CHARTER OF RHODES MORTICIAN AND UNDERTAKING COMPANY, INC.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, That on this, the seventh day of August, in the year of our Lord, nineteen hundred and eighteen, before me, Warren V. Miller, a duly commissioned, qualified and acting Notary Public in and for the parish of Orleans, State of Louisiana, and in the Presence of the hereinafter named and undersigning witnesses, personally came and appeared the several persons whose names are hereunto subscribed and severally declared that, availing themselves and those they represent of the general laws of the State of Louisiana, in such cases made and provided, they have formed and organized and by these presents form themselves, as well as those they represent, and such others as may hereafter become associated with them, into a corporation and body politic in law, for the objects and purposes in the following articles set forth and expressed, which they adopt as their charter.

ARTICLE I.—The name and title of this corporation shall be the Rhodes Mortician and Undertaking Company, Inc., and it shall exist and enjoy succession by its corporate name for a period of ninety-nine (99) years from the date hereof, with all the rights, powers and privileges now or hereafter conferred by law upon trading corporations. Its domicile shall be in the City of New Orleans, and all citations and legal services shall be made upon the President, and in event of his absence or inability to act, upon the Vice-President, or Secretary, in the order named.

ARTICLE II.—The capital stock of this corporation is hereby fixed at the sum of Ten Thousand ($10,000.00) Dollars, all of which shall be divided into and represented by one hundred (100) shares of the par value of one hundred dollars each. Stock may be paid for in money, in services rendered to the corporation, or in property and good will regularly transferred to the corporation, all as shall be determined by the Board of Dirtctors.

ARTICLE III.—The objects and purposes of this corporation and for which it is organized are declared to be, a general undertaking and embalming and livery business in all their various branches; to care for and bury the dead; to furnish, buy, sell, or otherwise handle all material, clothes, coffins, tombs, graves, and embellishments necessary or useful to burial and embalments; to buy, sell and handle live stock, horse-drawn and mechanically propelled vehicles and to hire, lease and rent same. and in general to do and perform any and all acts germane or pertaining to such above set forth objects and not contradictory thereto.

ATICLE IV.—The corporate powers of this corporation shall be vested in a board of three (3) directors, a majority of whom shall constitute a quorum for the transaction of business. Absent directors may vote at any meeting of the directors by proxy to any other director for that particular meeting. The first board of directors shall consist of and be Duplin W. Rhodes, Sr., A. L. Johnson, and George Johnson, with Duplin W. Rhodes, Sr., as President, George Johnson as Vice-President and A. L. Johnson as Secretary-Treasurer, who shall serve as such until the second Monday in January, 1920, or until their successors are elected and qualified. Meetings of the stockholders for the election of the directors shall be held yearly on the second Monday of January, beginning with the year 1920. The Board of Directors shall have the right to elect, without referring to a stockholders meeting, any stockholder as a Director, whenever a vacancy shall exist on the Board of Directors through death or resignation.

ARTICLE V.—The corporate powers of this corporation are expressed and set forth by Section Seven (7) of Act 267 of the year 1914, and shall be duly employed by and through the Board of Directors. The duties of the several officers shall be set forth in the by-laws; which will be adopted by the Board of Directors, and amended or altered at their will; and they shall have the right to employ, under contract or otherwise, a General Manager, who may or may not be a member of the Board of Directors as said Board of Directors may determine, and which said General Manager shall have such duties as the said officers may delegate to him, and whose compensation shall be fixed by the Board of Directors.

ARTICLE VI.—No stockholder of this corporation shall ever be liable for any debt of the corporation other than the unpaid portion of their subscription to stock;; and no informality herein shall subject them to such liability.

ARTICLE VII.—Amendment to this charter, or liquidation of the corporation shall be subject to the rules laid down in Act 267 of the Louisiana Legislature of 1914.

Thus done and signed, on the day and date first hereinabove written, in the City of New Orleans, in the presence of L. R. Hoover and Edward S. Spiro, competent witnesses, and me, Notary, after a due reading of the whole; the subscribers setting opposite their names the amount of stock they subscribe for, making an original subscription list. Names of subscribers omitted. Witnesses: L. R. Hoover, Edward S. Spiro.
WARREN V. MILLER, 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 Rhodes Mortician and Undertaking Co., Inc., was this day duly recorded in my office, in Book 1222, Folio 405. New Orleans, August 8th, 1918. (Signed) EMILE J. LEONARD, Dy. R. A true copy. WARREN V. MILLER, Notary Public.
Sept. 26-Oct. 3-10-17-24-31.

CHARTER OF PUTNAM & NORMAN, INC.

United States of America, State of Louisiana, Parish of Orleans. Be it known, that on this the 20th day of September, One Thousand Nine Hundred and Eighteen, before me, Watts K. Leverich, a Notary Public, duly commissioned and qualified in and for the Parish of Orleans, State of Louisiana, in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the parties whose names are hereunto subscribed, who severally declared: That availing themselves of the provisions of the laws of Louisiana, relative to the organization of corporations, they have contracted and agreed, and do by these presents contract and agree and bind and obligate themselves, as well as all such persons as may become associated with them, to form themselves into and constitute a corporation and body politic in law, for the objects and purposes and under the conditions and stipulations of the articles following, to-wit:

ARTICLE I.—The name and style of said corporation shall be Putnam & Norman, Inc., and under its said corporate name it shall have power and authority and enjoy succession for the full term and period of ninety-nine years from and after the date hereof; to contract, sue and be sued, to accept and receive, as well as give and grant mortgages, pledges or other hypothecations, to make and use a corporate seal, and the same to break and alter at pleasure, to purchase, receive, lease, hold or otherwise acquire, and convey, as well as mortgage and hypothecate under its corporate name property both real and personal and mixed, to name and appoint such managers and directors, officers and agents, as the interests and conveniences of said corporation may require, to make and establish, as well as alter and amend at pleasure such by-laws, rules and regulations for the proper management of the affairs of said corporation as may be necessary and proper.

ARTICLE II.—The domicile of said corporation shall be New Orleans, Parish of Orleans, State of Louisiana, and all citations or other legal process shall be served upon the president of said corporation, or in case of the absence of both of these officers, or in the absence of both of these officers upon the secretary of the corporation.

ARTICLE III.—The objects and purposes of this corporation and the nature of the business to be carried on by it, are and hereby are declared to be the conducting of a cotton factorage, and sugar brokerage business, and the factorage of staple crops of the United States, and a general commission business, including the advancing of money and supplies to planters, farmers and merchants, and a general mercantile business; to buy, sell or lease lands and cultivate land, to buy and sell the agricultural products of the country and merchandise of all kind, and this corporation is especially empowered to purchase or otherwise acquire the good will and assets, or any part thereof, of Putnam & Norman, Limited.

ARTICLE IV.—The capital stock of said corporation is hereby fixed at $40,000.00, divided into or represented by 400 shares of the par value of $100.00 each. The whole of said stock, or any part thereof, may be issued or delivered to any person, firm or corporation for the acquirement of the rights, privileges, franchises, property, servitudes, or any part thereof, owned and controlled by such person or corporation, also in payment, settlement and adjustment of the costs, fees, charges, expenses and commissions incurred for services rendered in the formation and organization of this corporation, and in acquiring and bringing about the purchase of the property, rights and franchises aforesaid, also for cash or in installments of such amounts as the board of directors may determine, also for merchandise received, or for services actually rendered to this company. The board of directors hereinafter created is specially authorized to dispose of the stock or any part thereof for any and all ment may seem fair and proper. Before any stockholders can sell the whole or any part of his stock, same must be offered for 10 days to the other stockholders at its book value as shown by the books of the company. In case some of the shareholders are unwilling to purchase at this price, the remaining shareholder or holders shall have the right and purchase their proportion.

ARTICLE V.—All powers of this corporation shall be vested in and exercised by a board of not more than five, and not less than three directors, each of whom shall held in his own name on the books of the company at least one unpledged share of stock. The board shall elect from their number a president, a vice-president, a secretary, and a treasurer, and such officers as they may think proper or convenient for the carrying on of the company's business, and shall have power to unite two or more offices, and the same to confer upon one person, or to dispense with any office in its discretion, and to fix the salaries of all officers, agents and employees. The board of directors shall be elected annually on the second Monday of October of each year, the first election to be held in the year 1919. All such elections shall be by ballot at the office of the corporation. Notice of annual meetings, as well as special meetings of stockholders, shall be given by written notice, mailed fifteen days in advance of the date of such meeting to each stockholder appearing as such on the books of the company at his last designated address, or at the General Delivery at New Orleans, Louisiana, if he has not designated an address. Each shareholder shall be entitled to one vote for each share of stock standing in his name on the books of the company, said vote to be cast in person or by proxy, and a majority of the votes cast shall elect. The board of directors shall have power to fill all vacancies which may occur, or in any manner arise or be created, by the board of directors, even though no quorum remain at the time such vacancy or vacancies are to be filled. Failure to elect directors on the day above specified shall not dissolve the corporation, but the directors then in office shall remain in office until their successors are elected. The board of directors shall have power to make and establish, as well as alter and amend all by-laws, rules and regulations necessary and proper for the support and management of the affairs and business of the corporation and not inconsistent with its charter. The board shall have power, without referring to the stockholders, to borrow money ,execute mortgages, issue notes, pledges, bonds or other obligations in such amounts and on such terms as in their judgment may be advantageous, and generally to do all things reasonably necessary for the proper carrying on of the business of the corporation, and they are specially authorized to deliver full paid shares of stock and bonds, or other obligations, to the company in payment of property acquired by said corporation at such fair valuation as in their judgment may be proper. A majority of the directors shall constitute a quorum for the transaction of business. The board of directors shall have the power by a vote of not less than two-thirds of all directors to sell all or any part of the property moveable and immoveable belonging to the corporation, or to receive in exchange therefor money or stocks or bonds or other obligations of another individual, firm or corporation of any character without referring to the shareholders for power to do s.o At any meeting of the board of directors, any director absent from the meeting may be represented by any other director, who may cast the vote of said absent director, according to general or special written instructions of said absent director. Until the annual meeting of 1919 the board of directors shall consist of Oscar P. Geren, post office address, 836 Common St., New Orleans, Louisiana; Edward M. Harnett, post office address, 836 Common St., New Orleans, Louisiana, and Dora G. Powell, post office address, 836 Common St., New Orleans, Louisiana. Of the foregoing Oscar P. Geren shall be president; Edward M. Harnett vice-president, and Dora G. Powell, secretary-treasurer.

ARTICLE VI.—This act of incorporation may be changed, modified or amended, or this corporation may be dissolved in the manner provided by law, by a vote of two-thirds of the entire outstanding capital stock present or represented at a general meeting of the stockhholders convened for such purpose, after previous notice has been given in the manner above provided to be given of the annual meeting of the corporation. The capital stock of the corporation may be increased or decreased by proceeding in accordance with the laws of the state of Louisiana.

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

ARTICLE VIII.—No stockholder shall ever be held liable or responsible for the contracts or faults of said corporation in any further sum than the unpaid balance due on the shares of stock owned by him, nor shall any mere informality in organization have the effect of rendering this charter null or of exposing any stockholder to any liability beyond the amount due on his stock. And in order that this charter may serve as the original subscription list, the subscribers hereto have indicated opposite their respective signatures the subscription of shares of stock subscribed by each of them.

Thus done and passed at my office, in the City of New Orleans, on the day, month and year above written, in the presence of Vera H. Thaller and Frank Starks, witnesses, who have hereunto subscribed their names, together with me, Notary, and said appearers, after due reading of the whole.

(Signed) Vera H. Thaller, Frank Starks. (Signed) WATTS K. LEVERICH, 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 Putnam & Norman, Inc., was this day duly recorded in my office in book 1222, folio 481. New Orleans, La., September 21st, 1918.

A true copy.
WATTS K. LEVERICH, Notary Public.
Sept. 26-Oct. 3-10-17-24-31.

CHARTER OF T. SMITH & SON, INC.

United States of America, State of Louisiana, Parish of Orleans. Be it known, that on this 26th day of the month of September, in the year of our Lord One Thousand Nine Hundred and Eighteen (1918), and of the Independence of the United States of America, the One Hundred and Forty-Second, (142nd); before me, Watts K. Leverich, a Notary Public, duly commissioned and qualified, in and for the Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who declared that, availing themselves of the laws of this State relative to the organization of corporations, they have covenanted and agreed, and do by these presents covenant, agree, bind, form and constitute themselves, as well as such persons as 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 title of this corporation shall be: T. Smith & Son, Inc., and, under its corporate name, it shall enjoy succession for the full term and period of ninety-nine years from and after the date hereof, and shall have power and authority to contract, sue and be sued; to accept and receive mortgages, pledges or other hypothecations; to make and use a corporate seal and the same to break and alter at pleasure; to purchase, receive, lease, hold, or otherwise acquire and convey, as well as mortgage and hypothecate under its corporate name, property both real and personal and mixed; to borrow money and make and issue bonds and other evidences of debt, and to secure the same by mortgage and otherwise; to hold stock in other corporations. to acquire, hold and reissue shares of its capital stock; to join or consolidate with and enter into agreements and co-operative relations not in contravention of law, with any person or persons, firms, associations or corporations, governmental, municipal or otherwise, in and about the carrying on and accomplishment of all or any of the purposes of the Company, to carry out all of the objects and purposes hereinafter set out; to name and appoint such managers and directors, officers and agents, as the interest and convenience of said corporation may require; and to make and establish, as well as alter and amend at pleasure, such by-laws, rules and regulations for the management and regulation of the affairs of the corporation as may be necessary, proper or convenient.

ARTICLE II.—The domicile of this corporation shall be in the Parish of Orleans,

State of Louisiana, and all citations or other legal process shall be served upon any of the officers of the corporation.

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 carry on the business of stevedores; to load, discharge and unload vessels of all sorts; to act as ship agents, lightermen, forwarding agents; to hold stock in other companies; and generally to do all such acts and things as may be necessary, proper or convenient for the accomplishment of any of these objects and purposes.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of Thirty-four thousand Dollars, divided into three hundred forty shares of the par value of One Hundred ($100.00) Dollars per share. The amount of the stock may be increased to One Hundred Thousand ($100,000.00) Dollars. The whole or any portion of said stock shall be paid for in cash or it may be issued and delivered to any person, firm or corporation for the acquisition of the rights, privileges or property owned or controlled by such person, firm or corporation for the fair value thereof as appraised by the Board of Directors; and the Board of Directors hereinafter created is specially authorized to issue and dispose of the stock at not less than the par value, for any and all purposes as in its judgment may seem fair and proper.

ARTICLE V.—All of the powers of this corporation shall be vested in and exercised by a Board of three (3) directors. Said Board of Directors shall be elected annually by ballot, at a stockholders' meeting called for that purpose on the second Monday in July of each year, (or the next legal day if that be a holiday) after due notice given to the stockholders by mail, at least fifteen days before the date of said meeting. Each holder of stock shall be entitled to one vote for each share of stock standing in his name on the books of the Company, said vote to be cast in person or by proxy, and the majority of the votes cast shall edect. The Board of Directors shall have the power to fill all vacancies which may occur or in any manner arise or be created on the Board, even though no quorum remain at the time such vacancies are to be filled. Failure to elect directors on the day above specified shall not dissolve the corporation, but the directors then in office shall remain in office until their successors are elected and qualify. The board shall elect from their number a President and a secretary-treasurer; provided that the Board may dispense with any of said offices, or may combine any of them, or may elect such other officers (who need not be members of the Board, or stockholders) as they think proper or convenient for the carrying on of the Company's business, and they shall fix the salaries of all officers, agents and employees. At any meeting of the Board of Directors, any director absent from the meeting may be represented by any other director, who may cast the vote of the absent director according to the written instructions, either general or special, of said absent director. The Board of Directors shall have authority to make and establish, as well as alter and amend, all by-laws, rules and regulations necessary and proper for the support and management of the business and affairs of the corporation and not inconsistent with this charter; and they shall have power to authorize the borrowing of money and the issuance of notes and the execution of mortgages and pledges, and generally to do all things necessary or convenient for the proper carrying on of the business of the corporation. Until the general meeting of stockholders for election of directors to be held on the second Monday of July, 1919, or until their duly qualified successors are elected and installed, the Board of Directors shall be composed of: Terence Smith, P. O. Address, 317 Carondelet Street, New Orleans, La., William S. Smith, P. O. Address, 317 Carondelet Street, New Orleans, La.; and Leon J. Verges, P. O. Address, 730 Gravier Street, New Orleans, La. Of these, Terence Smith shall be President, and William S. Smith, Secretary-Treasurer.

ARTICLE VI.—This act of incorporation may be changed, modified or amended, or the corporation dissolved, by vote of two-thirds of the entire capital stock present or represented at a general meeting of the stockholders convened for such purpose, after previous notice shall have been given in the manner above required to be given of the annual meeting of the corporation.

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

ARTICLE VIII.—No stockholder shall ever be held liable or responsible for the contracts or faults of said corporation in any further sum than the unpaid balance due on the shares of stock owned by him, nor shall any mere informality in oragnization have the effect of renderng this charter null or of exposing any stockholder to any liability beyond the amount due on his stock. In order that this charter may serve as the original subscription list, the subscribers hereto have indicated opposite their respective signatures the number of shares of stock subscribed for by each of them. There is annexed hereto, to be read in connection herewith, an accurate, detailed and itemized description, giving amount, location, extent, character and state of improvement, together with a statement of values as appraised by the directors, of certain property to be conveyed to the corporation in satisfaction of certain subscriptions to its capital stock.

Thus done and passed at my office at New Orleans, Louisiana, on the day, month and year herein first above written, in the presence of Frank Starks and Marion Newman, competent witnesses, who have hereunto subscribed their names together with me, Notary, and the said apeparers, after due reading of the whole. Witnesses: Frank Starks, Marion Newman. (Original Signed)—Names omitted. WATTS K. LEVERICH, Notary Public.

I, the undersigned, Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the Act of Incorporation of the Putnam & Norman, Inc., was this day duly recorded in my office, in Book 1222, folio ——. New Orleans, Sept., 1918. (Signed) EMILE J. LEONARD, Dy. Rec.

A true copy. WATTS K. LEVERICH, Notary Public.
Oct. 3-10-17-24-31, Nov. 7

CHARTER OF NEW CENTRAL CANNING CO., INC.

United States of America, State of Louisiana, City of New Orleans. Be it known, that on this twenty-eighth day of the month of August, in the year one thousand, nine hundred and eighteen (1918), before me, Theodore Cotonio, 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 organizaion of corporations, and more particularly Act No. 267 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 agrements and stipulations following to-wit:

ARTICLE I.—The name and style of this corporation shall be: New Central Canning Co., Inc., and under that name it shall have and enjoy all the rights and 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; and 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 or 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. 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 formed and nature of the business to be carried on by it, are hereby declared to be: the manufacture and canning of all food products, vegetables and fruits of all kinds, and also the import and export of same; to buy, sell, deal and do other business connected therewith and necessary for the proper conduct of the business of said corporation.

ARTICLE IV.—The capital stock of this corporation is fixed at the sum of twenty thousand dollars ($20,000), divided into 200 shares of the par value of $100.00 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 the further sum of ($100,000), One Hundred Thousand Dollars, to be divided into shares of ($100.00), One Hundred Dollars each, provided such increase in the capital stock shall have been authorized by three-fourths of the stockholders at a meeting to be held for that purpose afer being duly notified in writing. No stock shall be sold by any stockholder until the same shall be offered for sale to the corporation which shall have the right to purchase the same and no transfer shall be made upon the books of the corporation until the stock has been so offered and declined. In the event of an increase of the capital stock the additional shares shall be first offered to the stockholders desirous to subscribe to such increase.

ARTICLE V.—All the corporate powers of this corporation shall be vested in, and the management and control of its affairs shall be exercised by a board of directors composed of four stockholders. A majority of the directors shall constitute a quorum for the transaction of all business. The directors shall be elected annually by a ballot on the second Thursday in January 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 thus elected shall continue in office for one year, or until their successors shall have been duly elected and qualified. No failure to elect shall be regarded as a forfeiture of this charter. Any vacancy occurring on said board shall be filled by the remaining directors for the unexpired term; the said board shall likewise elect the additional members in case they should determine to increase the number of said board. The said board of directors shall, at its first meeting after its election nominate out of its number a president, a vice-president, a secretary and a treasurer. Said board shall have the right to consolidate any two of said officers into one, or segregate said officers, as also their right to appoint and dismiss such clerks, managers and other employees of the corporation as conditions may justify or the business of the corporation may require. The tenure of office of all the employees of the corporation shall be during the pleasure of the board of directors.

ARTICLE VI.—No stockholder shall ever be held 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 stock owned by him.

ARTICLE VII.—This act of incorporation may be changed, modified or altered, or this corporation may be dissolved, with the assent of the stockholders owning two-thirds of all the stock of the corporation, at a general meeting convened for that purpose, after at least fifteen days written notice of this meeting has been given through mail, addressed to each stockholder, at his last kdown address. In case of dissolution by the expiration of this charter or otherwise, the stockholders shall elect three liquidators from among their number, to liquidate and settle the business and affairs of the corporation.

ARTICLE VIII.—Twenty thousand dollars have been subscribed to the capital stock of this corporation, as follows to-wit: Angelo Glorioso, 531 St Ann St., New Orleans, La., one hundred and fifty shares, $15,000.00; Joseph Cangelosi, 1124 Decatur St., New Orleans, La., thirty shares, $3,000.00; Dr. D. Merendino 1139 Bourbon St., New Orleans, La.; ten shares, $1,000.00. Gaetano De Majo, 1240 N. Claiborne Ave., New Orleans, La., ten shares, $1,000.00. Total $20,000.

ARTICLE IX.—Until the election to be held on the second Thursday in January, 1919, the following shall constitute the first board of directors, vjz: Angelo Glorioso, Joseph Cangelosi Dr. D. Merendino and Gaetano De Majo, of whom Angelo Glorioso shall act as president, Joseph Cangelosi Vice-President, and Dr. D. Merendino as Secretary.

Thus done and passed in my office at the City of New Orleans, on the day and date first above written, in the presence of John J. Wingrave and L. de Lacroix, both of this City, competent witnesses, who sign these presents with said appearers and me, Notary, after due reading of the whole.

Witnesses: John J. Wingrave L. de Lacroix. THEO. COTONIO, 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 New Central Canning Co., Inc., was this day duly recorded in my office, in Book 1227, folio 397. New Orleans, August 29, 1918 (Signed) EMILE J. LEONARD Dy. R. A true copy of the original. THEO. CONTONIO, Not. Pub.
-3-10-17-24-31. Nov. 7.

AMENDMENT TO CHARTER OF SCHUMERT-WARFIELD-WATSON, 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 September, 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, Meyer Samuel Dreifus, a Notary Public, in and for the Parish of Orleans, State of Louisiana, aforesaid, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared; Oscar Schumert, Vice-President, and J. B. Warfield, Secretary, and said appearers declared that at the meeting of the stock holders of Schumert-Warfield-Watson, Inc., held at the domicile of the Corporation, No. 411 Camp Street in the City of New Orleans, said meeting having been convened and held in accordance with the Charter of said Corporation, as passed before John P. Sullivan, Notary Public, on the 31st day of July, 1907, recorded in the Mortgage Office for the Parish of Orleans, Book 881, folio 173; said meeting being convened on the 16th day of September, 1918. It was the sense of said meeting, by motion regularly carried, that Article "1" of said Charter of said Corporation be amended and changed to read as follows:

ARTICLE I.—The name and title of this Corporation shall be "Schumert-Warfield-Buja, Inc.," and by that name it shall enjoy succession for the term of ninety-nine years from the date hereof, unless sooner dissolved. It shall have power to sue and be sued, to make and to use a corporate seal, to borrow money, to hold, purchase, lease, sell and hypothecate real and personal property; to make and appoint directors, managers and agents and to discharge them at pleasure; to establish such by-laws, rules and regulations for the management of the business and affairs of the Corporation as may be necessary, the same to alter at pleasure; also to make and issue bonds and other evidences of debt and to secure same by mortgage or otherwise.

Thus done and passed, in my notarial office, in the City of New Orleans, State of Louisiana, Parish of Orleans, the day, month and year first above written, in the presence of Marguerite G. Stein and Marx Pastal competent witnesses, who have signed these presents with the said appearers and me, Notary, after due reading of the whole. Witnesses: M. G. Stein, Marx Pastal. (Original signed) Oscar Schumert, J. B. Warfield. 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 Amendment of the Charter of Schumert-Warfield-Watson, Inc., was this day duly recorded in my office, in book 1222, folio ——. New Orleans, Sept. 18th, 1918.

(Signed) EMILE J. LEONARD, Dy. R.
A true copy.
MEYER S. DREIFUS, Notary Public.
Sept. 26-Oct.3-10-17-24-31.

CHARTER OF B. ROSENBERG & SONS, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, That on this second day of the month of October, in the year One Thousand Nine Hundred and Eighteen, before me, Charles Rosen, a Notary Public, duly commissioned and qualified, in and for the above Parish, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared; the several persons whose names are hereto subscribed, who severally declared that availing themselves of the laws of this State, relative to the organization of corporations in such cases made and provided, they do hereby constitute themselves, their associates, successors and assigns, a corporation for the objects and purposes, and under the conditions and stipulations of the following articles which they hereby adopt as their charter, to-wit:

ARTICLE I.—1. The name and title of said Corporation shall be B. Rosenberg & Sons, Inc. 2. Its period of duration shall be ninety-nine years from this date. 3. 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 name and employ such managers, directors,

officers, agents and other employees as the interest and convenience of the corporation may require; and 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 proper.

ARTICLE II.—1. The domicile of the Corporation shall be in the City of New Orleans, Parish of Orleans, State of Louisiana. 2. All citation and legal process shall be served on the President, or in case of his absence upon the Secretary-Treasurer.

ARTICLE III.—1. 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 the business of manufacturing, buying and selling, boots, shoes and accessories in this city or elsewhere, and to do any and all things connected therewith.

ARTICLE IV.—1. The capital stock of said Corporation is hereby fixed at One Million Five Hundred Thousand ($1,500,000.00) Dollars, consisting of Fifteen Thousand (15,000) shares of the par value of One Hundred Dollars ($100.00) per share, which said capital stock shall be divided as follows: 2. One Million Seventy-five Thousand ($1,075,000.00) Dollars thereof, consisting of Ten Thousand Seven Hundred Fifty (10,750) shares shall be common stock, and Four Hundred Twenty-Five Thousand ($425,000) Dollars, consisting of Four Thousand Two Hundred Fifty (4,250) shares shall be preferred stock. 3. Said common stock shall be divided into the following two classes: Eight Hundred Forty Seven Thousand, Five Hundred Dollars ($847,500.00), consisting of Eight Thousand Four Hundred Seventy-Five (8,475) shares shall be designated as Class "A" Common, and Two Hundred Twenty-Seven Thousand Five Hundred Dollars ($227,500.00) thereof, consisting of Two Thousand Two Hundred Seventy-Five (2,275) shares, shall be designated as Class "B" Common. 4. Said preferred stock, subject to the provisions hereinafter contained, shall be divided into the following two classes: Two Hundred Twenty-Five Thousand Dollars ($225,000.00) thereof, consisting of Two Thousand Two Hundred Fifty (2,250) shares, shall be designated as Class "A" Preferred, and Two Hundred Thousand ($200,000.00) Dollars thereof, consisting of Two Thousand (2,000) shares, shall be designated as Class "B" Preferred. 5. All of said preferred stock, both Class "A" and Class "B" preferred, shall be entitled by preference and priority, over all of said Common stock, to dividends in each and every year at the rate of Seven (7 per cent) per cent per annum, payable out of the profits or earned surplus, semi-annually on January 2nd and July 2nd of each year; said dividends shall be cumulative, limited to Seven per cent (7 per cent) per annum, and no dividends shall be paid on or set aside for the common stock until all the dividends on the preferred stock shall have been fully paid. Said preferred stock shall have no voting power so long as the dividends are not in default for more than one year; but when said dividends are not paid for more than one year, then said stock shall have a like voting power with the Common stock, that is, one vote for each share of stock, so long as said default continues. In the event of the dissolution or liquidation of the corporation, and in any distribution of the assets of said corporation, the par value of all the preferred stock, legally issued and outstanding, shall be paid to the holders thereof in full with all unpaid dividends before any payment shall be made to the holders of the common stock. 6. The holders of the common stock, both Class "A" and Class "B," shall be entitled, without priority the one over the other, to all of the dividends, as and when declared out of the net profits or earned surplus, after the payment of the agreed dividends on the Preferred stock. 7. In the event, of the dissolution or liquidation of the corporation, in the distribution of the assets of said corporaion among the stockholders, after the payment of the debts of the corporation, and the payment in full of the par value of all the preferred stock legally issued together with all accumulated dividends thereon the entire balance of the assets of said corporation shall be divided among the holders of all the common stock, both Class "A" and Class "B," legally issued, in proportion to their respective holdings, without priority of the one class over the other. 8. All voting rights of the corporation (except as herein or otherwise provided) shall be vested exclusively in the Common stock at all elections of directors or other meetings of the stockholders, except on questions relating to the liquidation and dissolution of this corporation, or the amendment of this charter, in which cases, the Preferred stock shall have a like voting power as the common stock, that is, one vote for each share of stock. 9. The Board of Directors may at any time, out of the profits or earned surplus of said business, retire all or any portion of Class "A" of the preferred stock, selected and designated by the Board of Directors upon giving to the registered holder or holders thereof thirty (30) days' written notice delivered in person or mailed to their address last given to the corporation, which notice and delay may be waived by any such stockholder, and paying to the holders of such stock so called in the par value thereof with all accumulated dividends and the agreed dividends provided in this charter up to the date of the redemption of said stock, after which the dividends on said stock shall cease; provided that if less than the whole of said Class "A" Preferred stock is retired, each outstanding certificate shall have the same pro rata thereof retired. 10. All or any portion of the preferred stock redeemed may be re-issued by the Board of Directors to such person or persons as said Board of Directors shall determine for not less than par, and said stock when so re-issued shall have all the rights and privileges and shall be subject to all the terms and conditions as the original stock; provided that none of the preferred stock of Class "A," after being retired, may be re-issued except as Class "B" preferred, whereupon it shall have all the rights and privileges, and be subject to all the terms and conditions of Class "B" preferred. 11. The Board of Directors may, after all of the stock of Class "A" preferred has been retired, retire out of the profits or earned surplus of said business all or any portion of Class "B" of the preferred stock, pro rata according to the total amount outstanding, whether original or re-issue, upon giving to the registered holder or holders thereof thirty (30) days' written notice delivered in person or mailed to their address last given to the corporation, which notice and delay may be waived by any such stockholder, and paying to the holders of said stock so called in the par value thereof with all accumulated dividends and the agreed dividends provided in this charter up to the date of the redemption of said stock, after which the dividends on said stock shall cease. 12. No shares of Class "B" of preferred stock may be sold, assigned, or disposed of by any holder thereof, without first offering it in writing for thirty (30) days to the corporation, at a price not to exceed its par value with all accumulated dividends and the dividends herein provided up to the date of purchase; and any sale or other disposition, pledge or other encumbrance of said stock shall be made subject to this provision of the charter. Said corporation is hereby authorized to purchase the same out of the profits or earned surplus, and to re-issue the same for not less than par, and said stock so re-issued shall have all the rights and privileges and be subject to all the terms and conditions of said class. If said corporation fails to exercise its rights to buy in said stock within said period, the holder thereof may make such other disposition of the stock as he desires. 13. No share of Class "B" of the common stock may be sold, assigned or disposed of by any holder thereof, without first offering it in writing for thirty (30) days' to the corporation at a price not to exceed the book value of said stock at the date of the last inventory, deducting dividends included therein which have already been paid, and adding interest on said value at Six (6 per cent) per cent per annum from said date up to the date of purchase. Any sale or other disposition, pledge or encumbrance of said stock shall be made subject to this provision of the charter. Said corporation is hereby authorized to purchase said stock out of the profits or earned surplus, and to re-issue same at not less than the price for which purchased, and when so issued said stock shall have all the rights and privileges and be subject to all the terms and conditions of the stock of said class. If said corporation fails to exercise its right to buy in said stock within said period, the holder thereof may make such other disposition of the stock as he desires. 14. Should the holder of any of Class "B" of the common stock die, or should such holder who is at the time of the issue to him of any such stock be at such time connected with the corporation as employee and such connection for any reason terminate or be terminated, the holders of said stock shall be required to sell his said common stock to the corporation at a price not to exceed the book value of said stock at the date of the last inventory, deducting dividends included therein which have already been paid and adding interest on said value at six (6 per cent) per cent per annum from said date to the date of purchase; provided said corporation shall accept and pay for the said stock within thirty (30) days from the tender thereof to the corporation by the estate of such deceased stockholder or by the stockholder whose connection with the corporation has terminated, after which said estate and said stockholder shall be free to make such other disposition of the stock as the legal representatives of such estate or as said stockholder whose connection with the corporation has terminated, may desire. 15. This corporation shall have the right to decrease its capital stock in the manner authorized by law, and in such event to pay off the retired stock from the capital and surplus of the corporation in accordance with

law and subject to the provisions of this charter. 16. Fifty per cent (50 per cent) of the total (which need not, however, be of each class) of the capital stock shall be subscribed before the filing of these articles of incorporation, and Fifty per cent (50 per cent) of all stock subscribed for must be paid for before the corporation engages in business, and the remainder within Twelve (12) months thereafter; but all stock subscribed for may be paid either in cash or property actually received by or labor done for the corporation in accordance with law. In payment of all or any portion of said stock, this corporation is authorized to acquire and take over any existing business, and this corporation shall hereafter have the right to acquire any existing business or property, and to issue its stock or any portion thereof for the value thereof in accordance with law. 17. The capital stock of the corporation may be increased to Two Million Five Hundred Thousand ($2,500,000.00) Dollars, that is, the preferred stock may be increased to Seven Hundred Fifty Thousand ($750,000.00) Dollars, all of such increase in the preferred to be Class "B," and the common stock to One Million Seven Hundred Fifty Thousand Dollars ($1,750,000.00), all of such increase in the common to be Class "B." 18. Separate stock books shall be kept for each of said Classes of stock, and no transfer of stock shall be binding on this corporation, except when made upon its books by the surrender of the outstanding certificate, and its proper endorsement by the owner or his constituted agent or legal representative.

ARTICLE V.—1. All the powers of this corporation shall be vested in and exercised by a Board of three directors, elected by the stockholders who are entitled to the voting power at the annual meeting which shall be held on the first Monday of October of each year, with the right of such stockholders to increase the number to not more than seven directors. Each of the directors shall own at least one share of Common stock in his own name. The first annual meeting shall be held on the first Monday of October 1919, until which time the officers and directors named in this charter shall continue to act, and until their successors are elected and qualified. At each annual meeting of said stockholders, the said stockholders shall elect as many of said directors as they shall desire, and should they elect less than seven, the directors shall have the power to increase their number to seven, by election at any meeting of the Board of Directors. 2. All vacancies in the Board of Directors may be filled by the remaining directors. Any director may be represented at any meeting by any other stockholder by written proxy. Immediately after, or as soon as practicable after, their own election, the directors elected by the stockholders shall elect a President, a Vice-President and a Secretary-Treasurer. The failure to hold the annual meeting and elect directors shall not affect this corporation nor impair its management, but the directors in office shall continue until their successors are elected. 3. The officers of this corporation shall consist of a President, a Vice-President, and a Secretary-Treasurer, but the stockholders or the directors may elect such other officers, agents, and employees as they deem proper, and may fix and determine the power and duties thereof. 4. The first Board of Directors and officers of this corporation and their post office addresses are as follows: Abraham Rosenberg, 7615 St. Charles Ave., New Orleans, La., President; Arthur R. Berry, 2248 Cambronne St., New Orleans, La., Vice-President; Nathan S Cohen, 2237 Peters Ave., New Orleans, La., Secretary-Treasurer. 5. The office of the Secretary-Treasurer may at any time be divided by the stockholders or the Board of Directors, and in such event, the Secretary need not be a member of the Board. 6. The Board of Directors may make, amend and repeal all by-laws for the regulation of the corporation not inconsistent with and subject to such by-laws, rules and regulations as may be made by the stockholders. 7. All elections by the stockholders shall be by ballot at the office of the company in accordance with such regulations as the Board of directors may determine, and at every such election, and at all meetings of the stockholders, each registered share of the stock entitled to vote at the date of such meeting or election, shall be entitled to one vote to be cast by the registered owner or his agent or representative by written proxy.

ARTICLE VI.—1. 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 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 all the stockholders. 2. In case of the dissolution of the corporation its affairs shall be liquidated by one or more liquidators elected by a majority vote of the stockholders with such powers, compensations and duties as the stockholders may determine.

ARTICLE VII.—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 his stock.

ARTICLE VIII.—There is annexed to these articles of incorporation, and to be read in connection therewith, an accurate, detailed, and itemized description of the property as to amount, location, extent, character, and state of improvement, together with a statement of its value as appraised by its directors, for the subscriptions to the capital stock of said corporation, consisting of property.

ARTICLE IX.—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 addresses, 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 herein first above written, in the presence of James M. Dillon and George Arthur Seaver, competent witnesses, of the full age of majority and residing in this city, who have hereunto signed their names with said appearers and me, Notary, after due reading of the whole.

(Original Signed) Abraham Rosenberg, 7615 St. Charles Ave., New Orleans, La., 7,450 shares, $745,000.00, Class "A" Common, 2250 shares, $225,000.00, Class "A" Preferred, 1000 shares, $100,000.00, Class "B" Common. Arthur R. Berry, 2248 Cambronne St., New Orleans, La., 15 shares, $1,500, Class "B" Common. Nathan S. Cohen, 2237 Peters Ave., New Orleans, La., 10 shares, $1,000.00 Class "B" Common. Witnesses: J. M. Dillon, G. A. Seaver. CHARLES ROSEN, 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 B. Rosenberg & Sons, Inc., was this day duly recorded in my office, in Book 1222, Folio 497. New Orleans, Oct. 3rd, 1918.
(Seal)
A true copy. CHARLES ROSEN, Notary Public.
(Signed) EMILE J. LEONARD, Dy. R.
Oct. 10-17-24-31, Nov. 7-14.

Platinum in Spain.

Platinum deposits in the south of Spain, in a mountainous region known as the Serrania de Ronda, are reported to be extensive. The 12 or 14 rivers of the district may profitably be dredged for platinum gravel for some years to come.

Trial by Ordeal.

If a theft takes place in a Japanese household, all servants are required to write a certain word with the same brush. The conscience is supposed to betray its workings in the waves of the ideographs written. Tracing an ideograph involves such an effort of muscular directness and undivided attention that this device often leads to the discover of the guilty party. The test is, at all events, more humane than the ordeal of boiling water, to which accused persons were formerly submitted in Japan.

The Bath Habit.

In the eighteenth century the bath was a season's event, and soap was almost a thing unknown. It was scarcely ever used, or at least infrequently. It was by no means indispensable as a toilet necessity. And most of us can recall the time, muses an exchange, when Saturday night was religiously dedicated to the weekly bath. That is why we all appreciate the story of the woman who wrote her friend: "We just moved into a new apartment. It has the cutest bathtub. I can hardly wait until Saturday night."

Learn When to Be Silent.

The union of good talker and listener is irresistible. Tact should teach us when to be silent. We have made progress when we realize that it is unnecessary to continually be explaining everything in detail. We flee from the statistical fiend, and the too personal "I" in conversation, personally reiterating the "I have done" and "I have not done"—an attitude significant perhaps of women's penchant for failing to grasp ideas in a large way.

The Parson's Reproof.

"Ordinarily I should hesitate to criticize one of my flock," said Parson Brown from the pulpit, as he glared reprovingly at the 400-pound member in the front pew, who had suddenly wakened from his little nap with a snort. "But, in the language of the father in the beautiful parable of the prodigal son, I feel like saying, 'Bring hither the fatted calf and kill it.'"

Original Source.

Examiner—"You are quite sure that this is a purely original composition you have handed in? I must say the wording sounds strangely familiar." Plagiarist—"Possibly you have run across some of the words in the dictionary."—Judge.

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