

American Airlines, Inc.
100 East 42nd Street
New York 17, N. Y.

December 7, 1949

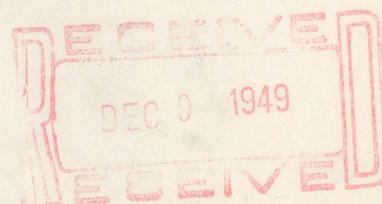
TO THE DIRECTORS OF AMERICAN AIRLINES, INC.:

Enclosed are minutes of the regular meeting of the Board of Directors held November 16, 1949, together with an envelope for your convenience in returning them.

Please advise if there are any corrections or comments.

cwj:p
enc.

C. W. Jacob,
Secretary



MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF
AMERICAN AIRLINES, INC.

A regular meeting of the Board of Directors of American Airlines, Inc., was held in the Carlton Suite of the Ritz-Carlton Hotel, New York, New York, on Wednesday, November 16, 1949, at 10:00 o'clock, a.m. Eastern Standard Time, pursuant to due notice to all of the directors of the corporation in accordance with the by-laws.

There were present at the meeting:

Harold T. Ames
Harry E. Benedict
Edward H. Butler
Amon G. Carter
Charles S. Cheston
Thomas M. Conroy
Silliman Evans
John W. Farley
Charles T. Fisher, Jr.
Edgar M. Queeny
C. R. Smith

being a quorum of the Board of Directors.

Also present at the request of the directors were William J. Hogan, Vice President and Treasurer, and Malcolm A. MacIntyre of General Counsel for the corporation.

Directors Bruce, Hammond, Kemp, Miller and Mosier were unable to attend the meeting.

The President presided and the Secretary kept the records of the meeting.

1. The Secretary stated that the minutes of the previous meeting, held October 19, 1949, had been mailed to each director, and presented a summary of action taken at such meeting. Thereupon, upon motion duly made and seconded, the minutes of the meeting of October were approved.

2. The Treasurer presented and explained financial statements of the corporation and of American Overseas Airlines, Inc., as of October 31, 1949.

3. The Treasurer next presented and explained a statement of capital expenditures authorized by the management since the last meeting of the directors held October 19, 1949, totaling \$127,641 for the corporation and \$143 for American Airlines de Mexico, S. A.

4. Upon the recommendation of the Chairman the directors authorized expenditure of \$227,492 for capital improvements to the sixth and seventh floors of the building at 100 Park Avenue, New York, New York, for the purpose of locating the company's general office at that address. He stated that \$28,532 of this amount had previously been approved by the management and reported to the directors.

5. The Secretary recommended that The Corporation Trust Company be appointed statutory agent to represent the corporation in Delaware and certain states where the company is qualified to do business. Whereupon, after discussion and upon motion duly made and seconded, it was unanimously resolved as follows:

WHEREAS the principal office of this corporation in the State of Delaware is now located at No. 927 Market Street, City of Wilmington, County of New Castle, and the authorized agent in charge thereof is Corporation Guarantee and Trust Company,

NOW THEREFORE BE IT RESOLVED that the principal office of American Airlines, Inc. in Delaware be and it hereby is changed from No. 927 Market Street, in the City of Wilmington, County of New Castle, and shall be located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle, Delaware, where service of process against this corporation may be made; and be it

FURTHER RESOLVED that the authorization of the said Corporation Guarantee and Trust Company as Agent aforesaid, be and the same is hereby withdrawn, and The Corporation Trust Company, a corporation of the State of Delaware, located at No. 100 West Tenth Street, Wilmington, New Castle County, Delaware, shall be and is hereby constituted and appointed the agent of said American Airlines, Inc. in charge of the principal office in the said City of Wilmington; and be it

FURTHER RESOLVED that the Vice President and Assistant Secretary of this corporation be and are hereby authorized and instructed to transmit a copy of these resolutions, duly signed by them and sealed with the seal of the said corporation, to the Secretary of State at his office in Dover in the State of Delaware to be there filed according to the terms of the statutes of the State of Delaware in such cases made and provided; and be it

FURTHER RESOLVED THAT Article I, Section 2 of the By-Laws be amended to read as follows:

Section 2 The principal office of the corporation in the State of Delaware shall be located in the City of Wilmington, County of New Castle, and the agent in charge thereof shall be The Corporation Trust Company. The Principal office of the corporation outside the State of Delaware shall be located at such other place as the board of directors may from time to time determine, and the corporation may have other offices at such other places as shall be determined by the board of directors.

WHEREAS, The Corporation Trust Company, C. T. Corporation System and associated companies, (hereinafter for convenience collectively referred to as "The Corporation Trust Company") will furnish all necessary agents or attorneys for service of process and statutory offices of this corporation in the states of Arizona, Arkansas, California, Illinois, Kentucky, Maryland, Massachusetts, Michigan, Missouri, New Jersey, Ohio, Tennessee, Texas and Virginia, wherein this corporation is authorized and qualified to transact business as a foreign corporation; and

WHEREAS, to that end, it is necessary that the board of directors of this corporation authorize its proper officers to do any and all things required to revoke, change, substitute or appoint agents or attorneys for service of process, and to change and designate all necessary statutory offices; and

WHEREAS, under the laws and regulations of certain of said states specific resolutions should be adopted by the board of directors of this corporation:

NOW, THEREFORE, BE IT RESOLVED

(1) That the Corporation Trust Company be and it hereby is authorized and empowered to furnish all necessary agents or attorneys for service of process and/or statutory offices of this corporation in the states of Arizona, Arkansas, California, Illinois, Kentucky, Maryland, Massachusetts, Michigan, Missouri, New Jersey, Ohio, Tennessee, Texas and Virginia, wherein this corporation is authorized and qualified to transact business as a foreign corporation; such agents or attorneys for service of process to be such persons or corporations as the said The Corporation Trust Company may now or hereafter designate;

(2) That, to that end, the proper officers of this corporation be and they hereby are authorized and directed to change, substitute, revoke or appoint all necessary agents or attorneys for service of process, and to change and designate all necessary statutory offices of this corporation in said states; under the corporate seal, to make, execute and file or cause to be filed all such certificates, powers of attorney, statements, revocations of appointment, affidavits, designations, applications, reports or other instruments as may be necessary or advisable for that purpose; and to do any further things that may also be necessary or advisable in the premises; and

(3) That the following specific resolutions are hereby adopted in compliance with the requirements of the states designated:

BE IT RESOLVED that service of process upon John W. Newman as agent of American Airlines, Inc. in the State of Arkansas in any action brought or pending in said State, shall be valid service upon this company, and be it further

RESOLVED, that the Vice President and Assistant Secretary shall certify to a copy of this resolution and file the same with the Secretary of State of Arkansas, and be it further

RESOLVED, that the appointment of Robert S. Lindsey as agent of American Airlines, Inc. in the State of Arkansas be and hereby is rescinded; and be it further

RESOLVED that The Corporation Company, whose business address is Dime Building, Detroit 26, Michigan, be and it is duly appointed the agent of this corporation, and authorized to acknowledge service of any and all process for and on behalf of this corporation; and this corporation does hereby consent that service of process upon said The Corporation Company shall be taken and held to be as valid as if served upon this corporation, according to the laws of the State of Michigan or any other state and this corporation hereby waives all claim of error by reason of such service.

6. The Chairman submitted to the meeting recommendation for adjustment in salary of certain officers of the corporation and the election of Mr. Leland E. Glasgow, as an Assistant Treasurer. Whereupon, upon motion duly made, seconded and unanimously carried, Mr. Glasgow was elected Assistant Treasurer of the corporation at an annual salary of \$12,000, and the salaries of officers were fixed as follows:

	<u>Effective July 1, 1949</u>
O. M. Mosier	\$30,000
W. Littlewood	30,000
R. E. S. Reichler	30,000
L. G. Frits	30,000
Wm. J. Hogan	30,000
C. W. Jacob	25,000
Rex W. D. Smith, Jr.	22,500
C. R. Speers	18,000
W. L. McKillen	13,500
W. H. Johnson	12,000
M. D. Miller	13,500
W. H. Bump	12,000
A. A. Paradis	8,000

7. The Chairman stated that the regular meeting of the Directors scheduled to be held in December would fall on December 21 and requested expressions of opinion relative to holding or cancelling the meeting on this date. It was the consensus of the Board members that no regular meeting be held in the month of December.

There being no further business to come before the meeting it was, on motion duly made and seconded, adjourned.

C. W. Jacob, Secretary

APPROVED:

C. R. Smith, Chairman