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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, corporael 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 —.

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.*

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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 fifty 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 hnudred 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 Coumbe, secretary-treasurer.

ARTICLE VI.

No stockholder shall ever be held liable or responsible for the contracts, faults, or debts of the said 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, if any, due on the shares owned by him.

ARTICLE VII.

This act of incorporation may be altered, amended, or modified, or the corporation may be dissolved by a vote of three-fourths of the shares of stock present or represented at a general meeting of stockholders called for that purpose after thirty days' notice in writing mailed to the last known place of residence or business of each stockholder. The capital stock of this corporation may be increased or diminished as provided by the laws of Louisiana.

In case of dissolution, by the expiration of this charter or otherwise, the stockholders shall elect two liquidators from their number to liquidate and settle the business and affairs of the company. In case of disability of one of said commissioners, the other shall continue to act and liquidate and settle the business and affairs of the company.

Thus done and passed in my office, in the city of New Orleans, on the day, and in the month and year first above written, in the presence of A. Miles Coe and Ralph J. Schwarz, competent witnesses, who have signed these presents together with the said appearers and me, notary, after due reading of the whole.

(Original signed): H. M. Thompson, Clinton Thompson, p. p. H. M. Thompson, Howard Coumbe, p. p. H. M. Thompson. Ralph J. Schwarz, A. Miles Coe.

PHILIP GENSLER, Jr.,
Notary Public.

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

New Orleans, October 19th, 1912.

(Signed) EMILE LEONARD, D. R.

A true copy.

(Seal) PHILIP GENSLER, Jr.,
Notary Public.

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CHARTER

OF THE J. A. LANDRY MOTOR CAR COMPANY.

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

Be it known, that on this twenty-sixth day of the month of October, in the year of our Lord one thousand nine hundred and twelve, before me, Arthur A. Moreno, 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 declare that, availing themselves of the provisions of the general laws of the state of Louisiana relative to the organization of corporations, they have covenanted 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 themselves into a corporation and body politic in law, and for the objects and purposes and under agreements and stipulations following, to-wit:

ARTICLE I.

The name and title of this corporation shall be the J. A. Landry Motor Car Company, and by that name said corporation shall have power and authority to have and enjoy succession for the full term of ninety-nine years from the date hereof; to contract, sue and be sued; to make and use a corporate seal; to purchase and receive, lease, hold, sell and convey, as well as mortgage and hypothecate, property, real, personal and mixed; to name and appoint such officers and agents as the interest of said corporation may require; and to make and establish such by-laws and regulations for the proper management and regulation of its affairs as may be deemed necessary, and the same to change and alter at pleasure.

ARTICLE II.

The domicile of said corporation shall be in the city of New Orleans, state of Louisiana, and all citations and other legal process shall be served upon the president of said corporation, and, in the case of his absence, upon the vice-president, and, in case of the absence of both of these officers, upon the secertary thereof.

ARTICLE III.

The objects and purposes of this corporation are, and are declared to be, to buy and sell automobiles, all parts or things belonging to or appertaining, or used for, or on, or in automobiles, motor cars, or motor trucks, and to do all acts in connection with a general automobile business; and to act as agent for the sale and purchase of automobiles and for everything that pertains to automobiles, and to do and engage generally in any business, or enterprise connected with or growing out of, germane or incidental to any of the purposes hereinabove set forth, or contemplated by this charter.

ARTICLE IV.

The capital stock of this corporation shall be twenty-five thousand dollars, divided into two hundred and fifty shares of the par value of one hundred dollars per share, payable when issued in cash, or other property, or for services rendered, or actually performed as decided by the board of directors, and this corporation is to be a going concern when five thousand dollars of said stock has been subscribed and paid for.

ARTICLE V.

No stockholder shall ever be liable or responsible for the indebtedness, faults, or defaults of this corporation, nor shall any mere informality in the organization of the corporation have any effect of rendering the charter null or of exposing the stockholders to any liability beyond the unpaid balance, if any, on his stock subscription.

ARTICLE VI.

This corporation shall have all the powers granted to such corporations by law, and shall have the power to contract, sue and be sued in its corporate name, and to own, hold, receive, loan, lease, purchase, sell and convey or mortgage any or all of its effects, or to hypothecate its property, and to do any and all acts or things of any other kind, nature or description, as may be necessary to carry out the objects and purposes of said business as its interests and conveniences may require.

ARTICLE VII.

The business of said corporation shall be directed by and vested in a board of directors composed of five stockholders, a majority of whom shall constitute a quorum for the transaction of all business and the said directors as first constituted shall be J. A. Landry, J. B. Avegno, Roger J. Monrose, P. Jorda Kahle and Adele B. Rauch, and they shall hold office until the second Tuesday in December, 1912, and on that day and from each and every day thereafter elections shall be held annually for directors at the principal office of the corporation. Failure to hold an election on the day specified shall not dissolve the corporation, but the directors in office shall hold their respective offices until an election shall be held after ten days notice of the time and place thereof given to each stockholder. All vacancies on the board of directors for whatever cause shall be filled by the remaining directors, and the board of directors as first constituted shall elect its principal officers, and each succeeding board of directors thereafter shall elect its principal officers for the term of their election, and only stockholders shall be eligible for election as a member of the board of directors.

ARTICLE VIII.

Whenever this corporation is dissolved, either by limitation or for any other cause, its affairs shall be liquidated by the board of directors, who are hereby vested with full power to sell any and all assets of the corporation, either separately or in a mass, and to convey full and complete title thereto, and shall have full power to do and perform all acts necessary and proper to fully and completely liquidate the affairs and distribute the proceeds, if any, among the stockholders of the said corporation to the amount of stock held by each.

ARTICLE IX.

This act of incorporation may be amended, altered or modified, or this corporation dissolved by a vote of three-fourths of the shares of the total amount of stock at a meeting convened for that purpose after ten days notice in writing mailed to the address of each stockholder.

Thus done and passed in my notarial office in the city of New Orleans, state of Louisiana, on the day, month and year first above written, in the presence of W. Catesby Jones and William S. Edwards, competent witnesses, who have hereunto signed these presents, together with the parties hereto and me, notary, after reading of the whole.

Signed: J. A. Landry, 44 shares; Roger J. Monrose, 5 shares; J. Bernard Avegno, 5 shares; A. B. Rauch, 5 shares; P. Jorda Kahle, 1 share.

Witnesses: W. Catesby Jones, Wm. S. Edwards.

A. A. MORENO, Notary Public.

I, the undersigned recorder of mortgages in and for the parish of Orleans, state of Louisiana, do hereby certify the above and foregoing act of incorporation of the J. A. Landry Motor Car Company was this day recorded in my office in book 1055, folio —. New Orleans, La., October 28, 1912.

EMILE LEONARD, Dy. R.

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

A. A. MORENO, Notary Public.

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CHARTER

OF THE ST. ELMO & BELLE HELENE RAILROAD COMPANY.

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

Be it known, that on this the 28th 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, Alexis Brian, a notary public duly commissioned and qualified within and for the parish of Orleans, in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto signed, who declared that availing themselves of the provisions of the laws of the state of Louisiana relative to the organization of corporations, they have formed and organized and do by these presents form and organize themselves, as well as such other persons who may hereafter join with them, or their successors, into a corporation for the purposes and objects and under the stipulations and agreements following, to-wit:

ARTICLE I.

The name and title of this corporation shall be the "St. Elmo & Belle Helene Railroad Company." Its domicile will be in the city of New Orleans, state of Louisiana, and it shall have and enjoy its corporate name and existence for a period of ninety-nine years from the date of this act. It may have, hold, purchase, expropriate, sell, convey, lease, pledge or mortgage property, real, personal or mixed, movable or immovable; may sue or be sued and may have a corporate seal.

ARTICLE II.

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

To construct, or otherwise acquire and own, maintain and operate, for the carrying of passengers and freight, mail and express matter, a line of railway, with one or more tracks, from a point in the town of St. Elme, parish of Ascension, state of Louisiana, to Belle Helene Sugar Refinery in the same parish; to extend the said line of railway by constructing branches or otherwise in any direction beyond either of said points; to construct or otherwise acquire and own, maintain and operate such branch lines in connection with said main line as the board of directors may deem expedient; to acquire by expropriation or otherwise all rights of way or other land necessary for its tracks, depots, yards, round-houses, side-tracks, spurs, etc.; and in connection with said main line, whether extended or not, to acquire or construct all necessary spurs, side-tracks, switches, turn outs, water tanks, coal sheds, yards, stations, round houses, shops, warehouses, platforms elevators cane hoists, oil tanks, ferries, bridges, rolling stock and all other adjuncts and appurtenances necessary, proper or convenient for the operation of said main line or branch lines of railway and the traffic thereon, either by steam, electric or other motive power as the board of directors may deem expedient; to lease or sell its line of railway in whole or in part, to other companies; to lease railways from other companies or individuals in whole or in part; to acquire and own the stocks, bonds and securities of other railway corporations; to construct, or otherwise acquire and own and operate warehouses; to establish telegraph and telephone lines and own operate sell or lease the same; to establish electric plants, generate electricity and distribute same for hire for lighting, heating and power purposes; to construct or otherwise acquire, own, maintain and operate steamships, steamboats, canal boats or barges and ferry boats; to develop generally the agricultural and manufacturing interests of the state of Louisiana and generally to have such incidental powers and privileges and to do such things as relate to the objects and purposes herein set forth, as may be necessary, useful or convenient for effecting said objects and purposes.

ARICLE III.

The capital stock of this corporation is hereby declared to be the sum of one hundred thousand dollars ($100,000.00) divided into and represented by one thousand shares of the par value of one hundred dollars each.

This corporation shall have the right to begin its operations as a going concern at once, fifty shares of its capital stock having been subscribed for. Said stock shall be paid for in cash or its equivalent and all shares of stock shall be full paid and non-assessable. Transfers of stock shall not be binding upon said company unless recorded upon its books. The business and affairs of this corporation shall be managed and conducted by a board of three directors. The first board of directors shall consist of George W. Reese, B. A. Webb and E. P. Brady, who shall hold office until the fourth Monday in October, 1913, or until their successors shall have been elected and qualified. The board of directors immediately upon their election annually shall meet and elect from their own number a president, a vice-president, a secretary and a treasurer. The offices of vice-president and secretary or vice-president and treasurer or secretary and treasurer may be held by the same individual. Until the fourth Monday of October, 1913, or until their successors are duly elected and qualified, George W. Reese shall be president, B. A. Webb shall be vice-president and E. P. Brady shall be secretary and treasurer. On the fourth Monday of October, 1913, and annually thereafter an election for directors and immediately thereafter an election for officers shall be held at the office of the company after ten days notice of such meeting shall have been given in writing to each stockholder of the time and place of holding said annual election, which may be served by transmitting same to said stockholders through the mails, addressed respectively to their last known place of residence or business.

The voting shall be by ballot and each stockholder shall be entitled to cast one vote for each share owned by him, which shall be standing in his name on the books of the company for at least ten days prior to the date of said election. Failure from any cause whatsoever to hold said election or meeting, or to elect directors or officers, shall not dissolve the corporation, but the directors and officers then in office shall hold over until their successors shall have been elected and qualified. In case any director or officer should die or resign before the end of his term of office, the vacancy may be filled by the remaining directors by the election of a stockholder in his place, who shall act until his successor shall have been elected at the next ensuing annual election.

ARTICLE IV.

Two members of the board of directors shall constitute a quorum for the transaction of all business of the company, and a majority vote at any meeting shall prevail. Said board of directors shall have power to appoint one or more managers to whom they may delegate the conduct of the ordinary business and affairs of the company, under the supervision of said board. Said board of directors shall have power to appoint all agents, clerks and employees and fix their salaries and compensation, or may delegate said authority to the manager or managers. They shall have power to make, change, alter or modify all proper by-laws, rules and regulations for carrying this charter into effect and for managing the affairs of the corporation.

ARTICLE V.

Except as to the increase or decrease of the capital stock, this act of incorporation may be changed, modified or altered or the said corporation may be dissolved at a meeting of the stockholders called specially for that purpose after ten days notice of the time and place of holding such meeting shall have been directed to each stockholder in the manner prescribed by Article IV of this act.

ARTICLE VI.

No action of stockholders at any meeting shall be valid or binding unless stockholders holding or representing a majority of the capital stock shall be present or represented by written proxy and it shall require a vote of at least two-thirds of the stock so present or represented to amend the charter or dissolve the corporation. As to any other action by the stockholders' meeting a majority vote of the stock present and represented shall control.

ARTICLE VII.

Upon the termination of this charter by limitation, or upon the dissolution of the corporation as herein provided for, its business and affairs shall be liquidated by three commissioners selected from among the stockholders at a general meeting called for that purpose, after the notice required by Article IV of this act. In case of the death of any liquidating commissioner during the term of his duties as such, the remaining commissioners shall elect a successor from among the stockholders.

ARTICLE VIII.

The president of this corporation is hereby designated as the officer upon whom service of citation or other legal process shall be made; in the absence of the president said service shall be made upon the vice-president and in the absence of both officers upon the secretary.

ARTICLE IX.

No stockholder shall be liable or in any manner responsible for the contracts or faults of this corporation beyond any unpaid balance that may be due on the shares of stock owned by him; nor shall any mere informality in this act have the effect of rendering this charter null or exposing stockholders to liability beyond the amount of their stock.

The stockholders have placed opposite their respective names the number of shares of stock in this corporation subscribed to by them and this act shall be considered as containing the original stock subscription list of said corporation.

Thus done and passed in my office at New Orleans, on the day and date herein first above written, in the presence of E. L. Szabary and G. W. Schweitzer, competent witnesses who hereunto sign their names with said appearers and me, notary, after due reading of the whole.

Original signed: B. A. Webb, 2 shares; Geo. W. Reese, 5 shares; E. P. Brady, 40 shares; L. Thaller, 1 share; M. E. Wark, 1 share; George E. Bent, 1 share.

Witnesses: E. L. Szabary, Geo. W. Schweitzer.

ALEXIS BRIAN, Notary Public.

I, the udersigned deputy recorder of mortgages in and for the parish of Orleans, herein certify that the foregoing act of incorporation of the St. Elmo & Belle Helene Railroad Company was this day duly recorded in my office in book 1055