

CALL AND WAIVER OF NOTICE  
OF  
MEETING OF INCORPORATORS  
OF  
ACCION INTERNATIONAL

Place of Meeting:

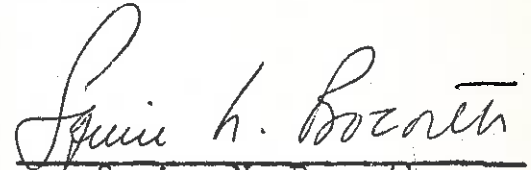
1 Chase Manhattan Plaza  
New York 5, New York

Time of Meeting:


June 21, 1965  
at 5 o'clock P. M.

The undersigned Incorporators of ACCION INTERNATIONAL, a corporation formed pursuant to the provisions of the Membership Corporations Law of New York, do hereby call a meeting of said Incorporators, for the purpose of adopting by-laws and electing members of the said corporation and for the transaction of any and all business pertaining to its affairs, and do hereby waive all requirements, statutory or otherwise, as to the notice of the time, place and purpose of said meeting and the publication thereof, and to consent to the holding of said meeting as called and the transaction thereat, or at any adjournment thereof, of any and all such business as shall come before such meeting or before any adjournment thereof.

Dated: June 21, 1965

  
Squire N. Bozorth

  
William M. Bramwell, Jr.

  
Robert H. Grogan

  
James R. Hamilton

  
Adlai S. Hardin, Jr.

MINUTES of the meeting of the Incorporators of ACCION INTERNATIONAL, a corporation organized pursuant to the provisions of the Membership Corporations Law of New York, duly called and held at 1 Chase Manhattan Plaza, New York 5, New York, on June 21, 1965 at 5:00 o'clock P. M.

1. The following Incorporators constituting a quorum were present:

Squire N. Bozorth  
William M. Bramwell, Jr.  
Robert H. Grogan  
James R. Hamilton  
Adlai S. Hardin, Jr.

2. Mr. Grogan called the meeting to order and was duly appointed its chairman. Mr. Bozorth was duly appointed secretary of the meeting.

3. The secretary of the meeting read the following written call and waiver of notice of the meeting, signed by all of the Incorporators, which, upon motion duly made and seconded, was approved and ordered to be incorporated in the minutes of the meeting:

4. The Chairman reported that on January 26, 1965 the Commissioner of Education of the State of New York granted his consent to the incorporation of the corporation under the Membership Corporations Law, and that on June 8, 1965 the Attorney General of the State of New York indicated that he had no objection to the approval of the Certificate of Incorporation and waived notice of application therefor; on June 9, 1965, Hon. Peter A. Quinn, Justice of the Supreme Court of New York, First Judicial District, indicated his approval of the Certificate of Incorporation; and on June 16, 1965 the Certificate was filed in the office of the Secretary of State in Albany, New York. Thereupon, on motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the Certificate of Incorporation, a copy of which has been presented to this meeting, and which was filed in the office of the Secretary of State in Albany, New York, on June 16, 1965, be and hereby is, in all respects, approved; and

FURTHER RESOLVED, that as soon as possible a duly certified copy of the Certificate of Incorporation be inserted in the minute book of this corporation at the beginning thereof.

5. The Chairman then presented to the meeting a set of proposed By-Laws for the corporation which were considered and discussed in detail. Thereupon, on motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the form of By-Laws submitted to this meeting be and it hereby is approved, and that the said By-Laws be and they hereby are adopted as the By-Laws of this corporation; and

FURTHER RESOLVED, that a copy of said By-Laws, identified by the signature of the secretary of this meeting, be inserted in the minute book of the corporation immediately following the certified copy of the Certificate of Incorporation.

6. The Chairman then proposed to the meeting the election of Donald M. Kendall, Forest D. Murden, Jr., Rodman C. Rockefeller, Alphonse de Rosso and George C. Seybolt as members of the corporation to take effect as of the close of the meeting. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that Donald M. Kendall, Forest D. Murden, Jr., Rodman C. Rockefeller, Alphonse de Rosso and George C. Seybolt be, and each of them hereby is, duly elected a member in good standing of the corporation as of the close of this meeting.

7. The Chairman then presented to the meeting the resignations of Squire N. Bozorth, William M. Bramwell, Jr., Robert H. Grogan, James R. Hamilton, and Adlai S. Hardin, Jr. as members of the corporation. The resignations by their terms were to take effect at the close of the meeting. Thereupon, on motion duly made and seconded, the following resolution was unanimously adopted:

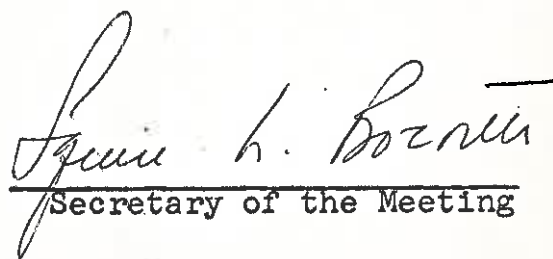
RESOLVED, that the resignations of Squire N. Bozorth, William M. Bramwell, Jr., Robert H. Grogan,

James R. Hamilton, and Adlai S. Hardin, Jr. as members of the corporation be and they hereby are accepted to take effect at the close of the meeting.

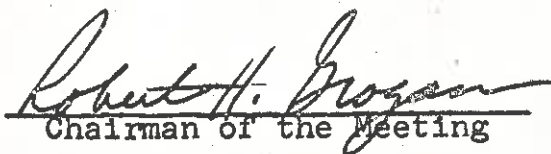
The resignations were ordered to be inserted in the minute book following the minutes of the meeting.

No further business appearing, upon motion duly made and seconded, the meeting was adjourned.

A true record:

  
Secretary of the Meeting

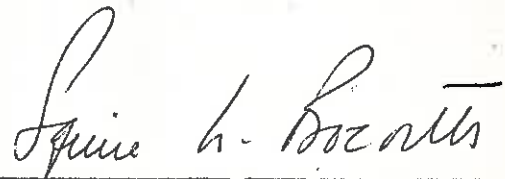
Approved:

  
Chairman of the Meeting

RESIGNATIONS OF MEMBERS  
OF  
ACCION INTERNATIONAL

The undersigned Members of Accion International, a corporation formed pursuant to the provisions of the Membership Corporations Law of New York, do hereby submit their respective resignations as Members of the said corporation, to take effect at the close of the Meeting of Incorporators held on June 21, 1965.

Dated: June 21, 1965

  
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Squire N. Bozorth

  
\_\_\_\_\_  
William M. Bramwell, Jr.

  
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Robert H. Grogan

  
\_\_\_\_\_  
James R. Hamilton

  
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Adlai S. Hardin, Jr.