twenty-eight thousand dollars. Mr. Geisel stated that in his opinion this estimate appeared sound and very realistic. It was reported that inasmuch as our first years' income would not be sufficient to

meet this estimated budget, he was doubtful that any arrangement could be made with that particular applicant.

Mr. Geisel then reported that he would continue to interview applicants and Mr. Zeile was requested to place an ad in the Cleveland Plain Dealer for the next succeeding Sunday to determine whether some one already living in the State of Ohio could be located who would satisfactorily fill the position.

The President next reviewed for the meeting the work that had been done in the organization of the Corporation and he read to the group the Articles of Incorporation for National Association of Plating, an Ohio corporation which had been organized by G. D. Zeile, Jr. of Falsgraf, Reidy and Shoup. Copies of the proceedings of the incorporators, the Articles of Incorporation and the other pertinent corporate documents were delivered to Mr. Frank Kaiser representing the New York Group and Mr. J. Robert Greenwell on behalf of the Chicago group.

Mr. Palik announced further that Surety Bonds had been obtained from Aetna Casualty and Surety Company protecting the corporation against any default by either Messrs. Kaiser or Novelli, Treasurer and Assistant Treasurer respectively.

There next ensued a discussion about the name National Association of Metal Finishers as compared to the name National Association of Plating which had been used in the joint conferences up to this time. It was suggested that the old name National Association of Metal Finishers had a certain intangible good will attached to it which should not be lightly cast aside. After considerable discussion, it was moved, seconded and unanimously carried that the following resolution be adopted:

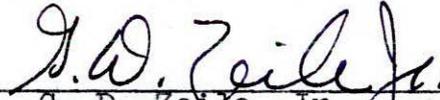
RESOLVED: That the name of the Corporation organized to serve as the new trade

association for the electroplating
industry shall be NATIONAL ASSOCIATION
OF METAL FINISHERS.

The President next announced that Mr. Clifford R. Wheeler of Elyria Plating Corporation was making the necessary arrangements for a banquet to be held Sunday, June 19, 1955 at the Hotel Cleveland in connection with the American Electroplating Society Convention. Each of the members present was asked to notify their associates and their local trade area of this banquet and Mr. Wheeler volunteered to make any reservations or arrangements that were needed for out-of-town visitors.

There being no further business to come before the meeting, the same was duly adjourned.

Respectfully submitted



G. D. Zelle, Jr.,
Secretary



John Palik, Jr.,
President

MEETING OF MEMBERS
OF
NATIONAL ASSOCIATION OF METAL FINISHERS

A meeting of the members of the National Association of Metal Finishers was held Sunday June 19, 1955, at 2:00 o'clock P.M. in the South Georgian Room of the Hotel Carter, Cleveland, Ohio. All of the members were present. Mr. John Palik, Jr., President, of this corporation presided and G. D. Zeile, Jr. acted as Secretary of the meeting.

Thereupon the President called for a reading of the minutes of the meeting of members of this corporation held on May 6, 1955, and also the minutes of the proceedings of the joint committees of the N.A.M.F., Inc. and the N.F.M.F. held the same day. It was then moved, seconded and unanimously carried that the minutes be approved as read.

The President then stated that the next order of business was to hear from the committee charged with the duty of selecting a slate of directors. Mr. C. R. Wheeler reported that all of the directors who were nominated had been contacted and all were willing to serve with the exception of Mr. Otto Dingeldein who stated that he wished to withdraw in favor of Mr. Edward Musick. It was then moved, seconded and unanimously carried that the following named persons be elected directors of this corporation, such Board of Directors to serve as and for and with the powers of the Board of Trustees as defined in the Ohio General Corporation Act:

Robert L. Giesel	Edward J. Musick
J. Robert Greenwell	Julian Nelkin
David J. Griffin	Sal Novelli
Lawrence J. Hay	John Palik, Jr.
Frank Kaiser	Arthur Pierdon
Webb B. Knight	William F. Walton
Paul E. Miller	

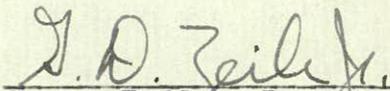
such Board to serve until the annual meeting of the members of this corporation to be held in 1956, and until their successors are elected and qualified.

The President announced that the next business to be considered by the members of this corporation was the adoption of a constitution for its government. He thereupon called Mr. Hay and Mr. Greenwell forward to read to the meeting the revised constitution which had been drafted following the meeting held May 6, 1955, by their committee together with the assistance of counsel, G. D. Zeile, Jr. The proposed constitution was then read to the meeting, section by section, and, after discussion several minor amendments were adopted by motion duly made, seconded and unanimously carried.

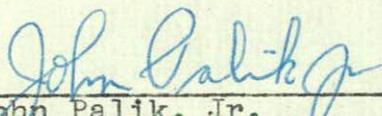
June 19, 1955

It was then moved, seconded and unanimously carried that the Secretary of the meeting be instructed to redraft the constitution in accordance with said amendments, file a copy of said constitution as amended with the minutes of this meeting and deliver a copy of the final draft of the constitution to each member of this corporation so that final adoption of said constitution could be completed at the next meeting of the members of this corporation.

The President then stated that the balance of the business to be considered in completing the organization of this corporation was all within the province of the Board of Directors who would meet immediately following adjournment of this meeting. It was then moved, seconded and unanimously carried that the meeting be adjourned.



G. D. Zeile, Jr.
Secretary of the Meeting



John Palik, Jr.
President

ORDERED

CONSTITUTION
OF
NATIONAL ASSOCIATION OF METAL FINISHERS

ARTICLE I - NAME

The name of this corporation shall be NATIONAL ASSOCIATION OF METAL FINISHERS.

ARTICLE II - PURPOSE

This Corporation is organized for the following purposes:

(a) To promote the development, efficiency and general welfare of the metal finishing industry in the United States of America and to foster a spirit of good-will, confidence and friendliness among those persons active in said industry or related thereto by common business interests;

(b) To collect, preserve and disseminate to the members, the industry and the public generally, information as to the nature, importance and methods of the industry;

(c) To develop standards of quality for the finishing of articles handled by metal finishing firms;

(d) To aid its members in establishing programs of a local character for the service of local individual member firms, to encourage membership in local associations and to foster the growth of organizations within the several local trade areas;

(e) To represent its members in matters of national importance, which affect the industry as a whole; and

(f) To promote, in all lawful ways, the interest and welfare of the industry.

ARTICLE III. LIMITATIONS

The activities of this Corporation shall be such as will not violate laws or standard business practices promoting free trade. Furthermore, this Corporation shall be conducted not for profit.

ARTICLE IV - MEMBERSHIP

Section 1 - Eligibility. Any individual, partnership, corporation or other legal entity of good business reputation, with principal offices in the United States of America, engaged in the service of electroplating or metal finishing, or operating as an association representing such service businesses within a limited geographical area, for a period of not less than one year prior to making application therefor, shall be eligible for membership in this corporation in accordance with the following sections of this article respectively, and may upon due application be admitted as a member in good standing by and in the discretion of the Board of Directors and upon payment of dues in the amount and within the time specified in Article XI hereunder.

Section 2. Classes of Membership. The membership in the NATIONAL ASSOCIATION OF METAL FINISHERS shall be divided into three classifications as follows:

CLASS I. Local association of not less than five (5) job shop companies, each of which job shop member companies shall thereby become a member of the NATIONAL ASSOCIATION OF METAL FINISHERS.

CLASS II. Individual job shop companies not a member of any Class I member (recognized local association).

CLASS III. Associate members, which classification shall include all non-job shop companies engaged in the service of electroplating or metal finishing. *Included are publishers of periodicals concerned with metal finishing.*

Section 3. Voting Rights. Each member of a Class I local association member and each Class II member shall be entitled to one vote on each matter submitted to a vote of the members. Class III members shall not have the right to vote.

Section 4. Application. All applications for membership in this Corporation shall be made on a form supplied by the Corporation, which shall include such information as shall be deemed necessary from time to time by the Board of Directors. Each recognized local association shall have full autonomy in the selection of its membership and the right of approval of applications to the NATIONAL ASSOCIATION OF METAL FINISHERS for companies within the trade area encompassed by the local association provided their membership does not conflict with this constitution. All other applications for membership shall be approved by a majority of the Board of Directors at any regular or special meeting.

Section 5. Resignation. Any member wishing to resign its membership shall give notice in writing of its intention to resign, and such notice shall be accompanied by payment of all dues and assessments then outstanding or the member shall make provision for payment thereof satisfactory to the Board of Directors. Any such resignation shall be effective thirty (30) days after receipt of notice thereof by the Secretary provided all payments required by this section have been made in full.

Section 6. Suspension. By a two-thirds vote of the Board of Directors at any regular or special meeting, any member of this Corporation may be suspended or expelled for failure to abide by the Constitution of the Corporation, provided that such action shall be announced to the member concerned by written notice thirty days prior to such meeting. The member shall be granted the privilege of appearing at the meeting of the Board of Directors at which suspension is contemplated, to defend against such action.

Section 7. Delinquent dues. Members found more than thirty days delinquent to the payment of any dues or assessments levied against them shall be given notice in writing of such delinquency and shall within thirty days following receipt of such notice, forward payment of such dues or assessments or be suspended for such delinquency. Suspension for failure to fulfill such obligations shall in no way release members from the obligations to pay all dues and assessments incurred prior thereto.

Section 8. Terminated Membership: Corporate Property. No member whose membership is terminated by resignation, suspension, expulsion or otherwise (except upon dissolution) shall be entitled to receive any share or part of the assets and properties of this Corporation whatsoever.

ARTICLE V. MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held in conjunction with the annual convention of the American Electroplater's Society, beginning with the year 1956, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Ohio, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no

designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Ohio.

Section 4. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail to each member entitled to vote at such meeting, not less than ten or more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5. Quorum. Twenty-five members shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 7. Voting By Mail. Any proposed action which requires the approval of the members of this Corporation may, in the discretion of the Board of Directors, be voted upon by mail ballot. Any resolution and ballot to be submitted to the membership for voting by mail must first be approved as to form by the Board of Directors; the Board shall thereupon select three Inspectors of Election who, together with the Secretary shall conduct the voting upon such terms and conditions as may be prescribed by the Board.

The members shall elect the Board of Directors by mail ballot each year in advance of the annual meeting of the members in accordance with the following procedure:

(a) at the third quarterly meeting of the Board of Directors, the Board shall determine the number of Directors to be elected for the ensuing year by members which are not affiliated with a local association of more than twenty-five (25) members; the Board shall then divide the geographical area of the United States into the same number of districts as there are Directors to be elected by such members; a list of the members in good standing in the districts shall thereupon be mailed to

each member located in the respective districts by the Secretary or such person as he may appoint, such lists to be in the form of a ballot; each member shall thereupon vote by clearly marking on such ballot the name of one member from his district and shall return such ballot by mail to the Executive Secretary; the member receiving the most votes in each district shall thereby be elected to the office of Director, for such District, provided, however, that in the event any such person refuses to accept said office the person having the next largest number of votes from within the same district shall be declared elected to such office. In the case of a tie, the Secretary shall cause a mail ballot run-off vote to be taken between such persons from the members in their district.

(b) contemporaneously with the mailing of the ballots described in paragraph (a) hereof, the Board shall cause notice to be given to each Class I member local association specifying the number of Directors which each of such members is entitled to elect and the name or names of the person or persons elected to the Board of Directors by such member associations shall be furnished to the Executive Secretary by mail.

(c) the ballots described in paragraph (a) above and the notice described in paragraph (b) above shall be mailed to the members at least 45 days prior to the annual meeting of the members and all ballots and the notices of election shall be returned by mail to the Executive Secretary not later than the fifteenth day preceding the annual meeting. All ballots shall be tabulated by the Executive Secretary and he shall publish a list of the persons elected to the Board of Directors and mail a copy of the same to each member.

(d) At the annual meeting of the members, the persons selected, as herein provided, shall be declared elected by the unanimous vote of the membership.

(e) Not later than one week prior to each annual meeting, the President shall appoint three members, other than members of the Board of Directors, as Inspectors of Election, and shall deliver to them all ballots. Said Inspectors shall inspect said ballots and, at the annual meeting, shall certify, under oath, the names of the persons duly elected to be Directors.

ARTICLE VI. LOCAL ASSOCIATION MEMBERS.

No Article or Section of this Constitution, nor any action of the Board of Directors shall in any way deny or negate the right of member local associations to accept or reject the application of any individual firm in that local association, so long as such acceptance or rejection shall be consistent with the Constitution or By-Laws of the local association.

ARTICLE VII. BOARD OF DIRECTORS.

Section 1. The powers, property, government, affairs and management of this Corporation shall be exercised, conducted and controlled by a Board of Directors, which Board shall serve as and for, and shall have the powers and duties of, the Board of Trustees as provided for in the Ohio General Corporation Act. No person shall in any way commit this Corporation to any financial, legal or moral obligation, or make any statement in the name of the Corporation, or maintain banking or financial arrangements in the name of the Corporation without prior authorization from the Board of Directors.

Section 2. Number of Directors. The Board of Directors of the NATIONAL ASSOCIATION OF METAL FINISHERS shall consist of one person for each twenty-five (25) member companies having the status of Class I or Class II membership, provided, however, that the Board of Directors shall not, in any event, exceed sixteen (16) persons. Not more than three (3) persons may be elected to the Board of Directors from the trade area encompassed by any member local association; and the balance of the Board of Directors shall be elected at large by the members not otherwise having representation through membership in a local association. At least one member of the Board of Directors shall be a citizen of the State of Ohio.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Ohio, for the holding of additional regular meetings of the Board without other notice than such resolution but such regular meeting shall be held at least quarterly.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any four Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law.

Section 8. Vacancies. If a vacancy occurs in the Board of Directors and such vacancy represents a district of the membership at large, the Board of Directors shall fill the vacancy from the particular district. If any such vacancy is representative of a local association entitled to elect a member of the Board of Directors, it shall be filled by such local association.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 10. Proxies. Any Director may appoint another Director or some member from within his trade area as his proxy to vote in his name upon any or all matters contained in the written notice of any meeting. Any such proxy must be delivered to the Secretary-Treasurer before the meeting at which such proxy is to be exercised has been called to order.

ARTICLE VIII - OFFICERS

Section 1. Officers. The Officers of this Corporation shall consist of a President, a First and a Second Vice-President, a Secretary-Treasurer, and an Assistant Secretary-Treasurer, each of whom shall be elected by the Board of Directors from among their number, at the annual meeting of the Board of Directors. Such officers shall take office at the annual meeting and shall continue in office for the term of one year, or until their successors shall be duly elected. All officers of this Corporation shall serve without compensation, except as specifically authorized by the Board of Directors. The Board shall nominate three (3) men from within the Board for the office of President, and the Board shall then proceed to elect the President. In like manner, the Board shall nominate and elect a First and Second Vice-President, Secretary-Treasurer, and an Assistant Secretary-Treasurer. Each individual election shall be terminated before proceeding with nominations for the remaining offices.

Section 2. Duties of Officers.

(a) President. The President of this Corporation shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and the Board of Directors, act as a member of all committees and lend his signature to disbursements of funds. Furthermore, the President shall have the right to appoint all committees and call together these committees or the Board of Directors for any meeting deemed necessary.

(b) Vice-Presidents. It shall be the duty of the First or Second Vice-President to act in the stead of the President during his absence or any period of incapacity, and to fulfill the President's term of office in the event of death, withdrawal or suspension. In such emergencies, the Vice-Presidents shall serve as President in their respective order as given within this paragraph. The Vice-Presidents shall furthermore be given the opportunity to act as Chairman of at least one committee during their respective term of office.

(c) Secretary-Treasurer and Assistant Secretary-Treasurer. The Secretary of the Corporation and his Assistant shall record the minutes of all meetings of the Board of Directors, or arrange for the recording thereof, shall lend either of their signatures to all disbursements of funds, shall send all notice of meetings, nominations, suspensions and statements of dues and assessments. He shall furthermore arrange for audits of the books, which shall be in his keeping, or in the hands of whomsoever he shall designate; make arrangements for the safekeeping of all funds of the

Corporation, and shall act as signator for all official documents required of the Corporation. The Secretary-Treasurer and the Assistant Secretary-Treasurer shall furnish bond in an amount specified by the Board of Directors, and the Corporation shall pay the premium on said bond.

Section 3. Executive Secretary and Other Personnel. An Executive Secretary shall be employed by the Board of Directors and the Board of Directors shall retain such other staff personnel as are required for Washington representation, legal counsel and so forth.

Section 4. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE IX. EXECUTIVE COMMITTEE

Section 1. An Executive Committee of the Board of Directors, consisting of the President, First Vice-President, Second Vice-President, Secretary-Treasurer and Assistant Secretary-Treasurer shall, during the intervals between the meetings of the Board of Directors, possess and may exercise all of the powers of the Board of Directors in the management of the business and the affairs of the Corporation. The Executive Committee shall keep full and fair records and accounts of its proceedings and transactions. All action by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board of Directors; provided that no rights of third persons shall be prejudicially affected thereby. Vacancies in the Executive Committee shall be filled by the Board of Directors, but during the temporary absence of a member of the Executive Committee, due to illness or to inability to attend a meeting for other cause, the remaining members of the Executive Committee may appoint a member of the Board of Directors to act in the place and with all the powers of such absent member.

Section 2. Meetings of Executive Committee. Subject to the provisions of this Constitution, the Executive Committee shall fix its own rules of procedure and shall meet as provided by such rules or by resolutions of the Board of Directors, and it shall also meet at the call of the President of the Corporation or of any two members of the Committee. A majority

of the Executive Committee shall be necessary to constitute a quorum. The Executive Committee may act in writing, or by cable or by telegraph or by telephone with written confirmation, without a meeting, but no such action of the Executive Committee shall be effective unless concurred in by all members of the Committee. The Executive Committee shall meet or maintain contact at least monthly.

ARTICLE X. PUBLICATIONS.

A periodical shall be published by the NATIONAL ASSOCIATION OF METAL FINISHERS, such publication to be the sole and exclusive property of the Corporation. The Board of Directors shall have complete control as to the name and the editorial, circulation, advertising and distribution policies for such periodical.

ARTICLE XI - FINANCE.

Section 1. Initiation Fee. The initiation fees for membership in the NATIONAL ASSOCIATION OF METAL FINISHERS shall be as follows:

CLASS I. \$100.00 (for a local association)

CLASS II. \$25.00 (for applicant not associated with a local association)

CLASS III. \$25.00

The Present members of the N.A.M.F. and N.F.M.F. shall be deemed charter members of the NATIONAL ASSOCIATION OF METAL FINISHERS and shall be admitted to membership without payment of initiation fees, provided, however, that they exercise such right by submitting an executed application together with first quarter dues to the Secretary between July 1, 1955, and September 1, 1955.

Section 2. Dues. The annual dues payable quarterly in advance by members of the NATIONAL ASSOCIATION OF METAL FINISHERS shall be as follows:

CLASS I. \$60.00 per year for each job shop member of the local association.

CLASS II. \$120.00 per year for a job shop not affiliated with a local association.

CLASS III. \$150.00 per year for non-job shop members, regardless of affiliation with a local association.

Section 3. Fiscal Year. The fiscal year of this Corporation shall be from April first of one calendar year to March thirty-first of the following calendar year.

Section 4. Audits. The Secretary-Treasurer of this Corporation shall direct that an audit be taken of the books of the Corporation, annually at the end of the fiscal year. It shall be the duty of the Secretary-Treasurer to appoint and designate a Certified Public Accountant to perform this task, and to present an estimate of the cost of such audit to the Executive Committee for approval prior to contracting for the performance of the audit, unless specifically authorized by the Executive Committee not to present such estimate.

Section 5. Holding of Funds. All funds of the Corporation are to be held in a bank or banks to be designated by the Board of Directors at any authorized meeting. All funds are to be held in the name of the Corporation, or in accounts with names specifically authorized as official by the Board of Directors.

Section 6. Disbursements. All disbursements are to be made on the signatures of the President or First Vice-President and Secretary-Treasurer or Assistant Secretary-Treasurer of the Corporation. All disbursements in excess of \$250.00 must be approved by the Board of Directors or the Executive Committee, in advance.

Section 7. Distribution of Assets. Upon dissolution of the Corporation, any assets thereof, after payment of all obligations of the Corporation, shall be distributed pro rata among the members then in good standing.

Section 8. Budget. The Board of Directors shall prepare and approve a budget covering the anticipated expenditures for the ensuing year at the first meeting after their election. No expenditures shall be made in excess of the total approved budget except upon specific approval of the Board of Directors at a meeting duly called and held.

Section 9. Special Assessments. In the event the Board of Directors determines that, in their opinion, a special assessment should be levied against the members of this Corporation, in addition to dues, they shall cause notice of the proposed assessment and the expenditures to be made from the proceeds thereof to be given to each member and shall obtain the approval of the members either at a meeting duly called and held or by mail ballot in accordance with this Constitution.

ARTICLE XII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director or officer now or hereafter serving the corporation, and each person who at the request of or on behalf of the corporation is now serving or hereafter serves

as a director or officer of any other corporation, and the respective heirs, executors, and administrators of each of them, shall be indemnified by the corporation against all costs, expenses, judgments, and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding, civil or criminal, in which he is or may be made a party by reason of his being or having been such director or officer, whether or not he is a director or officer at the time of incurring such costs, expenses, judgments, and liabilities, except in relation to matters as to which he shall be finally adjudged, without right of further appeal, in such action, suit or proceeding to have been liable for willful misconduct in the performance of his duty as such director or officer. Such indemnification shall be made with respect to adjudications other than on the merits and shall extend to settlements and compromises. The provisions of this Article shall apply to all such costs, expenses, judgments, and liabilities incurred or imposed in any action, suit or proceeding pending and in which no final judgment without right of further appeal, has been made and entered at the time of its adoption, whether arising prior to the adoption of this Article, or thereafter, as well as to all such costs, expenses, judgments, and liabilities incurred or imposed in any action, suit or proceeding commenced subsequent to such adoption. The foregoing right of indemnification shall not be exclusive of other rights to which such director or officer may be entitled as a law.

ARTICLE XIII. AMENDMENTS.

This Constitution may be amended at any meeting of the members of this Corporation by a majority vote of the membership attending such meeting; provided a copy of the amendment or amendments shall have been mailed to each member, together with a notice of the meeting at which said amendment or amendments are to be submitted at least thirty (30) days prior to the date of such meeting and provided further that a quorum be present in person or by proxy.

ARTICLE XIV - ORDER OF BUSINESS.

The order of business at all meetings of any Board of Committee of this Corporation shall be under ROBERT'S RULES OF ORDER:

- A. Calling of Roll
- B. Reading of the Minutes of the Previous Meeting.
- C. Reports of Committees and Officers.
- D. Communications
- E. Unfinished Business
- F. Elections
- G. New Business
- H. Adjournment

In addition, the Annual Meetings of the members and the Board of Directors may be preceded by a prayer of convocation.

MEETING OF BOARD OF DIRECTORS
OF
NATIONAL ASSOCIATION OF METAL FINISHERS

A meeting of the Board of Directors of the National Association of Metal Finishers was held immediately following the meeting of the members of said corporation on June 19, 1955, in the South Georgian Room of the Hotel Carter, Cleveland, Ohio. Mr. John Palik, Jr., President of this corporation, presided and G. D. Zeile, Jr., acted as Secretary of the meeting.

All of the Directors were present.

The President then stated that the first business to come before the meeting was the election of officers to serve until the next annual meeting of the Board of Directors and until their successors are elected and qualified. Thereupon by separate motion which was in each case duly seconded and upon secret ballot cast in a separate election for each office, the following named individuals were elected to the office set opposite their respective names.

President	John Palik, Jr.
First Vice-President	Lawrence J. Hay
Second Vice-President	Paul Miller
Secretary-Treasurer	Frank Kaiser
Assistant Secretary-Treasurer	Sal Novelli

The President next called upon the committees of the N.A.M.F. which had been appointed to consider and resolve the several problems incidental to the organization of this corporation.

Mr. Robert Giesel, Chairman of the Committee for the Selection of an Executive Secretary then reported that a large number of applicants had been obtained through an advertisement in the Cleveland Plain Dealer, all of whom lived in or about Cleveland, Ohio. He stated interviewing these men had been delayed because the committee felt that the selection of a site for the headquarters of the new corporation should be completed first.

A lengthy discussion ensued and it was then moved by Mr. Giesel, seconded and unanimously carried that the following resolution be adopted:

RESOLVED, that the office of the Executive Secretary of this corporation and the location of its National Headquarters shall be in the City of Cleveland, State of Ohio.

Mr. Giesel then reported that his committee would commence interviewing the applicants from the Cleveland area and would make their recommendations in ample time to have the headquarters established in the early fall.

June 19, 1955

Mr. William F. Walton reported that with respect to the selection of a Washington representative for this corporation, no further progress had been made. Mr. Otto Dingeldein then suggested to the meeting that former Senator Kem from Missouri was in Washington and might be interested in the type of activity which we have for someone familiar with governmental activities. It was the concensus of the meeting that the matter of selecting a Washington representative should be referred back to the committee for further investigation.

The President next called on Mr. Walton to report on the activities of the Committee for the Organization of a Monthly Publication. Mr. Walton advised the meeting that one of the first problems to be considered was the selection of a name and that because of the conflict between the National Association of Metal Finishers, Inc. and the name adopted by this corporation, further development of the publication had been postponed. Mr. Walton, who was president of the old National Association of Metal Finishers, Inc., then suggested to the meeting that since a quorum of the directors of that corporation was available, a meeting should be held for the express purpose of consenting to the use of the name by this corporation so as to remove any doubt which might exist. The President then instructed Mr. Walton to call and hold a meeting of the directors of that corporation and to report further on the formation of a new publication at the next meeting of this Board of Directors.

Mr. Frank Kaiser of Finance Committee then announced to the meeting that a bank account had been opened and that surety bonds had been obtained covering the Secretary-Treasurer and the Assistant Secretary-Treasurer. He stated that it would be necessary for the local associations to prepay their dues immediately in order to provide the necessary funds to complete the initial organization of this new national association.

The President stated that all committee reports had been received and that the next business to come before the meeting was to consider the formation of a permanent committee to be in charge of new business and which would be responsible for consulting with suppliers of plating equipment and manufacturers who contemplate the installation of plating departments for the purpose of demonstrating to them that a job shop plater is better qualified to do the work more efficiently and at a lower cost. After discussion, Messrs. C. R. Wheeler, John Hilfinger and Otto Dingeldein were appointed to this committee and they were instructed to take all steps necessary in order to learn about new plating installations throughout the country.

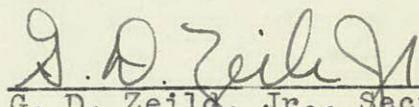
The President next read to the meeting a letter he had received from United States Senator Malone advising him of the

July 19, 1955

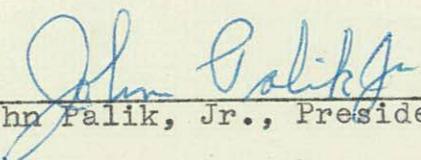
release of additional nickel by the Office of Defense Mobilization. He also read to the meeting statements from the principal suppliers of nickel regarding their policy on sales of nickel to plating shops or departments for which there is no base period experience. The general policy as stated in each of these several letters is to the effect that no nickel is available for anyone not having experience during the base period which was selected by these suppliers.

The President next read to the meeting a letter which had been drafted with the assistance of G. D. Zeile, Jr., Counsel, to be mailed to all advertisers in National Plating News announcing the fact that National Plating News is no longer represented by any trade association. After discussion it was moved, seconded and unanimously carried that such letter, in substantially the form read to this meeting, be mailed to each advertiser National Plating News.

There being no further business to come before the meeting, the same was duly adjourned.



G. D. Zeile, Jr., Secretary of
the Meeting.



John Falik, Jr., President.