CHARTER
OF "GOTTLIEB REALTY COMPANY, INC."

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 November, in the year of our Lord one thousand nine hundred and sixteen, before me, Purnell Mitchell Milner, a notary public, in and for the State of Louisiana, Parish of Orleans, aforesaid, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who declared to me, notary, in the presence of the undersigned witnesses that, availing themselves of the provisions of the laws of the State of Louisiana, and particularly Act 267 of the General Assembly of the State of Louisiana for the year 1914, they have mutually agreed and contracted, and by these presents do agree and contract, and bind and obligate themselves, their heirs and assigns, and all persons who may hereafter become associated with them herein, to form a corporation under the name and for the objects and purposes, and under the terms and stipulations and provisions contained in the following articles, to-wit:

(a) The name of this corporation shall be the "Gottlieb Realty Company, Inc."

(b) The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are hereby declared to be: To buy, sell, lease, mortgage, exchange, or otherwise alienate or acquire, and generally deal in, property, both real and personal, in this city and state or elsewhere, for its own account, or as agent, for account of others, on commission or otherwise; to improve real estate and generally to carry on a real estate business; and to do any and all things connected with or appertaining to said real estate business and all of its branches.

(c) The capital stock of this corporation shall be fifty thousand dollars ($50,000.00).

(d) The capital stock of this corporation may be increased to one hundred thousand dollars ($100,000.00).

(e) The capital stock, as presently constituted, shall consist of five hundred shares (500) of the par value of one hundred dollars a share ($100.00).

The payments of the subscription to the capital stock made by Albert Aschaffenburg, for 249 shares, and by Joseph Gottlieb, for 249 shares, shall not be made in cash, but shall be settled and paid for by said Albert Aschaffenburg and Joseph Gottlieb, joint owners, transferring, assigning, setting over and delivering, with all legal warranties, to this corporation, the following described property:

"A lot or portion of ground, in the First District in the square bounded by St. Charles, Carondelet, Julia and Girod streets, in this city, forming the corner of St. Charles and Julia streets, and measures seventy-six feet eight inches five lines front on St. Charles street, by one hundred fifteen feet four inches in depth and front on Julia street."

"A lot in same district and square, adjoining the above, measuring twenty-eight feet front on Julia street, by one hundred twenty-seven feet, ten inches, five lines in depth between parallel lines."

"A lot in the same district and square, designated by the No. 7 on plan of L. Reizenstein, February 25, 1867, and deposited in office of Edward Barnett, notary public, and measures twenty-eight feet ten inches five lines in depth between parallel lines."

Now owned by and standing in the names of Albert Aschaffenburg and Joseph Gottlieb. The consideration of said transfer being fifty thousand dollars ($50,000.00) cash and the assumption by this company of the mortgage existing on said prpoerty for the sum of forty-six thousand dollars ($46,000.00). Forty-nine thousand eight hundred dollars ($49,800.00) of the cash portion of said purchase price representing the amount of stock subscribed by said A. Aschaffenburg and Joseph Gottlieb to the capital stock of this company, the directors of this corporation taking cognizance of this transfer, and estimating and appraising the value of the property at ninety-six thousand dollars ($96,000.00).

(f) The domicile of this corporation shall be in the city of New Orleans, State of Louisiana, where all meetings of stockholders and directors must be held, provided that with the written consent of all directors, valid meetings of directors may be held outside of the state, or within the state elsewhere than at its domicile. Service of all legal process shall be made upon the president of this corporation or, in his absence, on the secretary-treasurer.

(g) This corporation shall exist and enjoy succession for the full term and period of ninety-nine years from the date hereof.

(h) The business and affairs and corporate powers of this corporation shall be conducted by four directors, elected by and from the stockholders annually, on the first Monday of October of each year, unless such day be a holiday, in which event said election shall take place on the next succeeding day which is not a holiday.

The board of directors shall be composed of the following named persons, who shall serve until the first Monday of October, 1917, or until their successors are elected: Joseph Gottlieb, Third street, Baton Rouge, Louisiana; Ike H. Gottlieb, Third street, Baton Rouge, Louisiana; A. Aschaffenburg, 4900 St. Charles avenue, New Orleans, Louisiana.

E. L. Aschaffenburg, 4900 St. Charles avenue, New Orleans, Louisiana. With Joseph Gottlieb, Third street, Baton Rouge, Louisiana, as president; Ike H. Gottlieb, Third street, Baton Rouge, Louisiana, as vice-president; and Albert Aschaffenburg, 4900 St. Charles avenue, New Orleans, Louisiana, as secretary-treasurer.

(i) This article of incorporation bears the names and post office addresses of the subscribers to same, and a statement of the number of shares which each agree to take.

(j) This corporation shall have all the powers enumerated in Section 7 of Act 267 of the General Assembly of the State of Louisiana for the year 1914.

(k) This act of incorporation may be amended, and the corporation dissolved, and its affairs liquidated, as provided for in Act 267 of the General Assembly of the State of Louisiana for the year 1914.

Thus done and passed in my office, in New Orleans, Louisiana, on the date, and in the month and year hereinabove written, in the presence of N. Markey and Warrick McQueen, competent witnesses, residing in this city, who have hereunto signed their names with appearers and me, notary, after reading of the whole.

Original Signed: Albert Aschaffenburg, 4900 St. Charles, N. O., La., 249 shares; E. L. Aschaffenburg, 4900 St. Charles, N. O., La., 1 share; Ike H. Gottlieb, by Jos. Gottlieb, Baton Rouge, La., 1 share; Jos. Gottlieb, Baton Rouge, La., 249 shares.

Witnesses: N. Markey, W. McQueen.

PURNELL M. MILNER, Not. Pub.

I, the undersigned deputy 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 "Gottlieb Realty Company, Inc.," was this day duly recorded in my office in book 1201, folio 442.

New Orleans, La., November 10, 1916.

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

State of Louisiana, Parish of Orleans.

I, Purnell M. Milner, notary public, duly commissioned and qualified, in and for the parish of Orleans, therein residing, hereby certify that the above and foregoing is a true and correct copy of the act of incorporation of the "Gottlieb Realty Company, Inc.," and also of the certificate of the recorder of mortgages thereto appended, on file and of record in my notarial office.

In faith whereof, I have hereunto set my hand and affixed my seal at New Orleans, this 13th day of November, A. D., 1916.

PURNELL M. MILNER, Not. Pub.

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ARTICLES OF INCORPORATION
OF MUTUAL RESOURCE DEVELOPMENT COMPANY OF LA., INC.

State of Louisiana, Parish of Orleans.

Be it known, that on this the 27th day of the month of October, in the year of our Lord, one thousand nine hundred and sixteen (1916), before me, Frank Wm. Hart, a notary public, duly commissioned and qualified, in and for the parish and state aforesaid, thereinu residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and severally declared that, availing themselves of the general laws of the State of Louisiana in such cases made and provided, they have formed and organized, and do, by these presents, form themselves and such others as may hereafter become associated with them into and constitute a corporation and body politic in law, for the objects and purposes in the following articles set forth and expressed which they adopt as their charter.

Article I.—The name and title of this corporation shall be the "Mutual Resource Development Company of Louisiana, Inc.," and it shall exist and enjoy succession by its corporate name for a period of ninety-nine (99) years from the date hereof; to contract, to sue and be sued; to make and use a corporate seal, and the same to alter and break at pleasure; and 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 t'e affairs of this corporation as may be necessary and proper.

Its domicile shall be in New Orleans, La., and all citations and other legal process shall be served upon the president, and in the event of his absence or inability to act, upon the vice-president or secretary, in the order named.

Article II.—The capital stock of this corporation is hereby fixed at twenty-five thousand ($25,000.00) dollars, divided and represented by two thousand five hundred (2500) shares of the par value of ten ($10.00) dollars each, and may be increased to one hundred thousand ($100,000.00) dollars. Stock may be paid for in money, in services duly rendered to the corporation, or in property transferred to the corporation.

This corporation shall become a going concern and shall be authorized to commence business, when and as soon as fifty (50%) per cent of its capital stock shall have been subscribed, and twenty-five (25%) per cent shall have been paid for; all in accordance with the provisions of Act No. 267 of the General Assembly of the State of Louisiana for the year 1914.

Article III.—The object and purposes of this corporation are hereby declared to be anyone or more of all of the following:

To develop natural resources within the State of Louisiana by engaging in the development of mineral deposits, lands and the products thereof, waters of the state and the use that may be made thereof and the products that may be produced therefrom, and all other resources by which the state may be enriched and the general good promoted.

To prosecute such development and advancement by wholesome publicity of the potential wealth of the State of Louisiana and to promote its progress by enlisting united cooperation, financial and otherwise, of all men throughout the United States.

To buy, own, acquire, sell, exchange, lease, donate, mortgage, hypothecate and to contract to buy, sell, exchange and lease all kinds of property, real, personal and mixed, and to manage, operate, improve and develop lands, mining claims, mineral rights, oil wells and other real estate, and the interest and right in any of said property, insofar as the same may be incidental to its use, rights and purposes.

To drill, open and work wells or mines for developing, producing and obtaining gas, oil, petroleum, coal, asphaltum, salt, sulphur, etc., ore, metals and minerals, and volatile substances of all kinds, and to smelt, refine or manufacture the oil or minerals found and to buy and sell the same in their crude or manufactured state.

To buy, own, lease, build, erect or rent buildings, machinery, fixtures and appliances, and to maintain, operate and suspend the same, more especially for the storage of oil, gas and the piping of the same to points of transportation, by the use of machinery and appliances.

To erect and maintain warehouses and to receive goods and property belonging to others for storage, and to issue warehouse receipts therefor, and to charge and collect compensation therefor.

To buy, own, sell, construct, maintain and operate boats, ships, barges, or any other watercraft whatever to carry and convey passengers, goods, wares and merchandise or other property or commodity of this corporation, or of others, for profit, and to charge and collect compensatoin therefor.

To engage generally, as principal or mandatory; in buying and selling, reclaiming, improving, cultivating and operating lands; in buying and selling, leasing and operating dredges, ditchers and other machinery and implements; in constructing, owning, leasing and operating railroads, tramways, canals and other means of transportation necessary or incidental to the proper conduct of its private business, but not for public service; in buying and selling, personal property of all kinds; and in manufacturing products of the soil, and buying and selling same either in the original state or in manufactured form, at wholesale or retail; and it shall have authority generally to do all things necessary or incidental to the proper conduct of its affairs, whether specifically enumerated herein or not.

Article IV.—The corporate powers of this corporation shall be vested in and exercised by a board of five directors, a majority of whom, sitting at any time, shall constitute a quorum for the transaction of business, said directors to be elected annually from the second Tuesday of the month of January beginning in 1917. Each stockholder shall be entitled in person or by written proxy to one vote for each share of stock owned by him and standing in his name on the books of the corporation. All elections shall be held under such rules and regulations as may be determined by the Board of Directors or as provided in the by-laws of this company, to be adopted by the stockholders.

Article V.—No stockholder shall ever be held liable or responsible for the contracts, faults or debts of this company, nor shall any mere informality in its organization have the effect of rendering this charter null, or of exposing its stockholders to any liability beyond the unpaid balance due on the shares of stock owned by them, and in accordance with the further provisions as provided by the Act No. 267 of the General Assembly of the State of Louisiana for the year 1914.

Article VI.—This act of incorporation may be changed, modified or altered, or this corporation may be dissolved with the assent of the stockholders owning two-thirds of the issued stock of this corporation, at a meeting of the stockholders convened for that purpose, and after legal and proper notice shall have been given to each of said stockholders, except whenever, in the judgment of the board of directors, it shall be deemed advisable and for the benefit of this corporation, that it should be dissolved, the board, within ten days after the adoption of a resolution to that effect, by a majority of the whole board at a meeting called for that purpose, of which meeting each director shall have received at least three days' notice, shall cause notice of the adoption of such resolution to be mailed to each stockholder, together with a notice of a meeting of the stockholders, to be held at the office of the corporation, to take action upon the resolution so adopted by the board of directors. In case of the dissolution of this corporation by the expiration of its charter, or otherwise, the stockholders shall elect three liquidators from among their number, who shall have full power and authority to liquidate and settle the business and affairs of the company; in case of death or inability of any of said liquidators, the survivor or survivors shall appoint a successor or successors to him or them.

Article VII.—Until the election to be held on the second Tuesday of the month of January, 1917, the following stockholders shall constitute the first board of directors: William S. Holmes, Tallulah, Louisiana; Thomas J. Clay, Whitecastle P. O., La.; Donald Despain, Grunewald Hotel, New Orleans, La.; John W. Smith, Ward Bldg., Shreveport, Louisiana; C. Y. Smith, Grunewald Hotel, New Orleans, La.

Article VIII.—The capital stock of this corporation, after having been transferred from this corporation to a subscriber thereof, shall not be sold or transferred or offered for sale or transfer by such subscriber, without first having offered such stock to this corporation and to the stockholders of this corporation at the then market or book value thereof, which market price shall be ascertained by the then prevailing market price of such stock, if such a price prevails at such time, when if not, the book value of such stock shall be ascertained either by an agreement of the parties, or by two competent and experienced business men, one to be chosen by the subscriber and the other by this corporation or the stockholders or stockholder, prospective purchaser, when if said two parties cannot agree upon a book value, such two parties so chosen to choose a third party, when the majority opinion shall prevail. In the event of the demise of a holder or holders of the stock of this corporation, the administrator, executor or representative of his estate to immediately tender such stock to this corporation and the stockholders thereof on the same basis. Such offer and tender to be made by the holder or holders of such stock to this corporation and the stockholders thereof by the mailing of a registered letter containing such offer or tender addressed to the last known addresses of this corporation and said stockholders. Such offer or tender to remain open for a period of thirty (30) days from the date of the mailing of such registered letters, when if not availed of, such holder or holders to be released to make a sale or transfer as he sees fit. In the event of this corporation not availing itself of such offer or tender such stock so offered to be equally pro rated between the stockholders of this corporation should they so desire to avail themselves thereof, when if they do not such stock might be purchased by such stockholders so desiring to acquire same. To such extent all stock as issued by this corporation shall be non-negotiable.

Article IX.—The subscribers hereto have written opposite their respective names, the amount of stock in this corporation subscribed by each of them.

Thus done and passed, in my office at the city of New Orleans, La., on the day, month and year hereinabove first written, in the presence of John R. Perez and Edward Kay, competent witnesses, who have hereunto signed these presents, together with said appearers and me, notary, after due reading of the whole.

Signed: J. W. Smith, Thos. J. Clay, C. Y. Smith, Donald Despain, Wm. S. Holmes.

Witnesses: John R. Perez, Edward Kay.

(Signed) FRANK WM. HART, 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 Mutual Resource Development Company of Louisiana, Inc., was this day duly recorded in my office, in book 1201, folio 396.

New Orleans, October 28, 1916.

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

I, the undersigned Frank Wm. Hart, a notary public for the parish of Orleans, State of Louisiana, hereby certify that the above and foregoing is a true and correct copy of the act of incorporation of the Mutual Resource Development Company of Louisiana, Inc., passed before me on October 27, 1916, except that there is omitted therefrom the stock subscription list.

In faith whereof, I have hereunto set my hand and affixed my seal of office at New Orleans, La., this 31st day of October, 1916.

FRANK WM. HART, Not. Pub.

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AMENDMENT TO CHARTER
OF ED T. DRUMM PAINT COMPANY, INC.

October 30, 1916.

State of Louisiana, Parish of Orleans, City of New Orleans.

Be it known, that on this 2nd day of November, in the year of our Lord nineteen hundred and sixteen, before me, Louis Randolph Hoover, a notary public duly commissioned and qualified in and for the Parish of Orleans, State of Louisiana; personally came and appeared:

Anthony Russo, of the Parish of Orleans, State of Louisiana, herein appearing in his capacity as president of the Ed. T. Drumm Paint Co., Inc., and N. S. Hoskins, of the Parish of Orleans, State of Louisiana, herein appearing in his capacity as secretary of the Ed. T. Drumm Paint Company, Inc., a corporation duly organized under the laws of the State of Louisiana by act before Louis Randolph Hoover, a notary public in and for the Parish of Orleans on June 6th, 1916, and duly recorded in the Mortgage Office for the Parish of Orleans, Book 1195, folio 658 on June 6th, 1916, which said appearers declared:

That a special meeting of the stockholders of the Ed. T. Drumm Paint Co., Inc., was held at the domicile of the corporation No. 727 Common St., on October 23, 1916, after due notice setting forth the purpose of the meeting and in full accordance with the law.

There was present at the said meeting either personally or by representation the following stockholders of the Ed T. Drumm Paint Co., Inc., constituting more than three-fourths of the outstanding stock of the corporation, viz.: Ed. T. Drumm, 250 shares; N. S. Hoskins, 10 shares; Jos. Cheramie, 5 shares; A. Russo, 25 shares; A. Meynier, 1 share; Geo. Heebe, Jr., 10 shares; Henry S. Clerc, 10 shares; O. Abadie, 2 shares; E. Munchow, 4 shares; H. P. Viering, 2 shares; Mary Stone, 5 shares; Paul Abadie, 1 share; E. J. Huhner, 10 shares.

The above stockholders acknowledging the notice required by law and by the charter of the said corporation.

The said appearers further declared that the above stockholders holding, owning and voting more than three-fourths of the outstanding stock of the Ed T. Drumm Paint Co., Inc., voted unanimously to amend Article I of the charter of the Ed. T. Drumm Paint Co., Inc., to read as follows:

Article I.—The name of the corporation shall be "The Drumm Paint & Contracting Co., Inc.," and its domicile shall be in the city of New Orleans, State of Louisiana. Citation shall be served upon the president and in his absence upon the vice-president and in the absence of the president or vice-president upon the secretary.

And the said appearers further declared that the above stockholders holding, owning and voting more than three-fourths of the outstanding stock of the Ed. T. Drumm Paint Co., Inc., voted unanimously to amend Article III of the charter of the Ed. T. Drumm Paint Co., Inc., to read as follows:

Article III.—The amount of the capital stock is hereby fixed at Seventy-five thousand dollars ($75,000.00), divided into seventy-five hundred (7500) shares of the par value of ten dollars ($10.00) per share; said stock shall be paid for either in cash, or property actually received by the corporation, or for services rendered.

And the said appearers further declared that the, above stockholders holding, owning and voting more than three-fourths of the stock of the Ed. T. Drumm Paint Co., Inc., voted unanimously to amend Article V of the charter of the Ed. T. Drumm Paint Co., Inc., to read as follows:

Article V.—All the powers of this corporation shall be vested in and its business shall be managed by a board of directors consisting of nine stockholders, any four of whom shall constitute a quorum for the transaction of the business.

The additional directors to be elected under this article to be elected immediately after the passing of said amendment and its proper recordation by the board of directors then in office.

The corporation shall have a president, a vice-president, general manager, secretary and treasurer; and the board of directors have the power to combine any two of said offices into one.

The board of directors shall have the power to make by-laws, rules and regulations for the government of the corporation.

Any vacancies occurring on the board of directors or among the officers shall be filled by the remaining directors from among the stockholders.

And the said appearers, Anthony Russo and N. S. Hoskins, president and secretary, respectively, of the Ed. T. Drumm Paint Co., Inc., declared that they were authorized and empowered and directed to appear before me, notary, and to execute and sign the proper notarial act and declaration of the amendments of Articles one, three and five of the charter of the said corporation in respect to the change of name and of the capital stock, and of the change in the number of directors as required by law and for the purpose of affording authentic evidence and permanent record all as will appear from a certified copy of the resolutions of the stockholders meeting hereinabove referred to, hereto annexed and made a part of this act.

Thus done and passed, in my office, in the city of New Orleans, State of Louisiana, on the day, month and year first above written, in the presence of F. Otway Denny and Charles Hannon, competent witnesses, who hereunto sign their names with the said appearers and me, notary, after due reading of the whole.

Original Signed: Anthony Russo, president; N. S. Hoskins, secretary. Witnesses: F. Otway Denny, Charles Hannon.

L. R. Hoover, Notary Public.

I, the undersigned recorder of mortgages, for the Parish of Orleans, do hereby certify that the above and foregoing act of amendment of the incorporation of the Ed. T. Drumm Paint Company, Inc., was this day duly recorded in my office, in book 1201, folio ——.

New Orleans, La., Nov. 2, 1916.

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

A true copy from the original on file in my office.

L. R. HOOVER, Notary Public.

Nov 9 16 23 30 Dec 7 14

CHARTER
OF INTERNATIONAL SERVICE COMPANY, INC.

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

Be it known, that on this 28th day of the month of November, in the year of our Lord one thousand nine hundred sixteen, and of the independence of the United States of America the one hundred forty-first, before me, Lyle Saxon, a notary public, duly commissioned and qualified in and for the above city, parish and state, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared: The several persons whose names are hereunto subscribed, who declared that, availing themselves of the provisions of the laws of the State of Louisiana, 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 style of this corporation shall be: "International Service Company, Inc." and it shall enjoy succession and corporate existence for a period of ninety-nine years from date hereof, and it shall have for the purpose of the business to be carried on by it all the powers conferred by law upon corporations, and shall generally exercise all the powers necessary to carry on the said business.

Article II.—The domicile of this corporation shall be in the City of New Orleans, State of Louisiana, and all citations and other legal process shall be served on the president of the Company, or, in the event of his disability to act, upon the secretary-treasurer.

Article III.—The objects and purposes for which this corporation is organized, and the nature of the business to be conducted by it, are hereby declared to be that of buying, selling and dealing in novelties of all kinds and description, to buy patents and patent rights for novelties, to manufacture novelties and to sell and dispose of the same, to deal in all kinds of merchandise of whatsoever description pertaining to the novelty business, either retail or wholesale, to advertise said novelties, and to lease and sell the use of said novelties and patent rights thereof, and to do all and any other necessary acts to carry out the aforesaid objects and purposes.

Article IV.—The capital stock of this corporation is hereby fixed at the sum of one hundred thousand dollars ($100,000), to be represented by ten thousand shares of stock, at the par value of ten dollars ($10.00) each. Fifty (50%) per cent of the capital stock must be subscribed before the filing of the Articles of Incorporation. Fifty per cent (50%) of all stock subscribed for must be actually paid in before the corporation engages in business, and the remainder within twelve months thereafter, as the law directs.

The amount to which the capital stock may be increased shall be one hundred fifty thousand ($150,000) dollars.

All stock subscribed for shall be paid for in cash or its equivalent, or property received, or labor done, at such time and upon such terms and conditions as the Board of Directors shall prescribe. No transfer of stock shall be admitted or held to be valid or binding so far as the company is concerned unless made upon the books of the company. No sale or pledge of stock shall be valid unless made upon the books of the company. No sale or pledge of stock shall be valid unless said sale or pledge is accompanied by a written certificate, signed by the president and secretary-treasurer of the company, to the effect that the said stock was offered to the remaining stockholders through the board of directors, at its book value, for a period of fifteen days, and they have failed or declined to purchase same.

Stock sold or pledged in contravention to this provision shall become the property of the stockholder first tendering to the transferee or pledgee its book value.

Article V.—All powers of this corporation shall be vested in, and the business and affairs shall be managed by a board of directors, consisting of five (5) directors, who shall be elected annually at a meeting of the stockholders on the second Monday in January of each year.

Article VI.—The first board of directors shall consist of: Wm. P. Flower, No. 808 Union St., New Orleans, La.; Frank A. Longshore, 2328 St. Charles Ave., New Orleans, La.; Mortimer A. Sherrick, 4010 St. Charles Ave., New Orleans, La.; Cornelius Modinger, 377 Audubon St., New Orleans, La.; Wm. L. Halsey, Cosmopolitan Hotel, New Orleans, La.

The said William P. Flower shall be president of this corporation, William L. Halsey, vice-president, Mortimer A. Sherick, 2nd vice-president, and Cornelius Modinger, secretary-treasurer of the corporation; all of whom shall hold office until the second Monday in January, 1918, or until their successors shall have been duly elected and conducted into office.

All elections shall be 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-treasurer in writing, delivered to each stockholder in person, or mailed to his last known address, at least ten (10) days prior to such election, but this notice may be waived by all of the stockholders.

At all such elections, and at all meetings of the stockholders, each 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 said eecltion or meeting, said votes to be case in person or by written proxy, and a majority of 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, a vice-president, a 2nd vice-president, and a secretary-treasurer, and may grant to each officer such powers as they deem fit.

All vacancies in the board from whatsoever cause shall be filled by the remaining directors. Any member of the board may appoint any other director his proxy to act in his place and stead, at any meeting of the board.

Article VII.—This act of incorporation may be modified, changed, or altered, or the said corporation may be dissolved, with the assent of two-thirds of the capital stock outstanding, at a meeting of the stockholders convened for that purpose, and after ten 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 the stockholders.

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

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

Article IX.—The subscriptions of stock of William P. Flower, Frank A. Longshore, Mortimer A. Sherick, Cornelius Modinger, and William L. Halsey, for the amount of three hundred dollars ($300) or thirty (30) shares each, or an aggregate of one thousand five hundred dollars ($1500.00), is covered by the transfer to this corporation on this date, by the aforesaid parties, as partners and owners of the "International Service Co.," which company is composed of the aforesaid named persons, and who have transferred all their right, title and interest in the said company, and the good will of said company, which is engaged in the novelty business, with offices in Whitney-Central National Bank Building, of this city, to this corporation, the said business being transferred as a going concern, in its entirety, to this corporation, as per the transfer by a duly authenticated Act of Sale, passed before Lyle Saxon, notary public, which said business, good will, etc., of the International Service Co., is valued by the aforesaid parties at the sum of one thousand five hundred dollars, and in which said valuation the board of directors of this corporation concur and agree.

Article X.—The subscription of Mortimer A. Sherick to five thousand nine hundred seventy shares, or the equivalent of fifty-nine thousand seven hundred dollars ($59,700.00) of the capital stock of this corporation, is covered by the transfer to this company on this date by the said Mortimer A. Sherick of all his right, title and interest in and to a certain kind of drinking cup machine, for which a patent has been applied for, the said Mortimer A. Sherick having hereby transferred all of his right, title and interest in and to said drinking cup machine, and the patent rights thereto, to this corporation, as per the transfer by a duly authenticated act of sale passed before Lyle Saxon, notary public; which said drinking cup machine as a novelty, and the patent rights thereto, are valued by the said Mortimer A. Sherick at the sum of fifty-nine thousand seven hundred dollars ($59,700), and in which valuation the said board of directors hereinabove named concur and agree.

Article XI.—The subscribers hereto have respectively written opposite their names the amount of stock subscribed by them to this corporation, so that this act of incorporation may also serve as the original subscription list of the corporation, and they have stated their post office addresses, so as to conform with Act No. 267 of the General Assembly of the State of Louisiana, for the year 1914.

Thus done and passed, in my office, in the City of New Orleans, State of Louisiana, on the day, month and year first above written, in the presence of Justin Green and Raymond Curren, competent, legal witnesses, residents of this city, who hereunto sign their names with the said appearers, and me, notary, after due reading of the whole.

Original Signed: W. P. Flower, 30 shares, No. 808 Union St., New Orleans, La.; W. L. Halsey, 30 shares, Cosmopolitan Hotel, New Orleans, La.; M. A. Sherick, 6,000 shares, No. 4010 St. Charles Ave., New Orleans, La.; C. Modinger, 30 shares, 377 Audubon St., New Orleans, La.; Frank A. Longshore, 30 shares, 2328 St. Charles St., New Orleans, La.

Witnesses: Justin Green, Raymond Curren.

LYLE SAXON, 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 "International Service Company, Inc.," was this day duly recorded in my office, in book 1201, folio ——, on the 29th day of November, 1916.

(Original signed) EMILE J. LEONARD, Dy. Recorder.

I hereby certify the above and foregoing act of incorporation of "International Service Company, Inc.," to be a true and correct copy of the original on file, together with the certificate of Recorder of Mortgages, in my office. New Orleans, 29th Nov., 1916.

LYLE SAXON, Notary Public.

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AMENDMENT TO CHARTER
OF KENILWORTH SUGAR REFINING CO., INC.

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

Be it known, that on the twentieth day of the month of November, 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, Charles F. Fletchinger, a notary public duly commissioned and qualified, in and for the parish of Orleans, State of Louisiana, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared: Messrs. Samuel Gibbs and Sylvester Harrington, herein appearing and acting in their respective capacities as president and secretary of the Kenilworth Sugar Refining Co., Inc., formerly Canadian American Sugar Refining Company, a corporation organized under the laws of the State of Louisiana by act before the undersigned notary, under date of June 2, 1914, and recorded in the mortgage office of the Parish of Orleans; said corporation being domiciled in the city of New Orleans.

The said appearers declared that in pursuance of a resolution adopted at a special meeting of the shareholders of said company, held at the office of said company, in the city of New Orleans, on the 15th day of November, 1916, after due notice in accordance with the charter and by-laws of the company, both by notification in writing mailed to each shareholder's last known address, and by publication in the New Orleans American, a daily newspaper published in the city of New Orleans, on the 30th day of October and the 7th and 14th days of November, 1916, all as will appear from a certified copy of the minutes of said meeting hereunto annexed and made part hereof: Article IV, V and VI of the charter of said company were, by unanimous vote of all shareholders present or represented, amended in the following respects, to-wit:

Article IV was amended so as to provide:

First. To empower the Board of Directors to declare dividends at its discretion.

Second. To give the holders of preferred stock, in the event of the liquidation of the corporation, the right to be paid in full to the extent of all unpaid accumulative dividends thereon, together with the par value of their stock, before the holders of common stock shall receive any payment on the same from the assets in liquidation.

Article V was amended so as to provide:

First. That the Board of Directors should consist of not less than three directors.

Second. To authorize the Board of Directors to elect a general manager or superintendent and one or more vice-presidents, instead of a vice-president and second vice-president and third vice-president as is now provided in the charter.

Third. To authorize the Board of Directors to lect a general manager or superintendent, instead of a general manager as now provided in said Article V, and to elect such other officers as may be determined by the Board of Directors.

Fourth. To authorize the Board of Directors, at its discretion, to elect a chairman of the board, who may or may not be the president of the corporation.

Fifth. To authorize the Board of Directors to make and appoint from their number an executive committee of not less than three and to confer upon said executive committee such powers as in the discretion of the board, from time to time, it may see fit.

Article VI was amended so as to provide:

That notice of all meetings of stockholders for any other purpose than those provided in Article VII of the charter shall be given in writing by the secretary and deposited in the mail, and wherever a stockholder resides more than one thousand miles from the domicile of the corporation by telegram in addition to said written notice, at least seven days before such meeting, directed to each stockhodelr at his last known address appearing on the books of the corporation, unless such notice shall be waived in writing by all the stockholders appearing as such upon the books; and further providing that no notice is required when a meeting is adjourned to a given date.

Thus making said Articles IV, V and VI read, as amended, as follows:

Article IV.—The capital stock of this corporation is hereby fixed at one million dollars ($1,000,000.00), divided into ten thousand shares of the par value of one hundred dollars each. Of such total authorized capital stock, twenty seven hundred and fifty shares shall be preferred stock and seventy-two hundred and fifty shares shall be common stock. The twenty-seven hundred and fifty shares of preferred stock and seven hundred and fifty shares of the common stock shall be held in the treasury of the company, to be issued by the board of directors at par, at such time as in its discretion may seem fit.

The holders of preferred stock shall be entitled to receive, when, and as declared, from the surplus of net profits of the corporation, yearly dividends at the rate of seven per cent per annum, payable at such times as the board of directors shall determine. The dividends of the preferred stock shall be cumulative and shall be paid before any dividends are paid or set aside on the common stock, so that, if in any year, dividends amounting to seven per cent shall not have been paid on the preferred stock, the deficiency shall be paid before any dividends shall be set apart for the common stock.

The owners of preferred stock shall not have the right to vote on the question of its retirement.

When all amounts due for preferential cumulative dividends for previous years and for preferential dividends for the current year shall have been declared, set aside and paid, the board of directors shall then pay dividends on the common stock, when declared, up to seven per cent. per annum, and after the payment of the cumulative preferred dividends and the dividends on the common stock up to seven per cent if there remain any surplus from the current year's business, the same, when declared, shall be applied equally to the payment of an extra dividend on the preferred stock and a further dividend on the common stock, until the preferred stockholders shall have received an extra dividend of three per cent, after which any balance then remaining shall be applied solely and exclusively to the payment of dividends on the common stock.

The declaration of dividends shall be made at the discretion of the board of directors.

The extra three per cent or any part thereof, that may be applied on the preferred stock shall not be cumulative.

In the event of the liquidation, for any reason, of the assets of this corporation, the holders of the preferred stock shall be entitled to be paid in full to the extent of all unpaid accumulative dividends thereon together with the par value of their stock before the holders of common stock shall receive any payment on the same from the assets in liquidation.

The preferred stock may be retired and redeemed at any time by a three-fourths vote of all the outstanding common stock of the corporation, at a meeting called for that purpose, in accordance with the law; such retirement or redemption to be at par and accrued dividends, plus a premium of five dollars upon each of the said preferred shares of stock.

Said preferred and common stock shall be issued for cash, or in payment of property or services actually received by or rendered to said corporation, at such times and subject to the call of the board of directors.

This corporation shall commence business and become a going concern as soon as three thousand dollars of its capital stock shall have been subscribed; said stock shall be fully paid at the time of its issuance, and thereafter, non-assessable, and the capital stock may be increased or decreased in the manner provided by the laws of this state.

The parties to this act hereby declare that they subscribe for the number of shares of the capital stock set opposite their respective signatures hereto, so that this act of incorporation shall serve as the original subscription list.

Article V.—All the powers of this corporation shall be vested in and be exercised by a board of not less than three directors, to be elected each year by the stockholders at the annual meeting, by a cumulative vote; said directors shall be bona fide stockholders, and the first board shall consist of: D. A. Gordon, Denis P. J. Burguieres, T. J. Lipscomb, R. E. Gordon, J. A. Pharr, M. V. Haselden and Samuel Gibbs; with the following officers: D. A. Gordon, who shall be president; M. V. Haselden, who shall be first vice-president; J. A. Pharr, who shall be second vice-president; Denis P. J. Burguieres, who shall be third vice-president; T. J. Lipscomb, Jr., who shall be secretary-treasurer; R. E. Gordon, who shall be general manager; M. V. Haselden, who shall be chairman of the board.

On the first Monday of March, 1915, and annually thereafter, except when such day shall fall upon a legal holiday, then upon the next following lay day, the stockholders shall elect a board of directors for the ensuing year, this board already installed, to continue to hold over until their successors are elected and qualified.

The board of directors so elected shall select from their own number the officers of the corporation, who shall be a president, and one or more vice-presidents. There shall also be a secretary and a treasurer, which officers may be combined under the name of secretary and treasurer, and who may or may not be a stockholder of the corporation, but who shall be selected by the board of directors.

There shall also be a general manager or superintendent, who may or may not be a stockholder of the corporation, who shall be selected by the said board, together with such other officers as may be determined by the board of directors.

The board of directors may also elect a chairman of the board, who may or may not be the president of the corporation.

The election of directors shall be by ballot and the persons receiving the largest number of votes shall be declared elected. For electing directors, or for any other purpose, each share of preferred or common stock issued or outstanding, whether present in person or by proxy, shall be entitled to one vote, and a majority of the votes cast shall be required to pass any resolution or decide any question submitted to the stockholders, except for the alteration or amendment of this charter, or the dissolution of the corporation as hereinafter provided.

The said board of directors shall have power and authority to make and appoint from their number an executive committee, consisting of not less than three, and to confer upon said executive committee such powers as in the discretion of the board, from time to time, it sees fit; the said board of directors shall have power and authority to make all necessary rules and regulations for the management, operation or control of the business of the corporation, as well as to make all necessary rules and by-laws, with power to fill any vacancy occurring among the officers of the corporation. A majority of the board of directors voting at any one time, in person or by proxy, shall be required to pass any resolution or adopt any by-law, and which, when so adopted, shall become a valid corporate act. Three directors shall constitute a quorum for the transaction of business.

Article VI.—Notice of all meetings of stockholders, for any other purpose than those hereinafter provided, shall be given in writing by the secretary and deposited in the mail, and wherever a stockholder resides more than one thousand (1,000) miles from the domicile of the corporation by telegram in addition to said written notice, at least seven days before such meeting, directed to each stockholder at his last known address appearing on the books of the corporation, unless such notice shall be waived in writing by all the stockholders appearing as such upon the books; provided that no notice is required when a meeting is adjourned to a given day.

The said appearers further declared that, in their above mentioned respective capacities, they are authorized in accordance with the resolution hereunto annexed to carry said resolution into effect by executing this present act and by taking all other necessary steps as provided by law and the charter of the company necessary to amend the charter in the respects hereinabove set forth, and that they have accordingly appeared before me, notary, and executed this act for the above mentioned purpose.

Thus done and signed, at my office, in the city of New Orleans, State of Louisiana, in the presence of Burt W. Henry and Abraham Goldberg, competent witnesses, residents of the city of New Orleans, who have hereunto affixed their signatures, together with the two said appearers and me, Notary, after due reading of the whole.

Signed: Samuel Gibbs, President; S. Harrington, Secretary. Witnesses: Burt W. Henry, Abraham Goldberg.

CHAS. F. FLETCHINGER, Notary Public.

I, the undersigned, recorder of mortgages in and for the parish of Orleans, State of Louisiana, do certify that the above and foregoing act of incorporation amending the charter of the Kenilworth Sugar Refining Co., Inc., was this day duly recorded in my office, in book 1201, folio ——.

New Orleans, La., November 25, 1916.

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

I, the undersigned notary public, hereby certify the above and foregoing to be a true and correct copy of the original act of amendment, with the certificate of the recorder thereto appended, as the whole now appeared on file and of record in my office.

As witness my hand and notarial seal, at New Orleans, Louisiana, this 25th day of November, 1916.

CHAS. F. FLETCHINGER, Not. Pub.

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