

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

W. C. AND A. N. MILLER DEVELOPMENT COMPANY, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law", approved March 10, 1899, and the Acts amendatory thereof and supplemental thereto, the certificate of incorporation of which was filed in the office of the Secretary of State of Delaware on September 2, 1926, and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on September 3, 1926, and certificate of amendment of which certificate of incorporation was duly filed in the office of the Secretary of State of Delaware and recorded November 10, 1927, in the office of the Recorder of Deeds at Wilmington, Delaware, in Certificate of Incorporation Record R, Vol 23, at Page 596, Does Hereby Certify:

First. That at a meeting of the Board of Directors of said W. C. and A. N. Miller Development Company duly held and convened December 29, 1928, a resolution was duly adopted setting forth an amendment proposed to the certificate of incorporation of said corporation as theretofore amended, as follows:



that in addition to the one million dollar par value voting common stock now authorized, a new class of stock, namely, preferred stock, be created and authorized with the rights, powers, and limitations hereinafter fully set forth, now therefore be it,

"RESOLVED, that the Certificate of Incorporation of this corporation, as now amended and existing, be further amended by striking out Article "Fourth" thereof and by inserting in lieu thereof a new article as follows:

"Fourth. The total authorized capital stock of this corporation is Two Million Dollars (\$2,000,000), divided into Ten Thousand (10,000) shares of Preferred stock of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to One Million Dollars (\$1,000,000) for said preferred stock; and Ten Thousand (10,000) shares of common stock of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to One Million Dollars (\$1,000,000) for said Common stock.

"The holders of the Preferred Stock shall be entitled to receive when and as declared from the surplus or net profits of the corporation, yearly dividends at the rate of Seven (7%) per cent per annum, payable quarterly on the First day of February, May, August, and November of each year.

"The dividends on the Preferred Stock shall be cumulative and shall be payable before any dividend shall be paid or set apart on the Common Stock; so that, if in any year, dividends amounting to Seven per cent shall not have been paid on said Preferred Stock, the deficiency shall be payable before any dividend shall be paid upon or set apart for the Common Stock. The holders of the Preferred Stock shall not be entitled to participate in any other or additional profits beyond the Seven per cent aforesaid.

"Whenever all cumulative dividends upon said Preferred Stock for all previous years shall have been declared and become payable, and the accrued installment for the then current year shall have been declared and the company shall



have paid such dividends for all previous years and the accrued installments or shall have set apart from its surplus or net profits a sum sufficient for the payment thereof, the Board of Directors may declare dividends on the Common Stock payable then and thereafter out of any remaining surplus or net profits.

"In the event of any liquidation or dissolution or winding up (either voluntarily or involuntarily) of the corporation, the holders of the Preferred Stock shall be entitled to participate equally share for share and to be paid in full both the par amount of their shares and any and all unpaid dividends accrued thereon, before any amount shall be paid to the holders of the Common Stock; and after the payment to the holders of the Preferred Stock of its par value and the unpaid accrued dividends thereon, the remaining assets and funds shall be divided and paid to the holders of the Common stock pro rata according to their respective shares.

"Except as may be otherwise required by the laws of Delaware, the holders of the Common Stock shall exclusively possess all voting power for the election of directors and for all other purposes, and the holders of the Preferred Stock shall have no voting power and no owner or holder thereof shall vote thereon or be entitled to receive written notice of any meeting of the stockholders.

"The company shall have the option at any time after February 1, 1930, of retiring the Preferred Stock, in whole or in part, from time to time, by paying to such holders thereof the sum of (\$105) one hundred five dollars for each share of such Preferred Stock, together with all and any unpaid accumulated dividends due thereon, such retirement to be effected in such manner as the Board of Directors shall determine, and

"BE IT FURTHER RESOLVED, that a Special Meeting of all present stockholders of the company be duly called and convened according to law for the purpose of taking action upon the herein proposed amendment."

Second. That thereafter, pursuant to the aforesaid resolution of its Board of Directors, a special notice was sent to all stockholders, in accordance with law and the by-



and that it would be submitted for the action of the stockholders at the regular annual meeting of stockholders to be held at the office of the company in the City of Washington, District of Columbia, on the 16th day of January, 1929, at two o'clock P.M.; that at said meeting more than a majority of the voting stockholders of said corporation were present in person or by proxy; that at said meeting a vote of the stockholders by ballot in person or by proxy, was taken for and against said proposed amendment; which vote was conducted by Morgan B. Callahan and Gordon MacNeil, two judges appointed for that purpose by said meeting; and that at said meeting, by vote conducted as aforesaid, said amendment was adopted, pursuant to Section 26 of the General Corporation Law of Delaware, as amended, the persons holding the majority of the issued and outstanding voting stock of said corporation voting for said proposed amendment, to wit: 6447.60 out of the total of 7023.60 shares issued and outstanding were voted for said proposed amendment and no shares were voted against the same, as appears by the certificate made by said Judges.

IN WITNESS WHEREOF, said W. C. and A. N. Miller Development Company has caused its corporate seal to be hereunto affixed and this certificate to be signed by William C. Miller, its President, and Morgan B. Callahan, its Secretary, this 19th day of January, 1929.

W. C. AND A. N. MILLER DEVELOPMENT  
COMPANY

W. C. AND A. N. MILLER  
DEVELOPMENT COMPANY

By W. C. Miller PRESIDENT

DISTRICT OF COLUMBIA ) - SS.

BE IT REMEMBERED that on this 19th day of January, A. D. 1929, personally came before me, R. S. Harrington, a Notary Public in and for the District aforesaid, W. C. Miller, President of W. C. and A. N. Miller Development Company, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said W. C. Miller as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of the said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said Company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation and that his act of sealing, executing, acknowledging and delivering the said certificate was duly authorized by the Board of Directors and stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.



# State of Delaware



## Office of Secretary of State.

*I, Charles H. Grantland, Secretary of State of the State of Delaware,*  
do hereby certify *that the above and foregoing is a true and correct copy of*  
Certificate of Amendment of the "W. C. AND A. N. MILLER DEVELOPMENT  
COMPANY", as received and filed in this office the thirtieth day of  
January, A. D. 1929, at 1 o'clock P.M.

*In Testimony Whereof, I have hereunto set my hand*  
*and official seal, at Dover, this* thirtieth *day*  
*of* January *in the year of our Lord*  
*one thousand nine hundred and* twenty-nine.

COMPARED  
HEAL

INDEXED  
5-55  
Certified Copy

CERTIFICATE OF AMENDMENT

W. C. AND A. N. MILLER  
DEVELOPMENT COMPANY

The  
Corporation Trust Company  
System

15 EXCHANGE PLACE, JERSEY CITY, N. J.

ORGANIZED 1892

Boston, Atlantic Nat'l Bank Bldg.  
(Corporation Registration Company)  
Chicago, 112 West Adams Street  
Pittsburgh, Oliver Bldg.  
Philadelphia, 2532-33 Pineity  
Philadelphia Trust Bldg.  
Los Angeles, Cal., Security Bldg.  
Washington, D. C., 501 Smith Bldg.  
Cleveland, 1579 Union Trust Bldg.  
Atlanta, Healey Bldg.

AFFILIATED WITH

THE CORPORATION TRUST COMPANY

120 BROADWAY, NEW YORK

Albany, N. Y. Agent, 180 State Street  
Buffalo, N. Y. Agent, 524 Ellicott Square Bldg.

Received for Record

JAN 30 1929

*Albert S. Senter*

Recorder

State of Delaware, }  
New Castle County } ss.

Recorded in the Recorder's Office at Wilmington, in Certificate

of Incorporated Record 2, Vol. 30  
Page 267 &c., the 30th day of  
January A. D., 192 9