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MINUTES OF SPECIAL MEETING OF THE
STOCKHOLDERS OF STATITROL CORPORATION

A special meeting of the stockholders of Statitrol Corporation was held at the offices of the company at 1030 West Ellsworth Avenue, Denver, Colorado, on May 12, 1966 at 10:00 A.M.

The purpose of the meeting was to consider an amendment to Article VIII of the Articles of Incorporation.

Stockholders present, or ratifying the action taken at the stockholders' meeting by signature to these minutes, and the amount of shares and the amount of votes cast by each were:

Paul F. Schmidt	8,000 shares
Clarence Vistain	960 shares
Alfred W. Heyes	640 shares
Donald G. Stroh	9,600 shares
Duane D. Pearsall	14,400 shares
Leonard J. Freestone	320 shares
Lyman L. Blackwell	800 shares
Powers Regulator Co.	38,680 shares

As the first order of business, ^{93,400} the Chairman of the meeting, Mr. Pearsall, read the proposed amendment to Article VIII of the Articles of Incorporation.

Whereupon, after full discussion, and upon the unanimous vote of the shareholders present, it was:

RESOLVED, that Article VIII of the Articles of Incorporation of Statitrol Corporation be amended to read as follows:

"The pre-emptive right of a shareholder to acquire unissued or treasury shares of the corporation or securities convertible into shares, or carrying stock purchase warrants or privileges, shall not be limited or denied except, however, that the corporation may