CHARTER.

ACT OF INCORPORATION OF GULF COFFEE COMPANY, INC.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this eighteenth day of the month of December, in the year one thousand, nine hundred and nineteen (1919), before me, Bernard Titche, 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, all of the full age of majority personally came and appeared the several persons hereinafter named and undersigned, also all of full age, who severally declared that availing themselves of the laws of the State of Louisiana, and particularly of the provisions of the Act No. 267 of the General Assembly of 1914, relative to the formation of corporations, they have covenanted and agreed, and by these presents do covenant and agree for themselves, their successors and assigns, to form themselves into a corporation and body politic for the objects and purposes and under the stipulations following:

ARTICLE I.—The name and title of this corporation shall be Gulf Coffee Company, Inc.

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

Importing and exporting coffee and tea and merchandise generally, buying and selling coffee, teas, blends of coffee and other merchandise generally. Manufacturing and selling candies and blends of coffee and article of commerce generally; roasting and grinding coffees and blends of coffees and blending coffees and teas.

To acquire the property, rights franchise, good will and assets of every kind of any person, firm corporation or association, either wholly or partly, and to pay for the same in cash, or in stock of the company, or otherwise, as may be permitted by the laws of this state.

ARTICLE III.—The authorized capital stock of this company shall be five thousand ($5,000.00) dollars, divided into 50 shares of ($100.00) one hundred dollars each, to be paid for in cash, or in property, its equivalent, and if not in cash the Board of Directors shall determine the value of such equivalent offered.

This company shall be a going concern and shall have the right to carry on business as soon as five thousand dollars ($5,000.00) of its capital stock shall have been subscribed for.

All sales and other transfers of any of the stock of this corporation shall be void unless said stock shall have been previously offered to the then existing stockholders through the Board of Directors at a stipulated price, and if the Board, for said stockholders, does not see fit to purchase said stock, then it shall not be sold at a less price, or upon more favorable terms, without likewise offering it to the Board at such price and upon said terms.

In case of sale or transfer of stock, or the issue of increased capital stock, the then holders of stock of the company shall have the right to purchase said stock in the ratio of their holdings of stock of the company. This provision shall be written, printed or stamped on each certificate of stock.

ARTICLE IV.—The domicile of the corporation shall be the City of New Orleans State of Louisiana, where all citations or other legal process shall be served on the Treasurer, or, in his absence, on the President.

ARTICLE V.—This corporation shal have and enjoy succession and duration for the period of ninety-nine (99) years from the date hereof.

ARTICLE VI.—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 three (3) directors, nor more than five (5), of whom the majority shall constitute a quorum for the transaction of business.

The following persons shall constitute the first Board of Directors, to-wit:

Ewing Harper, 2235 Carondelet Street, New Orleans; Guilliermo Revilla, 1446 Josephine Street, New Orleans; Paul C. Harper, Pittsburg, Pa.; Mrs. Maria Rosa Revilla, 1446 Josephine Street, New Orleans.

They shall hold office until the second Monday in January, 1921, or until their successors are elected and qualified. Thereafter the Board of Directors shall be composed of stockholders who shall be elected annually by the stockholders at a meeting on the second Monday in January, 1921, and annually thereafter, on the second Monday of each year. If the second Monday in January be a legal holiday, the meeting shall be held on the next business day. At all meetings of the stockholders the voting shall be by ballot.

The Board of Directors shall employ and dismiss such clerks, managers, and other employees as the interest and business of the company may justify, and they may delegate this power to the President, and Secretary-Treasurer. Any of the Directors may, by written instrument, appoint another director to act as his proxy, at any and all meetings of the Board of Directors.

Any of the officers or employees of this corporation may be removed at any time by a vote of a majority of the whole Board.

ARTICLE VII.—The officers of this corporation shall be a President, a Vice-President and a Secretary-Treasurer, each of whom must be a stockholder. The officers shall be chosen by the Board of Directors. Until the second Monday in January, 1921, the following persons shall be the officers of the company, viz: Ewing Harper, President; Guilliermo Revilla, Secretary-Treasurer; Paul C. Harper, Vice-President.

ARTICLE VIII.—No notes or other negotiable instruments and no orders for the payment of money, and no contracts shall be valid unless the same shall be authorized by the signatures of two officers of the company.

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

ARTICLE X.—This charter may be altered or amended, in any manner including the increase or decrease of its capital stock, and the affairs of the corporation wound up, and the corporation itself dissolved in the manner and on complying with the existing laws.

This incorporation hereof have placed opposite their respective signatures the number of shares of the capital stock for which each have subscribed, which is to be taken and considered as the original subscription list of this corporation, and to be recorded as such.

Thus done and passed, at my office, at the City of New Orleans, on the day, month and year first above written, in the presence of P. R. Ferrera and Miss Dolly F. Dunn witnesses of lawful age, residing in this city, who, together with said Appearers and me, Notary, have signed their names, afted due reading of the whole.

(Original Signed)
EWING HARPER, 24 Shares.
GUILLERMO REVILLA, 24 Shares.
PAUL C. HARPER, 1 Share.
By Ewing Harper.
MARIA ROSA REVILLA, 1 Share.
Witnesses:
P. R. Ferrera,
Dolly F. Dunn.
BERNARD TITCHE,
Notary Public.

A true copy.
BERNARD TITCHE.
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 Gulf Coffee Company, Inc., was this day duly recorded in my office, in Book 1238, folio .., New Orleans, December 18, 1919.

(Original Signed)
EMILE J. LEONARD,
D'y. R.

A true copy of the original.
BERNARD TITCHE,
Notary Public.

Dec. 25-Jan. 29.

DUNBAR-DUKATE CO.
New Orleans, La.
Largest Packers in the world of
High-Grade Canned Goods, Oysters
Shrimp, Okra and Figs.
Our Goods Sold by Wholesale Grocers
the World Over

CHARTER.

AMENDMENT TO THE CHARTER OF THE ABBOTT AUTOMOBILE COMPANY, LIMITED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this, the 17th day of the month of December, 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-fourth, before me, Raymond H. Saal, a notary public, duly commissioned and qualified within 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, Messrs. F. Prevost Breckinridge and W. P Parkhouse, residents of the City of New Orleans, State of Louisiana, of full age, herein appearing and acting for and on behalf of the Abbott Automobile Company, Limited, a Louisiana Corporation, domiciled in the City of New Orleans, organized by act before Purnell M. Milner, notary public in and for the Parish of Orleans, on the 27th day of August, 1907, duly recorded in the mortgage office for the Parish of Orleans in Book 881, folio 216, as amended by an act executed before the undersigned notary on the 24th day of July, 1919, and duly recorded in the Mortgage Records of the Parish of Orleans in Book 1228, folio 761, and pursuant to a resolution passed at a stockholders' meeting convened on the 9th day of December, 1919, a certified copy of which resolution is hereto attached and made part hereof.

Who declared that a general meeting of the stockholders of said corporation convened on the 9th day of December, 1919, which had been convened for the especial purpose, and at which meeting all of the capital stock of the corporation was represented in person or by proxy, the following amendment to the charter of said corporation was adopted, to-wit:

Article IV was amended to read as follows:

"ARTICLE IV.—The capital stock of this corporation is hereby fixed at two hundred thousands ($200,000.00) dollars, to be represented by two thousand (2000) shares of the par value of one hundred ($100.00) dollars per share; said stock shall be paid for in cash, or the same may be issued for services rendered or property actually received or purchased by this corporation. This corporation shall become a going concern and shall be authorized to commence business as soon as five thousand ($5,000.00) dollars of its capital stock shall have been subscribed for."

The whole as more fully appears by the annexed certified copy of the said resolution adopted at the stockholders' meeting held on the ninth day of December, 1919.

And the said appeafers having requested me, Notary, to put the said amendment in authentic form, I do, by these presents, receive said amendment in the form of this public act, to the end that said amendment may be promulgated and recorded and thus be read into the original charter passed before Purnell M. Milner, notary public, on the 27th day of August, 1907, as amended by the act passed before the undersigned notary under date of July 24, 1919.

Thus done and passed, in my office, at the City of New Orleans, on the date and day hereinabove first written, in the presence of Ginder Abbott and G. G. de Coligny, competent witnesses, who hereunto sign their names with said appearers and me, Notary, after due reading of the whole.

(Signed)
F. PREVOST BRECKINRIDGE.
W. P. PARKHOUSE.
Witnesses:
Ginder Abbott.
G. G. de Coligny.
R. H. SAAL,
Notary Public.

A true copy.
R. H. SAAL,
Notary Public.

I, the undersigned, Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing Act of Amendment of the Abbott Automobile Co., Ltd., was this day duly recorded in my office in Book 1238, folio 73, New Orleans, December 17, 1919.

(Signed) EMILE J. LEONARD,
Deputy Recorder.
Jan. 1-Feb. 5.

ARTICLE OF INCORPORATION OF THE BOADLE LUMBER COMPANY, INCORPORATED.

State of Louisiana Parish of Orleans. Be it known, that on this 26th day of December ,1919, before me, Thos. E. Furlow, a duly commissioned, qualified and acting notary public, in and for the Parish of Orleans, State of Louisiana, and in the presence of the hereinafter named and undersigned witnesses, personally come and appeared the several persons whose names are hereunto subscribed, and severally declared that, availing themselves of the general laws of the States of Louisiana in such cases made and provided, they have formed and organized, and do by these presents form themselves and such others as may hereafter become associated with them into, a corporation and body politic in law, for the objects and purposes in the following articles set forth and expressed, which they adopt as their charter.

ARTICLE I.—The name and title of this corporation shall be the Boadle Lumber Company, Incorporated, and it shall exist and enjoy succession by its corporate name for a period of ninety-nine years from date hereof, with all the rights and powers now or hereafter conferred by law upon similar corporations. Its domicile shall be in the City of New Orleans, La., and all citations and other legal process shall be served upon the President, and in the event of his absence, upon the Vice-President, or Secretary, in the order named.

ARTICLE II.—The capital stock of this corporation is hereby fixed at twenty-five thousand ($25,000.00) dollars, and said stock shall be divided into and represented by two hundred and fifty (250) shares of the par value of one hundred ($100.00) dollars each. None of said stock shall be sold or transferred to any person not already a stockholder in said company, without first being offered in writing at its book value to the stockholders of the company for a period of not less than thirty days. Such offer shall be made in writing to each stockholder of record who shall have the right during said thirty days to purchase at its book value the same proportion of the stock so offered as the stock already held and owned by him bears to the whole amount of stock outstanding, exclusive of the stock so offered; provided, that any stockholder shall also have the right to purchase any such stock not purchased by other stockholders entitled to purchase same.

ARTICLE III.—The purposes of this corporation are, generally, as principal or mandatary: To engage in export trade in lumber, wood-products and, or any other goods, wares or merchandise, and in furtherance thereof to but, acquire, sell, handle, deal in and dispose of all kinds of lumber, wood-products and, or any other goods, wares, or merchandise, both wholesale and retail; to enter into, make, perform, and carry out contracts and agreements of every sort and kind convenient for such business with any person, firm, association, corporation, private, public or municipal or body politic, and to purchase, lease or otherwise acquire any and al rights, privileges, permits, licenses, or franchises suitable or convenient in the judgment of the Board of Directors for the purpose of the business of the corporation; and generally to do all things necessary or incident to the proper conduct of its affairs, whether specifically enumerated herein or not.

ARTICLE IV.—The corporate powers of this corporation shall be vested in a Board of Directors, of not less than three or more than seven, a majority of whom shall constitute a quorum for the transaction of business; and the officers of this corporation shall be a President, a Vice-President, a Secretary and a Treasurer, with the option of one person for Secretary-Treasurer.

The first Board of Directors shall be composed of Albert Ernest Boadle and Henry Rawlins, residents of the City of New Orleans, La., and Stanley Beauchamp Nobbs, also a resident of the City of New Orleans, La., with Albert Ernest Boadle as President, Stanley Beauchamp Nobbs as Vice-President, and Henry Rawlins as Secretary-Treasurer; and all of said directors and officers shall serve until their successors are elected and qualified.

Meetings of stockholders for the election of directors shall be held on the second Tuesday of January, 1921, and each year thereafter.

Thus done and signed in the presence of Levi A. Himes and Prentice E. Edrington, Jr., competent witnesses, who have signed their names hereto, together with said appearers and me, Notary, on the date first above written.

(Names of subscribers and amounts of subscriptions omitted.)

(Signed):
Witnesses:
Levi A. Himes.
Prentice E. Edrington, Jr.
THOS. E. FURLOW,
Notary Public.

A true copy of the original.
THOS. E. FURLOW,
Notary Public.

CHARTER.

AMENDMENT TO CHARTER OF THE HIGGINS-TITUS-SMITH COMPANY, INCORPORATED.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this sixteenth day of the month of December, in the year of our Lord, one thousand, nine hundred and nineteen, before me, Allan Raymond Beary, a notary public in and for the Parish of Orleans, State of Louisiana, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared Mr. J. P. Higgins, Jr., and Mr. B. Simeon Titus, both above the full age of majority and residents of this city, the said J. P. Higgins, Jr., herein acting in the capacity of President, and the said B. Simeon Titus herein acting in the capacity of Acting Secretary of the Higgins-Titus-Smith Company, Inc., a corporation organized under the laws of the State of Louisiana, domiciled in this city, instituted by an Act passed on the 30th day of September, A. D. 1919, before the undersigned notary, and recorded in the Mortgage Office for the Parish of Orleans in Book 1231, folio 440, by virtue of a resolution adopted at a general meeting of the stockholders of said corporation, held at its office No. 214 Godchaux Building, 527 Canal Street, this City on the 15th day of November, A. D. 1919, a certified extract of the minutes of said meeting being hereto attached and made part hereof.

And the said appearers declared that at said meeting of the stockholders of said corporation the charter of the said Higgins-Titus-Smith Company, Inc., was amended by changing the name of said corporation to read the "Higgins-Titus Company, Inc." and they, the said appearers, were duly authorized and empowered to cause said amendment to the charter of the said Higgins-Titus-Smith Company, Inc., to be embodied in a notarial act.

Now, therefore, in accordance with said resolution, they, the said appearers, acting in their aforesaid capacities, having appeared before me, notary, for the purpose of placing said amendment to the charter of the said Higgins-Titus-Smith Company, Inc., in authentic form by notarial act, do now declare that Article I of said Act of Incorporation be, and the same is hereby amended, so as to hereafter be and read as follows, to-wit:

"ARTICLE I.—The name of this corporation shall be "Higgins-Titus Company, Inc."

Said appearers further declare that they do hereby authorize and require said amendment to be duly incorporated into notorial shape and to be recorded and published according to law, to the end that the same may be operative and binding on all persons whomsoever.

Thus done and passed in my notarial office, in the City of New Orleans, aforesaid in the presence of Henry J. Gassie and M. Simpson, competent witnesses, residing in this city, who hereunto subscribe their names with said appearers and me Notary, on the day and date set forth in the caption hereof.

(Original Signed):
J. P. HIGGINS, JR.,
President.
B. SIMEON TITUS,
Acting Secretary.

Witnesses:
Henry J. Gassie,
M. Simpson.
ALLAN R. BEARY,
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 of the Act of Incorporation of the Higgins-Titus-Smith Company, Inc., was this day duly recorded in my office, in Book 1238, folio——.

New Orleans, December 29, 1919.
(Signed) EMILE J. LEONARD, Dy. R.
(Seal)
A true copy.
ALLAN R. BEARY,
Notary Public.

Jan. 1-Feb. 5.

AMENDMENT TO CHARTER OF THE GARDENERS' AND SHIPPERS' ICE MANUFACTURING CO. LTD.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this the twenty-fourth day of the month of December, in the year of our Lord, nineteen hundred and nineteen, and of the Independence of the United States the one hundred and forty-fourth, before me, Francis D. Charbonnet, a notary public, duly commissioned and qualified, in and for this city and parish, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared Valentine Zimmer and Dennis J. Hayes, respectively the president and the secretary of the "Gardeners' & Shippers' Ice Manufacturing Company, Limited," a corporation of this state, domiciled in this city, created by an act passed before me, notary, on September 18, 1902, recorded in the Mortgage Office of this parish in Book 723 at folio 654, et seq., who declared that pursuant to a meeting of the Board of Directors of said corporation, held in this city on September 11, 1919, certain amendments were proposed to be made to the original charter of this corporation, and the same were, by said Board, submitted to a general meeting of the stockholders of said corporation at a general meeting of said stockholders held in this city on October 20, 1919, and

Who further declared that at said general meeting of said stockholders certain amendments, as proposed at said meeting of the Board of Directors were adopted, the whole as will more fully and at length appear by reference to a certified copy of the minutes of said two meetings, duly authenticated, which are attached hereto and made part hereof for greater certainty, and

Who further declared that at said general meeting of the stockholders of said company, there were present and represented six hundred and ninety shares of the capital stock of said corporation, out of a total issue of one thousand shares, then outstanding, and the vote on said amendments at said meeting was as follows:

Vote in favor of adopting said amendments and in amending the original charter of said corporation in accordance therewith	690 Shares
Vote against adopting said amendments and in amending the charter of said corporation in accordance therewith	None
Stockholders absent and not represented	310 Shares
Total	1000 Shares

and

Who further declared that pursuant to the instructions contained in the said resolution of the said Board of Directors and in the resolution of the said stockholders, they appear, respectively as president and secretary, before me, notary, in order to have the said amendments placed in authentic form, therefore,

They now declare that the original charter of said corporation, and particularly Articles 2, 3, 4 and 5, of said charter, be amended and re-enacted so as to read as follows:—

"ARTICLE II.—The objects and purposes for which this corporation is formed and the nature of the business to be carried on by it are hereby declared to be: the purchasing, selling, manufacturing, dealing in ice, distilled water, mineral water, electric light and power, soft drinks and business incidental thereto; to distribute said merchandise to consumers and dealers, either for its own account or as agents and brokers for others to operate and conduct cold and dry storage establishments; to operate and conduct coal and wood yards and maintain same for either the retail or wholesale business; and, within the scope of said businesses the said corporation shall have the right to sue and be sued and to contract in its corporate name; to purchase, sell, lease, mortgage and hypothecate, or otherwise acquire and alienate, property, real, personal or mixed; borrow money, issue bonds and notes; to name and appoint such managers, officers and employees as the business of said corporation may require; and to make all necessary by-laws, rules and regulations for the government of the affairs of said corporation.

"ARTICLE III.—The capital stock of this corporation is hereby fixed at the sum of one hundred thousand dollars, divided into and represented by four thousand shares of the par value of twenty-five dollars each. The capital stock may be increased or decreased by a vote of two-thirds of the stock present and represented at a meeting called specially for that purpose by publication for a period of thirty days in one of the daily newspapers of this city. Said stock shall be issued and paid for in such manner and at such times as the Board of Directors shall determine, in and at their first meeting hereafter, provided that no stock shall be issued for less than par, and except for cash or its equivalent or for labor or property actually rendered or transferred to the corporation.

CHARTER.

"No stock shall be sold or disposed of by any stockholder until the same shall be first offered the corporation, which shall have the right to purchase same at its then book value, and the transfer of stock shall not be made on the company's books until the same shall have been so offered to the corporation. The corporation shall have not less than twenty days to purchase such stock offered to it. All transfers shall be made on the books of the corporation by the stockholder or his duly authorized attorney in fact.

"ARTICLE IV.—All the corporate powers of this corporation shall be vested in and exercised by a Board of Directors, consisting of nine stockholders, five of whom shall constitute a quorum for the transaction of all business. No stockholder of this corporation shall be eligible as a member of the Board of Directors unless he owns, in his own name, at least forty shares of the capital stock.

"Said Board of Directors shall make all by-laws, rules and regulations for the government of the affairs of this corporation, and shall alter, change and amend the same at pleasure. They shall fill from the stockholders, all vacancies that may occur in said Board from any cause.

"They shall appoint a General Manager who shall, under the general supervision of said Board and the President, execute all contracts, employ and discharge all agents and employees, fix all salaries, except those of the officers, and generally perform and do all things necessary in the transaction of the corporation's business, and shall exercise such other powers and authority as the Board of Directors may confer upon him.

"The first Board of Directors of this corporation and the first officers shall be: Joseph Dirmann, Sr., Wolfgang, W. Orth, Paul Laguens, Poulite Lezina, Valentine Zimmer, Dennis J. Hayes, Henry Zimmer, Isidore Meyer and Michel Schwartz, with the said Valentine Zimmer as president, Henry Zimmer as first vice-president, Joseph Dirmann, Sr., as second vice-president, and Dennis J. Hayes as Secretary-Treasurer, who shall hold their office until the ninth day o. September, 1920, or until their successors have been elected and qualified, and on the ninth day of September, 1920 (and on the first legal day thereafter if such date is a dies-non), and annually thereafter an election for members of the Board of Directors shall be held at the office of the company, under the supervision of two commissioners and a judge to be appointed by the President, and the Board of Directors thus elected shall take their seats immediately and shall hold same until their successors are elected and qualified. Each Board of Directors shall immediately appoint, from their number, the officers of the corporation, provided that the present Board of any of its successors may divide the office of Secretary-Treasurer into two offices and may select for either office a person not a stockholder and not a member of said Board.

"All elections shall be by ballot and a vote of a majority of the stock present or represented shall be necessary to elect. Each share of stock shall be entitled to one vote.

"Notice of all elections shall be given to the stockholders by publication three times within ten days in a daily newspaper published in this city. Failure to elect Directors on the dates specified shall not in any manner invalidate this charter, but the Directors then in office shall continue to serve as such until their successors have been elected and have qualified.

"ARTICLE V.—Whenever this corporation dissolves, either by limitation or for any other reason, its affairs shall be liquidated under the superintendence of three commissioners to be appointed for that purpose by the stockholders from their number, after and at a general meeting held for that purpose after thirty days notice to each stockholder by a publication of thirty days in a daily newspaper of this city, said publication being at least three times during such period. Said commissioners shall remain in office until the affairs of the corporation shall have been fully liquidated and closed, and in the case of the inability of any of said commissioners to serve, the others or remainder shall continue to act."

And said appearers now declare that the original act of incorporation of said corporation is amended and changed, as above set forth, and as so amended and changed is now the charter of said company, and that they desire that the foregoing amendments be recorded and published as giving due and public notice thereof.

Thus done and passed, in my office at the City of New Orleans, on the day and date first above written in the presence of Messieurs Francis D. Charbonnet, Pr. and Raymond Gauche, competent witnesses of full age, domiciled in this city, who sign with said appearers and me, notary, after reading of the whole.

(Original Signed):
VALENTINE ZIMMER,
President.
D. J. HAYES,
Sect'y-Treas.

Witnesses:
F. D. Charbonnet, Jr.,
Raymond Gauche.
F. D. CHARBONNET,
Notary Public.

I, the undersigned, Recorder of Mortgages, in and for the Parish of Orleans, do hereby certify that the above and foregoing act of amendment of charter of the Gardeners' & Shippers' Ice Manufacturing Co., Ltd., was this day duly recorded in my office in Book 1238, at folio ——.

New Orleans, December 24th, 1919.
(Signed) EMILE J. LEONARD,
Deputy Recorder of Mortgages.
A true copy of the original.
(Signed)
F. D. CHARBONNET,
Notary Public.
624 Gravier St., New Orleans.
Jan. 1-Feb. 5.

CHARTER OF THE LOUISIANA SHELL AND GRAVEL COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this 24th day of the month of December, in the year one thousand, nine hundred and nineteen, and of the Independence of the United States of America, the one hundred and forty-fourth, before me, Eldon S. Lazarus, 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 No. 267 of the General Assembly of Louisiana of 1914, as amended, relating to 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 style of this corporation shall be Louisiana Shell & Gravel 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 this date, unless sooner dissolved by liquidation or otherwise; it shall have power to contract, to sue and to be sued, to make and use a corporate seal, and to alter and break same at pleasure; to hold, release, receive, purchase, transfer, assign, convey, mortgage, hypothecate, pledge, or otherwise receive or dispose of property, real, personal and mixed, corporeal or incorporeal; to issue bonds, and if desired to secure the same by mortgage; to buy and hold stock in other companies; 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, 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 proper conduct and expansion of the business in which the corporation is engaged.

ARTICLE II.—This corporation shall be domiciled in Dunbar, St. Tammany Parish, Louisiana, and all citations or other legal process shall be served upon the President of this corporation, and in the event of that officer's absence, upon the Vice-President, and in the event of the absence of both, upon the Secretary-Treasurer.

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 hereby declared to be as follows:

To buy, sell, or otherwise acquire or dispose of, at wholesale or retail, either for its own account or for account of others, all kinds of building and construction material, such as lumber, laths, shells, gravel, lime, stone, cement, and such other material or merchandise usually carried in such line of business; to engage generally in the contracting, building and construction business, and for that purpose to contract for the erection, construction and maintenance of buildings, bridges, roads and highways; and also to engage generally in the manufacturing business and to manufacture all kinds of building and road material by crushing or otherwise treating shells and gravels, so as to make the same suitable for commercial purposes; and generallly to do such other thing or things and to conduct such other business or businesses, either for its own account or as agent for others, as may be found necessary or convenient properly to effectuate the aforesaid purposes or to enchance the prosperity and the value of the properties, rights and privileges of this corporation.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of fifteen thousand ($15,000.00) dollars, divided into, and represented by, one hundred and fifty shares, 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 time and in such installments as may be prescribed by the Board of Directors. The capital stock may be increased to fifty thousand ($50,000.00) dollars, to be represented by five hundred shares at one hundred ($100.00) dollars each. All stock of this corporation shall be full paid and non-assessable, and shall be represented by certificates of such form as the Board of Directors may determine, signed by the President or Vice-President and the Secretary-Treasurer, and sealed with the seal of the corporation.

ARTICLE V.—The stock of this corporation may be transferred only on the books of the corporation, and subject to such regulations and formalities as may be prescribed from time to time by the Board of Directors. 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 for cash 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 within which to accept or to decline such offer of stock.

Upon the failure of said Board of Directors or the stockholders to exercise within the time stipulated the option thus granted to them, the stockholder who desires to sell or otherwise dispose of his stock (or his heirs) shall be at liberty to sell or otherwise dispose of his said stock in such manner and at such price as he or they may see fit. But the stock of this corporation shall be non-negotiable and non-transferable, except under the conditions and stipulations hereinabove set forth, and no transfer of stock whatsoever shall be binding upon this corporation until and unless made upon its books.

ARTICLE VI.—The corporate powers of this corporation shall be vested in, and exercised by, a Board of Directors composed of not less than three nor more than five stockholders, two of whom at all times 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.

The first Board of Directors of this company shall be composed of the following:

Emilio Cue, Bay St. Louis, Miss.
Curtis L. Waller, Bay St. Louis, Miss.
Herbert S. Weil, New Orleans, La.

These directors shall serve until the second Monday in November, 1920, or until their successors shall have been elected and qualified. The directors shall be elected annually by the stockholders at a meeting of stockholders, to be held on the first Monday in November each year. Notice of such meeting shall be given fifteen days prior to the date thereof in writing, and shall be 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 by 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 prescribed 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 of any rights thereunder. Any vacancy occurring in the Board of Directors may be filled by the remaining Directors for the unexpired term.

Immediately after their election each year, the Directors shall meet and select from their number a President, a Vice-President and a Secretary-Treasurer. The first officers of this corporation who shall hold office until the second Monday in November, 1920, or until their successors shall have been elected and qualified shall be: Emilio Cue, President; Herbert S. Weil, Vice-President; Curtis L. Waller, Secretary-Treasurer.

ARTICLE VII.—This charter or Act of Incorporation may be changed, modified, altered or amended by and with the consent of two-thirds of all of the outstanding stock at any meeting, general or special, called for that purpose, subject only to such limitation as may be provided by law. This corporation shall have the right to increase or decrease its capital stock, as hereinbefore set out, and any increase of the capital stock to an amount exceeding that named in Article IV as the amount to which the capital stock may be increased, may be made by a three-fourths vote of all the outstanding stock.

ARTICLE VIII.—Notice of any and all meetings referred to in this charter or required by law, shall be given in the manner provided for the giving of notices in case of election, unless the same shall have been waived.

ARTICLE IX.—In case of the liquidation, dissolution 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 such liquidators, and who may vest them with such power and authority as may by law be permitted, and who shall fix the terms and conditions on which they shall serve, as well as their compensation, and who may provide that in case of the disability of any one of said liquidators (if there are more than one) 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 acts, liabilities, contracts, debts, or faults of this corporation, or of any of its stockholders, nor shall any mere informality in its organization have the effect or rendering this charter null 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 respective names the number of shares subscribed to by them and their Post Office addresses so that this charter may serve as the subscription list of the corporation.

ARTICLE XII.—The captial stock of this corporation up to the sum of fifteen thousand ($15,000.00) dollars may be paid for by the transfer to this corporation of certain property in St. Tammany Parish, Louisiana, in accordance with the description thereof which is annexted hereto in conjunction with the appraisement thereof by the three Directors of the corporation named in this charter.

Thus done and passed in my office in the City of New Orleans, on the day, month and year herein first above written, in the presence of George W. Simons and Philip R. Livaudais, competent witnesses, who have hereunto signed their names with the said appearers and me, Notary, after due reading of the whole.

Witnesses:
(Original Signed):
EMILIO CUE, 148 Shares,
Bay St. Louis, Miss.
CURTIS L. WALLER, 1 Share,
Bay St. Louis, Miss.
HERBERT S. WEIL, 1 Share,
902 Maison Blanche Bldg., New Orleans, La.
Witnesses:
Geo. W. Simons,
Philip R. Livaudais.
ELDON S. LAZARUS,
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 Louisiana Shell and Gravel Company, Inc., was this day duly recorded in my office, in ook 1238, folio ——.

New Orleans. —— 1919.
(Signed) EMILE J. LEONARD,
Deputy Recorder.
A true copy of the original.
ELDON S. LAZARUS,
Notary Public.

CHARTER

CHARTER OF THE SOUTHERNER PUBLISHING COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it kawn, that on this fifteenth day of the month of December, 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-fourth, before me, Arthur John Peters, a notary public, duly commissioned and qualified, in and for the City of New Orleans, in the Parish of Orleans, and State of Louisiana, domiciled in the said City, Parish and State, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, all above the full age of majority who severally declared that, availing themselves of the provisions of Act No. 267 of 1914, as well as of the general laws of the State of Louisiana, relative to the organizations of corporations, they hereby form themselves into, and constitute a corporation for the objects and purposes, and under the situations hereinafter set forth.

ARTICLE I.—The name and title of this corporation is hereby declared to be "The Southerner Publishing Company, Inc." Its domicile shall be in the City of New Orleans, and it shall have and enjoy succession and corporate existence by its corporate name for a period of ninety-nine (99) years from and after the date hereof.

This corporation shall have power and authority to contract, sue and be used in its corporate name; to make and use a corporate seal; to hold, receive, hire and purchase real and personal property, and to sell, mortgage or pledge the same and to borrow money and issue bonds, notes and other obligations.

All citations or other legal process shall be served upon the President, and in the event of his absence or inability to act from any cause, the same shall be served upon the Secretary of the corporation.

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 to be: To publish a monthly magazine called "The Southerner," a magazine of the New South; to secure subscriptions, sell advertising and carry on all business in connection with the publication of said manazine; and to conduct and carry on a general publishing business.

ARTICLE III.—The capital stock of this corporation is hereby fixed at the sum of five thousand ($5,000.00) dollars, divided into and represented by one thousand (1,000) shares of common stock of the par value of five ($5.00) dollars each. The capital stock maybe increased to the sum of ten thousand ($10,000.00) dollars.

Said stock shall be paid for in installments of such amounts and at such times as the Board of Directors may determine, but any part or parcel of said stock may be issued by said Board of Directors at not less than par in payment of labor done, services rendered or property actually received by said corporation.

The said stock shall be transferable on the books of the corporation, subject to such rules and regulations as the board of directors may adopt.

ARTICLE IV.—All the corporate powers of this corporation shall be vested in and exercised by a board of three (3) directors, to be composed of stockholders, a majority of whom shall constitute a quorum for the transaction of any business. The board of directors shall be vested with full power and authority to make all contracts, purchases, and sales and adopt all by-laws, rules and regulations for the government and affairs of the Company, and alter, amend and change the same at pleasure; appoint, hire and discharge, all officers, agents and employees, fix all salaries and generally to do and perform all things necessary in the transaction of the business and affairs of the Company. Any vacancy occurring in said Board shall be filled by the remaining directors in the manner provided for in the by-laws.

The first Board of Directors of this corporation shall consist of Henry McCullough, John McClure and Owen C. Whitaker, who shall hold office until the second Tuesday in January, 1921, and until their successors are duly elected and qualified. The Post Office address of each of said Directors is, New Orleans, La. On the second Tuesday of January, 1921, and annually thereafter, an election of directors shall be held at the office of the Company under the supervision of two commissioners to be appointed by the Board of Directors, and the Directors then elected, shall take their seats immediately and shall hold office until their successors are duly elected and qualified. Each board shall elect its own officers and shall consist of a President, Vice-President, and Secretary-Treasurer, until the annual meeting to be held on the second Tuesday of January, 1921, the following shall be the officers of the corporation, viz:—Henry McCullough, President; Owen C. Whitaker, Vice-President and John McClure, Secretary-Treasurer.

All corporate elections shall be by ballot, and a majority of the votes cast shall elect, and at all stockholders' meetings held for any purposes, each share of stock shall be entitled to one vote, either by person or by proxy, by the person in whose name same is registered on the books of the Company. Written notice of stockholders' meeting shall be given to each stockholder by the Secretary at least fifteen days prior to elections by mailing same, postage pre-paid, to his last known address