CHARTERS

AMENDMENT TO CHARTER OF BLUEFIELDS FRUIT AND STEAMSHIP COMPANY.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this 21st day of the month of January in the year of our Lord One Thousand Nine Hundred and Nineteen (1919), and of the Independence of the United States of America the One Hundred and Forty-third (143). Before me, George Janvier, Notary Public duly commissioned and qualified in and for the City of New Orleans Parish of Orleans therein residing and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared: Victor Camors, of the full age of majority and a resident of the City of New Orleans, and A. B. Orr, also of the full age of majority, and a resident of the City of New Orleans, respectively, the President and the Secretary of Bluefields Fruit & Steamship Company, a corporation created under the laws of the State of Louisiana by Act passed before John Janvier, Notary Public in and for the City of New Orleans, State of Louisiana on the 18th day of July, 1912, and recorded in the office of Recorder of Mortgages for the Parish of Orleans on the ——day of July, 1912, in book 1055, folio 328, an amendment to which Act of Incorporation was passed before me, Notary, on the 24th day of April, 1917, and recorded in the Mortgage Office for the Parish of Orleans on the 25th day of April 1917, in book 1206, folio 662, both of the said appearers appearing herein in their respective capacities as aforesaid and both of the said appearers appearing and acting herein under and by virtue of the authority in them vested by resolutions passed at a meeting of stockholders of Bluefields Fruit & Steamship Company hereinafter mentioned, a copy of which resolutions are hereto attached and made part hereof. Which said appearers declare that at a general meeting of stockholders of Bluefields Fruit & Steamship Company held at the office of the Board of Directors of Whitney Central National Bank in the City of New Orleans on the 20th day of September, 1918, pursuant to a resolution of the Board of Directors held on the 22nd day of August, 1918, which said meeting of stockholders had been called for the special purpose set forth in the said resolution of the Board of Directors, the following amendments to the Charter of the said corporation were adopted as appears from the said certified copy of an extract from the minutes by a vote of the holders of more than two-thirds of all of the stock of said Company therefore issued which resolutions adopted provided for the amendment of the Charter of the said Company, increasing the Capital Stock thereof from Five Hundred Thousand Dollars ($500,000.00) to Seven Hundred Fifty Thousand Dollars ($750,000.00), and provided further for the amendment of Article V of the charter of said corporation and which resolution authorized and instructed the said President and the said Secretary to appear before any Notary Public to put said changes and amendments on record in authentic form. A copy of the minutes of said meeting and a copy of the said resolutions duly certified by the President and the Secretary are hereto annexed and made part hereof. And the said appearers in their respective capacities declare that in conformity with the said resolutions and in furtherance of their said instructions, Article Four (4) of the Charter of Bluefields Fruit & Steamship Company, executed before John Janvier, Notary Public on the 18th day of July, 1912, and amended by Act before George Janvier, Notary Public on the 24th day of April, 1917, be and the same is hereby amended to read as follows, to-wit:

"ARTICLE IV.—The capital stock of this corporation is hereby declared to be the sum of Seven Hundred and Fifty Thousand Dollars ($750,000.00) divided into and represented by Seven Thousand Five Hundred (7,500) shares of the par value of One Hundred Dollars ($100.00) each. Such stock shall be paid for in cash or its equivalent when subscribed for or in installments upon a call of the Board of Directors, or may be issued for property or rights actually acquired and received by said corporation, or for labor or services actually performed or rendered to said corporation, or it may be issued complying with the laws of the State of Louisiana to the stockholders of the corporation on a pro rata basis whenever the surplus funds of property of the corporation shall so warrant, in lieu of the declaration of a cash dividend. No fractional shares shall be issued; all shares of stock shall be fully paid and non-assessable, and no transfer of stock shall be binding upon this corporation, unless made and recorded upon its books. Seven Hundred and Fifty Thousand Dollars ($750,000.00) of the capital stock of this corporation has naw been subscribed and paid for in cash or in its equivalent, and this corporation has now been subscribed and the said appearers in their said capacities do further declare that in conformity with the said resolutions and in furtherance with their said instructions Article V of the said Charter of Bluefields Fruit & Steamship Company, executed and amended as aforesaid, be and the same is hereby amended to read as follows: to-wit:

"The corporate powers of this corporation shall be vested in and exercised by a Board of Directors, composed on Nine (9) Directors a majority of whom shall constitute a quorum for the transaction of business, which said directors shall be elected at a general meeting of the stockholders of the said corporation to be held on the second Tuesday in October in each year, and notices of said election shall be given by publication in a daily newspaper published in the City of New Orleans, daily for ten days immediately preceding such date. The Board of Directors shall at its first meeting each year elect from its members a President, two Vice-Presidents. They shall also elect a Secretary and Treasurer, either of whom may or may not be a member of the Board of Directors. The following persons shall constitute the first Board of Directors: Victor Camors, Wm. C. Dufour, Santo Oteri, Chas. Godchaux, Harris Hyman, Chas. Weinberger, Jno. F. Couret, A. B. Orr and Geo. Wm. Rueff, with Victor Camors as President; Wm. C. Dufour as First Vice-President, and A. B. Orr as Secretary-Treasurer. Said Board of Directors and officers shall continue in office until the second Tuesday in July, 1913, or until their successors shall have been elected and qualified. The failure from any cause to elect directors on the day stipulated shall not dissolve this corporation but the officers and directors then in office shall hold over until their successors shall have been duly elected and qualified. In the event of any failure to hold an election on the day stipulated, the President shall call a new election immediately thereafter on ten days notice as hereinabove provided. At all elections and meetings of stockholders, each stockholder shall be entitled to one vote for each share of stock registered in his name and may vote either in person or by written proxy and all elections shall be by ballot."

And the said appearers do further declare that in accordance with the said resolutions and in their aforesaid capacities they do hereby adopt said Article IV and said Article V as amended as a part of the original Act of Incorporation of the said Company. There is attached hereto a financial statement certified by Myron N. Goldman, Certified Public Accountant, as well as by Directors of said Bluefields Fruit & Steamship Company. Said financial statement is and shall serve as a appraisement by the Board of Directors of the property of the Company as required by the laws of the State of Louisiana and particularly by Section 1 of Act No. 266 of the General Assembly of the State of Louisiana for the year 1914.

Thus done and passed at my office in the City of New Orleans on the day, month and year herein first above written in the presence of John St. Paul, Jr., and Isaac S. Heller, competent witnesses residing in the Parish of Orleans who have signed these presents together with the said appearers and me, Notary after a reading of the whole.

(Original Signed) Victor Camors, President; A. B. Orr, Secretary.

Witnesses: John St. Paul, Jr., Isaac S. Heller.

(Seal)

GEORGE JANVIER,
Notary Public.

I, the undersigned Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing Act of Amendment of Incorporation of the Bluefields Fruit & Steamship Company, was this day duly recorded in my office, book 1222, folio 763. New Orleans, January 23, 1919.

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

New Orleans, January 23, 1919.

I hereby certify the above and foregoing to be a true and correct copy of an Act of Amendment to the Charter of Bluefields Fruit & Steamship Company passed before me, January 21, 1919, together with a true and correct copy of certificate of the Recorder of Mortgages for the Parish of Orleans, showing the recordation of the said Act on January 23, 1919.

(Seal)

GEORGE JANVIER,
Notary Public.

Feb. 6-13-20-Mch. 6-13.

CHARTER OF J. O. ELMER COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this tenth day of the month of February, in the year of our Lord, one thousand nine hundred and nineteen and of the Independence of the United States of America the one hundred and forty-third; Before me, Charles F. Fletchinger, Notary Public, duly commissioned, sworn and qualified in and for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, all being of the full age of majority, who severally declared that availing themselves of the provisions of the laws of the State of Louisiana relating to the oragnization of corporations, they have contracted and agreed and do by these presents contract and agree and bind and obligate themselves as well as all persons as may hereafter become associated with them to form and constitute a corporation and body politic in law for the purposes and objects and under the stipulations, articles and conditions following, to-wit:

ARTICLE I.—The name of this corporation shall be J. O. Elmer Company, Inc., and its domicile is hereby established in the City of New Orleans, Parish of Orleans, State of Louisiana, and it shall have and enjoy corporate existence for a period of ninety-nine years from the date hereof, unless sooner dissolved. It shall have the power to contract, sue and be sued; to make and use a corporate seal, and the same to break or alter at pleasure; to purchase, lease, hold, mortgage, pledge, sell or transfer under its corporate name all property of every kind, real or personal; to make and endorse bills of exchange and promissory notes and to issue bonds; to make all necessary rules and regulations for its corporate management and control, and to 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.—All citation and other legal process shall be served upon the president, or in his absence or inability to act, upon the secretary or 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 declared to act as agent for manufacturers and dealers in marine, sawmill and railroad suppleis and equipment, including wire rope, bar iron, steel rails, tackle and appliances, etc., to manufacture and traffic in the foregoing described articles at wholesale or retail or both; to manufacture, buy and sell all kinds of steel and iron, structural shapes and forms, and to install the same and generally to manufacture and deal in as principal or agent all articles similar to any of the foregoing, and to carry out the requirements and needs of same by any means appropriate and convenient, to do and undertake any and all things necessary or incidental thereto; to enter into all contracts, agreements or engagements, or incur any obligations connected with or appertaining to said business or appropriate to its effectual prosecution; to own stock in other corporations and to vote the same: to establish branches or agencies at any place or places that the Board of Directors deem desirable, and at the option of the Board to carry on any part of its business and exercise any part of its powers in other States of the Union or in foreign countries.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of $10,000.00, divided into and represented by one hundred shares of the par value of $100.00 each, all of which shall be Common Stock. The amount of capital stock may be increased to $25,000.00 by a vote of two-thirds of all outstanding stock and according to the laws of the State of Louisiana. All stock shall be issued for cash or its equivalent or may be issued at not less than par for payment for property actually purchased or for services actually rendered the corporation, or the same may be issued full paid for money advanced or for such other valuable consideration or services as the Board of Directors may determine. The corporation shall begin to do business when fifty per cent. of the capital stock has been subscribed for and fifty per cent. of this subscribed capital paid and the remainder of the capital stock shall be issued at such times and upon such terms and conditions as the Board of Directors shall determine, subject to legal requirements. All stock shall be full paid and non-assessable and no transfer of stock shall be binding upon the Company unless recorded upon the Company's books. No shareholder of the company shall at any time offer for sale or sell his stock either privately or in the open market without having previously offered said stock at its book value to the other stockholders of this Company by means of a written communication addressed to the ranking officer of the Company present in the City of New Orleans at the time. Such ranking officer, upon receipt of such communication, shall within five days of the date of such offer mail a written notice addressed to each stockholder of the Company at his last known address, stating the number of shares so offered and the price thereof. Failure by any stockholder to reply within ten days of the date of said communication, shall be considered as a refusal on his part to purchase any of the stock so offered. Should the number of shares which the various stockholders in reply to said notice signify their desire to purchase exceed the number of shares offered, such offered shares shall be distributed to the prospective purchasers in such proportions as the Board of Directors deem best. Each share of stock shall entitle the owner thereof to cast one vote either in person or by proxy at all stockholders' meetings. The parties hereto declare that they have subscribed for the number of shares of the capital stock of this corporaton set opposite their respective names, so that this Act of Incorporation shall serve as an original subscription.

J. Otho Elmer, a subscriber to sixty shares of the corporate stock, has transferred, conveyed and delivered to the corporation in full payment and liquidation of fifty-seven shares of his subscription, certain of his interest in the existing business of O. Elmer & Company, 515 Whitney-Central Bank Building, New Orleans, Louisiana, including agency contracts, good will, etc., as shown in the statement filed herewith giving a detailed and itemized description, together with the value thereof as appraised by the Directors of this corporation.

ARTICLE V.—The business and affairs of this corporation shall be managed and conducted by a Board of three directors, who shall all be stockholders. The majority of the directors of this corporation present at any meeting in person or by proxy shall constitute a quorum, and a majority vote of those present in person or by proxy shall decide all questions voted upon. Said directors shall be elected annually from among the stockholders on the second Monday of January of each year, unless the same shall be a legal holiday, when the election shall be held on the next legal day thereafter, beginning on the second Monday of January, 1920, and after fifteen days prior written notice having been mailed to each stockholder of record to his last known address. The voting shall be by ballot and each stockholder shall be entitled to cast one vote for each share held by him which has been standing in his name on the books of the corporation for at least ten days prior to the date of the election. A majority of the entire stock issued and outstanding voted at such election shall elect. Immediately after the election of said Board of Directors and the adjournment of the stockholders' meeting, the newly elected Board of Directors shall elect from among their number the officers of this corporation, who shall be a president, a vice-president, a secretary and a treasurer. The offices of secretary and treasurer may be held by the same person. The failure to elect Directors or officers as herein provided for shall not result in the dissolution of the corporation, but the then Board of Directors and officers shall hold their respective offices until their successors are duly elected and qualified.

Special meetings of the shareholders may be held when ordered by the Board of Directors and must be held upon the request of not less than twenty-five per cent. of the outstanding stock after fifteen days written notice to each stockholder stating the object or objects of said meeting. Any vacancy occurring on any Board of Directors shall be filled by the remaining members of said Board for the unexpired term at a meeting called for that purpose after ten days prior written notice, the director or directors so elected to hold office until the next annual stockholders' meeting, but should it be impossible for any cause for any vacancy or vacancies in the Board of Directors to be filled by the Directors, such vacancy or vacancies may be filled by the stockholders at any meeting called for that purpose by the president. Any and all Directors' meetings, the notices for which are not herein specifically provided for, may be called by any officer of this corporation upon ten days notice by mail. Any Director shall have the right to authorize and appoint any shareholder to vote for him at any and all Directors' meetings, and such proxy shall have and exercise all of the powers of such Director appointing him. Whenever it is provided in this Act that either Directors' or stockholders' meetings may be held after certain prescribed notices to the Directors or stockholders, it is understood and agreed that any and all Directors' and stockholders' meetings may be held without notice, whenever lawful, provided all Directors or stockholders, as the case may be, waive notice in writing or are present in person or by proxy at such meeting or meetings.

The Board of Directors shall have full control of the property of this corporation and shall conduct, manage and use the same as in their discretion they deem best and that is consistent with the objects of the Company and its welfare, and they shall have power to make, alter and annul such by-laws, rules and regulations as they may think proper. They shall have the further right and power to appoint such agents, clerks and employees as they deem best to fix their salaries, terms of office and the right to dismiss them at said Board's pleasure, and said Board shall have the further right to determine and fix the salaries, if any, of the several officers herein provided for.

ARTICLE VI.—The first Board of Directors and officers who shall serve until the annual meeting to be held on the second Monday in January, 1920, or until their successors are duly elected and qualified, shall be: J. Otto Elmer, 1234 Arabella Street, New Orleans, La., who shall be President; Joseph W. Cochran, 635 West Fourth Street, Williamsport, Pa., who shall be Vice-President; Robert Gilmore, 147 Market Street, Williamsport, Pa., who shall be Secretary-Treasurer.

ARTICLE VII.—This charter may be altered or amended and this corporation may be dissolved by a vote of two-thirds of all outstanding stock at a meeting of the stockholders duly convened for that purpose by the Board of Directors or by the President upon the written request of not less than twenty-five per cent. of the outstanding stock, after fifteen days notice mailed to each shareholder's last known address. But the capital stock of this corporation shall not be decreased by such amendment to an amount less than the corporate indebtedness, and no amendment shall be made changing the objects and purposes of this corporation without a vote of all outstanding stock, and the capital stock shall not be increased beyond the amount originally named as the sum to which the capital may be increased except by a vote of three-fourths of all outstanding stock.

Whenever in the judgment of the Board of Directors it shall be deemed advisable that this corporation shall be dissolved, the Board shall within ten days after the adoption of a resolution to that eecect by a majority of the whole board at any meeting called for that purpose, of which meeting each director shall have received at least three days notice, cause notice of the adoption of such resolution to be mailed to each stockholder, together with a notice of a meeting of the stockholders to be held at the office of the corporation, to act upon the resolution so adopted by the Board. The stockholders' meeting shall be held at any hour fixed by the Board on the day mentioned between the hours of 10:00 A. M. and 3:00 P. M., for the purpose of voting upon such proposed dissolution. Whenever all of the stockholders shall consent in writing to a dissolution, no meeting or notice thereof shall be necessary.

ARTICLE VIII.—Whenever this corporation is dissolved by limitation or otherwise, its affairs shall be liquidated under the supervision of three liquidators, elected by the stockholders and chosen from among the stockholders, which liquidators shall be elected at a meeting of the shareholders convened for that purpose under the terms and conditions of Article 7 of this Chartr.

ARTICLE IX.—No stockholder of this Company shall ever be held liable or responsible for the contracts or faults of this corporation in any further sum than the unpaid balance due on shares of stock owned by him, nor shall any informality in organization have the effect of rendering this Charter null or of exposing any stockholder to any liability beyond the unpaid balance due on his stock, nor shall any informality or irregularity in 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 Messrs. John May and John D. Miller, competent witnesses, who hereunto sign their names, 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.

(Original Signed) Jos. W. Cochran, Williamsport, Pa., 1 share; Williamsport Wire Rope Co., by Jos. W. Cochran, Pres., Williamsport, Pa., 20 shares; Robert Gilmore, Williamsport, Pa., 5 shares; J. O. Elmer, New Orleans, La., 60 shares; Logan Cunningham, by Robert Gilmore, Williamsport, Pa., 5 shares.

Witnesses: John May, John D. Miller.

CHAS. F. FLETCHINGER,
Notary Public.

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 J. O. Elmer Company, Inc., was this day duly recorded in my office, in Book 1222, Folio —.

New Orleans, La., February 10, 1919.

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

I hereby certify the above and foregoing to be a true and correct copy of the original Act of Incorporation now on file and of record in my office.

As Witness My Hand and Notarial Seal, at New Orleans, La., this 10th day of February, 1919.

CHAS. F. FLETCHINGER,
Notary Public.

Feb. 13-20-27; March 6-13-20.

CHARTER OF THE NULOMOLINE COMPANY OF LOUISIANA, INC.

United Staates of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this 18th day of the month of January, 1919, before me, Watts K. Leverich, a Notary Public, duly commissioned and qualified in and for the Parish of Orleans, State of Louisiana, and in the presence of the witnesses hereinafter named and undersigned; personally came and appeared, the parties whose names are hereunto subscribed; who declared that, availing themselves of the provisions of the laws of Louisiana, they do hereby form themselves into and constitute a corporation, for the purposes and upon the conditions hereinafter set forth.

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

ARTICLE II.—The objects and purposes for which this corporation is organized and established, and the nature of the business to be carried on by it, are hereby declared to be: to engage in the manufacture, processing, buying, selling and dealing in, wholesale and retail, of all kinds of sugar, sugar products and sugar by-products, and generally, to perform and do all things necessary ,proper and pertinent thereto, as well as to manufacture(buy, sell and deal in such other articles as in the judgment of the Board of Directors may seem fit and proper.

ARTICLE III.—Citation shall be served upon the President, and in case of his absence from the city, upon the Vice-President, and in case of absence of both from the city, upon the Secretary.

ARTICLE IV.—The amount of capital stock shall be Three Thousand ($3,000.00) Dollars divided into thirty (30) shares of one hundred ($100.00) Dollars each, which shall be paid for in cash, or may be issued for property actually received by the corporation. The corporation shall begin business as soon as all of its stock is subscribed and paid for. The capital stock of the corporation may be increased up to the sum of Five Hundred Thousand ($500,000.00) Dollars.

ARTICLE V.—The entire powers of this corporation are vested in, and its business shall be conducted by, a Board of Directors, consisting of not more than five (5) and not less than three (3) stockholders, elected by the stockholders at a general meeting to be held on the 2nd day of December of each year. Each share of stock shall be entitled to one vote, cast in person or by proxy, and a majority of votes cast shall elect. The Board shall elect a President, a Vice-President and a Treasurer out of its number, and a Secretary who need not be a stockholder, and may combine any of said offices and confer the same on one person. A majority of the Board shall constitute a quorum and exercise all the powers of the Board, and any director may at any time give his power of attorney to another stockholder, or to another member of the Board of Directors, or to any other person selected by him, and in either case the director thus represented by proxy shall be counted for all purposes as if personally present at all meetings of the Board of Directors. All officers, agents and employees shall hold office only at the pleasure of the Board, which shall not have power to elect, employ or appoint for any specified time. The Board shall have power to make and alter at pleasure all by-laws, rules and regulations for the conduct of the Company's business; and also have power to select and compensate an agent to manage its real estate, make leases, pay taxes, attend to repairs, and generally to manage and control the same, but this shall be entirely discretionary with the Board. Directors and officers shall continue in office until their successors are elected and qualified, and failure to elect directors at any meeting shall in no manner affect the corporation. Vacancies occurring in the Board of Directors shall be filled by the remaining members of the Board by selection from the other stockholders. The Board of Directors shall have full power, without reference to the stockholders, to buy and sell real estate at such prices and on such terms as they see fit, and to issue bonds, mortgages, notes or other obligations for the Company and to secure the same by mortgage and pledge of the Company's property; all without referring to the stockholders. The first Board of Directors shall consist of: (1) N. W. Taussig, whose postoffice address is 111 Wall St., New York City; (2) C. W. Taussig, whose postoffice address is 111 Wall St., New York City; (3) W. H. Mason, whose postoffice address is 111 Wall St., New York City; (4) Wm. Lohr, whose postoffice address is 111 Wall St., New York City; (5) Louis Christianson, whose postoffice address is Sugar Exchange New Orleans, La., and they shall serve until the first meeting of the corporation in December, 1919, or until their successors are elected and qualified. Of these N. W. Taussig, shall be President; C. W. Taussig, Vice-President; W. H. Mason, Treasurer; Wm. Lohr, Secretary, and Louis Christianson, Assistant Secretary.

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

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

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

ARTICLE IX.—No stockholder shall be liable for the contracts, faults or debts of the corporation in any further sum than the unpaid balance due on his stock, nor shall any mere informality in organization have the effect of rendering this charter null or exposing the stockholders to any further liability. In order that this charter may also serve as the original subscription list, the subscribers hereto set opposite their respective names the number of sharas of stock subscribed for by each of them, and their postoffice address. The capital stock of this corporation is paid for in cash.

Thus done and passed in by office in the City of New Orleans, in the Parish and State aforesaid, on the day, month and year herein first above written, ;in the presence of H. B. Abbott and V. H. Thaller, competent male witnesses, who signed these presents with the said appearers and me, Notary, after due reading of the whole.

Witnesses: H. B. Abbott, V. H. Thaller.

(Original Signed) Signatures omitted.

WATTS K. LEVERICH, 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 Nulomoline Company of Louisiana, Inc., was this day duly recorded in my office, in Book 1222, Folio —.

New Orleans, January ——, 1919.

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

A true copy of the original.

WATTS K. LEVERICH, Notary Public.

Jan. 23-30-Feb. 6-13-20-27.

CHARTER OF EUREKA LAND COMPANY, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this 29th day of the month of January, in the year of our Lord, One Thousand Nine Hundred and Nineteen, and of the Independence of the United States of America, the One Hundred and forty-third; before me, Francis D'Assises Charbonnet, a Notary Public, duly commissioned and qualified, in and for this City and the Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hreunto subscribd, who severally declared that availing themselves of the laws of the State of Louisiana and especially the laws relative to the organization of corporations, they have covenanted and agree and do by these presents covenant and agree and bind themselves, as well as all such other persons as may hereafter become associated with them, to form a corporation for the objects and purposes and under the articles, agreements and stipulations following, to-wit:

ARTICLE I.—The name and style of this corporation shall be, Eureka Land Company, Incorporated, and by and under that name it shall have and enjoy all of the rights, privileges, powers, authority and advantages granted by law to corporations; it shall exist for a period of ninety-nine years from date hereof; to make and use a corporate seal, to contract, sue and be sued in its corporate name; to have and employ such managers, directors, officers, agents and other employees as the board of directors may deem necessary; to hold, receive, lease, purchase, convey, mortgage, hypothecate or pledge property, real, personal or mixed; to issue bonds, notes or other obligations, and to secure the payment thereof by pledge or mortgage; and to make and establish such by-laws, rules and regulations for the corporate management and control of its business and affairs as may be deemed necessary, proper or expedient.

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 shll be served upon the President of said corporation or in case of his absence or inability to act, upon the Vice-President, and in case of the absence or inability of both the President or Vice-President to act, upon the Secretary-Treasurer of this corporation, and in his absence, in the manner provided by Section 24 of Act 267 of the General Assembly, State of Louisiana for 1914.

ARTICLE III.—The objects and purposes for which this corporation is formed and the nature of the business to be carried on and conducted by it are hereby declared to be: to deal in, buy, acquire and hold, moveable and immoveable property of every description in the State of Louisiana, or elsewhere, whether by purchase, lease, donations, exchange or otherwise, and the same to sell, lease, mortgage, exchange, rent, or donate; to reclaim and improve landed property; to lay out town lots suburbs and farms; to lay streets, construct sidewalks and alleys; to erect buildings and dwellings or other improvements; deal in, buy, sell, borrow and to lend money on personal property, bonds, stocks, mortgage notes and other securities, to do any or all of the foregoing, either for its own account or for account of others. And generally to do and perform, or engage in any kind of business or undertaking connected with, growing out of, or pertinent to the purposes hereinabove set forth and not prohibited by law.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of Ninety Eight Thousand and no/100 ($98,000.00) Dollars divided into and represented by Nine hundred and eighty (980) shares of the par value of One Hundred ($100) Dollars each which said stock shall be paid for and issued in the purchase by the company of the following described real estate lying and being in the Parish of Jefferson and State of Louisiana to-wit: A certain portion of land toegther with all the rights, ways, privileges, etc., thereunto belonging or appertaining, situated adjacent to Lake Ponchartrain and extending south over an area to contain one thousand acres, being the entire north section of the Riparian Land Company, Inc., (formerly Colonial Land Co.) tract, situated in the Parish of Jefferson, Louisiana, and more fully described as follows:

Beginning at an iron pipe which marks the intersection of the L. R. & N. right-of-way line and the East property line of the Riparian Land Company (formerly Colonial Land Co.) run N 15 30 E for a distance of 3,114', which is the beginning of the thousand acre tract; thence N 74, 30 E for a distance of 2,280' to the west line of the Riparian Land Company (formerly Colonial Land Co.) tract; thence along said line N 19. 46 W. for a distance of 16,030' to the edge of Lake Ponchartrain; thence S 80, 12 E along the shore of Lake Ponchartrain for a distance of 3,900'; thence S 15, 30 E along the East line of the Riparian Land Company formerly Colonial Land Co.) tract for a distance of 14,375' to the point of closure which is 3,114' from the L. R. & N. Ry., on the East line of the Riparian Land Company (formerly Colonial Land Co.) tract. All of which of the above contains One Thousand Acres. The said value being the value as appraised by the directors in accordance with Section 3 of Act No. 267 of the General Assembly of the State of Louisiana, for 1914. All shares of stock shall be full paid and non-assessable and all certificates of stock of this corporation shall be signed by the President and Secretary-Treasurer of the corporation; all transfers of stock to be binding upon this corporation shall be made upon the books of said corporation. The capital stock of this corporation may be increased from time to time, in the manner provided for by the laws of the State of Louisiana, to an amount not to exceed Two Hundred Thousand and no/100 ($00,000.00) Dollars.

ARTICLE V.—All of the corporate powers of this corporation shall be vested in and exercised by a Board of Directors, composed of not less than five (5) nor more than seven (7), three (3), of whom shall constitute a quorum for the transaction of business. The Board of Directors of this coropration shall be elected annually at a meeting of the stockholders on the second Wednesday in January of each year. Until the second Wednesday in January, 1921, the following persons shall constitute the Board of Directors of this corporation, to-wit: Ferdinanz Katz, Allen H. Johness, Francis D. Charbonnet, Jr., Otto J. Mayer, James Flotte, with Ferdinand Katz as President; Allen H. Johness as Vice-President, and Francis D. Charbonnet, Jr., as Secretary-Treasurer. All elections 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, the vote to be cast either in person or by proxy, and it shall require a majority of the stock present or represented to elect. The failure to elect the Board of Directors on the day specified, or thereafter, shall not dissolve or effect this corporation, but the old Board of Directors shall remain in office until their successors are elected and qualified. The Board of Directors at its first meeting shall elect from among its number a President, a Vice-President and a Secretary and Treasurer, and the latter two offices may be combined into one. Any vacancy occurring in the Board of Directors, either from death, resignation or inability to serve, shall be filled for the unexpired term by the Board of Directors at its next regular meeting. Notice of all stockholders' meetings shall be given by the Secretary-Treasurer in writing and mailed to each stockholder at his last known address at least fifteen (15) days prior to the date of such meeting or election.

ARTICLE VI.—This act of incorporation may be changed, modified or amended, or the capital stock increased or decreased, in accordance with the laws of the State of Louisiana. A change in the objects and purposes may be made, and an increse of the capital stock in excess of the amount originally named herein as the sum to which the capital may be increased, and the company dissolved in accordance with the laws of the State of Louisiana. In case of dissolution or termination of this Charter, either by limitation or otherwise, its affairs shall be liquidated by three liquidators selected by the stockholders at a general meeting held as hereinabove provided for. Said commissioners shall remain in office until the affairs of the corporation shall have been fully liquidated, and in case of death, resignation or incapacity of one or more of said liquidators, the survivor or survivors shall continue to act.

ARTICLE VII.—No stockholder shall ever be held liable or responsible for the contracts or faults 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 its stockholders to any liability beyond the unpaid balance, if any, due on his stock.

ARTICLE VIII.—In order that this Charter may also serve as the original subscription list, the subscribers herto have written opposite their names the number of shares subscribed for by them, as follows: Ferdinand Katz, 410 Camp st., New Orleans, 140 shares; F. D. Charbonnet, Jr., 624 Gravier St., New Orleans, 140 shares; A. H. Johness, 630 Gravier St., New Orleans, 140 shares; C. A. Buchler, Gretna, La., 140 shares; J. P. Schaffer, 406 Carondelet St., New Orleans, 140 shares; Otto J. Mayer, 325 Baronne St., 140 shares; James Flotte, 400 Camp St., New Orleans, 140 shares.

Thus done and passed at New Orleans, this twenty-ninth day of January, 1919, in the presence of Douglas W. Harrell, and Maude D. Krider, competent witnesses, who reside in this Parish, and who have signed these presents, together with the said appearers and me, Notary, after due reading of the whole.

Witnesses: D. W. Harrell, M. D. Krider.

(Original Signed) Ferd. Katz, F. D. Charbonnet, Jr., A. H. Johness, C. A. Buchler, J. P. Schaeffer, Otto J. Mayer, James Flotte.

F. D. CHARBONNET,
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 Eureka Land Company, Inc., was this day duly recorded in my office in Book 1222, olio ——.

New Orleans, January 29th, 1919.

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

A true copy.

F. D. CHARBONNET,
Notary Public.

Jan. 30-Feb. 6-13-20-27-Mch. 6.

CHARTER OF WEST PEARL RIVER LUMBER COMPANY, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this Fourteenth day of February, A. D., one thousand nine hundred and nineteen, and of the Independence of the United States of America, the one hundred and forty-third, before me, Oscar Schreiber, a Notary Public, duly commissioned and qualified within and for the Parish aforesaid, and in the presence of the witnesses hereinafter named and undersigned: Personally came and appeared, the several persons whose names are hereunto subscribed, who severally declared, that availing themselves of the benefits and provisions of the Constitution of this State, and the laws relative to the organization of corporations, and particularly of the provisions of Act 267 of the General Assembly of the State of Louisiana for the year 1914, they have contracted and agreed and united to form and do, by these presents, contract and agree and bind and obligate themselves to form and organize themselves, as well as such other persons who may hereafter join or become associated with them or their successors into a stock corporation and body politic in law, for the objects and purposes and under the conditions, covenants, stipulations, and agreements of the articles following to-wit:

ARTICLE I.—The name and title of this corporation shall be: West Pearl River Lumber Company, Incorporated, and under and by said name, unless sooner dissolved in accordance with law and this charter, it shall exist and continue, and shall have and enjoy corporate existence and succession for a period of ninety-nine years from and after the date of this act. It may have, hold, receive, borrow, loan, exchange, acquire by grant, gift or purchase devise or bequest, sell, alienate, dispose of, convey, lease, pledge, pawn, hypothecate, encumber or mortgage property of every kind, whether real, personal or mixed, corporeal or incorporeal, movable or immovable, all subject to such limitations as may be prescribed by law. It may make, issue or endorse bonds or notes and other evidences of debt. It may accept mortgages, pledges or other forms of security for money loaned or other debts. It may contract, sue and be sued, plead or be impleaded by its corporate name in any Court of competent jurisdiction. It may make, adopt and use a common seal and alter the same at pleasure. It may hold stock in other corporations, and its capital stock may be issued for capital stock in other corporations. It may name, appoint and employ such managers, directors, officers, agents and other employees as its business and convenience may require, and may fix their compensation, giving due regard to the nature, character and value of their services. It may make and establish by-laws, rules and regulations not inconsistent with its charter or any existing law, fixing or altering the management of its property, the regulation and government of its affairs, and the manner of the certification and registration of its stock. It may wind up and dissolve itself in the manner prescribed by law. It may conduct business in this State, other States, the Federal Districts and Territories and Possessions of the United States, or any foreign country. It shall have the power or invest its Board of Directors with all of its corporate powers, subject to such restrictions as may be named in this Charter. And it generally shall possess all the powers, rights, privileges and immunities which corporations are and may hereafter be authorized to possess under the sonstitution and laws of this State, and particularly under Act No. 267 of the General Assembly of the State of Louisiana for the year 1914.

ARTICLE II.—The domicile of this corporation shall be the City of New Orleans, Parish of Orleans, State of Louisiana, with the privilege of having an office at Alton, Louisiana, and all citations or other legal process shall be served upon the President of this Corporation, at its domicile, and in case of his absence, on the Vice-President and in case of the absence of both of these officers, upon the Secretary of this corporation.

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

Sec. 1. To buy and sell, either at wholesale or retail, as owners thereof or on commission, and to export and import, lumber, logs and building materials; to buy and sell timber lands, and generally to do all things necessary and proper pertaining or incident to such business; to construct, maintain, sell or purchase mills, and all necessary machinery therefore to operate the same, and generally to acquire and dispose of all materials and articles that may be now or hereafter used or required in or in connection with the lumber business and the manufacture of the same.

Sec. 2. To survey, sub-divide and plat lands for the purpose or lease or sale, and to improve and develop the same by the erection of homes or buildings thereon and to do such other lawful acts as may be needful or desirable in and about the improvement and development thereof for any purpose; to plant, grow and cultivate all kinds of fruits, plants and vegetables; to raise, buy, sell and deal in horses, mules, cattle, live stock and poultry of all kinds, and generally to engage in the business of planting, and farming, if desired.

Sec. 3. To operate a general merchandise store and commissary, in connection with said mill, and to erect and maintain a boarding house and lodging rooms for its employees and the general public if so desired.

Sec. 4. To carry no all allied and associated lines of business which may be directly or indirectly connected with or may further and assist the conduct of its main business as above specified.

Sec. 6. To construct, purchase, lease or otherwise acquire and own, maintain and operate, steamboats, sailing vessels, barges or other water craft, piers, docks, wharves and such lines of tramway or railway as may be convenient necessary or incidental to any business or enterprise of the corporation, with all necessary side-tracks, locomotives, cars, depots, round-houses and other equipment necessary to the operation of the said vessels, piers, docks, wharves, tramways or railways and the traffic thereon; provided that this corporation shall not, without an amendment of this charter, be a common carrier or have the right to exercise the power of eminent domain.

Sec. 7. To enter into, make, perform and carry out contracts of every kind not contrary to law, with any person, firm, association or corporation, and to carry on any other business which under the law it may be entitled to carry on, which may seem to the corporation to be calculated, directly or indirectly, to effect the aforesaid objects or either of them or to facilitate it in the transaction of its aforesaid business or businesses or any part thereof, or in the transaction of any other lawful business that may be calculated, directly or indirectly, to enhance the value of or to render profitable any of the corporation's property or rights and generally to hold and exercise all such incidentals, powers and privileges as relate to the objects and purposes herein above set forth or as may be necessary, useful or convenient for effecting said objects and purposes.

ARTICLE IV.—The authorized capital stock of this corporation is hereby declared to be the sum of Ten Thousand Dollars ($10,000.00), which capital stock may be inreased in the manner provided by law, to the sum of Fifty Thousand Dollars ($50,000.00). The presently authorized stock of this corporation shall be represented by one hundred shares of the par value of one hundred dollars each ($100.00). The said sapital stock shall be represented by certificates and shall be personal property. No transfer of said capital stock sholl be binding upon this corporation, unless made in accordance with its charter and by-laws and recorded on the books thereof. Before any stockholder shall sell or dispose of his stock in the corporation, he shall give thirty days written notice of his intention so to do to the corporation, during which thirty days, the corporation itself shall have the right of purchasing the stock at its book value. This corporation shall begin business as soon as Five Thousand Dollars of its stock is subscribed as provided for in section 2 of act 267 of 1914. The captial stock of this corporation shall be fully paid and non-assessable when issued and shall be issued only for labor done or services rendered or for property actually received or for cash to be paid at such times and in such amounts and after such notice as may be determined by the Board of Directors.

ARTICLE V.—All powers of this corporation shall be vested in and exercised by a Board of Directors of not more than seven and not less than three each of whom shall hold in his own name at least one share of stock. Said Board of Directors shall be elected annually on the Second Tuesday in March of each year, the first election to be in the year Nineteen Hundred and Twenty (1920). All such elections shall be by ballot at the office of the corporation, under the supervision of two commissioners, to be appointed by the Board of Directors, and in the absence of any commissioner, the President shall have power to fill the place by appointment, and all such elections as well as all meetings of stockholders, except for the purpose of liquidation or dissolution, or as otherwise required by law, ten days' notice shall be given by mailing to each stockholder at his last designated address, or at the general delivery at New Orleans, if he has not designated an address, an announcement stating the time and place of the meeting. Each shareholder shall be entitled to one vote for each share of the stock standing in his name on the books of the company to be cast in person or by proxy, and a majority of the votes cast shall elect. The Board of Directors shall have full power to fill any vacancy that may occur in the Board. Filure to elect Directors on the day above specified, shall not dissolve the corporation, but the Directors then in Office shall remain in office, until their successors are elected and qualified. The notice of another election shall forthwith be given, as above specified and provided, and shall be continued to be given until an election is held. The Directors at their first meeting following each annual election, shall elect from their number a President, a Vice-President, a Secretary and a Treasurer, the Office of Secretary and Treasurer may be combined in one office if, so desired, they may also elect such other officers as they deem necssary for the proper conduct of the business. The Board shall also have the right to unite two or more offices, and the same to confer upon one person, and shall have power to fix the salaris of all officers and all such other officers and employees as they may deem necessary. The Board of Directors shall have power to make, establish as well as alter and amend, all by-laws, rules and regulations necessary and proper for the support and management of the business and affairs of said corporation, and not inconsistent with its charter. Said Board of Directors shall have full power through the President or some other authorized Agent or Agents, to borrow money and through said officers of officer, to execute mortgages, issue notes, bonds or other obligations, in such amount and on such terms as in their judgment may be advantageous, and generally to do all things reasonably necessary for the proper carrying on of the business of this corporation, as also to issue and deliver full-paid shares of stock and bonds or obligations of this corporation, in payment of money borrowed, or money, labor, or services and property or rights actually received by this corporation, as heretofore set forth; and shall have power to do all such acts and things as may be necessary to carry out the objects and purposes for which this corporation is organized. A majority of the Directors shall constitute a quorum, for the transaction of any business. At any meeting of the Board of Directors, any Director absent from the meeting may be represented by any other Director, who may cast the vote of the said absent Director, according to written instructions of said absent Director. The Board of Directors shall have the power, by vote of not less than the majority thereof, to sell, lease, mortgage or otherwise, or to pledge, any or all of the property, movable and immovable, belonging to the corporation, or to receive in exchange therefor, money or stocks or bonds or some other obligations of another corporation, without referring to the shareholders for the power to do so, and they may also purchase for stock in this corporation or for cash or on credit, property of any kind required for the purposes of this corporation, without authority of the shareholders.

Until the next annual meeting on the second Tuesday of March, 1920, or until their duly qualified successors are elected and installed, the Board of Directors shall be composed of: Elisha N. Haas, Alton, La.; Samuel J. Haas, Alton, La.; John J. Modenbach, New Orleans, La.; Louis N. Reiser, New Orleans, La.; with Elisha N. Haas, as President; Samuel J. Haas, as Vice-President; John J. Modenbach, as Secretary and Louis N. Reiser, as Treasurer.

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

ARTICLE VII.—This act of incorporation may be modified, changed or altered or this corporation may be dissolved, or the capital may be increased or decreased in accordance with law, at a meeting of the stock holders called for that purpose, after notice shall have been given in writing to each stockholder, delivered to him personally, or mailed by registered letter to him at the Post Office address designated by him, at least fifteen days prior to the date of the meeting.

ARTICLE VIII.—The stockholders have respectively written opposite their names the amount of stock in this corporation subscribed for by each of them, so that this act may serve as the subscription list of said corporation.

Thus done and passed, at my office in the City of New Orleans on the day and date, first above written, in the presence of Marcelle Cartier and Patrick McDonald, competent witnesses,who have subscribed their names hereunto with said appearers, and me, Notary, after due reading of the whole.

Witnesses: Patrick McDonald, Marcelle Cartier.

(Original Signed) E. N. Haas, 20 shares, by S. J. Haas, Alton, La.; S. J. Haas, 10 shares, Alton La.; John J. Modenbach, 10 shares, New Orleans, La.; Louis N. Reiser, 10 shares, New Orleans, La.

OSCAR SCHREIBER,
Notary Public.

I, the undersigned, Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above nd foregoing Act of Incorporation of the West Pearl River Lumber Company, Incorporated, was this day duly recorded in my office, in Book 1228, Folio 55.

New Orleans, February 14th, 1919.

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

I hereby certify that the above and foregoing is a true and correct copy of the original extant in my Notarial register.

OSCAR SCHREIBER,
Notary Public.

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