



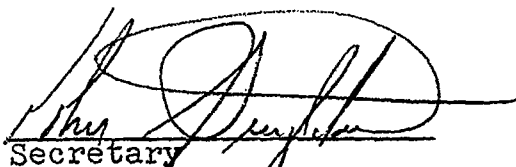
ADOPTION OF PROVISIONS OF
TEXAS BUSINESS CORPORATION ACT BY
J. T. THORPE COMPANY

Approved & filed in the office
of the Secretary of State
This 14 day of Feb 1956
E. Campbell
Chief Charter Division

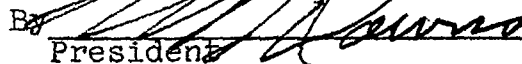
Pursuant to the provisions of Article 9.14 C of the Texas Business Corporation Act, the undersigned corporation submits the following for the purpose of adopting the provisions of the Texas Business Corporation Act:

1. The name of the corporation is J. T. THORPE COMPANY;
2. It is incorporated under the laws of the State of Texas;
3. Each resolution adopted by the corporation is attached hereto and incorporated herein by reference;
4. The date each resolution was adopted by the corporation was on the 7th day of November, 1955.
5. The Post Office address of its initial registered office is 5440 Polk Avenue, Houston, Texas. The name of its initial registered agent at such address is W. R. Downs.

DATED the 14th day of February, 1956.

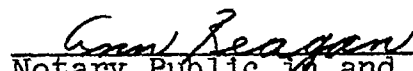

Secretary

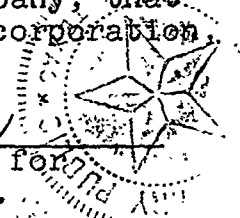
J. T. THORPE COMPANY

By 
President

THE STATE OF TEXAS }
COUNTY OF HARRIS }

I, Ann Reagan, a Notary Public, do hereby certify that on this 14th day of February, 1956, personally appeared before me W. R. Downs, who being by me first duly sworn, declared that he is the President of J. T. Thorpe Company, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.


Notary Public in and for
Harris County, Texas.



28-1

NOTICE OF REGULAR MEETING OF SHAREHOLDERS
OF J. T. THORPE COMPANY
TO BE HELD ON THE 7th day of November, 1955

TO:

J. T. THORPE, INC., W. R. DOWNS, FRANK C. SHELDEN,
JR., AND JOSEPH WEBB, constituting all of the Shareholders
of J. T. Thorpe Company.

You are hereby given notice that on the 7th day
of November, 1955, a regular meeting will be held at the offices
of J. T. Thorpe Company, at 10:00 o'clock A.M., for the pur-
pose of voting on the following resolution adopted by the
Board of Directors:

BE IT RESOLVED that pursuant to the provisions
of Article 9.14 C of the Texas Business Corpora-
tion Act, J. T. Thorpe Company adopt the pro-
visions of the Texas Business Corporation Act.

J. T. THORPE COMPANY

By 
President

14

MEETING OF SECOND ANNUAL
MEETING OF SHAREHOLDERS
OF

J. T. THORPE COMPANY

The second annual meeting of the Shareholders of J. T. Thorpe Company was held at 5440 Polk Avenue, Houston, Texas, on the 7th day of November, 1955, being the second Monday in November, pursuant to written notice of such meeting mailed by the Secretary more than ten (10) days prior to the date of the meeting, to each Shareholder, stating the place, day and hour of said meeting. The meeting was held at 10:00 o'clock A.M.

The following Shareholders were present:

J. T. Thorpe, Inc.	2,750 shares
W. R. Downs	1,250 shares
Frank C. Shelden, Jr.	500 shares

J. T. Thorpe, Inc., was present by and through H. W. Baker, who presented his proxy from the said J. T. Thorpe, Inc., which proxy is attached hereto and made a part hereof.

Joseph Webb, who holds 500 shares in the company was absent.

On motion duly made and seconded, Frank C. Shelden, Jr., was elected chairman of the meeting and W. R. Downs was elected Secretary of the meeting.

Ninety per cent (90%) of the stock being present, a quorum was declared present.

The minutes of the last meeting of the Shareholders held on the 8th day of November, 1954, were read and approved.

The Secretary of the meeting announced that the annual report of the company was not yet ready, but that it would be mailed to all Shareholders shortly after the 31st day of December, 1955.

The members of the present Board of Directors, A. L. Erickson, W. R. Downs and Frank C. Shelden, Jr., were nominated and unanimously elected to be Directors for the company for the

ensuing year and until their successors are duly elected and qualified.

Payments under the company's profit sharing plan were discussed and inasmuch, as of the date of the Board meeting, it appeared there would be no payments due under said plan for the current year, it was voted to pay one months salary to all employees under the bonus plan, provided, in the opinion of the Directors, sufficient funds were available at the close of the current year.

Upon motion duly made and seconded, the following resolution was passed:

RESOLVED, that pursuant to Article 9.14 C of the Texas Business Corporation Act, J. T. Thorpe Company adopts the provisions of the Texas Business Corporation Act; subject, however, to the decision of its Board of Directors to do so;

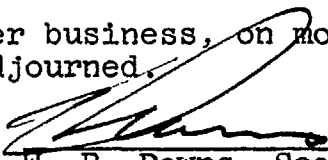
and, be it further -

RESOLVED that this resolution of the Shareholders be submitted to a vote of the Directors of J. T. Thorpe Company at the regular annual meeting of such Directors to be held immediately after the adjournment of this Shareholders' meeting.

Upon motion duly made and seconded, the following resolution was passed:

RESOLVED, that the action of the Directors of the corporation during the year immediately past, for and on behalf of said corporation, and in conduct of their officers as Directors be, and the same is hereby RATIFIED and CONFIRMED by the Shareholders of J. T. Thorpe Company.

There being no further business, on motion duly made and seconded, the meeting adjourned.


W. R. Downs, Secretary

KNOW ALL MEN BY THESE PRESENTS:

That J T THORPE INC. does hereby make, constitute and appoint H. W. Baker, our true and lawful attorney, for us and in our name, place and stead, to attend the annual meeting of stockholders of J T Thorpe Company at Houston, Texas, on November ~~14~~⁷, 1955, at 10:00 A.M., of said day, and to represent us and vote as our proxy at said meeting, or at any adjournment thereof, upon all subjects, business, or matters that shall come before such meeting.

WITNESS OUR HAND at Los Angeles, California,
this 3rd day of November, 1955.

J T THORPE INC.

A. L. Erickson
President

O. V. Mells
Secretary

NOTICE OF REGULAR MEETING OF THE BOARD OF
DIRECTORS OF J. T. THORPE COMPANY TO BE
HELD ON November 7, 1955.

TO:

W. R. DOWNS, FRANK C. SHELDEN, JR., and A. L.
ERICKSON, constituting all of the Directors of J. T. Thorpe
Company.

You are hereby given notice that on the 7th day of
November, 1955, a regular meeting will be held at the offices
of J. T. Thorpe Company, at 11:00 o'clock A.M., for the pur-
pose of voting on the following resolution adopted by the
Shareholders:

BE IT RESOLVED that pursuant to the provisions
of Article 9.14 C of the Texas Business Corpora-
tion Act, J. T. Thorpe Company adopt the pro-
visions of the Texas Business Corporation Act.

J. T. THORPE COMPANY

By 
President

MINUTES OF THE SECOND
REGULAR MEETING OF THE
BOARD OF DIRECTORS OF

J. T. THORPE COMPANY

The second regular annual meeting of the Board of Directors of J. T. Thorpe Company was held at the offices of the company at 5440 Polk Avenue, Houston, Texas, on the 7th day of November, 1955, and pursuant to notice given in accordance with the By-Laws, the meeting was convened immediately following the annual Stockholders' meeting held on the same day, at 11:00 o'clock A.M.

Present were:

W. R. Downs
Frank C. Sheldon, Jr.

Absent at the meeting was A. L. Erickson, but present in his place in a non-voting and an advisory capacity was H. W. Baker.

The minutes of the first regular annual meeting of the Board of Directors, and all special meetings held thereafter were read and approved.

It was announced that Mrs. Ann Reagan had resigned as Assistant Secretary of the company effective March 16, 1955. With the exception of the office of Assistant Secretary, all of the present officers of the company were renominated to fill the respective offices now held by them for the ensuing year or until their successors are elected. They were unanimously elected and the presiding officer announced as a result of the election, the following officers for the ensuing year were:

W. R. Downs, President
Frank C. Sheldon, Jr., Vice-President
A. L. Erickson - Treasurer and Chairman of the Board
T. H. Riggs - Secretary
Mary Severance - Assistant Treasurer.

It was decided that the office of Assistant Secretary would be left vacant for the time being.

The company's present insurance problems, purchase of its present offices and warehouse, possible sub-letting of a portion thereof all were informally discussed, but no action was taken in connection therewith. Mr. Baker indicated that he would present to J. T. Thorpe, Inc., the desire of this company to enter into a lease purchase agreement and inform this company as to the result of his discussion with the said J. T. Thorpe, Inc.

There followed a discussion concerning the payment of dividends and it was the decision of the Board that no action should be taken concerning dividends at this time.

Payments under the company's profit sharing plan were discussed and inasmuch, as of the date of the Board meeting, it appeared there would be no payments due under said plan for the current year, it was voted to pay one months salary to all employees under the bonus plan, provided, in the opinion of the Directors, sufficient funds were available at the close of the current year.

Upon motion duly made and seconded, it was further

RESOLVED that the President and Vice-President and Treasurer be and the same are hereby authorized to distribute an amount, not to exceed a total of \$1,000.00 to such persons employed on an hourly basis by the company, and considered by such designated officers of the company to be key employees; provided, at the close of the current year, in the opinion of the Directors, sufficient funds are available from which to pay such bonus; in the event such bonus is paid, it shall be distributed among such key employees as said officers, in their sole discretion, shall determine, it being the desire of the Board of Directors to reward such employees so designated in accordance with their respective merits and length of service with the company.

Upon motion duly made and seconded, it was further

RESOLVED, that pursuant to the provisions of Article 9.14 C of the Texas Business Corporation Act, J. T. Thorpe Company adopts the provisions of the Texas Business Corporation Act; and further, that the President and Secretary of

the company be authorized to sign and submit to the Secretary of State of the State of Texas the required forms adopting the provisions of the Texas Business Corporation Act.

Upon motion duly made and seconded, it was further

RESOLVED, that all of the actions and conduct of the officers of the company for and in behalf of said company during the past calendar year be, and such action and conduct is hereby RATIFIED and CONFIRMED by the unanimous vote of the Board of Directors of the company.

There being no further business, on motion duly made and seconded, the meeting was adjourned.


Chairman of Board Meeting


Secretary

ATTORNEYS AT LAW

February 15, 1956

Honorable T. M. Reavley
Secretary of State
Austin, Texas

Dear Mr. Reavley:

We enclose duplicate originals of the Adoption of the Texas Business Corporation Act by J. T. Thorpe Company, along with our check for \$1.00.

We would appreciate your filing the enclosed and issuing a certificate evidencing the date the same was filed.

Yours very truly,

BATES & SINGLETON

By

JVS:bg
enc . ,

Ref: raid
Houston
\$ 50,000
all
11-1714
73710

100-443887-100

February 21, 1956.

BATES, RIGGS & SINGLETON
1616 SECOND NATIONAL BANK BUILDING
HOUSTON 2, TEXAS.

DEAR SIRs:

Enclosed is a duplicate copy of the adoption of
the Texas Business Corporation Act of

J. T. THORPE COMPANY.

This will acknowledge receipt of your remittance
of \$1.00, in payment of the statutory filing fee.

Sincerely yours,

Tom Reavley
TOM REAVLEY
Secretary of State