

"SCHEDULE C."

BY-LAWS

OF THE

SOUTHERN RAILWAY COMPANY,

DECEMBER 4, 1894.

STOCKHOLDERS.

1. The annual meeting of the Stockholders, for the purpose of electing Directors, and for the purpose of transacting such other business as may come before the meeting, shall be held on the Tuesday preceding the last Tuesday in October of each year, at the office of the Company in the City of Richmond, Virginia, and notice thereof shall be given for two successive weeks in a newspaper published in the City of Richmond.

2. A general meeting of the Stockholders may be held at any time upon the call of the Board of Directors, or Stockholders holding together one-tenth of the capital stock, upon their giving notice of the time and place for such meeting for thirty days in one of the principal newspapers published in the City of Richmond, the City of Knoxville, Tennessee, and the City of New York.

3. To constitute a meeting of Stockholders there must be present, either in person or by proxy, those who can give a majority of all the votes which could be given by all the Stockholders. If a sufficient number fail to attend at the time and place for the meeting, those who do attend may adjourn from time to time until a meeting shall be regularly constituted. A meeting of Stockholders may adjourn from time to time until their business is completed. No notice shall be necessary for the holding of an adjourned meeting.

4. At any meeting of Stockholders each Stockholder may, in person or by proxy, duly appointed by instrument in writing subscribed by such Stockholder, duly attested, and filed with the Secretary at or before the meeting, give one vote on each share of stock held by him in the same right.

5. In order to effect an organization, the meeting shall be called to order by the President, or in his absence by the First, Second or Third Vice-President, in the order named, and a Chairman shall be elected. In the absence of the President and all the Vice-Presidents, any Stockholder, or the duly appointed proxy of any Stockholder, may call the meeting to order. The polls shall be opened as soon as the organization of the meeting shall admit of, and shall be kept open for one hour, under the supervision of three Tellers, who shall have been previously appointed by the Board of Directors; or, if not so appointed, or, if in case of appointment, all or any of them shall fail to act, appointments to fill the vacancies shall be made at such meeting by its Chairman. The votes for Directors, or for