

First meeting of the stockholders of J. Kiss & Sons Co, held at the office of John W. Hardin (No. 761 Broad Street Newark, N.J. the 31st day of May, 1900, at four o'clock in the afternoon.

Present Messrs Frederick C. J. Kiss, Louis J. Kiss, and John W. Hardin, being all of the stockholders and persons named in the certificate of incorporation.

Mr. F. C. J. Kiss was made Chairman, and Mr. Louis J. Kiss Secretary of the meeting.

The Secretary read the waiver of notice of the meeting, signed by all of the incorporators, waiving notice and fixing the present time and place for the first meeting of the corporation. The waiver was ordered spread on the minutes, and follows.

We, the subscribers, being all the incorporating parties named in the certificate of organization, of J. Kiss & Sons Co, hereby waive notice of the time, place and purposes of the first meeting of said Company, and do fix this thirty first day of May.

Twenty hundred, at four o'clock in the afternoon, as the time, and the office of John N. Stardin, 765 Broad Street, in the City of Newark, in the County of Essex and State of New Jersey, as the place of the first meeting of said Company.

Dated, May 31, 1900.

Frederick C. J. Kiss
Louis J. Kiss
John N. Stardin.

The Secretary read the certificate of incorporation which was ordered spread on the minutes, and follows:

Certificate
of
Incorporation
of
J. Kiss & Sons Co.,

This is to certify that we, Frederick C. J. Kiss, Louis J. Kiss and John N. Stardin, do hereby associate ourselves into a corporation, under and by virtue of the provisions of an act of the Legislature of New Jersey, entitled, "An Act concerning corporations, revision of 1896," and the several sup-

plements thereto, and amendments thereof, for the purposes hereinafter mentioned, and to that end we do by this our certificate set forth.

First. The name which we have assumed to designate such corporation, and to be used in its business and dealings is "J. Kiss & Sons Co."

Second. The location of the principal office of the corporation in this state is at Numbers 15 to 33 Littleton Avenue, in the City of Newark, in the County of Essex, and the name of the agent therein and in charge thereof upon whom process against the corporation may be served is Frederick C. J. Kiss.

Third. The objects for which the corporation is formed, are as follows: - to manufacture, buy, sell and deal in, at wholesale and retail, shears, scissors, tinners snips, razors, knives and cuttlery of every name, ^{to manufacture, buy, sell, and deal in drop forging of every description} nature and description; to undertake and conduct the business of nickel, silver and gold plating and japanizing of all kinds; to buy, sell, lease, mortgage, develop or improve lands, buildings, mills, factories and plants, and to erect and

maintain, or reconstruct and adapt buildings, mills, plants and machinery; to build and equip factories; to open and work mines, and to manufacture sell and dispose of the products thereof; to manufacture, buy and sell machines and machinery; to carry on the business of importers of and dealers in at wholesale and retail of all kinds of shears, scissors, tinners snips, razors, knives and cuttlery of every name and description, and also of watches, clocks, jewelry, ornaments, precious stones, articles made wholly or partly of gold, silver or other metals, or of wood or combinations, compositions or imitations thereof; to undertake and carry on the business of manufacturing jewelers and gold and silver smiths; to purchase or otherwise procure, hold and dispose of Letters Patent of the United States and of other countries and licenses thereunder, and inventions and secret processes, and to work under the same, and license others so to do. to act as agent for any and all other corporations and individuals, whosoever and wherever in the conduct of its or their business, and to engage

in all businesses or undertakings in any way growing out of, or concerning or relating to any of the objects or purposes herein referred to; to borrow money, issue notes, bonds, or other obligations therefor, with or without mortgage or other security; to acquire the good will, rights, property and assets of all kinds, and to undertake the whole or any part of the liabilities of any person, firm or corporation and pay for the same in cash, stock, bonds, debentures or other securities of this or any other corporation, or otherwise; to hold, purchase or otherwise acquire, to sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, or bonds, debentures or other evidences of indebtedness, created by any other corporation of the or any other state or country, and to exercise all the rights and privileges of owners thereof; to have one or more offices to conduct its business, and unlimitedly and without restriction to hold, purchase, mortgage and convey real and personal property out of this state and in other states and in foreign countries; to enter into, make, perform

and carry out contracts of any kind with any person, firm, association or corporation, to guarantee the payment of dividends or interest on any share of stock, debentures or other securities issued by, or the performance of any other contract or obligation of any other person or corporation whenever proper, necessary or convenient for the business of this corporation, to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects hereinbefore stated, or which shall at any time appear for the protection or benefit of this corporation, either as holder of or interested in any property, and in general to carry on any business whether manufacturing, mining or otherwise, and to do any of the things in this certificate set forth as objects, purposes, powers or otherwise, to the same extent and as fully as natural persons might or could do, and in any part of the world, as principals, agents, directors, trustees or otherwise.

Faith. The amount of the

total authorized capital stock of the corporation is two hundred thousand dollars, divided into two thousand shares of the par value of one hundred dollars each. The amount of the capital stock with which the corporation will commence business is one thousand dollars, divided into ten shares of the par value of one hundred dollars each.

Fifth. - The names and post office addresses of the incorporators and the number of shares subscribed for by each are as follows.

- Frederick C. Wiss Newark, N.J. four shares
- Louis T. Wiss Newark, N.J. four shares
- John R. Sturdivant Newark, N.J. two shares.

Sixth. The existence of the corporation shall begin on the twenty-first day of May, Nineteen hundred, and shall continue perpetually.

In Witness Whereof we have hereunto set our hands and seals, this twenty first day of May, nineteen hundred.

Signed, sealed and delivered }
 in the presence of }
 Algernon T. Sweeney }
 Frederick C. J. Wiss
 Louis T. Wiss
 John R. Sturdivant

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5-11-19
old

State of New Jersey } S. S.
County of Essex

Be it remembered that on this
twenty second day of May A. D. Nineteen
Hundred before me, a Master in
Chancery of New Jersey, personally ap-
peared Frederick C. J. Kiss, Louis J.
Kiss and John V. Hardin, who I am
satisfied are the persons mentioned
in and who executed the foregoing
certificate and I having first made
known to them the contents thereof,
they did each acknowledge that they
signed, sealed and delivered the same
as their voluntary act and deed for
the uses and purposes therein expressed.

Algermon T. Sweeney
Master in Chancery
of New Jersey.

Mr. Louis J. Kiss proposed the
following by-laws, which after dis-
cussion were unanimously adopted,

By Laws
of the
J. Kiss & Sons Co.
Article I.

Sec. 1. The annual meeting of the
stockholders shall be held at the

principal office of the Company, in the City of Newark and State of New Jersey, on the 4th Thursday of January in each year, commencing with the year Western Hundred and One, between the hours of 10. a. m., and four p. m., at which meeting directors shall be elected, reports received, and such other business transacted, as may be necessary or convenient.

Special Meeting.

Sec. 2. Special meetings of the stockholders may be called by the president, or by a majority of the Board of Directors, or by a third in interest of the stockholders.

Notice of Meeting.

Sec. 3. Notice of all meetings of the stockholders shall be sent by the Secretary to each stockholder by mail at least five days before the meeting. The notice of any special meeting shall state in a general way the object of the meeting.

Quorum.

Sec. 4. A duly meeting of the stockholders, a majority of the stock in interest shall constitute a quorum for the transaction of business.

Article II.

Management.

Sec. I. The affairs of the Company shall

Management -

Section 1 - The affairs of the company shall be managed by a board of five directors to be elected by ballot at the annual meeting of the stockholders and to hold office for the term of one year and until their successors are elected and qualified.

Above amendment was adopted at the regular stockholders meeting held January 27, 1921, at which 1523 shares of stock were represented and were voted in favor of the amendment.

and qualified.
Board of Directors. Sec. 2. The Board of Directors elected at the first meeting of the corporation shall hold office until the annual meeting in the year Nineteen Hundred and one (1901) and until their successors are elected and qualified.

Vacancies. Sec. 3. Vacancies in the Board of Directors shall be filled by the Board for the unexpired term.

Meetings of Board of Directors. Sec. 4. A meeting of the Board of Directors shall be held immediately after the annual meeting of the stockholders for the purpose of organization, and the transaction of such other business as may come before them. Other regular meetings of the Board shall be held at such times as the Board may determine.

Special Meetings of Board. Sec. 5. Special meetings of the Board may be called by the President or by any two Directors.

Sec. 6. Notices of the regular meetings of the Board shall be sent by the

Secretary to each Director, by mail, at least two days before the meeting.

Sec. 7. Notices of special meetings of the Board shall state in a general way the object of the meeting, and shall be issued by the Secretary or President to each director in time to attend the meeting. The time so allowed need not, however, exceed two days.

Object of Special Meetings to be stated in notice

Sec. 8. A majority of the Directors shall constitute a quorum for the transaction of business.

Quorum of Board.

Article III.

Officers Sec. I. The officers of the Company shall be a President, Vice President, Secretary, Treasurer and Assistant Treasurer and one person may hold any two of these offices.

Above amendment was adopted at a regular Stockholders meeting held January 23, 1919, at which 1930 1/2 shares of stock were voted in favor of the amendment.

Sec 2. The officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the stockholders, and shall hold office for one year, and until their successors are elected and qualified, unless sooner removed by the Board of Directors.

Salaries

Sec 3. The salaries of the officers shall be fixed by the Board of Directors, and may be varied at any

time, notwithstanding that there may be a specific term named at the time of election.

Vacancies Sec. 4. Vacancies among the officers shall be filled by the Board of Directors for the unexpired terms.

Article IV.

President Sec. 1. The President shall preside at all meetings of the stockholders and Board of Directors, and shall at each annual meeting make a report to the stockholders in writing as to the condition of the Company's plant and business and the outlook for the new year, and shall perform the duties generally pertaining to his office.

Secretary Sec. 2. The Secretary shall record the proceedings of all meetings of the stockholders and Board of Directors, and shall send notices of meetings as directed by these by laws, designating time and place of the meetings. He shall have charge of the corporate seal of the Company and of all letters, documents and other papers not pertaining exclusively to other officers of the Company.

Treasurer Sec. 3. The Treasurer shall have charge of the books of account, and

Article
IV

Sec. IV. The Vice President shall, in the absence or disability of the President, perform all the duties of that office.

Sec. V. The Assistant Treasurer shall, under the Treasurer's direction, perform such duties of that office as may be assigned to him and in the absence or disability of the Treasurer shall perform all the duties of that office.

Above additions to By-Laws were adopted at a regular

Norman F. Wiss moved that Section 1, of Article V, of the By-Laws be amended by the addition of the words "or by such person or persons as may be authorized to sign by resolution passed by the Board of Directors", so that Section 1, will read as follows:

"All monies of the Company shall be kept in the name of the Company in such bank or places of deposit as the Board of Directors may designate, and shall be drawn out by checks signed in the corporate name by the Treasurer or Secretary, or by such person or persons as may be authorized to so sign by resolution passed by the Board of Directors".

*Adopted at stockholders meeting of Jan 26-1922
by 1582 votes*

the funds of the Company shall be kept under his direction in such bank or place of deposit as the Board of Directors may designate. He shall report in writing at the annual meeting of the stockholders, concerning the financial affairs of the Company for the year then closing, and make such other reports as he may at any other time be called on for, by either the stockholders or Board of Directors. The Treasurer shall give bond for the faithful performance of his duty, to be approved by the Board of Directors in the sum of \$1,000.00.

Article V

Sec 1. All moneys of the Company shall be kept in the name of the Company in such bank or place of deposit as the Board of Directors may designate; and shall be drawn out by checks signed in the corporate name by the Treasurer or Secretary.

Sec 2. Notes of the Company shall not be issued except by resolution passed at a meeting of the Board. Every such resolution shall be spread in full on the minutes of the meet-

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ing.
 Bonds + Mortgage. Sec. 3. No bonds or mortgages shall be issued by the Company, except with the written consent of three fourths of the stock issued.

Article VI.

Certificate of Stock. Sec. 1. Each stockholder shall be given a certificate of stock, signed by the President and Treasurer, and countersigned by the Secretary, and bearing the seal of the corporation. *

Transfer of stock. Sec. 2. The shares of stock shall be transferable on the books of the corporation only by the Treasurer, on presentation to him of the original certificate, with power of attorney to transfer, either endorsed thereon or attached thereto. The original certificate shall then be cancelled, and new certificate or certificates of shares issued therefor as authorized.

Recognize Owner. Sec. 3. Until such transfer is duly made the possession of the certificate of stock shall not be regarded as vesting any ownership of the same in any other person than the one in whose name the certificate is issued, as between the Company and such other holder.

Transfer. Sec. 4. The transfer book shall be

It is moved that Section One of Article Six of the Constitution and Bylaws be amended by the following insertion:

* If a stock holder, his heirs or assigns, desire to sell their stock or any portion thereof, he must first give to the other stock holders, the privilege of buying the same at a price to be agreed upon, not more than the book value of the stock, as ascertained by the ^{capital} stock and surplus accounts of the Company.

*Above motion carried by 1996 Shares.
at stockholders meeting - Jan 27th 1910.*

closed 30 days previous to the annual meeting of the stockholders, and to the payment of dividends, and no votes shall be received from or dividends paid to any person not registered as such at the time of the closing of the books without the written consent of the registered owners.

See index

Sec. 5. Dividends may be declared by the Board of Directors at any time from profits or accrued surplus, and shall be payable as the Board may direct, at any time.

Article VII.

Alterations & Amendments

Sec 1. These by-laws may be altered or amended at any regular meeting of the stockholders or at any special meeting called for that purpose by a vote of two thirds of all the stock issued.

Mr. Louis J. Kiss offered the following resolution, which was duly seconded and adopted. -

Whereas, Frederick C. J. Kiss and Louis J. Kiss are the owners of a certain shear manufacturing plant, located on Littleton Avenue, in the City of Newark in the County of Essex and State of New Jersey, lately acquired by them

from Peter Alexander, Trustee in Bankruptcy of the National Shear Company. And Whereas, the said Frederick C. J. Viss and Louis J. Viss, have offered to sell the said Shear plant, with all the property real and personal, connected therewith as acquired by them from the said Peter Alexander Trustee as aforesaid, to this corporation for the sum of \$1,99,000, payable in 1990 shares of the capital stock of this corporation of the par value of \$1,00.00 each.

And Whereas in the judgment of the stockholders of this corporation, such offer is advantageous to this corporation, and, should be accepted.

Therefore, be it resolved, that the stockholders of this corporation do approve of the acceptance of said offer so made by the said Frederick C. J. Viss, and Louis J. Viss, and do authorize and request the directors of this corporation, when elected, to purchase from the said Frederick C. J. Viss and Louis J. Viss, the Shear Manufacturing plant, with all the real and personal property thereto attached, as acquired from Peter Alexander, Esquire, trustee

in bankruptcy, as aforesaid, for the sum of one hundred and ninety nine thousand dollars, payable in 1990 shares of the capital stock of this corporation of the par value of one hundred dollars, and the said directors are hereby authorized and requested to do all things necessary, convenient and proper to the acceptance of said offer, and to the acquisition of the property referred to for this corporation."

On motion of Mr. Hardin it was proposed to proceed to the election of a Board of Directors to serve until the annual meeting of the corporation in the year 1901.

The Chair stated that Albert H. Paul had acquired two shares of the stock of the corporation, and was qualified to serve as Director.

Mr. Hardin nominated for directors Mr. Frederick C. Wiss, Louis J. Wiss and Albert H. Paul.

There being no further nominations the nominations closed and on a ballot Messrs Frederick C. J. Wiss, Louis J. Wiss and Albert H. Paul were unanimously elected directors to serve in

til the annual meeting in 1901.

On motion the meeting then adjourned.

First meeting of the Board of Directors of J. Kiss & Sons Co. held immediately after the adjournment of the first stockholders meeting, at the same place.

Present, Frederick C. J. Kiss, Louis J. Kiss and Albert H. Neal, being all of the directors.

Mr. Frederick C. J. Kiss was chosen temporary President and Mr. Louis J. Kiss temporary Secretary.

On motion of Mr. Neal, it was resolved to proceed to the election of officers of the corporation, and the following gentlemen were unanimously elected: -

President, Frederick C. J. Viss.
 Secretary, Louis J. Viss.
 Treasurer, Frederick C. J. Viss.

Mr. Deal offered the following resolution which was duly recorded and adopted.

Whereas Frederick C. J. Viss and Louis J. Viss are the owners of a certain shear manufacturing plant, located on Littleton Avenue, in the City of Newark, in the County of Essex and State of New Jersey, lately acquired by them from Peter Alexander, Trustee in bankruptcy of the National Shear Company.

And Whereas the said Frederick C. J. Viss and Louis J. Viss have offered to sell the said Shear plant, with all the property, real and personal connected therewith, as acquired by them from the said Peter Alexander, Trustee as aforesaid, to this corporation for the sum of \$1,99,000, payable in 1990 shares of the capital stock of this corporation of the par value of \$1.00 each.

And Whereas, the property so offered is in the judgment of this Board of Directors worth the price

asked, and it is advantageous to this corporation to acquire said property and to accept said offer.

Therefore, Be it resolved, that this corporation do purchase from Frederick C. J. Viss and Louis J. Viss the shear manufacturing plant in the recital hereof referred to, and all the real and personal property appertaining thereto, as acquired by the said Frederick C. J. Viss and Louis J. Viss from Peter Alexander, Trustee in bankruptcy of the National Shear Company; for the sum of \$199,000, payable in 1996 shares of the capital stock of this corporation of the par value of one hundred dollars each, and the officers of this corporation are hereby authorized, on the execution and delivery to this corporation, by the said Frederick C. J. Viss and Louis J. Viss of proper deeds of conveyance of said real and personal property comprising said Shear plant, the shares of stock accordingly - 995 shares to Frederick C. J. Viss and 995 shares to Louis J. Viss, and to do all things necessary, convenient or proper to the acceptance of the said offer, and the acquisition of the

property referred to. -

The Secretary and Treasurer was authorized to procure the necessary books of account, seal, stationery &c for the corporation.

The National Newark Banking Company was selected as the bank of deposit for the corporation, and the Treasurer was instructed to open an account in the name of the corporation in that bank.

The principal office of the corporation within this state, was fixed at Nos. 15 to 33 Littleton Street in the City of Newark, County of Essex, and State of New Jersey, and Mr. Frederick C. J. Kiss was designated as the agent in charge thereof.

Mr. John W. Hardin was appointed attorney and counsel to the corporation.

Mr. Hardin was instructed to at once prepare all necessary papers and certificates needed in the acquisition of the property purchased by the corporation and necessary to be filed in the office of the Secretary of State or elsewhere.

The proper officers were in-

structed to prepare and file all necessary statements required by law.

The Treasurer stated that the subscriptions of the incorporators for the ten shares of stock mentioned in the certificate of incorporation had been paid in and the money was at the service of the Company.

The Secretary subscribed the oath of office and the same was ordered recorded on the minutes of the meeting, as follows.

State of New Jersey }
County of Essex } S.S.

I, Louis J. Kiss, do solemnly swear that I will faithfully discharge the duties of the office of Secretary of J. Kiss & Sons Co. to which I was elected on the thirty first day of May, nineteen hundred, to the best of my skill and ability, so help me God.

Taken, subscribed and sworn this 31st day of May, 1900, before me } Louis J. Kiss
at Newark, N.J.

John R. Hardin
M.C.C. of N.J.

On motion the meeting then adjourned

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Meeting of the Board of Directors
of J. Wiss & Sons Co., held at the office
of John R. Hardin, Prudential Building,
Newark, N. J., September 25th, 1900, at
9.15 a.m.

Present, Messrs Frederick C. J.
Wiss, Louis J. Wiss and Albert H.
Neal.

President Wiss in the Chair.

The President stated that the
deed had been received by the corpora-
tion from Frederick C. J. Wiss and
Louis J. Wiss, for the factory property
in Littleton Avenue, and had also re-
ceived bill of sale from Frederick C.
J. Wiss and Louis J. Wiss for the
personal property connected with the
Shear Manufacturing plant and that
the officers had issued the stock in
accordance with the provisions of the
resolution of purchase.

On motion the action of the of-
ficers was ratified, and the President
was instructed to have the deed for
the real estate recorded.

On motion the meeting then
adjourned.