THURSDAY, JANUARY 29, 1914.

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION AND BY-LAWS of Schlater & Fitzgerald Company. Mown All Men by These Presents: That we, the undersigned incorporation ors, pursuant to the Statutes of the State of Nebraska, in such cases made and provided, do hereby associate our-selves as a body politic and incorpor-tate, in the manner and for the pur-poses hereinafter mentioned. ARTICLE I The name of this corporation shall be "Schlater & Fitzgerald" Company. METICLE II Section 1. The authorized capital stock of this corporation shall be Five Hundred Thousand (5500) shares shall be preferred stock and Fifteen Hundred (1500) shares shall be com-mon stock. Sec. 2. Preferred stock shall from ARTICLE XII.

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<text><text><text><text><text><text><text><text><text><text><text><text><text><text><text><text><text><text><text><text><text><text> issued. If the President neglects for forty-eight hours after such request is making such request may themselves call such special meeting of the stockholders, then the stockholders making such request may themselves call such special meeting in the man-ner provided in Section 3 of Article VIII of the Articles of Incorporation. Sec. 6. No special meeting of the except as authorized by the Laws of the State of Nebraska, the Articles of Incorporation or these By-Laws. Sec. 7. If the entire Board of Direct-ors shall have died or resigned, any stockholder may call a special meetings, in the manner provided for the unexpired term may be elected at such special meetings, in the manner provided for their election directors for the unexpired term may be elected at such special meetings, in the manner provided for their election at annual meetings of the stock-be alson the President of the corpora-tion shall preside, and in the event of his absence the Vice President of the corporation shall preside, and if both be absent the stockholders shall elect a president pro tempore, who shall preside over such meeting, and who shall have the same powers as the President in presiding at the meeting. Sec. 9. At all meetings of the stockholders the owners of a majority of the common stock of the corpora-tion issued, present either in person or the any time, give such bond to the cor-porth poration as the Board of Directors at lect require, and upon failure to do so within ten days thereafter, shall show urer, which shall thereupon become he vacant and shall be filled as provided in Article V of the By-Laws. He shall be declared to dividends are declared in conformity with Section 2 of Article H of the Articles of Incorporation, and provided further, that no dividend shall be declared or birectors, pro-vided, such dividends are declared in conformity with Section 2 of Article H of the Articles of Incorporation, and provided further, that no dividend shall be declared or birectors, pro-vided further, that no dividend shall be declared or birectors, and shall perform all other duties incident to or usually ARTICLE IV.

PLATTSMOUTH SEMI-WEEKLY JOURNAL.

number, a chairman pro tempore, who shall preside at that meeting, attest the minutes of the meeting, and wito shall have the same powers as the chairman in presiding at the meeting, and wito Sec. 5. The Board of Directors may adopt such rules and regulations for the conduct of their meetings, and may adopt such rules and regulations for the conduct of their meetings, and may adopt such rules and regulations for the conduct of their meetings, and may adopt such rules and regulations for the conduct of their meetings, and may adopt such rules and regulations for the conduct of their meetings, and may adopt such rules and regulations for the contracts or agreements, for the proper management and conduct of the affairs of the corporation as they may consider proper, beneficial or necessary, provided they are not in consistent or in conflict with the Articles of Incorporation, these By-taws or the Laws of the State of Ne-braska. Sec. 6. At all meetings of the Board of Lirectors, three members thereof the President of the corporation difference. Sec. 6. At all meetings of the Board of Lirectors, three members thereof the president shall meetings of the Board of Lirectors, three members thereof the President of the corporation as they may consider proper, beneficial or the manner provided by Section 1 of Article IV of these By-Laws, excepting the President of the corporation as they the manner provided by Section 1 of the President of the corporation as they the manner provided by Section 1 of the President of the corporation as they the manner provided by Section 1 of the President of the corporation as they the manner provided by Section 1 of the President of the corporation as they the manner provided by Section 1 of the President of the corporation as they the president of the corporation as they the manner provided by Section 1 of the president of the corporation as they the manner provided by Section 1 of the president of the corporation as they the manner provided by Section 1 of the president of the corpora

braska. Sec. 6. At all meetings of the Board of Directors, three members thereof situite a quorum, for the transaction members of the Board shall have died of any business, unless two or more members of the Board shall have died or resigned, in which event the remain-ing members thereof shall constitute a quorum. Sec. 7. The Board of Directors shall, at their first meeting following their election by the stockholders, elect one of the Board, and he shall hold office until the next succeeding regular an-nual meeting of the stockholders. ARTICLE III Section 2. Sect

ARTICLES VI. Corporate Scal. The seal of the corporation shall be circular in form with the words, "Schlater-Fitzgerald Company, of Plattsmouth, Nebr.," or the circumfer-ence, and the words "Corporate Scal" in the conter. In the conter.

In the center, ARTICLE VII. The fiscal year of the corporation shall begin on the first day of Jan-uary 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 Sec-retary, and shall be transferable on the books of the company in accord-ance 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

Insume consecutively accounting to number.
 Sec. 5. Subscriptions to the capital stock must be fully paid to the treasurer when the stock is issued, provided, however, that when property rights, live stock, machinery, tools, and irrigation rights, merchandise, fixtures, stocks or bonds of other corporations, or services are sold, assigned, transferred or conveyed to or rendered the corporation, as provided in Section 8 of Article II of the Articles of Incorporation, the Board of Directors may ascertain the fair market or reasonable value of such property rights, live stock, machinery.

you are required to answer shift petition on or before the 3th day of March, 1914, or said petition will be taken as true and a decree rendered

In the Matter of the Estate of Jacob W. Vallery, Decensed. Notice is hereby given to the credit-ors of said deceased that hearings will be had upon claims filed against said estate, before me. County Judge of Cass County, Nebraska, at the County Court room in Plattsmouth, in said County, on the 28th day of March, 1914, and on the 28th day of August, 1914, at 10 o'clock a m., each day for examination, adjustment and allowance. Howance.

All claims must be filed in said court on or before said last hour of

Witness my hand and seal of said County Court, at Plattsmouth, Ne-braska, this 28th day of January, 1914. (Seal) ALLEN J. BEESON, County Judge.

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NOTICE TO CONTRACTORS.

Sealed bids will be received at the office of the County Clerk, in the President in writing, of the price the onder of the County, Cass at which he intends to dispose of said hare or shares, and offer to sell such share or shares to the Board of Directors 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 took at such price. whether or not they will purchase said took at such price. See, 3. All certificates of stock of the corporation shall be attested by its 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 issued consecutively according to number.

Clerk, Plattsmouth, Neb., or in

the right to reject any or all bids. WARNING TO THOSE

Children Cry for Fletcher's

CASTOR

The Kind You Have Always Bought, and which has been in use for over 30 years, has borne the signature of

and has been made under his per-Charff Hitcher! sonal supervision since its infancy. Allow no one to deceive you in this.

All Counterfeits, Imitations and "Just-as-good " are but Experiments that trifle 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 Narcotie substance. Its age is its guarantee. It destroys Worms and allays Feverishness. For more than thirty years it has been in constant use for the relief of Constipation, Flatulency, Wind Colic, all Teething Troubles and Diarrhoa. It regulates the Stomach and Bowels, assimilates the Food, giving healthy and natural sleep. The Children's Panacea-The Mother's Friend.



PAGE 3

successors are elected, at the first reg-ular 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, shall constitute the officers of the cor-poration: President, Edward Fitz-gerald: Vice President, Henry R. Ger-ing; Secretary and Treasurer, Frank E. Schlater. Schlater.

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 meetst succeeding regular annual meet-g. Vacancies occurring in the Board Directors shall be filled as provided ing.

ing. 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 trans-acting any business, stated or em-braced within the call, may be held at any time upon the call of the Presi-dent. Secretary, Board of Directors, or 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 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 pur-pose of transacting business. ARTICLE IX. The Board of Directors shall, as soon as convenient, after their election, meet and elect, from their own num-ber as officers of the corporation, a President, a Vice President, a Sec-retary, a Treasurer, who shall hold office until their successors are elected. Vacancies occurring among the officers

retary, a Treasurer, who shall hold office until their successors are elected. Vacancies occurring among the officers shall be filled as provided in the By-Laws. The office of Secretary and Treasurer may be held by one person. ARTICLE X. The shares of stock of said corpora-tion shall be transferable on the books of the corporation, in accordance with such rules and regulations as may be

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tion issued, present either in person or proxy, shall be necessary to constitute a quorum for the purpose of transact-

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:

Reading of the minutes of the preceding meeting and action thereon.
Report of the President.
Report of the Secretary.
Report of the committees.
Election of directors.
New business. ARTICLE IV. Voting and Elections. Section 1. At all meetings of the stockholders, the right of voting shall depend and be governed by the trans-fer 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 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

8. New business. ARTICLE II. Meetings of the Board of Directors. next preceding the date of such Section 1. All meetings of the Board Directors, both regular and special, all be held at the office of the comelection. Sec. 2. At the meeting of the stock-holders, the election of directors shall be by ballot, and a majority of all votes cast shall be necessary for an election. shall be pany, in the City of Plattsmouth, Ne

stock may be issued when the origin-als have been lost or destroyed, pro-vided the applicant furnish an affidavit of ownership of the loss or destruc-tion and also a bond of indemnity, 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 dualicate certificate of stock. Sec. 2. The holders of the preferred stock shall not be entitled to voting powers in the meetings of the stock-holders of the corperation. Sec. 10. Redemption of any or all shares of preferred stock of the cor-poration 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. METICLE IX. The officers, directors, agents, clerks and employees of the corporation shall receive such salarr or wages as com-

and employees of the corporation shall receive such salary or wages as com-bonsation 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

regulate your bowels and tone up "cut out" the habit of using the 🐨 all druggists. H. E. Bucklen & Co., Philadelphia or St. Louis.

These By-Laws may be amended any Directors meeting by the affir ative vote of three directors, provid

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

Directors.

"Clean Up the Bowels and Keep Them Clean" There are many remedies to be

An Ideal Woman's Laxative.

had for constipation, but the difficulty is to procure one that acts without violence. A remedy that does not perform 6 C by force what should be accomplished by persua-sion is Dr. Miles' 南橋 Laxative Tablets. - 900 After using them, -Mr. N. A. Waddell, 315 Washington St., Waco, Tex., says:

troubled with constipution, and have tried many remedies, all of which seemed to cause pain without giving much relief. I finally tried Dr. Miles' Laxative Tablets and found them excellent. Their action is pleasant and mild, and their chocolate taste makes them easy to take. I am more than glad to recommend them."

"Clean up the bowels and keep them clean," is the advice of all physicians, because they realize the danger resulting from habitual constipation. Do not delay too long. but begin proper curative measures. Dr. Miles' Laxative Tablets are a new remedy for this old complaint, and a great improvement over the cathartics you have been using in the past. They taste like candy and work like a charm. A triai will convince you.

Dr. Miles' Laxative Tablets are sold by all druggists, at 25 cents a box containing 25 doses. If not found satisfactory after trial, return the box to your druggist and he will return your money. 12 MILES MEDICAL CO., Elkhart, Ind.

O. Sandin, D. V. M., better than Dr. King's New Life leave the buildings free from + manently located in Platts-Pills for all bowel troubles They molestation and destruction. - month. Calls answered act gently and naturally on the Those who have been doing this + day or night. Phone 255. stomach and liver, stimulate and mischief will take a warning and + Office 606 Main.

the entire system. Price 25c, At building material for firewood.

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protect himself in the matter by not allowing anyone to use the + Who wants to take salts, or pond if they cannot regard the + graduate of the Kansas City castor oil, when there is nothing rights of the property owner and 💠 Veterinary College, is per-

