

WHAT CERTIFICATE SHALL SET FORTH

Section.5.- The certificate of incorporation shall set forth :

1°.-The name of the corporation, which name shall contain one of the words "association", "company", "corporation", "club", "incorporated", "society," "union" or "syndicate" and shall be such as to distinguish it from any other corporation engaged in the same business , or promoting or carrying on the same objects or purposes in this State.

2°.- The name of the city or town, county or place within the county⁷ in which its principle office or place of business is to be located, in this state and the name of its resident agent.

3°.-The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on.

4°.-The amount of the total authorized capital stock of the corporation , which shall not be less than two thousand dollars, the number of shares into which the same is divided and the par value of each share ; the amount of capital stock with which it will commence business which shall not be less than one thousand dollars ; and if there be more than one class of stock created by the certificate of incorporation, a description of the different classes with the terms on which the respective classes of stock are created. Provided however, that the provisions of this paragraph shall not apply to corporations not for profit, for which it is desired to have no capital stock; in case any such corporation desires to have no capital stock it shall be so stated, and the conditions of membership shall also be stated.

5°.- The names and places of residence of each of the original subscribers to the capital stock, or if there be no stock, of the original corporators.

.- Whether or not the corporation is to have perpetual existence, if not the time when its existence is to commence and the time when its existence is to cease.

7°.- Whether the private property of the stockholders shall be subject to the payment of corporate debts, and if so, to what extent.

8°.- The certificate of incorporation may also contain any provision which the incorporators may chose to insert for the regulation of the business and for the conduct of the affairs of the corporation, and any provision creating, defining, limiting and regulating the powers of the corporation, the directors and the stockholders, or any classes of the stockholders, provided, such provisions are not contrary to the laws of this State.

CERTIFICATES, HOW SIGNED, SEALED AND ACKNOWLEDGED

Section 6.- The certificate shall be signed and sealed by each of the original subscribers to the capital stock, or if there be no capital stock by each of the original corporators, and shall be acknowledged before any officer authorized by the laws of this State to take acknowledgments of deeds, to be the act and deed of signers, respectively, and that the facts therein stated are truly set forth; said certificate shall be filed in the office of the Secretary of State, who shall furnish a certified copy of the same under his hand and seal of office, and said certified copy shall be recorded in the office of the recorder of deeds of the county where the principal office is to be located in this State, in a book to be kept for that purpose; said certificate or a copy thereof duly certified by the Secretary of State, accompanied with the certificate of the recorder of the county wherein the same is recorded under his hand and the seal of his office stating that it has been recorded, the record of the same in the office of the Recorder aforesaid, or a copy

of said record duly certified by the recorder aforesaid , shall be evidence in all courts of law and equity in this State.

WHEN CORPORATE EXISTENCE BEGINS

Section 7.- Upon making the certificate of incorporation and causing the same to be filed and a certified copy thereof recorded as aforesaid , and paying the license tax therefor to the Secretary of State , the persons so associating , their successors and assigns, shall from date of such filing be and constitute a body corporate, by the name set forth in said certificate, subject to dissolution as in this Act elsewhere provided.

Section 8.- Until the Directors are elected, the signers of the certificate of incorporation shall have the direction of the affairs and of the organisation of the corporation and may take such steps as are proper to obtain the necessary subscriptions to stock and to perfect the organization of the corporation.

BY-LAWS, HOW MADE

Section 12.- The power to make and alter by-laws shall be in the stockholders, but any corporation may, in the certificate of incorporation , confer that power upon the directors . By laws made by the Directors under power so conferred may be altered or repealed by the directors or stockholders.