CHARTERS

CHARTER.
OF SHERMAN BROS. & CO., INC.

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

Be it known and remembered that on this 8th day of the month of June, in the year of our Lord 1918, and of the United States of America the One Hundred and forty-second;

Before me, Meyer Samuel Dreifus, a Notary Public, duly sworn, commissioned and qualified, in and for the Parish and State aforesaid; and in the presence of the witnesses hereinafter named and undersigned:

Personally came and appeared the persons whose names are hereto subscribed as such, of the full age of majority, residing in the Parish of Orleans, who declared to me, that availing themselves of the laws of this State relative to the organization of corporations, and more particularly of Act 267 of the Acts of the General Assembly of the State of Louisiana for the year 1914, page 255, and Act 232 of 1910, page 393, they have covenanted and agreed, and by these presents do covenant and agree for themselves, and their successors and assigns to form themselves into a corporation and body politic for the objects and purposes and under the stipulations hereinafter set forth, to-wit:

ARTICLE I.—The name and title of this corporation shall be "Sherman Bros. & Co., Inc.," and under such title it shall have and enjoy succession and existence for a period of ninety-nine years from date hereof; it shall have power and authority to contract, sue and be sued, make and use a corporate seal, the same to break or alter at pleasure; to hold, sell, lease, mortgage, hypothecate or pledge property real, personal or mixed, necessary, incidental or proper for the carrying on of its business, and to name, elect and appoint managers, directors and clerks or other employees to properly conduct its corporate business and to make such by laws, rules and regulations, as may be found necessary or desirable for the management of this corporation, and generally to do every other act, matter or thing necessary for the complete and proper carrying on of said business.

ARTICLE II.—The domicile of this corporation shall be in the City of New Orleans, Parish of Orleans, State of Louisiana, where all citation and other legal process shall be served upon the President, or in the absence of the President upon the Vice-President, or, in the absence of both, upon the Secretary-Treasurer.

ARTICLE III.—The objects and purposes of this corporation shall be to conduct a business of buying and selling scrap iron, junk, new and second hand machinery, and steel rails, and any other articles of commerce, at wholesale and retail, and to do any and all acts necessary or incidental to the carrying on and conducting of the aforesaid objects and purposes; and to engage in the business of buying and selling steel and other metals and machinery; to engage in the reducing, refining and melting of such materials, and to do any and all things necessary or incident to the above.

ARTICLE IV.—The capital stock of this corporation shall be Ten Thousand Dollars ($10,000.00), divided into 100 shares of the par value of $100.00 per share, and this corporation shall become a going concern when fifty (50) shares of its said capital stock shall have been subscribed and paid for in cash, or its equivalent.

No stockholder shall ever be held liable for the faults, contracts or debts of this 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 of exposing any shareholder to any liability whatsoever.

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 stockholders, a majority of whom shall constitute a quorum. The officers of this corporation shall consist of a President, Vice-President and Secretary-Treasurer, all of whom shall be members of the board of directors, to-wit:

Abraham Sherman, President, 1835 Baronne Street.

Maurice Sherman, Vice-President, 1835 Baronne Street.

Jacob Sherman, Secretary-Treasurer, 1835 Baronne Street.

And these directors and officers shall hold their said office until the 10th day of June, 1919, or until their successors shall have been duly elected and qualified.

Thereafter the directors shall be elected annually on the 10th day of June of each year, beginning with the year 1919. All elections of directors shall be by ballot and each stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the corporation, this vote to be cast in person or by proxy, and it shall require a majority of the stock present or represented to elect.

ARTICLE VI.—The board of directors shall meet and adopt by-laws, rules and regulations governing the management of the corporation as the directors may see fit.

ARTICLE VII.—The several stockholders agree not to sell, transfer, donate or otherwise dispose of any of the share, or shares, of stock held by them without offering the said stock to the corporation, which shall have the right within ten days from date of receipt of said notice by the President, to purchase the said stock offered for sale, in whole or in part, at a price to be agreed upon between the said corporation and the said shareholder, provided that the said price shall not exceed the maximum value of said stock so offered for sale, which value shall be determined to be the value of the said stock as it appears on the books of the said corporation as of that date. After such time should the corporation decline to purchase said stocks, the shareholder shall have the right of option to offer said stock for sale to any other person or persons, firms or corporations.

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

ARTICLE IX.—At the expiration of this charter, or at the earlier dissolution of this corporation for any cause, its affairs shall be liquidated by one or more liquidators to be elected by the stockholders, all of whom shall hold stock in said company and the said commissioners are hereby vested with full power and authority to liquidate the affairs of said company in accordance with the terms of Section 23 of Act of 1914.

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

Abraham Sherman, 13 shares.
Jacob Sherman, 35 shares.
Maurice Sherman, 2 shares.

Thus done and Passed in my office in the City of New Orleans on the 8th day of June, 1918, in the presence of Herbert W. Kaiser and Marguerite G. Stein, competent witnesses who have signed these presents, together with said appearers and me, Notary, after due reading of the whole

Witnesses: H. W. Kaiser, M. G. Stein.

A. Sherman, 13 shares; M. Sherman, by A. Sherman, 2 shares; J. Sherman, 35 shares.

MEYER S. DREIFUS,
Notary Public.

I, the undersigned Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing Act of Incorporation of the Sherman Bros. & Co., Inc., was this day duly registered in my office in Book 1222, Folio ——.

New Orleans, June —, 1918.

Signed: EMILE J. LEONARD, D. R.

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

MEYER S. DREIFUS,
Notary Public.

June 13-20-27-July 4-11-18.

CHARTER OF
FOYE TIE & TIMBER CO., INC.

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

Be it known, that on this first day of the month of June in the year of our Lord one thousand nine hundred and eighteen, and of the Independence of the United States of America, the one hundred and forty-second: Before me, Theodore A. Schuber, a Notary Public, in and for the Parish of Orleans, State of Louisiana, duly commissioned, sworn and qualified, and in the presence of the witnesses hereinafter named and undersigned: Personally came and appeared:

The several parties whose names are hereunto subscribed, who severally declared, that, availing themselves of the laws of the State of Louisiana, in such cases made and provided, they have covenanted and agreed, and do, byt these presents, covenant and agree, and bind themselves, as well as all other persons who 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 "Foye Tie & Timber Co., Inc.," and under its said corporate name, it shall have power and authority to enjoy corporate existence and succession, for the full term of ninety-nine years, from and after the date hereof, to contract, sue and be sued, to make and use a corporate seal, the same to alter at its pleasure; to acquire by grant, gift or otherwise, hold, receive, hypothecate, convey, lease, sell, pledge, mortgage and dispose of, property real, personal and mixed, to issue negotiable bonds and notes or other evidence of debt, to name and appoint such managers, agents, directors and officers as its business interest and convenience may require; to make and establish, as well as to alter and amend, from time to time, such by-laws, rules and regulations for the proper management of the affairs of this corporation, as the same may be necessary and proper; said corporation shall have the right to acquire, sell and dispose of the capital stock of other corporations, and further enjoy and exercise all the rights and privileges granted under the laws of this State, and more especially under Act 267 of the Louisiana Legislature of 1914.

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

To conduct and transact a general lumber, timber and tie business; to acquire by purchase or otherwise, own, buy, sell, mortgage and deal in standing timber and timber lands, and to buy, cut, haul, drive, manufacture, mortgage, sell, and otherwise deal in lumber, ties, logs, and all kinds of timber and forests products; to buy, own, improve, handle, mortgage, sell and otherwise deal in any and all kinds of real and personal property, either for itself, or as broker or agent for others; to acquire, by purchase or otherwise, to sell, pledge, exchange, and otherwise deal in capital stocks, bonds and other securities; to build, construct, fit, equip, furnish, own, purchase, charter, use, mortgage, operate, deal in and sell boats, barges and vessels, of all classes and descriptions, propelled by sail, steam, electricity, or other power, and also transportation lines by land, in any state or country; to furnish and supply facilities for and to engage in the business of carriage and transportation of freight, goods, wares and merchandise by land or water in any state or country, or upon the high seas; to furnish facilities for and engage in the business of towing and literage upon the ocean and other waters; and, generally, to do and transact any other business incidental to or connected with the general objects of this corporation as hereinabove set forth, as the Board of Directors may elect or determine.

Article III.—The captal stock of this corporation is hereby fixed at the sum of fifty thousand dollars, ($50,000.00), to be represented by five hundred (500) shares of the par value of one hundred dollars ($100.00) each. The capital stock of this corporation shall be payable in such installments, and under such conditions as the Board of Directors may determine. The capital stock of this corporation shall only be issued for cash, or for services rendered, merchandise, property or other valuable considerations, enuring to this corporation, according to the exclusive judgment and findings of the Board of Directors thereof. This corporation shall be a going concern and authorized to do business, as soon as fifty (50) per cent of the authorized capital shall be subscribed for, and at least fifty (50) percent of all stock so subscribed for shall be paid for. The capital stock of this corporation may be increased to five hundred thousand dollars ($500,000.00).

Article IV.—The domicile of this corporation shall be in the City of New Orleans, La., where all meetings of the stockholders of directors must be held, provided that with the written consent of all the directors, valid meetings of the directors may be held outside of the state, or within the state, elsewhere than at its domicile. Citation shall be served upon the President, or in his absence or disability, upon the Vice-President, and in the absence or disability of the latter upon the Secretary.

Article V.—All the corporate powers of this corporation shall be vested in and exercised by a Board of Directors, four in number, all of whom shall be stockholders, to be elected on the third Monday in June of each year, commencing with the third Monday in June in the year 1919, with the understanding that the first Board of Directors selected by the stockholders and named in this charter, as well as the first set of officers, as hereinafter named shall hold office until the third Monday in June, 1919, or until their successors have been elected and qualified.

After the election of said Board of Directors, as herein provided, there shall be elected by said directors from their number, the officers of this corporation, which are as follows: 1st: President, 2nd: a Vice-President, and 3rd; A Secretary and Treasurer which last two offices shall be combined in one person. The Board of Directors may name and appoint an Assistant Secretary, who need not be a stockholder, as well as to appoint other agents and employees, who shall, respectively, have such power and perform such duties as may be prescribed by said Board, and who may be removed at the pleasure of the Directors.

The Directors shall have the right to fill all vacancies occurring in their number, whether resulting from death, resignation, or otherwise.

The first Board of Directors, and the officers of this corporation shall be the following, and which said Board of Directors and officers shall serve until the election to be held on the Third Monday of June, 1919, or until their successors are elected and qualified. The addresses of said directors and officers are set opposite their respective names: William J. Foye, President, address: Omaha Nat'l Bank Bldg., Omaha, Neb.; Frank J. Trcka, Vice-President, address: 1029 Maison Blanche Bldg., N. O., La.; Herman R. Schroeder, Secty-Treas. address: Omaha Nat'l Bank Bldg., Omaha, Neb.; Guy V. Furay, Director, address: Omaha Nat'l Bank Bldg., Omaha, Neb.

Article VI.—The annual meeting of the stockholders of this corporation for the election of directors shall be held on the third Monday of June of each year, commencing with June, 1919, until which time the officers and directors named in this charter shall continue in office, or until their successors have been elected and qualified. The election for said directors shall be by ballot, and the majority in amount of the stock voting, shall elect the persons for whom they are cast. Each share of stock voted upon to be counted for but one vote. Said stock, shall not be entitled to cumulative voting.

The Board of Directors shall give at least fifteen days notice by mail of the election of said Directors, and shall appoint one or more stockholders to preside at such election. Any failure from any cause whatsoever to elect directors on the day named for that purpose shall not dissolve the corporation, but the directors and officers then in office shall hold over until their successors are chosen and qualified.

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

Article VIII.—The names and postoffice addresses of the subscribers to these articles of incorporation, and the number of shares of stock subscribed by each are as follows:

Wm. J. Foye, Omaha Nat'l Bk. Bldg., Omaha, Nebraska, 247 shares; Frank J. Trcka, 1029 Maison Blanche Bldg., New Orleans, La., 1 share; Herman R. Schroeder, Omaha Nat'l. Bk. Bldg., Omaha, Nebraska, 1 share; Guy V. Furay, Omaha Nat'l. Bk. Bldg., Omaha, Nebraska, 1 share.

Article IX.—This charter may be amended, altered or changed, at a special meeting of the stockholders called for that purpose, after fifteen days notice by mail has been given to the stockholders of record, by a vote of two-thirds of all the outstanding capital stock.

Article X.—This corporation may be dissolved, by the vote of two-thirds of all outstanding stock, and upon complying with the requirements of Section 28 of Act 267 of the Louisiana Legislature of 1914, and in the event of such dissolution, liquidators shall be named and appointed with all the necessary powers and authority.

Thus done and passed in my office, on the day and date, first above written, in the presence of Messrs. Edgar M. Cahn and William F. Conkerton, both competent witnesses, domicilated in this City, who sign these presents together with the parties, and me, Notary, after a due reading of the whole, the parties hereto affixing opposite their respective names their respective subscriptions to the capital stock of this corporation which shall constitute the original subscription list of all stock subscribed in the corporation.

(Original signed).

Wm. J. Foye, per Hermah R. Schroeder, 247 shares; Guy V. Furay, per Herman R. Schroeder, 1 share; Herman R. Schroeder, 1 share; Frank J. Trcka, 1 share.

Witnesses: Edgar M. Cahn, Wm. F. Conkerton.

THEODORE A. SCHUBER, 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 Foye Tie & Timber Co., Inc., was this day recorded in my office, in book 1222, folio 96.

New Orleans, June 4th, 1918.

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

CHARTER

A true copy of the original.
(Seal)
THEODORE A. SCHUBER, Not. Pub.
Jun 13-20-27-Juy 4-11-18

ACT OF INCORPORATION OF
EVAN HALL MERCANTILE CO., INC.

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

Be It Known, That on this 17th day of the month of June, in the year of our Lord, one thousand, nine hundred and eighteen,

Before me, Charles F. Fletchinger, a Notary Public, duly commissioned and qualified, in and for the City of New Orleans, Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned,

Personally came and appeared, the several persons whose names are hereunto subscribed, all of lawful age and all residents of the City of New Orleans, State of Louisiana, and, availing themselves of the laws of the State of Louisiana, particularly of Act 267 of the General Assembly of the State of Louisiana, for the year 1914, relative to the organization of corporations, state that they have covenanted and agreed and do hereby covenant and agree to form themselves, as well as such persons who may become associated with them or succeed them, into a corporation, for the objects and purposes and under the following Articles, to-wit:

ARTICLE I.—The name of this corporation shall be Evan Hall Mercantile Co., Inc., and under said corporate name it shall have succession for ninety-nine years, unless sooner dissolved, and 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 it 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 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, and, in case of his absence, upon the Vice-President, and in case of the absence of both, upon the Secretary-Treasurer.

ARTICLE III.—The objects and purposes for which this corporation is organized are declared to be: To buy, sell, trade and deal in, at wholesale or retail, or both, hardware, groceries, provisions, food supplies, drygoods, wares, vegetables, produces and all other articles and things incidental to a general grocery, vegetable, food supply, poultry, fish, game, produce, provision and mercantile business; to manufacture, buy and sell, groceries, merchandise and articles for personal, domestic and household use; to purchase, lease or otherwise acquire real estate and to hold, improve, mortgage and dispose of the same; to own stock in other corporations and to vote the same, and generally to do any and all things incidental or germane to any of the objects and purposes above specified.

ARTICLE IV.—The capital stock of said corporation is hereby fixed at the sum of Twelve Thousand, Five Hundred Dollars ($12,500.00), divided into one hundred and twenty-five (125) shares of the par value of One Hundred Dollars ($100.00) each, all of which shall be common stock, and the same may be issued for cash or in payment of property or services actually received by or rendered to the corporation.

At all meetings of stockholders each stockholder shall be entitled to one vote for each share of stock standing in his name, said vote to be cast in person or by written proxy.

The parties hereto declare that they have subscribed for the number of shares of the capital stock of the said corporation set opposite their respective names, so that this act of incorporation shall serve as an original subscription.

J. T. Landaiche, a subscriber to forty-five shares and Charles E. Thibodaux, a subscriber to thirty-six shares of the capital stock of said corporation, have and do hereby convey, transfer and deliver to said corporation, in part payment and liquidation of their respective subscriptions, all the existing business of the Evan Hall Store, on Evan Hall Plantation, in the Parish of Ascension, now owned by them, including stock on hand, book accounts, fixtures and furniture and good will, as shown on the statement filed herewith, giving a detailed itemized description, together with the value thereof, as appraised by the directors of this corporation.

No transfer of stock shall be binding upon this corporation unless made and recorded upon its books.

The amount to which the capital stock of said corporation may be increased is hereby fixed at the sum of One Hundred Thousand Dollars ($100,000.00).

ARTICLE V.—All the powers of said corporation shall be vested in and be exercised by a Board of Directors, composed of not less than three (3) shareholders, and a majority shall constitute a quorum for the transaction of all business.

A majority of the Board of Directors voting, in person, shall be required to pass any resolution or adopt any by-law, which, when so passed or adopted, shall become valid corporate acts.

The Board of Directors shall be elected annually, at a general meeting of the shareholders, to be held on the first Monday in April, 1919, and on the same day and month in each succeeding year, after ten days written notice mailed to each shareholder at his last known address appearing upon the books of the corporation, unless such notice be waived in writing by all the shareholders appearing as such upon the books.

The failure, however, from any cause, to hold the annual meeting of the stockholders, or the failure to elect directors thereat, shall not operate the forfeiture of this charter nor impair the corporate management, but the directors and officers then in office shall serve until their successors have been fully elected, qualified and installed. Any vacancy in the Board of Directors shall be filled for the unexpired term by the remaining directors.

The officers of this corporation shall consist of a President, one or more Vice-Presidents, a Secretary and a Treasurer.

The office of Secretary and Treasurer may be held by one and the same person under the name of Secretary-Treasurer; the offices of President and Treasurer and Vice-President and Treasurer may likewise be combined under the names of President and Treasurer and Vice-President and Treasurer.

There shall also be a General Manager, who may or may not be a member of the Board of Directors.

ARTICLE VI.—The first Board of Directors and officers, who shall serve until the annual meeting to be held on the first Monday in April, 1919, shall consist of:

J. T. Landaiche, McCall, La., who shall be President.

Charles E. Thibodaux, Belle Alliance, P. O., La., who shall be Vice-President.

J. C. LeBougeois, 1525 State Street, New Orleans, La., who shall be Treasurer.

P. J. Stouse, 382 Broadway, who shall be Secretary.

J. I. Rodriguez, Belle Alliance P. O., La., who shall be General Manager.

ARTICLE VI.—This act of incorporation may be changed, altered or amended, or this corporation may be dissolved by and with the consent of the holders of two-thirds in amount of its then outstanding stock at a general meeting convened for that purpose after thirty days' notice in writing mailed to each stockholder's last known address of the daily newspapers published in the City of New Orleans, as prescribed by law.

If this corporation should be dissolved by limitation or otherwise, its affairs shall be liquidated under the supervision of three commissioners to be elected at a general meeting of shareholders convened for that purpose, after notice as above provided in this article, and they shall remain in office until the affairs of the corporation shall have been fully liquidated; and in case of the death or disability to act of one or more of the said liquidators, the survivers or survivors shall continue to act under the provisions and in accordance with the terms of Section 30 of Act 267 of 1914.

ARTICLE VIII.—No shareholder of this corporation shall ever be held liable or responsible for the contracts or faults of this corporation in any further sum than the unpaid balance due upon the shares of stock owned by him; nor shall any mere informality in the organization have the effect of rendering this charter null or of exposing any shareholder to any liability beyond the unpaid balance due upon his stock; nor shall any informality or irregularity in the organization have the effect of rendering any shareholder liable as a partner.

Thus Done and Passed, in my office, in the City of New Orleans, on the day, month and year first herein-above written, in the presence of Messieurs Frances Eisler and Burt W. Henry, competent witnesses, who hereunto sign their names with said appearers and me, Notary, after reading of the whole, and the said appearers have hereunto signed opposite their names the number of shares of stock of this corporation subscribed for by them.

Chas. E. Thibodaux, Belle Alliance, La., 36 shares.

J. T. Landaiche, McCall, La., 45 shares.

J. I. Rodriguez, per J. T. Landaiche, McCall, La., 6 shares.

LeBourgeois and Bush, Inc., by J. C. LeBourgeois, New Orleans, La., 14 shares.

CHARTER

J. C. LeBourgeois, New Orleans, La., 16 shares.

P. J. Stouse, New Orleans, La., 8 shares.

Witnesses: F. Eisler, Burt W. Henry.

CHAS. F. FLETCHINGER,
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 Evan Hall Mercantile Co. Inc., was this day duly recorded in my office, in Book 1222, Folio—.

New Orleans, La., June 19, 1918.

EMILE J. LEONARD, D. R.

State of Louisiana, Parish of Orleans:

I do hereby certify that the above and foregoing act of incorporation of the Evan Hall Mercantile Co., Inc., is a true and correct copy of the original act of incorporation of said Company passed before me, on the 17th day of June, 1918, now extant and on file in my Notarial achives.

In Witness Whereof, I have hereunto set my hand and affixed my official seal of office, this the 18th day of June, 1918.

CHAS. F. FLETCHINGER,
Notary Public.

June 20-27-July 4-11-18-25.

CHARTER OF
BELLE ALLIANCE MERCANTILE CO., INC.

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

Be it known, that on this 17th day of the month of June, in the year of our Lord, one thousand, nine hundred and eighteen, before me, Charles F. Fletchinger, a Notary Public, duly commissioned and qualified, in and for the City of New Orleans, Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared:

The several persons whose names are hereunto subscribed, all of lawful age and all residents of the City of New Orleans, State of Louisiana, and, availing themselves of the laws of the State of Louisiana, particularly of Act 267 of the General Assembly of the State of Louisiana, for the year 1914, relative to the organization of corporations, state that they have covenanted and agreed and do hereby covenant and agree to form themselves, as well as such persons who may become associated with them or succeed them, into a corporation, for the objects and purposes and under the following articles, to-wit:

Article I.—The name of this corporation shall be "Belle Alliance Mercantile Co., Inc.," and under said corporate name it shall have sucession for ninety-nine years, unless sooner dissolved, and 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 it 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 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, and, in case of his absence, upon the Vice President, and in case of the absence of both, upon the Secretary-Treasurer.

Article III.—The objects and purposes for which this corporation is organized are declared to be: To buy, sell, trade and deal in, at wholesale or retail, or both, hardware, groceries, provisions, food supplies, drygoods, wares, vegetables, produce and all other articles and things incidental to a general grocery, vegetable, food supply, poultry, fish, game, produce, provision and mercantile business; to manufacture, buy and sell, groceries, merchandise and articles for personal, domestic and household use ;to purchase, lease or otherwise acquire real estate and to hold, improve, mortgage and dispose of the same; to own stock in other corporations and to vote the same, and generally to do any and all things incidental or germane to any of the objects and purposes above specified.

Article IV.—The capital stock of said corporation is hereby fixed at the sum of twelve thousand, five hundred dollars ($12,500.00), divided into one hundred and twenty-five (125) shares of the par value of one hundred dollars ($100.00) each, all of which shall be common stock, and the same may be issued for cash or in payment of property or services actually received by or rendered to the corporation.

At all meetings of stockholders each stockholder shall be entitled to one vote for each share of stock standing in his name, said vote to be cast in person or by written proxy.

The parties hereto declare that they have subscribed for the number of shares of the capital stock of the said corporation set oppostite their respective names, so that this act of incorporation shall serve as an original subscription.

J. T. Landaiche, a subscriber to sixty-three shares and Charles E. Thibodaux, a subscriber to forty-eight shares of the capital stock of said corporation, have and do hereby convey, transfer and deliver to said corporation, in full payment and liquidation of their respective subscriptions, all the existing business of the Belle Alliance Store, on Belle Alliance Plantation, in the Parish of Assumption, now owned by them, including stock on hand, book accounts, fixtures and furniture and good will, as shown on the statement filed herewith, giving a detailed itemized description, together with the value thereof, as appraised by the directors of this corporation.

No transfer of stock shall be binding upon this corporation unless made and recorded upon its books.

The amount to which the capital stock of said corporation may be increased is hereby fixed at the sum of one hundred thousand dollars ($100,000.00).

Article V.—All the powers of said corporation shall be vested in and be exercised by a Board of Directors, composed of not less than three (3) stockholders, and a majority shall constitute a quorum for the transaction of all business.

A majority of the Board of Directors voting, in person, shall be required to pass any resolution or adopt any by-law, which, when so passed or adopted, shall become valid corporate acts.

The Board of Directors shall be elected annually, at a general meeting of the shareholders, to be held on the first Monday in April, 1919, and on the same day and month in each succeeding year, after ten days previous notice mailed to each shareholder at his last known address appearing upon the books of the corporation, unless such notice be waived in writing by all the shareholders appearing as such upon the books.

The failure, however, from any cause, to hold the annual meeting of the stockholders, or the failure to elect directors thereat, shall not operate the forfeiture of this charter nor impair the corporate management, but the directors and officers then in office shall serve until their successors have been fully elected, qualified and installed. Any vacancy in the Board of Directors shall be filled for the unexpired term by the remaining directors.

The officers of this corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer.

The office of Secretary and Treasurer may be held by one and the same person under the name of Secretary-Treasurer; the offices of President and Treasurer and Vice President and Treasurer may likewise be combined under the names of President and Treasurer and Vice President and Treasurer.

There shall also be a General Manager, who may or may not be a member of the Board of Directors.

Article VI.—The first Board of Directors and officers, who shall serve until the annual meeting to be held on the first Monday in April, 1919, shall consist of:

Charles E. Thibodaux, Belle Alliance Post Office, Louisiana, who shall be President; J. T. Landaiche, McCall, La., who shall be Vice President; J. C. LeBourgeois, 1525 State street, New Orleans, La., who shall be treasurer; P. J. Stouse, 328 Broadway, New Orleans, La., who shall be Secretary; J. I. Rodriguez, Belle Alliance P. O., La.

Article VII.—This act of incorporation may be changed, altered or amended, or this corporation may be dissolved by and with the consent of the holders of two-thirds in amount of its then outstannding stock at a general meeting convened for that purpose, after thirty days' notice in writing, mailed to each stockholder's last known address, and after fifteen days' publication in one of the daily newspapers published in the City of New Orleans, as prescribed by law.

If this corporation should be dissolved by limitation or otherwise, its affairs shall be liquidated under the supervision of three commissioners to be elected at a general meeting of shareholders convened for that purpose, after notice as above provided in this article, and they shall remain in office until the affairs of the corporation shall have been fully liquidated; and in case of the death or disability of one of the said liquidators, the survivors or survivor shall continue to act under the provisions and in accordance with the terms of Section 30 of Act 267 of 1914.

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

Thus done and passed in my office, in the City of New Orleans, on the day, month and year first hereinabove written, in the presence of Messieurs. Frances Eisler and Burt W. Henry, competent witnesses, who hereunto sign their nnames with the said appearers and me, Notary, after reading of the whole, and the said appearers have hereunto signed opposite their names the number of shares of stock of this corporation subscribed for by them.

J. T. Landaiche, McCall, La., 63 shares; Chas. E. Thibodaux, Belle Alliance, La., 48 shares; J. I. Rodriguez, McCall, La., per J. T. Landaiche, 6 shares; LeBourgeois & Bush, Inc., by J. C. LeBourgeois, Pres. New Orleans, La., 4 shares; J. C. LeBourgeois, New Orleans, La., 3 shares; P. J. Stouse, New Orleans, La., 1 share.

Witnesses: F. Eisler, Burt W. Henry.

CHAS. F. FLETCHINGER, 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 Belle Alliance Mercantile Co., Inc., was this day duly recorded in my office, in book 1222, folio ——.

New Orleans, June 19, 1918.

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

State of Louisiana, Parish of Orleans.

I do hereby certify that the above and foregoing act of incorporation of the Belle Alliance Mercantile Co., Inc., is a true and correct copy of the original act of incorporation of said company passed before me, on the 17th day of June, 1918, now extant and on file in my Notarial archives.

In witness whereof, I have hereunto set my hand and affixed my official seal of office, this, the 18th day of June, 1918.

(Seal)

CHAS. F. FLETCHINGER, Not. Pub.

Jun 20-27 Jly 4-11-18-25

CHARTER.

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

Be it known, that on this Fourth day of the month of June, in the year one thousand nine hundred and eighteen.

Before me, Andrew M. Buchmann, a Notary Public, duly commissioned and sworn in and for the Parish of Orleans, State of Louisiana, therein residing, personally came and appeared the persons whose names are hereunto subscribed, who declared that, availing themselves of the provisions of the laws of this state relative to the organization of corporations, and more particularly Act No. 267 of the General Assembly of this State, approved July 9, 1914, they have covenanted and agreed and do by these presents covenant and agree, bind, form and constitute themselves as well as such persons who may hereafter join or become associated with them, into a corporation and body politic in law, for the objects and purposes and under the agreements and stipulations following, to-wit:

ARTICLE I.—The name and style of this corporation shall be: "Liberty Machine and Welding Company, Inc.," and under that name it shall have and enjoy all the rights, advantages and privileges granted by law to corporations; it shall exist for the period of ninety-nine years from this date; it shall have power to contract, sue and be sued in its corporate name; to make and use a corporate seal; and the same to break or alter at pleasure; to hold, receive, purchase, convey, mortgage, hypothecate or pledge property both real and personal; to borrow money; to issue bonds, notes and other obligations or negotiable instruments; to have and employ such managers, directors, officers, agents and convenience of said corporation may require or demand; to make and establish such by-laws, rules and regulations for the corporate management and control of the affairs of the corporation as may be deemed necessary and expedient.

ARTICLE II.—The domicile of said corporation shall be established in the City of New Orleans, State of Louisiana, and all citations and other legal process shall be served on the President, and in his absence on the 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 to conduct a general machine foundry and repair shop, embracing the manufacture and repair of machinery and work of every description; to buy and sell at wholesale and retail all kinds of Mill, Machinery, Plantation and Marine supplies, including Engines, boilers, fittings, etc., and everything incidental thereto; and generally to conduct any other business, undertaking or enterprise connected with or incidental to the said objects and purposes.

ARTICLE IV.—The capital stock of this corporation is fixed at the sum of Five Thousand Dollars ($5,000.00), divided into fifty shares of the par value of one hundred dollars each. All shares of stock shall be full paid and non-assessable. No transfer of stock shall be binding upon the corporation unless made upon its books, and all certificates of stock shall be signed by such officers as may be designated by the Board of Directors.

This corporation shall have the right to increase its capital stock up to the sum of Twenty Thousand Dollars ($20,000.00) to be divided into shares of one hundred dollars ($100.00) each, provided said increase in the capital stock shall have been authorized by the stockholders at a meeting to be held pursuant to the provisions of Article V of this charter.

ARTICLE V.—All the corporate powers of the company shall be vested in, and the management and control of its affairs shall be exercised by a Board of Directors composed of not less than three nor more than five stockholders. A majority of the directors shall constitute a quorum for the transaction of all business. The directors shall be elected annually by ballot, by the stockholders, on the first Monday in January in each year. Each stockholder shall be entitled in person or by proxy to a vote for every share owned by him, and all elections shall be held under such rules and regulations as may be determined by the Board of Directors, after fifteen days notice by mail of such election shall have been sent to each stockholder at his last known address. The directors thus elected shall continue in office for one year, or until their successors shall have been duly elected and qualified. No failure to elect shall be regarded as a forfeiture of this charter. Any vacancy occurring on said board shall be filled by the remaining directors for the unexpired term; the said board shall likewise elect the additional members in case they should determine to increase the number of said board. Said Board of Directors shall at its first meeting after its election, nominate out of its number, a President, a Vice-President, and a Secretary-Treasurer, who shall also serve until their successors have been duly elected and qualified.

ARTICLE VI.—No stockholder of this corporation may offer for sale, sell, assign or transfer his stock in this corporation without giving to the other stockholders twenty days prior notice of such intention, which notice shall be given in writing to the President of the corporation and shall by said President be immediately made known to the Directors of the corporation, and the other stockholders shall have the privilege of purchasing said stock at the book value thereof, said privilege to be exercised within thirty days from date of delivery of said notice to the President.

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

ARTICLE VIII.—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 of all the stock of the corporation at a general meeting convened for that purpose, and after at least ten days' written notice of this meeting has been given through mail addressed to each shareholder at his last known place of residence. In case of dissolution by the expiration of this charter or otherwise, the stockholdeys shall elect three liquidators from among their number, to liquidate and settle the business and affairs of the company. In case of death or disability of any one of said commissioners or liquidators, the survivors or remaining liquidators shall appoint a successor to him. The said liquidators shall have full power to meet and act under the by-laws of the corporation and under regulations to be made by a majority of said liquidators; to fix the price and prescribe the terms of sale of said property and the manner in which the sale shall be made, and take notes and bonds, secured by mortgage or otherwise, for part of the purchase price for all or any part of said property, provided, however, that the rights herein conferred upon the liquidators may be modified, changed or denied by a majority of the shares of the capital stock of the corporation. The said liquidators shall have authority to sue for and recover the debts and property in the name of the corporation, and may be sued by the same name, and they shall be liable in solido to any creditor or stockholders for the

CHARTERS

monies and property of the corporation, which shall come to their hands or possession as liquidators and for the proper application and distribution thereof.

ARTICLE IX.—Five thousand dollars ($5,000.00) has been subscribed to the capital stock of this corporation as follows: John A. Ringenberg, whose address is No. 731 Delachaise Street, New Orleans, La., twenty shares; Charles L. Rossie, whose address is No. 418 Henry Clay Avenue, New Orleans, La., twelve shares, and Louis Fabacher, whose address is No. 418 Henry Clay Avenue, New Orleans, La., five shares. All of which subscriptions are in cash except ten shares subscribed by John A. Ringenberg, which is represented by and paid for by the following property, which has been duly appraised by all of the signers hereto as fully worth the sum of one thousand dollars ($1,000.00), viz: 1 15" Rockford Lathe; 1 21" Drill Press; 1 No. 1 Brainard Milling Machine; 1 5-H. P. Gas Engine; 1 24" Lathe; 1 Disk Grinder; 1 Emery Wheel Stand; 3 Lathe Chucks;