ARTICLES OF ASSOCIATION

OF THE UNION MANUFACTURING COMPANY OF MARYLAND.

To all to whom these presents shall come, or in any wise concern :

Be it known and made manifest, that we the subscribers, have formed a Company or limited partnership, and do hereby associate and agree with each other, to conduct business in the manner herein after specified and described, by and under the name and title of the President and Directors of the *Union Manufacturing Company of Maryland*, and we hereby mutually covenant and agree, that the following are and shall be the fundamental articles of this our association and agreement with each other, by which we and all the persons who at any time hereafter may transact business with the said company shall be bound and concluded.

ARTICLE I.

The object of this Association is declared to be for establishing, carrying on and encouraging Manufactories of all the useful and necessary articles, which have heretofore been imported from foreign countries; but the establishmont of Manufactories of Cotton and Wool, by means of the latest improved labor-saving machines, to be put in motion by water, is to be the first and immediate object to which the attention and funds of this association are to be applied.

ARTICLE II.

The Capital Stock of the said Company shall consist of one million of dollars, money of the United States, to consist of twenty thousand shares of fifty dollars each, one thousand of which shares shall be reserved until the legislature may incorporate the company, and may be subscribed for by the state if desired by the legislature thereof; this reservation however, shall not continue for more than two years from the first election of Directors. One twentieth, or two dollars and fifty cents on each shall be paid to the commissioners at the time of subscribing, one twentieth, or two dollars and fifty cents more to the Directors, if chosen, and if not, to the present commissioners in Baltimore, in sixty days thereafter, and one twentieth or two dollars and fifty cents more to be paid on each share to the directors in Baltimore, in 1 hundred and 20 days after the alloted time for subscribing, and the company to commence its operation when five thousand shares are subscribed for, and the remainder in such proportions and at such times as the Directors may appoint, but no further payment shall be required, without first giving two months notice in at least three news-papers, printed in the city of Baltimore, one in Frederick-town one in Hager's-Town, one in the city of Annapolis and one in Easton. And the said stock shall be subscribed for under the direction of the Commissioners hereinafter named, in manner following, that is to say: The subscription for the City and County of Baltimore shall be opened in the City of Baltimore on Monday the 7th day of March next, for ten thousand shares, under the direction of William Patterson, Robert Gilmor, Robert M'Kim, Thomas Dickson, James H. M'Culloch, Thomas M'Eldery, Ludwig Herring, William Jones, John Gill, Andrew Ellicott, James Wilson, John Sheddon, John Trimble, George Warner, James Brown, P. Bennett, James Armstrong, sen. Christopher Raborg, Samuel Sterett, Thorndick Chase, Joseph Townsend, E. Finley, Henry Shroeder, William Stewart, or any 12 of them.

And on the same day for four hundred and fifty shares at Leonard's-town for St. Mary's county under the direction of Henry Neale, Thomas Barber and Joseph Ford.

At Prince Frederick-town, for Calvert county for three hundred shares, under the direction of Peter Emerson, Michael Taney and Joseph Ireland, or any two of them.

At Port Tobacco for Charles county for five hundred and forty shares, under the direction of John Edward Ford, William H. M'Pherson and John Barnes or any two of them.

At Upper Malborough for Prince Georges county for three hundred and sixty shares under the direction of Richard Marshal, Francis Magruder and Leonard Covington, or any two of them.

At Annapolis for Anne Arundel county and city of Annapolis for six hundred shares, under the direction of John Johnson, John Muir and Jonathan Pinkney, or any two of them.

At Montgomery Court House for Montgomery county for three hundred and sixty shares, under the direction of Upton Beale, Thomas F. Wilson, Isaac Briggs, Caleb Bently and James Lackland, or a majority of them.

At Frederick town for Frederick county for eight hundred shares, under the direction of Abraham Shriver, Geo. Bear and George Creager, jun. or any two of them.

At Hagers town for Washington county for eight hundred shares, under the direction of Nathaniel Rochester, Jacob Schnebly, William Beyser, Frederick Dorsey and Henry Lewis, or a majority of them.

At Cumberland for Allegany county for three hundred and sixty shares, under the direction of George Hebb, Geo. Thistle and Patrick Murdock, or any two of them.

At Belle Air for Harford county for six hundred shares, under the direction of John Moore, Henry Dorsey and John C. Bond, or any two of them.

At Elkton for Cæcil county for six hundred shares, under the direction of James Sewall, John S. Moffit and John Y. Cox, or any two of them.

At Chester town for Kent county for four hundred shares under the direction of Benjamin Chambers, James Hodges junr. and Philip F. Rasin or any two of them.

At Centreville for Queen-Ann's county, for 600 shares, under the direction of William Chambers, Richard T. Earle, and Daniel C. Hopper, or any two of them.

At Easton, for Talbot County, for 540 shares under the direction of Solomon Dickinson, David Kerr, jun. and Wm. Dunn, or any two of them.

At Denton for Caroline county, for 350 shares under the direction of Wm. Whitely, Solomon Brown and William Potter, or any two of them.

At Cambridge, for Dorchester county, for 400 shares under the direction of James Steel, Richard Goldsborough and Samuel Brown, or any two of them.

At Princess-Ann, for Somerset county, for 400 shares under the direction of John Gale, L. D. Teakle, and John H. Anderson, or any two of them.

At Snowhill, for Worcester, county, for 540 shares under the direction of James B. Robbins, John Williams, and Ephraim King Wilson, or any two of them.

And the commissioners aforesaid shall open the subscription books at ten o'clock A. M. and they shall continue open until three o'clock, P. M. and shall remain open between those hours for two days, unless sooner filled. And if it should so happen, that more than the stipulated number of shares should be subscribed for on the first day, then the commissioners aforesaid are to apportion them among the subscribers, by deducting from the highest subscriptions, until they are reduced to a proper number, or if more persons subscribe than there are shares then the commissioners are to cast lots to decide to whom they shall belong: But if the shares should not be subscribed for in two days, then the commissioners in the different counties and the city of Annapolis are to return the remainder, together with the books and what monies they may have received at the time of subscribing, unto the commissioners in Baltimore, within thirty days. And the commissioners will, on deciding to whom the said shares may belong issue receipts to the different stockholders for the monies received by them at the time of subscribing; and these receipts with the original subscription, shall be deemed good evidence of the quantity of stock, to which each subscriber, shall be entitled in this company. But no person or persons, bodies corporate or otherwise, shall be permitted to subscribe on the first day on which the books are opened, for more than twenty shares; and if the stock be not subscribed for on the first day, the books are to remain open on the second day, and the commissioners may permit any person or persons, bodies corporate or otherwise, to subscribe for any number of shares, until the whole number is complete, and if the stock be not fully subscribed for on the second day, all the shares at that time unsubscribed for, shall be under the direction of the commissioners at Baltimore, or the directors when chosen, to be disposed of by them for the interest of the institution.

ARTICLE III.

The commissioners in Baltimore, shall forthwith deposit in one of the banks of the city, subject to the order of the president and directors of the company when chosen, all the money so received and retained after deducting the expences attendant on the subscription and the previous meetings.

ARTICLE IV.

If any stockholder shall fail to pay his, her, or their iastalments to the amount of ten dollars on each share, at the time or times, and in manner herein before specified, such stockholder shall forfeit to the use of the company all money paid antecedent to such failure or default. But no forfeiture shall take place after ten dollars on each share shall have been paid; but as it is requisite that means should be taken to secure the regular payment of after calls, therefore, if any stockholder shall fail to make regular payment of any instalment or call after ten dollars have been paid, such stockholder shall not be entitled to any dividend until such instalment or call shall be made good; and the dividend thereafter, to be paid to such stockholder (as well upon the money paid by him regularly, as upon the money paid after default) shall be calculated only from the time when the last instalment was made good.

ARTICLE V.

The first general meeting of the stockholders for directors, shall be held at such time and place as shall be appointed and publicly notified by the commissioners in Baltimore, for receiving subscriptions to the company's stock. And forever thereafter there shall be a general meeting of stockholders for the purpose aforesaid, on the first Monday in May, annually, at such place in Baltimore as the president and directors for the time being shall appoint.

ARTICLE VI.

At the first general meeting to be held thereafter, as aforesaid, there shall be chosen by the stockholders, by ballot, twelve directors, to serve until successors to them be chosen.

In the choice of directors, and in all other cases, the number of votes to which each stockholder, shall be entitled shall be in proportion to the stock he shall hold, as follows, viz: —For one share and not exceeding two shares, one vote each; for every two shares above two and not exceeding ten one vote; for every four shares above ten and not exceeding thirty, one vote; for every six shares above thirty, and not exceeding sixty, one vote; for every eight shares above sixty, not exceeding one hundred, one vote; & and for every ten shares above that number, one vote: but no person or persons, body politic or otherwise shall be entitled to a greater number, than fifty votes. No share or shares shall confer a right of suffrage, which shall not have been held four calendar months previous to the day of election except at the first election; all stockholders actually residing within the United States, and none other, may vote at elections by ballot in person or by proxy, which in all elections after the first, is to be made in such form as the board of directors may appoint. None but stockholders being citizens of the United States, and residing within the city of Baltimore, or precincts thereof, shall be eligible as a director, or president.

ARTICLE VIII.

The directors, immediately after their appointment, and so after every subsequent appointment as aforesaid, shall choose from among the stockholders, by ballot, a president, to serve for one year from the time of his appointment, and until a new election of directors shall be appointed; and the said president and his successor for the time being, shall perform such duties, and receive such compensation for his services as the directors shall from time to time appoint.

ARTICLE IX.

In case of the necessary absence of the president, he may, by writing under his hand, appoint one of the directors, who shall in all respects act for him during his absence, and in default of such appointment, the directors shall have power to appoint a president pro-tempore, who shall in all things act as president during the said absence.

ARTICLE X.

In case any director shall be chosen president, the remaining directors shall immediately choose by ballot, from among the stockholders, a person to supply his place and whenever, a vacancy shall happen in the office of director or president, by death, resignation, removal from the state or by any other means, it shall immediately be filled by ballot, by the directors, from among the stockholders, till the next election in course.

ARTICLE XI.

The president and directors shall have power,

1st. To purchase and hold in fee simple or otherwise, such lands and real estates suitable for the erection of the necessary works and for the accomplishment of their undertaking as they shall judge proper.

2d. To prepare or procure, adopt and execute such plan or plans as they shall think most advantageous and effectual for establishing, carrying on and encouraging manufactories of all the useful or necessary articles, which have heretofore been imported from foreign countries commencing first with manufactories of cotton and wool, by means of the latest improved labor saving machines, to be put in motion by water.

3d. To make all bye-laws, rules and regulations necessary for the well ordering and conducting of the business of the company, and such bye-laws rules and regulations to alter, change or annul at their pleasure, but every such bye-law, rule or regulation may be altered or repealed by the stockholders at a general meeting, to be called for that purpose by any forty or more stockholders; provided, that there be present at such general meeting, stockholders holding two thousand shares in the whole or their proxies, and that eight weeks notice be given in three newspapers printed in the city of Baltimore, one in Frederick, town, one in Hager's town, one in the city of Annapolis, and one at Easton, of such meeting, and of the alteration or repeal intended to be proposed thereat.

4th. To appoint and remove at their pleasure all clerks, superintendants, agents or other officers necessary for carrying on the business of the said company, the compensations of all such clerks superintendants, agents or other officers.

5th. To make such contracts for labor, materials, engines and machines, and all such purchases of tenements, lands, or hereditaments, in fee simple or otherwise; and to contract for and obtain in behalf of the said company all such privileges, permissions, rights, and advantages of every kind or nature whatever, as they shall judge necessary for establishing carrying on and encouraging manufactories agreeably to the first article of this association, and all necessary conveyances and assurances of the said lands, tenements, hereditaments, privileges, permissions, rights and advantages to take and receive in trust for the said company, or otherwise as they shall judge most proper; and all and any of the said lands, tenements, materials, engines, machines, privileges, permissions, rights and advantages to sell again, let, hire, or otherwise dispose of, in whole or in part, for the benefit of the said company, in such manner, and on such terms, and conditions as they shall judge most proper, and all power and needful conveyances, assurances contracts and deeds therefor to make and execute.

6th. To receive, use, dispose of and employ for the purposes aforesaid, or any of them, all the capital stock, money, property, and funds of the said company, of every nature and kind whatever, now or at any time hereafter to be held or claimed, keeping and rendering to the stockholders, at each annual meeting for the choice of directors, a particular account of all stock, property, money and funds so to be received, expended and dispose of in the course of the year, then next preceding, and of all contracts, purchases, leases, sales and dispositions so to be made within the same period; which shall at all times be subject to the inspection of the stockholders.

7th. To provide for and pay out of the revenues and funds of the company all such annual expences as it may be necessary to incur, for keeping up, carrying on and encouraging the said manufactories, or for promoting and carrying on in any manner the business of the company.

8th. To bind by their contracts, deeds and writings under the hands of the president and the seal of the company, all the property, estate, common stock and joint funds of the said company, but not the person or separate property of themselves or any of the stockholders.

9th. To establish rules and regulations for the stock of the said company and for the proof of property and ownership therein.

10th. To call general meetings of the stockholders from time to time and at such times and for such purposes as they shall think proper, giving eight weeks notice in three newspapers or more in the city of Baltimore, one in Frederick town, one in Hagers-town, one in the city of Annapolis and one in Easton, of the time, place and purpose of every such meeting respectively, provided that no such meeting shall be competent to the transaction of any business whatever, unless there be present thereat the holders of Two Thousand shares at the least, or their proxies.

11th. And generally to do, act and transact in all things for the said company, relative to the undertaking, common stock and joint property aforesaid in as full and complete manner as the individual stockholders or subscribers might do were they personally present.

ARTICLE XII.

The president and each director before he enters upon the duties of his office, shall take the following oath or affirmation, as the case may be: I do solemnly swear or affirm that I will impartially, faithfully, diligently and honestly execute the duties of conformably to the constitution or articles of association of the same and trusts reposed in me, to the best of my skill and judgment; and the clerks, book keepers and other officers shall also take a similar oath or affirmation, and shall besides give bonds with security to the satisfaction of the president and directors for the faithful discharge of their duties in their respective stations.

ARTICLE XIII.

The president and directors as soon as the progress of the work and the state of the funds will permit, shall make, declare and pay to the stockholders or their legal representatives half yearly dividends at certain stated times, on the stock of the company, reserving however out of the income of the company's property such sum annually as they shall judge necessary or prudent, for repairs improvements, augmentations and contingencies.

ARTICLE XIV.

The original subscribers to this association and the assignees, transferees and legal representatives of all such original subscribers forever, shall be taken and deemed to all intents and purposes, to be members of the company, and shall be entitled to all the rights, benefits and advantages to arise in any manner therefrom, or from the property works and capital stock thereof in proportion to the amount of their stock and interests respectively, provided, that no transfer or assignments of the said capital stock, shall be valid unless it be made on the books of the company and in such manner as the president and directors shall appoint, every person or person having so transferred or assigned the whole of his, or her or their interest and stock in the said company, shall thereafter cease to be a member or member of the said company to all intents and purposes.

ARTICLE XV.

It is hereby declared expressly and made part of this assocation, that all persons who deal or contract with the said Company, or with the President and Directors thereof on its account in any manner whatsoever, do so deal and contract on the sole credit of the capital stock, common property and joint funds of the said company, and not on the private or individual credit of the president and directors, or any of them, or of the stockholders or any of them, and do expressly relinquish and disclaim all right and pretence of right, to look to or receive any thing from the individual property or persons of the said president, directors, or stockholders, or any of them, by reason or on account of any such contract or dealing, to which effect there shall be a clause inserted in all contracts, writings or obligations to be made by the president and directors, in pursuance of these articles, with any person or person whomsoever, until an act of incorporation as aforesaid shall be obtained.

ARTICLE XVI.

And in case any person or persons, or body or bodies corporate, should wish to commence any action or suit at law or in equity against the said president or directors, or either or any of them, on account of any act, matter or thing done by the said president and directors, in pursuance of the power to them hereby given, the said president shall be and hereby is authorised to receive, accept and acknowledge service of process in every such suit or action, and to cause all proper and needful defence to be made therein at the cost of the company, or to submit the matter so in dispute to arbitration, in such manner as he shall think proper, and to pay and discharge out of the joint funds thereof, all and every sum or sums of money that may be adjudged, deemed or awarded in any such action or suit to be paid by the said president and directors, and in every respect to perform, conform to, and fulfil every such judgment, decree and award, as far as can be done by means of the capital stock, joint funds and common property of the said company.

ARTICLE XVII.

The president and directors are hereby required and fully empowered to draught and present a petition in the name and on behalf of this company, to the legislature of the state of Maryland, praying that an act may pass to incorporate a company conformably to these articles of association.

ARTICLE XVIII.

This association shall continue until the second Monday in March, one thousand eight hundred and twenty-eight, unless a charter is sooner obtained, but the proprietors of two thirds of the capital stock of the company, may by their concurring notice at a general meeting to be called for that express purpose dissolve the same at any prior period, provided that notice of such meeting and its object, shall be published in three newspapers or more in the city of Baltimore, one in Frederick town, one in Hagers town, one in the city of Annapolis, and one in Easton, for at least six months, previous to the time of such meeting.

ARTICLE XIX.

Immediately on the dissolution of this association effectual measures shall be taken by the directors then existing, for closing all the concerns of the company, and for dividing the capital and profits which may remain among the stock holders in proportion to their respective interests.

In witness whereof we have hereunto set our names or firms the seventeenth day of March, in the year of our lord one thousand eight hundred and eight.

TO THE PEOPLE OF MARYLAND.

The Committee of the cotton and woollen manufactories, beg leave to refer their fellow-citizens to their report of the 26th January last, which stated their intentions of shortly publishing a plan of association for a manufacturing company.

They are sensible that to carry into immediate effect the great business of working up our native raw materials, and converting them to the various purposes, which our actual and artificial wants will shortly have occasion for; it will require on the part of the proprietors considerable capital; on the part of the managers sound judgment in planning the operations; and on the part of those to whom is committed the superintendence of the machinery and manufacturers steady, constant and persevering industry and œconomy, and that, to accomplish this all important object, it will be desirable to combine the agricultural, mechanical and commercial interests of the whole state; but having full reliance on the capital, enterprise, patriotism and industry of the people of Maryland, who have never yet been found deficient in aiding to carry into ef-