

227 Riverside Dr.  
New York City, N.Y.  
March 10, 1937.

Mr. Elmer Bossert  
Liberty, Indiana.

Dear Pat:

Thanks for the prompt answer. Since the purpose of the corporation is in the nature of a service educational, cultural, we might say charitable, the question of stock does not concern us since we do not expect any profit nor do I believe any profit is possible. We may consider the whole work in the nature of a gift to whomever will care to receive it. There is really no need of stock having a par value. Are there not educational or membership corporations in Indiana which do not require the issuance of any stock? Would like to avoid any tax fees if possible. The only purpose of a corporation at all in this undertaking is the setting up of the incorporators or trustees. We want to set up an independent body apart from the identity of ourselves, not for the purpose of avoiding liability but for the protection of the purpose of our organization and for the leaving of the control of the society in the hands of the originators (trustees of a corporation) in case members are taken in later. of course common no par value stock might help in this aim by restricting the right to vote to stockholders, but would rather avoid stock entirely if possible, for one thing it might mislead prospective donors into thinking there might be some ulterior motive of profit. We would like, however, to make due provision for the possibility of the work being self supporting by the sale of books or magazines or of articles, or in the selling and buying of art works, or in the giving of artistic instruction.

While Dudley, Janet and I (with one other friend here) are the incorporators how can we get around the provision of Indiana State residence. Can we use 313 East Union Street? Dudley and I both voted and filed income tax from New York. I know the majority of corporations in the country are Delaware Corporations. How do they do this? I see mention of the sum of not less than \$500.00 paid in Capital. Now our original outlay here will not exceed \$100.00 but we can very easily have a check for \$500.00 go through a bank account if necessary. Also I see mention of incorporation for not less than \$1000.00, how is this accomplished?

Our operation in other states will not be more than the attempted contact of a co-worker who would undertake with us the more unified organization of his community for cultural and artistic advancement, and for the distribution and local publication of the cultural and artistic news and creations of other co-workers in this and other countries. We have under consideration the publication of a magazine (no advertising) to which each state co-worker would contribute one page of cultural news or an artistic essay and which would be distributed through these co-workers for the promotion of a national interest in things of culture.

This is just one of many possibilities under consideration, none of which are in any way definite. Naturally we would have to charge something for the magazine for we here are in no position to finance anything to that extent without some help, but anything over expenses which might accrue would at once be put into some other similar development. We might say, broadly, our purpose is to:

- 1. Promote the realization of the spiritual unity of mankind and its peaceful evolution through the creations of cultural inspiration.
- 2. Make available to a greater number of the people of the world the advantages of a cultural development.

By:

- (a) The encouragement of the preservation of existing cultural treasures.
- (b) The publication of cultural literature.
- (c) The exchange of cultural literature.
- (d) The encouragement of artistic creation.
- (e) The teaching of all arts.
- (f) The establishment of Cultural centers.
- (g) The promulgation of the cultural news and literature of all nations.

To provide for any future contingencies, articles of incorporation should include the "right" to:

- 1. Buy and sell real estate.
- 2. Collect rents.
- 3. Import and export objects of art. (unimportant)
- 4. Establish Museums.
- 5. Solicit funds for support of cultural enterprises/
- 6. Grant memberships in society.
- 8. Establish Syndicate of cultural news and literature.
- 7. Buy, sell, print, distribute cultural literature.
- 9. Use of mails for exchange and advertising of cultural creations, and for solicitation of funds for development of same.
- 10. Etc. (whatever else you think might become important to our purpose.)
- 11. Conduct Institute for the teaching of all arts
- 12. Secure patents and copyrights through or in corporate name.
- 13. Conduct scientific research and exploration under corporate name.

If stock is necessary there need only be four shares to begin with, however, I have outlined fairly completely what we wish to do and ask your best judgement as to what corporate detail best suits our needs. We original four want to insure the fact that the name under which we incorporated, and to this end, ourselves and our elected successors, or ourselves and such additional persons as we may in the future elect must at all times be in absolute and complete control of all assets and Government of the Association. Regardless of the number of people who may later become associated with us, or the amount

of assets in any form which they may subscribe to the Association, Society, Work, Corporation or what ever you choose to call it. We do not wish the original moneys which we four may subscribe to the organization of this corporation to be considered as the purchase price of our stock (if you deem a stock proposition as the best vehicle for us)but rather as donations to the corporate name what ever that may be. Unless the "paid in capital provision makes this impossible.

I think there is a provision in New York State Law whereby an association (non-incorporated) may be formed which provides for the possibility of an independent body of control being set up within the association by the election of governing trustees. Is this true in Indiana? If so are the elected trustees personally liable for the assets of the Association. I mention this because we are seeking the best vehicle for our purposes and ask your judgement. We would much rather organize in Indiana if that is possible, with a main national office here in N.Y. but for personal sentimental reasons-some business reasons, and to take advantage of the lower organization costs. In this connection, does the \$25.00 you mention cover the whole proposition, filing of papers, stock printing (if any) cost of seal (if ant) and your personal fee, -the whole thing lock, stock and barrel delivered to us. If not where am I where am I wrong? I stress this again not to try to beat you down in a personal fee, but because our funds are naturally very limited, and since our primary interest is in the accomplishments of the organization we want as much left for this purpose as is possible, so it very logically becomes an important factor in where we incorporate and by what method. Please consider this especially in your choice of recommendations to us.

We never expect to sell stock. We are giving what little money is required to start, and any recognition of subscriptions or donations by others later would be recognized, I should think, more properly by the issuance of memberships.

If the State residence provision becomes an obstacle could we issue common, no par value stock to three Liberty residents and four shares of preferred stock, in which all voting and control rights would be vested, to ourselves? Then continue the issuance of common stock of no par value, and no real or voting or control value as the recognition of any donations made. Would tax have to be paid on this?

Do you think our "aims" necessitate the permission from the various states for solicitating co-operation in these states.

Article #3 in the form which you sent to me I don't understand. We want to continue forever. Why is this asked? To continue: (Articles)

- #1 Name will probably be FLAMMA
- 2 Outlined above for your inbelishment.
- 4 227 Riverside Dr. N.Y.C., Resident agent yourself or Papa
- 5 Your choice. \*
- 6.7. " " \*\* For our approval.
- 8 Requested information above
- 9 Four
- 10 Sina Lichtmann 227 Riverside Drive, N.Y.C.
- Dudley Fosdick " " " "
- Gene Fosdick " " " "
- Janet Fosdick " " " "

227 Riverside Dr.,  
New York City, N.Y.  
June 9, 1937.

Mr. Elmer F. Bossert  
Liberty, Indiana.

Dear Pat:

I have received your letter with enclosure from the Secretary of State asking for information on the ROERICH PACT AND BANNER OF PEACE.

I find that I have saved a pamphlet of the signing of the Pact by the several American Republics at the White House in 1935, and since it will give you the information desired by the Secretary of State more completely than I could outline in this letter I am enclosing it together with the original of the letter from the Secretary of State which you asked me to return for your files.

If you need any further information of any nature regarding the Articles I will be glad to forward it to you. Hoping that we will soon receive our Certificate, and with my regards to yourself and family, I am

Yours very truly,

*also sent Proceedings of Washington  
Convention 1933 + asked to return booklet of  
Sec. of S. didn't wish to keep them.*