

3324

BOOK 018 p. 165

CHARLES K. LITTLE,
Complainant,

VS.

DIXIE RESEARCH CHEMIST, INC.,
A Corporation, PERRY W. MADER,
AND GERSTLE I. MADER,

Respondents.

IN THE CIRCUIT COURT OF
BALDWIN COUNTY, ALABAMA.

IN EQUITY.

NO. _____

DEMURRER

Comes now the respondents in the above styled cause and demur to the complaint heretofore filed by the complainant and for grounds of said demurrer, separately and severally assign the following:

1. That there is no equity in the Bill.
2. That the Bill shows on its face that complainant has an adequate remedy at law.

FILED
Sept. 3 1954
ALICE J. BUCK, Register

Julius J. Mableburn Jr.
Solicitor for Respondents.

2524
RECORDED

IN THE CIRCUIT COURT OF
BALDWIN COUNTY, ALABAMA.

IN EQUITY.

NO. _____

CHARLES K. LITTLE,

Complainant,

VS.

DIXIE RESEARCH CHEMIST, INC.,
A Corporation, PERRY W. MADER,
AND GERSTLE I. MADER,

Respondents.

DEMURRER.

FILED

SEP 3 1954

ALICE J. DUCK, Register

IN THE
CIRCUIT COURT OF BALDWIN
COUNTY, ALABAMA.

IN EQUITY
NO. 3324

NO. 3324

IT IS, THEREFORE, ORDERED, ADJUDGED AND DECREED
by the Court that this cause be and it is hereby continued to
Monday, September 26, 1955.

Hubert M. Hall
Judge of the 28th Judicial
Circuit of Alabama.

FILED

30 1955

ALL IN ALL, THE

CHARLES K. LITTLE and
C. LENOIR THOMPSON,

Complainants and Cross-
Respondents,

Vs.

DIXIE RESEARCH CHEMIST, INC.,
A Corporation, PERRY W. MADER,
and GERTSLIE I. MADER,

Respondents and Cross-
Complainants

IN THE CIRCUIT COURT OF
BALDWIN COUNTY, ALABAMA
IN EQUITY.

NO. 3324

Comes the Complainant and Cross-Respondent, C. LeNoir Thompson, and moves to strike the cross bill filed by the Respondents Dixie Research Chemist, Inc., et al, against the said C. LeNoir Thompson and as grounds for said motion shows unto this Honorable Court as follows:

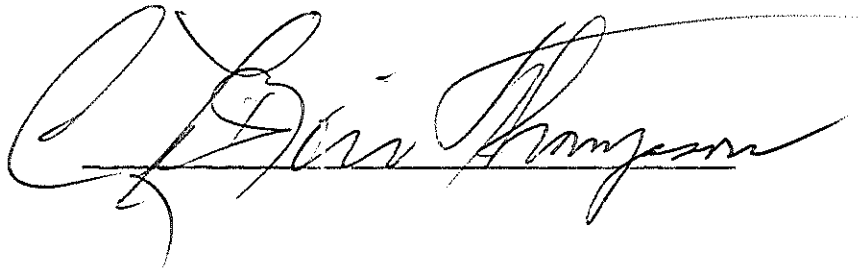
That the said joinder by cross bill of the said C. LeNoir Thompson in the cause pending by Charles K. Little against Dixie Research Chemist, Inc., et al, can not be maintained inasmuch as the said agreements between the said C. LeNoir Thompson and the said Dixie Research Chemist, Inc., et al, were based on services performed by the said C. LeNoir Thompson as attorney in and that the said Charles K. Little could have neither part nor partial of said compensation, for said services. Nor could the said Charles K. Little be a part or partial of said agreement in which attorney services were part of the said agreement.

WHEREFORE, this motion.

FILED

May 17, 1955

AJISE J. BUCK, Register



CHARLES K. LITTLE,
Complainant,
VS.

DIXIE RESEARCH INC., a Corp.,
and PERRY W. MADER & GERSTLE L.
MADER,

Respondents.

IN THE
CIRCUIT COURT OF BALDWIN
COUNTY, ALABAMA.

IN EQUITY

NO. 3324

This cause coming on to be heard is submitted upon the original bill of complaint, answer and cross bill and answer to the cross bill, order of the Court continuing the cause to September 26, 1955, and the testimony of witnesses on behalf of the Complainant, Charles K. Little.

The Court, after considering the pleadings and testimony, is of the opinion and finds that the Respondents are justly indebted to the Complainant, Charles K. Little, in the sum of TWO HUNDRED SIX AND 25/100 (\$206.25) DOLLARS.

IT IS, THEREFORE, ORDERED, ADJUDGED AND DECREED by the Court that the Complainant have and receive of the Respondents, Dixie Research Inc., a Corporation, Perry W. Mader and Gerstle L. Mader, the sum of TWO HUNDRED SIX AND 25/100 (\$206.25) DOLLARS, for which execution may issue.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED by the Court that the Respondents pay the costs herein taxed, for which execution may issue.

~~WITNESSES~~ Dated this 30th day of September, 1955.

J. Robert M. Stace
Judge of the 28th Judicial
Circuit of Alabama.

RECORDED

FILED
SEP 130 1955
ALICE A. DUCK, Registrar

STATE OF ALABAMA
BALDWIN COUNTY

TO ANY SHERIFF OF THE STATE OF ALABAMA:

You are hereby commanded to summon Dixie Research Chemists, Inc., a Corporation, Perry W. Mader and Gerstle I. Mader to appear and plead, answer or demur within thirty days from the service hereof to the bill of complaint filed in the Circuit Court of Baldwin County, Alabama, in equity, by Charles K. Little, as Complainant and against Dixie Research Chemists, Inc., a Corporation, Perry W. Mader and Gerstle I. Mader, as Respondents. Witness my hand this 9th day of August, 1954.

Charles K. Little
Register

CHARLES K. LITTLE,)	
)	IN THE CIRCUIT COURT OF
COMPLAINANT,)	BALDWIN COUNTY, ALABAMA
)	
VS)	IN EQUITY
)	
DIXIE RESEARCH CHEMISTS, INC.,)	
A Corporation, PERRY W. MADER,)	
AND GERSTLE I. MADER,)	
)	
RESPONDENTS.)	

TO THE HONORABLE HUBERT M. HALL, CIRCUIT JUDGE OF BALDWIN COUNTY, ALABAMA,
IN EQUITY SITTING:

Comes your Complainant and shows unto this Honorable Court as follows:

1.

That your Complainant is a resident of Baldwin County, Alabama, and that the Respondents, Perry W. Mader and Gerstle I. Mader are residents of Bay Minette, Baldwin County, Alabama, and each of these parties are over the age of 21 years; and the Dixie Research Chemists, Inc., a Corporation is a Corporation organized under the laws of Alabama and incorporated in Baldwin County, Alabama, being of record in Corporation Book 7, page 25.

2.

That Perry W. Mader, your Petitioner Charles K. Little and C. LeNoir Thompson organized said Dixie Research Chemists, Inc., a Corporation on September 30, 1953, in accordance with the Corporation papers filed as herein alleged; and that said Corporation engaged in the business for which it was organized as shown by the Article of Incorporation, copies of which are attached hereto as Exhibit "A" and made a part hereof.

3.

That your Petitioner received the sum of Two Thousand (\$2000.00) Dollars as shown by his certificate attached to the Article of Incorporation, together with the additional sums of Four Hundred (\$400.00) Dollars, Two Hundred (\$200.00) Dollars and Nine Hundred and Ninety (\$990.00) Dollars, being an aggregate sum of Thirty Five hundred Ninety (\$3590.00) Dollars, of which sum your Petitioner expended the sums aggregating Thirty Five Hundred Eighty Three & 46/100 (\$3583.46) Dollars for expenses of said Corporation.

4.

That in the course of operation your said Petitioner expended certain monies for the benefit of the said Corporation in accordance with the decision of Officers and Directors of said Corporation, which monies were the personal property of your Petitioner, and were expended in the amount of Two Hundred Six and 25/100 (\$206.25) Dollars, which amount of Two Hundred Six and 25/100 (\$206.25) Dollars, with interest thereon is due and unpaid.

5.

That the said Perry W. Mader withheld from your Petitioner monies and mail, which your Petitioner was entitled to receive as Secretary-Treasurer of said Corporation; that the said Perry W. Mader refused to give your Petitioner as Secretary-Treasurer of said Corporation an accounting of the said monies collected to the account of said Corporation.

6.

That Perry W. Mader entered into an agreement with one, Ayres Little, concerning the operation of Dixie Research Chemicals, Inc., a Corporation, the exact terms of which agreement are unknown to your Petitioner, however, in accordance with the said agreement, and in an effort to assist the Corporation that your Petitioner transferred to the said Ayres Little two shares in the said Corporation; and that the said C. LeNair Thompson transferred to the said Ayres Little one share in the Corporation.

7.

That your said Petitioner entered into an agreement with the said Ayres Little giving and granting to him a power of attorney, whereby the said Ayres Little could vote the stock of your Petitioner; and further

that your Petitioner gave to the said Ayres Little an option to purchase the remaining shares owed by your Petitioner for the sum of Two Hundred (\$200.00) Dollars per share.

8.

That the said Perry W. Mader did at a meeting, called in the office of Little Motor Company, convey to the said Gerstle I. Mader, a number of shares of the stock held by him in accordance with the Articles of Incorporation.

9.

That the said Perry W. Mader, did notify your Petitioner by United States Registered mail that a stockholders meeting would be held on August 9th at which meeting the said Perry W. Mader would nullify your Petitioner's stock.

10.

That your Petitioner dissolved his partnership with the said C. LeNoir Thompson to devote his entire time to Dixie Research Chemists, Inc., a Corporation, and did devote his entire time and available funds at the direction of the said Perry W. Mader to the business of the said Corporation from the formation of said Corporation that on, to-wit, 9th day of January 1954, to his great loss, during which time the said Perry W. Mader drew the sum of Ninety (\$90.00) Dollars per week and when the funds of the Corporation temporarily, were low, and your Petitioner refused to advance to the said Perry W. Mader additional personal funds the said Perry W. Mader seized all available equipment, mail and incoming funds and denied your Petitioner the right to exercise his office of Secretary-Treasurer.

PRAYER FOR RELIEF

Your Petitioner prays for the following separate and several relief.

1.

For a judgment against the said Dixie Research Chemists, Inc., a Corporation and against Perry W. Mader and Gerstle I. Mader, as the controlling stock-holders in said corporation for the monies expended in behalf of the Corporation the the amount of Two Hundred Six & 25/100 (\$206.25) Dollars, with interest thereon from January 9, 1954.

2.

That the said Perry W. Mader and Gerstle I. Mader be required by proper court order or decree to furnish to your Petitioner an accounting of

BOOK 018 PAGE 158

all funds coming into their hands, or to the said corporation since the 9th day of January, 1954, together with an accounting of the expenditures thereof.

3.

That the said Perry W. Mader and Gerstle I. Mader be restrained from voting the majority of said stock which is held by them in the nullification of your Petitioner stock issued.

4.

And your Petitioner prays for such other, further or general relief which in equity and good conscience your Petitioner would be entitled to receive, and your Petitioner places himself within the jurisdiction of this Honorable Court and offers to do equity; and your Petitioner ever prays, etc.,

FILED

Aug. 9 1954

ALICE J. DUCK, Register

C. L. Davis Thompson
Attorney for Petitioner

BOOK 018 PAGE 150

Received in Sheriff's Office
this 9 day of Aug., 1954
TAYLOR WILKINS, Sheriff

No 3324
IN THE CIRCUIT COURT OF
BLOOMING COUNTY, ALABAMA

IN REPLY

RECORDED
CHARLES R. LITTLE,

COMPLAINANT,

VS

DIXIE RESEARCH CHEMISTS, INC.,
A Corporation, JERRY L. JADAR,
and GASTON L. JADAR,

DEFENDANTS.

THIS IS COMPLAINT

FILED
AUG 9 1954

ALICE J. DICK, Register

C. LeHoar Thompson
Attorney At Law
Moy Kinette, Alabama

ceived 9 day of Aug., 1954
on 9 day of Aug., 1954
ived a copy of the within Bill of Complaint

service of Perry & Gustle Mader

TAYLOR WILKINS, Sheriff

(By J. P. A. in D. S.)

SUMMONS

BOOK 018 PAGE 160

STATE OF ALABAMA, 0
 0 TO ANY SHERIFF OF THE STATE OF ALABAMA:
COUNTY OF BALDWIN. 0

You are hereby commanded to summon C. LENOIR THOMPSON to appear and plead, answer or demur within thirty days from the service hereof to the cross-bill of complaint filed in the Circuit Court of Baldwin County, Alabama, in Equity, by DIXIE RESEARCH CHEMIST, INC., A Corporation, Perry W. Mader and Gerstle I, Mader, as Respondents and Cross-Complainants, and against CHARLES K. LITTLE and C. LENOIR THOMPSON as Complainants and Cross-Respondents.

Witness my hand this ____ day of January, 1955.

R E G I S T E R .

ANSWER AND CROSS-BILL

CHARLES K. LITTLE and	0	
C. LENOIR THOMPSON,	0	
	0	IN THE CIRCUIT COURT OF
Complainants and Cross-	0	
Respondents,	0	BALDWIN COUNTY, ALABAMA
	0	
Vs.	0	IN EQUITY.
	0	
DIXIE RESEARCH CHEMIST, INC.,	0	
A Corporation, PERRY W. MADER,	0	NO. <u>3324</u>
and GERSTLE I. MADER,	0	
	0	
Respondents and	0	
Cross-Complainants.	0	

TO THE HONORABLE HUBERT M. HALL, JUDGE OF THE CIRCUIT COURT OF BALDWIN COUNTY, ALABAMA, IN EQUITY SITTING:

Come now the respondents in the above styled cause, DIXIE RESEARCH CHEMISTS, INC., A Corporation, by Perry W. Mader, its President, and PERRY W. MADER AND GERSTLE I. MADER and for answer to the bill of complaint heretofore filed in this cause, say:

1. That they admit the allegations of paragraph 1 of said bill of complaint.
2. That they admit the allegations of paragraph 2 of said bill of complaint.
3. That they deny the allegations of paragraph 3 of said bill of complaint and demand strict proof of the same.

4. That they deny the allegations of paragraph 4 of said bill of complaint and demand strict proof of the same.

5. That they deny the allegations of paragraph 5 of said bill of complaint and demand strict proof of the same.

6. That they admit the allegations of paragraph 6 of said bill of complaint, except that they deny that complainants did not know the terms of the agreement between PERRY W. MADER and AYRES LITTLE, and say that the terms of said agreement were known to the complainant, Charles K. Little.

7. That they admit the allegations of paragraph 7 of said bill of complaint.

8. That they admit the allegations of paragraph 8 of said bill of complaint.

9. That they admit the allegations of paragraph 9 of said bill of complaint.

10. That they have no knowledge of any partnership between CHARLES K. LITTLE and C. LENOIR THOMPSON and, therefore, neither admit nor deny that part of paragraph 10 of said bill of complaint; that they deny all of the other allegations of paragraph 10 of said bill of complaint and demand strict proof of the same.

And for further answer to the said bill of complaint, praying that this be taken as a Cross-bill against the complainant CHARLES K. LITTLE and C. LENOIR THOMPSON, who, your respondents and cross-complainants aver, is a necessary party to this cause, and humbly complaining against the said CHARLES K. LITTLE AND C. LENOIR THOMPSON your respondents and cross-complainants respectfully represent and show unto your Honor and this Honorable Court as follows:

1. That the DIXIE RESEARCH CHEMISTS, INC., is a corporation, organized under the laws of the State of Alabama, with its principal office in Bay Minette, Alabama, and that PERRY W. MADER is president of said corporation; that PERRY W. MADER AND GERSTLE I. MADER are over the age of twenty-one years and resident citizens of Baldwin County, Alabama.

2. That CHARLES K. LITTLE AND C. LENOIR THOMPSON are over the age of twenty-one years; that C. LENOIR THOMPSON is a resident citizen of Baldwin County, Alabama, and that the present address of CHARLES K. LITTLE is unknown to your Orators.

3. That on, to-wit: the 30th day of September, 1953, your cross-complainant, PERRY W. MADER, entered into an oral agreement with the cross-respondents, C. LeNOIR THOMPSON and CHARLES K. LITTLE, to form a corporation to be known as DIXIE RESEARCH CHEMISTS, INC. for the purpose of manufacturing, distributing and selling liquid fertilizer made under a formula perfected by your cross-complainant, PERRY W. MADER; that, substantially, the oral agreement was that PERRY W. MADER would furnish the formula and technical knowledge for the manufacture of the liquid fertilizer; that C. LeNOIR THOMPSON would do the legal work necessary to form the corporation and erect a suitable plant and provide the necessary machinery to manufacture the liquid fertilizer; and that the said CHARLES K. LITTLE was to furnish necessary capital to operate the corporation until such time as it should be self-sustaining; that your cross-complainant was to receive 33 1/3 shares of stock in said corporation, the said CHARLES K. LITTLE was to receive 17 shares of stock in the corporation and the said C. LeNOIR THOMPSON was to receive 16 1/3 shares of stock in the corporation for their services as aforesaid;

4. That, in accordance with the said agreement as aforesaid, the said corporation was formed, under the laws of the State of Alabama, on, to-wit: September 30, 1953, and the stock in said corporation was issued in accordance with the agreement above set out;

5. That your cross-complainant, PERRY W. MADER, was elected president of the corporation; that the cross-respondent C. LeNOIR THOMPSON was elected vice-president of the corporation, and the cross-respondent, CHARLES K. LITTLE, was elected secretary-treasurer of the corporation;

6. That, because the business of the company required that your cross-complainant be absent from Bay Minette a considerable part of the time, the cross-respondent C. LeNOIR THOMPSON, was given the right to countersign checks drawn by the cross-respondent, CHARLES K. LITTLE, on the funds of the corporation.

7. That, despite the fact that the stock of the corporation was issued to the cross-respondents as aforesaid, they did not live up to the terms of their agreement, and thereby wholly failed

furnish consideration for the stock issued to them in said corporation;

8. That the said C. LeNOIR THOMPSON wholly failed to erect a suitable plant, in fact he erected no plant at all, or provide the necessary machinery for the manufacture of liquid fertilizer; that the said CHARLES K. LITTLE wholly failed to provide funds on which to operate the corporation; that your cross-complainant did devote his entire time to work of the corporation and that, had the cross-respondents lived up to their said agreement, your cross-complainant is convinced that the corporation would have been a great success;

9. That the said C. LENOIR THOMPSON and CHARLES K. LITTLE drew all of the funds of the corporation from the bank, and, although often requested to do so, they have refused to give an accounting for the funds of the corporation; and that they have in their possession all of the books, records and canceled checks of the corporation, and, although often requested to do so, they have refused to turn them over to the corporation;

10. That the cross-respondents, CHARLES. K. LITTLE AND C. LeNOIR THOMPSON, entered into a conspiracy for the purpose of driving your cross-complainants out of said corporation and seizing control of the said corporation for themselves.

PRAYER FOR PROCESS

Your cross-complainants pray that this be taken as their cross-bill against the cross-respondents, C. LeNOIR THOMPSON AND CHARLES K. LITTLE; and that, by proper process issued out of this Court, they be given notice of this cross-bill and be required to be and appear before this court within the time required by law and plead, answer or demur to this cross-bill of complaint.

PRAYER FOR RELIEF.

Your cross-complainants pray for the following separate and several relief:

1. That the cross-respondents, C. LeNOIR THOMPSON AND CHARLES K. LITTLE, be ordered and directed to give an accounting to this Honorable Court and your cross-complainants for all funds belonging to the corporation which passed through their hands, or came under their control.

2. That the cross-respondents be directed to turn over to the DIXIE RESEARCH CHEMISTS, INC. all books, records and papers belonging to said corporation in their possession or under their control.

3. That the cross-respondents, because of a failure of consideration on their part, be directed to transfer to the DIXIE RESEARCH CHEMISTS, INC., all shares of stock in said corporation heretofore issued to them

4. That, if your cross-complainants be mistaken in the relief for which they have prayed, they be given such other, further, different or general relief as, in the premises, they may be entitled to receive; and, as in duty bound, they will ever pray, etc.

Julius H. Mendenhall
Solicitor for respondents and cross-complainants.

I hereby acknowledge receipt of a copy of the foregoing answer and cross-bill as attorney, or solicitor, for CHARLES K. LITTLE, and as an individual, for myself, and waive further service.

FILED

1-20 1955

ALICE J. DICK, Register

Charles K. Little
Jan 20/55

CHARLES K. LITTLE,

complainant,

VS.

DIXIE RESEARCH INC., ET AL.,

Respondents.

IN THE

CIRCUIT COURT OF BALDWIN COUNTY,

ALABAMA. IN EQUITY

NO. 3324

This cause coming on to be heard is submitted for a ruling upon the demurrers filed by the Respondent to the original bill of complaint of the Complainant. The Court, after considering the matter, is of the opinion that the demurrers are not well taken and should be overruled -

IT IS, THEREFORE, ORDERED, ADJUDGED AND DECREED that the demurrers of the Respondent to the Complainant's bill of Complaint be and the same are hereby overruled.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED by the Court that the Respondent be allowed twenty (20) days in which to file additional pleadings.

This 31st day of December, 1954.

Hubert M. Hall
Judge of the 28th Judicial Circuit

3324

RECORDED

FILED

DEC 31 1954

ALICE J. DUCK, Register