CHARTER

OF THE WEST INDIA SUGARS COMPANY.

April 11, 1913.

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

Be it known, that on this eleventh day of the month of April, in the year one thousand nine hundred and thirteen, before me, Robert Legier, a notary public, duly commissioned, qualified and sworn in and for the parish of Orleans, state of Louisiana, aforesaid, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared: the persons whose names are hereunto subscribed, who declared that availing themselves of the provisions of the laws of the state of Louisiana, in such made and provided, they have covenanted and agreed, and do by these presents covenant and agree, bind, form and constitute themselves, as well as such other persons as may hereafter join or 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 and style of this corporation shall be the West India Sugars Company, and under that name it shall have and enjoy all the rights, privileges and advantages granted by law to corporations; it shall exist for a period of ninety-nine years from the date hereof; it shall have power and authority to contract, sue and be sued in its corporate name; to make and use a corporate seal, and the same to break or alter at pleasure; to hold, receive, purchase, convey, mortgage and hypothecate property, real personal or mixed; to issue bonds, notes and other obligations; to have and employ such managers, directors, 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 the business and affairs of the said corporation as may be deemed necessary or expedient.

ARTICLE II.

The domicile of said corporation shall be in the city of New Orleans, state of Louisiana, but it may establish offices and agencies throughout the United States of America or foreign countries. All citations and other legal process shall be served on the president, and in his absence on the vice-president or secretary-treasurer of said 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 deal in, buy, sell or store, for its own account or for the account of others, all kinds of merchandise and commodities, principally sugar and molasses; to lease, rent, hire, own and operate tank cars, water craft or any vessels, whether propelled by steam or otherwise, tugs, barges or other craft for the transportation of said merchandise, commodities or passengers; to act as broker or agent for individuals, firms or corporataions; to construct and erect or contract for the construction and erection of docks, tugs, barges, tank cars, water craft, workshops and mechanical plants, and generally to do and engage in any other business, undertaking or enterprise connected with, growing out of, germane or incidental to any of the objects and purposes hereinabove set forth or contemplated by this charter.

ARTICLE IV.

The capital stock of this corporation is hereby fixed at the sum of fifty thousand ($50,000.00) dollars, divided into five hundred (500) shares of the par value of one hundred ($100.00) dollars each, which shall be paid for in cash, or may be issued at not less than par for services rendered to or property actually purchased by this corporation.

All shares of stock shall be full paid and non-assessable. No transfer of stock shall bebinding on this corporation unless made upon its books.

ARTICLE V.

All the corporate powers of this company shall be vested in, and the management and control of its business and affairs shall be exercised . a board of directors to be composed of seven stockholders, a majority of whom shall constitute a quorum for the transaction of all business. The directors shall be elected annually, by ballot of the stockholders, on the first Monday of April, in each year. Each stockholder shall be entitled, either in person or by written proxy, to one vote for each share of stock owned by him and standing in his name on the books of the corporation. All elections shall be held under such rules and regulations as may be determined by the board of directors, but, after at least ten days notice of such election shall have been given in writing to each stockholder sent to his last known address by mail, or by publication in one of the daily newspapers published in the city of New Orleans for at least ten days preceding such election. The directors thus elected shall continue in office for one year or until their successors shall have been duly elected and qualified. No failure to hold an election shall be regarded as a forfeiture of this charter. Any vacancy occurring on said board of directors shall be filled by the remaining directors for the unexpired term. Said board of directors shall at its first meeting elect from among its number a president, a vice-president, a secretary and a treasurer. It may combine the two last mentioned offices and may even elect a secretary who is not a stockholder. Said board of directors shall have the right to appoint and dismiss such clerks, managers and other employees of this corporation, including the secretary who is not a director or stockholder, as conditions may justify or the business of the corporation may require. The tenure of office of all the employes of this corporation shall be during the pleasure of the board of directors.

ARTICLE VI.

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

ARTICLE VII.

This act of incorporation may be changed, modified or altered, or this corporation may be dissolved with the assent of the stockholders owning a majority of the stock of the corporation, at a general meeting convened for this purpose, and after at least ten days notice shall have been given to each stockholder in the manner and form as provided for in Article V of this act of incorporation. In case of the dissolution of this corporation by the expiration of its charter or otherwise, the stockholders shall elect from among their number three liquidators, who shall have full power and authority to liquidate and settle the business and affairs of this corporation. In case of the death or inability of any of said commissioners, the survivors shall appoint a successor to him or them.

ARTICLE VIII.

Immediately after the signing of this charter, the stockholders shall elect from among their number a president, a vice-president, a secretary and a treasurer, who shall hold office until the election to be held in April, 1914.

ARTICLE IX.

This corporation shall be a going concern as soon as three thousand ($3,000.00) dollars, or thirty (30) shares of its capital stock shall have been subscribed for.

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 Theodore A. Beck and John P. Cazale, both of this city, competent witnesses, who have hereunto signed their names with the said appearers and me, notary, after due reading of the whole.

Original signed: Jno. A. Wogan, ten shares; Otto F. Drewes, ten shares; L. B. Maginnis, ten shares; Chas. B. Maginnis, ten shares; Jules M. Wogan, ten shares; Gilbert Hattier, per Jules M. Wogan, ten shares; M. S. Wogan, ten shares. T. A. Beck, John P. Cazale.

ROBERT LEGIER, Not. Pub.

I, the undersigned recorder of mortgages in and for the parish of Orleans and state of Louisiana, do hereby certify that the above and foregoing act of incorporation of the West India Sugars Company was this day duly recorded in my office, in book 1088, folio —. New Orleans, La., April 11, 1913.

EMILE J. LEONARD, D. R.

A true copy from the original act.

ROBERT LEGIER Not. Pub.

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AMENDMENT TO CHARTER

OF NEW ORLEANS NETHERLANDS COMPANY.

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

Be it known that on this 26th day of the month of February, in the year of our Lord one thousand nine hundred and thirteen, and of the independence of the United States of America the one hundred and thirty-seventh, before me, Lyle Saxon, a notary public, duly commissioned and qualified in and for the above city, parish and state, therein residing, in the presence of the witnesses hereinafter named and undersigned, personally came and appeared: Cornelius J. Ton, a resident of the city of New Orleans, Louisiana, and D. W. Jellema, a resident of the city of Holland, Michigan, both of full age of majority herein appearing and acting in their respective capacities as president and secretary of the New Orleans Netherlands Company, a Louisiana corporation, domiciled in the city of New Orleans, Louisiana, organized by an act before Alexis Brian, a notary public, on the first day of the month of December, 1910, and recorded in the mortgage office of the parish of Orleans, book 1018, folio 131.

Who declared that pursuant to a resolution adopted by stockholders representing 1650 shares of stock, passed at a stockholders' meeting hereinafter mentioned, certified copies of the minutes of which meeting are hereto annexed as part hereof, said meeting having been held on February 20, 1913, which had been convened for the special purpose in accordance with the law, the following amendment to the charter of the said corporation was adopted by the unanimous vote of the 1650 shares of stock present, in person or by proxy at said meeting, to-wit:

ARTICLE III, first paragraph, to read as follows:

ARTICLE III.

(First Paragraph)

The capital stock of this corporation is hereby fixed at the sum of five hundred thousand dollars ($500,000), divided into and represented by five thousand (5,000) shares at the par value of one hundred dollars ($100) each.

The whole of the above to be more fully shown by the annexed certified copy of the minutes of the said stockholders' meeting.

And the said appearers having requested me, notary, to put the said amendment in authentic form, I do by these presents receive said amendment in the form of this public act, to the end that the said amendment may be promulgated and recorded, and thus be read into the original charter passed before Alexis Brian, notary public, on the first day of December, 1910.

Thus done and signed in my office in the city of New Orleans, Louisiana, on the date herein first above written in the presence of Justin Green and Sol Weiss, competent witnesses, who hereunto sign their names with the said appearers and me, notary, after due reading of the whole.

Original signed: Cornelius J. Ton, President: Dirk W. Jellena, Secretary.

Witnesses—Justin Green, Sol Weiss.

LYLE SAXON, Notary Public.

I, the undersigned deputy recorder of mortgages for the parish of Orleans, do hereby certify that the foregoing act amending the charter of the New Orleans Netherlands Company, was this day duly recorded in Book No. 1088, folio 156.

New Orleans, La., February 26, 1913.

EMILE J. LEONARD, Deputy Recorder.

I hereby certify the above and foregoing to be a true and correct copy of the original on file in my notarial office in the city of New Orleans, La. Also the certificate of the recorder of the mortgage for the parish of Orleans.

New Orleans, La., April 14, 1913.

LYLE SAXON, Notary Public.

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CHARTER

OF THE "LOUIS GOLDSTEIN & SONS CO."

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

Be it known, that on this 18th day of the month of March, in the year of our Lord, one thousand nine hundred and thirteen, and of the independence of the United States of America, the one hundred and thirty-seventh, before me, Edgar Mayer Cahn, a notary public, duly commissioned and qualified, in and for the City of New Orleans, State of Louisiana, therein residing 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 provisions of the laws of this state relative to corporations, 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, to form and constitute a corporation, and body politic in law, for the purposes and objects, and under the stipulations and articles and conditions, following, to-wit:

ARTICLE I.

This corporation shall be known as the "Louis Goldstein & Sons Co." and its domicile shall be in the city of New Orleans, state of Louisiana. The president of the board of directors thereof, or in his absence, the vice-president, shall be the proper person on whom citation or other legal process shall be served, and said corporation shall exist, and have and enjoy succession under its aforesaid corporate name, for the full term of ninety-nine years from and after the date hereof, and shall have power and authority to contract, sue and be sued in its corporate name, to make and use a corporate seal with such device, as may hereafter be determined upon; the same to break, alter or amend as might be deemed proper; to make and establish such by-laws, rules and regulations for the proper management and regulation of the affairs of said corporation as may be necessary and proper, and the same to change, alter and amend at pleasure; to borrow money, make notes, bonds or obligations and to pledge its capital stock; to hold lease, receive, purchase and convey as well as to mortgage and hypothecate, under its corporate name, property both real and personal.

ARTICLE II.

The objects and purposes of this corporation are to conduct and transact the business of wholesale dealers in dry goods notions, furnishing goods and other articles to take over, acquire, succeed to and conduct the business and assets and good will of the firm of Louis Goldstein & Sons, of New Orleans, La., and generally to acquire and transact any other business incidental to or connected with the general objects of this corporation as herein set forth.

ARTICLE III.

The capital stock of this corporation is hereby fixed at the sum of two hundred thousand dollars ($200,000.00), to be represented by one thousand (1,000) shares of preferred stock of the par value of one hundred dollars ($100.00) each, and one thousand (1,000) shares of common stock of the par value of one hundred dollars ($100.00) each. This corporation shall be a going concern as soon as sixty thousand dollars ($60,000.00) of its capital stock shall have been subscribed for. The board of directors shall have the right to issue common stock for cash, or for services rendered, merchandise, property or other valuable considerations, enuring to the corporation as they may see fit; but preferred stock shall only issue for cash payable at such times as the board of directors may call for same.

ARTICLE IV.

The other conditions, limitations and provisions under which preferred stock shall be issued are hereafter enumerated:

The holders of the preferred stock shall be entitled to receive out of the net profits of the corporation a fixed dividend of seven (7) per cent, per annum payable quarterly, viz: 1st of January, April, July and October before any dividend can be paid or set aside on or for the common stock for the period theretofore elapsed. The principal or par value of said preferred stock with cumulative dividends thereon at seven (7) per cent per annum from date dividend should have been paid and arrears of interest on such dividends as hereinafter fixed, shall be paid in full out of the assets of the company in preference to any of the common stock, in the event of the liquidation of this corporation from any cause, and before any distribution can be made of the capital among the holders of the common stock. The dividends upon the preferred stock are to be cumulative, and bear 6 per cent interest from their maturity date, as herein provided, compounded annually, so that if for any period or periods the said dividends are not paid, the right thereto shall cumulate against the common stock; and all arrears of such dividends so cumulated and interest thereon as herein provided, must be paid before dividends can be paid on the common stock. The preferred stock shall not be entitled however to participate in any other additional earnings, dividends or profits. The right of the holder of preferred stock to be credited with dividends shall commence from the date of actual payment of such stock.

The board of directors shall have the right and option of retiring the preferred stock in whole or in part at any time, and from time to time—after one year from the date of the charter—at the price of one hundred and fifteen dollars ($115.00) per share in addition to the cumulated dividends and interest thereon, as hereinabove provided for. Such retirement shall be at the option of the board of directors and shall be effected by payment out of the surplus funds; and in no case shall such preferred stock be retired under circumstances as would produce an impairment of the capital stock of this corporation, the outstanding common stock to be then worth no less than par. Such retirement or redemption of preferred stock can only be effected on thirty days previous notice in writing to the holders of preferred stock of record, after drawing by lot, in the presence of the board of directors. Upon such notice, all dividends, interest and arrears shall cease with respect to such retired stock.

ARTICLE V.

All the corporate powers of this corporation shall be vested in and exercised by a board of directors eleven (11) in number, all of whom shall be stockholders, to be elected on the first Monday in April of each year, commencing with the first Monday of April, 1918, with the understanding, however, that the first board of directors to be selected by the stockholders under this charter as well as the first set of officers, thereof, to-wit: A president, a vice-president, a secretary and a treasurer shall hold office until the first Monday in April, 1918; on the date last named, said election shall take place and annually thereafter.

Until the preferred stock shall have been retired in full, the common stock shall elect seven (7) of these directors, and the preferred stock four (4) of the directors. When the preferred stock shall have been retired in full, the common stock shall elect the entire eleven directors. Upon the signing of this charter, the subscribing stockholders thereto shall elect the first board of directors to serve until the first Monday in April, 1918, and said board shall thereupon, and from their own number, elect a president, vice-president, secretary and treasurer, for a like period. It shall be competent, however, for the board of directors to unite any two of said offices in one person. Five (5) of said board shall constitute a quorum for the transaction of corporate business.

ARTICLE VI.

Said board of directors shall remain in office from the date of their election, for the term of their respective offices, or until their successors have been chosen and qualified. The election for directors shall be by ballot, and the majority in amount of stockholders voting whether in person or by proxy, shall elect the persons for whom they are cast. Each share of stock voted upon, whether common or preferred, to be counted for one vote. After each election, the board so elected shall elect from their own number the officers above named.

The board of directors shall give at least ten days notice by mail of the election of directors, and shall appoint one or more stockholders to preside at such election. Any failure from any cause whatsoever to elect directors on the day named for that purpose, shall not dissolve this corporation, but the directors and officers then in office shall hold over until their successors are chosen and qualified.

The board of directors shall have full power and authority to fill vacancies in their number, caused by death, resignation or otherwise. The said board is further authorized to frame and adopt such by-laws, rules and regulations as the affairs and business of the company may require, and it may deem necessary, for the conducting and management thereof, provided the same does not conflict with this charter, and the laws of the state of Louisiana, and those of the United States; to name and appoint managers, fix their compensation and terms of employment, as well as other agents and employees, as in its discretion may seem fit and proper, as well as to fix the salaries and terms of employment of all other officers and employees, clerks and assistants.

The board of directors are specially vested with the power to acquire and purchase such property or business or good will, or all of these from individuals, firms, or other corporations, as said board of directors may deem advisable and proper and at such prices and on such terms as they think best, and to pay therefor in the full paid common capital stock of the corporation. This power to purchase and acquire to be exercised by said board without the necessity of referring to the shareholders for authorization.

Holders of preferred and common stock may vote at all stockholders' meetings, either in person or by proxy, each share cast to be counted for one vote.

ARTICLE VII.

This charter may be amended, modified, or altered, or this corporation dissolved, at a general meeting of the stockholders convened for that purpose with the assent of the majority of the stock which may be issued present or represented at such meeting. Thirty days notice of such meeting shall be given by mail to the stockholders of record. In case of dissolution or termination of this corporation, the liquidation of its affairs shall be conducted by three commissioners selected in like manner and by like vote, and assent at a meeting called as above for that purpose. In the event of the death or resignation of any of said commissioners, or vacancy occurring in their number from any cause whatsoever, the two surviving commissioners shall have the full power to proceed with their functions or fill the vacancy, as they may elect.

ARTICLE VIII.

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

ARTICLE IX.

Should any stockholder or stock-owner, common or preferred, desire to sell or dispose of all or any part of said stock, or relinquish his interest in the corporation, or desire to terminate or dissolve the same, he shall first tender such stock through the board of directors of this corporation, for purchase, to the other stockholders, and the other stockholders shall have the preferred right for ten days to purchase the stock so tendered, as the price shown by the books of the company. All stock issued or to be issued shall be subject to the foregoing provision.

ARTICLE X.

The capital stock of this corporation may be increased or decreased on complying with the requirements of the law, and with such by-laws as may be consistent with the law, as may be hereafter adopted by the board of directors.

ARTICLE XI.

Thus done and passed in my office on the day and date first above writen, in the presence of Messrs. T. A. Schuber and W. Conkerton, both competent witnesses, domiciliated in this city, who signed these presents together with the parties, and me, notary, after a due reading of the whole, the parties hereto also affixing opposite their respective names their respective subscriptions to the capital stock of this corporation which shall constitute the original subscription list of stock subscribed in this corporation.

Original signed: (Subscribers' names and their respective subscriptions.)

Witnesses: T. A. Schuber W. Conkerton.

EDGAR M. CAHN, Not. Pub.

State of Louisiana, Parish of Orleans.

I, the undersigned recorder of mortgages of the parish of Orleans, aforesaid, do hereby certify that the above and foregoing act of incorporation of the "Louis Goldstein & Sons Co." was this day recorded in my office in book 1088, folio —.

Witness my hand and official seal this 20th day of March, 1912.

(Signed) EMILE LEONARD, Dy. R.

I certify that the foregoing is a true and correct copy of the original act of incorporation, and of the certificate of the recorder of mortgages thereto appended, with the exception of the names of the subscribers and the amounts of their respective subscriptions.

New Orleans, La., March 20th, 1913.

(Signed) EDGAR M. CAHN,
(Seal) Notary Public.

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CHARTER

OF THE RED GUM LUMBER COMPANY.

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

Be it known, that on this twenty-fourth day of the month of March, in the year nineteen hundred and thirteen, before me, Charles Rosen, a notary public, duly commissioned and qualified, in and for the above parish and state, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the persons hereinafter subscribed, who declared that, availing themselves of the laws of this state, relative to the organization of corporations, in such cases made and provided, they constitute themselves, their associates, successors and assigns, a corporation under the stipulations herein set forth, which they adopt as their charter, to-wit:

ARTICLE I.

The name and title of this corporation shall be The Red Gum Lumber Company, and it shall enjoy succession for ninety-nine years from this date, and shall have for the purposes of the business to be carried on by it, all the powers conferred by law upon corporations, including the power to contract debts, borrow money, issue notes and other obligations, and to purchase, lease, sell mortgage, pledge, exchange and otherwise acquire, alienate or dispose of property, real, personal or mixed, in the prosecution of its business; to contract sue and be sued; to make or use, if it so desire, a corporate seal, and the same to break or alter at pleasure; to make by-laws for its government and the same to alter, amend or repeal at pleasure; to name and employ such managers, directors, officers, agents and employees as its interests may require; and generally to exercise all the powers necessary or convenient to carry on said business.

ARTICLE II.

The domicile of this corporation shall be in the city of New Orleans, state of Louisiana, and all citation and other legal process shall be served on the president, and in case of his absence or disability, on the secretary-treasurer.

ARTICLE III.

The objects and purposes of this corporation and the nature of the business to be carried on by it are hereby declared to be, to buy, sell, export, manufacture and otherwise deal in red gum and other lumber and timber and other forest products, whether as principal or agent, on commission or otherwise; to own and lease and otherwise acquire and operate sawmills or manufactories in connection with the lumber business; to buy and sell and otherwise acquire real estate and timber lands; to own and lease and otherwise acquire and operate lumber yards; to own and lease and otherwise acquire and operate railroads, tramways, vessels or other conveyances in connection with any of the above and foregoing businesses; and to do any and all things connected with and incidental to said businesses.

ARTICLE IV.

The capital stock of this corporation is hereby fixed at the sum of fifty thousand dollars, divided into and represented by five hundred shares of the par value of one hundred dollars per share. This company shall have the right to commence business and be a going concern when ten thousand dollars of the capital stock shall have been subscribed. All stock shall be paid for either in cash or property received or labor done at such time and upon such terms and conditions as the board of directors shall prescribe. The capital stock may be increased or decreased in accordance with the laws of this state. All transfers of stock shall be made on the books of the company on the surrender of outstanding certificates and pursuant to such rules as the board of directors may prescribe, and no certificate of stock shall be issued except when paid in full as above.

No stockholder shall have the right to sell or dispose of his stock without first offering it in writing for fifteen days through the board of directors to the other stockholders in proportion to their respective holdings, at a price not in excess of the book value as of the date of such offer; and if any stockholder refuses to purchase, the others shall have the right to buy the same in proportion to their respective holdings; and all stock shall be issued and held subject to this provision of the charter.

The corporation shall have the right to purchase any business within the purposes of this corporation and pay for same either by cash or in stock of the corporation or otherwise as the board of directors shall decide.

ARTICLE V.

All the powers of this corporation shall be vested in and the business and affairs shall be managed by a board of directors consisting of three stockholders who shall be elected annually at a meeting of the stockholders held on the first Monday of March of each year, except the first board of directors who shall hold office until the first annual meeting which shall take place on the first Monday of March, 1914.

All elections shall be held by ballot at the office of the company under the supervision of two commissioners to be appointed by the board of directors. Notice of such meeting shall be given by the secretary-treasurer in writing, delivered to each stockholder in person, or mailed to his last known address, at least ten days prior to such election, or by one publication in a daily newspaper in this city at least ten days prior to such election; but this notice may be waived by all the stockholders.

At all such elections and at all meetings of the stockholders, every stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the company at the date of such election or meeting; said votes to be cast in person or by written proxy, and a majority of the votes cast shall elect.

The failure to elect directors at the annual meeting shall not dissolve or affect the corporation, nor impair its management in any respect; but the directors and officers shall remain in office until their successors are elected and qualified.

The board of directors shall elect as soon as possible after their own election, and from their own number, a president, a vice-president and a secretary-treasurer, and may grant to each officer such powers as they deem proper.

All vacancies in the board for whatever cause shall be filled by the remaining directors. Any member of the board may appoint any other stockholder his proxy to attend any meeting and act in his place and stead.

The board of directors shall be vested with full power and authority to make all contracts, purchases and sales, and to make all by-laws, rules and regulations for the conduct of the business of the company, and the same to alter, amend, or repeal at pleasure; and the board may, from time to time, name and appoint all such officers, agents, servants and employees as they may deem necessary, and shall have the power to fix and define the duties of every officer, agent, servant and employee.

All checks of said company must be signed by the president or vice-president, and by the secretary-treasurer, and in case of the absence or disability of said secretary-treasurer, by said president and vice-president. All notes and other evidences of indebtedness of said company must be signed by the president.

ARTICLE VI.

Whenever this corporation shall be dissolved either from limitation or otherwise, its affairs shall be liquidated by two commissioners to be appointed from amongst the stockholders at a general meeting of the stockholders convened for that purpose, of which meeting notice shall be given in the time and manner provided for stockholders' meeting in Article VII of this charter, and a majority in amount of the capital stock represented at such meeting shall be requisite to elect. Said commissioners shall remain in office until their affairs are fully liquidated. In case of the death, resignation, or inability to act of either of said commissioners, the vacancy shall be filled by the stockholders after similar notice, until which time the survivor shall continue to act. The said notice may be waived by the unanimous consent of all the stockholders.

ARTICLE VII.

This act of incorporation may be modified, changed or altered, or said corporation may be dissolved with the assent of three-fourths of the capital stock represented at a general meeting of the stockholders convened for that purpose, and after notice shall have been given in a daily newspaper published in this city once a week for thirty days preceding the meeting. The said notice may be waived by the unanimous consent of all the stockholders. Any change made or proposed with reference to the capital stock shall be made in accordance with the laws of this state on the subject of altering the capital stock of corporations.

ARTICLE VIII.

No stockholder shall ever be held liable for the faults or contracts of said 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 the charter null or exposing any stockholder to any liability beyond the unpaid balance due on his stock.

ARTICLE IX.

The first board of directors shall consist of Sigismund S. Levy, Horace B. Turner and Alcide J. Guesnon, with Sigismund S. Levy, president; Horace B. Turner, vice-president, and Alcide J. Guesnon, secretary-treasurer.

The subscribers hereto have respectively written opposite their names the amount of stock owned by them in this corporation, so that this act of incorporation may also serve as the original subscription list of the corporation.

Thus done and passed at my office in the city of New Orleans, in said state, on the day, month and year herein first above written, in the presence of Messrs. Zachary Adler and Thomas A. Tabary, competent witnesses, of the full age of majority and residents of this city, who hereunto sign their names with said appearers and me, notary, after reading of the whole.

Original signed: S. S. Levy, 74 shares; H. B. Turner, 25 shares; A. J. Guesnon, 1 share. Witnesses: Zachary Adler, T. A. Tabary.

CHARLES ROSEN,
(Seal) 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 Red Gum Lumber Company was this day duly recorded in my office, in book 1088, folio —. New Orleans, March 25th, 1913.

(Signed) EMILE LEONARD, Dy. R.

I hereby certify that the above and foregoing is a true and correct copy of the original on file and of record in my office in this city.

Witness my hand and seal of office this 25th day of March, 1913.

CHARLES ROSEN,
(Seal) Notary Public.

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CHARTER

OF THE JEFFERSON SHELL & CONTRACTING COMPANY.

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

Be it known, that on this 29th day of the month of March, in the year of our Lord, one thousand nine hundred and thirteen (1913) and of the independence of the United States of America the one hundred and thirty-seventh (137), before me, Arthur B. Leopold, 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 persons whose names are hereunto subscribed, all residents of this city, who severally declared that availing themselves of the porvisions of the general laws of this state relative to the formation of corporations, they do by these presents form themselves into and constitute a corporation, for the object and purposes and under the stipulations and agreements hereinafter set forth, which they hereby adopt as their charter, to-wit:

ARTICLE I.

The name of this corporation shall be "The Jefferson Shell & Contracting Company," and under its corporate name it shall exist and have succession for a period of ninety-nine (99) years from date hereof, and it shall have and exercise for the purpose of its business, all the powers, rights, and privileges conferred by law on similar corporations, and it shall be and it is further authorized and empowered to do and perform any act or thing and conduct any and all business usually connected with and pertaining to the affairs and business as set forth in Article III of this charter, which is not specially prohibited by law.

It shall have power and authority to hold, own, receive and purchase and lawfully acquire by deeds of conveyance, contract, lease, rental or in any other lawful manner the title and ownership to all property, real, personal and mixed, and likewise with full power and authority to alienate, dispose of, lease, rent, sell, convey, mortgage, hypothecate, pledge or otherwise encumber, its franchises and property, real, personal and mixed, or any part thereof.

It shall have power to borrow money, and to issue notes, bonds and other evidences of indebtedness from time to time, and to secure the payment of the same or any part thereof, by pledge, hypothecation of property, or by mortgage or other evidence of lien placed upon its franchises and property, real, personal and mixed, or any part thereof.

It shall have power to elect officers and directors, to name and appoint its managers, agents and other employees, and to fix their compensation and to discharge the same at will; to establish and adopt such by-laws, rules and regulations as may be deemd expedient and proper for the conduct and management of its property and business, and the same to alter, amend and abolish at pleasure; to make and use a common or corporate seal and the same to break and alter at pleasure, and generally to do and perform all acts and things requisite and necessary to carry out the objects and purposes of this corporation.

ARTICLE II.

The domicile of this corporation shall be in the city of New Orleans, state of Louisiana, and all citations and other legal process shall be served on the president, and in his absence, on the Vice President, and in the absence of both officers on the secretary of this 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:

1st. To purchase, rent and build, operate and sell and lease for operation, ditching machinery, dredges, barges, towboats and water craft of any kind or nature.

2nd. To enter into contract with individuals, firms or corporations for the construction of such canals, levees, roads, bridges, ditches, dams, pumping plants and power stations as are necessary or convenient in connection with the reclamation of property owned or controlled by such individuals, firms or corporations.

3rd. To acquire, reclaim, improve and cultivate landed property.

4th. To acquire by purchase or lease, operate, sell or otherwise dispose of in and every species of property, real and personal, necessary or convenient to be so acquired and used.

5th. To do a general contracting business in the purchase and acquisition, lease and sale of shells, gravel, sand, stone and other materials of a similar character and to hold and exercise all such incidental powers and privileges as relate to the business and purposes herein above set forth, or that may hereafter be conveyed by law upon this company or companies of similar character; and to do in and all things necessary and properly to carry out the business of this corporation as herein set out without further authorization from the shareholders.

ARTICLE IV.

The capital stock of this corporation is hereby fixed at and declared to be the sum of fifty thousand dollars ($50,000), to be represented by five hundred (500) shares of one hundred dollars each.

The company shall commence business and become a going concern as soon as thirty-one (31) or more shares have been subscribed.

The shares of the capital stock of this corporation shall be paid for in money, or for labor done or services rendered, or such shares as may be issued or delivered and for other property rights and franchises to be taken, accepted and received by the corporation for its corporate purposes, at such valuation and upon such terms for said shares as the board of directors may determine and direct from time to time to be expedient. The capital stock of the corporation may be increased or reduced by proceedings taken in the manner prescribed by law.

The shares of the capital stock of this corporation may be issued for money, for labor done or services rendered, or for other property rights and franchises, which may be thus paid for or exchanged and made over to the company. The valuation of any and all rights, contracts, labor or services, and property movable, immovable and mixed, corporeal or incorporeal, accepted and received by the corporation for its corporate purposes in payment, exchange or otherwise, for any of the shares of capital stock of this corporation and fixed by the board of directors upon such terms and conditions for the issuance of such shares of stock, shall be conclusive evidence of such valuation; and any and all persons, partnerships, associations, corporations, stockholders or creditors dealing with this corporation, are concluded thereby, and any and all persons, partnerships, associations, corporations, stockholders or creditors dealing with this corporation hereby waive any rights or cause of action against the original or subsequent owner or owners of such shares of the capital stock issued to it him, her or them in payment or exchange for labor done or services rendered, or for such rights, franchises, credits, contracts and property valued by the board of directors as aforesaid; and each, every and any and all contract, contracts or undertaking made by or entered into with this corporation shall be subject to this provision of this charter.

All of said stock shall be full paid and non-assessable when issued and delivered, and transfers thereof shall not be binding on the company unless recorded in its books, and shall be further subject to such rules, regulations and conditions as the board of directors may prescribe.

ARTICLE V.

The corporate powers of this corporation, including the powers to make and amend its by-laws, and the management and control of its affairs, shall be vested in and exercised by a board of directors composed of not less than three (3) or not more than five (5) persons, who shall be the holder of at least one (1) share of the capital stock of this company, a majority of whom, represented either in person or by proxy, shall constitute a quorum for the transaction of all business.

Any director in his absence from any meeting of the board of directors shall have power to appoint in writing another director or stockholder as his proxy, with full power to act in his stead at such meeting.

The directors shall be elected annually by ballot by the holders of the stock, on the first Tuesday of January of each year. Each holder of stock shall be allowed to vote in person or by written proxy, one vote for each share of stock owned by him and all eelctions shall be held under such rules and regulations as may be adopted by the board of directors. The directors thus elected shall continue in office for one year and until their successors shall have been duly elected and qualified. Any failure to elect officers or directors shall not be regarded as a forfeiture of the charter. Any vacancy occurring on said board of directors shall be filled by the remaining directors from among the stockholders for the unexpired term.

The following persons shall be and constitute the first board of directors: Charles D. Warren, Otto T. Maier, Edmund Bristol, Leo A. Marrero, E. Howard McCaleb, a majority of whom shall constitute a quorum, with Charles D. Warren as president, Otto T. Maier as vice-president and E. Howard McCaleb as secretary, who shall be the officers of the corporation and shall serve until the regular meeting on the first Tuesday of January, 1914, or until their successors have been elected and qualified.

ARTICLE VI.

The liability of the stockholders of this corporation for the contracts or faults of this corporation is limited to any unpaid balance that may be due by them respectively on their subscriptions.

No mere informality in this act of incorporation shall render this charter void, or expose stockholders to liability beyond the amount of their unpaid subscriptions.

ARTICLE VII.

This charter may be amended, or this corporation may be dissolved with the assent of the stockholders holding a majority of the outstanding stock, at a general meeting convened for that purpose, and at least ten (10) days notice shall have been given to the stockholders, through the mail and addressed to their last known respective places of business.

In case of dissolution by the expiration of this charter or otherwise, the affairs of this corporation shall be liquidated by three (3) stockholders to be elected at the meeting ordering such liquidation.

This charter shall serve as the original subscription list, the undersigned being the original subscribers to the capital stock of this corporation, in the amounts and for the number of shares oppostie their respective names.

Thus done and passed, in my office at New Orleans, Louisiana, on the day and date hereinbefore written and in the presence of Louis P. Bryant and John W. Lindner, M. D., competent witnesses, who hereunto sign their names with the said appearers, and me, notary, after due reading of the whole.

Original signed: E. Howard McCaleb and others.

Witnesses: Louis P. Bryant, John W. Lindner, M. D.

ARTHUR B. LEOPOLD, 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 Jefferson Shell & Contracting Co. was this day recorded in my office in book 1088, folio —. New Orleans, La., March 31, 1913.

(Signed) EMILE LEONARD, D. R.

I do hereby certify that the above and foregoing is a true and correct copy of charter of the Jefferson Shell & Contracting Company, passed before me on March 29, 1913, with the exception of the names of the subscribers whose names are omitted from this copy.

Witness my hand and seal of office.

ARTHUR B. LEOPOLD,
Notary Public.
931-3 Maison Blanche Bldg.

apr 3 10 17 24 may 1 8, 1913

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