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2011

ARTICLES OF INCORPORATION : UNITED STATES OF AMERICA
OF : STATE OF LOUISIANA
CAILLOUET LAND CORPOR- : PARISH OF LAFOURCHE
ATION
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BE IT KNOWN that on this 30th day of January, 1968, before me, Notary Public in and for the Parish of Lafourche, State of Louisiana, personally came and appeared the several subscribers hereto, all of full age of majority, who declared to me, Notary, in the presence of the undersigned competent witnesses, residing in the Parish and State aforesaid and availing themselves of Chapter 1, Title 12, of the Louisiana Revised Statutes of 1950, as amended, they do hereby organize themselves, their successors and assigns, into a corporation in pursuance of said provisions, under and in accordance with the following articles of incorporation:

1.

The name of the corporation is "CAILLOUET LAND CORPORATION."

2.

The duration is for a period of ninety-nine years from date hereof.

3.

The domicile of this corporation is hereby fixed in the City of Thibodaux, Parish of Lafourche, State of Louisiana, and its registered office shall be 102 West Second Street, Thibodaux, Louisiana.

4.

The objects and purposes for which this corporation is organized and the nature of the business, or businesses, which it may contract are stated and declared to be as follows, to-wit:

To own, manage, operate and administer improved or unimproved real estate now or hereafter owned by this corporation; to grant surface leases as well as oil, gas and mineral leases, and generally to grant any contract in connection with any realty owned by this corporation.

To buy, sell, exchange, receive, purchase, hypothecate, mortgage, convey, lease, rent or donate real property, personal property or intangible assets.

To borrow money and to make and issue bonds, debentures, obligations, and evidences of indebtedness of all kinds of this corporation, from time to time, without limits as to amount, for any of the objects or purposes of this corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To invest surplus funds of the corporation in government bonds, bonds of all political subdivisions, stocks, bonds and securities of other corporations or companies, and in any real, personal or intangible property.

To do all and everything suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects, or the furtherance of the powers hereinabove set forth, to the same extent and as fully as natural persons might or could do.

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

In general, this corporation shall be authorized to have and to exercise all the powers conferred by the laws of Louisiana upon corporations formed under the Act hereinabove referred to.

5.

The names and post office addresses of the registered agents of this corporation are:

Clyde C. Caillouet, 1102 Menard Street, Thibodaux,
Louisiana;

Lucien A. Caillouet, 500 St. Charles Street, Thibodaux,
Louisiana;

6.

The total authorized number of shares of this corporation is TWENTY-FIVE THOUSAND (25,000) shares of common stock without nominal or par value.

Without necessity of action by the shareholder, shares of stock may be issued by the corporation, from time to time for such consideration as may be fixed, from time to time, by the Board of Directors, and any and all such shares so issued, if the full fixed consideration, whether cash and/or property and/or good will, for such shares has been paid or delivered, shall be deemed full paid stock and not liable to any further call or assessment, and the holder of such shares shall not be liable for any further payment thereon.

Unless sold to the corporation as Treasury stock, no stockholder shall have the right to sell, assign or transfer, nor shall he sell, assign or transfer any of this stock to anyone not a stockholder of this corporation, until after the other stockholders of this corporation shall have been given the opportunity of acquiring the stock of the stockholder desiring to sell the same, at the price for which the said stockholder be willing to sell said stock; provided, that the said stockholder shall not be entitled to demand more than the market value of the stock. If a stockholder desires to dispose of any or all of his stock, he shall through the Secretary of the Corporation give written notice of his intention to all other

stockholders, advising them of the number of shares of which he desires to dispose and the price which he will accept therefor, provided that he may not demand a greater price than the market value. The stockholders shall then have a period of ten days from the date of the mailing of written notice in which to acquire the stock offered for sale. During the period of ten days prescribed for, each of the eligible stockholders shall be entitled to purchase shares of stock from such seller in proportion to the number of shares registered in his name on the books of this corporation. No sale under attachment or other legal process or by virtue of any power of attorney, pledge or hypothecation shall be validly made until the foregoing requirements have been complied with by the persons proposing or provoking such sale. No transfer of any stock shall be recorded upon the books of this corporation, or be valid which contravenes any of the foregoing provisions, provided that by the unanimous consent of all the stockholders, evidenced by a specific declaration in writing, any of the foregoing provisions may be waived in any instance or instances.

If there is a dispute as to what is the actual market value of the stock at the time the same is put up for sale, the stockholder desiring to sell shall appoint an appraiser, and the stockholder or stockholders desiring to purchase shall appoint another appraiser, and these two appraisers shall select a third appraiser. The three said appraisers shall then determine the actual market value of the stock sought to be sold, and all parties shall be bound by said findings.

7.

The amount of paid-in capital with which the corporation shall begin business is TWO THOUSAND AND NO/100 (\$2,000.00) DOLLARS, which, on the execution of these articles, has been paid in cash or its equivalent.

8.

The officers of this corporation shall be President, Vice-President, Secretary and Treasurer, and such other offices as the Board of Directors may see fit to create. The officers of this corporation, except the first who are hereinafter named, with their term of office hereinafter shown, shall be elected by the Board of Directors. The officers designated in this charter shall serve until the last Saturday of March, 1969, or until their successors shall be elected and qualified. The term of all such officers shall otherwise be one year or until their successors shall be elected and qualified.

The first officers of this corporation shall be as follows:

L. Philip Caillouet, 631 Verret St., Houma, Louisiana	President
Lucien A. Caillouet, 500 St. Charles Street, Thibodaux, Louisiana	Vice-President
Bernard J. Caillouet, 1700 Frankfort Street, New Orleans, Louisiana	Treasurer
Clyde C. Caillouet, 1102 Menard Street, Thibodaux, Louisiana.	Secretary

9.

All corporate powers of this corporation are hereby vested in the Board of Directors. The Board of Directors of this corporation, except the first Board hereinafter named, with the term of office hereinafter shown, shall be elected by the shareholders at their annual shareholders' meeting as hereinafter provided. The Board of Directors designated in this charter shall serve until the last Saturday of March, 1969, or until their successors shall be elected and qualified. The term of all such Directors shall otherwise be one (1) year or until their successors shall be elected and qualified.

The first Board of Directors of this corporation shall be composed of the following persons, to-wit:

L. Philip Caillouet

Lucien A. Caillouet

Bernard J. Caillouet

Clyde C. Caillouet.

A meeting of the said Board of Directors shall be held without notice immediately upon the execution of this Act for the purpose of transacting any and all business of this corporation whatsoever.

10.

The Board of Directors shall have authority to fill all vacancies in the office of the corporation and to make and alter by-laws, including the right to make or alter by-laws, fixing their number, qualifications, classification or term of office, or fixing or increasing their compensation, subject to the power of the shareholders to change or repeal the by-laws so made at the next annual shareholders' meeting; the by-laws may provide for the existence of a voting among the shareholders of the corporation pursuant to an agreement in writing, and may provide that the voting rights held by such a voting trust may only be exercised by the unanimous consent of the trustees thereof.

11.

In addition to the powers and authority herein, or by statute, expressly conferred, the Board of Directors may exercise all such powers and do all such things and acts as may be exercised or done by the corporation, subject, nevertheless, to the express provisions of the laws of the State of Louisiana, of these articles, and of the by-laws of the corporation.

In the absence of fraud, no contract or other transaction

between the corporation and any other corporation, or any individual or firm, shall be in any way invalidated or otherwise affected by the fact that any one or more of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided the fact that he, individually, or as a member of such firm or association, is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of the members thereof, and any Director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of any committee of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such officer or director of such other corporation or not so interested.

Any director of the corporation may vote upon any contract or other transaction between the corporation or any parent or affiliated corporation without regard to the fact that he is also a director of such parent or affiliated corporation.

12.

Any director absent from a meeting may be represented by any other director who must cast the vote of the absent director according to the written instructions, general or special of said absent director, filed with the secretary.

13.

The corporation shall have the right to accept the benefits of and exercise and enjoy any and all powers, rights and privileges which may hereafter be granted or conferred by,

or which may arise under the laws of the State of Louisiana, or any other State, or of the United States of America.

14.

The general annual meeting of the shareholders for the election of the directors shall be held on the last Saturday of March of each year, at 2:00 o'clock P.M., unless or until otherwise provided by resolution of the shareholders adopted by a majority thereof; and failure to elect directors on the date specified shall not dissolve the corporation nor impair its corporate existence or management, but the directors then in office shall remain in office until their successors shall have been duly elected and qualified. At all of the meetings of the shareholders, each holder of stock shall be entitled to one vote for each share of stock registered in his name upon the books of the corporation.

15.

The names and post office addresses of the incorporators and the statements of the number of shares subscribed by each, are as follows:

L. Philip Caillouet, 631 Verret Street, Houma, Louisiana, Fifty (50) shares having no par value;

Lucien A. Caillouet, 500 St. Charles Street, Thibodaux, Louisiana, Fifty (50) shares having no par value;

Bernard J. Caillouet, 1700 Frankfort Street, New Orleans, Louisiana, Fifty (50) shares having no par value;

Clyde C. Caillouet, 1102 Menard Street, Thibodaux, Louisiana, Fifty (50) shares having no par value;

16.

If, at any time, this corporation should own wasting assets intended for sale in the ordinary course of business, or shall own property having a limited life, it may pay dividends from the net profits arising from the sale of such assets, without deduction for depreciation or depletion of assets thereby sustained.

The articles and charter of this corporation may be amended, modified, or altered, or the capital stock may be increased or decreased, or said corporation may be dissolved by a vote of the stockholders herein, as provided by law, but no stockholder shall be personally liable for the contracts or defaults of said corporation in any greater sum than the unpaid balance due on the shares of stock subscribed to or owned by him.

THUS DONE AND SIGNED in the State and Parish aforesaid, on the day, month and year hereinabove set froth, in the presence of the undersigned competent witnesses, and me, Notary, after due reading of the whole.

WITNESSES:

/s/ Virginia Filce

/s/ Marie S. Bergeron

INCORPORATORS:

/s/ L. Philip Caillouet

/s/ Lucien A. Caillouet

/s/ Bernard J. Caillouet

/s/ Clyde C. Caillouet

/s/ Jack Wise

NOTARY PUBLIC