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CHARTER OF THE UTILITIES CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this eighth day of the month of October, 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, Henry P. Dart, Jr., a Notary Public, duly commissioned and qualified, in and for this City and the Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter and undersigned, personally came and appeared: the following persons, whose names are hereinafter subscribed, together with amounts of their respective subscriptions to the capital stock of the corporation to be formed, who severally declare that availing themselves of the provisions of the general laws of the State of Louisiana, relative to the organization of corporations, they have covenanted and agreed and do by these presents covenant and agree and bind and obligate themselves, as well as such other persons as may hereafter become associated with them or their successors to form and constitute themselves into a corporation and body politic and for the objects and purposes and other agreements and stipulations following, to-wit:

ARTICLE I.—The name and title of the corporation shall be the Utilities Co., Inc., and under its corporate name it shall have and enjoy existence and succession for the term of ninety-nine years from this date and all the rights, advantages and privileges granted by law to corporations, including the power to contract, sue and be sued in its corporate name; to make and use a corporate seal, and the same to break and alter at pleasure; to hold, receive, convey, mortgage, hypothecate and pledge property, real and personal to issue bonds, notes and other obligations; to have and employ managers, directors, officers, agents and other employees as the interests and convenience of the corporation may require; to make and establish such committees and to create such rules, regulations and by-laws for the corporation's management and control of the affairs of the corporation as may be deemed necessary and expedient.

ARTICLE II.—The domicile of this corporation shall be in the City of New Orleans, State of Louisiana and citation and other legal process shall be served upon the President or, in his absence or inability to act from any cause whatever, upon a Vice-President of the Secretary-Treasurer.

ARTICLE III.—The object and purposes of this corporation are to manufacture, compound, prepare or otherwise make, liquid soap solvents, polishes and cleaners, to sell same either at wholesale or retail, buy, sell and deal in chemicals, chemical compounds and chemically prepared proprietary articles; to engage in trade and commerce in all its forms, shapes and phases; to have, hold, acquire, possess, sell, let, alienate or transfer any and all offices, real estate, buildings and machinery necessary for the conduct of the business; to have, hold, acquire, possess, sell, let, alienate or transfer trade marks, patents and patent rights or copyrights, privileges and inventions; to hold stock in other corporations and bonds of the same and of the United States and of the State of Louisiana, and generally to do and perform all things needful, necessary, proper, or useful for the accomplishment of the purposes of the corporation, the whole in the State of Louisiana, the states territories and possessions of the United States and in foreign states and territories with the right to have offices and places of business and agents and representatives in any and all of the same.

ARTICLE IV.—The capital stock of this corporation is fixed at Fifty thousand dollars ($50,000), divided into twenty-five hundred shares of the par value of Twenty ($20) Dollars each, to be paid for in cash or in services actually rendered or in property purchased by the corporation. Twenty-five thousand dollars ($25,000) of said stock may be used in payment for the exclusive right to manufacture, compound or otherwise make the liquid soap solvent, known as Glas-Glos, according to the formula owned by Louis A. Block and protected by letters patent or copyright now pending in the Patent Office of the United States, together with the exclusive right to vend the same in the United States, territories and possessions and in foreign states and territories for a period of two years from date hereof; the value of the right so acquired and the option hereinafter granted being hereby appraised for the sum of Twenty-five thousand dollars ($25,000), and the Board of Directors is authorized to acquire said rights from the said Louis A. Block and in payment therefor, to issue certificates of stock for the amount of shares equal to the number of shares subscribed for by other subscribers or stockholders and thereafter in amounts so that he shall receive, as shares of stock are subscribed for by others a certificate for shares equal in number to the shares so subscribed; and the said Louis A. Block hereby grants an exclusive option to the lessee to purchase said formula and all trade names, trade marks, copy-rights and patents protecting said formula or trade name at the expiration of two years from date hereof at a price to be fixed and determined by a majority vote of the Board of Directors of said lessee after giving full and fair consideration to the value of said formula as may be evidenced by the business and profits of said lessee derived from the use of said formula during said period of two years, payable in capital stock of the lessee; should the price so determined be more than the unissued capital stock of the lessee, then this charter shall be amended and the capital stock increased to such sum as will enable the lessee (this company) to acquire full ownership of said formula, and pay for same in stock. The capital stock may be increased to One Million ($1,000,000.00) Dollars. The capital stock of this corporation is issued and held under the irrevocable agreement, contract and conditions that no sale or transfer of the stock shall be recognized by the corporation unless and until it shall have been first offered in writing to the corporation at the book value thereof as shown by the last audit of the books within six months of the offer for the use and benefit of other stockholders, who are hereby granted the absolute first right and privilege to purchase same at the price stated and to accept (which shall be in writing) and pay therefor within thirty days after such offer shall have been made. The right and the rights conferred in this Article of the Charter shall follow the stock into whatever hands it may go. Failure of the holder or possessor of the certificate of stock to produce or deliver same shall authorize the corporation to receive in trust the price thereof, to cancel such outstanding certificates on the books of the corporation and issue new certificates therefor. The stock so purchased shall be divided among the remaining stockholders as may be desired by them, and in default of agreement, in proportion to their several holdings and upon payment of the price thereof. This corporation shall be the agent of the stockholders especially empowered through its Board of Directors to enforce and carry out all of the foregoing provisions regarding stock in this corporation.

ARTICLE V.—All the corporate powers vested by law or this charter on corporations shall be exercised by the Board of Directors of this corporation, including the right to manage, control and direct the affairs of this corporation, the corporate policy, to sell the corporation or to merge it into another corporation and to take in payment of any such sale or merger, cash, bonds, notes or stock of the purchasing or merging corporation or of a new corporation created for the purpose without the necessity of referring either or any of said acts to the stockholders. The Board of Directors of this corporation shall be composed of five stockholders. The first board of Directors under this charter shall be Louis A. Block, N. J. Barrois, M. L. Smith, Hugues Fernandez and Benj. W. Kerman, with Louis A. Block as President, N. J. Barrios as first Vice-President, Hugues Fernandez as Second Vice-President and M. L. Smith as Secretary-Treasurer; they shall hold office until the first Monday of October, 1920, or until their successors are elected and qualified. Of the first Monday of October, 1920, and annually thereafter an election shall be held by the stockholders for a Board of Directors. Such election shall be preceded by fifteen days' written notice to the stockholders delivered in person or sent by mail to the last address known to at the office of the corporation at such hour stockholder shall have been registered with the Secretary. The election shall be held at the office of th corporation at such hour as may be fixed by the incumbent Board of Directors and under the supervision of one or more commissioners appointed by the same. In all elections for officers or directors or both, the cumulative form of voting stock shall prevail and the five persons receiving the highest number of votes cast at said election shall be declared elected, and the Board of Directors thus elected shall meet and organize as soon after said election as possible. A majority of the whole Board shall constitute a quorum, and directors absent or unable to attend may authorize Directors present to represent them by written proxy, filed with the Secretary and with all the powers such absentees could exercise if present in person. All routine business matters shall be decided by the majority vote of the quorum present at such meeting, but any matter or thing affecting the general policy, property or corporate rights of the corporation, or the election of officers shall be adopted only by the vote of the majority of stock held by the individual members of the whole Board of Directors and proper minute entries shall be made to show the same. At the first meeting after the election the Board of Directors shall elect a President and one or more Vice-Presidents, who shall be stockholders, and a

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Secretary and Treasurer, who need not be stockholders, and the latter offices may be combined by the Board in one person. The Board of Directors may establish by-laws, rules and regulations for the government of the corporation and may also create committees for the management of the several departments of its business, including an Executive Committee of not less than three members of the Board, which Committee shall be empowered to exercise all the functions of the Board of Directors during the recess of said Board, save those herein reserved for the full Board. Vacancies in the Board of Directors shall be filled by the remaining members thereof.

ARTICLE VI.—The power and right to declare dividends is vested exclusively in the Board of Directors, who are specially authorized to retain the profits and earnings for the use of the corporation in whole or in part, and for such time as in the judgment of said Board may be necessary by reason of the financial needs and requirements of the corporation or the emergency of the time. Such profits and earnings so withheld by the corporation shall be considered part of the corporate funds until the necessity and use of the same shall have been terminated by the action of the Board declaring dividends therefrom.

ARTICLE VII.—Any monies deposited with or loaned to the corporation by stockholders shall earn not exceeding six per cent. interest per annum, payable on dividend periods; the right is reserved in the Board of Directors to pay said money at any time when in its opinion the same is no longer needed by the corporation.

ARTICLE VIII.—This charter may be amended, altered or modified, or the capital stock increased or decreased, at a meeting of the stockholders duly called for that purpose, and in such manner as may be permitted by the laws of Louisiana now or hereafter enacted. This corporation may be dissolved in the manner provided by any law of Louisiana now or hereaiter enacted.

ARTICLE IX.—Upon the termination of the charter or upon the dissolution of the corporation, its affairs shall be liquidated in the manner provided by any law of Louisiana now or hereafter enacted.

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

ARTICLE XI.—Wherever notice is required by law or by this charter, the same may be given in writing delivered in person or sent to the last known address as is prescribed in Article V of this Charter, and twenty-four hours will be sufficient for all purposes except otherwise prescribed by law. Any notices required by law or by this charter may be waived by unanimous consent of the Board of Directors or the stockholders as the case may be, and such waiver shall be entered on the minutes of the meeting to which they apply.

Thus done and passed, in my notarial office, in the City of New Orleans, on the date aforesaid, in the presence of Louis J. Gelpi and Anna Morrell, competent witnesses, who have hereunto signed their names with the said parties, who have set out their addresses and the number of shares held by them, and me, Notary, after reading of the whole. (Original Signed) Louis Adrien Block, 1,250 shares, 6131 Catina St., New Orleans, La.; Mary L. Smith, 20 shares, 310 Taylor Ave., New Orleans, La.. N. J. Barrios, per L. A. Block, 50 shares, 6837 West End Blvd., New Orleans, La.; Hugues Fernandez, 201 Ringold St., New Orleans, La., 25 shares; Benj. W. Kernan, 25 shares, 1033 State St., New Orleans, La. Witnesses: Louis J. Gelpi, Anna Morrell. HENRY P. DART, Jr., Notary Public.

Recorded in the office of Recorder of Mortgages, for the Parish of Orleans, on October 15, 1918, in Book 1222, Folio ——.

I certify that the foregoing is a true and correct copy of the original on file in my office. HENRY P. DART, Jr., Notary Public.

Oct. 17-24-31; Nov. 7-14-21.

JUDGMENT.

State of Louisiana, Civil District Court for the Parish of Orleans.

I hereby certify, That on the 4th day of Sept., 1918, judgment was rendered in this Court in the following entitled suit, in the words and figures following, to-wit: No. 124,685, Division "A," Docket 5, Mr. and Mrs. Horace P. McLean versus Chandler C. Luzenberg, District Attorney.

This cause came on this day to be heard, upon petitioners application to change, alter and amend the name of their minor son Carey Henry McLean, to Leal Carey Henry McLean. Lawrence M. Janin, Attorney for petitioner. Chandler C. Luzenberg, District Attorney for the Parish of Orleans, representing the State of Louisiana.

When, after hearing pleading, evidence and counsel the Court being of opinion, for the reasons this day orally assigned, that the petitioners are entitled to the relief prayed for:

It is ordered, adjudged and decreed, that there be judgment herein authorizing Horace P. McLean, and Viola Carey, wife of said Horace P. McLean, the petitioners, to change, alter and amend the name of their minor child, Carey Henry McLean, to Leal Carey Henry McLean, which shall be the true and lawful name of their said minor son, after the publication of this judgment in the manner required by law;

It is further ordered, that all costs of this proceeding be paid by the petitioners. Judgment read and rendered in open court, Sept. 4th, 1918. Judgment signed in open court, Sept. 11th, 1918.

(Signed) E. K. SKINNER, Judge Civil District Court for the Parish of Orleans, Div. "C" acting for Div. "A."

In testimony whereof, I have hereunto set my hand and affixed the seal of the said Court, at the City of New Orleans, this 12th day of Sept., in the year of our Lord, one thousand, nine hundred and eighteen. J. GRIESHABER, Deputy Clerk.

Dec. 26.

CHARTER OF J. N. WOODDY BOX CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, That on this nineteenth day of the month of October, in the year One Thousand Nine Hundred 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 of the full age of majority, whose names are hereunto subscribed who declared that availing themselves of the laws of this State in such cases made and provided they do hereby form themselves their associates, successors and assigns into a corporation under the following articles and stipulations, which they hereby adopt as their charter, to-wit:

ARTICLE I.—The name of this corporation shall be J. N. Wooddy Box Co., Inc. Its period of duration shall be ninety-nine years from this date. 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 the 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 the Secretary-Treasurer.

ARTICLE III.—The objects and purposes for which this corporation is organized, and the nature of the business to be carried on by it, are hereby declared to be: To manufacture, buy, and sell paper boxes, wood boxes, paper bags, and receptacles and articles of all kinds made of paper, wood, or card-board, or other substance, and generally to do all things incidental to the foregoing purposes.

ARTICLE IV.—The amount of the capital stock is hereby declared to be Ten Thousand ($10,000.00) Dollars, consisting of one hundred (100) shares of the par value of One Hundred ($100.00) Dollars per share. Five Thousand ($5,000.00) Dollars of the capital stock shall be subscribed before the filing of the articles of incorporation, and shall be paid in cash before the Company commences business. The remainder of the stock shall be paid at such time in accordance with law as the Board of Directors shall prescribe. The amount to which the capital stock may be increased shall be Fifty Thousand ($50,000) Dollars. No stockholder shall sell or otherwise dispose of his stock without first offering it in writing for thirty (30) days through the Board of Directors to the other stockholders for its book value, and every sale or other disposition, pledge or other

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encumbrance of this stock shall be made subject to this provision of the charter.

ARTICLE V.—All the powers of this corporation shall be vested in and exercised by a Board of three (3) directors who shall be elected annually at a meeting of the stockholders held on the third Monday of October of each year. The stockholders or Board of Directors may at any time increase the number of directors to not more than five, and in such event elect such additional directors. The first annual meeting shall be held on the third Monday of October, 1919, until which time the directors named in this charter shall act or until their successors are elected and qualified. Immediately after each Board of Director is elected, or as soon as practicable thereafter, said Board shall elect from among their number a President, a Vice-President and a Secretary-Treasurer, and may from time to time elect such other officers, agents, and employees as they desire and may grant to each of them such powers as they deem proper. The first Board of Directors and officers of this Corporation with their Post-office addresses are as follows: Bernard Meyer, President, 4617 Prytania St., New Orleans, La; Julian N. Wooddy, Vice-President, 2339 Constance St., New Orleans, La.; Eugene A. Garcia, Secretary-Treasurer, 821 N. Rampart St., New Orleans, La. The Board of Directors may at any time separate the office of Secretary from that of Treasurer, in which case the Secretary need not be a member of the Board of Directors. All vacancies in the board from whatever cause arising may be filled by the remaining directors. Any member of the Board may appoint any stockholder his representative to act in his place and stead at any meetnig of the Board. The Board of Directors may make, amend and repeal all by-laws for the regulations of the Company not inconsistent with and subject to such by-laws, rules and regulations as may be made by the stockholders. All elections shall be by ballot at the office of the company in accordance with such regulation as the Board of Directors may determine, and at every such election and at all meetings of the stockholders each registered share of stock at the date of such election or meeting shall be entitled to one vote to be cast by the registered owner or his agent or representative by written proxy. The failure to elect directors at the annual meeting shall not dissolve or affect the corporation or impair its management in any respect, but the officers and directors in office shall remain in office until their successors are elected and qualified, and the election held as soon as practicable thereafter.

ARTICLE VI.—This act of incorporation may be modified, changed or altered, or said corporation may be dissolved, with the assent of two-thirds of the capital stock outstanding at a meeting of 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. 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 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. 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 James M. Dillon and George Arthur Seaver, 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: J. M. Dillon, G. A. Seaver. (Original Signed) Bernard Meyer, 4617 Prytania St., New Orleans, La., 20 shares; Joseph A. Malloy, Lake Charles, La., Per Bernard Meyer, 10 shares; Julian N. Wooddy, 2339 Constance St., New Orleans, La., 10 shares; Eugene A. Garcia, 821 N. Rampart St., New Orleans, La., 10 shares, per Julian N. Wooddy. 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 J. N. Wooddy Box Co., Inc., was this day duly recorded in my office, in Book 1222, Folio 534. New Orleans, October, 21st, 1918.

(Seal)

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

A true copy. CHARLES ROSEN, Notary Public.

Oct. 24-31; Nov. 7-14-21-28.

AMENDED CHARTER OF THE INTERSTATE ELECTRIC COMPANY.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, That on this eleventh 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, Arthur A. Moreno, a Notary Public, duly commissioned and qualified, in and for this city and the Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared: Percival Stern and Samuel Hellman, who declared that at a general meeting of the stockholders of the Interstate Electric Company, a corporation organized by an act passed before Joseph Lautenschlaeger, Notary Public, on May 1st, 1904, and amended by act passed before the undersigned Notary, February 20th, 1913, held at the office of the said Interstate Electric Company, on the 11th day of July, 1918, they were elected respectively president and secretary of the said stockholders meeting, as will appear by a certified copy of the minutes of said meeting annexed hereto for greater reference. And that the said Percival Stern as president and the said Samuel Hellman as secretary of the said stockholders' meeting, were authorized and empowered to appear before me for the purpose of amending the said charter of the Interstate Electric Company. And the said appearers, as president and as secretary respectively of the said stockholders' meeting and acting in said capacities and on behalf of said corporation by virtue of the authority conferred upon them at the general meeting of said stockholders, declared that Articles IV and V of the charter of the said Interstate Electric Company, passed before Joseph Lautenschlaeger, Notary Public, on the first day of May, 1904, and amended by act before the undersigned Notary, February 20th, 1913, has been changed, altered and amended to read in its entirety as follows:

ARTICLE IV.—The capital stock of this corporation is hereby fixed at $400,000.00, divided into four thousand shares (4000), of the par value of $100.00 each. Of the shares authorized fifteen hundred (1500) shares shall be preferred stock and twenty-five hundred (2500) shares shall be common stock. Each share of the common and preferred stock shall be entitled to one vote in person or by proxy at all meetings of stockholders. The terms, conditions, limitations and provisions upon which said preferred stock is issued are these: The holders thereof shall be entitled to receive out of the net profits a fixed cumulative dividend of eight per cent per annum on the 15th day of February of each year and the par value of said preferred stock, with cumulative 8 per cent dividends, and six per cent interest on arrears from the time they become due, shall be paid in full out of the assets of the company in preference to the common stock in the event of any liquidation of the Company whether through insolvency or the termination of its corporate existence or any other causes, before any distribution of capital shall be made to the holders of the common stock. The preferred stock, however, shall not be entitled to participate in any other or additional earnings or profit. Until the preferred stock has been retired no dividend shall be declared on the common stock, until all dividends and interest due on the preferred stock have been actually paid and unless there is earned during the previous fiscal year twice the amount of such dividend exclusive of all dividends paid on the preferred stock during the fiscal year. Five years after its issuance the company may retire any or all of the preferred stock by payment of the par value thereof, and accumulated dividends including a pro rata of the dividend for the current year and interest on dividends in arrears, if any, be due and shall retire the same by making a like payment, on sixty (60) days written demand being made on the Company to do so by any holder of the preferred stock. The company shall have the right to retire any or all of the preferred stock, at any time, before five years by making similar payment to the above and a bonus of 10 per cent on the par value of such stock. The preferred stock shall cease to earn dividends and interest from the day designated by the Company for the retirement of such stock.

ARTICLE V.—All the corporate powers of said corporation shall be vested in and exercised by the Board of Directors, to be composed of ten stockholders, to be elected annually on the first Monday in May of each year, except it be a holiday, then on the

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next succeeding day not a holiday, without the formality of notice of meeting to stockholders. All such elections shall be by ballot and conducted at the office of said corporation between the hours of eleven o'clock A. M., and three o'clock P. M., under the supervision of three commissioners, who shall be directors and appointed by the Board of Directors. Each share of the common and preferred stock shall be entitled to one vote to be cast in person or by proxy, and a majority of the votes cast shall elect. Said commissioners shall make their returns in writing to the secretary of the Company on the day of the election, or the following day, and upon receipt of said return the secretary shall notify the ten stockholders receiving the highest number of votes of their election. The directors thus elected shall meet on the second Monday in May following, at ten o'clock A. M., elect officers and transact business. Any vacancy occurring among the directors by death, resignation or otherwise, shall be filled by election for the remainder of the term of the board by the remaining directors. A failure to elect directors on the date above specified shall not dissolve the corporation, but the directors then in office shall remain in the office until their successors are elected and qualified. Five directors shall constitute a quorum for the transaction of business. The Board of Directors shall at their first meeting after each election, elect from their own number a president a vice-president a second vice-president and a secretary and treasurer and fix their salaries. The Board of Directors shall have the power either to combine or separate the office of secretary and treasurer and elect a person not a director to fill one of said offices. Said Board of Directors may appoint from time to time such superintendents officers, clerks or agents and other employees as they may deem necessary for the purpose and business of said corporation, who shall hold office at the pleasure of the Board. No employee shall be employed for a longer period than one month without special resolution of the Board of Directors. Said Board shall have full power and authority to acquire or sell property, real, personal or mixed and secure the same by mortgage or pledge, issue bonds, notes or other obligations for borrowed money or other indebtedness and secure the same by mortgage or pledge and generally to do all things reasonable and necessary for the proper carrying on of the business of the corporation. Each Director shall have authority to appoint in writing a proxy, who must be a stockholder to represent him at all meetings of the Board. And the said appearers moreover declared that in consequence of the foregoing and pursuant to the authority in them vested by the stockholders of said Company, they do hereby formally declare publicly and make known that in the manner prescribed by law and agreeably to the provisions of the charter of the said Interstate Electric Company, passed before Joseph Lautenschlaeger, Notary Public, has been changed, altered and amended as hereinabove set forth and written, and they do hereby direct and require that the above stated changes and amendments of the charter of the Interstate Electric Company be recorded and published in the manner prescribed by law, to the end that the said changes and amendments hereafter and at all times be as hereinabove set forth, as regards all persons that are now or may hereafter become stockholders of the aforesaid Company.

Thus done and passed at my office, in the City of New Orleans, on the day, month and year herein first above written in the presence of A. A. Hebert and T. O. Tugel, competent witnesses, who hereunto sign their names with the said appearers and me, Notary, after a reading of the whole. Witnesses: A. A. Hebert, T. O. Tugel. (Original Signed) P. Stern, President; Sam Hellman, Secretary-Treasurer. A. A. MORENO, 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 amendment of the charter of the Interstate Electric Company was this day duly recorded in my office in Book 1222, Folio 275. New Orleans, July 26, 1918. EMILE J. LEONARD, D. R.

A true copy, A. A. MORENO, Notary Public.

Oct. 10-17-24-31, Nov. 7-14.

AMENDMENT TO CHARTER OF THE HALE-MICHEL INSURANCE AGENCY, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this fourteenth day of October, in the year of our Lord, one thousand, nine hundred and eighteen (1918), before me, George Gustave Kronenberger, a Notary Public duly commissioned and qualified in and for the Parish of Orleans, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared: Guy Michel, of this city and of the lawful age of majority, the Secretary-Treasurer of The Hale-Michel Insurance Agency, Incorporated, a corporation domiciled in this city, created by an act before Pierre D. Olivier, Notary Public, on the 31st of March, 1914, recorded in the mortgage office of this Parish in book 1119, folio 719, and amended by an act before Pierre D. Olivier, Notary Public, on the 30th of November, 1914 recorded in the mortgage office in Book 1127, folio 627; who declared that by virtue of and pursuant to the provisions of the last Article or Paragraph of the above act of incorporation, and also pursuant to a resolution adopted by the stockholders thereof at a general meeting called for the purpose and held at its domicile, on the 10th of October, 1918, agreeably to the said provisions, authorizing and directing him to carry out the object of said resolution which provides for the amendment of Article or Paragraph one of said Charter, all of which is fully shown by a duly certified copy of said resolution hereto annexed. He does by these presents, in his said capacity for and in behalf of The Hale-Michel Insurance Agency, Incorporated, pursuant to the said resolution, declare Article or Paragraph one to be amended in the manner and to read as follows, to-wit:

Be it known, that on this 31st day of March, in the year of our Lord, One Thousand, Nine Hundred and Fourteen, before me, Pierre D. Olivier, a Notary Public, in and for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereafter named and undersigned, personally came and appeared, the undersigned parties, who declared that they do hereby form themselves into a corporation for the term of ninety-nine years from this date under the name of The Michel Insurance Agency, Inc., the domicile whereof shall be in the City of New Orleans, State of Louisiana, and its objects and purposes shall be to conduct and operate a general insurance business in all its branches, and to do and perform all acts incident or necessary thereto.

Thus done and passed in the city of New Orleans, in the presence of Louis R. Alba and Emile Seiber, competent witnesses who have signed with the appearer and me, Notary, after reading all of the whole.

Witnesses: Louis R. Alba, Emile Seiber. (Original signed) Guy Michel.

G. G. KRONENBERGER, 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 Hale-Michel Insurance Agency, Incorporated, was this day duly recorded in my office in Book 1222 folio 538. New Orleans, October 22nd, 1918.

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

I do hereby certify the above and foregoing to be a true and correct copy of the original act of amendment of The Hale-Michel Insurance Agency, Incorporated, together with the certificate of the Recorder of Mortgages thereto attached.

Witness my hand and seal, this 25th of October, 1918. G. G. KRONENBERGER, Notary Public.

Oct. 31-Nov. 7-14-21-28, Dec. 5.

CHARTER OF ROESNBERG REALTY CO., INC.

United States of America, State of Louisiana, Parish of Orleans. Be it known that on this the 2nd day of November, 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 title of said corporation shall me Rosenberg Realty Company, 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 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

CHARTERS.

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 his absence, upon the vice-president, or in the absence of both of these officers, upon the secretary of the corporation.

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 buy, sell, or otherwise acquire and alienate, real estate and lands in the State of Louisiana, or elsewhere, to lease and re-lease said real estate and lands, to mortgage and hypothecate the same, to subdivide same into building lots and to build upon and otherwise improve same, and to do a general real estate and land business; to exchange its entire capital stock, or any part thereof, for property which it is authorized to acquire, or to exchange its assets and business, in whole or in part, for money or stocks or bonds, or obligations of other companies, and to do any and all such acts and things as may or shall be necessary and proper to carry out said objects and purposes.

ARTICLE IV.—The capital stock of said corporation is hereby fixed at One Hundred and Twenty-One Thousand Six Hundred ($121,600.00) Dollars, divided into or represented by twelve hundred and sixteen (1216) 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 persons 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 of the purposes above stated, as in its judgment may seem fair and proper. Said capital stock may be increased to Two Hundred Thousand ($200,000.00) Dollars.

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 hold 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 other 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 so. 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 Abraham Rosenberg, post office address 215 Decatur St., New Orleans, Louisiana; J. Blanc Monroe, post office address 1424 Louisiana Ave., New Orleans, Louisiana, and Charles Rosen, post office address 12 Rosa Park, New Orleans, Louisiana. Of the foregoing, Abraham Rosenberg shall be president; Charles Rosen vice-president and J. Blanc Monroe 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 stockholders 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 the property and assets of the corporation, and to distribute the proceeds. In case of death, disability, or resignation, of one or more liquidators, the vacancy shall be filled by the survivor or survivors

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

ARTICLE IX.—There is annexed hereto an accurate detailed and itemized description of certain property being certain real estate and improvements in the city of New Orleans, Orleans Parish Louisiana, which is to be conveyed to the corporation in payment of certain subscriptions for 1216 shares of its capital stock, showing the amount, location, extent, character and state of improvement of said land, together with its improvements as appraised by the directors of this corporation. And in order that this charter may serve as the original subscription list, the subscribers hereto have indicated opposite their respective signatures the subscription of shares of stock subscribed by each of them.

Thus done and passed at my office in the city of New Orleans, Louisiana, on the day, month and year above written, in the presence of Vera H. Thaller, and Hazel Abbott, witnesses, who have hereunto subscribed their names, together with me, Notary, and said appearers, after due reading of the whole. Witnesses: Vera H. Thaller, Hazel Abbott. 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 Rosenberg Realty Company, Inc., was this day duly recorded in my office in Book 1222, Folio ——. New Orleans, La., November 4th, 1918. EMILE J. LEONARD, Dy. R.

I hereby certify the foregoing is a true and correct copy of the original.

WATTS K. LEVERICH, Notary Public.

Nov. 7-14-21-28; Dec. 5-12.

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