BEFORE AND AFTER

Drawn by Cliff Sterrett

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CHARTER

OF ELLIS-GREENLAW REALTY CO., INC.

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

Be it known, that on this 16th day of the month of August, A. D. 1916, before me, Herbert W. Kaiser, notary public, duly commissioned in and for the above named parish and state, personally came and appeared: the several persons whose names are hereunto subscribed, who, in the presence of the witnesses hereinafter named and undersigned, each and all declared: That, availing themselves of the laws of the state of Louisiana, on the subject of the incorporation of corporations, and especially of Act 267 of 1914, they have organized, and do by these presents organize and constitute themselves, as well as all other persons who may be hereafter become associated with them, into a corporation and body politic in law, to enjoy corporate existence during a period of ninety-nine (99) years after this date, unless sooner dissolved, and under the following stipulations which they hereby adopt as their articles of incorporation, or charter, to-wit:

Article I.—The name of this corporation shall be Ellis-Greenlaw Realty Co., Inc., and its domicile is hereby declared to be in the city of New Orleans, State of Louisiana, and all citation or other legal process shall be served on the president, and, in his absence, on the secretary.

Article II.—The objects and purposes of this corporation, and the nature of the business to be carried on by it, are hereby declared to be as follows:

To rent, deal in, purchase, acquire, hold, own, sell or otherwise dispose of, mortgage and hypothecate lands and real property of every kind and class in the United States, to subdivide, develop, manage and improve the same; to construct, alter and repair houses and buildings, and to buy and sell all kinds of material used by builders; and generally to do a general real estate business in all its details for itself or as agent for others; with full power to borrow or loan money secured by mortgage or otherwise. And in general to do anything necessary, incidental to and connected with said objects and purposes, as well as to exercise all rights and powers conferred on corporations by Act 267 of 1914.

Article III.—The capital stock of this corporation is fixed at $10,000, divided into 20 shares of common stock and 80 shares of preferred stock (preferred stock to be non-voting) of a par value of $100.00 each to be paid in cash at such time as the board of directors may determine or which may be issued for service rendered or for property actually received.

The preferred stock shall be entitled only to annual dividends at the rate of seven per cent, payable semi-annually, on the 1st of January and July in each year, which shall be cumulative.

In case of the dissolution of this corporation, the preferred stock shall be liquidated at par, before the common stock, but shall have no further interest in the assets or profits of the company.

The preferred stock or any part thereof may be retired by the board of directors, six months from the date of its issuance, or at the end of any succeeding month, upon the payment to the holder the par value only of all dividends due to the date of payment.

The capital stock of this corporation may be increased to fifty thousand dollars ($50,000).

No stockholder of this corporation shall sell, or offer to sell, any common stock of the corporation owned by him until he shall have first offered the same to each of the other stockholders thereof, for a period of thirty (30) days, at the book value of said stock. This offer shall be made in writing by the board of directors of this corporation, who shall, for the purpose, be considered the agent for the remaining stockholders, who shall have the right to purchase same at said book value in proportion to the stock owned by them.

Article IV.—All of the corporate powers of this corporation shall be vested in and exercised by a board of directors composed of three (3) stockholders of this corporation, to be elected at a meeting of the stockholders held for that purpose, at the domicile of the company, on the second Wednesday in April of 1917, and annually thereafter; notice of which meeting shall be given to each stockholder at least fifteen (15) days prior to such meeting, either personally, or by depositing same in the post office properly addressed, to the last known address of each stockholder, as shown by the books of the corporation.

The board of directors of this corporation shall, immediately after their election and qualification for office, select from among their number a president, a secretary-treasurer and might select a vice-president. The first board of directors of this corporation is declared to be composed of Edward R. Greenlaw, 2535 Esplanade avenue, New Orleans, La.; Mrs. Kate McCan Greenlaw, 2535 Esplanade avenue, New Orleans, La.; and Edward B. Ellis, 4001 Berlin street, New Orleans, La.; with Edward B. Ellis as president, Mrs. Kate McCan as vice-president and Edward R. Greenlaw as secretary-treasurer.

The said board of directors shall have power to appoint agents and employees for this corporation, or to remove the same at pleasure, and they shall also have the power to fill any vacancies in their number, and shall make such by-laws from time to time, and amend the same, as they may deem expedient.

Article V.—Said appearers declare that they subscribe respectively, to the following number of shares of the capital stock set forth opposite their respective signatures.

Article VI.—This charter may be amended, the capital stock thereof increased or decreased, or this corporation dissolved, in accordance with the provisions of Act 267 of the Legislature of the State of Louisiana for the year 1914.

Thus done and signed in my office at New Orleans, Louisiana, in the presence of Camille Nelson and Thomas L. Young, competent witnesses, on the 16th day of August, 1916, after due reading of the whole.

[illegible] of subscribers omitted.

Witnesses: T. L. Young, Camille Nelson.

H. W. KAISER, Not. Pub.

I, the undersigned recorder of mortgages in and for the parish of Orleans, State of Louisiana, do hereby certify that the act of incorporation of the Ellis-Greenlaw Realty Co., Inc., was this day duly recorded in my office in book 1201, folio 111. New Orleans, August 17, 1916.

(Signed) EMILE J. LEONARD, Dy. R.

A true copy.

H. W. KAISER, Not. Pub.

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CHARTER

OF THE NEW ORLEANS MOTOR COMPANY, INC.

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

Be it known, that on this 21st day of the month of August, in the year of our Lord, one thousand nine hundred and sixteen (1916), before me, Watts K. Leverich, 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 full age and majority, who declared that, availing themselves of the provisions of the laws of the State relative to the organization of corporations, they hereby form themselves and constitute a corporation for the following purposes, and under the stipulations hereinafter set forth.

Article I.—The name and title of this corporation shall be New Orleans Motor Company, Inc., and under its said corporate name it shall enjoy succession for the full term and period of ninety-nine (99) years from and after the date hereof, and shall have power and authority to contract, sue and be sued; to accept and receive mortgages, pledges, or other hypothecations; to make and use a corporate seal, and the same to break and alter at pleasure; to purchase, receive, lease, hold, or otherwise acquire and convey, as well as mortgage and hypothecate under its corporate name, property both real and personal and mixed; to borrow money and make and issue bonds and other evidences of debt, and to secure the same by mortgage or otherwise; to name and appoint such managers and directors, officers and agents, as the interest and convenience of said corporation may require; and to make and establish, as well as alter and amend at pleasure, such by-laws, rules and regulations for the management and regulation of the affairs of the corporation as may be necessary, proper or convenient.

Article II.—The domicile of this corporation shall be in the city of New Orleans, and all citations or other legal process shall be served upon the president of the corporation, or in his absence, upon the vice-president.

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 and specified to be: to buy, sell, deal in, lease, store and repair automobiles and motor vehicles of all description, and their parts, accessories and supplies therefor and appurtenances thereto, for its own account and as agent for others; to operate automobile garages, and to manufacture automobiles, automobile taps, bodies, and other automobile parts, supplies, accessories and appurtenances.

Article IV.—The capital stock of this corporation is hereby fixed at ten thousand ($10,000.00) dollars, divided into and represented by one hundred (100) shares of the par value of one hundred ($100.00) dollars each, which shall be paid for in cash, or may be issued, at not less than par, for property actually received or services actually rendered to the corporation. This capital stock may be increased to the sum of one hundred thousand dollars ($100,000.00). All stock shall be transferable only upon the books of the company and in accordance with its by-laws and regulations.

Article V.—All the powers of this corporation shall be vested in and exercised by a board composed of not more than five (5) and not less than three (3) directors, who shall elect from their number a president, a vice-president-treasurer and a secretary. The said board of directors shall be elected annually on the second Monday of each year, the first election to be held in the year 1917. All such elections shall be by ballot, at the office of the corporation. Notice of annual meetings, as well as of special meetings of stockholders, shall be given by written notice mailed ten days in advance of the date fixed for such meeting, to each stockholder appearing as such on the books of the company, at his last designated address, or at the General Delivery at New Orleans, if he has not designated an address. Each shareholder is entitled to one vote for each share of stock standing in his name on the books of the company, said vote to be cast in person or by proxy, and the majority of votes cast shall elect. The board of directors shall have the power to fill all vacancies which may occur on the board, even though no quorum remain at the time such vacancies are to be filled. Failure to elect directors on the day above specified shall not dissolve the corporation, but the directors then in office shall remain in office until their successors are elected. The directors may elect such other officers as they deem necessary or convenient for the carrying on of the company's business, and shall have power to unite two or more offices and to confer the same upon one person, or to dispense with any office in its discretion. The board of directors shall also have power to make and establish, as well as alter and amend, all by-laws, rules and regulations necessary and proper for the support and management of the affairs and business of the corporation, and not inconsistent with its charter; provided, that the salaries of officers shall be fixed only with the consent and approval of eighty (80%) per cent of the stockholders. Two (2) directors shall constitute a quorum for the transaction of business. At any meeting of the board of directors, any director absent from the meeting may be represented by any other director, who may cast the vote of the absent director according to the written instructions of said absent director. Until the annual meeting in 1917, the board of directors shall consist of the following: John B. Ferguson, whose post-office address is 1450 State street, New Orleans, La.; Philip E. Baugh, whose post-office address is 1444 State street New Orleans, La.; and Julian Herndon, whose post-office address is 1444 State street, New Orleans, La., with Philip E. Baugh as president John B. Ferguson as vice-president-treasurer and Julian Herndon as secretary.

Article VI.—This act of incorporation may be modified, changed or amended, or this corporation may be dissolved in the manner provided by law, by a vote of two-thirds (2-3) of the entire outstanding capital stock of all classes, present or represented, at a general meeting of the stockholders convened for such purpose, after a previous notice shall have been given in the manner above required to be given of the annual meeting of the corporation. The capital stock of the corporation may be increased or decreased by proceedings in accordance with the laws of the State of Louisiana.

Article VII.—If this corporation shall be dissolved, either by limitation or from any other cause, its affairs shall be liquidated by three (3) commissioners, to be appointed at the meeting of stockholders convened for the purpose of liquidation, and to be elected by the vote of all the stockholders voting upon a parity. Said liquidators shall remain in office until the affairs of said corporation shall have been fully settled and liquidated, and they shall have full power and authority to transfer and give title to all the property and assets of the corporation, and to distribute the proceeds. In case of the death, disability or resignation of one or more liquidators, the vacancy shall be filled by the survivor or survivors.

Article VIII.—No stockholder shall ever be held liable or responsible for the contracts or faults of said corporation in any further sum than the unpaid balance due 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 any stockholder to any liability beyond the amount due on his stock.

One-half (½) of the authorized capital stock of this corporation is subscribed for at the time of the execution of this charter (as will appear by the signatures of the subscribers to this instrument, serving as the original subscription list), and one-half (½) of the amount subscribed for has been paid in, in cash, at the execution hereof.

Thus done and passed, at my office, in the city of New Orleans, on the day month and year first above written in the presence of Monte M. Lemann and St. John Perret, competent witnesses, who have hereunto subscribed their names together with me, notary, and said appearers, after due reading of the whole.

(Original signed): Names of subscribers omitted.

Witnesses: Monte M. Lemann St. John Perret.

WATTS K. LEVERICH, 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 New Orleans Motor Company, Inc., was this day duly recorded in my office, in book 1201, folio ——. New Orleans, August 21, 1916.

(Signed) EMILE J. LEONARD, Dy. R.

A true copy.

WATTS K. LEVERICH, Not. Pub.

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CHARTER

OF THE LEVY MATTRESS COMPANY, INC.

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

Be it known, that on this 27th day of the month of July, in the year of our Lord, one thousand nine hundred and sixteen, and of the independence of the United States of America, the one hundred and fortieth, 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 be 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 Levy Mattress Company, Incorporated, 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 case of his absence, upon the vice-president, and, in case of the absence of both of these officers, upon the secretary thereof.

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 a general manufacturing business to make, sell and market mattresses, pillows and accessories relating to, or connected with the manufacture and sale of mattresses and pillows, and to those ends to purchase, use, lease, mortgage or otherwise acquire movable or immovable property, and generally to do all acts and to enter into all contracts that may be necessary, convenient or appropriate in the accomplishment of the aforesaid purposes of making, manufacturing and selling mattresses, and accessories relating thereto or connected therewith, and to do such other kindred acts, or engage in such businesses as are necessary requisite, or usually operated in connection with the making, manufacturing and selling of mattresses, pillows and the accessories connected therewith, or relating thereto.

Article IV.—The capital stock of this corporation shall be $12,000, divided into one hundred twenty shares of the par value of $100.00 each, payable when issued, in cash, or other property, and may be increased to the sum of $25,000, divided into two hundred fifty shares of the par value of $100.00 per share, and this corporation is to be a going concern when one-half of the capital stock has been subscribed and paid for. Each share of stock shall be entitled to one vote at all general elections.

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.

Should any stockholder desire to sell his stock he shall first offer the same to the stockholders of the company through its board of directors, and the stockholders who desire to purchase shall have the right to purchase the same, in the proportion to their holdings of stock in the company. Should said stockholders in seventy-two hours after notice having been given, in writing, fail or refuse to purchase the stock offered for sale, such stock may be sold to anyone.

No transfer of stock shall be made or held to be valid and binding unless made on the books of the company, and unless made in pursuance of the provisions of this charter.

Article VI.—This corporation shall have all 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 and all of its effects or to hypothecate its property, and to do any and all acts and 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 of three stockholders and two of whom shall constitute a quorum for the transaction of business, and the said directors as first constituted shall be Samuel Levy, Jacob C. Lazard, and Benjamin S. Lazard, and they shall hold office until the second Monday in January, 1917, 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. The annual election shall be held on the second Monday in January, 1917, and thereafter on the second Monday of each succeeding year, and the election shall be held between the hours of ten a. m. and four p. m. All vacancies on the board of directors for whatever cause shall be filled by the remaining directors. Samuel Levy shall be the first president, J. C. Lazard shall be the first vice-president, and B. S. Lazard shall be the first secretary-treasurer, and they shall hold office until the second Monday of January, 1917, and each succeeding board of directors 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 Azelie Bennett and Louise Wingerter, competent witnesses, who have hereunto signed these presents, together with the parties hereto and me, notary, after a reading of the whole.

Names of subscribers omitted.

Witnesses: Azelie Bennett, Louise Wingerter.

A. A. MORENO, 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 Levy Mattress Company, Incorporated, was this day recorded in my office, in book 1201, folio 15.

New Orleans, July 28, 1916.

(Signed) EMILE J. LEONARD, Dy. R.

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

A. A. MORENO, Notary Public.

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CHARTER

OF ZAERINGER REALTY COMPANY, INCORPORATED.

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

Be it known, that on this twelfth day of the month of July, in the year of our Lord, one thousand, nine hundred and sixteen, and of the independence of the United States of America, the one hundred and forty-first, before me, Louis A. Hubert, a notary public, duly commissioned and qualified, in and for this city and the parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned: Personally came and appeared the several persons whose names are hereunto subscribed, being all of age, who severally declared that, availing themselves of the laws of this state, in such cases made and provided, and particularly of Act No. 267 of the General Assembly of this state, of the year A. D. 1914; they do, by these presents, covenant, agree and bind themselves, as well as such other persons as may hereafter become associated with them; in order to form and constitute a corporation and body politic in law, for the objects and purposes and under the stipulations following, to-wit:

Article I.—The name of this corporation shall be the "Zaeringer Realty Company, Inc'd.," and its domicile shall be in the city of New Orleans, Louisiana, and it shall have and enjoy succession and existence for the period of twenty-five years from the date hereof.

Article II.—The objects and purposes of this corporation are: to acquire by purchase, or otherwise, real estate; to sell the same and to deal generally in real estate, and, more particularly to acquire the real property and real appurtenances lately belonging to Mrs. Mary Platz, widow of F. X. Zaeringer; and to do everything incident to said business, or necessary or convenient thereto; with power to lease, purchase and to hold such real estate or other property as may be useful or necessary to said business, to sue and be sued and to have a corporate seal.

Article III.—The capital stock is fixed at the sum of ($45,000.00) forty-five thousand dollars, divided into nine hundred (900) shares of fifty dollars each. The capital stock of this corporation may be increased to the sum of seventy thousand dollars ($70,000.00).

No transfer of stock by a shareholder shall be binding on this corporation unless the same appear on the books of the company. And no sale or transfer of shares shall be made by any shareholder, until he or she shall have offered the share or shares to the corporation and the purchase shall have been declined; and their right to decline or purchase at the actual cash value, shall remain in the board of directors for ten days after the offer to sell shall have been made in writing.

Article IV.—All corporate powers of this corporation shall be vested in a board of directors, and its business shall be conducted by such board, composed of three stockholders, who shall be elected on the first Tuesday of July of each year and shall hold their offices until their successors are elected and qualified. Any vacancy occurring in the board of directors during the year shall be filled by the remaining members.

Article V.—The board of directors shall have power to make all by-laws necessary for the successful conduct of the affairs of the company. The board of directors shall elect from their own number a president, a vice-president and a treasurer, who shall also act as secretary, and two members of the board shall constitute a quorum for the transaction of business.

Article VI.—All legal process shall be served upon the president, or, in his absence, upon the secretary.

Article VII.—At all meetings of the corporation, each shareholder shall be entitled to as many votes as he has shares, and may vote by proxy.

Article VIII.—On the first Tuesday of July of each year, the annual meeting of the stockholders shall be held, after ten days notice, in writing, to the stockholders and the election shall be conducted by two persons elected by the board of directors, at which election the board of directors will be chosen. Until the election of 1917, as above provided, Frank J. Zaeringer, Louis Zaeringer and Frank A. Zaeringer, all residents of New Orleans, La., shall compose and constitute the first board of directors, of which Mr. F. Joseph Zaeringer shall be president; Mr. Frank A. Zaeringer shall be vice-president; Mr. Louis Zaeringer shall be secretary and treasurer.

Article IX.—This charter may be amended, altered or modified, or the corporation dissolved, at a meeting of the stockholders duly called for the purpose, by a vote of two-thirds of all its stock, conformable to the provisions of the aforesaid act, including the increase or decrease of capital stock.

Article X.—No stockholder of this corporation shall ever be held liable for any indebtedness, contracts or faults thereof, in any further sum than the unpaid balance due the corporation on the shares owned by him or her; nor shall any informality in organization have the effect of rendering this charter null or of exposing a stockholder to any liability other than as above provided.

Article XI.—Failure to hold the meetings provided for in this charter shall not work a forfeiture of this charter and officers and directors shall hold their respective positions until their successors are elected and qualified.

Thus done and passed, in my office, at the city of New Orleans, on the day, month and year first above written, in the presence of Messieurs August H. Ritter and J. M. Quintero, competent witnesses, who hereunto sign their names with the said appearers and me, notary, after reading the foregoing.

(Original signed): Names of subscribers.

Witnesses: A. H. Ritter, J. M. Quintero.

L. A. HUBERT, Notary Public.

I, the undersigned, recorder of mortgages in and for the parish of Orleans, State of Louisiana, do hereby certify that the act of incorporation of the Zaeringer Realty Co., Inc., was this day duly recorded in my office, in book 1195, folio 767. New Orleans, July 14, 1916.

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

A true copy.

L. A. HUBERT, Notary Public.

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CHARTER

OF "SAMUEL & DE LATOUR, INC."

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

Be it known, that on this fourth day of the month of August, in the year of our Lord, one thousand nine hundred and sixteen, before me, John Marshall Quintero, a notary public, duly commissioned and qualified in and for the parish of Orleans, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared: the several persons whose names are hereunto subscribed, who severally declared that availing themselves of the provisions of the laws of this state relative to the organization of corporations, they have contracted and agreed, and do by these presents contract and agree and bind and obligate themselves as well as all such persons as may become associated with them, to form themselves into and constitute a corporation and body politic in law for the objects and purposes and under the conditions and stipulations of the articles following, to-wit:

Article I.—The name and title of the said corporation shall be "Samuel & de Latour, Inc.," and under its said corporate name it shall have and enjoy succession for the full term and period of ninety-nine (99) years from and after date hereof, and shall have power and authority to contract, sue and be sued; to accept and receive mortgages, pledges or other hypothecations; to make and use a corporate seal and the same to break and alter at pleasure; to purchase, receive, lease, hold, or otherwise acquire and convey as well as mortgage and hypothecate under its corporate name, property, both real and personal or mixed; to name and appoint such managers and directors, officers and agents, and establish branch offices at its domicile, or elsewhere, as the interest and convenience of said corporation may require, and to make and establish as well as to alter and amend at pleasure such by-laws, rules and regulations for the proper management and regulation of the affairs of said corporation as may be necessary and proper.

Article II.—The domicile of the said corporation shall be at New Orleans, parish of Orleans, State of Louisiana, and all citations or other legal process shall be served upon the president of said corporation, or in case of his absence, upon one of the vice-presidents, or in the absence of all of these 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 hereby declared to be; to carry on and conduct the business of wholesale merchants, dealers in poultry products, and all other products of every kind and character whatsoever, including their by-products or combinations thereof, and to do any and all business incident thereto or connected therewith, as well as a general commission business.

Article IV.—The capital stock is hereby fixed at six thousand dollars ($6,000.00), divided into one hundred and twenty (120) shares of a par value of fifty dollars ($50.00) each, whereof fifty per cent (50%) shall be subscribed and paid fo. before the filing of these articles of incorporation. All stock subscribed for shall be paid for in cash or property received; fifty per cent (50%) before the corporation engages in business, and the remaining within twelve (12) months, as determined by the board of directors. Each share of stock shall be entitled to one (1) vote at all elections and meetings, and entitled to the same right and privileges as any other such share. The amount of which capital stock may be increased up to twenty-five thousand dollars ($25,000.00). No stockholder in this corporation shall dispose of his holdings or any part thereof without first offering the same to the corporation at its book value. And the corporation shall have ten (10) days within which to accept or reject the said offer. Upon the death of any stockholder, his stock shall forthwith, at the option of the corporation, be taken over by it at book value. The surviving widow of any stockholder shall have the right to purchase this stock in preference to any and all heirs after the same has been offered to and refused by the corporation.

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

Article V.—All the corporate powers of this corporation shall be vested in, and its business and affairs managed by a board of directors, consisting of four (4) members, any three (3) of whom shall constitute a quorum for the transaction of business. Any vacancy or vacancies in the board of directors shall be filled by the remaining directors. The corporation shall elect annually from among its stockholders on the second Monday of August of each year, beginning in the year 1917, a board of directors consisting of four (4) members, as well as a president, vice-president, secretary and a treasurer, which last two offices may be held by one person. The first board of directors shall consist of Joseph Samuel, Frank de Latour, Samuel Goldman and Alvaro Quiroga, of whom Joseph Samuel shall be president; Frank de Latour, vice-president, and Samuel Goldman, secretary-treasurer. Failure to elect directors on the day above specified shall not dissolve the corporation, but the directors then in office shall remain in office until their successors are elected and qualified.

Article VI.—All notices of stockholders' or board of directors' meetings, including the annual meeting herein provided for, shall be held after twenty-four (24) hours written notice shall have been mailed by the secretary to each stockholder at his last known place of residence, and at all stockholders' meetings a majority of the stock represented by proxy or otherwise, shall control.

Article VII.—The names and post office addresses of the subscribers to these articles of incorporation and the statement of the number of shares of stock which each agrees to take in the corporation are as follows: Joseph Samuel, 327 Poydras street, 33 shares; Frank de Latour, 327 Poydras street, 20 shares; Samuel Goldman, 632 Baronne street, 33 shares; Alvaro Quiroga, 410 Tchoupitoulas street, 34 shares.

Arteile VIII.—This charter may be amended, or the corporation may be dissolved and liquidated by a fifty-one per cent (51%) vote of the capital stock appearing on the books of the company, and in the case of liquidation, the board of directors then in office shall liquidate the corporation.

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 Messieurs L. A. Hubert and Benj. Morasca, competent witnesses, residing in this city, who have hereunto signed their names with appearers and me, notary, after due reading of the whole.

Original signed: Jos. Samuel, New Orleans, 33 shares; Frank de Latour, New Orleans, 20 shares; Sam Goldman, New Orleans, 33 shares; Alvaro Quiroga, New Orleans, 34 shares.

Witnesses: L. A. Hubert, B. Morasca.

J. M. QUINTERO, 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 Samuel & de Latour, Inc., was this day duly recorded in my office in baak 1201, folio —.

New Orleans, La., Aug. 5, 1916.

(Signed) EMILE J. LEONARD, Dy. R.

A true copy.

J. M. QUINTERO, Notary Public.

aug 10 17 24 31 sept 7 14

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