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SOCIETIES.

Where and When They Meet and Addresses of Their Officers.

Masonic.

Sts. John Lodge No. 153

St. John Lodge, No. 153, F. and A. M., meets every Tuesday evening in Masonic Hall, corner Olivier street and Pelican avenue at 7:30 o'clock.

Louis Acker, W. M., 721 Patterson; F. W. Sadler, S. W.; Edward Dosier, J. W.; George Hebert, Jr., treasurer; L. J. Peterson, secretary, 518 Venet street; W. Senat, tyler; H. S. Manson, S. D.; Thomas H. Regan, J. D.; W. H. Lahusen, M. of C.; C. A. Sutherland, chaplain; J. M. Couget and B. H. Horne, stewards; George Herbert, Jr., organist.

Pythian.

Crescent Lodge No. 3.

Crescent Lodge No. 3, K. of P., meets every Friday night in Pythian Hall at 7:30 o'clock.

R. Chestnut, chancellor commander; L. J. Burton, vice chancellor; A. S. Covell, prelate; J. B. Babin, master of work; C. Berthaut, master-at-arms; E. E. Babin, keeper of records and seal; George Lecourt, master of finance; L. J. Peterson, master of exchequer; C. Miller, inner guard; Louis Martin, outer guard; J. B. Babin, grand representative; L. J. Burton, alternate; C. Miller, janitor; E. E. Babin, organist; E. J. Mothe and J. B. Babin, general relief committee; R. Chestnut, J. B. Babin and C. Berthaut, committee of nine; Louis Peterson, Dr. C. V. Kraft, and L. J. Burton, trustees; Dr. Jno. A. Rupp and Dr. Chas. Gelbke, physicians; E. J. Mothe, undertaker.

Virginia Lodge No. 136.

Virginia Lodge No. 136, K. of P., meets on the second and fourth Mondays of each month in Pythian Hall at 7:30 p. m.

B. Voegtlin, chancellor commander; Andrew Stecklin, vice chancellor; A. J. Besson, prelate; W. Cuny, master of work; L. F. Gisch, keeper of records and seal; A. F. Kauffman, master of exchequer; C. Krogh, master of finance; H. Munsterman, master-at-arms; W. Goodwin, inner guard; J. E. Thorning, outer guard; Shade G. Smith, grand lodge representative; A. J. Besson, alternate; S. G. Smith and L. F. Gisch, general relief committe: S. C. Smith and H. Myers, trustees; John Barrett, undertaker; Dr. J. E. Pollock, physician; S. G. Smith and W. B. Owens, joint entertainment committee.

Order of Eastern Star—St. John Chapter No. 35.

St. John Chapter No. 35—Meets on the second and fourth Mondays of each month in Masonic Hall, at 7:30 o'clock.

Mrs. A. Smith, worthy matron, 625 Belleville street; A. A. Sperier, worthy patron; Mrs. Nellie Reynolds, associate matron; Mrs. Florence Amuedo, conductress; Mrs. Lillie Goodlett, associate conductress; Mrs. A. Burgis, secretary, 528 Bouny street; Mrs. S. Sutherland, treasurer; Mrs. Margaret Arnold, Adah; Mrs. Mary Cary, Ruth; Miss Maud Tufts, Esther; Mrs. Viola Huckins, Martha; Mrs. A. Babin, Electa; Mrs. Josephine Frisch, warder; Wm. Lucas, sentinel; Mrs. Lizzie Borden chaplain; Mrs. A. Vanderlunden, marshall; Miss Olga Nelson, organist.

Woodmen Circle.

Orange Grove No. 9.

Orange Grove No. 9—Meets on the first and third Thursday of each month in Pythian Hall, 7:30 p. m.

Amelia Smith, guardian, 625 Belleville street; Lizzie Borden, clerk, 549 Vallette street; M. Stalcup, assistant clerk; Anna Vanderlinden, past guardian; Mary Jacobs, advisor; Hattie Tufts, banker; Shade G. Smith, attendant; Louise B. Casanova, chaplain; Dr. J. Ernest Pollock, physician; Josephine Mock, inner sentinel; Mrs. J. Matchett, outer sentinel; Grace Pruitt, Emma Short and Ida Hymel, managers; Gertrude Back, organist; Jno. A. Barrett; E. J. Mothe, undertaker.

Benevolent Associations.

GERMAN BENEVOLENT ASSOCIATION.

Meets on the first Wednesday of every month at Renecky's Hall at 7:30 p. m. Julius Hambacher, president; John Sprada, vice-president; George Brunssann, treasurer; Frank Kraemer, 435 Bouny St., recording secretary; Philip Essinger, financial secretary; F. M. Webert, Alix and Verret streets, chairman of sick committee; John Teteberg, chairman of widow and orphans' committee; Peter Bensinger and Theodore Duverth; William Odenwald, marshal; Dr. M. J. Manent, physician; George Brunssann, undertaker. Address all letters and communications to Frank Kraemer, 535 Belleville street.

CHARTER

OF THE JOHN A. KRUSE ENGINEERING COMPANY.

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

Be it known, that on this 21st day of the month of February, in the year of our Lord one thousand nine hundred and twelve and of the independence of the United States of America the one hundred and thirty-sixth, before me, Lewis Rossner Graham, a notary public duly commissioned and qualified in and for the city, parish and state aforesaid, therein residing, 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 of this state relative to the formation of corporations, and especially of Act 78 of the Louisiana legislature of 1904, they have covenanted and agreed and do by these presents covenant and agree and bind themselves as well as such other persons as may hereafter become associated with them into 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, style and title of this corporation shall be THE JOHN A. KRUSE ENGINEERING COMPANY, and by said corporate name it shall have existence and enjoy succession for a period of ninety-nine years unless sooner dissolved, in the manner provided by law and the articles of this charter. Under said corporate name it shall have power and authority to contract, to sue and to be sued, to make and use a corporate seal; the same to alter or break at pleasure; to own, hold, receive, purchase, convey, deliver, mortgage, hypothecate and pledge property, both real and personal, improved and unimproved; to issue bonds, notes and other obligations, negotiable instruments and other evidences of debts; the same to secure by mortgages or pledge of the property of the corporation.

ARTICLE II.

The domicile of this corporation shall be in the city of New Orleans, state of Louisiana, and all citations and legal process shall be served upon the president, or in the event of his absence or inability to act, upon the vice-president or other officer of the corporation.

ARTICLE III.

The objects and purposes for which this corporation is organized are hereby declared to be: To engage in and conduct the profession, science and business of engineering and contracting in all its branches and especially to engage in and conduct the drainage and reclamation of all kinds of lands, swamps or marshes and for those purposes to build and construct railroads, roadways, tramways, turnpikes, levees, bridges, buildings, terminal and docking facilities, and generally to plan, construct and maintain drainage, sewerage, irrigation or reclamation systems in the state of Louisiana or elsewhere. And especially is it the object and purpose of the organization of this corporation to purchase, acquire and take over the business, contracts and good-will of the partnership known and operating as the "John A. Kruse Engineering Company," and composed of John A. Kruse and W. P. Langworthy.

And in aid of the objects and purposes aforesaid to acquire by purchase, lease or otherwise and thereafter own and operate any property that may be necessary or germane to the aforesaid business, and generally to do anything germane or necessary to the carrying out of the objects and purposes aforesaid.

ARTICLE IV.

The capital stock of this corporation shall be fifty thousand dollars ($50,000.00), divided into five hundred (500) shares of the par value of one hundred dollars ($100.00) each. This stock shall be issued only for cash or in payment of property or services actually received by or rendered to said corporation. This corporation shall commence business and become a going concern as soon as three thousand dollars ($3,000) of its capital stock shall have been subscribed and paid for. Said stock shall be fully paid at the time of its issuance and thereafter non-assessable, and the capital stock may be increased or decreased in the manner provided by the laws of this state.

The parties to this act hereby declare that they subscribe for the number of shares of the said capital stock, set opposite their respective names and signatures hereto, so that this act of incorporation shall serve as an original subscription.

ARTICLE V.

The business and affairs of this corporation shall be conducted by, and all corporate powers shall be lodged in, a board of directors, to be composed of not less than three or more than five stockholders, which said board of directors shall be elected each year at the annual meeting of the stockholders

The first board of directors, who shall have tenure of office from the organization of the corporation, shall consist of John A. Kruse, S. P. Coleman and W. P. Langworthy, and these directors shall hold office until the third Monday in February, 1913, or until their successors shall have been selected and inducted into office.

The said board of directors shall have power to make all rules and regulations for the government and management of this corporation; it shall be the full power and authority in the management and control of the affairs of the corporation, with power to delegate such of its power and authority in the management and control of the business and affairs of the corporation to any officer of the corporation as it sees fit. It shall have the power to fill any vacancy occurring in its number. It shall have power and authority to employ and dismiss employees. A majority of the board of directors voting at any one time in person or by proxy shall be required to pass any resolution or adopt any by-law, and when so adopted said resolution or by-law shall become valid corporate acts.

Upon the third Monday in February, 1913, and on the same day of each succeeding year, except when such day may be a legal holiday and then upon the next following lay day, the stockholders shall elect a board of directors to serve for the ensuing year from its election or until a succeeding board of directors shall have been elected and qualified; the board of directors designated by this act to hold office until the third Monday in February, 1913, or until their successors shall have been elected and qualified.

The board of directors so elected shall elect from their number the officers of the corporation, who shall be a president, a vice-president and a secretary-treasurer, no person to hold more than one of the above offices at the same time, the office of secretary-treasurer being one office.

The election of directors shall be by ballot and the person receiving the highest number of votes shall be elected. For electing directors or voting on any other matter, each share of stock, whether present or represented by proxy shall be entitled to one vote and a majority of the votes cast shall be required to pass any resolution or decide any question submitted to the stockholders, except for the alteration of amendment of this charter or the dissolution of the corporation as hereinafter provided.

The first officers of the corporation are hereby declared to be: John A. Kruse, president; S. P. Coleman, vice-president; W. P. Langworthy, secretary-treasurer, and these officers shall exercise all the powers and perform all the duties of their respective offices until their successors are elected and qualified.

ARTICLE VI.

Notices of all meetings of stockholders for electing directors or any other purpose except as hereinafter provided shall be given in writing by the secretary-treasurer, to be deposited in the mail at least ten days before such meeting, directed to each stockholder at his last known address appearing on the books of the corporation; but such notice may be waived by the consent in writing of all stockholders appearing as such on the books of the corporation.

ARTICLE VII.

This act of incorporation may be modified, added to, changed or amended, or this corporation may be dissolved by and with the assent of the holders of three-fourths in amount of the outstanding stock, given at a general meeting of the stockholders to be convened after ten days' prior notice, to be given in one of the daily newspapers published in the city of New Orleans, in addition to the personal notice to each stockholder, as provided in Article VI of this charter; and such changes as may be made in reference to an increase or decrease of the capital stock shall be preceded by such notices, delays, formalities as are required by law.

In the event of the dissolution of the said corporation, either by limitation of its charter or otherwise, its affairs shall be liquidated by three (3) commissioners to be appointed and elected at a special meeting called for that purpose as above provided and who shall remain in office until the affairs of said corporation shall be fully liquidated; and in case of the death of one or more of said liquidators the survivor or survivors shall continue to act.

ARTICLE VIII.

No stockholder shall be held liable or responsible for the contracts or faults of this corporation, in any further sum than the unpaid balance due by him 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 the stockholder to liability beyond the amount of his unpaid stock, if any.

Thus done and passed, at my office in the city of New Orleans, on the day, month and year first herein written, in the presence of Messrs. Jas. E. O'Hern and R. P. Woodford, competent witnesses, who hereunto sign their names together with the said appearers and me, notary, after due reading of the whole of these presents.

(Original signed): John A. Kruse, 332 shares; S. P. Coleman, 1 share; W. P. Langworthy, 167 shares; Chas. W. Snider, 1 share; John F. Long, 1 share. (Witnesses): R. P. Woodford, Jas. E. O'Hern.

LEWIS R. GRAAM, *Not. Pub.*

Recorded in M. O. B. 1051, folio —.

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 John A. Kruse Engineering Company was this day recorded in my office, in book 1051, folio —.

New Orleans, February 21, 1912.

(Signed) EMILE LEONARD, D. R.

A true copy.

LEWIS R. GRAAM, *Not. Pub.*

feb 29 mch 7 14 21 28 apl 4 '12

ACT OF INCORPORATION

OF LYNNWOOD LIGHT, POWER AND WATER COMPANY.

STATE OF LOUISIANA, PARISH OF ORLEANS, CITY OF NEW ORLEANS.

Be it known, that on this, the fourth day of the month of March, in the year of our Lord one thousand nine hundred and twelve, and of the independence of the United States of America the one hundred and thirty-fifth, before me, Charles F. Fletchinger, a notary public, duly commissioned and qualified, in and for the city, parish and state aforesaid, therein residing, 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 of this state relative to the formation and organization of corporations, they have covenanted and agreed, and do, by these presents, covenant, agree and bind themselves, as well as those who may hereafter become associated with them, to form themselves into a corporation for the objects and purposes, with the name and under the stipulations following, to-wit:

ARTICLE I.

The name and style of this corporation shall be "LYNNWOOD LIGHT, POWER and WATER COMPANY," and, by said corporate name it shall have succession and enjoy existence for a period of ninety-nine years, unless sooner dissolved, in the manner provided by law, and the articles of this charter; and, under said corporate name, it shall have power and authority to contract, sue and be sued, to make and use a corporate seal, the same to alter or break at pleasure; to make all necessary rules and regulations for its corporate management and control, and shall have and enjoy all the rights, privileges and immunities which are now conferred upon or may hereafter be granted to, corporations of the same kind and character.

ARTICLE II.

The domicile of this corporation shall be in the City of New Orleans, State of Louisiana, and all citations and other legal processes shall be served upon the president, or, in his absence or inability to act, upon any other officers of the corporation.

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 construct or to acquire by purchase or otherwise and to operate in the State of Louisiana or elsewhere electric light and power plants and to instal and equip systems for the transmission of electricity for lighting, power or other purposes; to construct or to acquire by purchase or otherwise and to operate in the State of Louisiana or elsewhere drainage, sewerage, irrigation and water systems; to construct or to acquire by purchase or otherwise and to operate in the State of Louisiana and elsewhere gas and all oil mains, pipes and other appliances for the transmission of gas and oil for the purpose of light, power and fuel, and, generally to do and perform and engage in any business incidental to or germane to the objects and purposes above expressed.

ARTICLE IV.

The capital stock of this corporation shall be five thousand dollars ($5,000), divided into fifty shares of the par value of one hundred dollars each; the said stock shall be issued only for cash, or in payment of property or for services actually received by or rendered to said corporation. This corporation shall commence business and become a going concern as soon as three thousand dollars ($3,000) of its capital stock shall have been subscribed and paid for. The residue of said stock shall be issued and payment made therefor, subject to the action and call of the board of directors. Said stock shall be fully paid at the time of its issuance, and, thereafter, non assessable, and the capital stock may be increased or decreased in the manner provided by the laws of this state.

The parties to this act hereby declare that they severally subscribe for the number of shares of said capital stock, set opposite their respective signatures hereto, so that this act of incorporation shall serve as an original subscription.

ARTICLE V.

All the powers of this corporation shall be vested in and be exercised by a board of not less than five, nor more than seven directors, to be elected each year by the stockholders at the annual meeting. The said directors shall be bona fide stockholders, and the first board shall consist of: Guy S. Crockett, who shall be president-treasurer; George A. Simms, who shall be vice-president; Louis F. Beauvais, who shall be secretary; Fred A. Loranger, Allan Vorles.

On the third Monday in March, 1913, and on the same day of each succeeding year, except when such day shall fall on a legal holiday, then, upon the next following lay day, the stockholders shall elect a Board of Directors for the ensuing year, the board already installed to continue to hold over until their successors are elected and qualified.

The Board of Directors so elected shall select from their own number the officers of the corporation, as above provided. The election of directors shall be by ballot and the persons receiving the largest number of votes cast shall be declared elected. For electing directors, or for any other purpose, each share of stock, whether present or by proxy, shall be entitled to one vote, and a majority of the votes cast shall be required to pass any resolution or decide any question submitted to the stockholders, except for the alteration or amendment of this charter, or the dissolution of the corporation, as hereinafter provided.

The said Board of Directors shall have power and authority to make all necessary rules and regulations for the management, operation and control of the business of the corporation, as well as to make all necessary rules and by-laws, with power to fill any vacancy occurring in their number. A majority of the directors voting at any one time, in person or by proxy, shall be required to pass any resolution or adopt any by-law and which, when so adopted, shall become valid corporate acts.

ARTICLE VI.

Notice of all meetings of stockholders for electing directors, or for any other purpose, except as hereinafter directed, shall be given in writing by the secretary, to be deposited in the mail, at least ten days before such meeting, directed to each stockholder, at his last known address, appearing upon the books of the corporation, unless said notice is waived in writing by all the stockholders appearing as such upon the books.

ARTICLE VII.

This act of incorporation may be modified, added to, changed or amended, or this corporation may be dissolved by and with the assent of the holders of three-fourths in amount of the then outstanding stock, given at a general meeting of the stockholders, to be convened after ten days' prior notice, to be given in one of the daily newspapers published in the City of New Orleans, in additon to the personal notice to each stockholder, as provided in Article VI of this charter; and such changes as may be made, in reference to an increase or decrease of the capital stock, shall be preceded by such notices, delays and formalities as required by law.

In the event of the dissolution of said corporation, either by limitation of its chartr, or otherwise, its affairs shall be liquidated by three commissioners, to be appointed and elected at a special meeting, called for that purpose, as above provided, and who shall remain in office until the affairs of said corporation shall be fully liquidated; and, in case of the death of one or more of said liquidators, the survivors or survivor shall continoe to act.

ARTICLE VIII.

No stockholders shall be held 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 in organization have the effect of rendering this charter null, or of exposing a stockholder to liability beyond the amount of his unpaid stock, if any.

Thus done and passed, at my office, in the City of New Orleans, on the day, month and year first hereinbefore written, in the presence of William A. Dixon and F. Eisler, competent witnesses, who hereunto sign their names, together with said appearers and me, notary, after due reading of the whole.

Original signed: Guy S. Crockett, eleven shares; L. F. Beauvais, eight shares; Margot Burvant, one share; Gustave Kopp, one share; Gilbert Edge, one share; H. M. McMinn, one share; Geo. A. Simms, seven shares.

Witnesses: William A. Dixon, F. Eisler.

CHAS. F. FLETCHINGER, Not. Pub.

I, the undersigned Recorder of Mortgages for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing act of incorporation of the Lynnwood Light, Power & Water Company was this day duly recorded in my office in book 1051, folio —. New Orleans, March 7, 1912.

(Signed) EMILE LEONARD, D. R.

A true copy:

CHAS. F. FLETCHINGER, Not. Pub.

mch 14 21 28 apr 4 11 18 1912

AMENDMENT TO CHARTER

OF UNITED FISH & OYSTER CO.

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

Be it known, that on this ninth day of the month of March, in the year of our Lord one thousand nine hundred and twelve and of the independence of the United States of America, the one hundred and thirty-sixth, before me, Andre Lafargue, a Notary Public, duly commissioned and qualified in and for the Parish and State aforesaid and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared: Frank McLaughlin, of the full age of majority and a resident of this city, acting herein as president of the United Fish and Oyster Company, a duly incorporated institution of this state, domiciliated in this city and created by an act of incorporation passed before me, the undersigned notary public, in this city on the 30th day of January, A. D. 1912, and recorded in the Mortgage Office of this parish in book 1051, folio 595.

Which said appearer acting in his aforesaid capacity declared that, whereas at a meeting of the stockholders of said corporation convened and held at its office in this city on the 8th day of March, 1912, all of which will more fully appear by reference to the certificate hereto annexed, and also acting by virtue of a resolution of the Board of Directors of said corporation adopted at a meeting held on the 8th day of March, 1912, a duly certified copy thereof being hereto also annexed for reference, and

Whereas the stockholders of said corporation in meeting assembled, as aforestated, having unanimously voted to change, modify and amend said act of incorporation of the United Fish & Oyster Company to read as follows, to-wit:

ARTICLE I.

The name and style of the corporation shall be the "United Fish and Oyster Company," and by said corporate name it shall have and enjoy succession for a period of ninety-nine years, unless sooner dissolved, and have all the rights, privileges and immunities granted by law to corporations, and under said corporate name, it shall have power to contract, sue and be sued, to make and use a corporate seal, and the same to break and alter at pleasure, and to hold, receive, purchase, convey, improve, alienate, hypothecate, lease, borrow, mortgage or pledge, both real and personal property; to hold, receive, purchase, convey, alienate, hypothecate, or otherwise deal with, acquire or dispose of, stock in any other corporation engaged in a business incidental or germane to the objects and purposes for which this corporation is formed, as set forth in Article III of this act of incorporation, with special power in this corporation, through its duly authorized representatives, to vote such stock at any and all meetings and elections held by the corporation or corporations issuing said stock; to have and employ such managers and directors, officers, agents and other employes as the interest of the corporation may require, and to make rules, regulations and by-laws for its corporate management and control; and to do all things and acts permitted by law or as shall or may be necessary and proper to carry out the objects and purposes of said corporation.

ARTICLE II.

The domicile of the corporation shall be in the City of New Orleans, State of Louisiana. Citation and legal service shall be made upon its president, or in case of his absence or disability, on the first vice-president, or, in case of the absence or disability of both, on the second vice-president. The Board of Directors may nominate any other person upon whom to serve citation.

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 buy and sell, pack, import and export oysters and fish of all kinds; to own, lease, operate and otherwise deal in, oyster beds; to erect, maintain and operate oyster plants and shucking houses; to buy, sell and otherwise deal in fruit and produce, and to do a general commission business in fruit and produce of all kinds; to erect, maintain and operate canning and packing establishments of all kinds, ice factories and cold storage plants; and generally to do all things incidental or germane to said objects and purposes; and also to hold, receive, purchase, convey, alienate, hypothecate, pledge or otherwise deal with, acquire or dispose of, stock in any other corporations engaged in a business incidental or germane to the objects and purposes above enumerated, with power to vote said stock, set forth in Article I of this act of incorporation.

The capital stock of the said corporation shall be one million dollars ($1,000,000.00) divided into and represented by ten thousand (10,000) shares of one hundred dollars ($100.00) each, which said stock shall be paid for in cash, as called for by the Board of Directors, or the same may be issued, full paid and non-assessable, 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 consideration or services as the Board of Directors of the 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' notice of such intention to sell, assign or transfer the same be given the company and the stockholders thereof shall have the first privilege of purchasing the same, after which thirty days' notice, the stock may be sold in the open market.

The stock of said corporation may be transferred under the above conditions, provided such transfer 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 three thousand dollars ($3,000.00) of the capital stock shall have been subscribed for.

ARTICLE V.

The corporate powers of this company shall be vested in and exercised by a Board of seven (7) Directors, consisting of the president, first vice-president, second vice-president, secretary-treasurer, and three other stockholders. Five of said board shall constitute a quorum for the transaction of business, and their decisions shall be valid corporate acts. The first Board of Directors shall be composed of the following: Frank McLaughlin, Frank J. Lobrano, Edwin D. Jones, John B. Fasterling, Clement S. Watson, Paul Zibilich and Saul Moos, with Frank McLaughlin as president, Frank J. Lobrano as first vice-president, Edwin D. Jones as second vice-president, and John B. Fasterling as secretary-treasurer. Said board shall hold office until the first Monday in June, 1913, or until their successors are elected and qualified. During the absence of the president, the first vice-president shall preside, and during the absence of both, the second vice-president.

The annual election of the Board of Directors shall take place on the first Monday in June of each year, commencing with the year 1913. Whenever the said day shall be a holiday, the election shall be held on the next legal day thereafter. Notice of said election shall be given by at least ten days' (10) written notice by registered mail sent to each stockholder of record and at his known address on the books of the company; and such notice shall be legal and valid in all of its phases; and the Board of Directors shall appoint two of the stockholders to preside at such election as commissioners. In the event of 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 the 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 each election and meeting each stockholder shall be entitled to a 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 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 the company.

ARTICLE VI.

The Board of Directors shall have full power to fill vacancies in their number by death, resignation or otherwise, from among the stockholders of the corporation. The 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 as is consistent with the objects of the 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 of the corporation may require and as it may deem necessary for the conducting and management thereof, provided the same shall not be in conflict with this charter, or with the laws of the state or of the United States. The said board shall elect or appoint 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 office, 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 officers herein provided for.

ARTICLE VII.

This charter may be changed, modified or amended (except as to increase or decrease of the capital stock, which is hereinafter provided for), or this corporation may be dissolved, at a general meeting of the stockholders, with the assent of three-fourths of the capital stock present or represented at such meeting. Ten days prior notice of said meeting shall be given by registered mail to each stockholder of record on the books of the company.

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

The capital stock of this corporation may be increased or decreased in the manner directed by the general laws of this state.

ARTICLE VIII.

No stockholder of this corporation shall 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 the charter null, or of exposing a stockholder to any liability beyond the unpaid balance due on his stock.

Now, therefore, in order to carry out the objects and purposes of said stockholders' meeting and to clothe the said amended charter in proper form and to give it legal force and effect, the said appearer does now and hereby formally declare and make known that the original act of incorporation of the United Fish and Oyster Company has been changed, modified and amended so as to read as hereinabove set forth, and he does hereby authorize and require the foregoing act of amendment to be recorded and published according to law.

And now personally came and intervened for the purpose of ratifying and confirming all of the acts and proceedings taken in the adoption of the amended charter hereinabove set forth, Frank McLaughlin, Frank J. Lobrano, Victor E. Delmel and Saul Moos acting for himself individually and also as agent and attorney in fact of Richard W. Cummings, under a power of attorney under private signature, dated 5th day of March, 1912, and duly acknowledged before J. C. Miller, a notary public in and for Tarrant County, State of Texas, said power of attorney being hereto annexed and made part hereof; the said intervenors being all of the present stockholders of the corporation.

Thus done and passed in my office in the City of New Orleans, Parish and State aforesaid, on the day and in the month and year herein first above written, in the presence of Messieurs William A. Bell and Fred L. Roser, competent male witnesses who have signed these presents with the said appearers and me, notary, after due reading of the whole.

Original signed: Frank McLaughlin, president; Frank J. Lobrano, Saul Moos, R. W. Cummings, per S. Moos, V. E. Delmel.

Witnesses: Wm. A. Bell, Fred. L. Roser.

ANDRE LAFARGUE. 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 amendments to the charter of the United Fish and Oyster Company were this day duly recorded in my office in book 1051, folio —.

New Orleans, La., March 11, 1912.

(Signed) EMILE LEONARD, Dy. R.

A true copy of the original act of amendment of the charter of the United Fish and Oyster Company of file and of record in my office. New Orleans, La., March 11, 1912.

ANDRE LAFARGUE. Notary Public.

Mch 14 21 28 apr 4 11 18 1912

ACT OF INCORPORATION

OF "UNIVERSAL CONCRETE TIE COMPANY."

STATE OF LOUISIANA—PARISH OF ORLEANS.

Be it known, that on this, the 12th day of March, 1912, before me, Lewis Rossner Graham, a duly commissioned, qualified and acting Notary Public in and for said Parish and State, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, and severally declared that, availing themselves of the general laws of the State of Louisiana in such cases made and provided, they have formed and organized, and do by these presents form themselves and such others as may hereafter become associated with them into and constitute a corporation and body politic in law, for the objects and purposes in the following articles set forth and expressed, which they adopt as their charter.

ARTICLE I.

The name and title of this corporation shall be "UNIVERSAL CONCRETE TIE COMPANY," and it shall exist and enjoy succession by its corporate name for a period of Ninety-nine (99) years, from date hereof; and it shall have power, in its corporate name, to contract, sue and be sued; to make and use a corporate seal and the same to break or alter at pleasure; to hold, own, lease, purchase or acquire in any other manner authorized by law, real and personal property of every nature and description; to alienate, sell, hypothecate, mortgage, lease or pledge any or all of its real and personal property, rights, grants or franchises; to borrow and loan money; to give and receive securities by mortgage, pledge or in any other legal manner; and generally to do and perform all things necessary or incident to the proper conduct of the affairs of this corporation and which may not be specifically enumerated in this charter.

ARTICLE II.

The domicile of this corporation shall be in New Orleans, Louisiana, and all citation or other legal process shall be served upon the President, and in the event of his absence, or inability to act, upon the Vice-President, or Secretary, in the order named.

ARTICLE III.

The objects and purposes for which this corporation is organized are declared to be: To engage in the manufacture of concrete cross ties for railroads of every character, and concrete road-beds for street railroads, electric railroads and tramroads; to produce, manufacture and prepare for market, in any form whatsoever, any and all kinds of equipment for railroads of every character; to operate and maintain equipment, plants, factories, depots, stores and warehouses for such purposes; and generally to purchase, sell and deal, at wholesale and retail, in such cross ties or in any such equipment or manufactured products, and any articles accessory thereto; in the State of Louisiana and other States and the territories of the United States, and in foreign countries, as its Board of Directors may from time to time determine; and to purchase, acquire and own any and all rights, patents, leases or franchises for and on any or all such concrete cross ties or other equipments or accessories as may be necessary or advisable in the United States and in foreign countries.

ARTIVLE IV.

The authorized capital stock of this corporation is hereby fixed at Two Hundred and Fifty Thousand ($250,000) Dollars, divided into and represented by Twenty-five Hundred (2,500) shares of the par value of One Hundred ($100) Dollars each, which said shares may be paid for in money, in services duly rendered to the corporation or in property regularly transferred to the corporation as the Board of Directors may determine, and shall be fully paid and non assessable before being issued, and shall be evidenced by certificates which shall be transferrable only on the books of the Company. This corporation shall become and be a going concern and begin business when One Hundred and Fifty Thousand ($150,000) Dollars of its capital stock shall have been subscribed.

ARTICLE V.

The corporate powers of this corporation shall be vested in and exercised by a Board of Five (5) Directors selected from among the stockholders of the corporation and a majority of said Board shall constitute a quorum for the transaction of business. The Board of Directors shall have power to make, amend and abrogate all by-laws, rules and regulations for the management of the affairs of the corporation; to purchase, acquire, lease, mortgage and hypothecate the real and personal property, rights, credits and franchises of the corporation, either through the President or any other person duly authorized to act; and generally to do and perform all things necessary in the transaction of the business and affairs of the Company, provided, that they may delegate to the President or other person selected by them such authority as they deem fit in reference to employing and discharging agents and employees, fixing their salaries and wages, and generally managing the affairs of the Company.

Annually, at their first meeting after election the Board of Directors shall select from among their own number a President, a Vice-President, a Secretary and a Treasurer, with the option of one person for Secretary and Treasurer.

The first Board of Directors shall be composed of M. W. Carrico, S. F. Heaslip, J. E. Crews, D. D. Moore and H. E. Perdue, with M. W. Carrico as President, S. F. Heaslip as Vice-president, and J. E. Crews as Secretary-Treasurer, and they shall continue in office until the second Tuesday in January, 1913, or until their successors shall have been duly elected and qualified.

On the second Tuesday in January, 1913, and annually thereafter, or as soon after said date as possible, at a meeting of stockholders called for that purpose, an election for Directors shall be held at the office of the Company in New Orleans, Louisiana, after ten days' written notice mailed to each stockholder at his last known address, and by publication for not less than ten days prior to said meeting in a newspaper published in New Orleans, Louisiana. At said election each stockholder shall be entitled to cast, either in person or by duly authorized proxy, one vote for each share of stock owned by him and standing in his name on the books of the Company, and a majority of the stock voted shall be necessary to elect. Vacancies in the Board of Directors shall be filled by it for the unexpired term from among the stockholders of the Company.

ARTICLE VI.

This charter may be amended, changed or modified, or this corporation may be dissolved and its business terminated at any time, by a vote of three-fourths of the stock present or represented, at a general meeting of stockholders, convened for that purpose after thirty days' written notice mailed to each stockholder at his last known address, and by publication in a newspaper published in New Orleans, Louisiana, for not less than thirty days prior to said meeting.

ARTICLE VII.

At the termination of this charter by limitation or at the dissolution of the corporation as hereinabove provided or otherwise, the affairs of the Company shall be liquidated by three (3) commissioners chosen by a majority of the stock present or represented at a stockholders' meeting called for that purpose, after ten days' written notice mailed to each stockholder at his last known address, or at the meeting at which dissolution is determined upon. The liquidating commissioners shall give bond or other security, as the stockholders may determine, and shall liquidate and settle the affairs of the corporation under such rules and regulations as may be provided by the stockholders. In the event of vacancy in the liquidating commission, the remaining commissioners shall select from among the stockholders of the Company a new commissioner to fill such vacancy and he shall give the same bond or other security as the other commissioners.

ARTICLE VIII.

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

Thus done, executed and signed in the presence of Milton Seawell and Thos. E. Furlow, competent witnesses, domiciliated in this Parish, who hereunto sign their names, together with the said subscribers and me, said Notary, on the day and date first above written.

NAMES OF SUBSCRIBERS.

ATTEST:

(Signed) MILTON SEAWELL.

THOS. E. FURLOW.

(Signed) LEWIS R. GRAHAM, Notary Public.

A true copy: LEWIS R. GRAHAM, Notary Public.

(SEAL)

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 Universal Contrete Tie Company was this day duly recorded in my office in Book 1051, folio —.

(Signed) EMILE LEONARD, D. R.

$100,000.00