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ACT OF INCORPORATION

OF THE FRYE COTTON OIL PRODUCTS COMPANY, INC.

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

Be it known, that on this, the 21st day of the month of August, 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 forty-first, before me, Charles F. Fletchinger, a notary public, duly commissioned and qualified in and for the city, parish and state 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 declared that, availing themselves of the provisions of the laws of this state relative to the formation and organization of corporations, they have covenanted and agreed and do, by these presents, covenant, agree and bind themselves, as well as those who may hereafter become associated with them, to form themselves into a corporation for the objects and purposes, with the name and under the stipulations following, to-wit:

Article I.—The name and style of this corporation shall be "The Frye Cotton Oil Products Company, Inc.," and by said corporate name, it shall have succession and enjoy existence for a period of ninety-nine years from date hereof, unless sooner dissolved in the manner provided by law and the articles of this charter; and under said corporate name it shall have power and authority to contract, sue and be sued, to make and use a corporate seal, the same to alter or break at pleasure, to make all necessary rules and regulations for its corporate management and control, and shall have and enjoy all the rights, privileges and immunities which are now conferred upon or may hereafter be granted to corporations of the same kind and character.

Article II.—The domicile of this corporation shall be in the city of New Orleans, State of Louisiana, and all citations and other legal process shall be served upon the president, or in his absence, upon any other officer of the corporation.

Article III.—The objects and purposes for which this corporation is formed are declared to be as follows: To manufacture, buy and deal in oils, fats, lards and their compounds, of all descriptions; to acquire, own, construct and operate plants and factories for the manufacture and refining of fats, oils, lards and their compounds of every name and description, according to a certain formula or process invented, discovered and patented by George Vincent Frye; to purchase, lease or acquire said process or formula, or contract for the use of same, said purchase or lease, or contract to include all improvements in the present process, or any new process of like character as may be hereafter invented or discovered by the said George Vincent Frye; to purchase, lease and otherwise acquire real estate, and to hold, improve, mortgage and dispose of the same; to build factories and warehouses, and construct and operate railroads and switch tracks in connection therewith; to acquire stock in other corporations, and to vote the same, and, generally, to do and engage in any business essential or germane to the objects and purposes hereinabove set forth.

Article IV.—The capital stock of this corporation shall be fifty thousand ($50,000.00) dollars, divided into five hundred (500) shares, of the par value of one hundred ($100.00) dollars each, all of which shall be common stock, and may be issued for cash money, or in payment of property or services actually received by or rendered to the corporation.

The corporation shall commence business as a going concern as soon as the sum of fifty thousand dollars of capital stock shall have been subscribed and paid for, said stock shall be fully paid at the time of its issuance and thereafter non-assessable.

Any stockholder may offer for sale, or assign, his stock in this corporation without giving to the other stockholders thirty days prior notice of such intention, notice shall be given in writing to the secretary, and the other stockholders have the first privilege of purchasing said stock at the book value thereof for a period of thirty (30) days from delivery of notice to the secretary and the stockholders, after which thirty days, if said parties do not avail themselves of said option, said stock may be sold to whomsoever the stockholder may see fit.

Subject to this act hereby declare that they subscribed for a number of shares of the capital stock set opposite their respective names hereto, so that this act of incorporation shall serve as the original subscription.

George Vincent Frye, one of said subscribers, for the extent of four hundred and forty-five (405) shares of the capital stock of said corporation, in full payment and satisfaction of said subscription, does hereby transfer, convey and deliver to this corporation, for the use and exclusive right of use, benefit of this corporation, of his process, formula or method of combining cottonseed and other vegetable oils with lards and compounds known as the "Frye Process," the basis of which is the passing of currents of electricity through electrodes, the composition of which electrodes is a secret and known solely to the said George Vincent Frye.

Said assignment shall be further evidenced and supplemented by a contract between the corporation and the said George Vincent Frye, providing and stipulating for the deposit of said process, formula, or method, in a safety deposit vault in some bank in the city of New Orleans, which contract has already been submitted to and approved by the said Frye and the Board of Directors of this corporation.

And it is further understood that at the termination of this corporation, whether by limitation, by voluntary or involuntary dissolution, or for whatever cause, that no further rights to the said "Frye's Process" and secret electrodes shall remain in this corporation, or in any of its stockholders or creditors, but that all of the rights which are granted to it as above set forth, shall at once revert and become vested in the said George Vincent Frye, his heirs or assigns.

And the said A. Franklin Pugh, George Vincent Frye, Oswald Ogden, Ernest J. Taylor and J. Clifford Lyons, comprising all of the members of the board of directors of this corporation, in accordance with the requirements of Act 267 of 1914, of the Legislature of the State of Louisiana, do hereby value and appraise the right of use to said process, formula or method and electrodes at the valuation of forty-seven thousand five hundred ($47,500.00) dollars.

The capital stock of this corporation may be increased to one hundred thousand ($100,000.00) dollars.

Article V.—All the powers of this corporation shall be vested in and be exercised by a board of directors composed of five stockholders, to be elected each year by the stockholders at their annual meeting; each director shall be a bona fide stockholder, and the first board of directors shall serve until the election to be held on the first Tuesday in February, 1917, and until their successors are elected and qualified, which board, with their post office addresses, is as follows:

A. Franklin Pugh, 824 Gravier St., New Orleans, La., who shall be president; George Vincent Frye, 137 N. Rendon St., New Orleans, La., who shall be 1st vice-president and general manager; Oswald Ogden, 315 Walnut street, New Orleans, La., who shall be 2nd vice-president; Ernest J. Taylor, 824 Gravier street, New Orleans, La., who shall be secretary and assistant treasurer; J. Clifford Lyons, 824 Gravier street, New Orleans, La., who shall be treasurer.

On the 1st Tuesday in February, 1917, and annually thereafter, except when such day shall fall on a legal holiday, then upon the next following lay day, the stockholders shall elect a board of directors for the ensuing year, the board already installed to continue to hold over until their successors are elected and qualified.

The board of directors so elected shall select from their own number the officers of the corporation, who shall be a president, 1st vice-president, who may or may not be general manager, a 2nd vice-president, a treasurer, and a secretary, who may be assistant treasurer.

The office of the secretary and treasurer may be held by one and the same person as secretary-treasurer, as may be determined by the board.

The election of directors shall be by ballot, and the persons receiving the largest number of votes shall be declared elected. For electing directors or for any other purpose, each share of stock, whether present or by proxy, shall be entitled to one vote. A majority of the votes cast shall be required to pass any resolution, or decide any question submitted to the stockholders, except for the alteration or amendment of this charter, or the dissolution of the corporation, as hereinafter provided.

The said board of directors shall have power and authority to make all necessary rules and regulations for the management, operation and control of the business of the corporation, as well as to make all necessary rules and by-laws, with power to fill any vacancy occurring in their number, or any vacancy occurring among the officers of the corporation. A majority of the directors voting at any one time, in person or by proxy, shall be required to pass any resolution, or adopt any by-laws, and which, when so adopted, shall become valid corporate acts.

Article VI.—Notice of all meetings of stockholders for electing directors, or for any other purpose, except as may be hereinafter directed, shall be given in writing by the secretary, to be deposited in the mails at least fifteen days before such meeting, directed to each stockholder at his last known address appearing upon the books of the corporation, unless said notice is waived in writing by all the stockholders appearing as such upon the books.

Article VII.—This act of incorporation may be modified, added to, changed or amended, or this corporation be dissolved by and with the assent of the holders of two-thirds in amount of its then entire outstanding stock, given at a general meeting of the stockholders to be convened after fifteen days' prior notice, to be given in one of the daily newspapers published in the city of New Orleans, in additional to the personal notice to each of the stockholders, as provided in Article VI of its charter; and such changes as may be made in reference to the increase or decrease of the capital stock shall be preceded by such notice, delays and formalities as are by law enforced.

In the event of the dissolution of said corporation, either by limitation of its charter, or otherwise, its affairs shall be liquidated by three commissioners, to be appointed and elected at a special meeting called for that purpose, as above provided, and they shall remain in office until the affairs of said corporation shall be fully liquidated; and in case of the death of one or more of said liquidators, the survivors or survivor shall continue to act.

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

Thus done and signed at my office, in the City of New Orleans, on the day, month and year first hereinabove written, in the presence of Burt W. Henry and William Brierre, competent witnesses, who hereunto sign their names, together with said appearers and me, notary, after due reading of the whole.

(Names of subscribers omitted.)

Witnesses: Burt W. Henry, Wm. Brierre.

CHAS. F. FLETCHINGER, Not. Pub.

I, the undersigned recorder of mortgages, in and for the parish of Orleans, State of Louisiana, hereby certify that the above and foregoing act of incorporation of the Frye Cotton Oil Products Company, Inc., was this day duly recorded in my office in book 1301, folio ——, New Orleans, La., Aug. 22, 1916.

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

A true copy.

CHAS. F. FLETCHINGER, Not. Pub.

aug 24 31 sept 7 14 21 28

CHARTER

OF THE INTERSTATE AUTO SUPPLY COMPANY, INC.

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

Be it known, that on this thirty-first day of the month of August, 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 forty-first, before me, Arthur A. Moreno, a notary public in and for the Parish of Orleans, State of Louisiana, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the following persons whose names are hereunto subscribed, together with the amounts of their respective subscriptions to thecapital stock of the corporation to be formed, who severally declare that, availing themselves of the provisions of the general laws of the State of Louisiana relative to the organization of corporations, 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 be hereafter become associated with them or their successors, to form and constitute themselves into a corporation and body politic in law, and for the objects and purposes and under agreements and stipulations following, to-wit:

Article I.—The name and title of this corporation shall be the Interstate Auto Supply Company, Inc., and by that name said corporation shall have power and authority to have and enjoy succession for the full term of ninety-nine years from the date hereof; to contract, sue and be sued; to make and use a corporate seal; to purchase and receive, lease, hold, sell and convey, as well as mortgage and hypothecate, property, real, personal and mixed; to name and appoint such officers and agents as the interest of said corporation may require; and to make and establish such by-laws and regulations for the proper management and regulation of its affairs as may be deemed necessary, and the same to change and alter at pleasure.

Article II.—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 upon the president of said corporation, and, in case of his absence, upon the vice-president, and, in case of the absence of both of these officers, upon the secretary thereof.

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 to buy and sell, or consign automobile and electrical supplies and accessories of all kinds, and to those ends to purchase, use, lease, mortgage, or otherwise acquire movable or immovable property, and generally to do all acts and to enter into all contracts that may be necessary, convenient or appropriate in the accomplishment of the aforesaid purposes of buying and selling automobile and electrical accessories, and to do such other kindred acts, or engage in such businesses as are necessary, requisite, or usually operated in connection with the buying and selling of automobile and electrical accessories.

Article IV.—The capital stock of this corporation shall be $2,500, divided into twenty-five shares of the par value of $100 each, payable when issued, in cash, or other property, and may be increased to the sum of $100,000, divided into a thousand shares of the par value of $100.00 per share, and this corporation is to be a going concern when one-half of the capital stock has been subscribed and paid for. Each share of stock shall be entitled to one vote at all general elections.

Article V.—No stockholder shall ever be liable or responsible for the indebtedness, faults, or defaults of this corporation, nor shall any mere informality in the organization of the corporation have any effect of rendering the charter null or of exposing the stockholders to any liability beyond the unpaid balance, if any, on his stock subscription.

Should any stockholder desire to sell his stock he shall first offer the same to the stockholders of the company through its board of directors, and the stockholders who desire to purchase shall have the right to purchase the same, in the proprtion to their holdings of stock in the company. Should said stockholders in seventy-two hours after notice having been given, in writing, fail or refuse to purchase the stock offered for sale, such stock may be sold to anyone.

No transfer of stock shall bemade or held to be valid and binding unless made on the books of the company, and unless made in pursuance of the provisions of this charter.

Article VI.—This corporation shall have all powers granted to such corporations by law, and shall have the power to contract, sue and be sued in its corporate name, and to own, hold, receive, loan, lease, purchase, sell and convey or mortgage any and all of its effects, or to hypothecate its property, and to do any and all acts and things of any other kind, nature or descriptions, as may be necessary to carry out the objects and purposes of said business as its interests and conveniences may require.

Article VII.—The business of said corporation shall be directed by and vested in a board of directors of three stockholders, two of whom shall constitute a quorum for the transaction of business, and the said directors as first constituted shall be Fernand K. Levy, Ferdinand B. Stern and Samuel Hellman, and they shall hold office until the second Monday in August, 1917, and on that day and from each an devery day thereafter elections shall be held annually for directors at the principal office of the corporation. Failure to hold an election on the day specified shall not dissolve the corporation, but the directors in office shall hold their respective office until an election shall be held after ten days' notice of time and place thereof given to each stockholder. The annual election shall beheld on the second Monday in August, 1917, and thereafter on the second Monday of each succeeding year, and the election shall be held between the hours of ten a. m. and four p. m. All vacancies on the board of directors for whatever cause shall be filled by the remaining directors. Fernand K. Levy shall be the first president, Ferdinand B. Stern shall be the first vice-president, and Samuel Hellman shall be the first secretary-treasurer, and they shall hold office until the second Monday in August, 1917, and each succeeding board of directors shall elect its principal officers for the term of their election, and only stockholders shall be eligible for election as a member of the board of directors.

Article VIII.—Whenever this corporation is dissolved, either by limitation, or for any other cause, its affairs shall be liquidated by the obard of directors, who are hereby vested with full power to sell any and all assets of the corporation, either separately or in a mass, and to convey full and complete title thereto, and shall have full power to do and perform all acts necessary and proper to fully and completely liquidate the affairs and distribute the proceeds, if any, among the stockholders of thesaid corporation to the amount of stock held by each.

Article IX.—This act of incorporation may be amended, altered or modified, or this corporation dissolved by a vote of three-fourths of the shares of the total amount of stock at a meeting convened for that purpose after ten days' notice in writing mailed to the address of each stockholder.

Thus done and passed in my notarial office, in the city of New Orleans, State of Louisiana, on the day, month ann year first above written, in the presence of Azelie Bennett and C. J. Vendage, competent witnesses, who have hereunto signed these presents, together with theparties hereto, and me, notary, after a reading of the whole.

Original signed: Fernand K. Levy, ten shares, 3016 PrytaniaSt., New Orleans, La.; Ferdinand B. Stern, ten shares, 1904 Milan St., New Orleans, La.; Samuel Hellman, three shares, 4036 Canal St., New Orleans, La.; T. O. Tugel, two shares, 8305 Sycamore St., New Orleans, La. Witnesses Azelie Bennett, C. J. Vendage.

A. A. MORENO, 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 Interstate Auto Supply Company, Inc., was this day recorded in my office in book 1201, folio 178.

New Orleans, September 5th, 1916.

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

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

A. A. MORENO, Notary Public.

Sept 14 21 28 oct 5 12 19 1916

ACT OF INCORPORATION

OF THE CITY SALES AGENCY, INCORPORATED.

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

Be it known,that on this 9th day of September, in the year of our Lord, one thousand nine hundred and sixteen (1916) and of the independence of the United States of America, the one hundred and forty-first, before me, Joseph Sinai, a notary public in and for the Parish of Orleans, State of Louisiana, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereinafter subscribed, of full age of majority, who declared to me that, availing themselves of the laws of this state relative to the organization of corporations, particularly Act No. 267 of the session of the General Assembly of the State of Louisiana for the year 1914, page 521, they have covenanted and agreed, and by these presents they do covenant and agree for themselves and their successors and assigns, to form themselves into a corporation and body politic in law, for the objects and purposes and under the stipulations hereinafter set forth, to-wit:

Article I.—The name and title of the corporation shall be "City Sales Agency, 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 the power and authority to contract, sue and be sued, and to make and use a corporate seal, the same to break and alter at its pleasure; to hold, to purchase, lease, sell, mortgage or 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 make and issue notes of indebtedness; to name and appoint managers and clerks or other employees for the proper conduct of its corporate business and to make and establish such rules, regulations and by-laws as may be found necessary and desirable for the management of the affairs of the corporation and, generally to do all and every other act, deed or thing necessary for the complete and proper conduct and management of said business.

Article II.—The domicile of the 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 his absence, upon the secretary-treasurer.

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

To manufacture, buy, sell, import, export and generally deal in all kinds of vehicles, engines, machines or appliances for the generation of steam, electric, gasoline or other power for the purpose of propelling cars, carriages, wagons, trucks and vehicles of every kind, character and description; and also to manufacture, buy, sell, import, export and generally deal in machinery of all kinds and to deal in supplies and such mechanical devices and engineering appliances as are generally manufactured, bought, sold, imported, exported and dealt in by manufacturers and dealers in a similar line of business.

Article IV.—The capital stock of this corporation is hereby fixed at the sum of five thousand ($5,000.00) dollars, divided into one hundred (100) shares at a par value of fifty ($50.00) dollars ecah, to be paid for in cash or its equivalent in property. No certificate of stock shall be delivered or issued unless it is fully paid for, or for property purchased or leased, 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 a shareholder to any liability whatsoever, other than above; nor shall the stock be subject to assessments. The corporation shall begin to do business and to be a going concern as soon as two thousand, five hundred ($2,500.00) dollars of the capital stock has been subscribed and paid for.

Article V.—All the corporate powers of this corporation shall be vested in and exercised by a board of directors to be composed of three (3) stockholders, two of whom shall constitute a quorum for the transaction of the business of the corporation.

Until the first Monday of October, 1917, the following named persons shall constitute the board of directors of this corporation, to-wit: Benjamin Dreyfus, Alex F. Dreyfus and Moses Beer.

Thereafter the directors shall be elected annually on the first Monday of October of each year. All elections for directors shall be by ballot and each stockholder shall be entitled to one vote for each share of stock standing in his name of the books of the corporation, this vote to be cast in person or by proxy, and it shall require a majority of stock present or represented to elect. The failure to elect the board of directors on the first Monday of October in each and every succeeding year shall not work the forfeiture of this charter, but the old board of directors shall remain in office until their successors have been elected and have qualified.

Article VI.—The board of directors shall hold regular meetings at stated intervals at such time as shall be fixed by 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 or when requested to do so by any two members of the board of directors. Three days' notice of such special meetings shall be given in writing to the directors unless a waiver of notice is signed by the directors. Any vacancy occurring on the board, either from death, resignation or otherwise, shall be filled by the board of directors. The first board of directors of this corporation shall be required to draft suitable by-laws for the government and management of this corporation, which may be altered, amended or changed as the exigencies of the same may require.

Article VII.—The officers of this corporation shall consist of a president and a secretary-treasurer, all of whom shall be stockholders and members of the board of directors. Until the board or directors to be elected on the first Monday of October, 1917, shall otherwise elect, the following named persons shall constitute the officers of this corporation: Benjamin Dreyfus, president, whose address is 1705 State street, New Orleans, La.; Alex F. Dreyfus, secretary-treasurer, 1705 State street, New Orleans, La., and Moses Beer, 1648 Dufossat street, New Orleans, La.

Article VIII.—This charter may be modified, altered or amended, the capital stock thereof increased or decreased or the corporation may be dissolved with the assent of three-fourths of the stock present or represented at a general or special meeting of the stockholders held for such purpose, after thirty (30) days' prior notice in writing to each stockholder, or mailed to him at his last known post office address and after publication in a daily newspaper published in the city of New Orleans, and upon complying with the law in such cases made and provided.

At the expiration of this charter or the earlier dissolution of this corporation, its affairs shall be liquidated by two commissioners 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 sell any and all assets and property, real, personal and mixed, of this corporation and to convey full and complete title thereto and to do and perform all acts essential to a full and complete liquidation of this corporation, and to distribute the proceeds, if any, as directed by a special meeting of the stockholders of the corporation convened for the purpose after due notice as provided for herein.

In the event of the death, resignation or inability to serve of one or more of the commissioners, the survivor shall continue to act and be likewise vested with all the powers herein granted.

Thus done and passed in my office, in the city of New Orleans, on theday, month and year first before written, in the presence of Leslie P. Beard and Charles LeBlanc, competent witnesses, who have signed their names with said appearers and me, notary, after due reading of the whole.

Original signed: B. Dreyfus and others.

Witnesses: L. P. Beard, Charles LeBlanc.

(Signed) JOSEPH SINAI, 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 City Sales Agency, Incorporated, was this day duly recorded in my office in book 1201, folio —

New Orleans, Sept. —, 1916.

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

A true copy.

JOSEPH SINAI, Notary Public.

Sept 14 21 28 oct 5 12 19

CHARTER

OF POINT CELESTE PLANTING CO., INC.

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

Be it remembered that on this 23rd day of May, 1916, and of the independence of the United States, the one hundred and forty-first, personally came and appeared before me, Felix J. Dreyfous, a notary public in and for the parish of Orleans, City of New Orleans, duly commissioned and qualified and sworn, the undersigned persons of full age of majority, who declared to me, notary, that availing themselves of the provisions of the laws of the State of Louisiana relative to the organization of corporations, they have associated themselves and united, and do by these presents associate themselves and unite to form a corporation under the following articles of incorporation:

Article I.—The name of this corporation shall be Pointe Celeste Planting Co., Inc.

Article II.—The purposes for which this corporation is formed are declared to be to own, purchase, sell, or lease lands for cultivation in oranges, grape fruit, corn, vegetables, rice sugar cane or other fruits and agricultural produce; to own and operate one or more central sugar factories and refineries or canning or other factories; to contract for and purchase sugar cane or syrups; to raise live stock on its lands; to carry on general stores in connection with its business; to construct and operate railroads for the transportation of the products of its lands or of products to and from its factory or factories; to build canals for transportation or drainage and generally, to make all contracts and to engage in all business connected with or incidental to its main business of acquiring and cultivating lands and producing crops therefrom.

Article III.—The amount of the capital stock of this corporation shall be one hundred thousand dollars ($100,000.00), no portion of which shall be preferred stock, said stock to be issued by the board of directors for cash, or property or for services rendered the corporation at such times as the board of directors may determine and direct.

Article IV.—The aggregate amount to which the capital stock may be increased shall be two hundred fifty thousand dollars $250,000).

Article V.—The number of shares of which the capital stock shall consist shall be 1,000 shares, of the par value of one hundred dollars ($100) each.

Article VI.—The location of the domicile of this corporation shall be in the city of New Orleans, State of Louisiana.

Article VII.—All the corporate powers of this corporation shall be vested in and exercised by a board of directors to consist of three (3) stockholders, to be elected annually at a stockholders' meeting to be held on the fourth Tuesday of the month of May in each year, and directors so elected shall remain in office until their successors are elected and qualified. The following persons shall constitute the first board of directors of the corporation, to serve until their successors are elected and qualified, to-wit: Levering Moore, 421 Audubon St., New Orleans, La.; John Dymond, Jr., Empire P. O., La.; Harold P. Nathan, 1424 Toledano St., New Orleans, La.

Article VIII.—The duration of this corporation shall be for ninety-nine years.

Article IX.—The names and post office addresses of the subscribers of these articles of incorporation and a statement of the number of shares of stock of the corporation for which each subscribes, are as follows, to-wit: Levering Moore, 421 Audubon St., New Orleans, La., 1 share; John Dymond, Jr., Empire P. O., La. 1 share; Harold P. Nathan, 1424 Toledano St., New Orleans, La., 1 share; Mortgage Securities Co., Interstate Building, New Orleans, 997 shares. Of the above shares 280 shares are to be paid for in cash. For 720 of the said shares, Mortgage Securities Company is to assign, transfer and deliver unto the corporation, with full subrogation to all its right thereunder, and under the writ issued thereon, that certain judgment obtained by the said Mortgage Securities Company against the Myrtle Grove Planting & Manufacturing Company in the proceedings entitled: "Mortgage Securities Company versus The Myrtle Grove Planting & Manufacturing Company," Number 115,932 of the docket of the Civil District Court in and for the parish of Orleans, which said judgment has been appraised by the directors of this corporation at the sum value of seventy-two thousand ($72,000), as fully appears from the accurate detailed and itemized description of the said judgment together with the appraisement thereof by the said directors which is annexed hereto as a part hereof, marked "Exhibit A."

Thus done and signed in my office in the city of New Orleans, in the presence of Frank B. Twomey and Joseph L. Weiss, competent witnesses, residing in the said city, together with me, notary, after due reading of the whole.

Original signed: Levering Moore, one share; John Dymond, Jr., one share; Harold P. Nathan, one share; Mortgage Securities Co., by Levering Moore, vice-pres., 997 shares. F. B. Twomey, J. L. Weiss.

FELIX J. DREYFOUS, 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 Pointe Celeste Planting Co., Inc., was this day duly recorded in my office in book 1195, folio 570.

New Orleans, May 23, 1916.

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

A true copy from the original act. New Orleans, August 30th, 1916.

A. D. DANZIGER,
Notary Public for the Parish of Orleans, and City of New Orleans, substituting Felix J. Dreyfous, another notary public for said parish, now absent on leave from the governor, as appears by the instrument annexed to an act passed in the office of said notary Dreyfous on August 21, 1916.

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CHARTER

OF THE DEER RANGE PLANTING COMPANY, INC.

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

Be it known, that on this, the eighth day of the month of September, 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, Alfred D. Danziger, a notary public in and for the parish of Orleans, State of Louisiana, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who severally declared that, availing themselves of the laws of this state relative to the organization of corporations, they have contracted and agreed, and by these presents do agree and bind themselves, as well as such other persons as may hereafter become associated with them, to form and constitute a corporation and body, corporate in law, for the objects and purposes and under the agreements and stipulations hereinafter set forth and expressed.

Article I.—The name and title of said company shall be the Deer Range Planting Company, Inc., and its domicile shall be the City of New Orleans, Parish of Orleans, State of Louisiana. Under this corporate name, the said corporation shall have power and authority to exist and enjoy succession for the full term of ninety-nine (99) years from the date of this act; to contract, sue and be sued, and to make and use a corporate seal, and the same to break or alter at pleasure, which said seal, if any, shall be designated by the board of directors: to purchase, own, hold, lease, receive, sell and mortgage or pledge, under its corporate name, property, both real and personal, including stocks, bonds and securities of other corporations; to sell any portion of its capital stock, or other resources, to make advances on real or personal security and on growing crops; to lease to and from and to consolidate or merge with other companies; to elect and appoint such directors, officers and agents as the interest and convenience of said corporation may require; to make and establish such by-laws, rules and regulations for the proper management of the affairs of said corporation as may be necessary and proper, and the same to change or alter at pleasure; and, generally, to do and perform all acts and things requisite and necessary to carry out the objects and purposes of said corporation.

Article II.—All citations or other legal processes shall be served upon the president of said corporation, and in case of his absence, upon the vice-president, and in case of the absence of both, upon the secretary thereof.

Article III.—The objects and purposes of this corporation, and the nature of the business to be carried on by it, are declared to be specially to acquire all the properties formerly belonging to the Myrtle Grove Planting and Manufacturing Company, being in the parish of Plaquemines, State of Louisiana, on the right bank of the Mississippi river, having about 14.66 miles front on said river, and commencing about thirty (30) miles below the City of New Orleans, consisting of nine (9) plantations, with lands in the rear, adjacent thereto, comprising in all upwards of twenty thousand (20,000) acres; to acquire, lease and own property, both real and personal, and to sell, mortgage or pledge the same; to engage in the cultivation of orange, grape fruit, corn, vegetables, rice, sugar cane and other fruits and agricultural products; to establish own and operate one or more central sugar factories and refineries, rice mills, ice, canning or other factories and to buy and sell the raw and finished products thereof; to raise live stock; to carry on general stores in connection with its business; to construct, operate, purchase or lease railroads for the transportation of the products of its lands, and of products generally to and from its factory or factories, or for other purposes; to build canals for transportation or drainage, and, where used for transportation, to charge tolls on same; to build wharves, docks, ways, vessels, machine shops, and to build and operate dredges, whether for excavating canals or sand or shells for ballast for roads or railroads; to construct and operate drainage plants; to acquire and hold stocks and bonds in other corporations; to colonize, develop and improve its lands and properties; to exchange its entire capital stock, or any part thereof, for property which it is authorized to acquire, or to exchange its entire business and properties, or any part thereof, for money, property, stocks, bonds, or other obligations of other companies; and generally to make all contracts and to engage in all business connected with or incidental to any of the business mentioned herein; and to do any and all such acts and things as may or shall be necessary, convenient or proper to carry out said objects and purposes.

Article IV.—Section 1. The capital stock of this corporation is hereby fixed at six hundred and ten thousand ($610,000.00) dollars, divided into six thousand one hundred (6,100) shares of the par value of one hundred dollars ($100.00) dollars each, of which two thousand (2000) shares shall be first preferred stock, one hundred (100) shares shall be second preferred stock, and four thousand (4000) shares shall be common stock. The capital stock may be increased to the sum of two million ($2,000,000.00) dollars, and such increase may be apportioned among the different classes of stock as the directors and stockholders may determine.

Section 2.—The holders of the first preferred stock shall be entitled to receive, when and as declared, from the surplus or net profits of the corporation, dividends at the rate of seven (7%) per cent per annum, and no more. The dividends on said first preferred stock shall be cumulative and shall have preference and priority over the second preferred stock and the common stock, so that, at no time, shall any dividend be declared, set apart for, or paid on the second preferred stock or on the common stock, unless, at such time, all dividends on the first preferred stock, at the rate of seven (7%) per cent per annum, which shall have matured, shall have been declared and paid in full. Should any installment of dividends on the said first preferred stock not be paid in whole or in part, the deficiency shall be paid before any dividend shall be declared upon the second preferred stock or upon the common stock.

Section 3.—The first preferred stock shall be subject to redemption, in whole or in part, at the end of any corporate year, at par, and all accumulated dividends, whether declared or not, unpaid thereon, at the call of the board of directors. Should less than the entire amount of such first preferred stock be called for redemption, the funds to be applied by the directors to redemption shall be applied to the outstanding first preferred stock, pro rata, each first preferred stockholder to have the same proportion of his holdings retired as each other first preferred stockholder. Notice of the redemption of all or any part of the first preferred stock shall be given by publication for ten days prior to the date at which redemption is to become effective, in a daily newspaper published in the city of New Orleans, and likewise, by notice mailed to each registered holder of first preferred stock, at his last known post office address. Upon call for redemption being made, and the money needed for redemption being set aside, all rights of the first preferred stock so called for redemption to dividends, or to a share in the net profits, shall cease after the redemption date.

Section 4.—The holders of the second preferred stock shall be entitled to preference and priority over the common stock of the corporation, and shall be entitled to receive, when and as declared, dividends in each and every year, at the rate of seven (7%) per cent per annum, and no more. Dividends on the said second preferred stock shall be cumulative, so that, at no time shall any dividend be declared, set apart for, or paid on the common stock, at the rate of seven (7%) per cent per annum, which shall have matured, shall have been declared and paid in full. Should any installment of dividends on the said second preferred stock not be paid in whole or in part, the deficiency shall be paid before any dividend shall be declared upon the common stock.

Section 5.—Whenever all of the first preferred stock shall have been redeemed as above provided in Section 3, then, the second preferred stock shall be subject to redemption, in whole or in part, at the end of any corporate year, at par, and all accumulated dividends, whether declared or not, unpaid thereon, at the call of the board of directors. Should less than the entire amount of such second preferred stock be called for redemption, the funds to applied by the directors to redemption, shall be applied to the outstanding second preferred stock, pro-rata, each second preferred stockholder to have the same proportion of his holdings retired as each other second preferred stockholder. Notice of the redemption of all or any part of the second preferred stock shall be given by publication for ten days prior to the date at which redemption is to become effective, in a daily newspaper published in the city of New Orleans, and likewise, by notice mailed to each registered holder of second preferred stock, at his last known post office address. Upon call for redemption being made, and the money needed for redemption being set aside, all rights of the second preferred stock so called for redemption to dividends, or to a share in the net profits, shall cease after the redemption date.

Section 6.—In the event of any liquidation or dissolution or winding up, whether voluntary or involuntary, of this corporation, the holders of the first preferred stock shall be paid in full, by preference over the second preferred stockholders and common stockholders, the par value of their shares, together with all accumulated unpaid dividends, at the rate of seven (7%) per cent per annum, to date of payment, or appropriation for payment under said liquidation, dissolution or winding up; and after such payment in full to the first preferred stockholders, the holders of the second preferred stock shall be paid in full, by preference over the common stockholders, the par value of their shares, together with all unpaid accrued dividends, at the rate of seven (7%) per cent per annum, to date of payment, or appropriation for payment under said liquidation, dissolution or winding up. After such payment in full to the holders of the first and second preferred stock, the holders of the common stock shall be entitled to receive the remaining assets of the corporation, in proportion to the shares held by them respectively.

Section 7.—No dividends shall be declared or paid on the common stock until at least seventy (70%) of the first preferred stock shall have been redeemed and retired.

Section 8.—The whole or any part of the stock of this corporation may be issued and delivered to any person, firm or corporation, for the acquisition of the rights, privileges, property, business or good will, or any part thereof, owned and controlled by such person, firm or corporation, or for merchandise received or services actually rendered to this corporation. The board of directors hereinafter created is specially authorized to issue and dispose of the stock, for any and all purposes above stated, as in its judgment may seem proper; and the said board is specifically authorized to issue stock for the acquisition of an option to acquire all the properties formerly belonging to the Myrtle Grove Planting & Manufacturing Company, being in the parish of Plaquemines, State of Louisiana, on the right bank of the Mississippi river, having about 14.66 miles front on said river, and commencing about thirty (30) miles below the city of New Orleans