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CHARTER

OF "RAGUSA GROCERY COMPANY, INCORPORATED."

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

Know all men by these presents, that on the twenty-sixth day of the month of August, in the year nineteen hundred and twelve (1912), before me, Lewis Rossner Graham, 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 and appeared the several persons whose names are hereunto subscribed who declared that, availing themselves of the laws of the state of Louisiana, in such cases made and provided, and more particularly of act No. 78 of 1904, they have covenanted and agreed, and do hereby agree and mutually covenant, for themselves, their successors and those who may hereafter become associated with them, to form a corporation for the objects and purposes and under the conditions and stipulations contained in the following charter, viz:

ARTICLE I.

The name and style of this corporation shall be the "Ragusa Grocery Company, Incorporated," and under that name it shall have and enjoy all the rights, advantages and privileges granted by law to corporations; it shall exist for a period of ninety-nine years from the date hereof; it shall have power to contract, sue and be sued under its said corporate name; to make and use a corporate seal and the same to break or alter at pleasure; to have and employ such managers, directors, officers, agents and other employees as the interest and convenience of said corporation; and to make and establish such by-laws, rules and regulations for the corporate management and control of the affairs of said corporation as may be deemed necessary and expedient. Said corporation shall also have power to hold, receive, purchase, hypothecate, convey, sell, lease or pledge such real or personal property as pertains to the objects and purposes for which this corporation is organized.

ARTICLE II.

The domicile of said corporation shall be in the city of New Orleans, state of Louisiana, and all citations and all other legal process shall be served on the officers of the corporation as the law directs.

ARTICLE III.

The object 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 carry on the grocery business both wholesale and retail; to buy and sell all merchandise that pertains to said grocery business; to establish branch stores; and to receive and handle goods and merchandise on commission; and generally to do and engage in any other business, undertaking or enterprise connected with, growing out of, germane or incidental to any of the purposes herein above set out or contemplated by this charter.

ARTICLE IV.

The capital stock of this corporation is hereby declared to be the sum of ten thousand dollars, divided into one hundred shares of one hundred dollars each. Said stock may be paid for in cash or in property, merchandise, labor or services made or rendered to this corporation; cash stock subscriptions are to be paid in such amounts and at such times as the board of directors may prescribe. The capital stock of this company may be increased or decreased by vote of the stockholders in accordance with the laws governing increasing or decreasing the capital stock of corporations. This corporation shall begin its business and become a going concern as soon as three thousand dollars of its stock shall have been subscribed for.

ARTICLE V.

All the corporate powers of this corporation and the management and control of its affairs shall be vested in and exercised by a board of directors, composed of three stockholders, a majority of whom shall constitute a quorum for the transaction of all business. These directors shall be elected annually by the stockholders at a meeting to be held at the domicile of the corporation, on the first Tuesday of January of each year. Each stockholder shall be entitled, in person or by written proxy, to a vote for each share of stock owned by him and all elections shall be held under such rules and regulations as may be determined by the board of directors. The directors thus elected shall continue in office for one year or until their successors shall have been elected and have qualified. No failure to elect shall be regarded as a forfeiture of this charter. Any vacancy occurring in the board shall be filled by the remaining directors for the unexpired term. The board of directors shall at their first meeting after their election, by viva voce vote, elect from among its number a president, a vice-president and a secretary-treasurer. The said board of directors shall have power to make, and from time to time, amend, by-laws, rules and regulations for the conduct of the affairs of the corporation, and to employ and dismiss managers, clerks and other employees of the corporation as the interest and business of the same may require. The board shall also have full power and authority to borrow money, issue notes and other obligations, and generally to do all things necessary for the proper carrying on of the business of the corporation. Any of the directors shall have the right to appoint, by a written instrument, another director or stockholder to act as his proxy and in his stead, at any and all meetings of the board of directors.

The first board of directors of this corporation shall consist of Joseph Ragusa, Salvadore Ragusa and Alfred Ragusa, with Joseph Ragusa as president, Salvadore Ragusa as vice-president and Alfred Ragusa as secretary-treasurer. Said directors to remain in office until the election to be held in January, nineteen thirteen, or until their successors are elected and qualified, said officers, however, holding their offices only at the pleasure of the board.

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 organization have the effect of rendering this charter void 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 its stockholders owning three-fourths of the capital stock of the corporation present or represented by written proxy at a general meeting convened for that purpose after legal notice in writing shall have been given through mail to each stockholder at his last known place of residence. In case of dissolution by the expiration of this charter or otherwise, the stockholders shall elect one liquidator from among their number to settle and wind up the affairs and business of this corporation.

ARTICLE VIII.

In order that this charter may act as the original subscription list made for the purpose of organizing this corporation, the incorporators have signed their names hereto and placed opposite to their names the number of shares subscribed by each.

Thus done and passed, in my office in the city of New Orleans, state of Louisiana, aforesaid on the day and the month and year Messieurs Voorhies and Geo. Wolfe, competent witnesses, who have hereunto signed their names with the said appearers, and me, notary, after due reading of the whole.

LEWIS R. GRAHAM, Not. Pub.

New Orleans, La.

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 Ragusa Grocery Company, Incorporated, was this day duly recorded in my office in book 1055, folio —.

New Orleans, La., Sept. 21, 1912.

(Signed) EMILE LEONARD, Dy. R.

I hereby certify that the above and foregoing is a true copy of the original act on file and extant in my notarial records.

New Orleans, La., Sept. 21, 1912.

LEWIS R. GRAHAM, Not. Pub.

sept 26 oct 3 10 17 24 31

AMENDMENT TO CHARTER

OF GODCHAUX & MIOTON, LIMITED.

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

Be it known, that on this the 24th day of the month of September, 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, Alexis Brian, a notary public duly commissioned and qualified within 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 Mr. Albert Godchaux and Mr. Harold Mayer, residents of the city of New Orleans, of full age, herein appearing and acting in their capacities as president and vice-president respectively of Godchaux & Mioton, Limited, a Louisiana corporation domiciled in the city of New Orleans, organized originally by act before Felix J. Dreyfous, notary public, on the 18th day of July, 1909, and pursuant to a resolution passed at a stockholders' meeting hereinafter mentioned, certified copy of the minutes of which meeting are hereto annexed as part hereof: Who declared that at a general meeting of the stockholders of said corporation held on the 24th day of September, 1912, which had been convened for the especial purpose in accordance with law, the following amendment to the charter of said corporation was adopted by a unanimous vote of the holders of all the stock of said corporation, all being present at said meeting, to-wit:

Article 1 of said charter was amended so as to read as follows:

"ARTICLE I.

"The name and title of this corporation shall be 'Godchaux & Mayer, Limited,' and under said name, unless sooner dissolved according to its charter, it shall exist and continue and shall have and enjoy corporate existence for a period of ninety-nine (99) years from and after the date of this act. It may have, hold, receive, borrow, loan, exchange, acquire, purchase, sell, alienate, convey, lease, pledge pawn hypothecate, encumber or mortgage property of any kind, whether real, personal or mixed, corporeal or incorporeal, movable or immovable; it may make, issue and endorse bonds and notes and other evidences of debt; it may accept mortgages, pledges or other forms of security for money loaned or other debts; it may contract, sue and be sued, plead or be impleaded, and may adopt and use a corporate seal; it may name, appoint and employ such managers, directors, officers, agents and other employes as its interest and convenience may require; and may make and establish such by-laws, rules and regulations for the proper management and control of its affairs as may be necessary and proper and generally shall possess all the powers, rights, privileges and immunities which corporations are and may hereafter be authorized to possess under the constitution and laws of this state."

The whole as more fully appears by the annexed certified copy of the minutes of said stockholders' meeting.

And the said appearers having requested me, notary, to put the said amendment in authentic form, I do by these presents receive said amendment in the form of this public act, to the end that said amendment may be promulgated and recorded and thus be read into the original charter passed before Felix J. Dreyfous, notary public, on the 18th day of July, 1909.

Thus done and signed in my office at the city of New Orleans, on the day and date herein first above written in the presence of I. R. Saal and George W. Schweitzer, competent witnesses, who hereunto sign their names with said appearers and me, notary, after due reading of the whole.

Original signed: Harold Mayer, Albert Godchaux. I. R Saal, Geo. W. Schweitzer.

ALEXIS BRIAN, Notary Public.

I, the undersigned deputy recorder of mortgages for the parish of Orleans, do hereby certify that the foregoing act amending the charter of Godchaux & Mioton, Ltd., was this day duly recorded in book No. 1055, folio —.

New Orleans, September 24, 1912.

(Signed) EMILE LEONARD, Deputy Recorder of Mortgages.

I hereby certify the above and foregoing to be a true and correct copy of the original act of amendment of the charter of Godchaux & Mioton, Limited, which was passed before me on the 24th day of September, 1912, and of the original certificate of the deputy recorder of mortgages thereto annexed which is annexed to said original; said original act and certificate being on file in my current notarial register.

In faith whereof, I hereunto set my hand and seal at New Orleans, La., this 24th day of September, 1912.

ALEXIS BRIAN, Notary Public.

sept 26 oct 3 10 17 24 31 1912

CHARTER

OF EMMA REALTY COMPANY.

STATE OF LOUISIANA, PARISH OF ORLEANS.

Be it known that on this 12th day of September, 1912, before me, Edward B. Ellis, a duly qualified notary public in and for the state and parish aforesaid, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the following persons whose names are hereunto signed, who severally declare that, availing themselves of the provisions of the general laws of Louisiana relative to the organization of corporations, they have covenanted and agreed, and do by these presents covenant and agree, and bind themselves, as well as such others as may hereafter become associated with them, to form a corporation for the purposes and objects and under the articles and conditions following, the domicile of said corporation to be in the city of New Orleans, and citation or other legal process to be served on the president, or in his absence upon the secretary.

ARTICLE I.

The name shall be the Emma Realty Company, and by this name it shall exist for ninety-nine years. It shall have power and authority to contract, sue and be sued; to make and use a corporate seal; to issue bonds; to borrow and loan money secured by mortgage or otherwise; to have and employ such managers, directors, officers, agents and other employees as the interests of said company may require; to make and establish such by-laws, rules and regulations for the management and control of the affairs of said corporation as may be necessary, and to have and possess all the powers granted by the laws of Louisiana to do all things necessary to carry out the objects for which this corporation is formed.

ARTICLE II.

The objects and purposes for which this corporation is formed and the business to be carried on by it are hereby declared to be to deal in, acquire, purchase, hold, lease, sell and mortgage real estate and all manner of lands in Louisiana, or elsewhere; to develop, improve as well as to sell, and mortgage the same, or any portion thereof; to plot out in subdivisions any and all lands acquired by said company; to erect, build, repair, remodel, construct, and to contract for the building and erecting of, dwellings, houses and buildings, roads, streets, sidewalks and pavements and all structures of any building material, and to operate, lease or mortgage the same; and generally to do a real estate business in all its details for itself, and as agents for others.

ARTICLE III.

The capital stock of this corporation shall be fifty thousand dollars, divided into five hundred shares of the par value of one hundred dollars each. This corporation may begin business at once as a going concern, fifty-five shares having been subscribed by the signers hereto. Any stockholder must give this company ten days notice of his intention to sell his stock, the first privilege being given the other stockholders, or any of them, to purchase within this time. No stockholder shall ever be held liable for the contracts or faults thereof in any sum beyond the unpaid balance due the company on his shares of stock; nor shall any informality in organization have the effect of rendering this charter null, or of exposing a stockholder to any liability beyond the unpaid balance, if any, of his stock.

ARTICLE IV.

The corporate powers of this company shall be vested in and exercised by a board of five directors, a majority of whom shall constitute a quorum to transact all business They shall elect from their number a president, a vice-president, a secretary and a treasurer; provided the offices of secretary and treasurer may be held by the same person.

The board shall be elected by ballot by the stockholders at the office of the company on the first Wednesday of February, 1913, and annually thereafter, such election to be held under such rules as may be prescribed by the board. Each stockholder shall be entitled, either in person or by proxy, to one vote for every share held by him, and a majority of votes shall elect.

Emile A. Leonval, John M. Toelke, Francis J. Keller, Edward B. Ellis, William E. Connolley, are declared to be the first board of directors to serve until the first Wednesday of February, 1913, or until their successors are elected and qualified, with Emile A. Leonval as president; William E. Connolley, as vice-president, and Francis J. Keller, as secretary-treasurer. Any vacancies occurring on said board shall be filled by the remaining board of directors for the unexpired term, and in such cases directors may vote by proxy.

The board shall make and establish, as well as alter and amend, any and all by-laws, rules and regulations for the government of said corporation, not repugnant to law or to these articles of incorporation.

ARTICLE V.

This charter may be changed, modified or amended, the capital stock increased or decreased, or this corporation be dissolved, at a general meeting of the stockholders called for that purpose, with the assent of three-fourths of the entire capital stock. Ten days' prior notice of such meeting shall be given by registered mail to the stockholders at their last known address.

In case of dissolution or termination of this corporation, either by limitation of its charter or from any cause, the liquidation of its affairs shall be conducted by three commissioners selected from the stockholders, with like assent, and at a meeting called for that purpose, as above set forth in this article. Said commissioners shall remain in office until the affairs of said corporation shall have been fully liquidated. In case of the death of one or more of said commissioners, or of a vacancy otherwise occurring in their number, they shall have authority to fill such vacancy.

ARTICLE VI.

The incorporators have set opposite their names, signed hereto, the number of shares subscribed by each, which shall constitute the original subscription list to the capital stock of the corporation.

Thus done and signed in my office in the city of New Orleans, in the presence of Herbert Kaiser, and John M. Toelke, Jr., competent witnesses, who have hereunto signed their names, together with the said appearers and me, notary, after reading of the whole.

Names of Subscribers Omitted.

Witnesses: Herbert Kaiser, John M. Toelke, Jr.

EDWARD B. ELLIS, 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 Emma Realty Co. was this day duly recorded in my office, in book 1055, folio 502.

New Orleans, Sept. 16, 1912.

EMILE LEONARD, D. R.

A true copy.

EDWARD B. ELLIS, Notary Public.

sept 26 oct 3 10 17 24 31 1912

CHARTER

OF ELECTRICAL DEVELOPMENT COMPANY.

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

Be it known, that on this seventeenth (17th) day of October, 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-seventh (137th): before me, William Lee Hughes, a notary public, duly commissioned and qualified, in and for the parish of Orleans, state of Louisiana, personally came and appeared the persons whose names are subscribed hereto, who severally declared, that, availing themselves of all the laws of the state in such cases made and provided, they have contracted and agreed, and do by these presents covenant and agree and hereby bind themselves, as well as such other persons as may hereafter become associated herein to form a corporation, under the articles, stipulations and for the objects and purposes following, to-wit:

ARTICLE I.

The name of this corporation is the ELECTRICAL DEVELOPMENT COMPANY, and it shall have authority to exist for ninety-nine years from the date hereof; and to contract, sue and be sued; to have and use a corporate seal and break or alter same; to hold, receive, lease, purchase and convey as well as mortgage and hypothecate property, real, personal and mixed, corporeal and incorporeal, and to issue bonds thereon; to name and appoint managers, agents, directors and officers of its business; to establish branches and agencies in this state and elsewhere; to manufacture and sell all and any articles incident to its business; to purchase, sell, establish and maintain plants for the manufacture of electrical and mechanical appliances and the conduct of a general manufacturing business; and to lease or sell same, in whole or in part, to make and establish as well as alter and amend, from time to time, such by-laws, rules and regulations for the proper government of the affairs of this corporation; and generally to have and enjoy all the rights, privileges and immunities as are now or may hereafter be, under the law, granted to or vested in such corporations.

ARTICLE II.

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

ARTICLE III.

The objects and purposes for which this corporation is established and the nature of the business to be carried on by it are declared to be to manufacture, purchase and sell at wholesale and retail, electrical goods and appliances, patents, patent rights and patents applied for on such articles, and, to issue stock of the company in consideration therefor, in such amounts as may be determined by the board of directors, to exploit, manufacture and sell such articles as such patents, patent rights and patents applied for cover, and to manufacture and sell all other articles of merchandise, machinery and appliances used in or incident to the electrical business, and to all of these ends to establish, purchase, conduct and maintain such factories, plants and stores as it may deem necessary in this state and elsewhere; and to own, lease, contract and operate such manufactories, plants and stores, and to establish such branches and agencies as its board of directors may deem advisable, and generally to have and to hold and enjoy such powers and privileges as are granted by law to such corporations.

ARTICLE IV.

The capital stock of said corporation is hereby fixed at the sum of ten thousand ($10,000.00) dollars, divided into and represented by two hundred (200) shares of stock of the par value of fifty ($50.00) dollars each; said stock shall be paid for in cash, in property actually received, or services actually rendered, and may be paid for especially in the purchase of patents, patent rights and patents applied for on appliances incident to its business, in such manner and at such times as the board of directors shall determine. This company shall be a going concern as soon as three thousand ($3,000.00) dollars of the capital stock shall have been subscribed for.

No stockholder shall have the right to assign or transfer his stock in this corporation, until he shall have given ten days' prior notice, in writing, to this corporation, of such intention to sell, assign or transfer said stock, and the other stockholders here of shall have the first privilege of purchasing same, at its then book value, during such ten days. After such ten days notice shall have elapsed and no other stockholder having purchased all or any of said stock, the same may be sold in open market. Stock may be transferred only on the books of the company.

ARTICLE V.

All the corporate powers of said corporation shall be vested in and exercised by a board of directors, which shall be composed of four stockholders, to be elected annually on the first Monday of November in each year, beginning in 1913.

All such elections shall be by ballot, conducted at company's office, under supervision of one or more commissioners, selected by the board of directors. Notice of elections shall be published in New Orlans not less than ten days prior to such election.

Each stockholder shall at all stockholders' meetings and elections, be entitled to one vote for each share of stock standing in his name on the books of the company, which vote may be cast in person or by written proxy. At elections a majority of the votes cast shall elect.

The remaining directors shall fill any vacancy in the directorate, for the remainder of their term.

Failure to elect directors on date provided for herein shall not dissolve the corporation, but directors then in office shall remain in office until successors are elected and qualified.

Three directors shall constitute a quorum for the transaction of any business.

The board of directors may appoint such officers, managers, agents, clerks and other employees as it may deem necessary for its purposes and business and dismiss same at pleasure; it may make and establish, as well as alter and amend, any and all by-laws, rules and regulations necessary and proper for the support and management of the business and affairs of this corporation; it shall have, hold, enjoy and exercise generally all other rights and powers vested by law in this corporation ,and not specifically set out in this article.

Each director shall have the right and authority to appoint, in writing, any stockholder or director a proxy, to represent him, at any and all meetings of the board.

The first board of directors shall be composed of Lyman C. Reed, Douglas H. Homes, Charles B. Murphy and William H. B. Spangenberg, with the said Lyman C. Reed as president, Douglas H. Homes as vice-president, and Charles B. Murphy as secretary-treasurer, who shall hold their offices until the first Monday in November, 1913, or until their successors are elected and qualified.

Each succeeding board of directors shall elect from their own number a president and a vice-president. They shall also elect a secretary-treasurer who need not be a stockholder. In case of the inability of any one of the above officers to act for any cause, the board of directors shall have the power to fill such office temporarily or permanently as may be necessary.

ARTICLE VI.

This act of incorporation may be altered or amended, or this corporation dissolved, with the assent of two-thirds of the capital stock represented at a general meeting of the stockholders called for such purposes, after notice of such meeting shall have been published in one or more newspapers published in New Orleans once a week for four weeks, and after a written notice to each stockholder mailed to him forty days prior to date of meeting at the address designated by him to said company in writing.

ARTICLE VII.

The capital stock of this corporation may be increased or decreased in the manner now provided by law.

ARTICLE VIII.

When this corporation is dissolved by limitation of its charter or from any other cause its affairs shall be liquidated by two stockholders, who shall be elected at a general meeting to be called after the same notice and in the same manner as is provided for the election of directors in Article V of this charter. Said commissioners shall remain in office until the affairs of the corporation shall have been fully liquidated. In case of vacancy remaining commissioner shall fill same.

ARTICLE IX.

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

Thus done and passed in my office in the city of New Orleans, on the day, month and year first above written, in the presence of Messieurs James C. Hills and Henry L. Sarpy, competent witnesses of lawful age, residing in this city, who hereunto sign their names with the said appearers and me, notary, after due reading of the whole.

(Original signed): Lyman C. Reed, and others. (Witnesses): J. C. Hills, Henry L. Sarpy.

W. L. HUGHES, *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 Electrical Development Company was this day duly recorded in my office in book 1055, folio —, et seq., of the records of my office.

New Orleans, October 21, 1912.

(Signed) EMILE LEONARD, D. R.

I hereby certify that the above is a true and correct copy of the original on file in my office.

New Orleans, October 19th, 1912.

(Seal) W. L. HUGHES, *Not. Pub.*

oct 24 31 nov 7 14 21 28

CHARTER.

OF ROYAL TURKISH BATH COMPANY.

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

Be it known, that on this eleventh day of October, 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, John J. Ward, 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 several persons whose names are hereunto subscribed, who declared that availing themselves of the provisions of all laws of this state relative to the organization of corporations, they have contracted and agreed and do by these presents hereby covenant, contract and agree and bind themselves, their associates, successors and assigns, to form a corporation and body politic in law, which shall be known by the name, style, and title of "ROYAL TURKISH BATH COMPANY."

Its domicile shall be in the city of New Orleans, state of Louisiana, and shall have and enjoy corporate existence and succession for the full term and period of ninety-nine years from the date hereof, and shall moreover have, possess and enjoy and exercise all corporate rights and privileges granted and accorded unto corporations by the laws of this state; especially the power and authority to borrow money; to contract, sue and be sued in its corporate name; to issue stock, bonds, notes, and other evidences of debt and to have, hold, receive, purchase, sell, lease, convey, pledge or mortgage and hypothecate real and personal property; and to name and appoint such managers, directors and clerks or agents and employees as the interests of said corporation may from time to time require, and likewise discharge the same at pleasure.

All citations or other legal process shall be served upon the president, and in event of the absence of said officer or inability to act from any cause whatsoever, then upon the vice-president of said corporation, or the secretary thereof.

The objects and purposes for which this corporation is organized and established are hereby declared and specified to be to establish, conduct, maintain and operate a general hygienic, bathing and manicure establishment and for these purposes to employ, use, install, operate and conduct all kinds of recognized and private baths, such as Turkish, Russian, plain, or ordinary, sulphur, electric and other known and reputed forms of baths conducive to health, for the convenience and accommodation of patrons and the general public and private individuals, under such terms, conditions, regulations and rules of conduct and maintainance as may from time to time be ordained and prescribed by the manager or the board of directors; and in prosecution and furtherance of such business to use, install, operate and maintain electric and any other kind of motive and steam and other operative power needed or deemed essential or requisite for the objects and purposes of said business and carrying on the business thereof as is hereinabove stated and generally to do and perform all and every thing else deemed necessary or needful in the conduct and prosecution of said business.

The capital stock of this corporation is hereby fixed at the sum of five thousand dollars, to be divided into or represented by five shares of the sum of one hundred dollars each, which said stock shall be paid for in cash, at time of subscription, or at such times, in manner and amounts, or instalments, and upon such notice as the board of directors may decide upon, or the same may be issued at not less than par in payment for labor done, services rendered, or for money, property, or rights actually received or purchased by said corporation.

This corporation shall have the right to commence its business operations when three thousand dollars of its capital stock shall have been subscribed and paid for.

All corporate powers of this corporation shall be vested in and exercised by a board of directors composed of three stockholders, to be elected by the stockholders annually by ballot, on the first Monday in December in each year, commencing in the year A. D. 1914, under the supervision of two commissioners appointed for that purpose by the board of directors. Each director shall own in his or her own name at least five shares of the capital stock of said corporation during his or her term of office.

Ten days' previous notice in writing or print shall be given each stockholder of each election or meetings of stockholders, to be delivered unto each in person or sent through regular ordinary mail to the last known postoffice address of any stockholder.

At all elections or meetings each stockholder shall be entitled to one vote to be cast by the owner either in person or by proxy for each share of stock owned by him or her or by a firm whereof he may be a member, and a majority of the votes cast shall elect and decide. Two directors shall constitute a quorum for the transaction of business and the board of directors may make and adopt or change, alter and amend at their pleasure all such by-laws, rules and regulations as they may from time to time deem necessary for the proper conduct and management of said business, and moreover shall have full power and authority to contract debts, borrow money, issue notes, bonds or other obligations, or authorize issuance thereof in the name and behalf of said corporation and secure payment of same by mortgage or pledge of its property.

Any vacancy occurring in the board of directors from any cause shall be filled by the remaining directors, but any such director selected to fill a vacancy shall possess in his or her own name or own in the name of a firm of which he is a member the hereinbefore mentioned number of shares of capital stock of said corporation.

At their first meeting following each annual election the board of directors shall elect one of their number to be president, one to be vice-president, and another to be secretary and treasurer of said corporation.

A failure to elect directors on the date specified shall not dissolve this corporation, but the directors and officers thereof then in office shall continue to act as such and cause the election to be held as early as practicable thereafter upon notice to stockholders as above prescribed.

In case of the absence of any director from the city of New Orleans, or in case of sickness or other disability of said director he shall have the right to name and appoint in writing any other stockholder having the aforementioned number of shares and qualifications concerning stock to act for and represent him or her in such representative capacity as a director during such absence, sickness or disability.

Until the first election to be held under the provisions of this charter, commencing in the year nineteen hundred and fourteen (on the first Monday in December, A. D. 1914, as aforesaid), the following named persons shall be and serve as the officers of said corporation, viz: Joe Solly, as president; Arthur Goldie, as vice-president; Julia A. Talbot, as secretary and treasurer.

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

This act of incorporation may be changed, modified, altered or amended with the assent of three-fourths in amount of the capital stock, or this corporation may be dissolved by a vote of three-fourths of the stock present or represented at any general meeting of stockholders held and convened for such purpose after ten days' prior notice in print or writing shall have been given or delivered unto each stockholder, or sent him by mail to his last known post office address.

At the expiration of this charter or earlier dissolution of this corporation, its business and affairs shall be settled and liquidated by three commissioners to be selected and chosen for that purpose by and from amongst the stockholders at a meeting held or called and convened for that purpose upon notice given to them, in manner and form as hereinabove stated.

The said commissioners shall remain in office and be vested with full power and authority to dispose of and sell any and all assets of this corporation, both real and personal, and convey full and complete title thereto, and otherwise do and perform all and every act and thing necessary or requisite in the liquidation of said corporation's business. And in the event of the death, resignation or inability of any of the said commissioners to act, the survivor or survivors of them shall continue to act and exercise all the powers and authority granted by law unto liquidators.

Thus done and passed in my office, at said city of New Orleans, in the presence of Messrs. Charles M. Hero and Andrew Hero, Jr., competent witnesses, of lawful age, both residents of this city, who hereunto sign their names together with said appearers and me, said notary, on the day and date aforesaid.

(Original signed): Miss J. Solly, J. A. Talbot, Arthur Goldie, and others. C. M. Hero, Andrew Hero, Jr.

JNO. J. WARD, *Not. Pub.*

State of Louisiana,
Parish of Orleans.

I, the undersigned recorder of mortgages, of and for the said parish of Orleans, state of Louisiana, aforesaid do hereby certify, that the above and foregoing charter or act of incorporation of Royal Turkish Bath Company, was this day duly recorded in my office in book No. 1055, folio —, et seq., of the records of my office.

In faith whereof witness my hand and seal at New Orleans, Louisiana, on this twenty-first day of October, A. D. nineteen hundred and twelve.

(Signed) EMILE LEONARD,
Dep. Recorder of Mortgages.

A true copy of the original on file and of record in my office.

New Orleans, La. this October 21st, A. D. 1912.

(Seal) JNO. J. WARD, *Not. Pub.*

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CHARTER

OF "PAN-AMERICAN LAND & LUMBER COMPANY."

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

Be it known, that on this 19th day of the month of October, 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, Philip Gensler, 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 the several persons whose names are hereunto subscribed, all of the age of majority, who declared that, availing themselves of the provisions of the laws of this state, relative to the organization of corporations, they hereby form themselves into and constitute a corporation for the objects and purposes, and under the stipulations, hereinafter set forth, to-wit:

ARTICLE I.

The name, style and title of this corporation shall be the "PAN-AMERICAN LAND & LUMBER COMPANY," and under that name it shall have and enjoy all the rights, privileges and immunities granted by law to corporations. It shall exist for a period of ninety-nine years from the day and date hereof; it shall have the power and authority in its corporate name to sue and be sued ,to make and use a corporate seal, the same to break, alter or amend at pleasure; to own, hold, receive, purchase, sell, convey, deliver, mortgage, lease, hypothecate, and pledge property, both real and personal, corporeal and incorporeal, improved and unimproved; to borrow and lend money; to issue bonds, notes and other obligations, negotiable instruments and other evidences of debt, the same to secure by mortgage or pledge of the property of the corporation; to purchase or otherwise acquire, hold, sell, assign, transfer, pledge or otherwise dispose of shares of the capital stock of any other corporation or corporations, and to issue its obligations in payment or exchange therefor, and to secure the same by mortgage, pledge, or any other way, for the purposes of the business of its incorporation; to purchase or acquire shares of its own capital stock from surplus or profits, and shares so acquired may be resold, unless retired in order to decrease the capital stock of the company as provided by law; to appoint managers, officers, agents in the state of Louisiana and other states, or elsewhere, as its interests may require; to establish, alter and amend all rules and regulations and by-laws for the conduct and management of its business as may be necessary and proper.

ARTICLE II.

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

ARTICLE III.

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

To carry on a general mercantile business and trading generally, as incidents to its main business; to deal in, acquire, buy, sell, lease, rent, mortgage or hypothecate, real estate, both within and without the state of Louisiana, to improve same, to construct buildings, roads, streets thereon, or to drain or otherwise improve the same;

To buy and sell at wholesale or retail timber lumber and other forest products, in its raw and manufactured form; to manufacture the same in any and all forms;

To own, operate, build, lease, acquire or control such manufactories, mills, dry kilns and other plants incidental to said business, in this and other states;

To buy, own, lease, acquire, sell or mortgage timbered and other lands, for the purpose of operating its manufacturing plant or plants, or for the purpose of acquiring the stumpage of timber thereon;

To construct, buy, lease, own, operate and acquire tramways and railways, barges, steamers, schooners, launches and other water craft, for the purpose of carrying on its said business, but not as common carriers; and generally, to do and perform any and all things necessary, proper or incidental to the operation and carrying on of general real estate, lumber and manufacturing and saw mill business.

ARTICLE IV.

The capital stock of this corporation is hereby fixed at the sum of thirty-five thousand dollars ($35,000), divided into and represented by three hundred and fifty (350) shares, each of a par value of one hundredd dollars ($100), payable in cash or its equivalent, as follows:

One hundred and fifty (150) shares of preferred stock, and two hundred (200) shares of common stock.

The preferred stock shall be entitled to preference and priority over the common stock in that it shall be entitled to receive annually from the net earnings of the business of the company a dividend of six per cent (6 per cent), which shall be cumulative and which shall be paid before any dividend is declared upon common stock, or paid to common stock holders. The preferred stock shall be entitled to no additional annual dividend, but it shall, in the event of liquidation or dissolution of the company, voluntary or involuntary, be paid in full, that is, in par value and interest, out of the assets of the company before any such assets can be distributed to the common stockholders. The company shall have the right, after three years from the issue of any preferred stock, and after ninety days' notice, either by mailing said notice to the last known address of the registered owner of said stock, or by publishing notice in a daily newspaper in New Orleans at least once a week for five consecutive weeks, to redeem any preferred stock at par and accrued interest, and said stock, if so redeemed may be re-issued. Notice of redemption shall state the time and place of redemption, and at the time stated for redemption, the amount due may be deposited in any bank in the city of New Orleans, and thereafter, all liability of the company on such stock shall cease. The company shall commence business as soon as five thousand dollars of stock is subscribed.

ARTICLE V.

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

H. M. Thompson, Clinton Thompson and Howard Coumbe shall constitute the first board of directors, who shall hold office until the second Wednesday in December, 1912, or until their successors shall have been duly elected and qualified. In each year, on the second Wednesday in December, the directors shall be elected by ballot of the stockholders, at the annual meeting called by mailing to each stockholder, at his last known place of residence, ten days' written notice of such meeting. Each stockholder shall be entitled in person or by proxy to a vote for every share owned by him and standing in his name on the books of the corporation at the time of the election or other meeting, and all elections shall be held under such rules and regulations as may be determined by the board of directors. Failure to hold an election on the date specified shall not dissolve the corporation, but the directors then in office shall hold their respective offices until an election be subsequently held after ten days' written notice mailed to the last known place of residence of each stockholder.

Vacancies occurring on said board shall be filled by the remaining directors for the unexpired term.

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

The following shall be the officers of the company until the second Wednesday in December, 1912, or until their successors are duly elected and qualified: H. M. Thompson, president; Clinton Thompson, vice-president; Howard Coumb