CHARTER.

CHARTER STATE GRAVEL CO., INC.

United States of America, State of Louisiana, Parish of Orleans. Be it known, that on this 20th day of December, in the year of our Lord, one thousand, nine hundred and nineteen (1919), and of the Independence of the United States of America, the one hundred and forty-fourth (144th), before me, Watts K. Leverich, a notary public, duly commissioned in and for the City of New Orleans, in the Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who declared that availing themselves of the provisions of the laws of this State relative to the organization of corporations, they have covenanted and agreed, and do by these presents covenant, agree, bind, form and constitute themselves, as well as such persons as may hereafter join or become associated with them, into a corporation and body politic in law, for the objects and purposes and under the agreements and stipulations following, to-wit:—

ARTICLE I.—The name of this corporation shall be State Gravel Co., Inc., under which name it shall exist for the longest period permitted by the laws of the State of Louisiana, and shall enjoy all the power and authority to contract, to sue and be sued, to accept and receive mortgages, pledges or other hypothecations; to make and use a corporate seal and the same to break and alter at pleasure; to purchase, receive, lease, hold or otherwise acquire and convey under its corporate name, property both real, personal and mixed, and to secure same in such manner as the Louisiana law may permit; to name and appoint such managers and directors, officers and agents as the interest and convenience of said corporation may require, and to make and establish, as well as alter and amend at pleasure, such by-laws, rules and regulations for the management and regulation of the affairs of the corporation as may be necessary, proper, or convenient.

ARTICLE II.—The domicile of this corporation shall be the City of New Orleans, La., and all citations or other legal process shall be served upon the President of the corporation, or in his absence upon the Secretary.

ARTICLE III.—The objects and purposes for which this corporation is established and the nature of the business to be carried on by it, are declared and specified to be: To purchase or otherwise acquire, own, hold, lease, sell, or otherwise alienate, mortgage, encumber or otherwise hypothecate, and to improve, develop, operate, maintain and generally deal in and with, and to handle any and all lands or mineral or other rights in lands containing sand, gravel, stone, marble or other mineral surface road material, or other minerals or commodities, and to mine or otherwise extract any of such or other minerals from any such land; to purchase or otherwise acquire, own, hold, lease, sell, or otherwise alienate, mortgage, encumber, or otherwise hypothecate, and to manufacture, produce, develop, improve, operate, handle, and generally deal in sand, gravel, stone, or other mineral surface road material, as well as building materials and merchandise of all kinds, together with the products and by-products of all such articles and articles made therefrom; to contract for, make, build, construct, maintain, develop and improve highways, railways, railroads, and roads of every nature and kind, drainage ditches, irrigation ditches, canals, buildings, and rights of way, and to do a general contracting business; to purchase or otherwise acquire, own, hold, lease, sell or otherwise alienate, mortgage, encumber or otherwise hypothecate ,and to manufacture, maintain, operate, generally handle and deal in all plants, buildings, machinery, cars, railroads, elevators, canals, or other waterways, boats or other equipment, and to engage in any other business authorized by Louisiana Act No. 267 of 1914; and to have, enjoy and exercise all the rights, powers and privileges which are now or which may hereafter be conferred upon corporations organized under the general corporation laws of the State of Louisiana.

ARTICLE IV.—The capital stock of said corporation is hereby fixed at one hundred thousand dollars ($100,000.00), divided into or represented by one thousand (1,000) shares of a par value of one hundred dollars ($100.00) each, which stock shall be paid for in cash or may be issued for property actually received by the corporation or for services rendered. The capital stock may be increased up to the sum of five hundred thousand dollars ($500,000.00).

ARTICLE V.—All the powers of this corporation shall be vested in and exercised by a Board of three (3) Directors, each of whom shall have registered on the books of the company in his own name, at least one share of the capital stock. The Board shall elect from their number a President, and may likewise elect, but not necessarily from their number, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as they may think proper or convenient for the carrying on of the company's business, and shall have power to unite two or more offices and the same to confer upon one person, or to dispense with any office in the discretion of the Directors, and to fix the salary of all officers, agents, and employees. The Board of Directors shall be elected annually on the first legal day of December of each year, the first election to be held in the year 1920. All such elections shall be by ballot at the office of the corporation. Notice of the annual meeting, as well as of special meetings of stockholders, shall be given by writen notice mailed at least fifteen (15) days in advance of the date of such meeting to each stockholder appearing as such on the books of the company, at his last designated address, or at the General Delivery at New Orleans, if he has not designated an address.

Each shareholder shall be entitled to one vote for each share of stock standing in his name on the books of the company, said vote to be cast in person or by proxy, and a majority of the votes cast shall elect. The Board of Directors shall have the power to fill all vacancies which may occur or in any manner arise or be created on the Board of Directors, even though no quorum remain at the time such vacancies are to be filled. Failure to elect Directors on the day above specified shall not dissolve the corporation, but the Directors then in office shall remain in office until their successors are elected and installed. The Board of Directors shall have power to make and establish, as well as alter and amend, all by-laws, rules and regulations necessary and proper for the support and management of the affairs and business of the corporation and not inconsistent with its charter. The Board shall have power by a majority vote of all the Directors, without referring to the shareholders, to borrow money, execute mortgages, issue notes, pledges, bonds or other obligations, in such amounts and on such terms as in their judgment may be advantageous, and generally to do all things reasonable and necesary and convenient for the proper carrying on of the business of the corporation; and they are especially authorized to issue and deliver full paid shares of stocks and bonds or other obligations of the company in payment of property secured by said corporation. Two(2) Directors shall constitute a quorum for the transaction of business. At any meeting of the Board of Directors, any Director absent from the meeting may be represented by any other Director, who may cast the vote of the absent Director, in accordance with written instructions given by said absent Director. Until the annual meeting of 1920, or until their death, resignation or removal from office, if prior to that time, the Board of Directors shall consist of the following:—Alberry D. Alderson, St. Charles Hotel, New Orleans, La.; Charles O. Harris, Alexandria, La.; Conrad J. Lecoq, New Roads, La. Of the foregoing, Alberry D. Alderson shall be President and General Manager and Charles O. Harris, Secretary and Treasurer.

ARTICLE VI.—This act of incorporation may be modified, changed, or altered, or this corporation may be dissolved in the manner provided by law by a vote of two-thirds of the entire outstanding capital stock present or represented, at a meeting of the stockholders convened for that purpose, after previous notice shall have been given, in the manner above required to be given of the annual meeting of the corporation. The capital stock of the corporation may be increased or decreased by preceedings in accordance with the laws of the State of Louisiana.

ARTICLE VII.—If this corporation shall be dissolved, either by limitation or from any other cause, its affairs shall be liquidated by three liquidators to be appointed at a meeting of the stockholders convened for the purpose of liquidation and to be elected by a majority vote of all the stockholders present or represented. Said liquidators shall remain in office until the affairs of said corporation shall have been fully settled and liquidated, and they shall have full power and authority to transfer and give title to all the property and assets of the corporation and to distribute the proceeds. In case of death, disability, or resignation of one or more liquidators, the vacancy shall be filled by the survivor or suvivors.

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ARTICLE VIII.—No stockholder shall ever be held liable or responsible for the contracts or faults of said corporation, in any further sum 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 null or of exposing any stockholder to any liability beyond the amount due on his stock.

ARTICLE IX.—There is annexed hereto an accurate, detailed and itemized description of certain property, being:

(1) A contract between Miss Sara V. Ellis et als and Alberry D. Alderson, dated November 26, 1919, the original of which is deposited before Watts K. Leverich, notary public, under date December 20, 1919;

(2) A contract between the Parish of Avoyelles and Alberry D. Alderson, dated October 22, 1919, a duplicate original of which is likewise deposited before the said Watts K. Leverich, notary public, under date December 20, 1919; and

(3) A contract between Alberry D. Alderson and the Amite City Gravel & Sand Co., Ltd., dated December 17, 1919, the original of which is likewise deposited before said Watts K. Leverich, notary public, under date December 20, 1919.

The rights under which are to be conveyed to this corporation in payment of certain subscriptions for a total of ninety-nine thousand, seven hundred dollars ($99,700.00) par value stock of this corporation; said description showing the amount, location, extent, character and state of improvement of the rights to be transferred, together with a statement of the value of said rights as appraised by the Board of Directors of this corporation. And, in order that this charter may serve 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 in my office in the City of New Orleans, La., on the day, month and year first above written, in the presence of F. E. Kelly and Walter J. Suthon, Jr., competent witnesses, who have hereunto subscribed their names, together with me, Notary, and the said appearers, after due reading of the whole.

(Original Signed):
A. D. ALDERSON 997 Shares.
St. Charles, Hotel, N. O., La.
A. D. ALDERSON, 1 Share,
St. Charles, Hotel, N. O., La.
C. O. HARRIS, 1 Share.
Alexandria, La.
CONRAD J. LECOQ, 1 Share,
New Roads, La.

Witnesses:
F. E. Kelly,
Walter J. Suthon, Jr.
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 State Gravel Co., Inc., was this day duly recorded in my office, in Book 1238, folio ....

New Orleans, La., December, 1919.
EMILE J. LEONARD,
D'y. Recorder.

A true copy,
WATTS K. LEVERICH,
Notary Public.

Dec. 25—Jan. 29.

CHARTER OF THE NEW ORLEANS PACKING COMPANY, INCORPORATED, DECEMBER 22, 1919.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this twenty-second 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, one hundred and forty-fourth, before me, Felix Joseph Puig, 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 Edwin L. Powell, whose post office address is 1756 Tchoupitoulas Street, New Orleans, La.; and W. Scott Bryan, whose post office address is 1756 Tchoupitoulas Street, New Orleans, La.; and William H. Purves, whoe post office address is 1756 Tchoupitoulas Street, New Orleans, La. All of which said appearers are above the full age of majority, and which said appearers did declare that, availing themselves of the provisions of the laws of the Constitution of the State of Louisiana, relative to the organization of corporations, they have contracted and agreed, and do by these presents contract and agree and bind and obligate themselves, as well as such persons as may hereafter become associated with them, to form and constitute a corporation and body politic in law for the objects and purposes and under the agreements and conditions, following,to -wit:

ARTICLE I.—The name of the corporation shall be New Orleans Packing Company, and it shall, after its name, use the word "Incorporated" or its abbreviation "Inc.," and under this name it shall have power and authority of a body corporate, and shall continue for a period of ninety-nine (99) years from the date hereof, and shall have and exercise, for the purposes of the business to be carried on by it, all powers conferred by law on similar corporations, including the power to make and use a corporate seal, and the same to break or change at pleasure; to contract, sue and be sued in its corporate name; to own, hold, receive, purchase, alienate, lien, convey, mortgage, lease, pledge, or otherwise encumber propery, both real, personal and mixed; to name and appoint such officers, managers, directors, agents and employees as it deems necessary; to make and establish such by-laws, rules and regulations as may be necessary and proper, and the same to amend, alter and abolish at pleasure; and generally to do and perform all such acts as may be proper and necessary to carry out and execute the objects and purposes of this corporation.

ARTICLE II.—The objects and purposes for which this corporation is organized are hereby declared to be to buy, sell, deal in, blend, manufacture and refine, molasses, syrup, glucose and sugar or either of them and other products or articles, and to do a general merchandising and packing business, either wholesale or retail or both, to buy, sell, lease, acquire, by purchase, license or otherwise, use, take out or obtain trade marks, trade names and labels useful, necessary or advantageous in the conduct of its business, and generally to do all and everything necessary or proper in order to carry out and execute any or all of the foregoing objects and purposes.

ARTICLE III.—The authorized capital stock of this corporation is hereby fixed at the sum of ten thousand dollars ($10,000.00) divided into and represented by one hundred (100) shares of the par value of one hundred dollars ($100.00) each, and shall be paid for in cash, or may be issued at par, in payment for property actually purchased by, or services rendered to this corporation, at such times and in such installments as the Board of Directors may direct.

The amount to which the capital stock of this corporation may be increased is hereby fixed at fifty thousand dollars ($50,000,00) divided into and represented by five hundred (500) shares of the par value of one hundred dollars ($100.00) each, and said stock, or any part thereof, may be issued on complying with the requisites of law, and said stock so issued shall be paid for in cash, or may be issued at par in payment for property actually purchased by, or services rendered to this corporation, as such times and in such installments as the Board of Directors may direct.

This corporation shall be authorized to commence business, and be a going concern, as soon as one-half of its authorized capital stock of ten thousand dollars is subscribed and one-half thereof shall have been actually paid in.

ARTICLE IV.—The domicile of this corporation shall be in the City of New Orleans, State of Louisiana. Citation and all legal process shall be served on the President, and in his absence or inability to act, upon the Vice-President, and in his absence or inability to act, upon the Secretary-Treasurer.

ARTICLE V.—All of the powers of this corporation shall be vested in and exercised by a Board of Directors to be composed of three stockholders, to be elected annually on the first Monday of January of each year, and a majority of whom shall constitute a quorum for the transaction of business, and a majority of votes cast shall decide all questions; all such elections shall be conducted at the office of this corporation in the City of New Orleans, under the supervision of three commissioners appointed by the President. Notice of such election and of all other meetings of stockholders whatsoever, unless waived in writing, shall be given by depositing in the United States Post Office in New Orleans, not more than fifteen days nor less than five days prior to the date of such election or such meeting, a notice of the holding thereof, enclosed in a postpaid wrapper, addressed to each stockholder at the last address furnished to this corporation by said stockholder, and in the event no address is furnished, then addressed "General Delivery," New

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Orleans, La. At said election, and at all other meetings of the stockholders, the voting shall be by ballot, and each stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the company, to be cast in person or by written proxy.

Five per cent of the outstanding capital stock of this corporation shall constitute a quorum at any and all meetings for the transaction of any and all business, except as otherwise provided by law. The majority of stock voting shall decide all questions, except as otherwise provided by law, or by this charter.

The Board of Directors shall have the right to fill for the unexpired term any vacancy occuring among the Directors by death, resignation or otherwise, even though the number be by said couses or either of them reduced to less than a quorum.

The failure to hold an annual election or to elect Directors as above provided, shall not dissolve the corporation, but the Directors and Officers then in office shall cause an election to be held as soon as possible thereafter, notice of which shall be given as above provided for the holding of the annual meeting of stockholders pending which election the then Directors and Officers shall remain as such until their successors are duly elected and shall have qualified.

The Board of Directors, shall, within thirty days after each annual election, elect from their number a President, a Vice-Ppresident, and shall also elect a Secretary-Treasurer. The Secretary-Treasurer need not be a member of the Board of Stockholders, and the Board of Directors shall have the power to elect from their number such additional Vice-Presidents and also such Assistant Secretary-Treasurers, as in their judgment seem best, and such Assistant Secretary-Treasurers need not be stockholders or members of the Board of Directors.

The Board of Directors shall have the power of delegating all or any of its powers in the transaction of the business of this corporation to a committee or committees of its own body or to officers and agents of this corporation.

Any and all directors and officers shall hold office at the pleasure of the stockholders, who may, at any general meeting convened for that purpose, on notice as above provided for the holding of the annual meeting of stockholders, declare such directorship or office vacant, and select a successor or successors to such director or officer, and it shall be the duty of the Secretary and the President to call a meeting for that purpose at the request in writing of ten per cent of the capital stock of this corporation then outstanding.

The Board of Directors shall have power to adopt by-laws for the government of this corporation, and to alter, amend or abolish the same at pleasure at any special or general meeting of the Board of Directors, and no previous notice of an intention to alter, amend or abolish the by-laws shall be required.

The first Board of Directors shall be composed of: Edwin L. Powell, whose post office address is 1756 Tchoupitoulas Street, New Orleans, La; W. Scott Bryan, whose post office address is 1756 Tchoupitoulas Street, New Orleans, La., and William H. Purves, whose post office address is 1756 Tchoupitoulas Street, New Orleans, La. Who shall hold office until the annual meeting in 1921, or until their successors are duly elected and qualified, and Edwin L. Powell, shall be President; W. Scott Bryan, shall be Vice-President, and William H. Purves, shall be Secretary-Treasurer.

ARTICLE VI.—This act of incorporation may be modified, added to or changed, or said corporation may be dissolved in the manner profided by the law of the State of Louisiana, at the time such action is taken, at a meeting of the stockholders convened for such purposes and called in the same manner as is provided hereinabove for the calling of the meeting for the annual election of the Board of Directors, and whenever this corporation is dissolved, either by limitation or by vote of its stockholders, its affairs shall be liquidated by three liquidating commissioners to be elected at the general meeting of the stockholders called for the purpose of voting on the question of liquidation and in case of the death or resignation of any of said commissioners, the surviving or remaining commissioner or commissioners, shall, within fifteen days after such death or resignation, or as soon thereafter as is possible, cause to be held, a general meeting of the stockholders at which a successor or successors to such commissioner or commissioners, who may have died or resigned shall be elected; and in the event of the death of all three commissioners a general meeting of the stockholders may be called by any of the stockholders in the manner provided for the calling of the meeting for the annual election of the directors for the purpose of electing three other commissioners. In the event that more than one stockholder attempt to call the general meeting of stockholders just hereinabove provided for, then the said meeting shall be held in accordance with the first notice thereof that may be issued.

All meetings of the stockholders and of the directors shall be held in New Orleans, La., at the office of the company, or if it have no office, at some other readily accessible place of business; provided, however, that with the written consent of all of the directors valid meetings of the directors may be held outside the State of Louisiana, or within the State elsewhere than its domicile and office.

Any and all notices by this charter or by law to be given to stockholders or to directors may be waived by the unanimous consent of the stockholders or of the directors, respectively, except as otherwise provided by the law of the State of Louisiana.

ARTICLE VII.—No stockholder shall ever be held liable or responsible for contract or faults of this corporation in any further sum than the unpaid balance due the company on the shares of stock subscribed for by him, nor shall any mere informality in the organization of this corporation have the effect of rendering this charter null, or of exposing any stockholder to any liability beyond such unpaid balance due on said stock.

In order that this charter may also serve as the original subscription list required by law, the subscribers to this act of incorporation have also written opposite their respective names, their respective addresses and the amount of capital stock of this corporation subscribed for by each of them.

Thus done and passed in my office, in the city of New Orleans, on the day and in the month and year first above written, in the presence of George Denegre and Jeanne Hatrel, competent witnesses, who hereunto sign their names with the said appearers and me, Notary, after due reading of the whole.

(Original Signed)
E. L. POWELL, 98 Shares.
W. SCOTT BRYAN, 1 Share.
W. H. PURVES, 1 Share.

Witnesses:
Geo. Denegre,
J. Hatrel.
FELIX J. PUIG,
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 New Orleans Packing Company, was this day duly recorded in my office in Book 1238, folio —.

New Orleans, December 23, 1919.
A true copy.
EMILE J. LEONARD, Dy. R.
FELIX J. PUIG,
Notary Public.

Dec. 25-Jan. 29.

AMENDMENT OF CHARTER OF AMERICAN LUMBER & BOX CO., INC.

United States of America, State of Louisiana, Parish of Orleans, Be it known, that on this the seventeenth day of the month of December, the year of our Lord, 1919, and of the Independence of United States of Amercia, one hundred and forty-fourth, before me, Rudolph J. Weinmann, a notary public, 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 P. H. Hogan and A. C. Billet, President and Secretary respectively of the American Lumber & Box Co., Inc., a corporation organized and doing business under the laws of the State of Louisiana, domiciled in the City of New Orleans, La., incorporated by notarial act before Augustus G. Williams, notary public in and for the Parish of Orleans, State of Louisiana, on the eleventh day of September, 1919, and recorded in the mortgages office, book 1231, folio 327, and the said appearers declared that acting in their said capacities, and further by virtue of and pursuant to a resolution adopted at a meeting of the stockholders of the aforesaid company held at the domicile of the company, in the City of New Orleans, La., on the ninth day of December, 1919; a copy of the minutes of which meeting is hereto attached and made part hereof.

They do hereby and by these presents amend the terms of Article IV of the charter of the said company so as to increase the capital stock from five thousand

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and ($5,000.00) dollars to fifty thousand ($50,000.00) dollars, being within the limit authorized by the original charter of one hundred thousand ($100,000.00) dollars capital stock, and that the said Article IV shall hereafter read, as follows:

"ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of fifty thousand ($50,000.00) dollars, divided into five hundred (500) shares of a par value of one hundred ($100.00) dollars each, which shall be paid for in cash in such installments and at such times as the Board of Directors may direct. The amount to which the capital stock may be increased shall be one hundred thousand ($100,000.00) dollars. The unsubscribed portion of the capital stock shall be subscribed for and paid in within twelve (12) months. This authorized capital stock may be issued at any time by the Board of Directors for money or property actually received, or labor done for the corporation upon such terms and conditions as the Board of Directors shall deem proper. 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. No stockholder shall have the right to sell or otherwise dispose of his stock without first offering it to the other stockholders through the Board of Directors for thirty (30) days at its book value for cash and all stock shall be held subject to this provsiion, and every sald, pledge, encumbrance, or other disposition of said stock shall be made subject to this provision of the charter. The Board of Directors shall have the power to receive subscriptions for and to issue all stock hereafter subscribed for; but all such stock and any increase thereof must first be offered to the existing holders and owners of stock at the time of such issuance in proportion to their respective holdings.

The whole of the forgoing Article IV being in accordance with a resolution contained in the minutes of the meeting, copy of which is above referred to as, and being, hereto attached.

And according to which minutes it appears that the said meeting was a stockholders meeting held in accordance with the charter of said company, and according to which all of the stock of the said company was present and voted unanimously for the amendment to Article IV, as above set forth.

Thus done and passed at my office in the City of New Orleans, La., on the day and in the month and year, first hereinabove written, in the presence of Maysie Lewis and Aurora D. Edgar, competent witnesses, who together with appearers, and me, Notary, have signed these presents, after due reading of the whole.

(Signed): P. H. HOGAN,
A. C. BILLET.

Witnesses:
(Signed): Maysie Lewis,
Aurora D. Edgar.
(Signed):
RUDOLPH J. WEINMANN,
Notary Public.

Recorded in Mortgages Office Book 1238, folio 81, December 18, 1919; Parish of Orleans.

Dec. 25-Jan. 29.

CHARTER OF THE COONS SILO AND BUILDING CO., INC.

United States of America, State of Louisiana, Parish of Orleans. Be it known, that on this 4th day of the month of December, in the year of our Lord, one thousand, nine hundred and nineteen, and in the Independence of the United States of America, the one hundred and forty-fourth, before me, Percival H. Stern, a notary public, in and for the Parish of Orleans, State of Louisiana, duly qualified and commissioned, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who severally declared that availing themselves of the laws of the State of Louisiana, relative to the organization of corporations, and more particularly Act No. 267 of the year 1914, approved July 9, 1914, they have convenanted and agreed, and do by these presents covenant and agree, bind, form and constitute themselves as well as such persons who may hereafter join or become associated with them, into a corporation and body politic in law, for the objects and purposes and under the agreements and stipulations following, to-wit:

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

ARTICLE II.—The domicile of said corporation shall be established in the City of New Orleans, State of Louisiana, and all citations and other legal process, shall be served on the President, and in case of his absence on the Vice-President, and in case of the absence of both on the Secretary.

ARTICLE III.—The objects and purposes for which this corporation is organized, and the nature of the business to be carried on by it are hereby declared to be: to construct silos, buildings and houses, and articles of every description from cypress and from such other kind of lumber and materials as may be necessary, and to sell, lease, transfer and generally to deal in same; to construct, equip and erect, or to contract for the construction, equipment and erection of silos, houses and buildings and articles of every description and kind in their entirety and in every particular and detail from cypress and such other kinds of lumber and materials as may be necessary, and generally to buy, sell and deal in lumber and to manufacture and market lumber products; to buy, sell, deal in, lease and mortgage real estate, to reclaim and improve landed property, and generally to do and engage in any other business, undertaking or enterprise connected with, growing out of, germane or incidental to any of the purposes above set forth. or contemplated by this charter.

ARTICLE IV.—The capital stock of this corporation is fixed at the sum of two hundred thousand ($200,000.00) dollars, divided into one thousand common shares of the par value of one hundred dollars each; and one thousand preferred shares of the par value of one hundred dollars each; all shares of stock shall be full paid for in cash, property or good will, under such terms and conditions as the Board of Directors may see fit, and shall be non-assessable.

The preferred stock shall be preferred as to earnings up to a maximum of eight (8) per cent annual dividends payable semi-annually, which shall be paid before any dividends are paid on the common stock. The common stock shall then be paid a dividend up to a maximum of eight (8) per cent.

The intent of the above clause is that no dividend is to be paid on the common stock until and unless, the eight per cent per annum dividend has been paid each year on the preferred stock.

Any further dividends declared are to be shared equally by the common and preferred stock. Both classes of stock, with the exception of the preference in dividends accorded to the preferred stock under the provisions of this article shall be on a parity in all things relating to or affecting this corporation, shall have the right to participate in corporate meetings and are accorded equal voting value.

The capital stock of this corporation may be increased to five hundred thousand dollars, of either common or preferred stock or partly of both kinds.

ARTICLE V.—All the corporate powers of this company shall be vested in, and the management and control of its affairs shall be exercised by a Board of Directors composed of seven stockholders the membership of which may be increased to a number not exceeding eleven by the Board of Directors at any of its regular meetings. A majority of the Board of Directors shall constitute a quorum for the transaction of its business. The directors shall be elected by ballot annually on the second Tuesday in January, in each year. Each stockholder shall be entitled in person or by proxy to a vote for each share owned by him; all elections shall be held under such rules and regulations as may be determined by the Board of Directors after fifteen days notice by mail sent to each stockholder at his last known address. The directors thus elected shall continue in office for one year or until their successors have been duly qualified. No failure to elect directors for the unexpired term. The said Board shall likewise elect such additional members in case they determine to

CHARTER.

increase the number of the Board. Such Board of Directors shall at its first meeting after its election, nominate out of its shall be regarded as a forfeiture of this charter. Any vacancy occurring on said Board shall be filled by the remaining number, a President, Vice-President, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be combined in one person, and the Board of Directors is accorded the right, if it chooses to elect for the office of Secretary-Treasurer a person who is neither a member of the Board of Directors, or a stockholder in the corporation. Such Board shall have the right ot appoint and dismiss such clerks, managers, or other employees of the corporation as conditions may justify or the business of the corporation may require. The tenure of office of all the employees of the corporation shall be during the pleasure of the Board of Directors. Any of the directors or officers shall have the right to appoint by written instrument another director as nts proxy and in his stead at any and all meetings of the Board of Directors.

ARTICLE VI.—No sale or transfer of stock in this corporation shall be valid until and unless the stockholders of the corporation have been afforded the opporutnity to purchase said shares of stock at not less than their book value, the stockholders to be given fifteen days to determine whether they will avail themselves of the stock.

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

ARTICLE VIII.—This act of incorporation may be changed, modified or altered, or this corporation may be dissolved with the assent of stockholders owning two-thirds of all stock of the corporation, at a general meeting for that purpose convened after at least thirty days written notice of this meeting having been given by mail addressed to each stockholder at his last known place of residence. In case of dissolution by the expiration of this charter or otherwise, the stockholders shall elect three liquidators from among their number to liquidate and settle the business and affairs of the company. In case of the death or disability of any of said commissioners or liquidators, the survivors or remaining liquidators shall appoint a successor to him. The said liquidators shall have full power to settle said company's debts and divide the remaining money and property among the stockholders. They shall also have the power to meet and act under the by-laws of the corporation and under the regulations to be made by the majority of the liquidators; to fix and prescribe the terms of sale of said property, and the manner in which the sale shall be made, and to take notes and bonds secured by mortgage or otherwise for part of the purchase price, for all or part of said property, provided, however, that the rights herein conferred upon the liquidators may be modified, changed or denied by a majority of the shares of the capital stock of the corporation. The said liquidators shall have the authority to sue for and recover the debts and property in the name of the corporation, and my be sued by the same name, and they shall be liable in solido to any creditor or stockholder for the monies and property of the corporation which shall come into their hands or possession as liquidators and for the proper application and distribution thereof.

ARTICLE IX.—Until the election to be held in January, 1921, the following shall constitute the first Board of Directors: Oscar A. Coon, Frederick Querens, Horace B. Cook, John Kleinkemper, Thomas B. Brown, Gus L. Salomon, George A. Karayne, with Oscar A. Coons, as President; Frederick Querens, as Vice-President, and George A. Karayne, as Secretary-Treasurer.

Thus done and passed in my office, on the day, month, and year first above written, in the presence of A. S. Frank and Fred H. Herrick, competent witnesses, who have signed with the appearers and me, Notary, after reading of the whole.

(Original Signed):
OSCAR A. COONS,
1,000 Shares, Common, New Orleans, La.
FREDERICK QUERENS, JR.,
45 Shares, Preferred, New Orleans, La.
HORACE B. COOK,
10 shares, Preferred, Patterson, La., Per Pro. O. A. Coons.
JOHN KLEINKEMPER,
5 Shares, Preferred, New Orleans, La.
THOS. B. BROWN,
10 Shares, Preferred, New Orleans, La.
GUS L. SALOMON,
10 Shares, Preferred, 405 Carondelet St., New Orleans, La.
G. A. KARAYNE,
435 Carondelet St., New Orleans La.

Witnesses:
A. S. Frank,
Fred H. Herrick.
PERCIVAL H. STERN,
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 Coons Silo and Building Co., Inc., was this day duly recorded in my office, in Book 1238, folio 58, New Orleans, December 17, 1919.

(Signed) EMILE J. LEONARD, D. R.
A true copy from the original charter.
PERCIVAL H. STERN,
Notary Public.

Dec. 25-Jan. 29.

CHARTER OF THE DALGARN CONSTRUCTION CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this seventeenth 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, Benjamin Y. Wolf, 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 herein after named and undersigned, personally came and appeared, the parties, whose names are hereunto subscribed, all of full age and residents of the City of New Orleans, State of Louisiana, who declared that, availing themselves of the provisions of the laws of this State relative to the formation of corporations, they have covenanted and agreed, and by these presents, covenant and agree, and bind themselves, as well as such other persons, as may hereafter become associated with them, to form and constitute a corporation and body politic in law for the purposes and objects and under the stipulations and articles following, to-wit:

ARTICLE I.—The name of the said corporation shall be "Dalgarn Construction Co., Inc."

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

1. To make, enter into and execute contracts of every kind and character, with individual firms, associations and corporations, private, public and municipal, and bodies politic and with the government of the United States, and of any State or Territory, or Colony or district thereof and with any foreign country and to do a general contracting business in public and private works of every class and description.

2. To buy and sell, or otherwise to deal or to traffic in, iron, steel, manganese, copper, stone, ores, coal, coke, wood, lumber and other materials and any of the products thereof, and any articles consisting or partly consisting thereof.

3. To manufacture, purchase, or otherwise acquire, own, sell, assign, or otherwise transfer and convey, trade, deal in and with goods, wares, merchandise and property of every class, variety and description, whether produced by said corporation or other corporations or persons.

4. To do any and all things set forth in this charter as objects and purposes, powers or otherwise, to the same extent and as fully as natural persons might do, and in any part of the world.

ARTICLE III.—The capital stock of said corporation shall be ten thousand dollars, divided into and represented by one hundred shares of one hundred dollars each, payable cash, or in property, or for services rendered. The capital stock may be increased to twenty thousand dollars.

This corporation shall commence doing business as soon as five thousand dollars of the capital stock shall have been subscribed for, and twenty-five hundred dollars of said amount so subscribed shall have been paid for.

ARTICLE IV.—The domicile of the said corporation shall be in the City of New Orleans, State of Louisiana.

The president, or in his absence, the vice-president, shall be the proper person upon whom citation or other legal process shall be served.

Said corporation shall, unless sooner dissolved, exist and continue for the period of ninety-nine years for and after date hereof.

ARTICLE V.—All the powers of this corporation shall be vested in a Board of Directors, composed of not less than three stockholders. Power and authority is hereby vested in the Board of Directors to increase the number of directors to any number, not exceeding nine; and the Board of Directors may fill vacancies in their number, however caused, by election from among the stockholders.

The first board of directors shall consist of Louis M. Dalgarn, who shall be president; Thomas Carey, who shall be vice-president, and James R. Dalgarn, who shall be secretary-treasurer. The post office address of all the above is 303 Canal Bank Building, New Orleans, La.

Said board of directors shall continue in office until January 2, 1921, on which date, and thereafter, annually, a board of directors shall be elected on the second day of January of each year, unless the same shall be a legal holiday, when the election shall be held on the next legal day thereafter.

After each election, the board of directors shall elect from their number the officers of the company.

The said board is further authorized to frame and adopt such by-laws, rules and regulations as the affairs and business of the corporation may require, and as it may deem necessary for the conducting and management thereof.

ARTICLE VI.—This charter may be amended and the capital stock of this corporation may be increased or decreased, or the corporation may be dissolved in the manner and method provided by law.

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

Whenever this corporation shall be dissolved, whether by limitation or from any other cause, the affairs thereof shall be liquidated by three stockholders to be elected and qualified in the manner provided by law. And they shall continue in office until the affairs of this corporation shall have been fully settled and liquidated. In case of the death of one of the liquidators, or his refusal or inability to serve, the remaining liquidators may themselves proceed with all the power and authority vested in the full membership.

And the signers hereto declare that they have affixed opposite their names, the number of shares subscribed by them, and they hereby declare this to be their subscription list.

Thus done and passed, at my notarial office, in the City of New Orleans, on the day, month and year herein first above written in the presence of Hubert F. Ansley and Maude Lennox, competent witnesses, of lawful age and residents of this city, who hereunto sign their names, with the said parties and me, Notary, after due reading of the whole.

(Original Signed):
L. M. DALGARN, 48 Shares.
J. R. DALGARN, 1 Share.
THOMAS CAREY, 1 Share.
BENJAMIN Y. WOLF,
Notary Public.

State of Louisiana, Parish of Orleans. Louis M. Dalgarn and Thomas Carey, having first been duly sworn, depose and say:

That they are two of the incorporators of "Dalgarn Construction Co., Inc.," and that five thousand dollars of the stock of said corporation has been subscribed for.

Sworn to and subscribed before me, this 17th day of December, 1919.
(Signed) THOMAS CAREY.
" L. M. DALGARN.
(Signed) BENJAMIN Y. WOLF.
(Seal) 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 "Dalgarn Construction Co., Inc." was this day duly recorded in my office in Book 1238, folio 67.

New Orleans, December 17, 1919.
(Signed) EMILE J. LEONARD,
D'y. R.

A true copy.
BENJAMIN Y. WOLF,
Notary Public.

..Dec. 25-Jan. 29.

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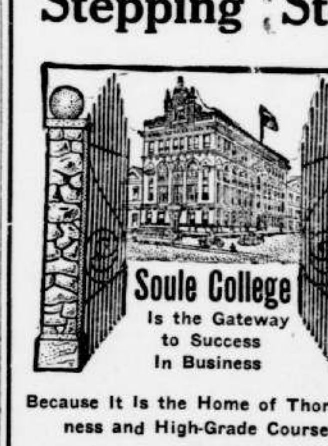

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