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LUZIANNE COFFEE

THE REILY-TAYLOR CO. NEW ORLEANS, U.S.A.

CHARTER

OF ENJOYA SPECIALTY COMPANY.

MARCH 29th, 1911.

UNITED STATES OF AMERICA, STATE OF LOUISIANA, PARISH OF ORLEANS, CITY OF NEW ORLEANS.

Be it known, that on this twenty-ninth day of March, in the year of our Lord one thousand nine hundred and eleven, before me, Wynne G. Rogers, a notary public in and for the parish of Orleans, state of Louisiana, aforesaid, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who declared that availing themselves of the provisions of Act No. 78 of the General Assembly of the state of Louisiana adopted in the year 1904, as well as other laws of this state, relative to the organization of corporations, they have contracted, covenanted and agreed and do hereby bind themselves, their associates, successors and assigns to form a corporation and body politic in law for the objects and purposes and under the agreements and stipulations following, to-wit:

ARTICLE I.

The name and style of this corporation shall be the ENJOYA SPECIALTY COMPANY. Its domicile shall be in New Orleans, La., and it shall have and enjoy corporate existence and succession for the full term and period of ninety-nine years from the date hereof, and shall moreover have, possess and exercise all corporate rights and privileges granted and accorded unto corporations by the laws of this state, especially the power and authority to borrow money, contract, sue and be sued in its corporate name, to issue stock, bonds, notes and other evidences of debt, and to hold, receive, purchase, lease, sell, convey, pledge, mortgage and hypothecate real and personal property and to name and appoint such managers, officers, directors, clerks and agents as the interest of said corporation may from time to time require. All citations or other legal process shall be served upon the president, and in case of his absence or inability to act, upon the vice-president or the treasurer of said corporation.

ARTICLE II.

The objects and purposes for which this corporation is organized and established and the nature of the business to be carried on by it are hereby declared to be to conduct, operate and carry on a manufactory of all kinds of candies and confectionery supplies, cakes, pastries, and the like and similar products and other specialties, including the vending and sale of such articles and confections as well as candies, nuts and fruits, either in wholesale or retail trade; and to these ends to acquire, maintain and operate stores, factories, machinery and such other appliances or apparatus as is used generally in such business as well as any and all inventions or patent rights appertaining thereto, and further to do and perform all and every other act connected with or incident to the general purpose and conduct of a wholesale and retail confectionery and manufactory of candy and other confections and specialties.

ARTICLE III.

The capital stock of this corporation is hereby fixed at the sum of ten thousand dollars, to be divided into and represented by one thousand shares of the sum of ten ($10) dollars each, which said stock shall be paid for in cash at time of subscription, or at such times in manner and in installments and upon such notice as the board of directors may decide, or the same may be issued at not less than par in payment for labor done, services rendered, or for money, property or rights actually received or purchased by said corporation.

This corporation shall have the right to commence business operations when three thousand dollars ($3,000) of its capital stock shall have been subscribed for.

ARTICLE IV.

All corporate powers of this corporation shall be vested in and exercised by a board of directors composed of five stockholders, to be elected by the stockholders annually by ballot on the third Tuesday of March in each year, commencing in the year 1912, under the supervision of three stockholders appointed for that purpose by the board of directors. Each director shall own in his own name or in that of a firm whereof he may be a member, at least five shares of the capital stock of said corporation during his term of office.

[illegible] days' previous notice in writing or print shall be given each stockholder of each election or meeting of stockholders, to be delivered unto each person or sent through the ordinary mail to the last known post office address of any stockholder.

At all elections or meetings each stockholder shall be entitled to one vote, to be cast by the owner, either in person or by proxy, for each share of stock owned by him or by a firm of which he is a member. A majority of the votes cast shall elect. Three directors shall constitute a quorum for the transaction of business. The board of directors may make or change and amend at their pleasure such by-laws, rules and regulations as they may from time to time deem proper for the conduct and management of the business and moreover shall have power and authority to contract debts, issue notes, bonds and other [illegible] and authorise issuance thereof, in the name of and on behalf of said corporation and secure payment of same by mortgage or pledge of its property. Any vacancy occurring in the board of directors from any cause shall be filled by the remaining directors, but any such directors elected to fill a vacancy shall possess in his own name or own in the name of a firm of which he is a member, the hereinbefore mentioned shares of capital stock of said corporation.

At their first meeting following each annual election the board of directors shall elect one of their number to be president, one to be vice-president and another to be treasurer of said corporation. A failure to elect directors on the date specified shall not dissolve this corporation but the directors and officers thereof then in office shall continue to act as such and cause the election to be held as early as practicable thereafter upon notice to stockholders as above prescribed. In case of absence of any director from the city of New Orleans or in case of sickness or other disability of said director, he shall have the right to name and appoint in writing any other stockholder having the aforementioned number of shares or qualifications concerning stock, to act for and represent him in said representative capacity as a director during his absence or sickness or disability.

Messrs. John S. De Ben, Carl Schneider, George A. Watson, Charles Reynolds and Adam L. Rau, with the said John S. De Ben as president, Carl Schneider as vice-president, and George A. Watson as treasurer, have been chosen and selected as the first board of directors and officers of this corporation, to remain and serve as such until the third Tuesday in March, 1912, or until their successors are duly elected.

ARTICLE V.

No stockholder shall ever be held liable or responsible for contracts or faults of this corporation in any further sum than the unpaid balance due on the shares of stock owned or held by him or his firm therein, nor shall any mere informality in organization have the effect of rendering this charter null or of exposing a stockholder to any liabilities beyond the amount of his stock.

ARTICLE VI.

This act of incorporation may be changed, modified, altered or amended with the assent of three-fourths in amount of the capital stock of this corporation; may be dissolved by a vote of three-fourths of the said stock present or represented at any general meeting of the stockholders held and convened for such purpose after ten days' prior notice in print or writing shall have been given or delivered unto each stockholder or sent him by mail to his last known post office address. At the expiration of this charter or the earlier dissolution of this corporation its business and affairs shall be settled and liquidated by three commissioners to be selected and chosen for that purpose by and from amongst the stockholders at a meeting held or called and convened for that purpose upon notice to them in the manner aforesaid.

The said commissioners shall remain in office and be vested with full power and authority to dispose of and sell any and all assets of this corporation, both real and personal, and convey full and complete title therto and otherwise do and perform all and every act or thing necessary and requisite in the liquidation of said corporation's business, and in the event of the death, resignation or inability of any of the said commissioners to act, the survivor or survivors of them shall continue to act and exercise all powers and authority granted by law unto liquidators.

Thus done and passed in my office in New Orleans in the presence of Anna E. Carey and Peter R. Ferrera, competent witnesses of lawful age, both of this city, who hereunto sign their names together with said appearers and me, notary, on the day and date aforesaid.

(Names of signers.) No. shares.

Witnesses:
ANNA E. CAREY.
PETER R. FERRERA.
WYNNE G. ROGERS, Not. Pub.

I, the undersigned recorder of mortgages, in and for the parish of Orleans, state of Louisiana, do hereby certify that the above and foregoing act of incorporation of the Enjoya Specialty Co., was this day recorded in my office in book 1018, folio 476.

New Orleans, March 30th, 1911.
EMILE LEONARD, Dy. R.

I, Wynne G. Rogers, a notary public within and for the parish of Orleans, state of Louisiana, duly commissioned and qualified, do hereby certify that the foregoing is a true and correct copy of the act of incorporation of the Enjoya Specialty Co., with the exception of the names of the signers and their original subscriptions, executed before me on March 29, 1911, together with the certificate of the deputy recorder of mortgages for the parish of Orleans thereto attached, on file and of record in my office.

In faith whereof, I have hereunto set my hand and official seal on this 6th day of April, 1911.

(Seal) WYNNE G. ROGERS, Notary Public.

apl 13-20-27 my 4-11-18-1911

CHARTER

OF STANDARD BOX & PACKAGE COMPANY, INC.

UNITED STATES OF AMERICA, STATE OF LOUISIANA, PARISH OF ORLEANS, CITY OF NE WORLEANS.

Be it known, that on this 18th day of the month of April, in the year of our Lord one thousand nine hundred and eleven, and of the Independence of the United States of America the one hundred and thirty-fifth, before me, John Watt Duffy, a notary public, duly commissioned and qualified, in and for the parish of Orleans, and the city of New Orleans, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons, whose names are hereunto subscribed who declared, that, availing themselves of the provisions of the laws and the constitution of the state of Louisiana relative to the organization of corporations, they do by these presents covenant, agree and bind themselves as well as such persons as may hereafter become associated with them, to form and constitute a corporation and body politic in law for the objects and purposes and under the clauses stipulated and articles hereinafter set forth and expressed, which they hereby adopt as their charter, to-wit:

ARTICLE I.

The name and title of this corporation shall be "STANDARD BOX & PACKAGE CO., INC.," and under that name it shall enjoy a corporate existence for ninety-nine (99) years from date hereof; to contract, to sue, and to be sued; to use a corporate seal, the same to break or alter at pleasure; to hold, receive, lease, purchase, convey, as well as mortgage and hypothecate property, real, personal or mixed; to erect or build, or lease, or hire all such buildings as may be necessary and proper for the conduct of its business and add thereto and do all such acts and things as or as may be necessary and proper to carry out the objects and purposes of said corporation.

ARTICLE II.

The domicile of said corporation shall be in the city of New Orleans, in the state of Louisiana, and all citations and other legal process shall be served upon the president of said corporation, or in the event of his absence upon the vice-president or secretary-treasurer.

ARTICLE III.

The objects and purposes of this corporation is to conduct a general manufacturing and dealing business in lumber and its by-products, and to this end it shall have the right to operate saw mills, and factories for the manufacture of boxes and box material, veneer, sash, door and blinds, furniture, cooperage, or other products, and in carrying out these purposes, it shall have the right to buy and hold property, to establish plants for the manufacture of its products, to acquire timber lands by purchase or lease, to operate boats, vessels, railroads, or tramways for the transportation of its products, to acquire or hold the stock of other corporations, and to perform any and all matters carrying out the objects of its business.

ARTICLE IV.

The capital stock is hereby fixed at the sum of twenty-five thousand dollars ($25,000), divided into 250 shares of the par value of one hundred dollars ($100) each, which shall be paid in cash, or its equivalent in property, or for services rendered, in such instalments and at such times as the board of directors may direct. This corporation shall commence business as soon as ten thousand dollars ($10,000) of its capital stock shall have been subscribed for. No stockholder of this corporation shall sell or dispose of his stock without first offering the same for sale in writing to the corporation, through its board of directors, who shall have the first option to the same at the book value thereof; and should said board of directors fail or refuse to purchase said stock within thirty (30) days of said notice the stockholder offering said stock may dispose of same to any person whomsoever.

ARTICLE V.

The business of this corporation shall be managed and conducted by a board of directors to be composed of three stockholders, two of whom shall constitute a quorum for the transaction of all business and said board shall be elected annually by ballot on the second Tuesday of June of each year, to begin with the year 1912. Due notice of the annual election will be given by publication in the public press. The following persons have been chosen as the first board of directors, to serve until their successors shall have been elected and qualified, to-wit: J. R. Westerfield, W. P. Munden, Sr., and W. P. Munden, Jr., and of these the said J. R. Westerfield shall be president; W. P. Munden, Sr., vice-president, and W. P. Munden, Jr., secretary-treasurer.

ARTICLE VI.

No stockholder shall ever be held liable or responsible for the conduct or failure of the said corporation in any further sum than the unpaid balance due the corporation on the share or shares of stock owned by him, nor shall any mere informality in organization have the effect of rendering this charter null, exposing any stockholder to any liability other than the amount remaining unpaid on his subscription to the capital stock.

ARTICLE VII.

This act of incorporation may be amended, altered or modified or said corporation may be dissolved by a vote of three-fourths (3-4) of the capital stock personally or represented at a general meeting of the stockholders convened for that purpose after ten (10) days' notice in a daily paper published in the city of New Orleans. In case this corporation is dissolved either by limitation or for any other cause, its affairs shall be liquidated and settled by three (3) commissioners to be appointed by the stockholders at a general meeting, their respective duties to define and their respective compensation fixed, and they shall take charge of the affairs and assets of this corporation and shall have the power to wind up same and to distribute the sum realized, if any, among the stockholders. In case of the death or inability of either of the commissioners the others shall continue to act until at a special meeting of the stockholders the vacancy shall be filled.

Thus done and passed, in my office, at the city of New Orleans, on the day, month and year herein first above written, in the presence of Messieurs E. Montegut and Lawrence M. Janin, competent witnesses, who hereunto sign their names with the said appearers and me, notary, after due reading of the whole.

(Original signed): W. P. Munden, Jr., 49 shares; W. P. Munden, Sr., 1 share, per W. P. Munden, Jr.; J. W. Westerfield, 50 shares.

(Witnesses): E. Montegut, Lawrence M. Janin.

JNO. WATT DUFFY, Notary Public.

A true copy:
JNO. WATT DUFFY, Notary Public.

I, the undersigned, recorder of mortgages, in and for the parish of Orleans, state of Louisiana, do hereby certify that the above and foregoing act of incorporation of the Standard Box & Package Company, Inc., was this day duly recorded in my office in book 1018, folio —.

New Orleans, April 19, 1911.
(Signed) EMILE LEONARD, D. R.

may 4 11 18 25 jun 1 8 1911

CHARTER

OF INTERSTATE CO-OPERATIVE MAIL ORDER COMPANY.

UNITED STATES OF AMERICA, STATE OF LOUISIANA, PARISH OF ORLEANS, CITY OF NEW ORLEANS.

Be it known, That on this thirteenth day of April in the year of our Lord one thousand nine hundred and eleven, and of the Independence of the United States of America the one hundred and thirty-fifth, before me, William McLelian Fayssoux, a notary public, in and for the parish of Orleans, state of Louisiana, duly commissioned and qualified ,and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the parties whose names are hereunto subscribed, who severally declared that, availing themselves of the provisions of the laws of this state relative to the organization of corporations and especially of act No. 78 of the legislative acts of the general assembly of the state of Louisiana for the year nineteen hundred and four, approved July 4th, 1904, and of the other laws of this state relative to corporations and the organization and formation thereof, they have covenanted and agreed, and do by these presents covenant, agree and bind themselves, as well as such other persons who may hereafter become associated with them or their successors, to form and constitute a corporation or body politic in law, for the objects and purposes and under the agreements and stipulations following, to-wit:

ARTICLE I.

The name and style of this corporation shall be: INTERSTATE CO-OPERATIVE MAIL ORDER COMPANY, and by that name it shall have power and authority to exist and enjoy succession for the full term and period of ninety-nine years, commencing on and to be computed from and after the day and date hereof.

ARTICLE II.

The domicile of this corporation shall be in the city of New Orleans, state of Louisiana. All citations and other legal process shall be served upon the president of said corporation; or, in case of his absence or inability to act, upon the vice-president; or, in the absence or inability of both the president and vice-president to act, then upon the secretary of this company.

The president shall be the executive officer of this corporation; he shall preside at meetings of the board of directors and stockholders.

ARTICLE III.

The capital stock of this corporation is hereby fixed at the sum of two million and 00-100 ($2,000,000.00) dollars, represented by two hundred thousand shares of ten and 00-100 ($10.00) dollars each. All stock sub-

The objects and purposes for which this corporation is established, and the nature of the business to be carried on by it are hereby declared to be as follows, to-wit: to establish and conduct a mail order business, buying and selling of merchandise of every known kind and description after the usual manner of mail order houses; to buy, own, secure, manage and operate factories; to buy and use copyrights and patents; to publish, manufacture and sell whatever said copyrights and patents may cover and protect; to establish and operate for its own use, for lighting or for power, an electric plant; design, patent and use a trade-mark; copyright and publish a magazine, catalogues and such other printed matter as might tend to enhance and increase the profits of the company; to do, own and transact any and all things necessary to the successful management of a mail order business, and properly conduct the business of this corporation.

ARTICLE IV.

This corporation may sue and be sued in its corporate name; hold, have, receive, purchase, convey, sell, mortgage, hypothecate, pledge lease and sub-lease and enjoy real, personal and mixed property; also, borrow money, make and issue notes and bonds and other evidences of debt; make contracts; receive grants of land, or of personal property; make and use a corporate seal, the same to alter or break at pleasure; (but the failure to have a seal shall not invalidate any of the acts or proceedings of this corporation); name and appoint such managers, directors, officers, clerks and agents as the corporation may require; and through its board of directors make and establish such by-laws, rules and regulations for the proper management and regulation of the affairs of said corporation as may be necessary, and the same to alter and change at pleasure. And shall possess all the rights, powers and privileges to which corporations are or may be by any general law or laws of this state authorized and entitled to possess. Said corporation may exercise its corporate powers within any other state or territory in the United States, or foreign country that shall permit the same.

ARTICLE V.

scribed for shall be payable at such times and on such terms and conditions as the board of directors may from time to time fix and determine in each particular case or by general resolution.

The board of directors may issue certificates of paid-up stock in payment of property or goods actually delivered to this corporation or for services actually rendered to it, or for rights, privileges or franchises transferred to it, the valuation in each instance to be agreed to by the board of directors, which shall have full and final power to do so.

Dividends shall be declared on the amount actually credited on the capital stock without regard to the amount subscribed for.

This company shall begin operation as soon as three hundred (300) shares of its capital stock are subscribed for or disposed of.

All transfers of stock shall be made on the books of the corporation, and shall be signed by the stockholder or by his attorney.

At all elections by, or meetings of the stockholders, each share of stock whether paid for in full or not, shall be entitled to one vote to be cast either by the person in whose name the stock appears on the books of this corporation at the time of voting, or by his agent or proxy, duly authorized in writing to that effect.

ARTICLE VI.

The business and affairs and corporate powers of this corporation shall be transacted by a board of directors of not less than five nor more than nine directors, to be composed of stockholders of this corporation, owning in their names not less than ten (10) shares each. The stockholders may at any annual meeting elect less than nine directors, and the directors thus elected at any annual meeting, may prior to the next annual meeting, elect one or more additional members of the board of directors so as to make the board of directors not more than nine. The directors whether elected by the stockholders or the board of directors, shall be elected by a majority of the votes at a meeting of the stockholders, or of the directors as the case may be.

The quorum of the board of directors shall be a majority of the actual membership of the board.

H. Romanski, as president; H. Elmer Gilchrist, as vice-president; Charles H. Patterson, as secretary; H. Z. E. Perkins, as treasurer; J. Zach. Spearing, E. D. Huntley, C. C. Henson, Dr. R. A. Bailey and Wm. G. de Coligny shall constitute the first board of directors, and they together with such additional members as may be selected by the present board, shall hold their office until the second Tuesday in May, 1914, or until their successors are elected and qualified; each subsequent board shall take their seats immediately following their election, or as soon thereafter as practicable, and shall hold their office till their successors shall have been elected and qualified.

On the second Tuesday in May in 1914, and annually thereafter ,an election for directors by the stockholders shall be held at the office of the company after thirty consecutive days' previous notice of such meeting shall have been given by advertisement in two of the daily English newspapers published in the city of New Orleans, the first advertisement appearing not less than thirty days prior to the meeting, and the last advertisement appearing on the day of the meeting.

Every board of directors shall at its first meeting after such election, or as soon thereafter as practicable, elect a president, a vice-president, a secretary and a treasurer from their own number.

A failure to elect directors on the date above specified shall not dissolve the corporation, but the then existing board of directors shall continue to hold their offices, and another election shall be held as soon thereafter as practicable at a time to be fixed by the board of directors then in office, whereof fifteen (15) days' prior notice shall be given in the manner above provided, which said notices shall be full and complete notice to all stockholders of such meeting. In the event no election takes place at the second meeting, the board then in office shall hold over until the next annual meeting, or until their successors have been duly elected and qualified.

Any vacancy occurring in said board of directors from a failure to select the full number or from any other cause, shall be filled by the remaining directors. The board of directors may make such by-laws, rules and regulations as they may think proper for the transaction of the business and affairs of said corporation, and change, alter and amend the same at pleasure, and shall exercise all the powers of this corporation, appoint and fix the salaries of all officers, clerks and employes not herein mentioned, the same to change or dismiss at pleasure; fix the salaries of the officers provided herein; sell, convey, mortgage, pledge, lease and purchase rights, privileges, franchises, property movable, immovable and personal; make contracts and sign, or cause to be signed by officers or directors, specially or generally authorized by the board of directors all necessary acts, deeds and so forth; and adopt a corporate seal, the same to change, alter or dispense with at pleasure; and to do all things which may be necessary to be done in the management of said business and permitted by the laws applicable to the corporation.

ARTICLE VII.

This charter may be changed, modified or altered, or said corporation may be dissolved with the assent of three-fourths of the amount of stock present or represented at any general meeting of said corporation convened for such purpose, after thirty days' previous notice shall have been given in the manner provided in Article VI of this charter.

ARTICLE VIII.

Whenever this corporation is dissolved, either by limitation or from other cause, its affairs shall be liquidated under the superintendence of three stockholders owning in their own names not less than ten shares each, to be chosen for that purpose by a majority in amount of the stockholders present or represented at a general meeting of the stockholders at which the election is held. Said commissioners shall remain in office until the affairs of said corporation shall have been fully liquidated. In case of the death of one of said commissioners, or of the refusal or inability of one of them to act, the survivors shall continue to act and shall elect another stockholder with the same qualifications in the place and stead of the commissioner who shall have ceased to act.

ARTICLE IX.

The president may in his discretion, and shall, upon the written request of not less than two hundred and fifty stockholders, holding in the aggregate not less than twenty-five hundred shares of stock, call a special meeting of the stockholders of this corporation.

ARTICLE X.

No stockholder shall ever be liable or responsible for the contracts or faults of this corporation in any further sum than the unpaid balance due the company on the shares owned by or subscribed for by him; nor shall any informality in organization have the effect of rendering this charter null and void, or of exposing the stockholders to any liability.

Thus done and passed at my office, in the city of New Orleans, on the day, month, and year first above written, in the presence of Messrs. Byron L. Pond and Alexander Budgahl, Jr., competent witnesses, residing in this city, who have hereunto signed their names with the appearers and me, notary, after due reading of the whole.

(Original signed)
H. ROMANSKI,
H. ELMER GILCHRIST,
CHAS. H. PATTERSON,
H. Z. E. PERKINS,
And others.
BYRON L. POND,
ALEXANDER BUGDAHL, JR.
W. McL. FAYSSOUX, *Not. Pub.*

I, the undersigned, deputy recorder of mortgages, in and for the parish of Orleans, state of Louisiana, do hereby certify that the above and foregoing act of incorporation of the Interstate Co-Operative Mail Order Company, was this day duly recorded in the mortgage office, parish of Orleans, in book 1018, folio —.

New Orleans, La., April 15th, 1911.
(Signed) EMILE LEONARD,
Deputy Recorder of Mortgages.

I, the undersigned, notary public, in and for the parish of Orleans, do hereby certify the above and foregoing to be a true and correct copy of the original act of incorporation of the Interstate Co-Operative Mail Order Company, and of the certificate of the recorder of mortgages for this parish thereunto appended and of record in my office.

In faith whereof, I have hereunto set my hand and official seal on this 15th day of April, 1911.

(Signed) W. McL. FAYSSOUX,
Notary Public.

apl 20-27 my 4-11-18-25-1911

CHARTER

OF THE CONTRACTORS' OIL COMPANY, LIMITED.

STATE OF LOUISIANA, PARISH OF ORLEANS.

Be it known, that on this 14th day of the month of March, in the year of our Lord one thousand nine hundred and eleven, before me, Ernest T. Florance, a Notary Public, duly commissioned, qualified and sworn, in and for the parish and state above written, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the persons whose names are hereunto subscribed, who severally declared: That, availing themselves of the provisions of the laws of this state relative to the formation of corporations, and especially of Act No. 36 of 1888, of the General Assembly of Louisiana, and the amendments thereto, they have formed, and do by these presents, form and organize themselves, as well as such other persons as may hereafter become associated with them, into a corporation, for the objects and purposes and under the articles and stipulations following, to-wit:

ARTICLE I.

The name of this corporation shall be the CONTRACTORS' OIL COMPANY, LIMITED, and under its corporate name it shall have and enjoy corporate existence and succession for the full period of ninety-nine (99) years from the date hereof; it shall have power and authority to sue and be sued, to make and use a corporate seal, and the same to alter and break at pleasure; to hold, receive, lease, purchase and convey, as well as to mortgage and hypothecate, property, real, personal and mixed, corporeal and incorporeal; to name and appoint such managers, agents, directors and officers as its business, interests and convenience may require; and to make and establish, as well as alter and amend, from time to time, such by-laws, rules and regulations for the proper government of the affairs of said corporation as may be necessary, and proper; and to do all other acts and things permitted by law, or which shall or may be necessary and proper to carry out the objects and purposes of said corporation.

ARTICLE II.

The domicile of this corporation shall be in the City of New Orleans, Louisiana, and all citation or other legal process shall be served upon the president of said corporation, or in the event of his absence, upon the vice-president, and in the absence of both of said officers, upon the secretary of the corporation; suits by this corporation shall be brought in its corporate name by its president.

ARTICLE III.

The objects and purposes for which this corporation is organized, and the nature of the business to be carried on by it, are hereby declared to be:

To prospect for, locate, acquire by discovery, lease, license, option, purchase, franchise, grant, gift, donation, devise, exchange or otherwise, and to hold, own, possess, enjoy develop mine, work, bore and drill for, operate and develop, promote and exploit mines, oil wells, gas wells, and wells, mines or excavations, for salt, sulphur, water and all other mineral products of whatever nature; and the same to sell, or otherwise dispose of or encumber, mortgage and hypothecate, as the business, interests or convenience of the corporation may require.

To locate, purchase, lease, or otherwise acquire, lands, mines, wells, excavations, mineral rights and claims, water rights and franchises, mill sites and lands, and particularly lands containing or believed to contain oil, gas, salt, sulphur, water and other mineral deposits; to carry on the business of searching for, prospecting, preparing, mining, drilling and boring for, refining, piping, storing, transporting, supplying, buying, selling, manufacturing and distributing gas, petroleum, or other oil, salt, sulphur, water and other minerals, and their products and by-products; and to erect, acquire, maintain and operate refineries, mills, works, laboratories, workshops, and dwellings for workmen.

To purchase, construct, lease or otherwise acquire, own, operate and maintain, electric or gas lighting and power plants, buildings, machinery, appliances and equipment appertaining thereto for the use of its business; and to own and operate telephone and telegraph lines, or to lease, construct, or otherwise acquire the same for the uses and purposes of its own business.

To construct, lease, acquire, own and operate pipe lines, with stations and storage tanks, for the transportation, distribution and storage of oil, gas or other products, but not as a common carrier; to store oil for hire; to charter, own, construct or lease, and operate tugs, barges and other vessels for the transportation of petroleum and other products, and to construct, lease or own docks and wharves for the use of such water transportation; to purchase, lease, own, hold and operate tanks and tank cars, and other works and appliances that may be incidental or auxiliary to the business of this corporation; to lease, own, construct, purchase, maintain and operate, tramways, railways, with necessary engines, cars and appurtenances for the transportation of petroleum, or other oils, minerals, supplies, materials and appliances of whatsoever nature or kind for the uses and purposes of said corporation, but not as a common carrier.

And generally to hold and exercise all such incidental powers and privileges as relate to the objects and purposes hereinabove set forth.

ARTICLE IV.

The capital stock of this corporation is hereby fixed at forty thousand dollars ($40,000.00), divided into four hundred shares of a par value of one hundred dollars ($100.00) each. The stock of company shall only be issued for money, property, or services rendered this corporation, and shall be represented by certificates issued by the company and signed by the president and secretary.

This corporation shall be entitled to begin business when three thousand dollars ($3,000.00), being thirty shares of its capital stock, shall have been subscribed for; and the Board of Directors of the company shall fix the time and manner in which payment for said stock shall be made. A list of subscribers to the capital stock, which hereto attached, shows the total subscriptions to the capital stock.

ARTICLE V.

All of the corporate powers of this corporation are hereby vested in, and shall be exercised by a Board of Directors, to consist of five stockholders, three of whom shall constitute a quorum for the transaction of all business. The said Board of Directors shall be chosen annually by the stockholders at a meeting held on the first Monday of the month of March, 1912, and annually thereafter on the same day or until their successors have been duly elected. The first Board of Directors shall consist of Leon C. Weiss, Walter C. Keenan, W. E. Dodsworth, and Frank Bethune, who shall serve until the election of their successors.

Each Board of Directors shall appoint from their number a president and manager, a vice-president and treasurer, and a secretary. All officers above mentioned shall hold their offices during the life of the Board of Directors appointing them.

Vacancies in the membership of the Board of Directors, or in said offices, shall be filled by appointment of the remaining members of the Board of Directors.

The following persons shall constitute the officers of the company during the life of the first Board of Directors: Leon C. Weiss, president and manager; Walter C. Keenan, vice-president and treasurer; W. E. Dodsworth, secretary.

Meetings of the Board of Directors shall be held at the office of the company at New Orleans, at such times, and upon such notice, as may be fixed by the said Board of Directors, or the president of tne company.

The Board of Directors shall also appoint all such other officers, agents, or employees, as the business of the company may require, or may confer such rights of appointment upon the general manager of the company.

All salaries shall be fixed by the Board of Directors, or by the general manager, in case of persons employed by him under authority of the board.

The Board of Directors shall also have the right to confer any of its powers upon an executive committee, agent, or representative, or other person, as it may deem advisable.

ARTICLE VI.

All meetings of stockholders, for any purpose whatever, whether special or general, shall be held in the City of New Orleans, La., after ten days' notice mailed to the last known address of each stockholder. In such meetings stockholders shall be entitled to one vote for each share of stock owned by them, in person or by proxy; provided that stock can only be voted in the names of stockholders who shall be the record owners of the stock, as shown upon the books of the company, at least thirty (30) days in advance of the meeting at which said stock is offered to be voted. Said notice of meeting shall be issued by the secretary of the company by authority of either the Board of Directors or president of the company.

Failure to hold the annual meeting of stockholders shall not affect the capacity of the incumbent officers to act, but they shall hold office until their successors are elected.

ARTICLE VII.

This charter may be changed, altered, or amended, or this corporation be dissolved by a vote of two-thirds of the outstanding capital stock, present, or represented at a meeting called for that purpose, after notice of said meeting shall have been given as above provided.

In case the organization be dissolved, the same meeting shall appoint the liquidators to settle the affairs of the company, who shall as rapidly as possible pay all outstanding debts, sell the property for cash, or otherwise, as they may deem advisable, or as may be directed by said meeting of stockholders, and divide the proceeds among the stockholders, according to their respective interests.

On all other questions excepting those mentioned in this article a majority of the capital stock voting at any meeting shall control the action of the company.

ARTICLE VIII.

No stockholder of said corporation shall ever be held liable or responsible for its contracts, or faults, or those of any of its agents, or employees, in a greater sum than the unpaid balance due by them on subscriptions to the capital stock of the company; nor shall any informality in organization have the effect of rendering this charter null, or exposing a stockholder to any liability beyond the amount due on his subscription to the capital stock of the corporation.

The names hereto subscribed shall form the original subscription list.

Thus done and passed in my office, on the day, month, and year first above written, in the presence of Emmet I. Fischer and D. Austin, competent witnesses, who have hereunto subscribed their names, together with the said appearers and me, Notary, after a due reading of the whole.

Signed: Alfred Garrett, Frank H. Rice, Louis Seiler, Louis Prechter, F. A. Longshore, Sol Weiss, Martin Shepard, Leon C. Weiss, Walter C. Keenan.

Witnesses: Emmett I. Fischer, D. Austin.
ERNEST T. FLORANCE, Not. Pub.

The above act of incorporation of the Contractors' Oil Company, Limited, having been submitted to me for examination as to its legality, I am of the opinion that the objects and purposes of the corporation as therein set forth are legal and that none of its provisions are contrary to law.

WARREN DOYLE,
March 16, 1911. Asst. District Attorney.

I, the undersigned Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing act of incorporation of the Contractors' Oil Co., Ltd., was this day duly recorded in my office in book 1018, folio 412. New Orleans, March 17, 1911.

EMILE LEONARD, D. R.

A true copy.
ERNEST T. FLORANCE,
April 4, 1911. Not. Pub.

Apr 13 20 27 may 4 11 18 1911

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CHARTER

OF MERCANTILE ADJUSTMENT COMPANY.

April 29, 1911.

UNITED STATES OF AMERICA, STATE OF LOUISIANA, PARISH OF ORLEANS, CITY OF NEW ORLEANS.

Be it known, that on this twenty-ninth day of April, in the year of our Lord one thousand nine hundred and eleven and of the independence of the United States of America the one hundred and thirty-fifth, before me, Frederick Deibel, a Notary Public, in and for the Parish of Orleans, State of Louisiana, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the parties whose names are hereunto subscribed, who severally declared that, availing themselves of the provisions of the laws of this state relative to the organization of corporations and especially of act No. 78 of the Legislative Acts of the General Assembly of the State of Louisiana for the year nineteen hundred and four, approved July 4th, 1904, and of the other laws of this state relative to corporations and the organization and formation thereof, they have covenanted and agreed and do by these presents covenant, agree and bind themselves, as well as such other persons who may hereafter become associated with them or their successors, to form and constitute a corporation or body politic in law, for the objects and purposes and under the agreements and stipulations following, to-wit:

ARTICLE I.

The name and style of this corporation shall be: Mercantile Adjustment Company, and by that name it shall have power and authority to exist and enjoy succession for the full term and period of ninety-nine years, commencing on and to be computed from and after the date and day hereof.

ARTICLE II.

The domicile of this corporation shall be in the City of New Orleans, State of Louisiana. All citations and other legal process shall be served upon the president of said corporation; or, in case of his absence or inability to act, upon the vice-president; or, in the absence or inability of both the president and vice-president to act, then upon the secretary of this company. The president shall be the executive officer of this corporation; he shall preside at meetings of the Board of Directors and stockholders.

ARTICLE III.

The objects and purposes for which this corporation is established and the nature of the business to be carried on by it are hereby declared to be as follows, to-wit:

To carry on and conduct a collecting, adjusting, auditing, accounting and agency business; to represent and act for and be the agent of other persons or parties in any and all matters above named or of any other character, and generally to do all things necessary or convenient to properly conduct the business of this corporation.

ARTICLE IV.

This corporation may sue and be sued in its corporate name; hold, have, receive, purchase, convey, sell, mortgage, hypothecate, pledge, lease and sub-lease and enjoy real, personal and mixed property; also borrow money, make and issue notes and bonds, make contracts; receive grants of land, or of personal property; and make and use a corporate seal, the same to alter or break at pleasure, but the failure to have a seal shall not invalidate any of the acts or proceedings of this corporation; name and appoint such managers, directors, officers, clerks and agents as the interest and convenience of said corporation may require; and through its Board of Directors make and establish such by-laws, rules and regulations for the proper management and regulation of the affairs of said corporation as may be necessary, and the same to alter and change at pleasure, and shall possess all the rights, powers, and privileges to which corporations are or may be by any general law or laws of this state authorized and entitled to possess. Said corporation may exercise its corporate powers within any other state or territory in the United States, or foreign country that shall permit the same.

ARTICLE V.

The capital stock of this corporation is hereby fixed at the sum of twenty-five thousand and 00-100 ($25,000.00) Dollars, represented by two hundred and fifty shares of one hundred and 00-100 ($100.00) dollars each. All stock subscribed for shall be payable at such times and on such terms and conditions as the Board of Directors may from time to time fix and determine in each particular case, or by general resolution, or the Board of Directors may issue certificates of paid-up stock in payment of property or goods actually delivered to this corporation or for services actually rendered to it, or for rights, privileges or franchises transferred to it, the valuation in each instance to be agreed to by the Board of Directors, which shall have full and final power to do so.

All transfers of stock shall be made on the books of the corporation and shall be signed by the stockholder or by his attorney.

At all elections by or meetings of the stockholders each share of stock, whether paid for in full or not, shall be entitled to one vote, to be cast either by the person in whose name the stock appears on the books of this corporation at the time of the voting, or by his agent or proxy, duly authorized in writing to that effect.

The company shall begin operation as soon as thirty shares of the capital stock are subscribed for or disposed of.

Dividends shall be declared on the amount actually credited on the capital stock without regard to the amount subscribed for.

Said capital stock may be increased in the manner provided for by the laws of this state. Whenever an increase of said capital stock shall have been authorized or additional stock issued, fifteen days written or printed notice shall be given to each stockholder, within which time persons holding stock in this corporation shall have the right to subscribe for said increased stock or additional issue of stock in proportion to the number of shares of stock then held by them, and which additional shares shall be paid for as the Board of Directors may direct. After the expiration of said time the Board of Directors may dispose of the shares not taken, for the benefit of the company in such manner and on such terms and conditions as they may think proper.

ARTICLE VI.

The business and affairs and corporate powers of this corporation shall be transacted by a board of three directors to be composed of stockholders thereof, and they and each of them shall be elected by a majority of all the votes cast at a meeting to be held for that purpose.

As soon after the execution of this charter as practicable, the subscribers hereto shall hold a meeting and select those to compose the first Board of Directors of this corporation and they shall hold office until the second Tuesday in May 1912 or until their successors are elected and qualified; each subsequent board shall take their seats immediately following their election, or as soon thereafter as practicable and shall hold their office until their successors shall have been elected and qualified.

On the second Tuesday in May, 1912, and annually thereafter, an election for directors by the stockholders shall be held at the office of the company, after ten days' previous notice of such meeting shall have been given by advertisement appearing three times in ten days in one of the daily English newspapers published in the City of New Orleans, the first advertisement appearing not less than ten days prior to the meeting and the last advertisement appearing on the day of the meeting.

Every Board of Directors shall at its first meeting after its election or as soon thereafter as practicable, elect a president, a vice-president and a secretary from their own number.

A failure to elect directors on the date above specified shall not dissolve the corporation, but the then existing Board of Directors shall continue to hold their offices, and another election shall be held as soon thereafter as practicable at a time to be fixed by the Board of Directors then in office, whereof five days prior notice shall be given in the manner above provided, which said notices shall be full and complete notice to all stockholders of such meetings.

In the event no election takes place at the second meeting, the board then in office shall hold over until the next annual meeting or until their successors are duly elected and qualified.

A majority of said Board of Directors shall constitute a quorum for the transaction and management of all business of said corporation.

Any director may at any time give his proxy or power of attorney in writing to any other stockholder, or any other member of the Board of Directors, to represent him at any or all meetings of the Board of Directors, and in such cases the proxy, whether held by another stockholder or another director, shall in every respect count for all purposes as if said director were personally present.

Any vacancy occurring in said Board of Directors, from any cause, shall be filled by the remaining directors.

The Board of Directors may make such by-laws, rules and regulations as they may think proper for the transaction of the business and affairs of said corporation, and change, alter and amend the same at pleasure and shall exercise all the powers of this corporation or may delegate the same to one or more officers at its pleasure; appoint and fix the salaries of all officers, clerks and employes, not herein mentioned, the same to change or dismiss at pleasure; fix the salaries of the officers provided for herein; sell, convey, mortgage, pledge, lease and purchase rights, privileges, franchises, property, movable, immovable and personal; borrow money, issue notes and bonds; make contracts and sign or cause to be signed by officers or directors specially or generally authorized by the Board of Directors, all necessary acts, deeds, etc., and adopt a corporate seal, the same to change or alter or dispense with at pleasure; and to do all things which may be necessary to be done in the management of said business and permitted by the laws applicable to corporations.

ARTICLE VII.

No stockholder shall be allowed to dispose, directly or indirectly, in whole or in part, of the shares of stock held or owned by him without first giving written notice to the secretary of this corporation of the intention of such stockholder to dispose of his shares of stock in whole or in part, which notice shall state the number of shares proposed to be sold and the price at which such stockholder proposes to sell, and whether or not he has received a bona fide offer for any portion of the shares of stock proposed to be sold. If such bona fide offer has been made, the notice shall state the highest price offered for said stock and the name of the person offering the same. If the offer be in writing, it must accompany the notice.

The secretary shall thereupon transmit to each stockholder a copy of such notice, certified by him to be correct. During the fifteen days subsequent to the said notice by the said stockholder to the secretary, the other stockholders of this corporation shall have the privilege and option of purchasing the shares of stock proposed to be sold at the price named in such notice, or at the highest price offered by any bona fide purchaser. If, however, the prices above mentioned exceed the value of such stock as shown by the books of this corporation at the end of the fiscal year immediately preceding the notice, then and in that event the stockholders shall have the privilege and option of purchasing the shares of stock proposed to be sold at their book value as herein stated. Should more than one stockholder desire to purchase said stock at such price, the shares of stock proposed to be sold shall be proportionately divided among such stockholders as desire to purchase the same and give notice to the secretary to that effect prior to the expiration of fifteen days above provided for. If none of the stockholders elect to purchase the said stock within the time above provided, the stockholder proposing to sell shall have the privilege and is authorized to sell the stock about which he has given notice, in accordance with the terms and conditions of the notice given by him, and not otherwise.

The officers of this corporation are hereby prohibited from issuing certificates for stock sold contrary to or in conflict with the provisions of this charter.

ARTICLE VIII.

This charter may be changed, modified, or altered, or said corporation may be dissolved with the assent of three-fourths of the amount of stock present or represented at any general meeting of said corporation, convened for such purpose, after ten days previous notice shall have been given in the manner provided in Article VI of this charter.

But any and all meetings of stockholders, whether for purposes of liquidation or for any other purpose, may be held at any time without notice by unanimous consent of all stockholders in writing, filed with the secretary.

ARTICLE IX.

Whenever this corporation is dissolved, either by limitation or from other cause, its affairs shall be liquidated under the superintendence of two stockholders to be chosen for that purpose by a majority in amount of the stockholders present or represented at a general meeting of the stockholders, at which the election is held. Said commissioners shall remain in office until the affairs of said corporation shall have been fully liquidated. In case of the death of one of said commissioners or of the refusal or inability of one of them to act, the survivors shall continue to act and shall select another stockholder in the place and stead of the commissioner who shall have ceased to act.

ARTICLE X.

The president may, in his discretion, and shall, upon the written request of two stockholders, call a special meeting of the stockholders of this corporation.

ARTICLE XI.

No stockholder shall ever be liable or responsible for the contracts or faults of this corporation in any further sum than the unpaid balance due to the company on the shares owned by or subscribed for by him; nor shall any informality in organization have the effect of rendering this charter null and void, or of exposing the stockholders to any liability.

Thus done and passed at my office, in the City of New Orleans, on the day, month, and year first above written, in the presence of Messrs. Byron L. Pond and Alexander Bugdahl, Jr., competent witnesses, residing in this city who have hereunto signed their names with the appearers and me, Notary after due reading of the whole.

(Original sigend):
Signatures of SUBSCRIBERS.
Witnesses: Byron L. Pond, A. Bugdahl, Jr.
FRED. DEIBEL, Not. Pub.

I, the undersigned Deputy Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing act of incorporation of the Mercantile Adjustment Company was this day duly recorded in the Mortgage Office, Parish of Orleans, in book 1018, folio —. New Orleans, La. May 3, 1911.

(Signed) EMILE LEONARD,
Deputy Recorder of Mortgages.

I, the undersigned, Notary Public, in and for the Parish of Orleans, do hereby certify the above and foregoing to be a true and correct copy of the original act of incorporation of the Mercantile Adjustment Company, and of the certificate of the Recorder of Mortgages for this parish, thereunto appended and of record in my office.

In faith whereof, I have hereunto set my hand and official seal on this 3rd day of May, 1911.

(Signed) FRED. DEIBEL,
Notary Public.

May 11 18 25 june 1 8 15 1911

John Kleinkemper,

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