## CHARTER

OF THE "CALCASIEU OIL & SULPHUR LAND COMPANY, INCORPORATED."

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

Be it known, that on this 22nd day of the month of July, in the year of our Lord one thousand nine hundred and fifteen, and of the independence of the United States of America, the one hundred and thirty-ninth, before me, Meyer Samuel Dreifus, a notary public in and for the parish of Orleans, State of Louisiana, aforesaid, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared: the several persons whose names are hereunto subscribed, of the full age of majority, who declared to me that availing themselves of the laws of this state relative to the organization of corporations, and more especially of Act 267 of the Acts of the General Assembly of the State of Louisiana for the year 1914, page 251, and Act 232 of 1910, page 393, they have covenanted and agreed, and by these presents for covenant and agree for themselves and their successors and assigns to form themselves into a corporation and body politic 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 "Calcasieu Oil & Sulphur Land Company, Incorporated," and under such title it shall have and enjoy succession and existence for a period of ninety-nine years from date hereof; it shall have power and authority to contract, sue and be sued, make and use a corporate seal, the same to break and alter at pleasure; to hold, sell, lease, mortgage, hypothecate or pledge property real, personal or mixed, necessary, incidental or proper for the carrying on of its business, and to that end to further mortgage all oil or mineral leases, grants or contracts held by it, together with all buildings, constructions and improvements placed and erected on said lands, or to be placed or erected thereon, as well as to issue bonds secured by such mortgages; to make and issue notes and certificates of indebtedness; to name, elect and appoint managers, directors and clerks or other employees to properly conduct its corporate business and to make such by-laws, rules and regulations as may be found necessary or desirable for the management of this corporation, and generally to do every other act, matter or thing necessary for the complete and proper carrying out of said business.

Article II.—The domicile of this corporation shall be in the city of New Orleans, parish of Orleans, State of Louisiana, where all citation and other legal process shall be served upon the president, or in the absence of the president, upon the vice-president, or, in the absence of both, upon the secretary-treasurer.

Article III.—To acquire by purchase or lease, or otherwise, lands in the Calcasieu Sulphur and Oil fields of Louisiana, or in any other location in this State, or elsewhere, for the purpose of selling or otherwise disposing of said lands, or for the purpose of prospecting for and obtaining oil, gas, salt, sulphur or other minerals, and to that end to drill or cause to be drilled oil wells, or sink, or cause to be sunk shafts for mining and to buy, lease, or otherwise acquire drilling rigs or other machinery or apparatus necessary to fully accomplish said purposes; and if oil or other minerals are found then to market the same to the best advantage.

(2) To engage in the distribution of oil, gas, salt, sulphur or other minerals either produced by this corporation or other persons or corporations by means of pipe lines, tramways, railroads, boats, barges or other conveyances, or to lease or sublease all or any part thereof to any other persons or corporations for the like purpose, and in order to fully carry out said objects and purposes to purchase, lease, or otherwise acquire pipe lines, tramways, railroads, boats, barges, tank cars, locomotives, pumping stations, and all other machinery and apparatus necessary or incidental thereto.

Article IV.—The capital stock of this corporation is hereby fixed at the sum of six thousand ($6,000.00) dollars, divided into sixty shares of the par value of one hundred dollars each; provided that this corporation shall be a going concern when all of its capital stock shall have been subscribed and paid for in cash or in any other equivalent.

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

Article V.—The capital stock of this corporation, to-wit: The sum of six thousand ($6,000.00) dollars has been paid for by the purchase on the part of this corporation of the following described property, to-wit:

The Southeast quarter of the Northwest quarter of the Northwest quarter of Section 31, Township 8, South Range 9, West Louisiana Meridian containing 40 acres and the South half of the Northeast quarter of the Northwest quarter of Section 31, Township 8, South Range 9, West containing 20 acres in the parish of Calcasieu, State of Louisiana, being the same property acquired by the present incorporators from Lionel M. Ricau, who acquired said property by letters patent from the United States government, pursuant to acts of congress, approved May 20, 1862, and registered in the parish of Calcasieu in book D, folio 25 et sequitur, which said property has been appraised by the said incorporators and directors in the sum of six thousand ($6,000.00) dollars.

Article VI.—All the corporate powers of this corporation shall be vested in and exercised by a board of directors to be composed of three stockholders and a majority shall constitute a quorum.

The officers of this corporation shall consist of a president, vice-president and secretary-treasurer, all of whom shall be members of the board of directors.

The following named persons shall constitute the first board of directors, to-wit: Harry M. Dyett, 3822 Perrier St., New Orleans, La.; Paul Aldige, 714 Esplanade Ave., New Orleans, La.; and Vivian L. Nicholson, Grunewald Hotel, New Orleans, La.; with Harry M. Dyett as president, Paul Aldige as vice-president, and Vivian L. Nicholson as secretary-treasurer, and these directors and officers shall serve until the second Monday in July, 1916, or until their successors shall have been duly elected and qualified.

Thereafter the directors shall be elected annually on the second Monday in July of each year, beginning with the year 1916; all elections of directors shall be by ballot, and each stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the corporation, this vote to be cast in person or by proxy, and it shall require a majority of the stock present or represented to elect.

Failure to elect the board of directors on the second Monday in July, 1916, or annually thereafter shall not work a forfeiture of this charter, but the old board of directors shall remain in office until their successors are elected and qualified.

Article VII.—The board of directors shall hold regular meetings at such times as shall be fixed in the by-laws of this corporation. These meetings shall be held at the domicile of the corporation, but the president may call special meetings of the board of directors at such times as he may deem advisable, and he shall be required to call such special meetings whenever requested to do so by two members of the board of directors. Three days' notice of such special meetings shall be given in writing to the directors unless waiver of notice is signed by the directors. Any vacancy occurring on the board either by death, resignation, or inability to serve shall be filled by the board of directors at its next regular meeting after such vacancy shall have occurred. The first board of directors of this corporation shall be required to draft suitable by-laws for the government of this corporation, which may be altered, amended or changed as the exigencies of the case may require.

Article VIII.—This charter may be modified, or altered, the capital stock thereof increased or decreased, or the corporation may be dissolved with the assent of two-thirds of the capital stock present or represented at any meeting of the stockholders held for that purpose after prior notice in writing to each stockholder or mailed to him at his last known post office address, all in accordance with the terms of Act 267 of 1914.

Article IX.—At the expiration of this charter, or the earlier dissolution of this corporation for any cause, its affairs shall be liquidated by one or more liquidators to be elected by the stockholders, all of whom shall hold stock in said company and said commissioners are hereby vested with full power and authority to liquidate the affairs of said company, with full power to act under the terms of section 30 (thirty) of Act 267 of 1914.

Article X.—The appearers hereby declare that they have subscribed to the following number of shares in the proportion set opposite their names, and the signatures thereto shall constitute their original subscription to the capital stock of said corporation in the proportion set opposite their names.

Thus done and passed, in my office, in the city of New Orleans, on the day, month and year first above written, in the presence of Charles F. Hager and John A. Wentworth, competent witnesses, who have signed these presents, together with the said appearers and me, notary, after due reading of the whole.

Original signed: H. M. Dyett, 20 shares; Paul Aldige, 20 shares; V. L. Nicholson, 20 shares. Witnesses: Charles F. Hager, John A. Wentworth.

MEYER S. DREIFUS, 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 "Calcasieu Oil & Sulphur Land Company, Incorporated," was this day recorded in my office in book 1157, folio 393.

New Orleans, July 22, 1915.

(Signed) EMILE J. LEONARD,
Deputy Recorder.

A true copy.

MEYER S. DREIFUS, Notary Public.

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## ACT OF AMENDMENT

OF INCORPORATION OF SOUTHERN MINERAL AND LAND IMPROVEMENT COMPANY.

State of Louisiana, Parish of Orleans, City of New Orleans.

Be it known, that on this 31st day of July, in the year of our Lord, one thousand nine hundred and fifteen, before me, Henry George McCall, a notary public, duly commissioned and qualified, in and for the parish of Orleans, State of Louisiana, and in the presence of the undersigned witnesses, personally came and appeared: Messrs. Isaac L. Lyons, Sr., and Isaac L. Lyons, Jr., both of full age of majority and residents of the city of New Orleans, herein appearing in their capacities of president and secretary, respectively, of the Southern Mineral & Land Improvement Company, a corporation duly organized under the laws of the State of Louisiana, and domiciled in the parish of Orleans, the said appearers herein acting in their said capacities and for and in behalf of said corporation, under and by virtue of a resolution adopted at a special meeting of the stockholders thereof, hereinafter referred to, who declared that notice thereof had been given to the stockholders more than ten days prior to the said meeting, as per publication in the Times-Democrat on August 7th, 13th, 20th, 27th, 29th and 30th and September 3rd and 8th, 1914, and in the Daily States on August 7th, 13th, 20th, 27th, 29th and 30th, and September 3rd and 7th, 1914; that pursuant to said notice, a general meeting of the stockholders of said Southern Mineral & Land Improvement Company was held in the office of the said company in the parish of Orleans, on the 8th day of September, 1914, for the purpose of amending the original act of incorporation of said company; and that at said meeting more than three-fourths of all of the capital stock of said company was present, represented and voted; and it was at said meeting unanimously agreed and decided by all the stockholders of said company, present and voting, that Articles V and VIII of said act of incorporation should be changed, altered and amended in the particulars following, to-wit:

That Article V was amended so as to read as follows:

Article V.—All the corporate powers of the said corporation shall be vested in and exercised by the board of directors composed of twelve stockholders of the corporation, to be elected on the first Monday of February, 1915, and annually thereafter, and until said date the board elected in February, 1914, shall remain in office. All such elections shall be by ballot and shall be conducted at the office of said corporation under the superintendence of three commissioners to be appointed by the board of directors, and in the event of the absence of any of said commissioners, the president shall have power to fill the place or places by appointment.

Notice shall be given of said elections by two publications in one of the daily newspapers of the city of New Orleans, the first to be not more than twelve nor less than eight days prior to the election and the second to be on the day of the election; and the directors then elected shall continue in office until their successors shall have been elected.

Each stockholder shall be entitled to cast in person or by proxy twelve votes for each share of stock owned by him, and said twelve votes may be cast for one individual or may be divided among several individuals not exceeding twelve as the owner of such stock may desire; provided that no fractional votes shall be accepted; and the twelve persons receiving the highest number of votes at each election shall be declared elected as directors for the ensuing term of one year.

If, at any time, there should be a failure to elect directors as above provided, such failure shall not dissolve the corporation, but the then existing board of directors shall continue to hold their offices, and as soon as may be thereafter, there shall be held another election, whereof notice shall be given as above provided in one of the daily papers published in the city of New Orleans.

Each director shall hold in his own name, or in the name of the firm whereof he is a member, at least five shares of the capital stock of the corporation.

Any vacancy occurring in said board of directors, from any cause whatever, shall be filled by the remaining directors. Five directors shall constitute a quorum for the transaction of business. Any director about to absent himself for one month or more, may, by writing under his hand, appoint a proxy to act for and represent him in his absence at a meeting of said board, which said proxy shall have and exercise all the powers and privileges of said absent director for the time being, provided said proxy shall hold not less than five shares of the capital stock of the company; and provided also that said proxy be approved by the board of directors for the time being. In the event that such a director shall fail to appoint a proxy, then the board of directors may fill the vacancy during the absence of such director. The board of directors, at the first meeting after their election, shall elect out of their number a president, a first vice-president and a second vice-president, and appoint a secretary and treasurer, and the board from time to time shall appoint such officers, clerks, agents and other employees as may be deemed necessary for the business and purposes of said corporation, and dismiss the same at pleasure, and shall have full power and authority to make and establish, as well as change or amend and alter all by-laws, rules and regulations deemed requisite for the support and management of the affairs and business of said corporation, and shall have also full power to borrow money, execute mortgages, issue bonds, make contracts and do all things they may deem necessary, and generally to do all things and acts in all matters pertinent to the objects and purposes of which are or may be permitted by the laws applicable to corporations, as also to issue and deliver full paid shares of this stock or the bonds or obligations of this corporation, for labor done or money or rights in property actually received. But no bond shall be issued and no mortgages executed without the assent and authorization of the owners of two-thirds of the stock represented at a meeting of stockholders convened for that purpose after prior notice shall have been given as provided above, in a daily newspaper published in the city of New Orleans; except such mortgages as it may be necessary to execute in order to secure the deferred payments on property which may be acquired by the company.

That Article VIII was amended so as to read as follows:

Article VIII.—This act of incorporation may be changed, modified, or altered, the capital stock of the company may be decreased, or said corporation may be dissolved, with the assent of the owners of two-thirds of the entire capital stock given at a general meeting of the stockholders convened for such purposes, after previous notice of such meeting shall have been published once a week for thirty days in a daily newspaper published in the city of New Orleans.

The capital stock of this corporation may be increased from time to time, to any amount the board of directors may find necessary, by complying with the requirements of an act of Legislature of this State entitled "An Act to Provide the manner in which corporations may increase their capital stock, and to carry into effect Article 239 of the Constitution," approved on the 23rd of June, 1882.

Whenever any increase of the capital stock shall be duly authorized, thirty days notice of the same shall be given in one of the daily newspapers in the city of New Orleans, within which time stockholders shall first have the first privilege of taking the additional shares in the proportion which the shares held by them bear to the capital stock of the company previous to such increase, and any shares not taken at the expiration of that time may be disposed of by the directors for the benefit of the corporation.

Whenever any decrease shall be determined upon, thirty days notice of the same shall be given by publication in one of the daily newspapers of New Orleans.

Thus done and passed at my office, in the parish of Orleans, State of Louisiana, on the day and in the month and year herein first above written, in the presence of Messrs. Azzo J. Plough and Irwin A. Beyer, competent witnesses of lawful age, residing in this city, who have signed their names with said appearers and me, notary, after due reading of the whole.

Original signed: I. L. Lyons, president; I. L. Lyons, Jr., secretary. Witnesses: Azzo J. Plough, Irwin A. Beyer.

HENRY G. McCALL, Not. Pub.

CERTIFICATE

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 amendment of incorporation of the Southern Mineral & Land Improvement Company was this day duly recorded in my office in book 1157, folio ——.

New Orleans, August 2, 1915.

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

I do hereby certify that the above and foregoing is a true and correct copy of the original act of amendment to the act of incorporation of the Southern Mineral & Land Improvement Company, together with the certificate of the recorder of mortgages for the parish of Orleans thereto appended, on file and of record in my notarial office.

New Orleans, Aug. 2, 1915.

HENRY G. McCALL, Not. Pub.

(Stamp)

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## AMENDMENT TO CHARTER

OF LOISEL'S MODEL FARMS, INCORPORATED.

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

Be it known, that on this twenty-third day of the month of July, in the year of our Lord, one thousand nine hundred and fifteen, and of the independence of the United States of America, the one hundred and thirty-ninth, before me, Edouard F. Henriques, a notary public, duly commissioned and qualified, in and for this city and the parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared:

Victor Loisel and Edward O. Wild, both of full age, and residents of New Orleans, the president and secretary, respectively, of the Loisel's Model Farms, Incorporated, which said parties appear herein under and by virtue of the authority in them vested by a resolution adopted by the stockholders of the said Loisel's Model Farms, Incorporated, passed at a meeting held at the office of said company in the city of New Orleans on the 17th day of July, 1915, at 10 o'clock a. m., which resolution provides for the amendment of Article Four of the charter of said company, increasing the capital stock of the said company to forty thousand and 00-100 ($40,000) dollars, and authorized and instructed the said president and secretary to appear before a notary public to put said change and amendment of record in authentic form, a copy of the minutes of said meeting, and a copy of the said resolution, duly certified by the president and secretary, is hereto annexed and made part hereof.

And the said appearers declare, in their respective capacities, that in conformity with the said resolution and in furtherance of their instructions, Article Four of the Charter of the Loisel's Model Farms, Incorporated, executed before Joseph Kenton Bailey, notary public, on the sixth day of April, 1915, and duly recorded in the mortgage office for the parish of Orleans, in book 1157, folio 160, is hereby altered and amended to read as follows, to-wit:

Article Four—"The capital stock of this corporation is hereby fixed at the sum of forty thousand and 00-100 ($40,000.00) dollars, divided into and represented by four thousand (4,000) shares of the par value of ten and 00-100 ($10.00) dollars each. Said stock shall be paid for in cash, or in such installments and at such time and after such notice to subscribers as the board of directors may fix, or same may be issued at not less than par for labor done or services performed for said corporation, or for property or rights actually received by said corporation.

"Twenty thousand and 00/100 ($20,000.00) dollars of the capital stock of this corporation has now been subscribed; ten thousand and 00/100 ($10,000.00) dollars has been paid into the corporation, and the corporation is now a going concern."

That in accordance with said resolution, the said appearers acting in their aforesaid capacities, do hereby adopt said Article Four as part of the original Act of Incorporation, passed before Joseph Kenton Bailey, notary public, on April 6, 1915, to serve and avail, as in law may require.

Thus done and passed at my office in the city of New Orleans, on the day, month and years first above written, in the presence of O. Cochran and Ferdinand Schaff, competent witnesses, who reside in this parish, who have signed these presents, together with the said appearers and me, notary, after reading of the whole.

Original Signed: Victor Loisel, President; Edw. O. Wild, Secretary. Witnesses: O. Cochran, Ferdinand Schaff.

EDOUARD F. HENRIQUES, 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 amendment of incorporation of the Loisel's Model Farms, Inc., was this day duly recorded in my office, in book 1157, folio ——. New Orleans, July 27, 1915.

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

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

EDOUARD F. HENRIQUES, Notary Public.

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August 7, 1915.

## CHARTER

OF THE AMERICAN FISH COMPANY, INC.

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

Be it known, that on this seventh day of the month of August, in the year of our Lord one thousand nine hundred and fifteen, and of the independence of the United States of America, the one hundred and fortieth, before me, Gustave A. Llambias, a notary public, duly commissioned, sworn and qualified in and for the parish of Orleans, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared: Mr. Dominick C. O'Malley, Mr. Samuel E. Redfern, Mr. Adam Estopinal, Dr. Charles J. Landfried and Mr. Charles E. Wermuth, all of them of full age and of this city with the exception of Adam Estopinal, a resident of the parish of St. Bernard, in this state. And the said appearers declared that, availing themselves of the laws of this State, particularly Act No. 267 of 1914, relative to the organization of corporations, they do, by these presents, agree and bind themselves, as well as such other persons as may hereafter become associated with them, to form and constitute a corporation for the object and purposes and under the articles and stipulations following, to-wit:

I. The name and title of this corporation shall be "The American Fish Company, Inc." In its said name and corporate capacity, it shall have and enjoy succession for the term of ninety-nine years from the date hereof, and shall possess each and every power, capacity, privilege or immunity, now or hereafter granted by law to trading or commercial corporations.

II. This corporation shall be domiciled in the city of New Orleans, Louisiana; and the president, and, in his absence, the vice-president, are designated as the officers upon whom citation, or other legal process, can be served.

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:

1. To acquire all the property, assets and good-will of the American Fish, Game and Oyster Company, and to continue the wholesale and retail fish, game, oyster and general merchandise business heretofore conducted by said company.

2. To buy and sell, at wholesale or retail, and to deal generally in, fish, oysters and all sea food, and meat, game, fruit, vegetables, poultry and all dairy products; and to conduct said business for its own account or on commission.

3. To acquire, lease, maintain and operate a canning factory and icing plant for the canning, jarring or preserving of any and all of the commodities above referred to, and to dispose, at wholesale or retail, of such canned or preserved goods;

4. To conduct and operate a general catering business, and, to that end, to sell, furnish and distribute selected assortments and menus for home or family consumption;

And generally, for the purpose of attaining or furthering any of the objects and purposes above enumerated and all other objects and purposes therewith connected or incidental thereto, to do any and all other acts and things which a copartnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

IV. The capital stock of this corporation is now fixed at seventy-five thousand dollars ($75,000.00), divided into seven hundred and fifty (750) shares of common stock, of the par value of one hundred dollars ($100.00) each. The capital stock, in shares of the same value, may be increased, according to law, up to the sum of one hundred thousand dollars ($100,000.00). Subscriptions to stock shall be paid for in cash, at such times and in such amounts and with such notices to the subscribers as may be fixed by the board of directors, subject to the limitation in this regard now imposed by law. No stock certificate shall issue to any person until the payment in full of the shares subscribed for by him. Before any stockholder shall make a sale of his stock, he shall offer same to the board of directors, which shall act as agent for the sale of the stock to another stockholder; provided that if the board of directors is unable to sell said stock, within thirty days thereafter, at the price fixed by its owner, the stockholder's right to dispose of his stock shall become unrestricted.

V. The appearers here declared that they have subscribed, respectively, to the following number of shares of the capital stock of this corporation, to-wit: D. C. O'Malley, 3934 Canal street, New Orleans, 390 shares; S. E. Redfern, 4702 Perrier street, New Orleans, 60 shares; Adam Estopinal, St. Bernard P. O., La., 5 shares; Dr. C. J. Landfried, 606 Louisiana Abstract Bldg., New Orleans, 10 shares; Charles E. Wermuth, 718 Hennen building, New Orleans, 5 shares.

The said subscription of D. C. O'Malley shall be fully paid for and settled by the transfer by him to this corporation of all the assets, property, business and goodwill of the American Fish, Game and Oyster Company, of New Orleans; a detailed and itemized statement and description of such property being hereto annexed, and the said property and goodwill having been appraised by the directors of the present corporation at the values set forth in the said annexed memorandum.

The shares of stock subscribed for by S. E. Redfern have been fully paid for by, and will be delivered to him in consideration for, his services in promoting, organizing and establishing the present corporation.

VI. All the powers of this corporataion shall be vested in, and be exercised by, a board of directors, to be composed at the present time of five stockholders, who shall be elected at a stockholders' meeting to be held for that purpose, annually, on the first Saturday of August, at the domicile of the corporation. At its first meeting, following election, the directors shall elect from their own number, for the term of one year, a president, vice-president and treasurer, who shall remain in office until their successors have been duly elected and qualified, and who shall perform such duties as are assigned to them, respectively, by the directors and as are provided by the by-laws, rules and regulations to be adopted for the operation of this corporation. The directors shall also designate and appoint a secretary for said corporation, who shall hold office at the pleasure of said board, and who need not be a stockholder.

At any time, the stockholders of this corporation, at a special meeting called for that purpose, may increase the number of directors, but the total number of the directors shall never be more than nine; and the additional directors thus elected shall hold office for the unexpired term, and their successors shall be elected as provided herein.

VII. The first board of directors of this corporation shall be composed of Messrs. D. C. O'Malley, 3934 Canal street, New Orleans, S. E. Redfern, 4702 Perrier Street, New Orleans, Adam Estopinal, St. Bernard P. O., La., Dr. C. J. Landfried, 606 Louisiana Abstract Building, New Orleans, and Charles E. Wermuth, 718 Hennen Building, New Orleans; with Mr. D. C. O'Malley as president, Mr. S. E. Redfern as vice-president, and Mr. C. E. Wermuth as treasurer; and these directors and officers shall serve until the first Saturday of August, 1917 (when the first election of directors, under this charter, shall be held), or until their successors have been duly elected and have qualified.

Done and passed in my office, at New Orleans, the day, month and year first above written, in presence of Messrs. Delvaille H. Theard and Frederick Leland, competent witnesses, who have signed with the appearers and me, notary, after due reading.

(Original signed): D. C. O'Malley, 390 shares; S. E. Redfern, 60 shares; Adam Estopinal, 5 shares; Chas. E. Wermuth, 5 shares; C. J. Landfried, M. D., 10 shares.

Witnesses: Delvaille H. Theard, Frederick Leland.

GUS. A. LLAMBIAS, 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 American Fish Company, Incorporated, was this day duly recorded in my office in book 1157, folio ——. New Orleans, August 11, 1915.

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

A true copy.

GUS. A. LLAMBIAS, Not. Pub.

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## CHARTER

OF "C. B. FOX COMPANY (INC.)"

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

Be it known, that on this twenty-ninth day of July, in the year of our Lord one thousand nine hundred and fifteen, before me, Purnell Mitchell Milner, a notary public, in and for the State of Louisiana, parish of Orleans, aforesaid, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who declared to me, notary, in the presence of the undersigned witnesses that, availing themselves of the provisions of the laws of the State of Louisiana, and particularly Act 267 of the General Assembly of the State of Louisiana for the year 1914, they have mutually agreed and contracted, and by these presents do agree and contract, and bind and obligate themselves, their heirs and assigns, and all persons who may hereafter become associated with them herein, to form a corporation under the name and for the objects and purposes, and under the terms and stipulations and provisions contained in the following articles, to-wit:

(a) The name of this corporation shall be "C. B. Fox Company (Inc.)"

(b) The objects and purposes for which this corporation is established, and the nature of the business to be carried on by it are declared to be, as follows: To carry on a general exporting and importing business in grain and all of its products; to buy and sell said products, also cotton seed products, and all other kinds of merchandise whatsoever, either for its own account, or on commission; to act as agent in the handling of said products and for the consignment of vessels; to operate a public warehouse or elevator, and generally to do and perform all acts incidental or germane to the objects and purposes herein declared.

(c) The capital stock of this corporation shall be one hundred thousand dollars ($100,000.00).

(d) The capital stock of this corporation may be increased to two hundred thousand dollars ($200,000.00).

(e) The capital stock, as presently constituted, shall consist of one thousand (1,000) shares, of the par value of one hundred dollars ($100.00) a share.

(f) The domicile of this corporation shall be in the city of New Orleans, State of Louisiana, where all meetings of stockholders and directors must be held, provided that with the written consent of all directors, valid meetings of directors may be held outside of the State or within the State elsewhere than at its domicile.

Service of all legal process shall be made upon the president of this corporation or, in his absence, on the secretary-treasurer.

(g) This corporation shall exist and enjoy succession for the full term and period of ninety-nine years from the date hereof.

(h) The business and affairs and corporate powers of this corporation shall be conducted by three (3) directors elected by and from the stockholders annually, on the first Monday of July of each year, unless such day be a holiday, in which event said election shall take place on the next succeeding day which is not a holiday.

The board of directors shall be composed of the following named persons, who shall serve until the first Monday of July, 1916, or until their successors are elected: C. B. Fox, 1302 State street; G. W. Anderson, 553 Broadway; Harry L. Daunoy, 4828 Laurel street; with C. B. Fox, 1302 State, as president and G. W. Anderson, 553 Broaodway, as secretary-treasurer.

(i) This article of incorporation bears the name and post office addresses of the subscribers to same, and a statement of the number of shares which each agrees to take.

(j) This corporation shall have all the powers enumerated in section 7 of act 267 of the General Assembly of the State of Louisiana for the year 1914.

(k) This act of incorporation may be amended, and the corporation dissolved, and its affairs liquidated, as provided for in act 267 of the General Assembly of the State of Louisiana for the year 1914.

Thus done and passed, in my office, in New Orleans, Louisiana, on the date and in the month and year herein first above written, in the presence of Chas. H. Black and R. F. Schneider, competent witnesses, residing in this city, who have hereunto signed their names with appearers and me, notary, after reading of the whole.

Original Signed: C. B. Fox, 1302 State St., 998 shares; G. W. Anderson, 553 Broadway, 1 share; Harry L. Daunoy, 4828 Laurel St., 1 share. Witnesses: Chas. H. Black, R. F. Schneider.

Purnell M. Milner, Not. Pub.

I, the undersigned deputy 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 "C. B. Fox Company (Inc.)" was this day duly recorded in my office in book 1157, folio ——.

New Orleans, Louisiana, July 29, 1915.

(Signed) EMILE J. LEONARD,
Deputy Recorder of Mortgages.

State of Louisiana, Parish of Orleans.

I, Purnell Mitchell Milner, a notary public, duly commissioned and qualified, in and for the parish of Orleans, State of Louisiana, therein residing, certify that the foregoing is a true and correct copy of the act of incorporation of "C. B. Fox Company (Inc.)" and also of the certificate of the recorder of mortgages for the parish of Orleans, thereto appended, on file and of record in my notarial office.

In faith whereof, I have hereunto set my hand and affirmed my seal at New Orleans, Louisiana, this 29th day of July A. D., 1915.

PURNELL M. MILNER, Not. Pub.

(Stamp)

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## CHARTER

OF THE WOODLAND HEIGHTS REALTY OIL & GAS COMPANY, INCORPORATED.

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

Be it known, that on this nineteenth day of the month of August, in the year one thousand nine hundred and fifteen, before me, Walter L. Gleason, a notary public, duly commissioned and qualified 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 this State, in such cases made and provided, relative to the organization of corporations, 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 Woodland Heights Realty, Oil & Gas Company, Incorporated, and under that name it shall have and enjoy all the rights, advantages and privileges 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, hypothecate and pledge property, real, personal or mixed; to issue bonds, notes and other obligations; to have and employ such officers, managers, directors, agents and other employees as the interest and convenience of said corporation may require or demand; to make and establish such by-laws, rules and regulations for the corporate management and control of the affairs of said corporation as may be deemed necessary and expedient.

Article II.—The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are hereby declared to be: to buy, sell and deal in, for its own account or for the account of any individual, firm or corporation, real estate, mineral, timber and agricultural lands, tenements and conduct plantations or farms; bore or drill oil wells, artesian wells, and to lease, hire or rent property, lands, tenements; to make leases as lessor or lessee; and generally, to do and engage in any other business, undertaking or enterprise in connection with, growing out of, germane or incidental to any of the objects and purposes hereinabove set forth or contemplated by this charter.

Article III.—The capital stock of this corporation is hereby fixed at the sum of fifty thousand dollars which amount may be increased to a sum not exceeding two hundred thousand 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, on such terms and conditions as may be decided by the board of directors, or may be issued for not less than par for property purchased by or services actually rendered to said corporation. All shares of stock shall be full paid and non-assessable. No transfer of stock shall be binding upon the corporation unless made upon its books, and all certificates of stock shall be signed by the president or vice-president and the secretary of said corporation.

Article IV.—The domicile of said 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 of said corporation. In case of the absence or inability of both of said officers, then said process shall be served on the secretary of said corporation.

Said corporation shall have the right and power to establish and maintain and conduct offices throughout the United States of America and foreign countries.

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 by a board of directors composed of nine stockholders, which number may be increased to no more than fifteen at the discretion of the board of directors, a majority of whom shall constitute a quorum for the transaction of all business. Said directors shall be elected every year on the first Monday in October. Each stockholder shall be entitled in person or by written proxy to one vote on every share of stock owned by him and standing in his name on the books of the company. All elections shall be held under such rules and regulations as may be determined by the board of directors and after at least ten days' notice in writing of such election shall have been given to each stockholder at his last known address, or by publication in one of the daily newspapers published in the English language 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 elect 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. The said board of directors shall likewise elect the additional members in case they should determine to increase the number of the board, as above provided. Said board of directors shall at its first meeting, after its election, elect from among their number, a president, one or more vice-presidents, a secretary and a treasurer. It may combine the two last mentioned offices into one, and may even elect a secretary who need not be a stockholder. Said board of directors shall fill all vacancies among the officers of the corporation and shall have the right to appoint and dismiss such clerks, managers and other employees of the corporation, including the secretary who is not a stockholder, as conditions may justify, or the business of the corporation may require. The tenure of office of all employees of this corporation shall be during the pleasure of the board of directors.

Article VI.—The original subscribers to this act of incorporation shall consist of, viz.: Samuel L. Jacobs, whose post office address is New Orleans, La.; Morris Feitel, whose post office address is New Orleans, La.; Chas. Kohlmeyer, whose post office address is New Orleans, La.; Chas. Pajewski, whose post office address is New Orleans, La.; Mose Hollander, whose post office address is New Orleans, La.; C. D. Schmidt, whose post office address is New Orleans, La.; Zahn Bros., whose post office address is New Orleans, La., and John Miller, whose post office address is New Orleans, La.

Article VII.—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 VIII.—This act of incorporation may be changed, modified, or altered, or this corporation may be dissolved in full in accordance with the terms and provisions as fully set forth in Act No. 267 of the General Assembly of the State of Louisiana for the year 1914.

Article IX.—Until the election to be held in 1916, the following named stockholders shall constitute the first board of directors, viz.: Samuel L. Jacobs, Maurice Feitel, Charles Kohlmeyer, Charles D. Schmidt, John Miller, Charles Pajewski, Mose Hollander and Albert Zahn, with the said Samuel L. Jacobs, as president, Maurice Feitel, as first vice-president, Charles Kohlmeyer, as second vice-president and Mose Hollander as treasurer.

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 Edward Burke, 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: Names of subscribers omitted.

(Stamp) WALTER L. GLEASON, 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 Woodland Heights Realty Oil and Gas Company, Incorporated, was this day duly recorded in my office in book 1157, folio ——. New Orleans, La., August 20, 1915.

EMILE J. LEONARD, Dy. R.

A true copy from the original act.

WALTER L. GLEASON, Not. Pub.

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