ACT OF INCORPORATION OF SOUTHPORT SERVICE COMPANY, INCORPORATED.

State of Louisiana, Parish of Orleans, City of New Orleans.

Be it known, that [illegible] day of April, in the year of our Lord one thousand nine hundred and sixteen, and of the independence of the United States of America the one hundred and fortieth, before me, Charles F. Fletchinger, a notary public, duly commissioned and qualified, in and for the city, parish and state aforesaid, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who declared that, availing themselves of the provisions of the laws of this state relative to the formation and organization of corporations, they have covenanted and agreed and do by these presents covenant and agree and bind themselves as well as those who may hereafter become associated with them to form themselves into a corporation for the objects and purposes with the name and under the stipulations following, to-wit:

Article I.—The name and style of this corporation shall be Southport Service Company, Incorporated, and by said corporate name it shall have succession and enjoy existence for a period of ninety-nine years, unless sooner dissolved in the manner provided by law and the Articles of this Charter; and under said corporate name it shall have power to contract, sue and be sued, to make and use a corporate seal, the same to alter or break at pleasure, to make all necessary rules and regulations for its corporate management and control, and shall have and enjoy all the rights, privileges and immunities which are now conferred upon, or may hereafter be granted to corporations of the same kind and character.

Article II.—The domicile of this corporation shall be in the city of New Orleans, State of Louisiana, and all citations and other legal processes shall be served upon the president or, in his absence or inability to act, upon any other officer of the corporation, as provided by law.

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 act as forwarding and general freight agents in the City of New Orleans, or elsewhere in the State of Louisiana, and for this purpose to acquire by purchase, lease or otherwise, and to own and operate a warehouse or warehouses for the storage of freight; to locate, build and establish, and to own and operate docks, wharves, piers and slips in connection with its said business; to construct and establish switch tracks, sidings, road beds, and to acquire by purchase, lease or otherwise, and to own, maintain and operate railroad yards, crossings, sidings, switch tracks and switch engines, to be operated by steam, electricity, or other motive power; and generally to do and perform all such things as are incident to or germane to the object and purpose above expressed.

Article IV.—The capital stock of this corporation is hereby fixed at the sum of five thousand ($5,000) dollars, divided into fifty (50) shares of the par value of one hundred ($100) dollars each, all of which shall be common stock; provided that the amount to which the capital stock of this corporation may be increased shall be fifty thousand ($50,000) dollars; said stock shall be issued only for cash or in payment of property or services actually received by or rendered to said corporation; said stock shall be fully paid for at the time of its issuance and thereafter be non-assessable.

This corporation shall become a going concern as soon as five thousand ($5,000) dollars of its capital stock shall have been issued and paid for, and the parties hereto declare that they subscribe for the shares of the capital stock of said corporation set opposite their respective signatures hereto, so that this act of incorporation shall also serve as an original subscription.

Article V.—All the powers of this corporation shall be vested in and be exercised by a board of not less than three nor more than seven directors, all of whom shall be bona fide stockholders.

The persons so named as directors shall select from their own number a president, a vice-president, a secretary and treasurer. The first board of directors, with their post office addresses, are as follows:

Charles B. Coate, Hennen Building, New Orleans, La.; A. D. Geoghegan Hennen Building, New Orleans, La.; Chas. Monsted, Secy., Hennen Building New Orleans La.; Horace P. Rowley, Hennen Building, New Orleans, La., with the said Charles B. Coate as president, A. D. Geoghegan, vice-president, Charles Monsted, secretary and Horace P. Rowley treasurer.

On the second Monday of March 1917, and on the same day of each succeeding year, the stockholders shall elect a board of directors for the ensuing year, the board already installed to continue to hold over until their successors are elected and **qualified.**

The board of directors so elected shall select from their own number the officers of the corporation, as above provided. The election of directors shall be by ballot, and the persons receiving the largest number of votes cast shall be declared elected.

For electing directors or for any other purpose, each share of stock, whether present or by proxy, shall be entitled to one vote, and the majority of the votes cast shall be required to pass any resolution or decide any question submitted to the stockholders, except for the alteration or amendment of this charter or for the dissolution of the corporation, as hereinafter provided.

Article VI.—The said board of directors shall have the power and authority to make all necessary rules and regulations for the management, operation and control of the business of the corporation, as well as to make all necessary rules and by-laws, with power to fill any vacancy occurring in their number. A majority of directors voting at any one time, in person or by proxy, shall be required to pass any resolution or adopt any by-laws, and which, when so adopted, shall become valid and corporate acts, except that when the board is composed of but four members as presently constituted, two shall constitute a quorum for the transaction of business.

Article VII.—Notice of all meetings of stockholders for electing directors or for any other purpose, shall be given in writing by the secretary, to be deposited in the mail at least fifteen days before such meeting, directed to each stockholder at his last known address appearing upon the books of the corporation, unless said notice is waived in writing by all the stockholders appearing as such upon the books.

Article VIII.—This act of incorporation may be modified, added to, changed or amended or this corporation may be dissolved by and with the assent of the holders of two-thirds in amount of the then outstanding stock given at a general meeting of the stockholders, to be convened after fifteen days' prior notice, as provided in Article VI of this charter.

In the event of the dissolution of said corporation, either by limitation of its charter, or otherwise, its affairs shall be liquidated by three commissioners, to be appointed and elected at a special meeting of the stockholders for that purpose, as above provided, and who shall remain in office until the affairs of said corporation shall be fully liquidated; and in event of the death or disability of one or more of said liquidators, the survivor or survivors shall continue to act.

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

Thus done and passed, at my office, in the City of New Orleans, on the day, month and year first hereinabove written in the presence of John D. Miller and George Hickey, competent witnesses, who hereunto sign their names, together with said appearers and me, Notary, after due reading of the whole.

Original is signed: A. D. Geoghegan, New Orleans, La., 1 share; Charles Monsted, New Orleans, La., 1 share; H. R. Rowley, New Orleans, La., 1 share; C. B. Coate, New Orleans, La., 47 shares.

Witnesses: John D. Miller, Geo. Hickey.

CHAS. F. FLETCHINGER, 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 Southport Service Company, Incorporated, was this day duly recorded in my office in book 1195, folio ——.

New Orleans, La., April 17, 1916.

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

A true copy.

CHAS. F. FLETCHINGER, Not. Pub.

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CHARTER OF HELENA LUMBER CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans.

Be it known, that on this fifth day of the month of April, in the year one thousand nine hundred and sixteen, before me, Scott E. Beer, a notary public in and for the parish of Orleans, State of Louisiana, therein residing, duly sworn, commissioned and qualified and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the persons hereinafter subscribed who declared that availing themselves of the laws of this state relative to the organization of corporations in such cases made and provided, they constitute themselves, their successors and assigns a corporation under the stipulations hereinafter set forth, which they hereby adopt as their charter, to-wit:

Article I.—The name of this corporation shall be Helena Lumber Co., Inc., and its period of duration shall be ninety-nine years from and after this date, and it shall have for the purpose of the business to be carried on by it all the powers conferred by law upon corporations, and shall exercise generally all the powers necessary to carry on said business.

Article II.—The domicile of this corporation shall be in the city of New Orleans, parish of Orleans, State of Louisiana; and all citation and other legal process shall be served on the president, and in case of his absence, on the secretary-treasurer or vice-president.

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 cut, saw and manufacture lumber and veneers of all kinds, and to sell or otherwise dispose of the same; to purchase, rent or otherwise acquire, and to sell, lease, mortgage or otherwise dispose of lands, timber, logs, lumber or wood of any nature, saw mills, veneer mills, logging railroads, and equipment necessary therefor or appertaining thereto; and to operate saw mills, lumber mills and factories and mills for the manufacture of boxes, shooks, or other products of lumber; and in connection therewith to operate tram roads, railroads, or other means of transportation whatever; and generally to do and perform any and all things necessary or incidental to or appertaining to the aforesaid objects and purposes or any of them.

Article IV.—The amount of the capital stock of this corporation is hereby declared to be seven thousand five hundred ($7,500) dollars, which shall consist of seventy-five shares (75) of the par value of one hundred dollars ($100.00) per share; all of which shall be subscribed for before the filing of these articles of incorporation; and all the stock so subscribed for shall be paid for either in money or property received or labor done for the said corporation, at such times as the board of directors shall determine.

The amount to which the capital stock of this corporation may be increased shall be one hundred thousand dollars ($100,000).

The said seventy-five hundred dollars ($7,500) stock so subscribed to this charter, shall be paid for by the transfer to this corporation of the saw mill, saw mill machinery, etc., belonging to the subscribers to this charter, which is fully described in the detailed description and the appraisement thereof which is annexed to these articles of incorporation as a part hereof and which is to be read in connection herewith.

Article V.—All the powers of this corporation shall be vested in and the business and affairs of the corporation shall be managed by a board of directors who shall be elected annually at a meeting of the stockholders on the first Monday in May of each year; the first board of directors are to serve for the first year, or until their successors are elected and qualified.

The first board of directors shall consist of the following: Edward R. Braud, Joseph U. Folse, Jr., and Joseph U. Folse, Sr., with Edward R. Braud, 1710 Fern street, New Orleans, La., as president Joseph U. Folse, Jr., 1229 N. Tonti St., New Orleans, La., as secretary-treasurer, and Joseph U. Folse, Sr., Paincourtville, Assumption Parish, La., as vice-president.

These directors shall hold office until their successors are elected and qualified.

All elections shall be by ballot at the office of the corporation, under the supervision of two commissioners to be appointed by the board of directors. Notice of such meeting shall be given by the secretary in writing, delivered to each stockholder in person or mailed to him to his last known address at least fifteen days prior to the said election; but this notice may be waived by all the stockholders. At all such elections and at all meetings of the stockholders, every stockholder shall be entitled to one voet for each share of stock standing in his name on the books of the corporation on the date of the said meeting. Said votes to be cast in person or by written proxy, and a majority of the votes cast shall elect.

The failure to hold the annual meeting or to elect directors shall not dissolve this corporation or affect the corporation nor impair its management in any respect, but the directors then in office shall remain in office until their successors are elected and qualified. Each subsequent board of directors shall be composed of three, and shall elect as soon as possible after their own election a president, a vice-president and a secretary-treasurer; and the board of directors may appoint such other officers, agents, employees as they may deem proper, and may grant to each officer such powers as they may deem proper.

All vacancies on the board of directors for whatever cause shall be filled by the remaining directors. Any member of the board of directors may appoint any other person his proxy to act in his place at any meeting of the said board. The board of directors may make and amend all by laws necessary for the regulation and management of this corporation.

Article VI.—This act of incorporation may be modified, changed or altered, or said corporation may be dissolved with the assent of two-thirds of the capital stock outstanding at a meeting of the stockholders convened for that purpose and after fifteen days notice has been delivered in person or given by letter mailed to the last known address of each stockholder. The said notice may be waived by the unanimous consent of **all** stockholders.

In case of dissolution of the corporation, its affairs shall be liquidated by two commissioners elected by the stockholders.

Article VII.—No stockholder shall ever be held liable for faults or contracts of this corporation in any further sum than the unpaid balance due to the corporation on the shares owned by him; nor shall any mere informality have the effect of rendering the charter null or of exposing any stockholder to any liability beyond the unpaid balance due on his stock.

The subscribers hereto have respectively written opposite their names the amount of stock subscribed by them in this corporation, so that this act of incorporation may also serve as the original subscription list of the corporation, and they have stated their post office addresses so as to conform with Act 267 of 1914, as follows: Edward R. Braud, 1710 Fern Street, N. O., La.; Joseph U. Folse, Jr., 1229 Tonti Street, N. O., La.; Joseph U. Folse, Sr., Paincourtville, Assumption Parish, La.

Thus done and passed in my office, New Orleans, La., on the day, month and year above given, in the presence of Messrs. Frank Kleinschmidt and Jules E. Avard, competent witnesses who are of full age and residents of New Orleans, La., who hereunto sign their names with the said appearers and me, notary, after a due reading of the whole.

Signed: E. R. Braud, 37 shares, $3700, 1710 Fern St., N. O., La.; Jos. U. Folse, 1 share, $100, Paincourtville, La.; Jos. U. Folse, Jr., 37 shares $3700, 1229 N. Tonti St., N. O., La. Witnesses: Frank Kleinschmidt, Jules E. Avard.

SCOTT E. BEER, 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 Helena Lumber Co., Inc., was this day duly recorded in my office in book 1195, folio 407.

New Orleans, La., this 5th day of April, 1916.

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

I hereby certify that the above and foregoing is a true and correct copy of the original act of incorporation of the Helena Lumber Co., together with the certificate of the recorder of mortgages attached thereto, the whole on file in my notarial office.

Witness my hand and seal this 5th day of April, 1916.

SCOTT E. BEER, Not. Pub.

Detailed and itemized description and appraisement of one 20x80 foot daily capacity Wheeland circular saw mill, located at Levis Spur, St. Tammany Parish, Louisiana, consisting of the following:

One 30x80, two-story frame, mill building; corrugated roofing, all heart pine timbers; one small office building; one commissary building; three cabins; One boiler house building 12x30, corrugated roofing; No. five saw rig; No. 7 carriage; Southern Engine & Boiler Works 56 in. 3 saw edger. One two saw trimmer; one 14x20 Erie Engine (side crank); one 60 in. by 18 ft. Case & Hedges High pressure boiler. Soule steam feed. Two saw grinders. One swing saw. One self feed strip saw. One bull wheel log haul; all necessary shafting, pulleys, belting and conveyors necessary for the operation of the mill. The above in first class condition and ready for immediate use. The above valued, irrespective of any good will, and for itself alone as it now stands, at the full sum of $7,500.00. Whatever good will there is at present being valued in this detailed and itemized list at nothing.

We, the directors of the Helena Lumber Co., Inc., have appraised the above movable property situated at Levis Spur, St. Tammany Parish, Louisiana, at the full sum of $7,500.00, and in our judgment the said property is well worth the sum of $7,500.00, and we declare that the same is to be taken over by the Helena Lumber Co., Inc., at the said price of $7,500.00 which is to be paid by the delivery of full paid shares of capital stock of the said Helena Lumber Co., Inc., of the par value of $100.00 per share, to the owner of the above property, or to any one whom he may designate.

Signed: E. R. Braud, Pres.; Jos. U. Folse, V. P., Jos. U. Folse, Jr., Sec.-Treas.

Sworn to and subscribed before me this 5th of April, 1916.

SCOTT E. BEER, Not. Pub.

(Seal)

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April 26th, 1916.

CHARTER OF NEW ORLEANS SUGAR COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans.

Be it known, that on this 26th day of the month of April, in the year of our Lord one thousand nine hundred and sixteen (1916), and of the independence of the United States of America, the one hundred and fortieth, before me, Asahel Walker Cooper, a notary public, duly commissioned and qualified in and for the parish of Orleans, City of New Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared; the following persons, all of the age of legal majority, whose names, residences and post office addresses are as follows, to-wit:

William W. Westerfield, 903 Hennen Building, New Orleans, La.; George J. Ricau, 203 North Peters Street, New Orleans, La.; Paul Best, 545 Tchoupitoulas Street, New Orleans, La.; Maurice L. Desforges, 235 North Peters Street, New Orleans, La.

Who declared that, availing themselves of the provisions of the laws of the State of Louisiana, particularly of Act No. 267 of the General Assembly of said State for the year 1914, they have covenanted and agreed, and do by these presents covenant and agree, bind, form and constitute themselves, as well as 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 agreements and stipulations following, to-wit:

Article I.—The name and style of this corporation shall be the New Orleans Sugar Company, Inc., and by said corporate name it shall have and enjoy succession for a period of ninety-nine years unless sooner dissolved, and have all the rights, privileges and immunities granted by law to corporations, and under said corporate name it shall have power to contract, sue and be sued, to make and use a corporate seal, to hold, receive, purchase, convey, hypothecate, lease or pledge, property, either real or personal, to issue bonds, notes and other evidences of debt; to have and employ such managers directors, officers, agents and other employees as the interest and convenience of the corporation may require, and to make rules and regulations for its corporate management and control.

Article II.—The domicile of this corporation shall be in the city of New Orleans, State of Louisiana, and all citations or other legal process shall be served upon the president, or in case of his absence or inability to act, upon the vice-president, or in the absence of both, upon the secretary-treasurer.

Article III.—The objects and purposes for which this corporation is formed and the nature of the business to be carried on by it are hereby declared to be as follows:

To do business as dealers, brokers, agents, commission merchants and factors in agricultural products, particularly sugar, molasses, rice and coffee, and their by products. To plant, cultivate, grow, produce, manufacture, buy and sell such agricultural products; to purchase, lease and otherwise, to acquire and operate sugar and rice plantations, refineries, buildings, mills and machinery; to carry on the business of refining, preparing, buying, selling, importing and exporting sugar, sugar cane, molasses and rice, and their by products, and generally to do and perform all things necessary or incidental to the purposes herein expressed.

Article IV.—The capital stock of this corporation is hereby declared to be the sum of fifteen thousand dollars, divided into one hundred and fifty shares of the par value of one hundred dollars each; said stcok only to be issued for cash, or in payment for property actually received or purchased by said corporation or for labor or services rendered, and shall be full paid at the time of its issuance and nonassessable; all certificates of stock shall be signed by the president and countersigned by the secretary-treasurer of the corporation. The capital stock of this corporation may be increased to the sum of fifty thousand dollars.

Article V.—All the corporate powers of said corporation shall be vested in and exercised by a board of directors to be composed of three stockholders, a majority of whom shall constitute a quorum for the transaction of business. The first board of directors shall be composed of: William W. Westerfield, 903 Hennen Bldg., New Orleans, La.; George J. Ricau, 203 North Peters Street, New Orleans, La.; Maurice L. Desforges, 235 North Peters Street, New Orleans, La., of which William W. Westerfield shall be president, Maurice L. Desforges, vice-president, and George J. Ricau, secretary-treasurer.

The said officers and directors shall hold office until the second Monday in January, 1917, or until their successors are duly elected and installed.

On the second Monday in January, and annually thereafter, a meeting of the stockholders shall be held for the purpose of electing directors for the ensuing year, such election shall be by ballot and at the domicile of the corporation, and the stockholders receiving the votes of the majority of the shares cast shall be declared elected. Failure to hold an election on the day specified shall not dissolve the corporation but the directors in office shall hold over until an election shall be held. Neither shall failure to hold an annual meeting cause forfeiture of this act of incorporation. The directors when elected shall select from their number a president, a vice-president and secretary-treasurer; they shall appoint such officers, agents, managers and employees as they may deem necessary to the proper conduct of the business of the corporation and who shall hold office or employment subject to the pleasure of the board. In case of vacancy in the board of directors, from death, resignation, removal or any other cause, the remaining members of the board shall act as a full board until the next annual meeting. In case of such vacancy among the officers the board shall have the power to fill such vacancy from among the stockholders of the corporation.

All promissory notes, drafts, checks, acceptances, contracts, and other evidences of indebtedness, as well as obligations of every nature binding upon this corporation, shall be signed by the secretary-treasurer and in the event of his absence, or inability to act, by the president.

Article VI.—Notice of all meetings of stockholders for election of directors or for any other purpose, shall be given by the secretary-treasurer, by written or printed notice, by depositing in the mail, postage prepaid, and directed to each stockholder at his or her last known address as shown by the books of the corporation. Said notice shall be mailed fifteen (15) days before the date set for the next meeting, unless the same is waived in writing by all the stockholders appearing on the books. At least two days before said meeting a complete list of stockholders entitled to vote shall be open to inspection by the stockholders at the place of said meeting. At all such meetings every stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the corporation to be cast in person or by written proxy; and the majority of all the votes cast shall be sufficient to decide all questions voted upon except for the alteration, amendment or modification of this charter, or the dissolution of the corporation.

Special meetings of stockholders may be held when ordered by the board of directors, or by the holders of twenty-five per cent of the outstanding capital stock, and the president may, or shall, call such meeting by giving at least two days' notice to all stockholders of record, in person or through mail, if such notice be not waived by unanimous consent of all stockholders.

Article VII.—No stockholder shall ever be held liable or responsible for the contracts or faults of this corporation any further than the unpaid balance due to the corporation on the shares owned by him.

Article VIII.—This act of incorporation may be altered, modified or amended, or the corporation dissolved by the vote of two-thirds of the capital stock present or represented at a general meeting of the stockholders called for that purpose and notice thereof shall be given, as provided in Article Six of this charter, and in case of dissolution, at least a majority of the entire stock must be present or represented at such meeting and the stockholders at such meeting shall elect two liquidating commissioners who shall have entire charge of the assets of the corporation and who shall have power to fill vacancies occurring in their number. At the termination of this act of incorporation by limitation, the business and affairs shall be likewise wound up by two liquidators, appointed as above set forth.

The subscribers hereto have set opposite their names the amount of stock subscribed by each of them:

George J. Ricau, one hundred and one (101) shares; William W. Westerfield, five (5) shares; Maurice Desforges, three (3) shares; Paul Best, one (1) share.

The subscription of William W. Westerfield, Maurice Desforges and Paul Best shall be paid for in cash, in such installments and at such times, as the board of directors may elect. The subscription of George J. Ricau shall be paid for by the transfer to this corporation of all of the assets and good will of the business now conducted under the name of New Orleans Sugar Company, which assets are more particularly described as follows:

Cash in bank, three thousand seven hundred thirty-nine and 17/100 dollars	$3,739.17
Granulated sugar in barrels, four thousand seven hundred forty-four and 84/100 dollars	4,744.84
Standard fine granulated sugar in bags, one thousand six hundred fifteen and 99/100 dollars	1,615.99
Total, ten thousand one hundred dollars	$10,100.00

which assets, the board of directors of this corporation have appraised and do hereby appraise at the sum of ten thousand one hundred ($10,100.00) dollars.

Thus done and passed at my office in the city of New Orleans on the date hereinabove first written, in the presence of Philip H. Mentz and Louise J. Guidry, competent witnesses, who have hereunto subscribed their names, together with the appearers and me, notary, this twenty-sixth day of April, 1916.

Names of subscribers omitted.

Witnesses: Philip H. Mentz, Louise J. Guidry.

(Signed) A. W. COOPER, 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 New Orleans Sugar Company, Inc., was this day duly recorded in my office in book 1195, folio ——. New Orleans, April 26, 1916.

EMILE J. LEONARD, Dy. R.

A true copy of the original, with the exception of the names of the subscribers thereto.

(U. S. Int. Rev.)
Stamp duly can-)
(celled.)

A. W. COOPER, Not. Pub.

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CHARTER OF DE LUCAS MARBLE & GRANITE COMPANY.

State of Louisiana, City of New Orleans.

Be it known, that on this twenty-fifth day of March, nineteen hundred sixteen, before me, Frederick Deibel, a notary public, personally came and appeared: the persons whose names are hereunto subscribed who severally declared that availing themselves under the laws of this state, relative to the organization of corporations, they have covenanted and agreed, and do by these presents covenant, agree and constitute themselves as well as such persons as may hereafter become associated with them into a corporation for the objects and purposes and under the agreement and stipulations following, to-wit:

Article I.—The name of this corporation shall be the "De Lucas Marble & Granite Company," and under such name it shall have and enjoy corporate existence and succession for a period of twenty-five years from the date of this act with full power and for the purposes of this business as hereinafter defined to contract, sue and to be sued, to acquire, lease, use, hold, alienate, mortgage, pledge or otherwise encumber any property, movables or immovables, in or out of the state of Louisiana, to issue its stock or other evidence of indebtedness, and to secure same by pledge, mortgage, or otherwise; and to purchase or otherwise acquire the stocks and bonds of other corporations; to appoint or elect such directors, officers, managers, agents or other employees as the interest of convenience of its business may require; to make, amend or repeal, at pleasure, such by-laws, rules and regulations, touching the management of the affairs or business or the exercise of the powers of this corporation as may be necessary or convenient to increase or diminish the capital stock; to adopt a corporate seal, and the same to make, or alter at will, and generally for the purposes and objects of its business to exercise all rights and powers permitted by law to corporations.

Article II.—The domicile of this corporation shall be in the city of New Oleans, in this state, and all citation or other legal process shall be served upon the president, and in his absence the secretary-treasurer of said corporation.

Article III.—The objects and purposes for which this corporation is established and the nature of the business to be carried on by it are hereby declared to be: The operation and conducting of general Marble and Granite, Stone Manufacturing business, the buying and selling of all kinds of marble, granite, stone and other building material, the construction of buildings; exterior and interior, and cemetery memorials of every description and other works in whole or in part in Louisiana, and other states, the storage of all kinds of material, and generally the doing and performing of all acts incidental or necessary to any and all of the objects herein expressed.

Article IV.—The capital stock of this corporation is hereby fixed at the sum of ten thousand dollars, to be represented by one hundred shares of the par value of one hundred dollars each, which capital stock may be increased by a vote of the majority of the stockholders at any meeting called for that purpose, payments for said stock shall be made in cash or equivalent as may be prescribed by the board of directors who may have power to issue full paid stock in payment for property, real or personal, transferred to said corporation or for labor or service rendered.

No stockholder may sell, assign or transfer his stock in this corporation unless thirty days previous notice, in writing, of such intentions to sell, assign or transfer any stock to be given to the company to such sale, assignment or transfer, and upon such notice the board of directors shall have the right to purchase the stock at its value by reference to the balance sheet of the last fiscal year. Upon failure of the board to pass a resolution before the expiration of thirty days, to purchase the stock at its book value, said stock may be sold in open market.

No stock of the company can be bought in by any pledge, except upon the above conditions, and provided the board of directors do not resolve to purchase the same at its book value within the period named. No stock can be transferred under any conditions unless the transfer be made upon the books of the company at its office, in the city of New Orleans, Louisiana.

This corporation shall be authorized to commence business as soon as eight thousand dollars ($8,000.00) of the capital stock shall have been subscribed for.

Article V.—The corporate power of this corporation shall be vested in and exercised by a board of directors, of three or more directors composed of stockholders, a majority of whom shall constitute a quorum in the transaction of business, which said directors shall be elected at a general meeting of the stockholders of this corporation to be held on the third Saturday of January in each year, beginning with the year 1917, and notice of said election shall be given by mailing to the stockholders, at their last known place of business, a call for said meeting five (5) days previous thereto.

Said board, at its first meeting after each election, shall elect from its own members a president and secretary-treasurer. Failing from any cause to elect directors on the day submitted shall not dissolve the corporation, but the officers and directors then in office shall hold over until their successors shall have been duly elected and qualified.

At all elections any meetings of stockholders, each stockholder shall be entitled to one vote for each share of stock standing in his name, and may vote in person or by proxy.

In case of the resignation or death of a director his place shall be filled as soon as practicable by calling a meeting of the directors to elect his successor, who must be a stockholder.

The president shall appoint such agents, employees, servants, and clerks as may be necessary for conducting the business of this corporation, and shall fix their compensation and have the right to dismiss at pleasure.

Article VI.—This act of incorporation may be changed, modified or amended, and this corporation may be dissolved with the assent of two-thirds of the capital stock represented at a general meeting of stockholders called for that purpose after a five (5) days notice in a daily newspaper in the English language in the City of New Orleans, Louisiana.

Any changes proposed or made with reference to the increase or reduction of the capital stock shall be made in accordance with the laws of the State of Louisiana, wiht reference to the alteration of the capital stock of corporations.

Notice of all stockholders' meetings, not herein or by law otherwise provided for, shall be given to each stockholder by letter addressed to his last known place of residence or business and deposited in the mails at least five (5) days prior to the date of said meeting.

In case of dissolution or terminating of this corporation, either by limitation of this charter or for any other cause, its affairs shall be liquidated by three (3) commissioners selected by its stockholders at a general meeting held as above set forth and said commissioners shall remain in office until the affairs of this corporation have been fully liquidated. In case of death or incapacity of one or more of said commissioners, the survivor or survivors shall continue to act until such vacancy or vacancies shall have been filled by a general meeting of the stockholders, as above set forth.

Article VII.—No stockholder shall be liable or responsible for the contracts of this corporation or its faults, in any further sum than the unpaid balance due the company on the shares of stock subscribed for or owned by him, nor shall any informality in organization have the effect of rendering this charter null or exposing any stockholder to any liability beyond the unpaid balance, if any, due on his stock.

Thus done and passed, at my office, in this city, the day, month and year first above written, in the presence of Messieurs John D. Townsend and F. R. Watts, competent witnesses, residing in this city, who have hereunto signed their names with said appearers and me, notary, after reading of the whole.

Original signed: M. Geo. De Lucas and others.

FRED. DEIBEL, Not. Pub.

I, the undersigned recorder of mortgages in and for the parish of Orleans, State fo Louisiana, do hereby certify that the above and foregoing act of incorporation of the DeLucas Marble & Granite Company was this day duly recorded in my office in book 1195, folio 381.

New Orleans, March 29, 1916.

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

A true copy.

FRED. DEIBEL, Not. Pub.

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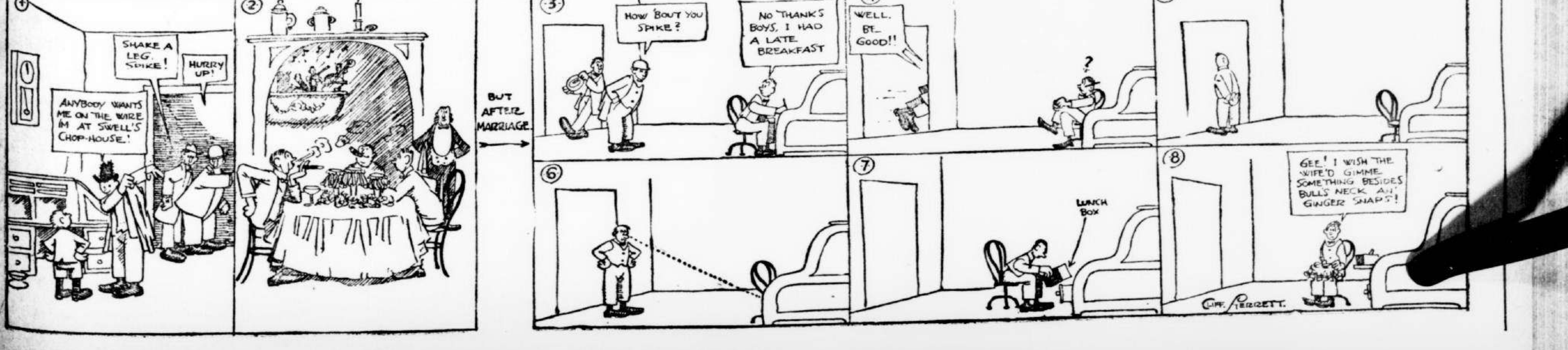
Drawn by Cliff Sterrott