

THE OSKALOOSA HERALD.

OSKALOOSA, MAHASKA Co., IOWA.

Leighton, Lee & Leighton Bros.

Editors and Proprietors.

THURSDAY, NOVEMBER 6, 1879.

ARTICLES OF INCORPORATION OF THE Oskaloosa Water Company.

KNOW ALL MEN, That we, M. T. Williams, Charles P. Searle, E. H. Gibbs, G. W. Hale, Wm. Loughridge, W. A. Lindly, E. Bach, J. H. Green, M. Wilson, J. W. McMullin, T. K. Smith, H. L. Spencer and Samuel Baldauf, have associated ourselves, and such other persons as may hereafter become associated with us, as an incorporated company, pursuant to the provisions of chapter one, title nine, of the Code of Iowa of 1873, with all the powers, rights and privileges authorized or permitted by law, for the purpose of furnishing a supply of water for public and private use and purposes in the city of Oskaloosa and its suburbs, by means hereinafter to be devised; said water to be distributed through mains and service pipes. And in order to carry out the object aforesaid, and for the future government of the company hereby organized, we do adopt the following articles of incorporation:

ARTICLE 1. The name and style of this company shall be "The Oskaloosa Water Company."

ART. 2. This company shall commence on the 18th day of August, 1879, and continue for the full term of fifty years, and may be renewed by a vote of three-fourths of all the votes cast at a regular meeting of the stockholders called as provided by law for that purpose.

ART. 3. The principal place of business of this company shall be at the city of Oskaloosa, Iowa.

ART. 4. The capital stock of this company shall be seventy-five thousand dollars (\$75,000), and may be increased to any amount not exceeding two hundred thousand dollars (\$200,000) by a vote of two thirds of the shares of stock; and said capital stock shall be divided into shares of twenty dollars (\$20) each, making three thousand seven hundred and fifty (3750) shares. Each stockholder shall be entitled to one vote for each share of the stock owned by him or her, and such shares may be transferred in such manner as the by-laws of the company may hereinafter provide.

ART. 5. The indebtedness or liability of the the company shall at no time exceed the amount of two-thirds of the capital stock.

ART. 6. The private property of the stockholders shall be exempt from liability for the debts of the company, except for the amount of their stock subscribed and unpaid. All stock subscribed must be paid at such times and in such manner as may be required by the board of directors.

ART. 7. The company shall have the power to procure the right of way by condemnation or otherwise, and to use and control all the works and the improvements to be constructed and made by them in any part of said city or vicinity, or at or near the route of their water mains, or the location of their works; of fixing and establishing such rates or rents for the use of water furnished by the company as may be expedient. To borrow money and issue bonds or obligations of the company therefor. To purchase, acquire and hold property, real and personal, such as may be proper and by the directors thought necessary for the use of the company in their corporate name; may contract, sue and be sued in their corporate name; may issue bonds and other obligations; may mortgage, lease, sell and convey property, and the rights and franchises of the company subject to law and these articles.

ART. 8. The business of this company shall

ART. 8. The business of this company shall be conducted by a board of directors, nine in number, each of whom shall be a stockholder in the company, owning at least five shares of stock, which board shall be elected annually on the second Monday of January, at the office of the company. Provided that the first board of directors shall be elected at the mayor's office in the city of Oskaloosa at such time as the holders of the majority of the stock shall in writing call a meeting for that purpose, and such board shall hold their office until the second Monday of January, 1880, when their successors shall be elected, and each board shall hold office until their successors are elected and qualified. And if any such election shall not be held at the time fixed by these articles, the president of the company shall call an election to be held on the second Monday of the next month thereafter, by giving two weeks printed notice of the same in a newspaper published in the said city, or written notice to each stockholder, and should the president in such case, fail to order an election, then the majority of stockholders may call such meeting at any time. All officers shall hold their offices until their successors are elected and qualified.

ART. 9. The board of directors shall at their first meeting elect from among their number a president and a vice-president; and shall also elect a treasurer and secretary of the company, and may employ any assistants necessary and proper for the transaction of the business of the company. They shall have power to remove said officers at any time and appoint others. In the election of officers by the directors, each director shall have one vote. Any vacancy occurring in the board, the board may fill until the next election. A majority of the board shall be a quorum for the transaction of business, and no debts or liabilities shall be incurred by the company excepting by a vote of said majority in favor of it. They shall also have power to make such by-laws as they may deem proper for the government of the company, which by-laws shall not be contrary to these articles, or to law.

ART. 10. The president shall have general supervision of the affairs of the company, and shall with the secretary represent the company in signing and execution of all contracts and other obligations, unless otherwise expressly provided by the board of directors, who may delegate that power to any other person or persons.

ART. 11. The treasurer shall, before entering upon the powers and duties of his office, enter into such bond for the faithful discharge of his duties as the board may prescribe, and shall submit to the board quarterly, an account of the condition of the treasury of the company.

ART. 12. The secretary shall keep a journal of all the records of the company, and of the board; shall have charge of all the papers of the company, and keep the same on file in the office of the company, and shall at all times submit any books and papers of the company to the inspection of any stockholder desiring to see the same during business hours, and perform such other duties as shall be required by the board or by law.

ART. 13. Each stockholder shall be entitled to one vote for each share of stock he may own, and may vote either in person or by written proxy.

ART. 14. These articles may be amended by a vote of the majority of the shares of stock at the time of the first meeting for the election of the first board of directors, and at any time subsequent to such time, they may be amended by a vote of two-thirds of the shares of stock at any annual meeting, or at any meeting called for that purpose by the owners of one-third of the shares of stock, upon 30 days notice published in a newspaper in said city and signed by such stockholders. Provided that article five (5) shall not be changed so as to increase or change the liability of any stockholder without his express and written agreement thereto.

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ART. 15. This corporation may be dissolved at any time after all its debts are paid and all its obligations and liabilities cancelled, by a vote of two-thirds of the shares of stock, at a meeting regularly called for that purpose after due notice.

The foregoing articles of incorporation are approved and adopted by the undersigned this August 18th, 1879.

T. K. SMITH,	M. T. WILLIAMS,
SAMUEL BALDAUF,	H. L. SPENCER,
E. H. GIBBS,	G. W. HALE,
C. P. SEARLE,	WM. LOUGHRIDGE,
W. A. LINDLY,	E. BACH,
J. H. GREEN,	M. WILSON,
J. W. McMULLIN.	

State of Iowa, }
Mahaska County, } ss

On this 21st day of September, 1879, before me, W. W. Haskell, a notary public in and for said county, personally appeared H. L. Spencer, E. H. Gibbs, G. W. Hale, C. P. Searle, Wm. Loughridge, W. A. Lindly, E. Bach, J. H. Green, M. Wilson, J. W. McMullin, T. K. Smith, M. T. Williams and Samuel Baldauf, who are personally known to me to be the identical persons whose names are subscribed to the foregoing articles of incorporation and acknowledge the same to be their voluntary acts for the purposes therein expressed.

[L. S.] W. W. HASKELL,
Notary Public.

At a meeting of the stockholders of the "Oskaloosa Water Company," held at the mayor's office in the city of Oskaloosa, on the 24th of October, 1879, at 6:30 p. m., in pursuance of legal notice, the following proceedings were had:

L. C. Blanchard was appointed president and D. W. Hunt secretary of the meeting.

The foregoing articles were presented for adoption, and on motion article 4 was amended and changed to increase the capital stock of this company to One Hundred and Fifty Thousand Dollars. And the foregoing Articles of Incorporation, as amended, were thereupon adopted, and ordered to be recorded as the "Articles of Incorporation" of the "Oskaloosa Water Company."

D. W. HUNT,	L. C. BLANCHARD,
Secretary.	President.