

road Company, under its corporate seal, to enter into a joint agreement with the company or companies with which consolidation is hereby authorized under the corporate seal or seals of said company or companies for such consolidation, and prescribing the terms and conditions thereof, the mode of carrying the same into effect, the name of the consolidated corporation, the number, names and qualifications of the directors and other officers thereof, and who shall be the first directors and officers, their places of residence, the number of shares of the capital stock of the consolidated corporation, the amount or par value of each share, and the manner of converting the capital stock of each of the said companies into that of the consolidated corporation, and the pro rata amount of the capital stock of the consolidated corporation which shall be given in exchange for capital stock of each of said companies, such pro rata amount in the case of each company to be fixed according to the comparative value of the stocks of said companies respectively as the same shall be determined by said agreement, and how and when directors and officers shall be chosen, with such other details as they shall deem necessary to perfect such new organizations and the consolidation of said companies: said agreement shall be submitted to the stockholders of said Worcester Railroad Company at a meeting thereof, called for the purpose of taking the same into consideration; due notice of the time and place of holding such meeting and the object thereof shall be given by written or printed notices, addressed to each of the persons in whose names the capital stock of said Worcester Railroad Company stands on the books thereof, and sent to such persons respectively by mail, when their postoffice addresses are known to the officers of the company, and also by a general notice published for at least two weeks in one newspaper in the county of Worcester, which publication shall be sufficient notice to every such person, unless it appears that his postoffice address was actually known to the officers of the company and that there was a wilful neglect to mail notice to him at such address; and at said meeting of stockholders the agreement for consolidation shall be considered and a vote by ballot taken for the adoption or rejection

Joint agreement.

Consolidation authorized.

Submit agreement.

Publish notice