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Funeral Director and Embalmer,
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Societies.

Where and When They Meet and Addresses of Their Officers.

Masonic.

STS. JOHN LODGE NO. 153.

Sts. John Lodge No. 153 F. and A. M., meets every Tuesday evening in Masonic Hall, corner Olivier St. and Pelican Avenue at 7:30 o'clock.

W. M., Shade G. Smith, 625 Belleville St.; S. W., Fred H. Galt; J. W., Adolph Spitzfaden, Jr.; Treasurer, Geo. Herbert, Jr.; Secretary, L. J. Peterson, 518 Verret St.; Chaplain, C. A. Sutherland; Tyler, W. Senat; Stewards, W. Lucas, J. M. Couget; S. D., A. W. Lucas; J. D., E. Dosher.

Pythian.

CRESCENT LODGE NO. 3.

Crescent Lodge No. 3, K. of P., meets every Friday night in Pythian Hall at 7:30 o'clock.

Theo. Olsen, C. C.; Roger Chestnut, V. C.; Jules B. Babin, M. W.; E. E. Babin, 307 Delaronde St., K. of R. and S.; A. S. Covell, Prelate; L. J. Peterson, M. E.; C. Barthaut, M. A.; C. Miller, I. G.; Louis Martin, O. G.; Peter Clement, representative; Jules Babin, alternate; Louis Peterson, Dr. C. V. Kraft and L. J. Burton, trustees; C. Miller, janitor; Dr. Jno. A. Rupp and Dr. W. H. Weaver, physicians; E. J. Mothe, undertaker; E. E. Babin, organist.

HALCYON LODGE NO. 66.

Meets second and fourth Thursday of each month; quarterly meetings, first Thursday in January, April, July and October, in Pythian Hall, at 7:30 p. m.

Gustave Peterson, 339 Elmira Ave., chancellor commander; August C. Brill, vice chancellor; Geo. W. Stewart, prelate; J. U. Lewis, master of work; Wm. A. Scholl, 132 Lavergne street, keeper of records and seal; John Porzler, master of finance; Frank Henning, master of exchequer; James O. Stewart, master-at-arms; J. T. Hughes, inner guard; J. T. Stuherland, outer guard; Jos. Hughes, Sr., grand lodge representative; James O. Stewart, alternate; Dr. J. E. Pollock for Algiers, Dr. C. F. Gelbke for Gretna and Dr. W. B. Clark for New Orleans, physicians. Jno. A. Barrett, undertaker.

VIRGINIA LODGE NO. 136.

Virginia Lodge No. 136, K. of P., meets on the second and fourth Mondays of each month in Pythian Hall at 7:30 p. m.

Chancellor commander, W. B. Owens, 440 Elmira Ave.; vice chancellor, B. Voegtlin; prelate, J. Pendas; keeper of record and seals, L. F. Gisch, 538 Elmira avenue; master of exchequer, H. Acker; master of finance, S. G. Smith; master-at-arms, A. J. Besson; inner guard, W. Goodwin; outer guard, G. X. Fresch; grand lodge representative, S. G. Smith; alternate, A. F. Kaufmann; physician for Algiers, Dr. Jno. A. Rupp; for McDonoghville and Gretna, Dr. W. H. Weaver.

ORDER OF EASTERN STAR. STS. JOHN CHAPTER NO. 35.

Sts. John Chapter No. 35—Meets on the second and fourth Mondays of each month in Masonic Hall, at 7:30 p. m.

Worthy matron, Mrs. Eleanor Nelson, 323 Bermuda St.; worthy patron, Mr. Arthur Lucas; associate matron, Mrs. Amelia Smith; secretary, Mrs. Augusta Burgis, 528 Bouny street; treasurer, Miss Selina Sutherland; conductress, Mrs. Jennie Reynolds; associate conductress, Mrs. Elelyn Corbett; warder, Mrs. Lily Goodlett; sentinel, Mr. John Cougett; Ada, Miss Olga Nelson; Ruth, Mrs. Florence Amuedo; Esther, Mrs. Erminie Riehl; Martha, Mrs. May Pollock; Electa, Miss Ruby Vanderlinden; chaplain, Mrs. Lizzie Borden; marshal, Mrs. Josephine Weaver; organist, Mrs. Viola Huckins.

Woodmen Circle.

ORANGE GROVE NO. 9.

Orange Grove No. 9—Meets on the first and third Thursday of each month in Pythian Hall, 7:30 p. m.

Amelia Smith, guardian, 625 Belleville Street.

Lizzie Borden, clerk, 549 Vallette Street; Via Demuth, assistant clerk.

Anna Vanderlinden, past guardian; Mary Jacobs, advisor; Hattie Tufts, banker; Shade G. Smith, attendant; Louise B. Casanova, chaplain; Dr. J. Ernest Pollock, physician; Marguerite Capdevielle, inner sentinel; Josephine Mock, outer sentinel; Grace Pruitt, Emma Short and Ida Hymel, managers; Gertrude Back, organist; Jno. A. Barrett; E. J. Mothe, undertaker.

Benevolent Associations.

GERMAN BENEVOLENT ASSOCIATION.

Meets on the first Wednesday of every month at Renecky's Hall at 7:30 p. m. Julius Hambacher, president; John Sprada, vice-president; George Brunssann, treasurer; Frank Kraemer, 435 Bouny St., recording secretary; Philip Essinger, finanéial secretary; F. M. Webert, Alix and Verret streets, chairman of sick committee; John Teteberg, chairman of widow and orphans' committee; Peter Bensinger and Theodore Duverth; William Odenwald, marshal; Dr. M. J. Manent, physician; George Brunssann, undertaker. Address all letters and communications to Frank Kraemer, 535 Belleville street.

WORKINGMEN'S UNION AN BENEVOLENT ASSOCIATION.

Meets every third Wednesday of each month at Pythian Hall.

John Schroder, Jr., President, Opelousas Ave. and Nunez St., or Court House.

Louis F. Willis, Vice President, 615 Opelousas Ave.

C. E. Hildebrand, Treasurer, 435 Atlantic Ave.

B. A. McCloskey, Recording Secretary, 433 Bouny St.

E. E. Babin, Financial Secretary, 112 Verret St.

G. G. Brunssann, G. M., 243 Morgan St.

P. Gauthreaux, Sergeant at Arms, 808 Belleville St.

Ed. Lawton, chairman of Relief Committee, 437 Opelousas.

Dr. J. R. Adams, physician.

G. G. Brunssann, undertaker, 243 Morgan St.

Knights of Honor

ALGIERS LODGE No. 2549.

Algiers Lodge No. 2549, K. of H., meets every third Tuesday of each month in Renecky Hall, corner Vallette and Patterson streets.

Chas. F. Fetherling, S. P. D.; Chas. W. Brodtmann, dictator; Albert R. Woolf, vice dictator; Patrick Hartnett, assistant dictator; Chas. H. Brownlee, reporter; J. D. Richard, financial reporter; Thos. A. Rhodes, treasurer; Albert Bourgeois, guide; W. A. Nelson, chaplain; Aaron Johnson, guardian; L. C. Murphy, sentinel; Chas. F. Fetherling, Patrick Hartnett, and Aaron Johnson, trustees.

CHARTER

OF JAMES SCALLEN REALTY COMPANY

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

Be it known, that on this thirty-first day of the month of August, in the year of our Lord one thousand nine hundred and eleven, before me, John Wagner, a notary public, in and for this parish 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 laws of Louisiana, relative to the organization of corporations, they have formed and do hereby form themselves, their associates, successors and assigns into a corporation for the objects and purposes and under the stipulations hereinafter set forth, which they hereby adopt as their charter, to-wit:

ARTICLE "ONE."

The name and title of this corporation is hereby declared to be "JAMES SCALLEN REALTY COMPANY," and it shall have and enjoy corporate succession for a period of ninety-nine years, and shall have and exercise for the purpose of the business to be carried on by it, all powers conferred by law upon corporations, including the power to receive, purchase, lease, convey, sell, mortgage, pledge, improve and exchange, and otherwise acquire and alienate property, both real and personal, in the prosecution of its business; to contract, sue and be sued; to make and use a seal, if it so desires, the same to break or alter at pleasure; to make rules and by-laws for its government, the same to alter, amend or change at pleasure; to make and employ such managers and employees as its business may require; and generally to exercise all the powers necessary to carry on its business.

ARTICLE "TWO."

The domicile of this corporation shall be in the city of New Orleans, Louisiana, and all citation and other legal process shall be served on the president, and in case of his absence of disability, on the vice-president, and in case of absence or disability of both, on the secretary-treasurer.

ARTICLE "THREE."

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 to buy, sell, mortgage, exchange, improve, build or otherwise improve, or otherwise alienate or acquire, and generally to deal in real estate, improved and unimproved, in this city or elsewhere, for itself or for the account of others, as principal or agent, on commission or otherwise; to lease and improve the same and to generally carry on the real estate business.

ARTICLE "FOUR."

The capital stock of this corporation is hereby fixed at one hundred thousand dollars, divided into one thousand shares at the par value of one hundred dollars each, which stock shall be paid for in cash, labor performed or property conveyed to the company; the corporation shall have the right to commence business when twenty-five thousand dollars of the capital stock shall have been subscribed for. All transfer of stock shall be made on the books of the company on the surrender of the outstanding certificate. Said stock may be increased in accordance with the laws of the state.

ARTICLE "FIVE."

The affairs of the corporation, including the powers to buy, sell, mortgage or in anywise acquire or alienate the property, both real and personal, shall be managed by a board of directors, composed of three stockholders. The directors shall be elected annually by ballot by the stockholders on the second Tuesday of January of each year, commencing on the second Tuesday of January 1913. Each stockholder shall be entitled in person or by proxy to a vote of each share of stock owned by him, and such election shall be held under the rules as may be adopted by the board of directors. The directors thus elected shall continue in office until their successors shall have been elected, and no failure to elect shall be regarded as a forfeiture of this charter. Any vacancy occurring on the board shall be filled by the remaining directors. The board of directors shall at their first meeting after their election, nominate and elect out of their number a president, vice-president and a secretary-treasurer. Until the first election as above specified, Mr. James S. Gautreaux shall be president; Dr. Henry E. Gautreaux shall be vice-president, and Mrs. Mary Scallen Gautreaux shall be secretary-treasurer, which three shall constitute the board of directors until the said election above specified. All meetings of stockholders, whether general or special, shall be held after notice of said meeting shall be given in writing to each stockholder, by the secretary-treasurer, either in person or by mail, ten days prior to said meeting.

ARTICLE "SIX."

At the termination of this charter, either by limitation or otherwise, the business or affairs shall be liquidated by two commissioners to be appointed from among the stockholders at a meeting convened for that purpose, after the ten days' notice required above, said commissioners to be elected by a majority of the votes cast at such election. Said commissioners shall remain in office until the affairs of the corporation shall have been liquidated ,and in case of a vacancy the same shall be filled by the stockholders in like manner, until such time the survivor shall continue to act.

ARTICLE "SEVEN."

This charter may be changed or altered or amended, or the corporation shall be dissolved or ordered liquidated by a vote of two-thirds of the capital stock represented at a meeting of the stockholders convened for that purpose, after the ten days' notice shall have been given as above specified.

ARTICLE "EIGHT."

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

Thus done and passed in my office, 317 Carondelet street, this city, on the day, month and year herein first above written, in the presence of Messieurs William Christianson and John J. McCloskey, competent witnesses, who hereunto sign their names with the said appearers and me, notary, after reading of the whole, the said appearers writing the number of shares of stock subscribed by them opposite their names, which shall serve as a stock subscription list.

(Original signed): James S. Gautraux, 250 shares; Mary S. Gautreaux, 749 shares; to authorize my wife, Henry E. Gautreaux; Henry E. Gautreaux, M. D., one share.

(Witnesses): John J. McCloskey, William Christianson.

JOHN WAGNER, *Not. Pub.*

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 James Scallen Realty Company was this day duly recorded in my office in book 1051 folio ——.

New Orleans, La., September 12th, 1911.

(Signed) EMILE LEONARD, D. R.

I hereby certify the above to be a true copy of the original charter of the James Scallen Realty Company, together with the certificate of the recorder of mortgages, on file in my office.

(Seal) JNO. WAGNER, *Notary Public,*

sep 14 21 28 oct 12 19 1911

CHARTER

OF CORTABLAU REALTY COMPANY.

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

Be it known, that on this sixth day of October, in the year of our Lord one thousand nine hundred and eleven, before me, Theodore August Beck, a notary public, in and for the parish of Orleans, state of Louisiana, duly commissioned and qualified, 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, and residents of this city, who severally declared, that availing themselves of the provisions of the laws of this state relative to the organization of corporations, they have formed and organized, and by these presents, do form themselves into and constitute a corporation and body politic in law, for the objects and purposes and under the stipulations and agreements hereinafter set forth and expressed, which they hereby adopted as their charter, to-wit:

ARTICLE I.

The name and title of the corporation hereby formed is declared to be CORTABLAU REALTY COMPANY, the domicile shall be in the city of New Orleans, state of Louisiana, and it shall have and enjoy succession by its corporate name for a period of ninety-nine years from and after the date hereof.

This corporation shall have power and authority to contract, sue and be sued in its corporate name; and to make and use a corporate seal.

All citations or other legal process shall be served upon its president, in case of his absence or inability to act from any cause, the same shall be served upon the secretary-treasurer.

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: to purchase real estate, bonds, stocks and marketable securities for investment purposes, to hold, to sell, mortgage or pledge the same, to rent and lease property; to erect construct, and improve buildings; to loan or borrow money; issue notes, bonds and other obligations, and generally to do all things incidental to the carrying out of said objects and purposes.

ARTICLE III.

The capital stock of this corporation is hereby fixed at the sum of five thousand ($5,000.00) dollars, divided into and represented by fifty (50) shares, of the par value of one hundred ($100.00) dollars each, which shall be paid for in cash at the time of subscription.

This corporation shall commence business and be a going concern at once.

ARTICLE IV.

All the corporate powers of this corporation shall be vested in and exercised by a board of directors, to be composed of three stockholders, two of whom shall constitute a quorum for the transaction of all business. They shall be vested with full power and authority to make all contracts, purchases and sales, and adopt all by-laws, rules and regulations for the government of the business and affairs of the company, and alter and amend the same, appoint, hire and discharge all representatives, agents and employees, fix all salaries and generally to do and perform all things necessary in the transaction of the business and affairs of the company. Said board shall fill all vacancies which may occur among their number.

ARTICLE V.

The first board of directors of this corporation shall consist of Michel P. Miller, Emile M. Deltry and Martin G. Gund, who shall hold office until the 8th day of October, 1912, or until their successors are duly elected and qualified; with Michel P. Miller as president, Emile M. Deltry vice-president, and Martin G. Gund secretary and treasurer.

On the second Tuesday of October, and annually thereafter, an election of the directors shall be held at the office of the company, under the supervision of two commissioners, to be appointed by the president, and the directors; and the officers and directors elected shall immediately take their seats and hold office until their successors are duly elected and qualified. Each board shall elect its own officers which shall consist of a president, vice-president and secretary and treasurer.

All corporate elections shall be by ballot, and a majority of the votes cast shall elect, and each share of stock shall be entitled to one vote, either in person or proxy.

Written notice of all elections shall be given to the stockholders by the secretary at least ten days prior to elections.

ARTICLE VI.

This act of incorporation may be changed, altered or modified, or this corporation dissolved, with the assent of three-fourths of the stock present or represented at any general meeting of the stockholders convened for that purpose, after thirty days' notice of such meeting shall have been given by publication in one of the daily papers published in this city, five times during said period, and such changes as may be made in reference to the capital stock shall require forty days' prior notice in writing, to each stockholder.

ARTICLE VII.

Whenever this corporation be dissolved, either by limitation of this charter, or from any 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 thirty days' prior written or printed notice shall have been given by the secretary to each stockholder, mailed to his or her last known residence or place of business. Said commissioners shall remain until the affairs of said corporation shall have been fully liquidated. In the event of death of either commissioner, the survivor shall continue to act.

ARTICLE VIII.

No stockholder of the corporation shall ever be held liable or responsible for the contracts or faults thereof, 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 the stock.

The subscribers hereto have each written opposite their names, the number of shares subscribed for by them, so that this act may also serve as the original subscription list.

Thus done and passed in my notarial office, at the city of New Orleans, aforesaid, in the presence of John Legier, Jr., and Anthony Troyani, competent witnesses of lawful age, and residing in this city, who hereunto subscribe their names, together with said parties and me, notary, on the day and date set forth in the caption hereof.

(Original signed): P. M. Miller, 20 shares; M. G. Gund, 20 shares; Emile M. Deltry, 10 shares. (Witnesses): Ant. Troyani, Jno. Legier, Jr.

T. A. BECK, *Not. Pub.*

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

New Orleans, La., October 7th, 1911.

EMILE LEONARD, D. R.

A true copy from the original act:

(Seal) T. A. BECK, *Not. Pub.*

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The Cause of Dreams.

Dreams are not mere fantasies of the brain, due to a bad stomach or a diseased mind, but are the natural sequences of events which have actually taken place in life, declares an eminent psychologist and professor of medicine. The doctor asserts that the brain, working while one sleeps, acts as a screen, on which the things that one has been doing during the day are reflected. He declares that superstition regarding dreams is "bosh" and adds that if one were to realize that dreams are nothing more or less than the photographs of events in which one has been the chief actor a great deal will be added to one's peace of mind.—New York Tribune.

None on Hand.

Doc Squires was a queer old "yarb" doctor of decidedly limited education who flourished in New England a good many years ago. One day some one said to him:

"See here, doc, have you any diploma?"

"Waal, no; I ain't got none on hand just now, but I'm goin' to dig some soon as the ground thaws out in the spring."

Economy.

She—Don't let us have oysters this evening. Let's be economical, and then you can buy me that pearl necklace I told you of.—Rire.

A Healthful Suggestion.

"I think a trip to Europe would fix your wife, but maybe I'd better call a consultation. What other doctors would you prefer?"

"I would suggest a couple of dressmakers, doc"—Louisville Courier-Journal.

AMENDMENT TO CHARTER

"FRITZ JAHNCKE (INC.)"

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

Be it known, that on this eighteenth day of the month of August, in the year one thousand nine hundred and eleven, before me, Felix J. Dreyfous, a notary public, duly commissioned and sworn in for the parish of Orleans and city of New Orleans, therein residing, personally appeared Messrs. Ernest Lee Jahncke and Paul F. Jahncke, both of this city, a special committee appointed for the purposes hereof.

Who declared that at a meeting of the stockholders of the "FRITZ JAHNCKE (INC.)," a corporation organized under the laws of this state, by an act passed in this office on August 25, 1908, recorded in the mortgage office, book 912, folio 368,—held on July 28, 1911, pursuant to notices sent to each stockholder at his last known post-office address, Article IV of said charter was amended so as to read hereafter as follows:

"ARTICLE IV.

The capital stock of this corporation is hereby fixed at the sum of thirty thousand dollars, divided into three hundred (300) shares of the par value of one hundred ($100) dollars each, which shares shall be paid for in cash or in the purchase of property. All shares of stock shall be full paid and non-assessable. No transfer of stock shall be binding upon the corporation unless made upon its books, and all certificates of stock shall be signed by such officers as may be designated by the board of directors.

All stock in this corporation shall be held upon a condition precedent and under contract and agreement in the nature of vested rights that all such stock is so held and possessed subject to the rule and provisions for the transfer of same hereinafter set out, to-wit:

First No sale or other transfer of shares of stock in this corporation shall be valid until and unless the opportunity has been first afforded the shareholders of record at the date of such transfer, sale or other alienation, to purchase such stock at book value plus twenty-five per cent., the value to be ascertained in the manner herein prescribed. The right to acquire said stock hereby first vested in the other stockholders of record shall follow the stock into any hands to which it may pass and may be exercised against the holders thereof within ninety days from the time any sale or transfer thereof has been offered to be entered on the books of the corporation.

It shall be the duty of any holder of stock in this corporation who intends or desires to sell, transfer, alienate or otherwise dispose of the same to give ten days' written notice of such intention or desire to the board of directors of the corporation, who are hereby constituted agents of the other stockholders for the purpose of such notice, and said board of directors shall give immediate information thereof, in writing, to all the other stockholders of record. Before the expiration of the ten days from the receipt of said notice by the board of directors any shareholder of record may offer to purchase, and may acquire the right to purchase, said stock by notifying the board of directors in writing and thereafter shall deposit the price of said stock in cash with the corporation on or before the expiration of eighty days from the last mentioned date.

Upon the receipt of the first mentioned notice, the board of directors shall advise the person owning said stock, his agent or representative, to join with said board in fixing the value of said stock, which value shall be established on the basis of the last annual or semi-annual statement or report of the corporation and the last monthly trial balance preceding the date of such notice, and to the value thus found and established there shall be added twenty-five per cent., and the sum thus found and established shall constitute the value and price of said stock.

If within twenty-four hours after such notice, the owner, his agent or representative, does not join with the board in establishing the price or value of the stock, the board may proceed without further delay to fix the said value, using the report and trial balance aforesaid for that purpose, which writings are declared to be conclusive evidence for and against all parties in interest in the premises, whether the value is established by the joint act of the owner, his agent, widow, heir or representatives, or by the board of directors acting in default of the co-operation of said person or persons.

Upon receipt of the offer or acceptance of any shareholder to purchase said stock and upon obtaining guarantee satisfactory to said board for the price thereof, the board of directors shall thereupon give notice thereof to the owner of the stock, his agent or representative, and before the expiration of the period of eighty days aforesaid shall call in the certificate or certificates representing such stock and pay the price or value thereof and cause the same to be transferred on the books to the purchaser.

Second. The preference, option and right of purchase heretofore vested by paragraph First in the other shareholders shall exist in full force and effect in their favor to acquire the shares of stock of a deceased stockholder, and the formalities and course of procedure, the terms, conditions, stipulations and delays hereinabove established in said paragraph shall apply in all respects to the procedure to be followed in case of death. Immediately upon receipt of information of the death of any shareholder, it shall be the duty of the board of directors to cause the necessary steps to be taken to carry out and enforce these provisions.

Third. The preference, option and right of purchase hereinabove established shall run in favor of each shareholder of record for his virile share in proportion to his existing holdings in the stock, but should any shareholder fail to exercise his right in this regard his rights shall pass to and be absorbed by the other shareholders, provided that the owner, his widow, heirs or legal representatives, as the case may be, shall not be obliged to deliver said stock unless the offers to purchase the same shall include and cover the entirety of the offerings under paragraph First or all of the holdings under paragraph Second.

Fourth. All certificates of stock shall bear upon their face a brief reference to the rights herein established in favor of the stockholders."

As the whole more fully appears by the annexed certified copy of the minutes of said meeting, made a part hereof.

Thus done and passed in my office, on the day, month and year first above written, in the presence of Frank B. Twomey and Frank J. Basile, competent witnesses, who have signed with the appearers and me, the notary, after reading the whole.

(Original signed): Eernest Lee Jahncke, Paul F. Jahncke.

F. B. Twomey, F. J. Basile.

FELIX J. DREYFOUS, *Not. Pub.*

I, the undersigned, recorder of mortgages, in and for the parish of Orleans and state of Louisiana, do hereby certify that the above and foregoing amendment to the act of incorporation of the "Fritz Jahncke (Inc.)" was this day duly recorded in my office, in book ——, folio —.

New Orleans, August 19, 1911.

(Signed)

EMILE LEONARD, D. R.

A true copy from the original act:

FELIX J. DREYFOUS, *Not. Pub.*

(Seal) 204 L. & L. & G. Building.

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CHARTER

OF THE GUARANTEE ELECTRIC COMPANY, "LIMITED."

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

Be it known, that on this nineteenth day of September, in the year one thousand nine hundred and eleven, before me, William Renaudin, a notary public in and for the parish of Orleans, state of Louisiana, duly commissioned and qualified 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 and residents of the city; who severally declared that availing themselves of the provisions of an act of the legislature of this state, known as Act No. "36" of the sessions of 1888, and all amendments thereto as well as of those of the general 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 and body politic in law, for the objects and purposes and under the stipulations and agreements hereinafter set forth and expressed, which they hereby adopt as their charter, to-wit:

ARTICLE I.

The name and title of the corporation here formed is declared to be the "Guarantee Electric Company "Limited." Its domicile shall be in the city of New Orleans, state of Louisiana, and it shall have and enjoy succession by its corporate name for a period of ninety-nine years from and after the date hereof.

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

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, to manufacture, sell, construct, and repair motors of all kinds, automobiles and other vehicles or crafts of any kind operated or propelled by electricity or other motive power, install electric plants, wiring or other electrical works or apparatus, own and operate an electrical manufacturing and repair plant and generally do a general electric construction and automobile repair business in all its branches.

ARTICLE III.

The capital stock of this corporation is hereby fixed at the sum of Ten Thousand Dollars ($10,000) divided into and represented by two hundred shares of the par value of fifty dollars ($50.00) each, which shall be paid for in cash, at such times, in such amounts, and in such manner as the board of directors may determine, or the same may be issued at not less than par in full payment for property actually received by or services actually rendered to the corporation, such stock when so issued, shall be full paid and non-assessable.

No stockholder shall have the right to sell or dispose of his stock without first offering same in writing to the corporation, which shall have thirty days in which to decide on the purchase of same, and after which time the stock may be offered for sale in the public market.

Transfers of stock will not be recognized unless transferred on the books of the company, by the owner or his duly authorized agent and attorney in fact.

ARTICLE IV.

This corporation shall have power and authority to contract, sue and be sued in its corporate name, make and use a corporate seal, the same to change or alter at pleasure, hold, receive, lease, hire, purchase, sell, and convey, as well as mortgage and hypothecate property both real and personal, to borrow money, execute notes, bonds or other evidence of indebtedness; name and appoint such managers, officers and agents as the business and convenience of the corporation may require; make and establish such by-laws, rules and regulations for the proper management and expedition of its affairs as may be necessary and proper, and alter, amend or change the same at pleasure.

ARTICLE V.

All the corporate powers of this corporation shall be vested in and exercised by a board of three directors composed of stockholders, a majority of whom shall constitute a quorum for the transaction of all business. The first board of directors of this corporation shall consist of George P. Caire, Henry P. Wagner and Frank J. Thibodaux, with the said Geo. P. Caire as president, Henry P. Wagner as vice-president and Frank J. Thibodaux as secretary-treasurer, all of whom shall hold office until the second Monday in January, 1913, or until their successors shall have been duly elected and qualified.

On the second Monday in January, 1913, and annually thereafter, an election of officers shall be held at the office of the corporation under the supervision of two commissioners appointed by the president, after ten days prior written notice shall have been given by the secretary-treasurer to each stockholder, to be sent by mail, directed to his or her last known residence or place of business, and the directors then elected shall immediately take their seats and hold office until their successors shall have been duly elected and qualified.

All elections shall be by ballot and a majority of votes cast shall elect and each share of stock shall be entitled to one vote, either in person or by proxy, at all meetings of the stockholders. All vacancies occurring in said board from any cause shall be filled by the remaining directors.

The officers of this corporation shall consist of a president, vice-president, secretary-treasurer, who shall be elected by and hold office during the term of the board of directors. This corporation shall commence business and become a going concern at once.

ARTICLE VI.

This act of incorporation may be changed, modified or altered, or this corporation may be dissolved with the assent of three-fourths of the capital stock present or represented at a general meeting of the stockholders convened for that purpose after thirty days prior notice shall have been given by publication in one of the daily newspapers published in the city of New Orleans, five times during said thirty days.

ARTICLE VII.

Whenever this corporation is dissolved, either by limitation of its charter or from any other cause, its affairs shall be liquidated by two commissioners elected from among the stockholders at a general meeting of the stockholders convened for that purpose, after thirty days prior notice of said meeting shall have been given by publication in one of the daily newspapers published in the city of New Orleans, five times during the said thirty days. Said commissioners shall remain in office until the affairs of said corporation shall have been fully liquidated. In case of the death of either of said commissioners, the survivor shall continue to act.

ARTICLE VIII.

No stockholder of this corporation shall ever be held liable or responsible for the contracts or faults thereof 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, nor of exposing a stockholder to any liability beyond the amount of his stock.

Thus done and passed in by notarial office at New Orleans aforesaid, in the presence of William A. Wenck and Jessie R. Frederick, competent witnesses of lawful age and residing in this city, who hereunto subscribe their names together with said parties and me, notary, on the day and date set forth in the caption hereof.

(Original Signed) Henry P. Wagner, 48 shares, $2400.00; George P. Caire, 48 shares, $2400.00; F. J. Thibodaux, 4 shares, $200.00; H. L. McLean, 2 shares, $100.00. W. A. Wenck, J. E. Frederick.

WM. RENAUDIN, Notary Public.

I, the undersigned recorder of mortgages, in and for the parish of Orleans, Louisiana, do hereby certify that the above and foregoing act of incorporation of the "Guarantee Electric Company, Limited" was this day duly recorded in my office in book ——, folio ——.

(Signed) EMILE LEONARD, D. R.

(SEAL)

I certify the foregoing and within to be a true and correct copy of the original act of incorporation of the Guarantee Electric Company, Limited, together with the certificate of the recorder of mortgages thereunto appended, on file and of record in my office. In faith whereof, I hereunto set my hand and seal this 26th day of September, A. D. 1911.

(Signed) Wm. RENAUDIN,

(SEAL) Notary Public.

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