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COMPARED

AGREEMENT AND DECLARATION OF TRUST OF THE MIRACLE HEATER  
MANUFACTURING COMPANY.

Know all men by these presents: That the agreement made and entered into on this 8th day of January, 1924, George W. Sharp with his assigns herein designated Trustor, and George W. Sharp, B. B. Seneker, and Paul Spielberger, together with their successors herein designated Trustees:

Witnesseth: That whereas, The Trustor for the purposes of creating a common Law Trust Fund, and Trust Estate, has surrendered, relinquished and transferred to the trustees under the style, name and designation of the

MIRACLE HEATER MANUFACTURING COMPANY,

all his rights,

title, and interest in and to a certain patent said, Trustor having obtained from the United States Government of America, and the Government of the Dominion of Canada, a new and useful mechanical process of consuming Natural or Artificial Gas for heating purposes, and valued herein in "Schedule A" hereto attached and made a part hereof, and being of the agreed value of One Hundred Thousand Dollars (\$100,000.00) and the Trustees hereby acknowledge the receipt of same and agree to accept, use and employ the same in the business of Manufacturing Heating Stoves and other heating Devices, making, selling, and disposing of same, acquiring material for the finished product, wholesaling and retailing both the finished product and material, Purchasing, selling and disposing of the by-products to the Heat Producing Industry, including appliances and equipment, to purchase, sell, hold and encumber Real Estate and for other purposes hereinafter set forth.

And the Trustees for the purpose of defining the equitable beneficial interest of the Trustor and his assigns in such trust estate have agreed to issue to the Trustor negotiable certificates or evidence of interest as Cestui Que Trustent to the amount and to the extent of Two/Hundred Thousand Dollars (\$200,000.00) two hundred thousand beneficial interest, hereinafter called shares, which shall all be common shares, each share to be of the expressed par value of one dollar (\$1.00) and all of said shares to be issued to the Trustor, or to such person or persons and in such proportions as he may order, designate or direct.

Now, therefore, the Trustees hereby declare that they will hold said funds and property, so transferred to them as well as all other property which they may acquire as Trustees, together with the proceeds and profits thereof in trust; to manage and dispose of the same for the benefit of the holders from time to time of the certificates of beneficial interests of shares issued thereunder according to the equitable value of priorities that may be expressed therein, and in manner and subject to the stipulations herein:

First: It is the intention of the parties hereto to create an absolute trust and not a partnership, and no portion of this agreement shall be construed or interpreted as being contrary to this provision. All property of the Company is the property of the Trustees and they shall be the masters. The Shareholders shall be trust beneficiaries, only, without partnership, associate or other relation whatever inter sese.

Second: The Trustees to the collective capacity, and their successors in office shall be designated as far as practicable as the

MIRACLE HEATER MANUFACTURING COMPANY.

and under that name, so far as practicable, conduct all business, receive and convey