HAMBONE'S MEDITATIONS

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CHARTER.

CHARTER OF WILLIAM P. ROSS, INC.

State of Louisiana, Parish of Orleans. Be it known that on this 6th day of March, in the year of our Lord, nine-teen hundred and twenty-two, and of the Independence of the United States of America, the one hundred and forty-sixth, before me, WARREN V. MILLER, a Notary Public, duly commissioned and qualified, in and for the Parish of Orleans, and therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereinafter subscribed, all being of full age, who declared to me, Notary, that availing themselves of the laws of the State of Louisiana relative to the organization of corporations, they do by these presents contract, agree, covenant, stipulate and bind and form themselves, as well as such other persons who may hereafter become associated with them, into a corporation and body politic in law, for the objects and purposes and under the stipulations hereinafter set forth, all of which they accept as their charter, to-wit:

ARTICLE I. The name and title of this corporation is declared to be WILLIAM P. ROSS, INC., and under such title it shall have and enjoy succession and existence for a period of fifty years from date hereof. The domicile of this corporation shall be in the City of New Orleans, State of Louisiana, where all citations and legal processes shall be served upon the President; or, in his absence, upon the Vice-President; or, in his absence, upon the Secretary.

ARTICLE II. The capital stock of this corporation is hereby fixed at the sum of Fifty Thousand Dollars, divided into five hundred shares of One Hundred Dollars each. Shares may be paid for in money, property, good-will or for services rendered to the corporation, and the Board of Directors shall determine the manner and method of payments, other than in money, according to law.

ARTICLE III. The objects and purposes of this corporation are declared to be: To conduct and carry on a general freight forwarding and freight hauling business; to do a general commission and agency business, and do any and all needful and necessary things connected with or incident to the above objects and purposes; to carry on a general insurance business as agent, broker or general agent for insurance companies doing a life, fire, accident, health, marine, compensation and liability, or any other form of insurance authorized to be carried on now or hereafter by the State of Louisiana; to act as ship or steamship agent; to act as ship broker or chartering agent; to book cargo for account of the corporation, or for others, and to do any and all acts necessary or incidental to carrying out said objects and purposes. This corporation shall have the power to purchase real estate, personal or mixed property, to deal in same, to hold or sell same at its convenience, and to do any and all things needful or necessary connected with or germane to the objects and purposes set forth or contemplated in this charter.

ARTICLE IV. The corporate powers of this corporation are expressed and set forth by Section 7 of Act 267 of the Louisiana Legislature of 1914, and all corporate powers shall be duly employed by and vested in a board of five directors, a majority of whom shall constitute a quorum for the transaction of all business. The first Board of Directors shall consist of and be: William P. Ross, 6028 Freret street, New Orleans, La.; James A. Ross, 728 Gravier street, New Orleans, La.; W. D. Hunt, 728 Gravier street, New Orleans, La.; Louis R. Hoover, 420 Whitney Central building, New Orleans, La., and Karl Ledbetter, 2013 Palmer avenue, New Orleans, La., and from such Board there shall be elected three officers, namely, a President, a Vice-President and a Secretary-Treasurer, and William P. Ross shall be President, Louis R. Hoover shall be Vice-President, and James A. Ross shall be Secretary-Treasurer, and the said board and officers shall serve as such until the third Wednesday in January, 1923, or until their successors are elected and qualified. Meetings of the stockholders for election of directors shall be held yearly, on the third Wednesday in January, beginning with the year 1923; the Board of Directors shall have the right to elect, without reference to a stockholders meeting, any stockholder to be a director, whenever a vacancy shall exist on the Board of Directors through death or resignation. The duties of the several officers shall be set forth in the by-laws of the corporation, which may be adopted by the Board of Directors and amended or altered at their will.

ARTICLE V. Before any stockholder shall sell or dispose of his stock in the corporation, he shall give thirty days' written notice of his intention to do so to the corporation, during which thirty days the corporation itself shall have the power of purchasing the stock at its book value.

ARTICLE VI. No stockholder of this corporation shall ever be liable for any debt of the corporation other than the unpaid portion of their subscription of stock, and no informality herein shall subject them to such liability.

ARTICLE VII. Amendments to this charter and liquidation of the corporation shall be subject to the rules laid down in Act 267 of the Louisiana Legislature of 1914. The capital stock of this corporation may be increased by amendment of this charter to any sum not exceeding One Hundred Thousand Dollars ($100,000.00).

Thus done and signed on the day and date first hereinabove written, in my notarial office, in the City of New Orleans, in the presence of C. O. Sperier and E. L. Bordelon, competent witnesses, and me, Notary, after a due reading of the whole, the subscribers setting opposite their names the amount they subscribe for, making this an original subscription list.

Original signed: Wm. P. Ross, 6029 Freret Street, New Orleans, 225 shares; Jas. A. Ross, 6028 Freret street, New Orleans, 40 shares; L. R. Hoover, 8019 Jonette Street, New Orleans, 1 share; W. D. Hunt, 1928 Audubon Street, New Orleans, 1 share; K. J. Ledbetter, 2013 Palmer Avenue, New Orleans, 1 share.

Witnesses:
C. O. SPERIER,
E. L. BORDELON.

A true copy of the original on file in my office.

WARREN V. MILLER.
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 WILLIAM P. ROSS, INC., was this day duly recorded in my office in book 1268, folio 123.

New Orleans, March 7, 1922.
(Signed) ROBT. SCOTT,
Dy. Rec.

Apr. 6-May 11

ACT OF AMENDMENT TO CHARTER OF VESOUL REALTY AND INVESTMENT CO., INC.

United States of America, State of Louisiana, Parish of Orleans. Be it known that on this 20th day of March, in the year one thousand nine hundred and twenty-two, before me, CHARLES ROSEN, Notary Public, duly commissioned and qualified for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of the undersigned witnesses of lawful age, residing in this city, personally came and appeared Marcus Salmon, chairman, and Henry Dennery, secretary, of a meeting of the stockholders of the VESOUL REALTY AND INVESTMENT CO., INC., a corporation organized by notarial act before Scott E. Beer, Notary Public, on December 8, 1921, recorded in Mortgage Office in book 1246, folio 33, of this parish, which said appearers declare and say that at a meeting of the stockholders of said VESOUL REALTY AND INVESTMENT CO., INC., held this day at the office of the company, No. 524 Magazine street, in this city, at which the entire capital stock of $500,000.00 of said corporation was present and represented by the owners thereof in person, the capital stock of said corporation was reduced from $300,000.00 to $200,000.00, and Article IV, paragraph 1, of the act of incorporation, was amended so as to read as follows:

"ARTICLE IV. The capital stock of said corporation is hereby reduced from Three Hundred Thousand Dollars ($300,000.00) to Two Hundred Thousand Dollars ($200,000.00), and the capital stock is hereby fixed at Two Hundred Thousand Dollars ($200,000.00), consisting of two thousand (2,000) shares of the par value of One Hundred Dollars ($100.00) per share. The reduction of said capital stock to be proportionate to the stock held by the stockholders of this date; and that upon the surrender to this corporation of $100,000.00 of outstanding full paid capital stock the same shall be paid, either in cash or in bonds or other property of the corporation to the stockholders in proportion to their respective holdings as of this date."

All as more fully set forth in certified copy of minutes of said meeting hereto annexed.

Said appearers do now appear before me for the purpose of making this authentic notarial act of amendment and do hereby declare said charter amended as hereinabove set forth, and do hereby authorize me, Notary, to have the same published and recorded according to law.

Said appearers, being duly sworn, do also declare that the entire debts and liabilities of said corporation amount to the sum of $18,014.08, and no more.

Thus done and passed in my office, in the City of New Orleans, in the presence of B. E. Whitehead and Russell Pool, competent witnesses of lawful age, residing in this city, who, together with said appearers and me, Notary, have signed this act on the day and date first herein above written, and after due reading of the whole.

Original signed: Marcus Salmon, Chairman; Harry Dennery, Secretary.

Witnesses:
B. E. WHITEHEAD,
RUSSELL POOL.

CHARLES ROSEN,
Notary Public.

New Orleans, La., March 22, 1922.

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 VESOUL REALTY AND INVESTMENT CO., INC., was this day duly recorded in my office in book 1268, folio —

New Orleans, March 22, 1922.
(Signed) ROBT. SCOTT,
Recorder of Mortgages.

I hereby certify that the above and foregoing is a true and correct copy of the original thereof on file and of record in my office in this city.

Witness my signature and official seal at New Orleans, La., this 22nd day of March, 1922.

CHARLES ROSEN,
Notary Public.

Mar. 30—May 4

CHARTER OF EDWARD G. SWARTZ, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this eleventh day of the month of March, in the year of our Lord, one thousand, nine hundred and twenty-two, before me, Harry Emmet McEnerny, a notary public, duly commissioned and qualified, in and for this city, and the Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared: the several persons whose names are hereunto subscribed, 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, and particularly of the provisions of Act No. 267 of 1914, they have mutually agreed and contracted, and by these presents do agree and contract, and bind and obligate themselves, their heirs and assigns, and all persons who may hereafter become associated with them herein, to form a corporation under the name and for the terms, stipulations and provisions contained in the following articles, to-wit:

ARTICLE I—The name of this corporation shall be "Edward G. Swartz, Inc.", and under its said corporate name it shall have and enjoy a corporate existence and succession for ninety-nine (99) years from and after the date hereof, unless sooner dissolved by or according to law; and by and under that name it shall have, enjoy and exercise all rights, powers and privileges now granted or that may be hereafter granted by law to corporations of this character, including the right especially to hold, receive, purchase, alienate, convey, sell, mortgage, pledge, hypothecate, rent or lease property, real, personal and mixed—in fact, to have all such rights and powers as permitted under the law, and as are necessary, incidental or convenient for carrying out 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 is now or may be hereafter prescribed by law.

ARTICLE III—The objects and purposes and the nature of the business to be carried on by this corporation are hereby declared to be:

(a) To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital, contracts and evidences of indebtedness of corporations, both public and private, of the State of Louisiana, or of any other state or country, and irrespective of the business in which that corporation is engaged; to exercise in respect of any such shares of stock, bonds and other securities of corporations, any and all rights, powers and privileges of individual ownership, including the right to vote, to issue bonds and other obligations, and secure the same by pledging the whole or any part of the property of the company, and to sell or pledge such bonds or other obligations, and to do any and all things and acts tending to increase the value of the property at any time held by said company;

(b) Said corporation shall be and is hereby authorized 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, or to acquire, purchase, hold and dispose of the stock, bonds and other evidences of indebtedness of any corporation, domestic or foreign, by outright purchase with the funds of this corporation;

(c) To buy or otherwise acquire, sell, hold, own, use, manage, improve, maintain, develop, rent, mortgage or transfer real estate; to trade in and deal with real property, improved and unimproved, in the State of Louisiana or elsewhere; and especially to exercise such privileges and powers with respect to timber lands;

(d) To rent, maintain and construct, alter, repair and improve houses and buildings;

(e) To collect rents, and in general to manage real estate; to make loans on real property, improved or unimproved, and building loans; to buy and sell bonds, and mortgages upon real estate, within and without the state of Louisiana; to issue bonds or guarantees for the performance of any obligation undertaken by said company; to receive property of every nature or kind by donation or otherwise; and to donate and otherwise dispose of its property;

(f) To buy, sell, lease, own and operate saw mills, planings mills, railroads, steamboats and barges, and to do and perform all acts and things necessary to carry on the business of operating such saw mills, planing mills, railroads, steamboats and barges (provided it shall not have the power of eminent domain) and to trade and deal in and with building materials of any kind or nature, including all material, supplies or other articles necessary or convenient in connection with or in carrying on the business of manufacturing, owning, selling and disposing of said material;

(g) To buy, sell, own and operate lands, clear, drain and reclaim same, and to grow sugar cane, corn, rice, cotton and other products suitable to the soil of Louisiana and to buy and sell sugar, molasses, cotton, rice and other products so grown and manufactured, and in general to deal in such products either as the grower or manufacturer thereof or as a dealer therein in the open market.

(h) To own and operate stores, commissaries, or do a general merchandising business; and said corporation is especially authorized to conduct its said business in the State of Louisiana, or any other state, and open branch offices at such place or places within or without the state as may be desired or necessary;

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

ARTICLE IV—The capital stock of this corporation is hereby fixed at the sum of three hundred and seventy-five thousand dollars ($375,000) divided into and represented by three thousand, seven hundred and fifty (3,750) shares of the par value of one hundred dollars ($100.00) each; the same to be issued in the manner and for the consideration prescribed by law. In accordance with Section 3 of Act No. 267 of 1914, of the laws of the State of Louisiana, there is attached hereto, and made a part of these articles of incorporation, to be read in connection herewith, an accurate detailed and itemized description of the property herein exchanged for shares of the stock of this corporation, accompanied by an affidavit of the directors giving their appraisement of said property.

All the shares of stock shall be full paid and non-assessable. The capital stock of this corporation may be increased to one million dollars ($1,000,000.00), by a vote of two-thirds (2/3) of all the capital stock of said company at a meeting of the stockholders convened for that purpose. Any increase in the capital stock in excess of limit herein designated can only be had upon a vote of three-fourths (3/4) of the capital stock outstanding voting for said increase, and by amendment of these articles of incorporation.

ARTICLE V—No transfer of stock of this corporation shall be binding upon the company unless and until the transfer is actually made on the books of said 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 said company.

No stockholder of this corporation shall have the right to sell his said stock or pledge or hypothecate same without first having offered it to the board of directors of this corporation, and given said board of directors five (5) days within which to purchase said stock at its market value or to receive the same in pledge as may be desired by the holder.

ARTICLE VI—All the corporate powers of this corporation, except those herein conferred upon the president, shall be vested in and exercised by a board of directors to be composed of not less than three (3) nor more than five (5) stockholders.

The following named stockholders, with their addresses here given, shall constitute the first board of directors: Edward G. Swartz, 2236 Prytania Street, New Orleans, Louisiana; Charles W. Ziegler, Jr., 1322 State Street, New Orleans, Louisiana; Albert J. Derbes, 81 Morgan Boulevard, New Orleans, Louisiana.

The directors here named and the party here nominated, constituted, and appointed to fill the office as president of the corporation, shall serve in such capacities until the second Tuesday of June, 1922, at which time and annually thereafter, on the second Tuesday of June (unless that day be a legal holiday, and if so on the first legal day following), a new board of directors and a new president shall be elected, and with the annual election of said board, new officers shall be named by the board. The present board of directors and officer of president and all subsequently elected boards and officers shall hold office until their successors shall have been elected and qualified.

All stockholders' meetings, including the annual meeting for the election of officers and directors, shall be preceded by written notice, either delivered personally or deposited in the post office properly addressed to each stockholder at least fifteen (15) days before such meeting, provided the stockholders always have the right to waive said notice.

The board of directors shall be convened on verbal or written notice, and any director who may be prevented from attending any meeting of said board 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 three 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 may be held away from the domicile of the corporation, or, if desired, out of the state, provided the written consent to do so is obtained from all members or from all stockholders.

ARTICLE VII—The officers of this corporation shall consist of a president, a vice-president, and a secretary, and a treasurer, provided the office of secretary and treasurer may be held by one and the same party.

The office of president of the corporation will be held and exercised by Edward G. Swartz until the annual election of officers on the second Tuesday of June, 1922.

If any vacancy should occur in the board of directors of this corporation, the stockholders shall name or elect a successor until the next general election.

The president of this corporation shall have the power and authority, without the authorization of the board of directors, to purchase stock, bonds and other property, real, personal or mixed, for said corporation; to sell, mortgage, pledge, hypothecate or otherwise dispose of same; to issue and execute all notes, drafts and checks, and sign all contracts, and to vote all stock held by this comany in other corporations at all stockholders' meetings.

The authority here conferred upon the president, may, with the consent of the president and the authority of the board of directors, be vested in any other officer or director of said corporation for such time and under such circumstances as may be authorized by said board and concurred in by said president.

The president's concurrence may be shown either by his participating in the board meeting or by his written consent, but no other person shall perform such function without being authorized as provided for in this paragraph.

The election of directors shall be by ballot or viva voce, as the stockholders may agree upon, but in all events each stockholder shall be entitled to one vote either in person or by written proxy, for each share of the capital stock held by him.

The names and postoffice addresses of the subscribers to these articles of incorporation, and the number of shares subscribed for by each, are as follows: Edward G. Swartz, New Orleans, Louisiana, 3748 shares, $374,800.00; Charles W. Ziegler, Jr., New Orleans, Louisiana, 1 share, $100.00; Albert J. Derbes, New Orleans, Louisiana, 1 share, $100.00.

ARTICLE VIII—The charter of this corporation may be modified or altered, or the corporation dissolved or the capital stock increased or decreased in the manner as now is or as hereafter may 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 at my office in the City of New Orleans, Parish of Orleans, State of Louisiana, in the presence of Harry Gamble and L. E. Ernst, competent witnesses, who have signed these presents with said appearers, and me, notary, after due reading of the whole.

Witnesses: Harry Gamble, L. E. Ernst.
(ORIGINAL SIGNED)

Edward G. Swartz, 3748 shares; Charles W. Ziegler, Jr., 1 share; Albert J. Derbes, 1 share.

HARRY EMMET McENERNY.
Notary Public.

STATE OF LOUISIANA,
PARISH OF ORLEANS.

Before me, the undersigned authority in and for the Parish of Orleans, duly qualified and commissioned, personally came and appeared Edward G. Swartz and Charles W. Ziegler, Jr., who being by me duly sworn, did depose and say:

That they are both directors of the E. G. Swartz, Inc., in the foregoing act of incorporation, and that the entire amount of capital authorized has been subscribed and paid in.

EDWARD G. SWARTZ,
CHARLES W. ZIEGLER, JR.
HARRY EMMET McENERNY,
Notary Public.

STATE OF LOUISIANA,
PARISH OF ORLEANS.

Before me, the undersigned authority in and for the Parish of Orleans, duly qualified and commissioned, personally came and appeared:

Edward G. Swartz, Charles W. Ziegler, Jr., and Albert J. Derbes, who being duly sworn, did depose and say:

That they are directors, named and appointed as such in the foregoing act of incorporation of the E. G. Swartz, Inc., and that the amount of property given in exchange by Edward G. Swartz, for three thousand, seven hundred and forty-eight (3,748) shares of the capital stock of said company has been appraised by them, as directors, to be worth the full sum of $374,800.00 (three hundred and seventy-four thousand, eight hundred dollars), which property is itemized and described as follows:

Nine shares of stock Bank of Ascension; 30 shares Perry Bank; 28 shares Delta Lumber Company; 690 shares N. A. Casualty Company; 100 shares A. C. L. R. R. Co.; 100 shares Atchinson R. R. Co.; 100 shares Southern Pacific R. R. Co.; 100 shares Pacific Oil Company; which said stock the above appraisers have appraised at the sum of $25,000.00;

Assignment of contract by Edward G. Swartz to Edward G. Swartz, Inc.; contract between Edward G. Swartz and St. Bernard Cypress Company, Ltd.; contract dated August 25th, 1919; by that contract the timber rights on said land, which land was owned by said Edward G. Swartz, was sold to the St. Bernard Cypress Company, Ltd.; the consideration for the contract is being paid as the timber is cut, and the appraisers have appraised the contract as presently worth to the corporation the sum and value of three hundred, forty-nine thousand, eight hundred dollars ($349,800.00).

The timber is situated on the following described lands; Parish of St. James, Louisiana, E1/2, Sec. 46; All of Sec. 47; All of Sec. 48 NW 1/4 of Sec. 73.

T. 11, S. R. 4 E.

Parish of St. Charles, Louisiana, S1/2 East of R. R., Sec. 21; All of Sec. 22 frac; All of frac. Sec. 27; All of frac. Sec. 28; S1/2 frac. Sec. 32; All of Sec. 33; All of Sec. 34; All of frac. Sec. 35;

T. 11, S. R. 8 E.

All of frac. Sec. 27; All of frac. Sec. 67;

T. 12, S. R. 8 E.

All timber standing and fallen on the LaPlace Plantation, belonging to Montegut Planting Co., on Lots 1, 2, 3 and 4, Sec. 11. All of frac. Sec. 10; All of Sec. 66; All of Sec. 67; All of Sec. 68; All of Sec. 69; All of Sec. 70; All of Sec. 16; All of Sec. 12; All of Sec. 14; All of Sec. 96; All of Sec. 97; All of Sec. 98; SE1/4 of SW1/4, Sec. 3.

T. 11, S. R. 7 E.

Parish of St. John the Baptist, Louisiana.

Subscribed and sworn to before me at New Orleans, Louisiana, on this the 11th day of March, 1922.

EDWARD G. SWARTZ.
CHARLES W. ZIEGLER, JR.
HARRY EMMET McENERNY,
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 Edward G. Swartz, Inc., was this day duly recorded in my office in Book 1268, folio 131.

New Orleans, March 13th, 1922.
(Signed): ROBT. SCOTT.
Deputy Recorder.

I, the undersigned notary public, certify that the foregoing is a true and correct copy of the original act of incorporation of the Edward G. Swartz, Inc., which said original is now deposited in my notarial records.

HARRY EMMET McENERNY,
(Seal): Notary Public.

March 23—April 27.

CHARTER OF CLAIBORNE CENTRAL OIL COMPANY, INCORPORATED

United States of America, State of Louisiana, Parish of Orleans, Be it known, that on this ninth day of the month of March, in the year of our Lord, one thousand, nine hundred and twenty-two, and of the Independence of the United States of America, the one hundred and forty-seventh, before me, Francis P. Burns, 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 the several persons whose names are hereunto subscribed, who declared that, availing themselves of the laws of this state relative to the organization of corporations, they have covenanted and agreed, and do by these presents covenant, agree, bind, form and constitute themselves, as well as such persons as may hereafter join or become associated with them, into a corporation and body politic in law, for the objects and purposes and under the agreements and stipulations, to-wit:

ARTICLE I—The name and title of this corporation shall be "Claiborne-Central Oil Company, Incorporated", and under its corporate name it shall enjoy succession for the full term and period of ninety-nine years from and after 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 or 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 and otherwise; to hold stock in other corporations; to acquire, hold and re-issue shares of its capital stock; to join or consolidate with and enter into agreements and co-operative relations not in contravention of law, with any person or persons, firms, associations, or corporations, governmental, municipal or otherwise, in and about the carrying on and accomplishment of all or any of the purposes of the company, to carry out all of the objects and purposes hereinafter set out; 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 Parish of Orleans, State of Louisiana, and all citations or other legal process shall be served upon any of the officers of the corporation.

ARTICLE III—The purposes for which this corporation is formed are: As principal, agent, broker or otherwise in the State, in any other states, territories and possessions of the United States and in foreign countries, both directly and indirectly;

To acquire by purchase, lease, license, mortgage, franchise, concession, appropriation, discovery, location, grant, bond option, device, conveyance agreement, importation or otherwise, to manufacture produce, prepare, work, mine, bore, prospect, pump, raise, separate, refine, centrate, reduce, distill, convert, treat, exploit patent develop operate, assay, establish, maintain, equip, hire and to hold own, possess, enjoy, sell, distribute, export or otherwise dispose of and generally to handle and deal in any and every form of petroleum, gasses and other hydrocarbons, minerals, bitumens, coal deposits, and mines, oil wells, gas wells, and mining, oil and gas lands, rights and properties of every description whatsoever, together with any and all by-products thereof, and any and every material and thing in the manufacture, preparation or use of which any of the foregoing is used.

For its own purposes, but not as a public service corporation, to acquire, own, lease, erect, construct, charter, build, occupy, enlarge, sink, improve, establish, maintain and operate or otherwise promote and control factories mills and refineries, rigs, drilling machines and plants, well casings, ditches, flumes, pipes, pipe lines, tanks, tank lines, reservoirs, warehouses, storage plants, pumping stations, water works, electric plants, power plants, railway and tramway lines, steamships, tankers, barges, lighters and other vessels of any and every class, dry docks, wharves, docks, elevators, terminal properties and facilities, harbors, ferries, bridges, waterways and rights and canals, and all other structures and improvements, necessary or convenient for the production, manufacture, storage, sale and distribution of products, and of any goods, wares and merchandise or commodities dealt in by the corporation, and to purchase, lease or otherwise acquire and to hold, own, improve, exploit, mortgage, sell, exchange, convey or otherwise dispose of the full property or other rights, whether real, personal or mixed, whatsoever and wheresoever located, necessary or convenient in connection with its business in the State of Louisiana or in any other states, territories or Federal districts of the United States of America and in foreign countries.

To issue stocks, bonds and other obligations in payment for property purchased or acquired by it for any other object in and about its business; to purchase or otherwise acquire, to guarantee, endorse, become surety for, hold, sell, assign, transfer, mortgage, pledge, hypothecate or otherwise dispose of shares of the capital stock, bonds and all other evidences of indebtedness and securities of any other corporation or corporations or associations of this state or of any other state, country, nation or government and to issue in exchange therefor its stocks, bonds or other obligations, and while the owner of such stock and (or) securites, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon as provided by law, and to aid in any lawful manner, and to subscribe, contribute to, subsidize or otherwise become interested in any corporation or corporations, projects works, plants, properties, structures, and (or) operations necessary, useful or convenient, in connection with its purposes, wheresoever located in any and all parts of the world; and to aid in any lawful manner any corporation or association of which any shares of stock, bonds or other evidences of indebtedness or securities are held by this corporation, and to do such further lawful acts or things as it may desire to protect, preserve, improve or enhance the value of any such shares of stock, bonds or other evidence of indebtedness, and securities; and to purchase, hold, sell and transfer and deal in generally shares of its own capital stock in every lawful manner.

To sell, convey and otherwise lawfully transfer and dispose of its entire property, both real, personal and mixed, and rights, privileges, concessions and franchises or any interest therein or any part thereof, to other corporations, firms, associations, or individuals whatsoever and wheresoever existing and (or) residing.

It is the intent that the foregoing enumerations of specific powers shall not be held to limit or impair in any manner the general powers of the corporation and the enjoyment thereof as conferred by the laws of the State of Louisiana upon corporations organized thereunder, and that each of the objects, purposes and powers specified shall be regarded as independent objects, purposes and powers, and be in no manner and to any extent limited or restricted by reference to or inference from the terms of any other clause of this or any other paragraph contained in these Articles of Incorporation.

ARTICLE IV—The capital stock of this corporation is hereby fixed at the sum of two hundred thousand ($200,000.00) dollars, divided into twenty thousand (20,000) shares of the par value of ten ($10.00) dollars each, provided that the amount to which the capital stock of this corporation may be increased shall be five hundred thousand ($500,000.00) dollars.

Fifty per cent of the capital stock of this corporation must be subscribed for before the filing of the Articles of Incorporation. The subscribed capital stock of this corporation shall be payable in cash, property, real or personal, or for services performed or rendered.

This corporation shall not engage in business until one hundred thousand ($100,000.00) dollars of the capital stock has been subscribed for and actually paid in, either in cash, property, or services as aforesaid; if any of the stock of this corporation is exchanged in whole or in part for property or good will, in that event the provisions of Section Three (3) of Act 267 of 1914 shall be strictly complied with.

ARTICLE V—All of the powers of this corporation shall be vested in and exercised by a board of directors composed of five (5) stockholders, each of whom shall own in his own right, at all times during his term of office, at least one full paid and unpledged share of the capital stock of this corporation, which fact shall be shown by his written declaration. Said board shall have the right at any time to increase its number not to exceed seven (7) directors. Said board of directors shall have the right to fill all vacancies on said board resulting either from death, inability or resignation or other cause, or because of the increase in the number of said board, even though no quorum remain at the time such vacancies are to be filled; said board of directors shall be elected annually by ballot, at a stockholders' meeting called for that purpose on the second Tuesday in April of each year (or the next day if that be a holiday) after due notice given to the stockholders by mail, at least fifteen (15) days before the date of such meeting. Each holder of stock shall be entitled to one vote delivered in person or by proxy for each share of stock standing in his name on the books of the company, and a majority of the votes cast shall elect.

Failure to elect directors on the day above specified shall not dissolve the corporation, but the directors then in office shall remain in office until their successors are elected and qualify. The board of directors shall elect from their number a president, a vice-president and a secretary and treasurer, provided that the board may dispense with any of said officers and (or) may combine any of them, and may appoint such employees (who need not be members of the board of stockholders) as they think proper or convenient for the carrying on of the company's business, and they shall fix the salaries of all officers, agents and employees. The board of directors shall have authority 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 business and affairs of the corporation and not inconsistent with this charter, and they shall have the power to authorize the borrowing of money and the issuance of notes, and the executions of mortgages and pledges, and generally to do all things necessary for the proper carrying on of the business of this corporation. A quorum of the board shall consist of not less than four (4) directors.

Until the general meeting of the stockholders for the election of directors to be held on the second Tuesday of April, 1923, or until their duly qualified successors are elected and installed, the board of directors shall be composed of: Thos. S. Logan, 1513 N. Dorgenois St., New Orleans, La.; H. M. Carter, 2021 Chestnut Street, New Orleans, La.; E. C. Carter, 2855 Magazine Street, New Orleans, La.; A. Lauria, 7624 St. Charles Ave., New Orleans, La.; A. P. Portas, 7624 St. Charles Ave., New Orleans, La. Of the foregoing H. M. Carter shall be president, E. G. Carter, vice-president, and A. P. Portas secretary and treasurer.

ARTICLE VI—This act of incorporation may be changed, modified or amended, or the corporation dissolved, by a vote of two-thirds of the entire 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.

ARTICLE VII—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 the meeting of stockholders convened for the purpose of liquidation. Said liquidators shall remain in office until the affairs of the 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 VIII—No stockholder shall ever be held liable or responsible for the debts, contracts or faults of said corporation in any further sum than the unpaid balance due on the shares of stock owned by him, nor shall any mere informality in organization have the effect of rendering this charter null or of exposing any stockholder to any liability beyond the amount due on his stock.

ARTICLE IX—In order that this charter may serve as a subscription list, the undersigned incorporators of this corporation have subscribed for the number of shares set opposite their respective names. The subscription to said capital stock by H. M. Carter, Trustee, shall be wholly paid for in property to be exchanged and transferred to this corporation. In connection with said subscription of H. M. Carter, Trustee, and the exchange of said property for stock, there is annexed to this act of incorporation, and to be read in connection therewith, an accurate, detailed and itemized description of such property as to amount, location, extent, character and state of improvement, together with a statement of its value as appraised by the directors.

Those 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 J. N. Swing and E. H. Krause competent witnesses, and me, notary, after due reading of the whole.

Witnesses: J. N. Swing, E. H. Krause.
(ORIGINAL SIGNED):
FRANCIS P. BURNS.
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 Claiborne-Central Oil Company, Incorporated, was this day duly recorded in my office in Book 1268, folio —.

New Orleans, March 16th, 1922.
(Signed): ROBT. SCOTT.
Deputy Recorder.

A true copy:
FRANCIS P. BURNS.
Notary Public.

March 23—Apr. 27.

CHARTER OF KRUEBBE CO., 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 February, in the year of our Lord, one thousand, nine hundred and twenty-two: Before me, Charles Schneidau, a notary public, duly commissioned and qualified in and for the Parish of Orleans, State of Louisiana, therein residing, and, in the presence of the witnesses hereinafter named and undersigned: personally came and appeared, the several persons whose names are hereunto subscribed, who declared that, availing themselves of the laws of this state, relative to the organization of corporations, they have covenanted and agreed, and do, by these presents, covenant, agree, bind, form and constitute themselves, as well as such persons as may hereafter join or become associated with them, into a corporation and body politic in law, for the objects and purposes and under the agreements and stipulations following, to-wit:

ARTICLE I—The name and title of this corporation shall be "Kruebbe Co., Inc.", and, under its corporate name it shall enjoy succession for the full term of ninety-nine years from and after the date hereof; it shall have the power and authority to contract, sue and be sued, and make and use a corporate seal, the same to break and alter at pleasure; to hold, purchase, lease, sell, mortgage, hypothecate or pledge property, real, personal or mixed, necessary, incidental or proper for the carrying on of its business; to borrow money and make and issue notes, bonds and other evidences of indebtedness therefor, and to secure the same by mortgage or otherwise; to hold stock in other corporations; to name and appoint such managers and directors, officers and agents as the interest and convenience of said corporation may require; 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, Parish of Orleans, State of Louisiana, and all citations or other legal process shall be served upon any of the officers of the corporation.

ARTICLE III—The objects and purposes for which this corporation is organized, and the nature of the business to be conducted by it, are hereby declared to be: To carry on a general supply business in this city and elsewhere; to buy and sell plumbing supplies, and supplies and merchandise whatever, and to do all things incidental to or connected with said business.

ARTICLE IV—The capital stock of this corporation shall be fixed at the sum of fifty thousand dollars ($50,00.00), divided into and represented by five hundred (500) shares of the par value of one hundred dollars ($100.00) each, to be paid for in cash or its equivalent in property.

ARTICLE V—All the powers of this corporation shall be vested in and exercised by a board of three directors.

Said board of directors shall be elected annually at a general meeting of the stockholders called for that purpose on the last Thursday in March of each year, after due notice, in accordance with the laws of Louisiana. Each holder of stock shall be entitled to one vote for each share of stock standing in his name on the books of the company. Said vote shall be cast in person or by proxy, and a majority of the votes cast shall elect.

Said board of directors shall have the power to fill all vacancies, which may occur on the board, even though no quorum remain at the time such vacancies are to be filled. Failure to elect directors on the day above specified shall not dissolve the corporation, but the directors then in office shall remain in office until their successors are elected and qualify.

The board shall elect from their number a president, a secretary and treasurer. The latter two offices may be held by one person, who may or may not be a stockholder or director, and the board has the right to create, at any time, the office of vice-president.

At any meeting of the board of directors, any director absent from the meeting may be represented by any other director by written proxy, who may cast the vote of the absent director.

The board of directors shall have the authority to make and establish, as well as alter and amend, all by-laws, rules and regulations for the proper management and conduct of the business and affairs of the corporation, and shall have the power to authorize the borrowing of money, the issuance of notes or other evidences of indebtedness and the execution of mortgages, as hereinbefore set forth, and, generally, to do all things necessary or convenient for the proper carrying on of the business of the corpor