BEFORE AND AFTER

Drawn by Cliff Sterrett

CHARTER

OF MERMENTAU MINERAL AND LAND COMPANY, INC.

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

Be it known, that on this 23rd day of the month of December, 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 persons whose names are hereunto subscribed, all of the age of majority, who declared that, availing themselves of the provisions of the laws of this state relative to the organization of corporations, they do enter form themselves into and constitute a corporation for the objects and purposes and under the stipulations hereinafter set forth.

Article I.—The name and title of this corporation shall be Mermentau Mineral and Land Company, Inc., and under its corporate name, it shall enjoy succession for the term and period of ninety-nine 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 adopt and use a corporate seal and the same to break and alter at pleasure; to purchase, 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 evidence of debt, and to secure the same by mortgage and otherwise; to name and appoint such managers and directors, officers and agents, as the interest an 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 mine, dig and drill for, or otherwise obtain from the earth, oil, gas, sulphur, salt and other minerals; to manufacture, refine, prepare for market, buy and sell and transport the same in the crude or refined condition; to acquire for those purposes oil, gas, sulphur, salt, coal, and other mineral lands and leaseholds, and other interests or rights in land, estate or minerals; to construct and maintain conduits and lines of tubing and pipes for the transportation of natural gas and oil; to buy, sell, hold, lease, mortgage, dispose and deal in real estate of all sorts; to drain, reclaim, colonize, develop and improve lands; to erect buildings and other structures, and to operate, lease or otherwise handle them and deal therein; to construct, acquire, maintain and operate all roads, tramways, telegraph and telephone lines, canals, waterways, boats, and other means of transportation, necessary or convenient in prosecuting the business of the company; to construct and operate hotels, warehouses and general stores; to issue bonds, mortgages and hypothecations to the extent necessary or proper for its business; to acquire and hold, sell, encumber, or dispose of, stocks and bonds of other companies, to the extent permitted by law; to exchange its entire capital stock, or any part thereof, or property which it is authorized to acquire, or to exchange its entire assets and business, or any part thereof, for property, stock, bonds, or other obligations of other companies; to hold stock in other corporations; to perfect and acquire patent rights, improvements or processes; and to do and transact all business properly connected with, incidental or convenient to any of the foregoing obligations and purposes.

Article IV.—The capital stock of this corporation is hereby fixed at two hundred thousand ($200,000.00) dollars, to be divided and represented by two thousand (2000) shares of the par value of one hundred ($100) dollars each, which shall be paid for in cash or may be issued for property duly received by the corporation at its value. This capital stock may be increased up to the sum of five hundred thousand ($500,000.00) dollars.

Article V.—All the powers of this corporation shall be vested in and exercised by a board composed of not less than five (5) nor more than nine (9) directors. The precise number of directors within said limits shall be fixed from time to time by the by-laws. The board shall elect from their number a president; a vice-president-treasurer and a secretary, and such other officers as they shall think proper or convenient for the carrying on of the company's business, and 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, and to fix the salaries of all officers, agents and employees. The board of directors shall be elected annually on the second Monday in January of each year, the first meeting to be held in the year 1918. All 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 stockholders at as such on the books of the company, at his last designated address, or at the usual place of delivery at New Orleans, if he has no designated address. Each shareholder shall be 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 the votes cast shall elect. The board of directors shall have the power to fill all vacancies which may occur or in any manner arise or created on the board even though no quorum remain at the time such vacancies may 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 board of directors have power to make and establish, as well as alter and amend, all by-laws, rules and regulations necessary and proper for the conduct and management of the affairs and business of the corporation and not inconsistent with its charter. The board of directors shall have power, without referring to the stockholders, to borrow money, execute mortgages, notes, pledges, bonds or other obligations, in such amounts and on such terms as in their judgment may be advantageous, and generally to do all things reasonably necessary or convenient for the carrying on of the business of the company, and they are specifically authorized to issue and deliver full-paid shares of stock and bonds or obligations of the company in payment of property acquired by the corporation, and specially for lands now held by the Louisiana Homeseekers' Farm & Land Company, at such valuation as in their judgment may be proper. A majority of the board 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 who may cast the vote of the absent director according to the written instructions, either general or special, of said absent director. Until the annual meeting of the board of directors shall consist of the following:

Jos. Dyer, post-office address Whitney Building, New Orleans; Edgar B. Stern, 540 Union St., New Orleans; W. F. Cuming, post-office address 19 Carondelet Place, New Orleans; S. J. Hernsheim, address 60 Broadway, New York; Julius Stern, post-office address, 840 St. Charles St., New Orleans; Pearl Wight, Whitney Building, New Orleans; Monte M. Lemann, address 1104 Hibernia Bank Building.

J. D. O'Keefe shall be treasurer, and E. C. Canning, secretary.

Article VI.—This act of incorporation may be changed, modified or amended, or this corporation may be dissolved in the manner provided by law, by a vote of two-thirds 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 commissioners to be appointed at the meeting of stockholders convened for the purpose of liquidataion, 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 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.

Article IX.—There is annexed hereto an accurate, detailed and itemized description of certain property, being certain lands in the Parish of Cameron which are to be conveyed to the corporation in payment of certain subscriptions for 1120 shares of its capital stock, showing the amount, location, extent, character and state of improvement of said lands, together with a statement of the value thereof as appraised by the directors of this corporation. And in order that this charter may serve as the original subscription list, the subscribers hereto have indicated opposite their respective signatures the number of shares of stock subscribed for by each of them.

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 Leo Furlong and F. E. Kelly, competent witnesses, who have hereunto subscribed their names, together with me, notary, and said appearers, after due reading of the whole.

(Original Signed): Subscribers' names omitted. Witnesses: Lea Furlong, F. E. Kelly.

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 Mermentau Land and Mineral Company, Inc. was this day recorded in my office, in book 1201, folio . New Orleans, Dec. , 1916.

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

I, the undersigned notary public in and for the parish of Orleans, State of Louisiana, do hereby certify that the foregoing is a true and correct copy of the original act of incorporation of the Mermentau Mineral and Land Company, Inc., of record in my notarial office.

New Orleans, La., Dec. —, 1916.

WATTS K. LEVERICH, Not. Pub.

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CHARTER

OF MOTOR PARTS COMPANY, INCORPORATED.

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

Be it known and remembered, that on this 28th day of the month of December, in the year one thousand nine hundred and sixteen, and of the independence of the United States of America, the one hundred and forty-first, before me, Meyer S. Dreifus, a notary public duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned:

Personally came and appeared the persons whose names are hereto subscribed, who declared that, availing themselves of the provisions of the laws of this state relative to the organization of corporations, and more particularly to Act 267 of the General Assembly of the State of Louisiana for the year 1914, they have covenanted and agreed, and do by these presents covenant and agree to bind, form and constitute themselves, as well as such other persons as may hereafter joint or become associated with them, for the purpose of forming themselves into an association and body politic in law, for the objects and purposes and under the agreements and stipulations hereinafter set forth, to-wit:

Article I.—The name and title of this corporation shall be the "Motor Parts Company, Incorporated," and under that name it shall have and enjoy all the rights, privileges and advantages conferred by the State of Louisiana on corporations in general, and shall exist for a period of ninety-nine years, untiless otherwise dissolved, beginning from the date of this act of incorporation. It shall have power and authority to sue and be sued, to buy and sell, hold, own, lease, mortgage and hypothecate and pledge property, real, personal and mixed; to name, elect and appoint managers, directors and clerks and other employees to propertly conduct its corporate business, and to make bylaws, rules and regulations as may be found necessary or desirable for the management of this corporation, and shall do everything to correctly carry out its objects and purposes.

Article II.—The domicile of this corporation is hereby declared to be the City of New Orleans, State of Louisiana. All citations and other legal process shall be served upon the president, and in the absence of the president on the vice-president, and in the absence of both of them, upon the secretary-treasurer of the corporation.

Article III.—The objects and purposes for which this corporation is organized and the business to be conducted by it, are declared to be the general business of repairing automobiles, engines, motor boats and boats, and gas engines and to buy and sell used automobiles, and parts thereof, to repair electric batteries and charge same; and to do a general automobile repairing business; to handle any and all automobiles or motor boat accessories, in fact to do any and all things necessary or incidental to the conducting of an automobile repair shop.

Article IV.—The capital stock of this corporation is to be five thousand dollars ($5,000.00), divided into fifty shares of the par value of one hundred dollars per share. Twelve hundred dollars of the capital stock of this corporation shall be issued in lieu of all the tools, equipment and stock in trade of Clark-Hines, now situated in premises 201 North Carrollton avenue, this city, as per an inventory of said stock which was exhibited to the said incorporators and accepted at that valuation.

Said stock shall be represented by certificates of stock to be issued at such time and for such amount, at the price and upon the terms and conditions as the board of directors shall see fit and proper, and shall be paid for in cash or its equivalent in property, as the Board of irectors shall decide. All shares shall be full paid and nonassessable. No stockholder shall have the right to sell or otherwise dispose of his stock in this corporation, without first offering same to this corporation, and to the individual members of this corporation, at the book value thereof, and this corporation is authorized to purchase said stock at said book value for the benefit of the other stockholders of the corporation. Should the corporation decline to purchase said stock the shareholder shall have the right of option to offer said stock for sale to any other person or persons, firms or corporations.

Article V.—This corporation shall be a going concern when thirty-eight (38) shares of capital stock have been subscribed and paid for.

Article VI.—All the corporate powers of this corporation shall be vested in, and the management and control of its business and affairs conducted by a board of directors composed of three stockholders, two of whom shall constitute a quorum; no member of said board to own or subscribe for less than one share of stock. Said directors shall be elected by ballot at a general meeting of the stockholders to be held on the first Tuesday after the second Monday in January, 1918; and annually thereafter on that day.

In the meanwhile the following stockholders shall serve as directors, to-wit:

Clark Hines, Aaron Levy and Adolph Diefenthal, with Aaron Levy as president, Clark Hines as vice-president and Adolph Diefenthal as secretary-treasurer. Every stockholder shall be entitled, in person or by proxy, to one vote for every share of stock owned by him. All elections shall be held under such rules and regulations as may be determined by said board of directors. Ten days' written notice, directed to the last known address of every stockholder shall be given of all elections.

The directors thus elected shall continue in office until the second Monday of January 1918, or until their successors shall have been elected or qualified; any failure to elect officers or directors shall not be considered as a forfeiture of this charter. Any vacancy occurring in the board of directors shall be filled by the remaining directors for the unexpired term. A majority of the directors at a meeting shall constitute a quorum for the transacttion of any business.

Said board of directors is especially vested with the power and authority to mortgage or pledge the property, real, personal and mixed, of the corporation as they may deem it and proper; to purchase, hold, own, mortgage, pledge, lease and dispose of real estate, improved and unimproved, city and country; to execute mortgages, issue notes, bonds and other evidences of debt, and to borrow and lend money on same to and from individuals, firms and corporations, at such times, for such prices and upon such terms and conditions, as they may deem advisable.

Said board of directors shall make all the rules, regulations and by-laws for the government, control and management of the business and affairs of the corporation, and alter, amend and change the same at pleasure.

The following stockholders are hereby declared to be the first board of directors of this corporation, all of whom shall hold office until the second Monday of January, 1918, or until their successors shall have been elected and qualified; Clark Hines, 4012 Orleans St., Aaron Levy, 1704 Robert street and Adolph Diefenthal, 1702 Robert street, with Aaron Levy as president, Clark Hines as vice-president and Adolph Diefenthal as secretary-treasurer.

Article VII.—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 exposing a stockholder to any liability beyond the amount of his unpaid stock, nor shall any informality or irregularity in organization ever have the effect of rendering any stockholder liable as a partner.

Article VIII.—This act of incorporation shall be changed, modified or altered or this corporation shall be dissolved, with the assent of two-thirds (2-3) of the stock of the corporation, present or represented at a general meeting called for that purpose, after prior notice in writing to each stockholder or mailed to him at his last known post office address, in accordance with the terms of act 267 of 1914.

At the expiration of this charter or the earlier dissolution of this corporattion for any cause, its affairs shall be liquidated by one or more liquidators to be elected by the stockholders, all of whom shall hold stock in said company and the said commissioners are hereby vested with full power and authority to liquidate the affairs of said company in accordance with the terms of section 230 of Act 267 of 1914.

Article IX.—The appearers hereby declare that they have subscribed to the number of shares opposite their names, and the signatures thereto shall constitute teir orignatures thereto shall constitute their origcorporation in the proportion set opposite their names.

Thus done and passed, in my notarial office in the city of New Orleans, on the day, month and year herein first written and in the presence of Herbert W. Kaiser and Martin H. Manion, competent witnesses, who hereunto subscribe their names, with the said appearers and me, notary, after due reading of the whole.

Signed: Aron Levy, 20 shares; Clark Hines, 15 shares; Adolph Diefenthal, 3 shares.

Witnesses: H. W. Kaiser, M. H. Manion.

MEYER S. DREIFUS, Notary Public.

I, the undersigned recorder of mortgages, for the parish of Orleans and City of New Orleans, do hereby certify that the above and foregoing act of incorporation of the Motor Parts Company, Incorporated, was this day duly recorded in my office, in book 1201, folio —.

New Orleans, December 30, 1916.

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

A true copy from the original act.

MEYER S. DREIFUS, Notary Public.

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

MEYER S. DREIFUS, Notary Public.

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CHARTER

OF SOBEL-RICHARDS-SHEAR ENTERPRISES, INC.

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

Be it known, that on this, the 28th day of December, 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, Gabriel Fernandez, Jr., a notary pubuic, 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, of lawful age, whose names are hereunto subscribed, who declared that, desiring to avail themselves, their associates and further co-operators, of the rights, privileges and advantages, secured by the laws and statutes of the State of Louisiana, relative to the formation of corporations, they have formed and organized, and do by these presents form themselves, and those who may hereafter become associated with them, into a corporation, or body politic in law, for the objects and purposes, and under these stipulations and agreements, hereinafter set forth and expressed:

Article I.—The name of this corporation shall be the Sobel-Richards-Shear Enterprises, Inc., and under this corporate name, it shall have the power and authority to contract, sue and be sued, to make and use a corporate seal, and the same to break or alter at pleasure; to accept, receive, purchase and hold, to lease, sell, transfer and convey; to give, pledge, mortgage or hypothecate property, both real and personal, and mixed, necessary for its objects and purposes; to name and appoint such officers and agents as the interest and convenience of said corporation may require; to make and establish such by-laws, rules and regulations for the proper management of the affairs of said corporation, as may be necessary and proper, and the same to change and alter at pleasure; to borrow money, to lend money; and to do and perform all acts and things requisite and necessary to carry out the objects and purposes of said corporation. This corporation shall continue in existence during a period of ninety-nine years, unless sooner dissolved, from the day and date hereof, and in the manner hereinafter provided.

Article II.—The purposes for which this corporation is formed is to carry on and conduct all kinds of theaters and places of public entertainment, including motion picture theaters, in which will be exhibited and performed, tragedies, dramas, comedies, operas, variety entertainments and miscellaneous performances; to acquire copyrights, rights of representation, licenses and privileges of all kinds for the exhibition of plays, operas and other entertainments. To produce, purchase, sell and lease motion picture films; to employ persons to write, compose or invent plays, scenarios, dances and all other exhibitions of that character. To print, publish, or cause to be printed and published any play scenarios for motion picture theaters, songs and other forms of entertainment; and to represent, exhibit, sell or lease the same. To grant licenses, or rights in respect of any property of the corporation; and generally to do and carry on all affairs and things usually carried on and done by parties engaged in like enterprises, and conducive to the welfare and profit of the corporation; and it shall have power to carry on all or part of its business in other states of the Union, its territories, and other possessions, and all foreign countries.

Article III.—The domicile of this corporation shall be in the city of New Orleans, Louisiana. Citation of all legal process, and other legal notices shall be served upon the president of the corporation, and in his absence on the vice-president.

Article IV.—The capital stock of this corporation is hereby fixed at the sum of fifty-one thousand dollars ($51,000.00) divided into one thousand and twenty shares (1020), of the par value of fifty dollars ($50.00) each.

The capital stock may be increased to not exceeding $250,000.00, and the increase may be in preferred or common stock, or partly of one and partly of the other; and the terms of the preferred stock shall be fixed by the board of directors which may be in existence at the time of the proposed increase in the capital stock.

Article V.—All of the powers of this corporation shall be vested in a board of directors, composed of not less than three (3) stockholders. Power and authority is hereby vested in the board to increase the number of directors to any number not exceeding seven (7); and the board of directors may fill vacancies in their number, however caused, by election from among the stockholders.

The board of directors shall be elected annually on the first Tuesday, after the first Monday in the month of January of each year, except the first board which is provided for in this charter, and which shall hold office until their successors are elected and qualified.

At the annual meeting held for the election of directors, each share of stock shall be entitled to one vote, which may be cast by the shareholder in person or by proxy.

The failure to hold such meetings shall not terminate the corporation, but the officers then in office shall hold over until their successors are elected and qualified.

The first board of directors shall consist of Nathan Sobel, whose address is 517 South Scott street, New Orleans, La.; Albert G. Shear, 137 S. Hennessey street, New Orleans, La., and Ernest V. Richards, Jr., 521 Olive St., Shreveport, La.

Each board of directors shall annually elect from its midst a president, a vice-president, a treasurer and secretary; and it may combine the office of treasurer with that of either of the other offices, and it may elect a secretary who is not a director or stockholder.

The first president shall be Ernest V. Richards, Jr.; the first vice-president shall be Nathan Sobel, and the first secretary shall be Albert G. Shear, the said secretary shall also be treasurer.

Article VI.—One thousand and eighteen (1018) shares, having the par value of fifty thousand and nine hundred dollars ($50,-900.00) have been issued to Messrs. Nathan Sobel and A. G. Shear in payment of the follwoing described property:

First: A certain lot of ground, with all the buildings and improvements thereon, and all the appurtenances thereunto belonging, situated in the Fourth District of the City of New Orleans, designated by the letter "A," in Square No. 151, bounded by Washington Avenue, Camp, Fourth and Magazine streets, on a survey made by D. E. Seghers & Son, Surveyors, dated January 4, 1910, annexed to an act passed before John Wagner, notary, Jan. 28, 1910; which said lot measures sixty-two feet four inches front on Washington avenue by a depth between equal and parallel lines of one hundred and three feet, two inches and three lines, more or less, and front on Magazine street, form ing the corner of Washington ave and Magazine street, and is composed of the whole of the original lots seven and eight, and a portion of lot nine.

Second: The Motion Picture Theater, contained and conducted on the said building, by Nathan Sobel and Albert G. Shear, as the "Washington Theater," together with all the furniture, fixtures and applicances; and all the rights owned and acquired by the said parties for the production of motion picture dramas, plays and other rights and privileges, and licenses to photographic films, and the good will of the business.

Third: The Motion Picture Theater conducted by Nathan Sobel and Albert G. Shear, at No. 4040 Canal Street, in the City of New Orleans, and known as the "Carrollton Theatre," together with all the furniture, fixtures and appliances; and all the rights owned and acquired by the said parties for the production of motion pictures, dramas, plays, and other theatrical presentation; the rights, privileges and licences to photographic films, and the good will of the business.

Messrs. Sobel and Shear have erected the building in which the theater is contained on ground leased by them and they will transfer, also, all and singular the rights owned by them in the building and the lease to the ground.

Fourth: A certain lease entered into by the Sobel and Shear Amusement Company, Ltd., with John T. Holmes for the rental of certain premises on Carrollton Ave. between Canal street and Cleveland Ave., in the block bounded by S. Pierce St. in the city of New Orleans, for a period of ten years from the date the building to be erected will be completed; said lease was entered into on the 10th day of November, 1916.

All of which property, exclusive of the good will, is well worth, and is appraised by the directors, at the sum of $40,900, and the good will of the various theaters above enumerated, the board appraises at $10,000.

Article VII.—Not less than fifteen (15) days notice shall be given for all regular stockholders meetings, and not less than five (5) days notice shall be given for special meetings. The board of directors shall hold regular and special meetings at such times and upon such notices as to time which the said board may fix. Notices of all meetings of all kinds shall be given through the mails, addressed to the respectively stockholders, or directors at the address last furnished to the secretary by the stockholder or director, or the notice may be delivered by messenger.

Article VIII.—This act of incorporation may be changed, modified or altered, or this corporation may be dissolved with the assent of three-fourths (¾) of the stock present or represented at a meeting convened for that purpose.

Article IX.—No stockholder shall ever be held liable or responsible for the contracts and 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 the stockholders to any liability beyond the amount of his unpaid stock.

Article X.—Whenever this corporation is dissolved, either by limitation of time, or by the determination of the stockholders, its affairs shall be liquidated under the supervision of two liquidators to be appointed for that purpose at a general meeting of the stockholders convened after ten (10) days notice. At such meetings to consider the liquidation of the company, the result shall be determined by the consent of three-fourths (¾) of the stock present or represented at such meeting.

In case of the death of one of the liquidators, or his inability to act for any reason whatever, the survivor shall act alone.

Thus done and passed in my office, in said city of New Orleans, on the day, month and year first hereinabove written in the presence of Johnson Chargois and Otto A. Odendahl, both of lawful age and residents of this parish, competent witnesses, who signed hereto with the said appearers and me, notary, after due reading of the whole.

Original signed: Ernest V. Richards, Jr., 2 shares; Albert G. Shear, 509 shares; Nathan Sobel, 509 shares. Witnesses: J. Chargois, Otto A. Odendahl.

GABRIEL FERNANDEZ, JR., 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 Sobel-Richards-Shear Enterprise, Incorporated, was this day duly recorded in my office, in book 1201, folio —, New Orleans, December 30, 1916.

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

A true copy of the original.

GABRIEL FERNANDEZ, JR., Not. Pub.

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ACT OF INCORPORATION

OF "THE 'SAN-I-BAKER' CORPORATION, INCORPORATED.

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

Be it known, that on this the twentieth day of the month of January, in the year of our Lord one thousand nine hundred and seventeen (1917), and of the independence of the United States of America, the one hundred and forty-first, before me, Joseph Sinai, a notary public, duly commissioned and sworn, in and for the parish of Orleans, state of Louisiana, and therein residing.

Personally came and appeared the persons whose names are hereunto subscribed, who declared that availing themselves of the provisions of the laws of this state relative to organization of corporations, and more particularly to Act 267 of the General Assembly of this State, approved July 9th, 1914, they have covenanted and agreed, and do, by these presents, covenant and agree, bind, form and constitute themselves, as well as such persons who may hereafter join, or become associated with them, into a corporation and body politic in law, for the objects and purposes and under the agreements and stipulations following, to-wit:

Article I.—The name and style of this corporation shall be "The 'San-I-Baker' Corporation, Incorporated," and under that name it shall have and enjoy all the rights, advantages and privileges granted by law to corporations; it shall exist for the period of ninety-nine (99) years from this date; it shall have the power to contract, sue and be sued in its corporate name; to make and use a corporate seal, and the same to break, or alter at pleasure; to hold, receive, purchase, convey, mortgage, hypothecate or pledge property, both real and personal; to issue bonds, notes and other obligations or negotiable instruments; to have and employ such managers, directors, officers, agents and other employees as the interest and convenience of said corporation may require, or demand; to make and establish such by-laws, rules and regulations for the corporate management and control of the affairs of the corporation as may be deemed necessary and expedient.

Article II.—The domicile of this corporation shall be in the city of New Orleans, State of Louisiana, and all citations and other legal processes shall be served on the president, or, in his absence, on the vice-president, and, in the absence of both, on the secretary.

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 as follows:

The importing and exporting of coffees, teas, chicories, spices, herbs, oils, chemicals, and all products and materials incident to the manufacture of flavoring extracts; the importing and exporting of groceries and grocers' sundries; the roasting, blending, mixing, packing and general trading in the products above named; the importing, exporting, jobbing and retailing of general merchandise; the buying, selling and trading in of materials and machinery necessary for the manufacture of containers suitable to the wants of this corporation, such as tin, iron, steel, wood, fibre, paste-board, and other applied materials; the trading in of materials and presses necessary to the creating and printing of necessary forms and lithagraphic work.

And, generally to do every act, matter or thing whatever, that may be necessary, incidental, useful or advisable in the furtherance of said objects and purposes.

Article IV.—The capital stock of this corporation is fixed at the sum of one hundred thousand ($100,000.00) dollars, divided into one thousand (1,000) shares, of the par value of one hundred ($100.00) dollars each. All shares of stock shall be full paid and nonassessable.

Said stock shall be paid for in cash, or the same may be issued, at not less than par, for labor done or for services rendered to the said corporation, or property or rights actually received by said corporation.

No stockholder shall have the right to dispose of his shares of stock until he shall have first offered the same to the board of directors at its then book value, who shall have fifteen (15) days' option within which to purchase same. No transfer of stock shall be binding upon the corporation unless made upon its books.

This corporation shall have the right to increase its capital stock up to the further sum of five hundred thousand ($500,000.00) dollars, or any part thereof, to be divided into shares of one hundred ($100.00) dollars each, provided said increase in the capital stock shall have been authorized by the stockholders at a meeting held pursuant to the provisions of this charter.

This corporation shall have and enjoy the right to purchase shares of stock in other corporations, partnerships or other interests as may be found necessary, expedient and advisable.

This corporation shall be and become a going concern when fifty per cent (50%) of its stock shall have been subscribed and paid for.

Article V.—All the corporate powers of this corporation shall be vested in, and exercised by, a board of directors composed of not less than five (5) and not more than nine (9) stockholders, and a majority of the directors shall constitute a quorum for the transaction of all business.

The board of directors herein named shall have the the power and authority to augment its number by any addition up to the maximum number of nine members.

The directors shall be elected annually, by ballot, by the stockholders on the first Monday in January of each year.

Each stockholder shall be entitled, in person or by proxy, to one vote for every share owned by him, and all elections shall be held under such rules and regulations as may be specified by the board of directors after fifteen (15) days notice of such election shall have been sent to each stockholder at his last known address.

No failure to elect directors shall be regarded as a forfeiture of this charter.

Any vacancy occurring on such board shall be filled by the remaining directors for the unexpired term.

Said board of directors shall, at its first meeting after its election, nominate, out of its members, a president, vice-president, second vice-president, secretary and a treasurer. The offices of secretary and treasurer may be combined and held by one person.

Said board of directors shall have the right to appoint and dismiss such clerks, managers and other employees of the corporation as, in its judgment, may be deemed necessary.

The tenure of office of all the employees of the corporation shall be during the pleasure of the board.

Any director shall have the right to appoint, in writing, any other director, to act as his proxy and in his stead, at any and all meetings of the board of directors.

Article VI.—George Fisher Baker, whose post office address is No. 1924 General Taylor street, New Orleans, Louisiana; Francis Lawrence Martin, whose post office address is No. 1313 Peters Avenue, New Orleans, Louisiana; Mary Ruth Lynch, whose post office address is 1427 Melpomene street, New Orleans, Louisiana; Leonhard Jacob Naef, whose post office address is No. 8012 Oak street, New Orleans, Louisiana; Frank Gary Hardie, whose post office address is 1411 Jackson avenue, New Orleans, Louisiana, shall constitute the first board of directors of this corporation, with the right of augmentation as hereinabove set out, with:

George Fisher Baker, as president; Francis Lawrence Martin, as first vice-president; Mary Ruth Lynch, as second vice-president; Leonard Jacob Naef, as secretary and treasurer, to serve until the first Monday of January, 1918, or until their successors shall have been elected and qualified.

Article VII.—This act of incorporation may be changed, modified or altered, or this corporation may be dissolved, with the assent of stockholders owning two-thirds of all the stock of the corporation, at a general meeting convened for that purpose, and after at least fifteen (15) days' written notice of this meeting has been given personally or through mail, addressed to each stockholder, at his last known place of residence. In case of dissolution, by the expiration of this charter or otherwise, after compliance with law, the stockholders shall elect two liquidators from among their number to liquidate and settle the business and affairs of the corporation. The said liquidators shall have full power to settle the corporation's debts, and divide the remaining money and property among the stockholders. In case of death or disability of any one of said liquidators, the remaining liquidator shall fulfill all the duties of liquidator. Said liquidators shall have the power to fix the price and prescribe the terms of sale of said property and the manner in which the sale shall be made. They sall be vested with full, final and complete power and authority, necessary, proper and expedient to do and perform any and every act and thing to wind up and liquidate the business and affairs of the corporation.

Article VIII.—No stockholder shall ever be liable or responsible for the contracts, faults or debts of said corporation, nor shall any mere informality in its organization have the effect of rendering this charter null or of exposing a stockholder to any liability beyond the unpaid balance due on the shares of stock owned by him.

Article IX.—The subscribers hereunto have respectively written opposite their names, the amount of stock in this corporation subscribed for by each of them so that this act of incorporation may also serve as the original subscription list of the corporation.

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 Messieurs Charles LeBlanc and Leslie P. Beard, competent witnesses, above the age of majority and residents of this parish and state, who have signed these presents, together with said appearers and me, notary, after due reading of the whole.

(Original signed): Names omitted.

Witnesses: L. P. Beard, Chas. LeBlanc.

JOSEPH SINAI, 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 'San-I-Baker' Company, Incorporated, was this day recorded in my office in book 1206, folio . New Orleans, Jan. 22, 1917.

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

A true copy.

JOSEPH SINAI, Notary Public.

jan 25 feb 1 8 15 22 mch 1

CHARTER

OF WERNER SHOE STORE, INC.

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

Be it known, that on this 18th day of the month of January, in the year one thousand nine hundred and seventeen, before me, Charles Rosen, a notary public, duly commissioned and qualified, in and for the parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared: 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 successors and assigns, a corporation under the stipulations herein set forth, which they hereby adopt as their charter, to-wit:

Article I.—The name of this corporation shall be Werner Shoe Store, Inc.; and its period of duration shall be ninety-nine years from this date. And it shall have for the purposes 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 said business.

Article II.—The domicile of this corporation shall be in the city of New Orleans, State of Louisiana; and all citation and other legal process shall be served upon the president, and in case of his absence or disability upon the secretary-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: To conduct a retail shoe store or stores, with all the accessories thereto, in this city, or elsewhere; and to buy and sell merchandise, and generally to do and perform all things incidental to or appertaining to the aforesaid objects and purposes.

Article IV.—The amount of the capital stock of this corporation is hereby declared to be five thousand ($5,000.00) dollars, which shall consist of fifty shares of the par value of one hundred dollars per share; and at least fifty per cent of the capital stock shall be subscribed for before the filing of the Articles of Incorporation; and all of said stock so subscribed for shall be paid for either in cash or property before the corporation engages in business. The balance of the authorized capital stock when subscribed shall be paid for at such times as the board of directors shall determine; and all stock shall be paid for in labor done or money or property actually received, and at such times as the board of directors shall determine.

The amount to which the capital stock may be increased shall be twenty-five thousand ($25,000.00) dollars.

No transfer of stock shall be binding upon this corporation unless made upon the books of the company, and no sale, pledge, or other disposal of said stock shall be valid unless said stock is first offered to the remaining stockholders of this company for thirty days at a price not in excess of the book value of said stock on the date of such offer; and all stock held or acquired in this corporation shall be held subject to this provision of the charter.

Article V.—All the powers of this corporation shall be vested in and the business and affairs of the corporation managed by a board of three directors, who shall be elected annually at a meeting of the stockholders on the first Monday in January of each year; the first board of directors to serve for the first year, or until their successors are elected and qualified. The first board of directors shall consist of: James P. Moore, New Orleans, La., 7808 Poplar St.; Simon Gonsenheim, New Orleans, La., 1810 Marengo St.; Edward Payne, New Orleans, La., 815 First St. With said James P. Moore as president; Simon Gonsenheim as vice-president; and Edward Payne as secretary-treasurer.

The office of secretary-treasurer may at any time be divided; and the secretary may or may not be a member of the board of directors.

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 meetings 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 all the stockholders.

At all such elections and at all meetings of the stockhol