CHARTER.

## CHARTER OF BUCKMASTER-LUCK-MALOCHEE INC.

United States of America State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this the First day of the month of March, in the year nineteen hundred and nineteen, (1919), before me, Asahel Walker Cooper, a Notary Public, duly commissioed and qualified in and for the Parish of Orleans, State of Louisiana, aforesaid, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed who severally declared that availing themselves of the laws of the State of Louisiana, and especially the laws relating to corporations, and especially Act 267 of 1914, they have covenanted and agreed to bind, form and constitute themselves, and do hereby bind, form and constitute themselves as well as all such other persons as may hereafter join or become associated with them into a corporation and body politic in law, for the objects and purposes and stipulations following, to-wit:

ARTICLE I.—The name and style of this corporation shall be Buckmaster-Luck-Malochee, Inc., and by said corporate name it shall have and enjoy succession for a period of ninety-nine years unless sooner dissolved in the manner provided by law, and by the articles of this charter; and under such corporate name it shall have power and authority to contract, sue and be sued; to make and use a corporate seal, and the same to break or alter at pleasure; to hold, receive, purchase, convey mortgage and hypothecate property, real, personal and mixed, to issue bonds, notes, and other obligations, to elect and appoint such managers, officers, directors agents and other employees as the interest and convenience of the Corporation may require or demand, and 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 and expedient; to sell, assign, transfer, mortgage, pledge, or otherwise dispose of bonds or other securities or shares of capital stock of any other corporation or corporations whether foreign or domestic, and to own stock in any other corporation or corporations, and to vote the same.

ARTICLE II.—The domicile of the said corporation shall be in the City of New Orleans, State of Louisiana, but it may establish offices and agencies and conduct business in any other state, territory, or dependency of the United States or in foreign countries. All citations and other legal process shall be served on the President, or in his absence on the Vice-President, of the said Corporation; in the absence of both, President and Vice-President, then said process shall be served on the Secretary-Treasurer of said Corporation.

ARTICLE III.—The objects and purposes for which this Corporation is organized, and the nature of the business to be carried on by it are hereby declared to be: To buy, sell, lease, exchange, dispose of or otherwise deal in either on its own account or as sales agents and distributors, oil kinds of machinery, engineering and hardware specialities, internal combustion engines and motors, steam engines, boilers, electrical machinery and apparatus, ppes, valves, fittings, steam specialties of every kind and description, appliances, plants, transmission machinery, locomotives, anu dredging machinery; to construct machines and machinery of every kind and character and to equip, erect and install the same for use and operation; to carry on the business of consulting and contracting engineers, and the preparation of plans and specifications of machinery, plants, buildings and other works, and to superintend, erect, and install, heating ventilating, and refrigerating systems, apparatus and appliances, steam, electric, hydraulic and power plants of every description as well as to do business of general engineering and contracting, and all works in connection with the construction and repairing of bridges, piers, docks, foundations, mines, shafts, tunnels, wells, waterworks, power houses, plans, railroads, canals and other works; and generally to do and perform and carry on any and all business in any way connected with, germane, or incidental to any one or all the foregoing objects or purposes.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of Twenty-five Thousand ($25,000.00) Dollars to be divided into two hundred fifty (250) shares of the par value of one hundred ($100.00) Dollars each; said stock shall be paid either in cash or may be issued at not less than par in payment for property, rights, or good will, actually transferred to and received by the corporation. The capital stock of the corporation may be increased up to a sum not exceeding One Hundred Thousand ($100,000.00) Dollars. All shares of stock shall be full paid and non-assessable; and no transfer of stock shall be binding upon the corporation unless made upon its books and all certificates of stock shall be signed by the President, or in his absence or inability to act by the Vice President, and countersigned by the Secretary-Treasurer.

ARTICLE V.—All the corporate powers of this corporation shall be vested in and the management and control of its business and affairs shall be exercised by a Board of Directors consisting of three stockholders to be elected annually from among the stockholders. The first Board of Directors shall serve until the election to be held on the second Tuesday in March, 1920, or until their successors are duly elected, qualified and installed; said first Board of Directors with their post office addresses is as follows: Eugene Buckmaster, 238 South Pierce St., New Orleans, La.; William P. Luck, 2106 Robert St., New Orleans, La.; Henry J. Malochee, 360 Broadway St., New Orleans, La.; with said Eugene Buckmaster as President, said William P. Luck as Vice-President, and said Henry J. Malochee as Secretary-Treasurer. On the second Tuesday in March, 1920, and annually thereafter, except when that day falls upon a legal holiday, then upon the next following lay day, an election of directors shall be held at the office of the Corporation, notice of which meeting shall be given by mail to each stockholder by depositing the same in the Post Office, postage prepaid, addressed to each stockholder at his or her last known address as the same shall appear on the books of the corporation, at least fifteen days prior to the date of such meeting. At all elections a stockholder will be allowed one vote for each share of stock standing in his name on the books of the Company, ten days prior to such meeting. Failure to hold the annual meeting of stockholders or a 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 duly elected, qualified and installed. Any vacancy in the Board of Directors shall be filled for the unexpired term by the remaining directors. The Board of Directors when elected at the annual meeting shall select from their own number, the officers of the corporation who shall be a President, a Vice-President, and Secretary-Treasurer. The said Board of Directors shall have the right and power to appoint and dismiss, such agents, clerks and other employees as conditions in their judgment may justify or the business of the corporation may require, and the tenure of office and employment of all such agents, clerks and other employees shall be during the pleasure of the Board of Directors.

ARTICLE VI.—This act of incorporation may be changed, modified or altered by a vote of two-thirds of the persons owning the issued capital stock of this corporation, at a meeting convened for that purpose, after notice shall have been given in the manner and form provided for in Article V, of this act of incorporation, provided, however, that the objects and purposes for which this corporation is organized shall not be changed, modified or altered or the capital stock of this corporation increased to an amount exceeding the maximum herein fixed or decreased to an amount less than the corporate indebtedness, without the consent and approval of the stockholders owning three-fourths of the issued capital stock of this corporation.

ARTICLE VII.—This corportion may be dissolved with the assent of the stockholders owning two-thirds of the issued capital stock of the corporation at a meeting convened for that purpose after notice of such meeting shall have been given to each stockholder in accordance with the terms provided for in Article V of this act of incorporation. In the event of the dissolution of this corporation by expiration of this charter or otherwise, the business and affairs of this corporation shall be settled by three liquidators to be elected by the stockholders from among their number at the meeting which decided to liquidate; and said liquidators 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 or more of the said liquidators, the survivor 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 any further sum than the unpaid balance due upon the shares of stock owned by him, neither shall any informality of the organization have the effect of rendering this charter null, or exposing a 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.

ARTICLE IX.— The subscribers hereto have respectively written opposite their names the amount of stock in this corporation subscribed for by each of them, together with their post office addresse sso that this act of incorporation shall serve as an original subscription list. And here the subscribers Eugene Buckmaster, William P. Luck, and Henry J. Malochee, severally declared that whereas each one of them for more than ten years past have been conducting business in the City of New Orleans on his own account and also as sales agent and representative of various manufacturers of machinery, apparatus, machinery specialties, and appliances under certain personal contracts of sales agency, a detailed list of which contracts is hereto annexed, and have also engaged in consulting and contracting engineering and has built up during the period aforesaid a sales organization; said Eugene Buckmaster, said William P. Luck, and said Henry J. Malochee in payment of their respective subscriptions to the extent of fifty shares of the capital stock of this corporation to each of them, hereby assign, set over and deliver the good will of their said respective business and sales organizations; and further severally obligate themselves, their heirs and assign to turn over to said corporation, for a period of one year from the date of this act of incorporation as and when the same shall be received, the proceeds, earnings and commissions to hereafter become due to each of them on any contracts or sales entered into and effected from and after this date for their respective individual accounts and to be hereafter received by any one of them as sales agent and representative of said manufacturers either under the contracts aforesaid or any other personal contracts of employment germane to any of the objects and purposes of this Corporation which any one of them may hereafter enter into. And here the said Eugene Buckmaster and Henry J. Malochee acting as two of the incorporating directors have appraised and do hereby appraise the value of the good will of the business and of the sales oraganization hertofore conducted by said William P. Luck individually and hereby by him assigned and delivered, at the sum of four thousand ($4,000.00) Dollars and the said earnings and commissions of the said William P. Luck to be earned by him from and after this date for the period aforesaid under his individual contracts at the sum of one thousand ($1,000.00) Dollars. And here the said William P Luck and Eugene Buckmaster acting as two of the incorporating directors have appraised and do hereby appraise the value of the good will of the business and the sales organization heretofore conducted by said Henry J. Malochee individually and hereby by him assigned and delivered at the sum of four thousand ($4,000.00 )Dollars and the said earnings and commissions of the said Henry J. Malochee to be earned by him from and after this date for the period aforesaid, under his said individual contracts at the sum of one thousand ($1,000.00) Dollars. And here the said Henry J. Malochee and William P. Luck acting as two of the incorporate directors have appraised and do hereby appraise the value of the good will of the businesss and the sales organization heretofore conducted by said Eugene Buckmaster individually and hereby by him assigned and delivered at the sum of four thousand ($4,000.00) Dollars and the said earnings and commissions of the said Eugene Buckmaster to be earned by him from and after this date for the period aforesaid, under his said individual contracts at the sum of one thousand ($1,000.00) Dollars, And the said William P. Luck, said Henry J. Malochee, and said Eugene Buckmaster, acting together as the Board of Directors of this Corporation have appraised and do hereby appraise the value of the said good will of the business and sales organization of each of them and the said earnings and commissions of each of them to be earned by each of them from and after this date as aforesaid by each of them hereby assigned, transferred and delivered to this corporation at the sum of four thousand ($4,000.00) Dollars and one thousand ($1,000.00) dollars respectively. And here said Eugene Buckmaster, said William P. Luck, and said Henry J. Malochee having been first severally sworn according to law, each declared that fifty percent (50%) of the capital stock of this corporation has been subscribed and paid for.

Thus done and signed at my office at the City of New Orleans, on the day, month and year, hereinabove first written in the presence of William W. Westerfield and Elsie Johnson, competent witnesses who have signed these presnts together with said appearers and me, Notary, after due reading of the whole.

Witnesses: Wm. W. Westerfield, Elsie Johnson.

(Names of subscribers omitted.)

(Seal) A. W. COOPER,
Notary Public.

I, the undersigned recorder of mortgages in and for the Parish of Orleans, State of Louisina, hereby certify that the above and foregoing act of incorporation of Buckmaster-Luck-Malochee, Inc., was this day duly recorded in my office in Book 1228, Folio —, New Orleans, March 3rd, 1919.

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

I, the undersigned, Notary Public, hereby certify that the above and foregoing is a true and correct copy of the original charter of Buckmaster-Luck-Malochee, Inc., omitting the names of the subscribers thereto, together with the certificate of the Recorder of Mortgages thereto appended.

New Orleans, Louisiana, March 3, 1919.

(Seal) A. W. COOPER,
Notary Public.

Mar. 6-13-20-27; Apr. 3-10.

## CHARTER OF MORE-MILEAGE RUBBER SALES COMPANY, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this third day of the month of March, in the year of our Lord, one thousand, nine hundred and nineteen and of the Independence of the United States of Rmerica, the one hundred and forty-third; before me, Frederic Charles Marx, a Notary Public, duly 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 several persons whose names are hereunto subscribed, who severally declared that, availing themselves of the laws of the State of Louisiana, relative to the organization of corporations, and particularly of Act No. 267 of 1914 of the General Assembly of the State of Louisiana, they do, by these presents, for themselves and their associates, successors and assigns, form themselves into a corporation and body politic in law, for the objects and purposes and under the articles and stipulations hereinafter set forth, to-wit.

ARTICLE I.—Th name of this corporation shall be the More-Mileage Rubber Sales Company, Incorporated, and under that name, it shall have and enjoy corporate existence for a period of ninety-nine years, unless sooner dissolved, in accordance with the provisions hereinafter set forth, and shall have and enjoy all rights, privileges and immunities granted by law to corporations; and under its corporate name it shall have power and authority to contract, sue and be sued, to make and use a corporate seal, and the same to change, alter or destroy, at pleasure; to purchase, hold, receive, hypothecate, convey, sell, lease, pledge or mortgage real and personal property; to borrow and loan money; to issue negotiable bonds and notes or other evidences of debt; to have and employ such managers officers, agents and other employees as its interests may require; and to make and establish such by-laws, rules and regulations for the proper management and control of the affairs of the corporation as may be deemed necessry by the Board of Directors; and the same to alter and amend at pleasure.

ARTICLE II.—The domicile of said corporation shall be in the City of New Orleans, State of Louisiana, and all citation or other legal process shall be served upon the President and in his absence or inability to act upon the Secretary and Treasurer.

ARTICLE III.—The objects and purposes of this corporation and the nature of the business to be carried on by it are hereby declared to be; to operate and maintain automobile service stations, to repair, overhaul, and complete automobiles; to deal in, buy, sell, and furnish all automobile parts, accessories, tools and incidentals, including oils and gasoline; to operate and maintain garages; to buy, sell, rent, lease, store and hire automobiles; to lease,rent, purchase and maintain such buildings and premises as may be necessary for the carrying on of its said business; to act as agents for manufacturers of automobiles and automobile supplies and incidentals; and to do and carry on a general automobile business and generally to do and perform any and all things in any way necessary or incidental to the business hereinafter described.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at Five Thousand Dollars ($5,000.00), to be represented by Fifty (50) shares of the par value of One Hundred Dollars ($100.00) each; and Four Thousand Dollars of said stock shall be subscribed for before the corporation shall be a going concern and commence business. And this corporation shall have the right, according to law, to increase its said capital stock up to Seventy-five Thousand Dollars ($75,000.00). All shares of stock shall be paid for in cash, property received or labor or services performed, and must be fully paid before the issuance of the certificate therefor, and same shall be non-assessable. Said stock shall be represented by stock certificates, transferable only on the books of the corporation, on surrender of the outstanding certificates or proof of its loss, and under such rules as the Board of Directors may prescribe.

ARTICLE V.—The business of this corporation and its corporate powers shall be conducted by and vested in a Board of Directors, composed of three stockholders, who shall be elected by a majority of the stock at the annual meeting, which shall be held on the First Wednesday of March of each year. In the event that said day shall fall on a dies non, then the said meeting and election shall be held on the next following judicial day. Elections of directors and meetings of stockholders shall be held at the domicile of the corporation after at least ten (10) days' notice in writing shall have been given to each stockholder by mail according to law. Each stockholder shall be entitled to one vote for each share of stock owned by him, said vote to be cast either in person or by written proxy, according to law, and under such rules as the Board of Directors shall designate. Two (2) members of the Board of Directors shall constitute a quorum for the transaction of business. The Board of Directors shall elect from its number a President, a Vice-President and a Secretary and Treasurer at its first meeting after its election, and any or all of said office may be consolidated. Any vacancy occurring among the Board of Directors or officers shall be filled by the said Board of Directors. Until the first Wednesday in March 1920, the following shall be and constitute the Board of Directors, viz: A. C. Lowther, 619 Baronne Street, New Orleans, Louisiana; C. T. Jay, 517 St. Louis St., New Orleans, Louisiana, and L. McMains, 517 St. Louis Street, New Orleans, Louisiana, with A. C. Lowther, as President, C. T. Jay, as Vice-President, and L. McMains as Secretary and Treasurer, all of whom shall hold office until the first Wednesday of March, 1920, and until their successors are duly elected and qualified.

ARTICLE VI.—No stockholder shall ever be held liable for any greater amount than the unpaid balance due on his stock subscription, nor shall any mere informality in the organization increase his liability.

ARTICLE VII.—This act of incorporation may be changed, altered or modified by a vote of two-thirds of all its stock at a meeting of the stockholders of said corporation held according to law. And this corporation may be dissolved according to the provisions of Sections 28 etc. of Act 267 of 1914, of the General Assembly of the State of Louisiana. Whenever this corporation is dissolved, its affairs shall be liquidated by two liquidators elected by the stockholders at the general annual meeting, or at a special meeting called for that purpose according to law, in case of death or inability to act of any of said liquidators, the survivor shall continue to act and liquidate the affairs of the corporation.

Thus done and passed at the City of New Orleans on the day, month and year hereinabove first written in the presence of J. Miller and Charles Haggerty, competent witnesses, who hereunto sign their names with the said appearers and me, Notary, after due reading of the whole.

Witnesses: J. Miller, Charles Haggerty.

(Signed) A. C. Lowther and others.

FRED. C. MARX,
Notary Public.

State of Louisiana Parish of Orleans.

I, the undersigned Recorder of Mortgages in and for the Parish of Orleans, State of Louisiana, do hereby certify that above and foregoing act of incorporation of the More-Mileage Rubber Sales Company, Incorporated, was this day duly recorded in my office in Book 1228, Folio —.

Nw Orleans, La., March 6th, 1919.

(Seal)

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

Atrue copy.

FRED. C. MARX,
Notary Public.

Mch. 13-Apr. 17.

## AMENDMENT TO CHARTER OF THE NEW ORLEANS EXPORT COMPANY, LIMITED.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this, the twelith day of the month of March, 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, a Notary Public, duly commissioned and qualified, in and for the partsh and State oforesaid, and in the presence of the witnesses hereinafter named and undersigned; personally came and appeared, Christian G. Hansen and Oscar Reeh, hereto appearing in their respective capacities as President and Secretary of the stockholders meeting of March 11, 1919, of the New Orleans Export Company, Limited, a corporation created, organized and existing under and by virtue of the laws of the State of Louisiana, by an act of incorporation passed before Charles T. Soniat, late a Notary Public of the City of New Orleans, dated October 1, 1901, recorded in the Mortgage Office for this Parish in Book 676, folio —, which said appearers severally declared that at a special meeting of the shareholders of The New Orleans Export Company, Limited, held at the domicile of said corporation in the City of New Orleans, under date of March 11th, 1919, at which meeting there were present, in person, each and every shareholder of said corporation. Upon motion duly made and seconded, Articles One (1), Two (2), Three (3) and Four (4) of the original charter of said corporation were by unanimous vote of all the stokholders modified and amended so as to read as follows, to-wit:

ARTICLE I.—The name and style of this corporation shall be The New Orleans Export Company, Limited, and the place chosen for its domicile is hereby declared to be the City of New Orleans, State of Louisiana, and under said corporate name this corporation shall have the right to sue and be sued, and to contract, and shall have all the powers, rights and authority conferred by the laws of the State of Louisiana on corporations of its kind and character, and shall have and enjoy sucession for a period of ninety-nine (99) years from and after the date of this Act.

ARTICLE II.—The objects and purposes for which this corporation is established and the nature of the business to be carried on by it are declared and specified to be to carry on a general importing and exporting business; to buy, sell, or otherwise deal in, prepare, manufacture, and handle cotton, cotton goods, cotton seed products, grain, bran, oils and fats and all kinds of merchandise, of every character whatsoever; to buy, sell, own, handle, manage, operate and charter vessels and water craft of any description; to act as brokers in connection with any shipping or transportation business, and to act as stevedores; to buy, sell, own, lease, conduct and manage public or private warehouses, wharves or docks; to buy, sell, own, or otherwise deal in or handle stocks, bonds or securities of all kinds; and generally to engage in any business or affairs incidental or germane to the objects and purposes hereinbefore specifically expressed; and this corporation shall have power and authority to conduct any and all business either for its own account, or as the agent or representative of others on commission, brokerage, or other basis of compensation. The President, or in case of his inability to act, one of the Vice-Presidents of the company shall be the proper person upon whom citations or other legal process shall be served.

ARTICLE III.—The capital stock of this corporation is hereby fixed at the sum of Two hundred and fifty thousand ($250,000) Dollars divided into twenty-five hundred (2500) shares of the par value of One Hundred ($100.00) Dollars each which stock shall be full paid and non-assessable at the time of the issuance.

No present or future stockholders shall ever validly sell assign or transfer, other than by inheritance, any of the capital stock of this corporation until the same shall have been first offered to the remaining stockholders for the benefit of those stockholders who may desire to purchase the same through the Board of Directors, for the period of ten days, at the book value of such stock, as shown by the books of this corporation on the 31st day of May, last preceding the date of such offer. It shall be the duty of the Board of Directors promptly upon receiving an offer of sale of any of the stock of this corporation to communicate the same to the stockholders in writing; through the Secretary of the Company, and each of the stockholders shall be entitled to purchase such proportion of the stock so offered for sale as the number of shares owned by him at the time bears to the number of shares owned by all other stockholders desiring to participate in the purchase. No sale under foreclosure ,attachment or other process, or by virtue of any power or attorney, pledge, of hypothecation shall be validly made of any of the stock of this corporation until the foregoing requirements have been complied with by the person or persons, firm or corporation provoking such foreclosure or sale. The Board of Directors shall have authority, however, to waive the above requirements as to any partiular hypothecation or pledge of stock, by resolution adopted at a regular called meeting of the Board of Directors, such resolution being adopted in advance of the pledge or hypothecations.

ARTICLE IV.—The business and affairs of this corporation shall be managed and conducted by a board of directors to be composed of not less than three nor more than seven stockholders ,as may be determinded at each annual meeting for the ensuing year, such directors to be elected by ballot at the annual meeting of stockholders on the first day of June of each year, unless the same be a legal holiday, when the annual meeting shall be held on the next business day thereafter. Immediately after each annual meeting teh Board of Directors shall proceed to elect from thir own number a president, one or more Vice-Presidents, and a Secretary-Treasurer, and shall elect or appoint such other officers and employees as may be necessary in their judgment for the proper conduct of the business of the corporation; they shall fix the salaries of all officers and employees, and shall have the right to dismiss them at pleasure. All of the corporate powers o fthis corporation shall be vested in and exercised by the said Board of Directors. They shall have full power to fill all vacancies in their number arising from any cause. A majority of the board shall constitute a quorum for the transaction of any and all business. Notices of stockholders' meetings shall be given not less than fifteen days in advance thereof in writing, addressed and mailed to each stockholder at his last known address. Each share of stock may be voted by the stockholders in person, or by proxy, and shall be entitled to one vote. The Board of Directors may adopt such by-laws for the government of the corporation as may seem to them advisable, and may amend or cancel the same at will. At all directors meetings the directors may vote by proxy as effectually and validly as though present and acting in person.

That in all other respects the said original charter is to remain in force and effect as heretofore adopted, all as will more fully appear by reference to the proceedings had, and the vote taken thereon at the meeting of the stockholders aforesaid, a duly certified copy of the minutes thereof being attached to and made a part hereof. Said appearers further declared that, as will appear from the aforesaid minutes of the meeting of stockholders of said corporation, they were authorized, empowered and directed to appear before a Notary Public for the purpose of executing in authentic form the amendment of the said Articles One (1), Two (2), Three (3) and Four (4) of said charter, any they do now appear before me, said Notary, for the purpose of carrying out and giving effect to the resolutions adopted by the stockholders, amending the charter of said corporation in the particulars hereinabove mentioned and set forth, and to cause the said amendment to be recorded and published as required by law, to serve and avail as the future may or shall hereafter require.

Thus done and passed at my office in the City of New Orleans, on the day, month and year first hereinbefore written, in the presence of Messrs. John D. Miller, and Francis Eisler, competent witnesses, who hereunto sign their names, together with the said appearers and me, Notary, after due reading of the whole.

Witnesses: John D. Miller, F. Eisler.

(Original Signed) Chr. G. Hansen, President; Oscar Reeh, Secretary.

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 amendment to the Charter of The New Orleans Export Company, Limited, was this day duly reorded in my office, in Book 1228, Folio —.

New Orleans, La., March 13, 1919.

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

I, the undersigned, Notary Public, hereby certify that the above and foregoing is a true copy of the amendment to the Charter of The New Orleans Export Company, Limited, as the same now appears on file and of record in my office.

Witness my hand and Notarial Seal at New Orleans, La., this 13th day of March, 1919.

CHAS. F. FLETCHINGER,
Notary Public.

Mch. 20-27; Apr. 3-10-17-24.

## AMENDMENT TO CHARTER OF THE JEFFERSON HIGHWAY ASSOCIATION.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this tenth day of the month of March, 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, Henry George McCall, a Notary Public, duly commissioned and qualified in and for the Parish and State aforesaid, therein residing, and in the presence of the undersigned witnesses, personally came and appeared; Walter Parker, Esq., of full age of majority and a resident of the City of New Orleans, herein appearing in his capacity as Vice-President of the Jefferson Highway Association, a corporation duly organized under the laws of the State of Louisiana and domiciled in the City of New Orleans, created by act of incorporation passed before E. B. Glenny, Notary Public, on July 28, 1916, duly recorded in the Mortgage Office of the Parish of Orleans in Book 1201, Folio 9, the said Walter Parker acting herein in his said capacity for and in behalf of said Association, under and by virtue of a resolution adopted at a special meeting of the International Board of Directors of the Jefferson Highway Association, held in the Board room of the New Orleans Association of Commerce, New Orleans, Louisiana, on February 24, 1919, for the purpose of considering and adopting an amendment to Article V of the Act of Incorporation (or charter) of said Association; and that at said meeting twenty-six directors of said Association were present, or represented by proxies and voted, as will appear more fully by a duly certified copy of the proceedings of said meeting annexed hereto and made part hereof; and that at said meeting it was unanimously agreed and decided by the Directors of said Association that Article V of the Act of Incorporation (or Charter) of said Association be changed, altered and amended in the following particulars, to-wit:

That Article V be changed, altered and amended so as to read as follows:

ARTICLE V.—Government. Except as regards the terms and conditions upon which membership may be acquired or forfeited all powers shall be vested in the following:

(1) The General Officers; (2) the Board of Directors; (3) the General Executive Committee; (4) the State Executive Committees, there being one for each state through which the highway is to pass; (3) the County Associations, there being one for each county through which the highway is to pass.

(1) The general officers shall consist of a president, vice-president, secretary and a treasurer. They shall be elected by the board of directors at their annual meeting, as is hereinafter more fully set forth, and shall have such powers and duties as usually attach to their respective offices and such other powers, authority and duties as may be vested in them by the board of directors or the executive committee. Any vacancy shall be filled by the board of directors for the unexpired term. All legal process against the corporation shall be served on the president or secretary or other agent specially authorized to accept service by action of the board of directors.

(2) The board of directors shall be composed of the general officers, the vice-president, and the three committeemen from each state A quorum shall consist of not less than seven (7) members, representing not less than three (3) states. Directors may vote by written proxy at all called meetings The president or any other general officer shall notify each member of the Board of Directors by letter or wire at his last registered address at least ten (10) days prior to the annual meeting, which may be held either at the domicile of the Association, or at such other place as may be selected by the Board of Directors The Board of Directors at the annual meeting shall elect a president, vice-president, a secretary and a treasurer, from the general membership and take up all other business coming before the meeting relative to the welfare of the Jefferson Highway The Board of Directors of the general executive committee is empowered to employ a secretary and an engineer and such other employees as may be required in their judgment, and to fix their salaries and define their duties

Special meetings of the Board of Directors may be held at the domicile of the Association or at such other place as may be selected by the Board of Directors, at the call of the president, or of any other general officer, provided a wrtiten notice or telegram is sent by the president or any other general officer to each member of the Board at least five (5) days prior to the meeting, stating object, time and place of meeting. Vacancies in the Board of Directors shall be filled by the state executive committee in the state from which the vacancy occurred.

(3) The General Executive Committee shall consist of the president, vice-president, secretary and treasurer, and the state vice-presidents. A quorum shall consist of not less than three (3) members. The duties of the General Executive Committee shall be to consider and pass upon all matters laid before them relative to the Jefferson Highway In case of conflict between the Executive Committee and the Board of Directors ,the latter shall rule.

(4) The State vice-president or the State Executive Committee of each State shall issue a call for a State convention to be held at a convenient date, and in said call shall designate the time and place of the said meeting. The first State Convention cannot be held until at least three-fourths of the county delegates for that state shall have been chosen by their respeotive counties. The State Convention shall be composed of delegates elected by each county convention and of the members of the State Executive Committee. Each delegate shall have one vote in the election of the State Vice-President and the three State Committeemen and any other matters coming before the State Convention. The State Convention of each State is empowered to provide for its organization and for the annual election of the State vice-president and the three State Committeemen. These four officials shall constitute the State Executive Committee for that State. The members of the State Executive Committee are to be members of the board of directors of the General Association.

(5) There shall be maintained a County Association in each county through which the Jefferson Highway passes of which the officials shall consist of a chairman, vice-chairman ,secretary, treasurer and three advisory members. The officials of the County Association shall meet at the call of the chairman or vice-president whenever in their opinion the interest of the road requires such a meeting, and each official shall faithfully perform the functions and duties of his office. An annual convention shall be held in each county through which the Jefferson Highway passes. The convention is to be held at the county seat in the county court house or other suitable place for the purpose of electing the county officers and for considering ways and means for best promoting the interest of the road in that county, during the coming year also for the election of the three delegates to attend the Jefferson Highway State Convention for the purpose herein stated. Each member of the Jefferson Highway Association shall be entitled to one vote in the County Convention in the county in which he resides. The first County Convention shall be called at a date to be fixed by the president and in the county seat of each county. At the first meeting shall be elected the first county officers and the first county organization perfected. All subsequent meetings to take place as provided for in the preceding section.

Thus done and passed at my office in New Orleans, Louisiana, on the day, and in the month and year herein first above written in the presence of Messrs. Azzo J. Plough and George C. Merkel, competent witnesses of lawful age, residing in this City, who have hereunto signed their names with said appearer, and me, Notary, after due reading of the whole.

Witnesses: Geo. C. Merkel, Azzo J. Plough.

(Original Signed) Walter Parker.

HENRY G. McCALL,
Notary Public.

CERTIFICATE.

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 Jefferson Highway Association was this day duly recorded in my office, in Book 1228, Folio 149.

New Orleans, March 14th, 1919.

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

CERTIFICATE.

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

HENRY G. McCALL,
Notary Public.

Mch. 27-April 2-May 1.

## CHARTER OF BLODGETT NAVAL STORES COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this Eighteenth day of the month of March 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 I. Denechaud, a Notary Public, duly commissioned and qualified, in and for the Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned. Personally came and appeared, the parties whose names are hereto subscribed, all of full age and residents of this Parish and City, who declared: that availing themselves of the laws of the State of Louisiana in such cases made and provided, and particularly of the provisions of Act 267 and of the Acts of the General Assembly of the State of Louisiana for the year 1914, they have covenanted and agreed and do, by these presents, covenant and agree and bind themselves, as well as such persons as may hereafter join or become associated with them, to form and constitute a corporation and body politic in law, for the objects and under the articles and stipulations hereinafter set forth and expressed, which they adopt as the Charter of this Corporation, to-wit:

ARTICLE I.—The name and style of this corporation shall be Blodgett Naval Stores Company, Inc., and under its said corporate name it shall have and enjoy corporate existence and succession for the full term and period of ninety-nine (99) years from and after the date hereof; to contract, sue and be sued, to make and use a corporate seal, and the same to alter and break at pleasure; to hold, receive, lease, purchase and convey, as well as mortgage and hypothecate property, real, personal and mixed, corporeal and incorporeal; to own and hold stocks and bonds of other corporations; to name and appoint such managers, agents, directors and officers as its business or convenience may require, and to make and establish, as well as alter and amend, from time to time, such by-laws, rules and regulations for the proper government of the affairs of said corporation as may be necessary and proper.

ARTICLE II.—The domicile of said corporation shall be in the city of New Orleans, State of Louisiana, and all citations and other legal processes shall be served upon the President, or in the event of his absence or inability to act, then they shall be served upon the Vice-President, who is acting President, of said corporation, and in the event of his absence of inability to act, then upon the Secretary-Treasurer.

ARTICLE III.—The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it, are hereby declared to be: to own, possess, lease, sell, operate and work mines of any and all kinds; and to own, lease, sub-lease, buy and sell lands, timber, turpentine, turpentine stills, sawmills, planing mills, etc.; and all the by-products of timber; to operate, establish and lease turpentine stills or anything connected therewith; to own, build, operate and lease railroads, tram-ways, steam vessels, sailing vessels, or any nature of water craft that may be necessary in connection with its business, and to operate, sell or lease same; to engage in or conduct a general mercantile business, both wholesale and retail, at any point or points desired, and to operate, buy, sell or lease same; to manufacture machinery or any kind of implements; to conduct, buy, sell, lease or deal in agricultural property; to engage in the raising of live stock, or to deal in same; and to operate, own or lease any kind of manufacturing plant or business, not specially prohibited by law; to act as Agent or Attorney-in-fact for individuals or corporations, and as such to conduct any kind of business for persons or corporations, and buy and sell on commission or otherwise, and conduct a general commission business; and generally to do and perform any and all acts or business not contrary to the laws of the State of Louisiana; and all the rights herein granted may be exercised, and business conducted, at any place or places without any restrictions whatever as to States or Countries.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of Fifty Thousand Dollars ($50,000.00), divided into five hundred (500) shares of One Hundred Dollars ($100.00) each, which said stock shall be paid for in cash or its equivalent, at such time and in such manner as the Board of Directors may determine, or may be issued at par in payment of property actually purchased and such stock so issued shall be full paid and non-assessable. All in conformity with and under the restrictions of the presently existing corporate laws of Louisiana. This corporation shall be authorized to commense business and be a going concern as soon as fifty per cent (50%) of its capital stock is subscribed and paid for. The shares of stock shall be transferrable only on the books of the corporation and no transfer of stock shall be binding or have any effect on this corporation, unless and until made upon its books. The capital stock of this corporation may be increased to an amount of One Hundred Thousand Dollars ($100,000.00) by a vote of two-thirds of all the outstanding stock at a meeting of the stockholders called for that purpose in the same manner as provided for the meeting to elect Directors.

ARTICLE V.—All of the corporate powers of said corporation shall be vested in and exercised by a Board of Directors composed of not less than three nor more than five stockholders. Said Directors shall be elected annually on the third Monday in January, in each year at a general stockholders' meeting, except the first Board, appointed in this Charter, who shall hold their offices until the third Monday in January, 1920, and until their successors are elected.

All such elections shall be held by ballot and conducted at the office of the corporation. Notice of such meeting and of all other stockholders' meetings shall be given in the manner prescribed by law, and when not so prescribed, then written notice of such meetings shall be deposited, at least fifteen (15) days prior to the date of such meeting, in the post office of the City of New Orleans, addressed to each stockholder at his last known residence or place of business.

At all such elections and at all corporate meetings every stockholder shall be entitled to one (1) vote for each share of stock standing in his name on the books of the corporation, to be cast by him, in person or by his written proxy, and a majority of the votes cast shall elect. Any vacancy occurring among the directors by death, resignation or otherwise, shall be filled by election for the unexpired term by the remaining directors. A failure to elect directors on the day above specified shall not dissolve the corporation nor impair its corporate existence or management, but the directors then in office shall remain in office until their successors are elected and qualified.

The Board of Directors shall elect a President, and one or more Vice-Presidents, and a Secretary-Treasurer. The President and Vice-Presidents shall be stockholders and Directors of the Corporation, but the Secretary-Treasurer may or may not be a Director or stockholder, at the discretion of the Board of Directors. The number of Directors shall be determined by the stockholder at each annual meeting, and the number of Vice-Presidents shall be determined each year by the Board of Directors.

The Board of Directors shall have power and authority to appoint such agents, managers, officers and other employees necessary in their judgment to conduct the business of the Corporation, and to give to such agents, managers, officers and other employees as much authority as they may deem necessary for the purposes and business of the Corporation. The Board shall have the power to fix the compensations and define the duties of every officer and employee and all agents, managers, officers and other employees shall hold office and employment at the pleasure of said Board.

The Board may make and establish, as well as alter and amend, any and all by-laws, rules and regulations necessary and proper in its judgment for the conduct, support and management of the business and affairs of said corporation. At all meetings of the Board of Directors each director shall have the right to appoint a proxy to act in his place and stead, the person so appointed need not be a Director but must be a stock