

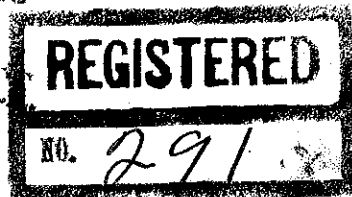
AFTER FIVE DAYS RETURN TO
G. W. HUMPHRIES
PROBATE JUDGE, BALDWIN COUNTY
BAY MINETTE, ALA.

REGISTERED MAIL
RETURN RECEIPT DEMANDED.
FOR DELIVERY ONLY TO PERSON TO WHOM ADDRESSED.



7015
Second Notice
10-11-30

THIRD NOTICE
10-14-30



OCT 8 1930

Return Receipt Requested
Fee Paid

Deliver to addressee only.

*Filed in Court
Court
of Alabama
at Mobile*

BEN MAY

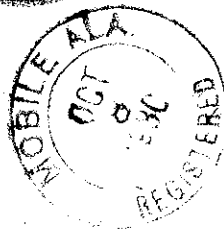
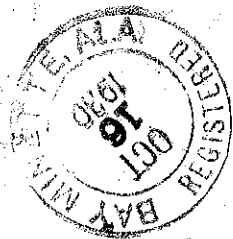
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RECEIPT FOR REGISTERED ARTICLE NO.

Free aid glass postage paid 15 Dec 1950
From Wm. H. Hume St. Louis Mo
(Name and number) (Address) (City and State)
Date Dec 15 1950
(Post office and State)

Addressed to *Benjamin Franklin* (Street and number)
13 Franklin (Street and number)
Philadelphia (City)
Pa (State)
19106 (Post office and State)

Accepting employee will place initials in space below, indicating restricted delivery.

Return receipt fee 3 in person 10 Special delivery fee 10

Delivery restricted to addressee Postmaster, per or order order

RECEIPT FOR REGISTERED ARTICLE NO. 549

1536) / James Postage paid. (Date) 12-1-1903
From James Postage paid. (Date) 12-1-1903

Addressed to	(Street and number)	(Post office and State)
125	2808 Franklin	(Post office and State)

Accepting employee will place initials in space below, indicating restricted delivery.

Return receipt fee	23	in person	Special delivery fee	58
restricted to addressee		or	Postmaster, per	



Mr. Kischer:-
These Registry Receipts to be
filed in Law Gas Corp

Ben M. K.

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IN THE PROBATE COURT OF
BALDWIN COUNTY, ALABAMA.
SOUTHERN NATURAL GAS CORPO-
RATION, A Corporation, Applicant.

VS

BEN MAY, Respondent,
TO BEN MAY:

You are hereby notified that South-
ern Natural Gas Corporation, a corpo-
ration, has filed its written applica-
tion in this court seeking to acquire
certain rights and easements by con-
demnation over the lands and for the
use and purposes hereinafter de-
scribed.

The lands upon or across which
said easement is sought are described
as follows:

The north half of the southwest
quarter of the southeast quarter of the
southwest quarter and the south half
of the southeast quarter, Section 31,
Township 2 South, Range 4 East, Sec-
tion 5, Township 3 South, Range 4
East, the northwest quarter of the
northwest quarter, the east half of
the northwest quarter and the north-
east quarter of the southeast quarter,
Section 9, Township 3 South, Range
4 East, all in Baldwin County, Ala-
bama.

The interest and easement in and
to said lands sought to be acquired by
said application is the right and ease-
ment to lay, construct, maintain and
operate a pipe line or lines and sys-
tem, consisting of one or more pipes
and all appurtenances thereto, and
also the right and easement to con-
struct, maintain and operate telephone
or telegraph or other wire lines in
connection therewith over, under, along
and upon those certain strips or tracts
of land, thirty feet wide, upon and
across the lands of respondent Ben
May described in Section 4 of the ap-
plication, being fifteen feet on each
side of the center lines which are de-
scribed as follows:

Center Line:

Tract (a): Begin at a point on the
West boundary line of Section 31,
Township 2 South, Range 4 East, 1912
feet north of the southwest corner of
said section 31; thence run south 69
degrees 30 minutes east for a distance
of 2473 feet to a point in the south-
east quarter of the southwest quarter
of said Section 31; thence run south
56 degrees 30 minutes east for a dis-
tance of 2005 feet, more or less, to a
point on the south boundary line of
said Section 31.

Tract (b): Begin at a point on the
east boundary line of Section 5, Town-
ship 3 South, Range 4 East, said point
being 418 feet south of the northeast
corner of the southeast quarter of the
southeast quarter of said Section 5;
thence run north 55 degrees 20 minutes
west for a distance of 4345 feet to a
point; thence run north 62 degrees 20
minutes west for a distance of 388
feet to a point; thence run north 72
degrees 20 minutes west for a dis-
tance of 1700 feet, more or less, to a
point on the west boundary line of
said Section 5.

Tract (c): Begin at a point on the
North boundary line of Section 9,
Township 3 South, Range 4 East, said
point being 1040 feet east of the north-
west corner of said section 9; thence
run south 55 degrees 20 minutes east
for a distance of 2007 feet, more or
less, to a point on the East boundary
line of the northwest quarter of said
Section 9.

Tract (d): Commence at a point on
the north boundary line of Section 9,
Township 3 South, Range 4 East, said
point being 1040 feet east of the north-
west corner of said section 9; Thence
run south 55 degrees 20 minutes East
for a distance of 4172 feet to a point
on the North boundary line of the
southeast quarter of said section 9;
this being the point of beginning;
thence from said point of beginning
run south 55 degrees 20 minutes east
for a distance of 1335 feet more or
less, to a point on the East boundary
line of said Section 9.

Also, the free right of access, in-
gress and egress across the said lands
of respondent and on and across
said strips, tracts and rights of way, to
and from said lines, appurtenances
and said right of way above describ-
ed, for the purpose of laying, con-
structing, re-locating, maintaining, re-
placing, repairing, operating and re-
moving said pipe line and system and
all appurtenances thereof in and about
or in connection with the storage,
transmission, metering, sale and de-

the U. S. Bureau of Agricultural Economics.
\$11,480,000.00 in 1926 is estimated
with 1927 and 1928
respondent.

PUBLISHED EVERY THURSDAY

THE BALDWIN TIMES

PUBLISHED IN THE LAND OF THE GOLDEN SATSUMA

SUBSCRIPTION \$2.00 PER YEAR IN ADVANCE
ADVERTISING RATES GIVEN ON APPLICATION

R. B. VAIL
EDITOR AND PROPRIETOR

BAY MINETTE, ALA.

ALFIDAVIT OF PUBLICATION

STATE OF ALABAMA,
BALDWIN COUNTY.

R. B. Vail, being duly sworn, deposes and says that he is
the PUBLISHER of THE BALDWIN TIMES, a Weekly Newspaper published at Bay
Minette, Baldwin County, Alabama; that the notice hereto attached of _____

Southern Natural Gas Corp.

vs

Ben May

issues:

Was published in said Newspaper for 3 consecutive weeks in the following

Date of first publication	<u>October 9-1930</u>	Vol. <u>41</u>	No. <u>36</u>
Date of second publication	<u>October 16-1930</u>	Vol. <u>41</u>	No. <u>37</u>
Date of third publication	<u>October 23-1930</u>	Vol. <u>41</u>	No. <u>38</u>
Date of fourth publication	_____	Vol. _____	No. _____

Subscribed and sworn to before the undersigned this 30th day of

October 1930

R. B. Vail
Publisher.

Richard
Henry
Baldwin County, Ala.

IN THE PROBATE COURT OF
BALDWIN COUNTY, ALABAMA.
SOUTHERN NATURAL GAS CORPO-
RATION, A Corporation, Applicant.

VS
BEN MAY, Respondent.
TO BEN MAY:

You are hereby notified that South-
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tion in this court seeking to acquire
certain rights and easements by con-
demnation over the lands and for the
uses and purposes hereinafter de-
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The lands upon or across which
said easement is sought are described
as follows:

The north half of the southwest
quarter, the southeast quarter of the
southwest quarter, and the south half
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tion 5, Township 3 South, Range 4
East, the northwest quarter of the
northwest quarter, the east half of
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Section 9, Township 3 South, Range
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The interest and easement in and
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May described in Section 4 of the ap-
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Center Line:

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West boundary line of Section 31,
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Tract (b): Begin at a point on the
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degrees 20 minutes west for a dis-
tance of 1700 feet, more or less, to a
point on the west boundary line of
said Section 5.

Tract (c): Begin at a point on the
North boundary line of Section 9,
Township 3 South, Range 4 East, said
point being 1040 feet east of the north-
west corner of said section 9; thence
run south 55 degrees 20 minutes east
for a distance of 2007 feet, more or
less, to a point on the East boundary
line of the northwest quarter of said
Section 9.

Tract (d): Commence at a point on
the north boundary line of Section 9,
Township 3 South, Range 4 East, said
point being 1040 feet east of the north-
west corner of said section 9; Thence
run south 55 degrees 20 minutes East
for a distance of 4172 feet to a point
on the North boundary line of the
southeast quarter of said section 9,
this being the point of beginning;
thence from said point of beginning
run south 55 degrees 20 minutes east
for a distance of 1335 feet more or
less, to a point on the East boundary
line of said Section 9.

Also, the free right of access, in-
gress and egress across the said lands
of respondent and on and across
said strips, tracts and rights of way, to
and from said lines, appurtenances
and said right of way above describ-
ed, for the purpose of laying, con-
structing, re-locating, maintaining, re-
placing, repairing, operating and re-
moving said pipe line and system and
all appurtenances thereof in and about
or in connection with the storage,
transmission, metering, sale and de-
livery of gas by means of said pipe
line and system; also the right to
clear and remove any trees on or near
said lines or appurtenances which
might interfere with or impair the use
of the same.

You are further notified that by or-
der of this court entered the 8th day
of October, 1930, the 3rd day of Nov-
ember, 1930, was fixed and designated
as the date for the hearing of said
application and you are hereby sum-
moned and admonished to appear on
said date and plead, answer or demur
to said application as contemplated by
law.

WITNESS my hand this 8th day of
October, 1930.

G. W. Humphries, Judge of Pro-
bate, Baldwin County, Ala. 36 3t.

PUBLISHED EVERY THURSDAY

THE BALDWIN TIMES

BLISHED IN THE LAND OF THE GOLDEN SATSUMA

SUBSCRIPTION \$2.00 PER YEAR IN ADVANCE
ADVERTISING RATES GIVEN ON APPLICATION

RIETOR

BAY MINETTE, ALA.

ALFIDAVIT OF PUBLICATION

STATE OF ALABAMA,
BALDWIN COUNTY.

R. B. Vail

, being duly sworn, deposes and says that he is
the PUBLISHER of THE BALDWIN TIMES, a Weekly Newspaper published at Bay

Minette, Baldwin County, Alabama; that the notice hereto attached of

Southern Natural Gas Corp.

vs

Ben May

Was published in said Newspaper for 3 consecutive weeks in the following

October 9 - 1930 Vol. 41 No. 36

October 16 - 1930 Vol. 41 No. 37

October 23 - 1930 Vol. 41 No. 38

Vol. _____ No. _____

fore the undersigned this 17 day of

Oct 30
1930

R. B. Vail

Publisher.

Information over the lands and...
King to acquire

THE NEW YORK PUBLIC LIBRARY

ASTOR LENOX TILDEN FOUNDATION

1000 FIFTH AVENUE, NEW YORK, N. Y.

RECEIVED
M. B. WALKER

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 11/3/30 BY SP-10

Filed 11/3/30

Judge Roberts

Filed in Circuit Court
February 6th 1931
T. A. Richardson
Clerk

Filed February 6th / 93 /
J. W. Dickinson
Clerk

Feb 6 1893

ER FIVE DAYS RETURN TO

V. HUMPHRIES

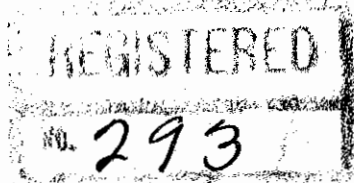
JUDGE, BALDWIN COUNTY

AY MINETTE, ALA.

REGISTERED MAIL

RETURN RECEIPT DEMANDED

FOR DELIVERY ONLY TO PERSON TO WHOM ADDRESSED



~~RETOUR A L'ENVOYEUR~~

BEN MA

PARIS, FRANCE.

Delivered only.

Return Receipt Requested

Fee Paid.

~~RETOUR A L'ENVOYEUR~~

*Filed February 6, 1931
J. W. Richardson
Clerk*

*Adresse
incomplete*

ADRESSE
INCOMPLETE



Copy

Southern Natural Gas Corporation
Applicant

vs

Ben May, Respondent

Filed Oct. 8, 1930

G. W. Humphreys
Judge of Probate
by J. H. Smith, Clerk

Mr. Kesler:-
These Registry Receipts to be
filed in Law Sec Corp

Ben W. Wad

[Handwritten signature]

[illegible]

Handwritten text in the upper right section, consisting of several lines of cursive script. The text appears to be a list or a series of notes, with some characters resembling '1', '2', '3', '4', '5', '6', '7', '8', '9', '10', '11', '12', '13', '14', '15', '16', '17', '18', '19', '20', '21', '22', '23', '24', '25', '26', '27', '28', '29', '30', '31', '32', '33', '34', '35', '36', '37', '38', '39', '40', '41', '42', '43', '44', '45', '46', '47', '48', '49', '50', '51', '52', '53', '54', '55', '56', '57', '58', '59', '60', '61', '62', '63', '64', '65', '66', '67', '68', '69', '70', '71', '72', '73', '74', '75', '76', '77', '78', '79', '80', '81', '82', '83', '84', '85', '86', '87', '88', '89', '90', '91', '92', '93', '94', '95', '96', '97', '98', '99', '100'.

Handwritten text in the upper left section, consisting of several lines of cursive script. The text appears to be a list or a series of notes, with some characters resembling '1', '2', '3', '4', '5', '6', '7', '8', '9', '10', '11', '12', '13', '14', '15', '16', '17', '18', '19', '20', '21', '22', '23', '24', '25', '26', '27', '28', '29', '30', '31', '32', '33', '34', '35', '36', '37', '38', '39', '40', '41', '42', '43', '44', '45', '46', '47', '48', '49', '50', '51', '52', '53', '54', '55', '56', '57', '58', '59', '60', '61', '62', '63', '64', '65', '66', '67', '68', '69', '70', '71', '72', '73', '74', '75', '76', '77', '78', '79', '80', '81', '82', '83', '84', '85', '86', '87', '88', '89', '90', '91', '92', '93', '94', '95', '96', '97', '98', '99', '100'.

RECEIPT FOR REGISTERED ARTICLE NO. 293

15 fee paid. class postage paid. 1938

From H W Thompson (Sender)

Addressed to (Street and number) (Post office and State)

(Addressee)

Accepting employee will place initials in space below indicating restricted delivery.

Return receipt fee 5 Delivery restricted to addressee { in person Special delivery fee Postmaster, per 2



312

•

(Post office and State)

1000

(Post Office and State)

Transit 7



RECEIPT FOR REGISTERED ARTICLE NO. 201-2013

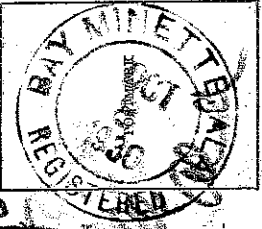
156 paid class postage paid
From, 1761 Henry St. #200
(Sender) (Unit)

(Street and number) (Post office and State)

Addressed to 137 Pennsylvania Ave
(Addressee)
Washington D.C.
Post Office No. 1000

Return receipt fee _____ (in person) _____ Special delivery fee _____
 Accepting employee will place initials in space below, indicating restricted delivery.
 (Street and number) _____

Delivery restricted to addressee } or order Postmaster, per



RECEIPT FOR REGISTERED ARTICLE NO. 3449

From 15.00 (15.00) less postage paid. 15.00 6-19-68

Addressed to Ben M. ...
(Street and number)
(Post office and State)

1256 St. Louis (Post office and Street)
(Address)
(Street and number)
A card is enclosed with place initials in space below, indicating restricted delivery.

Return receipt fee { *in person*

accepting employee must place article in post box

Special delivery fee

Postmaster, per

of order



Handwritten notes in a cursive script, likely a shorthand or shorthand system, covering the majority of the page. The notes are organized into several columns and rows, with some characters appearing to be numbers or specific symbols.

Post Office Department

OFFICIAL BUSINESS

PENALTY FOR PRIVATE USE TO AVOID PAYMENT OF POSTAGE, \$300

REGISTERED ARTICLE

No. 292

INSURED PARCEL

No. _____

POSTMARK OF DELIVERING
OFFICE

AND DATE OF DELIVERY

Return to

S. W. Humphries

(NAME OF SENDER)

Street and Number, }
or Post Office Box, }

Post Office at _____

State _____

Rev. 3-24

05-6110

DAY MINETTE, ALA.

Filed February 6th 1931
in District Court.
J. M. Williams
Deputy

U.S. MAIL



ADDRESS YOUR MAIL TO STREET AND NUMBER	Form 3811 Date of delivery C
--	------------------------------------

(Signature of name of addressee)

Bess May

number of which appears on the face of this Card.

Received from the Postmaster the Registered or Insured Article, the original

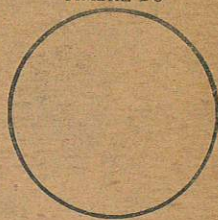
RETURN RECEIPT

NOTES.

- (1) { Nature of the article (letter, sample, print, etc.).
 Nature de l'objet (lettre, échantillon, imprimé, etc.).
 Office of origin; date of mailing at that office;
 Bureau d'origine; date de dépôt à ce bureau;
- (2) { Registration No. of that office.
 No. d'enregistrement au même bureau.
- (3) { NOTE.—This receipt must be signed by the addressee
 or, if the regulations of the country of destination permit it,
 ou, si les règlements du pays de destination le comportent,
 by the postmaster at office of address and then returned by
 par l'agent du bureau distributeur, et renvoyé ensuite, par
 the first mail directly to the address indicated on this side,
 le premier courrier, directement à l'adresse indiquée au recto.

United States
 Post Office Department.
 Administration des Postes
 des États-Unis d'Amérique

POSTMARK OF
 TIMBRE DU



DELIVERING OFFICE.
 BUREAU DISTRIBUTEUR.

Return to } M G.W.Humphries
 Renvoyez à }

Street address or } Probate Judge
 P. O. Box No. }

Rue et Numéro ou }
 Boite Postale No. } Bay Minette,

Post Office at }
 Bureau de Poste de }
 State } Alabama
 État de }

UNITED STATES OF AMERICA.
 États-Unis d'Amérique.

ADMINISTRATION OF THE UNITED STATES OF AMERICA—RETURN RECEIPT
ADMINISTRATION DES ÉTATS-UNIS D'AMÉRIQUE—AVIS DE RÉCEPTION.

STAMP OF
TIMBRE DU

for a letter with declared value of }
d'une lettre avec valeur déclarée de }

for a registered article } Legal papers
d'un objet recommandé }

entered at the office
enregistré au bureau

Bay Minette, Ala. Oct. 8, 1930, 192, No. 293 (2)

mailed by M } G. W. Humphries, Probate Judge
expédié par M }

and addressed to M } Ben May
et adressé à M }

{at}
{à}

STAMP OF
TIMBRE DU

complete address }
adresse complète }

Paris France

The undersigned declares that a { letter with declared value }
registered article } to the above address,

Le soussigné déclare { qu'une lettre avec valeur déclarée }
qu'un objet recommandé } à l'adresse susmentionnée,

and originating at }
et provenant de }

was duly delivered
a été dûment livré

le } 192

Signature (2) of the addressee:
Signature (2) du destinataire: }

Signature (2) of the postal official of the office of delivery:
Signature (2) de l'agent du bureau distributeur: }

DELIVERING OFFICE.
BUREAU DISTRIBUTEUR.

GOVERNMENT PRINTING OFFICE 5-4183

(1), (2), (3) { See notes on front. }
{ Voir notes au recto. }

IN THE PROBATE COURT OF
BALDWIN COUNTY, ALABAMA.

.....
SOUTHERN NATURAL GAS
CORPORATION, a Corporation,
APPLICANT,
VS. NO.
BEN MAY,
RESPONDENT.
.....

Comes the respondent, Ben May, specially into court for the purpose of making the motions hereinbelow set forth, and for no other purpose.

A. Comes the respondent specially into court and moves the court to vacate or quash its order directing service upon said respondent by publication and by registered mail, upon the following separate and several grounds, to-wit:-

1. The affidavit upon which the order is based does not show that the said Ben May is a nonresident of the State of Alabama.

2. Because the affidavit upon which said order is based alleges in the alternative that the said Ben May is either a nonresident of the State of Alabama, or else is a resident of the State of Alabama who has been absent from the State of Alabama for at least six months prior to the institution of this proceeding, or, if technically a resident of Alabama, is concealing himself so that process herein cannot be served upon him, within the meaning of Section 9430 of the Code of Alabama, authorizing substituted service, and the only one of said alternatives which would authorize service upon said Ben May by publication is the allegation that he is a nonresident of the State of Alabama.

3. Because the affidavit is construed most unfavorably to the party relying upon it, and, for aught that appears in the affidavit, the respondent was a resident of the State of Alabama at the time of the making of the affidavit and at the time of the institution of this proceeding.

4. Because the order of the court that service be made upon said Ben May by registered mail sets November 3rd, 1930, as the day for the hearing of said petition and said order was made on October 8th, 1930, so that there ~~could be~~ ^{was} no compliance with Section 9431 of the Code of Alabama of 1923, which directs that when service is made by registered mail the defendant shall be required to answer the summons within thirty days from the service thereof, as provided by said statute.

5. Because, in order for service to be made by registered mail, the affidavit must definitely allege one of the grounds authorizing said service and cannot allege in the alternative all of the grounds authorizing said service.

6. Because the grounds for obtaining said service by registered mail are inconsistent and contradictory and the affidavit upon which said order is based must show with certainty one of said grounds.

7. Because the affidavit upon which said order ~~of publication~~ is based alleges in the alternative all of the grounds set forth in Section 9430 of the Code of Alabama of 1923, and does not allege with certainty which of said grounds exists.

8. Because the affidavit does not state that the said Ben May was a nonresident of the State of Alabama at the time of its making or at the time of the institution of this proceeding.

9. Because the affidavit does not state that the said Ben May is a resident of the State of Alabama who has been absent from the State of Alabama for at least six months prior to the institution of the proceeding, or at the time of the making of the affidavit.

10. Because the affidavit does not state that the said Ben May was concealing himself so that process in this cause could not be served upon him, within the meaning of Section 9430 of the Code of Alabama of 1923, at the time of the institution of this proceeding or at the time of the making of the affidavit.

11. Because the affidavit upon which said order is based does not set up facts upon which this court could issue an order directing service by publication or by registered mail.

12. Because the affidavit upon which said order is based does not set up facts upon which this court could issue an order directing service by publication.

13. Because the affidavit upon which said order is based does not set up facts upon which this court could issue an order directing service by registered mail.

14. Because the verified application upon which the order is based does not show that the said Ben May is a nonresident of the State of Alabama.

15. Because the verified application upon which said order is based alleges in the alternative that the said Ben May is either a nonresident of the State of Alabama, or else is a resident of the State of Alabama who has been absent from the State of Alabama for at least six months prior to the institution of this proceeding, or, if technically a resident of Alabama, is concealing himself so that process herein cannot be served upon him, within the meaning of Section 9430 of the Code of Alabama, authorizing substituted service, and the only one of said alternatives which would authorize service upon said Ben May by publication is the allegation that he is a nonresident of the State of Alabama.

16. Because the verified application is construed most unfavorably to the party relying upon it, and, for aught that appears in the verified application, the respondent was a resident of the State of Alabama at the time of the making of the affidavit and at the time of the institution of this proceeding.

17. Because, in order for service to be made by registered mail, the verified application must definitely allege one of the grounds authorizing said service and cannot allege in the alternative all of the grounds authorizing said service.

18. Because the grounds for obtaining said service by registered mail are inconsistent and contradictory and the verified application upon which said order is based must show with certainty one of said grounds.

19. Because the verified application upon which said order ~~of publication~~ is based alleges in the alternative all of the grounds set forth in Section 9430 of the Code of Alabama of 1923, and does not allege with certainty which of said grounds exists.

20. Because the verified application does not state that the said Ben May was a nonresident of the State of Alabama at the time of the making of the affidavit or at the time of the institution of this proceeding.

21. Because the verified application does not state that the said Ben May is a resident of the State of Alabama who has been absent from the State of Alabama for at least six months prior to the institution of the proceeding, or at the time of the making of the affidavit.

22. Because the verified application does not state that the said Ben May was concealing himself so that process in this cause could not be served upon him, within the meaning of Section 9430 of the Code of Alabama of 1923, at the time of the institution of this proceeding or at the time of the making of the affidavit.

23. Because the verified application upon which said order is based does not set up facts upon which this court could issue an order directing service by publication or by registered mail.

24. Because the verified application upon which said order is based does not set up facts upon which this court could issue an order directing service by publication.

25. Because the verified application upon which said order is based does not set up facts upon which this court could issue an order directing service by registered mail.

26. Because, for aught that appears in the verified application, the respondent was a resident of the State of Alabama at the time of the making of the affidavit thereto.

27. Because, for aught that appears in the

verified application, the respondent was a resident of the State of Alabama at the time of the institution of the proceeding.

28. Because the order does not show that it has been made to appear to the court that the respondent, Ben May, was a nonresident of the State of Alabama, at the time of the institution of this proceeding.

29. Because the order shows that it was made to appear to the court "that the respondent, Ben May, is a non-resident or has been absent from the State of Alabama for at least six months prior to the institution of this proceeding, or is concealing himself so that process herein cannot be served upon him, within the meaning of Sec. 9430 of the Code of Alabama (1923)" and the only ground which would authorize notice or service by publication is that the respondent, Ben May, was a nonresident of the State of Alabama at the time of the institution of this proceeding.

30. Because the order does not show that it has been made to appear to the court which of the grounds set forth in Section 9430 of the Code of Alabama of 1923, authorizing service by registered mail, existed.

B. Comes the respondent specially into court and moves the court to vacate or quash its order of October 8th, 1930, in so far as said order directs service upon, or notice to, said respondent by publication, upon the separate and several grounds hereinbefore set forth, numbered 1, 2, 3, 8, 11, 12, 14, 15, 16, 20, 23, 24, 26, 27, 28, and 29, in motion A.

C. Comes the respondent specially into court and moves the court to vacate or quash its order of October 8th, 1930, in so far as it directs service upon said respondent by registered mail, upon the separate and several grounds hereinbefore set forth, numbered 4, 5, 6, 7, 8, 9, 10, 11, 13, 17, 18, 19, 20, 21, 22, 23, 25, and 30, in Motion A.

D. Comes the respondent specially into court and moves the court to vacate or quash the attempted service or notice to the respondent by publication, on the following separate and several grounds, to-wit:-

1. The affidavit upon which the order of publication is based does not show that the said Ben May is a nonresident of the State of Alabama.

2. Because the affidavit upon which the order of publication is based alleges in the alternative that the said Ben May is either a nonresident of the State of Alabama, or else is a resident of the State of Alabama who has been absent from the State of Alabama for at least six months prior to the institution of this proceeding, or, if technically a resident of

Alabama, is concealing himself so that process herein cannot be served upon him, within the meaning of Section 9430 of the Code of Alabama, authorizing substituted service, and the only one of said alternatives which would authorize service upon said Ben May by publication is the allegation that he is a nonresident of the State of Alabama.

3. Because the affidavit upon which the order of publication is based is construed most unfavorably to the party relying upon it, and, for aught that appears in the affidavit, the respondent was a resident of the State of Alabama at the time of the making of the affidavit and at the time of the institution of this proceeding.

4. Because the affidavit upon which the order of publication is based alleges in the alternative all of the grounds set forth in Section 9430 of the Code of Alabama of 1923, and does not allege with certainty which of said grounds exists.

5. Because the affidavit upon which the order of publication is based does not state that the said Ben May was a nonresident of the State of Alabama at the time of its making or at the time of the institution of this proceeding.

6. Because the affidavit upon which the order of publication is based does not set up facts upon which this court could issue an order directing service by publication.

7. Because the verified application upon which the order of publication is based does not show that the said Ben May is a nonresident of the State of Alabama.

8. Because the verified application upon which the order of publication is based alleges in the alternative that the said Ben May is either a nonresident of the State of Alabama, or else is a resident of the State of Alabama who has been absent from the State of Alabama for at least six months prior to the institution of this proceeding, or, if technically a resident of Alabama, is concealing himself so that process herein cannot be served upon him, within the meaning of Section 9430 of the Code of Alabama, authorizing substituted service, and the only one of said alternatives which would authorize service upon said Ben May by publication is the allegation that he is a nonresident of the State of Alabama.

9. Because the verified application upon which the order of publication is based is construed most unfavorably to the party relying upon it, and, for aught that appears in the verified application, the respondent was a resident of the State of Alabama at the time of the making of the affidavit and at the time of the institution of this proceeding.

10. Because the verified application upon which the order of publication is based does not state that the said Ben May was a nonresident of the State of Alabama at the time of the making of the affidavit or at the time of the institution of this proceeding.

11. Because the verified application upon which the order of publication is based does not set up facts upon which this court could issue an order directing service by publication.

12. Because, for aught that appears in the verified application upon which the order of publication is based, the respondent was a resident of the State of Alabama at the time of the making of the affidavit thereto.

13. Because the order of publication does not show that it has been made to appear to the court that the respondent, Ben May, was a nonresident of the State of Alabama, at the time of the institution of this proceeding.

14. Because the order of publication shows that it was made to appear to the court "that the respondent, Ben May, is a non-resident or has been absent from the State of Alabama for at least six months prior to the institution of this proceeding, or is concealing himself so that process herein cannot be served upon him, within the meaning of Sec. 9430 of the Code of Alabama (1923)" and the only ground which would authorize notice or service by publication is that the respondent, Ben May, was a nonresident of the State of Alabama at the time of the institution of this proceeding.

15. Because it does not appear from the record that a copy of the newspaper containing said notice was mailed to the said Ben May.

E. Comes the respondent specially into court and moves the court to vacate or quash the attempted notice to, or attempted service upon, the said Ben May by registered mail, upon the following separate and several grounds, to-wit:-

1. Because the order of the court that service be made upon said Ben May by registered mail sets November 3rd, 1930, as the day for the hearing of said petition and said order ~~was~~ made on October 8th, 1930, so that there ~~could be~~ no compliance with Section 9431 of the Code of Alabama of 1923, which directs that when service is made by registered mail the defendant shall be required to answer the summons within thirty days from the service thereof, as provided by said statute.

2. Because, in order for service to be made by registered mail, the affidavit must definitely allege one of the grounds authorizing said service and cannot allege in the alternative all of the grounds authorizing said service.

3. Because the grounds for obtaining said service by registered mail are inconsistent and contradictory and the affidavit upon which the order directing said service is based must show with certainty one of said grounds.

4. Because the affidavit upon which the order

directing said service is based alleges in the alternative all of the grounds set forth in Section 9430 of the Code of Alabama of 1923, and does not allege with certainty which of said grounds exists.

5. Because the affidavit upon which the order directing said service is based does not state that the said Ben May was a nonresident of the State of Alabama at the time of its making or at the time of the institution of this proceeding.

6. Because the affidavit upon which the order directing said service is based does not state that the said Ben May is a resident of the State of Alabama who has been absent from the State of Alabama for at least six months prior to the institution of the proceeding, or at the time of the making of the affidavit.

7. Because the affidavit upon which the order directing said service is based does not state that the said Ben May was concealing himself so that process in this cause could not be served upon him, within the meaning of Section 9430 of the Code of Alabama of 1923, at the time of the institution of this proceeding or at the time of the making of the affidavit.

8. Because the affidavit upon which the order directing said service is based does not set up facts upon which this court could issue an order directing service by registered mail.

9. Because, in order for service to be made by registered mail, the verified application must definitely allege one of the grounds authorizing said service and cannot allege in the alternative all of the grounds authorizing said service.

10. Because the grounds for obtaining said service by registered mail are inconsistent and contradictory and the verified application upon which the order directing said service is based must show with certainty one of said grounds.

11. Because the verified application upon which the order directing said service is based alleges in the alternative all of the grounds set forth in Section 9430 of the Code of Alabama of 1923, and does not allege with certainty which of said grounds exists.

12. Because the verified application upon which the order directing said service is based does not state that the said Ben May was a nonresident of the State of Alabama at the time of the making of the affidavit or at the time of the institution of this proceeding.

13. Because the verified application upon which the order directing said service is based does not state that the said Ben May is a resident of the State of Alabama who has been absent from the State of Alabama for at least six months prior to the institution of the proceeding, or at the time of the making of the affidavit.

14. Because the verified application upon which

the order directing said service is based does not state that the said Ben May was concealing himself so that process in this cause could not be served upon him, within the meaning of Section 9430 of the Code of Alabama of 1923, at the time of the institution of this proceeding or at the time of the making of the affidavit.

15. Because the verified application upon which the order directing said service is based does not set up facts upon which this court could issue an order directing service by registered mail.

16. Because the order directing said service does not show that it has been made to appear to the court which of the grounds set forth in Section 9430 of the Code of Alabama of 1923, authorizing service by registered mail, existed.

17. Because the return receipt mentioned in Section 9431 of the Code of Alabama of 1923 was not received in return thirty days prior to the date set for this hearing.

18. Because it does not appear from the record that the return receipt mentioned in Section 9431 of the Code of Alabama of 1923 was received in return thirty days prior to the date set for this hearing.

.....*Brown & Kohn*.....

.....*Archie Hall*.....

.....*Henry Brown*.....

Attorneys for said Ben May.

CERTIFICATE OF INCORPORATION

-of-

SOUTHERN NATURAL GAS CORPORATION

Respondent
E. A.

.....

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of 1915, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST: The name of the corporation is

SOUTHERN NATURAL GAS CORPORATION.

SECOND: The location of its principal office in the State of Delaware is in the City of Dover, County of Kent. The name of the agent therein and in charge thereof is United States Corporation Company, the address of which is No. 19-21 Dover Green in said city.

THIRD: The nature of the business or objects or purposes proposed to be transacted, promoted or carried on are as follows:

(1) To store, transport, buy and sell oil, gas, salt, brine and other mineral solutions.

(2) To manufacture, acquire, distribute, use, and sell artificial gas for light, heat, power, and other purposes, and to produce, acquire, use, sell, and distribute the by-products and residual products therefrom, and to construct or in any manner acquire, maintain, operate, encumber, sell, or in any manner dispose of works therefor, and all necessary equipment and appurtenances therefor.

(3) To mine for, produce, buy, acquire, use, sell and distribute natural gas for light, heat, power, and other purposes, and also to produce, acquire, use, sell, and distribute the by-products and residual products therefrom, and to construct or in any manner acquire, maintain, operate, encumber, sell, or in any manner dispose of works therefor, and any and all necessary equipment and appurtenances necessary or incident to such operations and business.

(4) To produce, generate, acquire, buy, use, sell, distribute, or otherwise dispose of, furnish and distribute a mixture of, artificial and natural gas for light, heat, power, and other pur-

poses, and also to produce, acquire, use, sell, and distribute the by-products and residual products therefrom, and to construct or in any manner acquire, maintain, operate, encumber, sell, or in any manner dispose of works therefor, and any and all equipment and appurtenances relating or incident thereto.

(5) To construct, lay, purchase, or in any manner acquire, and to maintain and operate, and to sell, encumber, or in any manner dispose of, pipelines, gas mains, plants, systems, and works for the use, sale, distribution and transportation of natural, artificial and mixed gas for light, heat, power, and other purposes in, over through or under any streets, alleys, roads, highways, or other public places, or in, over, through or under any private or public property, and to take, acquire, purchase, hold, own, rent, lease, sell, exchange, mortgage, improve, cultivate, develop and otherwise deal in and dispose of any and all property, real and personal, of every description incident to or capable of being used in connection with the aforesaid purposes or any of them.

(6) To acquire, manufacture, and deal in ice, to purchase, construct, own, maintain, and operate all kinds of refrigerating and ice making plants or properties and to dispose of the products thereof

(7) To establish and maintain an oil business with authority to contract for the lease and purchase of the right to prospect for, develop and use coal and other minerals, petroleum and gas; also the right to erect, build and own all necessary oil tanks, cars and pipes necessary for the operation of the business of the same.

(8) To engage in the business of acquiring, by purchase, lease or otherwise, constructing, holding, owning, managing, operating, and leasing, selling, or otherwise disposing of gas and oil lands, leases and rights, gas pipe lines and plants, waterworks, water supply, storage, pumping, distributing, filtering and treating systems, water, steam and electric power systems and plants, gas, electric and other lighting and heating systems and plants, any or all businesses, factories, plants, workshops, stores, and warehouses allied thereto or connected therewith, and the real property, plant, equipment, appurtenances, machinery, vehicles, inventories, receivables, or any part thereof, and any and all other assets of any person, firm, association or corporation, and assuming, or taking such property subject to, any obligations or liabilities thereof, to promote, manage, control,

supervise, direct or aid in any manner any such operations, business, production, output, and sales; and to make, execute, take or receive any contracts or assignments of contracts therefor or relating thereto, or connected therewith.

(9) To subscribe for, purchase or otherwise acquire, invest in, hold, own, sell, exchange, pledge, hypothecate, or otherwise dispose of, deal and trade in or turn to account, the stocks, bonds debentures, notes, evidences and certificates of ownership or indebtedness, bills of exchange, mortgages, and other obligations and rights, and all instruments, certificates or receipts evidencing an interest in any such securities, of any private, business, public, quasi-public or municipal corporation, domestic or foreign, or of any association, joint-stock company, business trust or other organization, or of any domestic or foreign state, government or governmental authority, or of any political or administrative division or department thereof; and to exercise in respect thereof any and all rights, powers and privileges of ownership or interest, therein, including, with respect to shares of stock, the right to vote thereon for any and all purposes.

(10) To apply for, obtain, register, purchase, lease, or otherwise acquire, hold, own, use, operate, introduce, develop, control, sell, assign, or otherwise dispose of, take or grant licenses or other rights with respect to, and in any and all ways to exploit or turn to account, inventions, improvements, processes, formulae and the like, copyrights, patents, trade-marks, trade names and distinctive marks, and similar rights of any kind and all kinds, whether granted, issued, registered or established by or existing under the laws of the United States of America or of any other state, government, country or place.

(11) To purchase, lease or otherwise acquire, real property, leaseholds, or other interests or rights in real property, wherever situated, and to own, hold, operate, manage, maintain, improve, sell, convey, lease, mortgage, encumber, exchange, dispose of, and deal and trade in the same.

(12) To purchase or otherwise acquire, construct, own, equip, furnish, operate, maintain, improve, sell, lease, or otherwise dispose and turn to account, any and all buildings and structures of every

kind, necessary, convenient or useful in connection with the transaction of any part of this corporation's business.

(13) To manufacture, produce, buy, or otherwise acquire, hold, own, sell, or otherwise dispose of, transfer, pledge, hypothecate, import, export, exchange, barter, distribute, deal and trade in and turn to account, all goods, wares and merchandise and personal property of every kind and description; and to carry on a general mercantile and commercial business in any part of the world.

(14) When not in conflict with the General Corporation Law or otherwise contrary to law, to purchase or otherwise acquire, hold, own, exercise, exploit and develop, any and all grants, options, concessions, privileges, rights and franchises which may be deemed to be in the interests of the corporation, and to undertake, engage in, and prosecute any business connected therewith or dependent thereon, and for the corporate purposes of this corporation to make and enter into and carry out any contracts arrangements or undertakings with any person, individual, firm, corporation, syndicate, or association, or with any domestic or foreign state or governmental or municipal authority.

(15) To pay for any property acquired by this corporation in cash, stocks, bonds, notes or other evidences of indebtedness of this corporation; to purchase, hold, sell and transfer the shares of its own capital stock, subject to the provisions of the General Corporation Law and this Certificate of Incorporation, and provided that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(16) To borrow money for its corporate purposes; and for moneys so borrowed or in payment for property acquired, or for any other lawful objects and purposes of the corporation, to make, execute, accept, endorse, issue and delivery bonds, debentures, notes, bills of exchange, or other obligations, secured or unsecured, and to mortgage, pledge or hypothecate any or all of its properties or assets, real, personal, or otherwise, as security therefor; and to loan money with or without collateral or other security.

(17) To guarantee the payment of dividends upon stocks or the principal and/or interest upon bonds, notes, and other evidences of indebtedness of, or to guarantee the performance of the contracts or other undertakings of, or otherwise aid, in any other

manner, any corporation, firm or individual in which this corporation is directly or indirectly interested, either through ownership of its stock, bonds, securities, or other obligations, or otherwise, to the extent permitted by law.

(18) To conduct its business, in whole or in part, and to exercise any and all of its rights, powers and privileges, and to have one or more offices, both within the State of Delaware and in any part or parts of the world, except as otherwise expressly provided by law.

(19) To carry on as principal, agent, factor, commission merchant, or otherwise, the said business or businesses hereinbefore referred to, and each and every part thereof.

(20) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof; and to have all the rights, powers and privileges now or hereafter conferred by the laws of the State of Delaware upon a corporation organized under the General Corporation Law of the State of Delaware, or under any act amendatory thereof, supplemental thereto or in substitution therefor.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any way the general powers of the corporation. Nothing herein contained shall be deemed to authorize the corporation to carry on any business or exercise any power or do any act which a corporation organized under said General Corporation Law may not at the time lawfully carry on, exercise, or do.

FOURTH: The total number of authorized shares of capital stock of this corporation shall be Two Thousand (2,000) shares without nominal or par value.

No holder of stock of this corporation of any class shall have any preemptive or preferential right of subscription to any shares of any class of stock of this corporation, whether now or here-

after authorized, or to any obligations convertible into stock of this corporation, issued or sold, or any right or subscription to any thereof other than such, if any, as the Board of Directors in its discretion may from time to time determine, and at such price as the Board of Directors may from time to time fix pursuant to the authority conferred by this certificate.

All stock of the corporation without nominal or par value, whether authorized herein or upon subsequent increase of capital or pursuant to any amendment hereof, 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 authority to the Board of Directors so to fix such consideration is hereby granted by the stockholders.

FIFTH: The corporation will commence business with Fifteen (15) shares of stock without nominal or par value. The names and places of residence of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>NO. OF SHARES</u>
E. E. Craig	Dover, Delaware	5
A. L. Raughley	Dover, Delaware	5
M. S. Cook	Dover, Delaware	5

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

EIGHTH: The following provisions are inserted for the regulation of the business and for the conduct of the affairs of the corporation, and it is expressly provided that the same are intended to be in furtherance and not in limitation or exclusion of the powers conferred by statute:

1. Meetings of the stockholders and directors of the corporation for all purposes may be held within or without the State of Delaware, and may be held outside of the State of Delaware at such place or places as may from time to time be designated in the by-laws or by resolution of the Board.

2. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the stock-

holders at an annual or special meeting, as shall be provided in the by-laws. The by-laws may prescribe the number of directors necessary to constitute a quorum, which number may be less than a majority of the whole Board of Directors but not less than the number required by law.

3. All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, except as otherwise expressly provided by law. The directors shall also have power, with the consent in writing of a majority of the holders of the voting stock issued and outstanding, or upon the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power, to sell, lease or exchange all of its property and assets, including its good will and its corporate franchises, upon such terms and conditions as the Board of Directors deem expedient and for the best interests of the corporation.

4. Without assent or other action of the stockholders, unless otherwise expressly provided by law, the Board of Directors may purchase, acquire, hold, lease, mortgage, pledge, sell and convey such property, real or personal, without as well as within the State of Delaware, as the Board of Directors may, from time to time, determine; and, in payment for any property, it may issue or cause to be issued stock of the corporation, bonds, debentures, or other obligations thereof, secured or unsecured.

5. The Board of Directors shall have power from time to time to fix and to determine and vary the amount of the working capital of the corporation and to direct and determine the use and disposition of any net profits or surplus from whatever source arising, and in its discretion the Board of Directors may use and apply any such profits or surplus in purchasing or acquiring bonds or other obligations of the corporation or shares of its own capital stock, to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient; and, subject to the provisions of Article Fourth hereof, any shares of such capital stock so purchased or acquired may be resold upon such terms as the Board of Directors may determine, unless such shares shall have been retired in the manner provided by law for the purpose of decreasing the corporation's authorized capital stock.

6. The Board of Directors shall have absolute discretion in the declaration of dividends out of the surplus or net profits of the corporation, and, instead of distributing the surplus or net profits among the stockholders, may invest and reinvest the same to such extent and in such manner as in their absolute discretion they may deem advisable.

7. The Board of Directors from time to time shall determine whether, to what extent, at what times and places, and under what conditions and regulations the accounts, books and papers of the corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account, book, or paper of the corporation except as expressly conferred by statute or authorized by the Board of Directors or by the stockholders.

8. The Board of Directors may, by a resolution passed by a majority of the whole Board, designate from their number an executive committee, which, to the extent provided by such resolution or by the by-laws of the corporation, shall have and may exercise in the intervals between meetings of the Board of Directors all the powers thereof which may lawfully be delegated, in the management of the business and affairs of the corporation. The Board of Directors may also designate from their number a finance committee and other committees and delegate thereto such of its powers as may be lawfully delegated, to be exercised when the Board of Directors is not in session.

9. The Board of Directors shall have power, in their discretion to provide for and to pay the directors rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

10. Subject always to by-laws made by the stockholders, the Board of Directors may make by-laws and from time to time may alter, amend or repeal any by-laws, but any by-laws made by the Board of Directors may be altered or repealed by the stockholders.

11. Any one or more or all of the directors may be removed, either with or without cause, at any time, by vote of the stockholders holding a majority of the stock of the corporation having voting powers, present in person or by proxy, at any special meeting, and

thereupon the term of the director or directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors to be filled as provided in the by-laws.

12. No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a member, director or officer, or are members, directors or officers of such other firm or corporation, and any director or directors, individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, corporation or association shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person, firm, corporation or association, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist, from contracting with the corporation for the benefit of himself, or any firm, corporation or association in which he may in any way be interested.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals the 9th day of May, 1928.

E. E. Craig (L.S.)

A. L. Raughley (L.S.)

M. S. Cook (L.S.)

In the presence of:

C. H. Jarvis

AS TO ALL

STATE OF DELAWARE)
 : SS:
COUNTY OF KENT)

BE IT REMEMBERED, that on the 9th day of May, 1928,
personally came before me,

C. H. JARVIS

a Notary Public in and for the State and County aforesaid,

E. E. CRAIG, A. L. RAUGHLEY and M. S. COOK

all of the parties to the foregoing certificate of incorporation,
known to me personally to be such, and severally acknowledged the
said certificate of incorporation to be the act and deed of the
signers, respectively, and that the facts therein stated are truly
set forth.

GIVEN under my hand and seal of office the day and year
aforesaid.

C. H. JARVIS
Notary Public

(Notary Public Seal)

STATE OF DELAWARE

Office of Secretary of State.

I, Charles H. Grantland, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "SOUTHERN NATURAL GAS CORPORATION", as received and filed in this office the ninth day of May, A. D. 1928, at 9 o'clock A. M.

In Testimony Whereof, I have hereunto set my hand and official seal, at Dover, this ninth day of May in the year of our Lord one thousand nine hundred and twenty-eight.

Charles H. Grantland

Secretary of State.

(State Seal)

CERTIFIED COPY

SOUTHERN NATURAL GAS CORPORATION

CERTIFICATE OF INCORPORATION

Filed in the office of the Secretary of State of Delaware and recorded at
Dover, Delaware, in the office for the recording of deeds in and
for the County of Kent, State of Delaware, May 9, 1928.

Certificate of Amendment of Certificate of Incorporation.

Filed in the office of the Secretary of State of Delaware
and recorded at Dover, Delaware, in the office for the
recording of deeds in and for the County of Kent, State
of Delaware, on July 24, 1929.

Filed in office
July 29, 1929.,

John Brandon,
Secretary of State.

CERTIFICATE OF INCORPORATION

OF
SOUTHERN NATURAL GAS CORPORATION.

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of 1915, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

First: The name of the corporation is

SOUTHERN NATURAL GAS CORPORATION.

Second: The location of its principal office in the State of Delaware is in the City of Dover, County of Kent. The name of the agent therein and in charge thereof is United States Corporation Company, the address of which is No. 19-21 Dover Green in said city.

Third: The nature of the business or objects or purposes promoted proposed to be transacted/or carried on are as follows:

- (1) To store, transport, buy and sell oil, gas, salt brine and other mineral solution.
- (2) To manufacture, acquire, distribute, use, and sell artificial gas for light, heat, power, and other purposes, and to produce, acquire, use, sell and distribute the by-products and residual/^{products}therefrom, and to construct or in any manner acquire, maintain, operate, encumber, sell, or in any manner dispose of works therefor, and all necessary equipment and appurtenances therefor.
- (3) To mine for, produce, buy, acquire, use, sell and distribute natural gas for light, heat, power, and other purposes, and also to produce, acquire, use, sell, and distribute the by-products and residual products therefrom, and to construct or in any manner acquire, maintain, operate, encumber, sell, or in any manner dispose of works therefor, and any and all necessary equipment and appurtenances necessary or incident to such operations and business.
- (4) To produce, generate, acquire, buy, use, sell, distribute, or otherwise dispose of, furnish and distribute a mixture of, artificial and natural gas for light, heat, power, and other purposes, and also to produce, acquire, use, sell, and distribute the by-products and residual products therefrom, and to construct or in any manner acquire, maintain, operate, encumber, sell, or in any manner dispose of works therefor, and

any and all equipment and appurtenances relating or incident thereto.

(5) To construct, lay, purchase, or in any manner acquire and to maintain and operate, and to sell, encumber, or in any manner dispose of, pipelines, gas mains, plans, systems, and works for the use, sale, distribution and transportation of natural, artificial and mixed gas/for light, heat, power, and other purposes in, over, through under any streets, alleys, roads, highways, or other public places, or in, over, through or under any private or public property, and to take acquire, purchase, hold, own, rent, lease, sell, exchange, mortgage, improve, cultivate, develop and otherwise deal in and dispose of any and all property, real and personal, of every description incident to or capable of being used in connection with the aforesaid purposes or any of them.

(6) To acquire, manufacture, and deal in ice, to purchase, construct, own, maintain, and operate all kinds of refrigerating and ice making plants or properties and to dispose of the products thereof.

(7) To establish and maintain an oil business with authority to contract for the lease and purchase of the right to prospect for, develop and use coal and other minerals, petroleum and gas; also the right to erect, build and own all necessary oil tanks, cars and pipes necessary for the operation of the business of the same.

(8) To engage in the business of acquiring, by purchase, lease or otherwise, constructing, holding, owning, managing, operating, and leasing, selling, or otherwise disposing of gas and oil lands, leases and rights, gas pipelines and plants, waterworks, water supply, storage, pumping, distributing, filtering and treating systems, water, steam and electric power systems and plants, gas, electric, and other lighting and heating systems and plants, any or all businesses, factories, plants, workshops, stores, and warehouses allied thereto or connected therewith, and the real property, plant, equipment, appurtenances, machinery, vehicles, inventories, receivables, or any part thereof, and any and all other assets of any person, firm, association or corporation, and assuming, or taking such property subject to, any obligations, or liabilities thereof, to promote, manage, control, supervise, direct or aid in any manner any such operations, business, production, output, and sales; and to make, execute, take or receive any contracts, or assignments of contracts therefor or relating thereto, or connected therewith.

(9) To subscribe for, purchase, or otherwise acquire, invest in, hold,

own, sell, exchange, pledge, hypothecate or otherwise dispose of, deal and trade in or turn to account, the stocks, bonds, debentures, notes, evidences and certificates of ownership or indebtedness, bills of exchange, mortgages, and other obligations and rights, and all instruments, certificates or receipts evidencing an interest in any such securities, of any private, business, public, quasi-public or municipal corporation, domestic or foreign, or of any association, joint-stock company, business trust or other organization, or ^{of} any domestic or foreign state, government or governmental authority, or of any political or administrative division or department thereof; and to exercise in respect thereof any and all rights, powers and privileges of ownership or interest, therein including, with respect to shares of stock, the right to vote thereon for any and all purposes.

(10) To apply for, obtain, register, purchase, lease, or otherwise acquire, hold, own, use, operate, introduce, develop, control, sell, assign, or otherwise dispose of, take or grant licenses or other rights with respect to, and in any and all ways to exploit or turn to account, inventions, improvements, processes, formulas and the like, copyrights, patents, trademarks, trade names and distinctive marks, and similar rights of any kind and all kinds, whether granted, issued, registered or established by or existing under the laws of the United States of America or of any other state, government, country or place.

(11) To purchase, lease or otherwise acquire, real property, leaseholds, or other interests or rights in real property, wherever situated, and to own, hold, operate, manage, maintain, improve, sell, convey, lease, mortgage, encumber, exchange, dispose of, and deal and trade in the same.

(12) To purchase or otherwise acquire, construct, own, equip, furnish, operate, maintain, improve, sell, lease, or otherwise dispose of, and turn to account, any and all buildings and structures of every kind, necessary, convenient or useful in connection with the transaction of any part of this corporation's business.

(13) To manufacture, produce, buy, or otherwise acquire, hold, own, sell, or otherwise dispose of, transfer, pledge, hypothecate, import, export, exchange, barter, distribute, deal and trade in and turn to account, all goods, wares and merchandise and personal property of every kind and

description; and to carry on a general mercantile and commercial business in any part of the world.

(14) When not in conflict with the General Corporation Law or otherwise contrary to law, to purchase or otherwise acquire, hold, own, exercise, exploit and develop, any and all grants, options, concessions, privileges, rights and franchises which may be deemed to be in the interests of the corporation, and to undertake, engage in, and prosecute any business connected therewith or dependent thereon, and for the corporate purposes of this corporation to make and enter into and carry out any contracts, arrangements or undertakings with any person, individual, firm, corporation, syndicate, or association, or with any domestic or foreign state or governmental or municipal authority.

(15) To pay for any property acquired by this corporation in cash, stocks, bonds, notes, or other evidences of indebtedness of this corporation; to purchase, hold, sell and transfer the shares of its own capital stock, subject to the provisions of the General Corporation Law and this Certificate of Incorporation, and provided that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(16) To borrow money for its corporate purposes; and for moneys so borrowed or in payment for property acquired, or for any other lawful objects and purposes of the corporation, to make, execute, accept, endorse, issue and deliver bonds, debentures, notes, bills of exchange, or other obligations, secured or unsecured, and to mortgage, pledge or hypothecate any or all of its properties or assets, real, personal, or otherwise, as security therefor; and to loan money with or without collateral or other security.

(17) To guarantee the payment of dividends upon stocks, or the principal and/ or interest upon bonds, notes, and other evidences of indebtedness of, or to guarantee the performance of the contracts or other undertakings, of or otherwise aid, in any manner, any corporation, firm or individual in which this corporation is directly or indirectly interested, either through ownership of its stock, bonds, securities, or other obligations, or otherwise, to the extent permitted by law.

(18) To conduct its business, in whole or in part, and to exercise any and all of its rights, powers and privileges, and to have one or more offices, both within the State of Delaware, and in any part or parts of the world,

expressly
except as otherwise/provided by law.

(19) To carry on as principal, agent, factor, commission merchant, or otherwise, the said business or businesses hereinbefore referred to, and each and every part thereof.

(20) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof; and to have all the rights, powers and privileges now or hereafter conferred by the laws of the State of Delaware upon a corporation organized under the General Corporation Law of the State of Delaware, or under any act amendatory thereof, supplemental thereto or in substitution therefor.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any way the general powers of the corporation. Nothing herein contained shall be deemed to authorize the corporation to carry on any business or exercise any power or do any act which a corporation organized under said General Corporation Law may not at the time lawfully carry on, exercise, or do.

FOURTH: The total number of authorized shares of capital stock of this corporation shall be Two Thousand (2,000) shares without nominal or par value.

No holder of stock of this corporation of any class shall have any preemptive or preferential right of subscription to any shares of any class of stock of this corporation, whether now or hereafter authorized, or to any obligations convertible into stock of this corporation, issued or sold, or any right or subscription to any thereof other than such, if any, as the Board of Directors in its discretion may from time to time determine, and at such price as the Board of Directors may from time to time fix pursuant to the authority conferred by this certificate.

All stock of the corporation without nominal or par value, whether authorized herein or upon subsequent increase of capital or pursuant to any amendment hereof, 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 authority to the Board of Directors so to fix such consideration is hereby granted by the stockholders.

FIFTH: The corporation will commence business with Fifteen(15) shares of stock/nominal or par value. The names and places of residence of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

Name	Address	No. of Shares
E. E. Craig	Dover, Delaware	5
A. L. Raughley	Dover, Delaware	5
M. S. Cook	Dover, Delaware	5

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

EIGHTH: The following provisions are inserted for the regulation of the business and for the conduct of the affairs of the corporation, and it is expressly provided that the same are intended to be in furtherance and not in limitation or exclusion of the powers conferred by statute.

1. Meetings of the stockholders and directors of the corporation for all purposes may be held within or without the State of Delaware, and may be held outside of the State of Delaware at such place or places as may from time to time be designated in the by-laws or by resolution of the Board.

2. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the stockholders at an annual or special meeting, as shall be provided in the by-laws. The by-laws may prescribe the number of directors necessary to constitute a quorum, which number may be less than a majority of the whole Board of Directors but not less than the number required by law.

3. All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, except as otherwise expressly provided by law. The directors shall also have power, with the consent in writing of a majority of the holders of the voting stock issued and outstanding, or upon the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power, to sell, lease or exchange all

of its property and assets, including its good will and its corporate franchises, upon such terms and conditions as the Board of Directors deem expedient and for the best interests of the corporation.

4. Without assent or other action of the stockholders, unless otherwise expressly provided by law, the Board of Directors may purchase, acquire, hold, lease, mortgage, pledge, sell and convey such property, real or personal, without as well as within the State of Delaware, as the Board of Directors may, from time to time, determine; and, in payment for any property, it may issue or cause to be issued stock of the corporation, bonds, debentures, or other obligations thereof, secured or unsecured.

5. The Board of Directors shall have power from time to time to fix and to determine and vary the amount of the working capital of the corporation and to direct and determine the use and disposition of any net profits or surplus from whatever source arising, and in its discretion the Board of Directors may use and apply any such profits or surplus in purchasing or acquiring bonds or other obligations of the corporation or shares of its own capital stock, to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient; and, subject to the provisions of Article Fourth hereof, any shares of such capital stock so purchased or acquired may be resold upon such terms as the Board of Directors may determine, unless such shares shall have been retired in the manner provided by law for the purpose of decreasing the corporation's authorized capital stock.

6. The Board of Directors shall have absolute discretion in the declaration of dividends out of the surplus or net profits of the corporation, and, instead of distributing the surplus or net profits among the stockholders, may invest and reinvest the same to such extent and in such manner as in their absolute discretion they may deem advisable.

7. The Board of Directors from time to time shall determine whether, to what extent, at what times and places, and under what conditions and regulations the accounts, books and papers of the corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account, book, or paper of the corporation except as expressly conferred by statute or authorized by the Board of Directors or by the stockholders.

8. The Board of Directors may, by^a/resolution passed by a majority of the whole Board, designate from their number an executive committee which,

to the extent provided by such resolution or by the by-laws of the corporation, shall have and may exercise in the intervals between meetings of the Board of Directors all the powers thereof which may lawfully be delegated, in the management of the business and affairs of the corporation. The Board of Directors may also designate from their number a finance committee and other committees and delegate thereto such of its powers as may be lawfully delegated, to be exercised when the Board of Directors is not in session.

9. The Board of Directors shall have power, in their discretion, to provide for and to pay the directors rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

10. Subject always to by-laws made by the stock holders, the Board of Directors may make by-laws and from time to time may alter, amend or repeal any by-laws, but any by-laws made by the Board of Directors may be altered or repealed by the stockholders.

11. Any one or more or all of the directors may be removed, either with or without cause, at any time, by vote of the stockholders holding a majority of the stock of the corporation having voting powers, present in person or by proxy, at any special meeting, and thereupon the term of the director or directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors to be filled as provided in the by-laws.

12. No contract or other transactions between the corporation and any other firm or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a member, director or officer, or are members, directors or officers of such other firm or corporation, and any director or directors, individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, corporation or association shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person, firm, corporation or association, and each and every person who may become a director of the corporation is hereby relieved from any liability that

might otherwise exist, from contracting with the corporation for the benefit of himself, or any firm, corporation or association in which he may in any way be interested.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals the 9th day of may, 1928.

E. E. Craig (L.S.)

A. L. Raughley (L.S.)

M. S. Cook (L.S.)

In the presence of:

C. H. Jarvis

As to All.

STATE OF DELAWARE)
COUNTY OF KENT) ss:

BE IT REMEMBERED, that on the 9th day of May, 1928, personally came before me, C. H. Jarvis, a Notary Public in and for the State and County aforesaid, E. E. Craig, A. L. Raughley and M. S. Cook, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate of incorporation to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

C. H. Jarvis

Notary Public.

Charles H. Jarvis

Notary Public

Appointed Sept. 3rd, 1927. For two years, Delaware.

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
SOUTHERN NATURAL GAS CORPORATION

Southern Natural Gas Corporation, a Corporation organized and existing under the laws of the State of Delaware, the Certificate of Incorporation of which was filed in the office of the Secretary of State of Delaware on May 9, 1928, and a certified copy thereof duly recorded in the office of the Recorder of Deeds of the County of Kent on May 9, 1928, does hereby certify that it has duly amended Articles Second, Third, Fourth and Eighth of its Certificate of Incorporation, pursuant to Section 26 of an Act of the General Assembly of the State of Delaware entitled, "An Act Providing for a General Corporation Law," approved March 16, 1899, and the acts amendatory thereof and supplemental thereto, and that a true copy of Articles Second, Third, Fourth and Eighth of said Certificate of Incorporation as amended is attached hereto and marked "Exhibit A."

Said Southern Natural Gas Corporation further certifies that its Board of Directors at a meeting held in accordance with provisions of the Corporation's By-Laws on the morning of July 23rd, 1929, adopted resolutions approving, subject to the approval of stockholders, the amendment of the Certificate of Incorporation herein set forth and called a meeting of the stockholders to approve such amendment.

Said Southern Natural Gas Corporation further certifies that at a meeting of the stockholders of said Corporation held in the afternoon of July 23rd, 1929, at which all the outstanding stock was present in person or by proxy, a vote by ballot was taken for and against the aforesaid amendment of its Certificate of Incorporation; that Messrs. J. P. Shaw, Jr., and N. L. Mansfield were duly appointed judges to decide upon the qualification of the voters and to count and ascertain the number of shares voted respectively for and against the aforesaid amendment of the Certificate of Incorporation and certified to the meeting that all the outstanding stock of the Corporation had voted by ballot in favor of the aforesaid amendment.

Said Southern Natural Gas Corporation further certifies that the capital of the Corporation will not be reduced under or by reason of the

Amendment of the Certificate of Incorporation herein set forth.

IN WITNESS WHEREOF, the said Southern Natural Gas Corporation has caused this Certificate of Amendment of its Certificate of Incorporation to be duly made under its corporate seal and the hands of its Vice-President and its Secretary this 23rd day of July, 1929.

E. D. Read

Vice-President.

J. J. Wentworth

Secretary.

(Southern Natural Gas Corporation
Delaware 1928)

STATE OF NEW YORK)
County of New York) ss:

BE IT REMEMBERED that on this 23rd day of July, 1929, personally appeared before me, a Notary Public duly authorized to act in the County and State aforesaid E. D. Read, to me known and known to me to be the Vice-President of Southern Natural Gas Corporation, who duly acknowledged that he knows the corporate seal of said Corporation; that the corporate affixed to the foregoing instrument is the corporate seal seal/of said Corporation. He further acknowledged that he affixed said seal and executed the foregoing instrument as and for the free and voluntary act of said Corporation for the uses and purposes therein set forth.

Josiah Willard

Notary Public, New York Co. No. 445

New York Co. Register's No. 1-W-527

Commission expires March 30, 1931.

(Josiah Willard, Notary Public
New York County)

EXHIBIT A.

Second: The location of its principal office in the State of Delaware is in the City of Dover, County of Kent. The name of the resident agent therein and in charge thereof is United States Corporation Company, the address of which is No. 19-21 Dover Green in said city.

Third: The nature of the business or objects or purposes proposed to be transacted, promoted or carried on are as follows:

1. To store, transport, buy and sell oil, gas, salt brine and other mineral solutions.

2. To manufacture, acquire, distribute, use, and sell artificial gas for light, heat, power, and other purposes, and to produce, acquire, use, sell and distribute the by-products and residual products therefrom, and to construct or in any manner acquire, maintain, operate, encumber, sell or in any manner dispose of works therefor, and all necessary equipment and appurtenances therefor.

3. To mine for, produce, buy, acquire, use, transport, sell and distribute natural gas for light, heat, power, and other purposes, and also to produce, acquire, use, transport, sell, and distribute the by-products and residual products therefrom, and to construct or in any manner acquire, maintain, operate, encumber, sell, or in any manner dispose of works therefor, and any and all necessary equipment and appurtenances necessary or incident to such operations and business.

4. To produce, generate, acquire, buy, use, transport, sell, distribute, or otherwise dispose of, furnish and distribute a mixture of, artificial, and natural gas for light, heat, power, and other purposes, and also to produce, acquire, use, transport, sell, and distribute the by-products and residual products therefrom, and to construct or in any manner acquire, maintain, operate, encumber, sell, or in any manner dispose of works therefor, and any and all equipment and appurtenances relating or incident thereto.

5. To construct, lay, purchase, or in any manner acquire, and to maintain and operate, and to sell, encumber, or in any manner dispose of, pipelines, gas mains, tanks, plants, systems, and works for the use, storage, sale, distribution and transportation of natural, artificial and mixed gas for light, heat, power, and other purposes in, over, through or under any streets, alleys, roads, highways, or other public places, or in, over, through or under any private or public property, and to take, acquire, pur-

chase, hold, own, rent, lease, sell, exchange, mortgage, improve, cultivate, develop and otherwise deal in and dispose of any and all property, real and personal, of every description incident to or capable of being used in connection with the aforesaid purposes or any of them.

6. To acquire, manufacture, and deal in ice, to purchase, construct, own, maintain, and operate all kinds of refrigerating and ice making plants or properties and to dispose of the products thereof.

7. To establish and maintain an oil business with authority to contract for the lease and purchase of the right to prospect for, develop and use coal and other minerals, petroleum and gas; also the right to erect, build and own all necessary oil tanks, cars and pipes necessary for the operation of the business of the same.

8. To engage in the business of acquiring, by purchase, lease or otherwise, constructing, holding, owning, managing, operating, and leasing, selling, or otherwise disposing of gas and oil lands, leases and rights, gas pipelines and plants, waterworks, water supply, storage, pumping, distributing, filtering and treating systems, water, steam and electric power systems and plants, gas, electric, and other lighting and heating systems and plants, any or all businesses, factories, plants, workshops, stores, and warehouses allied thereto or connected therewith, and the real property, plant, equipment, appurtenances, machinery, vehicles, inventories, receivables, or any part thereof, and any and all other assets of any person, firm, association or corporation, and assuming, or taking such property subject to, any obligations or liabilities thereof, to promote, manage, control, supervise direct or aid in any manner any such operations, business, production, output, and sales; and to make, execute, take or receive any contracts, or assignments of contracts therefor or relating thereto, or connected therewith.

9. To subscribe for, purchase, or otherwise acquire, invest in, hold, own sell, exchange, pledge, hypothecate or otherwise dispose of, deal and trade in or turn to account, the stocks, bonds, debentures, notes, evidences and certificates of ownership or indebtedness, bills of exchange, mortgages, and other obligations and rights, and all instruments, certificates or receipts evidencing an interest in any such securities, of any private, business, public, quasi-public or municipal corporation, domestic or foreign, or of any association, joint-stock company, business trust or other organization, or of any domestic or foreign state, gov-

ernment or governmental, authority, or of any political or administrative division or department thereof; and to exercise in respect thereof any and all rights, powers and privileges of ownership or interest, therein including, with respect to shares of stock, the right to vote thereon for any and all purposes.

10. To apply for, obtain, register, purchase, lease, or otherwise acquire, hold, own, use, operate, introduce, develop, control, sell, assign, or otherwise dispose of, take or grant licenses or other rights with respect to, and in any and all ways to exploit or turn to account, inventions, improvements, processes, formulas and the like, copyrights, patents, trade-marks, trade names and distinctive marks, and similar rights of any kind and all kinds, whether granted, issued, registered or established by or existing under the laws of the United States of America or of any other state, government, country or place.

11. To purchase, lease or otherwise acquire, real property, leaseholds, or other interests or rights in real property, wherever situated, and to own, hold, operate, manage, maintain, improve, sell, convey, lease, mortgage, encumber, exchange, dispose of, and deal and trade in the same.

12. To purchase or otherwise acquire, construct, own, equip, furnish, operate, maintain, improve, sell, lease, or otherwise dispose of, and turn to account, any and all buildings and structures of every kind, necessary, convenient or useful in connection with the transaction of any part of this corporation's business.

13. To manufacture, produce, buy, or otherwise acquire, hold, own, sell, or otherwise dispose of, transfer, pledge, hypothecate, import, export, exchange, barter distribute, deal and trade in and turn to account, all goods, wares and merchandise and personal property of every kind and description; and to carry on a general mercantile and commercial business in any part of the world.

14. When not in conflict with the General Corporation Law or otherwise contrary to law, to purchase or otherwise acquire, hold, own, exercise, exploit and develop, any and all grants, options, concessions, privileges, rights and franchises which may be deemed to be in the interest of the corporation, and to undertake, engage in, and prosecute any business connected therewith or dependent thereon, and for the corporate purposes of this corporation to make and enter into and carry out any contracts, arrangements or undertakings with any person, individual, firm, corporation, syndicate,

or association, or with any domestic or foreign state or governmental or municipal authority.

15. To pay for any property acquired by this corporation in cash, stocks, bonds, notes, or other evidences of indebtedness of this corporation; to purchase, hold, sell and transfer the shares of its own capital stock, subject to the provisions of the General Corporation Law and this Certificate of Incorporation, and provided that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

16. To borrow money for its corporate purposes; and for moneys so borrowed or in payment for property acquired, or for any other lawful objects and purposes of the corporation, to make, execute, accept, endorse, issue and deliver bonds, debentures, notes, bills of exchange, or other obligations, secured or unsecured, and to mortgage, pledge or hypothecate any or all of its properties or assets, real, personal, or otherwise, as security therefor; and to loan money with or without collateral or other security.

17. To guarantee the payment of dividends upon stocks, or the principal and/ or interest upon bonds, notes, and other evidences of indebtedness of, or to guarantee the performance of the contracts or other undertakings of, or otherwise aid, in any manner, any corporation, firm or individual in which this corporation shall be directly or indirectly interested, either through ownership of its stock, bonds, securities, or other obligations, or otherwise, to the extent permitted by law.

18. To conduct its business, in whole or in part, and to exercise any and all of its rights, powers, and privileges, and to have one or more offices, both within the State of Delaware and in any of the several states of the United States and in any part or parts of the world, except as otherwise expressly provided by law.

19. To engage in commerce among the several states of the United States, to engage in interstate commerce, and to enjoy and possess all of the powers, privileges, exemptions and immunities that are now or shall be, at any future time, possessed under the laws of the United States and/ or the several states thereof by corporations engaged in interstate commerce and/ or commerce among the several states of the United States. The corporation is expressly authorized to undertake the construction, acquisition and operation of a gas pipe line and work of internal improvement within the States of Louisiana, Mississippi, Alabama, Georgia, Tennessee and all other states of the United States of America within the meaning of the laws of such states, and shall

have and enjoy the right of eminent domain to the full extent provided by law; and by means of such work of internal improvement the corporation shall have the right, among others, to receive and distribute in one continuous movement in interstate commerce natural gas from the Louisiana or other fields to the customers and consumers of the corporation.

20. To the extent permitted by the laws of any state in which it shall carry on and conduct its business, to exercise the power of eminent domain, and in the exercise of such power to acquire by condemnation or otherwise for its corporate purposes any property, franchises, rights of way, easements, grants, concessions and rights, in the manner and on the conditions prescribed by the laws of the state or states in which such power of eminent domain shall be exercised from time to time by the corporation.

21. To carry on as principal, agent, factor, commission merchant, or otherwise, the said business or businesses hereinbefore referred to, and each and every part thereof.

22. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof; and to have all the rights, powers and privileges now or hereafter conferred by the laws of the State of Delaware upon a corporation organized under the General Corporation Law of the State of Delaware or under any act amendatory thereof, supplemental thereto or in substitution therefor.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any way the general powers of the corporation. Nothing herein contained shall be deemed to authorize the corporation to carry on any business or exercise any power or do any act which a corporation organized under said General Corporation Law may not at the time lawfully carry on, exercise, or do.

FOURTH: 1. The total number of shares of capital stock which may be issued by the corporation is one million six hundred thousand (1,600,000) shares, consisting of 100,000 shares of preferred stock and 1,500,000 shares of Common Stock all of which shall be without nominal or par value. The

Directors may issue the shares without nominal or par value from time to time for such consideration as they may deem fit. Any and all shares without nominal or par value so issued for which the consideration so fixed has been paid or delivered shall be and be deemed to be full-paid and non-assessable stock, and shall not be liable to any further call for assessment thereon, and the holders of such shares shall not be liable for any further payments in respect of such shares. The number of shares of stock with which the corporation shall commence business is fifteen shares of Common Stock.

The preferred stock may be of different series, with different designations, preferences, and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, except that all of the shares of preferred stock shall be of equal rank, preference and priority as to dividends and assets, irrespective of whether or not the rates of dividends to which the same shall be entitled and/or the redemption price thereof and/ or the amounts which the holders thereof shall be entitled to receive on voluntary or involuntary dissolution shall be the same.

11. Fifty thousand (50,000) shares of said preferred stock shall be designated \$7 Cumulative Preferred Stock, and a description of the designations, preferences, rights, qualifications, limitations and restrictions thereof and of the relative rights of the holders of said fifty thousand (50,000) shares of \$7 Cumulative Preferred Stock is as follows:

1. The holders of \$7 Cumulative Preferred Stock shall be entitled to receive dividends out of the net profits of the corporation or out of its net assets in excess of its capital as determined pursuant to, and subject to, the provisions of the General Corporation Law of the State of Delaware, when and as declared by the board of directors, at the rate of \$7 per share per annum cumulative from the 1st day of March, June, September, and December, as the case may be, next preceding the date of issue (or from the date of issue if the date of issue shall be one of said quarterly dates) payable quarterly on March 1, June 1, September 1 and December 1 in each year, before any dividends shall be declared or paid upon or set apart for the Common Stock, and the holders of the \$7 Cumulative Preferred Stock shall be entitled to no other or further dividends. Such dividends shall be cumulative so that if in any quarterly dividend period dividends upon the outstanding \$7 Cumulative Preferred Stock, at the rate of \$7 per share per

annum, shall not have been declared and paid or funds for payment thereof set apart, the deficiency shall be fully paid but without interest thereon or funds shall be set apart for such payment before any dividends shall be declared or paid upon or set apart for the Common Stock.

2. Subject to the prior rights of the holders of the \$7 Cumulative Preferred Stock, as set forth in the foregoing paragraph out of the net profits of the corporation or out of its net assets in excess of its capital as determined pursuant to, and subject to, the provisions of the General Corporation Law of the State of Delaware, remaining after full cumulative dividends as aforesaid upon the \$7 Cumulative Preferred Stock shall have been paid or declared and funds set aside for payment for all past quarterly dividend periods, and after or concurrently with making payment of, or provision for, full dividends on the \$7 Cumulative Preferred Stock for the current quarterly dividend period, and subject to the prior rights of any other preferred stock outstanding, then, and not otherwise, the Board of Directors may declare, and cause to be paid dividends to the holders of the Common Stock.

3. In the event of any involuntary or voluntary liquidation, dissolution or winding up of the corporation, the holders of \$7 Cumulative Preferred Stock shall be entitled to receive out of the assets of the corporation (whether from capital or surplus or both) \$100 per share, and in addition thereto, and amount equal to all dividends thereon accrued or in arrears, before any distribution of ^{the} assets shall be made to the holders of the Common Stock, and the holders of the Common Stock, subject to the prior rights of any other preferred stock outstanding, shall be entitled, to the exclusion of the holders of \$7 Cumulative Preferred Stock, to share ratably in any assets of the corporation remaining after such payment to the holders of the \$7 Cumulative Preferred Stock. If upon such liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the assets of the corporation shall be insufficient to permit the payment in full to the holders of the \$7 Cumulative Preferred Stock, of the amounts distributable to them as aforesaid, then the entire assets of the corporation shall be distributed ratably among the holders of the \$7 Cumulative Preferred Stock and the holders of any other preferred stock then outstanding according to their respective rights. The foregoing provision shall not be deemed to require the distribution of assets among holders of the \$7 Cumulative Preferred Stock in the event of a consolidation, merger, lease or

sale which does not in fact result in the liquidation or winding up of the corporation, if the terms of such consolidation, merger, lease or sale make other provisions for the \$7 Cumulative Preferred Stock and are consented to by the holders of at least two-thirds ($2/3$) in number of the outstanding shares of the \$7 Cumulative Preferred Stock.

4. The \$7 Cumulative Preferred Stock may be redeemed at the option of the Board of Directors, in whole or in part, by lot or pro rata, on any quarterly dividend payment date, upon at least thirty (30) days' written notice to the holders of stock to be redeemed, given in such manner as may be prescribed by the by-laws of the corporation or by resolution of the Board of Directors. The redemption price of each share of the \$7 Cumulative Preferred Stock to be redeemed shall be \$105 and, in addition thereto, a sum equal to all dividends thereon accrued or in arrears. From and after the date fixed in any such notice as the date of the redemption (unless default shall be made by the corporation in providing funds for the payment of the redemption price) all dividends on the \$7 Cumulative Preferred Stock thereby called for redemption shall cease to accrue and all rights of the holders thereof as stockholders of the corporation, except the right to receive the redemption price, shall cease and determine. The \$7 Cumulative Preferred Stock redeemed under the provisions hereof shall not be reissued and no \$7 Cumulative Preferred Stock shall be issued in lieu thereof or in exchange therefor and such stock shall be cancelled and shall be deemed to have been retired as provided by law.

5. Except as otherwise required by law or by the provisions in this Article Fourth contained, the entire voting power of the corporation shall be vested in the holders of the Common Stock, and the holders of the \$7 Cumulative Preferred Stock shall have no voting power and shall not have the right to participate in any meeting of stockholders and shall not be entitled to any notice of any such meeting and shall not be considered stockholders for the purpose of any election, meeting, consent or waiver of notice under the provisions of any law now in force or which may hereafter be enacted, provided, however, that if, at any time, dividends on any shares of the \$7 Cumulative Preferred Stock at the rate of \$7 per share per annum shall be unpaid or in arrears to an amount equal to or exceeding the dividend thereon at said rate for four (4) quarterly ^{dividend} periods (whether

consecutive or not), then and in any such case the holders of \$7 Cumulative Preferred Stock shall be entitled to notice of and to vote at all meetings of stockholders and all elections of the corporation and to notice of and to consent or to refuse to give consent to any proceedings of stockholders of the corporation entitled to vote or to consent to any proceeding of the corporation, share and share alike with the Common Stock. Such voting power of the \$7 Cumulative Preferred Stock shall continue so long as any dividends thereon shall be unpaid or in arrears. Such voting power of the \$7 Cumulative Preferred Stock shall cease when all accrued and unpaid dividends thereon to the beginning of the then current dividend period shall have been paid in full or funds for the payment thereof in full shall have been set apart, but such voting power shall be restored whenever dividends on the \$7 Cumulative Preferred Stock are again unpaid or in arrears for four (4) quarterly dividend periods (whether consecutive or not). Each holder of Common Stock (and of \$7 Cumulative Preferred Stock, when entitled to vote as herein provided) shall be entitled to one (1) vote for each share of said stock standing in his name on the books of the corporation, subject, however, to the right of the Board of Directors to fix a record date for the determination of stockholders entitled to vote at any meeting. In any event, the corporation, without the affirmative vote or written consent of the holders of record of at least two-thirds (2/3) in number of the shares of \$7 Cumulative Preferred Stock at the time issued and outstanding, shall not

(a) Authorize or create any stock of any class or series having preference or priority as to assets or dividends over the \$7 Cumulative Preferred Stock;

or

(b) Amend any of the provisions of this Certificate of Incorporation as amended so as to affect adversely any of the preferences and other rights of the holders of the \$7 Cumulative Preferred Stock, except to increase the authorized number of shares of preferred stock and/ or of Common Stock and/ or to authorize, increase or issue any class of stock subordinate as to dividends and assets to the preferred stock and/ or to provide restrictions upon the issuance of any additional shares of the authorized but unissued shares of the preferred stock; or

111. The remaining fifty thousand (50,000) shares of preferred stock, subject to the provisions of this Article Fourth, may have such designations, preferences, and relative, participating, optional, and other special rights, or qualifications, limitations or restrictions thereof as shall be stated

and expressed in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors, which is hereby expressly vested with authority to determine and to state and express such designations, preferences, and relative, participating, optional and other special rights or qualifications, limitations or restrictions thereof.

IV. No holder of stock of the corporation of any class shall have any preemptive or preferential right of subscription to any shares of any class of stock of the corporation, whether now or hereafter authorized, or to any stock or obligations convertible into stock of the corporation or to any stock or obligations entitling the holders thereof to purchase stock of the corporation, issued or sold, or any right of subscription to any thereof other than such, if any, as to Board of Directors in its discretion may from time to time determine, and at such prices as the Board of Directors may from time to time fix pursuant to the authority conferred by this certificate; and any such shares of stock or obligations which the Board of Directors may determine to offer, for subscription or for purchase, to the holders of stock of the corporation may, as said Board shall determine, be offered exclusively either to holders of preferred stock of any series or designation, or to holders of Common Stock, or partly to the holders of preferred stock of any one or more series or designations and partly to the holders of Common Stock, and in the latter case, in such proportions as between said classes and/ or series and/ or designations of stock as the Board of Directors in its discretion may determine.

EIGHTH: The following provisions are inserted for the regulation of the business and for the conduct of the affairs of the corporation, and it is expressly provided that the same are intended to be in furtherance and not in limitation or exclusion of the powers conferred by statute.

1. Meetings of the stockholders and directors of the corporation for all purposes may be held within or without the State of Delaware, and may be held outside of the State of Delaware at such place or places as may from time to time be designated in the by-laws or by resolution of the Board of Directors.

2. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the stockholders at any annual or special meeting, as shall be provided in the by-laws. The by-laws may prescribe the number of directors necessary to constitute a quorum, which number may be less than a

majority of the whole Board of Directors but not less than the number required by law. The directors need not be elected by ballot.

3. All Corporate powers, including the mortgaging, hypothecation and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, without the assent of or other action by the stockholders, except as otherwise expressly provided by law or by this certificate of incorporation. The directors shall also have power, with the consent in writing, or upon the affirmative vote at a meeting called for the purpose, of the holders of a majority of the issued and outstanding stock having voting power, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchise, upon such terms and conditions as the Board of Directors deem expedient and for the best interests of the corporation.

4. Without assent or other action of the stockholders, unless otherwise expressly provided by law, the Board of Directors may purchase, acquire, hold, lease, mortgage, pledge, sell and convey such property, real or personal, without as well as within the State of Delaware, as the Board of Directors may, from time to time, determine; and, in payment for any property, it may issue or cause to be issued stock of the corporation, bonds, debentures, or other obligations thereof, secured or unsecured.

5. The Board of Directors shall have power from time to time to fix and to determine and vary the amount of the working capital of the corporation and to direct and determine the use and disposition of any net profits or surplus from whatever source arising, and in its discretion the Board of Directors may use and apply any such profits or surplus in purchasing or acquiring bonds or other obligations of the corporation or shares of its own capital stock, to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient; and, subject to the provisions of Article Fourth hereof, any shares of such capital stock so purchased or acquired may be resold upon such terms as the Board of Directors may determine, unless such shares shall have been retired in the manner provided by law for the purpose of decreasing the corporation's authorized capital stock.

6. The Board of Directors shall have absolute discretion in the declaration of dividends out of the net profits of the corporation, or out of its net assets in excess of its capital as determined pursuant to, and subject to, the provisions of the General Corporation Law of the State of Delaware, and,

instead of distributing net profits or assets among the stockholders, may invest and reinvest the same to such extent and in such manner as in their absolute discretion they may deem advisable.

7. The Board of Directors from time to time shall determine whether, to what extent, at what times and places, and under what conditions and regulations the accounts, books and papers of the corporation, or any of them, shall be open to the inspection of the stockholders and no stockholders shall have any right to inspect any account, book, or paper of the corporation except as expressly conferred by statute or authorized by the Board of Directors or by the stockholders.

8. The Board of Directors may, by a resolution passed by a majority of the whole Board, designate from their number an executive committee, which, to the extent provided by such resolution or by the by-laws of the corporation, shall have and may exercise in the intervals between meetings of the Board of Directors all the powers thereof which may lawfully be delegated, in the management of the business and affairs of the corporation. The Board of Directors may also designate from their number a finance committee and other committees and delegate thereto such of its powers as may be lawfully delegated, to be exercised when the Board of Directors is not in session.

9. The Board of Directors shall have power, in their discretion, to provide for and to pay the directors rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

10. The corporation shall have power to create and issue, whether or not in connection with the issue and sale of any shares of stock or other securities of the corporation, rights, or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes, such rights or options to be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors. The consideration upon which such optional rights shall be granted and issued (as distinguished from the price or prices at which stock may be purchased under their terms) may include the rendering of services or the agreement to render services for the corporation as officer, employee, fiscal agent and underwriter or purchaser of stocks or securities of the corporation and any other considerations which may be deemed valuable and in the interests of the corporation by its Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which,

and the price or prices at which, any such shares may be purchased from the corporation upon the exercise of any such right or option shall be such as shall be fixed and stated in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options and in every case set forth or incorporated by reference in the instrument or instruments, evidencing such rights or options, subject, however to the provisions of the General Corporation Law of Delaware.

11. The corporation may issue shares of stock as partly paid and subject to call for the remainder of the consideration to be paid therefor. Upon the face or back of the certificates issued to represent any such partly paid shares the total amount of the consideration to be paid therefor and the amount paid thereon shall be specified. The corporation may declare and pay dividends upon any such shares upon the basis of the percentage of the consideration actually paid thereon.

12. The Board of Directors shall have the power to create and issue, pending the delivery of certificates representing shares of the capital stock of any class of the corporation, for which shares the corporation shall have received the full consideration for the issue thereof, receipts for such shares of capital stock containing such terms and provisions as may be determined by the Board of Directors and entitling the holders thereof to receive full-paid and non-assessable shares of capital stock of the corporation of such class or series and in such amounts, at such times, and upon such terms and conditions as may be expressed in said receipts. Upon the surrender to the corporation or its agent duly constituted for the purpose of any such receipt in accordance with the terms thereof, the corporation shall issue the shares of stock called for upon the surrender of such receipt to or upon the order of the person surrendering the same or if registered, to or upon the order of the registered owner thereof. In the event of the issuance of any such receipt, a sufficient amount of unissued capital stock of the class or classes or series represented by said receipts shall at all times be reserved and remain unissued and shall be issued only for the purpose of satisfying such receipt as and when it may be surrendered in accordance with the terms and provisions thereof, and, pending the surrender thereof, the corporation shall have no power or right to issue such capital stock so reserved for any other purpose or consideration whatsoever. No capital stock held in the treasury of the corp-

oration or held in trust for the benefit of any holders of such receipts issued by the corporation shall be deemed outstanding for the purpose of determining stock entitled to participate in any dividends or distribution other than (a) stock dividends or (b) subscriptions for further issues of stock of the corporation.

13. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and / or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class or creditors, and/ or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders, of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all ^{the} creditors or class of creditors, and/ or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

14. Subject always to by-laws made by the stockholders, the Board of Directors may make by-laws and from time to time may alter, amend or repeal any by-laws, but any by-laws made by the Board of Directors may be altered or repealed by the stockholders.

15. Any one or more or all of the directors may be removed, either with or without cause, at any time, by vote of the stockholders holding a majority of the stock of the corporation having voting power, present in person or by proxy, at any special meeting, and thereupon the term of the director or directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of

Directors to be filled as provided in the by-laws.

16. No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a member, director or officer or stockholder or are members, directors or officers or stockholders of such other firm or corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, corporation or association shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person, firm, corporation or association, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist, from contracting with the corporation for the benefit of himself, or any firm, corporation or association in which he may in any way be interested.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

STATE OF DELAWARE

OFFICE OF SECRETARY OF STATE

I, Charles H. Grantland, Secretary of State of the State of Delaware, Do Hereby Certify that the above and foregoing pages numbered from 1 to 14, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "SOUTHERN NATURAL GAS CORPORATION", as received and filed in this office the ninth day of May, A. D. 1928, at 9 o'clock A. M.

And I do hereby further certify that the above and foregoing pages numbered from 15 to 38, both numbers inclusive, is a true and correct copy of Certificate of Amendment of Certificate of Incorporation of the "SOUTHERN NATURAL GAS CORPORATION", as received and filed in this office the twenty-fourth day of July, A. D. 1929, at 9 o'clock A. M.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, at Dover, this twenty-fourth day of July, in the year of our Lord one thousand nine hundred and twenty-nine.

Charles H. Grantland

(Seal)

Secretary of State.

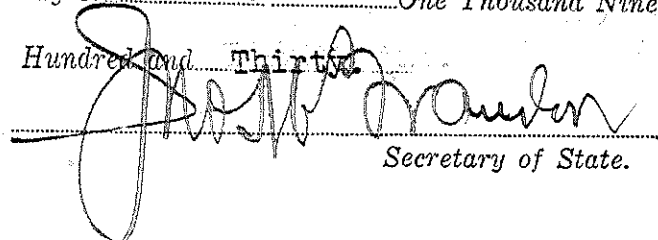
The State of Alabama

DEPARTMENT OF STATE

I, JOHN M. BRANDON, Secretary of State, do hereby certify that the pages hereto attached, contain a true, accurate and literal copy of Certificate of Incorporation of Southern Natural Gas Corporation, a corporation domiciled in the State of Delaware, filed in the office of the Secretary of State of the State of Alabama on May 12, 1928, also all amendments to the Certificate of Incorporation of Southern Natural Gas Corporation, a Delaware corporation filed in the office of the Secretary of State of the State of Alabama on July 29, 1929, as the same appears on file and of record in this office.

In Testimony Whereof, I have hereunto set my hand and

affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, this Twenty-Ninth day of October One Thousand Nine Hundred and Thirtieth


Secretary of State.



IN THE PROBATE COURT OF
BALDWIN COUNTY, ALA.

SOUTHERN NATURAL GAS CORPORATION,
A Corporation, Applicant,

VS

BEN MAY,

Respondent.

Applicant, Southern Natural Gas Corporation, files this application in the Probate Court of Baldwin County, Alabama, against Ben May, for the purpose of acquiring an easement in the lands and for the uses hereinafter described and for an order of condemnation of said lands to such uses; and in support of this application, respectfully states:

(1) Applicant is a corporation organized and existing under the laws of the State of Delaware which has heretofore duly qualified as a foreign corporation for the transaction of business in the State of Alabama. The location of applicant's principal office and address in the State of Delaware is Dover, Delaware. The location of its principal office and its address in the State of Alabama is Watts Building, Birmingham, Alabama. As such foreign corporation duly qualified to transact business in Alabama it has, by virtue of Sec. 7204 of the Code of Alabama (1923), the same right of eminent domain as domestic corporations of like kind and character possess.

(2) Respondent, Ben May, is over the age of 21 years and has a residence in the City of Paris, France, in the City of New York State of New York, and in the City of Mobile, State of Alabama. Applicant is informed and believes and upon such information and belief avers that respondent is a non-resident of the State of Alabama,

residing either in said City of New York or in said City of Paris or both, or else is a resident of the State of Alabama who has been absent from the State of Alabama for at least six months prior to the institution of this proceeding or if technically a resident of Alabama, is concealing himself so that process herein cannot be served upon him, within the meaning of Section 9430 of the Code of Alabama, (1923), authorizing substituted service. The post office address of respondent within said City of Paris, France, is not known to applicant and can not be ascertained after reasonable effort. Applicant is informed and believes and avers that respondents New York City address is care Hotel Croyden, 12 East 86th Street, and his Mobile, Alabama, address is Number 13 Fernway, when said respondent is to be found in the City of Mobile.

(3) Applicant is a corporation formed for the purpose of constructing, operating and maintaining a line and system for the transmission of natural gas for use by utilities and for industrial, commercial and domestic purposes, within the State of Alabama, as well as in other states, its said system constituting a work of internal improvement or public utility within the purview of Section 7016 of the Code of Alabama, (1923); and applicant avers that under said section and under Section 7020 of the Code of Alabama (1923) applicant has the right to acquire by condemnation a right of way for applicant's gas line as herein prayed.

(4) Respondent is the owner of the following described lands, over, in and upon which applicant seeks to acquire the interest or easement by this application hereinafter described:

The north half of the southwest quarter, the southeast quarter of the southwest quarter, and the south half of the southeast quarter, Section 31, Township 2 South, Range 4 East; Section 5, Township 3 South, Range 4 East; the northwest quarter of the northwest quarter, the east half of the northwest quarter and the northeast quarter of the southeast quarter, Section 9, Township 3 South, Range 4 East, all in Baldwin County, Alabama.

(5) The specific interest or easement and right of way sought to be acquired hereby is the right and easement to lay, construct, maintain and operate a pipe line or lines and system, consisting of one or more pipes and all appurtenances thereto and also the right and easement to construct, maintain and operate telephone or telegraph or other wire lines in connection therewith; over, under, along and upon those certain strips or tracts of land, *Thirty (30)* feet wide, upon and across the lands of respondent Ben May described in Section 4 of this application, *being fifteen (15) feet on both sides of* the center line which is described as follows:

Center line:

Tract (a): Begin at a point on the West boundary line of Section 31, Township 2 South, Range 4 East, 1912 feet North of the Southwest corner of said Section 31; thence run south 69 degrees 30 minutes east for a distance of 2473 feet to a point in the southeast quarter of the southwest quarter of said Section 31; thence run south 56 degrees 30 minutes east for a distance of 2005 feet, more or less, to a point on the south boundary line of said Section 31.

Tract (b): Begin at a point on the east boundary line of Section 5, Township 3 South, Range 4 East, said point being 418 feet south of the northeast corner of the southeast quarter of the southeast quarter of said Section 5; thence run North 55 degrees 20 minutes west for a distance of 4345 feet to a point; thence run north 62 degrees 30 minutes west for a distance of 388 feet to a point; thence run north 72 degrees 30 minutes west for a distance of 1700 feet, more or less, to a point on the west boundary line of said Section 5.

Tract (c): Begin at a point on the North Boundary line of Section 9, Township 3 South, Range 4 East, said point being 1040 feet east of the northwest corner of said Section 9; thence run south 55 degrees 20 minutes east for a distance of 2007 feet, more or less, to a point on the East boundary line of the northwest quarter of said Section 9.

Tract (d): Commence at a point on the north boundary line of Section 9, Township 3 South, Range 4 East, said point being 1040 feet East of the Northwest Corner of said Section 9; thence run South 55 degrees 20 minutes East for a distance of 4172 feet to a point on the North boundary line of the southeast quarter of said section 9, this being the point of beginning; thence from said point of beginning run South 55 degrees 20 minutes East for a distance of 1335 feet more or less, to a point on the East boundary line of said Section 9.

Also, the free right of access, ingress and egress across the said lands of respondent and on and across said strips, tracts and rights of way, to and from said lines, appurtenances and said right of way above described, for the purpose of laying, constructing, re-locating, maintaining, replacing, repairing, operating and removing said pipe line and system and all appurtenances thereof in and about in connection with the storage, transmission, metering, sale and delivery ^{of gas} by means of said pipe line and system; also the right to clear and remove any trees on or near said lines or appurtenances which might interfere with or impair the use of the same.

PREMISES CONSIDERED, applicant hereby makes the said Ben May a party respondent to this application and prays that this Court make and enter an order appointing a day for the hearing thereof and that notice of this application and of the day for the hearing thereof be issued and served as provided by law.

Applicant further prays that upon such hearing an order be made by this court granting the prayer of this application and condemning and subjecting the lands of the respondent hereinabove described to the easement, uses and purposes herein prayed, upon payment by applicant of the compensation awarded; and applicant prays for all such other and further orders as may be authorized or required by law in the premises.

SOUTHERN NATURAL GAS CORPORATION

By Babanis Johnston Eggelet Babanis
Of counsel.
Norman Houn
of counsel.

STATE OF ALABAMA,)
JEFFERSON COUNTY,)

Before me, the undersigned authority in and for said County and State, personally appeared Norman Houn who being by me first duly sworn, deposes and says that he is an agent of Southern Natural Gas Corporation, the above named applicant, duly authorized to make this affidavit on its behalf, that he has read the foregoing application and that the statements therein contained are true and correct as therein alleged.

Sworn to and subscribed before me this 7th day of October, 1930.

W. M. Adams
Notary Public.

We acknowledge ourselves as security for all of the costs of the foregoing proceeding. This 8th day of October, 1930.

APPROVED: This 8th day of October, 1930.

W. M. Adams
Probate Judge, Baldwin County, Alabama,

6

SOUTHERN NATURAL GAS CORPORATION

CERTIFICATE OF INCORPORATION

Filed in the office of the Secretary of State of Delaware and recorded at
Dover, Delaware, in the office for the recording of deeds in and
for the County of Kent, State of Delaware, May 9, 1928.

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

Filed in the office of the Secretary of State of Delaware and recorded at
Dover, Delaware, in the office for the recording of deeds in and
for the County of Kent, State of Delaware, on July 24, 1929.

CERTIFICATE OF INCORPORATION

OF

SOUTHERN NATURAL GAS CORPORATION.

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of 1915, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST: The name of the corporation is

SOUTHERN NATURAL GAS CORPORATION.

SECOND: The location of its principal office in the State of Delaware is in the City of Dover, County of Kent. The name of the agent therein and in charge thereof is United States Corporation Company, the address of which is No. 19-21 Dover Green in said city.

THIRD: The nature of the business or objects or purposes proposed to be transacted, promoted or carried on are as follows:

(1) To store, transport, buy and sell oil, gas, salt, brine and other mineral solutions.

(2) To manufacture, acquire, distribute, use, and sell artificial gas or light, heat, power, and other purposes, and to produce, acquire, use, sell and distribute the by-products and residual products therefrom, and to con-

struct or in any manner acquire, maintain, operate, encumber, sell, or in any manner dispose of works therefor, and all necessary equipment and appurtenances therefor.

(3) To mine for, produce, buy, acquire, use, sell and distribute natural gas for light, heat, power, and other purposes, and also to produce, acquire, use, sell, and distribute the by-products and residual products therefrom, and to construct or in any manner acquire, maintain, operate, encumber, sell, or in any manner dispose of works therefor, and any and all necessary equipment and appurtenances necessary or incident to such operations and business.

(4) To produce, generate, acquire, buy, use, sell, distribute, or otherwise dispose of, furnish and distribute a mixture of, artificial and natural gas for light, heat, power, and other purposes, and also to produce, acquire, use, sell, and distribute the by-products and residual products therefrom, and to construct or in any manner acquire, maintain, operate, encumber, sell, or in any manner dispose of works therefor, and any and all equipment and appurtenances relating or incident thereto.

(5) To construct, lay, purchase, or in any manner acquire and to maintain and operate, and to sell, encumber, or in any manner dispose of, pipelines, gas mains, plans, systems, and works for the use, sale, distribution and transportation of natural, artificial and mixed gas for light, heat, power, and other purposes in, over, through or under any streets, alleys, roads, highways, or other public places, or in, over, through or under any private or public property, and to take, acquire, purchase, hold, own, rent, lease, sell, exchange, mortgage, improve, cultivate, develop and otherwise deal in and dispose of any and all property, real and personal, of every description

incident to or capable of being used in connection with the aforesaid purposes or any of them.

(6) To acquire, manufacture, and deal in ice, to purchase, construct, own, maintain, and operate all kinds of refrigerating and ice making plants or properties and to dispose of the products thereof.

(7) To establish and maintain an oil business with authority to contract for the lease and purchase of the right to prospect for, develop and use coal and other minerals, petroleum and gas; also the right to erect, build and own all necessary oil tanks, cars and pipes necessary for the operation of the business of the same.

(8) To engage in the business of acquiring, by purchase, lease or otherwise, constructing, holding, owning, managing, operating, and leasing, selling, or otherwise disposing of gas and oil lands, leases and rights, gas pipelines and plants, waterworks, water supply, storage, pumping, distributing, filtering and treating systems, water, steam and electric power systems and plants, gas, electric, and other lighting and heating systems and plants, any or all businesses, factories, plants, workshops, stores, and warehouses allied thereto or connected therewith, and the real property, plant, equipment, appurtenances, machinery, vehicles, inventories, receivables, or any part thereof, and any and all other assets of any person, firm, association or corporation, and assuming, or taking such property subject to, any obligations or liabilities thereof, to promote, manage, control, supervise, direct or aid in any manner any such operations, business, production, output, and sales; and to make, execute, take or receive any contracts, or assignments of contracts therefor or relating thereto, or connected therewith.

(9) To subscribe for, purchase, or otherwise acquire, invest in, hold, own, sell, exchange, pledge, hypothecate or otherwise dispose of, deal and trade in or turn to account, the stocks, bonds, debentures, notes, evidences and certificates of ownership or indebtedness, bills of exchange, mortgages, and other obligations and rights, and all instruments, certificates or receipts evidencing an interest in any such securities, of any private, business, public, quasi-public or municipal corporation, domestic or foreign, or of any association, joint-stock company, business trust or other organization, or of any domestic or foreign state, government or governmental authority, or of any political or administrative division or department thereof; and to exercise in respect thereof any and all rights, powers and privileges of ownership or interest, therein including, with respect to shares of stock, the right to vote thereon for any and all purposes.

(10) To apply for, obtain, register, purchase, lease, or otherwise acquire, hold, own, use, operate, introduce, develop, control, sell, assign, or otherwise dispose of, take or grant licenses or other rights with respect to, and in any and all ways to exploit or turn to account, inventions, improvements, processes, formulas and the like, copyrights, patents, trade-marks, trade names and distinctive marks, and similar rights of any kind and all kinds, whether granted, issued, registered or established by or existing under the laws of the United States of America or of any other state, government, country or place.

(11) To purchase, lease or otherwise acquire, real property, leaseholds, or other interests or rights in real property, wherever situated, and to own, hold, operate, manage, maintain, improve, sell, convey, lease, mortgage,

encumber, exchange, dispose of, and deal and trade in the same.

(12) To purchase or otherwise acquire, construct, own, equip, furnish, operate, maintain, improve, sell, lease, or otherwise dispose of, and turn to account, any and all buildings and structures of every kind, necessary, convenient or useful in connection with the transaction of any part of this corporation's business.

(13) To manufacture, produce, buy, or otherwise acquire, hold, own, sell, or otherwise dispose of, transfer, pledge, hypothecate, import, export, exchange, barter, distribute, deal and trade in and turn to account, all goods, wares and merchandise and personal property of every kind and description; and to carry on a general mercantile and commercial business in any part of the world.

(14) When not in conflict with the General Corporation Law or otherwise contrary to law, to purchase or otherwise acquire, hold, own, exercise, exploit and develop, any and all grants, options, concessions, privileges, rights and franchises which may be deemed to be in the interests of the corporation, and to undertake, engage in, and prosecute any business connected therewith or dependent thereon, and for the corporate purposes of this corporation to make and enter into and carry out any contracts, arrangements or undertakings with any person, individual, firm, corporation, syndicate, or association, or with any domestic or foreign state or governmental or municipal authority.

(15) To pay for any property acquired by this corporation in cash, stocks, bonds, notes or other evidences of indebtedness of this corporation; to purchase, hold, sell and transfer the shares of its own capital stock, subject

to the provisions of the General Corporation Law and this Certificate of Incorporation, and provided that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(16) To borrow money for its corporate purposes; and for moneys so borrowed or in payment for property acquired, or for any other lawful objects and purposes of the corporation, to make, execute, accept, endorse, issue and deliver bonds, debentures, notes, bills of exchange, or other obligations, secured or unsecured, and to mortgage, pledge or hypothecate any or all of its properties or assets, real, personal, or otherwise, as security therefor; and to loan money with or without collateral or other security.

(17) To guarantee the payment of dividends upon stocks, or the principal and/or interest upon bonds, notes, and other evidences of indebtedness of, or to guarantee the performance of the contracts or other undertakings of, or otherwise aid, in any manner, any corporation, firm or individual in which this corporation is directly or indirectly interested, either through ownership of its stock, bonds, securities, or other obligations, or otherwise, to the extent permitted by law.

(18) To conduct its business, in whole or in part, and to exercise any and all of its rights, powers and privileges, and to have one or more offices, both within the State of Delaware and in any part or parts of the world, except as otherwise expressly provided by law.

(19) To carry on as principal, agent, factor, commission merchant, or otherwise, the said business or businesses hereinbefore referred to, and each and every part thereof.

(20) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof; and to have all the rights, powers and privileges now or hereafter conferred by the laws of the State of Delaware upon a corporation organized under the General Corporation Law of the State of Delaware, or under any act amendatory thereof, supplemental thereto or in substitution therefor.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any way the general powers of the corporation. Nothing herein contained shall be deemed to authorize the corporation to carry on any business or exercise any power or do any act which a corporation organized under said General Corporation Law may not at the time lawfully carry on, exercise, or do.

FOURTH: The total number of authorized shares of capital stock of this corporation shall be Two Thousand (2,000) shares without nominal or par value.

No holder of stock of this corporation of any class shall have any preemptive or preferential right of subscription to any shares of any class of stock of this corporation, whether now or hereafter authorized, or to any obligations convertible into stock of this corporation, issued or sold, or any right or subscription to any thereof other than such, if any, as the Board of Directors in its discretion may from time to time determine, and at such

price as the Board of Directors may from time to time fix pursuant to the authority conferred by this certificate.

All stock of the corporation without nominal or par value, whether authorized herein or upon subsequent increase of capital or pursuant to any amendment hereof, 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 authority to the Board of Directors so to fix such consideration is hereby granted by the stockholders.

FIFTH: The corporation will commence business with Fifteen (15) shares of stock without nominal or par value. The names and places of residence of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

Names	Addresses	No. of Shares
E. E. CRAIG.....	Dover, Delaware	5
A. L. RAUGHLEY.....	Dover, Delaware	5
M. S. COOK.....	Dover, Delaware	5

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

EIGHTH: The following provisions are inserted for the regulation of the business and for the conduct of the affairs of the corporation, and it is expressly provided that the same are intended to be in furtherance and not in limitation or exclusion of the powers conferred by statute.

1. Meetings of the stockholders and directors of the corporation for all purposes may be held within or without the State of Delaware, and may be held outside of the State of Delaware at such place or places as may from time to time be designated in the by-laws or by resolution of the Board.

2. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the stockholders at an annual or special meeting, as shall be provided in the by-laws. The by-laws may prescribe the number of directors necessary to constitute a quorum, which number may be less than a majority of the whole Board of Directors but not less than the number required by law.

3. All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, except as otherwise expressly provided by law. The directors shall also have power, with the consent in writing of a majority of the holders of the voting stock issued and outstanding, or upon the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power, to sell, lease or exchange all of its property and assets, including its good will and its corporate franchises, upon such terms and conditions as the Board of Directors deem expedient and for the best interests of the corporation.

4. Without assent or other action of the stockholders, unless otherwise expressly provided by law, the Board of Directors may purchase, acquire, hold, lease, mortgage,

pledge, sell and convey such property, real or personal, without as well as within the State of Delaware, as the Board of Directors may, from time to time, determine; and, in payment for any property, it may issue or cause to be issued stock of the corporation, bonds, debentures, or other obligations thereof, secured or unsecured.

5. The Board of Directors shall have power from time to time to fix and to determine and vary the amount of the working capital of the corporation and to direct and determine the use and disposition of any net profits or surplus from whatever source arising, and in its discretion the Board of Directors may use and apply any such profits or surplus in purchasing or acquiring bonds or other obligations of the corporation or shares of its own capital stock, to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient; and, subject to the provisions of Article Fourth hereof, any shares of such capital stock so purchased or acquired may be resold upon such terms as the Board of Directors may determine, unless such shares shall have been retired in the manner provided by law for the purpose of decreasing the corporation's authorized capital stock.

6. The Board of Directors shall have absolute discretion in the declaration of dividends out of the surplus or net profits of the corporation, and, instead of distributing the surplus or net profits among the stockholders, may invest and reinvest the same to such extent and in such manner as in their absolute discretion they may deem advisable.

7. The Board of Directors from time to time shall determine whether, to what extent, at what times and

11. Any one or more or all of the directors may be removed, either with or without cause, at any time, by vote of the stockholders holding a majority of the stock of the corporation having voting powers, present in person or by proxy, at any special meeting, and thereupon the term of the director or directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors to be filled as provided in the by-laws.

12. No contract or other transactions between the corporation and any other firm or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a member, director or officer, or are members, directors or officers of such other firm or corporation, and any director or directors, individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, corporation or association shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person, firm, corporation or association, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist, from contracting with the corporation for the benefit of himself, or any firm, corporation or association in which he may in any way be interested.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter

places, and under what conditions and regulations the accounts, books and papers of the corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account, book, or paper of the corporation except as expressly conferred by statute or authorized by the Board of Directors or by the stockholders.

8. The Board of Directors may, by a resolution passed by a majority of the whole Board, designate from their number an executive committee, which, to the extent provided by such resolution or by the by-laws of the corporation, shall have and may exercise in the intervals between meetings of the Board of Directors all the powers thereof which may lawfully be delegated, in the management of the business and affairs of the corporation. The Board of Directors may also designate from their number a finance committee and other committees and delegate thereto such of its powers as may be lawfully delegated, to be exercised when the Board of Directors is not in session.

9. The Board of Directors shall have power, in their discretion, to provide for and to pay the directors rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

10. Subject always to by-laws made by the stockholders, the Board of Directors may make by-laws and from time to time may alter, amend or repeal any by-laws, but any by-laws made by the Board of Directors may be altered or repealed by the stockholders.

prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals the 9th day of May, 1928.

E. E. CRAIG [L. S.]

A. L. RAUGHLEY [L. S.]

M. S. COOK [L. S.]

In the presence of:

C. H. JARVIS

AS TO ALL

STATE OF DELAWARE }
 County of Kent } ss.:

BE IT REMEMBERED, that on the 9th day of May, 1928, personally came before me, C. H. JARVIS, a Notary Public in and for the State and County aforesaid, E. E. CRAIG, A. L. RAUGHLEY and M. S. COOK, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate of incorporation to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

C. H. JARVIS
 Notary Public

CHARLES H. JARVIS
 NOTARY PUBLIC
 APPOINTED SEPT. 3RD.
 1927
 FOR TWO YEARS
 DELAWARE

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

SOUTHERN NATURAL GAS CORPORATION.

SOUTHERN NATURAL GAS CORPORATION, a Corporation organized and existing under the laws of the State of Delaware, the Certificate of Incorporation of which was filed in the office of the Secretary of State of Delaware on May 9, 1928, and a certified copy thereof duly recorded in the office of the Recorder of Deeds of the County of Kent on May 9, 1928, does hereby certify that it has duly amended Articles Second, Third, Fourth and Eighth of its Certificate of Incorporation, pursuant to Section 26 of an Act of the General Assembly of the State of Delaware entitled, "An Act Providing for a General Corporation Law," approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, and that a true copy of Articles Second, Third, Fourth, and Eighth of said Certificate of Incorporation as amended is attached hereto and marked "Exhibit A."

Said SOUTHERN NATURAL GAS CORPORATION further certifies that its Board of Directors at a meeting held in accordance with provisions of the Corporation's By-Laws on the morning of July 23d, 1929, adopted resolutions approving, subject to the approval of stockholders, the amendment of the Certificate of Incorporation herein set forth, and called a meeting of the stockholders to approve such amendment.

Said SOUTHERN NATURAL GAS CORPORATION further certifies that at a meeting of the stockholders of said Corporation held in the afternoon of July 23d, 1929, at which all the outstanding stock was present in person or by proxy, a vote by ballot was taken for and against the aforesaid amendment of its Certificate of Incorporation; that Messrs. J. P. Shaw, Jr., and N. L. Mansfield were duly appointed judges to decide upon the qualification of the voters and to count and ascertain the number of shares voted respectively for and against the aforesaid amendment of the Certificate of Incorporation and certified to the meeting that all the outstanding stock of the Corporation had voted by ballot in favor of the aforesaid amendment.

Said SOUTHERN NATURAL GAS CORPORATION further certifies that the capital of the Corporation will not be reduced under or by reason of the Amendment of the Certificate of Incorporation herein set forth.

IN WITNESS WHEREOF, the said SOUTHERN NATURAL GAS CORPORATION has caused this Certificate of Amendment of its Certificate of Incorporation to be duly made under its corporate seal and the hands of its Vice-President and its Secretary this 23d day of July, 1929.

E. D. READ
Vice-President.

J. J. WENTWORTH
Secretary.

[SOUTHERN NATURAL
GAS CORPORATION
DELAWARE 1928]

STATE OF NEW YORK }
(County of New York) ss:

BE IT REMEMBERED that on this 23d day of July, 1929, personally appeared before me, a Notary Public duly authorized to act in the County and State aforesaid E. D. Read, to me known and known to me to be the Vice-President of SOUTHERN NATURAL GAS CORPORATION, who duly acknowledged that he knows the corporate seal of said Corporation; that the corporate seal affixed to the foregoing instrument is the corporate seal of said Corporation. He further acknowledged that he affixed said seal and executed the foregoing instrument as and for the free and voluntary act of said Corporation for the uses and purposes therein set forth.

JOSIAH WILLARD

Notary Public, New York Co. No. 445

New York Co. Register's No. 1-W-527

Commission expires March 30, 1931

[JOSIAH WILLARD
NOTARY PUBLIC
NEW YORK COUNTY]

EXHIBIT A.

SECOND: The location of its principal office in the State of Delaware is in the City of Dover, County of Kent. The name of the resident agent therein and in charge thereof is United States Corporation Company, the address of which is No. 19-21 Dover Green in said city.

THIRD: The nature of the business or objects or purposes proposed to be transacted, promoted or carried on are as follows:

(1) To store, transport, buy and sell oil, gas, salt, brine and other mineral solutions.

(2) To manufacture, acquire, distribute, use, and sell artificial gas for light, heat, power, and other purposes, and to produce, acquire, use, sell and distribute the by-products and residual products therefrom, and to construct or in any manner acquire, maintain, operate, encumber, sell, or in any manner dispose of works therefor, and all necessary equipment and appurtenances therefor.

(3) To mine for, produce, buy, acquire, use, transport, sell, and distribute natural gas for light, heat, power, and other purposes, and also to produce, acquire, use, transport, sell, and distribute the by-products and residual products therefrom, and to construct or in any manner acquire, maintain, operate, encumber, sell, or in any manner dispose of works therefor, and any and all necessary equipment and appurtenances necessary or incident to such operations and business.

(4) To produce, generate, acquire, buy, use, transport, sell, distribute, or otherwise dispose of, furnish and distribute a mixture of, artificial and natural gas for

light, heat, power, and other purposes, and also to produce, acquire, use, transport, sell, and distribute the by-products and residual products therefrom, and to construct or in any manner acquire, maintain, operate, encumber, sell, or in any manner dispose of works therefor, and any and all equipment and appurtenances relating or incident thereto.

(5) To construct, lay, purchase, or in any manner acquire, and to maintain and operate, and to sell, encumber, or in any manner dispose of, pipelines, gas mains, tanks, plants, systems, and works for the use, storage, sale, distribution and transportation of natural, artificial and mixed gas for light, heat, power, and other purposes in, over, through or under any streets, alleys, roads, highways, or other public places, or in, over, through or under any private or public property, and to take, acquire, purchase, hold, own, rent, lease, sell, exchange, mortgage, improve, cultivate, develop and otherwise deal in and dispose of any and all property, real and personal, of every description incident to or capable of being used in connection with the aforesaid purposes or any of them.

(6) To acquire, manufacture, and deal in ice, to purchase, construct, own, maintain, and operate all kinds of refrigerating and ice making plants or properties and to dispose of the products thereof.

(7) To establish and maintain an oil business with authority to contract for the lease and purchase of the right to prospect for, develop and use coal and other minerals, petroleum and gas; also the right to erect, build and own all necessary oil tanks, cars and pipes necessary for the operation of the business of the same.

(8) To engage in the business of acquiring, by purchase, lease or otherwise, constructing, holding, owning,

managing, operating, and leasing, selling, or otherwise disposing of gas and oil lands, leases and rights, gas pipelines and plants, waterworks, water supply, storage, pumping, distributing, filtering and treating systems, water, steam and electric power systems and plants, gas, electric, and other lighting and heating systems and plants, any or all businesses, factories, plants, workshops, stores, and warehouses allied thereto or connected therewith, and the real property, plant, equipment, appurtenances, machinery, vehicles, inventories, receivables, or any part thereof, and any and all other assets of any person, firm, association or corporation, and assuming, or taking such property subject to, any obligations or liabilities thereof, to promote, manage, control, supervise, direct or aid in any manner any such operations, business, production, output, and sales; and to make, execute, take or receive any contracts, or assignments of contracts therefor or relating thereto, or connected therewith.

(9) To subscribe for, purchase, or otherwise acquire, invest in, hold, own, sell, exchange, pledge, hypothecate or otherwise dispose of, deal and trade in or turn to account, the stocks, bonds, debentures, notes, evidences and certificates of ownership or indebtedness, bills of exchange, mortgages, and other obligations and rights, and all instruments, certificates or receipts evidencing an interest in any such securities, of any private, business, public, quasi-public or municipal corporation, domestic or foreign, or of any association, joint-stock company, business trust or other organization, or of any domestic or foreign state, government or governmental authority, or of any political or administrative division or department thereof; and to exercise in respect thereof any and all rights, powers and privileges of ownership or interest, therein including, with respect to shares of stock, the right to vote thereon for any and all purposes.

managing, operating, and leasing, selling, or otherwise disposing of gas and oil lands, leases and rights, gas pipelines and plants, waterworks, water supply, storage, pumping, distributing, filtering and treating systems, water, steam and electric power systems and plants, gas, electric, and other lighting and heating systems and plants, any or all businesses, factories, plants, workshops, stores, and warehouses allied thereto or connected therewith, and the real property, plant, equipment, appurtenances, machinery, vehicles, inventories, receivables, or any part thereof, and any and all other assets of any person, firm, association or corporation, and assuming, or taking such property subject to, any obligations or liabilities thereof, to promote, manage, control, supervise, direct or aid in any manner any such operations, business, production, output, and sales; and to make, execute, take or receive any contracts, or assignments of contracts therefor or relating thereto, or connected therewith.

(9) To subscribe for, purchase, or otherwise acquire, invest in, hold, own, sell, exchange, pledge, hypothecate or otherwise dispose of, deal and trade in or turn to account, the stocks, bonds, debentures, notes, evidences and certificates of ownership or indebtedness, bills of exchange, mortgages, and other obligations and rights, and all instruments, certificates or receipts evidencing an interest in any such securities, of any private, business, public, quasi-public or municipal corporation, domestic or foreign, or of any association, joint-stock company, business trust or other organization, or of any domestic or foreign state, government or governmental authority, or of any political or administrative division or department thereof; and to exercise in respect thereof any and all rights, powers and privileges of ownership or interest, therein including, with respect to shares of stock, the right to vote thereon for any and all purposes.

(10) To apply for, obtain, register, purchase, lease, or otherwise acquire, hold, own, use, operate, introduce, develop, control, sell, assign, or otherwise dispose of, take or grant licenses or other rights with respect to, and in any and all ways to exploit or turn to account, inventions, improvements, processes, formulas and the like, copyrights, patents, trade-marks, trade names and distinctive marks, and similar rights of any kind and all kinds, whether granted, issued, registered or established by or existing under the laws of the United States of America or of any other state, government, country or place.

(11) To purchase, lease or otherwise acquire, real property, leaseholds, or other interests or rights in real property, wherever situated, and to own, hold, operate, manage, maintain, improve, sell, convey, lease, mortgage, encumber, exchange, dispose of, and deal and trade in the same.

(12) To purchase or otherwise acquire, construct, own, equip, furnish, operate, maintain, improve, sell, lease, or otherwise dispose of, and turn to account, any and all buildings and structures of every kind, necessary, convenient or useful in connection with the transaction of any part of this corporation's business.

(13) To manufacture, produce, buy, or otherwise acquire, hold, own, sell, or otherwise dispose of, transfer, pledge, hypothecate, import, export, exchange, barter distribute, deal and trade in and turn to account, all goods, wares and merchandise and personal property of every kind and description; and to carry on a general mercantile and commercial business in any part of the world.

(14) When not in conflict with the General Corporation Law or otherwise contrary to law, to purchase or

otherwise acquire, hold, own, exercise, exploit and develop, any and all grants, options, concessions, privileges, rights and franchises which may be deemed to be in the interests of the corporation, and to undertake, engage in, and prosecute any business connected therewith or dependent thereon, and for the corporate purposes of this corporation to make and enter into and carry out any contracts, arrangements or undertakings with any person, individual, firm, corporation, syndicate, or association, or with any domestic or foreign state or governmental or municipal authority.

(15) To pay for any property acquired by this corporation in cash, stocks, bonds, notes or other evidences of indebtedness of this corporation; to purchase, hold, sell and transfer the shares of its own capital stock, subject to the provisions of the General Corporation Law and this Certificate of Incorporation, and provided that shares if its own capital stock belonging to it shall not be voted upon directly or indirectly.

(16) To borrow money for its corporate purposes; and for moneys so borrowed or in payment for property acquired, or for any other lawful objects and purposes of the corporation, to make, execute, accept, endorse, issue and deliver bonds, debentures, notes, bills of exchange, or other obligations, secured or unsecured, and to mortgage, pledge or hypothecate any or all of its properties or assets, real, personal, or otherwise, as security therefor; and to loan money with or without collateral or other security.

(17) To guarantee the payment of dividends upon stocks, or the principal and/or interest upon bonds, notes, and other evidences of indebtedness of, or to guarantee the performance of the contracts or other undertakings of, or otherwise aid, in any manner, any corporation, firm or

individual in which this corporation shall be directly or indirectly interested, either through ownership of its stock, bonds, securities, or other obligations, or otherwise, to the extent permitted by law.

(18) To conduct its business, in whole or in part, and to exercise any and all of its rights, powers and privileges, and to have one or more offices, both within the State of Delaware and in any of the several states of the United States and in any part or parts of the world, except as otherwise expressly provided by law.

(19) To engage in commerce among the several states of the United States, to engage in interstate commerce, and to enjoy and possess all of the powers, privileges, exemptions and immunities that are now or shall be, at any future time, possessed under the Laws of the United States and/or the several states thereof by corporations engaged in interstate commerce and/or commerce among the several states of the United States. The corporation is expressly authorized to undertake the construction, acquisition and operation of a gas pipe line and work of internal improvement within the States of Louisiana, Mississippi, Alabama, Georgia, Tennessee and all other states of the United States of America within the meaning of the laws of such states, and shall have and enjoy the right of eminent domain to the full extent provided by law; and by means of such work of internal improvement the corporation shall have the right, among others, to receive and distribute in one continuous movement in interstate commerce natural gas from the Louisiana or other fields to the customers and consumers of the corporation.

(20) To the extent permitted by the laws of any state in which it shall carry on and conduct its business, to exercise the power of eminent domain, and in the exercise of such power to acquire by condemnation or otherwise for its corporate purposes any property, franchises, rights of way, easements, grants, concessions and rights, in the manner and on the conditions prescribed by the laws of the state or states in which such power of eminent domain shall be exercised from time to time by the corporation.

(21) To carry on as principal, agent, factor, commission merchant, or otherwise, the said business or businesses hereinbefore referred to, and each and every part thereof.

(22) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof; and to have all the rights, powers and privileges now or hereafter conferred by the laws of the State of Delaware upon a corporation organized under the General Corporation Law of the State of Delaware, or under any act amendatory thereof, supplemental thereto or in substitution therefor.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any way the general powers of the corporation. Nothing herein contained shall be deemed to authorize the corporation to carry on any business or exercise any power or do any act which a corporation organized under said General Corporation Law may not at the time lawfully carry on, exercise, or do.

FOURTH: I. The total number of shares of capital stock which may be issued by the corporation is one million six hundred thousand (1,600,000) shares, consisting of 100,000 shares of preferred stock and 1,500,000 shares of Common Stock all of which shall be without nominal or par value. The Directors may issue the shares without nominal or par value from time to time for such consideration as they may deem fit. Any and all shares without nominal or par value so issued for which the consideration so fixed has been paid or delivered shall be and be deemed to be full-paid and non-assessable stock, and shall

not be liable to any further call for assessment thereon, and the holders of such shares shall not be liable for any further payments in respect of such shares. The number of shares of stock with which the corporation shall commence business is fifteen shares of Common Stock.

The preferred stock may be of different series, with different designations, preferences, and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, except that all of the shares of preferred stock shall be of equal rank, preference and priority as to dividends and assets, irrespective of whether or not the rates of dividends to which the same shall be entitled and/or the redemption price thereof and/or the amounts which the holders thereof shall be entitled to receive on voluntary or involuntary dissolution shall be the same.

II. Fifty thousand (50,000) shares of said preferred stock shall be designated \$7 Cumulative Preferred Stock, and a description of the designations, preferences, rights, qualifications, limitations and restrictions thereof and of the relative rights of the holders of said fifty thousand (50,000) shares of \$7 Cumulative Preferred Stock is as follows:

1. The holders of \$7 Cumulative Preferred Stock shall be entitled to receive dividends out of the net profits of the corporation or out of its net assets in excess of its capital as determined pursuant to, and subject to, the provisions of the General Corporation Law of the State of Delaware, when and as declared by the board of directors, at the rate of \$7 per share per annum cumulative from the 1st day of March, June, September and December, as the case may be, next preceding the date of issue (or from the date of issue if the date of issue shall be one of said quarterly dates) payable quarterly on

March 1, June 1, September 1 and December 1 in each year, before any dividends shall be declared or paid upon or set apart for the Common Stock, and the holders of the \$7 Cumulative Preferred Stock shall be entitled to no other or further dividends. Such dividends shall be cumulative so that if in any quarterly dividend period dividends upon the outstanding \$7 Cumulative Preferred Stock, at the rate of \$7 per share per annum, shall not have been declared and paid or funds for payment thereof set apart, the deficiency shall be fully paid but without interest thereon or funds shall be set apart for such payment before any dividends shall be declared or paid upon or set apart for the Common Stock.

2. Subject to the prior rights of the holders of the \$7 Cumulative Preferred Stock, as set forth in the foregoing paragraph out of the net profits of the corporation or out of its net assets in excess of its capital as determined pursuant to, and subject to, the provisions of the General Corporation Law of the State of Delaware, remaining after full cumulative dividends as aforesaid upon the \$7 Cumulative Preferred Stock shall have been paid or declared and funds set aside for payment for all past quarterly dividend periods, and after or concurrently with making payment of, or provision for, full dividends on the \$7 Cumulative Preferred Stock for the current quarterly dividend period, and subject to the prior rights of any other preferred stock outstanding, then, and not otherwise, the Board of Directors may declare, and cause to be paid dividends to the holders of the Common Stock.

3. In the event of any involuntary or voluntary liquidation, dissolution or winding up of the corporation, the holders of \$7 Cumulative Preferred Stock shall be entitled to receive out of the assets of the corporation (whether from capital or surplus or both) \$100 per share,

and in addition thereto, an amount equal to all dividends thereon accrued or in arrears, before any distribution of the assets shall be made to the holders of the Common Stock, and the holders of the Common Stock, subject to the prior rights of any other preferred stock outstanding, shall be entitled, to the exclusion of the holders of \$7 Cumulative Preferred Stock, to share ratably in any assets of the corporation remaining after such payment to the holders of the \$7 Cumulative Preferred Stock. If upon such liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the assets of the corporation shall be insufficient to permit the payment in full to the holders of the \$7 Cumulative Preferred Stock, of the amounts distributable to them as aforesaid, then the entire assets of the corporation shall be distributed ratably among the holders of the \$7 Cumulative Preferred Stock and the holders of any other preferred stock then outstanding according to their respective rights. The foregoing provision shall not be deemed to require the distribution of assets among holders of the \$7 Cumulative Preferred Stock in the event of a consolidation, merger, lease or sale which does not in fact result in the liquidation or winding up of the corporation, if the terms of such consolidation, merger, lease or sale make other provisions for the \$7 Cumulative Preferred Stock and are consented to by the holders of at least two-thirds ($\frac{2}{3}$) in number of the outstanding shares of the \$7 Cumulative Preferred Stock.

4. The \$7 Cumulative Preferred Stock may be redeemed at the option of the Board of Directors, in whole or in part, by lot or pro rata, on any quarterly dividend payment date, upon at least thirty (30) days' written notice to the holders of stock to be redeemed, given

in such manner as may be prescribed by the by-laws of the corporation or by resolution of the Board of Directors. The redemption price of each share of the \$7 Cumulative Preferred Stock to be redeemed shall be \$105 and, in addition thereto, a sum equal to all dividends thereon accrued or in arrears. From and after the date fixed in any such notice as the date of the redemption (unless default shall be made by the corporation in providing funds for the payment of the redemption price) all dividends on the \$7 Cumulative Preferred Stock thereby called for redemption shall cease to accrue and all rights of the holders thereof as stockholders of the corporation, except the right to receive the redemption price, shall cease and determine. The \$7 Cumulative Preferred Stock redeemed under the provisions hereof shall not be reissued and no \$7 Cumulative Preferred Stock shall be issued in lieu thereof or in exchange therefor and such stock shall be cancelled and shall be deemed to have been retired as provided by law.

5. Except as otherwise required by law or by the provisions in this Article Fourth contained, the entire voting power of the corporation shall be vested in the holders of the Common Stock, and the holders of the \$7 Cumulative Preferred Stock shall have no voting power and shall not have the right to participate in any meeting of stockholders and shall not be entitled to any notice of any such meeting and shall not be considered stockholders for the purpose of any election, meeting, consent or waiver of notice under the provisions of any law now in force or which may hereafter be enacted, provided, however, that if, at any time, dividends on any shares of the \$7 Cumulative Preferred Stock at the rate of \$7 per share per annum shall be unpaid or in arrears to an amount equal to or exceeding the dividend thereon at said rate for four (4) quarterly dividend periods (whether consec-

utive or not), then and in any such case the holders of \$7 Cumulative Preferred Stock shall be entitled to notice of and to vote at all meetings of stockholders and all elections of the corporation and to notice of and to consent or to refuse to give consent to any proceedings of stockholders of the corporation entitled to vote or to consent to any proceeding of the corporation, share and share alike with the Common Stock. Such voting power of the \$7 Cumulative Preferred Stock shall continue so long as any dividends thereon shall be unpaid or in arrears. Such voting power of the \$7 Cumulative Preferred Stock shall cease when all accrued and unpaid dividends thereon to the beginning of the then current dividend period shall have been paid in full or funds for the payment thereof in full shall have been set apart, but such voting power shall be restored whenever dividends on the \$7 Cumulative Preferred Stock are again unpaid or in arrears for four (4) quarterly dividend periods (whether consecutive or not). Each holder of Common Stock (and of \$7 Cumulative Preferred Stock, when entitled to vote as herein provided) shall be entitled to one (1) vote for each share of said stock standing in his name on the books of the corporation, subject, however, to the right of the Board of Directors to fix a record date for the determination of stockholders entitled to vote at any meeting. In any event, the corporation, without the affirmative vote or written consent of the holders of record of at least two-thirds ($\frac{2}{3}$) in number of the shares of \$7 Cumulative Preferred Stock at the time issued and outstanding, shall not

(a) Authorize or create any stock of any class or series having preference or priority as to assets or dividends over the \$7 Cumulative Preferred Stock; or

(b) Amend any of the provisions of this Certificate of Incorporation as amended so as to affect adversely any of the preferences and other rights of the holders of the \$7 Cumulative Preferred Stock, except to increase the authorized number of shares of preferred stock and/or of Common Stock and/or to authorize, increase or issue any class of stock subordinate as to dividends and assets to the preferred stock and/or to provide restrictions upon the issuance of any additional shares of the authorized but unissued shares of the preferred stock; or

III. The remaining fifty thousand (50,000) shares of preferred stock, subject to the provisions of this Article Fourth, may have such designations, preferences, and relative, participating, optional, and other special rights, or qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors, which is hereby expressly vested with authority to determine and to state and express such designations, preferences, and relative, participating, optional and other special rights or qualifications, limitations or restrictions thereof.

IV. No holder of stock of the corporation of any class shall have any preemptive or preferential right of subscription to any shares of any class of stock of the corporation, whether now or hereafter authorized, or to any stock or obligations convertible into stock of the corporation or to any stock or obligations entitling the holders thereof to purchase stock of the corporation, issued or sold, or any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may from time to time determine, and at such prices as the Board of Directors may from time to time fix pur-

suant to the authority conferred by this certificate; and any such shares of stock or obligations which the Board of Directors may determine to offer, for subscription or for purchase, to the holders of stock of the corporation may, as said Board shall determine, be offered exclusively either to holders of preferred stock of any series or designation, or to holders of Common Stock, or partly to the holders of preferred stock of any one or more series or designations and partly to the holders of Common Stock, and, in the latter case, in such proportions as between said classes and/or series and/or designations of stock as the Board of Directors in its discretion may determine.

EIGHTH: The following provisions are inserted for the regulation of the business and for the conduct of the affairs of the corporation, and it is expressly provided that the same are intended to be in furtherance and not in limitation or exclusion of the powers conferred by statute.

1. Meetings of the stockholders and directors of the corporation for all purposes may be held within or without the State of Delaware, and may be held outside of the State of Delaware at such place or places as may from time to time be designated in the by-laws or by resolution of the Board of Directors.

2. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the stockholders at an annual or special meeting, as shall be provided in the by-laws. The by-laws may prescribe the number of directors necessary to constitute a quorum, which number may be less than a majority of the whole Board of Directors but

not less than the number required by law. The directors need not be elected by ballot.

3. All corporate powers, including the mortgaging, hypothecation and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, without the assent of or other action by the stockholders, except as otherwise expressly provided by law or by this certificate of incorporation. The directors shall also have power, with the consent in writing, or upon the affirmative vote at a meeting called for the purpose, of the holders of a majority of the issued and outstanding stock having voting power, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchise, upon such terms and conditions as the Board of Directors deem expedient and for the best interests of the corporation.

4. Without assent or other action of the stockholders, unless otherwise expressly provided by law, the Board of Directors may purchase, acquire, hold, lease, mortgage, pledge, sell and convey such property, real or personal, without as well as within the State of Delaware, as the Board of Directors may, from time to time, determine; and, in payment for any property, it may issue or cause to be issued stock of the corporation, bonds, debentures, or other obligations thereof, secured or unsecured.

5. The Board of Directors shall have power from time to time to fix and to determine and vary the amount of the working capital of the corporation and to direct and determine the use and disposition of any net profits or surplus from whatever source arising, and in its discretion the Board of Directors may use and apply any such profits or surplus in purchasing or acquiring bonds or other obligations of the corporation or shares of its own

capital stock, to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient; and, subject to the provisions of Article Fourth hereof, any shares of such capital stock so purchased or acquired may be resold upon such terms as the Board of Directors may determine, unless such shares shall have been retired in the manner provided by law for the purpose of decreasing the corporation's authorized capital stock.

6. The Board of Directors shall have absolute discretion in the declaration of dividends out of the net profits of the corporation, or out of its net assets in excess of its capital as determined pursuant to, and subject to, the provisions of the General Corporation Law of the State of Delaware, and, instead of distributing net profits or assets among the stockholders, may invest and reinvest the same to such extent and in such manner as in their absolute discretion they may deem advisable.

7. The Board of Directors from time to time shall determine whether, to what extent, at what times and places, and under what conditions and regulations the accounts, books and papers of the corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account, book, or paper of the corporation except as expressly conferred by statute or authorized by the Board of Directors or by the stockholders.

8. The Board of Directors may, by a resolution passed by a majority of the whole Board, designate from their number an executive committee, which, to the extent provided by such resolution or by the by-laws of the corporation, shall have and may exercise in the intervals between meetings of the Board of Directors all the powers

capital stock, to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient; and, subject to the provisions of Article Fourth hereof, any shares of such capital stock so purchased or acquired may be resold upon such terms as the Board of Directors may determine, unless such shares shall have been retired in the manner provided by law for the purpose of decreasing the corporation's authorized capital stock.

6. The Board of Directors shall have absolute discretion in the declaration of dividends out of the net profits of the corporation, or out of its net assets in excess of its capital as determined pursuant to, and subject to, the provisions of the General Corporation Law of the State of Delaware, and, instead of distributing net profits or assets among the stockholders, may invest and reinvest the same to such extent and in such manner as in their absolute discretion they may deem advisable.

7. The Board of Directors from time to time shall determine whether, to what extent, at what times and places, and under what conditions and regulations the accounts, books and papers of the corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account, book, or paper of the corporation except as expressly conferred by statute or authorized by the Board of Directors or by the stockholders.

8. The Board of Directors may, by a resolution passed by a majority of the whole Board, designate from their number an executive committee, which, to the extent provided by such resolution or by the by-laws of the corporation, shall have and may exercise in the intervals between meetings of the Board of Directors all the powers

thereof which may lawfully be delegated, in the management of the business and affairs of the corporation. The Board of Directors may also designate from their number a finance committee and other committees and delegate thereto such of its powers as may be lawfully delegated, to be exercised when the Board of Directors is not in session.

9. The Board of Directors shall have power, in their discretion, to provide for and to pay the directors rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

10. The corporation shall have power to create and issue, whether or not in connection with the issue and sale of any shares of stock or other securities of the corporation, rights or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes, such rights or options to be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors. The consideration upon which such optional rights shall be granted and issued (as distinguished from the price or prices at which stock may be purchased under their terms) may include the rendering of services or the agreement to render services for the corporation as officer, employee, fiscal agent and underwriter or purchaser of stocks or securities of the corporation and any other considerations which may be deemed valuable and in the interests of the corporation by its Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices at which, any such shares may be purchased from the corporation upon the exercise of any such right or option shall be such as shall

tered owner thereof. In the event of the issuance of any such receipt, a sufficient amount of unissued capital stock of the class or classes or series represented by said receipts shall at all times be reserved and remain unissued and shall be issued only for the purpose of satisfying such receipt as and when it may be surrendered in accordance with the terms and provisions thereof, and, pending the surrender thereof, the corporation shall have no power or right to issue such capital stock so reserved for any other purpose or consideration whatsoever. No capital stock held in the treasury of the corporation or held in trust for the benefit of any holders of such receipts issued by the corporation shall be deemed outstanding for the purpose of determining stock entitled to participate in any dividends or distribution other than (a) stock dividends or (b) subscriptions for further issues of stock of the corporation.

13. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors

be fixed and stated in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options and in every case set forth or incorporated by reference in the instrument or instruments, evidencing such rights or options, subject, however to the provisions of the General Corporation Law of Delaware.

11. The corporation may issue shares of stock as partly paid and subject to call for the remainder of the consideration to be paid therefor. Upon the face or back of the certificates issued to represent any such partly paid shares the total amount of the consideration to be paid therefor and the amount paid thereon shall be specified. The corporation may declare and pay dividends upon any such shares upon the basis of the percentage of the consideration actually paid thereon.

12. The Board of Directors shall have the power to create and issue, pending the delivery of certificates representing shares of the capital stock of any class of the corporation, for which shares the corporation shall have received the full consideration for the issue thereof, receipts for such shares of capital stock containing such terms and provisions as may be determined by the Board of Directors and entitling the holders thereof to receive full-paid and non-assessable shares of capital stock of the corporation of such class or series and in such amounts, at such times, and upon such terms and conditions as may be expressed in said receipts. Upon the surrender to the corporation or its agent duly constituted for the purpose of any such receipt in accordance with the terms thereof, the corporation shall issue the shares of stock called for upon the surrender of such receipt to or upon the order of the person surrendering the same or if registered, to or upon the order of the regis-

tered owner thereof. In the event of the issuance of any such receipt, a sufficient amount of unissued capital stock of the class or classes or series represented by said receipts shall at all times be reserved and remain unissued and shall be issued only for the purpose of satisfying such receipt as and when it may be surrendered in accordance with the terms and provisions thereof, and, pending the surrender thereof, the corporation shall have no power or right to issue such capital stock so reserved for any other purpose or consideration whatsoever. No capital stock held in the treasury of the corporation or held in trust for the benefit of any holders of such receipts issued by the corporation shall be deemed outstanding for the purpose of determining stock entitled to participate in any dividends or distribution other than (a) stock dividends or (b) subscriptions for further issues of stock of the corporation.

13. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors

or class of creditors, and/or of the stockholders or class of stockholders, of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

14. Subject always to by-laws made by the stockholders, the Board of Directors may make by-laws and from time to time may alter, amend or repeal any by-laws, but any by-laws made by the Board of Directors may be altered or repealed by the stockholders.

15. Any one or more or all of the directors may be removed, either with or without cause, at any time, by vote of the stockholders holding a majority of the stock of the corporation having voting power, present in person or by proxy, at any special meeting, and thereupon the term of the director or directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors to be filled as provided in the by-laws.

16. No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a member, director or officer or stockholder or are members, directors or officers or stockholders of such other firm or corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of the

corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, corporation or association shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person, firm, corporation or association, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist, from contracting with the corporation for the benefit of himself, or any firm, corporation or association in which he may in any way be interested.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

COPY

COPY

STATE OF DELAWARE

Office of Secretary of State

I, Charles H. Grantland, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing pages numbered from 1 to 14, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "SOUTHERN NATURAL GAS CORPORATION", as received and filed in this office the ninth day of May, A. D. 1928, at 9 o'clock A. M.;

And I do hereby further certify that the above and foregoing pages numbered from 15 to 38, both numbers inclusive is a true and correct copy of Certificate of Amendment of Certificate of Incorporation of the "SOUTHERN NATURAL GAS CORPORATION", as received and filed in this office the twenty-fourth day of July, A. D. 1929, at 9 o'clock A. M.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, at Dover, this twenty-ninth day of August, in the year of our Lord one thousand nine hundred and thirty.

(Signed) Charles W. Grantland
Secretary of State

(SEAL)

No.

168

F THIS PERMIT EXPIRES

DECEMBER 31, 1930

Amt. Capital \$4,000,000

Employed \$50,000.00

Amount
Permit \$100.00

Foreign Corporation Permit, 1930

19 30

THE STATE OF ALABAMA

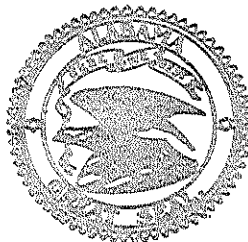
OFFICE OF SECRETARY OF STATE

THIS IS TO CERTIFY That

Southern Natural Gas Corporation
 a corporation organized under the laws of *Delaware* and engaged in the business of
intrastate transportation and sale of gas
for light, heat, etc. has paid the Secretary of State the sum above set out
 as required by Section 42 of an Act approved July 22, 1927. This permit is therefore issued authorizing the doing
 of business in the State of Alabama by said corporation for the year 1930, and is subject to the terms and condi-
 tions of said Act.

Countersigned:

F. H. Blean
 State Auditor.



1-2-
Jim Brandon
 Secretary of State.

SOUTHERN NATURAL GAS CORPORATION,
a corporation,

Applicant,

vs.

BEN MAY,

Respondent.

IN THE COURT OF PROBATE.

STATE OF ALABAMA.

BALDWIN COUNTY.

STIPULATION SUBSTITUTING COPIES OF INSTRUMENTS INTRODUCED IN EVIDENCE.

It is stipulated and agreed between the parties hereto, through their respective solicitors of record, that the annexed copies of "FOREIGN CORPORATION PERMIT 1930" The State of Alabama to Southern Natural Gas Corporation, "CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF SOUTHERN NATURAL GAS CORPORATION" and "CERTIFICATE OF INCORPORATION SOUTHERN NATURAL GAS CORPORATION" be and the same hereby are substituted in lieu of the originals of such instruments introduced in evidence in the trial of and hearing on this cause as Applicant's Exhibits 4, 5 and 6 respectively.

Celanis, Johnson, Coker, Celanis
Harlow, Stebbins
Solicitors for Applicant.

Brown & Kohn
Beebe & Stace
Solicitors for Respondent.

Approved this December 2, 1930.

J. W. Humphreys
Judge of Probate.

Filed 10/2/30

Judge Probate

Certificate of Amendment
of
Certificate of Incorporation
of
SOUTHERN NATURAL GAS CORPORATION

(Adopted in accordance with the provisions of Section 26 of Chapter 65
of the Revised Code as amended, of the State of Delaware)

Certificate of Amendment
of
Certificate of Incorporation
of
SOUTHERN NATURAL GAS CORPORATION

(Adopted in accordance with the provisions of Section 26 of Chapter 65 of the Revised Code as amended, of the State of Delaware)

We, the Vice President and Assistant Secretary of Southern Natural Gas Corporation, a corporation existing under the laws of the State of Delaware, do hereby certify under the seal of the said corporation as follows:

FIRST: That it appears by the Certificate of Messrs. Walter H. Miller and J. P. Shaw, Jr., the Judges who were duly appointed by the stockholders of the corporation at the annual meeting duly called in accordance with the By-Laws and the laws of the State of Delaware and held on the 12th day of May, 1930, at 11:00 o'clock A. M. Eastern Daylight Saving Time, to conduct the vote of the stockholders of the corporation by classes, for and against a proposed amendment to its Certificate of Incorporation; that the persons or bodies corporate holding 571,427 shares of Common Stock out of a total of 580,000 shares of said Common Stock issued and outstanding, voted in favor of such amendment; that the shares of Common Stock so voted in favor of said amendment included a majority in number of shares of Common Stock outstanding and that no shares of Common Stock voted against said amendment; that the persons or bodies corporate holding 38,282 shares of \$7 Cumulative Preferred Stock out of a total of 50,000 shares of \$7 Cumulative Preferred Stock issued and outstanding, voted in favor of such amendment; that the shares of \$7 Cumulative Preferred Stock so voted in favor of said amendment included at least two-thirds ($\frac{2}{3}$) in number of shares of \$7 Cumulative Preferred Stock outstanding, and that no shares of \$7 Cumulative Preferred Stock voted against the said amendment.

That said 580,000 shares of Common Stock and 50,000 shares of \$7 Cumulative Preferred Stock were the only shares of capital stock issued and outstanding that were entitled to vote.

SECOND: That the following is a true and correct copy of the amended Article Fourth of the Certificate of Incorporation as amended after it was adopted at the stockholders' meeting as aforesaid:

FOURTH: I. The total number of shares of capital stock which may be issued by the corporation is 3,300,000, consisting of 200,000 shares of preferred stock, 100,000 shares of Second Preference Stock and 3,000,000 shares of Common Stock, all of which shall be without nominal or par value. The Board of Directors may issue shares without nominal or par value from time to time for such consideration as it may deem fit. Any and all shares without nominal or par value so issued for which the consideration so fixed has been paid or delivered, shall be and be deemed to be full paid and non-assessable stock, and shall not be liable to any further call for assessment thereon, and the holders of such shares shall not be liable for any further payments in respect of such shares. The number of shares of stock with which the corporation shall commence business is 15 shares of Common Stock.

The preferred stock may be of different series, with different designations, preferences, and relative, participating optional or other special rights and qualifications, limitations or restrictions thereof, except that all shares of preferred stock shall be of equal rank, preference and priority as to dividends and assets, irrespective of whether or not the rates of dividends to which the same shall be entitled and/or the redemption price thereof and/or the amounts which the holders thereof shall be entitled to receive on voluntary or involuntary dissolution shall be the same.

The Second Preference Stock may be of different series with different designations, preferences and relative participating optional or other special rights and qualifications, limitations or restrictions thereof, except that all the shares of Second Preference Stock shall be of equal rank, preference and priority as to dividends and assets, irrespective of whether or not the rates of dividends to which the same shall be entitled and/or the redemption price thereof and/or the amounts which the holders thereof shall be entitled to receive on voluntary or involuntary dissolution, shall be the same.

II. One hundred and twelve thousand (112,000) shares of said preferred stock shall be designated \$7 Cumulative Preferred Stock, and a description of the designations, preferences, rights, qualifications, limitations and restrictions thereof and of the relative rights of the holders of said one hundred and twelve thousand (112,000) shares of \$7 Cumulative Preferred Stock is as follows:

1. The holders of \$7 Cumulative Preferred Stock shall be entitled to receive dividends out of the net profits of the corporation or out of its net assets in excess of its capital as determined pursuant to, and subject to, the provisions of the General Corporation Law of the State of Delaware, when and as declared by the Board of Directors, at the rate of \$7 per share per annum, cumulative from the 1st day of March, June, September and December, as the case may be, next preceding the date of issue (or from the date of issue if the date of issue shall be one of said quarterly dates) payable quarterly on March 1, June 1, September 1 and December 1 in each year, before any dividends shall be declared or paid upon or set apart for the Second Preference Stock or the Common Stock, and the holders of the \$7 Cumulative Preferred Stock shall be entitled to no other or further dividends. Such dividends shall be cumulative so that if in any quarterly dividend period dividends upon the outstanding \$7 Cumulative Preferred Stock, at the rate of \$7 per share per annum, shall not have been declared and paid or funds for payment thereof set apart, the deficiency shall be fully paid but without interest thereon or funds shall be set apart for such payment

before any dividends shall be declared or paid upon or set apart for the Second Preference Stock or the Common Stock.

2. In the event of any involuntary or voluntary liquidation, dissolution or winding up of the corporation, the holders of \$7 Cumulative Preferred Stock shall be entitled to receive out of the assets of the corporation (whether from capital or surplus or both) \$100 per share, and in addition thereto, an amount equal to all dividends thereon accrued or in arrears, before any distribution of the assets shall be made to the holders of the Second Preference Stock or the Common Stock, and the holders of the Second Preference Stock and the Common Stock, subject to the prior rights of any other preferred stock outstanding, shall be entitled, to the exclusion of the holders of \$7 Cumulative Preferred Stock, to share in the manner hereinafter provided in any assets of the corporation remaining after such payment to the holders of the \$7 Cumulative Preferred Stock. If upon such liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the assets of the corporation shall be insufficient to permit the payment in full to the holders of the \$7 Cumulative Preferred Stock of the amounts distributable to them as aforesaid, then the entire assets of the corporation shall be distributed ratably among the holders of the \$7 Cumulative Preferred Stock and the holders of any other preferred stock then outstanding according to their respective rights. The foregoing provisions shall not be deemed to require distribution of assets among holders of the \$7 Cumulative Preferred Stock in the event of a consolidation or merger, which does not in fact result in the liquidation or winding up of the corporation, if the terms of such consolidation or merger make other provisions for the \$7 Cumulative Preferred Stock.

3. The \$7 Cumulative Preferred Stock may be redeemed at the option of the Board of Directors, in whole or in part, by lot or pro rata, on any quarterly dividend payment date, upon at least thirty (30) days' written notice to the holders of stock to be redeemed, given in such manner as may be prescribed by the By-laws of the corporation or by resolution of the Board of Directors. The redemption price of each share of the \$7 Cumulative Preferred Stock to be redeemed shall be \$105 and, in addition thereto, a sum equal to all dividends thereon accrued or in arrears. From and after the date fixed in any such notice as the date of the redemption (unless default shall be made by the corporation in providing funds for the payment of the redemption price) all dividends on the \$7 Cumulative Preferred Stock thereby called for redemption shall cease to accrue and all rights of the holders thereof as stockholders of the corporation, except the right to receive the redemption price, shall cease and determine. The \$7 Cumulative Preferred Stock redeemed under the provisions hereof shall not be reissued and no \$7 Cumulative Preferred Stock shall be issued in lieu thereof or in exchange therefor and such stock shall be cancelled and shall be deemed to have been retired as provided by law.

4. Except as otherwise required by law or by the provisions in this Article Fourth contained, the entire voting power of the corporation shall be vested in the holders of the Cumulative Second Preference Stock, \$7 Convertible Series, and the Common Stock, and the holders of the \$7 Cumulative Preferred Stock shall have no voting power and shall not have the right to participate in any meeting of stockholders and shall not be entitled to any notice of any such meeting and shall not be considered stockholders for the purpose of any election, meeting, consent or waiver of notice under the provisions of any law now in force or which may hereafter be enacted, provided, however, that if, at any time, dividends on any shares of the \$7 Cumulative Preferred Stock at the rate of \$7 per

share per annum shall be unpaid or in arrears to an amount equal to or exceeding the dividend thereon at said rate for four (4) quarterly dividend periods (whether consecutive or not), then and in any such case the holders of \$7 Cumulative Preferred Stock shall be entitled to notice of and to vote at all meetings of stockholders and all elections of the corporation and to notice of and to consent or to refuse to give consent to any proceedings of stockholders of the corporation entitled to vote or to consent to any proceeding of the corporation, share and share alike with the Cumulative Second Preference Stock, \$7 Convertible Series, the Common Stock and any other class or series entitled to such voting powers. Such voting power of the \$7 Cumulative Preferred Stock shall continue so long as any dividends thereon shall be unpaid or in arrears. Such voting power of the \$7 Cumulative Preferred Stock shall cease when all accrued and unpaid dividends thereon to the beginning of the then current dividend period shall have been paid in full or funds for the payment thereof in full shall have been set apart, but such voting power shall be restored whenever dividends on the \$7 Cumulative Preferred Stock are again unpaid or in arrears for four (4) quarterly dividend periods (whether consecutive or not). Each holder of Cumulative Second Preference Stock, \$7 Convertible Series, and each holder of Common Stock (and of \$7 Cumulative Preferred Stock, when entitled to vote as herein provided) shall be entitled to one (1) vote for each share of said stock standing in his name on the books of the corporation, subject, however, to the right of the Board of Directors to fix a record date for the determination of stockholders entitled to vote at any meeting. In any event, the corporation, without the affirmative vote or written consent of the holders of record of at least two-thirds (2/3) in number of the shares of \$7 Cumulative Preferred Stock at the time issued and outstanding shall not

(a) Authorize or create any stock of any class or series having preference or priority as to assets or dividends over the \$7 Cumulative Preferred Stock; or

(b) Amend any of the provisions of this Certificate of Incorporation, as amended, so as to affect adversely any of the preferences and other rights of the holders of the \$7 Cumulative Preferred Stock, but the \$7 Cumulative Preferred Stock shall have no vote on any increase of the authorized number of shares of preferred stock and/or Second Preference Stock and/or Common Stock and/or on the creation of any class or series of stock subordinate as to dividends and assets to the preferred stock.

III. The remaining eighty-eight thousand (88,000) shares of preferred stock, subject to the provisions of this Article Fourth, may have such designations, preferences, and relative, participating, optional, and other special rights, or qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors, which is hereby expressly vested with authority to determine and to state and express such designations, preferences, and relative, participating, optional and other special rights or qualifications, limitations or restrictions thereof.

IV. Sixty-two thousand (62,000) shares of said Second Preference Stock shall be designated Cumulative Second Preference Stock, \$7 Convertible Series, and a description of the designations, preferences, rights, qualifications, limitations and restrictions thereof and of the relative rights of the holders of said 62,000 shares of Cumulative Second Preference Stock, \$7 Convertible Series, is as follows:

(1) After full cumulative dividends have been paid for all past quarterly dividend periods and after or concurrently with making payment of or provision for full dividends on the \$7 Cumulative Preferred Stock for the current quarterly dividend period and subject to the prior rights of the holders of any other preferred stock, the holders of Cumulative Second Preference Stock, \$7 Convertible Series, shall be entitled to receive dividends out of the net profits of the corporation or out of its net assets in excess of its capital as determined pursuant to and subject to the provisions of the General Corporation Law of the State of Delaware, when and as declared by the Board of Directors, at the rate of \$7 per share per annum, cumulative from the first day of February, May, August and November, as the case may be, next preceding the date of issue (or from the date of issue if the date of issue shall be one of said quarterly dates) payable quarterly on February 1st, May 1st, August 1st and November 1st in each year, before any dividends shall be declared or paid upon or set apart for the Common Stock, and the holders of the Cumulative Second Preference Stock, \$7 Convertible Series, shall be entitled to no other or further dividends. Such dividends shall be cumulative so that if in any quarterly dividend period dividends upon the outstanding Cumulative Second Preference Stock, \$7 Convertible Series, at the rate of \$7 per share per annum shall not have been declared and paid or funds for payment thereof set apart, the deficiency shall be fully paid but without interest thereon, or funds shall be set apart for such payment, before any dividends shall be paid upon or set apart for the Common Stock.

(2) Subject to the prior rights of the holders of the preferred stock and subject to the prior rights of the holders of Cumulative Second Preference Stock, \$7 Convertible Series, out of the net profits of the corporation or out of its net assets in excess of its capital as determined pursuant to and subject to the provisions of the General Corporation Law of the State of Delaware remaining after full cumulative dividends upon the preferred stock and after full cumulative dividends upon the Cumulative Second Preference Stock, \$7 Convertible Series, shall have been paid or declared and funds set apart for payment for all past quarterly dividend periods and after, or concurrently with, making payment of or provision for full dividends on the preferred stock and the Cumulative Second Preference Stock, \$7 Convertible Series, for the current quarterly dividend period, and subject to the prior rights of any other Second Preference Stock outstanding, then and not otherwise the Board of Directors may declare and cause to be paid dividends to the holders of the Common Stock.

(3) In the event of any involuntary or voluntary liquidation, dissolution or winding up of the corporation, the holders of Cumulative Second Preference Stock, \$7 Convertible Series, shall be entitled to receive out of the assets of the corporation (whether from capital or surplus or both) \$100 per share, and in addition thereto an amount equal to all dividends thereon accrued or in arrears, subject, however, to the prior rights of the preferred stock to receive the amount distributable to it, before any distribution of the assets shall be made to the holders of the Common Stock, and the holders of the Common Stock, subject to the prior rights of any other Second Preference Stock outstanding, shall be entitled to the exclusion of the holders of the Cumulative Second Preference Stock, \$7 Convertible Series, to share ratably in any assets of the corporation remaining after such payment to the holders of the Cumulative Second Preference Stock, \$7 Convertible Series. If, upon such liquidation, dissolution or winding up of the corporation (whether voluntary or involuntary) the assets of the corporation shall be insufficient to permit the payment in full to the holders of the Cumulative Second Preference Stock, \$7 Convertible Series, and any other holders of Second Prefer-

ence Stock then outstanding, after the payment as hereinbefore provided to the \$7 Cumulative Preferred Stock, and any other preferred stock then outstanding, of the amounts distributable to them, then the remaining assets of the corporation shall be distributed ratably among the holders of the Cumulative Second Preference Stock, \$7 Convertible Series, and the holders of any other Second Preference Stock then outstanding, according to their respective rights. The foregoing provision shall not be deemed to require the distribution of assets among the holders of the Cumulative Second Preference Stock, \$7 Convertible Series, in the event of a consolidation or merger, which does not in fact result in the liquidation or winding up of the corporation, if the terms of such consolidation or merger make other provisions for the Cumulative Second Preference Stock, \$7 Convertible Series.

(4) The Cumulative Second Preference Stock, \$7 Convertible Series, may be redeemed at the option of the Board of Directors in whole or in part by lot or pro rata on any quarterly dividend payment date upon at least sixty (60) days' written notice to holders of stock to be redeemed, given in such manner as may be prescribed by the By-Laws of the corporation or by resolution of the Board of Directors. The redemption price of each share of the Cumulative Second Preference Stock, \$7 Convertible Series, to be redeemed shall be \$105, and in addition thereto a sum equal to all dividends thereon accrued or in arrears. From and after the date fixed in any such notice as the date of redemption (unless default shall be made by the corporation in providing funds for the payment of the redemption price) all dividends on the Cumulative Second Preference Stock, \$7 Convertible Series, thereby called for redemption shall cease to accrue and all rights of the holders thereof as stockholders of the corporation, except the right to receive the redemption price shall cease and determine. The Cumulative Second Preference Stock, \$7 Convertible Series, redeemed under the provisions hereof shall not be reissued and no Cumulative Second Preference Stock, \$7 Convertible Series, shall be issued in lieu thereof, or in exchange therefor, and such stock shall be cancelled and shall be deemed to have been retired as provided by law.

(5) The holder of each share of Cumulative Second Preference Stock, \$7 Convertible Series, shall be entitled, at his option, but subject to the prior redemption of such shares, and to the prior distribution of all or substantially all of the assets of the corporation as hereinafter provided, to convert said stock into one (1) full paid and non-assessable share of \$7 Cumulative Preferred Stock without par value of the corporation, subject to the provisions of paragraph VI hereof, or at his option, into full paid and non-assessable shares of the Common Stock without par value of the corporation, as the same shall then be constituted, at the following rates:

Eight (8) shares of Common Stock for each share of Cumulative Second Preference Stock, \$7 Convertible Series, up to and including July 1, 1932;

Seven and one-seventh ($7\frac{1}{7}$) shares of Common Stock for each share of Cumulative Second Preference Stock, \$7 Convertible Series, thereafter and up to and including July 1, 1935;

Five (5) shares of Common Stock for each share of Cumulative Second Preference Stock, \$7 Convertible Series, thereafter and up to and including July 1, 1938;

subject to adjustment of rate and a cash adjustment as hereinafter provided. The words "conversion price" as herein used shall mean the price per share of the Common

Stock into which at any given time one (1) share of Cumulative Second Preference Stock, \$7 Convertible Series, shall be convertible and shall be computed by dividing the number of shares of Common Stock issuable on the conversion of one (1) share of Cumulative Second Preference Stock, \$7 Convertible Series, into the sum of \$100.

If any shares of Cumulative Second Preference Stock, \$7 Convertible Series, shall be called for redemption, the holder of any such share of Cumulative Second Preference Stock, \$7 Convertible Series, may, at his option, exercise the foregoing conversion privilege up to and including the tenth (10th) day prior to the date designated for redemption, but the conversion privilege herein provided with respect to such share, shall be void and of no effect after the tenth (10th) day prior to the date fixed for redemption, provided, however, that the holder of any such share of Cumulative Second Preference Stock, \$7 Convertible Series, if the certificate representing such shares shall be mailed to the office or agency maintained by the corporation in The City of New York and/or Birmingham, Alabama, for the purpose, in a correctly addressed postage prepaid envelope bearing a post mark up to and including the tenth (10th) day prior to the date designated for redemption and accompanied by a certified check or bank draft drawn upon New York City funds and/or Birmingham funds, as the case may be, in an appropriate amount, as required as hereinafter provided, may exercise such conversion privilege, but only if said shares of Cumulative Second Preference Stock, \$7 Convertible Series, and accompanying check or bank draft shall have been actually received by the corporation at its office or agency aforesaid on or before the seventh (7th) day prior to the date designated for redemption. An appropriate amount of \$7 Cumulative Preferred Stock and of Common Stock are hereby set aside and reserved for the conversion privilege of the holders of Cumulative Second Preference Stock, \$7 Convertible Series, in accordance with the terms hereof.

Upon surrender by any holder of Cumulative Second Preference Stock, \$7 Convertible Series, at the office or agency maintained by the corporation in The City of New York and/or Birmingham, Alabama, for the purpose, of a certificate or certificates for one or more shares of Cumulative Second Preference Stock, \$7 Convertible Series, duly endorsed in blank for transfer with endorsement guaranteed by a New York bank or trust company or a bank or trust company having a New York correspondent or by a New York Stock Exchange firm, and upon making the cash payment, if any, hereinafter provided for, the corporation shall cause to be issued and delivered to or upon the order of the holder of the certificates so surrendered, certificates for the number of full paid and non-assessable shares of \$7 Cumulative Preferred Stock or Common Stock into which such Cumulative Second Preference Stock, \$7 Convertible Series, is then convertible, together with the amount of cash, if any, payable by the corporation with respect to purchase of fractional shares as hereinafter provided. The stock certificates so delivered shall be in the name of the holder of Cumulative Second Preference Stock, \$7 Convertible Series, surrendered for conversion or in such names as he may direct, in which case he shall pay all stock transfer taxes that may be payable in respect thereof. The corporation shall pay any and all taxes which may be imposed in respect to any issue or sale of stock pursuant to provisions of the certificate of incorporation, and which shall be payable in order that such stock may be issued in the name of the holder of Cumulative Second Preference Stock, \$7 Convertible Series, so surrendered for conversion. All Cumulative Second Preference Stock, \$7 Convertible Series, surrendered for conversion shall be cancelled and no such stock shall be issued in lieu thereof.

If the Cumulative Second Preference Stock, \$7 Convertible Series, is converted into \$7 Cumulative Preferred Stock there shall be no adjustment of rate of ~~conversion~~, but appropriate cash adjustment of dividends shall be made payable in the manner as hereinafter provided with respect to conversion into Common Stock. If the conversion is into Common Stock, the cash adjustment hereinbefore mentioned shall be made as of the date of the conversion of the Cumulative Second Preference Stock, \$7 Convertible Series (which date shall be deemed the date of surrender of such Cumulative Second Preference Stock, \$7 Convertible Series, for conversion or the making of payment by the holder thereof required as hereinafter provided, whichever shall last occur), and any amount due the corporation upon such adjustment shall be paid in cash or a certified check on New York City funds and/or Birmingham funds by the holder of Cumulative Second Preference Stock, \$7 Convertible Series, upon surrender thereof for conversion. Such cash adjustment shall be made on the following basis:

(1) Said holder shall not be required to pay to the corporation any money by reason of adjustment (a) if the corporation has passed the last quarterly dividend on its Common Stock and has not declared a dividend on the Common Stock for the current quarter, or (b) if the date of conversion is subsequent to the record date, and on or prior to the dividend payment date of the Common Stock with respect to the dividend for the current quarterly period. Except as aforesaid, said holder shall pay to the corporation a sum equal to dividends on the Common Stock (including stock dividends to the extent hereinafter provided) delivered in exchange for said Cumulative Second Preference Stock, \$7 Convertible Series, so converted from the last date of payment of dividends upon Common Stock (or from the first day of the period which such dividend is intended by the corporation to cover if such dividend is an initial dividend which has been declared and is payable to holders of record subsequent to the date of conversion) to and including the date of conversion, at the rate per annum at which the last Common Stock dividend shall have been paid, or if a dividend for the current quarterly period or an initial dividend, as aforesaid, has been declared, then at the rate per annum of such dividend.

(2) The corporation shall pay to the holder of Cumulative Second Preference Stock, \$7 Convertible Series, upon the dividend payment date for said Cumulative Second Preference Stock, \$7 Convertible Series, next succeeding the date of conversion (unless such conversion date shall be after the record date of said stock and before the dividend payment date for the current quarterly period) a dividend at the rate of \$7 per share per annum from the next preceding dividend date to the date of conversion, but only if a dividend is declared and paid to the holders of Cumulative Second Preference Stock, \$7 Convertible Series, on the dividend payment date for the current quarterly period.

(3) In the event that fractional shares of the Common Stock of the corporation shall be deliverable upon any such conversion, in lieu of delivering the same, the corporation in any such case shall purchase from said holder such fractional shares at the then conversion price for such stock. However, if, for any reason the corporation may not legally purchase said fractional shares, it may issue scrip certificates evidencing such fractional shares.

If in any case arising under subsection (1) above, the corporation at the next succeeding dividend date for Common Stock, shall fail to pay a dividend on the Common

Stock in which the holder of said Common Stock issued upon such conversion shall be entitled to participate or shall pay a dividend in which he shall be entitled to participate, but at a rate less than that at which the sum paid by the holder under said subsection (1) was computed, the corporation shall within thirty (30) days after said next succeeding dividend date, pay to said holder at his address as the same shall have been given to the corporation at the time of the conversion, an amount equal to the sum so previously paid by him, less the amount, if any, which the sum paid by said holder would have been if computed at the rate at which dividends were so paid.

The dividend adjustment provided for in this section shall not apply in the case of extraordinary cash dividends or dividends payable in stock or property, provided, however, that if the corporation shall adopt the policy of declaring regular quarterly dividends on its Common Stock in such Common Stock, then adjustment shall be made on the basis of the lowest market price thereof on the fifth (5th) day preceding the day of conversion, or if there was no sale on such day, then on the next preceding day on which sale was made.

Certificates for \$7 Cumulative Preferred Stock or Common Stock receivable upon conversion shall be dated as of the conversion date as hereinbefore defined and for all purposes the holder entitled to receive such \$7 Cumulative Preferred Stock or Common Stock shall be deemed a stockholder of record as of said conversion date.

Anything hereinbefore or hereinafter in this Article to the contrary notwithstanding:

(a) Prior to July 1, 1938, so long as any Cumulative Second Preference Stock \$7 Convertible Series, shall remain outstanding, the corporation shall not pay any stock dividend on its Common Stock unless the corporation, by proper legal action shall appropriate and set aside an amount of stock of the corporation equal to the amount of such dividend if the same had been declared on the Common Stock then reserved by the corporation for the purpose of enabling the corporation to carry out its obligations under the conversion privilege of such Cumulative Second Preference Stock, \$7 Convertible Series; and the corporation shall, out of the additional stock so reserved on account of such stock dividend upon the exercise of such conversion privilege of the Cumulative Second Preference Stock, \$7 Convertible Series, deliver with any Common Stock called for by such conversion privilege, but without additional consideration therefor, such number of shares of such reserved stock as would be equal to such stock dividend if the same had been declared upon the Common Stock received upon such conversion.

In case at any time, the corporation, in declaring a regular cash dividend, shall contemporaneously therewith give to its stockholders the right to subscribe for additional stock, the stock so issued in respect to any such subscriptions shall not be deemed to have been issued as a stock dividend and no reservation of stock need be made therefor.

In case at any time or from time to time the corporation shall declare a dividend or dividends payable in Common Stock to the holders of outstanding shares of Common Stock at the rate of not more than one-twelfth (1/12) of a share for any calendar year on each share of Common Stock outstanding, the Common Stock issued as above shall not, for the purpose of adjustment of conversion privileges or for the purpose of notices hereinafter provided for in subdivision (b), be deemed to have been issued as a stock dividend and no reservation of Common Stock need be made by reason of such

dividends in Common Stock, if such stock dividends shall be paid out of and/or charged to earned surplus upon the books of the corporation at the rate per share of at least ninety per cent (90%) of the average market value of such Common Stock for a period of ten (10) days preceding the date of declaration of such stock dividend by the Board of Directors of the corporation, except that the rate so charged upon the books of the corporation shall in no event be less than the then applicable conversion price of the Cumulative Second Preference Stock, \$7 Convertible Series (computed by dividing into \$100 the number of shares of Common Stock into which each share of Cumulative Preference Stock, \$7 Convertible Series, is then convertible), but the Corporation shall not be required (in order to pay such a stock dividend without reserving additional stock for the holders of Cumulative Second Preference Stock, \$7 Convertible Series, and without notice to such holders) to charge said stock dividend to earned surplus at a rate per share of more than twice the then applicable conversion price. The average market value above provided for shall be computed in such manner as may be determined from time to time by the Board of Directors.

(b) In case the corporation shall declare any stock dividend, except as specified in the third paragraph of subdivision (a) above, upon any outstanding Common Stock, or make any distribution other than regular cash dividends to the holders of its Common Stock or in case the corporation shall offer to its stockholders for subscription any additional Common Stock, except as specified in the second paragraph of subdivision (a) above, then the corporation shall give to the holders of the Cumulative Second Preference Stock, \$7 Convertible Series, then outstanding, previous notice of the day on which the books shall close for or of the date as of which stockholders of record shall be entitled to participate in such dividend, distribution or subscription rights; such notice to be given to the holders of Cumulative Second Preference Stock, \$7 Convertible Series, by mail in the same manner and to the same extent as is required in the case of a redemption of such Cumulative Second Preference Stock, \$7 Convertible Series, except that such notice shall be mailed at least thirty-one (31) days before such record date or date for closing of the books to the end that during the period of such notice the holders of such Cumulative Second Preference Stock, \$7 Convertible Series, may exercise their rights in accordance with the conversion privilege of such Cumulative Second Preference Stock, \$7 Convertible Series, and if converted into Common Stock be entitled in respect of the Common Stock so to be received to participate in such stock dividend or other distribution or to exercise such subscription rights as the case may be.

(c) Similarly in case of any capital reorganization or reclassification of capital stock of the corporation or in case of the consolidation or merger of the corporation with any other company, the corporation shall give to the holders of the Cumulative Second Preference Stock, \$7 Convertible Series, then outstanding, previous notice [to be given as hereinabove provided except that the notice shall be mailed at least twenty-one (21) days before the consummation of such proposed action] of the date on which such reorganization, reclassification, consolidation or merger will take place and of the date as of which stockholders of record of the corporation shall be entitled to exchange their \$7 Cumulative Preferred Stock or Common Stock for other stock of the corporation pursuant to such reorganization or reclassification or for stock of the corporation resulting from such merger or consolidation, as the case may be.

(d) Likewise in the case of any sale of the assets of the corporation in their entirety or substantially in their entirety or of the distribution of such assets in dissolution or liquidation the corporation shall give to the holders of the Cumulative Second

dividends in Common Stock, if such stock dividends shall be paid out of and/or charged to earned surplus upon the books of the corporation at the rate per share of at least ninety per cent (90%) of the average market value of such Common Stock for a period of ten (10) days preceding the date of declaration of such stock dividend by the Board of Directors of the corporation, except that the rate so charged upon the books of the corporation shall in no event be less than the then applicable conversion price of the Cumulative Second Preference Stock, \$7 Convertible Series (computed by dividing into \$100 the number of shares of Common Stock into which each share of Cumulative Preference Stock, \$7 Convertible Series, is then convertible), but the Corporation shall not be required (in order to pay such a stock dividend without reserving additional stock for the holders of Cumulative Second Preference Stock, \$7 Convertible Series, and without notice to such holders) to charge said stock dividend to earned surplus at a rate per share of more than twice the then applicable conversion price. The average market value above provided for shall be computed in such manner as may be determined from time to time by the Board of Directors.

(b) In case the corporation shall declare any stock dividend, except as specified in the third paragraph of subdivision (a) above, upon any outstanding Common Stock, or make any distribution other than regular cash dividends to the holders of its Common Stock or in case the corporation shall offer to its stockholders for subscription any additional Common Stock, except as specified in the second paragraph of subdivision (a) above, then the corporation shall give to the holders of the Cumulative Second Preference Stock, \$7 Convertible Series, then outstanding, previous notice of the day on which the books shall close for or of the date as of which stockholders of record shall be entitled to participate in such dividend, distribution or subscription rights; such notice to be given to the holders of Cumulative Second Preference Stock, \$7 Convertible Series, by mail in the same manner and to the same extent as is required in the case of a redemption of such Cumulative Second Preference Stock, \$7 Convertible Series, except that such notice shall be mailed at least thirty-one (31) days before such record date or date for closing of the books to the end that during the period of such notice the holders of such Cumulative Second Preference Stock, \$7 Convertible Series, may exercise their rights in accordance with the conversion privilege of such Cumulative Second Preference Stock, \$7 Convertible Series, and if converted into Common Stock be entitled in respect of the Common Stock so to be received to participate in such stock dividend or other distribution or to exercise such subscription rights as the case may be.

(c) Similarly in case of any capital reorganization or reclassification of capital stock of the corporation or in case of the consolidation or merger of the corporation with any other company, the corporation shall give to the holders of the Cumulative Second Preference Stock, \$7 Convertible Series, then outstanding, previous notice [to be given as hereinabove provided except that the notice shall be mailed at least twenty-one (21) days before the consummation of such proposed action] of the date on which such reorganization, reclassification, consolidation or merger will take place and of the date as of which stockholders of record of the corporation shall be entitled to exchange their \$7 Cumulative Preferred Stock or Common Stock for other stock of the corporation pursuant to such reorganization or reclassification or for stock of the corporation resulting from such merger or consolidation, as the case may be.

(d) Likewise in the case of any sale of the assets of the corporation in their entirety or substantially in their entirety or of the distribution of such assets in dissolution or liquidation the corporation shall give to the holders of the Cumulative Second

ing to such stockholders the right to apply regular cash dividends to the purchase of such Common Stock]

at a price of less than \$10 per share on or before July 1, 1932; at a price of less than \$14 per share thereafter and on or before July 1, 1935; or at a price of less than \$20 per share thereafter and on or before July 1, 1938; (such respective prices being hereinafter called "minimum price"), then the current conversion price of the Cumulative Second Preference Stock, \$7 Convertible Series (computed by dividing the number of shares of Common Stock issuable as hereinabove set forth in the first paragraph of this Section 5, upon the conversion of one (1) share of Cumulative Second Preference Stock, \$7 Convertible Series, into the sum of \$100) shall be reduced by an amount equal to the difference between the minimum price and the price at which the Common Stock shall be so issued and sold. The number of shares of Common Stock issuable upon conversion of each share of Cumulative Second Preference Stock, \$7 Convertible Series shall thereupon be increased to such number as shall be the result of dividing such reduced conversion price into \$100.

(h) If and whenever the conversion price shall have been reduced as aforesaid and Common Stock other than that mentioned in subparagraphs a, b and c of paragraph (g) above shall thereafter be issued and sold at a price higher than the price which was used to compute the then applicable reduced conversion price, the conversion price thereafter shall be increased to amounts determined as follows and not as hereinbefore provided;

(x) The number of shares sold in determining all previous changes in conversion prices shall be multiplied by the issue or sales price thereof;

(y) The number of shares of stock issued and sold at a price higher than the price which was used to compute the then applicable conversion price, shall be multiplied by the actual issue or sales price thereof.

The sum of the shares included in "x" and "y" and the sum of the multiplications provided for in "x" and "y" shall be determined and the sum of shares shall be divided into the sum of the multiplications and the quotient resulting from such division shall be the amount per share at which each such share shall have been deemed to have been issued for the purposes hereof. From the current conversion price, pursuant to the first paragraph of this section 5, of the Cumulative Second Preference Stock, \$7, Convertible Series, shall be deducted an amount equal to the difference between the minimum price and said quotient, provided said quotient is smaller than the minimum price and the remainder (or if the said quotient is equal to or greater than the minimum price, then the current conversion price as defined above in the first paragraph of this Section 5) shall constitute the conversion price thereafter until another adjustment as herein set forth, and the number of shares of Common Stock issuable upon conversion of Cumulative Second Preference Stock, \$7 Convertible Series, shall thereupon be reduced accordingly.

In case a change or changes of the conversion price shall have been effected in the manner hereinabove set forth in subdivisions (g) and/or (h) of this Section 5 and the last of such change occurred;

a. At any time on or before July 1, 1932, then commencing with July 2, 1932, the number of shares of Common Stock then issuable on account of such reduced conversion price shall be decreased by six-sevenths ($6/7$) of a share for each share of Cumulative Second Preference Stock, \$7 Convertible Series;

Preference Stock, \$7 Convertible Series, then outstanding, previous notice [to be given as hereinabove provided, except that in case of sale such notice shall be mailed at least twenty-one (21) days before the actual conveyance of the assets of the corporation in their entirety or substantially in their entirety] of the date on which such sale or distribution of assets shall take place. In such event the conversion privilege of the Cumulative Second Preference Stock, \$7 Convertible Series, may be exercised in the manner herein provided for ninety (90) days from the date of mailing of notice of such sale or distribution of assets, and the conversion privilege of the Cumulative Second Preference Stock, \$7 Convertible Series, not so exercised by the holders thereof within such ninety (90) day period shall thereafter be and become null and void and of no effect whatsoever, provided, however, that nothing herein contained shall terminate such conversion privilege in the event of any such sale unless the same will result in the distribution of all or substantially all of the assets of the corporation in dissolution or liquidation nor shall prevent or prohibit the corporation from consummating such sale of its assets as an entirety or substantially as an entirety without awaiting the expiration of the ninety (90) day period aforesaid so long as the consideration to be received therefor shall not be distributed to and among its stockholders within such ninety (90) day period, it being the intention and purpose hereof to enable the holders of the Cumulative Second Preference Stock, \$7 Convertible Series, upon the exercise of the conversion privilege of the Cumulative Second Preference Stock, \$7 Convertible Series, to participate in the distribution of the consideration to be received by the corporation upon such sale of its assets or in the distribution of such assets in dissolution or liquidation.

(e) In the event of any reduction or of any subsequent increase of the conversion price as hereinabove defined, of the Common Stock, in each such event forthwith upon the issue or sale of any such Common Stock the corporation shall give to the holders of such Cumulative Second Preference Stock, \$7 Convertible Series, notice by mail in writing signed by its President, a Vice-President or its Treasurer of the reduction or increase, as the case may be, in the conversion price of the stock.

(f) The notices provided for in subdivisions (b), (c), (d) and (e) above, need be given only if the action, notice of which is to be given, is to be taken during the life of the conversion privilege of the Cumulative Second Preference Stock, \$7 Convertible Series, and such notice or notices shall be given independently of, and in addition to, any notice of meeting to vote upon, or any request for consent to any such action, of which notice is hereby requested to be given.

(g) In case the corporation shall at any time or from time to time, prior to July 1, 1938, so long as any of the shares of Cumulative Second Preference Stock, \$7 Convertible Series, shall remain outstanding, issue or sell any Common Stock presently or hereafter authorized [in addition to and other than

a. the 680,000 shares of Common Stock without par value presently to be issued and outstanding;

b. the 1,893,500 additional shares of such Common Stock hereafter to be issued pursuant to conversion and/or stock purchase privileges and/or options presently to be outstanding, including 496,000 shares issuable upon conversion of Cumulative Second Preference Stock, \$7 Convertible Series; and

c. shares of Common Stock issued or offered by the corporation to its stockholders contemporaneously or substantially contemporaneously with giv-

b. At any time after July 1, 1932 and on or before July 1, 1935 then commencing with July 2, 1935 the number of shares of Common Stock then issuable on account of such reduced conversion price shall be decreased by two and one-seventh ($2\frac{1}{7}$) of a share for each share of Cumulative Second Preference Stock, \$7 Convertible Series; and

c. At any time on or before July 1, 1932 and no change shall have been made under paragraph b hereof, then commencing July 2, 1935 the number of shares of Common Stock then issuable on account of such reduced conversion price shall be further decreased by two and one-seventh ($2\frac{1}{7}$) for each share of Cumulative Preference Stock, \$7 Convertible Series.

(i) In case of the issue of Common Stock for services or property other than cash, the Board of Directors shall by resolution express in dollars per share the consideration for which such stock is issued, and that such consideration is the fair cash value to the corporation of the services or property for which such stock is issued, and the amount so expressed shall be deemed to be the sales price of such Common Stock. If the corporation shall, prior to July 1, 1938, in any manner grant any option to acquire shares of Common Stock of the corporation by purchase, pursuant to any warrant, option or stock purchase privilege or by conversion of any stock or obligation of the corporation or of any subsidiary or otherwise (other than by conversion and/or stock purchase privileges, and/or options presently to be outstanding) the granting of any such option, purchase or conversion privilege shall be deemed to be a sale within the terms of subdivision (g) of this Section 5 of the number of shares of Common Stock called for by such option, purchase or conversion privilege at the price per share of such Common Stock at which such option or purchase privilege may be exercised or at the price represented by the par amount of such stock, or the issue price of such stock if without par value, or the principal amount of such obligations convertible into one (1) share of Common Stock, provided, however, that if such option, purchase or conversion privilege shall be at varying prices or rates, the adjustment of the rate of the conversion privilege of the Cumulative Second Preference Stock, \$7 Convertible Series, resulting from such assumed sale shall be effective only during the periods respectively when such option, purchase or conversion privilege shall be exercisable at the prices upon which the reduction of the conversion price is based.

(j) In the event, so long as any of the Cumulative Second Preference Stock, \$7 Convertible Series, shall remain outstanding and prior to July 1, 1938, of any capital reorganization or reclassification of capital stock of the corporation or of any consolidation or merger of the corporation with another company, the corporation shall, by proper legal action, reserve or cause to be reserved for the benefit of the holders of Cumulative Second Preference Stock, \$7 Convertible Series then issued and outstanding, such number of shares of stock of the corporation (in case of such capital reorganization or reclassification of its capital stock) or such number of shares of the stock of the corporation resulting from such merger or consolidation as the holder of a number of shares of outstanding \$7 Cumulative Preferred Stock or Common Stock of the corporation equal to the number of shares of \$7 Cumulative Preferred Stock or Common Stock then receivable under the conversion privilege, would be entitled to receive upon such capital reorganization, reclassification of capital stock, consolidation or merger and thereafter each share of Cumulative Second Preference Stock, \$7 Convertible Series, shall entitle the holder thereof upon the exercise of said conversion privilege to receive the number of shares of the stock of the corporation or of the corporation resulting

from such consolidation or merger for which the shares of \$7 Cumulative Preferred Stock or Common Stock of the corporation called for by such conversion privilege of such Cumulative Second Preference Stock, \$7 Convertible Series, would have been exchangeable upon such capital reorganization, reclassification of capital stock, consolidation or merger.

(k) The corporation shall not be required to deliver certificates for shares of \$7 Cumulative Preferred Stock or Common Stock upon the exercise of conversion privileges while its stock transfer books are closed for any meeting of stockholders, or for the payment of dividends or for any other purposes, provided, however, that the stock transfer books shall never be closed during any part of any twenty (20) day period immediately preceding any date designated for the redemption of Cumulative Second Preference Stock, \$7 Convertible Series, nor at any time for a longer period than thirty (30) days, and that certificates of stock shall be delivered as soon as the stock transfer books shall again be open; and provided further, that so far as the holder of Cumulative Second Preference Stock, \$7 Convertible Series, is concerned, he shall be permitted to exercise the conversion privileges during such period, and shall be deemed to have become a stockholder of record for all purposes as of the conversion date, as hereinbefore defined.

(l) All the rights with respect to the conversion privilege conferred upon the holders of any of the Cumulative Second Preference Stock, \$7 Convertible Series, by the terms hereof shall be cumulative unless otherwise herein expressly provided, and any of such rights may be enforced by the holders of such stock by appropriate proceedings in law or in equity or otherwise.

V. The remaining 38,000 shares of Second Preference Stock, subject to the provisions of this Article Fourth, may have such designations, preferences and relative, participating, optional or other special rights or qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issue of such stock, adopted by the Board of Directors, which is hereby expressly vested with authority to determine and to state and express such designations, preferences and relative, participating, optional or other special rights or qualifications, limitations or restrictions thereof.

VI. The corporation shall not issue, whether by way of sale, issuance in exchange for other stock or property or for services or upon conversion of the Cumulative Second Preference Stock, \$7 Convertible Series, any preferred stock in excess of the fifty thousand (50,000) shares of \$7 Cumulative Preferred Stock now outstanding, unless its net earnings available for dividends on preferred stock as hereinafter defined, for a period of twelve (12) consecutive calendar months within the fifteen (15) calendar months immediately preceding the issuance of such additional preferred stock, shall have been at least equal to three (3) times the annual dividend requirements on all preferred stock then outstanding and the additional preferred stock then proposed to be issued.

The term "net earnings available for dividends on preferred stock" is hereby defined and shall be construed to mean and include the consolidated net income of the corporation and its subsidiaries, computed by taking the total gross revenues of the corporation and its subsidiaries, from all sources (except as hereinafter in this paragraph VI otherwise expressly provided), for the period of such computation, and deducting therefrom for such period:

1. All operating expenses of the corporation and of subsidiaries including rental, insurance, taxes, including income taxes, and expenditures for maintenance and repairs;
2. Annual interest charges on all funded indebtedness (whether secured or unsecured) of the corporation and subsidiaries which will be outstanding substantially concurrently with the issuance of the additional preferred stock then proposed to be issued.
3. Charges for depreciation and depletion of the corporation and subsidiaries as from time to time determined by their respective Boards of Directors.
4. Annual dividend requirements on preferred stock of subsidiaries which will be outstanding substantially concurrently with the issuance of the additional preferred stock then proposed to be issued.
5. That part of the net earnings of subsidiaries, computed substantially as set forth in this paragraph VI, applicable to capital stock of subsidiaries (other than preferred stock) which will be outstanding substantially concurrently with the issuance of the additional preferred stock then proposed to be issued and which will not then be owned by the corporation or any subsidiary.

The term "funded debt" is hereby defined and shall be construed to mean and include all obligations, secured or unsecured, maturing more than one (1) year from the date of issuance thereof.

In computing consolidated net income there shall be excluded all intercompany items and also there shall be excluded from the total gross revenues and also from the deductions therefrom, interest on any funded debt of subsidiaries, and dividends on preferred stock of subsidiaries, which, substantially concurrently with the issue of additional preferred stock, will be owned by the corporation or by any subsidiary, provided, however, that there may be included in gross revenue of the corporation or any subsidiary and excluded from deductions therefrom, an amount equal to interest and/or dividends received by or accrued to the corporation or any subsidiary on any obligations and/or preferred stocks of any subsidiary, but only during such part of the period of such computation as and only to the extent that, the properties of the subsidiary issuing such obligations and/or preferred stock shall have been under construction and/or development.

In computing the annual interest charges, as aforesaid, on the outstanding indebtedness of the corporation and subsidiaries there shall be excluded both from gross revenues (if included therein) and from deductions therefrom, annual interest on all indebtedness held alive in any sinking fund established by or for the corporation or any subsidiary, or pledged as security for other indebtedness of the corporation or any subsidiary, but only to the extent that such interest has not been excluded in accordance with the provisions of the preceding paragraph.

In case any of the proceeds from the preferred stock then proposed to be issued, or any of the proceeds of the sale of any funded indebtedness and/or stock of the corporation of any class or of any securities or stock of any subsidiary issued substantially concurrently with the issue of additional preferred stock are to be used to pay, retire, purchase or redeem any outstanding indebtedness of the corporation or of any subsidiary and/or preferred stock of any subsidiary, there shall be excluded from said annual interest and/or dividend charges, the annual interest and/or dividend

charges on said indebtedness and/or preferred stock which is to be so paid, retired, purchased or redeemed.

In case the corporation or any subsidiary shall have acquired any property, including shares of capital stock of a corporation at the time it becomes a subsidiary, within or after the period for which any calculation of earnings required by this Paragraph VI is made (including any property or stock to be acquired substantially concurrently with the issuance of any additional preferred stock), then there may be included in consolidated net income, but only to the extent that the same shall not have been otherwise included, the net earnings of such property or of such subsidiary for the whole of such period, computed substantially in the manner hereinabove set forth, whether such net earnings were received by the corporation or such subsidiary or by previous owners. In case the corporation or any subsidiary shall have sold, exchanged or otherwise disposed of any property, including the capital stock of any subsidiary to the extent that it shall cease to be a subsidiary, within or after the period for which any calculation of earnings required by this Paragraph VI is made, or substantially concurrently with the issuance of any additional preferred stock, the net earnings of such property or of the corporation ceasing to be a subsidiary, so sold, exchanged or otherwise disposed of, shall (whether or not received by the corporation or any subsidiary) be excluded in computing net consolidated income for the whole of such period. There may, however, be included in consolidated net income dividends and/or interest received by the corporation or any subsidiary during such period upon any shares of capital stock or other securities or obligations of such corporation ceasing to be a subsidiary which shall not have been disposed of by the corporation or any subsidiary as above set forth.

In case (a) the amount of earnings derived or received by previous owners shall not be otherwise ascertainable or (b) any property or any subsidiary, the capital stock of which has been acquired or is to be acquired substantially concurrently with the issue of additional preferred stock, by the corporation or by any subsidiary, shall have been in existence for a part only of such twelve (12) months' period, then and in any such case the earnings from said property or from such subsidiary, as the case may be, for the purposes hereof, may be computed by ascertaining the actual earnings for the periods during which the same shall be ascertainable, and by adjusting the same to an annual basis, making due allowance for seasonal variations generally experienced in the same or similar business, and with due reference to the particular locality and the conditions surrounding the particular property; provided that such method of computation may be used only in the case of a property or subsidiary for which the earnings shall be ascertainable for a period of not less than six (6) months within the twelve (12) months herein provided for.

In case any property of the corporation or any subsidiary shall have been in operation for less than twelve (12) months preceding the proposed issuance of additional preferred stock or shall then be under construction or in the event that the construction of any property is to be commenced by the corporation or any subsidiary substantially concurrently with the issuance of the additional preferred stock then proposed to be issued, the net earnings of such property for any twelve consecutive calendar months within the fifteen calendar months immediately following the completion of such property, as estimated by an engineer or engineering firm to be selected by the corporation and computed substantially as hereinabove provided, may be included in consolidated net income for the purposes of this paragraph VI, provided, however, (a) that no such

estimated earnings may be included in any application for additional preferred stock made subsequently to July 1, 1934, (b) that in the event any such estimated earnings shall be so included, the deductions mentioned in (2), (4) and (5) shall, for the purpose of arriving at consolidated net income, include annual interest and/or dividend charges on all securities to be issued in connection with the construction of such property and (c) that if such estimated net earnings are so included, the net earnings, for the period of computation mentioned in the first paragraph of this paragraph VI, of the property with respect to which such net earnings are estimated, shall be excluded from consolidated net income for the purpose of this paragraph VI.

The term "subsidiary" shall include all corporations of which the corporation or any subsidiary shall directly or indirectly own, or of which the corporation or any subsidiary substantially concurrently with the issuance of such additional preferred stock will directly or indirectly own, at least fifty-one per cent (51%) (except directors' and executive officers' qualifying shares which shall not exceed the number necessary to qualify such directors and executive officers) of all issued and outstanding capital stock having ordinary voting power for the election of directors.

The term "preferred stock of subsidiaries" whenever used herein shall be deemed to exclude any class of stock preferred as to dividends over any other class or classes of stock but which is entitled to participate with such other class or classes of stock in dividends in excess of the fixed rate of dividends, with respect to which it shall have such preference.

VII. No holder of stock of the corporation of any class shall have any preemptive or preferential right of subscription to any shares of any class of stock of the corporation, whether now or hereafter authorized, or to any stock or obligations convertible into stock of the corporation or to any stock or obligations entitling the holders thereof to purchase stock of the corporation, issued or sold, or any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may from time to time determine, and at such prices as the Board of Directors may from time to time fix pursuant to the authority conferred by this certificate; and any such shares of stock or obligations which the Board of Directors may determine to offer, for subscription or for purchase, to the holders of stock of the corporation may, as said Board shall determine, be offered exclusively either to holders of preferred stock of any series or designation or to the holders of Second Preference Stock of any series or designation, or to holders of Common Stock, or partly to the holders of preferred stock of any one or more series or designations and partly to the holders of Second Preference Stock of any series or designation and partly to the holders of Common Stock, and, in the latter case, in such proportions as between said classes and/or series and/or designations of stock as the Board of Directors in its discretion may determine.

THIRD: That such amendment has been duly adopted in accordance with the provisions of Section 26 of Chapter 65 of the Revised Code as amended of the State of Delaware.

FOURTH: That the capital of the corporation will not be reduced under or by reason of such amendment.

IN WITNESS WHEREOF, we respectively, a Vice President and Assistant Secretary of Southern Natural Gas Corporation, have signed this certificate and caused the corporate seal of the corporation to be hereto affixed this 12th day of May, 1930.

Southern Natural Gas Corporation
Delaware, 1929.

M. E. SIMOND,
Vice President.

W. F. STANLEY,
Assistant Secretary.

STATE OF NEW YORK, }
COUNTY OF NEW YORK, } ss.:

BE IT REMEMBERED, that on the 12th day of May, 1930, I, JOHN J. WENTWORTH, a Notary Public in, within and for the county and state aforesaid, do hereby certify that M. E. Simond is Vice President of Southern Natural Gas Corporation and is personally known to me to be such; that he duly executed the foregoing certificate before me and that M. E. Simond, Vice President as aforesaid, duly acknowledged that the signatures of the Vice President and the Assistant Secretary of the corporation to the executed certificate are in the genuine handwriting of the Vice President and Assistant Secretary of the corporation respectively, and that the corporate seal affixed to said certificate is the common and corporate seal of said corporation and that it was duly affixed by the authority of the stockholders of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of office the day and year first above written.

John J. Wentworth
Notary Public
New York County

JOHN J. WENTWORTH
Notary Public, New York County
N. Y. Co. Clk's No. 363, Reg. No. 1W498
Term Expires March 30, 1931

COPY

COPY

STATE OF DELAWARE
Office of Secretary of State

I, Charles H. Grantland, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "SOUTHERN NATURAL GAS CORPORATION", as received and filed in this office the sixteenth day of May, A. D. 1930, at 9 o'clock A. M.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, at Dover, this sixteenth day of May, in the year of our Lord one thousand nine hundred and thirty.

Charles H. Grantland,
Secretary of State.

(SEAL)

IN THE COURT OF
SALADIN COUNTY, ALA.

SOUTHERN NATURAL GAS CORPORATION
a Corporation, Applicant.

BEN MAY, Respondent.

This cause came on to be heard on the application of Southern Natural Gas Corporation for an order of condemnation as prayed therein and upon consideration, it is

ADJUDGED AND ORDERED that the 3rd day of November, is hereby fixed and appointed as the day for the hearing of said application.

It having been made to appear by the verified application filed herein that the respondent, Ben May, is a non-resident or has been absent from the State of Alabama for at least six months prior to the institution of this proceeding, or is concealing himself so that process herein cannot be served upon him, within the meaning of Sec. 9430 of the Code of Alabama (1923), it is ordered that a copy of the application, together with a summons to answer the same shall be issued and sent to the said Ben May at the places of residence and post office addresses set forth in the application, by registered mail, postage prepaid, marked "for delivery only to the person to whom addressed" and with return receipt demanded, addressed to the undersigned, and that notice issue to the defendant by advertisement in some newspaper published in Baldwin County, Alabama, once a week for three successive weeks, the last publication thereof to be not less than ten (10) days before the day appointed for the hearing.

THIS 8th day of October, 1930.


Probate Judge, Baldwin County, Ala.

~~Cape~~
San. Nat Gas Corp.

to

Ben May

Order on Application

Filed Oct 8. 1930

Sp. Humphries
Judge of Probate
by D. H. H. H.

Copy

IN THE PROBATE COURT OF
BALDWIN COUNTY, ALA.

SOUTHERN NATURAL GAS CORPORATION,
A Corporation, Applicant,

- VS -

BEN MAY, Respondent

TO BEN MAY:

You are hereby notified that Southern Natural Gas Corporation, a corporation, has filed its written application in this court seeking to acquire certain rights and easements by condemnation over the lands and for the uses and purposes hereinafter described.

The lands upon or across which said easement is sought are described as follows:

The north half of the southwest quarter, the southeast quarter of the southwest quarter, and the south half of the southeast quarter, Section 31, Township 2 South, Range 4 East, Section 5, Township 3 South, Range 4 East; the northwest quarter of the northwest quarter, the east half of the northwest quarter and the northeast quarter of the southeast quarter, Section 9, Township 3 South, Range 4 East, all in Baldwin County, Alabama.

The interest and easement in and to said lands sought to be acquired by said application is the right and easement to lay, construct, maintain and operate a pipe line or lines and system, consisting of one or more pipes and all appurtenances thereto, and also the right and easement to construct, maintain and operate telephone or telegraph or other wire lines in connection therewith over, under, along and upon those certain strips or tracts of land, ~~thirty~~ *being fifty feet on each side of the* feet wide, upon and across the lands of respondent Ben May described in Section 4 of the application, the center line of which is described as follows:

Center line:

Tract (a): Begin at a point on the West boundary line of Section 31, Township 2 South, Range 4 East, 1012 feet north of the southwest corner of said Section 31; thence run south 69 degrees 30 minutes east for a distance of 2475 feet to a point in the southeast quarter of the southwest quarter of said Section 31; thence run south 56 degrees 30 minutes east for a distance of 2005 feet, more or less, to a point on the south boundary line of said Section 31.

Tract (b): Begin at a point on the east boundary line of Section 5, Township 3 South, Range 4 East, said point being 418 feet south of the northeast corner of the southeast quarter of the southeast quarter of said Section 5; thence run north 55 degrees 20 minutes west for a distance of 4343 feet to a point; thence run north 62 degrees 20 minutes west for a distance of 386 feet to a point; thence run north 72 degrees 20 minutes west for a distance of 1700 feet, more or less, to a point on the west boundary line of said Section 5.

Tract (c): Begin at a point on the North boundary line of Section 9, Township 3 South, Range 4 East, said point being 1040 feet east of the northwest corner of said Section 9; thence run south 55 degrees 20 minutes east for a distance of 2007 feet, more or less, to a point on the East boundary line of the northwest quarter of said Section 9.

Tract (d): Commence at a point on the north boundary line of Section 9, Township 3 South, Range 4 East, said point being 1040 feet east of the northwest corner of said Section 9; thence run South 55 degrees 20 minutes East for a distance of 4172 feet to a point on the North boundary line of the southeast quarter of said section 9, this being the point of beginning; thence from said point of beginning run south 55 degrees 20 minutes east for a distance of 1335 feet more or less, to a point on the East boundary line of said Section 9.

Also, the free right of access, ingress and egress across the said lands of respondent and on and across said strips, tracts and rights of way, to and from said lines, appurtenances and said right of way above described, for the purpose of laying, constructing, re-locating, maintaining, replacing, repairing, operating and removing said pipe line and system and all appurtenances thereof in and about or in connection with the storage, transmission, metering, sale and delivery of gas by means of said pipe line and system; also the right to clear and remove any trees on or near said lines or appurtenances which might interfere with or impair the use of the same.

You are further notified that by order of this Court entered the 8th day of October, 1930, the 3rd day of November, 1930, was fixed and designated as the date for the hearing of said application and you are hereby summoned and admonished to appear on said date and plead, answer or demur to said application as contemplated by law.

WITNESS my hand this 8th day of October, 1930.

H. H. Humphreys
Judge of Probate, Baldwin County,
Alabama.

IN THE PROBATE COURT OF
BALDWIN COUNTY, ALABAMA.

SOUTHERN NATURAL GAS
CORPORATION, a Corporation,

APPLICANT,

VS.

No.

BEN MAY,

RESPONDENT.

1. Comes the respondent, Ben May, and for further answer to the application, says that he neither admits nor denies the allegations of paragraph numbered (1) of the application and demands strict proof thereof, and that he neither admits nor denies that the purpose for which the applicant corporation was formed is as alleged in paragraph numbered (3) of the application and demands strict proof thereof, and the respondent denies that said system constitutes a work of internal improvement or public utility, within the purview of Section 7016 of the Code of Alabama of 1923, and the respondent denies that the applicant has the right to acquire by condemnation the right of way for applicant's gas line as prayed in said application.

2. The respondent, for further separate answer to the application, says that the use for which the applicant seeks to condemn said right of way is not a public use.

3. The respondent, for further separate answer to the application, says that the use for which the applicant seeks to condemn said right of way is not a public use for the benefit of the people of the State of Alabama.

4. The respondent, for further separate answer to the application, says that the applicant does not propose to use the gas line, that it proposes to construct across the right of way it seeks to condemn, for public use within the State of Alabama.

5. The respondent, for further separate answer to the application, says that the said line that applicant proposes to construct across the right of way sought to be condemned is not a work of internal improvement or public utility.

6. The respondent, for further separate answer to the application, says that the applicant has not secured from the Public Service Commission of Alabama a certificate of convenience and necessity, as required by Section 9795 of the Code of Alabama of 1923.

7. The respondent, for further separate answer to the application, pleads the general issue.

A. Comes the respondent, and for further answer

to that portion of the application that seeks the right to construct, maintain and operate telephone or telegraph or other wire lines over, under, along and upon the right of way sought to be condemned, says that there is no law authorizing the applicant to obtain said right or privilege in this proceeding.


B. Comes the respondent, and for further answer to that portion of the applicant that seeks to condemn said right of way for the purpose of laying, constructing, relocating, maintaining, replacing, repairing and operating any appurtenances to said pipe line, says that there is no law authorizing the applicant to obtain said right or privilege in this proceeding.

Filed 11/5/30


Judge Probate

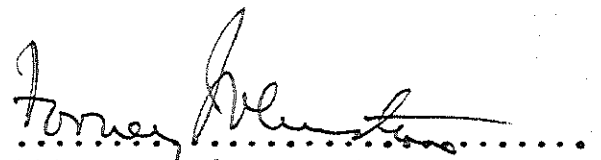
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..... 

..... 
Attorneys for said Ben May.


February 3rd, 1931.

It is agreed by and between the parties to this cause that the foregoing copy of the answers filed by Ben May in this cause shall be considered and treated as the original answers filed in this cause (the original answers filed in this cause having been misplaced) and shall be marked filed the date of the filing of the original answers, November 5th, 1930.


.....
Attorneys for Southern Natural
Gas Corporation, a Corporation.

..... 

..... 

..... 
Attorneys for Ben May

Dear Sir,
 I am pleased to hear
 from you.

Handwritten signature: *James M. Smith*

[illegible]

1999-2000

[illegible]

Filed in Circuit Court
February 6th 1931
W. H. Brown.
Clerk.

Judge Probate

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IN THE PROBATE COURT OF
BALDWIN COUNTY, ALABAMA.

.....
SOUTHERN NATURAL GAS
CORPORATION, a Corporation, ..

APPLICANT, ..

VS. ..

NO.

BEN MAY, ..

RESPONDENT. ..
.....

X Comes the respondent into court and moves to strike from the application the allegations thereof seeking the free right of access, ingress and egress across the lands of respondent described in paragraph (4) of said application, other than the particular right of way described in said application as sought to be condemned, on the ground that, even if the applicant has the right to condemn a right of way, it can be given no right of access, ingress and egress over the said lands of the respondent, except over the right of way specifically described in the application and sought to be condemned.

X Comes the said respondent and moves to strike from the application the allegations thereof seeking to condemn said right of way for the purpose of constructing appurtenances to said pipe line, on the ground that, even if said corporation has the right to condemn a right of way for its pipe line, it has no authority to have condemned a right of way for the construction of appurtenances thereto.

X Comes the said respondent and moves to strike from the application the allegations thereof seeking the right to clear and remove any trees on or near said lines or appurtenances which might interfere with or impair the use of the same, on the ground that no such right is provided by any law of the State of Alabama.

Comes the said respondent and moves to strike from the application the allegations thereof seeking to condemn said right of way for the purpose of maintaining and operating telephone or telegraph or other wire lines over said proposed right of way, on the ground that there is no law of the State of Alabama that authorizes this applicant to condemn said right of way for said purpose.

..... Brown Kohu

Bebe Hall

..... Henry Brown

Attorneys for said Ben May.

SOUTHERN NATURAL GAS
CORPORATION, a
Corporation,

APPLICANT,

VS.

BEN MAY,

RESPONDENT.

IN THE PROBATE COURT OF
BALDWIN COUNTY, ALABAMA.

The respondent, BEN MAY, appeals to the
Circuit Court of Baldwin County, Alabama, from the
order of condemnation made by the Probate Court of
Baldwin County, Alabama, in this cause, on November
13th, 1930.

.....Ben May.

Filed this 11th day
of December, 1930.

.....
Judge of the Probate Court
of Baldwin County, Alabama.

The undersigned acknowledge themselves as
sureties for the costs of the aforesaid appeal to the
Circuit Court of Baldwin County, Alabama.

.....
.....

Filed and approved this
11th day of December, 1930.

.....
Judge of the Probate Court
of Baldwin County, Alabama.

SOUTHERN NATURAL GAS CORPORATION,
a corporation,

Applicant,

vs.

BEN MAY,

Respondent.

IN THE PROBATE COURT.

STATE OF ALABAMA.

BALDWIN COUNTY.

TO CCHand, Bay Minette Ala
CSWoodson, Bay Minette Ala
LTRhodes, Bay Minette Ala

KNOW YE, that having full faith and confidence in your integrity and competency, you have been by an Order and Decree of the Court of Probate of Baldwin County, Alabama, appointed and constituted commissioners in the above entitled cause, with all the power, authority and duties vested in or which may devolve on you as such Commissioners under and by virtue of the provisions of Article 1, Chapter 286, of the Code of Alabama of 1923.

You will be sworn as Jurors are sworn and you or a majority of you shall assess the damages and compensation to which the owner of the lands hereinafter described is entitled on account of any injury that may result to them by reason of the Southern Natural Gas Corporation taking and condemning ways, rights of ways and easements on, over, under, along, upon and across the hereinafter described lands belonging to Ben May, the respondent, for the laying, construction, maintenance and operation of a pipe line or lines and system consisting of one or more pipes and all appurtenances thereto, and also for the construction, maintenance and operation of telephone or telegraph or other wire lines in connection therewith, together with the free right of access, ingress and egress ^{on land} across the said right of way to and from said lines, appurtenances, right of way for the purpose of laying, constructing, re-locating, maintaining, replacing, repairing, operating and removing said pipe line and system and all appurtenances thereof, in and about or in connection with the storage, transmission, metering, sale and delivery of gas by means of said pipe line and system; together with the right to cut down such trees as might, by falling, injure the same.

The said ways, rights of ways and easements sought to

(page one)

be condemned by said Applicant for said uses and purposes are on, over, under, along, upon and across strips of land thirty (30) feet in width, being fifteen (15) feet on each side of the center line, according to the Final Location Survey of said ways and rights of ways heretofore made by said Applicant, Southern Natural Gas Corporation, the center line of said strips of land being particularly described as follows, viz.:

Tract (a): Begin at a point on the West boundary line of Section 31, Township 2 South, Range 4 East, 1912 feet North of the Southwest corner of said Section 31; thence run south 69 degrees 30 minutes east for a distance of 2473 feet to a point in the southeast quarter of the southwest quarter of said Section 31; thence run south 56 degrees 30 minutes east for a distance of 2005 feet, more or less, to a point on the south boundary line of said Section 31.

Tract (b): Begin at a point on the east boundary line of Section 5, Township 3 South, Range 4 East, said point being 418 feet south of the northeast corner of the southeast quarter of the southeast quarter of said Section 5; thence run North 55 degrees 20 minutes west for a distance of 4345 feet to a point; thence run north 62 degrees 20 minutes west for a distance of 388 feet to a point; thence run north 72 degrees 20 minutes west for a distance of 1700 feet, more or less, to a point on the west boundary line of said Section 5.

Tract (c): Begin at a point on the north boundary line of Section 9, Township 3 South, Range 4 East, said point being 1040 feet east of the northwest corner of said Section 9; thence run south 55 degrees 20 minutes east for a distance of 2007 feet, more or less, to a point on the East boundary line of the northwest quarter of said Section 9.

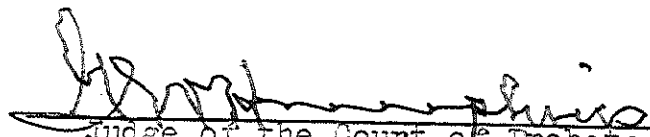
Tract (d): Commence at a point on the north boundary line of Section 9, Township 3 South, Range 4 East, said point being 1040 feet East of the Northwest corner of said Section 9; thence run South 55 degrees 20 minutes East for a distance of 4172 feet to a point on the North boundary line of the Southeast quarter of said section 9, this being the point of beginning; thence from said point of beginning run South 55 degrees 20 minutes East for a distance of 1335 feet more or less, to a point on the East boundary line of said Section 9.

All being in Baldwin County, Alabama, and all being owned by Ben May, the above named respondent.

You may view the lands to be subjected and you must receive all legal evidence offered by any party touching the amount of damages the owner of the lands will sustain and the amount of compensation he is entitled to receive, but the amount of compensation to which the owner is entitled must not be reduced or diminished because of any incidental benefits which may accrue to him or to his remaining land in consequence of the uses to which the lands to be taken will be appropriated. Any person interested in the proceedings may be present in person or by attorney at any of the proceedings or trials which you may have.

You must within twenty (20) days from the date of your appointment, which was, to-wit, the 5th day of November, 1930, make a report in writing to the Court stating the amount of damages and compensation as ascertained and assessed by you for the owner of the lands or person injured, and file a certificate along with your Award that none of you has ever been consulted, advised with or approached by any person in reference to the value of the lands or the proceedings to condemn the same prior to the assessment of damages, and that you knew nothing of the same prior to your appointment.

This the 5th day of November, 1930.



Judge of the Court of Probate of
Baldwin County, Alabama.

SOUTHERN NATURAL GAS CORPORATION,
a corporation,

Applicant,

vs.

BEN MAY,

Respondent.

IN THE PROBATE COURT.

STATE OF ALABAMA.

BALDWIN COUNTY.

STATE OF ALABAMA.

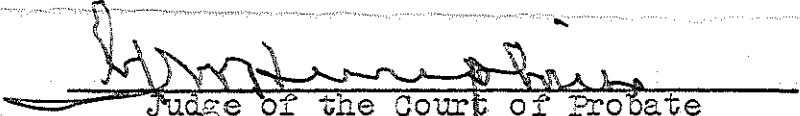
BALDWIN COUNTY.

TO ANY SHERIFF OF THE STATE OF ALABAMA, GREETING:

TAKE NOTICE that CC Hand CS Hodson,
and LT Rhodes

have been appointed commissioners in the above stated and foregoing cause, and you are hereby commanded to serve the foregoing notice of their appointment upon said parties designated therein within five (5) days after receipt hereof and make due return to this Court of such service.

This the 5 day of November, 1930.


Judge of the Court of Probate
of Baldwin County, Alabama.

SOUTHERN NATURAL GAS CORPORATION,
a corporation,

Applicant,

vs.

BEN MAY,

Respondent.)

IN THE PROBATE COURT.

STATE OF ALABAMA.

BALDWIN COUNTY.

This cause comes on regularly to be heard upon the application of the Applicant, Southern Natural Gas Corporation, on this the third day of November, 1930, the time and date heretofore regularly fixed for the hearing on and of this cause by Decree and Order duly made and entered in this cause on October 8, 1930.

The Applicant appears through its solicitors of record and the respondent, Ben May, appears specially through his solicitors of record, Brown & Kohn, Beebe & Hall and Henry D. Moorer, for the purpose of filing ^{the} motions hereinafter set forth, and files a motion praying the court to vacate or quash its Order directing service upon said respondent by publication and by registered mail, and files his motion praying the court to vacate or quash its Order of October 8, 1930, insofar as said Order directs service upon or notice to said respondent by publication, and files his motion praying the court to vacate or quash its Order of October 8, 1930, insofar as it directs service upon the respondent by registered mail, and files his motion praying the court to vacate or quash the attempted service of notice to the respondent by publication, and files his motion praying the court to vacate or quash the attempted notice to or attempted service upon the said Ben May by registered mail; and said motions being considered by the court, IT IS HEREBY ORDERED, ADJUDGED AND DECREED by the court that each of said motions be and each of said motions hereby is overruled by the court.

Separately

And the said respondent excepted separately and severally to the Order and Decree of the court overruling each of said motions.

The said respondent appearing specially in court for the purpose of filing a verified motion hereinafter mentioned, filed a verified motion praying the court to vacate and quash its Order directing that notice to this respondent be given by publication and by sending a copy of the application, together with the summons to answer the same, to this respondent by registered mail; and it is ORDERED, ADJUDGED AND DECREED by the court after hearing the evidence upon said motion that the same be

and hereby is denied by the court.

And the said respondent duly excepted to the said Order and Decree of the court denying said motion.

Whereupon, in open court and by agreement of counsel, this cause was passed and continued until November 5, 1930.

On this the 5th day of November, 1930, being the day to which this cause was heretofore regularly and duly continued, there appear in open court the Applicant, Southern Natural Gas Corporation, by its solicitors of record, and the respondent, Ben May, by his solicitors of record.

Respondent files his motion to strike certain portions of the Application, and upon consideration of said motion, IT IS CONSIDERED, ORDERED AND ADJUDGED by the court that the same be and hereby is overruled.

To which ruling the respondent then and there duly excepted.

Whereupon the respondent files his demurrer to the Application, and upon consideration thereof, it is CONSIDERED, ORDERED AND ADJUDGED by the court that the same be and hereby is overruled.


Thereupon the respondent files his Answer to the Application, and the court proceeds to hear the allegations of the Application and all objections filed to the granting thereof and all legal evidence offered by the parties touching the same, and upon consideration thereof it is shown to the satisfaction of the court and the court now determines that all the allegations of the Application have been established and proven by legal evidence and that said Application should be granted; it is, therefore,

ORDERED, ADJUDGED AND DECREED by the court that said application be and the same hereby is in all things granted; it is further

ORDERED, ADJUDGED AND DECREED by the court that L.T. Rhodes, C.S. Woodson and G.C. Hand, three citizens of said County of Baldwin, all of whom possess the qualifications of Jurors under the laws of the State of Alabama and who are disinterested, are hereby appointed Commissioners to assess the damages and compensation to which Ben May, the owner of the land described in said application, is entitled; and it is further ORDERED by the court that notice of the appointment of the said three named persons as Commissioners be issued at once to the Sheriff of said County of Baldwin, and that said Sheriff shall serve said notice upon said three named

persons as Commissioners within five (5) days from the receipt thereof by him.

Done in open court this the 5th day of November, 1930.


Judge of the Court of Probate of
Baldwin County, Alabama.

IN THE PROBATE COURT OF
BALDWIN COUNTY, ALABAMA.

SOUTHERN NATURAL GAS
CORPORATION, a Corporation,

APPLICANT,

VS.

BEN MAY,

RESPONDENT.

Case NO.

Comes the respondent, Ben May, into court and
demurs to the application on the following separate
and several grounds of demurrer, to-wit:-

1. Because said application does not allege
or aver any facts showing that the applicant is a
public utility corporation.

2. Because said application does not allege or
aver any facts showing that the applicant seeks to
condemn said right of way for a public use.

3. Because said application does not allege
or aver any facts showing that the said right of way,
when condemned, will be used for a public purpose.

4. Because said application does not allege
or aver any facts showing that the applicant proposes
to construct across said right of way a work of
internal improvement.

5. Because said application does not allege
or aver any facts showing that the applicant seeks
to condemn said right of way for the purpose of
constructing a work of internal improvement.

6. Because said application does not
allege or aver any facts showing that the said right
of way, when condemned, will be used for the construction
of a work of internal improvement.

7. Because said application does not allege
or aver any facts showing that the application seeks
to condemn said right of way for the public use of
the people of Alabama.

8. Because said application does not show
that the right of condemnation is sought to subserve
a public use in the State of Alabama.

9. Because, for aught that appears in the
application, the applicant seeks to condemn said
right of way for a private use.

10. Because the said application does not

allege or aver that the applicant has secured from the Public Service Commission of Alabama a certificate of convenience and necessity, as required by Section 9795 of the Code of Alabama of 1923.

11. Because the said application alleges no facts showing that the applicant has the right to acquire by condemnation the right of way sought to be condemned.

12. Because the application avers that the applicant has the right to acquire by condemnation the right of way for applicant's gas line, but it seeks to condemn, in addition, the right of access, ingress and egress over all the lands described in paragraph (4) of the application and the right to construct a telephone or telegraph or other wire lines and the right to construct and maintain all appurtenances that it may see fit to construct in and about the storage, transmission, metering, sale and delivery of gas by means of said pipe line.

13. Because a right of way, as referred to in Section 23 of the Constitution of Alabama, refers only to the right of ingress and egress over the strip of land to be condemned as a right of way and does not authorize the construction of any pipe line or telephone or telegraph line, or other appurtenance of the applicant in, over or under said strip of land sought to be condemned as a right of way.

14. Because the Fourteenth Amendment to the Constitution of the United States prohibits the condemnation of any property for any but a public use and the application does not show that the right of way is sought to be condemned for a public use.

15. Because Section 23 of the Constitution of the State of Alabama prohibits the condemnation of any property for any but a public use and the application does not show that the right of way is sought to be condemned for a public use.

16. Because the allegation that applicant's said system constitutes "a work of internal improvement or public utility" is the conclusion of the pleader.

17. Because the allegation that "applicant has the right to acquire by condemnation a right of way for applicant's gas line" is the conclusion of the pleader.

18. Because said application does not allege facts which constitute the applicant's gas line which it proposes to lay along the right of way sought to be condemned a work of internal improvement.

19. Because said application does not allege facts which show that the gas line which applicant proposes to construct along the right of way sought to be condemned constitutes a public utility.

20. Because said application does not allege

facts which show the proposed gas line would constitute a work of internal improvement or public utility.

21. Because said application does not allege that the right and easement to lay, construct, maintain and operate a pipe line or lines and system consisting of one or more pipes and all appurtenances thereto and also the right and easement to construct, maintain and operate telephone or telegraph or other wire lines in connection therewith over, under, along and upon those strips or tracts of land described in the application are sought for the purpose of constructing or operating a work of internal improvement or public utility.

22. Because, for aught that appears from the said application, the said pipe line, lines and system and telephone or telegraph or other wire lines will be operated for a private purpose only.

23. Because, for aught that appears from the said application, the said pipe line, lines and system and telephone or telegraph or other wire lines will be operated for a private use.

24. Because there are no facts set out in the application that show that the applicant is entitled to condemn land for its ways.

25. Because the application does not show that the right of way is sought to be condemned for a public use and to condemn the said right of way for any but a public use is the taking of the property of the respondent without due process of law, and is violative of the Fourteenth Amendment to the Constitution of the United States.

.....*Grant Kohn*.....

.....*Beebe Hall*.....

.....*Henry D. Moore*.....
Attorneys for said Ben May

SOUTHERN NATURAL GAS CORPORATION,
a corporation,

Applicant,

vs.

BEN MAY,

Respondent.

IN THE PROBATE COURT.

STATE OF ALABAMA.

BALDWIN COUNTY.

REPORT OF COMMISSIONERS.

We, the undersigned Commissioners duly and regularly appointed by the Court of Probate of Baldwin County, Alabama, by Decree rendered on November 3, 1930, do hereby report in writing as follows, to-wit:

That after each of us had been sworn as Jurors are sworn, we executed our duties in strict accordance with the conditions of the Commission issued and the Decree of this said Court which appointed us, and we forthwith set forth the amount of damages and compensation ascertained and assessed by us for the owner of the lands described in said Commission issued to us, to-wit:-

Tract (a): A strip of land 30 feet in width, being 15 feet on each side of the center line, particularly described as follows, viz.: Begin at a point on the West boundary line of Section 31, Township 2 South, Range 4 East, 1912 feet North of the Southwest corner of said section 31; thence run south 69 degrees 30 minutes east for a distance of 2473 feet to a point in the southeast quarter of the southwest quarter of said Section 31; thence run south 56 degrees 30 minutes east for a distance of 2005 feet, more or less, to a point on the south boundary line of said Section 31, in Baldwin County, Alabama.

TO Ben May,

\$ 340 00

Tract (b): A strip of land 30 feet in width, being 15 feet on each side of the center line, particularly described as follows, viz.: Begin at a point on the east boundary line of Section 5, Township 3 South, Range 4 East, said point

being 418 feet south of the northeast corner of the southeast quarter of the southeast quarter of said Section 5; thence run North 55 degrees 20 minutes west for a distance of 4345 feet to a point; thence run north 62 degrees 20 minutes west for a distance of 388 feet to a point; thence run north 72 degrees 20 minutes west for a distance of 1700 feet, more or less, to a point on the west boundary line of said Section 5, in Baldwin County, Alabama.

TO Ben May,

\$ 487.50

Tract (c): A strip of land 30 feet in width, being 15 feet on each side of the center line, particularly described as follows, viz.: Begin at a point on the North boundary line of Section 9, Township 3 South, Range 4 East, said point being 1040 feet east of the northwest corner of said Section 9; thence run south 55 degrees 20 minutes east for a distance of 2007 feet, more or less, to a point on the East boundary line of the northwest quarter of said Section 9, in Baldwin County, Alabama.

TO Ben May,

\$ 152.50

Tract (d): A strip of land 30 feet in width, being 15 feet on each side of the center line, particularly described as follows, viz.: Commence at a point on the north boundary line of Section 9, Township 3 South, Range 4 East, said point being 1040 feet east of the Northwest corner of said Section 9; thence run South 55 degrees 20 minutes East for a distance of 4172 feet to a point on the North boundary line of the southeast quarter of said section 9, this being the point of beginning; thence from said point of beginning run South 55 degrees 20 minutes East for a distance of 1335 feet more or less, to a point on the east boundary line of said Section 9, in Baldwin County, Alabama.

TO Ben May,

\$ 101.25

We herewith file a certificate along with this Award

that none of us has ever been consulted, advised with or approached by any person in reference to the value of the lands or the proceedings to condemn the same prior to the assessment of damages, and that we knew nothing of same prior to our appointment.

Case Hand

L T Rhodes

Woodson,

Sworn to and subscribed
before me, this 13 day
of November, 1930.

Wm. H. H. H. H.
Judge of the Court of Probate
of Baldwin County, Alabama.

SOUTHERN NATURAL GAS CORPORATION,
a corporation,

Applicant,

vs.

BEN MAY,

Respondent.

IN THE PROBATE COURT.

STATE OF ALABAMA.

BALDWIN COUNTY.

CERTIFICATE OF COMMISSIONERS.

We, the undersigned Commissioners duly and regularly appointed in this cause, do hereby certify that none of us has ever been consulted, advised with or approached by any person in reference to the value of the lands or the proceedings to condemn the same prior to the assessment of damages, and that we knew nothing of the same prior to our appointment.

This the 13 day of November, 1930.

Chas. Land

L. T. Rhodes

Woodson,

Sworn to and subscribed
before me, this 13 day
of November, 1930.

W. M. Thompson
Judge of the Court of Probate
of Baldwin County, Alabama.

IN THE PROBATE COURT OF
BALDWIN COUNTY, ALABAMA.

SOUTHERN NATURAL GAS
CORPORATION,

APPLICANT,

VS.

NO.

BEN MAY,

RESPONDENT.

Comes the respondent, Ben May, specially into court for the sole purpose of filing this motion, and avers that at the time the application in this cause was filed he was not a nonresident of the State of Alabama and that he had not been absent from the State of Alabama for six months prior to the institution of this proceeding, and that at the time the said application was filed he had not concealed himself so that process in this cause could not be served upon him and that at the time the said application was filed he was not concealing himself so that process in this cause could not be served upon him:

WHEREFORE, the respondent prays that the order of this court that notice to this respondent be given by publication and by sending a copy of the application, together with a summons to answer the same, to this respondent, by registered mail, be vacated and quashed, and that the attempted service on this respondent by publication and by sending a copy of the application, together with a summons to answer the same, to this respondent, by registered mail, be vacated and quashed.

Ben May
.....
Respondent.

STATE OF NEW YORK
COUNTY OF NEW YORK) Before me,
....., a notary public in and for the county of
New York, State of New York, personally appeared
Ben May, who being known to me, and who being by me
first duly sworn, deposes and says on oath that the
facts stated in the foregoing motion are true and correct.

Subscribed and sworn
to before me on this
..... day of October,
1930.

Chas. J. Beck
.....
Notary Public in and for the
County of,
State of New York.

NOTARY PUBLIC, BRONX COUNTY

Certificate filed in N. Y. Co.

N.Y.Co.Clerk's No.1371, Register's No.18924

Bronx Co.Clerk's No.270, Register's No.31898

Appointment expires March 30, 1931

STATE OF ALABAMA,)

IN THE PROBATE COURT.

BALDWIN COUNTY.)

KNOW ALL MEN BY THESE PRESENTS, that we, Southern Natural Gas Corporation, a corporation, as principal, and United States Fidelity & Guaranty Company, a corporation, as surety, are held and firmly bound unto Ben May, his heirs and assigns, in the sum of Twenty-Two Hundred (\$2200) Dollars, for the payment of which we jointly and severally bind ourselves, successors and assigns firmly by these presents.

Sealed with our seals and dated this 11th day of December, 1930.

The condition of the above obligation is such that whereas the above bound Southern Natural Gas Corporation heretofore filed in said Probate Court against the said Ben May, respondent, a petition seeking the condemnation of certain lands as referred to in the decree of said Probate Court, which petition for condemnation was heard on November 3rd, 1930 and November 5th, 1930, by said Court, and a decree granted by said Court dated November 13th, 1930, condemning the lands described in said petition and requiring the Southern Natural Gas Corporation to pay the owner of said property so condemned the sum of \$1081.25 damages and compensation for such land so condemned, and which amount of damages and compensation, viz: \$1081.25, together with the costs of Court, was by Southern Natural Gas Corporation paid into said court in response to said decree.

Furthermore, the said respondent, Ben May, did on to-wit, December 11, 1930, file in said Court a written notice of an appeal by him of said cause, to the Circuit Court of Baldwin County, Alabama, and the said Southern Natural Gas

Corporation has elected to give this bond as required by Section 7493 of the Code of Alabama of 1923, so that said appeal by the respondent Ben May shall not suspend the judgment and decree of said Probate Court, or deprive the Southern Natural Gas Corporation of the right of entry provided by said decree.

Now, if the said Southern Natural Gas Corporation shall pay such damages as the said respondent Ben May, may sustain, within the purview of Section 7493 of the Code of Alabama of 1923, then this obligation to be void, otherwise to remain in full force and effect.

SOUTHERN NATURAL GAS CORPORATION

By

J. H. White

Taken and approved this

12th

day of December, 1930.

UNITED STATES FIDELITY & GUARANTY CO.

Lee McGuffee
LEE MCGUFFEE, ATTORNEY IN FACT

[Signature]

Probate Judge

IN THE PROBATE COURT OF
BALDWIN COUNTY, ALA.

SOUTHERN NATURAL GAS CORPORATION,
A Corporation, Applicant,

VS

BEN MAY, Respondent

TO BEN MAY:

You are hereby notified that Southern Natural Gas Corporation, a corporation, has filed its written application in this court seeking to acquire certain rights and easements by condemnation over the lands and for the uses and purposes hereinafter described.

The lands upon or across which said easement is sought are described as follows:

The north half of the southwest quarter, the southeast quarter of the southwest quarter, and the south half of the southeast quarter, Section 31, Township 2 South, Range 4 East, Section 5, Township 3 South, Range 4 East; the northwest quarter of the northwest quarter, the east half of the northwest quarter and the northeast quarter of the southeast quarter, Section 9, Township 3 South, Range 4 East, all in Baldwin County, Alabama.

The interest and easement in and to said lands sought to be acquired by said application is the right and easement to lay, construct, maintain and operate a pipe line or lines and system, consisting of one or more pipes and all appurtenances thereto, and also the right and easement to construct, maintain and operate telephone or telegraph or other wire lines in connection therewith over, under, along and upon those certain strips or tracts of land, *thirty* feet wide, upon and across the lands of respondent Ben May, described in Section 4 of the application, *being fifteen feet on each side of the* center line of which is described as follows:

Center line:

Tract (a): Begin at a point on the West boundary line of Section 31, Township 2 South, Range 4 East, 1912 feet north of the southwest corner of said Section 31; thence run south 69 degrees 30 minutes east for a distance of 3473 feet to a point in the southeast quarter of the southwest quarter of said Section 31; thence run south 56 degrees 30 minutes east for a distance of 2005 feet, more or less, to a point on the south boundary line of said Section 31.

Tract (b): Begin at a point on the east boundary line of Section 5, Township 3 South, Range 4 East, said point being 415 feet south of the northeast corner of the southeast quarter of the southeast quarter of said Section 5; thence run north 55 degrees 20 minutes west for a distance of 4345 feet to a point; thence run north 62 degrees 20 minutes west for a distance of 366 feet to a point; thence run north 72 degrees 20 minutes west for a distance of 1700 feet, more or less, to a point on the west boundary line of said Section 5.

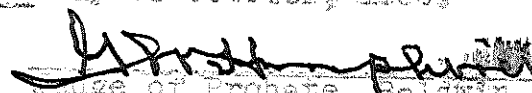
Tract (c): Begin at a point on the North boundary line of Section 9, Township 3 South, Range 4 East, said point being 1040 feet east of the northwest corner of said Section 9; thence run south 55 degrees 20 minutes east for a distance of 2007 feet, more or less, to a point on the East boundary line of the northwest quarter of said Section 9.

Tract (d): Commence at a point on the north boundary line of Section 9, Township 3 South, Range 4 East, said point being 1040 feet east of the northwest corner of said Section 9; thence run South 55 degrees 20 minutes East for a distance of 4172 feet to a point on the North boundary line of the southeast quarter of said section 9, this being the point of beginning; thence from said point of beginning run south 55 degrees 20 minutes east for a distance of 1335 feet more or less, to a point on the East boundary line of said Section 9.

Also, the free right of access, ingress and egress across the said lands of respondent and on and across said strips, tracts and rights of way, to and from said lines, appurtenances and said right of way above described, for the purpose of laying, constructing, re-locating, maintaining, replacing, repairing, operating and removing said pipe line and system and all appurtenances thereof in and about or in connection with the storage, transmission, metering, sale and delivery of gas by means of said pipe line and system; also the right to clear and remove any trees on or near said lines or appurtenances which might interfere with or impair the use of the same.

You are further notified that by order of this Court entered the 8th day of October, 1930, the 3rd day of November, 1930, was fixed and designated as the date for the hearing of said application and you are hereby summoned and admonished to appear on said date and plead, answer or demur to said application as contemplated by law.

WITNESS my hand this 8th day of October, 1930.


Judge of Probate, Baldwin County,
Alabama.

Issued Dec 8. 1930

Filed Dec 8. 1930

Lynn Division

Judge Probate.

Filed February 6th 1931
Wm August Brown
Clerk

IN CASE NO. 123 COURT OF
BALDWIN COUNTY, ALA.

SOUTHERN NATURAL GAS CORPORATION
a Corporation, Applicant,

vs.

BEN MAY, Respondent.

This cause came on to be heard on the application of Southern Natural Gas Corporation for an order of confirmation as prayed therein and upon consideration, it is

ADJUDGED AND ORDERED that the 1st day of November is hereby fixed and appointed as the day for the hearing of said application.

It having been made to appear by the verified application filed herein that the respondent, Ben May, is a non-resident or has been absent from the State of Alabama for at least six months prior to the institution of this proceeding, or is concealing himself so that process herein cannot be served upon him, and that the meaning of Sec. 9430 of the Code of Alabama (1923), it is ordered that a copy of the application, together with a summons to answer the same shall be issued and sent to the said Ben May at the places of residence and post office addresses set forth in the application, by registered mail, postage prepaid, marked "for delivery only to the person to whom addressed" and with return receipt demanded, addressed to the undersigned, and that notice issue to the defendant by advertisement in some newspaper published in Baldwin County, Alabama, once a week for three successive weeks, the last publication thereof to be not less than ten (10) days before the day appointed for the hearing.

THIS 8th day of October 1930.


Probate Judge, Baldwin County, Ala.

Low Fuel Gas Corp

12

Ben May

Order on Application,

Filed Oct 8, 1930

W. H. Humphreys

Judge of Probate

by J. B. Haskins

Received in

Exhibit number

Exhibit 204

* The pipe line and system for which the easement and right of way is sought herein is a pipe line now under construction from natural gas fields outside of the state of Alabama to a point in the vicinity of Pensacola in the state of Florida. The line has been completed to the vicinity of the City of Mobile and is now in process of extension and construction to and into Baldwin County, Alabama, and thence into the state of ~~Alabama~~^{Florida}; the said pipe line is already serving various and sundry utilities and distributors or wholesale purchasers and the easement sought hereby is for the purpose of transporting and selling said gas in interstate commerce subject to such valid regulation as may now or hereafter be enacted or asserted by the Congress of the United States

IN THE PROBATE COURT OF
BALDWIN COUNTY, ALA.

SOUTHERN NATURAL GAS CORPORATION,
A Corporation, Applicant,

VS

BEN MAY,

Respondent.

Applicant, Southern Natural Gas Corporation, files this application in the Probate Court of Baldwin County, Alabama, against Ben May, for the purpose of acquiring an easement in the lands and for the uses hereinafter described and for an order of condemnation of said lands to such uses; and in support of this application, respectfully states:

(1) Applicant is a corporation organized and existing under the laws of the State of Delaware which has heretofore duly qualified as a foreign corporation for the transaction of business in the State of Alabama. The location of applicant's principal office and address in the State of Delaware is Dover, Delaware. The location of its principal office and its address in the State of Alabama is Watts Building, Birmingham, Alabama. As such foreign corporation duly qualified to transact business in Alabama it has, by virtue of Sec. 7204 of the Code of Alabama (1923), the same right of eminent domain as domestic corporations of like kind and character possess.

(2) Respondent, Ben May, is over the age of 21 years and has a residence in the City of Paris, France, in the City of New York State of New York, and in the City of Mobile, State of Alabama. Applicant is informed and believes and upon such information and belief avers that respondent is a non-resident of the State of Alabama.

residing either in said City of New York or in said City of Paris or both, or else is a resident of the State of Alabama who has been absent from the State of Alabama for at least six months prior to the institution of this proceeding or if technically a resident of Alabama, is concealing himself so that process herein cannot be served upon him, within the meaning of Section 9430 of the Code of Alabama, (1923), authorizing substituted service. The post office address of respondent within said City of Paris, France, is not known to applicant and can not be ascertained after reasonable effort. Applicant is informed and believes and avers that respondents New York City address is care Hotel Croyden, 12 East 86th Street, and his Mobile, Alabama, address is Number 15 Fernway, when said respondent is to be found in the City of Mobile.

(3) Applicant is a corporation formed for the purpose of constructing, operating and maintaining a line and system for the transmission of natural gas for use by utilities and for industrial, commercial and domestic purposes, within the State of Alabama, as well as in other states, its said system constituting a work of internal improvement or public utility within the purview of Section 7016 of the Code of Alabama, (1923); and applicant avers that under said section and under Section 7020 of the Code of Alabama (1923) applicant has the right to acquire by condemnation a right of way for applicant's gas line as herein prayed.

(4) Respondent is the owner of the following described lands, over, in and upon which applicant seeks to acquire the interest or easement by this application hereinafter described:

The north half of the southwest quarter, the southeast quarter of the southwest quarter, and the south half of the southeast quarter, Section 31, Township 2 South, Range 4 East; Section 5, Township 3 South, Range 4 East; the northwest quarter of the northwest quarter, the east half of the northwest quarter and the northeast quarter of the southeast quarter, Section 9, Township 3 South, Range 4 East, all in Baldwin County, Alabama.

(5) The specific interest or easement and right of way sought to be acquired hereby is the right and easement to lay, construct, maintain and operate a pipe line or lines and system, consisting of one or more pipes and all appurtenances thereto and also the right and easement to construct, maintain and operate telephone or telegraph or other wire lines in connection therewith; over, under, along and upon those certain strips or tracts of land, *Thirty (30)* ~~thirteen~~ feet wide, upon and across the lands of respondent Ben May described in Section 4 of this application, *being fifteen (15) feet on both sides of* the center line *which is described as follows:*

Center line:

Tract (a): Begin at a point on the West boundary line of Section 31, Township 2 South, Range 4 East, 1912 feet North of the Southwest corner of said Section 31; thence run south 69 degrees 30 minutes east for a distance of 2473 feet to a point in the southeast quarter of the southwest quarter of said Section 31; thence run south 56 degrees 30 minutes east for a distance of 2005 feet, more or less, to a point on the south boundary line of said Section 31.

Tract (b): Begin at a point on the east boundary line of Section 5, Township 3 South, Range 4 East, said point being 416 feet south of the northeast corner of the southeast quarter of the southeast quarter of said Section 5; thence run North 55 degrees 20 minutes west for a distance of 4345 feet to a point; thence run North 62 degrees 20 minutes west for a distance of 386 feet to a point; thence run North 72 degrees 20 minutes west for a distance of 1700 feet, more or less, to a point on the west boundary line of said Section 5.

Tract (c): Begin at a point on the North Boundary line of Section 9, Township 3 South, Range 4 East, said point being 1040 feet east of the northwest corner of said Section 9; thence run south 55 degrees 20 minutes east for a distance of 2007 feet, more or less, to a point on the East boundary line of the northwest quarter of said Section 9.

Tract (d): Commence at a point on the north boundary line of Section 9, Township 3 South, Range 4 East, said point being 1040 feet East of the Northwest Corner of said Section 9; thence run South 55 degrees 20 minutes East for a distance of 4172 feet to a point on the North boundary line of the southeast quarter of said section 9, this being the point of beginning; thence from said point of beginning run South 55 degrees 20 minutes East for a distance of 1335 feet more or less, to a point on the East boundary line of said Section 9.

Also, the free right of access, ingress and egress ~~(across the said lands of respondent and)~~ on and across said ~~(strips, tracts and)~~ rights of way, to and from said lines, appurtenances and said right of way above described, for the purpose of laying, constructing, re-locating, maintaining, replacing, repairing, operating and removing said pipe line and system and all appurtenances thereof in and about in connection with the storage, transmission, metering, sale and delivery ^{of gas} by means of said pipe line and system; ^{together with} ~~also~~ the right to ^{cut down such trees as might be falling, injury the same.} ~~clear and remove any trees on or near said lines or appurtenances which might interfere with or impair the use of the same.~~ *

PREMISES CONSIDERED, applicant hereby makes the said Ben May a party respondent to this application and prays that this Court make and enter an order appointing a day for the hearing thereof and that notice of this application and of the day for the hearing thereof be issued and served as provided by law.

Applicant further prays that upon such hearing an order be made by this court granting the prayer of this application and condemning and subjecting the lands of the respondent hereinabove described to the easement, uses and purposes herein prayed, upon payment by applicant of the compensation awarded; and applicant prays for all such other and further orders as may be authorized or required by law in the premises.

SOUTHERN NATURAL GAS CORPORATION

By Baldwin Johnston Cook & Baldwin
of counsel.
Norman Horn
of counsel

STATE OF ALABAMA,)
JEFFERSON COUNTY,)

Before me, the undersigned authority in and for said County and State, personally appeared Norman Horn who being by me first duly sworn, deposes and says that he is an agent of Southern Natural Gas Corporation, the above named applicant, duly authorized to make this affidavit on its behalf, that he has read the foregoing application and that the statements therein contained are true and correct as therein alleged.

Sworn to and subscribed before me this 7th day of October, 1930.

T. M. Meeks
Notary Public.

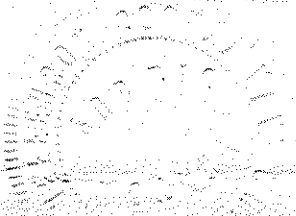
We acknowledge ourselves as security for all of the costs of the foregoing proceeding. This 8th day of October, 1930.

Baldwin Johnston Cook & Baldwin
Norman Horn
APPROVED: This 8th day of October, 1930.

W. M. Humphreys
Probate Judge, Baldwin County, Alabama.

W. H. F. F. F.

W. H. F. F. F.



By

W. H. F. F. F.

Respondent
E + B

-COPY-

Exh 6

TRI-UTILITIES CORPORATION

Phone Montgomery 9338

One Exchange Place
Jersey City, N. J.

To Whom It May Concern:

This will certify that Tri-Utilities Corporation owns all of the stock of Alabama Natural Gas Corporation; and further, that Tri-Utilities Corporation does not own nor propose to own all or substantially all of the stock of Southern Natural Gas Corporation; and further, that of the items reflected in the balance sheet of Southern Natural Gas Corporation \$15,020,000 is held by persons or groups other than Tri-Utilities Corporation.

Tri-Utilities Corporation

(Signed) W. F. Stanley,

Assistant Secretary

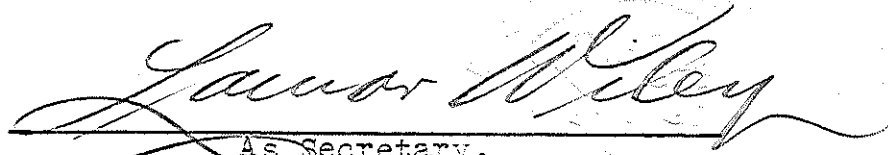
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4742/2

C E R T I F I C A T E

I, Lamar Wiley, as Secretary of Alabama Public Service Commission, hereby certify that the foregoing and attached sheet sets forth a true and correct copy of the instrument in writing filed by Southern Natural Gas Corporation as its Exhibit No. 6 at the hearing held on October 7, 1929, in that cause designated as this Commission's Docket No. 5735.

WITNESS my hand, and the official seal of the Commission, at Montgomery, Alabama, this the
20th day of October, 1930.


As Secretary,
Alabama Public Service Commission

1930/10/20

In the matter of

SOUTHERN NATURAL GAS CORPORATION, :
A CORPORATION OF THE STATE OF :
DELAWARE :

Before the
ALABAMA PUBLIC SERVICE
COMMISSION

Comes the Southern Natural Gas Corporation, hereinafter called the Company, and respectfully represents:

(1) The Company is a corporation of the State of Delaware, with its principal office in Dover, Delaware. The Company has duly complied with the Constitution and laws of the State of Alabama, qualifying it to do business therein, within the purview of Section 7204 of the Code of Alabama (1923) conferring upon foreign corporations which have so qualified the rights and remedies conferred by the laws of Alabama upon domestic corporations.

(2) The Company was organized for the primary purpose of constructing and has due charter power and authority to construct and operate a system of pipe line for the sale in interstate commerce of natural gas to be transported in continuous movement from the Monroe and Richland gas fields, in the State of Louisiana, and delivered without intermediate storage or interruption to utilities and distributors in the States of Mississippi, Alabama and Georgia, in addition to such intrastate sales of gas as it may make in the State of Louisiana, such business in the three states first mentioned being interstate commerce within the purview of Rhode Island v. Attleboro, 273 U.S. 80; Missouri v. Kansas Gas Co., 265 U.S. 298; Peoples Etc. Co. v. Pub. Serv. Com'n, 270 U.S. 530.

To that end, the Company has entered into and now holds contract for the purchase of natural gas from the owners of the

4742/8

producing lands or rights in Louisiana and for the sale and delivery thereof to public utilities supplying gas to important areas in Alabama and Georgia, including among others, the cities of Atlanta, Georgia, and Anniston. Gadsden and Tuscaloosa in the State of Alabama.

(3) As incidental and accessorial to the function aforesaid, the Company has caused surveys to be made of the existing and potential requirements for natural gas along the route of its proposed pipe lines, has advertised the superior advantages of natural gas, has invited proposals from industries along the line which might profitably use natural gas.

742/X
The Company's prior commitment is to the utilities above mentioned in Section 2 hereof, none of which are owned or controlled or proposed to be owned or controlled by the Company; and the Company does not desire or propose at this time to do any business except that described in Section 2 hereof; that is, the Company does not desire or propose to sell gas in the State of Alabama in retail quantities or to consumers, industrial or otherwise. For that reason, all proposals for the purchase of natural gas received by the Company from industries in its encouragement and in survey of the demand therefor, which have been taken by the Company to date hereof, have been transferred and assigned to Tri-Utilities Corporation, none of the stock or securities of which is owned or is proposed to be owned by the Company. The Company proposes so to assign and transfer any and all other consumer's proposals or contracts received and approved by it, in due course, and before any delivery of gas is made thereunder. All of said proposals or contracts are, moreover,

made expressly subject to any approval required by public authority. The Company understands that the holders of all such contracts will in due and orderly course qualify for the execution thereof under any pertinent laws of Alabama.

The net result of the foregoing is that it is proposed that any distribution in Alabama of gas to be purchased from the Company will be by concerns not owned by the Company which may or may not be utilities in respect of the particular contract or area as the facts may be in each particular case. If they are not utilities, the rates and contracts will not be subject to regulation. If they are utilities, they will be subject to regulation. The Company will not in any sense control or attempt to control that situation. The resulting situation may be not unlike that pertaining elsewhere in Alabama, where the sole producers of gas are private agencies, selling direct (a) to consumers) (b) to distributors which are not utilities and (c) to utilities; or again, such distributor may be a utility in declared utility area and not a utility where supplying isolated industries or other consumers in a private capacity. These are details which the Company does not undertake to control, the determination of which at this time is premature and impracticable and has, in the opinion of the Company no present and developed bearing on the matter hereof. In any event, the sale of natural gas by the Company to distributors will be interstate commerce.

(4) Under these facts, the Company has been advised by counsel and states that its present status and business proposed, in

so far as the State of Alabama is concerned, is that of constructing and operating into and through Alabama an agency of interstate commerce, subject to regulation as to rates and service, and as to conditions precedent to engaging therein, only by the Congress of the United States; that said agency constitutes an internal improvement or interstate utility, as distinguished from a local or intrastate utility and is entitled under the Commerce and equal protection clauses of the Constitution of the United States, as well as by the inclusive terms of the statutes (Sections 7204, 7016, 7020, and 7027 of the Code of Alabama) to the rights and remedies conferred by said sections on intrastate agencies. The Company has been further advised and avers that the Alabama Utilities Act of 1920 (Code of 1923, Sec. 9740, et seq.) relating to the regulation of utilities expressly excludes from the operation thereof all agencies which engage or propose to engage solely in interstate commerce and expressly disclaims any intent to regulate or interfere with such commerce; (Sec. 9744, 9768, 9824) and that, accordingly, The Alabama Public Service Commission has no jurisdiction to deal with the Company as if in default because it has proceeded and is proceeding, under the facts stated without first obtaining from said Commission a certificate of convenience and necessity. Bush & Sons vs. Malloy, 267 U.S. 317; Mich. Util. Com. v. Duke, 266 U.S. 570; Bush v. Kuykendall, 267 U.S. 307. The Company is advised that it could not lawfully and should not be required to waive its right to conduct its chosen business of lawful interstate commerce with such rights, privileges and immunities as are incident thereto and without being forced to change

the nature thereof (Frost v. R. R. Com'n. of Cal., 271 U.S. 583; Mich. Util. Com'n v. Duke, 266 U.S. 570).

(5) The Governor of Alabama has expressed the belief that the facts and that the Company's position should be brought before the Alabama Public Service Commission, to the end that the Commission might make such inquiry and take or recommend such action as might be lawful.

(6) The Company has kept the Commission informed of its procedure and does not desire to be considered as disregarding any lawful statutory policy of the State or to be so regarded by the Governor of Alabama. While necessarily taking the position that the Commission has no lawful jurisdiction in the premises, the Company conceives that it is a proper act of comity and deference to the State authority under the circumstances to present the facts to and invite the approval of the Commission of the proposed construction and operation as of benefit to the State of Alabama and its citizens and an expression that the procedure requires no further action on the facts stated.

(7) For these reasons, ex gratia, and out of deference to the expressed position of the Governor of Alabama and not for the purpose of gaining any right, waiver, franchise, permit or other consideration to which it is not already as of right and of law entitled, the Company presents hereby the facts in the matter to the end that Your Honorable Commission may, if deemed appropriate by you, take or initiate such further steps as may be appropriate under the laws of Alabama and may approve and certify the proposed construction and operation of the Company as being in the public interest, and the

Company's procedure in all respects lawful.

(3) The Company further represents that, not intending to transact any intra-state utility business in Alabama, the Company cannot designate any specific area for consideration on that hypothesis, but states the following facts as to the matters above averred:

(a) The main line proposed and under construction by the Company begins at a point on the Alabama-Mississippi state line in Pickens County, Alabama, and runs thence easterly through the counties of Pickens, Tuscaloosa, Jefferson, St. Clair, Talladega, Calhoun and Cleburne, with branches into Walker, Shelby, Blount and Etowah Counties.

(b) The bulk of the industrial proposals or contracts invited or taken by the Company and transferred as aforesaid lie along the lines above described, some of them remote from any utility area and some of them near industries served by private contract by private distributing agencies.

As the Company does not propose to sell to said industries it respectfully submits that the status or details of said service is not germane to this matter, the question whether the distributors will be intrastate public utilities or may lawfully act as private agencies (Frost v. R. R. Com'n of Cal., 271 U.S. 583; Mich. Util. Com'n v. Duke, 266 U.S. 570) being a question that cannot now be determined, but if the Commission should for its information desire the names and locations of the industries, the Company will undertake to submit a memorandum showing the same.

(9) The Company avers that if for any reason the Company should change its policy and propose to engage in the intra-state utility business in Alabama the facts will, in advance of any such service, be laid before the Commission and all other steps will be taken by the Company, which, in the opinion of counsel or by lawful order, are required. The Company further states that if it shall be lawfully and finally determined in any proceeding initiated or held by the Commission hereunder or otherwise that the Company is by law required to apply for and obtain a certificate of convenience and necessity from said Commission, the Company will forthwith make such application by appropriate amendment hereof or by original application under the Statute relative thereto.

In conclusion, the Company expressly saves and reserves the right in any form or forum to deny the jurisdiction of the Commission to make any binding order or finding herein; and to deny that any certificate of convenience and necessity is requisite in the premises. This appearance and submission is special and limited to the presentation of the facts herein stated for such lawful original action as the Commission may thereafter initiate by due process of law.

Respectfully submitted,

SOUTHERN NATURAL GAS CORPORATION,

By J. H. White

President

Cabaniss, Johnston, Cocke & Cabaniss,
Attorneys

(Filed in Office 21st day of Sept. 1929
Lamar Wiley, Secretary)

C E R T I F I C A T E

I, Lamar Wiley, as Secretary of Alabama Public Service Commission, hereby certify that the foregoing and attached pages numbered 1 to 7, both inclusive, set forth a true and correct copy of the statement in writing of Southern Natural Gas Corporation, filed by said Southern Natural Gas Corporation with this Commission on September 21, 1929, which statement is a part of the record in that cause designated as this Commission's Docket No. 5735.

WITNESS my hand, and the official seal of the Commission, at Montgomery, Alabama, this the 20th day of October, 1930.



As Secretary,
Alabama Public Service Commission

CONFIDENTIAL

... ..
... ..
... ..
... ..

*Filed in Court & Court
February 8, 1931,
R. W. McKeown
Clerk.*

SOUTHERN NATURAL GAS CORPORATION,
a corporation,

Applicant,

vs.

BEN MAY,

Respondent.

IN THE PROBATE COURT.

STATE OF ALABAMA.

BALDWIN COUNTY.

This cause coming on to be heard on this day for a Decree confirming the Report of the Commissioners heretofore appointed in this cause and for an Order of Condemnation in pursuance thereof, and it appearing to the Court that on, to-wit, November 3rd and November 5th, 1930, this Court heard the allegations of the Application heretofore filed in this cause and all legal evidence offered by parties touching same, and did make an Order granting said Application for the condemnation of the lands, rights and interest described in Paragraph "(5)" of the Application, and did also in and by said Order and Decree appoint C. C. Hand, L. T. Rhodes and C. S. Woodson, three citizens of said County of Baldwin, in which County said lands sought to be condemned are situated, possessing the qualifications of Jurors and who were disinterested, to assess the damages and compensation to which the owner of said lands is entitled.

And it further appearing to the Court that notice of said appointment of said three persons as commissioners was issued by this Court to the Sheriff of said County of Baldwin as required by law, and by said Sheriff served on said three names persons as commissioners within five (5) days from the receipt thereof by him.

And it further appearing to the Court that said Commissioners, before entering upon the discharge of their duties in the premises, were sworn as Jurors are sworn, and that they did thereafter receive all legal evidence offered by the parties touching the amount of damages the owner of said lands will sustain and the amount of compensation he is entitled to receive.

And it further appearing to the Court that the said C. C. Hand, L. T. Rhodes and C. S. Woodson did on the 13th day of November, 1930, make their report in writing to this Court, stating the amount of damages and compensation ascertained and assessed by them for the owner of lands described in said Paragraph "(5)" of the Application as follows, viz.:-

To Ben May, the owner of Tract (a),
To Ben May, the owner of Tract (b),

\$ 340⁰⁰
\$ 487⁵⁰

(page two)

To Ben May, the owner of Tract (c),
To Ben May, the owner of Tract (d),

\$ 152⁵⁰
\$ 101²⁵

And it further appearing to the Court that said Commissioners did also file a Certificate along with their award that none of them had ever been consulted, advised with or approached by any person in reference to the value of the lands or the proceedings to condemn the same prior to the assessment of damages and that they knew nothing of the same prior to their appointment; it is, therefore,

ORDERED, ADJUDGED AND DECREED by the Court that the Report of said Commissioners be and the same hereby is ordered to be recorded, together with the Application and all the Orders and Decrees made in the cause and the pleadings and other papers filed therein.

And it further appearing to the Court that the damages and compensation so ascertained and assessed by said Commissioners have been deposited in money in this Court by the Applicant, Southern Natural Gas Corporation; it is further

ORDERED, ADJUDGED AND DECREED by the Court that the Applicant, Southern Natural Gas Corporation, pay all costs incurred in this cause.

It further appearing to the satisfaction of the Court that all things necessary and required by Article 1, Chapter 286, of the Code of Alabama of 1923 have been done and performed by the Applicant; it is further

ORDERED, ADJUDGED AND DECREED by the Court that the ways, rights of ways and easements sought to be condemned on, over, under, along, upon and across the lands described in the Application and as set out therein, and the rights and interests therein described, be condemned, granted and awarded to said Applicant, Southern Natural Gas Corporation, with the rights and for the uses and purposes set forth in said Application, and that all right, title and interest prayed for in said Application which are now condemned, granted and awarded to the Applicant in and by this Decree be and the same hereby are divested out of the Respondent, Ben May, the owner of said lands, and vested in the Applicant; it is further

ORDERED, ADJUDGED AND DECREED by the Court that the Applicant be and it is hereby granted the right on, over, under, along, upon and across the lands as specifically set forth and described in Paragraph "(5)" of the Application, to lay, construct, maintain and operate a pipe line or lines and system consisting of one or more pipes and all appurtenances thereto, and


(page two)

(page three)

also for the construction, maintenance and operation of telephone, telegraph or other wire lines in connection therewith, together with the free right of access, ingress and egress on and across the said right of way to and from said lines and appurtenances, for the purpose of laying, constructing, re-locating, maintaining, replacing, repairing, operating and removing said pipe line and system and all appurtenances thereof, in and about or in connection with the storage, transmission, metering, sale and delivery of gas by means of said pipe line and system, together with the right to cut down such trees as might by falling injure the same; and it is further

ORDERED, ADJUDGED AND DECREED by the Court that Applicant be and it hereby is granted all the relief, rights, interests, easements and privileges set out, described in and prayed for in said Application as to the said Ben May and the said lands described in said Paragraph "(5)" of the Application.

Done in open court, this the 13th day of November, 1930.


Judge of the Court of Probate
of Baldwin County, Alabama.

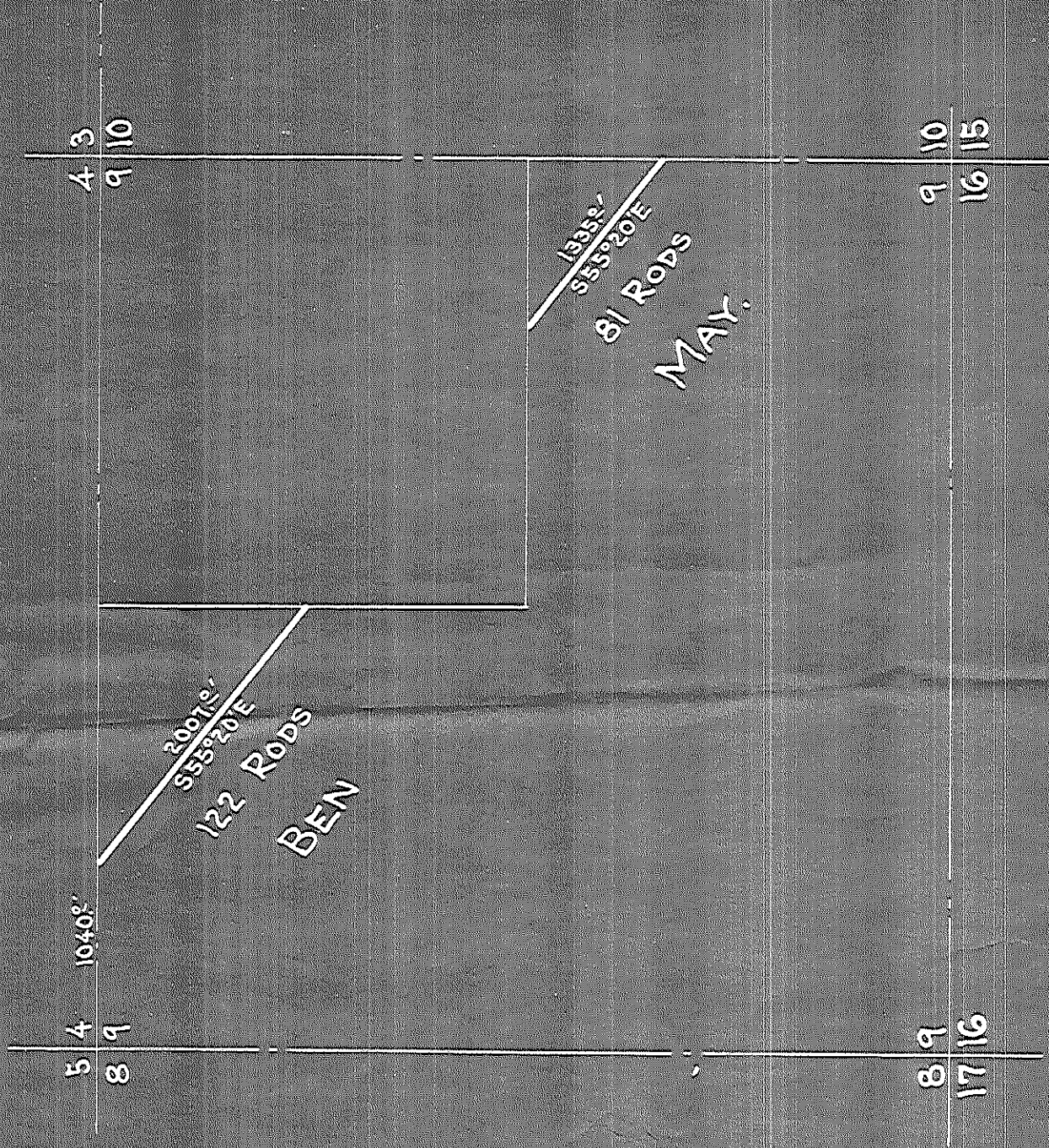
(page three)



Filed in Circuit Court
February 6th 1931.
J. H. Williams
Deft.

1. The first part of the document is a list of names and titles, including "The Hon. Mr. Justice" and "The Hon. Mr. Justice".

Received of
Robert M. Mendenhall
\$11.00
6-17-19



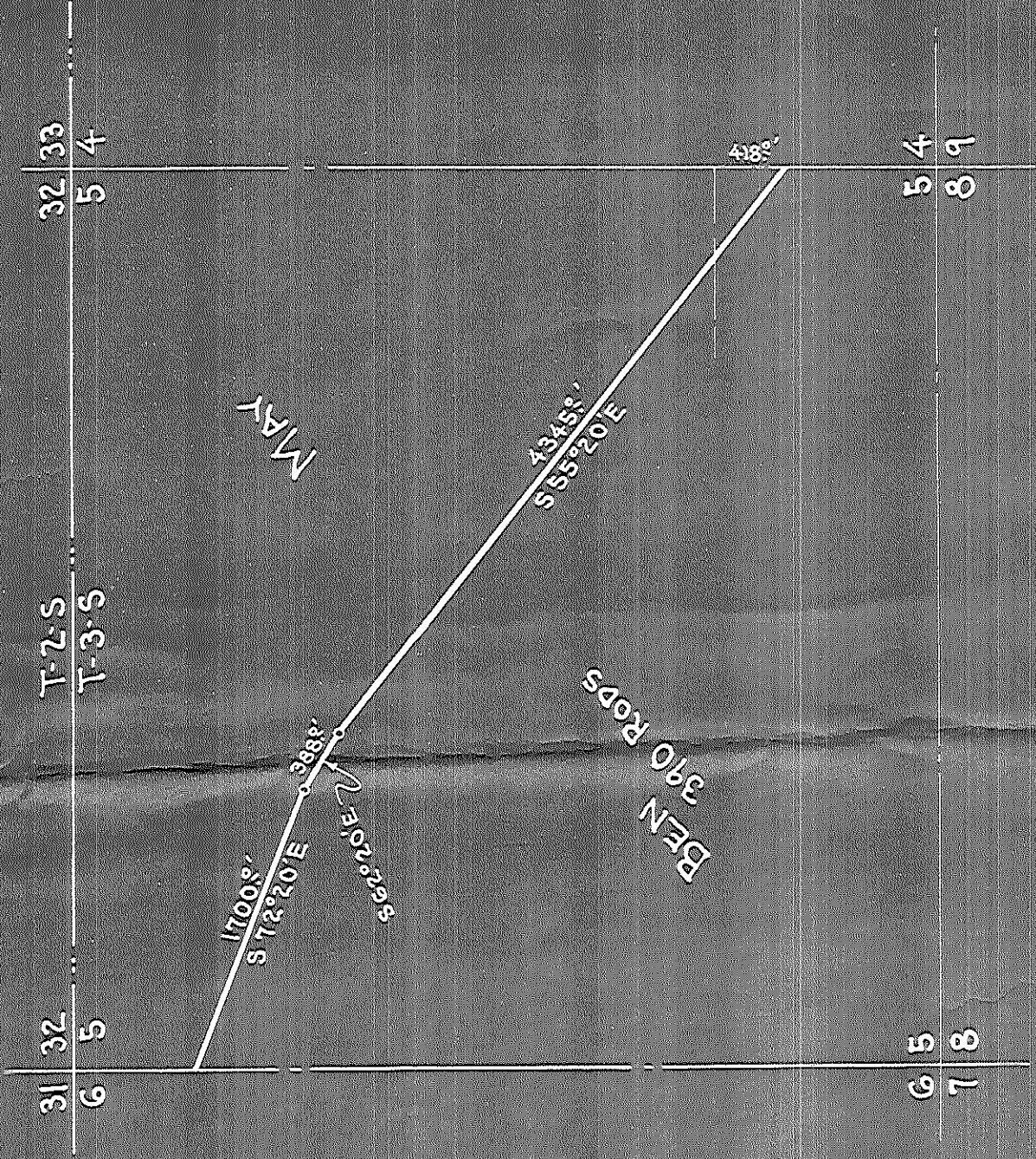
Sec 9 T3S R4E.
BALDWIN CO
ALA

SKETCH SHOWING
Location Of
PENSACOLA BRANCH
of
SOUTHERN NAT. GAS CORP.

On Property of
Ben May

Scale: 1" = 1000'

Sheet 3 of 3 Sheets.



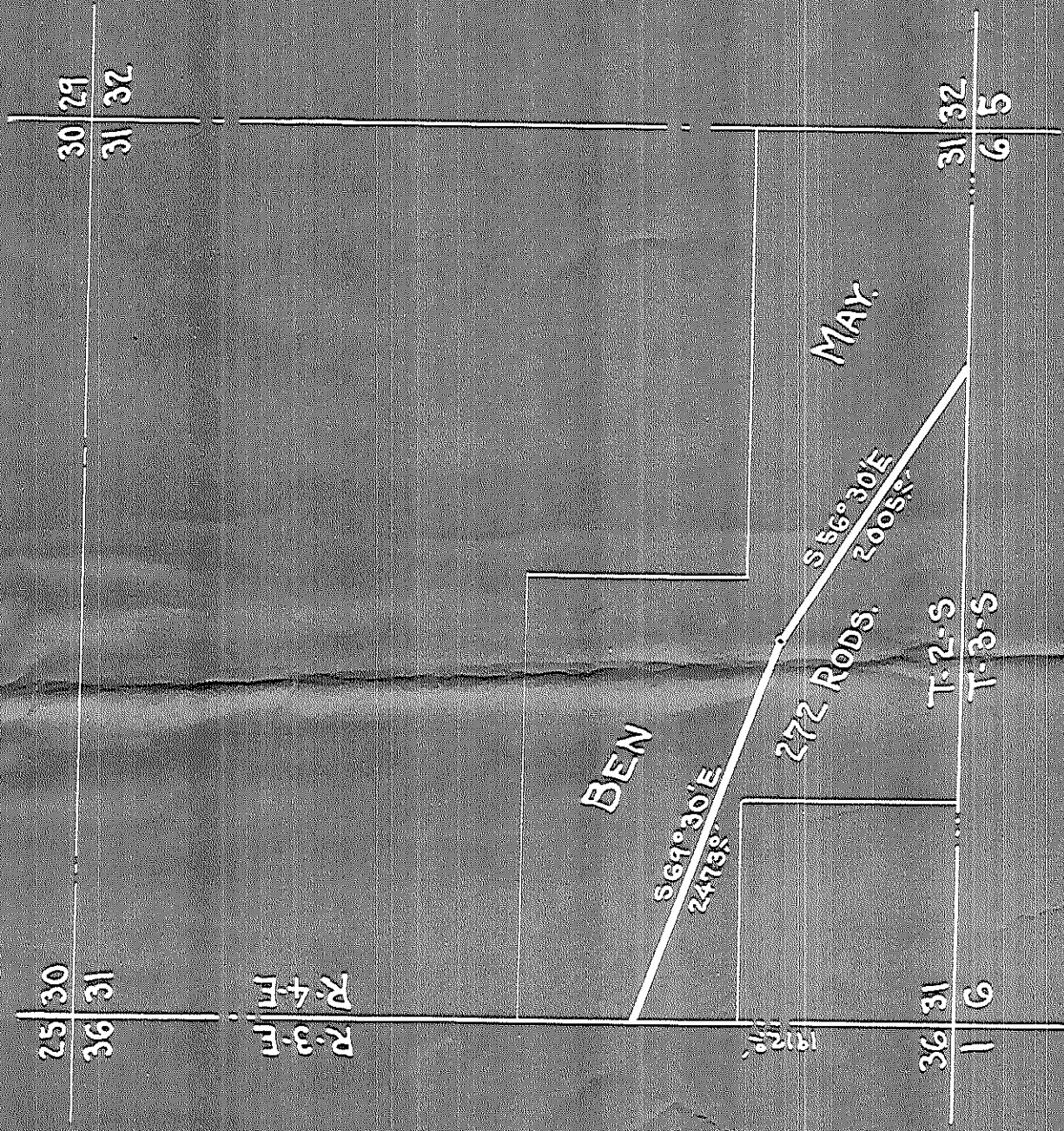
Scale: 1" = 1000'



Sec. 5, T-3-S, R-4-E
BALDWIN CO
ALA.

SKETCH SHOWING
Location of
PENSACOLA BRANCH
of
SOUTHERN NAT GAS CORP.

On Property of
Ben May



Scale: 1"=1000'



Sec. 31, T-2-S, R-4-E
BALDWIN CO.
ALA.


SKETCH SHOWING
Location of
PENSACOLA BRANCH
of
SOUTHERN NAT. GAS CORP
On Property of
Ben May

STATE OF ALABAMA,)
(
BALDWIN COUNTY.)

PROBATE COURT.

I, G.W. HUMPHRIES, Judge of the Probate Court in
and for said State and County, hereby certify that the
proceedings accompanying this certificate and delivered
to the Clerk of the Circuit Court of Baldwin County,
Alabama, with this certificate are all the proceedings
had in the Probate Court of Baldwin County, Alabama, in
the case of SOUTHERN NATURAL GAS CORPORATION, a
corporation, VS. BEN MAY.

GIVEN under my hand and the seal of said Probate
Court, this 6th day of February, 1931.


Judge of the Probate Court
of Baldwin County, Alabama.

[Faint circular seal of the Probate Court of Baldwin County, Alabama, is visible in the background.]

[Handwritten notes and signatures are visible in the lower right margin.]

PROBATE COURT

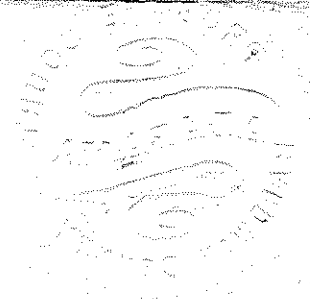
ALABAMA TO STATE
COUNTY

and for said State and County, hereby certify that the
proceedings accompanying this certificate and delivered
to the Clerk of the Circuit Court of Baldwin County,
Alabama, with this certificate are all the proceedings
had in the Probate Court of Baldwin County, Alabama, in
the case of SOUTHERN NATURAL GAS CORPORATION, a
corporation, VS. BEN KAY.

GIVEN under my hand and the seal of said Probate
Court, this 5th day of February, 1931.

[Signature]
Judge of the Probate Court
of Baldwin County, Alabama.

*Filed in Court Room
February 6th 1931
J. P. Williams
Clerk.*



IN THE DISTRICT COURT OF
BALDWIN COUNTY, ALA.

SOUTHERN NATURAL GAS CORPORATION
a Corporation, Applicant,

VS

BEN MAY, Respondent,

This cause came on to be heard on the application of Southern Natural Gas Corporation for an order of contempt as prayed therein and upon consideration, it is

ADJUDGED AND ORDERED that the 3rd day of November, is hereby fixed and appointed as the day for the hearing of said application.

It having been made to appear by the verified application filed herein that the respondent, Ben May, is a non-resident or has been absent from the State of Alabama for at least six months prior to the institution of this proceeding, or is concealing himself so that process herein cannot be served upon him, within the meaning of Sec. 9450 of the Code of Alabama (1923), it is ordered that a copy of the application, together with a summons to answer the same shall be issued and sent to the said Ben May at the places of residence and post office addresses set forth in the application, by registered mail, postage prepaid, marked "for delivery only to the person to whom addressed" and with return receipt demanded, addressed to the undersigned, and that notice issue to the defendant by advertisement in some newspaper published in Baldwin County Alabama, once a week for three successive weeks, the last publication thereof to be not less than ten (10) days before the day appointed for the hearing.

THIS  day of October, 1930.


Probate Judge, Baldwin County, Ala.

Copy 1/4
New. Nat. Gas Corp.

10

Gen. May

Order on Application

Tiled Dec 8, 1930

Wm. H. Thompson
Judge of Probate
City of St. Louis, Mo.

Copy

IN THE PROBATE COURT OF
BALDWIN COUNTY, ALA.

SOUTHERN NATURAL GAS CORPORATION,
A Corporation, Applicant,)

VS

BEN MAY, Respondent)

TO BEN MAY:

You are hereby notified that Southern Natural Gas Corporation, a corporation, has filed its written application in this court seeking to acquire certain rights and easements by condemnation over the lands and for the uses and purposes hereinafter described.

The lands upon or across which said easement is sought are described as follows:

The north half of the southwest quarter, the southeast quarter of the southwest quarter, and the south half of the southeast quarter, Section 31, Township 2 South, Range 4 East, Section 5, Township 3 South, Range 4 East; the northwest quarter of the northwest quarter, the east half of the northwest quarter and the northeast quarter of the southeast quarter, Section 9, Township 3 South, Range 4 East, all in Baldwin County, Alabama.

The interest and easement in and to said lands sought to be acquired by said application is the right and easement to lay, construct, maintain and operate a pipe line or lines and system, consisting of one or more pipes and all appurtenances thereto, and also the right and easement to construct, maintain and operate telephone or telegraph or other wire lines in connection therewith over, under, along and upon those certain strips or tracts of land, *thirty* feet wide, upon and across the lands of respondent Ben May, described in Section 4 of the application, *being fifteen feet on each side of the center line* which is described as follows:

Center line:

Tract (a): Begin at a point on the West boundary line of Section 31, Township 2 South, Range 4 East, 1912 feet north of the southwest corner of said Section 31; thence run south 69 degrees 30 minutes east for a distance of 2475 feet to a point in the southeast quarter of the southwest quarter of said Section 31; thence run south 56 degrees 30 minutes east for a distance of 2005 feet, more or less, to a point on the south boundary line of said Section 31.

Tract (b): Begin at a point on the east boundary line of Section 5, Township 3 South, Range 4 East, said point being 415 feet south of the northeast corner of the southeast quarter of the southeast quarter of said Section 5; thence run north 55 degrees 20 minutes west for a distance of 4345 feet to a point; thence run north 62 degrees 20 minutes west for a distance of 366 feet to a point; thence run north 72 degrees 20 minutes west for a distance of 1700 feet, more or less, to a point on the west boundary line of said Section 5.

Tract (c): Begin at a point on the North boundary line of Section 9, Township 3 South, Range 4 East, said point being 1040 feet east of the northwest corner of said Section 9; thence run south 55 degrees 20 minutes east for a distance of 2007 feet, more or less, to a point on the West boundary line of the northwest quarter of said Section 9.

Tract (d): Commence at a point on the north boundary line of Section 9, Township 3 South, Range 4 East, said point being 1040 feet east of the northwest corner of said Section 9; thence run South 55 degrees 20 minutes East for a distance of 4172 feet to a point on the North boundary line of the southeast quarter of said section 9, this being the point of beginning; thence from said point of beginning run south 55 degrees 20 minutes east for a distance of 1335 feet more or less, to a point on the East boundary line of said Section 9.

Also, the free right of access, ingress and egress across the said lands of respondent and on and across said strips, tracts and rights of way, to and from said lines, appurtenances and said right of way above described, for the purpose of laying, constructing, re-locating, maintaining, replacing, repairing, operating and removing said pipe line and system and all appurtenances thereof in and about or in connection with the storage, transmission, metering, sale and delivery of gas by means of said pipe line and system; also the right to clear and remove any trees on or near said lines or appurtenances which might interfere with or impair the use of the same.

You are further notified that by order of this Court entered the 8th day of October, 1930, the 3rd day of November, 1930, was fixed and designated as the date for the hearing of said application and you are hereby summoned and admonished to appear on said date and plead, answer or demur to said application as contemplated by law.

WITNESS my hand this 9th day of October, 1930.

H. M. Humphreys
Judge of Probate, Baldwin County,
Alabama.

IN THE PROBATE COURT OF
BALDWIN COUNTY, ALA.

SOUTHERN NATURAL GAS CORPORATION,
A Corporation, Applicant,

vs

BEN MAY,

Respondent.

Applicant, Southern Natural Gas Corporation, files this application in the Probate Court of Baldwin County, Alabama, against Ben May, for the purpose of acquiring an easement in the lands and for the uses hereinafter described and for an order of condemnation of said lands to such uses; and in support of this application, respectfully states:

(1) Applicant is a corporation organized and existing under the laws of the State of Delaware which has heretofore duly qualified as a foreign corporation for the transaction of business in the State of Alabama. The location of applicant's principal office and address in the State of Delaware is Dover, Delaware. The location of its principal office and its address in the State of Alabama is Watts Building, Birmingham, Alabama. As such foreign corporation duly qualified to transact business in Alabama it has, by virtue of Sec. 7204 of the Code of Alabama (1923), the same right of eminent domain as domestic corporations of like kind and character possess.

(2) Respondent, Ben May, is over the age of 21 years and has a residence in the City of Paris, France, in the City of New York State of New York, and in the City of Mobile, State of Alabama. Applicant is informed and believes and upon such information and belief avers that respondent is a non-resident of the State of Alabama,

residing either in said City of New York or in said City of Paris or both, or else is a resident of the State of Alabama who has been absent from the State of Alabama for at least six months prior to the institution of this proceeding or if technically a resident of Alabama, is concealing himself so that process herein cannot be served upon him, within the meaning of Section 9430 of the Code of Alabama, (1923), authorizing substituted service. The post office address of respondent within said City of Paris, France, is not known to applicant and can not be ascertained after reasonable effort. Applicant is informed and believes and avers that respondents New York City address is care Hotel Croyden, 12 East 96th Street, and his Mobile, Alabama, address is Number 13 Fernway, when said respondent is to be found in the City of Mobile.

(3) Applicant is a corporation formed for the purpose of constructing, operating and maintaining a line and system for the transmission of natural gas for use by utilities and for industrial, commercial and domestic purposes, within the State of Alabama, as well as in other states, its said system constituting a work of internal improvement or public utility within the purview of Section 7016 of the Code of Alabama, (1923); and applicant avers that under said section and under Section 7020 of the Code of Alabama (1923) applicant has the right to acquire by condemnation a right of way for applicant's gas line as herein prayed.

(4) Respondent is the owner of the following described lands, over, in and upon which applicant seeks to acquire the interest or easement by this application hereinafter described:

The north half of the southwest quarter, the southeast quarter of the southwest quarter, and the south half of the southeast quarter, Section 31, Township 2 South, Range 4 East; Section 5, Township 3 South, Range 4 East; the northeast quarter of the northwest quarter, the east half of the northwest quarter and the northeast quarter of the southeast quarter, Section 9, Township 3 South, Range 4 East, all in Baldwin County, Alabama.

(5) The specific interest or easement and right of way sought to be acquired hereby is the right and easement to lay, construct, maintain and operate a pipe line or lines and system, consisting of one or more pipes and all appurtenances thereto and also the right and easement to construct, maintain and operate telephone or telegraph or other wire lines in connection therewith; over, under, along and upon those certain strips or tracts of land, ^{Thirty (30)} ~~fifteen~~ feet wide, upon and across the lands of respondent Ben May described in Section 4 of this application, ^{being fifteen (15) feet on both sides of} the center line ~~of~~ which is described as follows:

Center line:

Tract (a): Begin at a point on the West boundary line of Section 31, Township 2 South, Range 4 East, 1912 feet North of the Southwest corner of said Section 31; thence run south 69 degrees 30 minutes east for a distance of 2473 feet to a point in the southeast quarter of the southwest quarter of said Section 31; thence run south 56 degrees 30 minutes east for a distance of 2005 feet, more or less, to a point on the south boundary line of said Section 31.

Tract (b): Begin at a point on the east boundary line of Section 5, Township 3 South, Range 4 East, said point being 418 feet south of the northeast corner of the southeast quarter of the southeast quarter of said Section 5; thence run North 55 degrees 20 minutes west for a distance of 4345 feet to a point; thence run north 62 degrees 20 minutes west for a distance of 388 feet to a point; thence run north 72 degrees 20 minutes west for a distance of 1700 feet, more or less, to a point on the west boundary line of said Section 5.

Tract (c): Begin at a point on the North Boundary line of Section 9, Township 3 South, Range 4 East, said point being 1040 feet east of the northwest corner of said Section 9; thence run south 55 degrees 20 minutes east for a distance of 2007 feet, more or less, to a point on the East boundary line of the northwest quarter of said Section 9.

Tract (d): Commence at a point on the north boundary line of Section 9, Township 3 South, Range 4 East, said point being 1040 feet East of the Northwest Corner of said Section 9; thence run South 55 degrees 20 minutes East for a distance of 4172 feet to a point on the North boundary line of the southeast quarter of said section 9, this being the point of beginning; thence from said point of beginning run South 55 degrees 20 minutes East for a distance of 1335 feet more or less, to a point on the East boundary line of said Section 9.

Also, the free right of access, ingress and egress across the said lands of respondent and on and across said strips, tracts and rights of way, to and from said lines, appurtenances and said right of way above described, for the purpose of laying, constructing, re-locating, maintaining, replacing, repairing, operating and removing said pipe line and system and all appurtenances thereof in and about^{of gas} in connection with the storage, transmission, metering, sale and delivery by means of said pipe line and system; also the right to clear and remove any trees on or near said lines or appurtenances which might interfere with or impair the use of the same.

PREMISES CONSIDERED, applicant hereby makes the said Ben May a party respondent to this application and prays that this Court make and enter an order appointing a day for the hearing thereof and that notice of this application and of the day for the hearing thereof be issued and served as provided by law.

Applicant further prays that upon such hearing an order be made by this court granting the prayer of this application and condemning and subjecting the lands of the respondent hereinabove described to the easement, uses and purposes herein prayed, upon payment by applicant of the compensation awarded; and applicant prays for all such other and further orders as may be authorized or required by law in the premises.

SOUTHERN NATURAL GAS CORPORATION.

By Babaniss Johnston Cooke & Babaniss
of counsel.
Norman H. Jones
of counsel

STATE OF ALABAMA,)
JEFFERSON COUNTY,)

Before me, the undersigned authority in and for said County and State, personally appeared Wm. R. Lignilliat who being by me first duly sworn, deposes and says that he is an agent of Southern Natural Gas Corporation, the above named applicant, duly authorized to make this affidavit on its behalf, that he has read the foregoing application and that the statements therein contained are true and correct as therein alleged.

Sworn to and subscribed before
me this 7th day of October, 1930.

W. M. Meeks
Notary Public.

We acknowledge ourselves as security for all of the costs of the foregoing proceeding. This 8th day of October, 1930.

APPROVED: This 8th day of October, 1930.

L. H. Humphries
Probate Judge, Baldwin County, Alabama.