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CHARTER

OF ORLEANS COTTON OIL MILL

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans.

Be it known, that on this seventeenth day of the month of November, 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-eighth, before me, Philip Gensler, Jr., a notary public, duly commissioned and qualified in and for the parish of Orleans, state of Louisiana, and in the presence of the witnessesses 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 constitution and laws of Louisiana, relating to the organization and formation of corporations, they have covenanted and agreed, and by these presents do covenant and agree, and bind themselves, their successors and assigns, and such persons as may hereafter become associated with them, to form and constitute a body politic in law of corporations for the purposes and objects, and under the stipulations, terms and conditions hereinafter set forth, which they hereby adopt as their charter or articles of incorporation, to-wit:

Article I.—The name and title of this corporation shall be the Orleans Cotton Oil Mill, and under its said corporate name it shall have power and authority to have and enjoy succession for the term and period of ninety-nine (99) years from the date hereof; to contract, to 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 and convey, as well as mortgage and hypothecate under its corporate name, property, both real and personal; to borrow money on mortgage of its property, or on notes or bonds secured by mortgage, or otherwise; to name and appoint such officers, directors, managers and agents as the interest and convenience of said corporation may require; to make and establish such by-laws and regulations for the proper management and regulation as may be necessary and proper, and the same to change and alter at pleasure; and to do and perform all such acts as are or may be requisite and necessary to carry out the purposes and objects of said corporation.

Article II.—The domicile of said corporation shall be in the City of New Orleans, parish and state aforesaid, and the president thereof shall be the proper person or officer upon whom all citations or other legal process shall be served.

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 cotton seed, to own and operate mills for the manufacture of cotton seed oil and for the manufacture of cotton seed into all its various commercial products, to manufacture feed and fertilizers and to feed cattle, to acquire and operate gins and to do everything pertinent to the conduct of such business as the needs and purposes of said corporation may require; to own and operate a steamboat or boats and barges for the transportation of passengers, seed and other freight.

Article IV.—The capital stock of this corporation is hereby fixed at one hundred thousand dollars, $100,000), to be represented by one thousand (1,000) shares of the par value of one hundred dollars ($100) each. Payments for said stock shall be made in cash or its equivalent.

No stockholder may sell, assign or transfer his stock in this corporation unless thirty (30) days previous notice of such intention to sell, assign or transfer the stock is given to the company previous to such sale, assignment or transfer, and upon such notice the board of directors shall have the right to purchase the stock at its book value. Upon failure of the board to pass a resolution before the expiration of thirty (30) days to purchase the stock at its book value, said stock may be sold in open market.

No stock of the company can be bought in by any pledgee, except upon the above conditions, and provided the board of directors do not resolve to purchase the same at its book value, within the period named. No stock can be transferred under any conditions unless the transfer be made upon the books of the company at its office in the city of New Orleans, Louisiana.

This corporation shall be authorized to commence business as soon as twenty thousand dollars ($20,000) of the capital stock shall have been subscribed for.

Article V.—All the corporate powers of said corporation shall be vested in a board of directors consisting of five directors, without the necessity of any authorization or ratification of their action by the stockholders. The said board to be composed of stockholders, and except the first, which is hereinafter provided for, shall be elected annually on the third Tuesday in June in each year after the year 1915. Directors shall have the right to vote on said board in person or by proxy. Said board shall have power to make all needful rules and by-laws for the government and regulation of the company and its affairs and business and to conduct the same and appoint all subordinate officers and agents necessary to that end; and said officers and agents are only to be employed at the will of the board. All elections shall be held at the office of the company annually, beginning on the third Tuesday in June, 1916, under the supervision of two commissioners to be appointed by the board of directors. Ten days' notice of such election shall be given by written notice sent to a stockholder at his last address and the mailing of said notice shall constitute proof of service, and the directors then elected shall serve until their successors are elected and qualified. A majority of the votes cast shall elect, and one vote shall be allowed for each share of stock represented by the holder in person or written proxy. Any vacancy occurring in said board from any cause whatever shall be filled by the remaining directors. A majority of the directors shall constitute a quorum for the transaction of business. The board of directors at their first meeting in each year shall elect out of their own number a president and a vice-president and shall appoint a secretary and a treasurer, who may or may not be members of the board, and from time to time appoint such officers, clerks, managers and agents as may be deemed necessary for the business and purposes of said corporataion and dismiss same at pleasure.

Article VI.—The following persons, to-wit: W. P. Hayne, J. L. Bryan, Bryan Bell, J. B. Ardis and Thomas Crichton, with W. P. Hayne as president, J. L. Bryan as vice-president, and Bryan Bell as secretary and treasurer, shall constitute the first board of directors and shall hold office until the third Tuesday in June 1916, or until their successors are elected.

Article VII.—Whenever this corporation is dissolved, whether by limitation or from any other cause, its affairs shall be liquidated by the board of directors, at a general meeting of the stockholders convened after thirty (30) days prior notice and on the assent of the majority in amount of the capital stock. The said board shall act as commissioners and shall remain in office until the affairs of the corporation have been fully liquidated. Any vacancy occurring in their number from any cause whatever shall be filled by the remaining members of the said board, who shall moreover during such vacancy continue to act.

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

Thus done and passed, in my office, at the city of New Orleans, on the day and in the month and year herein first above written, in the presence of A. Miles Coe and Paul Chasez, competent witnesses, who have hereunto signed their names, with the said appearers and me, notary, after reading of the whole. (Original signed)

A. Miles Coe, Paul Chasez.

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 Orleans Cotton Oil Mill was this day duly recorded in my office, in book 1119, folio —.

New Orleans, November 17, 1913.

(Signed) EMILE J. LEONARD, D. R.

A true copy with the names of subscribers and number of shares subscribed for by each omitted.

PHILIP GENSLER, JR., Notary Public.

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CHARTER

OF THE GULF VERDURA FRUIT COMPANY.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans.

Be it known that on this fourteenth day of the month of November, in the year one thousand nine hundred and thirteen, before me, John R. Upton, a notary public in and for this city and the parish of Orleans, state of Louisiana, therein residing, 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, all of the full age of majority and residing in this city of New Orleans, state of Louisiana, who declared that availing themselves of the provisions of the laws of this state relative to the organization of corporations, they hereby form themselves into and organize a corporation for the objects and purposes and under the stipulations hereinafter set forth, to-wit:

Article I.—The name and title of this corporation shall be the Gulf Verdura Fruit Company, and by that name it shall have and enjoy succession for a term of ninety-nine years from the date hereof, unless sooner dissolved. It shall have power to sue and be sued; to borrow money; hold, purchase, lease, sell and hypothecate real and personal property in the state of Louisiana or elsewhere; to make and use a corporate seal; to name and appoint directors, managers and agents, and to establish such by-laws, rules and regulations for the management of the business and acairs of the said corporation as may be necessary, the same to alter at pleasure; also to make and issue bonds or other evidences of debt, and to secure the same by mortgage of otherwise.

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

Article III.—The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are hereby declared to be the general commission business in fruits, vegetables and all other produce, and to that end buy and sell the same either for its own account or as broker, agent or representative of others; to buy, purchase, lease or otherwise acquire lands for the purpose of farming or in connection with its business, and to farm, work and cultivate the same either by itself or through others; to lease, sub-lease or sell any land or other property that it may acquire; to reclaim and improve any and all lands that it may acquire so that cultivation will be practicable, and to erect such houses, tenements and stores as may be necessary to said business, as well and to purchase stock, implements and machinery that may be required, and to operate the same, and generally to do or engage in any other business, undertaking or enterprise connected with or incidental to any of the purposes hereinabove set forth.

Article IV.—The capital stock of this corporation is hereby fixed at thirty thousand ($30,000.00) dollars, to be divided into three hundred (300) shares of the par value of one hundred ($100.00) dollars each, which said shares shall be paid for in cash, property for labor and services rendered. This corporation shall become a going concern when ten thousand ($10,000.00) dollars are subscribed to its capital stock.

Article V.—All the powers of this corporation shall be vested in a board of directors to be composed of three stockholders, two of whom shall constitute a quorum for the transaction of business, and they shall hold office until the first Monday in December, 1914, or until their successors shall have been duly elected.

Any failure to hold an annual meeting shall not cause a forfeiture of this act of incorporation, and any vacancy occurring in the board of directors, from any cause, shall be filled by the remaining directors. The board of directors shall elect from among their number a president, vice-president, and from among their number, or otherwise a secretary-treasurer, and shall appoint such agents and employes and managers as may be necessary, and shall fix their compensation. The said board of directors shall have the right to dismiss said employes at pleasure.

Until their successors are duly elected and qualified the following named persons shall constitute the first board of directors, viz.: Antonio D. P. Viggiani, Alfred A. Tinaglia and Mike Megna, with Antonio D. P. Viggiana president, Mike Megna, vice-president and Alfred A. Tinaglia, secretary-treasurer.

All acts of sale, purchase, lease or others shall be signed by the president, or in case of his absence or inability to act, by the vice-president.

Article VI.—On the first Monday in December, 1914, and annually thereafter, there shall be held a meeting of stockholders to elect directors for the ensuing year, which meeting shall be called after ten days notice; said notice to be deposited in the mails, postage prepaid, and directed to each stockholder at his or her address. At said meeting the Directors shall be elected by ballot, and a majority of the votes cast shall be necessary to elect, and each share of stock shall be entitled to one vote. The shareholders shall vote in person or by written proxy. Only shareholders shall be eligible as directors.

Article VII.—No stock shall be transferred except upon the books of the corporation. No stockholder shall be held liable for any contracts, faults or debts of this corporation, in any further sum than the unpaid balance due on their respective shares.

Article VIII.—This act of incorporation may be changed, modified or amended, or this corporation may be dissolved by a vote of three-fourths of the stock represented at a general meeting held for that purpose, after due notice shall have been given in the manner provided for in Article VI, and in case of dissolution or termination of this act of incorporation, three commissioners elected by stockholders at a general meeting held as above set forth shall liquidate this corporation and the said commissioners shall remain in office until the affairs of the corporation shall have been liquidated. In case of the death or inability of one or more of said commissioners, the survivor or survivors shall continue to act.

Thus done and passed at my office in this city of New Orleans, Louisiana, on the day, month and year hereinabove first written, in the presence of Messrs. Edgar J. Raymond and Bernard A. Cleary, competent witnesses, who hereunto sign their names, together with the said appearers and me, notary, after due reading of the whole, and each of said appearers having set opposite their names and signatures the number of shares subscribed by them, hereby constituting the same the list of original subscriptions made for the purpose of organizing this corporation.

The four words "shall liquidate this corporation" interlined on this page, added and approved before signing.

(Original signed: Antonio D. P. Viggiani, fifty (50) shares; Mike Megna, one (1) share; Alfred A. Tinaglia, fifty (50) shares.

Witnesses: E. J. Raymond, B. A. Cleary.

JOHN R. UPTON, 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 Gulf Verdura Fruit Company was this day duly recorded in my office, in book 1119, folio 242.

New Orleans, November 14, 1913.

(Signed) EMILE J. LEONARD, D. R.

A true copy.

New Orleans, La., November 14, 1913.

JOHN R. UPTON, Not. Pub.

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CHARTER

OF THE BIRD MOTOR CAR COMPANY, LIMITED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans.

Be it known, that on this day, the thirtieth of the month of October, 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-eighth, before me, Lewis Rossner Graham, a notary public, in and for the parish of Orleans, state of Louisiana, duly commissioned, sworn and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several parties whose names are hereunto subscribed, who severally declared that, availing themselves of the provisions of the laws of this state relative to the organization of corporations, they have covenanted and agreed, and do, by these presents, covenant, agree and bind themselves, and those who may become hereafter 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 The Bird Motor Car Company, Limited, and by said corporate name it shall have and enjoy succession for a period of ninety-nine years from the date hereof, unless sooner dissolved, and shall have all the rights, privileges and immunities granted by law to corporations, and under said corporate name it shall have power and authority to contract, sue and be sued; to make and use a corporate seal; to hold, receive, purchase, convey, hypothecate, mortgage, lease or pledge property, either real or personal, rights or credits, stocks and bonds, to issue bonds, notes and other evidences of debt and to pledge the same; to endorse notes, to have and employ such managers, directors, officers, agents and other employees as the interest and convenience of the corporation may require, and to make rules and regulations for its corporate management and control.

Article II.—The domicile of this corporation shall be in the city of New Orleans, and all citations or other legal process shall be served upon the president, or in case of his absence or inability to act, upon the vice-president, or in case of the absence or inability to act of both of said officers upon the secretary-treasurer.

Article III.—The objects and purposes of this corporation are hereby declared to be: to purchase and sell automobiles of every description, and all parts thereof and accessories thereto belonging, including oils of all kinds, as well as to repair, renovate, store, renew, remodel, reconstruct same, to act as agent for manufacturers of automobiles, etc.; in a word, to do and perform any and all acts and transactions necessary and proper in the conduct of the automobile business; also to handle all kinds of machinery, tools, appliances and implements that may be used in the automobile business.

Article IV.—The capital stock of this corporation is hereby declared to be five thousand dollars ($5,000), divided into and represented by fifty shares of one hundred ($100.00) dollars each, which stock shall be payable in cash, or may be issued in payment of property purchased or for services rendered to this corporation, and shall be paid for at such times as the Board of Directors may require. This corporation shall begin business and become a going concern as soon as three thousand dollars shall be subscribed for.

Article V.—No stockholder may sell, assign or transfer his stock in this corporation without giving to the corporation, through its secretary, thirty days prior notice in writing of such intention, and the other stockholders shall have the first privilege of purchasing the said stock at the book value thereof for a period of thirty days from said notice, after which thirty days' notice the said stock may be sold in the open market.

Article VI.—All the corporate powers of this corporation shall be vested in and exercised by a Board of Directors elected from among the stockholders, two of whom shall constitute a quorum for the transaction of any and all business. The said board shall consist of three directors.

On the first Monday in October, 1914, and annually thereafter, a general meeting of the stockholders shall be held for the purpose of electing directors for the ensuing year. Said election shall be by ballot at the domicile of the corporation, and the shareholders receiving a majority of the votes cast shall be declared elected. Each share of stock shall be entitled to one vote, whether holder thereof is present or represented by a written proxy.

Immediately after election the said directors shall select from their number a president, a vice-president and a secretary-treasurer.

Article VII.—Notice of all meetings of stockholders for election of officers or for any other purpose shall be given in writing by the secretary, to be deposited in the mail at least ten days before such meeting is held, and directed to each stockholder to his name and address, as the same shall appear upon the books of the corporation, unless said notice is waived in writing by all of the stockholders appearing as such on the books.

At all such meetings every stockholder, whether present in person or by proxy, shall be entitled to one vote for each share of stock standing in his name on the books of the company, and a majority of the votes so cast shall be sufficient to elect or decide all questions voted upon.

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

Article IX.—This act of incorporation may be altered, amended or modified, or the corporation may be dissolved by a vote of three-fourths in amount of capital stock, represented at a general meeting of the stockholders called for that purpose, after giving notice thereof as provided in Article VII of this act, and, in case of dissolution, at least a majority of the entire stock must be present or represented at such meeting, and the stockholders at such meeting shall elect two liquidating commissioners who shall have entire charge of such liquidation, with authority to sell and dispose of the assets of the corporation, and to fill any vacancy occurring in their number.

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

Article X.—Until the first election on the first Monday in October, 1914, the following shall constitute the first Board of Directors, viz.: Dan W. Feitel, N. L. Bird and W. M. Brand, with the said Dan W. Feitel as president, N. L. Bird as vice-president, and W. M. Brand as secretary-treasurer.

Article XI.—In case of a vacancy on the Board of Officers or among the officers from any cause, the vacancy shall be filled at a special meeting of the directors called for that purpose.

The Board of Directors shall have power to enact such by-laws, rules and regulations as may be necessary and proper, and the same to alter and amend at pleasure.

THUS DONE AND PASSED in my office in the city of New Orleans aforesaid, the day, month and year first above written, in the presence of Messrs. Nathan H. Feitel and Thomas E. Furlow, competent witnesses residing in this city, who hereto sign their names, together with the said parties and me, Notary, after due reading of the whole.

(Witnesses—Signed): Nathan H. Feitel, Thomas E. Furlow.

Names of subscribers omitted.

(Signed), LEWIS R. GRAHAM, *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 Bird Motor Car Company, Ltd., was this day duly recorded in my office in Book 1119, folio 203.

(Signed), EMILE J. LEONARD, D. R.

New Orleans, Oct. 31, 1913.

A true copy.

LOUIS R. GRAHAM, Notary Public.

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CHARTER

OF C. S. MATHEWS COMPANY.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans.

Be It Known, That on this the 28th day of the month of November, 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-eighth, before me, Alexis Brian, a notary public, duly commissioned and qualified, within and for the Parish of Orleans, State of Louisiana, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared several persons whose names are hereunto subscribed, who severally declared unto me, notary, that, availing themselves of the benefits and provisions of the laws and constitution of the State of Louisiana relative to the organization of corporations, they have formed and organized, and do, by these presents, form and organize themselves, as well as all such other persons who may hereafter join or become associated with them, or their successors, into a corporation, for the objects and purposes and under the covenants, stipulations and agreements following, to-wit:

ARTICLE I.—The name and title of this corporation shall be "C. S. MATHEWS COMPANY," and under said name, unless sooner dissolved, in accordance with its charter, it shall exist and continue and shall have and enjoy corporate existence for a period of ninety-nine (99) years from and after the date of this act. It may have, hold, receive, borrow, loan, exchange, acquire, purchase, sell, alienate, convey, lease, pledge, pawn, hypothecate, encumber or mortgage property of any kind, whether real, personal or mixed, corporeal or incorporeal, movable or immovable; it may accept mortgages, pledges or other forms of security for money loaned or other debts; it may contract, sue and be sued, plead or be impleaded, and may make, adopt and use a corporate seal and the same alter or break at its pleasure; it may name and appoint such managers directors and officers as its interests and convenience may require, and may make and establish such by-laws for the proper management and regulation of its affairs as may be necessary and proper, and generally shall possess all the powers and privileges which corporations are and may hereafter be authorized to possess under the constitution and laws of this state.

ARTICLE II.—The domicile of this corporation shall be at the City of New Orleans, Parish of Orleans, State of Louisiana, and all citations or other legal process shall be served upon the president of said corporation; or, in the event of his absence, upon the vice-president thereof; or, in the absence of both of said officers, upon the 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 as follows, namely:

Section 1. To plant, cultivate, grow, produce, manufacture, refine, buy, sell, import, export, ship, transport, and generally deal in sugarcane, sugar, molasses, syrups and all the products thereof, and to carry on any business incidental thereto, and for the purposes aforesaid; to acquire, construct, lease, own, maintain and operate sugar or other plantations, sugar or other refineries, and any buildings, mills, factories, distilleries and other works necessary therefor; to raise, buy, sell and deal in horses, mules, cattle, live stock and poultry of all kinds, and generally to engage in the business of a planter; to build, buy, rent, sell, establish, maintain, operate and conduct sawmills, hotels, stores, warehouses, depots, etc., and to do a general merchandise business.

Section 2. To bid in, buy, sell, acquire, lease, sublet, or farm for its own account or for the account of others, real estate, lands and tenements, and to survey, subdivide and plat such lands for the purpose of sale or otherwise, and to improve and develop the same by the erection of houses or buildings thereon, and to do such other lawful improvements as may be needful or desirable in and about the improvement or development thereof for any purpose whatever, and particularly to drain and reclaim lands, and for that purpose to form drainage or sub-drainage districts, or to do any act which an individual might lawfully do.

Section 3. To purchase, acquire, receive, hold, own, pledge, sell and dispose of stocks, bonds, mortgages, debentures, notes and other security or evidence of indebtedness of any firm, association, individual or corporation, or of any state, parish, county, ward, drainage or sub-drainage district, or any political sub-division in the State of Louisiana or elsewhere.

Section 4. To construct, purchase, lease, or otherwise acquire and own, maintain and operate steamboats, sailing vessels, barges and other water crafts, piers, docks or wharves, and such lines of tramway or railway within the State of Louisiana or elsewhere as may be convenient, necessary or incidental to any business or enterprise of the company, with all necessary sidetracks, locomotives, cars, depots, roundhouses and other equipment necessary to the operation of said piers, docks, wharves, tramways or railway and the traffic thereon; provided, that this corporation shall not, without an amendment of its charter, have the right to exercise power of eminent domain.

Section 5. To carry on any other business which under the law it may be entitled to carry on which may seem to the corporation to be calculated directly or indirectly to effectuate the aforesaid objects, or either of them, or to facilitate it in the transaction of its aforesaid business or businesses, or any part thereof, or in the transaction of any other lawful business that may be calculated directly or indirectly to enhance the value or to render profitable any of the company's properties and rights, and generally to hold and exercise all such incidental powers and privileges as may be the objects and purposes hereinabove set forth, or as may be necessary, useful or convenient for effecting said objects and purposes.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at two hundred thousand dollars ($200,000.00), divided into and represented by two thousand (2,000) shares of the par value of one hundred dollars ($100.00) each, which capital stock may be increased or reduced by proceedings taken in the manner prescribed by law. The corporation shall have the right to begin and conduct its business as soon as five thousand dollars ($5,000.00) of said stock shall be subscribed.

ARTICLE V.—The corporate powers of this corporation shall be vested in, and the business of same shall be managed, by a board of three (3) directors, to be selected from among the stockholders. The first board of directors shall consist of C. S. Mathews, Mrs. H. M. Lawrason and Mrs. S. M. Ventress. They shall hold office until the first Monday in December, 1914, or until their successors shall have been elected and qualified. Each board of directors immediately upon their election shall meet and elect a president, a vice-president and a treasurer, each of whom must be chosen from among their own number. Of the first board of directors herein named, C. S. Mathews shall be president, Mrs. H. M. Lawrason shall be vice-president, and Mrs. S. M. Ventress shall be treasurer, all of whom shall hold their office until their successors are elected.

The board of directors shall have the right by resolution duly adopted, to increase the number of the board to four (4), and to elect from among the stockholders another director to complete the number of said increased board.

On the first Monday in December, 1914, and annually thereafter, at such hour as may be fixed by the by-laws, the annual meeting of the stockholders of this company for the election of directors shall be held at the office of the company, after at least ten (10) days' notice in writing shall have been given to each stockholder of the time and place of holding said annual election, which notice in writing to each stockholder may be served by transmitting same to him through the mails, addressed to his address as registered on the books of the company; or if no such address be registered, then addressed care general delivery, New Orleans, La.

The voting for directors shall be by ballot, and each stockholder, in person or by proxy, shall be entitled to cast one vote for each share of stock owned by him, which shall have been standing in his name on the company's books for at least ten days prior to the date of said election. A failure from any cause whatsoever to hold said annual election or meeting, or to elect directors or officers on the date above specified, shall not dissolve the corporation; but the directors and officers then in office shall hold over until their successors shall have been elected and qualified, and it shall be the duty of the board of directors, within ten days, to convene another meeting of stockholders, for the purpose of electing directors, of which meeting each stockholder shall have three days prior notice, in writing, by mail, as aforesaid, issued to him by the secretary of the company. A failure of the board of directors to convene such second meeting, or a failure to elect directors at said second meeting, shall likewise not dissolve this corporation; but the incumbent directors and officers shall remain in office until their successors are elected at the next ensuing annual election and have qualified. In case of the death or resignation of any director or officer before the end of his term of office, the vacancy shall be filled by the remaining directors by the election in his place of a stockholder, who shall act until his successor shall have been elected, at the next ensuing annual election, and shall have qualified.

ARTICLE VI.—A majority of the board of directors present, either in person or by proxy, on condition that together they own a majority of the outstanding stock of the corporation, shall constitute a quorum for the transaction of all business of the company by the said board, and a majority vote of any meeting of said board shall prevail, except as herein otherwise provided.

A majority of the board of directors (provided such majority own a majority of the outstanding stock of the corporation) shall have the right, without consulting with or obtaining the consent of the stockholders of this corporation, to sell or alienate all or any part of the real estate or other property owned by or belonging to this corporation, or to mortgage all or any part of said property for any amount and on any terms and conditions that said board of directors may see fit, and to issue as security for said mortgages, bonds, notes or other evidence of indebtedness.

Said board of directors shall have the power to appoint a secretary and manager who may, but need not, be a member of the board of directors, and who shall hold office at the pleasure of the board, and all agents, clerks and employees, and fix their salaries and compensation. The first secretary and manager of this corporation shall be Edward F. Dickinson. The board of directors shall have the power to make, change, alter and modify all proper by-laws, rules and regulations for carrying this charter into effect and for the management of the affairs of the corporation. Any of the said directors shall have the right to delegate to any other director in writing any of the rights and powers by him enjoyed as such director.

ARTICLE VII.—At all meetings of stockholders it shall require a vote of the majority of the stock so present or represented to elect directors, or do any other act, except to amend the charter or dissolve the corporation, which shall require a vote of at least three-fourths of the stock so present or represented, which three-fourths must also be majority of the stock outstanding.

ARTICLE VIII.—Upon the termination of this charter by limitation, or upon the dissolution of the corporation as hereinafter provided for, the business and affairs of the corporation shall be liquidated by three commissioners selected from the stockholders at a general meeting called for that purpose, after giving the stockholders notice as provided in Article V. hereof. In case of the death of a commissioner during the term of his duties, or in case of his failure or refusal to act, the remaining commissioners shall declare the office vacant and shall select a successor from among the stockholders.

ARTICLE IX.—Except as to the increase or decrease of capital stock, which must be done in the manner and form required by law, this act of incorporation may be changed, modified or altered, or the corporation may be dissolved, at a meeting of stockholders called specially for that purpose, after giving the stockholders notice as provided for in Article V. hereof; such meeting to be called by the secretary upon the written request of those holding not less than one-third of the capital stock. In the event the dissolution of the corporation is voted, the commissioners provided in Article VIII, hereof may be selected, if so desired, at the same meeting at which the dissolution is voted.

ARTICLE X.—No stockholder shall be liable or in any manner responsible for the contracts or faults of this corporation beyond any unpaid balance that may be due on the shares of stock owned by him; nor shall any mere informality in its act have the effect of rendering this charter null or of exposing stockholders to liability beyond the amount of their stock.

Thus done and passed in my office, at the City of New Orleans, La., on the day, month and year first hereinabove written, in the presence of Messrs. H. W. Saunders and A. Miranne, Jr., competent witnesses, who hereunto sign their names with said appearers and me, notary, after due reading of the whole.

(Original signed)

Witnesses:

Geo. W. Saunders,

C. A. Miranne, Jr.

C. S. Mathews, 18 shares; Mrs. S. M. Ventress, 1 share; Mrs. H. M. Lawrason (per C. S. Mathews), 1 share.

ALEXIS BRIAN, Notary Public.

I, the undersigned, recorder of mortgages for the Parish of Orleans, do hereby certify that the foregoing act of incorporation of the C. S. Mathews Company was this day duly recorded in my office in Book 1119, Folio —.

(Signed) EMILE LEONARD,

Deputy Recorder.

New Orleans, La., Nov. 29, 1913.

I hereby certify the foregoing to be a true copy of the original charter of the C. S. Mathews Company and of the certificate of the deputy recorder attached.

ALEXIS BRIAN,

Notary Public.

New Orleans, La., Nov. 29, 1913.

Dec 4 11 18 25 Jan 1 8 1914

Plowing at Night.

New South Wales has adopted the California idea of plowing at night. For this purpose two powerful acetylene headlights are attached to the traction engine which draws the plows and the ground is so well and brilliantly lighted that the operator can work over the field quite as well as by daylight.

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CHARTER

OF WOODSIDE TIE AND SHINGLE COMPANY.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans.

Be It Known, That on this 28th day of the month of November, 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-eighth; before me, Scott E. Beer, a notary public in and for the Parish of Orleans, State of Louisiana, therein residing, duly commissioned, sworn 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 severally declared that, availing themselves of the laws of the State of Louisiana in such cases made and provided, they have covenanted and agreed, and do by these presents covenant and agree and bind themselves, as well as all such persons as may hereafter become associated with them, to form a corporation, for the objects and purposes and under the articles and stipulations following, to-wit:

ARTICLE I.—The name and style of this corporation shall be "WOODSIDE TIE AND SHINGLE COMPANY."

ARTICLE II.—The corporation shall enjoy corporate existence for a term of ninety-nine years, and the domicile of this corporation shall be in the City of New Orleans, State of Louisiana. The president of this company, or in his absence the secretary-treasurer, shall be the persons on whom all legal process shall be served.

ARTICLE III.—The objects and purposes of this corporation are hereby declared to be to manufacture ties, shingles and other lumber, and for this purpose to buy, construct, lease and operate sawmills, planing mills, lath mills and shingle and tie mills; to acquire and lease railways, tramways and rights-of-way for the transportation of timber and lumber and other products for the use of its mills and for other purposes; to buy, sell and lease timber lands and to acquire, lease and hold other lands for the use of sawmills, planing mills, shingle mills, lath mills, tie mills, lumber yards and timber yards, and for other purposes; to buy and sell timber, logs, lumber, shingles, ties and other timber products; and to do and perform any and all acts incident to and growing out of the carrying out of any and all of the objects hereinabove enumerated.

ARTICLE IV.—The capital stock of this corporation is fixed at the sum of eight thousand dollars ($8,000), divided into eighty shares of the par value of one hundred dollars ($100) each, which shall be paid for in cash or its equivalent. All shares of stock shall be full paid and non-assessable. The corporation shall become a going concern and be authorized to do business as soon as four thousand dollars ($4,000) of the capital stock shall have been subscribed and paid for in cash.

ARTICLE V.—The powers of this corporation are hereby vested in a board of directors, consisting of five members, to be elected annually on the first Monday in January of each year, except the first board of directors, composed of Gustave Lemle, Abraham Goldberg, A. A. Moreno, Edward Marx and L. S. Boudreaux, who shall hold office until the first Monday in January, 1917, which is the date set for the first election under this charter. Should the first Monday fall on a legal holiday, then the election shall take place on the following Monday. Until the first election under this charter the following shall be the officers of this corporation: Gustave Lemle, president; Edward Marx, vice-president, and Abraham Goldberg, secretary-treasurer.

ARTICLE VI.—The board of directors shall have power to make such rules and by-laws as may be necessary for the conduct of the business and the right to alter and amend at pleasure and to elect and appoint such officers and employees as they deem fit.

ARTICLE VII.—No stockholder shall be held liable for more than the unpaid amount of his subscription.

Thus done and passed at my office in this city on the day, month and year first above written, in the presence of Messrs. Alfred C. Kammer and Eugene Thorpe, competent witnesses, residing in this city, who have hereunto signed their names, together with the said appearers and me, notary, after due reading of the whole.

(Original signed.) (Names of signers omitted.)

Witnesses:

AL. C. KAMMER,

EUGENE THORPE.

SCOTT E. BEER, 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 WOODSIDE TIE AND SHINGLE COMPANY" was this day duly recorded in my office in Book 1119, Folio —.

New Orleans, November 29, 1913.

(Signed), EMILE LEONARD, D. R.

I, the undersigned, notary public, do hereby certify that the above and foregoing is a true and correct copy of the original act of incorporation of "THE WOODSIDE TIE AND SHINGLE COMPANY," on file and on record in my office, together with the certificate of the deputy recorder of mortgages thereto attached, except that the names of the signers are omitted.

Witness my hand and seal this 29th day of November, 1913.

SCOTT E. BEER, Notary Public.

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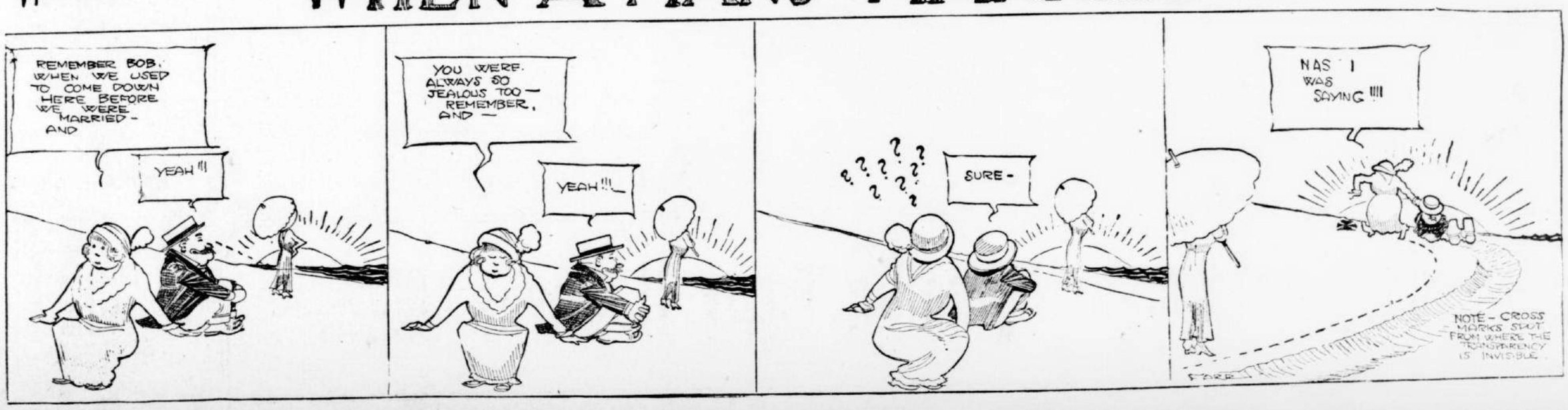
WHEN A MAN'S MARRIED