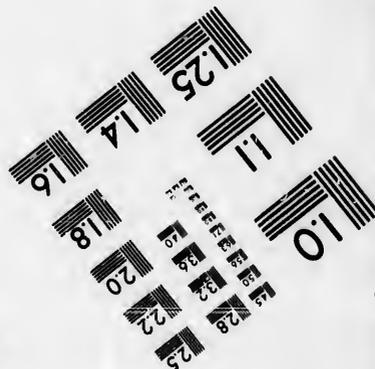
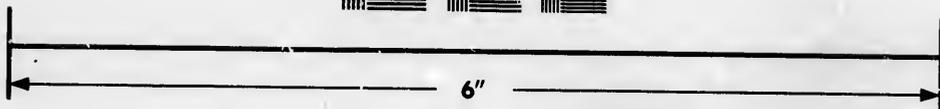
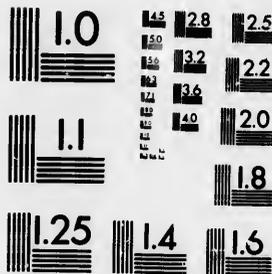


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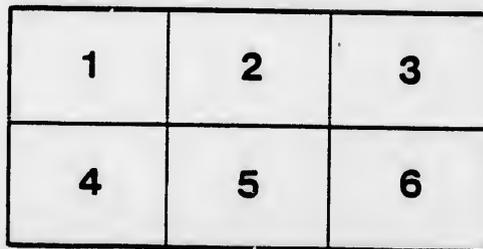
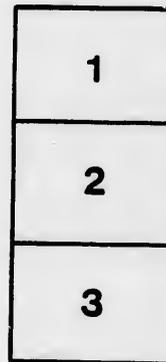
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COPY OF PART II, OF CHAPTER 98, OF THE CONSOLIDATED STATUTES OF NEW BRUNSWICK, PROVIDING FOR INCORPORATION OF JOINT STOCK COMPANIES, UNDER WHICH THIS COMPANY IS INCORPORATED.

INCORPORATION BY MEMORANDUM OF ASSOCIATION.

8. Five or more persons associated together for any purpose within the legislative jurisdiction of the Legislature of New Brunswick (save and except for the construction or running of railways, or for the business of insurance, or for the management of trades' unions, friendly societies, building societies, or other associations of like character] may, by subscribing their names to a Memorandum of Association, form themselves into an Incorporated Company, with a subscribed capital of not less than five thousand dollars; provided always, that no such Memorandum shall be filed under Part Second of this Chapter until, upon the fiat of the Attorney General indorsed thereon to the effect that in his opinion no objection exists to the incorporation of the proposed Company, an Order in Council is obtained permitting such Memorandum to be filed; but nothing in this Section shall be taken to interfere with Companies heretofore incorporated.

9. The Memorandum of Association shall specify the name of the proposed Company, the object, and the Capital Stock thereof, and the number of Shares into which the stock is proposed to be divided, with the amount of each share, and the Town or place within the Province in which its office or principal place of business is to be established.

10. The Memorandum of Association shall be in the form following, or as near thereto as circumstances will admit of, viz:—

*Memorandum of Association of the Saint Mary's Mill Company.*

- 1st. The name of the Company is "The Saint Mary's Mill Company."
- 2nd. The nominal capital of the Company is \$100,000, to be divided into 2000 shares of fifty dollars each.
- 3rd. The office or principal place of business is to be at \_\_\_\_\_, in the County of York.
- 4th. The object of the Company is the manufacture of lumber of all kinds, and flour, with such other things as are incident to the attainment of that object.

We, the several persons whose names are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectfully agree to take the number of shares in the capital of the Company set opposite our respective names :--

Names.	No. of Shares.
John Smith, of Fredericton, in the County of York,	2
Peter Jones, of Sheffield, in the County of Sunbury,	5
Joseph Brown, of Stanley, in the County of York,	6
Simon Robinson, of Northampton, in County of York,	4
David Johnson, of Norton, in the County of King's,	6

Dated the \_\_\_\_\_ day of \_\_\_\_\_, A. D. 18 ..

11. The Memorandum of Association shall be filed in the Office of the Provincial Secretary, who may grant a certificate thereof in the form following, or as near as circumstances will admit of :--

These are to certify that [*here insert names and addresses of members*] have this day filed in my Office a Memorandum of Association for the incorporation of a Company to be styled [*here insert name of Company*], for the purpose of [*here state the object*], with a capital of \_\_\_\_\_ to be divided into shares of \_\_\_\_\_ dollars each, and stating that the Office or

principal place of business of the said Company will be established at \_\_\_\_\_ in the County of \_\_\_\_\_ .—Dated at Fredericton the \_\_\_\_\_ day of \_\_\_\_\_ , A. D. 18 \_\_\_\_\_ .

J. J. F., *Provincial Secretary.*

The Provincial Secretary shall give notice in the Royal Gazette of the granting of such certificate, with the terms thereof.

12. Upon the granting such certificate, and the publication thereof in the Royal Gazette, the persons mentioned in the said Memorandum of Association shall be deemed to be a body corporate and politic by the name and style of \_\_\_\_\_ for the purposes therein specified, and for such purpose shall have all the powers made incident to a Corporation by any Act of Assembly.

13. After the granting of the said certificate, the subscribers to the Memorandum of Association, or a majority thereof, may call a meeting of the Corporation for the purpose of organizing the Corporation, giving at least ten days notice of the time and place of such meeting in a newspaper published in the County where the office or principal place of business is situate, or if no newspaper be published therein, then in the Royal Gazette.

14. Unless fifteen per centum of the proposed capital stock be paid in for the purposes of the Company within two years from the publication of the notice in the Royal Gazette of the filing of the Memorandum of Association, and a certificate of such payment signed and verified by the oath of the Directors or a majority of them, before a Justice of the Peace, shall be filed in the Office of the Provincial Secretary, the existence of the Corporation shall terminate.

15. In case the Directors or a majority of them do not reside within the Province, the oath required by the last preceding Section may be made and taken before any of the persons or authorities duly authorized by the Laws of this Province to take the acknowledgment of deeds, or to take an affidavit to be used in

any Court or legal proceedings in this Province ; and the certificate by the said Section required may be filed at any time within six months after the payment of the said fifteen per centum therein mentioned.

16. The stockholders shall be personally liable for all debts contracted by the said Corporation before the said fifteen per centum of stock shall be paid in and the certificate thereof filed as hereinbefore required, and the transferor of stock shall notwithstanding any transfer of stock be liable as a stockholder under this Section, and in the cases above provided, for all debts contracted up to the date of the transfer, provided proceedings are commenced for such liabilities within six months after transfer ; but nothing herein last mentioned shall prevent the transferee from being also liable therefor as a stockholder.

17. Every stockholder in any Corporation established under Part Second of this Chapter, or under Chapter 28 of twenty-fifth Victoria, intituled *An Act relating to Corporations*, or any amendment thereof, shall, to the extent of the stock held by him, be liable for every call or assessment made for the purpose of enabling the Company to pay its debts and carry on its operations, which may be sued for and recovered in any Court of competent jurisdiction : The capital stock held by any shareholder in any such Company at the time of making any call or assessment thereon, shall be liable to the payment thereof ; and in case of non-payment of such call or assessment at the time when the same shall be made payable, the Directors are authorized to order a sale to be made of so many of the said shares as they may think necessary for the payment thereof, with interest and expences ; such sale shall be made at auction, upon not less than thirty days notice by the President in some newspaper published in the County of the place of business of such Corporation, and in case no newspaper be published in such County, then in the Royal Gazette : and the stock shall be transferred by the President and

Secretary to the purchaser, who shall thereupon be entitled to a new certificate thereof; and the proceeds of such sale shall be applied towards paying the amount of such call or assessment, with interest, and the costs, charges and expenses of such notice, sale and transfer, and the residue (if any) to the former owner.

18. The joint stock and property of the Corporation shall be alone responsible for the debts and engagements of the Company, except as provided by the sixteenth Section.

19. The existence of the Corporation may be proved by the production of the Royal Gazette containing the notice of the filing of the Memorandum of Association, or the Certificate of the Provincial Secretary.

20. A fee of fourteen dollars shall be paid to the Provincial Secretary for filing the Memorandum of Association and granting and publishing the certificate, and a fee of sixteen dollars for filing the certificate of payment.

21. Any number of stockholders who may be owners of one quarter of the capital stock of any such Company, may call a general meeting of the stockholders for the purpose of taking into consideration the propriety of dissolving the said Company, giving at least three months notice in the Royal Gazette, and any newspaper published in the County where the place of business of such Company is established, of the time and place of such meeting, with the object thereof; and if at such meeting it is determined to dissolve the said Company, the stockholders are hereby empowered to take the necessary legal means to effect that object; the Directors then in office shall take immediate, and effectual measures for closing all the concerns of the Corporation, and for paying the debts, and disposing of the property, and dividing the capital and property, which may remain, among the stockholders, in proportion to their respective interests.

PART III.—INCREASE OF CAPITAL BY MEMORANDUM.

22. Any Company incorporated under and by virtue of Part Sec-

end of this Chapter, or said Chapter 28 of twenty-fifth Victoria, may increase the capital stock of such Company, and the number of Shares into which the stock may be divided, by filing in the Office of the Provincial Secretary a memorandum of increase of capital stock of the said Company, signed by the President and Secretary, and under the corporate seal of the said Company.

23. The memorandum of increase of capital stock of the said Company shall be in form following, or as near thereto as circumstances will admit of, viz :

*Memorandum of increase of Capital Stock of the* \_\_\_\_\_ *Company.*

- (1) The \_\_\_\_\_ Company was, by memorandum of association and certificate thereof, and publication of such certificate in the Royal Gazette, bearing date the \_\_\_\_\_ day of \_\_\_\_\_, A. D. \_\_\_\_\_, duly incorporated under twenty-fifty Victoria, Chapter 28, (or as the case may be.)
- (2) The nominal capital of the Company therein named at \$ \_\_\_\_\_, and divided into \_\_\_\_\_ shares of \$ \_\_\_\_\_ each, to be increased to \$ \_\_\_\_\_ by the addition of the further capital stock of \$ \_\_\_\_\_, such additional capital to be divided into \_\_\_\_\_ shares of \$ \_\_\_\_\_ each,
- (3) The said Company is desirous of increasing the capital stock of the said Company to the amount above named.—

Dated the \_\_\_\_\_ day of \_\_\_\_\_, A. D. 18 \_\_\_\_\_  
A. B., *President.*  
C. D., *Secretary.* [L. S.]

24. The Provincial Secretary may grant a Certificate of such increased capital stock, as near as may be in the form following, or as near as circumstances will admit of:—

These are to certify that the \_\_\_\_\_ Company, incorporated by Certificate in the Royal Gazette of \_\_\_\_\_, has this day filed in my Office a memorandum of increase of capital stock

of the said Company, to the full amount of \$ \_\_\_\_\_, being an increase in the capital stock of \$ \_\_\_\_\_, such increased capital stock to be divided into \_\_\_\_\_ shares of \$ \_\_\_\_\_ each.

Dated at Fredericton, the \_\_\_\_\_ day of \_\_\_\_\_, A. D. 18 \_\_\_\_\_.

J. J. E., *Provincial Secretary.*

25. The Provincial Secretary shall give notice in the Royal Gazette of the granting of the Certificate mentioned in the last preceding Section, with the terms thereof.

26. Upon granting such last mentioned certificate, and the publication thereof in the Royal Gazette, the said Company shall have power so to increase its capital stock.

27. The fees on filing the memorandum and for granting and publishing the certificate under Part III. of this Chapter, shall be the same as specified in Part II. of this Chapter.

28. All provisions of Part II. of this Chapter referring to liability of stockholders for calls and the transfer of stock, and to the liability of the joint stock and property of the Corporation for debts and engagements of the said Corporation, shall have full force and effect with reference to the additional capital stock issued under Part III. of this Chapter, as if such increased capital stock had been taken and subscribed at the formation of said Corporation.

GOVERNMENT NOTICE.

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*Under Chapter 98 of the Consolidated Statutes.*

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These are to Certify, that John H. Parks, of Portland, in the City and County of St. John, William J. Parks, of Portland, in the City and County of St. John, E. B. Ketchum, of Portland, in the City and County of St. John, A. Everett, of the City of Saint John, in the Province of New Brunswick; Geo. Copeland & Co., of the City of New York, and Barry, Thayer & Co., of the City of Boston, in the United States, have filed in the office of the Provincial Secretary, a Memorandum of Association, for the incorporation of a company to be styled "Wm. Parks & Son Limited." The object of the Company is the manufacture of Cotton Goods of all kinds, with such other things as are incident to the attainment of that object, with a capital of Two Hundred Thousand Dollars, to be divided into Eight Thousand Shares, of Twenty-five Dollars each; and stating that the office or principal place of business is to be at the City of Portland, in the City and County of Saint John.

Dated the 29th day of July, A. D., 1884.

(Signed) DAVID McLELLAN,  
Provincial Secretary.

The above Memorandum of Association, is filed by order in Council, of date the 29th day of July, A. D., 1884.

(Signed) DAVID McLELLAN.

WM. PARKS & SON, (LIMITED).

*Incorporated under Chapter 98 of the Consolidated Statutes of the Province of New Brunswick.*

The undersigned Directors of Wm. Parks & Son, (Limited), a Company incorporated under Chapter 98 of the Consolidated Statutes of the Province of New Brunswick, with a Capital Stock of Two Hundred Thousand Dollars, (\$200,000) and being a majority of the Directors of the said Company, hereby certify that upwards of fifteen per cent. of the said Capital Stock,—that is to say, One Hundred and Ninety Thousand Dollars has been paid in for the purposes of the Company; and that the said amount has been so paid in by means of Real Estate, consisting of the New Brunswick Cotton Mills, in the City of Portland, in the City and County of Saint John, and other assets of the firm of Wm. Parks & Son, which have been transferred to the said Company in accordance with the Bye-Laws of the said Company.

Dated this Twenty-first day of October, A. D., 1884.

JOHN H. PARKS,	} Directors of
THOS. MACLELLAN,	
E. B. KETCHUM,	
WM. J. PARKS,	
THOS. McAVITY, JR.	
	Wm. Parks & Son,
	[Limited.]

I, R. Chipman Skinner, of the City of St. John, in the City and County of St. John, Esquire, Alderman of the said City, and one of Her Majesty's Justices of the Peace, in and for the said City and County of Saint John, hereby certify that on the Twenty-First day of October, A. D. 1884, at the said City of Saint John, before me personally came and appeared the above named John H. Parks, Thos. Maclellan, E. B. Ketchum, Wm. J. Parks and Thos. McAvity, Jr. And being by me duly sworn, made oath and said that the statements contained in the within and foregoing certificate are true.

R. CHIPMAN SKINNER.

*Alderman and Justice of the Peace for the City and County of Saint John.*

BYE-LAWS  
OF  
WM. PARKS & SON, LIMITED.

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**Annual Meetings.** 1. The First Annual Meeting of the Company shall be held on the Third Tuesday in February, A. D., 1885, and subsequently in each year. The Annual Meeting shall be held on the Third Tuesday in February, at such hour as the Directors may appoint, and at the office of the Company. The office for conducting the general affairs of the Company shall be located in the City of Portland.

**Officers.** 2. The Officers of the Company shall be Seven Directors (of whom one shall be President), a Treasurer and Secretary. The Directors shall be chosen by ballot by the Stockholders at the first meeting, and at each Annual Meeting. The President shall be chosen by the Board of Directors, from among their number at their first meeting, after their election or at any adjourned meeting thereof. The Treasurer and Secretary shall be appointed by the Board of Directors and shall hold office during their pleasure. The office of Treasurer and Secretary may be held by the same person. The Directors shall have the power to fill any vacancies occurring among the Board of Directors of the Company, and the Directors so elected by them, shall hold office until the next Annual Meeting, or until others are chosen and accept in their stead.

3. The President shall preside at all meetings of the Company, and of the Directors, but in event of his absence, resignation or inability to attend, a Chairman *pro tempore* may be appointed. Duty of President.

4. The Treasurer shall have the custody of all valuable papers, and documents of the Company, subject at all times to the inspection and control of the Directors. He shall make his cash deposits in such chartered bank as the Directors may appoint, as the money is received, and his bank account shall be kept in the name of the Company, and all cheques shall be signed by the President or two Directors, and countersigned by the Treasurer. He shall sign receipts and acknowledgments for all moneys and other property of the Company that may come into his hands. He shall also render a full and particular statement of his Cash account, accompanied with vouchers at every Annual Meeting of the Company, and quarterly, or as often as the Directors may require for the Board of Directors, showing the condition of the Company's financial affairs and a similar account at any regular meeting of the Stockholders. Duty of Treasurer.

He shall perform all other duties appertaining to the office of Treasurer. He shall give such security as the Directors may from time to time require.

5. The Secretary shall keep a record of the doings and proceedings of the Company, and of the Directors at their meetings. He shall record in the Transfer Book of the Company, all transfers of Stock, and shall cancel and carefully preserve the Certificates of all stock transferred. He shall conduct the correspondence, keep a complete list of the Stockholders, and transact such other business of the Company as the Directors may require, and all such books, papers, &c., shall be the property of the Company. In the event of his absence or inability to attend, a Secretary *pro tempore* may be chosen. Duty of Secretary.

**Seal.** 6. The Corporate Seal of the Company shall be a circle bearing the name of the Company, and the year 1861, of which seal the Treasurer shall have the custody.

**Directors' Meeting.** 7. The Directors shall have the general supervision and control of the affairs of the Company. They shall without special notice meet regularly at the office of the Company once a month, on a day to be fixed from time to time by the Board, and they may hold special meetings as they deem needful, of which the Secretary shall give each Director notice by mail, prepaid. The Secretary shall notify meetings of the Directors upon the request of any two of them. At all meetings of the Board, three shall form a quorum. The Directors may appoint such agents managers or superintendents as they deem best, and may make arrangements for the compensation of the Treasurer or any other officer or person employed as they shall deem right.

**Stock of the Company.** 8. The Stock of the Company shall be allotted to and among John H. Parks, of the City of Portland, in the County of Saint John, lately carrying on business under the name of Wm. Parks & Son, and his creditors in manner following, and subject to the following conditions, that is to say: In consideration of the said John H. Parks assigning to the Company his interest in the "New Brunswick Cotton Mills," property in Portland, and the manufactured and unmanufactured Cotton Goods, on hand and the machinery and plant connected with the said Mills, and also the right of dower of the wife of the said John H. Parks, in said Cotton Mills property there shall be allotted to the said John H. Parks, or as he may direct, Two Thousand Shares of the Capital Stock in the Company. The remaining Shares shall be allotted to and among such of the Creditors of the said John H. Parks, as shall agree to take the same in satisfaction of their claims against the said John H. Parks, and they shall severally be entitled to as many Shares as shall at their par value equal

the amount of their claim. In case there shall remain any shares undisposed of after the said John H. Parks and his Creditors shall have received the number to which they are entitled, they shall be at the disposal of the Directors.

9. In case any creditor of the said John H. Parks shall within three months from the first day of October, A. D., 1884, and within one month after being requested so to do, decline or neglect to accept paid up Stock to the amount of his claim, and in satisfaction thereof, then such Stock shall be issued to the said John H. Parks, or to such person as he may request.

Creditors  
refusing  
or  
neglecting  
to take  
Stock.

10. Certificates of Stock in the form hereinafter provided for shall issue to the several Shareholders, and the Stock allotted to and taken by the said John H. Parks and his Creditors shall be deemed to be fully paid up Stock and not subject to further assessment.

Certifi-  
cates of  
Stock paid  
up.

11. The Shares allotted to and taken by the several Creditors of the said John H. Parks, shall be issued and taken subject to the following conditions, that is to say: In case the said John H. Parks shall at any time within five (5) years from the first day of January, A. D., 1885, desire to purchase the same or any part thereof, he shall be entitled to an assignment of the same, on tender or payment to the holder or holders thereof, of the par value thereof, with interest thereon, at the rate of six per cent, per annum, from the date of the original Certificate, thereof, less any dividends that may have been paid thereon, and on such payment or tender, the holder or holders of such Shares, shall be bound to assign the same to the said John H. Parks, and surrender their Certificates,

Conditions  
on  
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Shares are  
Issued.

12. The Shares shall only be assigned by executing a transfer in the books of the Company, and surrender of the Certificates for cancellation, and new Certificates shall issue to the Assignee.

Transfer of  
Shares.





such assessment, signed by the President, specifying the time when the same is payable, shall be given at least twenty (20) days before the time of payment, [such notice may either be given personally or by publishing the same in some one or more of the public newspapers, published in the City of Saint John. In case the assessment shall not be paid at the time specified in such notice, the Directors may declare the Shares assessed forfeited and the same may be sold at public auction and the holder shall be liable to pay the difference between the net proceeds of such sale and the amount of such assessment.

**Special Meetings.**

17. Special Meetings of the Company may be ordered by the Directors as often as they shall deem fit, and they shall also call Special Meetings of the Company upon the written application of persons owning one quarter of the issued Shares of said Company. All such meetings shall be held at the office of the Company, and the Secretary shall give notice of every annual or Special meeting by depositing a written or printed notice thereof, two weeks before each meeting in the Post Office, prepaid to the address of each Stock holder, according to the Stock records of the date of call, and by publication, at least two insertions of the same for two weeks, at least in a daily newspaper, printed in Saint John. The circular notice for any special meeting shall state the object or objects for which this meeting is called. The Secretary shall record the date on which he so deposits, and publishes such notice in the record book of the Company, and such record shall be conclusive evidence of the fact. At any such meeting seven Stockholders shall constitute a quorum for the transaction of business, and such meetings may from time to time be adjourned without further notice. Stockholders may at an annual or special meeting vote by proxy, appointed in writing under their hand, and held by a Shareholder not being a salaried officer of the Company, provided that no such proxy shall be valid for a longer term than three (3) years from the date there-

of, and each share shall count one vote. The Directors shall cause to be made out each year, an account up to the thirty-first of December, showing all the receipts and expenditures of the Company for the year ending that day, the value of balances, buildings, Machinery, plant, land and other property of the Company at that time, on hand, and the probable cost of the works at that time undertaken, or preposed to be undertaken immediately, and their report shall be read at the Annual Meeting of the Company and shall be accompanied by the report of two auditors appointed by the Shareholders at the previous Annual Meeting, or at a Special Meeting.

Yearly  
Statement

18. The Bye-Laws of the Company may be altered at any Annual Meeting or at any special meeting, in a call for which notice is given that an alteration or amendment of the Bye-Laws will be proposed, but it shall not be necessary in such notice to state the particulars of such amendment, other than specifying the number of the section proposed to be altered or amended.

Alteration  
of  
Bye-Laws.

19. The Transfer books shall be closed for ten (10) days immediately before and inclusive of the day of the Annual Meeting and the Secretary shall give notice thereof in the advertisement calling such meeting.

