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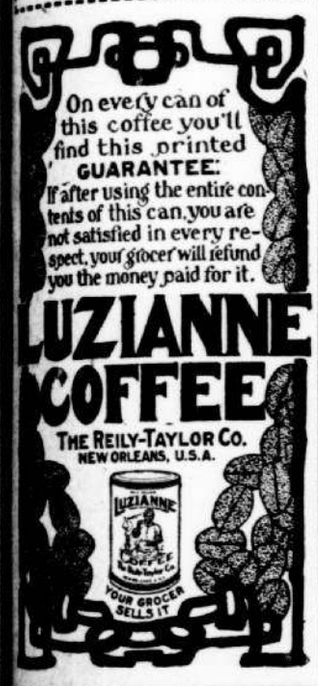

CHARTER

—OF—

"LEO FARMS COMPANY."

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

Be It Known, That on this thirty-first day of the month of May, in the year of our Lord, one thousand, nine hundred and eleven, before me, Charles Schneidau, a notary public, duly commissioned and qualified in and 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 severally declared that, availing themselves of the provisions of the laws of this State relative to corporations, and especially of the provisions of Act No. 78, of 1904, of the General Assembly of Louisiana, they have covenanted and agreed, and by these presents do covenant and agree and bind themselves as well as such other persons as may hereafter become associated with them, to form and constitute a corporation and body politic in law for the purposes and objects and under the stipulations, articles and conditions following, to-wit:

ARTICLE I.

The name and title of this corporation shall be "Leo Farms Company," and it shall exist and continue for a term of ninety-nine years from the date hereof. It shall have its domicile at New Orleans, in the Parish of Orleans, State of Louisiana. The president of said company, or in his absence, the secretary-treasurer thereof, shall be the proper officer upon whom all citation and all other legal process shall be served.

ARTICLE II.

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

To buy, improve, use, lease, sell and otherwise alienate, lots 12, less 250 arpents, reserved by Foss, 14 and 14, comprising about 2850 arpents, and another tract of land designated as one-half of Tract No. 15, containing about 521 14-100 acres, bounded on the north by Tract No. 12, east by the other half of said Tract No. 15 parallel with Canal Destrehan, south by Bayou Bonacha and west by Tract No. 13, all in the Destrehan subdivision in the Parish of Jefferson, and property adjacent thereto.

ARTICLE III.

This corporation shall have power and authority, under its said corporate name, to contract, to sue and be sued; to make and use a corporate seal, and the same to break or alter at pleasure; to acuire, receive, accept, purchase, buy, lease, hold, improve, mortgage, hypothecate, sell pledge, exchange, convey, alienate or otherwise acquire, possess, use, enjoy and dispose of property, both real and personal; to borrow and loan money; to give and receive securities therefor; to build and operate and subsidize railroads and tramways to be operated by horse, electric, steam or other motive power; to dig canals; to install and operate pumping stations and other works for drainage purposes; to pave streets; to operate electric and other light and power plants; all within the limitations imposed by Article II of this charter; to name and appoint such managers, officers, directors or agents as the necessities and conveniences of this corporation may require; to make and establish such by-laws for the proper management and regulation of the affairs of the said corporation as may be proper, and the same to alter and amend at pleasure.

ARTICLE IV.

The capital stock of this corporation is hereby fixed at seventy-five thousand dollars ($75,000), divided into and represented by 750 shares of the par value of one hundred dollars ($100) each. Payments on said stock shall be made in cash, or its equivalent, at such times, in such amounts and upon such notice as may be prescribed by the board of directors, and such corporation is authorized to begin business when seventy-five thousand dollars ($75,000) of said capital stock is subscribed for. The stock of said corporation may be transferred, provided such transfer be made on the books of the corporation, at its office at New Orleans, Louisiana, and on the surrender of the stock certificate. No transfer of any fractional part of a share shall be made.

ARTICLE V.

All the corporate powers of this corporation shall be vested in and exercised by a board of fifteen directors. Five members of said board shall constitute a quorum for the transaction of business, and their acts shall constitute corporate acts. The board of directors shall continue in office as long as they remain stockholders of this corporation. Any vacancy or vacancies occurring in said board from any cause shall be filled by the remaining director or directors, and the directors so elected shall continue in office as long as they remain stockholders. A director may, by written proxy, appoint any other director to represent him at any or all meetings of the board of directors, and such proxy shall have authority to do and perform all acts and things at such meetings as could be done by the principal, were such principal personally present.

ARTICLE VI.

The first board of directors of this corporation shall be composed of Messrs. L. H. Marrero, C. W. Rossner, L. H. Marrero, Jr., Wm. Winans Wall, Johnston Armstrong, Leo A. Marrero, C. J. Larkin, J. F. Coleman, Hunter C. Leake, W. S. Parkerson, Calhoun Fluker, A. K. Gordon, W. C. Kent, H. G. Wolfe and Benj. W. Kernan. Immediately after the signing of this charter a meeting of said board shall be held for the purpose of electing officers of this corporation. The officers of this corporation shall be a president, vice-president, secretary, notary and treasurer. The notary and the secretary may or may not be stockholders. Said officers so elected shall hold office during the pleasure of the board, and may be dismissed and their successors elected by a majority vote of the entire board at any meeting.

ARTICLE VII.

No director or other officer of this corporation shall receive a salary for services rendered as such. All contracts and sales of property, to which this corporation is a party, shall be executed before the notary of this corporation, who shall receive the customary fees for services rendered in his official capacity.

ARTICLE VIII.

Whenever this corporation is dissolved, either by limitation, or from any other cause, its affairs shall be liquidated under the superintendence of three liquidators or commissioners, to be appointed for that purpose from among the stockholders of the corporation, at a general meeting of the stockholders, convened for that purpose, after thirty days' prior notice to each stockholder addressed to and mailed to said stockholder at his postoffice address as same appears on the stock book of this corporation, and on the assent of the majority, in amount, of the capital stock. The said liquidators or commissioners shall remain in office until the affairs of the corporation shall have been fully liquidated. Any vacancy occurring among them, from any cause whatever, shall be filled by the remaining commissioners or liquidators who shall moreover continue to act during such vacancy, and when such liquidation shall have been completed, said liquidators shall present a full report and account thereof to a meeting of the stockholders called for that purpose after ten days' notice to each stockholder addressed to and mailed to said stockholder at his postoffice address as same appears on the stock book of this corporation, and they shall, ten days prior to such meeting, also mail a copy of said report and account to each stockholder as aforesaid, and in default of so doing, they shall forfeit all compensation for their services as liquidators.

ARTICLE IX.

This charter may be amended, altered or changed by a vote of three-fourths, in amount, of the capital stock, or this corporation may be dissolved by a vote of three-fourths, in amount, of the capital stock, at a meeting of the stockholders, convened for such purpose, after thirty days' previous notice of the meeting shall have been given in the manner hereinabove provided.

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 on the shares of stock subscribed for or owned by him; nor shall any informality of organization have the effect of rendering this charter null or subjecting any stockholder to any liability beyond the amount of his unpaid subscription to the stock.

Thus done, read and passed at my office in the city of New Orleans, State of Louisiana, on the day, month and year herein first above written, in the presence of Anna Naumann and Francis J. Schroeder, competent subscribing witnesses, of full age and majority, residing in said parish, who hereunto sign their names with appearers and me, said notary, each of said appearers having set opposite his signature the number of shares of stock subscribed by him hereby constituting the signatures hereto the list of original subscriptions made for the purpose of organizing this corporation.

(Original Signed) L. H. Marrero, 50 shares; Leo A. Marrero, 50 shares; Johnston Armstrong, 50 shares; L. H. Marrero, Jr., 50 shares; C. J. Larkin (by L. H. Marrero, Jr., pd.) 50 shares; J. H. Coleman, 50 shares; Wm Winans Wall, 50 shares; Calhoun Fluker, 50 shares; W. S. Parkerson, 50 shares; W. C. Kent, 50 shares; H. G. Wolfe, 50 shares; Hunter C. Leake, 50 shares; C. Rossner, 50 shares; Benj. W. Kernan, 50 shares; Amos K. Gordon (per pro J. Armstrong) 50 shares.

Witnesses: Anna Naumann, Francis J. Schroeder.

CHARLES SCHNEIDAU, 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 "Leo Farms Company" was this day duly recorded in my office in Book No. —, Folio No. —.

New Orleans, La., June 2nd, 1911.

(Signed) EMILE LEONARD, Dy. R.

(Seal)

A true copy: CHARLES SCHNEIDAU.

ju8 15 22 28jul6 13 '11 Not. Publ.

CHARTER

—OF —

THE CENTRAL LAUNDRY COMPANY, LIMITED.

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

Be It Known, That on this sixth day of the month of June, 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, Charles Andrew Butler, a notary public, duly commissioned and qualified, in and for this city and the Parish of Orleans, therein residing, and in the presence of witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who declare that, availing themselves of the laws of the State of Louisiana, relative to the formation of corporations, and in accordance with Act No. 36 of the General Assembly of the year 1888, they have covenanted, agreed and do by these presents covenant, agree and bind themselves, as well as such others as may later become associated with them, to form and constitute a corporation or body politic in law, under the following terms and conditions to-wit:

ARTICLE I.

The name and style of said corporation shall be "The Central Laundry Company, Limited," and under such name it shall have and enjoy corporate existence for a term of ninety-nine years from this date, unless sooner dissolved, as hereinafter provided.

The domicile of said corporation shall be in the city of New Orleans, State of Louisiana. All citations or other legal process shall be served on the president, or in his absence or inability to act, upon the vice-president, or in the absence or inability of both, upon the secretary-treasurer.

ARTICLE II.

The objects and purposes for which this corporation is created and organized is to own, operate and carry on the business of a laundry, with steam, hand or other motive power in the city of New Orleans or elsewhere, and likewise for the purpose of manufacturing, purchasing and selling any and all things and conducting and operating any and all matters or business, coincident, germane, or in any way considered by the board of directors in compliance with the laws of this State governing corporations, as a proper conjunction of the said laundry, and generally to do and perform all manner of things, incidental thereto or appropriate for the carrying on of the business or purposes for which this corporation is created.

ARTICLE III.

All corporate powers of this corporation shall be vested in a board of directors, composed of three stockholders. The following named persons shall constitute the first board of directors, viz: Elmore H. H. Verlander, Harry S. H. Verlander and David E. Verlander, with the said Elmore H. H. Verlander as president, the said Harry S. H. Verlander as vice-president, and the said David E. Verlander as secretary-treasurer, who shall hold office until their successors are duly elected and qualified. All elections for directors shall be held annually on the first Tuesday of the month of January.

ARTICLE IV.

The capital stock of this corporation is hereby declared to be of the sum of "fifteen thousand dollars," divided into and represented by one hundred and fifty shares of the par value of one hundred dollars each, which shall be paid for in cash, or labor performed for the corporation, when called for by the board of directors of said corporation. This corporation shall begin business as soon as five thousand dollars of said stock shall have been subscribed.

Transfer of stock shall be made only on the books of the corporation; any stockholder who may desire to dispose of his stock, shall first offer it for a period of sixty days to the corporation, through the board of directors.

ARTICLE V.

This corporation shall have power to contract, sue and be sued; to make, use and have a corporate seal, and the same to break and alter at pleasure, to hold, receive, rent, purchase, sell and convey, as well as mortgage and hypothecate under its corporate name, property both real and personal; to borrow and lend money, to execute notes and bonds; and generally to do everything necessary to carry out the objects and purposes of the corporation. All contracts and obligations entered into and checks issued by this corporation shall be signed by the president.

ARTICLE VI.

This act of incorporation may be amended, changed or altered, or this corporation may be dissolved by a vote of the majority of the stock issued, at a general meeting to be held, after thirty days' notice to be published in one of the daily papers in the city of New Orleans. All stock of the corporation shall have equal voting power.

ARTICLE VII.

Whenever this corporation shall be dissolved, either by the expiration of its charter, or sooner by a vote of the stockholders, one liquidator shall be elected by the stockholders at a general meeting held for such purpose as above provided. Said liquidator shall proceed to liquidate the affairs of the corporation by selling its property and paying its debts and distributing the residue among the stockholders.

ARTICLE VIII.

No stockholder of this corporation 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 corporation on the shares owned by him; nor shall any mere informality have the effect of rendering this charter null or expose a stockholder to any liability beyond the amount of his stock.

Thus done and passed at my office in the city of New Orleans, on the day, month and year herein first above written, in the presence of Messieurs Edwin Laizer and Emile Rausch, competent witnesses, who have hereunto signed their names with the said appearers and me, notary, after due reading.

(Original Signed) Elmore H. H. Verlander, 26 shares; David E. Verlander, 12 shares; Harry S. H. Verlander, 12 shares; Edwin Laizer, Emile Rausch. Chas. A. Butler, Notary Public.

I, the undersigned Recorder of Mortgages, for the Parish of Orleans, do hereby certify that the above and foregoing act of incorporation of "The Central Laundry Company, Limited," was this day duly recorded in my office in Book —, Folio —.

New Orleans, June —, 1911.

(Signed) EMILE LEONARD, Dy. Rec.

A true copy: CHAS. A. BUTLER,

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CHARTER

OF SUWANEE LUMBER COMPANY.

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

Be it known, that on this sixteenth (16th) day of the month of June, in the year of our Lord one thousand nine hundred and eleven (1911), and of the independence of the United States of America, the one hundred and thirty-fifth (135th), before me, Henry Leon Sarpy, a Notary Public, duly commissioned and qualified in and for the Parish of Orleans, State of Louisiana, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared:

JOHN H. HINTON, the husband of EMMETT WHITE with whom he is now living in this city;

MRS. EMMETT WHITE, the wife of JOHN H. HINTON, and the said JOHN H. HINTON, to authorize and assist his wife herein, and the said Mrs. John H. Hinton being here represented by her said husband, John H. Hinton;

ALEXANDER S. HINTON, the husband of MOLLIE LOUISE MARSHALL, with whom he is living at Lumberton, State of Mississippi;

SIDNEY J. FERGUSON, the husband of ISABEL BRADFORD, with whom he is living at Meridian, State of Mississippi;

J. NUMA JORDY, the husband of MARY E. RIDDICK, with whom he is living in the City of New Orleans, State of Louisiana; and

JAMES WALTON WILLIAMS, the husband of JENNIE WELLS, widow of D. D. Dorsey, who died about 1903; the said appearer being a resident of Lumberton, Mississippi, and is herein represented by John H. Hinton,

Who declared, that, availing themselves of the provisions of the general laws of the State of Louisiana relative to the formation of corporations, they have covenanted and agreed, and they do by these presents covenant, agree, bind and obligate themselves as well as such other persons as may hereafter become associated with them to constitute and form themselves into a corporation and body politic in law for the purpose and objects and under the articles and stipulations following, to-wit:

ARTICLE I.

The name and title of this corporation shall be "SUWANEE LUMBER COMPANY," and by that name it shall have and enjoy succession for a period of ninety-nine (99) years; it shall have power to receive, accept, hold, purchase, acquire possession, lease, improve, cultivate, convey, mortgage and hypothecate under its corporate name, property, both real and personal; to borrow and lend money and to give and receive securities therefor; to issue bonds or other evidences of debt; to name and appoint such managers, directors and officers as its interests and conveniences may require; to name and establish such by-laws as may be necessary and proper, and to do all other things needful to its purposes, and to have and enjoy all other power and authority vested in, or granted by, law, to such corporations.

ARTICLE II.

The domicile of this corporation shall be in the City of New Orleans, State of Louisiana; and all citations or other legal process shall be served on the president, or in his absence, on the first vice-president, or in his absence, on the second vice-president, or in his absence, on the secretary-treasurer.

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 to establish, maintain and conduct, in the State of Louisiana and elsewhere, a general timber, lumber and manufacturing business, including the authority to manufacture, purchase, sell, export and import luumber of every kind and description, and to purchase, lease and sell timber and timber lands, and for that purpose to acquire, build, purchase, lease, own and operate sawmills, planing mills, railroads, tramways, skidders commissaries and logging camps; also to acquire, purchase, lease and sell logs, timber and timber lands; and to acquire, build, purchase, lease, own and operate electric railways, power and light plants, and to furnish and sell electric current for power or light for public or private use; and to do all things that may be necessary to the proper conduct of said business.

ARTICLE IV.

The capital stock of this corporation is hereby fixed at one hundred thousand dollars ($100,000.00), divided into one thousand (1,000) shares of the par value of one hundred dollars ($100.00) each, which shall be paid for in cash, labor done, or property actually received, in such manner and at such times as the Board of Directors may elect.

The capital stock may be increased and diminished in the manner now provided by law.

All certificates of stock shall be signed by the president, or in his absence, by the first vice-president, or in his absence, by the second vice-president, or in his absence, by the secretary-treasurer.

The secretary-treasurer shall keep a stock transfer book upon which a record of all transfers of stock shall be kept, and no transfer shall have effect against the corporation until the same shall have been recorded in said stock transfer book.

No stockholder shall have the right to sell his stock without first offering the same to the other stockholders, in writing, who shall have the first right, for five days after the receipt of such notice, to purchase same, at its then book value.

This corporation shall commence doing business and become a going concern as soon as sixty-five thousand dollars ($65,000.00) of the capital stock shall have been subscribed for; and when the Board of Directors shall determine to sell any stock not presently subscribed for, it shall cause the stockholders of record to be notified in writing of such intention, and such stockholders shall have the right, for ten days thereafter, to subscribe, pro rata, to such stock; after the expiration of said ten days the board may offer the subscription to persons other than said stockholders.

At all meetings each share of stock shall be entitled to one vote, in person or by written proxy.

ARTICLE V.

All the corporate powers of this corporation shall be vested in and exercised by a Board of Directors, to be composed of four stockholders who shall be elected by ballot on the third Monday in June of each year beginning with the year 1912, after fifteen days written notice shall have been mailed to each stockholder at his last address. The election of directors shall be held at the office of the corporation under the supervision of two commissioners appointed by the Board of Directors; a majority of votes present or represented at said meeting shall elect. Any vacancy on the Board of Directors created for any cause shall be filled for the unexpired term, by the remaining directors. And the directors may vote in person or by written proxy.

The Board of Directors shall, at its first meeting, elect from its members a president, a first vice-president, a second vice-president; it shall also elect a secretary-treasurer who need not be a stockholder. The Board of Directors shall have authority, when necessary, to elect an acting secretary-treasurer, who shall have the same power and authority as the secretary-treasurer, and he need not be a stockholder.

A failure to elect shall not vacate any office and all officers shall continue to serve, as such, until their successors shall have been elected and qualified.

The Board of Directors may make and establish, as well as alter and amend, by-laws, rules and regulations for the government of said corporation; and authority is given the said board to do and perform, and to embody in such by-laws, rules and regulations, all the rights and powers granted to such corporations by the laws of this state.

The first Board of Directors shall be composed of John H. Hinton, Alexander S. Hinton, Sidney J. Ferguson and J. Numa Jordy, with the said John H. Hinton as president, Alexander S. Hinton as first vice-president, Sidney J. Ferguson as second vice-president, and J. Numa Jordy, as secretary-treasurer, who shall hold office until the third Monday in June, 1912, or until their successors are elected and qualified.

ARTICLE VI.

This charter may be amended, modified, changed or altered, or said corporation may be dissolved with the assent of two-thirds (2-3rds) of the stock represented at a general meeting of the stockholders called for that purpose after thirty days previous notice thereof shall have been mailed to each stockholder at his last known address.

The stockholders shall elect two liquidators to liquidate the affairs of the company, who shall remain in office until the affairs of the corporation shall have been fully liquidated. In the event of a vacancy the remaining liquidator will appoint another.

ARTICLE VII.

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

The appearers herein have respectively written opposite their names the amount of stock in this corporation subscribed for by each of them so that this act of incorporation may also serve as the original subscription list of said corporation.

Thus done and passed, at my office, in this city, the day, month and year first above written, in the presence of Messieurs William Morgan Hannon and Louis A. Ducros, competent witnesses, residing in this city, who have hereunto signed their names with with appearers and me, notary, after due reading of the whole.

Original Signed: J. H. Hinton, one share; Mrs. J. H. Hinton, by J. H. Hinton, 164 shares; A. S. Hinton, 165 shares; S. J. Ferguson, 165 shares; J Numa Jordy, 165 shares; J. W. Williams, by J. H. Hinton, one share.

Witnesses: L. A. Ducros, W. M. Hannon.

HENRY L. SARPY, 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 Suwanee Lumber Company has been this day duly recorded in my office in book 1018, folio —. New Orleans, La., June 17, 1911.

(Signed) EMILE LEONARD, D. R.

I, the undersigned notary, do hereby certify that the above and foregoing is a true and correct copy of the original act of incorporation of the Suwanee Lumber Company of record in my office.

In faith whereof, I have hereunto set my hand and the impress of my official seal, on this 17th day of June, A. D. 1911.

HENRY L. SARPY, Not. Pub.

June 22 29 july 6 13 20 27 11

CHARTER

OF VICTOR HUBER COMPANY.

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

Be it known, that on this tenth day of the month of May, in the year of our Lord one thousand nine hundred eleven, and of the independence of the United States of America, the one hundred thirty-fifth, before me, Lewis Rossner Graham, a Notary Public, in and for the Parish of Orleans, State of Louisiana, therein residing and therefor 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, all of full age, who declared that, availing themselves of the provisions of the laws of the state, relative to corporations, and especially of Act 78 of 1904, of the General Assembly of Louisiana, they have covenanted and agreed, and by these presents covenant and agree, and bind themselves, as well as such other persons as may hereafter become associated with them, to form and constitute a corporation and body politic in law, for the purposes and objects, and under the stipulations, articles and conditions following, to-wit:

ARTICLE I.

The name and title of the said corporation shall be "Victor Huber Marble and Granite Company," and its domicile is hereby established in the City of New Orleans, State of Louisiana; and under its said corporate name, said corporation shall have power and authority to contract, sue and be sued; to make and use a corporate seal, and the same to break and alter at pleasure; to hold, receive, have, purchase, improve, alienate, convey, sell, borrow pledge, mortgage and hypothecate, under its said corporate name ,property, real, personal and mixed; to name and appoint such officers directors, agents and managers, or employees, as the interest or convenience of said corporation may require; to make and establish by-laws, rules and regulations for the proper management and regulations of its affairs, as may be deemed necessary and proper, and the same to change and alter at pleasure; and to do all other acts and things permitted by law, or as shall or may be necessary and proper to carry out the objects and purposes of said corporation.

Said corporation, unless sooner dissolved, in accordance with its charter, shall exist and continue for the period of ninety-nine (99) years from and after the date hereof.

The president, or in his absence the vice-president, shall be the proper person upon whom citation or other legal process shall be served.

ARTICLE II.

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

The operation and conducting of a general marble, granite, stone cutting and manufacturing business, the buying, selling and manufacturing of all kinds of marble, granite, stone and other building materials and cemetery work; the construction of buildings and other works in whole or in part in Louisiana and in foreign states; the storage of stones of all kinds; to purchase and acquire the marble and granite business now owned and conducted by Victor Huber; and generally the doing and performing of all acts incidental or necessary to any and all of the objects herein expressed.

ARTICLE III.

The capital stock of said corporation shall be thirty thousand ($30,000.00) dollars, divided into and represented by three hundred (300) shares of the sum of one hundred ($100.00) dollars each, which said stock shall be paid for in cash at the time of subscription, or the same may be issued, at not less than par, in payment or exchange for property or rights actually received or purchased by said corporation, or the same may be issued, full paid, for money advanced, and for such other valuable considerations or services as the board of directors of said corporation may determine; provided, that no stock shall be issued until the consideration therefor has been received by the said corporation.

Any stockholder may sell, assign or transfer his stock in this corporation, provided thirty (30) days' prior notice of such intention to sell, assign or transfer the same be given the company, and the other stockholders thereof shall have the first privilege of purchasing same, after which thirty (30) days' notice the said stock may be sold in open market.

The stock of said corporation may be transferred under the above conditions, provided such transfer thereof be made on the books of said company, at its office in New Orleans and on surrender of the certificate therefor. No transfer of any fractional part of a share shall be made.

This corporation shall commence doing business as soon as ten thousand ($10,000) dollars of the capital stock shall have been subscribed for.

The board of directors shall have the right to determine how much stock shall be issued.

ARTICLE IV.

The corporate powers of this company shall be vested in and exercised by a board of five (5) directors, consisting of the president, vice-president, and three (3) stockholders. Three of said board shall constitute a quorum for the transaction of business, and their decisions shall be valid corporate acts.

The following persons shall constitute the first board of directors: Victor Huber, A. J. Derbes, Roger de Roode, Emile S. Reisig, John F. Popp.

No person shall be eligible as director or an officer who is not a stockholder of this company.

During the absence of the president the vice-president shall act and preside.

Said board shall continue in office until the second Monday in January, 1912, and on which date and thereafter, annually, a board of directors shall be elected on the second Monday in January, of each year, unless the same should be a holiday, when the election shall be held on the next legal day thereafter.

Notice of such election shall be given by at least ten (10) days' continuous publication immediately preceding each election, in one of the daily English newspapers of this city; and the board of directors shall appoint one or more stockholders to preside at such election as commissioners. In the event of the failure of any commissioner or commissioners to attend, the president shall, by appointment, fill the vacancy. Any failure from any cause whatever to elect directors the day named for that purpose shall not dissolve the corporation, but the directors then in office, as well as the officers of said company, shall hold over until their successors are chosen.

In such event the president shall cause another election to be held within thirty days, and shall give notice thereof as hereinbefore provided.

At every election and meeting each stockholder shall be entitled to vote for each share of stock registered in his name, and may vote by proxy.

The election of directors shall be by ballot, and the majority in amount of votes cast, each share of stock voted upon to be counted for one vote, shall elect the person or persons for whom they have been cast.

After each election the board of directors shall elect from their own number the officers of said company.

ARTICLE V.

The board of directors shall have full power to fill vacancies in their number caused by death, resignation, or otherwise, from among the stockholders of the corporation.

The said board shall have full control of the property of this company, and shall so conduct, manage and use the same as in their discretion they deem fit, and that is consistent with the objects of this company, or the welfare of the same.

The said board is further authorized to frame and adopt such by-laws, rules and regulations as the affairs and business of the corporation may require, and as it may deem necessary for the conducting and management thereof; provided the same shall not conflict with this charter, or with the laws of the state, or of the United States.

The said board shall elect or appoint a secretary and such other officers, agents, employees, servants and clerks as it may deem necessary for the conducting of the business of the corporation; fix their compensation, term of service, with the right to dismiss them at said board's pleasure; and said board shall have the right to fix and determine the salaries of the several officers herein provided for.

ARTICLE VI.

This charter may be changed, modified or amended, the capital stock increased or decreased, or this corporation may be dissolved, at a general meeting of the stockholders convened for the purpose, with the assent of three-fourths of the entire capital stock, whether present or represented at such meeting.

Ten days' prior notice of such meeting shall be given in any daily English newspaper published in the city.

In case of dissolution or termination of this corporation, either by limitation of its charter or from any cause, the liquidation of its affairs shall be conducted by three commissioners, selected from the stockholders, with like assent, and at a meeting called for that purpose, as above set forth in this article.

Said commissioners shall remain in office until the affairs of said corporation shall have been fully liquidated. In case of the death of one or more of said commissioners, the survivors or survivor shall continue to act.

ARTICLE VII.

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

Thus done and passed at my notarial office, in the City of New Orleans, on the day, month, year herein first above written, in the presence of D. V. Doussan and D. E. Pope, competent witnesses, of lawful age, and residents of this city, who hereunto sign their names, together with said parties, and me, notary, after reading the whole.

Signed: Victor Huber, 95 shares; Albert J. Derbes, 2 shares; Emile C. Reisig, 5 shares; John F. Popp, per Victor Huber, 10 shares; R. De Roode, per Victor Huber, 5 shares.

Witnesses: D. V. Doussan, D. E. Pope.

LEWIS R. GRAHAM, Not. Pub.

I, the undersigned notary, hereby certify that the above and foregoing is a true and correct copy of the original act of incorporation on file in my notarial office.

LEWIS R. GRAHAM, Not. Pub.

JOHN P. VEZIEN, Pres.

Carstens & Vezien Co., Ltd.

Ship Chandlers and Grocers

Special Attention to Railroad Orders. Prompt Delivery.

314-316 MORGAN STREET. PHONE, ALGIERS 211.

Hay, Corn, Oats, Bran, Hardware, Groceries, Etc. Wines, Liquors.

John Kleinkemper,

DEALER IN

Groceries, Wines and Liquors, Wood, Coal, Hay, Corn, Oats, Bran, Etc.

Goods Delivered Free of Charge. Corner Alix and Verret Streets.

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 Victor Huber Marble and Granite Co. was this day duly recorded in my office, in book 1018, folio 713. New Orleans, June 13, 1911.

(Signed) EMILE LEONARD, D. R.

June 22 29 july 6 13 20 27 11

CHARTER

OF THE "LOUISIANA ORANGE GROVES COMPANY."

UNITED STATES OF AMERICA, STATE OF LOUISIANA, CITY OF NEW OR LEANS.

Be it known, that on this twenty-fourth day of the month of May, 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 J. Formento, 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 several parties whose names are hereto subscribed, all of the full age of majority and residents of this city, who severally declared that availing themselves of the laws of this state, made and provided for the organization of corporations, they have formed and organized, and by these presents do form and organize themselves into a corporation for the objects and purposes and under the stipulations and agreements hereinafter set forth and expressed, which they hereby accept and adopt as their charter, to wit:

ARTICLE I.

The name and title of the corporation hereby formed is declared to be: "LOUISIANA ORANGE GROVES COMPANY." Its domicile shall be in the City of New Orleans, State of Louisiana, and it shall have and enjoy succession by its corporate name for a period of ninety-nine years from the date hereof.

All citation, 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 secretary-treasurer.

ARTICLE II.

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

To engage in the planting, cultivating and marketing of citrus and other fruits, pecan nuts, agricultural and horticultural products; to raise poultry, hogs and other live stock, and to market same; to purchase, lease or otherwise acquire real, personal or mixed property, and to sell and dispose of same; to develop, drain and reclaim submerged lands; and generally to do any and all things incidental to and necessary in the premises.

ARTICLE III.

The capital stock of this corporation is hereby fixed at the sum of fifty thousand dollars ($50,000.00), divided into and represented by five hundred (500) shares of the par value of one hundred dollars ($100) each, which shall be paid for at such time, in such amounts and manner as the Board of Directors may determine. Said shares of stock shall be issued full paid and nonassessable for cash or in payment for property, or rights, actually received by the corporation. All transfer of stock shall be inscribed on the books of the corporation.

This corporation shall commence business as soon as three thousand dollars ($3,000) of its stock shall have been subscribed; said amount of stock having been subscribed by the undersigned for the respective shares set opposite their names; this company shall immediately go into operation.

ARTICLE IV.

All corporate powers of this corporation shall be vested in and exercised by a Board of Directors, composed of three (3) stockholders, two (2) of whom shall constitute a quorum for the transaction of all business.

Through said Board of Directors, this corporation shall have power and authority to contract, sue and be sued, in its corporate name; to make and use a corporate seal and change or alter same at pleasure; to hold and receive, have, purchase, improve, alienate, convey, sell, borrow, pledge, mortgage and hypothecate, under its said corporate name, property, real, personal and mixed; to name and appoint such officers, directors, agents and managers, or employees, as the interest or convenience of said corporation may require; to make and establish by-laws, rules and regulations for the proper management and regulation of its affairs, as may be deemed necessary and proper, and the same to change and alter at pleasure; and to do all other acts and things permitted by law or as shall or may be necessary and proper to carry out the objects and purposes of said corporation.

ARTICLE V.

The first Board of Directors shall be elected at the first meeting of the stockholders, to be convened for that purpose, and the members of said Board of Directors shall at once select from their number a president, a vice-president and a secretary-treasurer, who shall hold office as such until the first Monday in January, 1913, or until their successors shall have been duly elected and qualified.

On the first Monday in January, 1913, unless said day be a Dies Non, then, in such case, on the first succeeding judicial day and annually thereafter, an election for directors shall be held at the office of the corporation, under the supervision of three (3) commissioners to be appointed by the stockholders; the directors so elected shall immediately take their seats and hold office until their successors shall have been duly elected and qualified. All vacancies in said board shall be filled by the remaining directors.

Notice of election shall be given by the secretary-treasurer to each stockholder ten days previous to election, by written notice mailed to his last known address, and by publication in one of the local newspapers, three times in ten days.

All corporate elections shall be by ballot, and a majority of the stock present, or represented, shall elect, and each share of stock shall be entitled to one vote, either in person or by proxy, at any meeting of the stockholders.

ARTICLE VI.

Whenever this corporation is dissolved, either by limitation of its charter, or for any other cause, its affairs shall be liquidated by three (3) commissioners, to be elected from among the stockholders, convened for that purpose, after thirty days' prior written notice of such meeting shall have been given each stockholder by the secretary-treasurer, mailed to his last known address, and by publication in one of the local newspapers, three times in ten days. Said commissioners shall remain in office until the affairs of the corporation shall have been liquidated. In case of death of either, or two of said commissioners, the survivor or survivors shall continue to act.

ARTICLE VII.

This act of incorporation may be changed, modified or altered, or this corporation may be dissolved, with the assent of three-fourths (3-4) of the whole capital stock, present or represented, at any general meeting of the stockholders, convened for that purpose, after thirty days' prior written notice of such meeting shall have been given each stockholder by the secretary-treasurer, mailed to his last known address, and by publication in one of the newspapers published in the City of New Orleans, five times during thirty days.

ARTICLE VIII.

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

Thus done and passed in my notarial office, at the City of New Orleans, in the presence of Messieurs Samuel Hirsch and Fernan F. Teissier, competent witnesses of lawful age and residents of this city, who hereunto subscribe their names, together with the said appearers and me, notary, after due reading of the whole.

(Signatures)

Witnesses: Samuel Hirsch, F. F. Teissier.

WM. J. FORMENTO, 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 "Louisiana Orange Groves Company" was this day duly recorded in my office, in book 1018, folio 696. New Orleans, June 6, 1911.

(Signed) EMILE LEONARD, D. R.

A true copy from the original.

WM. J. FORMENTO, Not. Pub.

June 22 29 july 6 13 20 27 11

The Elusive Fly.

Any one who has tried with outstretched hand to catch a fly cannot fail to have noticed its wonderful alertness in escaping. "One reason for this," explains a naturalist, "is the fact that the fly was watching the movements of its would be captor out of all or most of its 8,000 eyes. Another reason for its rapid retreat is that, instead of seeing one hand coming toward it, the fly would have seen at least 7,500 hands all looking alike and all moving down upon it in the same direction. A third reason of the fly's nimble