

A G R E E M E N T.

THIS AGREEMENT MADE THIS 4TH DAY OF JANUARY, A.D., 1923, by and between Chevrolet Brothers Manufacturing Company, a corporation of Indianapolis, Indiana, and A. Chevrolet, a corporation of Indianapolis, Indiana, acting by and through their respective Board of Directors,

WITNESSETH: WHEREAS, it is the sense of the Board of Directors of the respective companies that a consolidation of A. Chevrolet and Chevrolet Brothers Manufacturing Company to form a single corporation, and the consolidation and amalgamation of their respective capital stock, properties and franchises will be mutual advantageous, now

THEREFORE THIS AGREEMENT: That A. Chevrolet and Chevrolet Brothers Manufacturing Company shall consolidate at such time as the stock-holders of the respective companies shall consent to the same under the following terms and conditions, towit:

I. That the consolidated corporation shall take over and become the owner of all of the lands, properties, franchises, bonds, trade names, contracts, choses in action, and assets of every description belonging to each of said constituent companies; shall assume, become liable for, pay and discharge all valid debts, liabilities and obligations of every kind, character and description heretofore incurred or entered into by either of them and each of said constituent companies; shall hold the said property and franchises subject to all of the valid conditions, liens and claims to which the same were and are subject, in the hands of each constituent company; and shall assume, undertake and perform all contracts, agreements and undertakings to which any and each of said constituent companies are lawfully bound, to the same extent and in like manner as such constituent company or companies are bound to keep and perform the same. That the objects and purposes of the consolidated company shall be made to impress the objects and purposes of each of the two constituent corporations.

II. That the consolidated corporation shall bear the name of CHEVROLET BROTHERS MANUFACTURING COMPANY.

III. That the capital stock of said consolidated company shall consist of one thousand (1000) shares of one hundred (\$100.00) dollars each, divided into seven hundred fifty (750) shares Common Stock and two hundred fifty (250) shares of eight (8%) per centum cumulative Preferred Stock.

IV. The present stock-holders of the Chevrolet Brothers Manufacturing Company shall retain said stock as is now owned by each of said stock-holders, as shown by the books of that company. That there shall be issued to the stock-holders of A. Chevrolet, upon surrender of their shares of stock in that company, stock in the Chevrolet Brothers Manufacturing Company, in the following proportions towit: A. Chevrolet five (5) shares Common; Mrs. A. Chevrolet, one hundred (100) Common and eighty (80) Preferred; E. H. Waterman, three and one-half (3-1/2) shares Common; W. Waterman, two and one-half (2-1/2) shares Common; M. Mulligan, four (4) shares Common; L. Carlson, two (2) shares Common; M. Carlin, three (3) shares Common.

V. The term of existence of the new company shall be fifty (50) years.

VI. The board of directors shall be in number five. The following named persons shall constitute the Board of Directors for the first year and until their successors are duly elected and qualified: Louis Chevrolet Arthur Chevrolet William H. Faust Frederick A. Tompkins and Louis Carlson.

VII. That its principal place of business shall be that of Chevrolet Brothers Manufacturing Company, in the city of Indianapolis.

olis, Indiana.

IN WITNESS WHEREOF the respective corporations, by their president and secretary, have hereunto subscribed their corporate name and affixed their corporate seal the day and date first above written.

CHEVROLET BROTHERS MANUFACTURING COMPANY,

By A. Chevrolet
President.

ATTEST:

William H. Faust
Secretary.

A. CHEVROLET,

By A. Chevrolet
President.

ATTEST:

Merle Miller
Secretary.

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C E R T I F I C A T E.

BE IT REMEMBERED, that among the records of the Chevrolet Brothers Manufacturing Company and A. Chevrolet, both corporations, resident of the city of Indianapolis, Marion County, in the State of Indiana, the following proceedings were had:

On the 4th day of January, A.D., 1923, the foregoing agreement, which is a true and correct copy, was entered into by authority of the Board of Directors of said corporations; that notice of the special meeting of the stockholders of each of the respective corporations was sent to each stockholder of record through the United States mail more than ~~twenty~~(20) days prior to the 25th day of January, A.D., 1923; said notices being mailed on the 4th day of January A.D., 1923. That pursuant to said notices, the stockholders of each of said corporations held separate and distinct meetings; that at such meetings all of the stockholders owning all of the Capital Stock outstanding of A. Chevrolet, by ballot voted in favor of said consolidation and merger; that no votes were cast against said agreement of consolidation; that all of the stockholders of Chevrolet Brothers Manufacturing Company owning all of the capital stock outstanding, by ballot voted in favor of said consolidation and merger agreement and that no votes were cast against the same. That the proper officers of the respective corporations were authorized and directed at each of said stockholders' meetings to complete the merger and consolidation of said corporations.

WITNESS our hands and the seals of our respective corporations this 25th day of January, A.D., 1923.

CHEVROLET BROTHERS MANUFACTURING COMPANY
BY William H. Faust
Secretary.

A. CHEVROLET.
BY Merle Mulligan
Secretary.

STATE OF INDIANA)
)SS:
COUNTY OF MARION)

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared Arthur Chevrolet and Merle Mulligan, respectively the president and secretary of A. CHEVROLET; and Arthur Chevrolet and William H. Faust, respectively the president and secretary of CHEVROLET BROTHERS MANUFACTURING COMPANY, and acknowledged the execution of the foregoing contract to be the free and voluntary act and deed of said respective corporations.

WITNESS my hand and Notarial Seal this 25th day of January, A.D., 1923.

Irene Faust
Notary Public

My commission expires September 26, 1925.