CHARTER
OF ACME ICING MACHINE COMPANY, INC.

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

Be it known, that on this the 30th day of the month of October, 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, Sidney L. Feibleman, 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 the several persons whose names are hereunto subscribed, who severally declared that, availing themselves of the benefits and provisions of the Constitution of the State of Louisiana and of the laws of said state relative to the organization of corporations, and particularly of the provisions of Act No. 267 of the General Assembly of the State of Louisiana for the year 1914, they have united to form, 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 stock 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 "Acme Icing Machine Company, Inc.," and under and by said name, unless sooner dissolved in accordance with law and this charter, it shall exist and continue, and shall have and enjoy corporate existence and succession 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 by grant, gift or purchase, devise or bequest, sell, alienate, dispose of, convey, lease, pledge, pawn, hypothecate, encumber or mortgage property of any kind, whether real, personal or mixed, corporeal or incorporeal, movable or immovable, all subject to such limitations as may be prescribed by law. It may make, issue and endorse bonds or notes and other evidences of debt. 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 by its corporate name in any court of competent jurisdiction. It may make, adopt and use a common seal and alter the same at pleasure. It may hold stock in other corporations, and its capital stock may be issued for capital stock in other corporations. It may name, appoint and employ such managers, directors, officers, agents and other employes as its said business and convenience may require, and may fix their compensation, having due regard to the nature, character and value of their services. It may make and establish by-laws, rules and regulations not inconsistent with this charter or any existing law, fixing or altering the management of its property, the regulation and government of its affairs, and the manner of the certification and registration of its stock. It may wind up and dissolve itself, or be wound up and dissolved in the manner prescribed by law. It may conduct business in this state, other states, the Federal districts, the territories and possessions of the United States, and any foreign country. It generally shall possess all the powers, rights, privileges and immunities which corporations are and may hereafter be authorized to possess under the constitution and laws of this state, and particularly under Act No. 267 of the acts of the General Assembly of the state of Louisiana for the year 1914. And it shall have the power to invest its board of directors with all of its corporate powers, subject to such restrictions as may be named in this charter.

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 its president, or in the event of his absence upon its vice-president, or in the event of the absence of both of said officers upon its secretary-treasurer.

Article III.—The objects and purposes for which this corporation is formed and the nature of the business to be carried on by it are hereby declared to be to manufacture, buy, sell, import, export and generally deal and trade in merchandise, material and machinery, including manufacturers and mill supplies, engines, boilers, tools, foundry and factory supplies and hardware of all kinds; to act as the agent of manufacturers and others in the buying, selling and handling of all kinds of articles, both manufactured, unmanufactured and in the process of manufacture, and 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 of 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 relate to the objects and purposes hereinabove set forth or as may be necessary, useful or convenient for effecting said objects and purposes.

Article IV.—The authorized capital stock of this corporation is hereby declared to be the sum of ten thousand dollars ($10,000.00), which capital stock may be increased in the manner provided by law to the sum of fifty thousand dollars ($50,000.00). The presently authorized capital stock of this corporation shall be represented by five hundred (500) shares of the par value of twenty dollars ($20.00) each. The said capital stock shall be fully paid and non-assessable when issued, shall be represented by certificates and shall be personal property. No transfer of said capital stock shall be binding upon this corporation unless made in accordance with its charter and by-laws and recorded on the books thereof.

Article V.—The capital stock of this corporation shall be paid for in cash at such times and in such amounts and after such notices to the subscribers as may be fixed by the board of directors, except that, whereas Lyman C. Reed and Owen P. Smith, of the city of New Orleans, State of Louisiana, have invented a certain new and useful improvement in the process of icing biscuits and cakes, for which they have made application for letters patent of the United States, this corporation, in payment of the subscription to four hundred and ninety-nine (499) shares of its capital stock, may receive and take title to the full and exclusive right to the said invention, as fully set forth and described in the specifications prepared and executed by the said Lyman C. Reed and the said Owen P. Smith on the 26th of October, 1915, and filed in the United States Patent Office on the 28th day of October, 1915, under the serial number 56[illegible], preparatory to obtaining letters patent of the United States under said application, with the understanding that the letters patent to be issued under said application shall vest the exclusive right of said invention and the said letters patent in this corporation, which invention and the rights thereunder have been appraised by the parties hereinafter named as the first board of directors of this corporation as having a value of at least ten thousand dollars ($10,000.00).

Article VI.—The business of this corporation shall be managed and all the corporate powers thereof, except as hereinafter stated, shall be vested in and exercised by a board of not less than three (3) nor more than seven (7) directors, to be elected from among its stockholders, and a majority of the directors at any time in office, either present in person or represented by proxy, shall constitute a quorum, provided that so long as there are less than five directors the full board only, either present in person or represented by proxy, shall constitute a quorum.

Article VII.—The first board of directors of this corporation shall be composed of Lyman C. Reed, whose postoffice address is No. 938 Lafayette street, New Orleans, Louisiana, Owen P. Smith, whose post office address is No. 634 Baronne street, New Orleans, Louisiana, and Abraham Goldman, whose postoffice address is No. 632 Baronne street, New Orleans, Louisiana, with Lyman C. Reed as president, Owen P. Smith as vice-president, and Abraham Goldman, as secretary-treasurer. Said board of directors shall serve until the first meeting of stockholders for the election of directors, or until their successors are elected and qualified, and said board of directors shall have the power to increase the membership of said board at any time to a number not exceeding seven (7) and shall have the right to elect from the stockholders of this corporation said additional directors.

Article VIII.—On the second Monday in January, 1917, and annually thereafter on the second Monday in January in each year, a meeting of the stockholders of this corporation shall be held at its domicile for the purpose of electing directors for the ensuing year, and at such meetings the stockholders shall have the right of cumulative voting in the election of directors and shall have the right of electing the number of directors then in office, and if there be not as many as seven directors then in office, shall have the right of electing additional directors so long as the full number of directors elected does not exceed seven. A failure from any cause whatsoever to hold the annual meeting of stockholders, or the failure to elect directors thereat, shall not dissolve this corporation, but the directors and officers then in office shall remain in office until their successors shall have been respectively duly chosen, elected, qualified and installed.

Article IX.—The board of directors shall have the power to name an executive committee with such membership as it may determine, which executive committee shall in the interim between the meetings of the board of directors exercise all the powers vested in and exercised by said board of directors.

Article X.—This charter may be amended, and the capital stock of this corporation may be increased or decreased, or this corporation may be dissolved in the method and manner provided by law.

Article XI.—No stockholder of this corporation shall ever be held liable or responsible for the contracts or faults of this corporation in any further sum than the unpaid balance on the stock for which he has subscribed, nor shall any mere informality in organization have the effect of rendering this charter null or of exposing a stockholder to any liability other than as above provided.

Thus done and passed in my office at the city of New Orleans, Louisiana, on the day, month and year herein first above written, in the presence of I. R. Saal and C. A. Miranne, Jr., competent witnesses, who hereunto sign their names with said appearers and me, notary, after due reading of the whole.

Original signed: Lyman C. Reed, 938 Lafayette St., 249 shares; Owen P. Smith, 634 Baronne St., 250 shares; Abraham Goldman, 632 Baronne St., 1 share. Witnesses: I. R. Saal, C. A. Miranne, Jr.

SIDNEY L. FEIBLEMAN,
(Stamps) Notary Public.

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 the Acme Icing Machine Company, Inc., passed before Sidney L. Feibleman, a notary public, duly commissioned and qualified within and for the parish of Orleans, State of Louisiana, on the 30th day of October, in the year of our Lord one thousand, nine hundred and fifteen, was this day duly recorded in the office of the recorder of mortgages for the parish of Orleans, State of Louisiana, in book 1157, folio —.

Dated at New Orleans, La., this 30th day of October, 1915.

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

I hereby certify that the above and foregoing is a true and correct copy of the act of incorporation of the Acme Icing Machine Company, Inc., passed before me this 30th day of the month of October, 1915.

SIDNEY L. FEIBLEMAN,
Notary Public.

nov 4 11 18 25 dec 2 9

CHARTER
OF WM. E. VOELKEL & SON COMPANY, INC.

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

Be it known, that on this the 27th day of October, 1915, before me, Watts K. Leverich, a notary public duly commissioned and qualified in and for the parish of Orleans, State of Louisiana, in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the parties whose names are hereunto subscribed, who declared that, availing themselves of the provisions of the laws of Louisiana, they do hereby form themselves into and constitute a corporation, for the purposes and upon the conditions, hereinafter set forth.

Article I.—The name and title of this corporation shall be Wm. E. Voelkel & Son Company, Inc. Its domicile shall be in the city of New Orleans, and it shall exist for ninety-nine years from this date. It shall have and exercise for the purpose of the business to be carried on by it, all of the powers conferred by law upon corporations, including the power to purchase, lease, hold, sell, mortgage and pledge, real and personal property; to contract, sue and be sued, to make and use, if it so desires, a corporate seal, and the same to break or alter at pleasure; to make by-laws for its government, and the same to alter or amend at pleasure; to name and appoint such managers, agents, directors and officers as its business interest and convenience may require; to hold and vote stock in other corporations to the extent permitted by law; and generally to exercise all the powers necessary or convenient to carry on and accomplish its objects and purposes.

Article II.—The objects and purposes for which this corporataion is established and the nature of the business to be carried on by it are hereby declared to be: To buy, treat, sell and generally to deal in all kinds of fur and fur-bearing animals, wool, hides, and similar commodities for its own account, or for others.

Article III.—Citation shall be served upon the president, and in case of his absence from the city, upon the vice-president, and in case of absence of both from the city, upon the secretary.

Article IV.—The amount of capital stock shall be ten thousand dollars ($10,000.00), divided into one hundred (100) shares of one hundred dollars ($100.00) each, which shall be paid for in cash, or may be issued for property actually received by the corporation. The corporation shall begin business as soon as all of its stock is subscribed, and paid for. The capital stock of the corporation may be increased up to the sum of five hundred thousand dollars ($500,000.00).

Article V.—The entire powers of this corporation are vested in, and its business shall be conducted by a board of directors, consisting of not less than three (3), nor more than five (5), stockholders elected by the stockholders at a general meeting to be held on the first Monday in October of each year. Each share of stock shall be entitled to one vote, cast in person or by proxy, and a majority of votes cast shall elect. The board shall elect a president and a vice-president out of its number, and a secretary, who need not be a stockholder, and such other officers as it may think proper, and may combine any of said offices and confer the same on one person. A majority of the board shall constitute a quorum and exercise all the powers of the board, and any director may at any time give his power of attorney to another stockholder, or to any other person selected by him, and in either case the director thus represented by proxy shall be counted for all purposes as if personally present at all meetings of the board of directors.

Directors and officers shall continue in office until their successors are elected and qualified, and failure to elect directors at any meeting shall in no manner affect the corporation. Vacancies occurring or existing in the board of directors shall be filled by the remaining members of the board of selection from the other stockholders.

The board of directors shall have full power, without reference to the stockholders, to buy and sell real estate at such prices and on such terms as they see fit, and to issue bonds, mortgages, notes or other obligations for the company and to secure the same by mortgage and pledge of the company's property, all without referring to the stockholders.

The first board of directors shall consist of: 1. S. Silberman, whose postoffice address is 1117 W. 35th St., Chicago, Ill.; 2. D. B. Silberman, whose postoffice address is 1117 W. 35th St., Chicago, Ill. 3. H. S. Silberman, whose postoffice address is 1117 W. 35th St., Chicago, Ill., and they shall serve until the first meeting of the corporation in October, 1916, or until their successors are elected and qualified.

Article VI.—No notice need be given of the annual meeting of the stockholders, all stockholders taking notice of the date of said meeting from the provisions of the charter. Notices of all other meetings of stockholders shall be given by publication in a daily newspaper of the city of New Orleans for one week prior to the meeting, provided that publication of said notice may be waived by the consent of all stockholders, filed with the secretary of the company, and meetings of stockholders may be held at any time with such consent. Meetings may be called by the president, and must be called by him, at the request of any stockholder. The purpose for which the meeting is called shall be stated in the call addressed by the president to the secretary, and the purpose of the meeting need not be stated in the advertisement; it shall be sufficient to state in the advertisement that the meeting is called for purposes stated in the call on file with the secretary.

Article VII.—At the termination of this charter, or on the dissolution of the corporation, its affairs shall be liquidated by a commissioner or three commissioners elected by the stockholders, who shall have full power and authority to sell and dispose of all the property of the corporation, real or personal, at public or private sale, and to distribute the proceeds.

Article VIII.—This act of incorporation may be modified, changed, or altered, and its capital stock increased, or the corporation may be dissolved in the manner, and upon the vote, provided by law.

Article IX.—No stockholder shall be liable for the contracts, faults or debts of the corporation in any further sum than the unpaid balance due on his stock, nor shall any mere informality in organization have the effect of rendering this charter null or exposing the stockholders to any further liability.

In order that this charter may also serve as the original subscription list, the subscribers hereto have set opposite their respective names the number of shares of stock subscribed for by each of them, and their postoffice addresses. The capital stock of this corporation is paid for in cash at the execution hereof.

Thus done and passed in my office in the city of New Orleans, in the parish and state aforesaid, on the day, month and year herein first above written, in the presence of Messrs. Belle McCaw and F. E. Kelly, competent male witnesses, who signed these presents with the said appearers, and me, notary, after due reading of the whole.

Signed: S. Silberman, 1117 W. 35th St., Chicago, Ill., per pro Monte M. Lemann, 34 shares; D. B. Silberman, 1117 W. 35th St., Chicago, Ill., p. pro. Monte M. Lemann, 33 shares; H. S. Silberman, 1117 W 35th St., Chicago, Ill., p pro. Monte M. Lemann, 33 shares.

Attest: Belle McCaw, F. E. Kelly.

(Signed) WATTS K. LEVERICH, 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 Wm. E. Voelkel & Son Co., Inc., was this day duly recorded in my office in book 1157, folio 665. New Orleans, Oct. 28, 1915.

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

A true copy.

WATTS K. LEVERICH, Not. Pub.
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CHARTER
OF THE UNIVERSAL ELECTRIC AND SPECIALTY MFG. COMPANY, INCORPORATED.

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

Be it known, that on this the 6th day of the month of November, 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, William H. Byrnes, Jr., a notary public duly commissioned and qualified in and for the parish of Orleans, State of Louisiana, therein residing and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the undersigned parties who declared unto me, notary, that they do hereby form themselves into a corporation for a term of ninety-nine (99) years from this date, for the objects and purposes, and under the stipulations hereinafter set forth.

Article I.—The name of this corporation shall be the Universal Electric and Specialty Manufacturing Company, Incorporated, and under its said corporate name, it shall have power and authority to have and enjoy corporate existence and succession for the full term and period of ninety-nine years from and after the date of this act; to contract, sue and be sued; to make and to use the corporate seal, and the same to break or alter at pleasure; to hold, receive, lease, purchase and convey, as well as to pledge, mortgage and hypothecate property, real, personal and mixed, corporeal and incorporeal; to name and appoint such managers, agents, directors, officers and employees as its business, interests and convenience may require; to make and establish, as well as alter and amend, from time to time, such by-laws, rules and regulations for the proper government of the affairs of said corporation; to issue bonds, notes or other obligations; and generally to do everything else that may be necessary to further the objects and purposes hereinafter named.

Article II.—The domicile of said corporation shall be in the city of New Orleans, state of Louisiana, and all citation and other legal processes shall be served on the president, and in his absence on the vice-president, and in the absence of both of these on the secretary or the treasurer.

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

To manufacture, purchase and sell electrical, mechanical, compressed air and gas appliances, tools, machines, and objects of whatsoever nature and kind used where steam, electricity, compressed air, gas or motive power is used; to do a general manufacturing and repair business, electrical, mechanical, or otherwise; to install all kinds of machinery and appliances; to operate and construct steam, electric, or other power plants; to represent others as agents or otherwise, in the same or similar lines of businesses; to act as manufacturer's agents and to receive and sell goods on consignment; to acquire and own stock in other corporations, and generally to hold and exercise all such incidental rights, powers and privileges as relate to the objects and purposes hereinabove set forth, and to these ends to buy, use, lease, mortgage, pledge or otherwise acquire or sell real or personal property.

Article IV.—The capital stock of this corporation is hereby fixed at the sum of one hundred thousand ($100,000.00) dollars, divided into and represented by two thousand shares of twenty-five ($25.00) dollars each, hereby declared and designated as preferred stock, said preferred stock to bear cumulative interest at the rate of eight per cent (8%) per annum, and shall be issued in accordance with the provisions and subject to the restrictions provided in Article Five of this charter.

The balance of the capital stock, fifty thousand ($50,000.00) dollars, shall be represented by two thousand shares of common stock of the par value of twenty-five ($25.00) dollars each; all of said shares of common and preferred stock may be issued for lawful money, for property received, or for services or labor actually rendered the said corporation in accordance with the laws of the State of Louisiana on the said subject. After the redemption of the fifty thousand ($50,000.00) dollars preferred stock issued, as provided for in Article V, the capital stock of this corporation will be reduced to fifty thousand ($50,000.00) dollars.

The holders and owners of common stock in this corporation shall be entitled to one vote for each share of common stock at all stockholders' meetings of this corporation. The preferred stock will not be entitled to vote in stockholders' meetings.

Article V.—The certificates of the preferred stock shall be redeemable in twenty (20) five per cent (5%) payments, which said payments shall be made at the option of the Board of Directors, provided, however, that no money shall ever be used by the said Board of Directors except out of the net earnings of this corporation, and provided further that not more than four payments or twenty per cent (20%) shall be redeemed in any one calendar year, and provided further that whenever a payment is made, the par value of the stock certificate will be reduced the amount of the said payment. Dividends will, thereafter, be paid only on the net value of the said stock after making said deductions. No redemption payments will be made until all cumulative dividends are paid in full. After all the payments are made, the certificate will be returned to the corporation and cancelled. Until the redemption of the preferred stock as provided for herein is completed, no dividends shall be paid on the common stock.

Article VI.—All the corporate powers of said corporation shall be vested in and exercised by a board of directors to be composed of five (5) stockholders to be elected annually on the third Tuesday of January, 1917, or until their successors shall have been elected and qualified. All such elections shall be held at the domicile and at the place of business of said corporation and shall be by ballot under the supervision of one (1) commissioner to be appointed by the board of directors. Notice of such elections shall be given each stockholder in writing by the secretary at least ten (10) days prior thereto, which said notice shall be mailed to the last known address of said stockholders.

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

Any vacancy occurring among the directors by death, resignation or otherwise, shall be filled by election for the remainder of the term by the remaining directors. A failure, however, to elect directors on the date above specified or to fill a vacancy on said board when one occurs, shall not dissolve the corporation, nor impair its corporate management, but the directors then in office shall remain in office until their successors are elected and qualified.

The board of directors shall elect from among their own number a president, a vice-president, and a secretary and a treasurer; they may from time to time name and appoint all such other officers and agents as it may deem necessary for the purpose and business of the corporation. They shall have power to fix and define the duties of every officer and employee, and all said officers and employees shall hold office and employment at the pleasure of the board. They shall have power to make and establish, as well as to alter and amend, any and all by-laws, rules and regulations necessary and proper in its judgment for the conduct, support and management of the business and affairs of the corporation.

The board shall have full power and authority to borrow money, execute mortgages, create liens, issue bonds, notes or other liabilities, to hold, own and vote stock in other corporations, subject to the restrictions of the law, as regards the voting of the same, and generally to do all things or convenient for the proper carrying on of the business of the corporation.

Three members of the board shall constitute a quorum for the transaction of all business of the corporation.

The board shall have the right to issue shares of stock for money or for property received, or for services or labor actually rendered the corporation, and all shares of stock shall be signed by the president and countersigned by the secretary. The first board of directors under this charter shall consist of William P. Conery, Lyman C. Reed, Samuel McC. Herndon, Ernest J. Huguenot, and George W. Vredenburgh; all of whom shall hold office until the third Tuesday in January, 1917, or until their successors are elected and qualified. Until the election in January, the following stockholders shall hold office: William P. Conery, 918 Soniat St., president; Lyman C. Reed, 1212 Webster St., vice-president; Samuel McC. Herndon, 7407 St. Charles Ave., secretary; Ernest J. Huguenot, 824 St. Ferdinand St., treasurer.

Article VII.—No stockholder shall ever be held liable for any contracts or faults of this corporation in any further sum than the unpaid balance due on his respective shares.

Artcile VIII.—This charter may be amended, or this corporation may be dissolved by three-fourths (3-4) vote of the stock represented at a meeting held after ten (10) days notice in writing to be mailed to the stockholders of this corporation, and in case of dissolution, the board of directors shall act as liquidators.

Thus done and passed in my office, in this city, on the day, month and year hereinabove first written, and in the presence of George Schmitt and M. Emerson, competent witnesses, who hereunto sign their names together with the said appearers and with me, notary, after due reading of the whole.

Original Signed: Names omitted.

Witnesses: George Schmidt, Mildred Emerson.

WM. H. BYRNES, JR., Notary Public.

I, the undersigned recorder of mortgages in and for the parish of Orleans, do hereby certify that the above and foregoing act of incorporation of the Universal Electric and Specialty Manufacturing Company, Incorporated, was this day recorded in my office, in book 1157, folio —.

New Orleans, La., Nov. —, A. D. 1915.

EMILE J. LEONARD, Dy. R.

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

WM. H. BYRNES, JR., Notary Public.

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CHARTER
OF AMERICAN SHIPPING COMPANY, INC.

Be it known, that on this 9th day of the month of November, in the year of our Lord, one thousand nine hundred and fifteen, before me, Philip Gensler, Jr., Notary Public, duly commissioned and qualified in and for the parish of Orleans, State of Louisiana, therein residing and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who severally declared that availing themselves of the laws of the State of Louisiana in such cases made and provided and more particularly of Act 267 of the General Assembly of the State of Louisiana of 1914, relating to the creation, organization and formation of corporations, they have covenanted and agreed and by these presents covenant and agree and bind themselves as well as all such other persons as may hereafter become associated with them, to form a corporation for the objects and purposes under the articles and stipulations following, to-wit:

The name and title of this corporation shall be American Shipping Company, Incorporated, and under its corporate name it shall have power and authority to have and to enjoy corporate existence for a period of ninety-nine years from date hereof unless sooner dissolved by liquidation or otherwise; shall have power to contract, to sue and be sued; to make and use a corporate seal and to alter and break same at pleasure; to hold, receive, lease, purchase, transfer, assign, convey, mortgage, hypothecate, pledge or otherwise receive or dispose of property, real, personal and mixed, corporeal and incorporeal; to issue bonds, and if desired, secure the same by mortgage; buy and hold stock in other companies incident to the objects and purposes or to the expansion of the business interests of the corporation; to name, elect and appoint such managers, agents, directors or officers as its business interests may require, and to make and establish, alter and amend its by-laws, rules and regulations for its proper government as may be deemed necessary and proper, and generally to do any and all things incident to or necessary and proper for the extension of the business in which the corporation is engaged.

Article II.—This corporation shall be domiciled at the city of New Orleans in the State of Louisiana and all citation or other legal process shall be served upon the president of the corporation and in the event of his absence, upon the vice-president.

Article III.—The objects and purposes for which this corporation is organized and created and the nature of the business to be carried on by it, are declared to be as follows:

To engage in general ship brokerage, ship agency, ship chartering and shipping business; to buy, hold, lease, sell, hire, charter and operate boats, vessels, and water crafts of any and all kind; to act as agents and representatives for and on behalf of vessels, their owners or charterers, and to act as charterers and sub-charterers; to engage in, place or handle marine insurance or act as representatives or agents of marine insurance companies; to insure with any company or persons against loss, damage, risks or liabilities of any kind which may affect this company, or those for whom it acts; to engage in and make freight arrangements, contracts of affreightment of any and all kind; contracts relating to the transportation of freight and merchandise; to buy, sell, deal in or handle foreign or domestic exchange; to engage in stevedoring and to make contracts of all kinds in reference thereto; to own, contract, lease or operate wharves, docks and storage yards and to act as bailee for storage purposes; to acquire, hold, own, exchange shares of stock or interest in ships or vessels and also shares of stock in other companies interested in ships or vessels; to repair, maintain ships or vessels; engage in salvage thereof; to issue bonds or other evidence of indebtedness; to mortgage, pledge, hypothecate property, real, personal or mixed of the company; and generally, among the states of the United States and with foreign countries, to carry on the business of shipping, ship owners, ship brokers, ship agents and charterers, marine insurance, freight contractors, wharfingers and the like and to do any and all things necessary, incident to or proper, and as may be permitted by law, for the purpose of furthering and carrying out the objects of the corporation.

Article IV.—The capital stock of this corporation is hereby fixed at the sum of $10,000 and shall be divided into and represented by one hundred shares of the par value of $100 each. Said stock shall be paid for in cash or its equivalent as provided by law, and in such manner and at such time and in such installments as may be prescribed by the board of directors.

This corporation shall become a going concern and shall be authorized to commence business as soon as $5,000.00 of its capital stock shall have been paid for either in cash or its equivalent as provided by law, and all of said $10,000.00 of capital stock has in fact been subscribed for at the time of the passing of this act of incorporation.

Article V.—The capital stock of this corporation may be increased to the sum of $100,000.00 by a two-thirds vote of all of the stock at a special meeting called for that purpose or at a regular annual meeting of the corporation.

Article VI.—All certificates of stock issued by this company shall be signed by the president and countersigned by the vice-president, or if authorized by resolution of the board of directors, shall be signed by the president and countersigned by the secretary-treasurer. The stock of this corporation can be transferred only on the books of the corporation and subject to such regulations and formalities as may be by the board of directors from time to time prescribed. No stockholder shall be permitted to sell or otherwise dispose of his stock without first offering the same in writing to the other stockholders, through the board of directors, at a price not exceeding the book value thereof, and said stockholders shall have an option and first right to purchase all the shares of stock to be thus disposed of by sale, death, resignation or otherwise of any of the stockholders, and shall have a period of ten days in which to accept or decline said offer. Should the board of directors or stockholders decline to purchase said stock, then the stockholder (or stockholders) who made the offer to sell or otherwise dispose of the stock, may do so in any manner and at any price he may see fit; but each share of stock is issued herein upon the condition and understanding that no stockholder shall make a sale or transfer his stock in violation thereof, and such sale or transfer, if made, shall be void and this company shall be under no obligation to list said stock on its books or to regard the holder of the certificate thereof.

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

The directors of this corporation may vote in person or by proxy at any of the meetings of the board of directors, and the board of directors may delegate any of its powers to any officer or officers or any other representative of the company by appropriate resolution to that effect. The first board of directors of this corporation shall be composed of J. W. Corry, president, Jules L'Hote, vice-president, and Frank Erlinger, secretary-treasurer, who shall serve until the second Wednesday in January, 1917, or until their successors are elected and qualified. The directors shall be elected annually by the stockholders at a meeting held on the second Wednesday in January in each year after date hereof. Notice of said meeting shall be given ten days prior to the date of the meeting in writing sent to each of the stockholders at his last known place of residence. Each stockholder shall at such annual meeting or other meeting, general or special, be entitled in person or by proxy to one vote for every share of stock owned. The elections shall be held under such rules and regulations as may be from time to time determined by the board of directors.

The directors when elected shall hold office for one year or until their successors shall have been elected and qualified and failure to hold the annual meeting of said stockholders or to elect annually the directors shall not operate the forfeiture of this charter or any rights thereunder.

The first officers of this corporation who shall hold office until the second Wednesday in January, 1917, or until their successors are elected and qualified shall be J. W. Corry, president, Jules L'Hote, vice-president and Francis Erlinger, secretary-treasurer. Any vacancy occurring in the board of directors may be filled by the directors for the unexpired term.

Article VIII.—This charter or act of incorporation may be changed, modified, altered or amended by and with the consent of two-thirds of all the stock at any meeting, general or special, held for that purpose, and such amendments may be material or immaterial subject only to limitation as may be by law provided, and this corporation shall have the right and power to increase or decrease the capital stock, as hereinbefore set out, and any increase of the capital stock in excess of the amount named herein as the amount to which the capital stock may be increased, may be made by three-fourths vote of all outstanding stock.

Article IX.—Notice of any and all meetings referred to in this charter or required by law shall be given in the manner provided in giving notices in case of election, unless the same shall have been waived.

In case of dissolution, liquidation or termination of this charter by limitation or otherwise, the affairs of this corporation shall be liquidated by one or more liquidators elected by the stockholders who may provide the number of said liquidators and vest them with such power and authority as may by law be permitted; fix the terms and conditions upon which they shall serve and their compensation and provide that in case of the death or disability of anyone of said liquidators the remaining liquidators may fill the vacancy or continue to act on behalf of the corporation.

Article X.—No stockholder of this corporation shall be liable or responsible for any acts, contracts, debts or defaults of this company or any of its officers, nor shall any informality in organization have the effect of rendering this charter null and void or exposing a stockholder to any liability beyond the unpaid balance due on the stock held by him.

Article XI.—The subscribers hereto have written opposite their names the number of shares subscribed to by each of them and their post office addresses so that this charter may serve as a subscription list, all of which subscriptions are payable in the manner and form set out herein.

Thus done and signed at New Orleans, Louisiana, this ninth day of November, 1915, in the presence of Paul Chasez and Ralph J. Schwarz, competent witnesses residing in the parish of Orleans and State of Louisiana, who sign these presents together with said appearers and me, notary, after due reading of the whole.

Original Signed: Names omitted.

Witnesses: Paul Chasez, Ralph J. Schwarz.

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 American Shipping Company, Incorporated, was this day duly recorded in my office in book 1157, folio —.

New Orleans, La., Nov. 10, 1915.

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

I hereby certify the above and foregoing to be a true and correct copy of the original act there are omitted the names of the sub-Company, Incorporated, and of the certificate of recordation of the deputy recorder of mortgages, except that from this copy of said act there are omitted the names to the subscribers and the number of shares subscribed to by each of them as permitted by law.

In faith whereof I have hereunto set my hand and seal this 10th day of November, 1915.

PHILIP GENSLER, JR.,
(Stamp) Notary Public.

nov 11 18 25 dec 2 9 16

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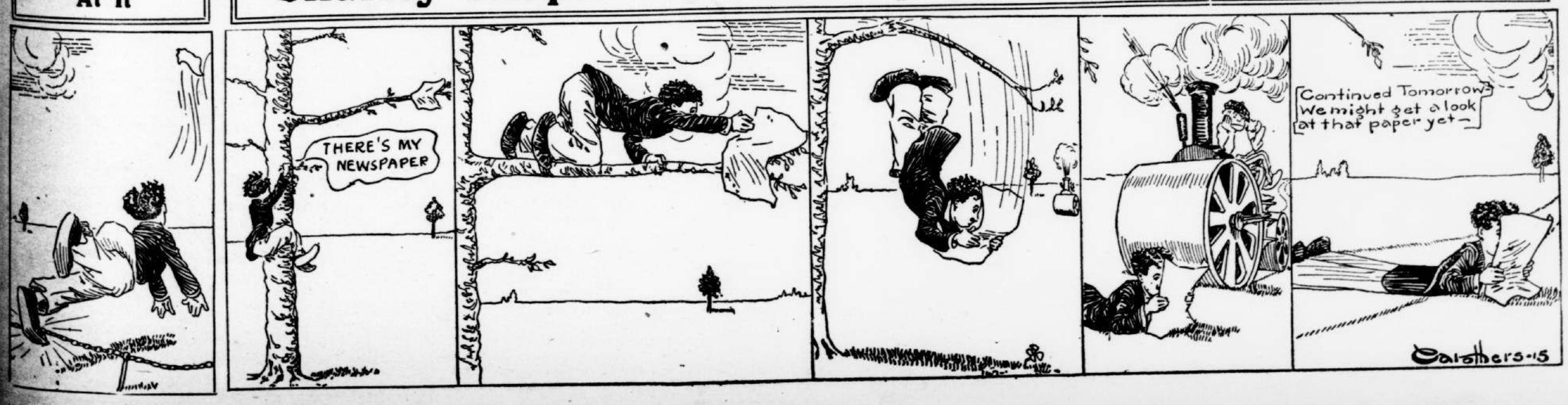
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