

by simple endorsement or otherwise, and may be in such form as to the directors of the Company may seem fit, and for assuring payment of any such sums and interest, the Company may thereby hypothecate their real estate or any part thereof, and in such case the registration in the proper registry office of such bond, debenture, or other security, if not passed before notaries, shall create the hypothec thereby purporting to be created.

May hypothecate their property.

Meetings and manner of voting thereat.

Proviso.

12. At all meetings of the Company, every shareholder not being in arrear in respect of any instalment called for, shall be entitled to as many votes as he, she, or they, hold shares in the stock of the Company, and which shares shall have been held in his, her, or their names, at least one month prior to the time of voting, and no shareholder being in arrear shall be entitled to vote; and all votes may be given in person or by proxy provided always, the proxy is held by a shareholder, and in conformity with the by-laws.

Board of directors, how elected and qualification of a director.

Directors to elect a President

Vacancies.

13. The affairs of the Company shall be administered by a board of not less than three and not more than seven directors, being severally holders of at least ten shares of stock, who shall be elected at the first general meeting; and thereafter at each annual meeting of the Company, to hold office until their successors are appointed, and who (if otherwise qualified) may always be re-elected: three of such directors, until otherwise provided by the by-laws, shall be a quorum; and such directors shall, as soon as may be, elect one of their number to be president; and if any vacancies shall at any time, occur in the office of president or director, the remaining directors may fill the vacancy until the next annual meeting of the Company; the president shall have a vote as director at all meetings of the board, and in case of a tie shall have the casting vote likewise; but no director shall vote by proxy, unless otherwise provided by the by-laws, and a failure to elect directors shall not dissolve the corporation, but all proper acts by the said directors shall be valid and binding as against the Company, until their successors shall be elected; and an election may be had at any general meeting of the Company called for the purpose as prescribed by the by-laws.

Powers of the Board to make by-laws for certain purposes.

14. The board of directors shall have full power in all things to administer the affairs of the Company, and to make or cause to be made, any purchase and any contract not contrary to law; to adopt a common seal, and to alter the same at pleasure; from time to time, to make any and all by-laws (not contrary to law,) regulating the issue and registration of certificates of stock, the calling