

3342

DIXIE RESEARCH CHEMIST INC.,
ET AL,

Complainants,

VS.

C. LENOIR THOMPSON,

Respondent.

IN THE
CIRCUIT COURT OF BALDWIN
COUNTY, ALABAMA.

IN EQUITY

NO. 3342

This cause coming on to be heard is submitted upon the original bill of complainant of the Complainants and the original and amended demurrers of the Respondent to the original bill of complaint.

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 complainants' bill of complaint be and the same are hereby overruled.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED 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
of Alabama.

RECORDED
RECORDED

3342

FILED

DEC 31 1954

W. J. DUCK, Registrar

300-512

DIXIE RESEARCH CHEMIST, INC.,
 A Corporation, and PERRY W.
 MADER, GERSTLE I. MADER, CLEDE
 LITTLE, AND AYRES C. LITTLE,
 COMPLAINANT,
 VS
 C. LENOIR THOMPSON,
 RESPONDENT.

IN THE CIRCUIT COURT OF
 BALDWIN COUNTY, ALABAMA
 IN EQUITY.
 CASE NO. 3342

Comes the Respondent in the above styled cause and shows unto this
 Honorable Court, as follows:

That said complaint does not state a cause of action.

FILED
 9-30 1939
 ALICE I. DUCK, Register

C. L. Thompson
 Respondent.

RECORDED

IN THE CIRCUIT COURT OF

BALDWIN COUNTY OF ALABAMA

IN EQUITY

CASE NO. 3342

DIXIE RESEARCH CHEMIST, INC.
A Corporation, and PERRY W.
MADER, GERSTLE I. MADER, CLYDE
LITTLE, AND AYRES C. LITTLE,

COMPLAINANTS,

VS

C. LENCIR THOMPSON,

RESPONDENT.

Demurrer

C. L. Noir Thompson
Attorney At Law
Bay Minette, Alabama

*Filed 9-30-54
Auss. J. L. L. L.
eclm*

DIXIE RESEARCH CHEMIST, INC.,	§	
A Corporation, and PERRY W.		
MADER, GENSTLE I. MADER, CLYDE	§	IN THE CIRCUIT COURT OF
LITTLE, AND AYRES C. LITTLE,		BALDWIN COUNTY, ALABAMA
	§	
COMPLAINANTS,		IN EQUITY.
	§	
VS		NO. _____
	§	
C. LENOIR THOMPSON,		
	§	
RESPONDENT.		

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

Comes the Respondent in the above styled cause and amends his demurrers previously filed in said cause, by demurring to said complaint and each count thereof separately and severally as follows:

1.

There is no equity in said bill of complaint.

2.

That said complaint fails to state the size of said corporation.

3.

For aught alleged in said complaint, no amount is shown as paid in to form said corporation.

4.

For aught alleged in said complaint the purpose of the corporation is not set out.

5.

For aught alleged in Count Three of said complaint the size of the corporation is not shown.

6.

For aught alleged in Count Three of said complaint the amount paid in to form said corporation is not shown.

7.

For aught alleged in Count Three of said complaint the powers of the said corporation is not stated.

8.

For aught alleged in Count Three of said complaint the purposes of said corporation are not set out.

9.

The allegations of said complaint fails to state what kind of a plant was agreed upon between the respondent and complainant Mader.

10.

The allegations of said complaint fails to state when said plant was to be built by said respondent.

11.

The allegations of said complaint fails to state when the necessary machinery was to be purchased by said respondent.

12.

The allegations of said complaint fails to state what machinery was necessary according to said agreement between said respondent and Complainant Mader.

13.

The allegations of said complaint fails to state the full substance of said oral agreement in that, the time of completing said agreement was not shown; the place to build said plant was not shown; the size of said plant was not shown.

14.

Allegations of said complaint do not sufficiently set out the substance of said agreement so that said respondent may know whereof he is caused to defend.

15.

The allegations of said complaint fails to set out the number of shares provided for in said corporation.

16.

The allegations of said complaint fails to set out the value of the services the said Respondent allegedly agreed to perform.

17.

The allegations of said complaint fails to set out the value of the plant the said respondent allegedly agreed to build.

18.

The allegations of said complaint fails to set out the kind and quantity of said machinery said respondent agreed to purchase.

19.

The allegations of Count Four of said complaint are conclusions of the pleader.

20.

The allegations of Count Five of said complaint are conclusions of the pleader.

21.

For aught alleged in Count Five there are not sufficient allegations of failure by the respondent to inform said respondent against what he is required to defend.

22.

That said Count Five fails to allege the size of the plant said respondent failed to build.

23.

That said Count Five fails to allege where said respondent failed to build the plant alleged.

24.

That Count Five of said complaint fails to allege what machinery said respondent failed to provide.

25.

That said allegations of Count Five of said complaint fails to allege the monetary value of the machinery the respondent failed to provide.

26.

That said allegations of Count Five of said complaint fails to allege the monetary value of the machinery the respondent failed to provide.

27.

That said allegations of Count Five of said complaint fails to allege any time limit in which said respondent was to have built the plant.

28.

That said allegations of Count Five of said complaint failed to allege any time limit in which said respondent was to have provided machinery.

29.

Said Count Six fails to allege the corporation had funds.

30.

The allegations of Count Six of said complaint fails to show in what bank if any, said funds were on deposit.

31.

The allegations of Count Six of said complaint fails to allege the amount of funds expended by the Respondent.

32.

The allegations of Count Six of said complaint fails to allege for what purposes the said respondent expended said funds.

33.

The allegations of Count Six of said complaint fails to show what procedure was required to expend funds.

34.

For aught that appears in Count Six of said complaint the Respondent was authorized to expend said funds.

35.

Count Seven of said complaint fails to allege the kind of books of said corporation of which the respondent is charged of possession.

36.

Count Seven of said complaint fails to allege of what records of said corporation with which said respondent is charged with possession.

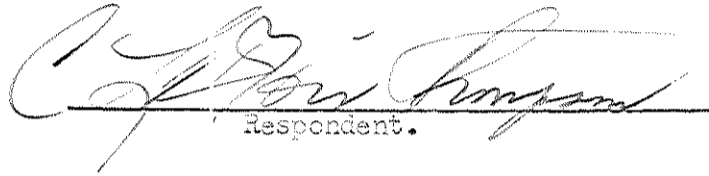
37.

Count Seven fails to allege which cancelled checks of said corporation with which respondent is charged with possession.

FILED

Oct. 19, 1955

ALICE J. BUCK, Register


Respondent.

3342
IN THE CIRCUIT COURT OF
BALDWIN COUNTY, ALABAMA
IN EQUITY.

RECORDED

NO. 3342

DIXIE RESEARCH CHEMIST, INC.,
a corporation, and PERRY W.
MADER, GENEVIE I. MADER, CLYDE
LITTLE, AND ANNE S. LITTLE,

COMPLAINANTS,

VS

G. LEMOIR THOMPSON,

RESPONDENT.

AMENDED DEMURRERS

FILED
OCT 19 1954
ALICE A. HICK, REGISTER

3342

CHARLES K. LITTLE and
C. LENOIR THOMPSON,

Complainants and Cross-
Respondents,

vs

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

Respondents and
Cross-Complainants

IN THE CIRCUIT COURT OF

BALDWIN COUNTY, ALABAMA

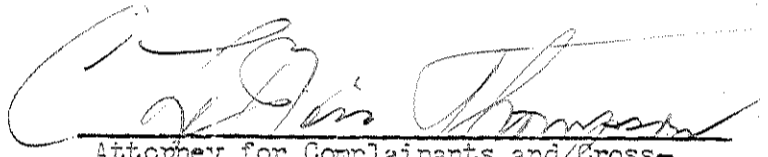
IN EQUITY.

NO. 3324

Comes the Complainants and Cross-Respondents and join issue on the cross-
bill filed in said cause by the Respondents and Cross-Complainants.

FILED

ALICE I. DICK, Register


Attorney for Complainants and Cross-
Respondents.

RECORDED

DIXIE RESEARCH CHEMIST INC., ET AL.,)

COMPLAINANTS,)

VS.)

C. LENOIR THOMPSON,)

Respondent.)

IN THE

CIRCUIT COURT OF BALDWIN

COUNTY, ALABAMA.

IN EQUITY

NO. 3342

This cause coming on to be heard on this 20th day of September, 1955, being the regular call of the Court, and it appearing to the Court that the parties herein are not ready for trial and have agreed upon a special setting of this cause for September 26, 1955.

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

Dated this 20th day of September, 1955.

Robert M. Hall

Judge of the 28th Judicial
Circuit of Alabama.

FILED

SEP 18 1955

ALICE J. BOOK, Register

IT IS FURTHER ORDERED, ADJUDGED AND DECREED
BY THE COURT that the Complainants, Dixie Research Chemist Inc.,
A Corporation, and Perry W. Mader and Gerstle L. Mader be, and
they are hereby taxed with the cost herein, for which execution may
issue.

Dated this 30th day of September, 1955.

Hubert M. Hall

Judge of the 28th Judicial Circuit of
Alabama.

FILED
SEP 30 1955
CLICE L. BRICK, REGISTRAR

DIXIE RESEARCH CHEMIST, INC.,
a corporation, and PERRY W.
MADER, GERSTLE I. MADER, CLYDE
LITTLE, AND AYRES C. LITTLE,

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

Complainants

NO. _____

VS

C. LeNOIR THOMPSON

Respondent

Comes the Respondent and for answer to the above styled cause and each
part thereof separately and severally shows unto this Honorable Court
as follows:

1.

That he admits as to count one of said complaint, that the said Dixie
Research Chemist, Inc., is a corporation organized under the laws of the
State of Alabama with its principal office in Bay Minette, Alabama, but he
shows unto this Honorable Court that the stock holders of record in the
office of the Probate Judge of Baldwin County are, Perry W. Mader, 33 shares,
Charles K. Little, 17 shares, C. LeNoir Thompson, 16 1/3 shares; the said
C. LeNoir Thompson did transfer by written agreement to the said Ayres C.
Little one share in said corporation; and that your respondent has not seen
any transfer of stock to Gerstle I. Mader and Clyde Little as alleged in count
one of said complaint, but he does admit that said parties noted in count
one in said complaint are over the age of 21 and were residents of Bay Minette,
Alabama at the time said action was commenced.

2.

Your Respondent admits the allegations alleged therein.

3.

Your Respondent denies the allegations alleged therein; and for further
answer to said count three, shows unto this Honorable Court that the said
Perry W. Mader employed the said C. LeNoir Thompson as attorney to obtain a
release to the said Perry W. Mader of the chemical formula known as Maders
Formula from the Alabama Research Chemist, Inc., a Corporation organized
under the laws of the State of Alabama with its principal office at Loxley
in Baldwin County, Alabama to which corporation the said Perry W. Mader had
made available the said Mader's Formula in return for a majority of the stock
issued thereof; and further that the said Perry W. Mader had also employed
the said C. LeNoir Thompson to recover from the said Alabama Research Chemist,
Inc., a corporation organized under the laws of the State of Alabama the

contracts acquired by the said Perry W. Mader with sundry persons for the sale by said Alabama Corporation to sundry persons of Mader's Formula, together with funds in the amount of to-wit: One Thousand Six Hundred (\$1600.00) Dollars paid to the Alabama Research Chemist, Inc., a corporation for an order of said Maders Formula to be shipped to a purchaser thereof.

That the said C. LeNoir Thompson did obtain the release of said Maders Formula from said corporation by arranging for the said Perry W. Mader to transfer to said corporation the majority stock held by him in return for the release of the said Maders Formula to the said Perry W. Mader; and further that the said C. LeNoir Thompson did obtain the sum of One Thousand Six Hundred (\$1600.00) Dollars in money from said Alabama Research Chemist, Inc., a corporation to be paid to the said Perry W. Mader in return for an agreement by the said Perry W. Mader to hold harmless the said Alabama Research Chemist, Inc., a corporation from the contracts entered into by the said Perry W. Mader for the delivery of the said Maders Formula.

4.

That your Respondent admits the allegations of count four of said complaint.

5.

As to count five that your Respondent denies the allegations as alleged in said count and for further answer thereto shows unto this Honorable Court that the said Perry W. Mader showed unto your Respondent that he needed all of the money recovered from the said Alabama Research Chemist, Inc., a corporation in order to fulfill the contract of sale entered into with sundry persons in Florida, and that the said Perry W. Mader agreed that he would within 12 months pay to your Respondent the sum of Eight Hundred (\$800.00) Dollars for services rendered in collecting the One Thousand Six Hundred (\$1600.00) Dollars, the agreement being that he would pay to your Respondent a sum equal to half of the sum recovered from the said Alabama Research Chemist, Inc., a corporation and that he would pay to your Respondent as an attorney fee the sum of Five Hundred (\$500.00) Dollars for services rendered in obtaining the release of the said Maders Formula from the said Alabama Research Chemist, Inc., that he would deliver to the said C. LeNoir Thompson 16 1/3 shares of stock in the said Dixie Research Chemist, Inc., a corporation to be organized by the said C. LeNoir Thompson said shares to be delivered to the said C. LeNoir Thompson without expense to the said C. LeNoir Thompson but as security for the Five Hundred (\$500.00) Dollars fee herein alleged, and

further that said shares would represent approximately $\frac{1}{2}$ of the shares to be issued and same to be of record in the office of the Judge of Probate of Baldwin County. That said agreement was carried out as to the organization of the said Dixie Research Chemist, Inc., and the recording of the incorporation papers of said corporation showing 16 $\frac{1}{3}$ shares of stock held by C. LeNoir Thompson as fully paid stock.

6.

As to count 6, your respondent denies the allegations of said count and for further answer thereto shows unto this Honorable Court that at all times two signatures were required to withdraw funds of the Dixie Research Chemist, Inc., a corporation from the Baldwin County Bank, Bay Minette, Alabama which was the depository of funds belonging to said corporation; the signatures required were any two of the following named individuals: Perry W. Mader, Charles K. Little, C. LeNoir Thompson. Perry W. Mader as president of said corporation and Charles K. Little secretary and treasurer of said corporation had access to the accounts and funds as well as the records thereof of said corporation and had possession of said records.

7.

Said Respondent denies the allegations alleged in count 7 of said complaint.

Your Respondent prays this Honorable Court to take this answer as an answer and cross-bill and make the Complainant Cross-Respondent in said cause and that he be required to plea, answer or demur in accordance with the law and the rules of This Honorable Court.

1.

And further that the said Perry W. Mader, during the month of May, 1953 with the specific instructions that the said suit after filing, was to be taken over by some Birmingham, Attorney, did employ the said C. LeNoir Thompson to draft a suit against Horace Kennedy and Jack H. Lewis d/b/a J. H. Lewis Advertising Company. Your Respondent and Cross-complainant claims of the complainant and cross-respondent Perry W. Mader the sum of Two Hundred Fifty (\$250.00) Dollars as a reasonable sum for preparing and filing said action.

2.

That the said Perry W. Mader did during the month of May, 1953, employ the said C. LeNoir Thompson as attorney to file a petition for mandamus against Horace Kennedy as secretary treasurer of Gro-crop, Inc., a corporation to require the said Horace Kennedy to permit the said Perry W. Mader, or his

attorney or accountant to examine the books of said corporation. That the said C. LeNoir Thompson did obtain from the said Horace Kennedy certified audits of the books of the said corporation and made same available to the said Perry W. Mader. That no sum was agreed between the said Perry W. Mader and C. LeNoir Thompson as a reasonable fee for said services and the said C. LeNoir Thompson claims as a reasonable fee the sum of Two Hundred Fifty (\$250.00) Dollars.

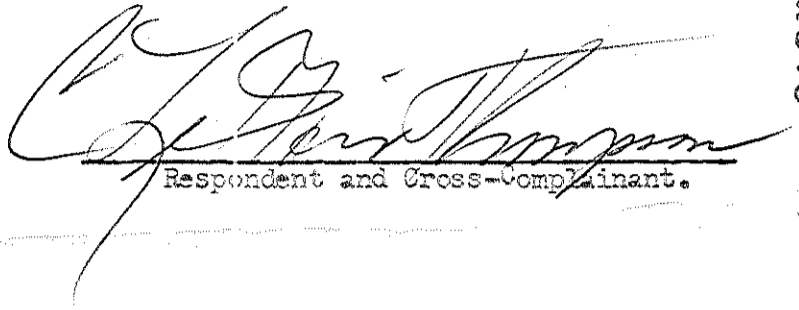
3.

The said Perry W. Mader did during the year 1953 employ the said C. LeNoir Thompson as attorney to file suit against Emmett Gullede that the said Perry W. Mader and the said C. LeNoir Thompson did not reach an agreement for the services of C. LeNoir Thompson in filing said action and the said C. LeNoir Thompson claims as a reasonable fee for filing said action the sum of Thirty-five (\$35.00) Dollars.

Your Respondent and cross-complainant prays that your Honor will on a final hearing of this cause make and enter a decree denying the complainants the relief sought and further that your honor will make and enter a decree adjudicating said cause and providing in said decree that the said C. LeNoir Thompson shall recover of the complainants herein the sum of Eight Hundred (\$800.00) Dollars as a just and suitable amount owed the said C. LeNoir Thompson for the recovery of funds to the advantage of Perry W. Mader and of the Dixie Research Chemist, Inc., and its stockholders; and further adjudicate that the said C. LeNoir Thompson recover of the said Perry W. Mader and the said Dixie Research Chemist, Inc., the sum of Five Hundred (\$500.00) Dollars for services rendered in obtaining the release of the said Maders Formula to the use of the said Dixie Research Chemist, Inc., a corporation; and further that this Honorable Court will adjudicate that the said Perry W. Mader owes the said C. LeNoir Thompson the sum of Two Hundred Fifty (\$250.00) Dollars as a reasonable sum for the preparation and filing of the action against J. H. Lewis et al; and will further adjudicate that the said C. LeNoir Thompson recover of the said Perry W. Mader the sum of Two Hundred Fifty (\$250.00) Dollars for action taken in obtaining audits of the accounts of Gro-crop, Inc.; and will further adjudicate that the said C. LeNoir Thompson recover of the said Perry W. Mader the sum of Thirty-five (\$35.00) Dollars as a reasonable fee in filing an action against Emmett Gullede; and that your Honor will grant

such other, further, different and general relief as unto your Honor may seem just and proper, and, as in duty bound, your Complainant will ever pray, etc.

FILED
Jan, 17 1909
ALICE L. DUCK, Register


Respondent and Cross-Complainant.

3342

RECORDED

FILED

JAN 17 1955

ALICE J. DUCK, Register

1955 JAN 17 10 11 AM

The State of Alabama, _____ County

IN CIRCUIT COURT, IN EQUITY

To any Sheriff of the State of Alabama—Greeting:

You are hereby commanded to summon C. LENOIR THOMPSON

to appear and answer, plead, or demur, within thirty days from the service hereof, to a Bill of Complaint filed in said Circuit Court, in equity, for said County of said State.

DIXIE RESEARCH CHEMIST, INC., a corporation, and Perry W. Mader,

Gerstle I. Mader, Clyde Little, and Ayres C. Little

against C. LeNoir Thompson

Herein fail not. Due return make of this writ as the law directs.

Witness this 2nd day of Sept., 1954

Alvin J. ... Register.

(Defendant is entitled to a copy of the bill on application to the Register.)

BOOK 018 PAGE 361

DIXIE RESEARCH CHEMIST, INC.,
a corporation, and PERRY W.
MADER, GERSTLE I. MADER, CLYDE
LITTLE, AND AYRES C. LITTLE,

Complainants,

VS.

C. LENOIR THOMPSON,

Respondent.

IN THE CIRCUIT COURT OF
BALDWIN COUNTY, ALABAMA.

IN EQUITY.

NO. _____

BOOK 018 PAGE 362

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

Comes your complainants, DIXIE RESEARCH CHEMIST, INC., PERRY
W. MADER, GERSTLE I. MADER, CLYDE LITTLE, AND AYRES C. LITTLE,
humbly complaining against the respondent, C. LENOIR THOMPSON,
respectfully represents and shows unto your Honor in this Honorable
Court as follows:

1. That the DIXIE RESEARCH CHEMIST, INC., is a corporation
organized under the laws of the state of Alabama, with its principal
office in Bay Minette, Alabama, and that the complainants, PERRY W.
MADER, GERSTLE I. MADER, CLYDE LITTLE AND AYRES C. LITTLE are stock-
holders in said corporation and are over the age of 21 years, and
residents of Bay Minette, Alabama.

2. That the respondent, C. LENOIR THOMPSON, is over the age of
21 years and is a resident of Bay Minette, Alabama.

3. That on to-wit; the 30th day of September, 1953, the com-
plainant, PERRY W. MADER, entered into an oral agreement with C.
LENOIR THOMPSON and CHARLES K. LITTLE to form a corporation to be
known as DIXIE RESEARCH CHEMIST, INC.; that, substantially, the agree-
ment was that C. LENOIR THOMPSON, would do the legal work necessary
to form the corporation and would build a plant and provide the neces-
sary machinery to manufacture liquid fertilizer, which was to be the
main business of the corporation, and would receive for performing
his part of the said agreement 16 1/3 shares of stock in said cor-
poration.

4. That said corporation was formed in accordance with the laws
of the state of Alabama, on to-wit; September 30, 1953, and that 16 1/3
shares of stock in said corporation were issued to and today stand on
the records of this company in the name of C. LENOIR THOMPSON.

5. That the said C. LENOIR THOMPSON wholly failed to perform his part of said contract, in that he failed to build a plant, and to provide machinery, for the manufacture of fertilizer, that his failure to perform his part of the contract which was the consideration for his being issued 16 1/3 shares of stock in said corporation continued even until this day.

6. That the said C. LENOIR THOMPSON was authorized and empowered to sign checks on the corporation in the absence of the president of the corporation, PERRY W. MADER; that the said C. LENOIR THOMPSON drew out of the bank all of the funds belonging to said corporation and that although often requested to do so, he has to this day refused to give your complainants an accounting for the funds of the corporation.

7. That the said C. LENOIR THOMPSON has in his possession, all of the books, records and canceled checks of said corporation and has refused to turn them over to said corporation.

PRAYER FOR SERVICE

Wherefore the premises considered, your complainants pray that the said C. LENOIR THOMPSON be made a party respondent to this bill of complaint; that summons in the usual form be issued by this court, commanding and requiring the said respondent to be and appear before this Honorable Court within the time required by law, then and there to plead, answer or demur to this bill of complaint.

PRAYER FOR RELIEF

Your complainants pray for the following separate and several relief:

1. That the respondent C. LENOIR THOMPSON be required to transfer to the DIXIE RESEARCH CHEMIST, INC., all shares of stock in said corporation heretofore issued to him, or on his failure to do so that the register of this court be authorized and empowered to transfer said shares of stock on his behalf.

2. That the said C. LENOIR THOMPSON be directed to turn over to this corporation all books, records and papers belonging to said corporation in his possession or under his control.

3. That the said C. LENOIR THOMPSON be directed to give an accounting to your complainants, and to this Honorable Court, for all funds, belonging to this corporation, which passed through his hands or under his control; or were withdrawn from the bank over his signature.

4. That, if the complainants hereto 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} ~~there~~ in duty bound, they will ever pray, etc.

Julius A. Madbury, Jr.
Solicitor for Complainants.

FILED
Sept 2 1934
ALICE J. DUCK, Register

CHARLES K. LITTLE and
C. LENOIR THOMPSON,

Complainants and Cross-
Respondents,

vs

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

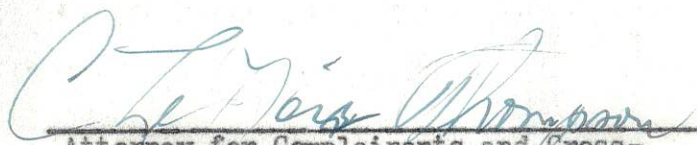
Respondents and
Cross-Complainants

IN THE CIRCUIT COURT OF
BALDWIN COUNTY, ALABAMA

IN EQUITY.

NO. 3324

Comes the Complainants and Cross-Respondents and join issue on the cross-
bill filed in said cause by the Respondents and Cross-Complainants.


Attorney for Complainants and Cross-
Respondents.