CHARTERS.

ACT OF INCORPORATION OF THE GESSNER COMPANY, INC.

ACT NO.

July 31st, 1918.

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

Be it known, That on this the 31st day of the month of July, in the year of our Lord one thousand nine hundred and eighteen, and of the Independence of the United States of America, the one hundred and forty-second,

Before me, Joseph Sinai, a Notary Public, duly commissioned and qualified, in and for the Parish of Orleans, 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 the organization of corporations, and more particularly of 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 of this corporation shall be "The Gessner Company, Incorporated" and under this corporate 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 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 its pleasure, to hold, receive, purchase, convey, mortgage, lease, hypothecate and pledge property, both real and personal and mixed, corporeal and incorporeal, to name and appoint such managers, agents, directors, and officers as its business interests and convenience may require; and to make and establish as well as to alter and amend from time to time, such by-laws, rules and regulations for the proper government of this corporation as may be necessary and proper.

ARTICLE II.—The domicile of this corporation shall be in the City of New Orleans, State of Louisiana, and all citations and other legal process shall be served on the President, or in his absence, upon 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 hereby declared to be to buy and sell Kodaks, books, stationery, news and novelties and souvenirs, and to carry on the business of engraving, embossing, printing and lithographing, and in general to do all things connected with the business above mentioned, and the general stationery business, and to conduct same in all its branches and details, and to do all things necessary and proper and convenient to the said business or in any wise connected therewith.

ARTICLE IV.—The Capital Stock of this corporation is hereby fixed at the sum of Five Thousand Dollars ($5,000.00) to be divided into fifty (50) shares of the par value of One Hundred Dollars ($100.00) each.

Said shares of stock shall be issued at par only and when issued shall be paid for in cash or property or the equivalent thereof. All shares of stock shall be issued as full paid and non-assessable, and no transfer of stock shall be binding on the said corporation unless recorded on its books.

No sale or transfer of shares of stock in this corporation shall be valid and binding on this corporation in any manner whilst said shares are pledged by the owner thereof.

This corporation shall be a going concern as soon as fifty per cent of its capital stock has been subscribed and paid for in cash or its equivalent.

This corporation shall have the right to increase its capital stock up to the further sum of Fifty Thousand Dollars ($50,000.00), or any part thereof, to be divided into shares of One Hundred Dollars ($100.00) each, provided said increase in the capital stock shall have been authorized by the stockholders at a meeting held pursuant to the provisions of the law.

ARTICLE V.—All the powers of this corporation shall be vested in and exercised by a Board of Directors to be composed of three persons, all stockholders, any two of whom shall constitute a quorum for the transaction of the business and affairs of this corporation.

The Directors shall be elected annually by ballot, by the stockholders, on the second Monday of August in each year. The first election under this charter shall be held on the second Monday in August, 1920.

Each stockholder shall be entitled, in person or by proxy, to one vote for every share of stock 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 of Directors 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 own number, a President, a Secretary and a Treasurer. The office of Secretary and Treasurer may be combined and held by one person. The Secretary need not be a stockholder.

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 Direcor, to act as his proxy and in his stead, at any and all meetings of the Board of Directors.

ARTICLE VI.—Thomas F. Gessner, whose Post Office address is 4318 Baronne St., New Orleans, La., Mrs. Alice B. Gessner, whose Post Office address is 4318 Baronne St., New Orleans, La., and Gus D. Levy, whose Post Office address is 1820 Gen. Pershing St., New Orleans, La., shall constitute the first Board of Directors of this corporation, with Thos. F. Gessner, as President, and Mrs. Alice B. Gessner, Secretary-Treasurer, to serve until August, 1920, or until their successors are elected.

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 this corporation, at a general meeting convened for that purpose, and after at least fifteen days' written notice of this meeting has been given personally or through the mail addressed to each stockholder at his last recorded address. In case of dissolution, by the expiration of this Charter, or otherwise, after compliance with the 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 the event of the death or disability of any one of said liquidators, the remaining liquidator shall fulfill all the duties of liquidator. Said liquidator sahll 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 shall 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 informability 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 subscribed for or 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 herein first before written, in the presence of Messieurs Charles LeBlanc and Frank T. Doyle, competent witnesses, residing in this Parish, who have signed these presents, together with said appearers and me, Notary, after reading of the whole.

(Original Signed) Names of subscribers:
(Original Signed)
Witnesses: Chas. LeBlanc, J. C. Hennigan.

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 Gessner Company, Incorporated," was this day recorded in my office, in book 1222, Folio ——.

EMILE J. LEONARD, Dy. R.

A true copy.

JOSEPH SINAI,
Notary Public.

Aug. 15-22-29-Sept. 5-12-19.

CHARTERS.

ACT OF INCORPORATION OF EVAN-BELLE COMPANY, INC.

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

Be it known, That, on this, the 15th, day of the month of August, in the year of our Lord one thousand, nine hundred and eighteen, and of the Independence of the United States of America the one hundred and forty-third,

Before me, Charles F. Fletchinger, a Notary Public, duly commissioned and qualified in and for the City of New Orleans, 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, all of lawful age and all residents of the City of New Orleans, State of Louisiana, and, availing themselves of the laws of the State of Louisiana and particularly of Act 267 of the General Assembly of the State of Louisiana, for the year 1914, relative to the organization of corporations, state that they have covenanted and agreed and do hereby covenant and agree to form themselves, as well as such persons who may have become associated with them or succeed them, into a corporation, for the objects and purposes and under the following Articles, to-wit:

ARTICLE I.—The name of this corporation shall be "Evan-Belle Company, Inc.," and by said corporate name it shall have succession and enjoy existence for a period of ninety-nine years, unless sooner dissolved in the manner provided by law, and under said corporate name it shall have power and authority to contract, sue and be sued, to make and use a corporate seal, the same to alter or break at pleasure, to make all necessary rules and regulations for its corporate management and control; and it shall have and enjoy all the rights, privileges and immunities which are now conferred upon or may hereafter be granted to corporations of the same kind and character.

ARTICLE II.—The domicile of this corporation shall be in the city of New Orleans, State of Louisiana.

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 own, lease, buy and sell lands and real estate and to hold, improve and mortgage the same; to improve lands for general or special purposes; to acquire and operate plantations, factories and refineries and to sell and lease the same; to purchase, sell, construct, lease and operate saw mills, grain elevators, canning factories and warehouses and to operate switch tracks, railroads, barge and boat lines in connection therewith; to purchase, sell, manufacture, produce, refine, prepare, import, export and, generally, to deal in sugar, sugar cane, molasses, syrups and all products or by-products thereof; and to deal in all food products generally; to plant, cultivate, produce and raise sugar cane, corn, oats, rice and other food crops; to purchase, sell, breed and deal in cattle and live stock of all kinds; to conduct a general mercantile business, wholesale and retail, in the State of Louisiana, or elsewhere; to engage in the business of public warehouseman; to draw, make, indorse bills of exchange, promissory notes and to issue bonds, to sell, assign, transfer, mortgage, pledge or otherwise dispose of bonds, securities or shares of capital stock in other corporations; to own stock in other corporations, to vote the same, and, generally, to do any and all things incidental or germane to any of the objects and purposes above specified.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of eight hundred and twenty-five thousand ($825,000.00) Dollars, divided into twenty-two hundred and fifty shares of the par value of One Hundred ($100) Dollars each, which shall be First Preferred Stock; five thousand (5000) shares of the par value of One hundred ($100) Dollars each, which shall be Second Preferred Stock, and one thousand (1000) shares of the par value of One hundred ($100) dollars each, which shall be Common Stock.

The First Preferred Stock shall be entitled to preferred dividends at the rate of six (6) per cent. per annum on the par value thereof, to be paid annually, the said dividends to be payable out of the net profits which may be realized by the corporation, and the said dividends shall be cumulative.

The Second Preferred Stock shall be entitled to preferred dividends at the rate of five (5) per cent. per annum on the par value thereof, to be paid annually, the said dividends to be payable out of the net profits which may be realized by the corporation, and the said dividends shall be cumulative.

The net annual profits realized by the corporation over and above the amount which may be required to pay, during each year, the dividends due on the first and second preferred stock, as above provided, and after the payment of fixed charges and operating expenses shall be applied on the first day of February of each year, beginning in 1919, to the redemption of the shares of second preferred stock, at par, until the first day of February, 1925, when, after the payment of the dividends on the first and second preferred stock and the payment of all fixed charges and operating expenses, the net annual profits shall be applied, first, to the redemption or retirement of the first preferred stock, and thereafter to the redemption and retirement of the second preferred stock, as above provided, until the said outstanding first and second preferred shares shall be redeemed or retired down to twenty-five hundred (2500) shares of the aggregate par value of two hundred and fifty thousand ($250,000) Dollars, after which dividends may be declared on the common stock.

The entire issue of the shares of First Preferred Stock shall be redeemed or retired on or before February 1, 1925.

The shares of the Second Preferred Stock, to be redeemed or retired as above provided, shall be determined by lot, under regulations to be adopted by the Board of Directors, and shall be redeemed or retired in not less than the following amounts and on the following dates, to-wit:

1919, February 1st, $10,000; 1920, February 1st, $10,000; 1921, February 1st, $10,000; 1922, February 1st, $10,000; 1923, February 1st, $10,000; 1924, February 1st, $20,000; 1925, February 1st, $20,000; 1926, February 1st, $20,000. 1927, February 1st, $20,000; 1928, February 1st, $20,000. 1929, February 1st, $20,000; 1930, February 1st, $20,000; 1931, February 1st, $20,000; 1932 February 1st, $20,000; 1933, February 1st, $270,000.

No dividend shall be declared on the common stock of the corporation unless and until all of the First and Second Preferred Stock shall have been redeemed or retired down to twenty-five hundred (2500) shares and all of the cumulative dividends thereon paid.

As and when the shares of First and Second Preferred Stock shall be redeemed or retired, as above provided, such redeemed or retired shares shall be deposited with the Hibernia Bank and Trust Company, of New Orleans, as Trustee, for the Evan-Belle Company, Inc., to be cancelled or held in escrow until the whole issue if said shares of said First and Second Preferred Stock shall be redeemed or retired, whereupon the said shares of first and second preferred stock shall be delivered by the said Hibernia Bank & Trust Co., Trustee, to Evan-Belle Company, Inc., to be cancelled or converted into treasury common stock, and new certificates issued therefor, accordingly, to be resold or distributed among the owners of the common stock, according to their respective holdings.

All shares of First and Second Preferred Stock redeemed and deposited in escrow with the Hibernia Bank & Trust Co., Trustee, as above provided, shall be subscribed to all outstanding unredeemed or unretired preferred stock, until the total issue of said Preferred Stock shall be cancelled or redeemed and converted into common stock, as above provided.

The Preferred Stock shall be entitled to no voting power; the voting power shall vest solely in the holders of common stock.

The amount to which the Capital Stock of this corporation may be increased is hereby fixed at the sum of One Million Dollars.

ARTICLE V.—The Shamrock Land & Planting Company, Inc., a subscriber to five thousand shares of the Second Preferred Capital Stock in said corporation, in full payment and liquidation of said subscription and in consideration of the sum of One hundred thousand ($100,000) Dollars cash, in hand to be paid to it by the Evan-Belle Company, Inc., will transfer, convey and deliver, with full warranty of title to the Evan-Belle Company, Inc., those two certain plantations, as presently constituted, with all the improvements thereon, including implements and mules, known and designated as the Evan Hall Plantation, situated in the Parish of Ascension, and the Belle Alliance Plantation, situated in the Parish of Assumption; and the Directors of this Corporation do hereby certify that said Plantations are well worth the sum of Six Hundred Thousand Dollars and appraise the same at that price.

ARTICLE VI.—In the event of the liquidation of the affairs of the corporation prior to the redemption in full of the preferred stock and the payment of all dividends hereon, the net assets of the corporation shall be applied by preference to the redemption of all outstanding preferred stock, at par, and to the payment of all dividends which may be due on any of the said preferred stock, before anything shall be distributed to the holders of the common stock, who shall, however, be entitled to the whole of the balance of assets which may remain.

ARTICLE VII.—The Shamrock Land & Planting Company, Inc., of New Orleans, Louisiana, having subscribed to Five Thousand shares of the second preferred stock of this corporation, it is agreed that said Shamrock Land & Planting Company, Inc., or the Hibernia Bank & Trust Company, as assignee of said stock, shall always have the

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selection of one member of the Board of Directors of this corporation, who shall also be the Treasurer thereof, with authority to countersign all checks of the corporation issued in the usual course of business, and this right shall not be abridged or divested so long as any of said preferred stock shall be outstanding and owned by said Shamrock Land & Planting Company, Inc., or the Hibernia Bank & Trust Co., as its assignee, and any election of directors in violation of this provision shall be null and void.

No real estate belonging to the corporation shall be mortgaged or alineated until the first and second preferred stock of the corporation shall be redeemed down to twenty-five hundred shares, of the aggregate par value of two hundred and fifty thousand dollars, as above provided, with the exception hereafter stated, except by and with the unanimous consent of all the directors, in writing.

The corporation may, however, issue crop liens, for annual advances, to be made for the cultivation and making of its crops.

ARTICLE VIII.—All the powers of this corporation shall be vested in and be exercised by a Board of Directors composed of not less than five shareholders of common stock, and a majority shall constitute a quorum for the transaction of all business.

A majority of the Board of Directors voting in person shall be required to pass any resolution or adopt any by-law, which when so passed or adopted shall become valid corporate acts.

The board of directors shall be elected annually at a general metting of the shareholders, to be held on the third Tuesday in July, 1919, and on the same day and month in each succeeding year, after ten day's written notice mailed to each stockholder at his last known address appearing upon the books of the corporation, unless such notice be waived in writing by all the stockholders appearing as such on the books.

The failure, however, from any cause to hold the anual meeting of stockholders or the failure to elect directors thereat, shall not operate the forfeiture of this charter nor impair the corporate management, but the directors and officers then in office shall serve until their successors have been duly elected, qualified and installed. Any vacancy in the board of directors shall be filled for the unexpired term by the remaining directors.

The oficers of the corporation shall consist of a President, one or more Vice-Presidents, a Secretary and a Treasurer.

There shall also be a General Manager, who may or may not be a member of the Board of Directors.

There shall also be a Chairman of the Board, who shall preside at all meetings thereof.

The office of President and General Manager or President and Assistant General Manager, and Vice-President and General Manager or Vice-President and Assistant General Manager, may be combined under the names of President and General Manager or President and Assistant General Manager; Vice-President and General Manager or Vice-President and Assistant General Manager; and the office of Secretary and Treasurer may be held by one and the same person under the name of Secretary-Treasurer.

ARTICLE IX.—The first Board of Directors and officers, who shall serve until the annual meeting to be held on the third Tuesday in July, 1919, shall consist of:

J. Thomas Landaiche, McCall P. O., La., who shall be President and General Manager; Charles Thibodaux, Belle Alliance P. O., La., who shall be 1st Vice-President and Assistant General Manager; J. C. LeBourgeois, 1525 State St., New Orleans, La., who shall be 2nd Vice-President and Chairman of the Board; R. S. Hecht, 1211 Calhoun St., New Orleans, La., who shall be Treasurer; P. J. Stouse, 382 Broadway, New Orleans, La., who shall be Secretary. Burt W. Henry, 1520 Soniat St., New Orleans, La; J. I. Rodrigue, McCall P. O., La.

ARTICLE X.—No present or future holder of common stock shall ever sell assign or transfer, other than by inheritance, any of the common stock of this corporation, until the same shall have first been offered in writing to the remaining holders of common stock for the benefit of those who may desire to purchase the same, through the Board of Directors, for a period of ten days, at a fixed value. It shall be the duty of the Board of Directors promptly on receiving an offer of sale of any of the common stock of the corporation, to communicate the same to the holders of common stook, in writing, through the secretary of the corporation, and each of the holders of common stock shall be entitled to purchase such proportion of the stock so offered for sale as the number of common shares owned by him or her, at the time, bears to the number of shares owned by all other stockholders desiring to participate in the purchase. If said offer be not accepted by the other holders of common stock, within the time above prescribed, then such stockholder desiring to sell shall be entitled to sell and transfer his stock to such person or persons as he or she may see fit, for not less than the price at which he or she has offered his or her stock to the other shareholders of common stock. No sale under foreclosure attachment or other process, or by virtue of any power of attorney, pledge or hypothecation, shall be validly made of the common stock until the foregoing requirements have been complied with by the person or persons, firm or corporation provoking such foreclosure or sale. The provisions of this article shall be printed upon the face of each certificate of common stock.

ARTICLE XI.—This act of incorporation may be amended and the corporation dissolved and its affairs liquidated, as provided for under Act 267 of the General Assembly of the State of Louisiana for the year 1914.

ARTICLE XII.—No shareholder of this corporation shall ever be held liable or responsible for the contracts or faults of this corporation in any further sum than the unpaid balance due upon the shares of stock subscribed by him nor shall any mere informality in the organization have the effect of rendering this charter null or of exposing any shareholder to any liability beyond the unpaid balance due upon his stock; nor shall any mere informality or irregularity in the organization have the effect of rendering any shareholder liable as a partner.

Thus done and passed at my office, in the City of New Orleans, Louisiana, on the day, month and year first hereinabove written, in the presence of Messieurs Roy Willie and John D. Miller, competent witnesses, who hereunto sign their names, with said appearers and me, Notary, after reading of the whole, and the said appearers have hereunto signed opposite their names the number of shares of this corporation subscribed by them.

(Names of subscribers omitted.)
Witnesses: Roy Willie, John D. Miller.

CHAS. F. FLETCHINGER,
Not. Pub.

I, the undersigned Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, hereby certify that the above and foregoing Act of Incorporation of Evan-Belle Co., Inc., was this day duly recorded in my office in Book 1222, Folio 359.

New Orleans, August 16, 1918.

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

A true copy of the original act of incorporation, with the certificate of the Recorder of Mortgages thereto appended, as the whole now appears on file and of record in my office.

CHAS. F. FLETCHINGER,
Not. Pub.

Aug. 22-29-Sept. 5-12-19-26.

CHARTER OF J. RIVAS & CO., INC.

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

Be it known, That on this Ninth day of August, in the year One Thousand, Nine Hundred and Eighteen;

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 the several persons whose names are hereunto subscribed, all above the full age of majority, who severally declared that, availing themselves of the laws of the State of Louisiana, and especially the laws relative to the organization of corporations, they have covenanted and agreed to bind, form and constitute themselves, as well as all such other persons as may hereinafter join or become associated with them, into a corporation and body politic in law, for the objects and purposes and under the articles, agreements and stipulations following, to-wit:

ARTICLE I.—The name, style and title of this corporation shall be. J. Rivas & Co., Inc., and, under that name, it shall have and enjoy all the rights, advantages and privileges granted by law to corporations, and shall exist for the full term and period of ninety-nine years from this day. It shall have power to contract, sue and be sued; to make and use a corporate seal, and the same to alter and break at pleasure; to hold, receive, lease, purchase, sell and convey, as well as mortgage, hypothecate and pledge property, real, personal and mixed, corporeal and incorporeal; to name and appoint such managers, directors, officers, agents and other employees as its interest and convenience may require, and to make and establish, as well as alter and amend, from time to time, such by-laws, rules and regulations as may be necessary and expedient for the proper management and government of the affairs of said corporation.

ARTICLE II.—The domicile of this corporation is hereby fixed in the City of New Orleans, State of Louisiana, and all citations or other legal process shall be served upon the President of said corporation, or, in his absence, upon its secretary and treasurer.

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:

1. To act as agent or representative of corporations, firms and individuals.

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2. To do a general business as commission merchant, selling agent and factor.
3. To act as brokers.
4. To carry on any or all business as manufacturers, producers, merchants, wholesale and retail, importers and exporters generally without limitation as to products and merchandise.
5. To carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by merchants, commission men, factors, importers and manufacturers' agents.
6. To do a general commission merchant's and selling agent's business; to buy, sell, and otherwise dispose of, hold, own, manufacture, produce, export and import, and deal in either as principal or agent, and upon commission or otherwise, all kinds of personal property whatsoever, without limit as to the amount; to make and enter into all kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations, for the purchasing, acquiring, manufacturing, repairing and selling and dealing in of any articles of personal property of any kind or nature whatsoever, and generally with full power to perform any and all acts connected herewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purposes of the business.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of Eight Thousand ($8,000.00- Dollars, to be divided into and represented by Eighty (80) shares, in the sum of One Hundred ($100.00) Dollars each; said stock shall be paid for in cash at such times and in such manner as the Board of Directors may determine. All shares of stock of this corporation shall be full paid and non-assessable. No transfer of stock shall be binding upon the coprporation unless made upon its books, and all certificates of stock shall be signed by such officers as may be designated by the Board of Directors. The capital stock of this corporation may be increased to the sum of Fifty Thousand ($50,000.00) Dollars.

ARTICLE V.—All the corporate powers of said corporation shall be exercised by a Board of Directors consisting of three stockholders, a majority of whom shall constitute a quorum for the transaction of business. The Board of Directors shall elect annually from their number a President, a Vice-President, and a Secretary and Treasurer. The first Board of Directors shall consist of three stockholders and shall be composed of Juan Rivas, Jose M. Rosado, and Cloridano Betancourt, Jr., and it shall elect from its number a President, a Vice-President, and a Secretary and Treasurer, who shall serve until the second Thursday in August, 1919.

The Post Office addresses of said directors are as follows: Juan Rivas, No. 3301 Canal Street, New Orleans, La., Jose M. Rosado, Merida, Yucatan, Mexico, and Cloridano Betancourt, Jr., No. 505 Queen and Crescent Building, New Orleans, La.

These directors shall serve until the second Thursday in August, 1919, or until their successors have been duly elected and qualified. The annual meeting of stockholders for the election of directors shall be held on the second Thursday in August of each year, unless said day be a legal holiday, and then on the next bank day thereafter. Any vacancy occurring among the directors by death, resignation or otherwise, shall be filled by election for the unexpired term by the remaining directors. Each subscriber hereto sets after his name his post-office address and a statement of the number of shares of stock which he agrees to take in the corporation. At all elections, every stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the corporation, to be cast in person or by his written proxy. A majority of the votes cast shall elect

ARTICLE VI.—In the event of the liquidation or dissolution of this corporation, the stockholders shall elect three liquidators from among their number at a meeting convened for that purpose, after Fifteen (15) days' written notice sent to each stockholder by mail to his last known address; said liquidators shall have the authority to wind up the business and affairs of this corporation. In case of the death of a liquidator, the survivors shall appoint a stockholder as successor to him.

ARTICLE VII.—This charter may be modified, changed or altered, or said corporation may be dissolved, with the assent of stockholders owning two-thirds of the entire capital stock, at a general meeting of the stockholders convened for such purpose, after fifteen (15) days' written notice shall have been given to each stockholder, mailed to him at his last known address.

ARTICLE VIII.—No subscriber for stock shall ever be held liable for the contracts, faults or debts of said corporation in any further sum than the unpaid balance, if any, due the corporation on the stock for which he has subscribed; nor shall any stockholder ever be held liable for such contracts, faults or debts in any further sum than the unpaid balance, if any, on the stock owned by him; nor shall any mere informality in organization have the effect of rendering this charter null, or rendering any subscriber or stockholder liable beyond the unpaid amount, if any, remaining due on his stock.

ARTICLE IX.—This corporation is organized under the laws of the State of Louisiana, and especially Act No. 267 of 1914, and the subscribers hereto, for themselves and said corporation, and for its officers, directors and stockholders, hereby accept, as part of this charter and as conditions of this corporation, all the rights, powers, privileges and immunities granted to corporations, and granted to and conferred upon officers, directors and stockholders of corporations by said laws and said act; such acceptance being as full, complete and binding as if said rights, powers, privileges and immunities were set forth at full length in this instrument.

Thus done and passed in my Notarial Office, in the City of New Orleans aforesaid, in the presence of Frazier L. Rice, and Thomas Joseph Dobbins, 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.

Witnesses: Frazier L. Rice, T. J. Dobbins.
(Original Signed)
Names of subscribers omitted.

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 Act of Incorporation of the J. Rivas & Co., Inc., was this day duly recorded in my office, in Book 1222, Folio 339.

New Orleans, La., August 10th, 1918.

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

A true copy.
(Seal)

W. W. YOUNG,
Not. Pub.

Aug. 15-22-29; Sept. 5-12-19.

CHARTER OF MOSSLER AUTO EXCHANGE, INC.

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

Be it known and remembered that on this 1st day of the month of August, in the year of our Lord 1918, and of the United States of America, the One Hundred and Forty-second;

Before me, Meyer Samuel Dreifus, a Notary Public duly sworn, commissioned and qualified, in and for the Parish and State aforesaid; and in the presence of the witnesses hereinafter named and undersigned;

Personally came and appeared the persons whose names are hereto subscribed as such, of the full age of majority, residing in the Parish of Orleans, who declared to me, that availing themselves of the laws of this State relative to the organization of corporations, and more particularly of Act 267 of the Acts of the General Assembly of the State of Louisiana for the year 1914, page 255, and Act 232 of 1910, page 393, they have covenanted and agreed, and by these presents do covenant and agree for themselves, and their successors and assigns to form themselves into a corporation and body politic for the objects and purposes and under the stipulations hereinafter set forth, to-wit:

ARTICLE I.—The name of this corporation shall be Mossler Auto Exchange, Inc., and under such title it shall have and enjoy succession and existence for a period of ninety-nine years from date hereof. Said corporation 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. Said corporation shall have full 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, rent or otherwise acquire, and to convey, mortgage, hypothecate, lease, sell, pledge or otherwise dispose of property, real, personal and mixed; to issue bonds, notes or other obligations; to have and employ such managers, directors, officers, agents and other employees as the interest and convenience of the corporation may require or demand; to make and establish such by-laws, rules and regulations for the management and control of the business and affairs of the corporation as may be deemed necessary or expedient.

ARTICLE II.—The domicile of this corporation shall be in the City of New Orleans, State of Louisiana; and all citation and other legal process shall be served on the President, and in his absence or disability upon his attorney in fact.

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

To engage in the buying and selling of new and second-hand automobiles, parts and accessories, and to conduct a repair shop, machine shop and sales room. In fact, to do any and all things necessary and proper to carry out the objects and purposes of this corporation, and to engage in said business in all parts of the State of Louisiana, or elsewhere.

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ARTICLE IV.—The capital stock of this corporation shall be Five Thousand Dollars ($5,000.00) divided into one hundred shares of the par value of fifty dollars ($50.00) per share, and this corporation shall be a going concern when its entire capital stock shall have been subscribed and paid for. The capital stock of this corporation shall be paid for in cash, or its equivalent in merchandise, property or other valuable considerations enuring to the corporation, according to the judgment and findings of the corporation.

ARTICLE VI.—All the corporate powers of this corporation shall be vested in and exercised by a Board of Directors to be composed of not less than 3, nor more than seven members at any time, all of whom shall be stockholders of said corporation and shall be elected at a meeting held for such purpose on the first Monday of August of each calendar year, and three members shall constitute a quorum for the transaction of business. After each board of directors is elected there shall be elected from their number a President, Secretary and Treasurer.

The Board of Directors may name and appoint any other officers as it sees fit, who need not be stockholders, and may appoint such other agents and employees, and have full power and authority to perform such duties as may be deemed proper by the board, and they may be removed at will, at the pleasure of the Board.

In the absence of the President he may be represented by anyone whom he may designate as his power of attorney, which said power of attorney shall have full and complete authority to do any and all duties delegated to said President, or which may hereafter be delegated to said President in any other instrument, such as resolutions or by-laws, or amendments.

ARTICLE VII.—Any vacancies occurring in the Board of Directors may be filled by the remaining directors, should said vacancy occur from death or resignation.

ARTICLE VIII.—Any failure to elect Directors shall in no event dissolve the corporation, or impair its management in any respect, but the officers and directors shall remain in office until their successors are elected and qualified, the election to be held as soon as and as promptly thereafter as possible. All elections shall be by ballot at the office of the company, in accordance with such regulations as the Board of Directors may elect, and at every such election and at all meetings of the stockholders, each registered share of stock at the date of such election and meeting shall be entitled to one vote, to be cast by the registered owner, or his agent or representative by written proxy.

ARTICLE IX.—This act of incorporation may be modified, changed or altered, or said corporation may be dissolved, with the asset of two-thirds of the capital stock outstanding at a meeting of the stockholders convened for that purpose, and after fifteen days written notice has been delivered in person, or given by letter mailed to the last known address of each stockholder. The said notice may be waived by the unanimous consent of the stockholders.

In case of the dissolution of the corporation its affairs shall be liquidated by one or more liquidators elected by the stockholders with such powers, compensations and duties as the stockholders shall determine.

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

The subscribers hereto have respectively written opposite their names the amount of stock subscribed by them in this corporation, so that this act of incorporation may also serve as the original subscription list of the corporation; and they have stated their post office address, so as to conform with Act 267 of 1914.

Thus done and passed at my office in the City of New Orleans, State of Louisiana, on the day, month and year first hereinabove written in the presence of Herbert W. Kaiser and Marx Pastal, competent witnesses of lawful age, residing in this city, who hereunto sign their names with said appearers and me, Notary, after reading of the whole.

Witnesses: H. W. Kaiser, Marx Pastal.

Samuel M. Moscowitz, 1 share; Jacques M. Mossler, 96 shares; Ethamar Allan Rogers, 1 share, by Jacques M. Mossler; Walter Andrew Harrison, 1 share, by Jacques M. Mossler; Mrs. Evelyn May Mossler, 1 share, by Jacques M. Mossler.

MEYER S. DREIFUS,
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 Mossler Auto Exchange, Inc., was this day duly recorded in my office in Book 1222, Folio 321.

New Orleans, August 6th, 1918.

EMILE J. LEONARD, D. R.

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.

Aug. 15-22-29-Sept. 5-12-19.

CHARTER OF NAPOLEON REALTY & AMUSEMENT CO., INC.

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

Be it known, That of this twelfth day of the month of August, in the year one thousand nine hundred and eighteen.

Before me, Felix J. Dreyfous, a Notary Public, duly commissioned and sworn in for the Parish of Orleans and City of New Orleans, therein residing;

Personally appeared, the persons whose names are hereunto subscribed, who declared that availing themselves of the provisions of the laws of this State, relative to the organization of corporations, and more particularly Act No. 257 of the General Assembly of this State, approved July 9, 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: Napoleon Realty & Amusement Co., Inc., and under that name it shall have and enjoy all the rights, privileges and advantages granted by law to corporations; it shall exist for the period of ninety-nine years from this day; 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 said corporation shall be established in the city of New Orleans, State of Louisiana, and all citations and other legal process shall be served on the President and in his absence on the Vice-President, 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, own and operate theatres and other places of amusement; to engage in every branch of the motion picture producing industry, to make motion pictures, to develop motion pictures, to make prints from films, to engage in motion picture laboratory work, to make advertising films and to release and rent motion picture films; to buy, sell and deal in real estate; and generally, to do and engage in any other business, undertaking or enterprise connected with, or growing out of, germane or incidental to, any of the purposes hereinabove set forth or contemplated by this Charter.

ARTICLE IV.—The capital stock of this corporation is fixed at the sum of Twenty Thousand ($20,000.00) Dollars, divided into Two Hundred shares of the par value of One Hundred Dollars each. All shares of stock shall be full paid and non-assessable. No transfer of stock shall be binding upon the corporation unless made upon its books and all certificates of stock shall be signed by such officers as may be designated by the Board of Directors. This corporation shall have the right to increase its capital stock to a further sum of One Hundred Thousand Dollars, provided said increase in the capital stock shall have been authorized by the stockholders at a meeting to be held pursuant to the provisions of Article V of this Charter.

ARTICLE V.—All the corporate powers of the company shall be vested in, and the management and control of its affairs shall be exercised by a Board of Directors composed of three stockholders, the membership of which may be increased to seven. A majority of the Board of Directors shall constitute a quorum for the transaction of all business. The directors shall be elected annually by ballot, by the stockholders on the second Tuesday in August in each year. Each stockholder shall be entitled in person or by proxy to a vote for every share owned by him, and all elections shall be held under such rules and regulations as may be determined by the Board of Directors, after fifteen days' notice by mail of such election shall have been sent to each stockholder at his last known address. The directors

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thus elected shall continue in office for one year, or until their successors shall have been duly el