

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

Of The

AMERICAN FREEHOLD-LAND MORTGAGE

COMPANY OF LONDON

LIMITED.

(Inc. June 4, 1879.)

Companies Acts, 1862 and 1867.

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION.

Of The
American Freehold-Land Mortgage Company
Of London,
Limited.

- 1st. The name of the Company is, "The American Free-hold-Land Mortgage Company of London, Limited."
- 2nd. The registered office of the Company is to be situate in England.
- 3rd. The objects for which the Company is established are :--
- (a) The investment or advancement of money on loan on the security by first mortgage of, or first charges, or liens on lands, hereditaments, ^{and} real or heritable estate of all and any description and tenures, situated in the United States of America, either with or without collateral or other security, and either by original loan, or by the acquisition of, or advances upon, existing first mortgage charges or liens.
 - (b) The selling and disposing of the mortgages and securities above mentioned, either with or without the guarantee of the ~~above~~ company for the payment of the principal or interest thereof, or any part thereof.
 - (c) The receiving of money on deposit, and the borrowing of money for the purposes of such investment, and the issuing to the lenders of such money, of bonds, debentures, deposit notes or receipts, or other securities of the Company, either based upon all or any of the mortgages or securities of the company or otherwise, and transferable or otherwise; the mortgaging, allocating, setting apart or depositing any of the said mortgages or securities of the

Company, either with or without constituting special trusts of the same for the purposes of such borrowing; and the redemption and re-purchase of such mortgage bonds, debentures and securities.

(d) The exercise of all the powers of mortgagees, including the power of acquiring the absolute ownership or power of disposition over the mortgaged premises, and the improvement thereof for purposes of sale, mortgage, or other disposition.

(e) The effecting for its own account, or for that of other parties all operations of exchange.

(f) The acting as agents, or otherwise, for the investment, payment transfer, or collection of money, coupons or other pecuniary interests.

(g) The undertaking, either alone, or in conjunction with other parties, loans to any state, county, municipality railway company, or other public or private association, but not the investing therein; the tendering for such loans for account of other parties and the negotiation of loans upon commission.

(h) The making and carrying out any arrangement for uniting or amalgamating, either in all or in part, the business of the Company with that of any other company, corporation, firm or individual engaged in carrying on any business of a nature similar to that of any of those of the Company, and for purchasing any such business.

(i) The establishing and regulating agencies for carrying out the objects hereinbefore mentioned.

(j) The doing of such other things both at home and abroad including the obtaining of any corporate, executive or administrative power, as may be incidental, to or expedient for the carrying out of the objects hereinbefore mentioned or any of them.

4th. The liability of the members is limited.

5th. The Nominal capital of the Company is £ 1,000,000,

divided into 200,000 shares of £ 5 each, with power to increase

as provided by the Articles of Association, and with such preference, priority or privilege as may be, by Special Resolution of the Company, determined.

: The Capital was
: subdivided into
: shares of £ 5.
: each by a
: special Reso-
: lution of 26th
: October
: 16th November
: 1887.
:
: ::::::::::::::

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital Stock of the Company set opposite our respective Names.

Names, Addresses, and Description of Subscribers.		Number of Shares taken by each Subscriber.
CHARLES ALBERT LA TROBE, Civil Engineer, of Earl's Court Lodge, South Kensington, in the County of Middlesex.	: : : : :	One
GEORGE SIMONDS, Sculptor, of 152, Buckingham Palace Road, in the County of Middlesex.	: : : : :	One
ERNEST AUGUSTUS DUNDAS WIDDRINGTON, of St. Stephen's Chambers, Telegraph Street, Middlesex, Stockbroker.	: : : : :	One
WILLIAM CHASE PRESCOTT, Gentleman (no occupation), 116, Buckingham Palace Road, in the County of Middlesex.	: : : : : : : : : :	One
EDWARD SCHUBERT, Additer and Accountant, 32, St. Swithin's Lane, London E.C.2	: : : : : : :	One
WILLIAM HUGH COCHRANE, 27, Norfolk Road, Regents Park, in the County of Middlesex, Gentleman.	: : : : :	One
EDMUND SHIRLEY PARKER, 25, Gibson Square, N., Solicitors Clerk.	: : : : : : :	One

Dated the Thirty-first day of May, 1879.

Witness to the above Signatures

✓
J. Richard Nixon,

75, Cornhill, E.C.

Solicitors Clerk.

(LIMITED COMPANY)

Articles of Association.

Of The

American Freehold-Land Mortgage

Company of London.

LIMITED.

It is agreed as follows:---

Section I.

Constitution, Etc.

1. The regulations contained in the table marked A, in the first schedule to the Companies Act, 1862, shall not apply to this Company, which shall be governed by the following Regulations.

2. The office of the Company shall be in the City of London or at such other place in London or Middlesex as the Directors may from time to time appoint.

Section II.

Shares and Calls.

3. Every person who has accepted any share in this Company, and whose name is entered in the register of Members, and no other person, shall be deemed to be a Member.

4. The Company may from time to time, make such calls, upon the Members, in respect of all monies unpaid on their shares, as they think fit, not exceeding £ 1 per share at one time, and at intervals of not less than three months, twenty day's notice at the least being given of each call; and each member shall be liable to pay the amount of calls so made, to the persons and at the times and places appointed by the Company.

5. A Call shall be deemed to have been made at the time when the resolution authorizing such Call was passed.

6. If before, or on the day appointed for payment, any member do not pay the amount of any Call to which he is liable such member shall be liable to pay interest for the same, at the rate of £ 5 per cent. per annum from the day appointed for the payment thereof to the time of actual payment; and he shall not be entitled to interest on the Calls paid, while any Call is overdue and unpaid.

7. The Company may, if they think fit, receive from any of the members willing to advance the same, all or any part of the monies due upon their respective shares, beyond the sums actually called for; and upon the monies so paid in advance, or so much thereof as from time to time exceeds the amount of the Calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the member paying such sums in advance and the Company shall agree upon.

8. If several persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividend payable in respect of such share.

9. Every member shall be entitled to a certificate, under the Common seal of the Company, specifying the share or shares held by him and the amount paid ^{up} thereon; and if such certificate be worn or lost, it may be renewed, if the Board think fit, on the payment of 1s.

10. The Register of Members shall be open for the inspection of Shareholders every lawful day between the hours of twelve and two o'clock.

Section III.

Transmission of Shares.

11. The executors or administrators of a deceased member shall be the only persons recognised by the Company as having any title to his shares.

12. Any person becoming entitled to a share in consequence of the death, or bankruptcy, of any member, may upon such evidence being produced as may from time to time be required by the Directors, either be registered himself as a member or execute a transfer of the share to his nominee, subject in the case of shares not fully paid up, to the approval of the nominee by the directors.

As altered
by Special
Resolution
26th October
16th November
1887.

Article 13
struck out
by Special
Resolution,
as above.

14. The deed of transfer shall be presented to the Company, accompanied with such evidence as they may require to prove the title of the transferer, and thereupon the Company shall register the transferee as a member.

15. The directors may decline to register any transfer of shares made by a member who is indebted to the Company, or any transfer to a person not approved of by them but the approval of the board shall not be withheld in the case of any shares fully paid up.

This Article
inserted in
place of
original
Article 15,
by Special
Resolution
as above.

16. A fee of 2s. 6d. may be charged for the registering of each transfer of shares.

17. The transfer books may be closed for any period not exceeding 14 days immediately preceding any General Meeting and not exceeding in the whole 30 days in each year.

As Altered
by Special
Resolution
26th October
16th November
1887.

Section IV.

Forfeiture of Shares.

18. If any member fail to pay any Call due on the appointed day, the Company may, at any any time thereafter, during such time as the Calls remain unpaid, serve a notice on him requiring him to pay such Call together with the interest which may have accrued by such non-payment.

19. The notice shall name a day and place or places on and at which such call, with interest, is to be paid. It shall also state that in the event of non-payment at the time and place appointed, the shares in respect of which such call was made will be liable to be forfeited.

20. If the requisition of any such notice as aforesaid be not complied with, any share, in respect of which such notice, has been given, may be forfeited, by a resolution of the Directors to that effect.

21. Any shares so forfeited shall be deemed to be the property of the Company, and may be disposed of in such manner as the Company think fit.

22. Any member whose shares have been forfeited shall notwithstanding, be liable to pay^{to} the Company all Calls owing upon such shares at the time of the forfeiture, with interest.

23. If all Calls, interest, and expenses due in respect of any forfeited share are paid before such share has been disposed of, together with such legal expenses as may have been incurred by the Company, in respect of such^{non} payment as aforesaid, the forfeiture may be remitted by the Directors at their discretion; and if the forfeiture be so remitted, such share shall then revert to the person entitled thereto previously to the forfeiture, and be held by him thereafter, in the same manner as if no such forfeiture had taken place.

Section V.

CAPITAL.

24. The original capital is £ 1,000,000 divided into 200,000 shares of £ 5 each; but the Company, with the sanction of a General Meeting of the members to be specially convened for that purpose, may from time to time increase such capital to any amount that may be determined by such meeting.

As altered
by Special
Resolution
26th October
18th November,
1887.

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25. Such General Meeting, or any subsequent General Meeting, may determine the conditions on which such increase shall be made; the number and amount of the shares into which such increased capital shall be divided, and the time, mode and terms at and according to which such last-mentioned shares shall be issued; and how the premium, if any, on such shares shall be applied.

26. Such General Meeting may also attach to the new shares so created, or to any portion thereof, any special privileges with respect to preferential, guaranteed, or other dividend or interest or any other special conditions or restrictions.

27. Subject to any direction to the contrary that may be given by such General Meeting, all new shares so created shall be offered to the existing members in proportion to the existing shares held by them, or as near as may be; and the Directors shall limit a time for the acceptance of the said new shares.

28. After the expiration of such time, all such new shares not then accepted by existing members may be disposed of by the Company as they may think fit.

29. Should the Company after having attached to any new shares any preference, guarantee, or other special privilege, create any further new shares, the holders of the shares to which the special privilege is attached shall not in respect of such shares be entitled to an offer of further new shares, unless the Company shall so determine.

30. Any capital raised by the creation of new shares shall be considered as part of the original capital, and all the regulations in these articles contained, respecting the original capital, shall except where otherwise provided, be applicable thereto.

31. Any number of the shares constituting the original capital of the Company, not exceeding in the whole 10,000 as the Directors shall determine, may be reserved from the first allotment for issue in the United States.

31a. The Company shall have power, by sub-division, of its shares, or any of them, to divide its capital, or any part thereof, into shares of a smaller amount than is fixed by the Memorandum of Association.

Inserted by
Special
Resolution
5th, 26th,
October,
1887.

31b. The Directors may issue the balance of the original Capital for the time being unissued, with such special conditions and privileges with respect to Preferential Dividend or Interest and priority in distribution of assets and such other special conditions and privileges or restrictions, if any, as the Directors shall think fit. Provided that the shares so issued shall be offered to the Members in proportion as near as may be to the existing shares held by them, but the Directors shall limit the time for the acceptance of such shares, and after the expiration of such time the shares not then accepted by existing Members may be disposed of as the Directors shall see fit.

Inserted
by Special
Resolution
18th February
confirmed
6th, March
1889.

31c. The Company shall have power to paid up convert its Shares into stock.

Inserted by
Special
Resolution
18th February
confirmed
6th, March
1889.

Section VI.

GENERAL MEETINGS.

32. The Ordinary General Meeting of the Company shall be held annually in the months of April or May in each year, or within twenty days thereafter at such place in London as the Directors may determine. The First Annual General Meeting shall be held in the months of February or March, 1881, or within twenty days thereafter.

As amended
by Special
Resolution
19th April
10th May
1882.

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Article 32 be altered by striking out the words "April or May", and inserting in lieu thereof the words "June or July".

As per Special Resolution, 29th June 1896 confirmed 22nd July, 1896.

33. All General Meetings other than the Annual General Meetings above provided for, shall be called Extraordinary General Meetings.

34. The Directors may, whenever they think fit, and they shall upon a requisition made in writing by any number of members holding, in the aggregate not less than one-fifth part of the shares of the Company, convene an Extraordinary General Meeting.

35. Any requisition so made by the members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Company.

36. Upon the receipt of such requisition, the Directors shall forthwith proceed to convene a General Meeting. If they do not proceed to convene the same within twenty-one days from the date of the requisition, the requisitionists or any other members holding the required number of shares, may themselves convene a meeting for the purpose specified in the requisition, but not for any other purpose.

37. Seven days' notice at the least, specifying the place, the time, the hour of meeting, and the purpose for which any general Meeting is to be held, shall be given by advertisement, or to each member direct in the mode prescribed by Section XX of these Articles.

38. Any member may, on giving not less than seven days' previous notice, submit any resolution to a Meeting beyond the matters contained in the notice given of such meeting.

12.

39. The notice required of a member shall be given by leaving a copy of the resolution at the registered office of the Company.

40. No business shall be transacted at any meeting, except the choice, where necessary, of a Chairman for the meeting, the declaration of a dividend, or adjournment, unless at the commencement of such business there shall be present at least twelve members.

41. If within one hour from the time appointed for the meeting the required number of members be not present, the meeting if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the following day at the same time and place, and if at such adjourned meeting the required number of members be not present, it shall be adjourned sine die.

42. The Chairman (if any) of the Board of Directors shall preside as Chairman at every meeting of the Company.

43. If there be no such Chairman or if at any meeting he is not present at the time of holding the same, the Directors present shall appoint one of their number to be Chairman of such meeting.

44. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

45. At any General Meeting, unless a poll is demanded by at least five members present at such meeting, and holding in the aggregate not less than One thousand shares, a declaration by the Chairman that a resolution has been carried and an entry to that effect in the book of proceedings of the Company, shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

46. If a poll is demanded in manner aforesaid, the same shall be taken at such time and in such manner as the Chairman may direct; and the result of such poll shall be deemed to be the resolution of the Company in General Meeting.

47. Any resolution in writing recommended by the Board and (after notice thereof by circular to all the registered members) adopted, or sanctioned in writing, by members entitled to at least three-fourths of the votes, shall (except as to the dissolution of the Company, or where otherwise required by these regulations or by "The Companies' Act, 1862") be as valid and effectual as a resolution of a General Meeting.

48. No part of the capital of the Company shall in any event be invested in the purchase of the Companys' own shares, nor in the shares of any other Company without the Authority of a General Meeting, specially called to consider the subject.

Section VII.

VOTES OF MEMBERS.

49. Every member shall have one vote in respect of every share held by him, and entitling him to vote.

As Altered
By Special
Resolution
26th October
16th November
1887.

50. In case of an equality of votes in any division the Chairman, in addition to his vote or votes as a member shall have a casting vote.

51. If any member^{be} a lunatic or idiot, he may vote by his committee or other legal curator; and if any member is a minor, he may vote by his guardian tutor, or curator, or any of his guardians, tutors, or curators, if more than one.

52. If two or more persons are jointly entitled to a share or shares, the person whose name stands first on the Register of Members in respect of such share or shares, and no other, shall be entitled to vote in respect of the same.

53. No member shall be entitled to vote at any meeting unless all calls due from him have been paid, nor (except as to original subscribers in respect of shares taken by subscription) until he shall have been possessed of the shares in respect of which he claims to vote for at least three calendar months; but this regulation shall not apply to shares acquired by bequest, marriage or succession to an intestate's estate.

54. Votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointor, or if such appointor is a Corporation, under their Common Seal.

55. No person shall be appointed a proxy who is not a member, and the instrument or mandate appointing him shall be deposited at the registered office of the Company, not less than twenty-four hours before the time of holding the meeting, at which he purposes to vote; but no instrument or mandate appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

Article 56
struck out
by Special
Resolution
26th October
16th November
1887.

57. Any instrument appointing a proxy given by a member, may be recalled by such member on his transmitting a notice to that effect to the Registered Office of the Company.

Section VIII.

OFFICERS.

58. There shall be elected or appointed as Officers of the Company within or without the United Kingdom:--

Directors,
Auditors,
Manager, and
Bankers.

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59. The Directors and Auditors shall be elected by the members as hereinafter provided.

60. All other officers and servants of the Company shall be appointed and be removable by the Directors and shall perform such duties as may be assigned to them by the Directors, by whom also the remuneration shall be settled.

61. The managers, officers, and servants requisite for carrying out the Company's operations shall be appointed and be removable by the Directors and shall perform such duties as may be prescribed for them by the Directors, by whom their remuneration shall be fixed.

62. The Directors and the Trustees to be appointed under the provisions of Section XIV. and other officers, shall be indemnified by the Company from all losses and expenses incurred by them in or about the discharge of their respective duties, except such as may be incurred by their own respective wilful act or default.

63. Except by express previous agreement, no Director, Trustee or other officer shall be liable for any other or for joining in any receipt or other act for conformity.

Section IX.

DIRECTORS.

64. The Number of Directors shall not be less than five nor more than twelve.

65. The first Directors of the Company shall be those named in the first Prospectus of the Company, and any others approved by them. The Board may at any time previous to the Ordinary Meeting to be held in the year 1882 elect additional Directors, within the limits prescribed by Article 64.

66. The First directors and any additional Director or Directors appointed by them as aforesaid shall remain in office until the Annual General Meeting in the year 1882.

67. Each director shall hold four hundred shares at least in the Company and the office of Director shall be vacated;

Altered By
Special
Resolution
26th October
16th November
1887.

If he cease to hold in his own right at least four hundred shares.

If he holds any other office or place of profit under the Company.

If he absents himself from the meetings of the Board as hereinafter provided.

If he be adjudged bankrupt, or suffer his estate to become vested in any person for the benefit of his or compounds with his creditors, creditors, or suspends payment.

If he is individually concerned in or participates in the profits of any contract of the Company.

If he participates in the profits of any work done for the Company.

But the above rules shall be subject to the following exceptions:--

That no Director shall vacate his office by reason of his being a member of, or Shareholder in, any incorporated Company which has entered into contracts with, or done any work for, the Company; nevertheless, he shall not vote in respect of such contract or work, and if he does so vote, his vote shall not be counted and he shall incur a penalty not exceeding Twenty Pounds.

68. At the Annual General Meeting of the Company to be held in the year 1882, one of the then Directors shall retire from office but shall be eligible for re-election; and at such meeting the members shall determine the number of which the Board shall thereafter consist.

As Amended
by Special
Resolution
8th, 23rd,
October,
1879.

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69. At each Annual General Meeting after the year 1882, one-fifth of the Directors for the time being, or if their number is not a multiple of five then the number nearest one-fifth, shall retire from office, but shall be re-eligible, the retiring members being fixed in the first instance by ballot, and thereafter by seniority of service.

As amended
By Special
Resolution
8th, 23rd
October,
1879.

70. The Company, at the General Meeting at which any Directors retire in manner aforesaid, shall fill up the vacated offices by electing a like number of qualified persons.

71. If at any meeting at which an election of Directors ought to take place, no such election is made, the former directors shall continue to act until new Directors are appointed at the next or some subsequent General Meeting.

72. No member (not being a retiring Director) shall be qualified to be elected a director, unless he shall be recommended by the Board for election, or unless, having been a member for at least six months he shall, at least 30 days and not more than 60 days before the General Meeting at which Directors are intended to be elected, give to the Secretary of the Company notice in writing of his willingness to be elected a Director at that time.

As Amended
By Special
Resolution
as above.

73. Any Director who shall be absent from the meetings of the Board for eight successive months, shall thereby vacate the office of Director, unless he shall be resident abroad, or have previously received leave of absence from the Board or shall give in writing an excuse for his absence, to the satisfaction of the Board.

As Amended
By Special
Resolution
as above.

74. The Company in General meeting may, by a special resolution, remove any director before the expiration of his period, of office, and appoint another qualified person in his stead; and the person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

75. A Director may at any time give notice in writing to the Chairman or Manager of his wish and intention to resign, and on the acceptance of his resignation by the Board, but not before, his office shall be vacant.

76. Any casual vacancy occurring in the Board of Directors may be filled up by the Directors; but any person so chosen shall retain his office so long as the vacating Directors would have retained the same if no vacancy had occurred.

77. The Company may from time to time, in General Meeting increase or reduce the number of Directors and may also determine in what rotation such increased number is to go out of office.

78. The remaining Directors may continue to act as a Board notwithstanding any vacancy in their number by death, resignation or otherwise.

Section X.

Power of Directors.

79. The business of the Company shall be managed by the Directors, subject to the control of the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.

80. The Directors may commence and prosecute the business and objects of the Company notwithstanding that the whole of the shares have not been issued or taken up, and may, out of the Capital, pay and allow such sum or sums as they may think fit for or in respect of the cost, charges, and expenses, incident to the formation and registration of the Company and the raising of the Capital, whether by commission or otherwise.

81. The Directors may exercise on behalf of the Company all and every of the powers conferred by "The Companies' Seals Acts, 1864".

82. The Directors shall have power to raise or borrow from time to time, in the name and on behalf of the Company, by mortgage of any part or parts of the real or personal property of the Company, including future calls on Shares, or by Debentures or Bonds of the Company or otherwise, such sum or sums of money (not exceeding the amount of the subscribed capital of the Company for the time being) as they may deem necessary and in the case of Debentures to confer upon the holders thereof such rights and remedies or securities thereunder upon or against the property of the Company as the Directors may think expedient and in connection therewith to make such arrangements as may be deemed expedient for vesting any property of the Company other than personal chattels in Trustees or otherwise for the benefit and security of the holders of such Debentures.

83. The Directors shall have authority to enact Bye-Laws for the regulation of the business of the Company, provided the same are in accordance with the Companies Act, 1862, and with the regulations in these Articles contained.

84. The Directors shall be invested with general authority to exercise all such powers of the Company as are not by the Companies Acts 1862 and 1867, or by the regulations in these Articles contained, declared to be exercisable only by the Company in General Meeting.

Section XI.

PROCEEDINGS OF DIRECTORS.

85. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine, from time to time, the quorum necessary for the transaction of business. All acts done, and resolutions passed, at any such meeting shall be considered as the acts and resolutions of the Directors. Questions arising at any meeting shall be decided by a majority of votes; in case of an equality of votes, the Chairman in addition to his original vote shall have a casting vote. Any two directors may at any time, summon a meeting of the Directors.

86. The Directors may elect a Chairman of their meetings, and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting such Chairman is not present at the time appointed for holding the same, the Directors present shall choose some of their number to be Chairman.

87. The Directors may Delegate any of their powers to Committees, consisting of such member or members of their body as they think fit. Any Committee so formed shall, in the exercise of their powers so delegated, conform to any regulations that may be imposed on him or them. The Directors shall prescribe the number of such Committee, if more than one, to form a quorum.

88. A Committee may elect a Chairman of their meetings. If no such Chairman is elected, or if he is not present at the time appointed for holding the same, the members present shall choose one of their number to be Chairman of such Meeting.

89. A Committee may meet and adjourn as they think proper. Questions at any meeting shall be determined by a majority of votes of the members present, and in case of an equal division of votes, the Chairman shall have a casting vote, in addition to his original vote.

90. All acts done by any meeting of the Directors, or of a Committee of Directors, or by any person acting as a Director, shall notwithstanding, that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid and that they, or any of them, were disqualified, be as valid as if every such person had been duly appointed, and was qualified to be a Director.

91. The Directors shall cause minutes to be made in books provided for the purpose:--

- (1) Of all appointments of officers made by the Directors.
 - (2) Of the names of the Directors present at each meeting of Directors, and Committees of Directors.
 - (3) Of all orders made by the Directors and Committees of Directors; and
 - (4) Of all resolutions and proceedings of meetings of the Company, and of the Directors and Committees of Directors.
- And any such minute as aforesaid, if signed by any person purporting to be the Chairman of any meeting of the Company or of the Directors, or Committee of Directors, shall be receivable in evidence, without any further proof.

Section XII.

REMUNERATION OF DIRECTORS.

92. The minimum remuneration of the Directors shall be at the rate of £ 1,250 per annum, to be computed from such day, subsequent to the day on which these Articles of Association were registered, as the Board may determine. When and so long as a dividend of £ 7 10s per cent. shall be paid by the Company, the minimum remuneration shall be increased to £ 1,875 per annum. ^{and} when ~~so~~ long as a dividend of £ 10 per cent. shall be paid by the Company, the minimum remuneration shall be increased to £ 2,500 per annum.

As Amended
By Special
Resolution
8th, 23rd.
October,
1879.

22.
93. The Company from time to time may, by the resolution of a General Meeting, of the intention to propose which notice shall have been given at least seven days previously, increase the remuneration of the Directors.

94. The remuneration of the Directors shall be distributed among themselves, in such mode and proportion as the Board may determine.

Section XIII.

AUDITORS.

95. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance-sheet ascertained by two Auditors, elected by the Company at the Annual General Meeting. Until the appointment of Auditors at the ~~the~~ first Annual General Meeting, the Board of Directors shall have power to appoint and remunerate an Auditor or Auditors to audit the accounts for such Meeting.

96. The Auditors need not be members in the Company. No person shall be eligible as an Auditor who is, at the time of such election, interested otherwise than as a member in any transaction of the Company and no Director or other officer of the Company shall be eligible during his continuance in office.

97. The remuneration of the Auditors shall be fixed by the Company, at the time of their election or subsequently.

98. Any Auditor shall be re-eligible on his quitting office.

99. If any casual vacancy occurs in the office of Auditor, the Directors may call an extraordinary General Meeting for the purpose of supplying the same, or in default thereof, the vacancy shall be supplied at the next or any subsequent General Meeting.

As altered
by Special
Resolution
8th, 23rd,
October
1879.

100. If no election of Auditors is made in manner aforesaid, the Board of Trade may, on application of one-fifth in number of the members of the Company, appoint

an Auditor for the current year, and fix the remuneration to be paid to him by the Company for his services.

101. Every Auditor shall be supplied with a copy of the balance sheet, and it shall be his duty to examine the same with the accounts and vouchers relating thereto.

102. Every Auditor shall have a list delivered to him of all books of accounts kept by the Company, and he shall, at all reasonable times, have access to such books and the accounts of the Company. He may, at the expense of the Company employ accountants or other persons to assist him in ~~the~~ investigating such accounts, and he may, in relation to such accounts examine the Directors, or any other officer of the Company.

103. The Auditors shall make a report to the members upon the balance sheet and accounts and in every such report they shall state whether in their opinion, the balance sheet is a full and fair balance sheet, containing the particulars required by these regulations and properly drawn up, so as to exhibit a true and correct view of the Company's affairs; and in case they have called for explanations or information from the Directors, whether such explanations or information have been given by the Directors, and whether they have been satisfactory and such report shall be read, together with the report of the Directors, at the Annual General Meeting.

104. When there is only one Auditor in office he may exercise all the powers and perform all the duties herein assigned to the two Auditors, until another Auditor has been appointed.

Section XIV.

TRUSTEES.

105. In case it should be considered necessary or expedient to appoint a Trustee or Trustees in the United Kingdom and United States, the Board shall have the power from time to time to appoint such Trustee or Trustees.

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112. The Manager shall receive such remuneration as the Directors may from time to time think fit, and the conditions of the engagement shall be determined by the Board.

113. The Board may appoint a temporary substitute for the Manager, who shall, for all the purposes of these Articles, be deemed the Manager during the period of such appointment.

Section XVI.

BANKERS.

114. The Bankers shall have the custody of such monies and other property of the Company as shall from time to time be trusted to them.

115. No monies or other property so deposited with the Bankers will be delivered or paid out by them, except on the order of not less than two of the Directors, countersigned by the Secretary.

116. The Bankers may at any time be removed by the Directors and others appointed in their room; or the Directors may appoint Bankers either in England or the United States to act conjointly with those previously appointed, and may appoint and remove such other Bankers elsewhere as they may from time to time determine.

Section XVII.

AGENCIES AND LOCAL BOARDS.

117. The Directors may appoint from time to time Local Agents in such places in the United Kingdom, United States, and elsewhere as they may deem expedient, and remove the same at pleasure.

118. The Directors may provide for the management of the affairs of the Company, by the appointment of Local Boards Directors, Managers or Commissioners, or in such other mode as they may deem expedient and may from time to time revoke such appointments, and determine the amount of remuneration to be paid to such Local Boards, Managers or Commissioners.

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119. The Board may delegate to any Local Board, Local Directors' Manager, Commissioner, or other officer so appointed, such of the powers and authorities herein conferred on the Directors, as they may consider requisite for carrying on the Business of the Company or any portion thereof, and may from time to time revoke all or any of the powers so delegated.

Section XVIII.

DIVIDENDS.

120. All dividends on shares shall be declared by General Meetings of the Company, and no dividend shall exceed the sum recommended to the meeting by the Directors; but this regulation shall not be construed to the prejudice of any preferential or guaranteed dividend. And the Directors may declare and pay to the members half-yearly in every year, by way of and on account of dividend, such sum as they may think fit.

As Amended
by Special
Resolution
20th April
11th May,
1881.

121. No dividend shall be payable except out of the profits arising from the business of the Company, but, to provide for the equalization of dividends, advances may be made from time to time out of the reserve fund or reserve funds, and applied in payment of dividends.

122. The Directors may, if they see fit to do so, pay out of the capital of the Company interest on sums paid up on shares in advance of calls.

123. The Directors may, before recommending any dividends, set aside out of the profits of the Company such sum as they may think proper towards the payment of preliminary expenses, or as a reserve fund or reserve funds, to meet contingencies, or for equalizing dividends; and the Directors may, subject as hereinbefore mentioned, invest any sum so set apart as a reserve fund in such securities or apply the same in such manner as they may deem most advantageous for the Company.

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124. The Directors shall deduct from the dividends payable to any member all such sums of money as may be due from him to the Company, on account of Calls or otherwise.

125. Notice of any dividend that may have been declared shall be given to each member or sent by post or otherwise to his registered place of abode.

As altered
by Special
Resolution
19th, April
10th, May
1882.

126. No dividend shall bear interest as against the Company.

Section XIX.

ACCOUNTS.

127. The Directors shall cause true accounts to be kept of the state and description of the several investments made with and by the Company, of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure have taken place, and of the credits and liabilities of the Company. The books of accounts shall be kept at the principal office of the Company, and subject to any restrictions as to the particular books to be inspected and the time and manner of inspecting the same that may be imposed by the Board of Directors, shall be open to the inspection of the members during the hours of business.

128. At the Annual General Meeting in every year the Directors shall lay before the Company a Statement of the income and expenditure of the past year, made up as to its business in the United States, and as to its business in England respectively to such period or periods as the Directors may determine.

129. The statement so made shall show arranged under the most convenient heads, the amount of gross income distinguishing the several sources from which it has been derived; and the amount of gross expenditure, distinguishing the expense of the establishment, salaries and other like matters.

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130. All expenses incurred in the establishment of the Company, and procuring the raising of the Capital, and in prosecuting its objects, or such portion as the Directors, may think right, shall be considered preliminary expenses, and shall be entered in the books and dealt with as such.

131. A balance sheet shall be made out every year and laid before the Annual General Meeting of the Company; and such balance sheet shall contain a faithful summary of the property and liabilities of the Company, arranged under suitable heads.

132. A printed copy of such balance sheet shall, at least five days previously to such meeting be delivered at or sent by post to the registered address of every member.

133. Every account of the Directors when audited, and approved by a General Meeting, shall be conclusive, except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected and thenceforth shall be conclusive.

Section XX.

NOTICES.

134. Notices required to be served by the Company upon the members, may be served either personally or by leaving the same, or sending them through the post, addressed to the members at their registered place of abode.

135. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of the said persons is named first in the Register of Members, and notice so given shall be sufficient notice to all the Proprietors of such share.

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136. All notices required to be given by Advertisement shall be advertised in one or more of the daily London newspapers.

137. All members resident out of the United Kingdom shall be required to name a place of address in the United Kingdom at which the notices of the Company may be served; and the service of any notice of the Company at such place of address shall be sufficient notice to such member.

138. If any member resident out of the United Kingdom neglect to give such address as is hereinbefore required, notices for him may be posted up in a conspicuous place in the Registered office of the Company; and for all the purposes of these regulations, the Registered office of the Company shall be deemed to be the registered place of abode of such member.

139. Any notice requiring authentication by the Company may be signed by any Director, Secretary, or other officer of the Company in that behalf authorised by the Directors, and need not be under the Common Seal of the Company.

140. Notices by letter shall be posted in such time as to admit of the letter being delivered in ^{the} due course of delivery within the period (If any) prescribed for the giving of such notice; and in proving such service, it shall be sufficient to prove that such notice was properly directed and that it was put into the Post Office at such time as aforesaid.

Section XXI.

DISSOLUTION OF THE COMPANY.

141. The dissolution of the Company may be determined on by the Company for any purpose whatever, and whether the object be the absolute and final extinguishment of the Company or the reconstitution or modification of the Company, or the amalgamation of the Company with any other Company, or any other object.

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142. Whenever it shall appear to the Directors that three-fourths of the capital of the Company is lost, they shall summon an extraordinary General Meeting to consider whether or not the Company shall be dissolved and wound up.

143. The Company, by a resolution passed by three-fourths of the votes at an Extraordinary General Meeting convened with notice of the object, and confirmed by a similar majority at a second extraordinary General Meeting convened in like manner and held not less than one month nor more than three months thereafter, may determine on the dissolution of the Company.

144. At such second Extraordinary General Meeting the Company shall prescribe the time at which the dissolution if resolved on, shall take place, and the mode in which it shall be conducted.

Section XXII.

PURCHASE OR TRANSFER OF BUSINESS.

145. The Company, by a resolution passed by three-fourths of the votes at an Extraordinary General Meeting convened with the notice of the object and confirmed by a similar majority at a second Extraordinary General Meeting convened in ^alike manner, and held not less than one month nor more than three months thereafter, may amalgamate its business with, or transfer it to, any other undertaking of ^{or} Loan Investment Company, or purchase or acquire the business and property of any Company, partnership, or person, upon such terms, as may be agreed on in each case, and may pay for any business so acquired either in cash or in shares, to be treated as either wholly or in part paid up, or partly in cash and partly in such shares or in such other manner as may from time to time be deemed expedient by the Company.

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Names, Addresses and Description of Subscribers.

Charles Albert La Trobe, Civil Engineer, of Earl's Court Lodge, South Kensington, in the County of Middlesex.

George Simonds, Sculptor, of 152, Buckingham Palace Road, in the County of Middlesex.

Ernest Augustus Dundas Widdrington, Stockbroker, of St. Stephen's Chambers, Telegraph Street, Middlesex.

William Chase Prescott, Gentleman, (no occupation), of 116, Buckingham Palace Road, in the county of Middlesex.

Edward Schubert, Auditor and Accountant, 32, St. Swithin's Lane, London, E.C.

William Hugh Cochrane, 27, Norfolk Road, Regent's Park, in the County of Middlesex, Gentleman.

Edmund Shirley Parker, 25, Gibson Square, N. Solicitor's Clerk.

Dates this 31st day of May, 1879,

Witness to the above Signatures--

J. Richard Nixon,

75, Cornhill, E.C.,

Solicitor's Clerk.

SPECIAL RESOLUTIONS

Of The

American Freehold-Land Mortgage Company

Of London, Limited.

Passed the 8th day of October, 1879. Confirmed the 23rd day of October, 1879.

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1. That Article 68 of the Company's Articles of Association be altered by the insertion therein of the words "one of" in lieu of the word "all" in the second line of the said Article and by the emission of the words, "and shall elect such number of qualified Members."

2. That Article 69 of the Company's Articles of Association be altered by the insertion of the words "one-fifth" in lieu of the words "one-third" in the second and third lines of the said Article, and the alteration of the word "three" in the third line of the said Article to the word "five".

3. That Article 72 of the Company's Articles of Association be altered by the alteration of the word "three" in the third line of the said Article to the word "six" and by the insertion of the words or figures "30 days, and not more than 60 days", in lieu of the words "ten days", in the said Article.

4. That Article 73 of the Company's Articles of Association be altered by the insertion of the word "eight" in lieu of the word "four" in the second line of the said Article.

5. That Article 92 of the Company's Articles of Association be altered by the insertion of the words or figures "£ 1,250" in lieu of the words or figures "£ 1,000", by the insertion of the words or figures "£ 7 10s per cent" in lieu of the words or figures "£ 10 per cent", by the insertion of the words or figures "£ 1, 875" in lieu of the words or figures "£ 1,500", by the insertion of the words or figures "£ 10 per cent". in lieu of the words or figures "£ 15 per cent", and by the insertion of the words or figures "£ 2,500" in lieu of the words or figures "£ 2,000".

6. That Article 99 of the Company's Articles of Association be altered by the insertion of the word "may" in lieu of the words "shall as soon as conveniently may be" in the said Article.

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Special Resolution.

Passed the 20th day of April, 1881. Confirmed on the 11th day of May 1881.

Resolved--that the Articles of Association of the Company be modified by the addition to and at the foot of ~~the~~ clause or Article 120 in Section XVIII., relating to dividends, the words following to wit: "And the Directors may declare and pay to the members half yearly, in every year, by way of and on account of dividend, such sum as they may think fit."

Special Resolution.

Passed the 19th day of April, 1882. Confirmed the 10th day of May, 1882.

Resolved--1st. That the Articles of Association be modified by striking out ^{of} clause or Article 125 in Section XVIII., relating to Dividends, the words following, to-wit: "And all dividends unclaimed for three years after having been declared may be forfeited by the Directors for the benefit of the Company".

2nd. That Article 32, Section VI., of said Articles of Association relating to General Meetings, be altered by striking out the words "February or March" and inserting in lieu thereof the words, "April or May".

Special Resolution.

Passed the 5th day of October, 1887. Confirmed the 26th day of October, 1887.

Resolved-- That the regulations of the Company be altered by inserting in the Articles of Association, after Article, 31, the following Article; "The Company shall have power by sub-division of its shares, or any of them, to divide its Capital or any part

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thereof into shares of a Smaller amount than is fixed by the Memorandum of Association".

Special Resolutions.

Passed the 26th day of October, 1887. Confirmed the 16th day of November, 1887.

1. That the whole of the capital of £ 1,000,000 now divided into 50,000 Shares of £ 20 each be subdivided into 200,000 Shares of £ 5 each, and that each of the 160,460 shares which shall represent ^{the} 40,115 shares already issued, and on which £ 2 per share has been paid up, shall be credited with Ten Shillings as paid up on such share.

2. That Articles 12 and 13 of the Regulations be struck out for the purpose of substituting the following: "any person becoming entitled to a Share in consequence of the death or bankruptcy of any Member, may upon such evidence being produced, as may from time to time be required by the Directors, either be registered himself as a Member or execute a transfer of the Share to his nominee, subject in the case of Shares not fully paid up to the approval of the nominee by the Directors".

3. That Article 15 be struck out and the following be inserted instead thereof: "The Directors may decline to register any transfer of Shares made by a member who is indebted to the Company, or any transfer to a person not approved of by them but the approval of the Board shall not be withheld in the case of any Shares fully paid up".

4. That Article 17 shall be altered and shall read as follows: "The Transfer Books may be closed for any period not exceeding 14 days immediately preceding any General Meeting and not exceeding in the whole 30 days in each year".

5. That the first part of Article 24 down to the figures and word "10,000 shares", be struck out for the purpose of substituting the following: "The Original Capital of the Company

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is £ 1,000,000 divided into 200,000 shares of £ 5 each".

6. That the latter part of Article 49 shall be struck out so that the Article shall read as follows: "Every Member shall have one vote in respect of every share held by him, and entitling him to vote".

7. That Article 56 (providing that signatures to Proxy Papers shall be attested) be struck out, and cease to be one of the Regulations of the Company.

8. That Article 67 (providing for the qualification of a Director) shall be altered by striking out the word "fifty" occurring twice in the said Article, and substituting therefor the words "four hundred".

Special Resolution.

Passed the 18th day of February, 1889. Confirmed the 6th day of March, 1889.

Resolved--that the following be Regulations of the Company and embodied in the Articles of Association:--

"Article 31b. The Directors may issue the balance of the original Capital for the time being unissued, with such special conditions and privileges with respect to Preferential Dividend or Interest and priority in distribution of assets and such other special conditions and privileges or restrictions if any, as the Directors shall think fit. Provided that the shares so issued shall be offered to the Members in proportion as near as may be to the existing Shares held by them, but the Directors shall limit the time for the acceptance of such shares, and after the expiration of such time the shares not then accepted by existing Members may be disposed of as the Directors shall see fit.

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"Article 31c. The Company shall have power to convert its paid up shares into stock".

Special Resolution.

Passed the 6th day of March, 1889. Confirmed the 3rd day of April, 1889.

Resolved-- That the 39,500 Shares of £ 5 each being the balance of the Original Capital, be issued as preference Shares entitled to a fixed cumulative Preferential Dividend at the rate of 6 per cent per annum upon the amounts for the time being paid up on such shares, and as regards capital entitled to an absolute right of repayment in priority to the other Shares amongst, which all surplus assets, after the return of the amounts paid up on the Preference shares, shall be distributable.

Special Resolution.

Passed the 29th day of June, 1896. Confirmed the 22nd day of July, 1896 .

Resolved--that the Articles of Association be altered in the manner following, that is to say:--

That Article 32, Section 6, be altered by striking out the words "April or May", and inserting in lieu thereof the words "June or July".

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City of London)
County of Middlesex, England.) SS.

We hereby certify that the printed copy of the Articles of Association of the American Freehold-Land Mortgage Company of London, Limited, hereto attached, is a true, correct and authentic copy of the Original on file in "Somerset House", London, England.

Dated this 28th day of September, 1898.

E B Hoare
Chairman.
George S Elliot
Director
Walter Allnut
Secretary.

(S E A L)

STATE OF IDAHO, }
COUNTY OF ADA, } ss.

CERTIFICATE

I, W. L. CUDDY, Ex-Officio Recorder in and for Ada County, State of Idaho, do hereby certify that the annexed is a full, true and correct copy of a certain Articles of Incorporation of
American Freehold Land Mortgage Co
of Kansas
from _____ to _____

Numbered 518 as the same appears on file in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official Seal this 28th

day of September A. D. 1903

By W L Cuddy Ex-Officio Recorder
H West Deputy.