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The Alabama Mineral Land Company. Certificate of Incorporation.

Declaration in Writing: which when filed and recorded according to the Laws of the State of Alabama, is designed to effect and operate as to the incorporation of The Alabama Mineral Land Company:

Whereas heretofore - and on or about the first day of December in the year one thousand eight hundred and eighty - B. A. Craig, Register of the Chancery Court of Dallas County in the State of Alabama, did pursuant to the order, and direction of said Court, and to the provisions of a certain decree, duly made and entered by the Supreme Court, of the State of Alabama, in a cause therein pending, in which J. Bowman Johnston, and John A. Stewart as Trustees, were complainants and the Selma Rome & Dallas Rail Road Company and others defendants after a public sale thereof, duly made, convey by deed bearing date, of that day, to Edmond D. Randolph, and John L. Cadwalader all the lands granted by Congress, to the State of Alabama, for the use of said Rail Road Company, and afterward granted by the State of Alabama to the said Company, by the name of the Alabama and Tennessee Rivers Rail Road Company and afterward confirmed to said Company by the name of the Selma Rome and Dallas Rail Road Company, by Act of Congress called, in the proceeding in said cause: the "Public Lands," except such portions of such lands as are included in the right of way, of said Rail Road Company; or at the time of said sale, used as depots, station houses, turnouts, switches or other

were necessarily used in the operation of said Rail Road and appurtenant to said Rail Road, and except also such portions of said lands, which have been lawfully sold, and also all other lands owned by said Rail Road Company, not appurtenant to or used in operating said Rail Road together with all claims upon the United States, or on or upon, any person or corporation concerning lands: and all lands and claims, to lands released or exchanged, and belonging thereto, and all contracts, and amounts due for any lands sold: and all rights and interest in any lands embraced in any Congressional Grant, and not certified to said Company: and all claims, rights and demands appurtenant to or affecting the same. Together with what is known as and called, in the proceedings in said cause, the Ashley Branch of said Rail Road, and all rights, claims, privileges and easements growing out of the same, including all the lands together with all claims upon the United States, or any person or corporation, concerning lands, and all contracts and all amounts due for any lands sold, and all rights and interest, in any lands embraced in any Congressional Grant and not as yet certified to or for the said Selma, Rome and Dalton, Rail Road Company which are refered to or embraced in said Decree of said Supreme Court, and were ordered by that decree to be sold together with all the estate, right title and interest which the said Selma, Rome & Dalton Rail Road Company under any name or description or any Receiver, or Receivers of said Company Court in said cause, ever had in or to any of the lands, claims, property, rights or interests hereinabove referred to as sold under said decree:- which said lands so conveyed, consisted of several bodies of land lying in the Counties of Shelby, Perry, Calhoun, Talladega, Clay, Cleburne, Cherokee, Dallas, Coosa, Etowah, Bibb, Autauga, Randolph, St. Clair, and Chilton, and elsewhere in the state of Alabama, with the rights to recover, and enjoy other lands, and rights in said State. And Whereas: the said

Edmund D. Randolph and John L. Cadwalader in making said purchase and payment and in obtaining said Conveyance, made use of their own names at the request of the interested parties, but really acted as the representatives of the parties who have signed this Declaration, being the parties to receive the Stock, of said Company, so to be formed hereby:

And Whereas, the said parties who are hereinafter named, and whose names are hereto signed, are desirous of forming, an association or corporation, in accordance with the Constitution and Laws of the State of Alabama, for the purpose of taking and owning the said lands, property, claims, rights and interest sold and conveyed as aforesaid: and of managing and improving, developing and selling the same, or any part or parts thereof, and securing and enjoying any lands or rights not now in possession, as well as of acquiring for use, improvements, development, and sale, such other real estate, within the State of Alabama. or such personal property as can be acquired or held by such corporation, consistently with the Constitution and laws of said State of Alabama, and of exercising such other rights and powers, in relation to all the property, real estate, claims, rights and interests herein above referred to, as are not inconsistent with the Constitution and Laws of the State of Alabama.

Now, therefore, We, the parties who are hereinafter named, and whose names are hereunto signed, do declare as follows:

— First —

We do hereby Constitute ourselves, a body politic and corporate, under and in accordance, with the provisions of the Constitution and Laws of Alabama including Sections 1937-1938-1939, and 1940 of the Code of Alabama, commonly called the "Code of Alabama of 1876" for the purpose of taking and owning the said lands claims, property, tenements; hereditaments rights and interests so ~~called~~, sold and conveyed by said Benjamin H. Craig by said Deeds as aforesaid, to said Edmund D. Randolph, and John, L. Cadwalader and of managing, improving, developing and selling the

same or any part or parts thereof, as well as of acquiring for me, improvement, developing, and sale such other Real estate, situated within the State of Alabama. or such personal property as can be acquired, or held, by such corporation consistently with the Constitution and laws of the State of Alabama, and of exercising such other rights and powers in relation to all the property, real estate claims, rights, and interest herein above referred to as are not inconsistent with the Constitution and laws of the State of Alabama.

The name of the Corporation hereby constituted or formed, is and shall be the The Alabama Mineral Land Company.

— Second —

The amount of the Capital Stock of said corporation is and shall be One Million of Dollars: and the number of shares, into which it is divided shall be Ten thousand, shares of the par value of One hundred dollars each. The whole amount of the Capital Stock shall be issued, to the parties actually interested in the aforementioned real estate, property, claims, rights, and interests sold and conveyed, to said Edmund D. Randolph, and John L. Cadwalader as aforesaid, in consideration, of the conveyance thereof, to the corporation hereby formed; but that the capital stock may be increased to any amount, not exceeding Two millions five hundred thousand Dollars by a consent of the persons holding the larger amount in value of the Stock and pursuant to the Laws of Alabama.

— Third —

Our names and places of residence are as follows:

| Names | Residence | No. of Shares |
|---|---|---|
| Edmund D. Randolph. | City of New York, State of New York. | 1667 |
| William Henry Woods. | Ditto. | 1667 |
| Richard T. Wilson | Ditto. | 1667, |
| John J. Crane. | Ditto | 1667 |
| William A. Oaton. | Ditto | 1662 |
| Daniel S. Appleton. | Ditto | 1662 |

all of whom reside in the city of New York, and who are the respective owners, of the numbers of shares above set forth.

— Fourth —

The home office and chief place of business, of the said corporation, hereby formed, shall be at Birmingham in the State of Alabama, but the same may be changed from time to time, by a vote of a majority, of the Stock holders, thereof.
At all meetings of the stockholders of such corporation each Stock holder shall have one vote, for each share of stock, standing in his or her name, upon the Books of the corporation, which may be voted in person or by duly authorized attorney or proxy subject to the provision of the by laws, in reference thereto,
The meetings of the Stock holders, and of the Directors of said corporation, or of either, may be held, and the corporate acts of such corporation performed, at the City of New York, in the State of New York, and without the State of Alabama from time to time or such meetings of Stock holders and Directors or either, may be held, and such corporate acts may be performed, in such other States of the Union, and without the State of Alabama or in the state of Alabama, whenever the said Directors or Stockholders shall deem it their interest so to do and the undersigned Stockholders in said corporation, do hereby assent in each case thereto,

— Sixth —

— Fifth —

The number of the Directors of said corporation shall be five who shall be elected, by the Stockholders thereof, at their first meeting, and thereafter, as provided in the by laws, and shall hold office, for one year, and until their successors shall be chosen, and qualify; — provided however that the number of such Directors may be increased, by a vote, of a majority of the Stockholders of said corporation,

— Sixth —

The officers of said corporation shall consist of a

President, Secretary, and Treasurer, which last offices may be held, by the same person, in case the bylaws shall so provide, Such officers shall be elected by the, by the Directors from their own number, and shall hold office, for such terms, and be elected, in such form as the By-laws, shall provide. The undersigned will act as a Board of Directors of said Corporation, and appoint such officers, and agents, as are authorized by law, until a Board of Directors, shall be duly elected and such By-laws shall be adopted, as are consistent, with the laws of Alabama.

In witness whereof, we have hereunto, set our hands and seals, this Fourteenth day of May in the year one thousand eight hundred and eighty three.

Sealed & delivered in the presence of.
Edwin F. Cory. Jr.

Edm. D. Randolph. (Seal)
Wm. Henry Wood. (Seal)
R. J. Wilson (Seal)
John J. Crane. (Seal)
W. A. Caton, (Seal)
Dan S. Appleton. (Seal)

State of New York.
City & County of New York. } I. Edwin F. Cory Jr. a commissioner for the State of Alabama, duly commissioned and qualified, and residing in the City and County of New York, hereby certify that Edmund D. Randolph. William H. Woods. Richard J. Wilson, John J. Crane, William A. Caton, and Daniel S. Appleton, whose names are signed to the foregoing instrument and who are known to me acknowledged before me on this day, that being informed of the contents of said instrument they executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this Fourteenth day of May – A. D. 1883.

Edwin F. Cory, Jr.
Commissioner for the State of Alabama.
Office 54 Wall Street N. Y.

Filed June 5th 1883 & recorded June 7th 1883.
James T. Leeper, Judge of Probate