

Upon the said company being incorporated and a resolution passed by the directors as above mentioned, the said George Gooderham, Edward Gurney and Emilius Jarvis shall assign the said several subscriptions or agreements to the said company.

And it is hereby agreed that the company shall be incorporated and its stock and bond issues arranged, and the other affairs of the company settled in the following general manner, subject to such changes as may be found expedient and be agreed to by a majority of two-thirds in value of the subscribers hereto present, in person or by proxy, at any meeting called by notice to each subscriber, mailed to his address, or supposed address, at least five days before the time appointed for such meeting.

The capital stock of said company to be one million five hundred thousand dollars, of which a sufficient number of fully paid up shares (not exceeding ten shares to each one) are to be issued to persons named as directors of the company prior to the first meeting of shareholders, to enable such persons to qualify as such directors.

The purchase of the land and erection of a hotel thereon and furnishing thereof, and other expenses and outlays which may be requisite to be made in promoting and carrying out the said enterprise, to be provided for by the issue of mortgage bonds of the company so to be formed, the same to be payable in twenty years, with interest at such rates as may be fixed by the directors, and to be secured by a mortgage or mortgages to trustees of the real and personal property (including future earnings and avails) of the said company, or such parts thereof as the directors may determine, and to be further secured by transfer to trustees of the subscription and agreement of each subscriber hereto to make the annual payments therein mentioned, the amount of bonds so to be issued to be such as may be necessary to provide or produce sufficient funds for the purposes aforesaid, the moneys provided by such annual payments to be applied (after paying thereout the fees and expenses of the said trustees) firstly, in paying the interest of the said bonds, if and so far as the net income of the company may be insufficient therefor, and then any surplus thereof in taking up or paying off such bonds to such amount or extent as may be practicable to be selected by lot.

If the directors of the company find it expedient, they may divide the issue of the said bonds into two or more classes or series, with such priorities as they may deem advisable, and with such separation of the said securities and appropriation thereof or of the separate parts or items thereof, to such classes or series of bonds respectively, all of which classes or series, if created, shall be together included in the expression "original mortgage debt" hereinafter.

For each payment made by each subscriber hereto, his or their executors and administrators or successors and assigns, there shall be issued to him or them shares of the capital stock of the company to an amount equivalent to such payment, which payment shall be treated as a payment for such stock, and in full of all liability thereon.

In consideration (besides the payments herein mentioned) of the subscribers waiving any claim to dividend in capital stock,