A STUPID LAWYER

By C. D. ARKWRIGHT

I am what is called a shyster lawyer. It isn't my fault that I rise no higher in my profession; it is fate. When I graduated from the law school my ambition was to be some day chief justice of the United States. In two months I was ready to accept the attorney generalship. Then I fell in the scale to covet a fair practice. And now I am a shyster. I am the meanest kind of a shyster. I devote my time to separating those whom God has joined together, not the higher, but the lower classes. I have secured a divorce for a fee of $5.

One day a young couple came to my office to get divided. Their ages were the man nineteen, the girl eighteen. He wore a threadbare coat that indicated he was or had been a street car conductor.

"Mr. Lawyer," he said, "I suppose it costs a lot to get a divorce. We had to sell our furniture to raise the money. But we got $50 for it. Here it is."

He opened a pocketbook and took out five dirty ten dollar bills. His wife stood by looking like a young thundercloud.

"What's the trouble?" I asked.

Both began to talk at once, each abusing the other in a disconnected way. I caught as much as I could of what they said, but was unable to gather the slightest cause for divorce from either.

"That'll do," I said. "You," addressing the husband, "have treated your wife abominably. And you," to the wife, "have done a number of things you wouldn't have done had you been older and more experienced. In order to secure a divorce for you you must act harmoniously, for legally the grounds for an action on either side are very weak. You must throw off this antagonism long enough to form with me a plan for separation. I shall be busy for about an hour, and meanwhile I wish you to sit down on that sofa side by side and try to get back to the days when you were courting. Think about the first kiss, the putting on of the engagement ring I see on that round finger. Then the wedding and all that. If you keep thinking about these things till I get through some other cases we can all act together for a divorce."

They did as I told them to do, but took seats as far apart as possible and at first it looked as though nothing would be gained. They sat thus, both bolt upright for awhile, but I kept an eye on them and saw that they were trying to keep their minds on what I had indicated. In about half an hour I gathered up some papers and went into another room. When I returned half the distance between them had been eliminated. Encouraged, I hunted for a paper I had left on my table and went out again. When I returned the wife was wiping away tears. The husband, judging from his expression, was endeavoring to steel himself against a reconciliation.

I left the room again, telling them that I would return in about forty minutes, when I should expect them to have got rid of enough antagonism to work together and with me to secure the divorce. "I fear," I said to the husband, "that you, who are the more at fault in this matter than your wife, are nourishing the bitterness in you and will spoil it all."

With this I made another trip and was gone an hour. Then, returning, I stood at the door listening. I heard the husband saying that it had been all his fault and the wife saying that it had been all her fault, and they were calling each other "dearie" and "sweetheart" and a lot of other pet names. I entered the room suddenly and found them locked in each other's arms.

"Well," I said, "I've come to a stopping place in other business and am now ready for you two."

They arose from the sofa, and the husband said they'd been talking the matter over and if I didn't mind the disappointment they would try to get on together for awhile longer. Taking out his pocketbook, he offered to pay me what fee I asked for taking up my time, but I told him there would be no charge. I asked him if he couldn't put the money back into his furniture, and he said he thought he could. At any rate, he would try. Before they left me I made them promise that if they changed their minds and should conclude, after all, to secure a divorce they would give me the job. This they promised to do as some compensation for my "disappointment" in not having been employed already, for they were too stupid to see through the ruse that had prevented a permanent breach between them.

"It's hard on you, Mr. Lawyer, to expect you were going to get a good fee and then not get it, but you'd ought to have seen that a makeup in order to get the divorce was the same as making up regular."

"Just so, my boy," I replied. "If you come back here again for a divorce I won't be so tarnation stupid."

They never came back for a divorce, but one day a prosperous looking young man came into my office and asked if I remembered him. I said I did not, and he told me that I was the lawyer who had euchred myself out of a fee by not moving quick enough. He added that my stupidity had been a godsend to him, and he wanted me to come and dine with him and his wife. I went and saw a happy family.

CHARITY.

Charity is a naked child, giving honey to a bee without wings—naked because excuseless and simple, a child because tender and growing, giving honey because honey is pleasant and comfortable, to a bee because a bee is laborious and deserving, without wings because helpless and wanting. Deny such and thou killest a bee; give to other than such and thou preservest a drone.—Quarles.

THE BOYS

It Is Not Safe to Ignore Them

By EDITH TUCKER

In a village in the interior of New York state in colonial days, when America was a crude country, with the crude customs of the mother country, there lived a man named Fisk. His home was near the schoolhouse, and since he was always kind and good natured with the boys he became a favorite with them.

Now, a boy, though his brain is not matured, knows a great deal about certain things upon which men know nothing. The boy is very observant within his little field. He can tell you the exact number of chickens Farmer Cole has and the number of cows in Farmer Morgan's pasture. These schoolboys knew that the horse was a great favorite with Mr. Fisk. He was constantly coming home with a new animal, and the stock on hand was always disappearing. His absences from home were frequent, but not long, and on every return he brought a horse with him. Older persons were more interested in his means of livelihood. But as to that matter he was unapproachable and altogether uncommunicative.

One morning there was great excitement among the boys. News had come that a band of horse thieves which had traveled those parts for years had been captured and that their friend Mr. Fisk was leader of the gang. The mystery of Mr. Fisk was solved. He had turned out to be a horse thief.

Every one was interested and excited and absorbed in the denouement. But the boys, since the culprit had been their friend, were not quite certain that they were pleased at it. They preferred to wait to see what was to be done with him. Some of them argued that horse stealing was very sinful and Fisk should be punished. Others contended that he should be punished, but they hoped he would get off. Altogether, there was no settled opinion about the matter.

There was no jail in the village, and the thieves were lodged in a room in the tavern, the doors being locked and bolted. The same day at noon the court convened in the parlor of the tavern to try the offenders. The judge, the lawyers and other officials assembled, and the sheriff went for the prisoners, leaving the crowd, in which the boys were conspicuous, to await their coming. But the sheriff did not return, and a shout arose without that the prisoners had escaped.

And why should they not have escaped? Not through the bolted door. There was no necessity for escaping that way when they had a better. All they had to do was to step out of a window on to the roof of a shed and thence down to the ground. Having been in a hurry, they had dropped certain articles, which indicated their route. They had fled to a wood behind the tavern and were doubtless now hiding there. The wood was oak and hickory, with an undergrowth in which the boys had chased squirrels and had started partridges. Among the crowd that went on the hunt for the horse thieves were no such eager persons as the boys. Had they been suffered to lead there is no doubt that the fugitives would have soon been captured, but the sheriff, whose stupidity had led to their escape, officious, pompous, appreciative of his authority ordered the boys back while he organized and sent forth bodies of men.

Boys are especially unsafe creatures to ignore. No one likes to be relegated to the rear when he aspires to go to the front, and, after, all, boys are but miniature men. The little fellows got together, and it was at once evident that the treatment they had received had turned their sympathies from pursuers to pursued. Among them was a youngster tall, lithe, with wiry muscles. He was famous in the school athletics and was a champion runner. He conceived the idea of hiding in the bush and as soon as started up by those beating it to personate their old friend Fisk and attempt to outrun those who would chase him.

From the articles dropped some of the thieves were known to be half dressed. So the boy threw off his coat and pulled his shirt out over his trousers. Then, circling around, he found a convenient place in which to hide. Suddenly a shout arose and the chase commenced.

"There he goes!"

"Stop, thief!"

"Go for him!"

"You, there; head him off!"

These and a babel of other words were shouted while the runner, like a deer, dodged between trees, darted around thickets, following a route over which he had often chased or been chased by his companions. The white tail of his shirt preceded the pursuers like a guiding white cloud. Now they saw it. Now it was hidden. But they came no nearer to it. The boy led them beyond the wood, and there across an opening, his white shirt was seen vanishing into another forest.

What mattered it to the young athlete that the next day when his trick was discovered he must take a thrashing. A thrashing was nothing compared with the delightful excitement of that chase, to say nothing of the revenge for the insult the pompous sheriff had inflicted upon him and his companions.

But the boys' old friend Fisk never returned to thank them for their having saved him from the punishment he deserved.

CHARTER.

OF R. LACROIX & COMPANY, LIMITED.

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

Be it known, that on this twenty-second 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-seventh; before me, Pierre D. Olivier, a Notary Public in and for the State of Louisiana and Parish of Orleans aforesaid, duly commissioned and qualified, 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 to me, notary, in the presence of the undersigned witnesses that, availing themselves of the provisions of the laws of the State of Louisiana, they have mutually agreed and contracted, and by these presents do agree and contract and bind and obligate themselves, their heirs and assigns and all persons who may hereafter become associated with them herein, to form a corporation and do hereby form and organize a corporation under the name and for the objects and purposes and under the terms, stipulations and provisions contained in the following articles, to-wit:

ARTICLE I.

The name and title of this corporation shall be R. Lacroix & Company, Limited, and under its said corporate name it shall have and enjoy a corporate existence and succession for twenty years from and after the date hereof, unless sooner dissolved by the action of the stockholders in the manner provided by law, and by and under that name it shall have, enjoy and exercise all rights, powers and privileges hereinafter granted or that may hereafter be granted by law to corporations of this character, with full authority to contract, sue and be sued, plead and be impleaded, appear, answer and prosecute in any and all courts of justice and elsewhere; to make and use a corporate seal and the same to alter and break at pleasure; to acquire, receive and own by purchase, lease, donation, exchange or otherwise, and to hold, use, enjoy and operate, and to convey and sell, lease, mortgage, pledge, hypothecate or otherwise dispose of property, real, personal and mixed, corporeal and incorporeal; to borrow money and to issue in evidence thereof notes, bonds, debentures or other securities, and to secure the payment thereof and any agreements in relation thereto by hypothecation of property, real, personal and mixed; to name, elect and appoint such directors, officers, managers, attorneys, clerks and employees as its business interests and convenience may require; and to make and adopt, and at its pleasure amend or abrogate such rules, regulations and by-laws for the proper government of the affairs of the corporation as may be necessary, proper or convenient.

ARTICLE II.

The domicile of this corporation is hereby declared to be in the City of New Orleans, State of Louisiana, and all citations or other legal process shall be served upon its president; or, in the event of his death, absence or inability to act, upon its treasurer; or, in the event of the death, absence or inability to act of all the officers of the corporation, upon such person as the board of directors may designate as the person to receive service of process.

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: To buy, sell and deal in cotton and all products and by-products of cotton. And for any of the above stated objects to do all and singular the acts enumerated in Article I of this charter.

This corporation shall have the power to do business in this state and in any other state or states of the Union.

ARTICLE IV.

The capital stock of this corporation is hereby fixed at the sum of thirty thousand dollars ($30,000), divided into three hundred (300) shares of a par value of one hundred dollars ($100) each, of which said shares two hundred (200) shares, amounting to twenty thousand dollars ($20,000), shall be preferred shares issued upon the terms and conditions hereinafter stipulated, and one hundred (100) shares, amountinig to ten thousand dollars ($10,000), shall be common shares . The holders of the preferred shares shall be entitled to receive in respect of such preferred shares, as and when declared from the surplus or net profits of the company, yearly dividends at the rate of six per cent (6%) per annum and no more, payable semi-annually on the first days of September and March in each year. Said dividends shall be cumulative. At no time shall any dividend be declared, set apart for or paid upon the common shares unless at such time all cumulative dividends on the preferred shares then due and unpaid shall have been paid or provided for; nor shall any dividend at any time be declared on the common stock unless there shall also have been declared and a sum set aside suffcient for the payment of such dividends as said preferred shares may be entitled to hereunder. On dissolution or expiration of the charter of this corporation the preferred shares, both as to any cumulative dividends due and unpaid and as to distributive shares of the assets, shall have preference over the common shares and shall be first liquidated at one hundred dollars ($100) per share, and cumulative dividends that may then be due and owing; after the payment of the par value of the preferred shares and of such cumulative dividends then due, the common shares only shall participate in the surplus.

The preferred shares shall have full voting power on all questions save in regard to the declaration of dividends or the election of directors. Common shares shall have full voting power for all purposes.

ARTICLE V.

All powers of this corporation, save the power to fix and declare dividends, shall be vested in and exercised by a board of three directors, each of whom shall own at least one share of the capital stock of this company; said directors shall be elected by ballot under the supervision of two (2) election commissioners appointed by the Board of Directors at the annual meeting of the stockholders of this company, which annual meeting shall be on the second Monday of August of each year, the first meeting to be held on the second Monday of August, 1912. At all stockholders' meetings every stockholder shall have the right, in person or by proxy, to cast one vote on each share of stock held by him, but preferred shares shall have no voting power as to election of directors or declaration of dividends. Two members of the Board of Directors shall constitute a quorum. Any and all of the directors shall be subject to removal at any special meeting of the stockholders called after the notice provided hereinafter, and said stockholders at such meeting may fill the vacancy so caused; but all vacancies not caused by removal shall be filled by the remaining members of the board.

The Board of Directors shall continue in office until their successors have been elected and qualified, and the failure to hold meetings shall not have the effect of rendering invalid this charter or any action of the officers or directors hereunder. Meetings of the stockholders shall be preceded by mailing, at least thirty (30) days prior to the date thereof, to the stockholders of record by registered letter, a notice of the time and place of said meeting. The president shall have full power to provide for special or general meetings of the shareholders or of the board of directors; or a special meeting shall be called upon the petition in writing, addressed to the president by stockholders owning twenty-five per cent of the capital stock of the corporation. Any member of the board of directors who may be prevented by sickness from attending, or who may be absent from the domicile of the company, may give a written proxy to any of the members of said board of directors to represent him on all matters at any meeting of the board of directors, whether special or general.

The power to fix and declare dividends in accordance with the charter provisions hereof shall be vested exclusively in the common stockholders, and shall be exercised by them at the annual stockholders' meeting of this corporation. At said annual meeting the treasurer of the company shall present a report of the business done by the company, together with a detailed statement of its assets and liabilities to cover the twelve months period prior to the first of August of that year.

The officers of this company shall be a president and a secretary and treasurer, both of whom shall be elected by the board of directors at their first meeting after their own election. Both of said officers must be members of the board of directors.

The first board of directors shall consist of Rene Lacroix, Charles W. Shepard and F. C. Shepard, with Rene Lacroix as president and Charles W. Shepard as secretary and treasurer. The said board shall continue in office until the election of their successers at a meeting of stockholders on the second Monday in August, 1912.

ARTICLE VI.

This charter may be amended by a vote of three-fourths (¾) of the shareholders at a general meeting convened for that purpose, after thirty days notice by registered mail to each stockholder of record, as provided in Article V of this charter.

And the corporation may be dissolved, or the capital stock may be increased or diminished, with the assent of three-fourths (¾) of the stock represented at the meeting called in accordance with the laws of the State of Louisiana in such cases made and provided.

ARTICLE VII.

Whenever this corporation shall be dissolved, either by the expiration of its charter or sooner by a vote of the stockholders, two liquidators shall be elected by the shareholders at a general meeting held after thirty days notice by registered mail, as provided in Article V. The said liquidators shall proceed to liquidate the affairs of the corporation, to sell its property and pay its debts and distribute the residue, after payment of the debts and liabilities, among the shareholders in accordance with the provisions of Article IV of this charter.

The liquidators shall continue in office until the full liquidation of the corporation, and in case of the death of either of them, the remaining liquidators shall elect a successor.

ARTICLE VIII.

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

ARTICLE IX.

The persons whose names are hereunto subscribed are hereby declared to be the incorporators of this corporation, and have respectively written opposite their names the amount of stock subscribed by each one of them, so that this act of incorporation may also serve as the original subscription list to the capital stock of this corporation. This corporation shall have the right to commence business and be a going concern when this act of incorporation shall have been signed and when the sum of three thousand dollars ($3,000) of the capital stock shall have been actually subscribed for. The Board of Directors shall have the right to issue at not less than par additional stock, common and preferred, up to the total amount of stock authorized by this charter. All stock must be paid for in cash; but the Board of Directors may provide for payment by installments.

Thus done and passed at the City of New Orleans, State of Louisiana, on the day, month and year hereinabove first written, in the presence of Esmond Phelps and Frank A. Miller, competent witnesses, who hereunto sign their names with the said appearers and me ,notary, after due reading of the whole.

(The original is signed): R. Lacroix, twenty shares common stock; Chas. N. Shepard, nine shares common stock; F. C. Shepard, one share common stock.

Witnesses: Esmond Phelps, F. A. Miller.

PIERRE D. OLIVIER,
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 R. Lacroix & Co., Ltd., was this day duly recorded in my office in book 1055, folio 179.

New Orleans, May 23, 1912.

(Signed)

(Seal) EMILE LEONARD, D. R.

I certify the above and foregoing to be a true and correct copy of the original charter of R. Lacroix and Company, Limited, on file and of record in my office.

PIERRE D. OLIVIER,
Notary Public.

june 6 13 20 27 july 4 11 1912

CHARTER

OF WALKER TAILORING COMPANY.

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

Be it known, that on this twenty-third day of the month of May, in the year one thousand nine hundred and twelve, before me, Frank Edward Rainold, a notary public, duly commissioned and qualified in and for the city and parish of Orleans, therein residing, personally came and appeared the persons whose names are hereunto subscribed, who declared that availing themselves of the laws of this state, in such cases made and provided, relating to the organization of corporations, they have covenanted and agreed, and do by these presents, covenant and agree, bind, form and constitute themselves, as well as such other persons as may hereafter join or become associated with them, into a corporation and body politic in law, for the objects and purposes, and under the agreements and stipulations following, to-wit:

ARTICLE I.

The name and title of this corporation is declared to be:

WALKER TAILORING COMPANY.

Its domicile shall be in the city of New Orleans, state of Louisiana, and it shall have and enjoy succession for a period of ninety-nine (99) years from the date and day thereof. All citation or other legal process shall be served upon the president, and in the event of his absence or inability to act, upon the secretary-treasurer.

ARTICLE II.

The objects and purposes for which this corporation is organized and the business to be carried on by it are hereby declared to be merchant tailoring and all things appertaining to said business or incident thereto.

ARTICLE III.

The capital stock of this corporation is hereby fixed at the sum of fifty thousand dollars ($50,000.00), divided into five hundred (500) shares of the par value of one hundred dollars ($100.00) each, which shall be paid for in cash upon the call of the board of directors. Shares may be issued, however, in payment of property actually received by the corporation. This corporation shall become a going concern as soon as thirty (30) shares have been subscribed for. No transfer of stock shall be binding upon the corporation unless made upon its books.

No stockholder shall have the right to dispose of any share of stock held by him until he shall have offered the same to the corporation, which shall have the right to purchase same for cash at book value within ten (10) days after the same has been offered to it. Shares so purchased by the corporation can be re-issued. No shareholder shall pledge his stock unless he shall have first secured the consent of the board of directors in writing.

ARTICLE IV.

All the corporate powers of this corporation shall be vested in and exercised by a board of directors to be composed of three (3) stockholders. A majority shall constitute a quorum for the transaction of all business. The directors shall be elected annually by ballot by the stockholders on the first Monday following the first day of January of each year; the first election to be held in January, 1913. Each stockholder shall be entitled (in person or by proxy) to one (1) vote for each share owned by him. Ten (10) days' notice by mail of all meetings and elections shall be sent to each stockholder at the last address left by the stockholder with the secretary-treasurer. The directors thus elected shall continue in office for one (1) year or until other directors shall have been duly elected and qualified. A vacancy occurring among their number shall be filled by the remaining directors for the unexpired term.

The directors shall elect a president, a vice-president and a secretary-treasurer, who shall hold office for the same term as directors, and who must be stockholders of the corporation.

ARTICLE V.

Until the election to be held in January, 1913, and until their successors are duly elected and qualified, the following stockholders shall constitute the first board of directors: Mary Ellen Walker, Regina Walker and Urban A. Pfefferle, of whom Regina Walker shall be president, Mary Ellen Walker shall be vice-president, and Urban A. Pfefferle shall be secretary-treasurer.

ARTICLE VI.

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

ARTICLE VII.

This act of incorporation may be changed, modified or altered, or this corporation may be dissolved with the assent of the stockholders owning two-thirds of all of the stock of the corporation at a general meeting convened for that purpose, and after at least ten (10) days' written notice of this meeting has been given through mail, addressed to each shareholder at the place of residence left with the secretary-treasurer. In case of dissolution by the expiration of this charter or otherwise, the stockholders shall elect one or more liquidators from among their number to liquidate and settle the business and affairs of this company. In case of the death or disability of any one of said commissioners or liquidators, the survivors shall appoint a successor to him. The subscribers hereof have each written opposite their names the number of shares subscribed for by them, so that this act may serve as an original subscription list.

Thus done and passed in my notarial office at the city of New Orleans aforesaid in the presence of Rosa Klar and William C. McLeod, competent witnesses, who hereunto sign their names with said appearers and me, notary, on the day and date first herein written.

(Original signed): Regina Walker, Mary Ellen Walker, Lily Walker, U. A. Pfefferle. William C. McLeod, Rosa Klar.

FRANK E. RAINOLD, *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 Walker Tailoring Company was this day duly recorded in my office, in book 1055, folio —.

New Orleans, May 23, 1912.

(Signed) EMILE LEONARD,
Dy. Recorder.

New Orleans, May 23rd, 1912.

I do hereby certify the above and foregoing to be a true copy of the charter of the Walker Tailoring Company and of the certificate of the recorder of mortgages.

FRANK G. RAINOLD, *Notary Public.*

may 30 june 6 13 20 27 july 4 1912

CHARTER

OF THE LESTER LAND COMPANY.

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

Be it known, that on this 18th day of the month of June, in the year of our Lord one thousand nine hundred and twelve (1912) and of the independence of the United States of America the one hundred and thirty-sixth, before me, Arthur B. Leopold, 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 following persons, whose names are hereunto subscribed, together with the amounts of their respective subscriptions to the capital stock of the corporation to be formed, who severally declared, that availing themselves of the provisions of the general laws of the state of Louisiana relative to the organization of corporations, they have contracted and agreed and do by these presents covenant and agree and bind and obligate themselves, as well as such other persons as may hereafter become associated with them or their successors, to form and constitute a corporation and body politic in law for the objects and purposes and under the agreements and stipulations following, to-wit:

ARTICLE I.

The name of this corporation shall be The Lester Land Company, and under its corporate name it shall exist and have succession for a period of ninety-nine years from date hereof, and it shall have and exercise for the purposes of its business all the powers, rights and privileges conferred by law on similar corporations, and it shall be and is further authorized and empowered to do and perform any act or thing and conduct any and all business usually connected with and pertaining to the affairs and business set forth in Article III of this charter and which is not specially prohibited by law.

It shall have the power and authority to hold, own, receive, purchase and lawfully acquire by deeds of conveyance, contract, lease, rental or in any other lawful manner the title and ownership to all property, real, personal and mixed, which it may deem useful and expedient to hold, use and employ for or in connection with the exercise and use of its corporate rights, powers and purposes, and likewise with full power and authority to alienate, dispose of, lease, rent, sell, convey, mortgage, hypothecate, pledge or otherwise encumber its property, real, personal or mixed or any part thereof.

It shall have power to borrow money, and to issue notes, bonds and other evidences of indebtedness from time to time, and to secure the payment of the same or any part thereof, by pledge or hypothecation of property, or by mortgage or other evidences of lien placed upon its property, franchises, real, personal and mixed, or any part thereof.

It shall have power to elect officers and directors, to name and appoint its managers, agents and other employes, and to fix their compensation, and to discharge the same at will; to establish and adopt such by-laws, rules and regulations as may be deemed expedient and proper for the conduct and management of its property and business and the same to alter, amend and abolish at pleasure; to make and use a common or corporate seal, and the same to break and alter at pleasure, and generally to do and perform all acts and things requisite and necessary to carry out the objects and purposes of this corporation.

ARTICLE II.

The domicile of this corporation shall be in the City of New Orleans, State of Louisiana, and all citations and other legal process shall be served on the president and in his absence on the vice-president, and in the absence of both of said officers on the secretary-treasurer of this corporation.

ARTICLE III.

The objects and purposes for which this corporation is formed and organized and the nature of the business to be carried on by it are declared to be: To acquire, reclaim, improve and cultivate landed property; also to acquire by purchase or lease, operate, sell and otherwise dispose of any and every species of property, real and personal, necessary or convenient to be so acquired and used in order to more effectually carry out the main design of the organization of the company.

ARTICLE IV.

The capital stock of this corporation is hereby fixed at the sum of fifty thousand dollars ($50,000), divided into and represented by five hundred (500) shares of the par value of one hundred dollars ($100.00) each, to be paid for in money, or for labor done or services rendered, or such stock as may be issued or delivered for lands and other property to be taken, accepted and received by the corporation for its corporate purposes at such valuation and upon such terms for said stock as the board of directors may determine and direct from time to time to be expedient. The capital stock of the corporation may be increased or reduced by proceedings take in the manner prescribed by law.

The stock of this corporation may be issued for money, for labor done or services rendered, or for lands or other property, which may be thus paid for or exchanged and made over to the company. The valuation of any and all lands, rights, contracts, labor or services and property, movable, immovable and mixed, corporeal or incorporeal, accepted and received by the corporation for its corporate purposes in payment, exchange or otherwise, for any of the stock and shares of this corporation and fixed by the board of directors upon such terms and conditions for the issuance of such stock shall be conclusive evidence of such valuation; and any and all persons, partnerships, associations, corporations or creditors dealing with this corporation are concluded thereby, and any and all persons, partnerships, associations, corporations or creditors dealing with this corporation hereby waive any right or cause of action against the original or subsequent owner or owners of such stock and shares issued to it, him, her or them in payment or exchange for labor done or services rendered, or for such lands, rights, credits, contracts and property valued by the board of directors as aforesaid, and each, every, any and all contracts, contract or undertaking made by or entered into with this corporation shall be subject to this provision of this charter.

All of said stock shall be full paid and non-assessable when issued and delivered, and transfers thereof shall not be binding on the company unless recorded in its books and shall be further subject to such rules, regulations and conditions as the board of directors may prescribe.

This corporation shall begin its business as soon as three thousand dollars ($3,000) of its stock shall have been subscribed.

ARTICLE V.

The corporate powers of this corporation, including the power to make and amend its by-laws and the management and control of its affairs shall be vested in and exercised by a board of directors, composed of not less than three or not more than seven persons, who shall be the holder of at least one share of the capital stock of this company, a majority of whom, represented either in person or by proxy shall constitute a quorum for the transaction of all business.

Any director in his absence from any meeting of the Board of Directors shall have the power to appoint in writing any other director or stockholder as his proxy, with full power to act in his stead at such meeting.

The directors shall be elected annually by ballot by the holders of the stock on the first Tuesday in June of each year. Each holder of stock shall be allowed to vote in person or by written proxy, one vote for each share of stock owned by him, and all elections shall be held under such rules and regulations as may be adopted by the board of directors. The directors thus elected, shall continue in office for one year and until their successors shall have been duly elected and qualified. Any failure to elect officers or directors shall not be regarded as a forfeiture of the Charter. Any vacancy occuring on said board of directors shall be filled by the remaining directors for the unexpired term.

The following persons shall be and constitute the first Board of Directors: Jacob Israel, Albert M. Darragh and Michel Levy, a majority of whom shall constitute a quorum, with Jacob Israel as president, Albert M. Darragh, vice-president and Michel Levy, secretary-treasurer, who shall be the first officers of the corporation and shall serve until the regular meeting on the first Tuesday in June, 1913, or until their successors shall have been elected and qualified.

ARTICLE VI.

Liability of the stockholders of this corporation for the contracts or faults of said corporation is limited to any unpaid balance that may be due by them respectively on their subscriptions. No mere informality in this act of incorporation shall render this Charter void or expose stockholders to liability beyond the amount of their unpaid subscriptions.

ARTICLE VII.

This Charter may be mended or this corporation may be dissolved with the assent of the stockholders holding a m jority of the outstanding stock at a general meeting convened for that purpose and at least ten days notice shall have been given to the stockholders through the mail addressed to their respective places of business.

In case of dissolution by the expiration of this charter or otherwise, the affairs of this corporation shall be liquidated by three stockholders to be elected at the meeting ordering such liquidation.

This charter shall serve as the original subscription list, the undersigned being the original subscribers to the capital stock of this corporation in the amounts and for the number of shares opposite their respective names and signatures.

Thus done and passed, in my office at New Orleans, Louisiana, on the day and date hereinbefore written and in the presence of L. R. Eisenberg and L. P. Bryant, Jr., competent witnesses, who hereunto sign their names with the said appearers and me, notary, after due reading of the whole.

Original signed: Jacob Israel, 39 shares; A. M. Darragh, 20 shares; Michel Levy, 1 share. Witnesses: L. R. Eisenberg, L. P. Bryant, Jr.

ARTHUR B. LEOPOLD,
Notary Public.

I, the undersigned recorder of mortgages in and for the parish of Orleans, Louisiana, do hereby certify that the above and foregoing act of incorporation of the Lester Land Company was this day duly recorded in my office in book 1055, folio —.

New Orleans, June 18, 1912.

EMILE LEONARD, D. R.

A true copy.

ARTHUR B. LEOPOLD,
Notary Public.

june 20 27 july 4 11 18 25

CHARTER

OF L. SIDNEY BELL, INC.

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

Be it known, that on this twentieth day of the month 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, Lawrence McLean Janin, a notary public, duly commissioned and qualified in and for the parish of Orleans and 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 provisions of all of the laws of this state relative to the organization of corporations, particularly of Act No. 36 of the session of the General Assembly of the state of Louisiana of 1888, they have covenanted and agreed, and do, by these presents, form and organize themselves, as well as such other persons as may hereafter become associated with them, into a corporation or body politic in law, for the objects and purposes, and under the stipulations following, to-wit:

ARTICLE I.

The name and style of this corporation shall be "L. SIDNEY BELL, INC.," and by said corporate name shall have succession and enjoy existence for a period of ninety-nine years from date hereof, unless sooner dissolved in the manner provided by law, and under the articles of this charter; it shall have power and authority under its corporate name, to contract, sue and be sued, to make and use a corporate seal, and the same to alter or break at pleasure; to make all necessary rules and regulations for its corporate management and control, and shall have and enjoy all the rights, privileges, and immunities which are now conferred upon or may hereafter be granted to, corporations of the same kind and character.

ARTICLE II.

The domicile of this corporation shall be in the city of New Orleans, state of Louisiana, and all citations and other legal processes shall be served upon the president, or, in his absence or inability to act, upon any other officer of the 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: to engage in and conduct a general insurance business, including fire, burglary, liability, fidelity, guarantee, casualty, plate glass and marine, as local agents, general agents, or as brokers, in all its phases, conditions and modifications; and generally to engage in and undertake any other enterprise or perform all acts incidental to or germane to the purposes above set forth.

ARTICLE IV.

The capital stock of this corporation is hereby fixed at the sum of ten thousand ($10,000.00) dollars, divided into one hundred (100) shares of the par value of one hundred ($100.00) dollars each; said stock shall be issued only for cash, or in payment of property or services actually received by or rendered to said corporation. Said stock shall be fully paid at the time of its issuance, and shall be non-assessable thereafter. The parties to this declare that they hereby subscribe for the number of shares of said capital stock set opposite their respective signatures hereto, so that this act of incorporation shall serve as an original subscription. This corporation shall become a going concern as soon as three thousand ($3,000.00) 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 three (3) directors, to be elected each year, by the stockholders, at their annual meeting; the said directors shall be bona fide stockholders, and the first board shall consist of L. Sidney Bell, William C. Soria and John Soria. They shall proceed to elect from their own number a president, vice-president, and secretary-treasurer, who shall remain in office until their successors shall have been elected and qualified. The annual meeting of the stockholders of this corporation shall be held on the third Monday in the month of May of each year, except when such day shall fall upon a legal holiday, then upon the next following lay day. At said annual meeting the stockholders shall elect from their own number a board of directors for the ensuing year, the board already installed to continue to hold over until their successors are elected and qualified.

The board of directors so elected shall elect from their own number the officers of this corporation, who shall be a president, vice-president and secretary-treasurer; the election of directors shall be by ballot, and the person receiving the largest number of votes shall be declared elected. For electing directors or for any other purpose, each share of stock, whether present or by proxy, shall be entitled to one (1) vote, and a majority of the votes cast shall be required to pass any resolution, or decide any question submitted to the stockholders, except for the alteration or amendment of this charter, or the dissolution of the corporation, as hereinafter provided.

The said board of directors shall have power and authority to make all necessary rules and regulations for the management, operation and control of the business of the corporation as well as to make all necessary rules, regulations and by-laws, and shall have the authority to fill any vacancy occurring in their number. A majority of the directors voting at any one time, in person or by proxy, shall be required to pass any resolution or adopt any by-law, and which, when so adopted, shall become valid corporate acts.

ARTICLE VI.

Notice of all meeting of stockholders, for electing directors, or for any other purpose, except as may be hereinafter directed, shall be given in writing, by the secretary-treasurer, to be deposited in the mail, at least ten days before such meeting, directed to each stockholder at his last known address as appearing upon the books of the corporation, unless said notice is waived in writing by all the stockholders appearing as such upon the books.

ARTICLE VII.

This act of incorporation may be changed, modified or amended, or this corporation may be dissolved by and with the assent of the holders of three-fourths (3-4) in amount of its outstanding stock, given at a general meeting of the stockholders, to be convened after ten (10) days' prior notice, to be given in one of the daily newspapers published in the city of New Orleans, in addition to the personal notice to each stockholder as provided in Article VI of this charter, and such changes as may be made in reference to an increase of capital stock shall be preceded by such notices, delays and formalities as by law required.

In the event of the dissolution of the said corporation, either by limitation of its charter, or otherwise, its affairs shall be liquidated by three (3) commissioners, to be elected at a special meeting called for that purpose, as above provided; and they shall remain in office until the affairs of said corporation shall be fully liquidated; and in case of the death of one or more of said liquidators, the survivor or survivors shall continue to act.

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

Thus done and passed in my notarial office in the city of New Orleans, on the day, month and year hereinbefore written, in the presence of John Watt Duffy and Morris Dunn, competent witnesses, who hereunto sign their names, together with said appearers, and me, notary, after due reading of the whole.

(Original signed): W. C. Soria, 10 shares; Jno. Soria, 10 shares, per pro W. C. Soria; L. Sidney Bell, 10 shares. Jno. Watt Duffy, Morris Dunn.

LAWRENCE M. JANIN,
Notary Public.

(Seal)

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 L. Sidney Bell, Inc., was this day duly recorded in my office, in book 1055, folio —.

New Orleans, May 20th, 1912.

(Signed) EMILE LEONARD, Dy. R.

A true copy.

LAWRENCE M. JANIN,
Notary Public.

(Seal)

may 23 30 jun 6 13 20 27 1912

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