Algerines at Law.

United States District Court.

United States vs. Altar or Olive Branch Baptist Church et als.; panel of freeholders drawn from which a jury will be selected to try the above expropriation case: Bernard H. Menge, George Baquie, Thomas Ridgely, H. F. Lochte, R. W. Wilmot, John H. Murphy, L. E. Konrad, Courtenay Wade, A. S. Daniels, Dr. A. C. King, Eric Johnson, J. Creighton Mathewes, John Mumford, Geo. Herbert, Jr., Theo. J. Lala, Louis Peterson, George Koppel, Wm. H. Ward, Robert M. Lawrence, Ferd Renecky, Albert Godchaux, Jos. Weckerling, Charles F. Beck, A. C. Carpenter.

United States vs. Altar (or Olive) Branch Baptist Church et als.; answer of Allen Taylor, a minor, filed; answer of Evelina Stokes, a minor, filed.—Theodore Roehl, special tutor, curator ad hoc and next friend to said minors.

United States vs. Altar or Olive Branch Baptist Church; supplemental petition of U. S. filed.—L. H. Burns, assistant U. S. attorney.

Referee's Division.

Peter S. Lawton, rule to sell property and cancel mortgage.

Civil District Court.

Succession of Alfred C. Sewart; possession.—P. F. and W. J. Hennessey.

Contracts.

Agreement between John Reiss, contractor, and The Noelke Richards Iron Works, sub-contractors, structural steel and iron work to be delivered on cars at Naval Station switch, Algiers, $5,996.

Building Permits.

James Curry, owner and builder, one story single cottage, slate roof, 217 Lamarque, $200.

Transfers of Real Estate.

Godfrey Moll to Wm. Daul, lot, Belleville, Elmira, Homer and Slidell, $1,100 terms.—Mahoney.

Widow Geo. H. Frost to Julius Bodenger, 2 lots, Belleville, Newton, Homer and Elmira, $500 cash.—Hennessey.

Land Development Co., Ltd. of La. to Alexander Washington, lot, Brooklyn, Homer, Teche and Newton, $156 cash.—Cotonio.

AMENDMENT TO CHARTER

OF J. H. MENGE & SONS, LTD.

STATE OF LOUISIANA, PARISH AND CITY OF NEW ORLEANS.

Be it known, that on this thirteenth day of May, in the year of our Lord, one thousand nine hundred and twelve, and of the independence of the United States of America, the one hundred and thirty-sixth, before me, Andrew Hero, Jr., 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 Messrs. Bernard H. Menge, Joseph A. Menge and John H. Menge, Jr., all of this city, who declared that at a meeting of the stockholders of the corporation styled J. H. Menge & Sons, Limited, held at its office in the City of New Orleans, on the eleventh day of May, 1912, all of its stock being present or represented, it was unanimously decided to change, alter and amend the charter of said corporation so as to beb and read as hereinafter set forth; and they, said appearers, were appointed a committee to execute any and all acts or instruments of writing to carry the action of said stockholders into effect; and thereupon acting as aforesaid, said appearers declared that the charter of said corporation of J. H. Menge & Sons, Limited, executed before J. J. Ward, notary, on November 30, 1904, amended by another act passed before said notary, J. J. Ward, on September 10, 1910, has been duly amended and is hereby amended so as to be and read as follows, viz:

ARTICLE I.

The name and title of this corporation is "J. H. Menge & Sons, Limited," and it shall exist for ninety-nine years. Its domicile shall be in the City of New Orleans, of State of Louisiana. Citation or other legal process shall be served on the president and in his absence or inability to act on the vice-president or on the secretary.

ARTICLE II.

The objects and purposes of this corporation are to engage in a general furnishing and supply business, as principal and as agent, in hardware, ship-chandlery, paint, railway, mill supplies and machinery; and in connection therewith to plan, design, erect and construct any works, plant or other affair wherein such things are employed, whether in original construction or as parts of some other plant or design; to engage in general business, at wholesale and retail, in all lines of hardware and supplies for painters, mills, railways, ships and things of that nature, and to carry on the business of said corporation in Louisiana and in all the states of the United States and in foreign countries; and generally to do and perform all things pertinent and incident and which may be proper and necessary to carry out and execute the objects and purposes of this corporation.

ARTICLE III.

The capital stock of this corporation shall be two hundred thousand dollars, divided into two thousand shares of one hundred dollars each, payable in cash or for property received or rights conveyed, or labor and services rendered.

Stock in this corporation is issued, held and acquired by the stockholders under the following conditions, which are the essence of their rights as stockholders, and which conditions shall be briefly set out in each certificate It shall commence business when one thousand shares shall have been subscribed for.

First: That no stockholder shall sell, alienate, hypothecate, transfer, or otherwise alienate his stock until he shall have first offered the same unto the other stockholders of the company, which officer shall be made in writing to the board of directors, whose duty shall be to transmit to the stockholders immediately, and said stockholders shall have seven days from the receipt of said notice by the board of directors within which they may purchase at the value thereof, plus ten per cent.

The value of the stock for the purpose aforesaid shall be the same as is shown on the books of the corporation,—established on the basis of the last semi-annual statement of the corporation in connection with the last monthly trial balance.

It shall be the duty of the corporation to make up and preserve the foregoing monthly trial balances and semi-annual and annual statements for the purposes aforesaid, and which shall be at all times open to the view of the stockholders.

Should more than one stockholder offer to buy said stock, the same shall be distributed according to their holding in the corporation.

In case of the acceptance of the offer under the provisions hereinabove set forth the price of such stock shall be paid in cash within twenty-four hours after such acceptance.

Second: The rule hereinabove set forth shall govern in case of the death of a stockholder, with the additional proviso, in such case, the surviving stockholders may, at a meeting called and held for that purpose or at any meeting held after the death, call the said stock at its book value plus ten per cent, established in the manner above set forth, for the purpose of conveying the said stock to the survivors in said corporation.

This option or right shall not be exercised, however, after six months from the date of the death of the stockholder.

ARTICLE IV.

All the corporate powers and the management and control of the affairs of the corporation shall be vested in and exercised by a board of directors, composed of not less than three or more than five persons, a majority of whom shall constitute a quorum for the transaction of all business. The directors shall be elected annually by the stockholders at a meeting to be held on the last Monday in January of each year, said meeting of stockholders to be preceded by three days notice in writing sent to each of said stockholders at his or her last known address. Each stockholder shall be entitled in person or by proxy to one vote for every share owned by him or her; all elections shall be held under such rules and regulations as may be determined by the board of directors. At all meetings, whether of directors or of stockholders, all questions shall be decided by a majority represented at said meetings. The directors when elected shall continue in office for one year and until their successors have been duly elected and have been qualified. No failure to elect shall operate the forfeiture of this charter or any rights under the same. Any vacancy occurring on said board shall be filled by the remaining directors for the unexpired term. The board of directors, after its election, shall elect a president and one or more vicep-residents, and a manager. It shall also elect a secretary-treasurer. The president and manager, subject to the control of the board, shall have the right to appoint and dismiss the clerks and other employees of the corporation, at pleasure, and as the interest and business of the same may demand.

Any director being sick or absent or about to absent himself shall have the right to appoint, by written instrument, another director or stockholder of the corporation to act in his absence and in his stead at any and all meetings of the said board of directors, during such absence or illness.

Immediately after the signing of this charter the stockholders without further formality shall elect a board of directors, who shall serve until the election in 1913.

ARTICLE V.

The funds of this corporation shall be deposited from time to time in a bank or banks to be selected by the board of directors All checks, notes, or other instruments drawn, executed, or issued in said corporation's name shall be countersined by at least two officers of the corporation. No official shall thus sign or endorse the name of the corporation save strictly in its concerns.

ARTICLLE VI.

No stockholder shall be held liable or responsible for the contracts, defaults or debts of this corporation, nor shall any mere informality in its organization have the effect of rendering this charter null, or of exposing any stockholder to any liability beyond the unpaid balance due on the stock by him.

ARTICLE VII.

This act of incorporation may be changed, modified, or altered, and this corporation may be dissolved, with the assent of the stockholders owning three-fourths of the stock of this corporation, present or represented at a general meeting convened for that purpose, and after at least three days notice of the meeting shall have been given through mail, addressed to each stockholder at his or her last known place of residence. In case of dissolution by the expiration of this charter or otherwise, the stockholders shall elect a liquidator from among their own number, who shall have full authority to settle and wind up the business and affairs of the company. The terms and conditions and the compensation for such services shall be fixed at the time of election. In case of the death or other disability of said liquidator before the final liquidation of the affairs of the corporation, a successor shall be named by the stockholders at a meeting to be held as above provided for meetings.

ARTICLE VIII.

Any and all notices and delays provided for by this charter may be waived by the unanimous consent of all its stockholders unless prohibited or required by law.

And the said Messrs. Bernard H. Menge, Joseph A. Menge, and John H. Menge, Jr., further declared that in accordance with the act and doings of the stockholders of said J. H. Menge & Sons, Limited, at their meeting aforesaid, the charter or act of incorporation of said corporation has been amended so as to hereafter be and read as hereinabove expressed; and they direct that same be published and recorded as required by law so as to hereafter be and constitute the charter of said corporation styled and known as "J. H. Menge & Sons, Limited."

Thus done and passed, in my office in New Orleans, in the presence of John J. Ward and William S. Hero, both of this city, who hereunto sign their names with the parties and me, said notary, on the day and date aforesaid.

Original signed: B. H. Menge, J. A. Menge, J. H. Menge, Jr. W. S. Hero, Jno. J. Ward.

ANDREW HERO, JR., Not. Pub.

I, the undersigned Recorder of Mortgages in and for the parish of Orleans, State of Louisiana, do hereby certify that the foregoing act of incorporation of "J. H. Menge & Sons, Limited" was this day duly recorded in my office in book 1055, folio —.

New Orleans, May 14, 1912.

(Signed) EMILE LEONARD, Dy. R.

I hereby certify the above and foregoing to be a true and correct copy of the original extant and on file in my notarial archives.

As witness my hand and seal on this 14th day of May, A. D. 1912.

ANDREW HERO, JR., Not. Pub.
622 Commercial Place, New Orleans, La.
may 16 23 30 june 6 13 20 1912

Friendly Aid.

Jinks—See here, old boy! You ought to do something to reduce your flesh. You are becoming fearfully stout.

Minks—Say, Jinks, you are about the fortieth friend who has made that offensive remark today, and I'm getting tired of it. It worries me.

Jinks—That's all right. Worry reduces flesh.

Cabbage.

Cabbage, like all vegetables that have been cultivated for ages, is believed to be of eastern origin.

Aristocratic Dairy Farmers.

Dairy farming is popular as a genuine source of income to the British aristocracy.

A Definition.

The dream is conversation arranged.
—Lady Gregory.

CHARTER

OF PEOPLE'S PRODUCE COMPANY.

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

Be it known, that on this third day of the month of May, in the year one thousand nine hundred and twelve, before me, Mark Mayo Boatner, a notary public, duly commissioned and qualified in and for the city of New Orleans, parish and state aforesaid, and in the presence of the witnesses hereinafter named and undersigned, personally came the persons whose names are hereunto subscribed, who severally declare that they do hereby agree and bind themselves and their successors, to form a corporation for the objects and purposes and under the terms and stipulations contained in the following charter:

ARTICLE I.

The name of the corporation hereby formed shall be: People's Produce Company, with its domicile in the City of New Orleans; the term of its corporate existence shall be ninety-nine years from the date hereof and it shall have all the rights, powers and privileges which are now or may hereafter be conferred upon like corporations by the laws of the State of Louisiana, or of any state or country in which it shall do business. Service of citation and other legal process shall be made on the president, or in his absence on the vice-president.

ARTICLE II.

The objects and purposes for which this corporation is established, and the nature of the business to be carried on by it are declared to be to conduct, within the state of Louisiana or elsewhere, a general merchandise and produce business; to buy, sell and receive, on consignment and otherwise, deal in all sorts of produce, fruit and other commodities of all sorts.

ARTICLE III.

The capital stock of this corporation shall be fifty thousand ($50,000) dollars, divided into five hundred shares of one hundred dollars ($100.00) each. Said stock shall be paid for in cash, when issued, or in such installments, payable at such times as the board of directors may direct, or it may be issued by the direction of the said board, at no less than par, for property or services actually received by said corporation. The said stock may be increased or diminished, according to law. No stock certificate shall be issued until the stock represented thereby shall have been fully paid for, and no transfer shall bind the corporation unless and until recorded on its books.

ARTICLE IV.

The powers of this corporation shall be vested in and exercised by a board of directors, composed, until otherwise provided, as hereinafter set out, of three stockholders, but the said board may, by law or resolution, increase or decrease the membership of the said board. After the second Tuesday of January, 1915, the said directors shall be elected annually on the first Tuesday of January of each year. Such election shall be by ballot and shall be conducted at the office of the corporation, under the supervision of two commissioners to be appointed by the board, of which election notice shall be mailed to each stockholder not more than twenty, nor less than ten days, prior to the date of election. Each share of stock shall be entitled to one vote to be cast either in person or by written proxy, and the majority of the votes cast shall elect. Any vacancies occurring among the directors by death, resignation, increase of memoership of the board, or otherwise, shall be filled for the remainder of the term by the other directors. Failure to elect directors or officers shall not dissolve or affect the corporation, but the directors and officers then in office shall hold over until their successors shall be elected. At its first meeting after election, the Board of Directors shall elect from among their number, the following officers: one to be president, another to be vice-president and a third to be secretary-treasurer and general manager. The said board shall have power to make and establish and from time to time, amend any and all by-laws, rules and regulations for the control of the business and affairs of tais corporation. It shall have power to borrow money, receive mortgages and pledges, issue bonds, notes and other obligations, and genera..y all other things reasonably necessary or convenient for the carrying on of the business of the corporation, without the necessity for reference to, or consent or ratification by the stockholders hereof. Until the first Tuesday of January, 1915, the following shall compose the Board of Directors: L. B. Hakenjos, Thomas Sweeny and John A. Hillery, of whom L. B. Hakenjos shall be president, Thomas Sweeny shall be vice-president and John A. Hillery shall be secretary-treasurer and general manager.

ARTICLE V.

This charter may be amended or the corporation be dissolved by vote of three-fourths of the capital stock of said corporation, represented at any general meeting of the stockholders, or at a special meeting thereof convened after fifteen days notice, published three times in one of the daily newspapers of New Orleans, and on the dissolution of this corporation, the same shall be liquidated by its Board of Directors at that time in office. Said corpora..on may be dissolved at any time, without publication or notice, by the unanimous consent of all the stockholders.

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

ARTICLE VI.

This corporation shall commence doing business and become a going concern as soon as three thousand dollars ($3,000.00) of its capital stock shall have been subscr.bed for.

In order to organize the said corporation and to stand and serve as the original subscription list thereof, the undersigned hereby severally subscribe to the number of shares of its stock set after their respective names.

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 Andrew M. Buchmann and L. Earle Bellande, competent witnesses, here residing, who sign their names, together with said appearers and me, Notary, after reading of the whole.

NAMES OF SUBSCRIBERS OMITTED.

Witnesses: A. M. Buchmann, L. Earle Bellande.

M. M. BOATNER, Notary Public.

Recorded in the Mortgage Office, book No. 1055, folio —. New Orleans, La., May 3, 1912.

(Signed) EMILE LEONARD, D. R.

A true copy:

M. M. BOATNER, Notary Public
may 9 16 23 30 june 6 13 1912

AMENDMENT TO CHARTER

OF THE NEW COSMOPOLITAN REALTY COMPANY.

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

Be it known, that on this second day of the month of May, in the year of our Lord one thousand nine hundred and twelve, before me, Robert Legier, 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: Messrs. John T. Holmes and Robert L. Lambert, both of the full age of majority and residents of this city; herein acting in their respective capacities of the president and secretary of the New Cosmopolitan Realty Company, a corporation organized under the laws of this state and domiciled in this city, instituted by an act passed before the undersigned notary on March 20, 1912, recorded in mortgage office, book 1051, folio 739; and the said appearers declared that at a meeting of the stockholders of said company held on April 23, 1912, a certified extract from the minutes of which meeting is hereto annexed and made part hereof, it was unanimously resolved that Article IV of the charter of said company be changed and amended so that the capital stock of said company be increased from five thousand dollars to the sum of fifty thousand dollars, and that the number of shares be increased from fifty shares to five hundred shares, and further authorizing and empowering said appearers to appepar before a notary public and sign the necessary act of amendment of the charter of said company so as to place the same of record.

And the said appearers did further declare that they do, by these presents, acting in their aforesaid capacities and under and by virtue of said resolution, declare the charter of the said New Cosmopolitan Realty Company was amended by changing and amending Article Four thereof, so that the capital stock of said company shall be increased from five thousand ($5,000.00) dollars to fifty thousand ($50,000.00) dollars, and the number of shares increased from fifty (50) shares to five hundred (500) shares.

Thus done and passed at my office in the City of New Orleans, on the day, month and year, herein first above written, in the presence of Theodore A. Beck and Anthony Troyani, both of this city, competent witnesses, who have hereunto signed their names with the said appearers and me, notary, after due reading of the whole.

(Original signed): John T. Holmes, President; Robert L. Lambert, Secretary. T. A. Beck, Ant. Troyani.

ROBERT LEGIER, 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 amendment to the act of incorporation of the New Cosmopolitan Realty Company was this day duly recorded in my office, in book 1055, folio —.

New Orleans, La., May 3, 1912.

(Signed) EMILE L[illegible]ARD, D. R.

A true copy from the original act.

ROBERT LEGIER, Not. Pub.
may 9 16 23 30 june 6 13 1912

CHARTER

OF THE RAINWATER LUMBER COMPANY

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

Be it known, that on this sixth day of the month of May in the year of our Lord, nineteen hundred and twelve, before me, Joseph Kenton Bailey, a notary public, duly commissioned and qualified in and for the Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared: the several parties whose names are hereunto subscribed, who severally declared that, availing themselves of the provisions of the laws of Louisiana, relative to corporations, do hereby for themselves and for those who may hereafter become associated with them, form a corporation and body politic in law for the objects and purposes and under the stipulations and conditions hereinafter set forth, to-wit:

ARTICLE I.

The name and title of this corporation shall be: The Rainwater Lumber Company, and under that name it shall have and enjoy corporate existence for a period of ninety-nine years from date hereof.

It shall have the power and right to contract and be contracted with, sue and be sued, and to make and use a corporate seal and the same to alter and break at pleasure; to hold, receive, lease, purchase, sell and convey, as well as mortgage and hypothecate, under its said corporate name, property both real and personal; to borrow and lend money, to give and receive securities therefor; to name and appoint such managers, officers, directors, overseers and agents as the interest and convenience of said corporation may require; to make and establish such by-laws, rules and regulations as may be necessary and proper and the same to alter and amend at pleasure.

ARTICLE II.

The domicile of said corporation shall be in the City of New Orleans, State of Louisiana, and all legal process shall be served upon the president, or, in his absence, upon the secretary.

ARTICLE III.

The objects and purposes for which said corporation is organized are hereby declared to be the buying and selling of lumber, logs, timber and generally all other forest products and for that purpose the buying, selling and leasing of timbered lands in this and other states; and it may build, own and operate sawmills and box and veneer factories, either in Louisiana or other states; and it shall have power of doing all things necessary, germane and incidental to the business above stated.

ARTICLE IV.

The capital stock of said corporation shall be twenty-five thousand ($25,000) dollars, to be divided into two hundred and fifty shares, each of the par value of one hundred dollars, payable in cash or its equivalent. And this corporation shall become a going concern as soon as five thousand dollars of its capital stock shall have been subscribed and paid for.

ARTICLE V.

All the powers of this corporation shall be vested in and be exercised by a board of directors, and all the business affairs shall be conducted by said board to be composed of not less than three and not more than five stockholders, who shall be elected annually at a meeting held on the third Thursday of May of each year, at which time officers also shall be elected and shall hold their respective offices until their successors are elected and qualified. Vacancies occurring on said board from whatever cause, shall be filled by the remaining directors.

ARTICLE VI.

The board of directors shall have the power to make all by-laws necessary for the conduct of the affairs of the corporation and shall also appoint such other officers, agents and employees as may to the said board seem necessary. A majority of said board shall constitute a quorum for the transaction of business.

Until the third Thursday of May, 1913, and until their successors shall have been elected and qualified, the following shall constitute the first board of directors and officers: James Hand, president; Ed. M. Davis, vice-president, and Jesse G. Rainwater, secretary and treasurer.

Notice of said election shall be given by ten days' prior notice to the meeting of the stockholders, by mailing to each known stockholder to such address as shall have been given by him to the company, or by publication inserted in one of the New Orleans papers three times in ten days previous to said election. At all meetings of the stockholders, upon all questions, a majority of the stock voting shall prevail and each share shall be entitled to one vote, in person or by proxy.

ARTICLE VI.

The act of incorporation may be altered and amended by a vote of three-fourths in amount of the capital stock, or said corporation may be dissolved by a vote of three-fourths in amount of said stock at a general meeting of the stockholders convened for that purpose after ten days prior notice of such meeting shall have been published in one of the daily newspapers of New Orleans and a copy of said notice mailed to each stockholder at his last known address.

ARTICLE VII.

The capital stock of this corporation may be increased or decreased to any sum by vote of three-fourths in amount of the capital stock issued, at a general meeting of the stockholders, convened for that purpose after thirty days prior notice of such meeting shall have been published in one of the daily newspapers of New Orleans and a copy of said notice mailed to each stockholder at his last known place of business.

Any additional increase in capital that may be made, from time to time, shall first be offered to the then existing stockholders pro-rata; and if any stockholder shall decline or refuse to pay for said pro-rata increase of the capital stock, within ten days after same shall have been offered him, then such stock shall be allotted to the other stockholders in proportion to their holdings or sold to others as the board of directors may determine.

ARTICLE VIII.

Whenever said corporation shall be dissolved by limitation or sooner by vote of the stockholders, two liquidators shall be elected at a general meeting held after ten days notice as above provided. These liquidators shall continue in office until the full liquidation of the affairs of said corporation, and in the event of the death or disability 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 remaining liquidator.

ARTICLE IX.

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

Thus done and passed in my office, in the City of New Orleans, on the day, month and year first hereinabove written, in the presence of John R. Perez and Raoul C. Favret, competent witnesses, who have hereunto signed together with me, notary, after due reading of the whole.

(Original signed): James Hand 95 shares, by J. G. Rainwater; E. M. Davis, 10 shares, by J. G. Rainwater; J. G. Rainwater, 50 shares. John R. Perez, R. C. Favret.

J. KENTON BAILEY,
(Seal) 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 Rainwater Lumber Company, was this day duly recorded in my office in book 1055, folio —. New Orleans, May 6, 1912.

(Signed) EMILE LEONARD, D. R.

A true copy.

J. KENTON BAILEY,
(Seal) Notary Public.
may 9 16 23 30 june 6 13 1912

CHARTER

OF PINE PRAIRIE REALTY COMPANY.

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

Be it known, that on this 15th day of April, in the year of our Lord one thousand nine hundred and twelve, and of the independence of the United States the one hundred and thirty-sixth, before me, Charles F. Fletchinger, a notary public duly commissioned and qualified 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 several persons whose names are hereunto subscribed, who severally declared that availing themselves of the laws of this state in such cases made and provided, they have covenanted, and do by these presents covenant, agree and bind themselves, as well as such persons as may hereafter become associated with them, to form and constitute a corporation and body politic in law, for the objects and purposes and under the terms and conditions following, to-wit:

ARTICLE I.

This corporation shall be known as "PINE PRAIRIE REALTY COMPANY," and as such shall have continuous succession for ninety-nine years unless sooner dissolved; and shall have power to sue and be sued, to acquire and hold by purchase, lease or otherwise, property real and personal, movable, immovable and mixed, and the same to sell, lease, mortgage, pledge, hypothecate or otherwise dispose of in any and every manner whatsoever; to draw, make and endorse bills of exchange and promissory notes and to issue bonds; to elect and appoint such officers, directors and agents as the interests of the corporation shall require; and to make all necessary by-laws and regulations for the proper management of its affairs, and the same to alter, amend or repeal at pleasure; and generally to exercise all powers that are conferred on corporations organized for the purposes hereinafter stated.

ARTICLE II.

The domicile of this corporation shall be at New Orleans, in the parish of Orleans, state of Louisiana; and all citations or other legal process shall be served on the president of this corporation, or in the event of his absence upon the vice-president, or in the event of his absence on the secretary-treasurer at the office of the company.

ARTICLE III.

The purpose 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:: to buy, sell and lease movable, immovable and mixed property of all descriptions for any and all purposes whatsoever; to improve the same and to erect buildings and structures of all descriptions; to engage in agricultural operations of every nature whatsoever; to prospect for, mine, produce and refine all kinds of oils, sulphur, salt and other mineral products of all kinds; to buy, sell and trade in all such mineral products in this and other states; to lease, buy, sell and operate pipe lines and oil tanks; to own, purchase, sell, lease and operate cotton gins, cotton presses, cottonseed oil mills and other oil mills of every nature whatsoever, to cut timber and engage in logging operations, and to own sawmills and operate the same; to clear, drain and reclaim lands of all descriptions; to buy, sell, lease and own mules, cattle, sheep and stock of every nature; to buy, sell, lease, build, own and operate in connection with any of the foregoing undertakings, railways, tram-ways, spurs or switches, steamboats, tug boats, barges and other water craft and other means of transportation by land or water that may be deemed expedient; to buy, sell, lease, own and operate telephone and telegraph lines; to conduct, lease, buy and sell warehouses and stores in connection with any of the foregoing operations; to borrow money and secure the same by mortgage, hypothecation and pledge; to lend money and secure the same by mortgage, hypothecation and pledge and to issue bonds; and generally to carry on any business or enterprise that may be incidental to, or convenient in a proper and successful exercise of any of the powers conferred upon this company by these articles of incorporation, not inconsistent with the constitution and laws of this state and of the United States.

ARTICLE IV.

The capital stock of this corporation is hereby fixed at the sum of one hundred thousand ($100,000.00) dollars, divided into and represented by the following stock, to-wit:

1st.—Five hundred shares of preferred stock of the par value of one hundred dollars each.

2nd.—Five hundred shares of common stock of the par value of one hundred dollars each.

The above mentioned preferred stock shall be preferred in liquidation and preferred in dividends in the following manner, to-wit:

In the declaration of all dividends, a dividend up to the amount of eight per cent. per annum shall first be declared in favor of the preferred stock, and it is hereby expressly stipulated that said dividend shall be cumulative.

After the declaration of the above mentioned dividend, all dividends shall be declared at an equal rate on the common stock as well as on the preferred stock.

No shareholder of this company shall at any time offer his stock for sale whether common stock or preferred stock either privately or in the open market without having previously offered to sell such stock at the lowest price which he will accept therefor to the other shareholders of the company through the board of directors at a meeting thereof in the following manner, to-wit:

The board of directors shall instruct the secretary to mail a notice to each shareholder of the company, stating the number of shares so offered, and the price thereof, and calling upon each shareholder to signify in writing within ten days how much of said stock, if any, he desires to purchase at said price. Should the total number of shares which the various shareholders signify their desire to purchase in reply to such notice exceed the number of shares offered for sale, the shares offered shall be distributed among the prospective purchasers in such proportion as the number of shares that such shareholder signifies he desires to purchase bears to the total number of shares for which there are prospective purchasers: should the number of shares offered for sale exceed the total number of shares which the various shareholders signify their desire to purchase, the offeror shall be at liberty to dispose of such excess in such manner as he shall see fit, provided the price be not less than that designated in his offer to the other shareholders.

All subscriptions shall be paid for in cash, property or services at such time as the board of directors shall require.

The corporation shall begin to do business when twenty-five thousand ($25,000.00) dollars of the preferred capital stock shall have been subscribed for and paid; the remainder of the stock shall be issued at such times and on such terms and conditions as the board of directors shall determine.

All transfers of stock shall be made on the books of the company, and no transfer shall be in any way binding on the company unless and until it is made in the above described manner.

Each share of stock shall entitle the owner thereof, either in person or by proxy, to cast one vote at all meetings of the shareholders.

ARTICLE V.

The officers of this corporation shall be a president, vice-president and a secretary-treasurer.

The powers of this corporation shall be vested in and exercised by a board of directors composed of the president, vice-president and secretary-treasurer and two other shareholders, any three of whom shall constitute a quorum for the transaction of all business.

The officers and the board of directors hereinabove provided for shall be elected annually at a general meeting of the shareholders to be held on the first Monday in May, not a legal holiday in the year 1913, and each and every succeeding year thereafter after ten days' notice in writing mailed to each shareholder's last known address. And such officers and board of directors shall serve until their successors shall have been elected and qualified. Special meetings of the shareholders may be held at the request of any three shareholders by call of the board of directors aften ten days' notice in writing as above provided, stating the object of such meeting.

Any vacancy in the officers or in the board of directors from any cause whatsoever shall be filled for the unexpired term by the remaining directors. And any director who may be absent from the city of New Orleans shall have the right to appoint any shareholder of the company to vote for him at any meeting of the board of directors; and such proxy shall have and exercise all the powers of such director appointing him.

The board of directors shall have power without reference to the shareholders of the company to buy, sell and lease, to mortgage, hypothecate and pledge all kinds of property and rights whether movable or immovable; and generally to exercise all the powers conferred on this company by these articles of incorporation.

ARTICLE VI.

This act of incorporation may be changed, altered or amended, or this corporation may be dissolved by a vote of three-fourths of the capital stock of the company present or represented at a general meeting convened for that purpose after thirty days' notice in writing mailed to each shareholder's last known address, and after ten days' publication in one of the daily newspapers of the city of New Orleans and as prescribed by law.

But all changes in the amount of the capital stock of this corporation shall require the assent of two-thirds in amount of the capital stock at a special meeting convened for that purpose after thirty days' notice by publication in one of the daily newspapers of the city of New Orleans and after forty days' notice in writing mailed to each shareholder's last known address and as prescribed by law.

ARTICLE VII.

Whenever this corporation is dissolved by limitation or otherwise, its affairs shall be liquidated under the supervision of three commissioners elected at a general meeting convened for that purpose after the notice specified in Article VI of this charter. In case of the death or inability to act of any one or more of such commissioners, the remaining commissioner or commissioners shall elect a successor or successors from among the shareholders.

ARTICLE VIII.

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

ARTICLE IX.

The first board of directors of this corporation shall consist of Charles Sugarman, Solomon Wexler, Silvan Newberger, Peter Torre and H. Mark Journee, with Charles Sugarman as president, Solomon Wexler as vice-president and Silvan Newberger as secretary-treasurer; and such board of directors and such officers shall serve until their successors shall have been duly elected and qualified.

Thus done and passed in my office in the city of New Orleans, parish of Orleans, state of Louisiana, on the day and date first above written in the presence of Messrs. Rudolph Konrick and William A. Dixon, competent witnesses, who have hereunto affixed their signatures with those of appearers and me, notary, after due reading of the whole.

(Names of subscribers omitted) (Witnesses): Rudolph Konrick, William A. Dixon.

CHAS. F. FLETCHINGER, 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 Pine Prairie Realty Company was this day duly recorded in my office in book 1055, folio —.

New Orleans, La., April 17th, 1912.

(Signed) EMILE LEONARD, D. R.

I, the undersigned notary public, hereby certify that the above and foregoing is a true and correct copy of the original act of incorporation as the same now appears on file and of record in my office.

New Orleans, April 22, 1912.

CHAS. F. FLETCHINGER,
(Seal) Not. Pub.
apl 25 may 2 9 16 23 30 1912

CHARTER

OF THE SPANGENBERG CONSTRUCTION COMPANY.

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

Be it known, that on this fifteenth day of April in the year of our Lord one thausand nine hundred and twelve, before me, Peter Stifft, 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 Act 36 of the Legislature of 1888, and all amendments thereto, as well as those of the general laws of the 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, to-wit:

ARTICLE I.

The name and title of the corporation here formed is declared to be the "SPANGENBERG CONSTRUCTION COMPANY." 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, buy, sell, construct and repair motors of all kinds, automobiles and other vehicles or crafts of any kind operated or propelled by electric or other motive power; and welding apparatus of all kinds and accessories, and machinery; install electric plants, wiring or other electrical works or apparatus; own and operate an electrical manufacturing and repair plant, and to do welding by the Oxy-Acetyline and other processes; and generally to do a general electric and machine construction and automobile repair business in all its branches, and welding by all processes.

ARTICLE III.

The capital stock of this corporation is hereby fixed at the sum of ten thousand dollars, divided into four hundred shares of the par value of twenty-five dollars 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 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 ten days in which to decide on the purchase of same, and after which time, the stock may be offered for sale otherwise.

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 evidences 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 Robert F. Spangenberg, Theodore A. Glucksmann and George F. Schminke, with the said George F. Schminke as president, Theodore A. Glucksmann as vice-president, and Robert F. Spangenberg secretary-treasurer, all of whom shall hold office until the second Monday in April, 1913, or until their successors shall have been duly elected and qualified.

On the second Monday in April, 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, aften 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 place of residence or 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, and secretary-treasurer, who shall be elected by and hold office during the term of the board of directors. This corporation shall commence business and be a going concern as soon as three thousand dollars of the capital stock thereof has been subscribed.

ARTICLE VI.

This act of incorporation may be changed, modified or altered, or this corporation may be dissolved with the assent of two-thirds 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, publication being weekly.

ARTICLE VII.

Whenever this corporation is dissolved either by limitation of its charter or from any other causes, 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 said thirty days and being published once a week during that period. 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 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, nor of exposing a stockholder to any liability beyond the amount of his stock.

Thus done and passed in my office at New Orleans aforesaid, in the presence of Clarence Schroeder and William V. Saunders, competent witnesses of lawful age and residing in this city, who hereunto subscribe their names with said parties and me, notary, on the day and date first above written.

(Original signed): Robert F. Spangenberg, Theo. A. Gluckmann, George F. Schminke, Clarence Schroeder and William V. Saunders.

PETER STIFFT, Not. Pub.

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 "Spangenberg Construction Company" was this day duly recorded in my office in book 1055, folio —.

New Orleans, April 17th, 1912.

(Signed) EMILE LEONARD, D. R.

I certify the above and foregoing to be a true and correct copy of the original on file and of record in my office.

In faith whereof, witness my hand and seal this 17th day of April, 1912.

PETER STIFFT,
(Seal) Not. Pub.
apl 25 may 2 9 16 23 30 1912

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