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CHARTER OF
WILCOX MERCANTILE AGENCY.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans.

BE IT KNOWN, That on this ninth day of the month of May, in the year of Our Lord, one thousand nine hundred and fourteen, and of the Independence of the United States of America, the one hundred and thirty-seventh, before me, Frank Edward Rainold, a notary public, in and for Orleans Parish, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the persons hereinafter subscribed, who declared that availing themselves of the laws of this State relative to the organization of corporations, in such cases made and provided, they constitute themselves, their associates, successors and assigns, a corporation under the stipulations herein set forth, which they adopt as their charter, to-wit:

ARTICLE I. The name and title of this corporation shall be WILCOX MERCANTILE AGENCY, and it shall enjoy succession for ninety-nine (99) years from this date, and shall have, for the purpose of the business to be carried on by it, all the powers conferred by law upon corporations.

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 on the president, and in case of his absence or disability, upon the secretary or treasurer.

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 that of a mercantile agency, and it shall have power and authority:

(a) To collect, classify and distribute credit information and any and all other useful and desirable information relating to business matters, for the use and benefit of its stockholders and any and all other persons and organizations that it may desire to serve.

(b) To collect accounts and claims of every kind and nature and to charge fees or other considerations therefor.

(c) To adopt and advocate the general use of such uniform rules and regulations pertaining to the credit and collection department of businesses as shall tend to promote, by all legal and equitable means the general prosperity of dealers engaged therein.

(d) To acquire, hold, own, sell or otherwise deal in stocks, bonds, commercial paper, accounts, or any other evidences of indebtedness of its own or of any other person, corporation or organization, and to exercise any and all privileges and powers which a natural person might have or exercise in respect to same.

(e) To acquire, hold, deal in, own, rent, lease, sell incumber and convey real estate.

(f) To transact any and all other lawful business of every kind and nature incidental to any of the foregoing.

ARTICLE IV—The capital stock of this corporation is hereby fixed at the sum of Fifty Thousand Dollars ($50,000.00), divided into and represented by five hundred (500) shares of the par value of one hundred dollars ($100.00) each. This company shall have the right to commence business and be a going concern when fifteen thousand dollars ($15,000.00) of the capital stock shall have been subscribed for. All stock subscribed for shall be paid for in cash or property received upon such terms and conditions as the board of directors shall prescribe.

No other or further subscription to stock shall be received by this corporation, excepting the original subscriptions, without the unanimous consent of all the directors then in office, and no other stock shall be issued by the corporation, excepting with such unanimous consent.

No certificate of stock shall be issued until fully paid. No transfer of stock shall be admitted or held to be valid or binding so far as the corporation is concerned, unless made upon the books of the corporation.

ARTICLE V. All powers of this corporation shall be vested in and the business and affairs shall be managed by a board of directors to consist of not less than three nor more than nine stockholders, who shall be elected annually at a meeting of the stockholders on the fourth Tuesday of January of each and every year, except the first board of directors, who are declared to be Clarence O. Wilcox, Owen R. Parker and Lewis O. Shackelford, who shall serve in that capacity until their successors are duly elected and qualified. All elections shall be held by ballot at the office of the company under the supervision of two commissioners to be appointed by the board of directors. Notice of such meeting shall be given by the secretary in writing, delivered to each stockholder in person or mailed to his last known address at least fifteen days prior to such election, but this notice may be waived by the unanimous consent of all the stockholders.

At all such elections and at all meetings of the stockholders, every stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the company at the date of such election or meeting; said votes to be cast in person or by written proxy, and a majority of the votes shall elect.

The failure to elect directors at the annual meeting shall not dissolve or affect the corporation nor impair its management in any respect, but the directors in office shall remain in office until their successors are elected and qualified.

Each board of directors shall elect as soon as possible after their own election a president, vice president, secretary and treasurer, and any two of the offices of said corporation, except those of president and vice president, may be held by one and the same person at the same time.

The first officers of the corporation shall be as follows:

Clarence O. Wilcox, president; Owen R. Parker, vice president and secretary, and Lewis O. Shackelford, treasurer, who shall hold office until their successors are duly elected and qualified.

All vacancies in the board for whatever cause shall be filled by the remaining directors. Any member of the board may appoint a proxy to act in his place and stead at any meeting of the board.

ARTICLE VI. The act of incorporation may be modified, changed or altered, or said corporation may be dissolved with the assent of three-fourths of the capital stock outstanding at a meeting of the stockholders convened for that purpose, and after fifteen days' notice has been given by registered letter, mailed to the last known address of each stockholder. The said notice may be waived by the unanimous consent of all of the stockholders.

In case of the dissolution of the corporation its affairs shall be liquidated by the directors in office at the date of the dissolution.

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

ARTICLE VIII. The subscribers hereto have respectively written opposite their names the amount of stock subscribed by them in this corporation, so that this act of incorporation may also serve as the original subscription list of the corporation.

Thus done and passed at my office in the city of New Orleans, State of Louisiana, on the day, month and year first above written, in the presence of Guy M. Mendes and Rosa Klar, competent witnesses, of the age of majority and residents of this city, who hereunto sign their names with said appearers and me, notary, after reading of the whole.

(Signed)

NAMES OF SUBSCRIBERS. No. of Shares.
Clarence O. Wilcox and others.
Witnesses:
ROSA KLAR.
G. M. MENDES. FRANK E. RAINOLD,
Notary Public.

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 Wilcox Mercantile Agency, was this day duly recorded in my office, in book 1127, folio —, New Orleans, May 9, 1914.

(Signed) EMILE LEONARD, Dy. Recorder.

I hereby certify the above and foregoing to be a true and correct copy of the act of incorporation of the Wilcox Mercantile Agency and the certificate of the Recorder of Mortgage hereto attached.

(Seal) FRANK E. RAINOLD, Notary Public

AMENDMEN TO
CHARTER
OF UNITED FISH AND OYSTER CO.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans.

Be it known that on this second day of the month of June, in the year of our ord one thousand nine hundred fourteen, before me, Joseph Kenton Bailey, 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: 1st, Louis H. Price, 2nd, George J. Stevens,

Herein appearing and acting in their capacities as vice-president and as temporary secretary, respectively, of the special meeting of the stockholders of the United Fish & Oyster Company, a Louisiana corporation, domiciled in the city of New Orleans, originally organized by act passed before Philip Gensler, Jr., a notary public in this city, on April 10, 1912, and recorded in the mortgage office in this parish in book 1055, folio ——; their authority in the premises being evidenced by a resolution duly passed by said stockholders meeting, a certified copy of the minutes of which meeting is annexed hereto and made part hereof, who declared that at a general meeting of the stockholders of said corporation held on the 23rd day of May, 1914, at the office of said corporation and which meeting had been convened in accordance with law and the charter of said corporation, articles III and IV of the charter of said corporation were amended so as to read as follows:

Article III.—The capital stock of this corporation shall be one million ($1,000,000.00) dollars, divided into and represented by two thousand three hundred and thirteen (2313) shares of first preferred stock; two thousand six hundred and eighty-seven (2687) shares of second preferred stock; and five thousand (5,000) shares of common stock, all of the par value of one hundred dollars ($100.00) each, which said stock shall be paid for in cash at such times or in such portions thereof as the board of directors may require or the same may be issued fuly paid and non-assessable, at not less than par in payment or exchange for property or rights, actually received or purchased by said corporation, or the same may be issued fully paid for money advanced or for such other valuable consideration or for services rendered as the board of directors may determine.

The holders of the preferred shares shall be entitled to receive in respect to such preferred shares as and when declared by the board of directors, yearly interest or dividends at the rae of seven per cent per anum from date and no more, which said interest or dividends shall accrue each year at its events and shall be cumulative, provided that no dividends or interest shall, during the life of the corporation, or in case of its dissolution be paid the holders of second preferred stock until all dividends or interest shall have been paid to the holders of the first preferred stock. At no time shall any dividends be declared, set apart for or paid upon the common shares unless at such time all cumulative dividends or interest on the first and second preferred shares unpaid, shall have been paid or provided for.

The said preferred shares shall be entitled to no preference over the common shares in the event of a dissolution or liquidation of the corporation, except as regards such cumulative dividends or interest as may be unpaid on the said preferred shares up to the date on which the corporation may be dissolved or liquidated.

The first preferred stock may be called in and retired by the board of directors after May 15, 1913, and the second preferred stock after May 15, 1914. Whenever the net profits of the company are sufficient for said purpose, the board of directors, by mailing a notice to that effect to each preferred shareholder of record at his last known postoffice address, at least ten days previously, may, at any date named in said notice, call in and purchase from the stockholders of record, their preferred shares of stock as herein provided at the price of one hundred and five dollars per share, plus all cumulative dividends as may be due and unpaid, up to such date, or may call in and purchase any portion thereof by allottment amongst the total number of preferred shareholders.

Such call having been made, and the money available for such purposes having been set aside, all rights of the holders of the preferred stock called in shall close on and after said date.

Nor shall the officers and directors, in the event of such call, pay any dividends whatever on the preferred stock until that stock shall have been surrendered in response to the call.

The preferred stock so called and purchased shall be cancelled and not again reissued.

The right to so call and purchase shall be expressed on every certificate of preferred stock as a notice thereof to all purchasers and holders thereof.

The board of directors of this corporation shall be further authorized to employ, at such times and in such amounts, as it may deem expedient, the net profits of the corporation in the purchase of the preferred stock of the corporation at one hundred and five dollars ($105.00) per share. The stock so purchased shall be cancelled and not again reissued.

No shares of second preferred stock shall be called in or purchased until all of the first preferred stock shall have been called in or purchased as hereinabove provided.

Holders of preferred stock shall not have the right to vote at stockholders' meetings except as hereinafter provided.

Any stockholder desiring to sell, assign, or transfer his stock in the corporation must first give thirty days notice of his intention to the board of directors, which shall have the exclusive right, within said period, to purchase said stock at its market value provided that preferred stock so tendered may be purchased at one hundred and five dollars ($105.00) per share.

The stock of this corporation shall, subject to the above conditions, be transferable only on the books of the company at its office in New Orleans, Louisiana, and on surrender of the certificate therefor.

No transfer of any fractional part of a share shall be made or permitted.

This corporation shall become a going concern and commence business as soon as one hundred thousand dollars ($100,000.00) of its capital stock shall have been subscribed.

Article IV.—The corporate powers of this company shall be vested in and exercised by a board of nine (9) directors, except as hereinafter provided, consisting of a president, first vice-president, second vice-president, secretary-treasurer and five stockholders.

Five of said board shall constitute a quorum for the transaction of business and their decisions shall be valid corporate acts.

The first board of directors shall be composed of the following: Frank McLaughlin, Frank J. Lobrano, Edwin D. Jones, John B. Fasterling, Clement S. Watson, Saul Moss and George J. Stevens, of whom Frank McLaughlin shall be president, Frank J. Lobrano first vice-president, Edwin D. Jones second vice-president, John B. Fasterling secretary-treasurer. They shall be authorized to hold meetings and exercise all the powers of this corporation until the election by the holders of first preferred stock of two additional directors as hereinafter provided.

Said board of directors shall hold office until the first Monday in June, 1913, or until their successors are elected and qualified. During the absence of the president, the first vice-president shall preside at all meetings of the board of directors and during the absence of both, the second vice-president shall preside at all said meetings.

Within sixty days from date hereof the holders of first preferred stock shall elect two additional members of the board and they shall hold office until their successors are elected and qualified as hereinafter provided.

Written notice of said election addressed to each holder of first preferred stock at his last known place of residence appearing on the books of the company, shall be sent by the president at least ten days prior to the date on which the said election is called. Two commissioners of election shall be appointed to preside over said election as provided herein for the annual election of the board of directors. The said election shall be by ballot at the office of the company in the city of New Orleans, Louisiana, between the hours of ten a. m. and two o'clock p. m. and the majority of votes cast, each share of first preferred stock voted upon to be counted for one vote, shall elect the person or persons for whom they have been cast.

The annual election of the board of directors shall take place on the first Monday in June of each year, commencing with the first Monday in June, 1913. Whenever the said day shall be a legal holiday, the election shall be held on the next legal day thereafter. Notice of said election shall be given by at ten days written notice by registered mail sent to each stockholder of record at his last known address on the books of the company. The board of directors shall appoint two stockholders to preside at such elections as commissioners. In the event of a failure of any commissioner or commissioners to attend, the president shall by appointment till the vacancy. Any failure from any cause whatever to elect directors on the day named for that purpose shall not dissolve the corporation, but the directors then in office, as well as the officers of the company shall hold over until their successors are chosen. In such event the president shall call another election to be held within thirty days and shall give notice thereof as hereinbefore provided.

The election of directors shall be by ballot at the office of the corporation in the city of New Orleans, between the hours of ten o'clock a. m. and two o'clock p. m. and the majority of votes cast, each share of stock voted upon to be counted for one vote, shall elect the person or persons for whom they have been cast. The holders of common stock shall elect seven directors chosen from the holders of common stock and the holders of the first preferred stock shall elect two directors who may be holders of preferred stock. When the first preferred stock shall have been called in or purchased the holders of second preferred stock shall elect two directors.

There shall be separate ballot boxes for the ballots of common and preferred stock. When all of the preferred stock shall elect the board of directors.

After each election the board of directors shall elect from their own number the officers of the company. It shall have the right to segregate the office of secretary-treasurer and to create two offices thereof.

The said amendments will more fully appear by reference to the certified copy of the minutes of said meeting of the stockholders which is hereto attached and made part hereof.

The said appearers in accordance with the said resolution of the stockholders have requested me, notary, to put the said amendments in authentic form and accordingly I, notary, do by these presents receive the said amendments in the form of this public act in order that same may be promulgated and recorded and thus read into the original charter as passed before Philip Gensler, Jr., notary public, as aforesaid.

Thus done and passed in my office at the city of New Orleans, on the day, month and year first hereinabove written, in the presence of Walter S. Lewis and Edward Hare, competent witnesses, who have hereunto signed, together with said appearers and me, notary, after due reading of the whole.

Original signed: L. H. Price, V. P.; Geo. J. Stevens, Secty. W. S. Lewis, Edward Hare.

J. KENTON BAILEY, Notary Public.

I, the undersigned recorder of mortgages in and for the parish of Orleans, do hereby certify that the above and foregoing act of incorporation of the United Fish and Oyster Co. was this day duly recorded in my office, in book 1127, folio 133. New Orleans, June 4, 1914.

(Signed): EMILE J. LEONARD, D. R.

A true copy.

J. KENTON BAILEY, Notary Public.

june 11 18 25 july 2 9 16

AMENDMENT TO CHARTER
OF THE
ACME HOMESTEAD ASSOCIATION.

United States of America, State of Louisiana, City of New Orleans, Parish of Orleans.

Be it known, That on this twenty-ninth day of the month of May, in the year one thousand, nine hundred and fourteen, before me, ROBERT LEGIER, a notary public, duly commissioned and qualified in and for the Parish of Orleans, State of Louisiana, aforesaid, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared Messrs. Chester W. Brown and Henry J. Ledoux, both of the full age of majority and residents of this city, herein acting in their respective capacities of president and secretary of the ACME HOMESTEAD ASSOCIATION, a corporation organized under the laws of this State and domiciled in this city, instituted by an act passed before the undersigned notary, on March 23, 1909, recorded in the Mortgage Office, Book 950, folio 72; and the said appearers, acting in their aforesaid respective capacities, declared that a meeting of the stockholders of said association, and at a meeting of the board of directors of said association, as will more fully appear by the annexed certified extract from the minutes thereof, the charter of the said Acme Homestead Association was amended as hereinafter fully set forth, and that they, said appearers, were duly authorized and empowered to cause said amendments to the charter of said Acme Homestead Association to be embodied in a notarial act.

Now, therefore, in accordance with said resolution, they, said appearers, acting in their aforesaid respective capacities, have appeared before me, notary, for the purpose of placing said amendment to the charter of the said Acme Homestead Association in authentic form, by notarial act, and hereby declared that Article III, of the charter of the said Acme Homestead Association, as now amended, shall hereafter read as follows, to-wit:

"Article III. The objects and purposes for which this corporation is formed and the nature of its business shall be the accumulation of a fund from payment made on account of the capital stock, rentals, bonuses, interest on loans and other sources, the fund so accumulated to be used for the purpose of assisting the members of said association in purchasing, building and improving and repairing real estate and homesteads situated in the city of New Orleans and the Parishes of St. Bernard, Jefferson and St. Tammany, in the State of Louisiana, and removing encumbrances therefrom, and of loaning money on shares or otherwise to its members and to the above end it shall be lawful for said association to purchase from any shareholder or other persons, any real estate, improved or unimproved, and to sell or dispose of the same in the same condition or after improving, repairing or building on the same to any members, provided that said association may make sales of property, real and personal, either for cash or on terms of credit; that said association shall have power to loan and advance money to its members for the purpose of enabling its members to purchase, improve, repair and build upon real estate and to remove encumbrances and mortgages therefrom, and for any other purpose, and to make all contracts and to do all acts necessary and proper in connection therewith or incidental to these objects and purposes.

"No loans shall be made except to shareholders, and no loan for a sum greater than the face of the shares owned by the borrower.

"All loans and other transactions shall be under the control and direction of the board of directors of this association, in accordance with this charter and the bylaws of said association, and said board shall have the power to make such rules, regulations or bylaws, regulating same, as it may be deemed necessary and expedient.

"This association shall have the right and power to merge and consolidate with any similar association or to acquire under such terms and conditions as may be fixed by the board of directors, the property, assets, rights, business, etc., for any corporation or corporations having the same objects as this association, or similar objects, and to make all necessary contracts and arrangements with such corporation or corporations and the stockholders thereof."

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

(Signed)

Chester W. Brown, President; H. J. Ledoux, Secretary.

Witnesses:

T. A. BECK.
ODILE MUSSON.

ROBERT LEGIER, 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 amendment to the charter of the ACME HOMESTEAD ASSOCIATION was this day duly recorded in my office in Book 1127, Folio—.

New Orleans, La., May 30, 1914.

EMILE J. LEONARD, Rep. REC.

A true copy:

ROBERT LEGIER, Notary Public.

June 4 11 18 25 July 2 9 1914.

RENECKY SELLS THE FAMOUS BUSTER BROWN SHOES FOR THE CHILDREN.

CHARTER OF
P. J. McMAHON & SONS UNDERTAKING

State of Louisiana, Parish of Orleans.

Be it known, That on this Twenty-fifth day of the month of May, in the year of Our Lord, one thousand nine hundred and fourteen, and of the Independence of the United States of America, the one hundred and thirty-eighth, before me, FREDERIC CHARLES MARX, a notary public, in and for the Parish of Orleans, State of Louisiana, duly commissioned and qualified and acting as such, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who severally declared that, availing themselves of the laws of the State of Louisiana in such cases made and provided, and particularly of the provisions of Act. No. 70 of the Acts of the General Assembly of the State of Louisiana for the year 1904,, they have covenanted and agreed, and do, by these presents, covenant and agree and bind themselves, as well as all such persons as may hereafter become associated with them, to form a corporation, for the objects and purposes and under the articles and stipulations following, to-wit:

Article I. The name and title of this corporation shall be "P. J. McMAHON & SONS UNDERTAKING COMPANY." Under its said name this corporation shall have power and authority to have and enjoy corporate existence and succession for the full term and period of ninety-nine years from and after the date hereof; to contract, sue and be sued; to make and use a corporate seal, and the same to alter and break at pleasure; to hold, receive, lease, purchase and convey or acquire in any other manner authorized by law, as well as mortgage, hypothecate and pledge, property, real, personal and mixed, corporeal and incorporeal; to accept by donation, or acquire in any other manner authorized by law, cash; to name and appoint such managers, agents, directors, officers and employees as its business interests and convenience may require; and to make and establish, as well as alter and amend from time to time, such bylaws, rules and regulations for the proper government of the affairs of said corporation as may be necessary and proper; and, generally, to do and perform all things necessary or incident to the proper conduct of the affairs of this corporation.

Article II. The domicile of this corporation shall be in the city of New Orleans, State of Louisiana, and all citations or other legal process shall be served upon the president of said corporation, or, in the event of his absence, upon the vice president, and, in the absence of both of said officers, upon the secretary of the corporation.

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

First—To do a general undertaking and livery business; and, to that end, to conduct, manage, and transact in the city of New Orleans, State of Louisiana, and elsewhere, the purchase, general acquisition and sale of horses and mules, and other live stock; carriages, buggies, hearses, ambulances, automobiles and other vehicles.

Second—To hire out for any length of time the live stock and vehicles, owned or controlled by the corporation; and to board and store live stock and vehicles for other persons, for a consideration.

Third—To do any and all things necessary to carry out the general lines of business set out in the two preceding paragraphs, and also to carry on any side, or incidental, lines of business which can readily and conveniently be carried on in conjunction with the said general lines of business set out in the said two preceding paragraphs.

Article IV. The capital stock of this corporation is hereby fixed at the sum of Fifty Thousand Dollars, divided into and represented by five hundred shares of stock of the par value of One Hundred Dollars each; said stock shall be subject to issue by the board of directors, and shall be paid for in cash at such time and in such amounts as may be fixed by the board of directors, or the same may be issued by the board of directors, at not less than par, for labor done for, or property actually received by, the corporation. The corporation shall become a going concern and be authorized to do business as soon as five thousand dollars of its capital stock shall have been subscribed for.

In the event of an increase of the capital stock of the corporation, the then existing stockholders of the corporation shall have the first right to purchase the stock, at its par value, in the proportions of their then holdings of stock in the corporation, and the proportion of any stockholder shall likewise first devolve upon the remaining stockholders, in their relative proportions, in the event any stockholder does not take his quota of stock.

Article V. All the corporate powers of the said corporation shall be vested in and exercised by a board of directors, to be composed of five stockholders, to be elected on the second Tuesday of July of each year, beginning with the year 1915. From the date of this charter, and until the second Tuesday of July, 1915, the following named persons shall serve as the directors of this corporation: Patrick J. McMahon, Thomas J. McMahon, Edward J. McMahon, Patrick J. McMahon, Jr., John B. McMahon.

The officers of the corporation shall be a president, vice president, secretary and treasurer, who shall be elected by the board of directors from among its number, provided that from the date of this charter until the election of directors, upon the second Tuesday of July, 1915, the officers of the corporation shall be as follows: Patrick J. McMahon, President; Edward J. McMahon, Vice President; Patrick J. McMahon, Jr., Secretary; Thomas J. McMahon, Treasurer. The offices of secretary and treasurer may be combined in the same person.

All directors and officers of the corporation shall hold office until their successors are duly appointed. The duties of the officers of the corporation shall be those generally falling to such officers, provided that the board of directors may at any time define the specific duties of each officer. The board of directors may make and establish, as well as alter and amend, any and all bylaws, rules and regulations necessary and proper, in its judgment, for the conduct, support, and management of the business and affairs of the corporation.

The board shall have full power and authority to borrow money, to execute mortgages, and to create liens, to issue bonds, notes and other obligations, to purchase and acquire the business and good will of any person, firm or corporation engaged in a business similar to the business of this corporation, and to pay therefor in stock of this corporation, or cash, or paper, and, generally, to do all things reasonably convenient and necessary for the proper carrying on of the business of the corporation.

If a director cannot attend a meeting of the board of directors, he shall have the right to give his written proxy for such meeting to another director. Three members of the board of directors, present in person or by proxy, shall constitute a quorum for the transaction of business.

Any officer or director of the corporation may at any time be removed by a majority vote of the issued stock of the corporation represented at a special meeting of the stockholders, called for that purpose in the manner provided in Article VII, and the duty of appointing a successor to the removed person shall then devolve upon the stockholders.

Article VI. No certificates of stock shall be issued, but the amount of stock owned by each stockholder shall be carried on the books of the corporation.

Before any stockholder can sell the stock owned by him in this corporation, or before the stock can, or shall, be transferred on the books of the corporation, it must first be offered in writing to the board of directors of this corporation, who shall have the option of purchasing the same at such price as said stockholder may have been offered for the same by a bona fide responsible person, the said offer of such bona fide responsible purchaser to be evidenced by writing, which writing is to be submitted to the board of directors at the time the offer of sale to the board of directors is made. The said board of directors shall have thirty days from the time of the offer of sale to it within which to decide whether or not to purchase said stock; should the board of directors fail or refuse to purchase said stock within such period of time, then the said holder or owner of the stock may dispose of it to any third person, provided he received therefor a sum not less than the price at which he offered same to the board of directors of said corporation. If the sale to a third person shall be for a price less than the sum at which it was offered to this corporation, then this corporation shall have the right to refuse to transfer the said stock on the books of the corporation, and the board of directors shall have the right and privilege to purchase said stock at the price at which it was sold.

If a transfer of stock is to be made from a stockholder to any person, other than the corporation, the stockholder, who is selling, shall file with the corporation an affidavit, executed both by him and by the purchaser, giving the price at which the sale is made, and no transfer shall be made until this affidavit is filed. A transfer at a lower figure than that named in the affidavit shall entitle the corporation to rescind the transfer, and to itself take over the stock, transferred, by a payment to the transferee of the stock at the actual price for which the sale was made, and the payment by the corporation to such transferee shall be upon the same terms as those herein next set forth in the case of a purchase of stock by the corporation from a stockholder.

Whenever the board of directors shall decide to purchase the stock of any stockholder, the board shall have the right to purchase such stock upon terms of one-third or more of the total consideration to be paid in cash and the balance in two equal installments, payable in, or before, one and two years thereafter, provided that the actual transfer of the stock from the name of the stockholder, who is selling, to the corporation shall be made only as the stock is paid for, and until such transfers are actually made, the stockholder, who is selling, shall, for all purposes, remain a stockholder for all untransferred stock, subject only to the obligation to submit to the transfer of his remaining stock as it is paid for by the corporation. When any stock thus purchased by the corporation is to be reissued, such stock shall be first distributed among the stockholders in the same manner as is provided in Article IV, in the case of an increase of stock, provided in the case of the sale of purchased stock, such stock shall be distributable among the stockholders at the price at which it was bought by the corporation.

Article VII. The annual meeting of the stockholders of this corporation for the election of directors shall be held at the office of the corporation at 8 o'clock a.m. At all elections by the stockholders, and all meetings of the stockholders, every stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the corporation, which vote may be cast by the stockholder in person or by his written proxy, and a majority of the votes cast shall determine all results, unless otherwise provided in this charter.

Stockholders' meetings may be called at any time by the president or by the board of directors, and they shall also be called by the president, or, in his absence, by the vice president, upon the application of persons holding twenty-five per cent of the issued stock of the corporation. All stockholders' meetings, other than the annual meeting, shall be called only after at least five day's notice to the stockholders, which notice must be in writing, stating the object of the meeting, and must be served personally upon the stockholder, or it may be sent to him by placing it in the mail, addressed to the stockholder at his last known place of residence, not less than five days before the date of the meeting.

Article VIII. Whenever this corporation may be dissolved, either by limitation or from any other cause, its affairs shall be liquidated by three commissioners, to be appointed from among the stockholders at a general meeting of the stockholders convened for such purpose, after at least thirty days' notice, given in the manner provided in Article VII. The commissioners, appointed at such election, shall remain in office until the affairs of the corporation have been fully liquidated. In case of death of one or more of the commissioners, the vacancy shall be filled by election by the surviving commissioners.

Article IX. This act of incorporation may be modified, changed, or altered, or this corporation may be dissolved, with the assent of three-fourths of the capital stock represented at a general meeting of the stockholders, convened for such purpose after thirty days' notice to the stockholders, given in the manner provided in Article VII.

Any change, proposed or made with reference to the capital stock of the corporation, shall be made in accordance with the laws of the State of Louisiana on the subject of altering the capital stock of corporations.

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

Article XI. The subscribers to this act of incorporation have written opposite their respective names the amount of stock in this corporation to which each has subscribed, so that this act of incorporation may also serve as the original subscription list of the corporation.

Thus done and passed at my office in the Parish of Orleans, State of Louisiana, in the presence of Miss Lurline McMahon and Louis Albert Murphy, competent persons, over fourteen years of age, residents of the city of New Orleans, who hereunto sign their names with the said appearers and me, notary public, on the day and date aforesaid, after due reading of the whole.

(Signed)

P. J. McMAHON, subscribing to 495 shares;
T. J. McMAHON, subscribing to 1 share;
E. J. McMAHON, subscribing to 1 share;
P. J. McMAHON, Jr., subscribing to 1 share.
J. B. McMAHON, subscribing to 1 shade;
R. M. McMAHON, subscribing to 1 share.

Witnesses:

L. McMAHON,
LOUIS ALBERT MURPHY.

(Signed FRED C. MARX, 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 P. J. McMAHON & SONS UNDERTAKING COMPANY was this day duly recorded in my office in Book 1127, Folio —.

New Orleans, May 26, 1914.

(Signed) EMILE LEONARD, D. R.

A true copy:

(Seal) FRED C. MARX, Not. Pub.

May 28, June 4 11 18 25, July 2.

ALGIERS BRANCH

Interstate Trust and Banking Company

Opelousas Ave. and Bouny St.

Capital Stock $750,000.00

Surplus $400,000.00

4% Paid on Savings Account

MRS. L. G. LOWE, Asst. Cashier

Liquid Ant Poisons Have Killed Children; use

JOHN STUMPFS

Magic Hoodoo Ant Paper

15 cents

Used by the U. S. Government.

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CORNELIUS GAST, Manager.

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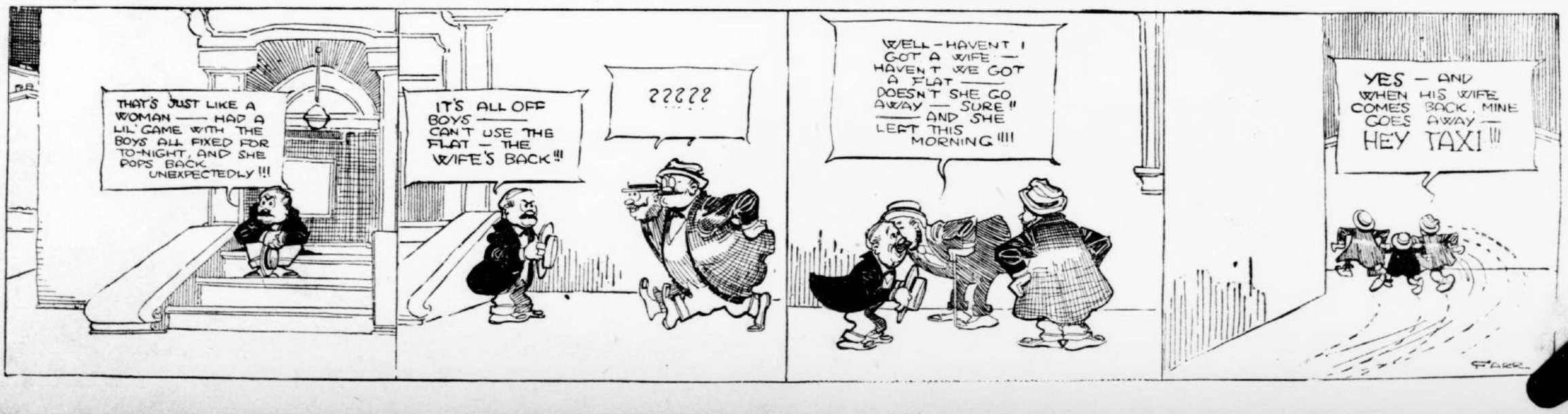
WHEN A MAN'S MARRIED