

I N D E X

Page	2	Minutes of First Meeting of Incorporators
	4	Waiver of Notice of First Meeting of Incorporators
	5	Certificate of Incorporation
	18	Assignment of Incorporator's Subscription
	21	Ratification of First Meeting of Incorporators and Stockholders
	22	By-Laws
	25	Duties of the Directors
	28	Duties of the Officers
	39	Waiver of Notice of the First Meeting of Directors
	49	Ratification of First Meeting of Directors
	50	Annual Meeting of Stockholders
	51	Notice of Annual Meeting of Stockholders
	52	Affidavit of Mailing of Notice of Annual Meeting
	56	Certificate of Election of Directors
	63	Minutes of the Board of Directors
	64	Notice of the Meeting of the Board of Directors
	65	Reports of the Officers
	69	Minutes of Special Meeting of the Board of Directors
	71	Notice of Special Meeting of the Board of Directors

MINUTES of the First Meeting of the Incorporators

and subscribers of

held at No.

in the

City of

County of

State of

, on the

day of

, 193 , at o'clock in the

noon.

Mr.

, a subscriber

to the certificate of Incorporation and to the Capital Stock of this Corporation, called the meeting to order and stated the purposes thereof.

On motion duly made and carried, Mr.

was elected Chairman of the Meeting, and

Mr.

Secretary thereof.

Both these gentlemen accepted their respective offices, and proceeded with the discharge of their duties.

The Secretary then called the roll and found that the following subscribers to the capital stock were present in person:

NAME

ADDRESS

NUMBER OF SHARES

The following subscribers to the capital stock were present by proxy:-

NAME	ADDRESS	NUMBER OF SHARES
------	---------	------------------

The several proxies were examined by the Secretary, found to be correct, and ordered on file.

A written waiver of notice of the time and place of holding the present meeting, signed by all the Incorporators and subscribers to the capital stock of this Company, was then presented and read by the Secretary, and same was ordered filed and spread at length upon the minutes.

WAIVER OF NOTICE OF THE FIRST MEETING OF INCORPORATORS AND
SUBSCRIBERS.

We, the undersigned being all the Incorporators
named in the Certificate of Incorporation of

and all the subscribers to the Capital Stock thereof, DO
HEREBY WAIVE all notice of the first Meeting of the Incor-
porators and Subscribers to the Capital Stock of the said
Corporation, and do hereby agree and consent that the

day of _____, 193____, at _____ o'clock in
the _____ noon, be and the same hereby is fixed as the
time, at

No. _____, in the

_____, City of _____, State of _____,

as the place for holding the same; and that all such business may
be transacted thereat as may lawfully come before said meeting.

Dated, the _____ day of _____, 193____

.....
.....
.....

The Secretary then presented and read to the meeting the Certificate of Incorporation of the Company, which, upon motion duly made and carried was directed to be copied into these minutes and filed with the records of this Company. A copy of said Certificate of Incorporation is as follows:

The Secretary then presented an assignment, executed by _____ of all his subscription rights; and upon motion duly made and seconded, it was unanimously

RESOLVED, that the said assignment of subscription rights be and the same hereby is approved, and the liability thereof of the Assignee of such subscription rights, to wit, _____ be and the same is hereby accepted in lieu of the liability of the said

Thereupon the Secretary presented the resignation of _____ as Director of this Corporation. Upon motion duly made, seconded and carried, it was unanimously

RESOLVED, that the resignation of _____ as a Director of this Corporation be and the same is hereby accepted. _____ thereupon retired from the meeting.

Upon motion duly made, seconded and carried, it was unanimously

RESOLVED, that _____ be and is hereby elected as a Director of this Corporation in place and instead of _____ . Mr. _____ having been notified of his election entered the meeting and thereafter participated in the deliberations thereof.

The Secretary then presented an assignment, executed by _____ of all his subscription rights; and upon motion duly made and seconded, it was unanimously

RESOLVED, that the said assignment of subscription rights be and the same hereby is approved, and the liability thereof of the Assignee of such subscription rights, to wit, _____ be and the same is hereby accepted in lieu of the liability of the said

Thereupon the Secretary presented the resignation of _____ as Director of this Corporation. Upon motion duly made, seconded and carried, it was unanimously

RESOLVED, that the resignation of _____ as a Director of this Corporation be and the same is hereby accepted. _____ thereupon retired from the meeting.

Upon motion duly made, seconded and carried, it was unanimously

RESOLVED, that _____ be and is hereby elected as a Director of this Corporation in place and instead of _____ . Mr. _____ having been notified of his election entered the meeting and thereafter participated in the deliberations thereof.

The Secretary then presented an assignment, executed by _____ of all his subscription rights; and upon motion duly made and seconded, it was unanimously

RESOLVED, that the said assignment of subscription rights be and the same hereby is approved, and the liability thereof of the Assignee of such subscription rights, to wit, _____ be and the same is hereby accepted in lieu of the liability of the said _____

Thereupon the Secretary presented the resignation of _____ as Director of this Corporation. Upon motion duly made, seconded and carried, it was unanimously

RESOLVED, that the resignation of _____ as a Director of this Corporation be and the same is hereby accepted. _____ thereupon retired from the meeting.

Upon motion duly made, seconded and carried, it was unanimously

RESOLVED, that _____ be and is hereby elected as a Director of this Corporation in place and instead of _____. Mr. _____ having been notified of his election entered the meeting and thereafter participated in the deliberations thereof.

Upon motion duly made and seconded and by the affirmative vote of all present, it was

RESOLVED, that the Board of Directors be and they are hereby authorized to issue the unsubscribed capital stock of this Corporation to the aggregate amount of

at such times and in such amounts as shall be determined by the Board, and to accept in payment thereof cash, labor done, personal property, real property or leases thereof, or such other property as the Board of Directors may determine may be necessary for the business of the Company.

The Secretary then presented to the meeting a written proposal from _____ to this Corporation

Upon motion duly made and carried, the said proposal was ordered filed with the Secretary, and he was requested to spread the same at length upon the minutes; said proposal being as follows:

After discussion and consideration of the offer and by the unanimous vote of all the stockholders, the following preamble and resolution were adopted.

WHEREAS,

has offered to sell and transfer to this Corporation, upon certain terms and conditions as more fully appear in the proposition and offer which has just been read and spread upon the minutes,

in return for the issuance to him and/or his nominees of

shares of full paid and non-assessable shares of the capital stock of the said company, and

WHEREAS it appears that the said property is of the fair value of the amount of the consideration demanded therefor, and that it is to the best interests of the company to accept such offer,

NOW, THEREFORE, IT IS RESOLVED, that the said offer as set forth in the said proposition, be and the same hereby is approved, and it is recommended that the Board of

Directors of this Corporation accept the said proposition and the terms therein set forth, and cause the issuance of stock of the Corporation in payment for the property to be transferred to it pursuant to said offer.

Upon motion duly made and carried, the principal office of the Corporation was fixed at No.

in the City of

County of

State of

The foregoing minutes were then read, and on motion duly made and carried were approved as and for the minutes of the meeting.

There being no further business before the meeting the same was, on motion, duly adjourned.

Dated the

day of

193

Secretary

Chairman

ASSIGNMENT OF INCORPORATOR'S SUBSCRIPTION

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, in consideration of one dollar, the receipt whereof is acknowledged, and for other good and valuable considerations intending to be legally bound hereby, have sold, assigned, transferred and set over, and by these presents do sell, assign, transfer and set over, unto all my right, title and interest as an incorporator and a subscriber to the capital stock of

a corporation organized under the laws of to the extent of

shares of the stock of said company, and I request said company to issue the certificates for said stock to and in the name of said or his nominee.

WITNESS my hand and seal this

day of , 19

Witness:

(Seal)

ASSIGNMENT OF INCORPORATOR'S SUBSCRIPTION

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, in consideration of one dollar, the receipt whereof is acknowledged, and for other good and valuable considerations intending to be legally bound hereby, have sold, assigned, transferred and set over, and by these presents do sell, assign, transfer and set over, unto all my right, title and interest as an incorporator and a subscriber to the capital stock of

a corporation organized under the laws of
to the extent of

shares of the stock
of said company, and I request said company to issue the certificates for said stock to and in the name of said
or his nominee.

WITNESS my hand and seal this
day of , 19
Witness:

(Seal)

ASSIGNMENT OF INCORPORATOR'S SUBSCRIPTION

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, in consideration of one dollar, the receipt whereof is acknowledged, and for other good and valuable considerations intending to be legally bound hereby, have sold, assigned, transferred and set over, and by these presents do sell, assign, transfer and set over, unto all my right, title and interest as an incorporator and a subscriber to the capital stock of

a corporation organized under the laws of
to the extent of

shares of the stock
of said company, and I request said company to issue the certificates for said stock to and in the name of said or his nominee.

WITNESS my hand and seal this
day of , 19
Witness:

(Seal)

RATIFICATION OF FIRST MEETING OF INCORPORATORS
AND STOCKHOLDERS

We, the undersigned, being all the assignees
of the subscribers, and the stockholders, of

a corporation, do hereby ratify, approve and confirm all
that has occurred at the foregoing meeting, the minutes
of which we have read, and in signification of such
approval, ratification and confirmation, and of our assent
to any and all acts at said meeting, do hereby sign our names
and affix our seals, this day of 193

(SEAL)

(SEAL)

(SEAL)

BY-LAWS

Article I.

MEETING OF STOCKHOLDERS.

Sec. 1. ANNUAL MEETING. The annual meeting of Stockholders shall be held at the principal office of the Corporation, in the _____ of _____, on the _____ day of _____ of each year, at _____ o'clock in the _____ noon of that day. If the day so designated falls upon a Sunday or a legal holiday, then the meeting shall be held upon the first secular day thereafter. The Secretary shall serve personally, or by mail, a written notice thereof, addressed to each stockholder at his address as it appears on the stock book; but at any meeting at which all stockholders shall be present, or of which all stockholders not present have waived notice in writing, the giving of notice as above required may be dispensed with.

Sec. 2. QUORUM. The presence, in person or by proxy, of the holders of _____ of the outstanding stock entitled to vote shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn to some future time not less than nor more than _____ days later, and the Secretary shall thereupon give at least _____ days notice by mail to each stockholder entitled to vote who was absent from such meeting.

Sec. 3. SPECIAL MEETINGS. Special Meetings of Stockholders other than those regulated by statute, may be called at any time by a majority of the Directors. Notice of such meeting stating the purpose for which it is called shall be served personally or by mail, not less than days before the date set for such meeting. If mailed, it shall be directed to a stockholder at his address as it appears on the stock book; but at any meeting at which all stockholders shall be present, or of which stockholders not present have waived notice in writing, the giving of notice as above described may be dispensed with. The Board of Directors shall also, in like manner, call a special meeting of stockholders whenever so requested in writing by stockholders representing not less than of the capital stock of the company. No business other than that specified in the call for the meeting, shall be transacted at any meeting of the stockholders.

Sec. 4. VOTING. At all meetings of the Stockholders all questions, the manner of deciding which is not specifically regulated by statute, shall be determined by a vote of the Stockholders present in person or by proxy; provided, however, that any qualified voter may demand a stock vote, in which case each Stockholder present, in person or by proxy, shall be entitled to cast one vote for

each share of stock owned or represented by him. All voting shall be viva voce, except that a stock vote shall be ballot, each of which shall state the name of the Stockholder voting and the number of shares owned by him, and in addition, if such ballot be cast by proxy, the name of the proxy shall be stated. The casting of all votes at special meetings of stockholders shall be governed by the provisions of the Corporation Laws of this State.

Sec. 5. ORDER OF BUSINESS. The order of business at all meetings of the stockholders, shall be as follows:

1. Roll Call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Reports of Officers
5. Reports of Committees.
6. Election of Inspectors of Election.
7. Election of Directors.
8. Unfinished Business.
9. New Business.

Article II.

DIRECTORS.

Sec. 1. NUMBER. The affairs and business of this Corporation shall be managed by a Board of Directors, who be stockholders of record, and at least one of such Directors shall be a resident of the State of and a citizen of the United States.

Sec. 2. HOW ELECTED. At the annual meeting of Stockholders, the persons receiving of the votes cast shall be directors and shall constitute the Board of Directors for the ensuing year.

Sec. 3. TERM OF OFFICE. The term of office of each of the Directors shall be one year, and thereafter until his successor has been elected.

Sec. 4. DUTIES OF DIRECTORS. The Board of Directors shall have the control and general management of the affairs and business of the Company. Such Directors shall in all cases act as a Board, regularly convened, by a majority, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Company, as they may deem proper, not inconsistent with these By-Laws and the laws of the State of

Sec. 5. DIRECTORS' MEETINGS. Regular meetings of the Board of Directors shall be held immediately following

the annual meeting of the Stockholders, and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time, and shall be called by the President or the Secretary upon the written request of _____ directors.

Sec. 6. NOTICE OF MEETINGS. Notice of meetings, other than the regular annual meetings shall be given by service upon each Director in person, or by mailing to him at his last known post-office, at least _____ days before the date therein designated for such meeting, including that day of mailing, of a written or printed notice thereof specifying the time and place of such meeting, and the business to be brought before the meeting and no business other than that specified in such notice shall be transacted at any special meeting. At any meeting at which every member of the Board of Directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

Sec. 7. QUORUM. At any meeting of the Board of Directors, _____ of the Board shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a less number may adjourn the meeting to some future time, not more than _____ days later.

Sec. 8. VOTING. At all meetings of the Board of Directors, each Director is to have one vote, irrespective of the number of shares of stock that he may hold.

Sec. 9. VACANCIES. Vacancies in the Board occurring between annual meetings shall be filled for the unexpired portion of the term by a majority of the remaining Directors.

Sec. 10. REMOVAL OF DIRECTORS. Any one or more of the Directors may be removed either with or without cause, at any time by a vote of the stockholders holding of the stock, at any special meeting called for the purpose.

Article III.

OFFICERS.

Sec. 1. NUMBER. The officers of this Company shall be:-

1. President.
2. Vice-President.
3. Secretary.
4. Treasurer.
- 5.

Sec. 2. ELECTION. All officers of the Company shall be elected annually by the Board of Directors at its meeting held immediately after the meeting of stockholders, and shall hold office for the term of one year or until their successors are duly elected.

Sec. 3. DUTIES OF OFFICERS. The duties and powers of the officers of the Company shall be as follows:

PRESIDENT.

The President shall preside at all meetings of the Board of Directors and Stockholders.

He shall present at each annual meeting of the Stockholders and Directors a report of the condition of the business of the Company.

He shall cause to be called regular and special meetings of the Stockholders and Directors in accordance with these By-Laws.

He shall appoint and remove, employ and discharge,

and fix the compensation of all servants, agents, employees and clerks of the Corporation other than the duly appointed officers, subject to the approval of the Board of Directors.

He shall sign and make all contracts and agreements in the name of the Corporation.

He shall see that the books, reports, statements and certificates required by the statutes are properly kept, made and filed according to law.

He shall sign all certificates of stock, notes, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the Treasurer.

He shall enforce these By-Laws and perform all the duties incident to the position and office, and which are required by law.

VICE-PRESIDENT.

During the absence and inability of the President to render and perform his duties or exercise his powers, as set forth in these By-Laws or in the acts under which this Corporation is organized, the same shall be performed and exercised by the Vice-President; and when so acting, he shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President.

SECRETARY.

The Secretary shall keep the minutes of the meetings of the Board of Directors and of the Stockholders in appropriate books.

He shall give and serve all notices of the Corporation.

He shall be custodian of the records and of the seal, and affix the latter when required.

He shall keep the stock and transfer books in the manner prescribed by law, so as to show at all times the amount of capital stock, the manner and the time the same was paid in, the names of the owners thereof, alphabetically arranged, their respective places of residence, their post-office address, the number of shares owned by each, the time at which each person became such owner, and the amount paid thereon; and keep such stock and transfer books open daily during business hours at the office of the Corporation, subject to the inspection of any Stockholder of the Corporation, and permit such Stockholder to make extracts from said books to the extent and as prescribed by law.

He shall sign all certificates of stock.

He shall present to the Board of Directors at their stated meetings all communications addressed to him officially by the President or any officer or shareholder of the Corporation.

He shall attend to all correspondence and perform all the duties incident to the office of Secretary.

TREASURER.

The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such bank or banks, trust company or trust companies or safe deposit vaults as the Board of Directors may designate.

He shall sign, make, and endorse in the name of the Corporation, all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipt therefor, under the direction of the President or the Board of Directors.

He shall exhibit at all reasonable times his books and accounts to any director or stockholder of the Company upon application at the office of the Corporation during business hours.

He shall render a statement of the condition of the finances of the Corporation at each regular meeting of the Board of Directors, and at such other times as shall be required of him, and a full financial report at the annual meeting of the stockholders.

He shall keep at the office of the Corporation, correct books of account of all its business and transac-

tions and such other books of account as the Board of
Directors may require.

He shall do and perform all duties pertaining to
the office of Treasurer.

Sec. 4. BOND. The Treasurer shall, if required by the Board of Directors, give to the Company such security for the faithful discharge of his duties as the Board may direct.

Sec. 5. VACANCIES, HOW FILLED. All vacancies in any office, shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

Sec. 6. COMPENSATION OF OFFICERS. The officers shall receive such salary or compensation as may be determined by the Board of Directors.

Sec. 7. The Board of Directors may remove any officer, by a vote, at any time with or without cause.

Article IV.

Sec. 1. SEAL. The seal of the corporation shall be as follows:-

Article V.

CERTIFICATES OF STOCK.

Sec. 1. DESCRIPTION OF STOCK CERTIFICATES. The certificates of stock shall be numbered and registered in the order in which they are issued. They shall be bound in a book and shall be issued in consecutive order therefrom, and in the margin thereof shall be entered the name of the person owning the shares therein represented, with the number of shares and the date thereof. Such certificates shall exhibit the holder's name and the number of shares. They shall be signed by the President or Vice-President, and countersigned by the Secretary or Treasurer and sealed with the seal of the Corporation.

Sec. 2. TRANSFER OF STOCK. The stock of the corporation shall be assignable and transferable on the books of the Corporation only by the person in whose name it appears on said books, or his legal representatives. In case of transfer by attorney, the power of attorney, duly executed and acknowledged, shall be deposited with the Secretary. In all cases of transfer, the former certificate must be surrendered up and cancelled before a new certificate be issued. No transfer shall be made upon the books of the Corporation within ten days next preceding the annual meeting of the shareholders.

Article VI.

D I V I D E N D S .

Sec. 1. WHEN DECLARED. The Board of Directors shall by vote declare dividends from the surplus profits of the Corporation whenever, in their opinion, the condition of the Corporation's affairs will render it expedient for such dividends to be declared.

Article VII.

BILLS, NOTES, &c.

Sec. 1. HOW MADE. All bills payable, notes, checks or other negotiable instruments of the Corporation shall be made in the name of the Corporation, and shall be signed by the or and countersigned by the or . No officer or agent of the Corporation, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft or warrant or other negotiable instrument, or endorse the same in the name of the Corporation, or contract or cause to be contracted any debt or liability in the name or in behalf of the Corporation, except as herein expressly prescribed and provided.

Article VIII.

AMENDMENTS.

Sec. 1. HOW AMENDED. These By-Laws may be altered, amended, repealed or added to by an affirmative vote of the

stockholders representing _____ of the
whole capital stock, at an annual meeting or at a special
meeting called for that purpose, provided that a written
notice shall have been sent to each stockholder of record,
which notice shall state the alterations, amendments or
changes which are proposed to be made in such By-Laws. Only
such changes as have been specified in the notice shall be
made. If, however, all the stockholders shall be present at
any regular or special meeting, these By-Laws may be amended
by a unanimous vote, without any previous notice.

MINUTES of the First Meeting of the Board of
Directors, held at
No. _____, County of _____
City of _____, on the _____ day of
19 _____, at _____ o'clock in the _____ noon.

PRESENT:-

being all of the Directors of the Corporation.

Mr. _____ was nominated and
elected Temporary Chairman, and acted as such until relieved
by the President.

Mr. _____ was nominated and
elected Temporary Secretary, and acted as such until relieved
by the permanent Secretary.

The Chairman then requested the Secretary to read
the list of Directors of the Corporation, the list being
as follows:-

The Secretary then presented and read to the meeting a waiver of notice of meeting, subscribed by all of the Directors of the Corporation.

Upon motion duly made and carried, it was

RESOLVED, That the same be ordered on file and the Secretary be requested to cause the same to be spread at length upon the minutes.

WAIVER OF NOTICE OF FIRST MEETING OF DIRECTORS.

We, the undersigned, being all of the Directors
of

do hereby waive all notice of the First Meeting of the Board
of Directors of the said Corporation, and do consent that the

day of 193 , at o'clock in
the noon, be and the same hereby is fixed as the time,
and at No.

, City of

as the place for holding the same, and that all such business be
transacted thereat as may lawfully come before the meeting.

Dated, the day of 193 .

The Secretary then presented and read to the Meeting the minutes of the first Meeting of the Incorporators and Stockholders, and the same were, on motion duly made and carried, in all respects ratified, approved and confirmed.

The Secretary then presented and read to the Meeting the By-Laws adopted at said meeting of the Incorporators and Stockholders, and on motion duly made and carried, the same were in all respects ratified, confirmed and approved, as and for the By-Laws of the said Corporation.

The Chairman then stated that nominations for officers of the Corporation were in order, and the following nominations were made:

For President:	Mr.
For Vice-President:	Mr.
For Secretary:	Mr.
For Treasurer:	Mr.

Ballots were thereupon distributed and the Chairmar declared that the election of officers was in order.

An election was thereupon had by ballot, and the Chairman thereupon declared the following elected as officers of the Corporation:

President: Mr.

Secretary: Mr.

Vice-President: Mr.

Treasurer: Mr.

On motion duly made and carried, the salaries of the officers of the Company were fixed as follows:

The President and Secretary thereupon assumed their respective offices in the place and stead of the Temporary Chairman and the Temporary Secretary.

The President reported that the Incorporators had made arrangements with Esq., an attorney, for his services in organizing the Corporation and agreed to pay him the sum of

dollars, therefor, besides the disbursements in connection with the incorporation.

On motion duly made and carried, the retainer of counsel and the agreement as to payment of his fees were ratified, and the Treasurer was directed to pay the same.

On motion duly made and carried, the Bond of the Treasurer was fixed at dollars.

On motion duly made and carried, the Secretary was authorized and empowered to procure, at the expense of the Corporation, the necessary stationery, books, fixtures and office furniture.

A motion was duly made and carried that the Certificates of the Capital Stock of the Company be in the following form:

The following form was duly selected as and for the
Seal of the Corporation:

The following resolution was unanimously adopted:

RESOLVED, That the empowered be authorized,
and directed to open an account with

On motion duly made and seconded it was
RESOLVED, that the regular meeting of the Board of
Directors of this Corporation be held on the
day of each and every month, at the office of the
Company, at o'clock M.

On motion made and carried, the offer of
to transfer to the
Corporation

as contained in the minutes of the
first meeting of the Incorporators and Stockholders, was
taken up for consideration, and the following resolution was
on motion, unanimously adopted:

WHEREAS

has offered to assign and transfer to this Company,

, on terms stated in a written
proposal made to this Company and forming part of the minutes
of the first meeting of Incorporators and Stockholders, and

WHEREAS the Stockholders of this Company approved
the said proposal and recommended that the Board of Directors
accept the same, and

WHEREAS in the judgment of this Board of Directors,
the assets to be transferred to the Company are reasonably
worth the amount of the consideration demanded therefor, and
that it is to the best interests of this Company to accept
the said offer as set forth in said proposition.

NOW THEREFORE, IT IS RESOLVED that said offer, as set forth in said proposition, be and the same hereby is approved and accepted, and that in accordance with the terms thereof, this Company shall, as full payment for said property issue and deliver to said
or to his nominees, shares of the full paid and non-assessable capital stock of this corporation, and

FURTHER RESOLVED, that upon the delivery to this Company of said assets and the execution and delivery of such proper instruments as may be necessary to transfer and convey the same to this Company, the officers of this Company are authorized and directed to issue and deliver the shares of the capital stock of this Company to be issued and delivered in accordance with the said offer.

Upon motion duly made and carried, Messrs.

and

were duly elected as inspectors of election, to act as such at all meetings of the stockholders, until their successors be elected.

RATIFICATION OF FIRST MEETING OF
DIRECTORS.

We, the undersigned, being all the Directors of
a corporation, do hereby ratify, approve
and confirm all that has occurred at the foregoing meeting,
the minutes of which we have read, and in signification of
such approval, ratification and confirmation, and of our
assent to any and all acts at said meeting, do hereby sign
our names and affix our seals this day of

193

(SEAL)

(SEAL)

(SEAL)

MINUTES of the Annual Meeting of Stockholders held
at No.

, City of
County of and State of
on the day of 193 , at o'clock in
the noon.

The meeting was duly called to order by the
President, who stated the object of the meeting and requested
the election of a Chairman.

On motion duly made and carried the vote was taken
viva voce and Mr.
was duly declared elected Chairman of the Meeting.

The Secretary then reported that written notice
of this meeting had been mailed to each stockholder in accord-
ance with the by-laws.

A copy of such notice was presented and read, together
with an affidavit of the mailing thereof. Such affidavit and
notice were as follows:

NOTICE OF ANNUAL MEETING.

PLEASE TAKE NOTICE that the Annual Meeting of the
Stockholders of _____ for the
purpose of electing _____ Directors
and transacting such other business
as may properly come before the meeting, will be held on the _____
day of _____ 193 , at _____ o'clock in
the _____ noon, at the office of the Corporation, No.
_____ City of
_____ and State of _____

The transfer books will remain closed from the
day of _____ 193 , until the
day of _____ 193 .
Dated the _____ day of _____ 193 .

Secretary.

**AFFIDAVIT OF MAILING OF NOTICE
OF ANNUAL MEETING**

CITY OF
STATE OF

SS.:

Being duly sworn

according to law, deposes and says:

I am the Secretary of the
a corporation; that on the day of 193 ,
I personally deposited in a postoffice box in the
City of
County of State of
copies of the aforesaid notice, each enclosed in a securely
sealed post-paid wrapper, one of said notices addressed to
each person whose name appears on the annexed list, and to
their respective postoffice addresses, as therein set
forth.

Sworn to before me

this day
of 193 .

Secretary

Notary Public

Commission Expires

The Secretary reported that the list in said affidavit referred to, contained the names of all the stockholders of the corporation, and their postoffice addresses, as the same appear from the books of the corporation.

The Chairman then directed the Secretary to call the roll of Stockholders from the Stock Book of the Company:

The following stockholders were present in person;

NAME OF STOCKHOLDERS

NO. OF SHARES.

The following Stockholders were present by proxy:

NAMES OF STOCKHOLDERS.	PROXY.	NO. OF SHARES.
------------------------	--------	----------------

The Chairman then requested all proxies to be filed with the Secretary.

The Chairman then stated that a majority of the total number of shares of the Capital Stock of the Company issued was represented, and that the meeting is completely and ready to transact any business before it.

The Chairman then stated that the election of the Directors of the Corporation was now in order.

The following were nominated as Directors of the Company:

The Chairman then declared that Messrs.

and

had been appointed inspectors of Election for this meeting by the Board of Directors and that they subscribed and verified their oath of office as required by law and have entered upon the discharge of their duties and will receive the ballots of the stockholders.

On motion duly made and carried the oath of office of the Inspectors was ordered spread at length upon the minutes.

OATH OF INSPECTORS OF ELECTION.

OF

STATE OF

ss.:

COUNTY OF

We, the undersigned, being duly sworn, each for himself deposes and says, promises and agrees that he will faithfully, truly, honestly and well execute and perform the duties of Inspector of Election of the election of Directors, held at the meeting of the Stockholders of the

on the day of
, 193 , with strict impartiality and according to the best of his understanding, judgment, knowledge and ability

Severally sworn to before me

this day of , 193 .

Inspectors.

Each Stockholder was requested to place his vote on the ballot stating the number of shares he votes and signs his name on the ballot.

On motion duly made and carried the minutes of the last meeting of Stockholders were read and approved.

Thereupon the President and Treasurer of the Corporation made their reports.

Thereupon the Chairman declared the polls closed and the Inspectors of Election proceeded to canvass the vote.

On motion duly made and carried the meeting proceeded to consider other business until the Inspectors of Election were ready to report.

The following action was taken by the meeting:

The Inspectors of Election reported the following votes cast for Directors of the Corporation for the ensuing year.

NAMES.

NO. OF VOTES

The Chairman then declared the following gentlemen duly elected Directors of the Corporation.

There being no further business, the meeting was,
on motion, adjourned.

Dated the day of , 19 .

Secretary.

MINUTES of the meeting of Board of Directors held
at the office of the Corporation at
on the day of , 19 , at o'clock
in the noon.

The President of the Corporation called the meeting
to order.

The Secretary called the roll and the following
Directors were found present:

The Secretary reported that Notice of the time and
place of holding the meeting was given to each Director by
Mail in accordance with the By-Laws.

On motion duly made and carried, the notice was
ordered on file.

NOTICE OF MEETING OF BOARD OF DIRECTORS

PLEASE TAKE NOTICE that a meeting of
the Board of Directors of

will be held at the office of the
Company at

in the of on the day of
, 193 , o'clock in the noon,
for the purpose of transacting all such business as may
properly come before the same.

Dated the day of , 193 .

Secretary.

The President then stated that a quorum was present and the meeting was ready to transact business.

The minutes of the preceding meeting of the Board of Directors, held on the day of , 193 ,
was thereupon read and adopted.

The President presented his report.

On motion duly made and carried, the same was received and ordered on file.

The Secretary then presented his report.

On motion duly made and carried, the same was received and ordered on file.

The treasurer presented his report.

On motion duly made and carried, the same was received and ordered on file.

On motion duly made and carried, Messrs.

were appointed a Committee to audit the books of the Treasurer before the same are presented to the Stockholders.

On motion duly made and carried the meeting proceeded to the election of officers for the ensuing year.

The following officers were thereupon duly elected by ballot:

President:

Vice-President:

Secretary:

Treasurer:

On motion duly made and carried, the salary of the officers were fixed as follows:

Minutes of a Special Meeting of the Board of
Directors held at the office of the Corporation at No.
City of _____, County of _____
and State of _____ on the _____ day of
193 , at _____ o'clock in the _____ noon.

The President called the meeting to order and
directed the Secretary to call the roll of the Directors.

The following Directors answered present:

The President then stated that this meeting was
called especially at the request of _____ Directors
to consider the following business:

The Secretary then read the notice of meeting and stated that the same was sent to each and every director in accordance with the By-Laws.

On motion duly made and carried, the notice was ordered spread upon the minutes.

NOTICE OF SPECIAL MEETING OF BOARD OF DIRECTORS.

PLEASE TAKE NOTICE that a Special Meeting of the
Board of Directors of

will be held at the office of the Corporation at No.

, City of , County of
and State of on the day of
193 , at o'clock in the noon, for the purpose
of transacting the following business:

The following business was thereupon taken up and
transacted:

There being no further business the meeting ad-
journed.

Secretary.