CORPORATIONS.

CHARTER.....CHARTER

STATE OF LOUISIANA—CITY OF NEW ORLEANS.

Be it known that on this thirtieth day of June, one thousand eight hundred and seventy-three, before me, William McC. Jones, a notary public in and for the city and parish of New Orleans, State of Louisiana, aforesaid, duly commissioned and sworn, personally came and appeared the parties whose names are hereunto subscribed, who declared that, availing themselves of the provisions of an act of the Legislature of this State, entitled "An act to establish a general system of free banking in the State of Louisiana," approved on the fifteenth day of March, 1855, and of several acts amendatory thereof, all of which acts are incorporated in the Revised Statutes of this State, sections 275 and following, they have agreed, and do by these presents agree and bind themselves, and those who may hereafter become associated with them, to form themselves into and constitute a corporation for the objects and purposes and under the stipulations and regulations following, to wit:

ARTICLE I.

The name of this association shall be the "HOME MUTUAL SAVINGS BANK," its corporate existence shall commence on the present day, and it shall continue for a period of twenty years from the date hereof.

ARTICLE II.

The object of this association is to establish a savings institution and bank of deposit and discount, where sums of money, whether large or small, may be deposited for safe keeping and accumulation, and where the depositors, in addition to such interest as may be agreed upon, shall participate in the profits of the association as hereinafter stipulated.

ARTICLE III.

This association shall further have the power to make and negotiate loans, discount bills, notes and other evidences of debt, receive deposits, buy and sell real estate, gold and silver coin, bullion and bills of exchange, loan money on real and personal security and exercise all incidental powers necessary to carry on the business and the purpose above mentioned, and such other powers as are now or may hereafter be conferred by law on banking corporations.

ARTICLE IV.

The place where the banking business of this association shall be carried on and its legal domicile shall be in the city of New Orleans, in the parish of Orleans, in this State; but branches may be established in any city or town of this State, as may be deemed expedient by the Board of Trustees and under such rules and regulations as they may decide upon.

ARTICLE V.

The capital stock of this association shall be one hundred thousand dollars, divided into one thousand shares of one hundred dollars each, which said shares shall be paid for in the manner following, viz: ten per cent at the time of subscribing, and the remainder in nine notes of a sum of ten per cent each of the amount of each subscription, payable one, two, three, four, five, six, seven, eight and nine months after the date. The stock shall be held by the association in pledge as security for and until the payment of all balances due on the same; and no stock, or subscription to stock, shall be saleable or transferable unless it shall have been paid in full; and the Board of Trustees shall have the right of causing to be sold at public auction the shares of stock of all stockholders who shall fail to pay their stock notes or any of them, such sales to be for account and at the risk of such delinquent stockholders.

ARTICLE VI.

The right to increase the capital stock of this institution to five hundred thousand dollars is reserved; said increase when made shall be in series of one hundred thousand dollars each, and when such increases are made the original subscribers, who yet hold their stock, shall have the first privilege of subscribing to the new stock. No new series of stock shall be issued until the previous issue of stock shall have been taken up and a dividend from the profits of the business of the institution made and declared.

ARTICLE VII.

The bank shall commence active banking operations whenever deemed advisable by the Board of Trustees.

ARTICLE VIII.

The affairs of this association shall be administered by a Board of Trustees, consisting of eleven stockholders of this association, six of whom shall constitute a quorum. The following persons shall constitute the first Board of Trustees: Joseph Raymond, Joseph Keller, Eugene Doherty, L. B. Collins, Paul Esteben, Nicholas Miller, J. C. Murphy, B. E. Taylor, I. W. Patton, C. P. Lauman, N. A. Wilcox, and they shall serve until their successors are elected and qualified as hereinafter provided for.

ARTICLE IX.

On the second Wednesday in December, 1874, and annually thereafter, on the same day, an election of nine trustees shall be held by the stockholders at the banking house of this association, in the city of New Orleans. A majority of the votes there and then given shall elect. Previous notice of at least thirty days of said election shall be given in at least two newspapers published in New Orleans.

ARTICLE X.

The depositors in this institution shall have the privilege of nominating and electing two of the members of the Board of Trustees, to be elected on the second Wednesday in December, 1874, and of every succeeding board, and said members shall look specially to the interest of the depositors, and shall hold in their own name not less than ten shares of the capital stock of this association. The nominations shall be made one month prior to said elections. In order to have a vote in said elections, depositors must have in the bank not less than one hundred dollars, which must have been on deposit at least six months previous to said elections; and each depositor shall have one vote for each and every hundred dollars which shall have been on deposit to his credit for not less than six months previous to said elections; if the depositors fail to avail themselves of this privilege at said regular elections the two members of the board shall be elected by the members who shall have been elected by the stockholders.

ARTICLE XI.

The Board of Trustees shall, at their first meeting, elect of their number a president and two vice presidents, and a majority of the votes of the whole board shall be necessary to an election. These officers shall perform such duties and receive such remuneration for their services as the Board of Trustees may stipulate in the by-laws of the association.

ARTICLE XII.

The Board of Trustees shall have full power to make by-laws, appoint all officers of this association and fix their salaries. Said appointments shall be made annually, and be held subject to removal at the pleasure of the board. They shall fix the security to be given by the officers respectively. They may also change the by-laws whenever the interests of the association demand it, and appoint agents, within and out of the State, under rules to be prescribed by the board. They shall also have power to fill any vacancies that may occur in the board.

ARTICLE XIII.

The Board of Trustees may declare a dividend annually or oftener, as the profits of the business may justify; at each and every time of declaring a dividend, twenty per cent of the net profits shall be set aside and declared a dividend to the depositors of the bank, to be paid to them in proportion to their balances and the time that the same have been on deposit; provided, that after the first dividend has been declared, depositors, to participate in said twenty per cent of subsequent dividends, must have had their money on deposit at least three months previous to the declaring of said dividend.

ARTICLE XIV.

The Board of Trustees may declare vacancies in its body in consequence of the death, resignation, detalcation, or absence without leave for ninety days consecutively, of any of its members.

ARTICLE XV.

Every transfer of any share or shares of the capital stock shall be made on the books of the association, and shall be signed by the stockholder, or his or her attorney; but no stockholder shall have the right to transfer his or her stock unless the same is paid for in full, and all of his or her matured obligations to the bank have been paid or secured to the satisfaction of the Board of Trustees.

ARTICLE XVI.

The Board of Trustees may close the transfer books as often as convenience may require, but for no longer than ten consecutive days at any one time.

ARTICLE XVII.

The failure from any cause to elect trustees on the day named for that purpose, shall not dissolve this association; the trustees then in office shall hold over, but it shall be their duty to appoint another day for such election, notice of which shall be given as herein provided for, and the same process shall be continued until the election shall have been held.

ARTICLE XVIII.

Every shareholder shall be entitled directly or by proxy at all elections for trustees, or on any matter, at any meeting of the stockholders to one vote upon each share; provided, that after the first election he shall have owned the stock at least three months prior to said election or time of voting.

ARTICLE XIX.

Every election of trustees of this association shall be by ballot, and conducted by three commissioners or inspectors to be appointed by the board at least two days previous to said election.

ARTICLE XX.

A majority of all the trustees elected may provisionally accept any additional power or privilege that may be hereafter conferred on this association, either by amendment of the laws under which it was formed, or by any new law or enactment, but the final adoption and acceptance of such additional powers or privileges shall be determined by a vote of the stockholders in the manner provided by law.

ARTICLE XXI.

The president and cashier shall sign all contracts, notes, certificates of stock and evidences of debt of this association.

ARTICLE XXII.

The device of the corporate seal shall be a representation of a safe, guarded by a watch dog, and around the margin thereof the words "Home Mutual Savings Bank, New Orleans."

ARTICLE XXIII.

The liquidation of the affairs of this association shall be made by three commissioners, elected from their number by the stockholders, at a meeting convened for that purpose after thirty days' previous notice in at least two newspapers published in the city of New Orleans. At such meeting stockholders may cede to said commissioners all powers necessary to the liquidation of the affairs of this association, may fix their term of office, limit the period for liquidation, fix their compensation, define their duties, and the manner in which said commissioners may be removed, and their term of office renewed.

ARTICLE XXIV.

The stockholders shall not be responsible for the debts or contracts of, or for losses or damages incurred by said association, beyond the amount of the capital stock held or owned by them respectively.

ARTICLE XXV.

All citations or other legal process shall be served on the president, or in his absence on the vice president acting in his stead.

ARTICLE XXVI.

Whenever any proposed amendment to this charter shall be recommended by two-thirds of the Board of Trustees the same shall be submitted to a general meeting of the stockholders, held after thirty days' notice, published in two daily papers of the city of New Orleans, and shall be adopted, if approved, by two-thirds of the amount of the capital stock.

ARTICLE XXVII.

The names and residences of the stockholders, as also the number of shares held by them respectively, are declared to be as follows.

	Shares
Joseph Raymond, New Orleans	50
C. P. Lauman, New Orleans	10
N. A. Wilcox, New Orleans	10
N. Miller, New Orleans	10
I. W. Patton, New Orleans	20
Paul Esteben, New Orleans	10
B. E. Taylor, New Orleans	20
J. Curtis Waldo, New Orleans	5
Joseph Keller, New Orleans	10
Eugene Doherty, New Orleans	10
J. C. Murphy, New Orleans	10
Zorn & Bremer, New Orleans	2
L. B. Collins, New Orleans	25
F. A. Bradley, New Orleans	2
Edward Marion Hunt, New Orleans	5
F. Dudenhefer, New Orleans	5
J. S. Wells, New Orleans	5
David Close, New Orleans	5
G. Yalets, New Orleans	10
R. J. Clobery, New Orleans	5
Joseph T. Carey, New Orleans	12
Charles S. Clark, New Orleans	5
G. Freret, New Orleans	1
John Menard, Jr., New Orleans	1
E. Shooter, New Orleans	5
Andrew Parle, New Orleans	5
William Conway, New Orleans	5
James Dwyer, New Orleans	10
Philips Meyer, New Orleans	2
R. J. Faulkner, New Orleans	5
F. Huff, New Orleans	5
P. Gleason, New Orleans	5
Michael Hackett, New Orleans	5
Richard Broderick, New Orleans	5
S. Kahn, New Orleans	10
Andrew G. Downey, New Orleans	10
Charles Donelly, New Orleans	5
William Ebert, New Orleans	5
A. F. Brunson, New Orleans	20
Charles A. Barnes, New Orleans	2
M. J. Taylor, New Orleans	3
John Raymond, New Orleans	10
John Ruth, New Orleans	5
George Hildenbrand, New Orleans	5
William McLaughlin, New Orleans	5
William Wells, New Orleans	20
S. McNamara, New Orleans	5
A. Samuels, New Orleans	5
Patrick Condon, New Orleans	5
W. E. Murphy, New Orleans	5
Robert Strong, New Orleans	5
James Sweeney, New Orleans	5
Thomas Freelind, New Orleans	5
W. W. Walker, New Orleans	10
William McCann, New Orleans	5
D. C. Kells, New Orleans	5
Bernard McCove, New Orleans	5
James Devanney, New Orleans	5
W. H. Finnegan, New Orleans	5
John J. Clarke, New Orleans	5
F. M. Zeigler, New Orleans	5
J. M. Bowling, New Orleans	5
H. F. Lawler, New Orleans	5
J. K. Small, New Orleans	5
Thomas Dunne, New Orleans	5
Jacob Ruppert, New Orleans	5
F. Schexnailder, New Orleans	5
Thomas King, New Orleans	2
J. W. Platt, New Orleans	3
Peter Grieff, New Orleans	3
John Balz, New Orleans	3
John Nelson, New Orleans	5
L. M. Ducros, New Orleans	50
S. D. Elliot, New Orleans	20
D. A. Taylor, New Orleans	10
Joseph Smith, New Orleans	50
M. A. Earl, New Orleans	15
Louis Soraparu, New Orleans	3
John Freel, New Orleans	5
J. W. Tucker, New Orleans	50
Thomas R. White, New Orleans	15
James A. Harvey, Camden, New Jersey	30
P. Clancy, New Orleans	30
J. E. Waldo, New Orleans	10
William Schroeder, New Orleans	10
A. Menard, New Orleans	5
S. E. Rondill, New Orleans	5
George Van Duzn, New Orleans	10
Henry E. Wallan, Philadelphia	50
John H. Styles, Philadelphia	10
John F. C. Waldo, New Orleans	10
Joseph Whitney, San Antonio, Texas	25
William R. Tomb, Yellow Bluff, Florida	30
Thomas R. Glenn, Philadelphia	15
William E. Reid, New York	20
Joseph Smith, Jr., Philadelphia	10
Charles H. Karcher, Trenton, New Jersey	5
James Reynolds, New Orleans	5
S. A. Woods, New Orleans	4
C. F. Collins, New Orleans	20
Total number of shares	1,000

Thus done and passed in my office, at the city of New Orleans, aforesaid, on the day, month and year first above written, and in presence of Messrs. John McCourt and Herman D. Elder, competent witnesses, who sign their names with said appearers and me notary.

Original signed:

	Shares.
Joseph Raymond	50
C. P. Lauman	10
N. A. Wilcox	10
N. Miller	10
I. W. Patton	20
Paul Esteben	10
J. Curtis Waldo, proxy for B. E. Taylor	20
J. Curtis Waldo	5
George W. Byrnes, proxy for Joseph Keller	10
Eugene Doherty	10
J. C. Murphy	2
Zorn & Bremer	25
L. B. Collins	2
F. A. Bradley	5
Edward Marion Hunt	5
F. Dudenhefer	5
J. S. Wells	5
David Close	5
G. Yalets	10
R. Clobecy	5
Joseph T. Carey	12
Charles S. Clark	5
Noemie L. Freret, per G. Feriet	1
John Menard, Jr.	1
E. Shooter	5
Andrew Parle	5
William Conway	5
James Dwyer	10
Philips Meyer	2
R. J. Faulkner	5
F. Huff	5
P. Gleason	5
Michael Hackett	5
Richard Broderick	5
S. Kahn	10
Andrew G. Donney	10
Charles Donelly	5
William Ebert	5
A. F. Brunson	20
Charles A. Barnes	2
M. J. Taylor	3
John Raymond	10
John Ruth	5
George Hildenbrand	5
William McLaughlin	5
William Wells	20
S. McNamara	5
A. Samuels	5
Patrick Condon	5
W. E. Murphy	5
Robert Strong	5
James Sweeney	5
Thomas Freelind	5
W. W. Walker	10
William McCann	5
D. C. Kells	5
Bernard McCove	5
James Devauney	5
W. H. Finnegan	5
John S. Clarke	5
George W. Byrnes, proxy for F. M. Zeigler	5
George W. Byrnes, proxy for J. M. Bowling	5
H. T. Lawler	5
J. K. Small	5
Thomas Dunne	5
Jacob Ruppert	5
F. Schexnaidder	5
Thomas King	2
J. W. Platt	3
Peter Grieff	3
John Balz	3
John Nelson	5
L. M. Ducros	50
S. D. Elliot	20
N. A. Taylor	10
Joseph Smith	50
M. A. Earl	15
Louis Soraparu	3
John Freel	5
J. W. Tucker	50
Thomas R. White	15
James A. Harvey	30
P. Clancy	15
J. E. Waldo	10
A. Menard	5
S. E. Rundell	5
George Van Duzn	10
Henry E. Wallan	50
John H. Styles	10
John F. C. Waldo	10
Joseph Whitney	25
William R. Tomb	30
Thomas R. Glenn	15
William E. Reid	20
Joseph Smith, Jr.	10
Charles H. Karcher	5
Joseph Reynolds	5
S. A. Woods	4
C. F. Collins	20
John McCourt.	
H. D. Elder.	

WILLIAM McC. JONES, Notary Public.

I, the undersigned, deputy recorder of mortgages for the city and parish of Orleans, do hereby certify that the within and foregoing charter of the Home Mutual Savings Bank of New Orleans, was this day recorded in this office according to law, in society book 9, folios 192, 193, 194, 195 and 196.

C. DARCANTEL, Deputy Recorder.

New Orleans, July 1, 1873.

I, the undersigned notary, do hereby certify the within and foregoing to be a true and correct copy of the original act of incorporation on file and of record in my office.

WILLIAM McC. JONES, Notary Public.

New Orleans, July 3, 1873. jy6 13 20 27

CHARTER.....CHARTER

STATE OF LOUISIANA.

PARISH OF ORLEANS, CITY OF NEW ORLEANS.

Be it known that on this twenty-fifth day of June, in the year one thousand eight hundred and seventy-three, before me, John Bendernagel, a notary public, in and for the parish of Orleans, State aforesaid, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the parties whose names are hereunto subscribed, who declared that, availing themselves of the rights and privileges conferred by the laws of this State relative to the organization of corporations, they have formed and organized, and do by these presents form themselves into and constitute a corporation for the objects and purposes, and under the stipulations hereinafter set forth, to wit:

ARTICLE I.

The domicile of this company is hereby established in the city of New Orleans, State of Louisiana, and it shall be designated and known under the name, style and title of the FRANKLIN FIRE INSURANCE COMPANY, of New Orleans. It shall commence business so soon as the requirements of the law are complied with, and shall exist for twenty-five years from the date of this charter. It shall sue and be sued in its corporate name, and all citations and other legal process shall be served on the president, and in his absence on the secretary of the company. The by-laws that may hereafter be adopted by the Board of Trustees for the government and regulation of the company shall not be in conflict with nor contrary to this charter, or of the acts of the Legislature of this State relative to corporations.

ARTICLE II.

This company shall have a corporate seal, the device upon the same shall be a fire engine, with the motto "vires acquirit eundo," and the name of the company in the margin.

ARTICLE III.

The objects and purposes of this corporation are hereby declared to be to make insurance upon dwelling houses, stores and other buildings, household furniture, merchandise and other property, against loss or damage by fire and lightning; to cause themselves to be reinsured against any or all risks upon which they have made or shall make insurance; to establish agencies in this State and in the other States of the Union.

ARTICLE IV.

The capital stock of this company shall be two hundred and fifty thousand dollars (with the privilege of increasing said amount to five hundred thousand dollars), divided into ten thousand shares of twenty-five dollars each. All persons subscribing to the capital stock of this company shall pay at the time of subscription fifty per cent of the amount of each share, passing to the company their notes for the balance remaining unpaid; said notes to be made payable on the first day of July, 1875, but shall be subject to the calls provided for in article six of this charter; should, however, the dividends of the company be such that, after being apportioned pro rata among the stockholders, the dividends thus declared should be sufficient to extinguish the face value of said notes thus given by the stockholders, on or before the end of the second fiscal year, viz—the first day of July, 1875, then the notes are to be forthwith cancelled; and every year thereafter the dividends of the company are to be paid in cash until the capital stock of the company is full paid up, and interest dividend of ten per cent cash on the amount paid in shall be allowed to stockholders at the end of each fiscal year. In addition to the capital stock of the company, a contingent fund shall be created, to consist of all interest received, of profits on loans and investments, and of all amounts received from other sources than premiums, and from this fund dividends of interest shall be made to stockholders.

Transfers of stock shall be made on the books of the company, at its office, in the city of New Orleans, only on demand of the legal holder thereof and the surrender of certificates.

ARTICLE V.

All the corporate powers appertaining to this company are hereby vested in and shall be exercised by the president and secretary and a Board of Trustees, not exceeding eleven persons, including the president, who shall be selected from stockholders holding not less than twenty five shares of the stock of this company in their own name, four of whom shall form a quorum for the transaction of business. The officers of the company shall consist of a president, secretary and superintendent of agencies, and such other officers and employes as the president may deem necessary.

An election for officers and trustees of this company will be held every two years, commencing on the first day of July, 1875, and every alternate year thereafter.

The president shall be chosen from among the members of the Board of Directors, by the members thereof, immediately after their election.

The following named persons are hereby constituted as president, secretary and trustees of this company, and shall hold the respective positions until the first day of July, 1875, viz: David Leubrie, president; Frekerick A. Johnson, secretary; William H. Decker, E. S. Drew, A. M. Muller and David Leubrie, trustees.

The president shall preside at all meetings of the board and at the meetings of the stockholders of the company. The president shall have the sole appointment of all officers not elected by the board as prescribed in this article, and also of all employes and agents. He may, whenever he deems it not injurious to the interests of the company, grant leave of absence to the trustees and to the officers and employes of the company.

The president and secretary shall sign all policies, checks, receipts, and certificates of stock. In the absence of the president, the chairman of the finance committee shall act as president pro tempore, and shall sign all policies and checks.

The superintendent of agencies shall have charge of the agency department of this company; under the immediate supervision and control of the president.

ARTICLE VI.

The trustees are hereby empowered, whenever the necessities of the company should require it, to make calls upon the stockholders for such amounts, not exceeding ten per cent of the unpaid portion of the capital stock at any one time, after giving thirty days notice to that effect in two of the newspapers of the city of New Orleans. No stockholder shall in any event be made liable for the losses of the company in any larger sum than the amount of his, her or their subscription to the capital stock, or his, her or their indebtedness to the company. Transferees of stock not fully paid up shall assume all indebtedness thereon, and the same shall be approved by the Board of Trustees.

ARTICLE VII.

Every five shares of the stock of this company, held by a stockholder thereof, shall entitle the holder thereof to one vote, and the holder of any fractional number of shares, less than five shares, shall be entitled to one vote.

ARTICLE VIII.

There shall be made on the second Wednesday of August, commencing with the year 1874, an annual statement from the books of the company, showing, up to the first day of August of said year, the total amount of premiums received from all sources, the amount of losses paid, the general expenses of the company up to date, and the balance of profit and loss, the whole to be sworn to and subscribed by the president and secretary, and published ten times during said month of August in two newspapers of the city of New Orleans.

ARTICLE IX.

It is hereby provided that ten per cent of the net profits of this company, derived from the local business of the city of New Orleans, shall be and is hereby donated to the Firemen's Charitable Association of the city of New Orleans, and that the amount above designated shall be paid annually to the authorized representative of said association.

ARTICLE X.

This company may organize local boards in other States, to whom shall be reserved fifty per cent of the funds derived from the net premiums received in the places where they may transact business, provided that at least one thousand shares shall have been subscribed in the State, or at least five hundred shares in the city or town, in which any such board may be established. Fifty per cent of the cash funds thus entrusted to the care of the local board may be invested as this charter provides. The whole shall be under the control and management of the local board of said city or State. The losses that may occur by fire, where local boards are established, shall be paid from the funds in the possession of such local boards, and received to their credit by the provisions of this article. Said local boards shall make a monthly report to the home office, in the city of New Orleans, stating therein the amount of premiums handed to them by the general, special or local agents, the amount invested, and how secured, the interest derived therefrom, and the cash funds remaining in their possession, and where deposited. Said statement to be duly signed and authenticated by the president and secretary of said board. All local boards, the president and secretary thereof included, shall perform the duties herein prescribed and assigned gratuitously.

ARTICLE XI.

There shall be a quarterly meeting of the Board of Trustees, to be held on the first Wednesday of August, November, February and May of each year, and the president may convene the board whenever he may think proper to do so, or whenever requested to do so in writing by five members thereof.

ARTICLE XII.

It shall be lawful for the Board of Trustees to invest the capital stock and such other moneys as may come under their control in bonds and mortgages on unincumbered and improved real estate in the city of New Orleans, to an amount not exceeding $50,000, and in every case the property shall be worth twice the amount loaned thereon; they may also invest the capital stock and other cash funds in the stocks created by or under the laws of the United States, or of this State, or of other States, and may loan the same upon receiving such stocks as security, in sums not exceeding three-fourths the par value of the same. They shall make such other disposition of the moneys of the company as they may deem conducive to the interests of the company.

ARTICLE XIII.

The stockholders of the company, at a general meeting to be convened for that purpose, after thirty days' notice in two of the newspapers published in this city, shall have power to make any changes, additions or modifications in this act of incorporation, or to dissolve the company, provided three-fourths of the stockholders of the company present at, or represented by proxy, at said meeting shall vote in favor of such proposed measures, and any and all such changes, additions, modification or dissolution shall be recorded and published as required by law. In the event that the same should become necessary the liquidation of the affairs of this company shall be made by three commissioners, to be appointed at the meeting hereinabove provided for. The duty of said commissioners shall be to liquidate finally all the business of this company on such terms and in such manner as shall be determined at the meeting by a majority of the stockholders present or represented.

ARTICLE XIV.

The names of the stockholders of this corporation and the number of shares possessed by each are declared to be those subscribed to this act.

Thus done and passed in my notarial office, at the city of New Orleans, State aforesaid, in the presence of Ernest G. Mehnert and Victor Livaudais, competent witnesses, residing in this city, who hereunto subscribe their names, together with said appearers and me, notary, on the day and date set forth in the caption hereof.

Original signed.

WILLIAM H. DECKER,
DAVID LEUBRIE,
S. A. THOMPSON,
A. M. MILLER,
E. S. DREW,
EDWARD W. HOWELL,
F. A. JOHNSON,
E. G. MEHNERT,
V. LIVAUDAIS,
J. BENDENAGEL
Notary Public.

I certify the foregoing to be a true and correct copy of the original act on file and of record in my notarial office. In faith whereof I hereunto set my hand and seal this — day of June, A. D. 1873.

J. BENDERNAGEL, Notary Public.

I, the undersigned, deputy recorder of mortgages, do hereby certify that the foregoing charter of the Franklin Fire Insurance Company of New Orleans was this day duly recorded in this office, in Book Society 9, folio 187 et seq.

New Orleans, June 25, 1873.

C. DARCANTEL, Deputy Recorder.

Subscription book open at the temporary office of the Franklin Life Insurance Company, No. 114 Common street, corner Camp.

FREDERICK A. JOHNSON, Secretary.

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CHARTER.....CHARTER

OF THE

BRINGIER SUGAR EXTRACTING COMPANY.

STATE OF LOUISIANA—CITY OF NEW ORLEANS.

Before me, Adolphe Mazureau, a notary public in and for the parish of Orleans, and city of New Orleans, State of Louisiana, duly commissioned and qualified, and in the presence of witnesses hereinafter named and undersigned, personally came and appeared the parties whose names are hereunto subscribed, acting for themselves as corporators, and for such other persons as may become associated with them by subscription, intitulage, transfer or succession, who declared that, availing themselves of the general law of the State of Louisiana providing for the organization of corporations, they have covenanted and agreed, and do by these presents covenant and agree to form themselves into an association, for the objects and purposes and under the stipulations, agreements, conditions and regulations hereinafter fully set forth as the charter by which said corporation shall be governed.

ARTICLE I.

The corporate name of this association shall be the "Bringier Sugar Extracting Company."

ARTICLE II.

The place of business and the legal domicile of this association shall be the city of New Orleans.

ARTICLE III.

The object of this company shall be to construct and sell to the sugar planters, in the United States, the apparatus for extracting the juice from the sugar cane known as the "Bringier apparatus," the patents for which Mr. M. S. Bringier does hereby sell, and has already sold, by an act passed in this office of even date herewith to this company, for the consideration mentioned in article four.

ARTICLE IV.

The capital stock of this company is hereby fixed at one million of dollars, represented by ten thousand shares of one hundred dollars each.

1. Three thousand shares of one hundred and thirty-three shares of said stock are the property of Mr. M. S. Bringier, and form the price and consideration for which he has agreed to sell, and has actually sold to this company all his rights, titles, interests, patents, etc. for the United States, in the apparatus invented by him for extracting the juice from the sugar cane. This stock shall be considered as full paid stock, and not liable to any contributions or assessments.

2. Three thousand shares are considered as paid up to the amount and extent of ninety-five dollars per share, the remaining five dollars to be paid one-half cash, and the balance not later than the first of October, 1873. Out of these three thousand shares six hundred are the property, in equal portions, of the thirty persons who advanced three thousand dollars for the first experiments with the apparatus, under the name of the Bringier Association, and whose names appear in the act under private signature under which the Bringier Association was to be formed, the said act being annexed to the transfer made by Mr. Bringier to the present associaton, of even date herewith, thus leaving a balance of twenty-four hundred shares which have been subscribed for by the parties hereinafter named.

3. On the remaining three thousand six hundred and sixty-seven shares of the ordinary stock for which subscription books shall be opened whenever the Board of Directors shall determine, twenty-five per cent shall be payable at the time of subscription, and the balance at such time as the said board shall decide, but not more than twenty-five per cent at any call.

No full paid or prepaid stock shall be issued until the whole of the ordinary stock shall have been subscribed for.

ARTICLE V.

This company shall go into effect as soon as the cash payment of the prepaid stock shall have been made.

ARTICLE VI.

Should any subscriber or stockholder fail or neglect, or refuse to pay punctually his installments as they become due, or such percentage as may be called for by the Board of Directors, eight per cent per annum interest shall be added to the installments or percentage called for, until final payment; and if payment be not made within thirty days after the specified time for making the same, the Board of Directors shall have the right of causing any shares on which installments or a percentage may be due to be sold at public auction or otherwise, after fifteen days' advertisement in any newspaper published in the city of New Orleans, or of recovering by suit at law the amount due.

ARTICLE VII.

Receipts signed by the president and secretary shall be given to subscribers for the amount paid in cash; said receipts shall be surrendered to the company on issuing certificates of stock.

ARTICLE VIII.

Transferees of stock not fully paid shall assume all indebtedness thereon, and the same shall have to be accepted or approved by the Board of Directors. No transfer of less than one full share will be permitted.

ARTICLE IX.

This company is to exist and continue for the full term of twenty-five years, but may be dissolved at any time before, with the assent of the stockholders represented at a meeting expressly called for that purpose, in which case a majority of two-thirds of the votes present shall be necessary.

ARTICLE X.

This company shall be capable in law to buy, sell, mortgage, take, receive, hold and in any manner acquire real estate. It shall be, and is hereby authorized and empowered to make rules by-laws and ordinances, and to do and perform any and everything needful for its government and support not repugnant to the constitution and laws of the United States and of the State of Louisiana, and to this act of incorporation.

ARTICLE XI.

This corporation shall have a seal, with a device upon the same, representing a bunch of sugar canes, and having the name of the corporation in the margin.

ARTICLE XII.

The said corporation shall be capable to cite and be cited, to sue and be sued. The president, or in his absence the secretary of the company, shall be the proper person upon whom toserve citations or all other documents or writs in all suits against the company. All contracts and instruments of writing approved by the Board of Directors shall be signed by the president and countersigned by the secretary of the company.

ARTICLE XIII

The business of the company shall be managed by a Board of Directors, consisting of seventeen members, each of whom shall own in his own right twenty-five shares of the capital stock of this association. Seven directors present at any meeting shall constitute a quorum, fully authorized to do and perform all acts necessary for conducting the business of the company.

ARTICLE XIV

The officers of this corporation shall be a President, a Secretary, and such other assistants or clerks as the Board of Directors may appoint. The President shall preside at each meeting of the Board of Directors, and in his absence, by sickness or otherwise, the Board of Directors shall appoint a President pro tempore. The President and Secretary shall perform all the duties appertaining to their respective offices.

ARTICLE XV

The Board of Directors shall be elected by ballot, except the first year, on the first Monday of November in each year, by the stockholders, voting in person or by proxy, at the office of the company in New Orleans, of which election the Board of Directors shall give at least fifteen days' notice in two newspapers published in New Orleans. The board shall appoint three of the stockholders inspectors to preside at such elections, and to make the proper returns of the counting of the ballots. If any of the appointed inspectors decline or fail to attend, the President may appoint others to fill such vacancies as may occur. The Board of Directors thus elected shall take their seats on the third Monday of the month of their election, and shall hold the same one year therefrom, or until others are qualified to act in their stead. The first annual election of the Board of Directors of this company shall take place on the first Monday of November, 1874, and those then elected shall take their seats on the third Monday in the same month.

ARTICLE XVI.

Each share of stock shall entitle the stockholder owning the same to one vote, but no stockholder shall vote on more than one thousand shares. No transfer of stock made within the thirty days preceding an election of directors shall entitle the transferee to cast his vote at such election.

ARTICLE XVII.

The Board of Directors at their first meeting after their election shall choose one of their number for President of this corporation, and said election shall be by ballot, and by a majority of the whole board.

ARTICLE XVIII.

Any director about to absent himself for a period of six months may appoint a substitute in his stead; provided said substitute shall have in his own right not less than twenty five shares of the capital stock of this company, and provided also, said substitute be approved or elected by the Board of Directors for the time being.

ARTICLE XIX.

The Board of Directors shall appoint a secretary and such clerks or assistants as may be required, and remove the same at pleasure, and shall fix the salaries of all officers of this company and the amount of security to be required of any officer, employe or agent. The board may also delegate such power in the transaction of the ordinary business of the company to committees of their own body, or to their officers or agents as they may deem expedient. The board shall also have power to supply any vacancy that may occur among their own number, by death, resignation, want of requisite number of shares, insolvency, bankruptcy or absence without leave for three successive months from the regular meetings of the board.

ARTICLE XX.

The stockholders in no circumstance whatever shall be liable for any amount beyond that of their subscription.

ARTICLE XXI.

Books for the registry and transfer of shares of the capital stock of the company shall be open and kept subject to the restrictions directed by the by-laws. All transfers of stock shall be made on said books and signed by the shareholder or his attorney in fact, which books the Board of Directors may close as often as convenience or expediency may require, and for such period as may be determined by them.

ARTICLE XXII.

A failure to elect directors on the day named for that purpose shall not dissolve the association, but the directors then in office shall hold over until their successors are elected and qualified. In case from any cause an election shall not be made on any day appointed therefor, it shall be the duty of the president to order an election, to take place within fifteen days thereafter, on giving notice of said election in conformity with article XV.

ARTICLE XXIII.

Minutes of all the proceedings of the Board of Directors shall be kept by the secretary and verified by the president, and the president and secretary shall sign all notes, drafts, checks, certificates of stock, contracts and all evidences of debt of this company.

ARTICLE XXIV.

This charter may be modified or altered, and the capital stock may be increased with the consent of three-fourths of the stock represented in general meeting of the stockholders, convened for that purpose, after thirty days' notice by publication in any daily newspaper of the city of New Orleans.

ARTICLE XXV.

The liquidation of the affairs of this company shall be made by three commissioners, appointed by the stockholders at a meeting held for that purpose, after thirty days' previous notice in two newspapers published in New Orleans. Said liquidators shall be solvent persons, not indebted to the association, residents of New Orleans. Their terms of office shall be assigned, and all necessary powers shall be conferred upon them. The period of liquidation shall be fixed, as well as their compensation, in such manner as the stockholders in general meeting convened shall determine.

ARTICLE XXVI.

Books of subscriptions of stocks shall be opened at such times and places as the Board of Directors may determine and fix upon.

ARTICLE XXVII.

The names and respective interests of the parties to this act are declared as follows, viz:

M. S. Bringier	3333	J. Hernandez	50
A. Tertron	50	A. Eimer Bader & Co	50
A. Carriere & Co	50	Lafitte, Dubiho & Co	50
A. Miltenberger & Co	50	L. F. Generes	50
C. Cavaroc	50	A. Denis	50
Chaffraix & Agar	50	Leon Godchaux	50
L. E. Lemarie	50	A. A. Mouton	50
H. Groebel & Co	50	Lesassier & Binder	20
Beraud & Gibert	50	S. Cambon	20
P. S. Wiltz & Co	50	G. Fleischer	20
Vincent & Co	25	F. O. Miner	20
Bailly Blanchard, Jr	50	J. K. Small	20
Charles DeRuyter	50	F. J. Dasilva	20
Richard Milliken	25	J. Jacobshagan	20
L. Grand	50	DeBlanc & Beer	25
Charles Roman	25	A. F. Jones	25
Dupre, Reine & Co	25	Joseph Beattie	25
Lapeyre & Ferre	25	E. M. Scott	20
M. A. de Lizardi & Co	25	L. Van W. Van Vliet	20
Edmond Drouet	25	H. C. Millaudon	25

And others.

ARTICLE XXVIII.

The following named stockholders shall compose and are hereby constituted the first Board of Directors, to wit:

A. Carriere,	J. Beraud,
C. Cavaroc,	L. F. Generes,
Alphonse Miltenberger,	L. E. Lemarie,
Emile Dupre