Algerines at Law.

TRANSFERS OF REAL ESTATE.
U. S. DISTRICT COURT.

Sixty Dollar Seizure.—The Johnson Iron Works instituted libel proceedings in the United States District Court against the steamer Ruby, now lying at Lockport. The libellant claims a balance of $60 due on material, labor and supplies furnished the vessel during the month of February. Deputy Marshall E. M. Kinler left for Lockport with the necessary papers, to seize the boat.

Margaret C. Hastings to Henry A. Renecky, lot, Pacific, Elmira, Alix and Eliza (affidavit as to ownership)—Private.

Succession of Thos. Finnegan to Wm. H. Ward, lot, Patterson, Lavergne, Verret and Delaronde, $1,480 cash.—Sheriff.

Matthew H. Morse to Security Building and Loan Association, lot, Belleville, Alix, Vallette and Pelican, $1,800—Sheriff.

Mrs. James W. Elizardi to Widow Felici Evola, 2 lots, Elizardi, Ptolemy, Socrates and Leonhard property, $925 terms.

CONVENTIONAL MORTGAGES.

Jno. Lospatania to Interstate T. & B. Co., $950, 1 note, 1 year, 8 per cent., lot, Patterson, LeBoeuf, Thayer and Pelican avenue.—Mahoney.

NEW SUITS.

Edgar Berthaut vs. Doullut and Williams, $198.90 claim—Robert O'Connor.

Albert E. Hotard vs. Hy. L. Huntington, $50 open account.

IN ADMIRALTY.

The Johnson Iron Works, Ltd., vs. Steamer "Ruby," libel filed by Hall, Monroe & Lemann, proctors for libellant.

BUILDING PERMITS.

Joseph Geraci owner and builder, one-story boxed house, iron roof, public road, river front, Algiers, $35.

Wishing Them a Safe Voyage.

"Mabel and George, after much quarreling over the arrangements for their honeymoon, have decided to take the trip in an airship."

"Well, I trust that when they get above the clouds they won't have a falling out!"—Widow.

Between Octogenarians.

"I understand they sentenced him to life imprisonment?"

"Well, no; it wasn't as bad as that. He got only ninety-nine years!"—Puck.

His Favorite Phrase.

Once, when they were talking literature, Mrs. Isobel Strong said to Robert Louis Stevenson, "At least you have no mannerisms." Whereupon Stevenson took a copy of his own "Merry Men," which she was reading, out of her hands and read, "It was a wonderful clear night of stars." "Oh," he said, "how many, many times I have written 'a wonderful clear night of stars.'"

Gifted Idiots.

Idiots have been known whose memory for names and words was so retentive that they could repeat verbatim and indicate where the preacher blew his nose and coughed in delivering it. Dr. Moffat, the distinguished African missionary and father-in-law of Dr. Livingstone, once preached a long sermon to a crowd of negroes. Shortly after he had finished he saw a number of negroes gather about a simple minded young savage. He went to them and discovered that the savage was preaching his sermon over again. Not only was he reproducing the precise words, but imitating the manner and gestures of the white preacher.—London Tit-Bits.

CHARTER

OF UNITED EXPORT LUMBER COMPANY.

UNITED STATES OF AMERICA, STATE OF LOUISIAN, CITY OF NEW ORLEANS.

Be it known, that on this 19th day of the month of July, in the year of our Lord, one thousand nine hundred and eleven (1911), and of the Independence of the United States of America the one hundred and thirty-sixth, before me, Philip Gensler, Jr., a notary public duly commissioned and qualified in and for the parish of Orleans, state of Louisiana, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared Carl Stahl, Alfred W. Dunn, Hendrik Janssen, William K. Knox and Wilhelm Fisher, who declared that, availing themselves of the provisions of the laws of the state of Louisiana, for themselves, their successors and assigns, they do hereby form themselves into a corporation, as follows:

ARTICLE I.

The name of this corporation shall be UNITED EXPORT LUMBER COMPANY.

Its domicile shall be in the city of New Orleans, and it shall have and enjoy succession by its corporate name for a period of ninety-nine (99) years from and after the date hereof.

This corporation shall have power and authority to contract, sue, and be sued in its corporate name; to make and use a corporate seal; to hold, receive, hire and purchase, lease, sub-lease, sell, convey or exchange property, real and personal, and to mortgage or hypothecate the same; to borrow or lend money; to appoint managers, officers, agents and employees in the state of Louisiana and other states, as its interests may require; to establish, alter and amend all rules and regulations and by-laws for the conduct and management of its business as may be necessary and proper.

All citation or other legal process shall be served upon the president of the corporation, and in the event of his absence or inability to act from any cause, the same shall be served upon the secretary.

ARTICLE II.

The objects and purposes for which this corporation is organized, and the nature of the business to be carried on by it, are hereby declared to be:

First—The carrying on of a general mercantile business and trading generally;

Second—The exporting of forest products to other countries, and for that purpose the buying and selling of same;

Third—The buying, selling and leasing of timbered and other lands, timber and other forest products; the manufacture of same into other products, in this and other states, and for that purpose, the buying, building, and selling of such manufactories or mills, dry kilns and other plants incidental to said business in this and other states, and the operation of same.

Fourth—The construction and operation of tramways and railways, the building, buying and owning of barges, steamboats and other water craft for the purpose of conducting its said business, but not as common carriers;

Fifth—The acting as agents and forwarding agents for others;

Sixth—The power of doing all things necessary and incidental to the business above stated.

ARTICLE III.

The capital stock of this corporation is hereby declared to be fifty thousand dollars ($50,000.00), to be divided into and represented by five hundred (500) shares of the par value of one hundred dollars ($100.00) each, which said stock shall be payable for in cash or its equivalent.

This corporation shall become a going concern as soon as the said stock shall have been subscribed for to the extent of fifteen thousand dollars ($15,000.00), each, by Carl Stahl and Alfred Dunn, and five thousand dollars ($5,000.00) by H. Janssen.

The stock of this corporation shall not be transferable except upon the books of the corporation, and no stock shall be transferred by any stockholder until it shall have been first offered for sale to the board of directors of this corporation at its book value, or at the lowest price the holder is at any time willing to accept, the board having always the first right of pre-emption at that price.

ARTICLE IV.

All the corporate powers of this corporation shall be vested in and exercised by a board of directors, consisting of three (3) stockholders of this corporation.

The first board of directors of this corporation shall consist of William K. Knox, Alfred W. Dunn, or any nominee appointed by letter duly signed by him, and Hendrik Janssen, who shall hold office until their successors shall have been duly elected and qualified.

The first election of the board of directors, consisting of three directors, as aforesaid, shall be held on the second Tuesday in April, 1912, and thereafter, on the second Tuesday of April of each year the directors shall be elected annually.

At said elections, each $100 of stock shall be entitled to one vote, and votes may be given either in person or by proxy.

Notice of said election shall be given forty (40) days prior to the meeting of stockholders by mailing to each known stockholder, to such address as shall have been last furnished by him to the company, or by publication inserted in one of the New Orleans newspapers three times in forty days previous to said election.

The said board of directors shall make all by-laws, rules and regulations for the government of the business and affairs of the company, and alter, amend and change the same provided holders of two-thirds in amount of the issued capital stock approve.

ARTICLE V.

The officers of this corporation, to be elected by the board of directors, shall be a president, a secretary and a manager, and a treasurer.

Until the first election of directors, to be held on the second Tuesday in April, 1912, the following shall be the officers of the company: William K. Knox shall be the president, Hendrik Janssen shall be the secretary and manager, and Wilhelm Fisher shall be the treasurer, until the first election of new directors, or until their successors shall have been duly elected and qualified.

ARTICLE VI.

This act of incorporation may be altered and amended by a vote of two-thirds in amount of the issued capital stock of said corporation, and said corporation may be dissolved, (a), if at any time the balance sheet shall show that one-third or more of the issued capital shall have been lost; (b), on the written requisition of any stockholder owning one-third of the whole issued capital; (c), by a vote of a majority in amount of said issued capital stock, at a general meeting of the stockholders convened for that purpose, after forty (40) days' previous notice of such meeting shall have been published in the daily newspapers of the city of New Orleans, and a copy of such notice mailed forty (40) days prior to such meeting to each stockholder at his last known place of residence.

ARTICLE VII.

Whenever this company shall be dissolved by expiration of its charter, or sooner by vote of the stockholders, two (2) liquidators shall be elected by the stockholders at a general meeting of the stockholders held after forty (40) days' notice, as above provided. These liquidators shall continue in office until the full liquidation of the corporation, and in case of the death of either of them, the stockholders may elect a successor, or, if they do not elect a successor, the powers of both liquidators shall be vested in the surviving liquidator.

ARTICLE VIII.

No stockholder of this corporation shall ever be held liable or responsible for the contracts or faults of this corporation in any further sum than any balance which may be unpaid and due to the corporation on the shares owned by him; nor shall any mere informality in organization have the effect of rendering this charter null or of exposing a stockholder to any liability beyond the amount of his stock.

Thus done and passed at my office, in this city, the day, month and year first above written, in the presence of Messieurs A. Miles Coe and Fred C. Querens, competent witnesses, residing in this city, who have hereunto signed their names with appears and me, notary, after due reading of the whole.

(Original signed): Carl Stahl, one hundred and fifty (150) shares, by W. J. Mitchell, Atty.; Alfred W. Dunn, one hundred and fifty (150) shares, by J. H. Fulton, Atty.; H. Janssen, fifty (50) shares.

(Witnesses): A. Miles Coe, Fred C. Querens.

PHILIP GENSLER, JR.,
Notary Public.

I, the undersigned recorder of mortgages, in and for the parish of Orleans, state of Louisiana, do hereby certify that the above and foregoing charter of the United Export Lumber Company has this day been recorded in my office in book No. 1051, folio 33.

New Orleans, Louisiana, the 19th day of July, 1911.

(Signed) EMILE LEONARD, D. R.

A true copy:

PHILIP GENSLER, JR.,
(Seal) *Notary Public.*

aug 3 10 17 24 31 sep 7 1911

CHARTER

ACT OF INCORPORATION CARTER-BLANKS CO., MAY 30, 1911.

STATE OF LOUISIANA, PARISH OF ORLEANS, CITY OF NEW ORLEANS.

Be It Known, That on this thirtieth day of May, in the year one thousand nine hundred and eleven, before me, Joseph Francis Walton, a notary public duly commissioned in and for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the persons whose names are hereunto subscribed, all above the full age of majority, who severally declared that, availing themselves of the provisions of the laws of Louisiana relative to the organization of corporations and particularly of Act 78 of 1904, of the General Assembly, they hereby form themselves into and do constitute a corporation for the objects and purposes and under the stipulations hereinafter set forth, which shal constitute the charter of said corporation.

ARTICLE I.

The name and title of the corporation hereby formed is declared to be Carter-Blanks Company, and its domicile shall be in the City of New Orleans, State of Louisiana, at which domicile all meetings shall be held in accordance with Act 63 of 1910 of the General Assembly. It shall have and enjoy succession by its corporate name for a period of ninety-nine years from and after the date hereof.

ARTICLE II.

This corporation shall have power and authority to contract, sue and be sued, in its corporate name; to make and use a corporate seal; to hold, receive, purchase and convey, under its corporate name, property, both real and personal; to name and appoint such managers, directors and officers as its interests may require; to make and establish such by-laws for the proper management and regulation of the affairs of the corporation as may be necessary and proper.

All citations or other legal process shall be served upon the president, and in the event of his absence or inability to serve from any cause, upon the vice president or secretary-treasurer.

ARTICLE III.

The objects and purposes for which this corporation is organized, and the nature of the business to be carried on by it are hereby declared to be the manufacture, rebuilding, repairing, hiring or renting by or from, buying, selling, importing, exporting, dealing in, individually or as agent, all kinds and makes of typewriters, mimeographs, duplicating machines operated by print, impression or photographic plate, office furniture, fixtures, supplies and accessories, with all general and incidental powers relative thereto, within or without this State and subject to the laws and constitution now in force in this State.

ARTICLE IV.

The authorized capital stock of this corporation is hereby fixed at the sum of twenty thousand dollars, divided into and represented by two hundred shares of the par value of one hundred dollars each, which shall be paid for in cash money or in personal or real property at a cash valuation to be determined by the board of directors at a regular or called meeting, and no certificate of stock shall issue until fully paid for as above stated. This corporation shall begin business as soon as three thousand five hundred dollars of its stock is subscribed for.

ARTICLE V.

All the corporate powers of this corporation shall be vested in and exercised by a board of directors consisting of three stockholders, of whom three shall constitute a quorum for transacting all business, the board of directors to be vested with the full powers enumerated in Article II of this charter, as well as full authority and power to make such rules and regulations for the government of the corporation, to appoint, hire, and discharge all officers, agents, employees; fix all salaries, and generally to do all things necessary in the transaction of the affairs of the corporation.

The first board of directors shall consist of the following officers of the corporation: Tull D. Carter, president; P. A. Kearny, vice president, and H. D. Blanks, secretary-treasurer, who shall hold their offices until the fifteenth day of January, 1912, or until their successors are duly elected and qualified.

On the third Monday in January, 1912, and annually thereafter, an election for directors shall be held at the offices of the corporation, under the supervision of two commissioners appointed by the president, and the directors then elected shall take their seats immediately and hold office until their sucessors are duly elected and qualified. Each board shall elect its own officers, who shall be a president, vice president and secretary-treasurer. Vacancies occurring on the board shall be filled by vote of the stockholders by special called meeting. All elections shall be by ballot, a majority of votes shall elect, and each share of stock shall be entitled to one vote either in person or by written proxy. Notice of elections shall be given stockholders by the secretary-treasurer seven days prior to elections.

ARTICLE VI.

Transfer of ownership of stock in this corporation shall be governed by the laws of Louisiana, especially by Act 180 of 1910.

Dividends are to be paid only in accordance with the law of Louisiana, especially of Act 241 of 1908.

ARTICLE VII.

This act of incorporation may be changed, altered or modified, or this corporation dissolved, with the assent of threefourths of the stock present or represented at any general meeting of the stockholders convened for that purpose after thirty days' notice shall be given each stockholder by the secretary-treasurer of such meeting.

ARTICLE VIII.

Whenever this corporation is dissolved, either by limitation of its charter or any other cause, its affairs shall be liquidated by two commissioners to be appointed from among the stockholders at a meeting of the stockholders convened for that purpose after due notice required by Article VII; said commissioners to remain in office until the affairs of the corporation are fully liquidated, and, in case of the death of one commissioner, the survivor shall continue to act.

ARTICLE IX.

No stockholder shall ever be held liable or responsible for the contracts or faults of this corporation in any further sum than the unpaid balance due to the corporation on the shares owned by him; nor shall any mere informality in organization have the effect of rendering this charter null or of exposing a stockholder to any liability beyond the amount of his stock.

Thus done and passed in my office in the city of New Orleans, Parish of Orleans, State of Louisiana, on the day, month and year hereinabove written, in the presence of Mark M. Boatner and Andrew M. Buchmann, competent witnesses who have hereunto subscribed their names together with the said parties and me, the notary, after due reading.

(Original subscribers)
H. B. BLANKS.
TULL D. CARTER.
P. A. KEARNY.

Witnesses:
M. M. BOATNER.
A. M. BUCHMANN.
JOS. F. WALTON, Notary Public.

I, the undersigned, Recorder of Mortgages in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing act of incorporation of the Carter-Blanks Company, was this day recorded in my office in Book No. 1018, folio —, et seq., New Orleans, La., May 31st, 1911. (Original signed)

EMILE LEONARD, D. R.

I hereby certify the foregoing and within to be a true and correct copy of the original act of incorporation, together with the certificate of the Recorder of Mortgages on file and of record in my office. In faith whereof, witness my official signature and seal this 31st day of May, 1911.

(Original signed) JOS. F. WALTON,
Notary Pblic.

July 27; Aug. 3, 10, 17, 24, 31.

CHARTER

FRIEDRICHS AND PALFREY, LTD.

STATE OF LOUISIANA, PARISH OF ORLEANS, CITY OF NEW ORLEANS.

Be It Known, that on this 24th day of July, in the year of our Lord one thousand nine hundred and eleven, before me, Carl Converse Friedrichs, a notary public, duly commissioned and qualified, in and for this city and the Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who severally declared that availing themselves of the provisions of the laws of the State of Louisiana, in such cases made and provided, and particularly of the provisions of Act No. 36 of the session of the General Assembly of the State of Louisiana of 1888, and all subsequent statutes on the subject matter, they have covenanted and agreed, and do, by these presents covenant, agree and bind themselves and such other persons who may hereafter become associated with them, to form a corporation and body politic in law, for the objects and purposes and under the stipulations following, to wit:

ARTICLE I.

The name of this corporation shall be Friedrichs and Palfrey, Limited, and under its corporate name it shall have existence for ninety-nine years. It shall have power and authority to contract, sue and be sued, to make and use a corporate seal, to hold, receive, purchase, lease, acquire, and convey, as well as mortgage, hypothecate and pledge property, real, personal and mixed; to borrow money, to make and issue bonds and notes; to elect, name and appoint such managers, agents or other officers as its business, interest or convenience may require, and to make and establish, alter and amend such by-laws, rules and regulations, as may be necessary for the proper government of its business and affairs.

ARTICLE II.

The domicile of this corporation shall be in the City of New Orleans, State of Louisiana, where citation shall be served on its president, and in his absence upon its vice president.

ARTICLE III.

The objects and purposes for which this corporation is formed are hereby declared to be: To engage in and conduct a general insurance business, in all of its phases, conditions and modifications, with full power to do and perform all acts necessary to accomplish such objects and purposes.

ARTICLE IV.

The capital stock of this corporation is hereby fixed at the sum of five thousand dollars ($5,000.00), to be represented by fifty (50) shares of the par value of one hundred dollars ($100.00) each, to be paid for in cash or its equivalent, for valuable consideration or in payment of property transferred to said corporation or for labor or services performed.

No stockholder of this corporation shall sell or dispose of his stock without having offered the same, in writing, through its board of directors, to the corporation, who shall have the first opportunity to purchase the stock at the book value thereof; and should the corporation not purchase said stock within thirty days from said notice, the shareholder offering the stock may sell or dispose of same to any other person.

ARTICLE V.

All the corporate powers of this corporation shall be vested in and exercised by a board of directors composed of three stockholders, who shall be elected on the second Monday in September in each year, the first election to be held on said day in the year 1912. All elections shall be conducted under such rules as the board of directors may prescribe, of which election ten days' previous notice shall be given in writing, by the secretary, to each shareholder by mailing the same to his last known address or place of business. Each shareholder shall be entitled to cast one vote for each share held by him, either in person or by proxy, and a majority of the votes cast shall elect. The directors thus elected shall continue in office until their successors shall have been elected and qualified. A failure to hold the meeting on the date above specified shall not dissolve the corporation but the then directors and officers shall continue in office until their successors shall have been elected and qualified. Vacancies occurring on said board from any cause shall be filled by the remaining directors. The officers of this corporation shall be a president, a vice president and a secretary-treasurer. Until the first election herein provided for, William S. Palfrey, George G. Friedrichs and L. Sidney Bell shall constitute the first board of directors, with William S. Palfrey as president, George G. Friedrichs, vice president, and L. Sidney Bell, Secretary-treasurer, a of whom shall hold office until their successors are elected and qualified.

ARTICLE VI.

Whenever this corporation shall be dissolved, by limitation or otherwise, its affairs shall be liquidated by two (2) commissioners, elected by a majority vote of the capital stock represented at a meeting called for that purpose, after notice in writing ten days previous shall have been mailed to each stockholder, stating the purpose for which said meeting is called. Said liquidators are invested with full power to sell all the assets and property, real and personal, of this corporation and convey complete and full title thereto, and to do and perform all acts essential and proper to a full and complete liquidation of the affairs of this corporation.

Thus done and passed, in my office, at New Orleans, La., on the day, month and year first above written, in the presence of Harold A. Moise and Lewis R. Graham, both competent witnesses, who hereunto sign their names with the said appearers and me, notary, after reading of the whole.

(Original signed)
W. S. PALFREY, 24 shares.
GEO. G. FRIEDRICHS, 25 shares.
L. SIDNEY BELL, 1 share.
HAROLD A. MOISE.
LEWIS R. GRAHAM.
C. C. FRIEDRICHS,
Notary Public.

I, the undersigned, recorder of mortgages in and for the parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing act of incorporation of the Friedrichs and Palfrey, Ltd., was this day recorded in my office, in Book 1051, folio —.

New Orleans, July 24, 1911.
(Signed) EMILE LEONARD, D. R.

A true copy.
C. C. FRIEDRICHS,
Notary Public.

July 27; Aug. 3, 10, 17, 24, 31.

CHARTER

W. B. UTLEY COMPANY.

UNITED STATES OF AMERICA, STATE OF LOUISIANA, PARISH OF ORLEANS, CITY OF NEW ORLEANS.

Be it known, that on this eleventh day of the month of July, in the year of our Lord, one thousand, nine hundred and eleven, and of the independence of the United States of America, the one hundred and thirty-sixth, before me, Frank William Hart, a notory public, duly commissioner and qualified in and for the parish and state aforesaid, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who declared that, availing themselves of the provisions of the constitution and laws of this state in such cases made and provided, they do, by these presents, form themselves and any persons who may be hereafter associated with them, into a corporation and body politic in law for the objects anr purposes and under the following terms and stipulations, to-wit:—

ARTICLE I.

The name and title of this corporation shall be W. B. UTLEY COMPANY, and, under its said corporate name, it shall have power and authority to have and enjoy succession and corporate existence for the term of ninety-nine years from the date hereof; to contract, sue and be sued; to make and use a corporate seal, and the same to break or alter at pleasure; to purchase, hold, lease, mortgage, pledge, sell or otherwise dispose of or encumber property, real, personal and mixed, necessary and proper for its business and purposes; to make and endorse bills of exchange and promissory notes; to issue notes, bonds or other evidences of indebtedness, and to secure same by pledge, mortgage or otherwise; to name, appoint and elect such directors, officers, managers and agents, and to make, establish and later such by-laws, rules and regulations as may be necessary and requisite for the proper management and conduct of its business and affairs; and generally, to exercise all of the rights and powers that may now or hereafter be granted by law to corporations of this character.

ARTICLE II.

The domicile of this corporation shall be in the city of New Orleans, parish of Orleans, state of oLuisiana, where citation shall be served on the president, or in his absence or disability, on the vice president.

ARTICLE III.

The objects and purposes for which this corporation is established, and the nature of the business to be carried on by it, are hereby declared to be the manufacturing, selling, purchasing, exporting and importing of paint, varnish, paint oils, glass, wall paper, brushes chemicals and kindred articles and products of all nature and kinds, and to engage in all matters coincident or germane to the manufacture and sale, at wholesale or retail, of the above mentioned articles, and to do and perform all manner of things in conjunction therewith and incidental thereto, necessary and proper to the operation of said business.

ARTICLE IV.

The capital stock of this corporation shall be twenty-five thousand dollars ($25,000.00), divided into two hundred and fifty (250 shares of the par value of one hundred dollars each, which shall be paid for in cash or its equivalent, for labor performed or services actually rendered.

The corporation shall be a going concern and begin operations as soon as five thousand dollars ($5,000.00) shall have been subscribed to the capital stock and paid in.

All transfers of stock shall be made by the owner or his agent, duly authorized in writing, upon the books of the company and only upon the surrender of the certificate.

No stockholder shall have the right to sell or otherwise dispose of his shares of stock in this company without having first offered same to the other stockholders.

ARTICLE V.

All the corporate powers of this corporation shall be vested in and exercised by a board of directors composed of five (5) stockholders, who shall be elected by the stockholders at the annual meeting of the corporation, which shall be held on the second Monday of February of each year.

Three members of the board of directors shall constitute a quorum.

The officers of the corporation shall be a president, who shall also be general manager; a vice president, a secretary, and a treasurer, provided that, at any annual meeting, the stockholders may separate the office of general manager from that of president and consolidate it with any of the offices or create it as a new office, in which latter event it shall be filled in the same manner as herein provided for other officers.

The officers hereinabove designated shall be elected annually by the stockholders at the annual meeting from among the number of directors elected at such meeting.

Until the first annual meeting, hereinabove provided for, or until their successors are elected and qualified, the following shall constitute the board of directors of this corporation: Waldo R. Utley, August W. Berdon, Edward Neuwirth, Jr., George E. Egdorf and Timothy O'Brien, with Waldo R. Utley as president and general manager; August W. Berdon as vice president; Edward Neuwirth, Jr., as secretary, and George E. Egdorf, as treasurer.

All directors and officers shall be elected for the term of one year, but shall hold their respective offices until their successors are elected and qualified.

Any vacancy occurring in the board of directors, from whatever cause, shall be filled, from among the stockholders, by the remaining members of the board, provided, however, that in the event of the death of the president, while acting as general manager, a general meeting of the stockholders shall at once be called to elect his successor.

All elections shall be by ballot and the majority of the votes cast shall elect.

At all meetings, each stockholder shall be entitled to one vote, either in person or by written proxy, for each share of stock standing in his name on the books of the corporation, provided, that no stock shall be voted at any meeting which has been transferred on the books of the corporation within thirty (30) days prior to said meeting.

ARTICLE VI.

The general manager shall have the power to employ and dismiss all sub-officers, agents and employees of the corporation and to fix their salaries.

The salary of the president and general manager shall be fixed by the board of directions of the corporation.

ARTICLE VII.

All checks, promissory notes, drafts, acceptances, contracts and other evidences of indebtedness, as well as all obligations of any king binding the corporation, shall be signed by the ..... general manager, or in his absence and inability to act, then by the secretary, countersigned by the vice president.

ARTICLE VIII.

This act of incorporation may be changed, altered or amended, or the corporation dissolved, by a vote of three-fourth of the stock present or represented at a general meeting called for that purpose, after thirty days' (30) notice of said meeting shall have been given by advertisement in one of the daily newspapers published in the city of New Orleans.

ARTICLE IX.

No stockholder shall ever be held liable or responsible for the contracts or faults of the corporation in any further sum than the unpaid balance due on the shares of stock owned by him, nor shall any informality in organization or the failure to hold meetings or elect officers or directors at any time have the effect of rendering this charter null or of exposing any stockholder to and liability beyond the unpaid balance due on his stock.

ARTICLE X.

At the expiration of this charter, or when this corporation is otherwise sooner dissolved, its affairs shall be liquidated by three liquidators to be elected by the stockholders at a meeting convened for that purpose. Any vacancies in the liquidators shall be filled by the remaining liquidators.

Thus done and passed, in my office in the city of New Orleans, on the day, month and year first above written, in the presence of Messrs. Gustaf R. Westfeldt, Jr., and Horace D. Knapp, competent witnesses, who have hereunto signed their names, together with said appearers and me, notary, after reading of the whole.

(Signed): W. B. Utley, A. W. Berdon, Timothy O'Brien, E. Neuwirth, Jr., C. P. Ellerson, Geo. E. Egdorf, Joseph C. Maurer. Witnesses: Gustaf R. Westfeldt, Jr., Horace D. Knapp.

FRANK WM. HART, *Not. Pub.*

I, the undersigned recorder of mortgages in and for the parish of Orleans, state of Louisiana, do hereby certify that the foregoing charter of W. B. Utley company, wsa this day duly recorded in my office in Book 1051, folio——.

New Orleans, July 11th, 1911.
(Signed) EMILE LEONARD, *D. R.*

True copy.
FRANK WM. HART, *Not. Pub.*

(Seal)
July 13-20-27, Aug. 3-10-17, 1911.

CHARTER

OF "SMITH REFRIGERATING COMPANY."

UNITED STATES OF AMERICA, STATE OF LOUISIANA, PARISH OF ORLEANS, CITY OF NEW ORLEANS.

Be it known, that on this thirteenth day of the month of June, in the year of our Lord one thousand nine hundred and eleven, and of the Independence of the United States of America the one hundred and thirty-fifth, before me, John Marshall Quintero, a notary public, duly commissioned and qualified, in and for the parish of Orleans and city of New Orleans, therein residing, 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 provisions of the general laws of this state, relative to the organization of corporations, they have covenanted and agreed, and do, by these presents, covenant and agree, bind, form and constitute themselves ,as well as such person or persons as may hereafter join or become associated with them, into a corporation and body politic in law, for the objects and purposes and under the agreements and stipulations following, to-wit:

ARTICLE I.

The name and style of this corporation shall be the "SMITH REFRIGERATING COMPANY," and by that corporate name said company shall have power and authority to enjoy and have succession for the period of ninety-nine years; to contract, sue and be sued in its corporate name; to make and use a corporate seal; to buy, receive and hold an assignment of a patent or patents upon a certain refrigerating plant apparatus or method, lately invented by Daniel C. Smith, for which the said Smith is making application to the United States Patent Office for a patent, and to contract covering the same for the manufacture of said apparatus by others the sales of rights under said patents, and for the use and enjoyment by others of said apparatus and method covered by said patents, and to give, sell and assign to any other person full, absolute and exclusive rights for the enjoyment of the rights covered by said patents, to have and employ such managers, directors, officers, agents and other employees, as the interest and convenience of said company may require, and to make and establish such by-laws, rules and regulations for the proper management and control of the affairs of said company as may be necessary. But not to have the right to manufacture the said patented articles or to sell the said patents, except that the said patents may be sold by a vote of two-thirds of the stock of the company.

ARTICLE II.

The domicile of said corporation shall be in the city of New Orleans, and all citations and other legal process shall be served on the president, and, in his absence, on the vice-president of said company, and, in the absence of both of these named officers, service of process may be made on the secretary.

ARTICLE III.

The objects and purposes of this corporation are hereby declared to be, to buy, receive and hold an assignment of a patent or patents upon a certain refrigerating plant apparatus or method, lately invented by Daniel C. Smith, for which the said Smith is making application to the United States Patent Office for a patent; and to contract concerning the same for the manufacture of said apparatus by others, and to give, sell and assign to any other person full, absolute and exclusive rights for the enjoyment of any and all rights under and covered by said patents.

ARTICLE IV.

The capital stock of this company is fixed at the sum of five thousand dollars ($5,000), represented by fifty (50) shares of common stock of the par value of one hundred dollars ($100) each. The said stock shall be paid for in cash, as called for by the board of directors, or shall be issued as full paid stock for the purchase of property or in payment of labor done and services rendered, and all of the stock thus issued shall be full paid and non-assessable.

All stock shall be transferred on the books of the company by the stockholder in person, or by his duly authorized agent or attorney in fact. No sale or transfer of stock shall be valid or binding on this corporation unless made on the books of the company.

ARTICLE V.

All the corporate powers of said corporation shall be vested in and exercised by a board of directors, composed of not more than eleven (11) or less than three (3) stockholders, to be elected annually on the second Monday of February, the first election to be held in the year 1912. All such elections shall be by ballot and conducted at the office of the corporation, under the supervision of two commissioners to be appointed by the president for that purpose, of which election ten (10) days' prior notice shall have been given by the secretary to each stockholder, by notice sent to his domicile, or place of business, and each share of stock shall be entitled to one vote, to be cast by the owner in person, or by written proxy. The directors thus elected shall serve and continue in office until their successors shall have been elected.

Vacancies occurring in said board, from any cause whatever, shall be filled by the remaining directors; and any director who may be compelled to be absent from this state, may appoint, under writing, another stockholder to act as his proxy on said board and exercise for the time being all the powers of such absent director, and any one director may represent by proxy one or all of his co-directors, in order to carry on the business of the corporation. A majority of the directors shall constitute a quorum, for the transaction of any business. The said board of directors shall make all by-laws, rules and regulations for the government of the affairs and business of the company, and alter, amend and change the same at pleasure. They shall also have full power to buy, sell, mortgage and pledge any and all property, real or personal, whenever, in their judgment, they may deem such acts necessary and proper, without recourse to the vote of the stockholders, and shall have power to hire, employ and discharge all officers, agents, employees and clerks, and to fix all salaries and compensations, and generally do all things necessary in the transaction of the business and affairs of the company.

And the board of directors shall have full authority to carry out the powers herein granted without recourse to any vote or grant of power by the stockholders, and shall have like power to increase or decrease the number of directors at any time, upon one (1) week's notice, in writing, to the incumbent directors, issued by the secretary under instructions from the president of the corporation.

ARTICLE VI.

This corporation sh.l begin its operations and shall be a going concern as soon as thirty (30) shares of the capital stock shall have been subscribed for; and the following named persons shall constitute the first board of directors of said company, and shall serve as such until the second Monday in February, 1912, or until their successors shall have been elected and qualified: Daniel C. Smith, W. J. Kelly and Ernest Dale Owen, with W. J. Kelsy president, Daniel C. Smith vice-president, Ernest Dale Owen secretary, and Ernest Dale Owen treasurer. The secretary and treasurer of this corporation need not be stockholders thereof.

The board of directors shall also have full power to appoint or employ all officers, agents and servants, to fix the term of office or employment of such officers, agents and servants and their compensation and salaries and duties.

ARTICLE VII.

The annual meeting of the shareholders shall be held on the ..... Monday of February of each year, and meeting of the stockholders may be called by the president, or board of directors, upon ten (10) days' notice, in writing, addressed to each stockholder at his last known place of residence, provided that meetings of shareholders may be held and business transacted by them at any time when all of the shareholders are present, or are represented by proxy at such meeting, and formal notice of the meeting is waived in writing.

ARTICLE VIII.

This act of incorporation may be changed, modified, or altered, or said corporation may be dissolved with the consent of three-fourths of the stockholders convened for that purpose, after thirty days' previous notice shall have been given by advertisement in one of the daily newspapers published in the city of New Orleans. Such changes as may be made with reference to its capital stock shall require, in addition to said publication, forty days' previous notice in writing or printing addressed to each stockholder at his last known place of residence.

ARTICLE IX.

Whenever this corporation is dissolved, either by limitation, or from any other cause, its affairs shall be liquidated by three commissioners appointed from amongst the stockholders convened for that purpose, of which meeting thirty (30) days' previous notice shall be given in one of the daily newspapers published in the city of New Orleans, and a majority in amount of the capital stock shall be required to elect. Said commissioners shall remain in office until the affairs of said corporation shall have been fully liquidated and settled.

ARTICLE X.

No stockholders shall ever be held liable or responsible for any of the contracts or faults of the said corporation in any further sum than the unpaid balance due on the shares of stock subscribed by him, nor shall any informality in the organization have the effect of rendering this charter null, nor of exposing a stockholder to any liability beyond the amount due on the stock subscribed by him.

Thus done and passed, in my office, at the city of New Orleans, on the day, month and year herein first above written, in the presence of Philip S. Gidiere and August H. Ritter, competent witnesses, who hereunto sign their names with the said appearers and me, notary, after reading of the whole.

(Original signed): W. J. Kelly, E. D. Owen (by W. J. Kelly), D. C. Smith (by W. J. Kelly).

(Witnesses): Philip S. Gidiere, A. H. Ritter.

J. M. QUINTERO, *Notary Public.*

I, the undersigned recorder of mortgages in and for the parish of Orleans, state of Louisiana, do hereby certify that the above and foregoing act of incorporation of the Smith Refrigerating Company was this day duly recorded in my office, in book 1018, folio 719.

New Orleans, June 14th, 1911.
(Signed) EMILE LEONARD, D. R.

A true copy:
J. M. QUINTERO, *Notary Public.*
(Seal)
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