CHARTER.

AMENDMENT TO CHARTER OF GULF STATES ELECTRIC CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this third day of the month of March, in the year of our Lord, One Thousand Nine Hundred and Twenty (1920), 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 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 George H. Wygant, of the full age of majority and a resident of this city, herein appearing and acting as President and Chairman of the Stockholders' meeting, and J. E. Sims, of the full age of majority and a resident of this City, herein appearing and acting as Secretary of the Gulf States Electric Co., Inc., who declared that a general meeting of the stockholders of the Gulf States Electric Co., Inc., a corporation created under the laws of the State of Louisiana before me, Notary, on the 3rd day of December, 1919, and registered in the Mortgage Office of this City, in Book 1231, folio 477, was convened at its domicile in New Orleans, Louisiana, at 1104 Hibernia Bank Building, on the 2nd day of March, 1920, after due notice of said meeting had been given by mailing notice to each stockholder at his last designated address more than thirty days prior to said meeting, the said notice setting out the purposes and objects of said meeting; as well as the time and place of said meeting; and who further declared that at said meeting there were present or represented the holders and owners of seventeen hundred fifty-two shares, which represent and constitute the entire outstanding capital stock of said corporation; that at said meeting it was unanimously resolved and voted by the holders and owners of said 1752 shares which represented the total outstanding capital stock of the Gulf States Electric Co., Inc., that Article IV of said charter be altered and amended so as to read as follows:

ARTICLE IV.—The capital stock of this corporation is hereby fixed at Four Hundred Thousand Dollars ($400,000.00), to be divided into and represented by four thousand (4000) shares of a par value of One Hundred Dollars ($100.00) each, which 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 Two Million Dollars ($2,000,000.00).

All of which will also appear by reference to the certificate of said stockholders' meeting hereto annexed.

Now, Therefore, in order to carry out the objects and purposes of said stockholders' meeting, and to clothe the said amendment in authentic form, the said appearers do now hereby formally declare and make known that the original act of incorporation of the Gulf States Electric Co., Inc., has been changed, altered and amended in the manner and form and to the extent heretofore set forth, and they do hereby authorize and require that the foregoing act of amendment be recorded and published according to law.

Thus done and passed in my office, at the City of New Orleans, Louisiana, on the day, month and year first above written, in the presence of J. Blanc Monroe and S. Hoffman, competent witnesses, who hereunto sign their names, together with the said appearers and me, Notary, after due reading of the whole.

Witnesses: J. Blanc Monroe, S. Hoffman. (Original Signed) G. H. Wygant, Chairman; J. E. Sims, Secretary.

WATTS K. LEVERICH. Notary Public.

A true copy.

WATTS K. LEVERICH. Notary Public.

Mch. 11-April. 15.

AMENDMENT TO CHARTER OF GULF AND INTERNATIONAL.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this tenth day of March, in the year one thousand, nine hundred and twenty, before me, William Waller Young, 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 Albert R. Williams and Frank Baiamonte, both above the full age of majority and residents of this city, the said Williams herein acting in the capacity of president, and the said Baiamonte herein acting in the capacity of secretary, of the Gulf and International Steamship Co. Inc., a corporation organized under the laws of the state of Louisiana, domiciled in this city, instituted by an act passed before the undersigned notary public, on October 18th, 1919, and recorded in the Mortgage office of the parish of Orleans, in Book 1231, Folio 490, by virtue of a resolution adopted at a general meeting of the stockholders of said corporation, held at its office, No. 910 Gravier street, this city, on the eighth day of March, 1920, a certified copy of the minutes of said meeting is hereunto annexed and made part hereof.

And the said appearers declared that at said meeting of the stockholders of said corporation, the charter of the said Gulf and International Steamship Co, Inc., was amended by increasing the capital stock of said corporation to the sum of one hundred thousand ($100,000.00) dollars, and that they, said appearers, were duly authorized and empowered to cause said amendment to the charter of the said Gulf and International Steamship Co. 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 Gulf and International Steamship Co. Inc., in authentic form by notarial act, do now declare that Article IV of said corporation be, and the same is hereby amended, so as to hereafter be and read as follows, to-wit:

"ARTICLE IV. The capital stock of this corporation is hereby fixed at the sum of one hundred thousand ($100,000.00) dollars to be divided into and represented by one thousand (1000) shares of the par value of one hundred ($100.00) dollars each. Said stock shall be paid for in cash, and at such times and in such installments as the Board of Directors may direct, or same may be issued at not less than par for labor done or services performed for said corporation or for property or rights actually delivered to and received by this corporation."

Said appearers further declare that they do hereby authorize and require the said amendment to be duly incorporated into notarial 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 Joseph Matthew Rault, and Thomas Joseph Dobbins, competent witnesses of lawful age, and residing in this city, who hereunto subscribe their names, together with said parties and me, notary, on the day and date set forth in the caption hereof.

(Original Signed):

A. R. Williams, president; F. Baiamonte, secretary.

Witnesses:

Jos. M. Rault.

Thos. J. Dobbins.

W. W. YOUNG, Notary Public.

I, the undersigned Recorder of Mortgages, in and for the parish of Orleans, state of Louisiana, do hereby certify that the above and foregoing amendment to the act of incorporation of the Gulf and International Steamship Co. Inc., was this day duly recorded in my office, in book 1238, folio..... New Orleans, March 10, 1920.

(Signed): EMILE J. LEONARD, D. R...

A true copy.

W. W. YOUNG, Notary Public.

Mch 18-Apr 22

CHARTER OF N. O. CHERO-COLA BOTTLING CO., INC.

United States of America, State of Louisiana, City of New Orleans. Be it known, that on this eighth day of the month of March, in the year one thousand nine hundred and twenty; before me, Felix J. Dreyfous, a Notary Public, duly commissioned and sworn in for the Parish of Orleans and City of New Orleans, therein residing; personally appeared, the 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, and more particularly Act 267 of 1914, of the General Assembly of this State, approved July 9, 1914, they have covenanted 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: N. O. Chero-Cola Bottling Co., Inc., and under that name it shall have and enjoy all the rights, privileges and advantages 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 and 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 necessary and expedient.

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 his absence, on either of the Vice-Presidents.

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 manufacture and bottle and to sell and distribute soft beverages of every kind; to establish agencies for the sale of the products of the Company; and generally to do and engage in every other business, undertaking or enterprise connected with, or growing out of, germane, or incidental to, any of the purposes hereinabove set forth or contemplated by this charter.

ARTICLE IV.—The capital stock of this corporation is fixed at the sum of one Hundred Thousand Dollars, divided into one thousand shares of the par value of one hundred dollars each. All shares of stock shall be full paid and non-assessable. No transfer of stock shall be binding upon the corporation unless made upon its books and all certificates of stock shall be signed by such officers as may be designated by the Board of Directors.

This corporation shall have the right to increase its capital stock to a further sum of Five Hundred Thousand Dollars, to be divided into shares of one hundred dollars each, provided said increase in the capital stock shall have been authorized by the stockholders at a meeting to be held pursuant to the provisions of Article V of this charter.

ARTICLE V.—All the corporate powers of the Company shall be vested in, and the management and control of its affairs shall be exercised by a Board of Directors composed of three stockholders, the membership of which may be increased to a number not exceeding seven, by the Board of Directors at any of its regular meetings. A majority of the directors shall constitute a quorum for the transaction of all business. The directors shall be elected annually by ballot on the second Tuesday in March in each year. Each stockholder shall be entitled, in person or by proxy, to a vote for every share owned by him, and 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 of such election shall have been sent to each stockholder at his last known address. The directors thus elected shall continue in office for one year, or until their successors shall have been duly elected and qualified. No failure to elect shall be regarded as a forfeiture of this charter. Any vacancy occurring on said Board shall be filled by the remaining directors for the unexpired term; the said Board shall likewise elect the additional members in case they should determine to increase the number of said Board. Said Board of Directors at its first meeting after its election, nominate out of its number, a President, a 1st Vice-President, and a 2nd Vice-President. Said Board shall also appoint a Secretary-Treasurer who need not be either a stockholder or director of the Company, and said Board shall have the right to appoint and dismiss such clerks, managers and other employees of the corporation, as conditions may justify or the business of the corporation may require. The tenure of office of all the employes of the corporation shall be during the pleasure of the Board of Directors. Any of the directors shall have the right to appoint, by written instrument, another director or stockholder to act as his proxy and in his stead at any and all meetings of the Board of Directors.

ARTICLE VI.—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 VII.—This act of incorporation may be changed, modified or altered, or this corporation may be dissolved, with the assent of the stockholders owning two-thirds of all the stock of the corporation at a general meeting convened for that purpose, and after at least ten days' written notice of this meeting has been given through mail addressed to each shareholder 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 death or disability of any one of said commissioners or liquidators, the survivors, of the remaining liquidators, shall appoint a successor to him. The said liquidators shall have full power to settle said Company's affairs, collect outstanding debts, sell and convey property, pay its debts, and divide the remaining money and property among the stockholders. They shall also have power to meet and act under the by-laws of the corporation and under regulations to be made by a majority of said liquidators; to fix the price and prescribe the terms of sale of said property, and the manner in which the sale shall be made, and take notes and bonds secured by mortgage and otherwise, for part of the purchase price for all or any 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 authority to sue for and recover the debts and property in the name of the corporation and may 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 to their hands or possession as liquidatrs and for the proper application and distribution thereof.

ARTICLE VIII.—The entire capital stock of this corporation has been subscribed at the time of the signing of this charter, as follows, viz: Frank Hawkins, whose address is care Citizens and Southern Bank, Atlanta, Ga., 350 shares; James E. Hickey, whose address is care Piedmont Hotel, Atlanta, Ga., 350 shares; and Reuben O. Emery, whose address is 306 Baronne Street, New Orleans, La., 300 shares.

ARTICLE IX.—Until the election to be held in March, 1921, the following shall constitute the first Board of Directors, viz: Frank Hawkins, President; James E. Hickey, 1st Vice-President; and Reuben O. Emery, 2nd Vice-President.

Thus done and passed in my office, on the day, month and year, first above written, in the presence of Frank B. Twomey and Joseph L. Weiss, competent witnesses, who have signed with the appearers and me, the notary, after reading the whole.

Witnesses: F. B. Twomey, J. L. Weiss. (Original Signed) Frank Hawkins, 350 shares, per pro Reuben O. Emery; Jas. E. Hickey, 350 shares, per pro Reuben O. Emery; Reuben O. Emery, 300 shares.

FELIX J. DREYFOUS, Notary Public.

I, the undersigned, Recorder of Mortgages, for the Parish of Orleans, and City of New Orleans, do hereby certify that the foregoing act of incorporation of N. O. Chero-Cola Bottling Co., Inc., was this day duly recorded in my office, in Book 1238, Folio 658.

New Orleans, March 8th, 1920.

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

A true copy from the original act.

FELIX J. DREYFOUS, Notary Public.

204 Carondelet St., New Orleans.

Mch. 11-April. 15.

CHARTER OF THE GREAT NORTHWESTERN OIL AND REFINING COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, That on this tenth day of the month of March, in the year of our Lord one thousand nine hundred and twenty, and of the Independence of the United States of America, the one hundred and forty-fourth, before me, Oscar Schreiber, a Notary Public, duly commissioned, sworn and qualified in and for the Parish of Orleans, 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 this State, relative to corporations, and particularly Act No. 267 of the General Assembly of the State of Louisiana for the year 1914, they have covenanted and agreed and do by these presents, covenant and agree, and bind and obligate themselves, as well as all other persons who may hereafter become associated with them, to form and constitute a body politic in law, for the objects and purposes hereinafter set forth and under the articles and stipulations herein following, which they adopt as their charter, to-wit:

ARTICLE I.—The name and style of this corporation shall be the Great Northwestern Oil and Refining Company, Inc.

ARTICLE II.—The objects and purposes for which this corporation is organized are hereby declared to be:

(a) To refine, market and distribute crude oil, or petroleum, and all of its products; to locate, purchase, lease or otherwise acquire and to sell, mortgage or otherwise dispose of lands containing or believed to contain petroleum, oil or natural gas, or either of them, and to drill or prospect for or produce the same; to purchase, lease or otherwise acquire, and to sell, mortgage or otherwise dispose of, developed or producing oil and gas properties or the products of such oil or gas properties; to purchase, produce, refine, sell and distribute petroleum and all of the products and by-products thereof; to buy, sell or otherwise dispose of, and manufacture all kinds of illuminating, burning and heating oils, and gasoline, naptha, lubricants, greases, waxes and all other products and by-products of petroleum; to act as broker or agent for others in all of said acts.

(b) To carry on the business of storing, drilling or prospecting for, mining, producing, refining, manufacturing, piping, buying and selling petroleum, natural and artificial gas, casing head gasoline, naphta, and any and all other products and by-products thereof.

(c) To acquire, own, enter or lease mines and mineral lands of every kind, nature and description; also to acquire, own, enter, lease, sell, assign, transfer or otherwise dispose of, mill sites, water rights and terminal facilities, to work, prospect or develop mines and mineral lands of every nature or description, either for itself or other companies, corporations or individuals, upon such terms and for such remuneration as it shall deem fit and proper, and to accept, take and hold mineral lands and claims of every kind and nature, either as an entirety or any portion thereof.

(d) To build, construct, equip, maintain, own, control, lease or otherwise acquire, and to operate all necessary tanks, tank cars, pipes and pipe lines, compressors, separating plants, refineries, buildings and warehouses, and the necessary fixtures and equipment thereunto pertaining and other and all means of refining, storing, saving, conveying, transporting, exporting or marketing petroleum, oil and gas, or the crude or refined products of either, and to do any and all other acts and things necessary as a broker or agent in the marketing or sale of petroleum products, property or its allied lines.

(e) To acquire, own and operate such machinery, apparatus and appliances as may be necessary, proper or incidental to the mining, production and development of lands for petroleum oil, natural gas and other minerals, or for any of the purposes for which this corporation is organized.

(f) To manufacture, erect, build, furnish, construct, hold, own, operate, export, import, lease, rent, hire, buy, sell and generally deal in as principal, agent or factor for others, all kinds of petroleum products, gas, gasoline, explosive, steam and all other kinds of engines, all kinds of dynamos, generators, pumps and any and all kinds of mechanical apparatus for whatever purpose employed.

(g) To contract for, build, buy, sell, own and operate all necessary mills, smelters, roads, railroads, spur tracks, tramways, loading racks, ditches, flumes, pumps, pumping plants of any kind or kinds whatsoever, casing head gas plants and compressors for the purpose of converting casing head gas into gasoline or other products, and such other property as shall be fit and necessary in carrying out the objects herein stated.

(h) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

(i) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(j) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

(k) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of this State or any other State, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

(l) To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(m) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property or the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(n) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such State, district, territory, colony or country.

(o) In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Louisiana upon corporations formed under the act hereinafter referred to, and to do any or all of the things herein before set forth to the same extent as natural persons might or could do.

(p) The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III.—The amount of the capital stock of this corporation is hereby fixed at one million dollars, represented by 1,000,000 shares of stock at the par value of one dollar each. Said stock shall be paid for in cash, or given at par in payment for property actually received by said corporation. The shares of stock shall be transferable only on the books of the corporation and must be signed by the President or Vice President and the Secretary, and no transfer of stock shall be binding or have any effect upon this corporation, unless and until made upon the books. No stockholder shall be liable for any further sum than the amount of his subscription, the capital stock of this corporation may be increased to two million dollars, or any portion thereof.

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

ARTICLE V.—This corporation shall continue to exist and enjoy life for a period of ninety-nine years from the date hereof, and shall enjoy all the rights, privileges and immunities granted by law to such corporations; they shall have the power to sue and be sued, use a corporate seal, the same to alter and amend at pleasure; to own and hold personal, real or mixed property, to make notes, bonds, mortgages or other evidence of debt.

ARTICLE VI.—All corporate powers of this corporation shall be vested in and exercised by a Board of Directors composed of nine stockholders, elected annually at a meeting to be held on the second Monday of March of each year. Five of such Directors shall compose a quorum for the transaction of any business. They shall be elected by ballot at said annual meeting, either by proxy or in person. Notice of said annual meeting to be given to each stockholder at least ten days prior to said meeting, by publication in a daily newspaper of New Orleans, three times within said ten days. Within a week after the election of said Board of Directors, as above provided for, they shall elect from among their numbers a President, a Vice President and a Secretary and a Treasurer, or the last two offices of Secretary and Treasurer may be held by the same person at the will of the Board of Directors, and said Board may appoint managers, clerks, agents, employers as they see fit, and regulate the salaries to be paid them. All officers and members of the Board of Directors shall hold office for one year from the date of their election, or until their successors have been duly elected and qualified. Until the election of Directors and officers to take place on the second Monday of March, 1921, the following will serve as Board of Directors and officers: Messrs. Michael J. Crowley, Marion J. Epley, C. Le Roy Eastman, Edward Eastman, Fred Cook, James T. Flynn, William H. Flynn, Walter J. Jung, Joseph Delery, with Michael J. Crowley as President, Marion J. Epley as Vice President, James T. Flynn as Secretary, and C. Le Roy Eastman as Treasurer. They shall hold office until their successors are duly elected and qualified. The addresses of the Board are: Michael J. Crowley, 71 Broadway, New York City, N. Y.; Marion J. Epley, 809 Hennen Building, New Orleans, La.; C. Le Roy Eastman, 213 West 40th Street, New York City, N. Y.; Edward Eastman, 213 West 40th Street, New York City, N. Y.; Fred Cook, 726 Gravier Street, New Orleans, La.; James T. Flynn, 2218 Prytania Street, New Orleans, La.; William H. Flynn, 1630 Jackson Avenue, New Orleans, La.; Walter J. Jung, 2401 Marengo street, New Orleans, La., and Joseph Delery, 809 Hennen Building, New Orleans, La.

ARTICLE VII.—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, without referring to the stockholders, to borrow money, execute mortgages and 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 reasonably necessary or convenient for the proper carrying on of the business of the corporation and they are expressly authorized to issue and deliver full paid shares of stock and bonds or obligations of the company in payment of property acquired by said corporation, and especially for the forty-eight leases on property now held by James T. Flynn in the Parish of Caddo, State of Louisiana, at the price and sum of five hundred thousand dollars.

ARTICLE VIII.—The Board of Directors shall have the power, by a vote of not less than two-thirds of all Directors to sell all or any part of the property, movable and immovable, belonging to the corporation, or to receive in exchange therefor money or stocks or bonds or other obligations of another individual, firm or corporation of any character, without referring to the shareholders for power to do so. 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 said absent Director according to the written instructions of said absent Director.

ARTICLE IX.—This act of incorporation may be modified, changed or altered or amended, or this corporation may be dissolved, in the manner provided by law, by a two-thirds vote of the entire outstanding capital stock present or represented at a general meeting of the stockholders convened for such 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 proceedings in accordance with the laws of the State of Louisiana.

ARTICLE X.—If this corporation shall be dissolved, either by limitation or from any other cause its affairs shall be liquidated by three commissioners to be appointed at a meeting of stockholders convened for the purpose of liquidation, and to be elected by a majority vote of the stockholders present, which 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 survivors.

ARTICLE XI.—There is annexed hereto an accurate, detailed and itemized description of certain leases which are to be conveyed to the corporation in payment of certain subscriptions for 500,000 shares of its capital stock, showing the amount, location, extent, character, together with a statement of the value of same as appraised by the 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 at the city of New Orleans, Louisiana, on the day, month and year first above written in the presence of John Young, and Theresa Swett, competent witnesses, who have hereunto subscribed their names, together with me, notary, and said appearers, after due reading of the whole.

(Original Signed.)

Namesof subscribers omitted.

Witnesses:

John Young.

Theresa Swett.

OSCAR SCHREIBER, Notary Public.

I, the undersigned, Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing Act of Incorporation of the Great Northwestern Oil and Refining Company, Inv., was this day duly recorded in my office, in Book 1238, folio——.

New Orleans, March 4, 1920.

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

(Seal.)

A true copy. OSCAR SCHREIBER, Notary Public.

Mch 18-Apr 22

CHARTER OF SERVICE DRAYAGE COMPANY, INCORPORATED.

State of Louisiana, Parish of Orleans. Be it known, that on this twenty-eighth day of the month of February, in the year of Our Lord, one thousand nine hundred and twenty, and of the independence of the United States of America, the one hundred and forty-fourth. Before me, Nicholas Eugene Humphrey, a notary public, duly commissioned and qualified in and for the parish of Orleans, state of Louisiana, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, all being above the age of majority and who severally declare; that availing themselves of the laws of the state of Louisiana, in such case made and provided they have contracted and agreed, and do by these presents contract and agree, and bind and obligate themselves as well as such other persons as may hereinafter become associated with them to form and constitute a corporation and body politc 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 "Service Drayage Company, Incorporated," and under this name it shall have power and authority to have and enjoy succession for the full term and period of ninety-nine years, from and after the date hereof, to have and exercise all the powers now and hereafter conferred by law on similar corporations, 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, lease, purchase and convey as well as to mortgage and hypothecate property, real personal or mixed corporeal or incorporeal, to issue bonds or notes for the purpose of borrowing such sums of money as may be required by it and to secure the same by mortgage or pledge, or otherwise, to purchase stock, tools and equipments, and to issue in payment therefor any part or all of the capital stock, to name and appoint such managers, agents, directors and officers as its business interest and conveniences may require, and to make and establish as well as alter and amend from time to time such by-laws, rules and regulations for the proper regulation and management of the affairs of said corporation as may be necessary and proper.

ARTICLE II.—The domicile of this corporation shall be the city of New Orleans, state of Louisiana, and citation or other legal process shall be served upon the president of the corporation or in the event of his absence upon the vice president, and in the absence of both upon the secretary-treasurer.

ARTICLE III.—The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are hereby declared to be, to conduct a general drayage, hauling and transfer business, and to lease, hire or farm out its teams, conveyances and equipments, and generally to do any and all things that may be incidental to or necessary in the conduct of said business.

ARTICLE IV.—The capital stock of this corporation is fixed at six thousand dollars, divided into sixty shares, of a par value of one hundred each, and shall be paid for in cash, or may be issued at par, full paid and non-assessable in payment for property actually purchased or services actually rendered to the corporation at all such times and in such manner as may be prescribed by the board of directors. This corporation shall, be authorized to commence business and be a going concern as soon as fifty per cent of its capital stock shall have been subscribed and paid for, shares of stock shall be transferable only on the books of this corporation and in such manner as may be prescribed by the board of directors and no transfer of stock shall be binding upon or have any effect on this corporation unless and until made on its books.

ARTICLE V.—All the powers of this corporation shall be vested in and exercised by a board of directors to be composed of four persons elected annually by the stockholders on the first Monday following the first Saturday in January, in each year, the 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 at the office of said corporation under the supervision of the president and three commissioners appointed by him; notice of said elections and all other meetings of stockholders whatsoever unless waived in writing shall be given by depositing in the United States postoffice in New Orleans, not more than fifteen nor less than ten days prior to the date of said elections or meeting, a notice of the holding thereof, enclosed in a post paid wrapper addressed to each stockholder at the last address furnished to this corporation by the said stockholders and in the event no address be furnished, then addressed to General Delivery, New Orleans, at said election and all other meetings of 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 by him in person or by proxy, the majority of the stock voted shall decide all questions except otherwise provided by law or by the charter. The board of directors shall have the right to fill for the unexpired term any vacancy occurring among the directors by death, resignation or otherwise, the failure to hold an annual election or to elect directors, as above provided shall not dissolve the corporation, but the directors then in office shall remain in effect, until their successors are elected and shall cause another election to be held as soon as possible thereafter and notice thereof shall be given as above provided, the board of directors shall after each annual election elect from their own number a president, and also shall elect a secretary and treasurer, the board of directors may appoint from time to time such officers, clerks, or agents and other employees as they may deem necessary for the purpose and business of the corporation but all officers thus elected or appointed by the board, including the officers named in the charter and all other clerks and agents or employees, shall hold office only at the pleasure of the board which shall not have power to elect or employ any officers or clerks or agents, for a fixed time, any and all directors shall hold office at the pleasure of the stockholders, who may declare their office vacant, and select their successors at any general meeting convened for the purpose and notices as above provided and it shall be the authority of the secretary and of the president to call a meeting for that purpose at the request in writing of ten per cent of the capital stock of the company. The board of directors shall have power to adopt by-laws for the government of the corporation and alter and amend the same at pleasure and shall have also the power at any time to name and appoint a manager to conduct and manage the drayage and hauling and transfer business of the corporation and exercise such other powers as may be conferred upon him by the board of directors and may combine the office of manager with that of any office of said corporation, the board of directors may delegate all or any of its powers in the transaction of the business of this corporation to a committee or committees of their own body, or to officers and agents of this corporation named in the charter or hereafter created by the Board, the first Board of Directors shall be composed of the following named persons, namely: Joseph M. Cousins, Alonzo M. Donnaway, C. Fenner Hodgins and Edward Guedan, of whom Joseph Cousins, shall be president, Alonzo M. Donnaway, first vice president, C. Fenner Hodgins, second vice president and Edward Guedan secretary-treasurer, who shall exercise their functions and hold their offices until the annual election to be held in January 1921, or until their successors are duly elected and qualified subject to the conditions hereinabove provided.

ARTICLE VI.—This act of incorporation may be modified, added to or changed or said corporation may be dissolved with the assent of three fourths of the capital stock represented at a general meeting of the stockholders convened for such purpose and called in the manner provided for herein for the calling of the meetings held annually for the election of the board of directors; and whenever this is dissolved either by limitation or by vote of its stockholders as heretofore provided, or otherwise, its affairs shall be liquidated by three commissioners to be elected at the general meeting called for the purpose of voting on the question of liquidating, and in case of death or resignation of any of said commissioners the surviving or remaining shall continue to act, and in case of death or resignation of all of them, three more commissioners shall be elected by the stockholders to complete the liquidation. Any changes proposed or made in reference to the capital stock shall be made in accordance with the laws of the state of Louisiana on the subject of altering the capital stock of corporations.

ARTICLE VII.—No stockholder shall be held liable or responsible for the contracts or faults of this corporation in any further sum than the unpaid balance due the corporation thereof, nor shall any informality in organization have any effect of rendering this charter null or of exposing any stockholder to any liability beyond such unpaid balance due on his 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 respectively written opposite their names the amount of capital stock in this corporation subscribed for by each of them.

Thus done and passed in my office in the city of New Orleans, on the day, month and year first above written in the presence of Geo. E. Williams and Conrad G. Collins, competent witnesses who have hereunto signed their names with said appearers and me, notary, after a due reading of the whole.

J. M. Cousins, 5 shares; A. M. Donnaway, 10 shares; C. F. Hodgins, 7 shares; Ed. Guedan, 10 shares.

Witnesses:

Geo. E. Williams

Conrad G. Collins.

N. E. HUMPHREY, Notary Public.

I, the undersigned Recorder of Mortgages for the parish of Orleans, state of Louisaina, do hereby certify that the above and foregoing act of incorporation, of the Service Drayage Co., Inc., was this day duly recorded in my office, in book 1238, folio 629. New Orleans, March 4th, 1920.

(Signed): EMILE J. LEONARD, D. R...

I, the undersigned notary public, hereby certify that the foregoing is a true copy of the original act of incorporation of the Service Drayage Company, Inc., passed before me on February 28th, 1920, and of record in my office.

N. E. HUMPHREY, Notary Public.

Mar 18-Apr 22

CHARTER OF SEAMAN KNIGHT MOTORS CO., INC.

United States of America, State of Louisiana, Parish of Orleans. Be it known, That on this 10th day of the month of March, in the year of our Lord one thousand nine hundred and twenty (1920), before me, Watts K. Leverich, 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 the several persons whose names are hereunto subscribed, all of the full age of majority, who declared that, availing themselves of the provisions of the laws of this State relative to the organization of corporations, they hereby form themselves into and constitute a corporation for the following purposes, and under the stipulations hereinafter set forth:

ARTICLE I.—The name and title of this corporation shall be Seaman Knight Motors Co., Inc., and under its said corporate name shall enjoy succession for the full term and period of ninety-nine (99) years from and after the date hereof, and shall have power and authority to contract, 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, as well as mortgage and hypothecate under its corporate name, property, both real and personal and mixed; to borrow money and make and issue bonds and other evidences of debt, and to secure the same by mortgage or otherwise; 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 in the City of New Orleans, Louisiana, and all citations or other legal process shall be served upon the President of the corporation, or, in his absence, upon the Vice President.

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 buy, sell, or otherwise acquire, alienate and handle; to deal in, operate for hire, or contract for the operation of, lease, store and repair machinery of all kinds, automobiles and motor, or self-propelled vehicles of all descriptions and their parts and accessories and supplies therefor and appurtenances thereto, including trailers, tractors, and similar equipment for its own account and as agent for others; to operate automobile carriages, and to manufacture and assemble machinery of all kinds, automobiles together with parts thereof, and supplies, accessories and appurtenances thereto; to own, operate, repair, lease, store, and deal in automobiles, farm tractors and implements, farm implements of all character, including road building machinery; to build, operate and contract for roads of all kinds, to do a general engineering and contracting business, and to engage in all businesses incidental to the purposes stated.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at six thousand dollars ($6000.00), divided into and represented by sixty (60) shares of the par value of one hundred dollars ($100.00) each, which shall be paid for in cash, or may be issued at not less than par for property or services actually rendered to the corporation. The capital stock may be increased to the sum of one hundred thousand dollars ($100,000.00). All stock shall be transferable only upon the books of the Company and in accordance with its by-laws and rules and regulations.

ARTICLE V.—All the powers of this corporation shall be vested in and exercised by a Board composed of three (3) directors, who shall elect from their number a President, a Treasurer, a Vice President and a Secretary. The said Board of Directors shall be elected annually on the first Monday in January of each year, the first election to be held in the year 1921. All such elections shall be by ballot at the office of the corporation. Notice of annual meetings as well as of special meetings of stockholders shall be given by written notice mailed fifteen (15) days in advance of the date fixed for 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 is 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 the majority of votes cast shall elect. The Board of Directors shall have the power to fill all vacancies which may occur on the Board, even though no quorum remains 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. The Directors may elect such other officers as they deem necessary or convenient for the carrying on of the Company's business, and shall have power to unite two or more offices and to confer the same upon one person, or to dispense with any office in its discretion. The