INSURANCE.

CHARTER OF THE LOUISIANA STATE MUTUAL INSURANCE COMPANY.

STATE OF LOUISIANA, CITY OF NEW ORLEANS.

Be it remembered, that on this twenty-seventh day of the month of July in the year of our Lord eighteen thousand eight hundred and sixty, and of the Independence of the United States of America the eighty-fifth.

Before me, Edward Barnett, a Notary Public, duly commissioned and sworn, for the Parish of Orleans, State of Louisiana, and in the presence of the witnesses hereinafter named and undersigned.

Personally came and appeared, the parties whose names are hereunto subscribed, who declared that, avoiding themselves of the provisions of the laws of the State of Louisiana, relative to the organization of corporations in this State, they had convened and agreed, and do by these presents convene, agree and bind themselves and those whom they represent, to establish an Insurance Company, for the objects and purposes, and under the obligations, stipulations and regulations following, to-wit:

ARTICLE FIRST.—The said Company shall be established and located in the city of New Orleans, and shall be known and designated by the name and title of the LOUISIANA STATE MUTUAL INSURANCE COMPANY. It shall commence its operations on or about the first day of September, 1860, and shall exist for and during the full and legal term of twenty-five years, from the date hereof, unless sooner determined, as provided in Article 12th.

A seal shall be used by the officers of the Company having for a device the coat of arms of the State of Louisiana, and for an inscription the name of the Company.

The President or Secretary of the Company shall be the proper officer upon whom shall be served all citations, notices or other legal process in matters wherein the Company may be interested.

ARTICLE SECOND.—The objects and purposes of the Company are hereby declared to be:

First—To make Insurance on Dwelling houses, Stores and other Buildings, Household Furniture, Merchandise and other property against loss or damage by fire.

Second—To make Insurance on Vessels, Steamboats, Freights, Goods, Wares, Merchandise, Specie, Bullion, Commissions, Profits (but Profits, Bills of Exchange, and other evidences of debt, bottomry and hypothecatory interests, and generally all and every Insurance appertaining to or connected with Marine or Inland Transportation Risks.

The Company may cause itself to be reinsured against any risk upon which it shall have made a insurance.

ARTICLE THIRD.—The names and respective interests of the parties to this act are declared to be to total amount of $300,000, of which said parties shall, on the organization of the Company for business, furnish their notes, well approved for the amount of their subscription, and made payable on the first of October, 1860, for which a receipt will be given by the President of the Company, acknowledging to have received the same, as for premium in advance; and such notes shall be subject to all the contingencies of capital.

All premiums for insurance made by these parties are to be paid in conformity with the rules and regulations of the Company, and the amount of such premiums, when paid, shall be endorsed on the notes of the insured until the same shall have been paid in full.

The subscriber of such notes shall, in any event, be liable for losses of the Company in any larger sum than the amount that may be due on such subscription.

And in case, at the maturity of the notes given as aforesaid, there shall remain any balance due thereon, after the employment of premiums, and the assets of the Company shall not require the payment of said balance, the drawers of such notes shall have the right to renew their notes for such balance for another year.

All the aforesaid notes shall contain a stipulation that should the losses of any one year exceed the amount of premiums, the makers will pay in good faith, at maturity, the amount that shall appear to be due on his or their note, waiving all and every plea of want of value or consideration for the same.

ARTICLE FOURTH.—All the corporate powers of the Company shall be exercised by a Board of Trustees, and such officers and clerks as they may appoint.

The Board of Trustees shall consist of thirty-three members of the Company, to be elected (except the first year) on the last Monday in September in each year, from the citizens of the City of New Orleans as the acting Board shall designate; of which election they will give at least fourteen days previous notice by advertisement in three of the newspapers published in this city, and they shall appoint three members of the Company to preside as Inspectors at such election, and should any of the said Inspectors decline or fail to attend, the President shall have power to appoint others to fill the vacancies.

The Board of Trustees thus elected shall take their seats on the last Monday in October after the election, and shall hold the same one year therefrom, or until others are qualified to act in their stead.

Those persons receiving a plurality of votes shall be considered and declared duly elected. In the event of no election taking place on any day fixed for the same, the Company shall cause an election to be held within ten days after the failure to elect, and shall give notice thereof by advertisement, in one or more of the newspapers published in this city.

The Board of Trustees shall, at their first meeting in every year, elect a President and Vice President, who shall, at the time of election, be ex-officio members of the Board, and who shall hold their office until their successors shall be elected.

The President shall preside at all meetings of the Board of Trustees and of the Company, and shall conduct the business of the Company generally, under the supervision of the Board. In case of the absence of the President, the Vice President shall preside at such meetings, and shall sign the policies of the Company.

The Board of Trustees shall fix the compensation of all officers and clerks elected or employed by them in the service of the Company.

They shall invest the profits arising from the business of the Company in the manner hereinafter provided for. They are hereby invested with full power to frame and adopt such bylaws, rules and regulations, as they may deem necessary and applicable for the government of the Company and the transaction of its affairs, provided the same does not conflict with the evident and meaning of this act of incorporation or with the laws of this State; and they shall have full power and authority to do acts necessary for carrying into effect the objects and purposes of the Company not herein provided for, and to fill all vacancies that may occur in their number.

ARTICLE FIFTH.—The following-named persons shall constitute the first Board of Trustees, and are hereby vested with all the rights and powers specified in the preceding article. They shall hold their seats until the last Monday in October, eighteen hundred and sixty-one, or until others are elected in their place.

BOARD OF TRUSTEES:

Amedee Landry,	Octave Voorhies,	W. G. Betterton,
W. A. Gordon,	Theodore Lemaire,	Frank Shaw,
Alfred Delfoncde,	C. J. Bell,	W. Chenoy,
John Gandy	E. Bordelon,	F. Hickman,
J. Lopez,	D. P. Logue,	F. Reichford,
F. H. Harris,	C. Cavaroc,	Chas. J. Leeds,
J. N. Robert,	J. M. Wagner,	J. G. McLean,
A. D. Grieff,	L. Bousquet,	Valen Moermann,
Theodore Frois,	W. L. Kent,	Magin Pradas,
J. B. Marbion,	J. Kelly,	Wm. Grant,
J. A. Bonnafon,	J. Herr,	W. B. Conger.

ARTICLE SIXTH.—Every person who shall become or insure and continue to insure with the Company, and every person holding a his own name, or in the name of his firm, a certificate of scrip on the books of the Company, to be mentioned hereinafter provided for, shall be deemed a member of the Company, and shall have the right to vote, in person or by proxy, at all elections; such certificate of credit on the books of the Company not discharged or liquidated by losses sustained after the Better thereof, shall entitle the holder to one vote for every one hundred dollars, such the amount of the certificate, shall reach the amount of one thousand dollars; and then each five hundred dollars more shall be entitled to one additional vote, until the amount of the certificate shall reach the sum of five thousand dollars, when each one thousand dollars more shall be entitled to one additional vote: Provided, however, that no person shall not have been transferred to the persons or firm obtaining to vote within six months prior to such election.

ARTICLE SEVENTH.—The Board of Trustees shall have the power to invest, from time to time, one-half of the profits of the Company in loans, secured by mortgage on improved and unencumbered real estate in the Parish of Orleans, City of Jefferson, and in every case the property mortgaged shall be worth at least twice the amount loaned thereon.

They may also invest the cash or surplus profits of the Company in the purchase of any bonds or stocks created by or under the laws of the United States, or of this State or of this city, and may make loans of such cash or surplus profits on pledge of any of the aforesaid securities, bonds or stocks.

The Company may hold real estate to an amount not exceeding one-fourth of the net profits, but the Board of Trustees may purchase, in addition, any property which may have been mortgaged to the Company, at any forced sale of the same, if or such purchase be in the interest of the Company will thereby be promoted, or should require such purchase to save it from loss.

ARTICLE EIGHTH.—The officers of the Company shall, within one month after the first of October, eighteen hundred and sixty-one, from the time the first policy of insurance shall have been issued, and during the first month of each and every succeeding year, cause an estimate to be made and sworn to by the President and Secretary, of the affairs of the Company for the year ending, including a statement of insurances effected during the period embraced in such estimate, distinguishing between Fire, Marine and River policies; which estimate shall be conclusive upon all persons claiming to receive a certificate of profits as hereinafter provided for; and shall thereupon charge each insurer with a proportional share of the losses sustained by the Company, according to the amount of the premium by him paid, but in no case shall such share exceed the amount of such premium; and shall credit him with the amount of said premiums, and also with a share in proportion of the net profits of the Company derived from investments; and for the balance which shall then appear to be in favor of such insurer, he shall be entitled to a certificate signed by the President and Secretary, bearing interest at the rate of 6 per cent. per annum, payable on the Second Monday in November of each and every year, and receivable in payment of the amount therein named shall be liable for any and all subsequent losses sustained by the Company.

And should any person entitled to such certificate be indebted to the Company for any premium credited to him on the books aforesaid, and shall not have paid the same at the time the certificate is claimed, the company shall have the right to retain such certificate as a pledge for the payment of the said indebtedness; and even if the certificate shall have been issued and delivered, it shall always remain liable to the Company for any indebtedness of the party to whom it shall have been delivered, for unpaid premiums, whether such indebtedness arose before or after the issuing of the certificate, and no transfer thereof will be made, except at the option of the Trustees, until such indebtedness shall have been entirely extinguished.

And in case any certificate or certificates of profits shall not be called for, by the parties entitled thereto, within three years from the date of their issue, then the same shall be canceled, and the amount thereof, with all the interest accrued thereon, shall be placed to the credit of the "Contingent account" on the books of the Company, after public notice, by advertisement in French and English for thirty days, in two of the newspapers published in this city, which notice shall set forth the amount of the certificate and the name of the party entitled to the same.

In issuing the said certificates of profits, some less than ten dollars and fractional parts of same between ten and ten of dollars, shall be omitted and shall be placed to the credit of the "Contingent account" of the Company, and applied to the payment of the expenses and charges of the succeeding year.

The certificates shall only be transferable on the books of the Company, and with its consent.

ARTICLE NINTH.—Every person who shall become a member of this Company by effecting insurances therein, shall, before he receives his policy, pay the rates that shall be determined by the Trustees; and the amount so paid shall never be withdrawn from the Company, except as provided in the next article, but shall be liable for all the losses and expenses incurred by the Company.

ARTICLE TENTH.—Whenever the accumulated net profits shall exceed the sum of five hundred thousand dollars, the excess may be either be employed from year to year, to the redemption, in whole or in part, of each year's certificates of profits, issued by virtue of the eighth article; but the certificates of one year shall not be redeemed until those of all the preceding years are paid and extinguished.

The Board of Trustees may, however, at any of their annual meetings, by the vote of two-thirds of the whole of their number, so alter and amend this article, as to create an accumulation of profits to an amount of one million of dollars, before the excess shall be applied to the redemption of certificates as aforesaid.

ARTICLE ELEVENTH.—On some day in the first month after the expiration of the first of October, 1861, from the closing of the first policy, and within the first month of every succeeding year, the officers of the Company shall cause to be made and entered, and shall publish, according to law, a General Balance Statement of the affairs of the Company, which shall contain—

First—The amount of premiums received during the year just ended, specifying separately the amounts received on Fire Policies, on Marine Policies and on River or Inland Navigation Policies.

Second—The amount of the expenses of the Company during the past year.

Third—The amount of losses incurred during the year, distinguishing between Fire Risks, Marine Risks and Inland Transportation and Navigation Risks.

Fourth—The assets belonging with the Company, setting forth the amount of cash on hand, and the amount invested in securities, and the nature of such securities.

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They may also invest the cash or surplus profits of the Company in the purchase of any bonds or stocks created by or under the laws of the United States, or of this State or of this city, and may make loans of such cash or surplus profits on pledge of any of the aforesaid securities, bonds or stocks.

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Original signed—Brand & Landry, Harris, Beeler & Co., Fellows & Co., Foley, Avery & Co., J. N. Robert & Co., and others; M. T. Ducros, A Comand, Edward Barnett, notary public.

I certify the foregoing to be a true copy of the original extant in my current register.

In faith whereof I grant these presents under my [L. S.] and the impress seal of office, at New Orleans aforesaid, this 27th day of July, 1860.

EDWARD BARNETT, Notary Public.

The undersigned, Recorder of Mortgages for the Parish of Orleans, certifies that the foregoing Charter has been this day recorded in Society Book No. 4, Folio 441.

New Orleans, 28th July, 1860.

JOHN HOLMES, Recorder.

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UNITED STATES OF AMERICA—TERRITORY OF LOUISIANA, Parish of Orleans, City of New Orleans:

Be it remembered, that this day, before me, WALTER RICKS PETERS, Notary Public, in and for the city and parish, duly commissioned and qualified, and in presence of the witnesses hereinafter named and undersigned—

Personally came and appeared the parties whose names are appended to this act, and who have signed thereunto at the foot thereof—

And severally declared that, by virtue of and pursuant to the precedents of the act No. one hundred and thirty-one, passed by the General Assembly of this State, and approved on the fourteenth day of March, one thousand eight hundred and fifty-five, they and those by them represented, have agreed and do by these presents agree, covenant and bind themselves, and such other persons as may hereafter be joined and associated with them, to form and create a corporation and body corporate, to be styled "The Mechanics' and Agricultural Fair Association of the State of Louisiana," and to that end they have agreed and do by these presents agree to and enter into the following articles of association and agreement:

ARTICLE FIRST.

The corporate name and title of the Association shall be "THE MECHANICS' AND AGRICULTURAL FAIR ASSOCIATION OF LOUISIANA," and its domicil is fixed in the city of New Orleans.

ARTICLE SECOND.

The object and design of the Association is to promote and foster improvements in all the various departments of Agriculture, including Cotton, Sugar, Coffee, Tobacco, Rice, Hemp, etc., Horticulture, Fruits, Vegetables, Ornamental and Shade Gardening; the production and development of the Mechanic Arts; Home Manufactures in all branches; the rearing, improvement and development of the races of useful animals; the general advancement of husbandry; the encouragement of household manufactures, and the dissemination of useful knowledge upon such subjects by offering inducements and premiums therefor.

ARTICLE THIRD.

The President of the Association shall be the proper officer upon whom citation or other process shall be served.

ARTICLE FOURTH.

The capital stock of the Association is hereby fixed at the sum of one hundred and fifty thousand dollars, represented by six thousand shares of twenty-five dollars each, which shall be paid for as follows, to-wit:

Twenty per cent. in cash on the fifteenth day of May, one thousand eight hundred and sixty; twenty per cent. on the fifteenth day of June following; twenty per cent. on the fourteenth day of July following; twenty per cent. on the fifteenth day of August following; and the remaining twenty per cent. on the fifteenth day of September following; but the operations of the Association may be commenced when thirty thousand dollars of the stock shall be subscribed for, after which period stock may be taken and subscribed for on the books of the Association, and issued by the proper officers, and shall be paid for as follows, say: Twenty per cent. cash at the time of subscribing, and the remaining eighty per cent. in instalments of twenty per cent., making twenty thirty days each period.

In case any subscriber refuse or neglect to pay his, her or their subscription or instalment, within sixty days after the same falls due, the Board of Directors may declare the same forfeit to the Association, or may keep or dispose of the same at pleasure.

ARTICLE FIFTH.

No stockholder shall ever be held liable for any amount beyond his, her or their subscription.

ARTICLE SIXTH.

The Association shall have a seal, the device being the coat of arms of the State of Louisiana, with the inscription encircling it, of "Mechanics' and Agricultural Fair Association of the State of Louisiana," and may use such medals, with devices, legends and inscriptions, and issue such diplomas as may be determined on.

ARTICLE SEVENTH.

The powers of the Association are vested in the President and Board of Directors, consisting of twenty-one stockholders, who shall be elected annually on the first Tuesday of May in each year by the stockholders, at such place in the city of New Orleans as may be selected, after ten days' notice, given in the two newspapers published in the city of New Orleans; any stockholder shall be eligible as a Director, provided he own in his own name four shares of stock. Notices of elections shall be published ten days at least. All elections for Directors shall be by ballot, and held under the superintendence of a committee of the Board of Directors, and every bona fide owner of stock shall be entitled to as many votes as he, she or they may own of shares of stock; provided that no person shall vote in his, her or their own name, over fifty votes at any one election; and provided further, that after ten days' notice of election, no person shall be entitled to vote on any shares of stock that have not stood in his, her or their names on the books of the Association, for three months prior to any such election.

ARTICLE EIGHTH.

A plurality of votes shall be sufficient to elect Directors, and they shall, at their first meeting after their election, select one of their number for President, who shall be elected by a majority of the Board present at such meeting.

ARTICLE NINTH.

The President shall preside at all meetings of the Board, and all contracts, evidences of debt, certificates, diplomas, etc., shall be signed by him. In case of his absence from any cause, the Directors shall elect one of their number pro tempore, who shall for the time being exercise the full power of President.

ARTICLE TENTH.

A failure from any cause to elect Directors, on a day named for that purpose, shall not dissolve the Association, but the Directors then in office shall hold over until another election shall be held, of which due notice shall be given in the manner pointed out in Article Seventh.

ARTICLE ELEVENTH.

Messrs. Isaac G. Seymour, C. Pestalozzi, C. H. Slocomb, Geo. W. Race, Jas. O. Nixon, Luther Romes, Charles Price, Henry R. Swasey, Laf. Folger, Thos. N. Blake, Geo. W. Sher, L. H. Pike, David H. Fowler, John Rawlins, F. W. Pitkin, Geo. Moore, N. Marks, Thomas O. Moore, R. R. Rickoff, P. A. Rost, J. H. Overton, and F. Hardesty, shall be the first Board of Directors, and serve until their successors are elected, as provided for herein.

ARTICLE TWELFTH.

The President and Board of Directors shall have the right to fill vacancies that may occur in their own body, arising from any cause, and are authorized to create and appoint such officers and agents as they may think proper for the management of the Association, delegating such officers and agents such powers as may be granted to them by the Board; and the Board may adopt such regulations and by-laws, and change, alter, repeal and amend the same at pleasure; provided such rules, regulations, by-laws, etc., be not inconsistent with law or these presents.

ARTICLE THIRTEENTH.

This Association is formed to continue and endure for the term of twenty-five years from date, unless sooner dissolved by a vote of the Stockholders, or by law.

ARTICLE FOURTEENTH.

The Board of Directors is authorized to lease, purchase and hold such real property, for the uses or exigencies of the Association, and sell, dispose of, alienate, encumber and hypothecate the same, or any part thereof, at pleasure.

ARTICLE SEVENTH.

The Directors shall, if they think proper, and if any profits justify it, declare such dividends as they may deem advisable.

ARTICLE SIXTEENTH.

Books for the Registry and transfer of stock shall at all times be kept; all transfer of stock shall be made on such books and signed by the stockholder or his attorney, and be countersigned by the seal books at any time, but for no longer a period than ten days.

ARTICLE SEVENTEENTH.

No certificate of stock shall be issued until the full amount be paid thereon.

ARTICLE EIGHTEENTH.

The Stockholders, at a general meeting convened for that purpose solely, after thirty days notice in one or more newspapers published in this city, may add, modify, amend, change or alter these articles, in the manner pointed out by law; but the concurrence of three-fourths of all the stock represented at such meeting shall be necessary for the validity of such change, alteration addition, amendment or modification.

ARTICLE NINETEENTH.

The affairs of the Association shall be liquidated by three Commissioners, appointed by the Stockholders, in general meeting convened, after the delay and in the manner pointed out for the election of Directors; and Stockholders shall be eligible for appointment to this office, and entitled to the Association; all necessary powers shall be conferred on them; their compensation and terms of office shall be fixed, and their duties and responsibility defined by the Association. All of which shall be provided for by resolution, approved by a majority of said general meeting.

ARTICLE TWENTIETH.

The names of the shareholders, their residence, and the number of shares held by each respectively, are for the present placed in words, as are subscribed, after their names and set opposite the names of each respectively.

This done and passed at my office, in the city of New Orleans, on the fourteenth day of the month of April, in the year one thousand eight hundred and sixty, in the presence of Pierre Chevalier and Octave L. Kenion, witnesses of legal qualification who have subscribed their names with the signators and me, the notary.

[ORIGINAL SIGNED]

C. H. SLOCOMB, New Orleans.
BELLOCQ, NORLOM & CO., New Orleans.
N. MARKS, New Orleans.
GEO. M. LONGACRE, New Orleans.
And others.

P. CHE. CHEVALIER.
O. L. KENION.
WALTER H. PETERS, N. P.

I certify the foregoing to be a true copy of the original extant in my current archives.

Witness my hand and seal at New Orleans, on the 19th day of April, A. D. 1860.

WALTER H. PETERS, N. P.

a30 1y

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