

ARTICLES OF INCORPORATION AND BY-LAWS

Schlater & Fitzgerald Company.

Known All Men by These Presents: That we, the undersigned incorporators...

The name of this corporation shall be Schlater & Fitzgerald Company...

Section 1. The authorized capital stock of this corporation shall be Five Hundred Thousand (\$500,000) Dollars...

Sec. 2. Preferred stock shall from earnings be first paid dividends after two years from the date of issue until retirement at a rate of five percent per annum...

Sec. 3. The Board of Directors, may at its option, redeem any and all shares of preferred stock at any time after five years from the date of issue...

Sec. 4. The holders of preferred stock shall not be entitled to any voting power in the corporation...

Sec. 5. The stock of this corporation shall be in the City of Plattsmouth, Nebraska...

Sec. 6. The general nature of the business of this corporation shall be breeding, raising, buying and selling of live stock...

Sec. 7. The highest amount of indebtedness to which this corporation may at any time be subject shall not exceed an amount equal to one-third (1/3) of its paid-up capital stock...

Sec. 8. The affairs and business of this corporation shall be conducted by a board of five Directors...

Sec. 9. The regular annual meeting of the stockholders shall be held on the second Tuesday of January of each year...

Sec. 10. Special meetings of the stockholders for the purpose of transacting any business, stated or un-stated, may be called by the President...

Sec. 11. The Board of Directors shall, as soon as convenient, after their election, meet and elect, from their own number, as officers of the corporation, a President, a Vice President, a Secretary and a Treasurer...

Sec. 12. The shares of stock of said corporation shall be transferable on the books of the corporation, in accordance with such rules and regulations as may be adopted by the Board of Directors...

Sec. 13. The Board of Directors shall, as soon as convenient, after their election, meet and elect, from their own number, as officers of the corporation, a President, a Vice President, a Secretary and a Treasurer...

Sec. 14. The Board of Directors shall, as soon as convenient, after their election, meet and elect, from their own number, as officers of the corporation, a President, a Vice President, a Secretary and a Treasurer...

Sec. 15. The Board of Directors shall, as soon as convenient, after their election, meet and elect, from their own number, as officers of the corporation, a President, a Vice President, a Secretary and a Treasurer...

ARTICLE XII.

These Articles of Incorporation may be amended at any regular annual meeting of the stockholders, called for that purpose after due notice, provided that such proposed amendments be first approved by three-fifths (3/5) vote of the entire Board of Directors...

Sec. 7. The Board of Directors shall, at its first meeting following their election by the stockholders, elect one of their own number as Chairman of the Board...

Sec. 8. The President of the corporation shall preside at and call all meetings of the corporation and shall be ex officio a member of all committees...

Sec. 9. The Vice President shall, in the absence or incapacity of the President, perform the duties of that office...

Sec. 10. The Secretary shall record and sign the minutes of all meetings of the stockholders, and of the Board of Directors...

Sec. 11. The Treasurer shall have the general custody of, and shall deposit in the name of the corporation, all money and securities belonging to the corporation...

Sec. 12. The Board of Directors shall, at its first meeting following their election by the stockholders, elect one of their own number as Chairman of the Board...

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Sec. 16. The Treasurer shall have the general custody of, and shall deposit in the name of the corporation, all money and securities belonging to the corporation...

Sec. 17. The Board of Directors shall, at its first meeting following their election by the stockholders, elect one of their own number as Chairman of the Board...

Sec. 18. The President of the corporation shall preside at and call all meetings of the corporation and shall be ex officio a member of all committees...

Sec. 19. The Vice President shall, in the absence or incapacity of the President, perform the duties of that office...

number, a chairman pro tempore, who shall preside at that meeting, attest the minutes of that meeting, and each shall have the same powers as the chairman in presiding at that meeting...

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name of the person voting, both personally and proxy, the number of shares owned and voted for himself, himself, or as proxy for another, with the word "yes" if the vote be in the affirmative, and "no" if in the negative...

Sec. 6. At all meetings of the stockholders, the Board of Directors shall appoint two inspectors of election...

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thereof, and from any interest therein or lien thereon and to satisfy and cancel the following described mortgage appearing of record against said land...

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