Section 1. The authorized capital stock of this corporation shall be Five Hundred Thousand (\$500,000) Dollars, divided into Five Thousand (5,000) shares of the par value of One Hundred (\$100,00) Dollars, each of which Thirty-five Hundred (3500) shares shall be preferred stock and Fifteen Hundred (1500) shares shall be common stock.

Sec. 2. Preferred stock shall from earnings be hist paid dividends after two years from the date of issue until retirement at a rate not exceeding 8 per cent per annum, payable annually, and shall after payments of dividends of 8 per cent upon the common stock,

tion by their Articles or By-Laws.

ARTICLE V.

The highest amount of indebtedness The highest amount of indeptedness to which this corporation may at any time subject itself shall not exceed an amount equal to one-third (1-3) of its paid-up capital stock.

ARTICLE VI.

This corporation shall commence business on the 1st day of January, 1914, and shall terminate on the 31st day of December, 1964, and it shall be authorized to transact its corporate affairs when these Articles of Incorporation shall have been fully filed as required by law.

ARTICLE VII.

The effairs and business of this cor-

ARTICLE VII.

The affairs and business of this corporation shall be conducted by a board of five Directors and by the officers hereinafter provided for.

ARTICLE VIII.

Section 1. The following named persons, who shall hold office until their successors are elected, at the first regular annual meeting in January, 1915, shall constitute the first Board of Directors of the corporation: Frank E. Schlater, Edward Fitzgerald, James Fitzgerald, Henry R. Gering, and Samuel Orloff, and from their number the following named persons, who shall hold office until their successors are elected as hereinafter provided,

to each of the holders of common stock, at their addresses, as shown upon the records of the Corporation. Special meetings may be held in the City of Plattsmouth, Nebraska, or at such other places as may have been selected by the Board of Directors for the purpose of transacting business.

ARTICLES OF INCORPORATION
AND BY-LAWS

Schlater & Fitzgerald Company.

Known All Men by These Presents:
That we, the undersigned incorporation for state of Nebraska, in such cases made and provided, the record of the statutes of the State of Nebraska, in such cases made and provided, do hereby associate ourselves as a body politic and incorporation state of the purpose after mentioned.

ARTICLE II.

The name of the person voting, both person with the ware powers as the word "yes" if the ware your form any interest therein on the minutes of the meeting, and who shares owned and otoled for himself, or as provy for another, with the ware your form any interest therein shall have the same powers as the word "yes" if the word " stock of the corporation issued, present and voting; provided, however, that a majority of the common stock issued must be present either in person or by proxy. Any amendment or amendments so adopted shall thereafter be subscribed and acknowledged by the Board of directors and shall then be recorded and published as provided by law.

EDWARD FITZGERALD, FRANK E SCHLATER, JAMES A. FITZGERALD, HENRY R. GERING, SAMUEL ORLOFF.

stockholders may be called for that purpose in the manner provided in Section 2 of Article VIII of the Articles of Incorporation.

Sec. 4. No business other than that stated in or embraced within the call for any special meeting of the stockholders shall be transacted or considered at such meetings, except by the unanimous consent of all holders of common stock present thereat, either in person or by proxy.

Sec. 5. It shall be the duty of the incorporation.

common stock present thereat, either in person or by proxy.

Sec. 5. It shall be the duty of the President to call a special meeting of the stockholders whenever requested in writing so to do by the holders of two-fifths (2-5) of the common stock issued. If the President neglects for forty-eight hours after such request is made to call such special meeting of the stockholders, then the stockholders making such request may themselves call such special meeting in the manner provided in Section 3 of Article VIII of the Articles of Incorporation.

Sec. 6. No special meeting of the stockholders shall be called or held except as authorized by the laws of the State of Nebraska, the Articles of Incorporation or these By-Laws.

Incorporation or these By-Laws. Sec. 7. If the entire Board of Direct-E. Schlater, Edward Fitzgerald, James Fitzgerald. Henry R. Gering, and Samuel Orloff, and from their number the following named persons, who shall hold office until their successors are elected as hereinafter provided, shall constitute the officers of the corporation: President, Edward Fitzgerald; Vice President, Henry R. Gering: Secretary and Treasurer, Frank E. Schlater. ing: Secretary and Treasurer, Frank E. Schlater.

Sec. 2. The regular annual meeting of the stockholders shall be held on the second Tuesday of January of each year at the principal place of business in the City of Plattsmouth. Nebraska, at which meeting the Board of Directors shall be elected from their own number. The Board of Directors so elected shall hold office until their successors are elected at the next succeeding regular annual meeting. Vacancies occurring in the Board of Directors shall be filled as provided in the By-Laws.

Sec. 3. Special meetings of the stockholders for the purpose of transacting any business, stated or embraced within the call, may be held at any time upon the call of the President. Secretary, Board of Directors, of the holders of two-fifths (2-5) of the common stock, after giving fifteen (15) days' written notice thereof, by mail, to each of the holders of common stock, at their addresses, as shown upon the records of the Corporation. Special

a quorum for the purpose of transacting any business.
Sec. 10. At all annual meetings of the stockholders the following order of business shall be followed so far as consistent with the purpose of the meeting, unless such order of business is waived by majority vote, viz:

1. Reading of the minutes of the preceding meeting and action thereon.
2. Report of the President.
3. Report of the Treasurer.
4. Report of the Secretary.
5. Report of the committees.
6. Election of directors.
7. Unfinished business.
8. New business.

law.

In testimony whereof, we have hereunto set our hands this 20th day of December, 1913.

Executed in triplicate in the presence of EDWARD FITZGERALD, FRANK E. SCHLATER, JAMES A. FITZGERALD.

earnings be first paid dividends atter retriement in a tate not not exceeding. Speed the common stock, speed the common stock, per cent per annually, speed the common stock. Frank E SCHATER, and the speed the common stock. Frank E SCHATER, and the per common stock. Frank E SCHATER, and the speed of the schotland E SCHATER, and the speed of the schotland E SCHATER, and the speed of the schotland E SCHATER, and the y the Board of Directors or by action f the stockholders.

Sec. 4. The Treasuerr shall have the general custody of, and shall de-posit in the name of the corporation, all money and securities belonging to all money and securities belonging to the corporation, in such bank or banks, trust companies, and safe deposit vaults as may be selected by the Board of Directors; he shall sign all checks, drafts, notes or other instruments for the payment of money, or the delivery of securities of the corporation, which shall also be countersigned by the President, or by such other officer as the Board of Directors may designate; provided, however, that no payment of money of the corporation shall be made except by check as hereinbefore provided, and by check as hereinbefore provided, and provided further, that no check shall be drawn, signed and countersigned for the payment of any sums of mones of the comparation what the content of the content o for the payment of any sums of money of the corporation whatsoever, except upon the written order of the Secretary, countersigned by the Fresident, or upon the direction of the Board of Directors. The Treasurer shall keep such books of account, which may at all reasonable business hours be examined by any director or stockholder of the company, as the Board of Directors may direct, and shall make a report of the financial condition of report of the financial condition of he corporation to the stockholders at the corporation to the stockholders at each regular annual meeting, and to the President, or to the Board of Di-rectors, whenever requested by the President to do so; he shall, if re-quired by the Board of Directors at any time, give such bond to the cor-poration as the Board of Directors may require, and upon failure to do so within ten days thereafter, shall forfelt his right to the office of Treasurer, which shall thereupon become vacant and shall be filled as provided in Article V of the By-Laws. He shall erform such other duties as may be elegated to or required of him by the

Board of Directors, and shall perform all other duties incident to or usually devolving upon his office.

ARTICLE IV.

Voting and Elections.

Section 1. At all meetings of the stockholders, the right of voting shall depend and be governed by the transfer records of the corporation, and only such persons shall be entitled to vote who appear upon such transfer records as owners of the common stock of the corporation; provided, however, that the owner of common stock may give proxies to vote to any such meeting and provided and give provides to vote to any such meeting and provided and give provided to vote to any such meeting and provided and give provided to vote to any such meeting and provided and give provided to vote to any such meeting and provided and give provided to vote to any such meeting and provided to vote to the provided to however, that the owner of common stock may give proxies to vote to any such meeting, and provided, further, that no holder or owner of a share or shares of common stock in the cor-poration shall be entitled to vote at any election of directors, whose share of stock has been transferred on the records of the company within ten (10) days next preceding the date of such election.

one places a may have been selected, the port of the Secretary, the control of the control of the secretary, the control of the secretary, the control of the secretary, the secretary of the secretary of the secretary, the secretary of the secretary of

refusal or neglect to qualify, or other wise, shall be filled for the unexpire term only by the Board of Directors t its regular or special meting, by a najority vote of the remaining mem-ers thereof, provided, that the per-on or persons so elected shall be olders of the common stock of the

ARTICLE VI.

The seal of the corporation shall be circular in form with the words, "Schlater-Fitzgerald Company, of Plattsmouth, Nebr.," or the circumference, and the words "Corporate Seal" in the center.

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December following.

ARTICLE VIII.

Section 1. All certificates of stock shall be signed by the President or Vice President, and also by the Secretary, and shall be transferable on the hooks of the company in accordance with the provisions of the Articles of Incorporation.

Sec. 2. Any stockholder who is about to sell or dispose of any share or shares of stock must first notify the President in writing, of the price at which he intends to dispose of said share or shares, and offer to sell such share or shares to the Board of Directors at the same price. Upon receipt of such notification, it shall be the duty of the President to call a meeting of the Board of Directors and decide whether or not they will purchase said stock at such price. ck at such price. Sec. 3. All certificates of stock of corporation shall be attested by the corporation shall be accessed by the corporate seal. Sec. 4. Certificates of stock shall be numbered and registered in the book kept for that purpose in the order in which they are issued, and shall be

Subscriptions to the capital must be fully paid to the rer when the stock is issued ad, however, that when prop rights, live stock, machiners bols, and irrigation rights, me mandise, fixtures, stocks or bonds ther corporations, or services are old, assigned transferred or conveyed or rendered the corporation, as proded in Section 8 of Article II of the riticles of Incorporation, the Board of Inectors may ascertain the fair marticle rendered by a section of such proporation. Olrectors may ascertain the fair market or reasonable value of such proporty rights, live stock, machinery tools, and irrigation rights, merchandise, fixtures, stocks or bonds outher corporations, or services, as the case may be, and after so finding, if i finds that the same are useful to, for required by the corporation in it organization, or in the transaction of the business, it shall have power to its business, it shall have power to direct the issuance of certificates of stock in payment thereof, and any stock so issued shall be non-assessable and fully paid.

consecutively according to

Certificates of stock may be Sec. 6. Certificates of stock may be ansferred, sold, assigned or pledged and endorsement to the proper fect in writing on the back of the crifficates, and the delivery of such crifficates; provided that until notice such transfer is given to the Section of the ry of the corporation, by sur-lering the certificate of stock for ancellation, when a new certificate of took in lieu thereof shall be issued, as corporation may regard and treat a transferer as the owner thereof. Sec. 7. All surrendered certificates of ock shall be endorsed with the word anceiled" and with the date of canliation, by the Secretary, and she immediately pasted in the stook, opposite the memorandum

their issue.

Sec. S. Duplicate certificates of took may be issued when the originils have been lost or destroyed, proided the arplicant furnish an affidavit of ownership of the loss or destrucion and also a bond of indemnity atisfactory to the Board of Directors satisfactory to the Board of Directors, conditioned to protect the company against all loss or damage which may occur by reason of the issuance of the duplicate certificate of stock.

Sec. 9. The holders of the preferred stock shall not be entitled to voting powers in the meetings of the stock-holders of the corporation.

Sec. 10. Redemption of any or all Minutes of previous session read and the corporation. Redemption of any or all

pensation for their services as may from time to time be determined and fixed by the Board of Directors.

ARTICLE X.

Dividends shall be declared from the surplus or net profits of the business of the corporation, upon the directions of, and declaration of the same, he the Board of Directors, provided, such dividends are declared in conformity with Section 2 of Article II of the Articles of Incorporation, and provided further, that no dividend shall be declared or paid, which curtails or tends to curtail the effective operation of the busines of the corporation.

Walt Steinle to fertilize the lawn surrounding the Court House, for a consideration of \$49.00.

Bond of Melville D. Thomas, suditing accounts of county officers, approach the three householders appointed on January 8, 1914. W. T. Richardson, Wm. B. Porter and Lewis Crabtree, to view and report on the vacation of alley running east and west through wynard, and also for the vacation of a street running east and west on the Village of Mynard, Neb., reported favorably upon said vacation.

NOTICE OF ADMINISTRATION. In the County Court of Cass County,

In the County Court of Cass County, Nebraska.

In the Matter of the Estate of Jacob W. Vallery, Deceased:
All persons interested will take notice that there has been filed in the office of the County Court at Plattsmouth, Nebraska, a petition for the protate of the estate of Jacob W. Vallery, deceased, A hearing will be had upon said petition in said Court on the 24th day of January, 1914, at 2 oclock a. m., and that all objections to such petition will be heard at said time, and a suitable person appointed administrator to proceed with the settlement of said estate.

Witness the hand and seal of said Court at Plattsmouth, Nebraska, this 21st day of December, 1913. (Seal) ALLEN J. BEESON, County Judge.

D. O. DWYER, Attorney. 1-5-2wks LEGAL NOTICE. In the District Court of Cass County, Nebraska.

Frank A. Davis, Plaintiff,

Maggie E. Davis, Defendant.
To Maggie E. Davis;
Your are hereby notified that Frank
a. Davis, on the fifth day of August, A.
D., 1913, commenced an action for divorce against you, by filing his petition in the district court of Cass coun-ty. Nebraska, on the grounds of ex-reme crucity and deserction. You are required to answer said peti-tion on or before Monday, the second day of February, A. D. 1814. PRANK A. DAVIS, Plaintiff. J. E. DOUGLASS, Attorney. 12-22-4wks

NOTICE TO CONTRACTORS.

Sealed bids will be received at he office of the County Clerk, in his office at Plattsmouth, Cass County, Nebraska, up to 4 o'clock p. m. on Monday, February 16, 1914, for the erection and completion of a two-story brick jail J located on the court house

seen at the office of the County Clerk, Plattsmouth, Neb., or in power to the office of J. P. Guth, Architect, Omaha, Neb.

> A certified check of \$500.00 must accompany each bid. County Commissioners reserve the right to reject any or all bids.

D. C. MORGAN, County Clerk. Dated, Plattsmouth, Neb., January

COMMISSIONER'S

Sec. 10. Redemption of any or all shares of preferred stock of the corporation may be made by the Board of Directors, in the manner and at the time provided in Section 3 of Article II of the Articles of Incorporation.

The officers, directors, agents, clerks and employees of the corporation shall receive such salary or wages as compensation for their services as may from time to time be determined and fixed by the Board of Directors.

ARTICLE X.

Dividends shall be declared from the corporation of the corporation of \$40.00.

Bond of Melville D. Thomas, auditime accounts of county officers, ap-

the Village of Mynard, Neb., reported favorably upon said vacation.

On motion it is hereby ordered that said street and alley, as above described, be vacated. Motion carried and the same are hereby vacated. All costs in the above action to be paid by neithborer. to be paid by petitioner.

Bond of Dr. J. B. Hungate, as County
Physician, approved.

Bond of Z. W. Shrader, road overseer, itoad District No. 9, approved.

The following unclaimed witness
fees were reported by the Clerk of the

notice, provided that three Directors shall affirmatively vote for such proposed amendment, or they may be amended or repealed by the stockholders at their annual meeting or at any special meeting called for that purpose by the affirmative vote of a majority of the stock.

Approved:

Approved:

EDWARD FITZGERALD, FRANK E. SCHLATER, LAMES A. FITZGERALD, JAMES A. FITZGERALD, Miles A. Fitz, Salary and mileage.

Children Cry for Fletcher's

The Kind You Have Always Bought, and which has been in use for over 30 years, has borne the signature of Cat H. Hetcher. Allow no one to deceive you in this, Imitations and "Just-as-good" are but and has been made under his per-Experiments that trille with and endanger the health of Infants and Children-Experience against Experiment.

What is CASTORIA

Castoria is a harmless substitute for Castor Oil, Paregoric, Drops and Soothing Syrups. It is pleasant. It contains neither Opium, Morphine nor other Narcotic substance. Its age is its guarantee. It destroys Worms and allays Peverishness. For more than thirty years it has been in constant use for the relief of Constipation, Flatulency, Wind Colic, all Teething Troubles and Diarrhosa. It regulates the Stomach and Bowels, assimilates the Food, giving healthy and natural sleep. The Children's Panacea-The Mother's Friend.

GENUINE CASTORIA ALWAYS

Bears the Signature of

The Kind You Have Always Bought In Use For Over 30 Years

F. Vallery, bridge work \$ 16.80 A certified check for \$500.60 must pe-

Plattsmonth, Neb., Jun. 21, 1814.
Roard met pursuant to adjournment.
Present, C. E. Heebner, Julius A. Pitz
and C. E. Jordan, County Commissioners, D. C. Morgan, County Clerk.
Minutes of previous session read and Minutes of previous session read and Fricke, Verna Leonard and Bar-pproved, when the following business Fricke, Verna Leonard and Bar-

h. H. Lyman, same 4.75
L. Clements, same 1.75
R. Upton, same 75
The following claims were allowed on the Road fund: Walter Green, blacksmith work, Road District No. 10 . \$ 1.40 A Nutsman, road work.

D. C. MORGAN, County Clerk Plattsmouth, Neb., Jan. 22, 1914.
Board met as per adjournment, with all members present; they remained in session awaiting the coming of the state engineer to explain plans and specifications prepared for bridges.
Board adjourned to meet Priday.
January 22, 1914.
D. C. MORGAN, County Clerk.

Plattsmouth, Neb., Jan. 23, 1914. Plattsmouth, Neb., Jan. 27, 1914.
Board met pursuant to adjournment,
Present, C. E. Hewbner, Julius A. Pita
and C. R. Jordan, County Commissioners, D. C. Morgan, County Clerk.
The following business was fransacted in regular form:
Plans and specifications for bridges
prepared by the state engineers were
adopted and County Cierk instructed
to call for bids for wood and steel
bridges, and concrete work, such as
arches, wings and abatments, for the
year 1914, in Cass county, Nebraska.
Plans and specifications now on file
in the office of the County Clerk at
Plattsmouth, Nebraska. Plattsmouth, Nebraska.

All bids to be filed up to 12 o'clock noon on Saturday, February 2sth, 1914, and bids to be opened on Tuesday.

Mard, 2d, 1914. Hoard of County Commissioners re-serve the right to reject any and all bids, and in letting contract reserve the right to let same in whole or in

C. F. Vailery, bridge work...\$ 16.80
Richey Bres, bridge lumber... 157.15
Application received from Deputy
County Clerk Frank J. Libershall for
appointment of County Clerk to fill
yacancy. Moved by C. R. Jordan and
seconded by Pitz, we proceed to haliot for County Clerk to fill vacancy.
Motion carried. Result of fullot:
Frank J. Libershall unanimous
choice, and was therefore declared
appointed County Clerk for the unexpired term.
County Judge reported he had approved bond of Frank J. Libershall.
County Clerk.
Board adjourned to meet Wednesday, January 31, 1814.

D. C. MORGAN, County Clerk.

Board adjourned to meet Wednesday, January 31, 1814.

D. C. MORGAN, County Clerk.

Enard adjourned to meet Tuesday,
February J. 1914.

E. C. MORGAN, County Clerk.

E. C. MORGAN, County Clerk.

To Celebrate Birthday.

This morning Misses Dora 1-15-9t

1-1 i to a most delightful time with their 1.75 friend in celebrating the happy

> Mrs. Herman Beck and Mrs. 4.50 George Fitzpatrick and daughter, Board adjourned to meet Thursday, Miss Lola, of Murray, were pas-Burlington train for Omaha, where they go to spend the day.

> > You may need an

AUCTIONEER

and we want to inform you that dates can be made at this office for

the Weeping Water Auctione.s

Careful Attention to Public Sales Rates are Reasonable

Bulletin of Winter Travel Specialties

DENVER-Western Stock Show, January 19th to 24th, 1914. Special rates from East and North of Denver. Denver makes this a gala week for the stockmen of the Western

WINTER TOURIST RATES in effect daily, with lower homeseekers fares first and third Tuesday of each month. Present indications are that the number of Northern visitors during the Winter of 1913-14, to the South, will be the greatest in the history of the Southland.

PERSONALLY CONDUCTED PARTIES TO CALIFORNIA seven each week-via Denver, Scenic Colorado, Salt Lake, in through tourist sleepers. Burlington special conductors are men especially selected to look after your comfort enroute.

I can secure you very handsome, illustrated publication Southern or California Railroads and hotels, if you desire to "Low Rates South." "California Tourist Parties." "Pa-Coast Tours." Let me help you plantany tour you have in mi

W. C. CLEMENT, Ticket Agen. L. W. WAKELEY, General Passenger Agent, Omaha, Nebr