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CHARTER.

OF THE DOWLING ENGINE COMPANY, LIMITED.

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

Be it known, that on this 17th day of July, 1912, 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-seventh, before me, Philip Gensler, Jr., a notary public in and for the parish of Orleans and state of Louisiana, aforesaid, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who declared to me, notary, in the presence of the undersigned witnesses, availing themselves of the provisions of the laws of the state of Louisiana, relating to the organization of corporations, that they have mutually agreed and contracted and bind and obligate themselves, their heirs and assigns and all persons who may hereafter become associated with them herein, to form a corporation and do hereby form and organize a corporation under the name and for the objects and purposes and under the terms, stipulations and provisions contained in the following articles, to-wit:

ARTICLE I.

This corporation shall be known as the DOWLING ENGINE COMPANY, LIMITED, and its domicile shall be in the city of New Orleans, state of Louisiana. Under its said corporate name it shall have power to contract and be sued; to make and use a corporate seal, and the same to break and alter at pleasure; to hold, receive, have, lease, improve, alienate, convey, sell, pledge, mortgage and hypothecate, under its said corporate name, property, real, personal and mixed and to name and appoint such officers, directors, agents, managers and employees as the interest or convenience of the said corporation may require; to make and establish by-laws, rules and regulations for the proper management and direction of its affairs, and the same to change and alter at pleasure; to do all and singular things as shall be or may be necessary or proper to carry out the objects and purposes of said corporation; said corporation shall, if not sooner dissolved in accordance with its charter, shall exist and continue for a period of ninety-nine years from and after the date hereof; the president, or in his absence or incapacity the vice-president, shall be the proper person upon whom citations 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 hereby declared to be: To manufacture, buy and sell for its own account or for the account of others, on commission, consignment, or otherwise, machinery and engines of every kind, to engage in the business of builders' agent and generally to do and perform any and all other business, undertaking, enterprise connected with, growing out of or incidental to, any of the objects and purposes hereinabove set forth.

ARTICLE III.

The capital stock of this corporation is fixed at the sum of one hundred thousand dollars ($100,000), divided into or represented by two thousand shares (2,000), of the par value of fifty dollars ($50.00) each. Said shares shall be paid for in cash or property and in such amounts as the directors may determine; or the same may be issued at not less than the value of property actually received by said corporation, or for services rendered, or money paid. Said company may commence business as soon as three thousand dollars ($3,000.00) of the capital stock shall have been subscribed.

Certificates of stock fully paid and non-assessable shall be issued to each subscriber to the amount paid by him therefor.

ARTICLE IV.

All the corporate powers of this corporation shall be vested in and the business hereof shall be managed by a board of directors composed of seven (7) stockholders, a majority of whom shall form a quorum to transact business.

The following named persons shall constitute the first board of directors, who shall hold their offices until the third Monday of May in the year 1913, or until their successors shall have been elected and qualified, to-wit: W. K. M. Dukate, Peter Yurgensen, L. N. Dantzler, E. C. Tonzmeire, D. J. Gay, J. A. Dowling, J. C. Clower and F. E. Pringle, of whom L. N. Dantzler shall be president; W. K. M. Dukate, vice-president; F. E. Pringle, treasurer, and E. C. Tonzmeire, secretary. That said officers shall serve until their successors shall have been elected.

On the third Monday of May, 1913, and on the third Monday of May in each year thereafter, an election of board of directors shall be held by ballot at the office of the corporation in the city of New Orleans, Louisiana, between the hours of ten o'clock a. m. and three o'clock p. m., of which said election at least five (5) days' previous notice shall be given by mail, addressed to each stockholder at his last known place of residence of record on the books of the company.

And each and every stockholder shall be entitled at all elections either in person or by written proxy to vote one vote for each and every share of stock which he may hold.

Each board of directors which may be hereafter elected, as above provided, shall elect from their own number a president, a vice-president, and a secretary and a treasurer. Any vacancy occurring on the board of directors shall be filled by the remaining directors for the unexpired term.

ARTICLE V.

This act of incorporation may be changed or altered, or this corporation may be dissolved, with the consent of three-fourths of the stockholders present or represented at a general meeting of stockholders convened for that purpose, of which said meeting at least ten (10) days' written notice shall have been given, by mail, addressed to each stockholder at his last known place of residence.

ARTICLE VI.

No stockholder of this corporation shall ever be held liable for any of the debts, contracts, faults or obligations of this corporation in any further sum than the unpaid balance, if any, due to the corporation on the shares of stock owned by them; nor shall any informality of the organization of this company render this charter void, or expose any stockholder to any liability whatever beyond the amount of his stock remaining due. Nor shall a failure at any time to hold meetings, to elect officers or directors, as herein provided for, work the forfeiture of this charter, or dissolve the corporation, but the existing board of directors shall remain in force until their successors be elected and qualify.

ARTICLE VII.

Whenever this corporation is dissolved, either by limitation or from any other cause, its affairs shall be liquidated by one or more commissioners to be elected from amongst the stockholders of the corporation at a general meeting of the stockholders, convened in accordance with Article Five, and a majority of the stock represented and voting at said meeting shall be requisite to elect. The majority of the stock represented and voting at said meeting shall have the right to fix and define the powers, duty and compensation of said commissioners, and the security, if any, to be furnished them. Said commissioner or commissioners shall remain in office until the affairs of the said corporation shall have been fully liquidated and the assets distributed. In case of death, resignation or inability to act of one or more of the said commissioners, the survivors shall continue to act with the same power and shall be authorized to continue and complete the liquidation.

ARTICLE VIII.

No sale of any of the stock of this corporation shall be recognized until the same shall have been transferred on the books of this corporation in the name of the purchaser and in no case shall less than one full share be transferred.

ARTICLE IX.

The persons whose names are hereunto subscribed are hereby declared to be the incorporators of this corporation and have respectively written opposite their names the amount of stock subscribed by each one of them.

Thus done and passed in my notarial office in the city of New Orleans, parish of Orleans, state of Louisiana, in the presence of Adrian M. Font and Fred C. Querens, competent wtinesses of lawful age, both residing in the city of New Orleans, state of Louisiana, who have hereunto signed their names together with the said appearers and me, notary, after due reading of the whole, on the day, month and year hereinabove written.

(Original signed): D. J. Gay, two shares, per E. C. Tonsmeire, attorney; L. N. Dantzler, two shares, per E. C. Tonsmeire, attorney; J. C. Clower, one share, per E. C. Tonsmeire, attorney. Adrian M. Font, Fred C. Querens. PHILIP GENSLER, JR., *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 Dowling Engine Company, Limited, was this day duly recorded in my office in book 1055, folio —.

New Orleans, July 17th, 1912.

(Signed) EMILE LEONARD, D. R.

A true copy:

PHILIP GENSLER, JR.,
(Seal) *Notary Public.*

July 25 aug 1 8 15 22 29

CHARTER

—OF—

MARX, HYMAN & KLEIN.

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

Be it known, that on this thirtieth day of the month of August, in the year 1912, before me, Scott E. Beer, a notary public in and for the Parish of Orleans, State of Louisiana, therein residing, duly sworn, commissioned and qualified, and in the presence of the witnesses who hereunto sign their names as such. Personally came and appeared. The several parties whose names are hereunto subscribed, who severally declared that availing themselves of the law of this State in such cases made and provided, they have contracted and agreed, and do, by these presents, contract, agree and bind themselves, as well as all other persons who may hereafter become associated with them, to form a corporation for the objects and purposes and under the articles and stipulations as follow, to-wit:

ARTICLE I.

The name of this corporation shall be "Marx, Hyman & Klein," by which said name this corporation shall have and enjoy corporate existance and succession for the term of ninety-nine years from and after the date hereof, unless sooner dissolved according to law. Its domicile shall be in the City of New Orleans, State of Louisiana. It shall have power to contract, sue and be sued; to make and use a corporate seal and the same to break or alter at pleasure; to hold, receive, lease, purchase, sell, convey, as well as mortgage and hypothecate, under its corporate name, property, real, personal and mixed, and to borrow and lend money, and to give and receive all manner of security therefor; to name and appoint such managers, directors, officers, agents and employees as the interest and convenience of this corporation may require, and to make and establish such rules and regulations for the management of this corporation as may be necessary and proper, and the same to amend at pleasure.

ARTICLE II.

Citations and all other legal process shall be served upon the President of this corporation, and in case of his absence or disability, upon the Vice-President thereof, and in case of his absence or disability, upon any officer of this corporation.

ARTICLE III.

The purposes for which this corporation is established and the nature of the business to be by it carried on, are hereby declared to be to conduct and carry on the business of dealing in ladies and children's ready to wear apparel, millinery, and kindred lines, and to do all and every kind of business incidental to said lines of business or connected therewith.

ARTICLE IV.

The capital stock of this corporation is hereby fixed at the sum of thirty thousand dollars ($30,000.00) to be represented by three hundred shares (300) of the par value of one hundred dollars ($100) each, which capital stock may be increased or decreased in compliance with the laws of the State of Louisiana. Stock shall be issued in such amounts and at such times as the Board of Directors may prescribed and determine. The said Board of Directors is empowered to issue shares of stock of this corporation, at not less than par, in payment for labor actually done for the benefit of this corporation or for the actual value of property received and transferred to this corporation, and for other valuable considerations, as the Board of Directors may see fit.

Transfers of the stock of this corporation shall be made on the books of this corporation, subject to such formalities and regulations as the Board of Directors may determine.

Each and every stockholder shall have one vote for every share of stock standing in his name on the books of this corporation. Each stockholder may give any other stockholder his proxy in writing to represent him at any and all meetings of this corporation.

This charter shall be in full force and this corporation shall be a going concern as soon as the full sum of twenty thousand ($20,000) dollars of the capital stock thereof shall have been subscribed for.

ARTICLE V.

All the corporate powers of this corporation shall be vested in and executed by the Board of Directors to be composed of three stockholders of this corporation, two of whom shall constitute a quorum for the transaction of the business of this corporation. The Board of Directors shall be composed of a President, a Vice-President, and a Secretary-Treasurer. The first Board of Directors shall be made up of the following:—Jacob Klein, President; Aaron Marx, Vice-President; Samson Hyman, Secretary-Treasurer. The officers above just named shall remain in office until the first Monday in January, 1915, and the elections of the Board shall be annually thereafter on said date.

All directors shall hold office until their successors are elected and qualified. All such elections shall be by ballot at the office of this corporation under the supervision of three commissioners to be appointed by the board. Notice of every such election shall be given to the stockholders by a letter directed to each and every one of them addressed at the address given by him, on the books of this corporation. Any vacancy occurring in the board of directors shall be filled for the remainder of the term by the remaining directors. A failure to elect directors on the date specified shall not dissolve this corporation, but the directors then in office shall remain in office until their successors are duly elected and qualified. Each director shall own at least one share of stock in this corporation. Each director shall have the power to appoint a proxy in writing to represent him at all meetings of the board of directors, and this proxy may be given to any one, even though not a stockholder of this corporation.

All directors shall be chosen from the stockholders of this corporation.

ARTICLE VI.

Whenever any stockholder of this corporation shall desire to sell, transfer or dispose of all or any of his stock in this corporation, he shall first offer the same to this corporation and the other shareholders therein, for a period of ten days, dating from the day of his written offer to said corporation and stockholders thereof; the offer to be to sell the said stock at the highest bona fide offer which has been offered said stockholder by any person, and, if after said ten days, the said offer has not been accepted by said corporation of the stockholders thereof, the said stockholder wishing to sell his said stock or any of it, may sell or dispose of same to any one he may see fit.

ARTICLE VII.

Whenever this corporation shall be dissolved either by limitation or otherwise, its affairs shall be liquidated by two commissioners to be appointed from among the stockholders at a general meeting convened for such purpose, of which meeting notice shall be given in the manner and time prescribed by the next article of this charter, and a majority in amount of the capital stock of this corporation represented at such meeting shall be requisite to elect. And the said commissioners shall remain in office until the affairs of the said corporation shall have been fully liquidated.

ARTICLE VIII.

This act of incorporation may be changed, altered or modified or amended, or this corporation and the charter thereof may be dissolved, with the assent of three quarters of the capital stock represented at a general meeting of the stockholders convened in a general meeting for that purpose, and after notice of such meeting and the purposes thereof shall have been given in one or more newspapers of the city of New Orleans, La., once a week for four weeks prior to said meeting, and by a notice directed to each stockholder, in writing, and mailed to him (at his address, designated by him on the books of this corporation) at least ten days prior to the date of said meeting.

ARTICLE IX.

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

The list of subscribers hereunto annexed shall serve as the original subscription list of this corporation.

Thus done and passed in my office on the day and date aforesaid, in the presence of Messrs. Edgar M. Cahn and T. A. Schuber, competent witnesses, who have hereunto signed their names, together with the said appearers and me, notary, after a due reading of the whole.

Signed: Jacob Klein, Aaron Marx, Samson Hyman. Witnesses: T. A. Schuber, Edgar M. Cahn.

SCOTT E. BEER, 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 "Marx, Hyman & Klein" was this day duly recorded in my office in book 1055, folio —.

New Orleans, La., August, 1912.

EMILE LEONARD, D. Rec.

I, the undersigned notary public, hereby certify that the above and foregoing is a true and correct copy of the original charter duly recorded in the mortgage office of the parish of Orleans, together with the certificate of the Recorder of Mortgages for said parish thereunto affixed.

In faith whereof, I hereunto sign my name and affix my seal this 30th day of August, 1912.

SCOTT E. BEER, Not. Pub.

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# Bobby Ellis

By Grace Kerrigan

(Copyright, 1912, by Associated Literary Press.)

Helen trembled when Bobby Ellis detached himself from the wall-flowers at the schoolhouse dance and slouched across the floor toward her. He crooked his elbow and jerked his head in a stiff bow. In Salt Petre Creek this pantomime was the customary invitation to dance.

The girl glanced across the room and breathed a sigh of relief when she saw that her father's broad back was turned toward them. Bobby Ellis noted the hesitation and smiled tolerantly. Helen's hand slipped into his arm and in another moment they were waltzing to the strains of violin and cornet. Bobby's arms clasped her closely and she could feel the heavy thumping of his brave heart.

"I expect your pa will be kind of wrathy about this dance, but there was something I had to say to you," said Bobby presently.

"I don't care if he is—just once," said Helen recklessly.

"That's a proper spirit, my girl," approved Bobby. "He still holds you to your promise to marry Rawlins?"

"Yes."

"And you told him you'd be a dutiful daughter and marry the old skinflint, so's they could jine all their land together and make the biggest range in the county?" His voice was caressing in its softness, but Helen trembled at its hidden menace.

"Nothing more—has been said. I suppose father takes it for granted, after your quarrel with him. He knows that I haven't seen you until tonight. I hope he won't make trouble."

"He's harmless for a while," grinned Bobby as he turned her past her parent's broad back.

"Who's that he's talking to?"

"A lady friend of mine."

"A friend of yours?" inquired Helen with a catch in her voice.

"Yes—I just mado 'em acquainted. Your pa will enjoy her right well."

"Who is she, Bobby?"

"Mrs. Watkins—Sally Watkins—the Widder Watkins from Chinquapin."

"Oh!" gasped Helen, for she had heard of the gay Widow Watkins who had created havoc with the hearts of

"I Must Go Hunt Your Father Up."

the cattlemen and whose name had been coupled with Bobby Ellis lately.

Helen looked hard at the fascinating widow who was talking earnestly to Mr. Main. Mrs. Watkins was evidently vain of the wealth of red hair that was generously streaked with white, for she made no attempt to conceal its piebald effect. She had a round pink and white face, sweet and good-humored, and her smile was good to see.

"She looks sweet," said Helen in spite of the wave of jealousy that rushed over her.

"She is a sweet, good little woman, and she's seen a heap of trouble," said Bobby emphatically. "The best day she ever had was the one on which she planted old Watkins!"

"Was he old?" asked Helen faintly.

"About Rawlins' age," returned Bobby mercilessly. "She married to help her folks along. The fellow she loved was poor then, but he married and is pretty well off now—as rich as your pa—and as sour dispositioned!"

"Perhaps they will marry now—is he a widower?"

"Yes, he's free enough—but whether they marry or not—hm!"

"Is that what you wanted to tell me?" asked Helen coldly.

"Something like that," returned Bobby Ellis in her pink ear. "I'm going to be married tomorrow morning."

The girl in his arms stiffened a little and her hands grew cold. All the pretty color was drained from her cheeks. She moved her lips to make reply, but no sound came.

"I was going to ask your pa to drive you over to the ceremony—the parson at Red Spider will tie the knot."

Helen laughed. "That's funny—I was telling father the other day that I had never been to a wedding in my life. It's gobd of you to ask us to your wedding."

"I hope you'll come—everything's arranged. I even got the ring—right here!" Mr. Ellis thumped his vest pocket suggestively.

"Is—is Mrs. Watkins—" Helen's voice died away in an agonized whisper.

Bobby Ellis paid no attention to that. "The widder? Bless your heart, yes—couldn't do the stunt without her!" he said cheerfully.

Helen was game. "We will come," she said decisively. "If father won't I will come alone."

"Good for you!"

"What time—is it—to be?"

"Ten o'clock sharp. You know where the parson's house is?"

"Yes."

"The widder wanted me to ask you to wear white—you see she's set on wearing blue and she says if you should wear pink or red or anything like that it would make her dress look like an Indian blanket on a piebald pony. I hope I got those colors correct—her hair's red, you know."

"Red and white," corrected Helen sweetly.

"Thank you," said Bobby solemnly as he led her to a seat. "I reckon this is the last dance you'll ever have with me as a care-free bachelor. Next time I'll be an old married party!"

"I suppose so," said Helen.

"I must go hunt your father up and tear that there little widder away from his fascinating attentions," cried Bobby gayly. "See you at 10 tomorrow?"

"Yes."

"Sure thing?"

"Yes."

"Good," said Bobby, and if Helen could have seen his face she would have noticed that there was a strained look in his eyes.

She saw nothing save the curiously streaked hair of the Widow Watkins and Bobby's tall form bending over her as he calmly carried her away from big Bill Main, Helen's father.

Mr. Main's eagle eyes roamed the room and found his daughter's pale face staring appeal at him. The big cattleman's harsh face seemed curiously softened as he met her appealing glance, and his eyes wore a hurt look as he pushed his fingers through his grizzled hair.

"Well, daughter?" he asked.

"Are you ready to go, dad?"

"Right and ready," he returned promptly.

When he drove up to the door in the buckboard Helen was standing on the steps muffled in wraps. It was cool outside and she shivered. As they were about to drive off the lean form of Jim Rawlins pushed close to the wagon.

"See here, Helen," he whined, 'you was engaged to me for the Saratogy Lancers—you know I can't dance any of them round dances, and I been waiting for you—they're starting up now."

"I'm sorry, Mr. Rawlins," she was beginning, when her father cut in roughly:

"Let her alone, Jim—she's all tired out," and with a vicious cut at his horses dashed away, leaving the angry Rawlins staring after them.

The long drive back to the ranch was a silent one. When they came within sight of the lamp in the window Helen ventured to break the silence.

"Dad, Bobby Ellis and Mrs. Watkins are going to be married at 10 o'clock. I promised I'd go to the wedding. Will you drive me over?"

Bill Main stifled an oath. "Yes—I'll drive you over, Nelly," he said softly. Helen's eyes filled with tears—he had not called her Nelly since she was a little girl.

"I promised Mrs. Watkins I would come," he spoke in a queer voice.

"You knew her before?" asked Helen with sudden intuition of what was to follow.

"Yes—she did what I tried to make you do. Married an old man and I lost her. It's too late now for me to make good to you, daughter, but I'll send Rawlins packing tomorrow. It's retribution on me for standing between you and Bobby."

"You mean—that you care for her now, father?" whispered Helen.

"Yes."

Helen leaned her head against her father's shoulder and presently his arm encircled her.

The next morning Bill Main and his daughter drove to the parsonage in Red Spider. Whille Mr. Main tied his horses Helen smoothed the white lawn gown that she wore out of courtesy for the Widow Watkins' red hair.

"It's mockery for me to wear white today," she whispered to herself, for her face was whiter than her frock Impulse would have taken her a thousand miles in the opposite direction from the scene of Bobby Ellis' wedding, but she understood, or thought she did, why he asked her to be there.

It was common gossip in Budlong county that Bobby had been devoted to Helen, and her presence, as well as her father's, there today would still every voice.

Mr. Ellis and the widow were waiting in the parlor of the parsonage. Bobby was looking white and stern, and the widow was very lovely in palest blue that matched her eyes.

"Before I call in the sky pilot," said Bobby rather nervously, "I want to say that this is a game—I did it to get Helen here and the widow helped." He cleared his throat and stared defiantly at Bill Main, but Bill Main was looking at his daughter.

"I'm going to marry Helen now, and I'd rather do it with your consent than without, sir. What you got to say?"

Before Mr. Main could frame a reply Helen had rushed into Bobby's arms.

"There's the answer, Bobby," said Bill Main seriously, but his face glowed as if a new light had been kindled within his heart.

"If you and Mrs. Watkins will stand up with us—we'll do as much for you some day," suggested the joyous bridegroom boldly.

Bill Main's eyes met the pleading blue ones of the pretty widow whom he once loved and lost only to regain now.

"Might as well take you up now and make a double knot of it," said Mr. Main. "What say, Sally?"

"That is what Bobby and I planned," said the widow demurely.

CHARTER.

OF BAYOU CANE OIL COMPANY.

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

Be it known, that on this 22nd day of August, in the year of our Lord, one thousand nine hundred and twelve, before me, Herman Michel, a notary public, duly commissioned and qualified, in and for the parish of Orleans, State of Louisiana, 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 severally declared, that availing themselves of the privileges of the laws and statutes of the state of Louisiana, relative to the formation of corporations, and particularly of act No. 78 of the session of the General Assembly of the State of Louisiana of 1904, they have covenanted and agreed, and by these presents do covenant and agree, and bind and obligate themselves as well as all such persons as may hereafter become associated with them, to form and constitute a body corporate and politic in law, for the objects and purposes and under the stipulations and provisions following, to-wit:

ARTICLE I.

The name and title of this corporation shall be the Bayou Cane Oil Company, and under that name it shall have and enjoy all the rights, privileges and advantages granted by law to corporations, and shall have the right, power and authority to enjoy succession and corporate existence for and during the full period of ninety-nine years from this date, unless sooner dissolved in the manner hereinafter provided for.

Said corporation shall have the power and authority to contract; to sue and to be sued; to make and use a corporate seal and the same to break, alter or amend at pleasure; to hold, receive, purchase, convey, deliver, mortgage, hypothecate, and pledge any real or personal property, and to issue notes and other obligations, negotiable instruments, or other evidences of debt; to have and employ such managers, agents and other employees as the interest and convenience of said corporation may require or demand, and to make and establish such by-laws, rules and regulations for the corporate management and control of its affairs as from time to time may be deemed expedint or necessary.

ARTICLE II.

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

ARTICLE III.

The objects and purposes for which this corporation is created are hereby declared to be to bore for oil, petroleum, gas, salt or any other mineral or earthen products; to establish, build and construct pipe lines and other means for the transportation of such products to the market; to buy, sell and otherwise generally deal in said oil, petroleum, gas, salt and other mineral products; to buy, sell, lease, mortgage, hypothecate, and otherwise acquire or allenate real and personal property of every description whatsoever, and generally to do every and anything not herein specially enumerate and not inconsistent with the other objects and purposes herein set forth.

ARTICLE IV.

The capital stock of this corporation is hereby fixed at the sum of fifty thousand ($50,000.00) dollars, divided into, and represented by five thousand (5,000) shares of the par value of ten ($10.00) dollars each; said shares of stock shall be issued only at par, and when issued, shall be paid for in cash or property, or in the equivalent thereof. All shares of stock shall be issued as full paid and non-assessable, and no transfer of said stock shall be binding on said corporation unless recorded on its books.

No holder of stock in this corporation shall sell his stock to any person until he has first offered it to the board of directors of said corporation at its then book value, and it shall be optional for this corporation to refuse to recognize any transfer of stock made in violation of this provision.

This corporation shall be a going concern as soon as three thousand ($3,000.00) dollars of its capital stock shall have been subscribed and paid for as heerinabove provided.

ARTICLE V.

All the powers of this corporation shall be vested in, and the management and control of its affairs shall be exercised by, a board of directors to be composed of five stockholders, any three of whom shall constitute a quorum for the transaction of the business of this corporation.

The first board of directors shall be composed of J. P. Landry, E. P. Brady, O. W. Crawford, C. M. Eiseman and Albert Phenis. The officers of said first board of directors shall be J. P. Landry, president, E. P. Brady, vice-president, and C. W. Eiseman, secretary-treasurer; and the said board of directors and said officers shall serve and remain in office until the first Monday in September, 1913, on which day, and annually thereafter, the board of directors shall be elected by the stockholders at a meeting called for that purpose. All directors and officers shall hold office until their successors are elected and qualified, and any failure to elect directors shall not be regarded as a forfeiture of this charter.

In the election of directors, each stockholder shall be entitled to one vote for each share of stock held by him, which must be cast either in person or by duly authorized proxy; and the majority of the votes cast shall elect. Any vacancy occurring in the board of directors may be filled by the remaining directors for the unexpired term. At the first meeting of the board of directors after their election, and qualification, they shall elect from among their number a president, a vice-president and a secretary-treasurer.

ARTICLE VI.

All meetings of the stockholders shall be called by written notice mailed to the last known address of each stockholder not less than thirty days before the date fixed for such meeting, unless said notice has been waived in writing by the stockholders.

ARTICLE VII.

This act of incorporation may be amended, modified, changed or altered, or this corporation may be dissolved with the assent of the stockholders holding and owning three-fourths of the capital stock thereof, who may be present or represented at a general meeting of the stockholders convened for that purpose, and of which due notice has been given.

Whenever this corporation shall be dissolved, either by limitation or from any other cause, its affairs shall be liquidated by three (3) commissioners to be appointed for that purpose from among the stockholders, at a meeting of the stockholders convened for that purpose; said commissioners shall remain in office until the affairs of said corporation shall be fully and finally liquidated. Any vacancy occurring among the liquidators from any cause whatsoeevr, shall be filled by the remaining commissioners.

ARTICLE VIII.

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 by him on the shares of stock subscribed to or 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 the stockholders to any further liability than the unpaid amount which may be due on his stock subscription.

The list of subscribers hereto annexed shall serve as the original subscription list of this corporation.

Thus done and passed in my notarial office in the city of New Orleans, in the presence of Messrs. Paul Fortier and John L. Corcoran, competent witnesses, of lawful age and residents of this city and parish, who have hereunto subscribed their names, together with the said appearers and me, notary, after due reading of the whole.

(Original signed): E. P. Brady, 220 shares; J. P. Landry, 80 shares; O. W. Crawford, 88 shares; C. M. Eiseman, 75 shares, per Eldon S. Lazarus; Albert Phenis, 44 shares, by O. W. Crawford; Eldon S. Lazarus, 13 shares. Witnesses: Paul Fortier, Jno. L. Corcoran.

H. MICHEL, 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 Bayou Cane Oil Company was this day duly recorded in my office, in book 1055, folio —.

New Orleans, Aug. 23, 1912.

(Signed) EMILE LEONARD, D. R.

State of Louisiana, Parish of Orleans

I, the undersigned notary public, do hereby certify that the above and foregoing is a true and correct copy of the charter of the Bayou Cane Oil Company, together with the certificate of the Recorder of Mortgages.

New Orleans, La., Aug. 23, 1912.

H. MICHEL, Not. Pub.

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CHARTER

OF CALUMET LAND AND TIMBER COMPANY.

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

Be it known, that on this ninth day of July, 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, Ross E. Breazeale, a notary public in and for the state and parish aforesaid, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared: the parties whose names are hereunto subscribed, who declared that, availing themselves of the privileges of the constitution and laws of the state of Louisiana relative to the formation of corporations, they have covenanted and agreed, and do by these presents covenant and agree and bind themselves, their successors and assigns, and such persons who may hereinafter become associated with them, to form and constitute a corporation and body politic in law for the objects and purposes, and under the stipulations and conditions following, to-wit:

ARTICLE I.

The name of this corporation shall be the "Calumet Land and Timber Company," and under such name, it shall have and enjoy corporate existence and succession for a period of ninety-nine years from the date of this act, with full power in the prosecution and for the purpose of its business as hereinafter defined; to contract, sue and be sued, hold, alienate, mortgage, pledge, or otherwise encumber any property, movable or immovable, in or out of the state of Louisiana; to issue notes, bonds or other evidences of indebtedness and to secure same by pledge, mortgage or otherwise; to appoint or select such directors, officers, managers, agents or other employees as the nature of its business may require, and to exercise all rights and powers that may now or hereafter be permitted by law to corporations of this character.

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 upon the president, and, in his absence, on the vice-president, and, in his absence, on the secretary-treasurer.

ARTICLE III.

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

To buy, sell, lease and deal in timber, agricultural and wet lands, within or without the state; to buy, construct, lease, or otherwise acquire saw-mills for the purpose of manufacturing lumber, and to sell the same; to buy, construct, maintain, lease and otherwise acquire railroad, railroad equipment and tracks for the purposes of its business; to undertake works of drainage, and reclamation and to promote colonization and immigration in connection therewith, and generally to do and perform any and all things incidental, pertinent or appropriate to the powers hereinabove enumerated.

ARTICLE IV.

The capital stock of this corporation is hereby fixed at one hundred thousand dollars ($100,000), divided into and represented by one thousand (1,000) shares of stock, of the par value of one hundred dollars ($100) each. Which said stock shall be paid for in cash or may be issued in payment of and for rights or property actually received by this corporation. All transfers of shares of the capital stock of this corporation shall be entered on the stock book and no transfer shall be in any manner binding on this corporation until so entered.

This corporation may become a going concern, and may commence business when twenty-five thousand dollars ($25,000) of its capital stock shall have been subscribed for.

ARTICLE V.

All of the corporate powers of this corporation shall be vested in and exercised by a board of directors, composed of three stockholders, two of whom shall constitute a quorum in the transaction of business.

Said directors shall be elected at a general meeting of the stockholders of this corporation to be held on the fifteenth day of April in each year, unless said day shall be a legal holiday, in which event said election shall be held on the next succeeding business day.

Notice of said election shall be given by publication for seven successive days preceding the election, in a newspaper of general circulation published in the English language, in the city of New Orleans. Said board of directors shall at the first meeting of its board of directors elect a president, vice-president and secretary-treasurer.

The first election for directors under this charter shall be held and shall take place on the 9th day of July in the year nineteen hundred and twelve, and they shall serve until their successors shall have been duly elected and qualified.

ARTICLE VI.

The following shall constitute the first board of directors: Henry N. Sherburne, E. C. Glenn and C. S. Williams, and the said Henry N. Sherburne shall be president, the said E. C. Glenn shall be vice-president, and the said C. S. Williams shall be secretary-treasurer.

The failure for any cause to elect directors on the day stipulated shall not dissolve the corporation, but the officers and directors then in charge shall hold over until their successors shall have been duly elected and qualified. In the event of any failure to hold the election on the day stipulated, the president of this corporation, or, in his absence, the vice-president, shall immediately thereafter call a new election to be held after notice as hereinafter provided. At all elections and meetings of stockholders of this corporation each stockholder shall be entitled to one vote for each share of stock registered in his name and may vote in person or by proxy.

ARTICLE VII.

The power and authority to sell, mortgage, encumber or otherwise dispose of the realty owned by this corporation shall be vested in the stockholders, according to their judgment, expressed at a meeting called by the president, or in his absence, the vice-president under the instructions of the board of directors, and a majority of the stock shall control.

ARTICLE VIII.

This act of incorporation may be changed, modified or amended, and this corporation may be dissolved by and with the consent of a majority of the capital stock of this corporation present or represented at a general meeting of the stockholders called for that purpose after notice given in the manner provided in Article V hereof.

Upon the dissolution of this charter by limitation or otherwise, its affairs shall be liquidated by the then president, vice-president and secretary-treasurer. Should either be unable or cease to act for any cause, the other two shall continue the liquidation alone.

ARTICLE IX.

The capital stock of this corporation may be increased or decreased in the manner now or heretofore provided for by the laws of this state.

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

The subscribers hereto have set opposite their respective names the number of shares of capital stock subscribed to by them, and same shall serve in lieu of a subscription list