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CHARTER

OF THE STANDARD LOOSE LEAF COMPANY, INC.

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

Be it known, that on this the 18th day of the month of February, in the year of our Lord one thousand, nine hundred and sixteen, before me, Henry George McCall, a notary public, duly commissioned and qualified, in and for the parish of Orleans, State of Louisiana, aforesaid, 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, and especially the laws relative to corporations, they have covenanted themselves, and do hereby bind, form and constitute themselves, as well as all 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 articles, agreements and stipulations following, to-wit:

Article I.—The name and title of said corporation shall be Standard Loose Leaf Company, Inc., and under that name it shall exist for the full term and period of ninety-nine years from this day; and shall have power to contract, sue and be sued; to make and use a corporate seal, and the same to alter or break at pleasure; to hold, receive, lease, purchase, sell and convey, as well as mortgage, hypothecate and pledge property, whether real, personal or mixed, corporeal or incorporeal; to name and appoint such managers, directors, officers, agents and other employees as its 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 as may be necessary and expedient for the proper government of the affairs of said corporation; and to hold stock in other corporations, and issue its stock for capital stock in other corporations; and it shall have and enjoy all the rights, advantages and privileges granted by law to corporations.

Article II.—The domicile of said corporation is hereby fixed in the city of New Orleans, State of Louisiana, and all citations and other legal process shall be served upon the president of said corporation, or, in his absence, upon its secretary.

Article III.—The objects and purposes for which said corporation is organized, and the nature of the business of be carried on by it are hereby declared to be: To buy, manufacture, sell, hold and lease office fixtures, devices and appliances, as well as patents and patent rights pertaining to the same; and to do all such acts and things as pertain to said business.

Article IV.—The capital stock of said corporation is hereby fixed at the sum of twenty-five thousand dollars, divided into and represented by five hundred shares of the par value of fifty dollars each.

Four hundred and eighty-eight shares of the capital stock of said company, full paid and non-assessable, have been and are subscribed for by Richard Labarre, and shall be issued to him, as the price of and in exchange for the Lock for Loose Leaf Binders invented by him, on which Letters Patent of the United States have been allowed, (Serial Number 37,832), but not yet issued, and for any and all improvements which he shall or may devise upon the same, said corporation, its assigns, successors and legal representatives, to have and hold said inventions in full ownership, with the right to have, use and enjoy all the rights of full ownership, and especially to sell or dispose of the same, severally or in block, and to apply for, obtain and own patents on any or all of the same in any and all countries of the world, as said company, its assigns, successors and legal representatives, may see fit; which said inventions, devices and rights are valued and appraised by the directors of said corporation at the sum of twenty-four thousand and four hundred dollars.

Other subscriptions for stock shall be paid in cash, as called for by the board of directors.

On January 1, 1917, a dividend shall be paid out of the profits made by the company up to that time, and every six months thereafter a dividend shall be paid out of the profits of the company made since the last previous dividend date; and in taxing and apportioning said dividends, said profits shall be divided, paid out and used as follows:

1. There shall be taken from said profits the sum necessary to pay a dividend upon the capital stock at the rate of six per cent per annum.

2. After deduction of the foregoing, the remainder of said profits shall be set aside to form a surplus or reserve fund; provided that when and as soon as the surplus or reserve fund shall amount to twenty-five thousand dollars, the board of directors, preserving said surplus or reserve intact, may, in its discretion, pay and apportion all further profits to the stockholders as dividends.

The corporation shall have the right to increase its capital stock from time to time to one hundred thousand dollars.

When the corporation shall be liquidated, its funds and assets, after payment of all debts and liabilities, shall be paid to and distributed among the stockholders, according to their respective holdings.

Article V.—All of the corporate powers of said corporation shall be vested in and exercised by a board of directors, composed of five stockholders, the first board to remain in office until the third Monday of March, 1917, when there shall be a meeting of stockholders for an election, and after said date, elections shall be held annually. Notice of each meeting for such elections shall be delivered personally or by being deposited in the post office, properly addressed, to each stockholder at least fifteen days before such meeting. At each election, each stockholder shall be entitled to cast five votes for each share of stock standing in his name, and said votes may be cast for one person or more, but excending five, as the suffrage may see fit; and, at each election, the five persons receiving the greatest number of votes shall be declared elected, and shall constitute the board of directors until their successors be elected.

All elections shall be held under such rules and regulations as may be fixed by the board of directors, and the directors elected as above provided shall continue in office for one year, and until their successors shall have been duly elected.

In case of any failure to hold any election, such failure shall not forfeit this charter; but an election shall be held as soon as may be practicable, after notice as provided above.

Each board of directors, at its first meeting after each election, shall elect from its number a president and a vice-president; and shall also elect a secretary and a treasurer, either or both of whom may be members of the board, and both of which offices may be filled by the same person, all as the board may see fit.

With the written consent of all the directors, valid meetings of directors may be held outside of the state or within the state elsewhere than at the domicile of the corporation.

A majority of the directors shall constitute a quorum for the transaction of all business; and every vacancy occurring on said board shall be filled by the remaining directors for the unexpired term.

The said board, or such officer as it may designate, shall have the power to fix and define the duties of every officer and employee; and all officers and employees shall hold office and employment at the pleasure of said board. The board of directors shall make and establish, as well as alter and amend, all by-laws, rules and regulations deemed proper in its judgment for the conduct and management of the business and affairs of said corporation; shall have the right and power to borrow and lend money, to make all contracts, purchases and sales; to buy, lease, acquire, improve and build upon real estate, to exercise all the powers of the corporation, and to do any and all acts and things reasonable, convenient and necessary to carry on the business and manage the affairs of said corporation.

General meetings of the stockholders shall be held whenever ordered by the board of directors, or the holders of one-fourth of the outstanding stock; and notice of the same shall be given as provided above for the annual meeting of the stockholders.

Article VI.—If, at any time, in the judgment of the board of directors, it shall be deemed advisable, and for the benefit of the corporation, that it be dissolved, the board, within ten days after the adoption of a resolution to that effect, by a majority of the whole board, at any meeting called for that purpose, of which meeting each director shall have received at least three days notice, shall cause notice of the adoption of such resolution to be mailed to each stockholder, together with a notice of a meeting of the stockholders to be held at the office of the corporation, to take action upon the resolution so adopted by the board of directors. This meeting shall be held at any hour fixed by said board between the hours of ten o'clock in the forenoon and three o'clock in the afternoon of the day so named; and, on the day so appointed, the meeting may, by consent of the majority in interest of the stockholders present, be adjourned from time to time, and if, at any meeting original or adjourned, two-thirds in interest of all the stockholders of the corporation shall vote that a dissolution take place, a certified copy of such dissolution, signed by the presiding officer and secretary of the meeting, shall be filed in the office of the Secretary of State, with a list of the names and residences of the directors and officers, certified to by the president and secretary of the corporation. Thereupon, application shall be made to the Secretary of State for a certificate showing that the foregoing documents have been filed; and when such certificate shall be issued the corporation shall stand dissolved, and the board shall publish a notice of said dissolution not less than three times in a paper published in the parish of the corporation's domicile, and the corporation shall proceed to settle up and adjust its business and affairs; provided that whenever all the stockholders of the corporation shall consent, in writing, to such dissolution, no meeting or notice thereof shall be necessary; but such consent shall be filed in the office of the Secretary of State, in order that he may forthwith issue his certificate, as aforesaid; and when said certificate shall be issued, the matter shall be proceeded with as if the dissolution had taken place at a meeting called for the purpose.

Article VII.—This charter may be modified, changed or altered, with the assent of stockholders owning two-thirds of the entire capital stock, at a general meeting of the stockholders convened for such purpose, after notice shall have been given as provided in Article V of this charter, provided that any change proposed or made in reference to the capital stock shall be made in accordance with the laws of the State of Louisiana regulating or providing for such change.

Article VIII.—Whenever said corporation may be dissolved, whether by limitation or otherwise, its business and affairs shall be liquidated by three liquidators, to be chosen by the stockholders at a general meeting convened for such purpose, at which meeting all stockholders shall be entitled to vote, each according to his holdings, and of which meeting notice shall be given to the stockholders as provided in Article V of this charter; and the votes of the owners of a majority in amount of the capital stock of said corporation represented at such meeting shall be requisite to elect. Said liquidators shall remain in office until the affairs of said corporation shall have been fully liquidated; and in case of death or disability of any one of said liquidators, the remaining liquidators shall appoint a successor to such liquidator. Said liquidators shall act either with or without court proceedings, as they may see fit, and are hereby given full power to collect all amounts due the corporation, sell or otherwise dispose of its assets, pay its debts and liabilities, and compromise and settle all disputed questions and matters; and they shall have, exercise and enjoy all the rights, powers, privileges and compensation conferred by law upon receivers, and are also given all other powers necessary and usual to fully and finally settle, wind up and liquidate all the business and affairs of the corporation, and distribute its net assets or funds among its stockholders.

Article IX.—No subscriber for stock shall be held liable for the contracts, faults or debts of said corporation in any further sum than the unpaid balance, if any, due the corporation on the stock for which he has subscribed; nor shall any stockholder ever be held liable for such contracts, faults, or debts, in any further sum than the unpaid balance, if any, on the stock owned by him; nor shall any mere informality in organization have the effect of rendering this charter null, or rendering any subscriber or stockholder liable beyond the unpaid amount, if any, remaining due on his stock.

Article X.—This corporation is organized under the laws of the State of Louisiana, especially Act No. 267 of 1914, and the subscribers hereto, for themselves and said corporation and for its officers, directors and stockholders, hereby accept, as conditions of this incorporation and part of this charter, all the rights, powers, privileges and immunities granted to and conferred upon corporations, and upon officers, directors and stockholders of corporations, by said laws and said act—such acceptance being as full, complete and binding as if said rights, powers, privileges and immunities were set forth at full length in this instrument.

Article XI.—Messrs. George Labarre, Richard Labarre, Carlos Grevemberg, Theodore Duval and Bertrand Kiern, whose post-office addresses are set forth in Article XII of this charter, have been selected as the first board of directors of this corporation; and they shall select from their number a president, a vice-president and shall also select a secretary and a treasurer, either or both of whom may be members of said board, and both of which offices may be filled by the same person—all as said board may see fit. The said board shall have and exercise all the powers and privileges granted in this charter to the board of directors of this corporation; and shall hold office until the third Monday in March, 1917, and until their successors shall have been duly elected.

Article XII.—The names and post office addresses of the subscribers hereto and the number of shares in said corporation for which each subscribes are as follows, viz:

Richard Labarre, No. 146 North Broad street, New Orleans, La., four hundred and eighty-eight shares, payable by transfer and assignment of Lock for Loose Leaf Binders and such improvements on the same as he may devise, as set forth in Article IV of the foregoing charter; George Labarre, No. 146 North Broad street, New Orleans, La., two shares, payable in cash; Carlos Grevemberg, No. 8814 Sycamore street, New Orleans, La., two shares, payable in cash; Theodore Duval, No. 845 Baronne street, New Orleans, La., four shares, payable in cash; and Bertrand Kiern, No. 2013 Magazine street, New Orleans, La., four shares, payable in cash.

Thus done and passed at my office in the city of New Orleans, State of Louisiana, on the day, month and year first above written in the presence of Charles Carroll and Louis I. D'Aquin, competent witnesses of the age of majority and residents of this city, who hereunto sign their names with said appearers and me, notary, after reading of the whole.

(Original signed) Richard Labarre, Geo. Labarre, Carlos Grevemberg, Theodore Duval, Bertrand Kiern, Charles Carroll and Louis I. D'Aquin.

HENRY G. McCALL, 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 Standard Loose Leaf Company, Inc., was this day duly recorded in my office, in book 1195, folio ——.

New Orleans, February 19, 1916.

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

New Orleans, February 19, 1916.

I hereby certify the above and foregoing to be a true and correct copy of the original act of incorporation of the Standard Loose Leaf Company, Inc., and of the certificate of the recorder of mortgages thereon.

(Signed) HENRY G. McCALL, Not. Pub.

(Seal)

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NEW ORLEANS

AMENDMENT TO CHARTER

OF IVORY GARTER COMPANY.

State of Louisiana, Parish of Orleans.

Be it known, that on this 18th day of February, in the year of our Lord one thousand nine hundred sixteen, and of the independence of the United States of America the one hundred and fortieth, before me, Cuthbert S. Baldwin, a notary public, duly commissioned and qualified, in and for this parish and state, therein residing, and in the presence of the witnesses hereinafter named and undersigned:

Personally came and appeared Nugent B. Vairin, of the full age of majority and a resident of this city, and president of the Ivory Garter Co., and Gustave B. Baldwin, also of the full age and a resident of this city, and secretary-treasurer of said Ivory Garter Co., 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 Ivory Garter Company held at the office of the said company in the city of New Orleans on the 18th day of February, 1916, at 1 o'clock p. m., which resolutions adopted and provided for the amendment of the charter of the said company by providing for the creating of a reserve fund, the paying of dividends upon the common stock, and the retiring of the preferred stock, and authorized and instructed the said president and secretary-treasurer to appear before a notary public to put said changes and amendments of record in authentic form, and a copy of the minutes of said meeting and a copy of the said resolutions duly certified by the secretary-treasurer is hereto annexed and made part hereof. And the said appearers in their respective capacities declare that in conformity with the said resolutions and in the furtherance of their instructions, Article IV of the charter of the Ivory Garter Company, executed before M. C. Soniat, notary public, on the 29th day of August, 1913, and duly recorded in the mortgage office of the parish of Orleans in book 1119, folio 7, and with the Secretary of State on October 6, 1913, in "Record of Charters" No. 81, folio ——, and of the amended charters of the Ivory Garter Company executed before Cuthbert S. Baldwin, notary public, on the 2nd day of February, 1916, and on the 7th day of February, 1916, respectively, and both duly recorded in the mortgage office of the parish of Orleans in book 1195, folios 140 and 147, respectively, be and the same are hereby altered and amended to read as follows, to-wit:

Article IV.—The capital stock of this corporation is hereby fixed at one hundred fifty thousand dollars ($150,000), of which one hundred thousand dollars ($100,000) shall be common stock, and fifty thousand dollars ($50,000) shall be seven per cent preferred stock, which said one hundred thousand dollars ($100,000) of common stock shall be paid for as follows, to-wit: by the surrender of the present capital stock of twenty thousand dollars ($20,000), and by eighty thousand dollars ($80,000) now on deposit with the company; and which said seven per cent preferred stock shall be paid for at once; and which capital stock shall consist of 1,000 shares of $100 each of common stock, and 500 shares of $100 each of seven per cent preferred stock.

This corporation shall be a going concern and may continue operations and business when and as soon as one hundred thousand dollars ($100,000) of the common stock shall have been paid for and issued, as above set forth.

The seven per cent preferred stock shall be entitled to receive a quarterly dividend of one and ¾ (1¾) per cent, payable out of the net profits of the company upon the first legal day in April, July, October and January of each year, prior to the holders of the common stock receiving any dividend upon their common stock holdings. This seven per cent (7) dividend, payable quarterly, on the seven per cent preferred stock shall be cumulative.

Dividends for 1916 upon the seven per cent preferred stock shall accrue from the date said stock is issued by the company.

When the net profits in any one year ending 31st of December, derived from the manufacture and sale of the products of the company in that year, computed after the deduction from the earnings of the seven per cent dividend on the cumulative preferred stock, and all other charges whatsoever, including advertising, but not including dividends on common stock, shall amount to the sums below set forth, the seven per cent preferred stock shall be entitled to extra dividends, as follows:

When the net profits shall aggregate twenty thousand ($20,000) dollars to forty thousand ($40,000) dollars the extra dividend shall be one (1%) per cent; when the net profits shall aggregate forty thousand ($40,000) dollars to sixty thousand ($60,000) dollars the extra dividend shall be two (2%) per cent; when the net profits shall aggregate sixty thousand ($60,000) dollars to eighty thousand ($80,000) dollars the extra dividend shall be three (3%) per cent; when the net profits shall aggregate eighty thousand ($80,000) dollars to one hundred thousand ($100,000) dollars the extra dividend shall be four (4%) per cent; when the net profits shall aggregate one hundred thousand ($100,000) dollars, or more, the extra dividend shall be five (5%) per cent.

Beginning January 1, 1919, the company agrees to set aside for a special reserve fund not less than $5,000 per annum, until the amount shall equal $62,500, for the redemption of the preferred stock at $125 per share, which said reserve fund shall be invested in high grade first mortgage bonds. The company reserves the right to retire all, but no part of, the outstanding preferred stock on any date after January 1, 1919, at $125 per share.

The common stock shall be entitled to, and shall receive, a dividend or dividends at a total rate per cent equal to the total rate per cent declared upon the preferred stock, prior to the setting aside of any sum in said reserve fund.

Extra dividends upon the seven per cent preferred stock shall be payable upon the first legal day of January of the following year.

Thus done and passed, at my office in the city of New Orleans, the day, month and year first above written, in the presence of Edward Haspel and Greve St. James, competent witnesses residing in this city, who have hereunto signed their names with appearers and me, notary, after due reading of the whole.

Original signed: Nugent B. Vairin, Gustave B. Baldwin. Edward Haspel, Greve St. James.

CUTHBERT S. BALDWIN, Notary Public.

(Two-cent revenue stamp)

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 the Ivory Garter Co. was this day duly recorded in my office, in book 1195, folio ——.

New Orleans, February 18, 1916.

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

A true copy:

CUTHBERT S. BALDWIN, Notary Public.

(Seal)

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CHARTER

OF THE FISCAL AGENCY, INCORPORATED.

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

Be it known that, on this, the fourth (4th) day of February, in the year of our Lord nineteen hundred and sixteen, before me, Edward Peter Cousin, a notary public, duly commissioned and qualified, in and for the parish and state 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, all of the full age of majority and residents of this city, who severally declared that, availing themselves of the provisions of the act of the Legislature of this State, being known as Act No. 267 of the Session Acts of 1914, they do, by these presents, covenant and agree and bind themselves, as well as all such other persons as may become hereafter associated with them, in order to form and constitute a corporation or body politic in law, for the objects and purposes, and under the stipulations following, to-wit:

Article I.—The name and title of this corporation shall be The Fiscal Agency, Incorporated, of New Orleans, Louisiana, and it shall have and enjoy succession and existence for a period of ninety-nine years from date hereof. It shall have, enjoy and possess all the powers, rights, privileges and immunities accorded to corporations under the law.

Article II.—The domicile of this corporation shall be in the city of New Orleans, State of Louisiana, where all citations and other legal process shall be served on its regular officers according to law.

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 act as fiscal agents for other corporations, partnership, firms and individuals, to lease, promote, buy, sell, mortgage, hypothecate, pledge and deal in real estate stocks notes bonds and other securities and commercial papers; to act as agent for any and all business relating or pertaining to real estate stocks, bonds, insurance, notes, and other commercial papers; to borrow and lend money on notes, bonds, mortgages or pledges; and generally to do and perform all other things that may be necessary to carry out the objects and purposes of this corporation.

Article IV.—The capital stock of this corporation is hereby declared to be the sum of five thousand dollars ($5,000.00), divided into five hundred shares of the par value of ten dollars each. No transfer of stock shall be binding upon this corporation unless same appears on the books thereof.

No stockholder shall have the right to assign or transfer any share or shares held by him unless he shall have first offered same in writing to the board of directors, which will have the right to purchase same within ten days there after, at the valuation determined by the board; and in case of dissatisfaction as to the price the matter shall be arbitrated, one arbitrator with the powers of amicable compounders to be appointed by each side and an umpire to be selected by those two, who shall take oath, and whose decision will be final, and no recourse to thee courts to be hereafter allowed. And all the shares of stock when so purchased may be reissued at not less than par value.

Article V.—1. The corporate powers of this corporation shall be vested in a board of directors to be composed of five directors to be elected by the stockholders at a general meeting to be held on the second Monday of January in each year. No stockholder of this corporation shall be eligible unless he owns in his own name at least one full paid share of the capital stock.

2. The board of directors shall have the power to make all by-laws, rules and regulations necessary for the conduct of the business affairs of said corporation; shall elect from their number a president, vice-president and secretary-treasurer.

3. Until the election to be held as hereinabove provided, the following shall constitute the first board of directors, viz.: Wallace J. Deluzain, No. 1461 N. Rocheblave, New Orleans; Charles E. Wermuth, No. 1213 Nashville Ave., New Orleans; Albert F. Commagere, No. 1621 Leontine St., New Orleans; John Dillon, No. 338 Broadway St., New Orleans; Uriah J. Virgin, No. 3627 Canal St., New Orleans, with Wallace J. Deluzain as president, as vice-president and Albert F. Commagere as secretary-treasurer.

Thus done and passed, at my office, in the city of New Orleans, on the date first above written, in the presence of Messrs. Horace D. Knapp and Walter E. Achee, competent witnesses, who have hereunto signed their names with the said appearers and me, notary, after due reading of the whole.

Original signed: W. J. Deluzain, 200 shares; A. F. Commagere, 200 shares; John Dillon, 1 share; Chas. E. Wermuth, 1 share; U. J. Virgin, 1 share. H. D. Knapp, W. E. Achee.

E. P. COUSIN, 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 Fiscal Agency, Incorporated" was this day duly recorded in my office in book 1195, folio ——. New Orleans, February 7, 1916.

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

A true copy.

E. P. COUSIN, Notary Public.

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CHARTER

OF CAHABA COAL COMPANY OF LOUISIANA, MISSISSIPPI AND TEXAS, INC.

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

Be it known, that on this fifteenth day of the month of January, in the year of our Lord, one thousand, nine hundred and sixteen, and of the independence of the United States of America, the one hundred and fortieth, before me, John Marshall Quintero, a notary public, duly commissioned and qualified in and for this parish and state, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the persons whose names are hereunto subscribed, who severally declared that, availing themselves of the provisions of the laws of the State of Louisiana, relative to the formation of corporations, and particularly Act No. 267 of the session of the General Assembly of the State of Louisiana of 1914, they have covenanted and agreed, and do, by these presents, covenant and agree, and bind and obligate themselves, as well as such other persons as may hereafter become associated with them, to form and constitute a body corporate and politic in law, for the objects and purposes, and under the stipulations and provisions following, to-wit:

Article I.—The name and style of this corporation shall be the "Cahaba Coal Company of Louisiana, Mississippi and Texas, Inc.," and, under such name, it shall have and enjoy succession for a period of ninety-nine years from this date.

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

Article III.—The objects for which this corporation is organized, and the nature of the business to be carried on by it, are declared to be the following: to do a general wholesale and retail coal, coke and pig-iron business in the city of New Orleans or elsewhere; to buy and sell and deal in coal, oil, feed, coke and pig-iron and all and every kind of commodity generally handled by wholesale and retail coal and coke dealers, and to carry on such other businesses generally incident to or connected with said wholesale or retail coal business.

Article IV.—The capital stock of this corporation is hereby fixed at the sum of five thousand dollars ($5,000.00), divided into and represented by fifty shares of the par value of one hundred dollars ($100.00) each, which stock shall be paid for when called for by the board of directors of the corporation, and may be issued for cash, or in payment of property received by the corporation, or services rendered it. No stockholder shall dispose of his stock without first offering same to the corporation at its book value, and the corporation shall have ten days within which to accept or decline said offer. All stock transfers to be valid must be made on the books of the company.

Article V.—All corporate powers shall be vested in a board of directors composed of three stockholders, two of whom shall constitute a quorum for the transaction of business and until otherwise provided by amendment to this charter, the board of directors shall consist of Benjamin Claassen, Sr., 400 North Lopez street, New Orleans, La., Benjamin Claassen, Jr., 400 North Lopez street, and Charles N. Chavigny, 1232 Maison Blanche Building, New Orleans, La., with Benjamin Claassen, Jr., president; Benjamin Claassen, Sr., vice-president, and Charles H. Chavigny, secretary-treasurer. In the event of death or resignation of one or more of said board or officers, the remaining member or members of the board shall supply the vacancy or vacancies. There shall be a president, a vice-president and a secretary and treasurer, which latter office may be held by one and the same person.

Article VI.—The corporation may buy, lease, mortgage or sell real estate as occasion may require during the course of the business hereinafter provided in Article III, and all such transactions may be effected by the board of directors then in office. The corporation may be dissolved by a two-third vote of its stockholders, or by limitation of its charter, and such liquidation shall be conducted by the board then in office.

Article VII.—No stockholder shall be held liable or responsible for the contracts or faults of the 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 organization have the effect of rendering this charter null, or exposing a stockholder to any liability beyond the unpaid balance, if any, of his stock. This act of incorporation may be amended in the manner provided by law, or its capital stock changed as provided by law.

Thus done and passed, in my office, at the city of New Orleans, on the day, month and year herein first above written, in the presence of Messieurs August H. Ritter and Benjamin Morasca, competent witnesses, who have hereunto signed their names, together with the said appearers and me, notary, after reading of the whole.

Original signed: Charles N. Chavigny, 1232 Maison Blanche, 12 shares; Benj. Claassen, Sr., 400 N. Lopez, 1 share; Benj. Claassen, Jr., 400 N. Lopez, 12 shares.

Witnesses: A. H. Ritter, Benj. Morasca.

J. M. QUINTERO, 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 "Cahaba Coal Company of Louisiana, Mississippi and Texas, Inc.," was this day duly recorded in my office, in book 1195, folio ——.

New Orleans, January 21, 1916.

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

A true copy.

J. M. QUINTERO, Notary Public.

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CHARTER

OF SOUTHERN FOOD PACKING COMPANY, INC.

State of Louisiana, Parish of Orleans.

Be it known, that on this 24th day of the month of January, in the year one thousand nine hundred and sixteen, before me, Theodore A. Schuber, 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 understand, personally came and appeared the several parties whose names are hereunto subscribed, and 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 present covenant and agree and bind themselves, as well as such other persons as may hereafter become associated with them, to form a corporation and body politic in law, for the objects and purposes and under the articles and stipulations following, to-wit:

Article I.—The name of this corporation shall be "Southern Food Packing Company, Inc," and under its said corporate name it shall have power and authority to have and enjoy corporate existence and succession for the full term of ninety-nine (99) years from and after the date hereof, to contract, to sue and be sued, to make and use a corporate seal, and the same to alter and break at pleasure, to hold, receive, purchase, hypothecate, convey, sell, lease or pledge real and personal property; to issue negotiable bonds and notes or other evidences of debt; to name and appoint such managers, agents, directors and officers as its business interests and conveniences may require; and 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 this corporation as may be necessary and proper.

Article II.—The domicile of this corporation shall be in the city of New Orleans, State of Louisiana, provided that with the written consent of all directors, valid meetings of directors may be held without this state, or elsewhere within the state; and all citations and other legal process shall be served upon the president of this corporation, and in the event of his absence, upon the secretary thereof, and, in the absence of both of said officers, upon the vice-president of the corporation.

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

To engage in the business of evaporating, canning, preserving, packing, marketing and dealing in all kinds of fruits ad vegetables, shrimp, oysters, fish, meats, stock food and all other food products and, in general, to do any and all things that may be incidental to any of the lines of business heretofore set forth; and, further, to carry on such other business or businesses as may be found necessary or desirable, or such as is generally engaged in by a corporation of this kind.

Article IV.—The capital stock of this corporation is hereby fixed at the sum of five thousand dollars ($5,000.00), divided into and represented by fifty shares of stock of the par value of one hundred dollars ($100.00) per share. Said stock shall be paid for in cash, at such time and after such notice to the subscribers as the board of directors may fix, or the same may be issued at not less than par for labor done or services rendered for the said corporation, or property or rights actually received by said corporation.

The amount to which the capital stock may be increased shall at no time exceed the sum of one hundred thousand dollars ($100,000.00).

This corporation shall be a going concern, and shall be authorized to commence business, when and as soon as twenty-five hundred dollars of its capital stock shall have been subscribed, and twelve hundred and fifty dollars of its capital stock shall have been paid for; all in accordance with the requirements of Act No. 267 of the General Assembly of the State of Louisiana for the year 1914.

Article V.—All of the corporate powers of said corporation shall be vested in and exercised by a board of directors, to be composed of not more than five and not less than three stockholders, a majority of whom sitting at any time shall constitute a quorum, said directors to be elected annually on the second Monday of February beginning in the year 1917. Each stockholder shall be entitled in person or by written proxy, to one vote for each share of stock owned by him and standing in his name on the books of the corporation. All elections shall be held under such rules and regulations as may be determined by the board of directors, after legal notice of such election shall have been given to each stockholder by mail, sent to his last known address, or be published in one of the daily newspapers published in the English language in the city of New Orleans for at least fifteen days preceding such election. The directors thus elected shall continue in office 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 such board of directors shall be filled by the remaining directors for the unexpired term. Said board of directors shall, at its first meeting after its election, elect from its members a president, one or more vice-presidents, a secretary and treasurer, and a manager. It may combine the office of secretary and treasurer into one, and may even elect a secretary who need not be a stockholder or director. Said board of directors shall have the right and power to appoint and dismiss such clerks and employees of the corporation, including the secretary who is not a stockholder or director, as conditions may justify or the business of the corporation may require. The tenure of office of all the employees of the corporation shall be during the pleasure of the board of directors. The board of directors may, from among its members, appoint an executive committee, which said committee shall consist of three members, including one of the officers of the corporation, and the board of directors may delegate such managerial powers as it deems necessary to the executive committee, which said committee shall report at each meeting of the board of directors. The board of directors may name and appoint such other committees as it may deem necessary for the purposes of the business of this corporation.

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

Article VII.—This act of incorporation may be changed, modified or altered, or this corporation may be dissolved with the assent of the stockholders owning two-thirds (2-3) of the issued stock of the corporation, or may be further modified with the assent of the stockholders owning three-fourths (3-4) of the issued stock of the corporation; all as provided by act No. 267 of the General Assembly of the State of Louisiana for the year 1914, at a meeting of the stockholders convened for that purpose, and after notice shall have been given each of said stockholders as provided for in Article V of this act of incorporation, except that whenever in the judgment of the board of directors it shall be deemed advisable, and for the benefit of said corporation that it should be dissolved, the board within ten days after the adoption of a resolution to that effect by a majority of the whole board, at a meeting called for that purpose, of which meeting each director shall have received at least three days notice, shall cause notice of the adoption of such resolution to be mailed to each stockholder, together with a notice of a meeting of the stockholders to be held at the office of the corporation to take action upon the resolution so adopted by the board of directors. In case of the dissolution of this corporation, by the expiration of its charter or otherwise, the stockholders shall elect three liquidators from among their number, who shall have full power and authority to liquidate and settle the business and affairs of the company. In case of death or disability of any of said liquidators, the survivor, or survivors, shall appoint a successor, or successors, to him or them.

Article VIII.—Until the election to be held on the second Monday of February, 1917, the following stockholders shall constitute the first board of directors: Lamar C. Mays, Lee W. Blount, Edward A. Smith, with the said Edward A. Smith as president and general manager, Lee W. Blount as vice-president and superintendent, and Lamar C. Mays as secretary and treasurer, their respective addresses being: Edward A. Smith, Post Office Box 130, Jackson, Mississippi, Lee W. Blount, State Line Post Office, Mississippi, and Lamar C. Mays, 407 South Peters Street, or 8300 Sycamore Street, New Orleans, Louisiana.

Article IX.—Whereas Edward A. Smith, Lee W. Blount and Lamar C. Mays have offered to the Southern Food Packing Company, Inc., the corporation which is being presently organized under the laws of the State of Louisiana, to assign, transfer and set over to the said Southern Food Packing Company, Inc., the following described property: A certain formula for evaporating fruits and vegetables, which is a secret process evolved by these parties, representing about one year's effort, for which a patent is to be applied for, and the said parties do further hereby offer to transfer and assign all of their rights, titles and interests therein to the said Southern Food Packing Company, Inc., said application for patent to be made in the name of and as the property of the said Southern Food Packing Company, Inc., and the said parties do further offer to assign, transfer and set over unto said Southern Food Packing Company, Inc., all such further rights, titles and interests which they have or might have in said formula, and do further agree and bind themselves to devote their time and assist in every way possible in further perfecting and attempting to have patented this formula in the name of and as the property of the said Southern Food Packing Company, Inc.

Now, therefore, we, the undersigned, constituting the board of directors of said Southern Food Packing Company, Inc., as is provided by these articles of incorporation, do hereby certify that we have diligently, carefully and fully investigated and ascertained the value of said property as is hereinabove specially described, and found the same to be of a value, insofar as the objects and purposes of this corporation is concerned, of an amount far in excess of the sum of twenty-six hundred dollars ($2,600.00) for which the same is being offered to the said Southern Food Packing Company, Inc., and we hereby adjudge and declare that the same is at least of the full and fair value of twenty-six hundred dollars ($2,600.00). We do hereby further certify that we have made a full investigation of the said formula, and find the same, when taken in connection with the proposed business as to objects and purposes of the said Southern Food Packing Company, Inc., to be at least of the full and fair value of twenty-six hundred dollars ($2,600.00).

Witness our hands and seals in our respective city as directors of the said Southern Food Packing Company, Inc., provided by the present Articles of Incorporataion on this 24th day of the month of January, in the year 1916.

Original Signed: E. A. Smith, Lee W. Blount, per E. A. Smith; L. C. Mays.

Article XI.—The subscribers hereto have written opposite their respective names the amount of stock in this corporation subscribed to by each of them.

Thus done and passed in my office, at the city of New Orleans, on the day, month and year hereinabove first written, in the presence of John R. Perez and William F. Conkerton, competent witnesses, who have hereunto signed their names together with said appearers, and me, notary, after due reading.

Original signed: E. A. Smith, 11 shares, $1,100.00; Lee W. Blount, 11 shares, $1,100.00; per E. A. Smith; L. C. Mays, 4 shares, $400.00.

Witnesses: John R. Perez, Wm. F.