# Algerines at Law.

CIVIL DISTRICT COURT.

Mrs. Mary J. Conly, wife of Edwin Mahoney et al. vs. Minors Florence, Sadie and Margaret Garland, partition. —N. E. Humphrey.

CREDIT SALES.

Thos. Buchanan to Foster Jefferson, three undivided fourths of lot, Bringer, Monroe and Franklin, $500 mortgage. —Sarpy.

CONVENTIONAL MORTGAGES.

Louise V. Dugruy, Widow Aug. V. Rigob to Interstate Trust and Banking Co., $300, 1 note, 1 year, 8 per cent, lot Seguin, Bouhy, Delaronde and Pelican.—Gautier.

Henry Kogler to Julius Bodenger, $1250, 1 note, 1 year, 8 per cent, 2 lots, Bringer, Laurence, Teche and Nunez. —Seymour.

Antonino Ciaccio, widow of Philip Geraci, Sr., to A. D. Danziger, $101, 1 note, 1 year, 8 per cent, lot, Brooklyn, Homer, Newton and Teche.—Dreyfous.

REAL ESTATE TRANSFERS.

Alphonse Walker to Miss Johanna Pixberg, lot, Bringier, Hermosa, Nunez and Lawrence, $300 cash.—Danziger.

B. Bruno to Paul Manuel, lease of property, No. 300 DeArmas, for 36 months at $53 per month.—Private.

WidowWm. J. Davis et al to Interstate Trust & Banking Co., lot, Opelousas, Evelina, Bouny and Seguin, $900 cash.—Mahoney.

Mrs. Octavia Bocago-Fontno to Third District Bldg. Assn., lot, Jackson, Homer, Monroe and Franklin, $1040 cash.

Purchaser to Anthony C. Dulcich, same property, $1040 terms.—Zengel.

James T. Nix, Jr., to Wm. E. Rutledge et al, lot, Verret, Newton, Franklin and Decatur, $800 terms.—Nix.

**The Roses.**

**Poet—I can make no mistake in saying her cheeks are like the rose. Friend—But you have never met her. Poet—That matters not. If she is rosy there are red roses, if she is pale there are white roses, and if she is sallow there are yellow roses.**

**The Parrot and the Nut.**

**Brutes are able to compare and distinguish. A parrot will take up a nut and throw it down again without attempting to crack it. He has found that it is light; this he could discover only by comparing the weight of the good nuts with that of the bad, and he has found that it has no kernel; this he could only discover by what philosophers would dignify with the grand title of a syllogism—namely, "all light nuts are hollow; this is a light nut, therefore the nut is hollow."—Max Muller.**

**What Twice Half Might Do.**

**Fred Douglass, the colored orator, at one time made a speech in Ohio. Just after this speech he overheard two Irishmen talking.**

**Said one Irishman, "That's a moighty phoine speech for to be made by a nayger."**

**"Ah, yes, it was quoite phoine! But he is only half a nayger."**

**"Well, if half a nayger can make such a speech phat the divil kind of a magnificent speech would a whole nayger make?"—Ladies' Home Journal.**

**Contrary Misfortunes.**

**"Jaggsby certainly does have all kinds of trouble."**

**"What is the matter with him?"**

**"He got himself an automobile, and it blew up. Then he got an aeroplane."**

**"What happened to that?"**

**"It blew down."—Baltimore American.**

**Sarcastic.**

**"John," said a father to his son one day when he caught him shaving the down off his upper lip, "don't throw your shaving water out where there are any barefooted boys about or they might get their feet pricked."**

**A "Friday" Ship.**

**A true story is told of a skeptical Massachusetts captain who way back in the early years of the republic determined to exhibit the fallacy of the Friday superstition. He contracted on a certain Friday for the building of a ship, and it was arranged that the keel of this vessel was laid on Friday, that she was launched on a Friday, named Friday, commenced loading on a Friday and hauled into the stream on the same day of the week. To add to the possibilities of disaster, a negro cook named Friday was engaged, and, thus fully freighted with the sinister name, the Friday sailed on a Friday, bound to a port in the West Indies. From that day to this no tidings of the ill fated craft have been received.**

**Tyler and Cleveland.**

**Tyler and Cleveland were the only presidents who married during their incumbency.**

## CHARTER

OF RIDGEWAY LAND COMPANY.

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

Be it known, that on this 26th day of the month of October, in the year of our Lord one thousand nine hundred and eleven, before me, George Montgomery, notary public, duly commissioned and qualified, in and for the city and the parish of Orleans, therein residing ,and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared Henry L. Nick, Peter Stifft and Henry Prince, who declared to me, notary, that they do form themselves into a corporation and body politic in law in accordance with the general laws of this state, for the purpose of buying, selling and developing lands, and generally to deal in real estate here and elsewhere. The domicile of this corporation shall be in the city of New Orleans, where citation shall be served on the president, or in his absence or disability on the vice-president. All its corporate powers shall be vested in a board composed of the three stockholders here subscribing, Henry L. Nick being president, Peter Stifft vice-president, and Henry Prince secretary-treasurer, who shall serve as such officers and directors until the fourth Monday in October, 1912.

The directors are to be elected annually, beginning with the fourth Monday of October, 1912. They shall have power to make such by-laws, rules and regulations and to do all things necessary and proper to carry out the objects and purposes of its business for which authority is given by law and not in conflict with these articles of incorporation.

The capital stock of this corporation shall be forty thousand dollars, divided into four hundred shares of the par value of one hundred dollars each, with a right to begin business as soon as five thousand dollars is subscribed.

The name of this corporation shall be the "RIDGEWAY LAND COMPANY," and by that name it shall contract, sue and be sued. It shall have and enjoy all the powers granted to corporations under the law, and shall have power to buy, sell, mortgage, lease and pledge real and personal property in its corporate name.

It shall enjoy existence for ninety-nine years, unless sooner dissolved, which may be done at a meeting of the stockholders called for that purpose, by a majority of the stock voting, each share of stock being entitled to one vote. The liquidation to be conducted by the board of directors. No informality in this act of incorporation or any failure to elect officers at any time shall operate as a forfeiture of this charter and there shall be no liability by any stockholder beyond the unpaid balance on his stock.

Said board shall make and establish, as well as alter and amend all by-laws, rules and regulations necessary and proper for the support and management of the business and affairs of the said corporation not inconsistent with the charter, and generally to do all things reasonably necessary for the carrying on of the business of the corporation.

ARTICLE VI.

Whenever this corporation may be dissolved, whether by limitation or from any other cause whatsoever, its affairs shall be liquidated by three stockholders, to be appointed at the general meeting of the stockholders convened for the purpose of liquidation as hereinafter provided, each share being entitled to one vote, in person or by proxy. Such commissioners shall remain in office until the affairs of the corporation shall have been fully settled and liquidated, and shall have full authority and power to transfer and give title to all assets and property of the corporation. In case of death, disability or resignation of one or more of said commissioners, the vacancy shall be filled by election by the surviving commissioner or commissioners.

ARTICLE VII.

This act of incorporation may be modified, changed or altered, or said corporation may be dissolved with the assent of two-thirds (2-3) of the capital stock represented, at a general meeting of the stockholders convened for such purpose, after previous notice shall have been given in one or more newspapers published in the city of New Orleans, once a week for four weeks preceding the meeting, and notice mailed to the postoffice address designated by him, and in case of failure to designate a post office address, to general delivery, city of New Orleans.

ARTICLE VIII.

No stockholder shall ever be held liable or responsible for the contracts or faults of said corporation in any further sum than any unpaid balance due on 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 due on his stock.

ARTICLE IX.

The first board of directors of this corporation are hereby designated to be as follows: Robert G. Carlisle, George T. Dugazon, George Blardone, Louis F. Barbier, Walter Coiron, Edmund H. Tooley, Jr., with Robert G. Carlisle as president and treasurer; George T. Dugazon as vice-president and George Blardone as secretary. Said board, as constituted, to serve as such until the second Monday in December, 1912, or until their successors shall have been elected and qualified.

ARTICLE X.

Said croporation shall commence business or operations as soon as three thousand (3,000) shares shall have been subscribed for, and in order that this charter may also serve as the original subscription, the subscribers hereto have set opposite their respective names the number of shares of stock subscribed for by them.

Thus done and passed, in my office at the city of New Orleans, on the day and the month and year herein first above written, in the presence of Anthony J. Rossi and William V. Seeber, competent witnesses, who have signed these presents with the said appearers and me, notary, after due reading of the whole.

(Original signed): Walter Coiron, 1 share; Edmund H. Tooley, Jr., 1 share; George T. Dugazon, 1 share; Louis F. Barbier, 1 share; George Blardone, 1 share; Robert G. Carlisle, 2995 shares. (Witnesses): W. V. Seeber, Anthony J. Rossi.

CHAS. I. DENECHAUD, *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 National Chicle Concern was this day duly recorded in my office, in book 1051, folio —.

New Orleans, October 26, 1911.

(Signed) EMILE LEONARD, D. R.

I, the undersigned notary, hereby certify that the above and foregoing is a true and correct copy of the original act of incorporation of the "National Chicle Concern," together with the certificate of the deputy recorder of mortgages for the parish of Orleans attached thereto.

Witness this my hand and official seal of office this 26th day of Ocotber, 1911.

CHAS. I. DENECHAUD,
(Seal) *Notary Public.*
nov 2 9 16 23 30 dec 7 1911

## CHARTER

OF NATIONAL CHICLE CONCERN.

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

Be it known, that on this twenty-fifth day of the month of October, 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, Charles I. Denechaud, a notary public, duly commissioned and qualified in and for the parish of Orleans, state of Louisiana, aforesaid, and in the presence of the witnesses hereinafter names and undersigned, personally came and appeared: the several persons, whose names are hereunto subscribed, who severally declare: that availing themselves of the laws of the state of Louisiana, they have contracted and agreed and do by these present contract, covenant, agree and bind themselves, as well as such persons as may hereafter become associated with them, to form and constitute a corporation for the objects and purposes and under the articles and stipulations, following, to-wit:

ARTICLE I.

The name of said corporation shall be the "NATIONAL CHICLE CONCERN," and under its corporate name it shall have the power and authority to have and enjoy succession for the full term and period of ninety-nine years from and after the date thereof; to contract, sue and be sued; to make and use a corporate seal, and the same to break or alter at pleasure; to receive, lease, purchase, hold and convey, as well as mortgage and hypothecate property, real, personal and mixed, corporeal or incorporeal; to name and appoint such managers, agents, directors and officers as its business or interests and convenience may require, and to make and establish as well as alter and amend from time to time, such by-laws, rules and regulations for the proper conduct management and regulation of affairs of said corporation as may be necessary and proper.

ARTICLE II.

The domicile of said corporation shall be in the city of New Orleans, in the state of Louisiana, and all citations or other legal processes shall be served upon the president of said corporation, or in the event of his absence upon the vice-president or acting president thereof, and in the absence of both of said officers, upon the secretary of said corporation.

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 declared and specified to be: to buy and sell chicle in its various forms, to buy, sell or manufacture chicle products or by-products, to own, lease or operate chicle groves or forests and any or all appurtenances pertaining to the extraction, cleaning, drying or manufacture of chicle, its products or by-products. To buy, sell or manufacture candies and all that pertains thereto and generally to do all acts and to make all contracts necessary, convenient or in any manner appropriate for the carrying on of said business.

ARTICLE IV.

The capital stock of said corporation is hereby fixed at fifty thousand ($50,00.00) dollars, divided into or represented by fifty thousand (50,000) shares of one ($1.00) dollar each.

The whole of said stock, or such part thereof as may be necessary, may be issued for the assignment and transfer to this corporation for any formula or formulas, or recipe or recipes; also in payment, settlement and adjustment of the costs, fees, charges, expenses and commissions incurred for services rendered in the formation and organization of this corporation; likewise for cash or in settlement of such amounts and at such times as the board of directors may determine.

The board hereinafter created is especially authorized to dispose of the stock for any and all of the purposes above stated, as in its judgment seems fair and proper.

ARTICLE V.

All the powers of said corporation shall be vested in and exercised by a board of directors to be composed of not less than five (5) nor more than seven (7) stockholders, to be elected annually on the second Monday in December in each year. All such elections shall be by ballot and conducted at the office of said corporation under the superintendency of two (2) commissioners appointed by the board of directors, or shall it fail to act, by the president, and of such elections, as well as of all meetings of stockholders, except for the purpose of liquidation or dissolution or as otherwise required by law, notice shall be given by publication for not more than ten and not less than seven consecutive days prior to and including the date of such election, in one or more newspapers published in the city of New Orleans. Each stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the company to be cast in person or by proxy, and the majority of the votes cast shall elect. The board of directors shall have the power to fill all vacancies that may occur on the board. A failure to elect directors on the date specified shall not dissolve the corporation, but the directors then in office shall remain in office until their successors are elected; due notice of another election shall be given as above provided, and such notices shall continue to be given until an election is held. The majority of the directors shall constitute a quorum for the transaction of business, and the board of directors at its meeting following each annual election shall elect a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it shall deem necessary. The board shall have the power, in its discretion, to unite two or more offices, and the same to confer upon one person. The board of directors may appoint from time to time such officers, clerks, agents and other employees as they may deem necessary for the business and the purposes of the corporation. All officers, clerks, agents or other employees shall hold office only at the pleasure of the board.

ARTICLE IV.

The capital stock of this corporation is hereby declared to be one million ($1,000,000) dollars, divided into and represented by ten thousand (10,000) shares of the par value of one hundred ($100) dollars each, which said stock shall be paid for in cash or its equivalent.

This corporation shall become a going concern as soon as said stock shall have been subscribed for to the extent of five hundred thousand dollars ($500,000).

The stock of this corporation shall not be transferred 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 market value, or, in default thereof, at its par value.

ARTICLE V.

The corporate powers of this corporation are hereby vested in and are to be exercised by a board of directors consisting of five (5) stockholders.

Lillian Lyons Clarke, Louis Strong Clarke, George Steele Clarke, John Pharra and Mauritz Pyk shall be the directors until the second Thursday in February, 1913, and each succeeding year there shall be held an election of directors of the company, which election shall be called by mailing to each stockholder at his last known place of residence five days' written notice. Failure to hold an election on the date specified shall not dissolve the corporation, but the directors then in office shall hold their respective offices until an election be held subsequently, after five days' notice of the time and place thereof. Upon the failure of the president to call a meeting for the purpose of electing directors, any stockholder or stockholders owning ten per cent. (10%) of the capital stock shall have the right to call said meeting upon giving the required notice.

All vacancies in the board of directors shall be filled by the remaining directors. The following shall constitute the officers of the company until their successors are elected by the board of directors, coming into office on and after the second Thursday of May, 1912: Lewis S. Clarke, president; Lillian L. Clarke, vice-president; George Steele Clarke, secretary-treasurer.

ARTICLE VI.

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 the unpaid balance due to the corporation on the shares owned by him; nor shall any mere informality in organization have the eeffct of rendering this charter null or of exposing a stockholder to any liability beyond the amount of his stock.

ARTICLE VII.

While this corporation is incorporated for the period of ninety-nine years, nevertheless, at the end of twelve years from the date hereof a liquidation of this corporation may be had by any stockholder or stockholders having standing in his or their names shares of stock amounting to or numbering two thousand shares.

This right is conferred on such stockholder or stockholders owning or having in his or their names two thousand shares of stock standing in their name, on the books of the company, at the time the meeting of stockholders is held for the purpose of voting upon the dissolution of the company. In case the proper officer of the company refuses or neglects to call such meeting of stockholders, after written demand by any stockholder, such meeting may be called by a stockholder himself after ten days' written notice sent by mail to the last known place of business or residence of the other stockholders. This article is only for the purpose of determining whether this company may be dissolved and liquidated at the period of twelve years from its incorporation, and is not to be construed with Article VIII. Should no application be made for dissolution under this article or should application be made and withdrawn, or should the requisite two thousand shares not be had for the dissolution at any time before the twelve year period, this article is to be of no effect. A dissolution asked by any stockholder to take effect before the end of twelve years, or after the expiration of twelve years, can only be effected in accordance with Article VIII.

ARTICLE VIII.

This act of incorporation may be amended, altered or modified, or the corporation may be dissoived, by a vote of two-thirds of the shares of stock, present or represented, at a general meeting of stockholders called for that purpose after ten (10) days' notice in writing mailed to the last known place of residence or place of business of each stockholder.

ARTICLE IX.

The capital stock of this corporation may be increased or decreased in accordance with existing laws.

ARTICLE X.

At the expiration of this charter, or if sooner dissolved, under Article Seven or under Article Eight of this charter, the affairs of this corporation shall be liquidated by the board of directors, who are hereby vested with full power to sell any and all assets of the corporation and to convey full and complete title thereto, and shall have power to do and perform all acts necessary and proper to fully and completely liquidate the affairs and distribute the proceeds among the stockholders in proportion to the amount of stock held by each; and said directors shall have the right to apply to the courts for recognition as liquidating commissioners or receivers.

Thus done and signed in my office, in the city of New Orleans, on the day, and in the month and year first above written, in presence of Louis R. Hoover and Fred C. Querens, competent witnesses, who have signed these presents, together with the said appearers and me, notary, after reading of the whole.

(Names of original subscribers omitted.)
(Witnesses): L. R. Hoover, F. 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 act of incorporation of The Estate of Lewis S. Clarke, was this day duly recorded in my office in book 1051, folio —.

New Orleans, October 30th, 1911.

(Signed) EMILE LEONARD, D. R.

A true copy of the original charter with the names of the subscribers and number of shares subscribed for by each omitted.

PHILIP GENSLER, JR.,
(Seal) *Notary Public.*
nov 2 9 16 23 30 dec 7 1911

## CHARTER

OF THE ESTATE OF LEWIS S. CLARKE.

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

Be it known, that on this twenty-eighth day of the month of October, 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, Philip Gensler, Jr., a notary public in and for the parish of Orleans, state of Louisiana, aforesaid 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 and who declared that, availing themselves of the statutes and laws of the state of Louisiana, including Act No. 78 of 1904, providing for the incorporation of corporations, they have covenanted and agreed to and they do hereby form and constitute themselves and their successors into a corporation for the following objects and purposes, and under the following terms and conditions:

ARTICLE I.

The name, style and the title of this corporation shall be THE ESTATE OF LEWIS S. CLARKE, and under that name shall have and enjoy all the rights and privileges granted by law to corporations. It shall exist for a period of ninety-nine (99) years from the day and date hereof, subject, however, to a liquidation of the affairs of this corporation twelve (12) years from the date hereof under the terms and conditions of Article VII (7). It shall have the power and authority in its corporate name to sue and be sued, to make and use a corporate seal, the same to break, alter or amend at pleasure; to own, hold, receive, purchase, convey, deliver, mortgage, hypothecate and pledge property, both real and personal, improved and unimproved, and to lease plantations; to issue bonds, notes and other obligations, negotiable instruments and other evidences of debt, the same to secure by mortgage or pledge of the property of the corporation.

This corporation may also acquire, hold, own, buy, sell, and pledge stocks, bonds, mortgage notes, and other evidences of debt, and borrow and lend money on same; it may own and acquire stock in other corporations and vote the same; it shall have the right to invest and lend money, and shall have the power to do and perform any and all other acts incident and necessary to the business to be carried on by it and the objects and purposes named in this charter.

ARTICLE II.

The domicile of this corporation shall be in the city of New Orleans, state of Louisiana; all citations and other legal process shall be served upon the president, and, in the absence of the president, upon the vice-president, and, in the absence of both of these, upon the secretary-treasurer of said corporation.

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 as follows:

*First*—To administer, invest and manage the property belonging to this corporation.

*Second*—To do any carry on a general planting business; to do any and all things necessary and incidental to the raising, cultivating and gathering of corn, rice, cotton, sugar cane, or any other crops or productions of the soil that the corporation may desire to plant; to build, erect, construct and maintain, with all necessary incidents thereto, dwellings, barns, sheds warehouses and buildings of any and all kinds to be used in the carrying out of the objects and purposes of this corporation.

*Third*—To engage in the raising, selling, breeding and buying of live stock of all kinds and descriptions, and to do any and all things necessary and incident to said live stock business.

*Fourth*—To purchase, erect, operate, own and manage rice mills, cotton gins and presses, oil mills, saw mills sugar mills, corn and grist mills, and to rent and lease same; and to manufacture and convert said products of its own, or of any other farm or plantation, whether said products are vegetable, animal or mineral, into any form and to market same; and generally to do any and all things necessary and incident to the operation and management of said mills.

*Fifth*—To excavate, dig and maintain canals, and to build, construct and maintain levees for the purpose of said planting operations; to own, manage and operate stores for the purchase and sale of merchandise, and generally to do and engage in any other business undertaking or enterprise, connected with or growing out of, incident or germane to any of the objects and purposes for which this corporation is organized or set forth in or contemplated by this charter.

## AMENDMENT TO CHARTER

"ST. TAMMANY SHIP YARD."

OF LOUISIANA, 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 "ST. TAMMANY SHIP YARD," 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 372,—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 fixed at the sum of ten thousand ($10,000) dollars, divided into one hundred (100) 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 rules and provisions for the transfer of same as 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 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 appearers and me, the notary, after reading the whole.

(Original signed): Ernest 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 "St. Tammany Ship Yard" 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.
oct 12 19 26 nov 2 9 16 1911

## CHARTER

OF ALCUS-PATTERSON SHADE MANUFACTURING COMPANY.

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

Be it known, that on this twentieth day of the month of September, 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 the several persons whose names are hereunto subscribed, who declared that, availing themselves of the provisions of the Constitution and laws of the State of Louisiana, relating to the organization and formation of corporations, they have covenanted and agreed, and by these presents do covenant and agree and bind themselves, their successors and assigns, and such persons as may hereafter become associated with them, to form and constitute a body politic in law and corporation, for the purpose and objects, and under the stipulations, terms and conditions hereinafter set forth, which they hereby adopt as their charter or articles of incorporation, to wit:

ARTICLE I.

The name and title of this corporation shall be *Alcus-Patterson Shade Manufacturing Company*, and under such name and title is shall have and enjoy succession for a period of fifty years from the date of this act, and with full power in the prosecution and for the purpose of its business, as hereinafter defined, to contract, sue and be sued; to acquire, lease, use, hold, alienate, mortgage, pledge or otherwise encumber any property movable or immovable, in or out of the State of Louisiana; to issue its bonds or other evidence of indebtedness, and to secure same by mortgage, pledge or otherwise; to purchase or otherwise acquire or hold, the stocks and bonds of other corporations; to appoint or elect such directors, officers, employees, agents, as the interests or convenience of its business may require; to make, amend, or repeal at pleasure, such by-laws, rules and regulations touching the management of its affairs or business, or the exercise of the powers of this corporation, as may be necesssary or convenient; to increase or diminish its capital stock; to adopt a corporate seal, and to make, break or alter the same at will, and generally to exercise all rights or powers permtited by law to corporations, which may be in keeping with and promotes the objects and purposes of its business.

ARTICLE II.

The domicile of this corporation shall be in the city of New Orleans, in the State of Louisiana, and all citation or other legal process shall be served upon the president, and in his absence upon the vice president of this corporation.

ARTICLE III.

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

To buy, sell, manufacture and handle shades, shade rollers and appurtenances, fringes and other articles of merchandise used for the purposes of or in connection with the shading of premises: to buy, sell, manufacture and handle curtains of all kinds and descriptions, mattings, carpets, linoleums, rugs and coverings, and to own and control all necessary appliances, machinery, devices, patents, plants or properties generally, for the purpose of such purchase, sale or manufacture, as hereinbefore set out or for the purpose of the purchase, sale or manufacture of any kindred articles.

ARTICLE IV.

The capital stock of this corporation is hereby fixed at the sum of Twenty-five Thousand Dollars ($25,000.00), divided into Two Hundred and Fifty shares (250) of the par value of One Hundred Dollars ($100.00) each, payable in cash or its equivalent, as may, by the board of directors, be determined.

This corporation is to be a going concern as soon as Twenty Thousand Dollars ($20,000.00) of its capital stock shall have been subscribed.

All transfers of stock of this corporation shall be entered on a stock book to be kept by the company for that purpose, and no transfer of stock shall be, in any manner, binding on this corporation, nor shall this corporation be under any obligations to recognize the holder of any such stock unless and until the same is registered on said stock book.

No stockholder shall have the right to sell his stock without first having offered it, in writing, at its book value, to the directors of this corporation twenty (20) days previous to the contemplated sale of said stock, and if the directors of this corporation, when said stock is offered to them at its book value, desire to buy it, purchase shall be made on behalf of the corporation, and the said stock shall then and there become treasury stock, to be disposed of as shall be determined by the board of directors, and to that end this corporation shall have full right, authority and power to acquire its stock, and to hold the same as treasury stock, as hereinbefore set out, and the same right and power shall vest in the corporation should the stock be offered on the market, and should the directors desire to acquire the same on behalf of the corporation, and to hold the same as treasury stock to be disposed of thereafter as shall be determined by said board of directors.

ARTICLE V.

All the corporate powers of this corporation shall be vested in and exercised by a board of directors composed of three (3) stockholders, two (2) of whom shall constitute a quorum in the transaction of business, which said directors shall be elected at a general meeting of the stockholders to be held on the second Monday in January of each year, and notice of said election shall be given by a letter to be written ten (10) days previous to the date of said election, and sent to the last known address of each of the said stockholders. But election of directors may take place at any time upon a special meeting called by a majority of the stock outstanding, upon a ten-day notice, stating specially the object of said meeting.

The said board of directors, at its first meeting after each annual election, shall elect from its members a president, vice president, and said board shall appoint a secretary-treasurer.

The said board of directors may fill all vacancies occurring on said board and arising from any cause whatsoever.

At the first meeting of the stockholders of this corporation, held under its charter, the officers and directors of the company shall be elected, and such officers and directors shall hold their position as officers and directors until the first regular meeting of stockholders, on the second Monday of January, 1913, shall be held, or until their successors shall have been duly elected and qualified. Until such election in 1913 the following shall constitute the officers of the corporation: Richard S. Alcus, president; Charles H. Patterson, vice president, and _____, secretary-treasurer; and the first board of directors, to hold office also until said election in 1913, shall be Richard S. Alcus, Charles H. Patterson and Henry Alcus.

On the second Monday in January, beginning in 1913, shall be the regular day for the meeting of stockholders to elect directors; the failure to elect directors on the day specified, from any cause, or on any postponed day, shall not dissolve this corporation, but the officers and directors then in office shall hold over until their successors shall have been duly elected and qualified.

In the event of failure to hold election on the day stipulated, the president shall call a new meeting on a ten-day notice, as hereinbefore set out, as soon thereafter as practicable.

At all elections and meetings of stockholders, each stockholder shall be entitled to one vote for each share of stock registered in his name, and such registered stockholder may vote in person or by proxy. All elections shall be by ballot.

ARTICLE VI.

The board of directors shall have full control over all the property and business of this company, and shall conduct, manage and use the same as in its discretion it may deem fit and consistent with the objects and welfare of this corporation. It may make and establish, as well as alter and amend, any and all by-laws, rules and regulations necessary and proper, in its judgment, for the conduct, support and management of the business and affairs of the corporation, and it shall appoint such officers, agents, clerks, servants, employees, including the secretary-treasurer of the corporation, or others, as may be necessary for the conduct of its business, and shall fix their compensation and shall have the right to dismiss them at pleasure.

All negotiable paper issued or accepted by this corporation must be signed by the president of the company.

A director of this corporation shall have the right to vote by general proxy on all questions of administration relating to the conduct of the business of the corporation, btu should there be a desire to exercise the power herein vested of selling or mortgaging any of the property of the company, the directors can, on such matter, vote by proxy only when the proxy specially details the subject to be voted upon, and how the said proxy shall be cast.

ARTICLE VII.

This act of incorporation may be changed, modified, altered or amended fundamentally or incidentally, and this corporation may be dissolved with the assent of a majority of the capital stock represented at a general meeting of the stockholders called for that purpose after a ten-day notice.

Notice of all meetings of stockholders not herein and by law otherwise provided for, shall be given to each stockholder by letter addressed to his last known place of residence, and deposited in the mail at least ten days prior to said meetings.

In case of a dissolution or termination of this corporation, either by limitation of its charter or any other cause, its affairs shall be liquidated by two commissioners elected by the stockholders, and full right, power and authority to fix the compensation of the two commissioners is hereby vested in the stockholders, who shall, at the time of said election, fix their compensation, and the said commissioners so elected shall remain in office until the affairs of this corporation shall have been fully liquidated. In case of the death or incapacity of one of the said commissioners, his survivor shall continue to act with full power until the vacancy shall have been filled by an election by the stockholders of another stockholder to take the place made vacant.

ARTICLE VIII.

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

Thus done and signed at my office, in this city, on the day, month and year first above written, in the presence of Messieurs Ralph J. Schwarz and Fred C. Querens, competent witnesses, residing in this city, who have hereunto signed their names with appearers and me, notary, after due reading of the whole, and the signers also declare the following to be the stock subscription list:

(Original signed) Richard S. Alcus, Henry Alcus, by Richard S. Alcus, Charles H. Patterson, Ralph J. Schwarz, 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 act of incorporation of the Alcus-Patterson Shade Manufacturing Company, was this day duly recorded in my office, in book 1051, folio —

New Orleans, September 20th, 1911.

(Signed) Emile Leonard, D. R.

A true copy of the original with the number of shares subscribed for omitted.

PHILIP GENSLER, JR.,
(Seal) Notary Public.
Sept. 28, Oct. 5, 12, 19, 26, Nov. 2.

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