BEFORE AND AFTER

Drawn by Cliff Sterrett

January 30, 1917.

AMENDMENT TO CHARTER
OF DAVID BERNHARDT PAINT CO., LTD.

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

Be it known that on this thirtieth day of January, in the year one thousand, nine hundred and seventeen, before me, William Waller Young, 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:

Theodore H. Bernhardt and Frank E. Powell, both above the full age of majority and residents of this city, the said Bernhardt herein acting in the capacity of president, treasurer and general manager, and the said Powell herein acting in the capacity of secretary of the David Bernhardt Paint Co., Ltd., a corporation organized under the laws of the State of Louisiana, domiciled in this city, instituted by an act passed before John J. Sullivan, notary public, on April 4, 1906, and recorded in the mortgage office of the parish of Orleans, in Book 842, Folio 667, by virtue of a resolution adopted at a general meeting of the stockholders and directors of said corporation held at its office, 323 Camp street, this city, on the 29th day of January, 1917, a certified extract of the minutes of said meeting is hereunto annexed and made part hereof.

And the said appearers declared that at said meeting of the stockholders and directors of said corporation, the charter of the said David Bernhardt Paint Co., Ltd., was amended by increasing the capital stock of said corporation to the sum of seventy-five thousand dollars ($75,000.00) and that they, said appearers were duly authorized and requested to cause said amendment to the charter of the said David Bernhardt Paint Co., Ltd., to be embodied in a notarial act.

Now, therefore, in accordance with said resolution, they, the said appearers, acting in their aforesaid capacities, having appeared before me, notary, for the purpose of placing said amendment to the charter of the said David Bernhardt Paint Co., Ltd., in authentic form by notarial act, and do now declare that the paragraph in said charter of said corporation relating to the capital stock of said corporation, which reads as follows:

"The capital stock shall be twenty-five thousand dollars ($25,000.00), divided into two hundred fifty (250) shares of one hundred dollars ($100.00) each, which shall be paid for when issued in money, property or labor."

As now amended, shall hereafter read as follows, to-wit:

The capital stock shall be seventy-five thousand dollars ($75,000.00), divided into seven hundred fifty (750) shares of one hundred dollars ($100.00) each, which shall be paid for when issued in money, property or labor.

And appearers further declare that they do hereby authorize and require the said changes and amendments to be duly incorporated into notarial shape and to be recorded and published according to law, to the end that the same may be operative and binding on all persons whomsoever.

Thus done and passed in my notarial office, in the city of New Orleans, aforesaid, in the presence of George Caster and Carre Ruckett, competent witnesses of lawful age and residing in this city, who hereunto subscribe their names, together with said parties and me, notary, on the day and date set forth in the caption hereof.

Original signed: Theodore H. Bernhardt, president, treasurer and Gen'l. Mgr.; F. E. Powell, Sec'y. Geo. Caster, Carre Ruckett. W. W. YOUNG, Not. Pub.

I, the undersigned recorder of mortgages in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing amendment to the act of incorporation of the David Bernardt Paint Co., Ltd., was this day duly recorded in my office in book 1206, folio ——.

New Orleans, La., January 30, 1917.
(Signed) EMILE J. LEONARD, Dy. R.
A true copy.
W. W. YOUNG, Not. Pub.
Feb 1 8 15 22 march 1 8

December 23 1916.

CHARTER
OF THE KELLY CONCESSION COMPANY, INC.

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

Be it known, that on this twenty-third day of the month of December, in the year of our Lord one thousand nine hundred and seventeen, and of the independence of the United States of America, the one hundred and forty-first, before me, Gustave A. Llambias, a notary public, duly commissioned, sworn and qualified in and for the parish of Orleans, and in the presence of the witnesses, hereinafter named and undersigned, personally came and appeared Mr. Frank M. Kelly, of this city; Mrs. E. May Stathem, wife of the said Frank M. Kelly, duly authorized and assisted by her said husband, also of this city; Mr. Harry D. Brown, of Jacksonville, Florida; Mr. Joseph A. Wisong of this city all of them being of full age.

And the said appearers declared that availing themselves of the laws of this state, particularly Act No. 267 of 1914, relative to the organization of corporations, they do, by these presents, agree and bind themselves, as well as such other persons as may hereafter become associated with them, to form and constitute a corporation for the objects and purposes and under the articles and stipulations following, to-wit:

Article I.—The name and title of this corporation shall be "The Kelly Concession Company, Incorporated." In its said name and corporate capacity, it shall have and enjoy succession for the term of ninety-nine years from the date hereof, and shall possess such and every power, capacity, privilege or immunity, now or hereafter granted by law to trading or commercial corporations.

Article II.—This corporation shall be domiciled in the City of New Orleans, Louisiana, and the president, and in his absence the vice-president are designated as the officers upon whom citation, or other legal process can be served.

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

To manufacture, buy, sell, deal in and deal with, soda water, ice cream, cakes, candy, syrups and confections of all kinds, and the products from which they are made, and the materials therefrom and all like kindred products; to manufacture and prepare for market and sell, soda water, ice cream, cakes and candy, syrups, confections and allied products and all other articles and products whatsoever used in their manufacture or composition; to acquire, by purchase, manufacture or otherwise, all materials, supplies and other articles necessary or convenient for use in connection with and carrying on the business herein mentioned, or any part thereof; to acquire, lease, operate and maintain an establishment or establishments, in this city, or elsewhere, to manufacture, buy and sell the articles herein mentioned; and generally, for the purpose of attaining or furthering any of the objects and purposes above mentioned and of the objects and purposes connected or related thereto, to do any and all other things which a copartnership or corporation could do or exercise, and which may or hereafter may be authorized by law.

Article IV.—The capital stock of this corporation is now fixed at five thousand dollars ($5,000.00), divided into fifty shares (50) of one hundred dollars per share, the subscriptions of stock shall be paid in at such times and in such manner, with such notices to the subscribers as may be fixed by the board of directors, subject to the limitations in this regard now imposed by law. No stock certificate shall issue to any person until the payment in full of the shares subscribed for by him.

The appearers here declared that they have subscribed, respectively, to the following number of shares of the capital stock of this corporation, to-wit: Frank M. Kelly, 4528 Prytania St., New Orleans, 10 shares; Mrs. E. May Kelly, 4528 Prytania St., New Orleans, 28 shares; Harry D. Brown, Jacksonville, Florida, 4 shares; Joseph A. Wisong, 508 Denegre Building, New Orleans, 1 share.

The said subscription of Frank M. Kelly shall be fully paid for and settled by the transfer by him to this corporation of all the assets, property, business and good will of the Ice Cream and Confectionery establishment conducted by him at Spanish Fort, New Orleans; a detailed and itemized statement and description of such property being hereto annexed, and the said property and goodwill having been appraised by the directors of the present corporation at the values set forth in said annexed memorandum.

Article V.—All the powers of this corporation shall be vested in and be exercised by a board of directors, to be composed of three stockholders, who shall be elected at a stockholders' meeting, to be held for that purpose, annually, on the second Monday of January, at the domicile of the corporation. At its first meeting following election, the directors shall elect from their own number, for the term of one year, a president, vice-president and secretary-treasurer, who shall remain in office until their successors have been duly elected and qualified, and who shall perform such duties as are assigned to them respectively, by the directors and as provided by the by-laws, rules and regulations to be adopted for the operation of this corporation. The first board of directors elected under this charter shall remain in office until the second Monday in January, 1918, or until their successors have been duly elected and qualified.

Article VI.—The first board of directors of this corporation shall be composed of Messrs. Frank M. Kelly, 4528 Prytania St., New Orleans; Harry D. Brown, Jacksonville, Florida, vice-president; Mrs. E. May Kelly, 4528 Prytania St., New Orleans; with Frank M. Kelly, as president; Harry D. Brown, vice-president, and Mrs. E. May Kelly, secretary-treasurer; and these directors and officers shall serve until the second Monday in January, 1918, as aforementioned.

Thus done and passed in my office, at New Orleans, the day, month and year first above written, in presence of Messrs. Delvaille H. Theard and Edward Locascio, competent witnesses, who have signed with the appearers and me, notary, after due reading.

Original signed: Frank M. Kelly, E. May Kelly, to autorize my wife, Frank M. Kelly; H. D. Brown, Jos. A. Wisong.

Witnesses: Delvaille H. Theard, Edward Locascio.

GUS. A. LLAMBIAS, Not. Pub.

I, the undersigned recorder of mortgages in and for the parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing act of incorporation of the Kelly Concession Co., Inc., was this day duly recorded in my office in book 1206, folio 2. New Orleans, January 20, 1917.

(Signed) EMILE J. LEONARD, Dy. R.
A true copy.
GUS. A. LLAMBIAS, Not. Pub.
Feb 1 8 15 22 march 1 8

CHARTER
OF EASTMAN-GARDINER NAVAL STORES COMPANY.

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

Be it known, that in this thirtieth day of the month of January, in the year of our Lord, one thousand nine hundred and seventeen and the independence of the United States of America, the one hundred and forty-first, before me, W. Morgan Gurley, 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 several persons whose names are hereunto subscribed, with their respective residences hereinafter set forth, and being of full age of majority, who severally declare, that availing themselves of the provisions of the laws and constitution of this state, relative to the organization of corporations, they have contracted and agreed, and do by these presents contract and agree and bind, and obligate themselves, as well as such persons as may hereinafter become associated with them, to form and constitute a body politic in law, for the objects and purposes and under the agreements and stipulations herein following, which they adopt as their charter, to-wit:

Article I.—The name of this corporation shall be "Eastman-Gardiner Naval Stores Company," and shall have corporate existence for the period of ninety-nine (99) years from the date hereof, and shall have and exercise for the purpose of the business to be carried on by it, all the powers conferred by law on similar corporations, including the power to make and use a corporate seal and the same to break or alter at pleasure; to contract, sue and be sued in its corporate name; to hold, own, receive, purchase, alienate, lease, convey, mortgage, hypothecate, pledge or otherwise encumber property, both real and personal; to issue bonds, notes and other obligations, for the purpose of borrowing money, and to secure same by mortgage or otherwise, to name and appoint such officers, managers, directors, agents and other employees as the interests of said corporation may require, and to establish such by-laws, rules and regulations as may be necessary and proper, and the same to alter, amend or abolish at pleasure, and to generally do and perform all such acts as may be proper and necessary to carry out and execute the purposes of this corporation.

Article II.—The domicile of this corporation shall be in the city of New Orleans, State of Louisiana, but it may establish and operate factories, offices and agencies wherever it may deem advisable. All citations or other legal processes shall be served on the president of this corporation, or in the event of his absence or inability to act, upon the vice-president.

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: The general turpentine, naval stores and lumber business in all its various branches, and to that end to manufacture, purchase and sell turpentine, pitch, tar, rosin, naval stores and allied products; to acquire, own, construct and operate turpentine stills, sawmills, planing mills, driers and all machinery and appliances necessary in connection with the operation of said business and to manufacture any products of wood such as sash, doors, blinds, trimmings, boxes, furniture and articles of wood and its various by-products. And furthermore, to own and operate in connection with said business, tram-roads, logging roads, sailing vessels, steam vessels and other water craft necessary for the transportation of its material and products and also do a mercantile business.

Article IV.—The capital stock of this corporation is hereby fixed at the sum of fifty thousand Dollars ($50,000.00), divided into five hundred (500) shares of one hundred dollars ($100.00) each, which said stock shall be paid for in cash or its equivalent in such manner and amounts as the board of directors may determine or may be issued at par in payment of property actually purchased and such stock so issued shall be full paid and non-assessable. All in conformity and under the restrictions of the presently existing corporate laws.

This corporation shall be authorized to commence business and be a going concern as soon as twenty-five thousand dollars ($25,000.00) of its capital stock is subscribed for, which amount is hereby declared to be subscribed. The shares of stock shall be transferable only on the books of the corporation and no transfer of stock shall be binding or have any effect upon this corporation unless and until made upon its books and a prior lien on all shares of stock shall be retained by this company on the stock of any shareholder for any indebtedness, secured or unsecured, however evidenced or created, due at any time to the company by the holder of said stock and all transfers of stock shall be made subject to these conditions.

The capital stock of this company may be increased up to an amount of one hundred and fifty thousand dollars ($150,000.00) by a vote of three-fourths (¾) of the outstanding stock at a meeting of stockholders called for that purpose, in the same manner as provided for the meeting to elect directors, until there shall be given to the stockholders thirty (30) days notice prior to said meeting, and said capital stock may be reduced to an amount not less than twenty-five thousand dollars ($25,000.00) in the same manner as above provided for the increase of stock.

Article V.—All the corporate powers of this corporation shall be vested in and exercised by a board of six (6) directors, who shall each be a stockholder in this corporation, four (4) of whom shall constitute a quorum for the transaction of all business and a majority vote of any meeting shall decide all questions voted upon.

Said directors shall be elected annually from the stockholders, on the first Tuesday in January in each year, after due notice of said meeting shall have been given to each stockholder, sent by mail to his last known address at least fifteen (15) days prior to the holding of said election. And all other meetings of stockholders, the stockholders must be notified in the manner above described at least ten (10) days prior to the holding of such meeting. All other stockholders' meetings, other than to elect directors may be held when ordered by the board of directors or the holders of twenty-five per cent (25%) of the outstanding stock. The president shall call said meetings and upon his inability or failure so to do, same will be called by a vice-president.

At said election, and at all other meetings of the stockholders, the vote shall be by ballot, and each share of stock outstanding shall be entitled to one (1) vote to be cast by the owner in person or by written proxy. The majority of stock voted at any stockholders' meeting shall decide all questions voted upon except as otherwise provided.

Within one (1) week from their election as above provided for, the board of directors shall elect from among their members a president and two (2) vice-presidents; they shall also elect a treasurer and a secretary. The last two named officers may or may not be members of the board of directors and the two offices may be combined in one person as the board may determine.

All of the said officers and directors as above provided for shall hold their respective offices for a period of one (1) year from the date of their election or until their successors are duly elected; except the first board herein provided for whose terms will expire on the first Tuesday of January, 1918, or until their successors have been duly elected, but the failure to hold an annual election or to elect the officers as above provided for shall not result in the dissolution of this corporation but the then board of directors and officers shall hold their respective offices until their successors are duly elected.

Any vacancies occurring on said board of directors shall be filled by the remaining members of said board for the unexpired term, at a meeting called for that purpose, after ten days' prior notice in writing sent by mail to said directors at their last known address, and if the said board fails to elect at said meeting, a second meeting may be called for the purpose of electing said directors as above provided or the election may be made by the stockholders at a special meeting called for that purpose in the manner herein provided for the election of directors and should a second meeting of the board be held and fail to elect, then the board must have said election by the stockholders as above provided for the election of directors.

The said board of directors shall have the power to make all by-laws, rules and regulations for the proper management and conduct of the affairs of this corporation and to change, alter, amend, or abolish the same at pleasure, and shall have and exercise all the powers conferred by law on this corporation and as set forth in this charter.

The said board of directors shall have the power to appoint any agents, managers, or employees who shall respectively have such power and perform such duties at such place or places as may be prescribed by the by-laws or by the board of directors and who may be removed at the pleasure of the directors, and said board shall have authority to delegate any of the said powers vested in it, in the transaction of the business of this corporation to committees of their own body or to the officers and agents of this corporation.

All employees of this corporation, except those holding the offices of president and vice-president shall be considered as employed by the month unless otherwise contracted with in writing.

The first board of directors of this corporation are hereby declared to be: Mr. Walter B. Gillican, of New Orleans, La.; Mr. Charles Green, of Laurel, Mississippi; Mr. Buckner Chipley, of New Orleans, Louisiana; Mr. Wallace B. Rogers, of Laurel, Mississippi; Mr. Frank G. Wisner, of Laurel, Mississippi; and Mr. John A. Taylor, of New Orleans, La., with the said Mr. Walter B. Gillican, as president; the said Mr. Charles Green and the said Buckner Chipley as vice-presidents; with the said Wallace B. Rogers as treasurer, and John A. Taylor, of New Orleans, Louisiana, as secretary; who shall hold their respective offices until their successors are duly elected as provided for.

Article VI.—This corporation may be dissolved by a vote of two-thirds of the outstanding capital stock thereof at a general meeting convened for that purpose in the manner above provided for the calling of the stockholders meetings to elect directors and otherwise in conformity with the laws of this state.

Whenever this corporation is dissolved, either by limitation or otherwise, its affairs shall be liquidated by three liquidators commissioners to be elected at such general meeting of the stockholders, who shall proceed with the liquidation only upon a certificate of the Secretary of State, all as provided for by the laws of this state. And in case of death, resignation or inability to act of any of said commissioners, the surviving commissioner or commissioners shall appoint a successor and together they shall continue the liquidation to its termination.

Article VII.—This charter may be changed or amended by a vote of two-thirds of the capital stock issued at a general meeting called for that purpose after thirty (30) days prior notice in writing having been sent to each stockholder at his last known address.

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

Thus done and passed in my office in the city of New Orleans State of Louisiana on the day, month and year herein first above mentioned, in the presence of Clifton C. Crook and Edward Powers, competent male witnesses, here residing, who hereunto sign their names, together with the said appearers and me, notary, after due reading of the whole.

Original signed: W. B. Gillican, ninety shares, P. O. address, New Orleans, La.; J. A. Taylor, eighty shares, P. O. address, New Orleans, La.; Buckner Chipley, eighty shares, P. O. address, New Orleans, La.; Wallace B. Rogers, ninety shares, P. O. address, Laurel Miss.; Charles Green, eighty shares, P. O. address, Laurel, Miss.; Frank G. Wisner, eighty shares, P. O. address, Laurel, Miss.

Witnesses: C. C. Crook, Edward Powers.
W. MORGAN GURLEY, Not. Pub.

I, the undersigned recorder of mortgages, in and for the parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing act of incorporation of "Eastman-Gardiner Naval Stores Company" was this day duly recorded in my office in book No. 1206, folio No. ——.

New Orleans, La., January 30, 1917.
(Signed) EMILE J. LEONARD Dy. R.

I certify the above and foregoing to be a true and correct copy of the original act of incorporation of "Eastman-Gardiner Naval Stores Company" together with the certificate of the recorder of mortgages thereto appended and on file in my notarial office.

W. MORGAN GURLEY Not. Pub.
Feb 1 8 15 22 march 1 8

CHARTER
OF CHARLES H. HOWARD IMPORT COMPANY, INC.

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

Be it known, that on this 26th day of the month of January, in the year of our Lord one thousand nine hundred and seventeen, and of the independence of the United States of America the one hundred and forty-first, before me, John P. Sullivan, a notary public, duly commissioned and qualified, in and for this city, parish and state, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared: The following persons whose names are hereunto subscribed together with the amounts of their respective subscriptions to the capital stock of the corporation to be formed who severally declare that availing themselves of the provisions of the general laws of the State of Louisiana relative to the organization of corporations they have covenanted and agreed and do, by these presents, covenant and agree, and bind and obligate themselves, as well as such other persons as may hereafter become associated with them, or their successors, to form, and constitute themselves into a corporation, a body politic, and for the objects and purposes and under agreements and stipulations following, to-wit:

Article I.—The name and title of this corporation shall be "Charles H. Howard Import Company, Inc.," and by that name said corporation shall have power and authority to have and enjoy succession for the full term of ninety-nine years from the date hereof; to contract; sue and be sued; to make and use a corporate seal; to purchase, lease, sell, mortgage, hypothecate and pledge property, real, personal or mixed.

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

Article III.—The objects and purposes for which this corporation is established, and the nature of the business to be carried on by it are declared to be as follows: To purchase, sell and conduct a general wholesale coffee, rice and general merchandise business.

Article IV.—The capital stock of this corporation shall be twenty-five thousand dollars ($25,000.00), divided into two hundred and fifty (250) shares of the par value of one hundred dollars ($100.00) each, payable when issued in cash or other property, or for services rendered, or actually performed, as decided by the board of directors. Each share of stock shall be entitled to one vote at all general elections. The company shall have the right to increase its capital stock to one hundred thousand dollars ($100,000).

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

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

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

Article VI.—The business of this corporation shall be directed by and vested in a board of directors composed of three stockholders, and they shall hold office until the first Tuesday in January, 1919, and on that day elections shall be held annually for directors at the office of the corporation. Failure to hold an election on the day specified shall not dissolve the corporation, but the directors in office shall hold their respective offices until an election shall be held after ten days' notice of the time and place thereof given to each stockholder. The annual election shall be held on the first Tuesday in January, 1919, and thereafter on the first Tuesday of January of each succeeding year, and the directors shall be chosen by ballot, and the election shall be held between the hours of 2 p. m. and 4 p. m. All vacancies in the board of directors for whatever cause shall be filled by the remaining directors. Charles H. Howard shall be the first president; John P. Sullivan shall be the first vice-president, and P. L. Keaghey shall be the first secretary-treasurer, and they shall hold office until the first Tuesday of January, 1919, and each succeeding board of directors thereafter shall elect its principal officers for the term of their election, and only stockholders shall be eligible for election as a member of the board of directors.

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

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

Thus done and passed, at my notarial office, in the city of New Orleans, on the day and date herein first above written, in the presence of Messrs. John T. Sullivan and P. W. Bogel, competent witnesses, who hereunto sign these presents, together with appearers and me, notary, after due reading of the whole.

Original Signed: Chas. H. Howard, 247 shares, 506 Poydras, New Orleans, paid for by sale of business of Chas. H. Howard; John T. Sullivan, 642 Commercial Place, New Orleans, La., one share; John P. Sullivan, one share, 642 Commercial Place, New Orleans, La.; P. L. Keaghey, 1 share, 506 Poydras street, New Orleans.

Witnesses: John T. Sullivan Fred W. Bogel.

JOHN P. SULLIVAN 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 Charles H. Howard Import Co., Inc., was this day duly recorded in my office, in book 1206, folio 67.

New Orleans, January 29th, 1917.
(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 act of incorporation of the Charles H. Howard Import Co., Inc., together with the certificate of the recorder of mortgages for the parish of Orleans thereto attached, the original of which is of record in my current notarial register.

New Orleans, January 31, 1917.
A true copy.
(Signed) JOHN P. SULLIVAN, Notary Public.
Feb 1 8 15 22 marc 1 8

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 non-assessable.

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 1200, 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 Oleans, 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 stockholders, every stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the company at the date of such election or meeting; said votes to be cast in person or by written proxy, and a majority of the votes cast 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 subsequent board of directors shall elect as soon as possible after their own election a president, a vice-president and a secretary-treasurer, and such other officers as they desire, and may grant to each officer such powers as they deem proper, except that the officers herein named shall serve until the first annual meeting, which shall be held on the first Monday in January, 1918, or until their successors are elected.

All vacancies in the board for whatever 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.

Said corporation shall have the right to purchase any business or businesses within the objects and purposes of this corporation, and to pay therefor such price as the board of directors shall determine.

The board of directors may make, repeal and amend all by-laws for the regulation of the company.

Article VI.—This act of incorporation may be modified, changed or altered, or said corporation may be dissolved with the assent of two-thirds of the capital stock outstanding at a meeting of