CHARTER.

CHARTER OF GENERAL SHIPPING CORPORATION, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this 1st day of the month of July, in the year of our Lord, One Thousand, Nine Hundred and Twenty; before me, Frederic C. Marx, a Notary Public, duly commissioned and qualified in and for the State and Parish aforesaid and in the presence of the witnesses hereinafter mentioned and undersigned personally came and appeared the persons whose names are hereunto subscribed, all above the age of majority, who severally declare that, availing themselves of the provisions of the laws of the State of Louisiana relative to the organization of corporations, they do hereby associate and join themselves into and constitute a corporation for the objects and purposes and under the stipulations hereinafter set forth.

ARTICLE 1.—The name and title of this corporation is General Shipping Corporation, Inc.

ARTICLE 2.—The domicile of the corporation is the City of New Orleans and it shall exist and enjoy corporate succession under its corporate name for a period of ninety-nine years from and after the date hereof. It shall have the power to sue and be sued, to make and to use a corporate seal and the same to alter and break at pleasure, to hold, receive, lease, purchase and convey, as well as mortgage and hypothecate property, real, personal and mixed, corporeal and incorporeal; to name and appoint such managers, agents, directors and officers as its business interests may require, and to make and establish, as well as alter and amend from time to time, such by-laws, rules and regulations for the proper government of the affairs of the corporation as may be necessary and proper. All citation or other legal process shall be served according to law.

ARTICLE 3.—The objects and purposes for which this corporation is organized and the nature of the buisness to be carried on by it are hereby declared to be: To do a general hauling, delivering, and transportation business by wagon, dray, truck, automobile, boat, railroad car, or other vehicles of transportation; to own and operate such vehicles of transportation, and to buy and sell the same, whether in connection with its business or otherwise; to lease or rent or charter such vehicles of transportation as its business may require; to do a general forwarding business, and to act as agent or representative for others in the various states of the Union or in foreign countries; to buy and sell real estate., and to own and operate the same, and the same to hypothecate or encumber, or otherwise; to do stevedoring, to load and unload steamships, freight cars, and all other vehicles of transportation; to own and operate warehouses, storehouses, etc.; to act as freight brokers, to engage in business as steamship agents, to steamboat agents, to do general exporting and importing business, and act as forwarding agent, and to do general commission business, and generally to do and perform any and all things essential to or necessary in the conduct of the business hereinabove set forth.

ARTICLE 4.—The capital stock of this corporation is hereby fixed at the sum of Twenty-five Thousand ($25,000.00) Dollars, divided into and represented by Two Hundred and Fifty (250) shares of the par value of One Hundred Dollars ($100.00) each. Such stock shall be paid for in cash or in such installments and at such time and after such notice to subscribers as the Board of Directors may determine and fix, 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 said corporation.

Twenty-five thousand Dollars ($25,000.00) of the capital stock has been subscribed for at the time of the passing of this Act of Incorporation and this corporation shall be a going concern and shall be authorized to do business as soon as Twelve Thousand Five Hundred Dollars ($12,500.00) of its capital stock shall have been paid for.

All transfers of shares of the capital stock of this corporation shall be made and entered on the stock book of the corporation and no transfer shall be in any manner binding on the corporation unless so entered.

Stock in this corporation is issued, acquired, and held by the stockholders under the following conditions which are the essence of their rights as stockholders and which conditions shall be referred to in the certificate of stock.

No stockholder shall sell, or otherwise dispose of his stock until he shall have first offered the same to the other stockholders of the company, which offer shall be made in writing to the Board of Directors, whose duty it shall be to transmit the same to the stockholders immediately, and said stockholders shall have seve ndays from the receipt of said notice within which they may purchase at the value thereof.

The value of the stock for the purpose aforesaid shall be the same as is shown by the books of the corporation—established on the basis of the last semi-annual statement of the corporation in connection with the monthly trial balance and the semi-annual inventory.

It shall be the duty of the corporation to make up and preserve the foregoing trial-balances and semi-annual and annual statements for the purposes aforesaid, and which shall at all times be open to the view of the stockholders.

Should more than one stockholder offer to buy said stock, the same shall be distributed among those wishing to purchase according to their holdings in the corporation.

In case of the acceptance of the offer under the provisions hereinabove set forth the price therefor shall be paid in cash within twenty-four hours after such acceptance.

ARTICLE 5.—All the corporate powers of this corporation shall be vested in and exercised by a Board of Directors, composed of 5 stockholders a majority of whom shall constitute a quorum for the transaction of business. The directors shall be elected annually by the stockholders at a meeting to be held on the 1st Tuesday of June in each year. Said meetings of the stockholders shall be preceeded by three days' notice in writing sent to each stockholder at his or her last known place of residence. Each person shall be entitled to one vote in person or by proxy for each share of stock held. All elections shall be held under such rules and regulations as may be fixed by the of Directors or of stockholders, all questions shall be determined by a majority of those present at such meetings.

The Directors, when elected, shall continue in office for one year and until their successors shall have been duly elected and qualified. No failure to elect shall operate the forfeiture of this charter or any right hereunder. Any vacancy occurring on the Board of Directors shall be filled by the remaining Directors for the unexpired term. The Board of Directors after its election shall from among its members elect a President, a Secretary and a Treasurer but this latter office may be filled by one person.

ARTICLE 6.—The funds of the corporation shall be deposited from time to time in a bank or banks to be selected by the Board of Directors. All checks, notes or other instruments drawn, executed or issued in the name of the corporation shall be executed as determined by the Board of Directors. No official shall sign or use the name of the corporation except strictly in its concerns.

ARTICLE 7.—The first Board of Directors, who shall serve until their successors have been legally elected and qualified shall be:

T. H. Lyons, Stonewall Jackson, George Janvier, Lucien E. Lyons, Jr., J. Norcom Jackson, of whom Lucien E. Lyons, Jr., shall be President, J. Norcom Jackson, Treasurer, and George Janvier Secretary.

ARTICLE 8.—This act of incorporation may be changed, modified or amended or the capital stock increased or decreased by and with the consent of two-thirds 2-3 of all the capital stock.

A change in the objects and purposes may be made only by a vote of all the outstanding stock and an increase of the capital stock in excess of the amount named herein as the amount to which it may be increased may be made by three-fourths 3-4 of all the outstanding stock.

This corporation may be dissolved by a vote of two-thirds 2-3 of all the stock of a meeting called for that purpose.

Notices of all meetings referred to in this act of incorporation shall be given in the same manner as is provided for the giving of notices of the annual meeting of stockholders.

In case of dissolution or the termination of this charter either by limitation or otherwise the affairs of this corporation shall be liquidated by one liquidator chosen by the stockholders from among their own number, who shall have full authority to settle and wind up the business and affairs of the corporation.

The terms and conditions and the compensation for this service shall be fixed at the time of election. In case of the death or other disability of the said liquidator a successor shall be named by the stockholders at a meeting to be called as above provided for.

ARTICLE 9.—No stockholders of this corporation shall be held liable or responsible for the contracts, defaults or debts of this corporation nor shall any mere informality in the organization have the effect of rendering this charter null or of exposing any stockholder to any further liability that to pay the unpaid balance on any stock subscription made by him.

ARTICLE 10.—In order that this charter may also serve as the original subscription list, the subscribers hereto have written opposite their names the number of shares subscribed for by each, which are:

Lucien E. Lyons, 1511 Louisiana Avenue, 100 shares; J. Norcom Jackson, 1515 State Street, 100 shares; George Janvier, 1725 Joseph street, 15 shares; Stonewall Jackson, 1515 State street, 12 1-2 shares; T. H. Lyons, 1511 Louisiana avenue, 12 1-2 shares; E. H. Harrison, 1218 Napoleon avenue, 10 shares.

All of which above subscriptions are payable in cash.

Thus done and Passed at New Orleans, La., on this 1st day of July, 1920, in the presence of E. Daly and John St. Paul, Jr., competent witnesses residing in this Parish who have signed these presents together with the said appearers and me, Notary, after a reading of the whole.

(Names of Signers Omitted.)

Witnesses:
E. Daly,
John St. Paul, Jr.
(Signed.) FRED C. MARX, 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 General Shipping Corporation, Inc., was this day duly recorded in my office in Book 1246, folio 971.

(Signed.) EMILE J. LEONARD, D. R.
New Orleans, July 1st, 1920.
A true copy:
FRED C. MARX, Notary Public,
July 8-Aug. 12.

AMENDMENT TO SILICA BRICK COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans. Be it known, that on this 2nd day of the Month of July 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, Watts K. Leverich, a Notary Public duly commissioned and qualified, in and for the Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared Charles Bacharach and John W. Phillips, both residents of the City of New Orleans., State of Louisiana, and both of age, herein appearing in their respective capacities, as Chairman and Secretary of a meeting of the stockholders of the Silica Brick Company, Inc., a corporation organized by act before Frederick Adolph, a Notary Public of the Parish of Orleans, on the 17th day of December, 1918, recorded in the mortgage office for the Parish of Orleans, in Book 1222, folio 681) held on the 24th day of June, 1920, at the domicile of the Company in the City of New Orleans, pursuant to the call of the Board of Directors and unanimous consent of all the stockholders.

Who declared that at the said meeting of the stockholders of the said Silica Brick Company, Inc., held on the 24th day of June, 1920, as appears from the certified copy of the Minutes of said meeting, hereto annexed and made part hereof, it was unanimously voted by the entire outstanding capital stock of said Company to amend Articles I, IV, VI and VII of the charter of said Company, so that the same should hereafter read and be as follows, to-wit:

"ARTICLE 1.—The name of this corporation shall be American Brick Company Inc., and under such name it shall have power and authority to contract, sue and be sued; to make use of a corporate seal and the same to alter and break at pleasure; to hold, receive, have, buy, purchase, alienate, convey, sell, mortgage, pledge hypothecate, rent or lease property, real personal or mixed, to name and appoint such officers, directors, agents and employes as the interest and convenience said corporation may require; to make and establish such by-laws, rules and regulations for the proper management of its affairs as may be deemed necessary and proper, and the same to alter and change at pleasure; and generally to have such powers and rights as are permitted under the law and as are necessarily incidental or convenient for carrying out the obligations and purposes of said corporation as herein established.

ARTICLE 4.—"The authorized capital stock of this corporation is hereby fixed at Fifty Thousand Dollars ($50,000.00) of common stock, divided into Five Hundred (500) shares of the par value of One Hundred ($100.00) Dollars each, and Fifty Thousand Dollars ($50,000.00) of preferred stock, likewise divided into Five Hundred (500) shares of the par value of One Hundred Dollars ($100.00) each. Each class of said stock may be increased to Two Hundred Fifty Thousand Dollars ($250,000.00). The holders of the preferred stock shall be entitled to receive by preference and priority over the common stock dividends, at the rate of Ten (10) per cent per annum, cumulative from and after July 1, 1920, payable semi-annually on the first day of January and July of each year before any dividend is paid upon the common stock. Should the net profits for any year be insufficient to pay said preferred dividend, or any part thereof, any unpaid portion shall become a charge against the net profits of the Company and shall be paid in full out of said net profits before any dividend is paid upon the common stock. After the payment of all accrued dividends upon the preferred stock, the common stock shall be entitled to dividends at the rate of Ten (10) per cent per annum. After the payment of such dividends at such rate to the common stock, the surplus earnings of the company available for dividends shall be distributed equally among the preferred stock and the common stock, all stockholders sharing alike. In the event of liquidation or dissolution of the Company or distribution of its assets, the preferred stock shall be paid in full by preference and priority over the common stock up to its capital or par value plus accrued and unpaid dividends, if any, at the rate of ten (10) per cent per annum, before any amount shall be distributed among the owners of the common stock. Should there be any surplus then remaining the same shall be first applied to the common stock up to its capital or par value, plus dividends at the rate of ten (10) per cent per annum; and should there then remain any further surplus, the same shall be divided among all the stockholders, preferred and common, share and share alike.

"Both preferred and common stock shall vote upon an egality, each holder of share of stock, whether preferred or common, to have one vote.

"ARTICLE 6.—All the corporate powers of this corporation shall be vested in and exercised by a Board of Directors to be composed of not less than five or more than nine Directors. The number of Directors shall be determined at the annual meeting of the stockholders, but may be changed at any special meeting of the stockholders, properly convened for that purpose. A majority of the directors in office shall constitute a quorum for the transaction of business. In intervals between meetings of the Board of Directors all the powers of the corporation may be vested in and exercised by an executive committee of not less than three or more than five directors, to be appointed by the Board of Directors.

"The following named stockholders shall constitute the Directors of the Company until their successors are elected and qualified: Frank Bowers, D'Hemecourt and S. Murat Streets, New Orleans; William Groh, D'Hemecourt and S. Murat Streets, New Orleans; John W. Phillips, 226 Camp Street, New Orleans; Charles Bacharach, 6126 St. Charles Avenue, New Orleans; William Edenborn, 305 Baronne Street, New Orleans; Otto Schwartz, Whitney Building, New Orleans; E. Newton Kearny, 512 South Peters Street, New Orleans; W. J. Carmichael. Of the foregoing Otto Schwartz shall be President, Charles Bacharach, Vice President, and John W. Phillips, Secretary and Treasurer.

"ARTICLE VII.—The Directors and officers herein named shall serve until the next annual meeting of the stockholders, on the first Wednesday in December, 1920, or until their successors are elected and qualified. The annual meeting of the stockholders for the election of Directors and transaction of general business shall be held on the first Wednesday in December of each year. Due notice of all stockholders' meetings shall be given by delivering the same to each stockholder, or by depositing it in the postoffice, addressed to each stockholder at his, or her, last known, postoffice address, or if none be known, then to General Delivery, at New Orleans, Louisiana, at least fifteen days before the date of such meeting. Upon election for Directors, as on all other matters, each share of the outstanding stock whether preferred or common, shall be entitled to one vote. Any vacancy occurring in the Board of Directors shall be filled by the remaining Directors, even though no quorum then remains, unless and until a meeting of the stockholders is held to fill the vacancy or vacancies. 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 according to the written directions, either general or special, of the said absent Director. The Board of Directors shall elect from their number a President and a Vice President, and they shall likewise elect, but not necessarily from their number, a Secretary and a Treasurer (who may be the same individual) and such other officers and such committees as the Board may deem necessary. The Board shall have power in its discretion to unite two or more offices and to confer the same upon one person and it shall likewise have the power to dispense with any offices which it may find necessary."

And the said appearers declared that they appeared before me, the undersigned Notary, in order that the said amendments might be established in authentic form and recorded and made effective in accordance with law.

Thus done and passed, in my office at New Orleans, Louisiana, on the day, month and year herein first above written, in the presence of George Huff and George Perez, competent witnesses, who hereunto sign their names with the said appearers and me, Notary, after reading of the whole.

(Original signed.) Charles Bacharach, Jno. W. Phillips.
Witnesses: George Huff, George Perez.
WATTS K. LEVERICH, Not. Pub.
A true copy.
WATTS K. LEVERICH, Not. Pub.
July 8-Aug. 12.

CHARTER OF LIBERTY LAND COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans. Be it known, that on this twenty-third day of the month of June, in the year one thousand nine hundred and twenty, before me, Daniel John Murphy, a Notary Public, duly commissioned and sworn 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 several persons whose names are hereunto subscribed, and who declared to me, Notary, in the presence of the undersigned witnesses, that, availing themselves of the provisions of the laws of the State of Louisiana, they have mutually agreed and contracted, and by these presents do agree and contract, bind and obligate themselves, their heirs and assigns, and all persons with whom they may hereafter become associated herein, to form a corporation under the name and for the objects and purposes, and under the terms, stipulations and provisions contained in the following articles, to-wit:

ARTICLE 1.—The name of this corporation shall be Liberty Land Company, Inc., and in its corporation name it shall have existence and succession for ninety-nine years from and after the date hereof unless sooner dissolved by law; and by and under that name it shall have, enjoy and exercise all rights, powers and privileges now granted or that may hereafter be granted by law to corporations of this character, including especially the right to hold, receive, purchase, alienate, convey, sell, mortgage, pledge, hypothecate, rent or lease property, real, personal or mixed; in fact, to have all such rights and powers as permitted under the law and as are necessary, incidental or convenient for the carrying out of the objects and purposes of said corporation as herein established.

ARTICLE II.—The domicile of this corporation shall be in the City of New Orleans, State of Louisiana, where all citations or other legal process shall be served in the manner as now or may hereafter be prescribed by law.

ARTICLE III.—The objects and purposes for which this corporation is formed are declared to be:

1. To acquire by purchase, exchange, donation or otherwise, and to sell, donate, give, hold, own, use, cultivate, manage, improve, maintain, develop, rent, mortgage, or otherwise deal in real estate, improved or unimproved, in the State of Louisiana or elsewhere.

2. To maintain and construct, in whole or in part, houses, buildings or other improvements necessary to the betterment and improvement of its property; to grow crops suitable to the soil and climate of its property where situated, and to erect and construct such machinery, factories and improvements as necessary and advisable.

3. To drain and reclaim clear and improved farm lands.

4. To buy, own and raise live stock, and the same to sell and market as it pleases; to make loans on real property, improved and unimproved; to market the crops grown on its property in the raw or to manufacture the same, and in general to deal in such products, either as grower or manufacturer thereof, or as a dealer in the open market.

5. To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of the capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of corporations, public and private, of the State of Louisiana, or of the United States of America, or any other country; to exercise in respect of any such shares of stock, bonds or other securities of corporations any and all rights, powers and privileges of any individual ownership, including the right to vote and issue bonds or other obligations, and to secure the same by pledge in whole or in part, of the property of the corporation, and to sell or pledge such bonds or other obligations.

6. To purchase, acquire, hold and dispose of the stock, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and issue in exchange therefor its stock, bonds or other obligations.

7. To operate stores, commissaries, or do a general merchandise business, and to establish itself in such other State or States as it may desire, and open branch offices therein.

In fact, said corporation is authorized to do any and all other acts and things and to exercise any and all other powers which a corporation or natural person could do.

ARTICLE IV.—The capital stock of this corporation is hereby fixed as the sum of fifty thousand and 00/100 ($50,000.00) dollars, divided into and represented by five hundred (500) shares of stock of the par value of one hundred ($100.00) dollars per share; the same to be issued in the manner and for the consideration prescribed by law. All shares of stock shall be full paid and non-assessable.

ARTICLE V.—No transfer of the stock of this corporation shall be binding upon the corporation unless and until the transfer is actually made on the books of this corporation in the manner required by law. Prior to any such transfer this corporation shall be authorized to deal only with the person in whose name the stock stands on the books of this corporation. No stockholder of this corporation shall have the right to sell his said stock or pledge or hypothecate same without first having offered the same to the charter members, stockholders of this corporation and given said stockholders ten days within which to purchase said stock at its market value, or to receive same in pledge, as may be desired by the holder.

ARTICLE VI.—All the corporate powers of this corporation shall be vested in and exercised by a Board of Directors, to be composed of three stockholders. This Board may be increased at any time to seven, but it may be decreased at any annual stockholders meeting convened for the purpose of electing directors upon a vote of a majority of the stock outstanding, provided it may never be decreased below three directors. The following named stockholders, with their addresses herein given, shall constitute the first Board of Directors: Cicero Ramsey, 400 Carondelet Street, New Orleans, La.; James H. Thorp, 319 St. Charles Street, New Orleans, La.; Miss Marie Louise Gregoire, 400 Carondelet Street, New Orleans, La. The Directors here named and the officers chosen therefrom shall serve until the first Monday of June 1921, at which time, and annually thereafter, on the first Monday of June (unless that day be a legal holiday, and, if so, on the first legal day following) a new Board of Directors shall be elected, and with the annual election of said board, and at the same time, new officers shall be named and elected. The present board and officers and all subsequently elected boards and officers and each Director shall hold office until their successors shall have been elected and qualified. All stockholders' meetings, including the annual meeting for the purpose of election of officers and directors, shall be preceeded by written or printed notice, either delivered personally or deposited in the postoffice, properly addressed to each stockholder at his, her or their last known address, at least fifteen days before such meeting, provided the stockholders have the right to waive said notice. The board shall convene on verbal or written notice, and any director who may be prevented from attending any meeting of said board, by sickness or otherwise, may give his written proxy to any other member of said Board, whether said meeting be general or special. Three members of the Board shall constitute a quorum, and all business transacted at any meeting with a quorum of two members shall be binding upon the corporation. In the event of a tie vote of the Board of Directors, the President of this corporation shall have the right to cast the deciding vote, and this whether he has previously voted or not. Meetings of the Board of Directors or stockholders' meetings may be held away from the domicile of the corporation, or, if desired, out of the State, provided the written consent to so do is obtained from all members of the Board for a Board meeting or from all the stockholders.

ARTICLE VII.—The officers of this corporation shall consist of a President, Vice President, a Secretary and a Treasurer. (The Secretary need not be a stockholder.) Until the election of officers and Directors to the Monday of June, 1921, the following persons shall constitute the officers of this corporation: Mr. Cicero A. Ramsey, President; Mr. James H. Tharp, Vice President; Miss Marie Louise Gregoire, Secretary and Treasurer. If any vacancy occurs in the Board of Directors of this corporation the stockholders shall name or elect a successor to fill the vacancy until the next general election. The election of three Directors shall be by ballot or viva voca, as the stockholders may agree upon, but in either event each stockholder shall be entitled to one vote, either in person or by proxy, for each share of stock of this corporation held by him. The names and postoffice addresses of the subscribers to these articles of incorporation, and the number of shares subscribed by each are as follows: Cicero A. Ramsey, No. 400 Carondelet St. New Orleans, 124 shares; James H. Tharp, No. 319 St. Charles Street, New Orleans, 125 shares; Miss Marie Louise Gregorie, No. 400 Carondelet St., New Orleans, 1 share.

ARTICLE IX.—The charter of this corporation may be modified or altered or the corporation may be dissolved or the capital stock increased or decreased in the manner as now is, or may hereafter be prescribed by law. So, also, may said corporation be liquidated in the manner as is now or may hereafter be prescribed by law.

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 Messrs. George Keller and Stanley McDermott, competent witnesses, who have signed these presents with the said appearers and me, Notary, after due reading of the whole.

(Original signed.) Cicero A. Ramsey, 124 shares; J. H. Tharp, 125 shares; M. L. Gregorie, 1 share.
Witnesses: S. McDermott, Geo. Keller.
DANIEL J. MURPHY, Not. Pub.

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 Liberty Land Company, Inc., was this day recorded in my office, in Book 1242, Folio 515.

New Orleans, June 24, 1920.
(Signed.) EMILE J. LEONARD, D. R.

I certify that the above and foregoing to be a true and correct copy of the charter of the Liberty Land Company, Inc., passed before the undersigned Notary, on June 23, 1920, together with the certificates of the Recorder of Mortgages thereto appended and which is on file in my Notarial Archives.

DANIEL J. MURPHY, Not. Pub.
(Seal.)
July 8-Aug. 5

CHARTER OF THE UNIVERSAL FOLDING CRATE, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this twenty-third day of the month of June, in the year of our Lord one thousand, nine hundred and twenty, before me, Henry George McCall, a Notary Public, duly commissioned and qualified in and for the Parish and State aforesaid, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the persons whose names are hereto subscribed, who severally declared that, availing themselves of the provisions of the laws of this State relative to the organization of corporations, they have contracted, covenanted and agreed to bind, form and constitute themselves, and do hereby bind, form and constitute themselves, as well as all such other persons as may hereafter join or become associated with them, into a corporation and body politic in law, for the objects and purposes and under the articles, agreements and stipulations following, to-wit:

ARTICLE I.—The name and style of this corporation shall be the Universal Folding Crate, Incorporated, and under that name it shall have and enjoy all the rights, advantages and privileges granted by law to corporations, and shall exist for the period of ninety-nine years from this day. It shall have power to contract, sue and be sued; to make and use a corporate seal, and the same to break and alter at pleasure; to hold, receive, lease, reclaim, purchase and convey, as well as mortgage, hypothecate and pledge property, both real and personal; to issue bonds, notes and other obligations or negotiable instruments; to name and appoint 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 management and control of its business and affairs as may be deemed necessary or expedient, and the same to change and alter at pleasure; and to do all acts and things necessary and proper to carry out the objects and purposes of said corporation.

ARTICLE II.—The domicile of said corporation is hereby fixed in the City of New Orleans, in this State. All citations and other legal process shall be served on the President, and, in his absence, on the Vice President, and, in the absence of both, on the Secretary of the corporation.

ARTICLE III.—The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are hereby declared to be: To acquire all the rights, titles and interest of John J. Dahlstrom in and to Letters Patent Number 1,120,693, dated December 15, 1914, and the application for an improvement thereto, as per Serial Number 357,015, for folding and collapsible crates; to acquire all the rights, titles and interests of the Patent Marketing Company, a company organized under the laws of Louisiana, in and to the following contracts: The contract with the Hammond Box and Veneer Company, Ltd.; the contract with the Terry Manufacturing Company, of Terry, Mississippi; the contract with the Owosso Manufacturing Company, of Benton, Arkansas; the contract with the Enterprise Box Company, of Judsonia, Arkansas, and the contract with B. C. Jarrell & Company, of Humboldt, Tennessee, and all other contracts that may have been made by the said Patent Marketing Company, including all royalties that may become due on all of said contracts; to manufacture and sell and to have manufactured and sold, all forms and styles of crates and boxes, folding, collapsible or otherwise, and to erect or lease plants and factories for that purpose; to construct and operate or lease railroads and water lines in connection with said plants and factories, and generally to do any and all things necessary to carry out the objects and purposes for which this corporation is organized. In consideration of said John J. Dahlstrom transferring and assigning to this corporation the patent and patent rights hereinabove mentioned, and in securing the transfer and assignment of the contracts also hereinabove mentioned, in which contracts the said John J. Dahlstrom has the controlling interest, the said John J. Dahlstrom is to receive the sum of one hundred and fifty thousand, one hundred dollars, represented by fifteen hundred and one shares of the stock of this corporation of the par value of one hundred dollars each; said sum of one hundred and fifty thousand, one hundred dollars being the amount at which said patent, patent rights, contracts and royalties hereinabove referred to are hereby appraised and valued by the stockholders and Board of Directors of this corporation. And in consideration of services rendered and to be rendered by Pierre V. Blanchard and Julian F. Benjamin in promoting and organizing this corporation and in securing subscribers to the capital stock thereto, the said Julian F. Benjamin shall receive two hundred and twenty shares and the said Pierre V. Blanchard fifty shares of the capital stock of this corporation, full paid and non-assessable.

ARTICLE IV.—The capital stock of said corporation is hereby fixed at the sum of three hundred thousand ($300,000.00) dollars, divided into three thousand shares of the par value of one hundred dollars each, which stock shall be paid for in cash or property, at such times and in such amounts as may be determined upon by the Board of Directors. The corporation shall issue to the said Dahlstrom fifteen hundred and one shares of stock, to the said Julian F. Benjamin two hundred and twenty shares of stock, and to the said Pierre V. Blanchard fifty shares of stock, all full paid and non-assessable, and the said Dahlstrom, Benjamin and Blanchard do hereby subscribe for said shares of stock, the same to be paid for by being accepted in full payment of the patent, patent rights, contracts, royalties and of the services rendered and to be rendered as hereinabove set forth. Other subscriptions to said capital stock shall be paid in cash, at such times and in such amounts as may be determined by the Board of Directors. No transfer of stock shall be binding upon said corporation unless made upon the books of the corporation, and all certificates of stock shall be signed by such officers as may be designated by the Board of Directors. The said corporation shall at once become and be a going concern and shall immediately commence business. The said capital stock may be increased from time to time to any amount not exceeding five hundred thousand dollars, such increase to be made as provided by law.

ARTICLE V.—All the corporate powers of said corporation shall be vested in, and the management and control of its affairs shall be exercised by a Board of Directors, composed of not less than five nor more than seven stockholders. Each Director shall own at least one share of stock and shall be elected annually, by the stockholders, by ballot, on the first Monday of July, the first election to be held in 1921. Notice shall be given by mail, addressed to each stockholder, at his last known place of residence as shown on the books of the corporation, said notice to be mailed not more than three weeks nor less than two weeks before such election, and all elections shall be held under such rules and regulations as may be fixed by the Board of Directors. In case of any failure to hold an election as above provided, such failure shall not forfeit this charter, but an election shall be held as soon as may be practicable after notice as above provided. Each Board of Directors, at its first meeting after each election, shall elect from its number a President and Vice President; and shall also elect a Secretary and a Treasurer, who may be members of the board or not, as the Directors see fit; and both of said offices may be held by one and the same person, as Secretary and Treasurer, as may be determined by the Board. Four of the Directors shall constitute a quorum for the transaction of all business, and any vacancy occurring on said Board shall be filled by the remaining Directors for the unexpired term. The said Board of Directors, or such officer or manager as it may designate, shall appoint such officers, managers, clerks and other employees of said corporation as may be necessary for its business, and shall dismiss the same; and the tenure of office and employment of all officers, managers, clerks and employees shall be during the pleasure of said Board. The said Board shall have the right and power to buy, sell, improve, contract, lease, borrow money, issue bonds and execute mortgages, and, in general, to exercise all the powers of the corporation, as well as to carry out its objects and purposes, and all without reference to or authorization by the stockholders. From time to time, said Board shall adopt rules, regulations and by-laws for the management and control of the business and affairs of said corporation, and, in its discretion, shall cancel, change and modify the same.

ARTICLE VI.—No subscriber hereto or stockholder of the corporation 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 any subscriber or stockholder to any liability beyond the unpaid balance, if any, due on the shares subscribed for or owned by him.

ARTICLE VII.—This act of incorporation may be changed, modified, or altered, or said corporation may be dissolved, with the assent of the holders of two-thirds of the stock of the corporation, whose owners are present and represented at a general meeting of the holders of stock, after at least thirty days' written notice of such meeting has been given through mail, addressed to each stockholder at his place of residence, as shown on the books of the corporation. In case of dissolution, whether by the expiration of this charter or otherwise, the holders of stock shall elect three liquidators from among their number, to liquidate and settle the business and affairs of said corporation. In case of death or disability of any of said liquidators, the survivors, or the remaining liquidators, shall appoint a successor to such liquidator. Said liquidators are hereby given full power, either by court or law proceedings, or without such proceedings, as they shall elect, to collect all amounts due the corporation, sell or otherwise dispose of its assets, pay its debts and liabilities, and compromise and settle all disputed questions and matters, and shall have and exercise all other powers necessary and usual to fully and finally settle, wind up and liquidate all the business and affairs of the corporation and distribute its net assets or funds among its stockholders in accordance with their respective rights.

ARTICLE VIII.—The names of the first Board of Directors and their postoffice addresses are as follows: Lamar C. Mays, 7807 S. Claiborne Street, New Orleans, La.; John J. Dahlstrom, 5326 Coliseum Street, New Orleans, La.; Pierre V. Blanchard, Donaldsonville, La.; Charles V. Benjamin, 4631 Prytania Street, New Orleans, La.; Ernest L. Sternberger, Amite, La.; Julian F. Benjamin, 4631 Prytania Street, New Orleans, La., and Adrian C. Benjamin, 4631 Prytania Street, New Orleans, La. The said Board of Directors, with said Lamar C. Mays, President, and said John J. Dahlstrom as Vice President, and with said Pierre V. Blanchard as Secretary, and Charles V. Benjamin as treasurer, shall serve until the first Monday of July, 1921, or until their successors shall be elected. The names and postoffice addresses of the subscribers hereto and the number of shares which each agrees to take in the corporation are as follows, to-wit: John J. Dahlstrom, 5326 Coliseum Street, New Orleans, La., fifteen hundred and one shares; E. L. Sternberger, Amite, La., one share; Julian F. Benjamin, 4631 Prytania Street, New Orleans, La., two hundred and twenty shares; Charles V. Benjamin, 4631 Prytania Street, New Orleans, La., fifty shares; Pierre V. Blanchard, Donaldsonville, La., fifty shares; Adrian C. Benjamin, 4631 Prytania Street, New Orleans, La., fifty shares; Lamar C. Hays, 7808 S. Claiborne Street, New Orleans, La., thirty shares.

ARTICLE IX.—The corporation shall issue to the said Lamar C. Mays thirty shares of stock, which represent his subscription to the capital stock of the corporation, the same to be paid for by being accepted by the said Lamar C. Mays in full payment of his interest in the contracts hereinabove mentioned, which he has transferred and assigned to the corporation.

Thus done and passed, at my office, in the City of New Orleans, on the day, and in the month and year herein first above written, in the presence of Messrs. Azzo J. Plough and Lawrence Vollenweider, Jr., competent witnesses, who have hereunto signed their names with said parties and me, notary, after reading of the whole.

(Original signed.) J. J. Dahlstrom, 1501 shares; E. L. Sternberger, 1 share; Julian F. Benjamin, 220 shares; Charles V. Benjamin (per J. F. Benjamin), 50 shares; Pierre V. Blanchard, 50 shares; Adrian C. Benjamin, 50 shares; Lamar C. Mays, 30 shares.

Witnesses: Azzo J. Plough, Lawrence Vollenweider, Jr.
HENRY G. McCALL, Not. Pub.

CERTIFICATE OF RECORDER.

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 Universal Folding Crate, Inc., was this day duly recorded in my office in Book 1242, Folio —.

New Orleans, June 28th, 1920.
(Signed.) EMILE J. LEONARD, Dy. R.
A true copy. (Seal.)
HENRY G. McCALL, Not. Pub.
July 8-Aug. 12.

AMENDMENT TO CHARTER OF CRESCENT COTTON CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this the 21st day of the month of June, in the year one thousand nine hundred and twenty, before me, Fred Deibel, 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 Jack Bornemann, President, and H. P. Vinet, Secretary, of the Crescent Cotton Co., Inc., a corporation organized and created under the laws of the State of Louisiana, by act passed before Chas. F. Fletchinger, Notary Public, for the Parish of Orleans, State of Louisiana, who declared that they appear herein for the purpose of amending the charter of said corporation, particularly Article IV of said charter, acting in accordance with a resolution of said stockholders set out in the attached certified copy of the minutes of a meeting of the said stockholders held in the City of New Orleans, of date of September 18, 1919, which said certified copy of said minutes is made part hereof; which said meeting was held for the purpose of increasing the capital stock of said corporation from the amount therein authorized, to-wit, forty thousand ($40,000) dollars, to an authorized capital in the sum of one hundred thousand ($100,000) dollars; that proper notices were sent out to all stockholders of said meeting, in accordance with the provisions of the said charter and the general law. Now therefore, in order to carry out the intent and purposes of the stockholders of the said corporation for the amendment of the charter of the said corporation of the Crescent Cotton Co., Inc., said corporation being organized as above mentioned by act before Chas. F. Fletchinger, Notary Public, on January 2, 1919, recorded in the Mortgage Office, in Book 1222, Folio ....., January 3, 1919, and under the power and authority vested in us by the said resolution, we do hereby declare that said charter is hereby amended, altered and modified, so that Article IV of said charter will be changed so as to read as follows:

"ARTICLE IV.—The authorized capital stock of this corporation is hereby fixed at the sum of one hundred thousand ($100,000) dollars, divided into one thousand shares of the par value of one hundred ($100) dollars each; the said stock shall be issued for cash, services rendered or value received in equivalent, as the law and constitution of this State provides; the said stock shall be fully paid up at the time of its issuance and be non-assessable."

That, as thus amended, the provisions of said Article IV, not in conflict therewith be adopted and reinscribed in said charter, as if written out herein in full.

Thus done and passed before me, the undersigned Notary Public, on the day and in the month and year first herein before written, and in the presence of Messrs. Joseph Rosenberg and G. V. W. Lyman, both of lawful age and residing in this parish, competent witnesses, who have signed these presents together with the appearers and me, notary, after due reading of the whole.

(Original signed.) Jack Bornemann, President; H. P. Vinet, Vice President and Secretary.
Witnesses: G. V. W. Lyman, Joseph Rosenberg.
FRED DEIBEL, Not. Pub.

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, amendment of the Crescent Cotton Co., Inc., was this day duly recorded in my office, in Book 1241, Folio 497.

New Orleans, June 22, 1920.
(Signed.) EMILE J. LEONARD, Dy. R.
A true copy