AMENDMENT TO THE CHARTER OF THE NATIONAL REALTY COMPANY, LIMITED.

United tSates of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this 9th day of June, in the year of our Lord one thousand nine hundred and nineteen; before me, Herman L. Barnett, a Notary Public, duly commissioned and qualified in and for this City and Parish and therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared; Charles Roth of this city, and of the full age of majority, and John W. Fairfax, of this city and of the full age of majority; the said appearers being respectively the President and Secretary-Treasurer of the National Realty Company, Limited, a corporation duly organized under the laws of the State of Louisiana, domiciled in this City and created by act passed before Charles Rosen, Notary Public, dated October 25th, 105; recorded in the Mortgage Office for this Parish in Book 842, folio ——; which said appearers severally declared;

That at a meeting of the stockholders of the National Realty Company, Limited, held at the office of the corporation, in the City of New Orleans on June 6th, 1919, said meeting having been duly called and due notice thereof having been given, and at which said meeting, 16,132 shares of the capital stock of the corporation, out of a total of 20,000 shares of stock were present and represented, this being more than two-thirds of al' the capital stock of the corporation, it was unanimously voted, upon motion duly made and seconded that Article IV, of the Charter of the National Realty Company Limited, be amended to read as follows:

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of One Hundred Thousand Dollars ($100,000), divided into twenty thousand shares (20,000) of the par value of Five Dollars ($5.00) each; which shares shall be paid in cash or in property received, or in labor done, at such time and in such manner as the Board of Directors shall determine. This corporation shall have the right to commence business when $25,000.00 of the capital stock shall have been subscribed and paid for. All transfers of stock shall be made on the books of the company on the surrender of the outstanding certificates, and pursuant to such rules as the Board of Directors may prescribe. The capital stock may be increased in accordance with the laws of this State.

But in all other respects the original charter as passed by notarial act before Charles Rosen, Notary Public registered in Mortgage Office, Book 842, Folio ——, this parish, dated October 25th, 1905, and as amended by act before the same notary dated February 9th 1906, and registered in Mortgage Office Book, this Parish, 842, folio ——, and as amended by act before Philip Gensler, Jr., Notary Public, this Parish, registered in Mortgage Office, Book 1051, folio — this parish, dated January 25th, 1912, is to remain in force and effect.

Said appearers further declare that they are authorized and instructed to affect the amendment to the charter herein set out, and that they are authorized to appear before a Notary Public in and for this Parish and State, for the purpose of executing this amendment in authentic form as provided by the laws of this State, and that they do now appear before me, Notary, in order to make proper notarial record of the said amendment, and to have same recorded as required by law. All of which will fully appear by reference to a certified copy of the minutes of said stockholders' meeting, attached for reference to the original of this act of amendment. And said appearers farther declare, under oath, that the reduction of the capital stock of the corporation effected by this amendment to the charter will not operate to reduce the capital stock of the corporation to an amount less than the corporate indebtedness.

Thus done and passed, at my office, in the City of New Orleans, on the day and in the month and year herein first above written, in the presence of Walter Revertiga and Paul E. Chasez, competent witnesses, who have hereunto signed their names, together with the said appearers and me, Notary, after due reading of the whole.

Witnesses: Walter Revertiga, Paul E. Chasez.

(Original Signed) Charles Roth, John W. Fairfax.

(Seal)

HERMAN L. BARNETT, 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 National Realty Company, Limited, was this day duly recorded in my office in Book 1228, Folio 589.

In Faith Whereof, I have signed these presents at New Orleans, Louisiana, on this 9th day of June, 1919.

EMILE J. LEONARD, Dy. R.

I hereby certify that the above and foregoing is a true and correct copy of the amendment to the charter of the National Realty Companly, Limited, on file and of record in my office.

In Faith Whereof, I have hereunto set my hand and affixed my seal this 13th day of June, 1919.

HERMAN L. BARNETT, Notary Public.

June 19-26-July 3-10-17-24.

CHARTER OF PAN-AMERICAN TRANSPORTATION & TRADING COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, That on this eleventh day of the month of June, 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, Herman L. Barnett, a Notary Public, duly commissioned 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 of the full age of majority, who severally declared to me, Notary, that availing themselves of the laws of the State of Louisiana, in such cases made and provided, and more particularly of Act 267, of the General ssembly of the State of Louisiana of 1914, relating to the the creation, organization and formation of corporations, they have covenanted and agreed, and by these presents do 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 and stipulations following, to-wit:

ARTICLE I.—The name and title of this corporation shall be Pan-American Transportation & Trading Company, Inc., and under its corporate name it shall have power and authority to have and to enjoy corporate existence for a period of ninety-nine years from date hereof, unless sooner dissolved by liquidation or otherwise; it shall have power to contract, to sue and be sued, to make and use a corporate seal and to alter and break same at pleasure; to hold, receive, lease, purchase, transfer, assign, convey, mortgage, hypothecate, pledge or, otherwise receive or dispose of property, real, personal and mixed, corporeal and incorporeal; to issue bonds and if desired to secure the same by mortgage; to buy and hold stock in other companies incident to the objects and purposes or to the expansion of the business interests of the corporation; to name, elect and appoint such Managers, agents, Directors or officers as its business interests may require, and to make and establish, alter and amend its by-laws, rules and regulations for its proper government, as may be deemed necessary and proper and generally to do any and all things incident to or necessary and proper for the extension of the business in which the corporation is engaged.

ARTICLE II.—This corporation shall be domiciled in the City of New Orleans, in the State of Louisiana; and all citation or other legal process shall be served upon the President of the corporation, and in the event of his absence upon the Vice-President.

ARTICLE III.—The objects and purposes for which this corporation is organized and created, and the nature of the business to be carried on by it, are declared to be as follows: To own, build, repair buy and sell, operate, charter, rent and lease, or otherwise acquire, vessels, barges tugs, motor-trucks, autos, wagons, railroad cars; tractors, vehicles, water-craft or air-craft, of all kinds and description, utilized in transportation, both for the corporation itself and as agent or broker for others. To transport, carry or haul, or caused to be transported, carried or hauled, by land, water or air, merchandise, wares, live stock, raw products, and in fact goods, materials and objects, of every character and description, for the corporation itself or for others, in land vehicles, water-craft, or air-craft, belonging to the corporation or to others and generally to engage in the business of transportation.

To engage in the manufacturing, selling and buying of goods and material of every description and character; to export and import the same, and in fact to engage in a general mercantile and manufacturing business.

To engage in foreign, as well as domestic, commerce, and in fact to carry on any of the business aforesaid, either in the nature of transportation or manufacture in the United States or foreign countries.

To conduct and carry on such other business as may be found necessary or convenient for properly effectuating the aforesaid purposes or enhancing the value of the property, rights and privileges of the corporation.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of

be divided into and represented by one hundred (100) shares of the par value of One Hundred ($100.00) Dollars each. Said stock shall be paid for in cash or its equivalent, as provided by law, and in such manner and at such times and in such installments as may be prescribed by the Board of Directors. This corporation shall become a going concern and shall be authorized to commence business when Five Thousand ($5,000.00) Dollars of its capital stock shall have been subscribed for, as provided by law, and when Twenty-Five Hundred ($2500.00) Dollars of the capital stock shall in fact have been paid for, either in cash or its equivalent.

ARTICLE V.—The capital stock of this corporation may be increased to the sum of One Hundred Thousand Dollars ($100,000.00), by a two-thirds vote of all the stock present or represented at a special meeting called for that purpose, or at a regular annual meeting of the corporation.

ARTICLE VI.—All certificates of stock issued by the company shall be signed by the President and counter-signed by the Vice-President; or if authorized by resolution of the Board of Directors, shall be signed by the President, and counter-signed by the Secretary-Treasurer. The stock of this corporation can be transferred only on the books of the corporation and subject to such regulations and formalities as may be by the Board of Directors from time to time prescribed.

No stockholder shall be permitted to sell or otherwise dispose of his stock without first offering the same in writing to the other stockholders, through the Board of Directors, at a price not exceeding the book value thereof, and the stockholders shall have an option and first right to purchase all the shares of stock to be thus disposed of by sale or by the death, resignation or otherwise, of any of the stockholders of the corporation, and shall have a period of ten days in which to accept or decline such offer of stock. Should the Board of Directors or the stockholders decline to purchase said stock, then the stockholder or stockholders who made the offer to sell or otherwise dispose of the stock, may sell or otherwise dispose of it in any manner and at any price that he or they may see fit. But each share of stock is issued under the condition and understanding that no stockholder shall make a sale or transfer of his stock in violation of this provision; and such sale or transfer if made, shall be void, and this Company shall be under no obligation to list said stock on its books or to regard the holder of the certificate thereof.

ARTICLE VII.—The corporate powers of this corporation shall be vested in and exercised by a Board of Directors composed of three stockholders, two of whom shall constitute a quorum for the transaction of business. The Directors of this corporation may vote in person or by written proxy at any of the meetings of the Board of Directors, and the Board of Directors may delegate any of its powers to any officer or officers or any other representative of the company by appropriate resolution to that effect. The first Board of Directors of this Company shall be composed of the following: C. B. Craft, Emanuel Samuels, Albert B. Breedlove, with Emanuel Samuels, President; Albert B. Breedlove, Vice-President; C. B. Craft, Secretary. And they shall serve until the fourth Wednesday in June, 1919, or until their sucessors are elected and qualified. The Directors shall be elected annually by the stockholders, at a meeting held on the fourth Wednesday of June, in each year thereafter. Notice of such meetings shall be given fifteen days prior to the date of the meeting, in writing, and sent to each stockholder at his last known address. Each stockholder shall at such annual meeting or other meeting, general or special, be entitled, in person or proxy to one vote for each share of stock owned by him. Elections shall be held under such rules and regulations as may from time to time be determined by the Board of Directors. The Directors when elected, shall hold office for one year or until their successors shall have been elected and qualified; and failure to hold the annual meeting of stockholders, or to elect annually the Directors, shall not operate the forfeiture of this charter or any rights thereunder. Any vacancy occurring in the Board of Directors may be filled by the Directors for the unexpired term.

ARTICLE VIII.—This charter or act of incorporation may be changed, modified, altered or amended by and with the consent of two-thirds of all the stock present at any meeting, general or special, held for that purpose; and such amendment may be material or immaterial, subject only to limitations as may be by law provided; and this corporation shall have the power to increase or decrease its capital stock as hereinbefore set out, and any increase in the capital stock in excess of the amount named herein as the amount to which it may be increased may be made by a three-fourths vote of all outstanding stock.

ARTICLE IX.—Notice of any and all meetings referred to in this charter or required by law, shall be given in the manner provided in giving notices in case of elections, unless the same shall have been waived. In case of the dissolution, liquidation or termination of this charter, by limitation or otherwise, the affairs of this corporation shall be liquidated by one or more liquidators elected by the stockholders, who may provide the number of said liquidators and vest them with such and authority as may by law be permitted, and fix the terms and conditions upon which they shall serve and their compensation, and provide that in case of death or disability of any one of said liquidators, the remaining liquidators may fill the vacancy or continue to act on behalf of the corporation.

ARTICLE X.—No stockholder of this corporation shall be liable or responsible for any costs, contracts, debts or faults of this company, or any of its officers, nor shall any mere informality in organization have the effect of rendering this charter null and void, or of exposing a stockholder to any liability beyond the unpaid balance due on the stock held by him.

ARTICLE XI.—The subscribers hereto have written opposite their names the number of shares subscribed to by each of them and their post office addresses, so that this charter may serve as the subscription list of the corporation; all of which subscriptions are payable in the manner and form set out herein.

Thus done and passed at my office in the City of New Orleans, Louisiana, on the day, month and year herein first above written, in the presence of Emile R. Wendel and E. J. Shearman, competent witnesses, who have hereunto signed these presents with the said appearers and me, Notary, after due reading of the whole.

Witnesses: Emile R. Wendel, E. J. Shearman.

(Original Signed) Names of subscribers omitted.

(Seal)

HERMAN L. BARNETT, 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 charter of the Pan-American Transportation & Trading Company, Inc., was this day duly recorded in my office in Book 1231, Folio 53.

In Faith Whereof, I have signed these presents at New Orleans, Louisiana, on this 12th day of June, 1919.

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

I hereby certify that the above and foregoing is a true and correct copy of the charter of the Pan-American Transportation & Trading Company, Inc., on file and of record in my office, except that names of subscribers are omitted as permitted by law.

In Faith Whereof, I have hereunto set my hand and affixed my seal this 16th day of June, 1919.

HERMAN L. BARNETT, Notary Public.

June 19-26-July 3-10-17-24.

CHARTER OF THE POWERS MOTOR CAR COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans. Be it known, that on this the 31st day of the month of May, in the year Nineteen Hundred and Nineteen, before me, Thos. E. Furlow, a Notary Public, duly commissioned and qualified, in and for the Parish of Orleans, State of Louisiana, aforesaid, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who severally declared that availing themselves of the laws of the State of Louisiana, and especially the laws relating to corporation, 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 title of this corporation shall be: Powers Motor Car Company, Inc., and under said name it shall exist for a full term of ninety nine years from this date and shall have all powers allowed to corporations by the Laws of the State of Louisiana, and the laws of other States and of the United States.

ARTICLE II.—The domicile of this corporation is hereby declared to be in the City of New Orleans, State of Louisiana, and all citations shall be as the Law directs.

ARTICLE III.—The objects and purposes for which this corporation is organized are hereby declared to be: to maintain and operate a garage for the care and storage of automobiles; to maintain and operate a machine and workshop for the repair of automobiles and parts of automobiles, and for the making of parts for automobiles; to act as agent; for the sale of new and second hand automobiles, parts of automobiles; and accessories, to sell oils, gasoline, and other

engage in any business connected with or growing out of any of the above mentioned objects.

ARTICLE IV.—The capital stock of this Corporation is hereby declared to be Sixteen Thousand ($16,000.00) Dollars, and may be increased to Fifty Thousand ($50,000.00) Dollars; said stock is divided into and represented by One Hundred and Sixty (160) shares of the par value of One Hundred ($100.00) Dollars each; said stock shall be issued for cash or for property or for other rights purchased; there shall be no issue of preferred stock.

ARTICLE V.—All the corporate powers of this corporation shall be vested in and exercised by a Board of Directors, which shall be composed of not less than Four (4) nor more than Seven (7) members who shall each be a bona fide stockholder in said corporation; it shall be necessary that there be three-fourths of the members of the Board present at any meeting in order to constitute a quorum for the transaction of any business; the first Board of Directors shall be as follows: George E. Powers, No. 3122 Delachaise Street, New Orleans, La.; B. A. Graci, No. 813 Baronne Street, New Orleans, La.; L. H. Stengel, No. 2927 Louisiana Avenue, New Orleans, La., and they shall hold offices and serve until the 2nd day of January, 1920, and continue to hold office until other successors shall have been duly elected. The Board of Directors shall be elected by the vote of stockholders of the Corporation at a general meeting held for this purpose to be held on the 2nd day of January, of each year starting on January 2nd, 1920, unless said day be a legal holiday, and then on the next bank day thereafter.

The Board of Directors at each of its annual meetings shall elect from their number a President, a Vice-President, and a Secretary-Treasurer, and until the first regular election on the 2nd day of January, 1920, the following shall serve as officers: George E. Powers, President, No. 3122 Delachaise Street, New Orleans, La.; L. H. Stengel, Vice-President, No. 2927 Louisiana Avenue, New Orleans, La.; B. A. Graci, Secretary-Treasurer, No. 813 Baronne Street, New Orleans, La. In case of a vacancy occurring in the Board of Directors or any of the offices of this Corporation, the same may be filled by a vote of the Board of Directors at a special meeting called by the Board of Directors for this purpose.

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

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 Nathan H. Feitel and Frances Zimmerman, competent witnesses, who have signed this Act, together with the said original subscribers and me, Notary, after reading of the whole.

(Signed) Names of subscribers and amounts of subscriptions omitted.

Witnesses: Nathan H. Feitel, Frances Zimmerman.

THOS. E. FURLOW, 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 Powers Motor Car Co., Inc., was this day duly recorded in my office, in Book 1228, Folio 562.

New Orleans, June 2, 1919.

EMILE J. LEONARD, Dy. R.

A true copy of the original.

THOS. E. FURLOW, Notary Public.

June 12-19-26-July 3-10-17.

CHARTER OF BUNCH'S BEND CO. INC.

United States of America, State of Louisiana. Parish of Orleans, City of New Orleans. Be it known, that on this the 23rd day of the month of June, in the year of our Lord, One Thousand Nine Hundred and Nineteen (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 several persons whose names are hereunto subscribed, who severally declared that availing themselves of the provisions of the laws of this State relating to the organization of corporations, they have contracted and agreed, and do by these presents contract and agree and bind and oblige themselves, as well as such other persons as may become associated with them, to form themselves into and to institute a corporation body politic in law, with the objects and purposes and under the conditions and stipulations of the following articles, to-wit:

ARTICLE I.—The name of this corporation shall be Bunch's Bend Co., Inc., and under its corporate name it shall enjoy succession for the period of ninety-nine years from date hereof, unless sooner dissolved by liquidation or otherwise, and shall have power and authority to contract, to sue and be sued, to make mortgages, hypothecations and pledges, to make and use a corporate seal and to alter and break same at pleasure; to hold, receive, lease, purchase, sell, transfer, assign, mortgage, hypothecate, pledge, or otherwise receive, use or dispose of property, real, personal or mixed, corporeal and incorporeal; to issue bonds and to secure same by mortgage or pledge; to buy and hold or dispose of stock in other companies; to create and accept mortgages pledges or other hypothecations; to elect and appoint such managers, directors or officers as it may require; to make and establish, alter and amend rules, by-laws and regulations for its proper government.

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

ARTICLE III.—The objects and purposes for which this corporation is created and organized and the nature of the business to be carried on by it are declared to be as follows: To engage in buying, or otherwise acquiring and selling, or otherwise alienating, real estate; and to acquire by purchase or otherwise, to hold, lease, sell, improve, mortgage or cultivate or deal in real estate, lands and their improvements and properties located thereon and incident thereto or connected therewith; to reclaim and improve lands; to carry on a general planting business; to do any and all things necessary or incidental to the raising, cultivating and gathering of cotton, corn, and any other crops or products of the soil, and to market and dispose of the same; to construct, maintain and operate dwellings, barns, cotton gins and presses, and other buildings, works and improvements; to raise live stock and to deal in same; to own and conduct stores; to lay out suburbs of additions to towns; to establish and dedicate squares, streets, alleys and canals for navigation or drainage; to construct and operate drainage plants; to construct or have constructed, buildings of all kinds, docks, wharves, canals and pumping plants; to establish industrial and manufacturing sites, or to lease its property or any part thereof for such purposes; to exchange its capital stock, or any part thereof, for property; to issue bonds and to give mortgages and pledges in such manner and form as it may determine; to acquire and hold or dispose of stock in other corporations; and generally to do any and all things necessary and proper, incidental or pertinent to the powers herein set forth and to the business hereby authorized.

ARTICLE IV.—The corporate stock of this corporation is hereby fixed at the sum of One Hundred and Fifty Thousand Dollars ($150,000.00), divided into and represented by Fifteen Hundred (1500) shares of a par value of One Hundred Dollars ($100.00) each. The whole or any part of said stock may be issued for cash actually received, or for money or property or for services rendered.

ARTICLE V.—This corporation shall become a going concern and shall be authorized to commence business as soon as Seventy-five Thousand Dollars ($75,000.00) of its capital stock shall have been paid for, either in cash or its equivalent, as provided by law. The stock of this corporation; or any part thereof, may be delivered to any person, firm, association of persons, or corporation, in return for the acquisition by the Company of any property owned or controlled by such person, firm, association or persons or corporation; or in payment of other properties or for services rendered.

The capital stock of this corporation may be increased to the sum of Five Hundred Thousand Dollars ($500,000.00) by a vote of two-thirds (2/3) of all the stock outstanding at a special meeting called for that purpose, or at a regular meeting of the corporation. All certificates of stock issued by this Company shall be signed by the President, or by a Vice-President of the Company, and countersigned by the Secretary or Treasurer of the Company. The stock of this corporation can be transferred only on the books of the corporation and subject to such rules and regulations as may be made by the board of directors or from time to time be pre-

No stockholder shall have a right to transfer or convey any of his or her stock in the corporation, unless and until he or she shall have first made a written offer to the other then stockholders of the corporation, and to the corporation itself, to sell his or her stock to them, at the same price as that at which he or she may have received a bona fide offer therefor. Such written offer shall be addressed to the other then stockholders, and to the corporation itself, collectively, and shall be delivered to the office of the corporation not less than ten (10) days prior to the application for transfer of the stock. The corporation shall transmit this offer to the respective then stockholders, and the stock of the stockholder desiring to sell shall be distributed pro rata among such of the other stockholders as desire to purchase in the proportions in which the holdings of the stockholders desirous of purchasing bear to each other; provided, that the other stockholders desiring to sell shall not be required to take all of the stock of the stockholders desiring to sell, but shall have the option to take any part of it, at the price at which a bona fide offer may have been received by the stockholder desiring to sell, for the whole amount offered; and if the total which the other stockholders desire to purchase is less than the total offered for sale, then, after each of the other stockholders shall have taken and paid for the amount of stock which he or she desires to buy, the remainder undertaken shall be open for purchase by the corporation itself; and unless prohibited by law, the corporation may itself use and apply its surplus earnings or accumulated profits to the purchase, from any stockholder desiring to sell, of any portion of that stockholder's stock which none of the other stockholders may desire to acquire, at the same price as said stock shall have been offered to the other stockholders; provided that the corporation shall not apply any of its capital to the purchase of such stock, but shall always maintain its capital unimpaired and invested in other property and in securities. The corporation shall have the right to refuse, to transfer any stock so long as the shareholder demanding the transfer is in any way indebted to the corporation and the corporation shall have a lien, pledge and privilege on each share of stock to secure any indebtedness due by the shareholder to the corporation. Should any of the stock offered for sale be not desired by any of the other stockholders, and should the corporation itself be unwilling or unable to purchase any of the same out of its surplus earnings within ten (10) days from the receipt at the corporation's office of the written offer to sell, then, and then only, shall the stockholder desiring to sell be entitled to transfer such undesired portion of the stock to such person or persons as he may see fit, for not less than the price at which he or she has offered the stock to the other then stockholders and to the corporation. The provisions of this article shall be printed upon the face of each certificate issued by the corporation, and shall be binding upon every person now or hereafter becoming a stockholder in this corporation, all of whom take such stock subject to the provisions hereof; and all pledged, hypothecations, or other encumbrances of said stock, shall be subject hereto.

ARTICLE VI.—All corporate powers of this corporation shall be vested in and exercised by a board of directors composed of five stockholders. A majority of the directors shall constitute a quorum for the transaction of business. Said directors may vote in person or by proxy written or telephoned at any and all meetings of directors, regular or special, but no director, whether acting as a presiding officer or otherwise, shall be entitled, on any question, to more than one vote. The board of directors shall be elected annually on the first Monday of May of each year after date hereof, the first election to be held in 1920. Th first board of directors shall be composed of John N. Stewart, Andrew Stewart, William P. Stewart, Louis Plauche and Thomas B. Davis, with John N. Stewart as President, Andrew Stewart as Vice-President, William P. Stewart as Treasurer, and Louis Plauche as Secretary. The aforesaid directors shall hold their office until the first Monday of June, 1920, or until their successors are elected and qualified.

All elections of directors shall be by ballot at the office of the corporation, under the supervision of the board of directors, under such rules and regulations as the board of directors may from time to time promulgate. Notice of meetings of stockholders, regular or special, except as herein otherwise provided, or except as otherwise required by law, shall consist of notice sent in writing to each stockholder at his last known address, as it appears on the books of the corporation, fifteen days prior to the date of the meeting. Failure to designate an address shall permit notice to be sent to the General Delivery at New Orleans, to such place as may by the board of directors be determined, and to be sent and shall constitute full and complete notice. Each stockholder at the annual or other regular or special meetings shall be entitled to one vote for each share of stock owned, and the vote of any stockholder at any meeting shall be cast by written proxy.

Should a vacancy occur in the board of directors same shall be filled by the remaining directors by the election for the unexpired term of a stockholder. Failure to elect directors on the date specified shall not dissolve the corporation, but the directors then in office shall remain in office until their successors are elected and qualified.

The board of directors at their first meeting following the annual election shall elect from their number a president, a vice-president, a secretary and a treasurer. The board shall have the power to unite two or more offices and the same to confer upon one person. The board of directors may elect, but not necessarily from their number, such other officers and agents as to them seem advisable.

The board of directors is hereby given all power to carry on the business and affairs of the corporation, and to make all rules and regulations not inconsistent with the terms of this charter. All notices provided for, whether to stockholders or directors, may be waived by the written or telegraphic consent of the stockholder or director.

ARTICLE VII.—Whenever this corporation shall be dissolved or liquidated, its affairs shall be liquidated by three stockholders elected by the stockholders at a meeting called for that purpose. This corporation may be dissolved and liquidated at any time by a vote of two-thirds of the outstanding stock voting to that effect. In the event of the death of any liquidator, the surviving liquidators shall have the right to elect another to fill the vacancy, but pending such election the surviving liquidators shall have full right and authority to act in all matters.

ARTICLE VIII.—This act of incorporation may be modified, altered or amended in the manner provided by law, at any meeting of the stockholders, whether the same be a regular meeting or a special meeting, after previous notice shall have been sent, as hereinabove provided unless the same shall have been waived), to the last known address of each stockholder, at least fifteen days prior to the meeting, and after publication at least once a week for two weeks in a daily newspaper in New Orleans, Louisiana. Any increase or decrease of the capital stock of this corporation, except as herein otherwise provided, shall be made in accordance with the laws governing such matters.

ARTICLE IX.—No stockholder shall be liable or responsible for the acts, omissions or contracts of this corporation, or of its officers, in any sum other than the unpaid balance due on the shares of stock owned by him, nor shall any mere informality in organization have the effect of rendering this charter void, or of exposing any stockholder to any liability in excess of the amount due on his stock.

ARTICLE X.—There is annexed hereto an accurate, detailed and itemized description of certain property, being certain property formerly owned by the Stewart Land Company and T. B. Davis, and certain other property which is to be conveyed to the corporation in payment of subscriptions to 800 shares of its capital stock showing the amount, location, extent, character and state of improvement of said property, together with a statement of the value of said property as appraised by the directors of this corporation, and, in order that this charter may serve also as the original subscription list, the subscribers hereto have indicated opposite their respective signatures the number of shares of stock subscribed for by each of them.

Thus done and passed at my office, at New Orleans, Louisiaan, on the day, month and year first above written, in the presence of Wm. L. Nugent and P. C. Buckingham, competent witnesses who have hereunto subscribed their names, together with me, Notary, and said apeparers, after due reading of the whole.

(Original Signed) Names of subscribers omitted.

Witnesses: Wm. L. Nugent, P. C. Buckingham.

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 Bunch's Bend Co., Inc., was this day duly recorded in my office, in Book 1231, Folio 64.

New Orleans, June 30th, 1919.

EMILE J. LEONARD, Dy R.

A true copy.

WATTS K. LEVERICH, Notary Public.

CHARTER OF THE LAFOURCHE LAND COMPANY, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this 19th day of the month of June, 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, Arthur A. Moreno, 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 hereinafter named and undersigned witnesses, personally came and appeared the following persons whose names are hereunto subscribed, together with the amounts of their respective subscriptions to the capital stock of the corporation to be formed, who severally declare that, availing themselves of the provisions of the general laws of the State of Louisiana relative to the organization of corporations, they have covenanted and agreed, and do by these presents covenant and agree, and bind and obligate themselves, as well as such other persons as may hereafter become associated with them or their successors, to form and constitute themselves into a corporation and body politic in law, and for the objects and purposes and under the agreements and stipulations following, to-wit:

ARTICLE I.—The name and title of this corporation shall be the Lafourche Land Company, Incorporated, and by that name said corporation shall have power and authority to have and enjoy succession for the full term of ninety-nine years from the date hereof; to contract, sue and be sued; to borrow money; to make and issue its negotiable promissory notes or other evidences of indebtedness; to create debts; to make and use a corporate seal; to purchase and receive, lease, hold, sell and convey, as well as mortgage and hypothecate, property, real, personal and mixed; to name and appoint such officers and agents as the interest of said corporation may require; and to make and establish such by-laws and regulations for the proper management and regulation of its affairs as may be deemed necessary and the same to change, alter and amend at pleasure.

ARTICLE II.—The domicile of this corporation shall be in the City of New Orleans, State of Louisiana, and all citation and other legal process shall be served upon the president of this corporation, or in case of his absence upon the vice-president, or, in case of the absence of both of these officers, upon the secretary thereof.

ARTICLE III.—The objects and purposes for which this corporation is established, and the nature of the business to be carried on by it is the purchase and sale of land, its development, the cultivation of land, either owned or leased, the raising of cattle,, hogs and other animals having a marketable value, the sale of timber and other products of the soil and their manufacture into lumber, cross-ties or other marketable products.

ARTICLE IV.—The capital stock of this corporation shall be $40,000.00, divided into 400 shares of the par value of $100.00 each, and may be increased to the sum of $100,000.00, divided into 1,000 shares of the par value of $100.00 each, and this corporation is to be a going concern when one-half of the capital stock has been subscribed for. Each share of the stock shall be entitled to one vote, either in person or by proxy, at all general elections or meetings of stockholders. Should the capital stock of this corporation ever be increased over the sum of $40,000.00, then such additional shares of stock that may be issued shall first be offered to the holders of stock at the time of issuance at the book value of said new stock in the proportion in which the said stockholders shall at the time of issuance hold stock in this corporation.

ARTICLE V.—No stockholder shall ever be held liable or responsible for the indebtedness, faults or defaults of this corporation nor shall any mere informality in the organization of the corporation have the effect of rendering the charter null or of exposing the stockholders to any liability beyond the unpaid balance, if any, on his stock subscription. Should any stockholder desire to sell his stock, he shall first offer the same to the stockholders of the company at its book value through its Board of Directors and the stockholders who desire to purchase shall have the right to purchase the same in the proportion to their holdings of stock in the company. Should said stockholders in fifteen days after notice having been given, in writing, fail or refuse to purchase the stock offered for sale, such stock may be sold to any one. No transfer of stock shall be made or held to be valid and binding unless made in pursuance of the provisions of this charter.

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

ARTICLE VII.—The business of this corporation shall be directed by and vested in a board of directors of three members, two of whom shall constitute a quorum for the transaction of business, and the said directors as first constitute shall be Albert LeBreton, Adolph DeBreton, and A. V. Allain and they shall hold office until the first Monday in May, 1920, and on that day and on the same day thereafter elections shall be held annually for directors at the principal office of the corporation. Failure to hold an election on the day specified shall not dissolve the corporation, but the directors in office shall hold their respective offices until an election shall be held after thirty days notice of the time and place thereof given to each stockholder. The annual election shall be held on the first Monday in May, 1920, and thereafter on the first Monday of May of each succeeding year, and the election shall be held between the hours of ten and twelve a. m. All vacancies on the board of directors for whatever cause shall be filled by the remaining directors. A. V. Allain shall be the first president, Albert LeBreton shall be the first vice-president and Adolph LeBreton shall be the first secretary-treasurer and they shall hold office until the first Monday in May, 1920, or until their successors are elected, and each succeeding board of directors shall elect its principal officers for the term of their election and only stockholders shall be eligible for election as a member of the board of directors. Directors may act either in person or by proxy.

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

ARTICLE IX.—This act of incorporation may be amended, altered and modified or this corporation dissolved in the manner provided by law.

Thus done and passed, in by notarial office, in the City of New Orleans, State of Louisiana, on the day, month and year first above written, in the presence of Azelie Bennett and Ruth M. Seiler, competent witnesses, who have hereunto signed these presents, together with the parties hereto and me, Notary, after a reading of the whole.

Witnesses: Azelie Bennett, Ruth M. Seiler.

(Original Signed) Albert St. M. LeBreton, 2339 Ursuline Ave., New Orleans, La., 1 share; A. V. Allain, Jeanerette, La., 206 shares; Adolph St. M. LeBreton, Albert St. M. LeBreton, Agt., Cut Off, P. O., La., 1 share.

A. A. MORENO, Notary Public.

I, the undersigned, Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing Act of Incorporation of the Lafourche Land Company, Incorporated, was this day recorded in my office in Book 1228, Folio 679.

New Orleans, July 1st, 1919.

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

A true copy.

A. A. MORENO, Notary Public.

July 10-17-24-31; Aug 7-14.

CHARTER OF SPEAR JULIP COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans. Be it known that on this 13th day of June, 1919, Nineteen Hundred and Nineteen, A. D., before me, Lawrence M. Janin, 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 several persons whose names are hereinafter subscribed, all above the age of majority, who severally and mutually declared unto me, said Notary, that availing themselves of the laws of the State of Louisiana, relative to the organization of corporations and more especially of the provisions of Act No. 267, of the General asembly of said State, of the year 1914, they have covenanted and agreed and by these presents do covenant and agree for themselves, their successors and assigns, and form them-

law, for the objects and purposes, and under the stipulations hereinafter set forth.

ARTICLE I.—The name and title of this corporation shall be: Spear Julip Company, Inc.

ARTICLE I$.—The purposes for which this corporation is formed are: To acquire Trade Marks and all rights appertaining thereto used in the sale of non-alcoholic beverages and particularly all rights to the Trade Mark and formula of Spear Julip from its owner.

To make, mix and place in merchantable condition in bottles, barrels and other containers Spear Julip and other non-alcoholic beverages.

To sell and dispose, in proper and legitimate ways, to the best advantage of the corporation, of all its products and to carry on such other business as will be complementary or incidental thereto and as is generally engaged in by a corporation of this kind, pursuant to law.

ARTICLE III.—The capital stock of this corporation is fixed at Five Thousand Dollars, divided into Two Hundred Shares of Twenty-five Dollars each, to be paid for in cash or its equivalent in property. No certificate of stock shall be issued unless it is fully paid for in cash or its equivalent in property, purchased or leased; and no stockholder shall ever be held liable or responsible for the debts, contracts or fault or faults of this corporation in any further sum than the unpaid balance due the corporation on the shares of stock subscribed for by him; nor shall any mere informality in the organization have the effect of rendering this charter null or exposing a shoreholder to any liability whatsoever; nor shall the stock be subject to assessment. Over fifty per cent of the stock of this corporation is herein subscribed for by the incorporators and paid for by the incorporators. All capital stock of the corporation must be subscribed and paid for in cash or property purchased or leased by the expiration of twelve months from date of this charter. No transfer of stock shall be binding on this corporation until the original certificate has been properly endorsed for cancellation, surrendered by the holder in whose favor the stock was issued, or in like manner endorsed and surrendered by his duly authorized agent; and upon receipt of said certificate the Secretary shall be authorized to cancel same and to issue a new one representing the same number of shares in lieu thereof.

ARTICLE IV.—The capital stock of the corporation may be increased to Ten Thousand Dollars by amendment to its Charter and divided into shares of the par value of $25.00 each. The domicile of this corporation is fixed at New Orleans, Louisiana, U. S. A., where all citations and other process shall be served on the President, or in his absence on the Vice-President, and in the absence of both on the Secretary, or as the law directs. All meetings of the stockholders or directors must be held at the domicile of the corporation and in its principal office there; provided, that with the written consent of all Directors valid meetings of the Directors may be held outside of the State or within the State, elsewhere than at its domicile.

ARTICLE V.—This corporation shall endure for a period of ninety-nine years and enjoy the right of succession.

ARTICLE VI.—The corporate powers of this corporation shall be vested in and exercised by a Board of Directors composed of three stockholders two of whom shall constitute a quorum for the transaction of business, except that the officers of this corporation shall have and exercise the powers granted to corporate offficers by Section 16 of Act 267 of 1914. Until the first Monday in January, 1920, the following named persons shall constitute the Board of Directors for this corporation, to-wit: Joseph S. Vinson, address 702 North Scott St., New Orleans; and Charles W. Bosch, address 616 Valence St., New Orleans; and Anthony P. Kennair, address 423 South Gayoso St., New Orleans. Thereafter the Directors shall be elected annually on the first Monday in January. The Directors and officers of this corporation shall hold office and continue to serve until their successors have been elected and duly qualified. The Board of Directors shall by majority vote have right and power to increase the number of Directors and elect new Directors to the places created, provided the maximum number of Directors of the corporation shall never exceed seven. Any stockholder may be eligible for membership on the Board of Directors who owns one share of stock in the corporation, in his own name and unpledged. The stockholders shall elect Directors at their annual meetings by ballot and each stockholder shall be entitled to one vote for each share of stock standing in his or her name on the books of the Corporation, the vote to be cast in person or by proxy; and it shall require a majority of the stock present to elect.

The Board of Directors shall hold regular meetings at stated intervals at such times as may be fixed in the by-laws of this corporation. The meetings shall be held at the domicile of the corporation or as provided in Article IV of this charter, but the President, and in his absence the Vice-President may call special meetings of the Board of stockholders as he may deem advisable, and he shall be required to call such special meetings whenever requested to do so by a Director or by holders of one-fourth of the capital stock of the corporation. Three days notice of such special meetings shall be given in writing, by mail to the address of each director, unless a waiver of this notice is signed by all the Directors, but no general waiver shall be legal. Any vacancy occurring on the Board, or in any office shall be filled by the Board of Directors at its next meeting after such vacancy has occurred. The first Board of Directors shall and is enjoined to draft and adopt a suitable set of by-laws for the government of the corporation which may be altered, amended or changed as the business of the Corporation may require.

ARTICLE VII.—The officers of this corporation shall consist of a President, a Vice-President and a Secretary and Treasurer each of whom shall be a stockholder, as required to be a Director. The office of Secretary and Treasurer may be held by the same person. The following persons shall be officers until the meeting of the stockholders to be held on first Monday of January, 1920: Joseph S. Vinson, President, address 702 N. Scott St., new Orleans; Charles W. Bosch, Vice-President, address 616 Valence St., New Orleans, and Anthony P. Kennair, Secretary and Treasurer, address 423 S. Gayoso St. New Orleans, La.

ARTICLE VIII.—This charter may be amended, modified or altered, the capital stock increased, not to exceed the maximum fixed in Article IV of this Charter, or the Corporation dissolved by the assent of three-fourths of the holders of the stock issued at a general meeting or a special meeting of stockholders of which notice has been given thirty days prior to the meeting, in writing, a copy of which shall be mailed to the address of each stockholder and after publication of such notice for thirty days in a daily newspaper published in the City of New Orleans and upon complying with the requirements of law in such cases provided. The notice to stockholders may be waived in writing, provided it be signed by all stockholders of the Corporation, but no general waiver shall be legal.

ARTICLE IX.—The Board of Directors shall have and be vested with the corporate powers of this corporation. The Corporation shall have succession by its corporate name for 99 years; to sue and be sued by its corporate name in any Court of competent jurisdiction; to make and use a corporate seal and the same to alter at pleasure; to acquire property by grant, gift, purchase; to lease, hold, and dispose of and to mortgage and pledge the same, subject to limitations fixed by law; to appoint such officers and agents as the business of the corporation may require and to fix their compensation having due regard to the nature, character, and value of their services; to conduct business in Louisiana, other States of the Union, Federal Districts, possessions of the United States and in foreign countries; to purchase for cash or hold when acquired in operation of its business, stock in other corporations.

ARTICLE X.—At the expiration of this charter, or the earlier dissolution of this Corporation its affairs shall be liquidated by three commissioners, all of whom shall hold stock in this corporation and said Commissioners shall have full power to sell any or all the assets of the corporation to convey title, and to do and perform all acts essential to a full liquidation of this corporation, and to distribute the proceeds by paying first the debts due by the corporation and then prorating the remainder between the stockholders, on the basis of the number of shares owned by each. In case of death of one or more commissioners the survivors shall continue to act.

Thus done and passed in my office in the City of New Orleans, aforesaid, the day, month and year first written, in the presence of Stirling Parkerson and George F. Herber, witnesses of lawful age, residing in Orleans Parish, Louisiana, who have signed their names with the said parties and me, Notary, after due reading of the whole.

Witnesses: Stirling Parkerson, Geo. F. Herber.

(Original Signed) Anthony P. Kennair, New Orleans, La., subscribes for 7 shares; Charles W. Bosch, New Orleans, La., subscribes for 1 share; Joseph S. Vinson, New Orleans, La., subscribes for 157 shares, of capital stock and paid for by transfer, conveyance and assignment of all my rights title and interst to Trade Mark Spear Julip and my secret formula for making a non-alcoholic beverage known as Spear Julip. The property and rights conveyed in full payment of my stock subscription amounting to $3,925.00 Dollars as appears by the statement and appraisement of Board of Directors hereto annexed.

(Seal)

LAWRENCE M. JANIN

I, the undersigned, Recorder of ... in and for the Parish of Orleans ... certify that the above and fore... ter of Spear Julip Company, Inc. ... day duly recorded in Book 123... New Orleans, June 16th, 1919. (Signed) EMILE J. LEONARD...

State of Louisiana, Parish of ...

Be it known, that I, Joseph S. ... a resident of New Orleans, La., ... transfer assign and set over to ... Company, Inc., a corporation ... shown by the Charter to which ... ment is attached, all my right, ... terest in and to a certain trade ... Julip with sprigs of spear mint ... just above the point of the spear ... the above is printed and two ... sides of the spear, I transfer to ... pany all my rights acquired by ... application on May Fourteenth ... and supplementary documents ... 1919, to have said trade mark ... the patent office of the United ... Washington, with the Commissioner ... ents. I attach hereto a facsimile ... said trade mark, but the words ... Refreshing from no part of the ... and are merely descriptive of the ... under trade mark Spear Julip ... with the trade mark I transfer, ... deliver to Spear Julip Company, ... secret formula by which a non-alc... erage sold, under name of Spear ... prepared and sold. I pledge ... to divulge the formula to any ... than the proper officer of said ...

The above sale and transfer is ... me and accepted by the Spear ... pany, Inc., in full payment of my ... tion to the capital stock of said ... for 157 shares of its capital stock ... five Dollars per share, aggregating ... Dollars.

We Charles W. Bosch and Anthony P. ... nair, constituting a majority of the ... tors and named in the Charter of ... Company, Inc., as shown by the ... Charter of corporation do hereby ... the trade mark and secret formula of ... Julip transferred by Joseph S. Vinson ... the sum of Three Thousand Nine ... and Twenty-five Dollars.

New Orleans, La., June 13th, 1919.

Joseph S. Vinson, Anthony P. Kennair, ... rector; Charles W. Bosch, Director ... tors Spear Julip Company, and accept... as for the purposes stated above.

State of Louisaina, Parish of Orleans.

Before me, the undersigned Notary ... lic, in and for the Parish of Orleans ... State above written, personally came ... appeared Joseph S. Vinson, Charles ... Bosch and Anthony P. Kennair, who ... knowledged to me Notary, in the ... of Messrs. Stirling Parkeson and ... Herber, that their signatures to the ... going act acepting the trade mark and ... formula of Spear Julip and the ... ment were affixed by them for ... stated herein.

Witnesses: Stirling Parkerson, Geo. ... Herber.

(Original Signed) Joseph S. Vinson, ... thony P. Kennair, Charles W. Bosch.

(Seal)

LAWRENCE M. JANIN, Notary Public.

I hereby certify the above and ... to be a true and correct copy of the ... nal Charter of Spear Julip Company ... of record and on file in my Notarial ... together with the Certificate of the ... of Mortgages thereto appended.

LAWRENCE M. JANIN, Notary Public.

June 19-26-July 3-10-17-24.

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