Announcing an Important Display of

SPRING MILLINERY

La Mode is always interested in telling about her whims in Millinery and this Spring she is especially anxious to make known to Holmes patrons the latest whisperings of her style secrets.

Small Rough Straw Turbans Are Especially Favored.

They insist on flower-covered crowns, too!

A Black Rough Straw Turban has a fruit-colored crown and a band of green velvet ending in a bow to the side back. Price **16.00**

Bunches of **Grapes** encircle a **Blue Turban** **17.50**

A Brilliant Red Straw Turban is covered with wild flowers on top and shows a red velvet ribbon at the back **22.00**

Henna does not neglect this small turban style, for it favors one model with its colorful self and depends on a bed of nasturtiums to top it off **16.00**

A Brown Rough Straw Turban sports wheat and cherries of its own color all over its surface **15.00**

A Red Turban combines rough and fine straw on which a bunch of cherries bow merrily opposite a red velvet bow **15.00**

A Black Turban features an American Beauty velvet band and roses stream over its crown, while a **Blue Turban** shows cornflowers and grapes in abundance. Either model **20.00**

Alice Blue Velvet winds its way along the crown of a **Black Straw Turban** and forms a border for the flower garden which blooms atop of it all . **25.00**

Directoire Styles With Quaint Short Backs Are Also Predicted. They'll soon arrive to take their place in our display.

Large Picture Shapes in Georgette and Straw answer the call for shading from summer suns.

Airy-Fairy Arrangements of Tulle and Jet never lose ascendency for dinner hats, says La Mode, and then she speaks of the fawn or dusk shades which everyone is going to wear in some form or other.

But each day one sees new interpretations of these enchanting Millinery fashions for Spring 1919; so come and enjoy the colorful sight in

Holmes Millinery Salon—Second Floor

D. H. Holmes Co.

Paris, New York, Berlin, London and Florence. LIMITED Established April 2, 1842.

There is Permanent Pleasure in a Piano From DUGAN'S

The adage about the building of Rome applies to the making of the instruments you will find here.

Our written guarantee, **"Your money's worth or your money back,"** proves that we stand behind our product because we **know** what we are selling.

Dugan Piano Company MASON & HAMLIN PIANOS 540 - 542 BARONNE STREET

Successors to Cable Piano Co.

Sick at Night?

¶ When you are in need of Medicine, we want you to know that we are

"ON THE JOB DAY AND NIGHT"

Call us up any time—we have two registered pharmacists, one of whom may always be found at our place of business, any hour of the night.

¶ We use the double check system in handling our prescriptions—the system that makes error impossible.

¶ Our delivery system can not be surpassed—we keep it going day and night.

"You get what you ask for"

CALDERARO'S PHARMACY

(Successor to Peter Rupp)

Cor. Bermuda, Eliza and Verret Sts.

ENJOYABLE EVENING.

Last Tuesday, February the 4th., a jolly crowd gathered at the home of Miss Marion Holle, in Coliseum Street, for the purpose of bidding farewell to Mrs. E. Parre, who is to leave for Cuba, to visit relatives there. Dancing was indulged in until a late hour and delicious refreshments were served in abundance.

Those who participated in making this evening a most enjoyable one were: Misses Mildred Brauner, Marguerite Holle, Carlotte Broker, Thelma Bulger, May O. Brauner, Hazel Bulger, Louise Palliser, Marie Holle. Messrs. George Schanzbach, David Myers, Frank Faye, Edmund C. Moore, George Holle, Edward Parra, Eustice Moore, J. Burns, Mrs. B. Holle, Mr. and Mrs. E. Parra, and Mrs. B. Parra.

ALGIERS BOY HAS NOVEL EXPERIENCE.

Roland Gayaut of the U. S. S. "Aphrodite," writing from Wilhelmshaven, Germany, tells his people of a novel experience. While engaged in sinking floating mines in the North Sea off the German Coast, the vessel struck a mine which blew the stern into bits. They were able to reach port, however, without assistance, although the U. S. S. Harvard, was close by to pick them up if necessary. Roland expects to be at the Kiel Canal shortly.

PYTHIAN LODGES INSTALL OFFICERS.

Algiers Pythians had an interesting meeting Monday night at Castle Hall, in Bermuda street, when officers of both Crescent and Virginia lodges were installed by Charles Hawkins, grand vice chancellor. Other grand oficers and members of the Pythian Boosters' Club attended and stirring talks were made. A spread was enjoyed, with Ben Mendelson, past grand chancellor, as master of ceremonies.

BURGLARS MAKE HAUL.

Burglars got considerable booty when they broke into the dry goods store of Botnick and Dreyfus, Opelousas avenue and Teche streets, some time between 10 o'clock Saturday night and 7 o'clock Sunday morning. They took a large quantity of wearing apparel, shoes, etc., as well as a Masonic ring, which they found in a safe the door of which had been left opened. However, they overlooked $500 worth of Liberty Bonds and $25 worth of war savings stamps, which were in the same safe. They attempted to break open another safe, but got no further than smashing the combination. Entrance was gained through a transome, which they reached by climbing to the top of a shed. A collar bearing finger marks is the only clue obtained by the police that may lead to an arrest

MIDWIVES GRANTED LICENSES.

Having completed the course prescribed by the medical department of Loyola University and having passed the state Medical Board's examination, the following women last week were granted licenses to practice midwifery in Louisiana. Mesdames Claudia Saules, Elizabeth Hotard, J. J. Lips, Natalie Schmidt, Edna Mayo, Singar, Olivia Ponti and Miss Catherine Hughes. Owing to the fact that the women have been nursing during the influenza epidemic, there was no public exercises when the diplomas were awarded last week.

During the week the class of 1918 together with Miss Mary C. Gillespie and Mesdames Anita Bader and Nina Haggerty, the first graduates in the course, organized the Loyola's Maternity Guild for the purpose of cooperating with the physicians. It is planned to have monthly lectures by members of the faculty of the university to give the members an apportunity to keep in touch with the advances made in their profession.

Mesdames Hotard and Ponti are from our town.

CIVIL DISTRICT COURT.

Mrs. Albertha Fisher etc vs. Wm. R. Douglas, et al, $96.69 damages.

REAL ESTATE TRANSFERS.

Mrs. Clemence Duvic Hulse to Joseph Koenig, lot, Bermuda, Delaronde, Pelican Avenue and Seguin, $3,250, terms.

Mrs. Mary E. Casey to Mrs. Ruby Walsh Fox, lot, Alix. Olivier, Verret and Eliza, $1,500, terms.

Adolph Deutshle to Abraham Daigle, lot, Elmira, Pacific, Slidell and Homer, $600, cash.

August Gaspard to Joseph L. Blum, lot, Webster, Opelousas, Slidell Ave., and ———Ave., $250, cash.

John A. Barrett to Antonino Estalote, portion Patterson, Thayer, Pacific and Elmira, $370, cash.

CONVENTIONAL MORTGAGE.

Wm. L. Habighorst to B. N. Hocke, $900, lot, Sumner, Slidell, the Olivier Land Co., and Homer.

COURT OF APPEALS.

Geo. Lecourt vs. J. C. Aucoin, continued indefinitely.

REMOVES PHARMACY.

Schaff's Pharmacy has changed locations from near the Naval Station to corner of Bouny and Alix Streets. Mr. Schaff came here some time ago and first opened his place near Nelson Street and the Marine Barracks, but opportunities offered themselves in his present location and he now bids for the trade in this section. Mr. Schaff is a fine fellow and will be pleased to meet you.

WEDDING BELLS.

HANTEL-NEWMAN.

On Saturday, February 8th., at 7 p. m., Miss Hilda Hantel and Mr. Louis Newman were quietly married by Rev. W. H. Hafner. The attendants were Miss Sadie Scherburne and Mr. A. Hulett. After the ceremony, the bridal party enjoyed a supper and then went to theatre. They were the recepients of many handsome gifts. The bride is the daughter of Chas. Hantel and is very popular here. The young couple are at home to their friends in Pelican Ave.

CABIBI-HYNES.

On last Thursday night, Mr. Fred Hynes and Miss Agnes Cabibi were married in St. eBrnard parish. After the ceremony, Mr. and Mrs. Hynes left for Alexandria, where they will make their future home.

FIRST AID TO BE TAUGHT.

High Shools To Give One Hour Weekly.

A course in first aid will be introduced in New Orleans high schools with the beginning of the new school term February 17.

In each of the high schools one period a week will be devoted to the study of first aid. Physical training instructors will have charge of the course in the different schools.

ALL POSTMASTERS TO CASH W. S. S.

Acting on instruction from Secretary Carter Glass, of the Treasury Department, Postmaster Charles Janvier Thursday evening issued a bulletin to the effect that no one except a postmaster is authorized to cash War Savings Stamps.

All persons are warned not to make offers to buy privately owned War Saving stamps, or accept them in trade.

Persons wishing to convert their stamps into cash can do so within ten days through a postmaster.

CHARTER.

CHARTER OF BAUER CHEMICAL COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this third day of the month of February, in the year of our Lord, one thousand nine hundred and nineteen, and of the Independence of the United States of America, the one hundred and forty-third; Before me, Benjamin Y. Wolf, a Notary Public, duly commissioned and qualified in and for the parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared, the parties, whose names are hereunto subscribed, all of full age and residents of the City of New Orleans, State of Louisiana, who declared that, availing themselves of the provisions of the laws of this State relative to the formation of corporations, they have covenanted and agreed, and by these presents, covenant and agree, and bind themselves, as well as such other persons, as may hereafter become associated with them, to form and constitute a corporation and body politic in law, for the purposes and objects and under the stipulations and articles following, to-wit:

ARTICLE I.—The name of the said corporation shall be Bauer Chemical Company, Inc.

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

1. To acquire and take over from Jack Bauer of New Orleans, the recipes and formulas for and information as to the processes of manufacturing and preparing and the right to prepare, manufacture and deal in the proprietary articles and medicines owned by the said Jack Bauer, together with the trade names, trademarks owned by said Bauer.

2. To buy, sell, refine, prepare, manufacture, manipulate, import, export and deal in and with all substances, materials, apparatus and things capable of being used in connection with the preparation and manufacture of the articles and remedies, which this Company may become entitled to prepare and manufacture and to construct and maintain plants, factories and laboratories suitable or convenient for the purposes of the Company.

3. To buy, sell, manufacture, and deal in chemical, pharmaceutical, medicinal and other preparations and chemicals.

ARTICLE III.—The capital stock of the said corporation shall be fifty thousand dollars, divided into and represented by two thousand shares of twenty-five dollars each, payable in cash, property or for services rendered. The capital stock may be increased to one hundred thousand dollars. The corporation shall commence doing business as soon as the capital stock shall have been subscribed for.

ARTICLE IV.—The domicile of the said corporation shall be in the City of New Orleans, State of Louisiana. The president, or in his absence, the vice-president, shall be the proper person upon whom citation or other legal process shall be served. Said corporation, unless sooner dissolved, shall exist and continue for the period of ninety-nine years from and after date hereof.

ARTICLE V.—All corporate powers shall be vested in a board of three directors. The first board of directors shall consist of Jack Bauer, postoffice address, Audubon Building, New Orleans, who shall be president, Otto Sizeler, postoffice address, Audubon Building, New Orleans, who shall be vice-president, and Mrs. Estelle Hubbard, widow by first marriage of Ernest Wingfield, and widow by second marriage of Jac. J. King, who shall be secretary and treasurer. Said board shall continue in office until January 2, 1920, on which date, and thereafter annually, a board of directors shall be elected on the second of January of each year, unless the same shall be a legal holiday, when the election shall be held on the next legal day thereafter. After each election, the board of directors shall elect from their number the officers of the Company. The said board is further authorized to frame and adopt such by-laws, rules and regulations as the affairs and business of the corporation may require, and as it may deem necessary for the conducting and management thereof.

ARTICLE VI.—This charter may be amended and the capital stock of this corporation may be increased or decreased, or the corpoartion may be dissolved in the manner and method provided by law.

ARTICLE VII.—No stockholder of this corporation shall ever be held liable or responsible for the contracts or faults of this corporation in any further sum than the unpaid balance on the stock for which he has subscribed, nor shall any mere informality in organization have the effect of rendering

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this charter null or of exposing a stockholder to any liability that as above provided.

ARTICLE VIII.—Whenever this corporation shall be dissolved, whether by limitation or from any other cause, the affairs thereof shall be liquidated by three stockholders to be elected and qualified in the manner provided by law. And they shall continue in office until the affairs of the corporation shall have been fully settled and liquidated. In case of the death of one of the liquidators, or his refusal or inability to serve, the remaining liquidators may themselves proceed with all the power and authority vested in the full membership.

ARTICLE IX.—The entire capital stock of this corporation, with the exception of two shares of stock of the corporation, are to be issued to Jack Bauer for advertising matter, electrotypes, and formulas, an accurate, detailed and itemized description of such property as to amount, location, extent and statement of improvement, together with a statement of its value as appraised by the directors is annexed to these articles of incorporation. And the signers hereto declare that they have affixed opposite their names, the number of shares subscribed by them, and they hereby declare this to be their subscription list.

Thus done and passed, at my Notarial office, in the City of New Orleans, on the day, month and year herein first above written in the presence of Hubert M. Ansley and Ephraim Thaller, competent witnesses, of lawful age and residents of this City, who hereunto sign their names, together with the said parties and me, notary, after due reading of the whole.

Witnesses: Hubert M. Ansley, E. Thaller. (Original Signed) Jack Bauer, 1998 shares; Otto Sizeler, 1 share; Mrs. J. J. King, 1 share.

BENJAMIN Y. WOLF,
Notary Public.

State of Louisiana, Parish of Orleans.

Jack Bauer and Mrs. Estelle Hubbard, widow by first marriage of Ernest Wingfield, and by second marriage of Jac. J. King, having first been duly sworn, depose and say. That they are two of the incorporators of Bauer Chemical Company, Inc., and that all of the stock of said corporation has been subscribed for.

Sworn to and subscribed before me this third day of February, 1919.

Mrs. J. J. King, Jack Bauer.
(Seal)

BENJAMIN Y. WOLF,
Notary Public.

Accurate detailed and itemized description of advertising matter ,electrotypes and formulas, as to amount, character, location, extent and state of improvement.

Advertising matter, Cartoons	$ 500.00
Electrotypes	400.00
Printed Envelopes for Packing	25.00
Metal Signs	200.00
Transparent Signs	500.00
Formulas and Receipts for "Eperdin" a Liquid Mouth Wash	25,000.00
Formulas and Recipes for Spee—D, Preparation for Foot	25,000.00
	$51,625.00

The Board of Directors appraise the above items at fifty thousand dollars, and for same stock, amounting to $49,950.00 is issued to Jack Bauer.

We, the Board of Directors of Bauer Chemical Company, Inc., appraise the above items at fifty thousand dollars.

(Signed) Otto Sizeler, Mrs. J. J. King, Jack Bauer.

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 Bauer Chemical Company, Inc. was this day duly recorded in my office in Book 1228, Folio 4. New Orleans, February 5th, 1919.

(Signed) EMILE J. LEONARD, Dy. R.
A true copy.

BENJAMIN Y. WOLF,
Notary Public.

Feb. 13-20-27; March 6-13-20.

CHARTER OF SOUTHERN DEVELOPMENT COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this 28th day of the month of January, in the year of our Lord, one thousand nine hundred and nineteen, and of the independence of the United States of America, the one hundred and forty third. Before me, William J. Guste, a Notary Public, duly commissioned and qualified in and for the Parish of Orleans, State of Louisiana, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, all of full age, who severally declared to me, Notary, that availing themselves of the laws of this State relative to the organization of corporations, they have covenanted and agreed and by these presents do covenant and agree and bind themselves as well as all such other persons as may hereafter become associated with them to form a corporation for the objects and purposes and under the articles and stipulations following, which they hereby adopt as their charter, to-wit:

ARTICLE I.—The name of this corporation shall be Southern Development Company, Inc., and under its corporate name, it shall have power and authority to have and enjoy corporate existence for a period of ninety nine years from date hereof unless sooner dissolved by liquidation or otherwise. It shall have power to contract, to sue and be sued, to make and use a corporate seal and to alter and break the same at pleasure; to purchase, receive, lease, hold, or otherwise acquire and convey as well as mortgage and hypothecate under its corporate name, property, real, personal and mixed, corporeal and incorporeal; to borrow money and make and issue bonds and other evidences of indebtedness, and if desired, to secure the same by mortgage and otherwise; to buy and hold stock in other companies incident to the objects and purposes or the expansion of the business interest of the corporation; to name, elect and appoint such managers, agents, directors and officers 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 its proper government as may be deemed necessary and proper, and generally to do any and all things incident to or necessary and proper for the interest of the business of the corporation.

ARTICLE II.—The domicile of this corporation shall be in the City of New Orleans, in the State of Louisiana and all citation and other legal process shall be served upon the President of the Corporation and in the event of his absence upon the Secretary-Treasurer.

ARTICLE III.—The objects and purposes for which this corporation is established and the nature of the business to be carried on by it are declared to be as follows: To acquire by purchase or otherwise to build; erect, establish or construct upon; to cultivate and develop, to lease, rent, mortgage, pledge, sell and alienate, to utilize, enjoy and improve, and generally to deal in real estate and lands of every character and description together with all rights, ways, privileges and improvements thereon, situated or thereunto appertaining. To conduct and carry on such other business as may be found necessary or convenient for properly affectuating the aforesaid privileges or enhancing the value of the properties, rights and privileges of said corporation.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of Six Thousand ($6,000.00) Dollars, and shall be divided into and represented by sixty (60) shares of the par value of $100.00 each. The said stock shall be paid for in cash or its equivalent, as provided by law and in such manner and at such times and in such installments as may be prescribed by the Board of Directors. This corporation shall become a going concern and shall be authorized to commence business when three thousand ($3,000.00) dollars has in fact been subscribed and paid for in cash or its equivalent as provided by law.

ARTICLE V.—The capital stock of this corporation may be increased to the sum of Fifty Thousand ($50,000.00) Dollars by a two-third vote of all the stock at a special meeting called for that purpose or at a regular annual meeting of the corporation.

ARTICLE VI.—All certificates of stock

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issued by the Company shall be signed by the President and countersigned by the Vice-President, or if authorized by resolution of the Board of Directors ,shall be signed by the President and countersigned by the Secretary-Treasurer. The stock of this corporation can be transferred only on the books of the corporation and subject to such regulations and formalities as may be by the Board of Directors from time to time prescribed. No stockholder shall be permitted to sell or otherwise dispose of his stock without first offering the same in writing to the other stockholders through the Board of Directors at a price not exceeding the book value thereof, and the stockholders shall have an option and first right to purchase all the shares of stock to be thus disposed of by sale or by the death, resignation or otherwise of any of the stockholders of the corporation, and shall have a period of ten days in which to accept or decline such offer of stock. Should the Board of Directors or the stockholders decline to purchase the said stock, then the stockholder or stockholders who made the offer to sell or otherwise dispose of his stock may sell or otherwise dispose of it in any manner and at any price that he or they may see fit. But each share of stock is issued under the condition and understanding that no stockholder shall make a sale or transfer of his stock in violation of this provision, and such sale or transfer, if made, shall be void, and this company shall be under no obligation to list said stock on its books or to regard the holder of the certificate thereof.

ARTICLE VII.—The corporate powers of this corporation shall be vested in and exercised by a Board of Directors composed of three stockholders, two of whom shall constitute a quorum for the transaction of business. The directors of this corporation may vote in person or by written proxy at any of the meetings of the Board of Directors; and the Board of Directors may delegate any of its powers to any officer or officers or any other representative of the Company by appropriate resolution to that effect. The first Board of Directors of this corporation shall be composed of the following: Alvin E. Johnson, August Kraemer, Joseph Lee Rhodes, all residents in the City of New Orleans, State of Louisiana, and they shall be the officers of the Company as follows: Alvin E. Johnson, President; August Kraemer, Vice-President; Joseph Lee Rhodes, Secretary-Treasurer, and they shall serve until the second Wednesday in January, 1920, or until their Successors are elected and qualified. The Directors shall be elected annually by the stockholders at a meeting held on the second Wednesday in January in each year thereafter. Notice of such meeting shall be given ten days prior to the date of the meeting, in writing and sent to each stockholder at his last known address. Each stockholder shall at such annual meeting or other meetings general or special, be entitled in person or by proxy to one vote for each share of stock owned by him. Elections shall be held under such rules and regulations as may from time to time be determined by the Board of Directors. The Directors when elected shall hold office for one year or until their successors shall have been elected and qualified and failure to hold the annual meeting of stockholders or to elect annually the Directors shall not operate the forfeiture of this charter or any rights thereunder.

ARTICLE VIII.—This charter or act of incorporation may be changed, modified, altered or amended by and with the consent of two-thirds of all the stock present at any meeting, general or special, held for that purpose; and such amendments may be material or immaterial subject only to limitations as may be by law provided; and this corporation shall have the power to increase or decrease its capital stock as hereinbefore set out and any increase in capital stock in excess of the amount named herein as the amount to which it may be increased, may be made by a three-fourths vote of all outstanding stock.

ARTICLE IX.—Notice of any and all meetings referred to in this charter or required by law, shall be given in the manner provided for, giving notices in case of elections, unless the same shall have been waived.

ARTICLE X.—In case of dissolution, liquidation or termination of this charter, by limitation or otherwise, the affairs of the corporation shall be liquidated by one or more liquidators elected by the stockholders, who may provide the number of said liquidators, and vest them with such power and authority as may by law be permitted; fix the terms and conditions upon which they shall serve, and their compensation, and provide that in case of death or disability of any one of said liquidators, the remaining liquidators may fill the vacancy or continue to act on behalf of the corporation.

ARTICLE XI.—No stockholder shall be liable or responsible for any costs, contracts, debts or faults of the corporation, or of any of its officers, nor shall any mere informality in organization have the effect of rendering this charter null and void, or of exposing any stockholders to any liability beyond the unpaid balance due on the stock held by him.

ARTICLE XII.—The subscribers hereto have written opposite their names, the number of shares subscribed by each of them, and their post office addresses, so that this Charter may serve as the subscription list of the corporation; all of which subscriptions are payable in the manner and form set out herein.

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 Morris B. Redmann and Paul E. Chasez, competent witnesses, who have hereunto signed their names with the said appearers and me, said Notary, after due reading of the whole.

Witnesses: Morris B. Redmann, Paul E. Chasez.

(Original Signed) Alvin E. Johnson, 5 shares, 304 N. O. Nat. Bank Bldg.; August Kramer, 10 shares, 818 N. Rocheblave St.; Joseph Lee Rhodes, 10 shares, 304 N. O. Nat. Bank Bldg.; Otto Olsom, 5 shares, 621 N. Dorgenois.

WILLIAM J. GUSTE,
Notary Public.

I hereby certify the above and foregoing to be a true and correct copy of the original on file in the records of my office.

New Orleans, La., January 29, 1919.

WILLIAM J. GUSTE,
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 Southern Development Company, Inc., was this day duly recorded in my office in Book 1222, Folio 780.

New Orleans, La., January 29th, 1919.

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

Feb. 6-13-20-Mch. 6-13.

ACT OF INCORPORATION OF ROTHSCHMITT BROS. BAKING CO., INC.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this, the 28th day of the month of January, 1919, and of the Independence of the United States of America the one hundred and forty-third. Before me, Charles F. Fletchinger, Notary Public, duly commissioned and qualified in and for the City, Parish and State aforesaid, 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 procisions of the laws of this State relative to the formation and organization of corporations, they have covenanted and agreed, and do, by these presents, covenant, agree and bind themselves, as well as those who may hereafter become associated with them, to form themselves into a corporation for the objects and purposes with the name and under the stipulations following, to-wit:

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

ARTICLE II.—The domicile of this corporation shall be in the City of New Orleans, State of Louisiana, and all citations and other legal processes shall be served upon the President or in event of his absence or inability to act, then upon any other officer or agent of the corporation, as provided by the laws of this State.

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 acquire the business, property and assets of the firm of Rothschmitt Bros., in the City of New Orleans and to engage in the business of manufacturing bread, pies, cakes and other confections, and to buy, sell and generally to deal in such manufactured articles, either at wholesale or retail; to acquire, own and operate in the City of New Orleans one or more bakeries and other establishments for the manufacture, sale and distribution of its products and, generally, to do and perform all things incidental or germane to the objects and purposes hereinbefore expressed.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of Twenty Thousand ($20,000) Dollars, divided into and represented by two hundred (200) shares of the par value of One Hundred Dol-

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lars each, all of which shall be common stock, and the amount to which the capital stock may be increased is hereby fixed at the sum of Fifty Thousand Dollars; the said stock shall be issued only for cash or in payment of property or services actually received by or rendered to said corporation; said stock shall be fully paid for at the time of its issuance and thereafter be non-assessable. The parties hereto hereby subscribe for the number of shares of said capital stock set opposite their respective signatures hereto, so that this act of incorporation shall also serve as an original subscription; that, as will appear from their subscriptions, Philip Rothschmitt and Peter Rothschmitz have each subscribed for fifty shares of said capital stock and which shall be paid for by the conveyance and transfer by them, with full warranty of title to the corporation, of the business, property and good will of the firm of Rothschmitt Bros., of which they are the sole members; a particular description of the property to be conveyed with the valuation thereof is attached to and made part of this Act of Incorporation for future reference.

No present or future stockholders shall ever validly sell, assign, or transfer, other than by inheritance, any of the capital stock of this corporation until the same shall have been first offered to the remaining stockholders for the benefit of those stockholders who may desire to purchase the same, through the Board of Directors, for a period of ten days, at the book value of such stock as shown by the books of the corporation on the 31st day of December preceding the date of such offer. It shall be the duty of the Board of Directors, promptly upon receiving an offer of sale of any of the capital stock of this corporation, to communicate the same to the stockholders, in writing, through the Secretary of the Company, and each of the said stockholders shall be entitled to purchase such proportion of the stock so offered for sale as the number of shares owned by him bears to the number of shares owned by all other stockholders desiring to participate in the purchase. No sale under foreclosure, attachment or other process, or by virtue of any power of attorney, pledge or hypothecation, shall be validly made until the foregoing requirements have been complied with by the person or persons, firm or corporation provoking such foreclosure or sale. The Board of Directors shall have authority, however, to waive the above requirements as to any partiular hypothecation or pledge of stock, by resolution adopted at a regular meeting of the Board, or at a meeting attended by all the members of the Board of Directors, such resolution being adopted in advance of the pledge or hypothecation.

ARTICLE V.—All the powers of this corporation shall be vested in and be exercised by a Board of three directors. The said directors shall be bona fide stockholders and shall each own at all times one full paid non-pledged share of stock. The first Board of Directors, as well as the officers of the corporation, shall consist of: Peter Rothschmitt, whose residence is New Orleans, La., who shall be President; Mathew Bauer, whose residence is New Orleans, La., who shall be VicePresident and general manager; Philip Rothschmitt, whose residence is New Orleans, La., who shall be Secretary-Treasurer.

The above named board of directors and each succeeding board shall continue to hold office for one year, or until their successors are elected and qualified. Failure to elect directors at the annual meeting, as well as any failure to elect officers at the annual meeting shall not operate to dissolve the Company, but the directors and officers installed shall continue to serve until their successors are elected and qualifid. The persons to be hereafter elected Directors for subsequent years shall select from their own number a President, a Vice-President and General Manager, a Secretary-Treasurer. The Board of Directors may from time to time, and as the business of the corporation may dictate, combine any two of the above offices in one and the same person, except that of President and Vice-President. On the first Tuesday of February, 1920, and each year thereafter the stockholders shall elect a Board of Directors for the ensuing year; the Board of Directors as well as the officers already installed shall continue in office until their successors are elected and qunlified. The election of Directors shall be by ballot, and the persons receiving the majority of votes cast shall be declared elected. For electing Directors, or for any other purpose, each share of stock shall be entitled to one vote, whether present or by proxy, but no fractional share of stock shall be entitled to vote. A majority of the Directors voting at any one time, in person or by proxy, shall be required to pass any resolution or adopt any by-law, and whih, when so adopted, shall become valid corporate acts. In case of vacancy on the Board or among the officers from any cause the remaining members of the Board shall have the power to fill such vacancy. Said Board of Directors shall have the power to enact such by-laws, rules and regulations as, in their opinion, may be necessary and proper for the management, operation and control of the business of said corporation.

ARTICLE VI.—Notice of all meetings held for the election of Directors, or for any other purpose, shall be given in writing by the Secretary and may be served personally or deposited in the mail addressed fifteen (15) days before such meeting is held and directed to each stockholder at his last known address as the same shall appear on the books of the corporation, unless said notice is waived in writing by all of the stockholders appearing upon the books. At all meetings of stockholders a majority of the votes cast shall be sufficient to elect or decide all questions voted upon, except for the alteration, amendment or the dissolution of the corporation.

ARTICLE VII.—This act of incorporation may be altered, amended or modified, or the corporation dissolved by a vote of two-thirds in amount of the capital stock represented at a general meeting of stockholders, called for that purpose, after notice as provided in Article VI. of this charter; and in case of dissolution of the corporation the stockholders at such meeting shall elect three (3) Liquidating Commissioners, who shall have entire charge of such liquidation, with authority to sell and dispose of the assets of the corporation, and to fill vacancies occurring in their number.

ARTICLE VIII.—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 the 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 a stockholder to any liability beyond the amount of his unpaid stock.

Thus done and passed at my office in the City of New Orleans, on the day, month and year first hereinabove written, in the presence of Francis Eisler and Burt W. Henry, competent witnesses, who hereunto sign their names, together with said appearers, and me, the Notary(after due reading of the whole.

Witnesses: F. Eisler, Burt W. Henry.

(Original Signed) Peter Rothschmitt, 50 shares; Mathew Bauer, 20 shares; Philip Rothschmitt, 50 shares.

CHAS. F. FLETCHINGER,
Notary Public.

I, the undersigned, Recorder of Mortgages, for the Parish of Orleans, do hereby certify that the above and foregoing Act of Incorporation of Rothschmitt Bros. Baking Co., Inc., was this day duly recorder in my office, in Book 1222, Folio ——.

As witness my hand and Seal, at New Orleans, La. this 28th day of January 1919.

(Signed) EMILE J. LEONARD, Dy. R.
A true copy.

CHAS. F. FLETCHINGER,
Notary Public.

Jan. 30-Feb. 6-13-20-27-Mch. 6.

CHARTER OF AMERICAN PACKING COMPANY, INC.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known and remembered, that on this 6th day of November, 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 S. Dreifus, a Notary Public, duly sworn, 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 persons whose names are hereunto subscribed, who declared, that availing themselves of all and singular the 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 themselves, as well as all persons who may hereafter become associated with them, to form a corporation for the objects and purposes and under the articles and stipulations following,to-wit:

ARTICLE I.—The name of this corporation shall be the American Packing Company, Incorporated, and by that name it shall have power and authority to exist and enjoy succession for the full term and period of ninety-nine years, commencing on, and to be computed from and after, the date hereof.

ARTICLE II.—The domicile of this corporation shall be in the City of New Orleans, State of Louisiana. All citations and other legal process shall be served upon the President of this corporation, or in case of his absence or inability, or absence of both the President and the Vice-President, upon the Treasurer of this 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 engage in the State of Louisiana and within any other State or Territory or possession

CHARTER

of the United States, or foreign country that will permit the same, the business of canning, packing and preserving shrimp, oysters, fish and all other seafoods, together with vegetables and fruits of all kinds, and such other foods and like articles as this corporation may desire to can, pack or preserve; to engage in and carry on the business of fishing for, buying, selling and dealing in shrimp, oysters and fish, and such other seafoods, either raw or canned or preserved, to plant and grow oysters and to operate oyster beds, shellcraft, in engage in and carry on the business of buying, selling and dealing in vegetables, fruits and other foods, either raw, canned or preserved; to engage in and carry on all such business, whether related thereto or not, which this corporation may deem necessary and proper for the purpose of carrying into effect the objects of this corporation; to own, hire, lease and operate such factory or factories, boats, dredges, railroads, plants, canals, telephones, telegraphs and transportation lines and such other appurtenances and appliances and to own such other property, and do such other acts as this corporation may deem advisable, carry into effect the objects for which this corporation is organized, and this corporation shall have all other rights, privileges and powers necessary for the purposes herein set forth, and not repugnant to the laws of the State of Louisiana or such states, territories or possessions of the United States or foreign countries in which they engage in business.

ARTICLE IV.—It shall have all the rights and privileges granted by law to such corporations; shall have the power to contract, sue and be sued in its corporate name, to make and use a corporate seal, and the same to break and alter at pleasure; to buy, own, hold, lease, receive, convey, mortgage, hypothecate or pledge property, both real, personal and mixed, to issue bonds, notes and other obligations; to have, engage and employ such officers, managers and employees as the business interests and convenience of the corporation may require; to make, adopt or establish such by-laws, rules and regulations in the corporate name, not repugnant to the laws of the State of Louisiana, or other States, Territories or possessions of the United States or foreign countries in which they engage in business, or the charter of this corporation, or the management of this corporation's affairs, as the stockholders and Board of Directors may deem necessary and expedient.

ARTICLE V.—The capital stock of this company shall be One Hundred Thousand Dollars ($100,000.00), represented by one thousand shares of stock of the par value of one hundred dollars ($100.00) per share. The stock shall be paid for in cash when subscribed for, or it may be issued at not less than par in payment for property actually received.

ARTICLE VI.—This corporation shall begin business and be a going concern as soon as Thirty-five Thousand Dollars ($35,000.00) of stock shall have been subscribed for. Said capital stock may be increased in any manner provided for by the laws of this State, and whenever an increase of said capital stock shall have been authorized, fifteen days' written notice shall be given to each stockholder within which time the present stockholders in the corporation shall have the right to subscribe to said increase of stock in proportion to the number of shares of stock held by them and which shares shall be paid for at such time and in such manner as the Board of Directors may direct. After the expiration of the said subscriptions and payment, the Board of Directors may dispose of the shares not taken, for the benefit of the corporation, in such manner as they think proper, at not less than par.

ARTICLE VII.—No stockholder shall sell or otherwise dispose of any share or shares of the capital stock of this corporation until ten days prior notice of such intent to do so shall have been given in writing to the corporation, during which time any one or more of the stockholders shall have the privilege of purchasing said stock so offered, at the actual value, based upon the books of the corporation. All transfers of stock shall be made on the books of the corporation by surrendering the certificate thereof to the presiding officer, who shall write the word "cancelled" prominently across the face thereof, and erase the President's signature therefrom before issuing a new certificate.

ARTICLE VIII.—At all elections by, or meetings of, the stockholders, each share shall be entitled to one vote, to be cast either by the person in whose name the stock appears on the books of this corporation at the time of voting, or by an attorney holding said stockholder's written proxy.

ARTICLE IX.—The business and corporate affairs of this corporation shall be transacted by a Board of Directors of not less than three Directors, nor more than five Directors, to be composed of stockholders thereof, and they, and each of them, shall be elected at a meeting to be held for that purpose. Any vacancies in the Board of Directors so elected shall be filled by the said Board of Directors. Messrs. G. K. Devitt, Louis Goldman, Sam Goldman, shall const