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	EMH	IV.19

HEMISPHERE FILMS INC.  
Non-profit Educational Institution

Dear Mr. Aiken:

Mr. Porter has handed me your letter of August 22nd enclosing the Certificate of Dissolution in reference to Hemisphere Films, Inc. Inasmuch as we have received the disposition of all the assets of the corporation, we will, of course, reimburse the additional expenses involved in obtaining this dissolution. We are under the impression that this will not amount to a great deal.

For your information I might add that these proceeds have already been turned over to Hemisphere Films, the educational corporation. This is, of course, a matter which we will have to straighten out.

Sincerely,

Mr. Donald H. Aiken  
Winthrop, Stimson, Putnam and Roberts  
32 Liberty Street  
New York, N.Y.

IU:bc

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*Film Hemisphere  
Films*

August 27, 1945

Dear Mr. Aiken:

Mr. Porter has handed me your letter of August 22nd enclosing the Certificate of Dissolution in reference to Hemisphere Films, Inc. Inasmuch as we have received the disposition of all the assets of the corporation, we will, of course, reimburse the additional expenses involved in obtaining this dissolution. We are under the impression that this will not amount to a great deal.

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G. HERBERT SEMLER  
ARTHUR E. PETTIT  
JAMES W. HUSTED  
ELBRIDGE STRATTON  
ALLISON CHOATE

PERCY W. CRANE  
JAMES N. DUNLOP  
HENRY L. STEITZ  
WALTER R. PFEIFFER  
JAMES A. AUSTIN  
WALTER H. GIBSON  
EDWARD E. MILLER  
WILLIAM R. LEARY  
ALVAH K. PARENT  
EDUARDO ANDRADE

LAW OFFICES OF  
**WINTHROP, STIMSON, PUTNAM & ROBERTS**  
MUTUAL LIFE BUILDING NO. 32 LIBERTY STREET  
NEW YORK 5, N.Y.  
WHITEHALL 3-0700

August 22, 1945.

Re Hemisphere Films, Inc. (Stock Corporation)

Museum of Modern Art,  
11 West 53rd Street,  
New York 19, N.Y.

Attention of Mr. Allen Porter

Dear Sirs:

You will recall that earlier this year an attempt was made to dissolve Hemisphere Films, Inc., a stock corporation, upon the consent of the Museum of Modern Art, its sole stockholder. This attempt was unsuccessful by reason of the fact that the Secretary of State of New York State refused to accept the Certificate of Dissolution signed on behalf of Hemisphere Films, Inc. by its acting President and acting Treasurer. The Secretary of State advised us that such Certificate should have been signed by the President or a Vice-President and the Secretary or an Assistant-Secretary of Hemisphere Films, Inc. As the Corporation did not have a President and did not have a Secretary it became necessary to hold a meeting of the Board of Directors for the purpose of electing such officers so that such Certificate could be signed.

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The Museum of Modern Art Archives, NY	Collection:	Series.Folder:
	EMH	IV.19

Museum of Modern Art

-2-

August 22, 1945.

As the meeting of the Directors was therefore of very little material importance we decided that it would be more advisable and more convenient for all parties concerned if Messrs. Ruml, Harrison and Abbott resigned from the Board, leaving Mr. Husted as the only remaining Director and then fill the Board with persons in this office. This has been done and Donald H. Aiken, William P. Leary and Alva K. Parent have been elected to the Board at a meeting held today. In addition, Mr. Harrison resigned as acting President and acting Treasurer and Mr. Husted was elected President and Mr. Aiken elected as Secretary, and both officers were by resolution authorized to do all acts and execute all papers necessary to complete the dissolution of the Corporation. In order to effectuate the dissolution it will be necessary for the Museum of Modern Art, as sole stockholder, to execute a consent to the dissolution which is in form similar to that signed by the Museum earlier this year except that the new Directors and new officers are set forth therein.

This Certificate may be signed by Mr. Porter as acting Secretary on page 2 after the date of signature has been inserted in the body of the Certificate. The signature should be witnessed and the corporate seal should be affixed. We believe it advisable that Mr. Porter should designate his office immediately below his signature. The acknowledgment appearing at the bottom of page 2 should be taken by a notary public with the blanks being filled in with the required information. After this has

The Museum of Modern Art Archives, NY	Collection:	Series.Folder:
	EMH	IV.19

Museum of Modern Art

-3-

August 22, 1945.

been done the Certificate may be returned to us and we will attend to its signature by Mr. Aiken and Mr. Husted and its filing with the Secretary of State.

It is our understanding that, based upon the assumption that the attempt to dissolve the Corporation initiated earlier this year would proceed without incident, the officers of the Corporation distributed to the Museum of Modern Art all assets of the Corporation. The Museum of Modern Art would have been entitled only to the amount remaining after all expenses of dissolution have been paid. Certain expenses, such as publication of the Certificate of Dissolution and filing fees must still be paid, and if no funds remain in the Corporation for payment of these items it will be necessary for the Museum of Modern Art to refund such sums as shall be necessary to pay those expenses. The Board of Directors of Hemisphere Films, Inc. at its meeting today passed a resolution ratifying the acts of the officers heretofore in office in making such distribution to the Museum of Modern Art conditional upon the agreement by the Museum of Modern Art to pay the expenses incurred in the dissolution proceeding.

*Rec'd  
Husted  
8/25*

We believe that it would be in order for the Museum of Modern Art to write us a letter setting forth its agreement to pay any and all expenses incurred in connection with the dissolution of the Corporation, said payments not to exceed

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	EMH	IV.19

Museum of Modern Art

-4-

August 22, 1945.

the amount received by the Museum in distribution from the  
Corporation.

Very truly yours,

W. Withrop, Stimson, Putnam & Roberts

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MUSEUM OF MODERN ART  
JOHN E. ABBOTT

November 21, 1944

Dear Mr. Moeller:

Confirming our conversation of today, I am enclosing a certified copy of the resolutions of the new Hemisphere Films, Inc. adopted by the Board of Trustees on August 31, 1944, authorizing the Chase bank account.

In addition, would you be kind enough to designate the account which I opened last week, the petty cash account? This transfer is authorized in a letter to me, dated November 18th, from James W. Husted, secretary of the corporation.

With many thanks for your assistance, I am, as always, sincerely,  
Sincerely,  
John E. Abbott

Mr. Harold F. Moeller  
Vice President,  
Chase National Bank  
Rockefeller Center Branch  
30 Rockefeller Plaza  
New York 20, N. Y.

Enclosure (copy of resolutions to Miss Ulrich for safekeeping)  
JEA:k

cc: Miss Ulrich

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2.-

"RESOLVED that, until the further order of this Board of Trustees, any funds of this Company deposited in HEMISPHERE FILMS, INC. withdrawal or charge at any time and from time to time upon checks, notes, drafts, bills of exchange, acceptances, under Corporate resolutions or orders for the payment of money when made, signed, drawn, accepted or endorsed on behalf of this Company:

"1. In the case of the Principal Account, by any two of the following:  
The President, Secretary and Treasurer.

I, as Secretary of HEMISPHERE FILMS, INC., a corporation duly organized and existing under the Education Law of the State of New York, hereby certify to The Chase National Bank of the City of New York that a meeting of the Board of Trustees of said Corporation was duly called and held at its office in the City of New York and State of New York on the 31st day of August, 1944; that at said meeting, a quorum was present and voting throughout and that the following resolutions, on motion duly made and seconded, were unanimously adopted and are now in full force and effect:

"RESOLVED that The Chase National Bank of the City of New York (hereinafter referred to as the 'Bank') be and hereby is designated as a depository of this Company and that the officers and agents of this Company be and hereby are, and each of them hereby is, authorized to deposit any of the funds of this Company in said Bank either at its head office or at any of its branches.

"RESOLVED that said funds be deposited in any one or more of three accounts to be entitled 'Principal Account', 'Operating Account' and 'Petty Cash Account'.

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	EMH	IV.19

2.-

"RESOLVED that, until the further order of this Board of Trustees, any funds of this Company deposited in said Bank be subject to withdrawal or charge at any time and from time to time upon checks, notes, drafts, bills of exchange, acceptances, undertakings, or other instruments or orders for the payment of money when made, signed, drawn, accepted or endorsed on behalf of this Company:

"1. In the case of the Principal Account, by any two of the following:

"The President, Secretary and Treasurer.

"2. In the case of the Operating Account, by any two of the following:

"The President, Secretary, Treasurer or any employee hereafter authorized by resolution of this Board of Trustees, and

"3. In the case of the Petty Cash Account, by any one of the following:

"The President, Secretary, Treasurer or any employee hereafter authorized by resolution of this Board of Trustees.

"RESOLVED that the Bank is hereby authorized to pay any such instrument or make any such charge and also to receive the same from the payee or any other holder without inquiry as to the circumstances of issue or the disposition of the proceeds even if drawn to the individual order of any signing person, or payable to said Bank or others for his account, or tendered in payment of his individual obligation.

"RESOLVED that the following

"the President or any Vice-President and the Treasurer or any Assistant Treasurer

are hereby authorized on behalf of this Company:

"1. To borrow money and to obtain credit for this Company from the Bank on any terms and to make and deliver notes, drafts, acceptances, instruments of guaranty, agreements and any other obligations of this Company therefor in form satisfactory to the Bank.

The Museum of Modern Art Archives, NY	Collection:	Series.Folder:
	EMH	IV.19

3.-

"2. To pledge or assign and deliver, as security for money borrowed or credit obtained, stocks, bonds, bills receivable, accounts, mortgages, merchandise, bills-of-lading, warehouse receipts, insurance policies, certificates, and any other property held by or belonging to this Company with full authority to endorse, assign or guarantee the same in the name of this Company.

"3. To discount any bills receivable or any paper held by this Company with full authority to endorse the same in the name of this Company.

"4. To withdraw from the Bank and give receipt for, or to authorize the Bank to deliver to bearer or to one or more designated persons, all or any documents and securities or other property held by it, whether held as collateral security or for safe-keeping or for any other purpose.

"5. To authorize and request the Bank to purchase or sell for account of the Company stocks, bonds and other securities, and

"6. To execute and deliver all instruments required by the Bank in connection with any of the foregoing matters and affix thereto the seal of this Company."

I further certify that there is no provision in the Charter or By-Laws of the said Corporation limiting the power of the Board of Trustees to pass the foregoing resolutions and that the same are in conformity with the provisions of said Charter and By-Laws.

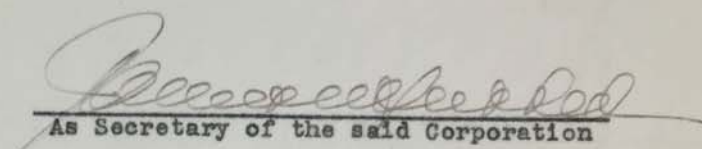
I further certify that the present officers of said Corporation and the offices respectively held by it are as follows:

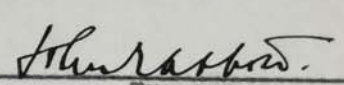
<u>Name</u>	<u>Title</u>
WALLACE K. HARRISON	President
JAMES W. HUSTED	Secretary
JOHN E. ABBOTT	Treasurer

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	EMH	IV.19

4.-

IN WITNESS WHEREOF, I have hereunto set my  
hand as Secretary of said Corporation and affixed the  
corporate seal this 20<sup>th</sup> day of November, 1944.

  
As Secretary of the said Corporation

  
Treasurer