CHARTERS

CHARTER OF THE LEHDE-ING TEA STORE OF THE SOUTH, 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 March, in the year one thousand nine hundred and nineteen, (1919), before me, Bernard Titche, a Notary Public duly commissioned and qualified in and for the Parish of Orleans and in the presence of the witnesses hereinafter named, personally came and appeared the several persons hereinafter named and undersigned, all of them of full age of majority, who severally declared that, availing themselves of the laws of the State of Louisiana and particularly of the provisions of the Act No. 267 of the General Assembly of 1914, relative to the formation of corporations, they have covenanted and agreed, and by these presents do covenant and agree for themselves, their successors and assigns, to form themselves into a corporation and body politic for the objects and purposes and under the stipulations following:

ARTICLE I.—The name and title of this corporation shall be Lehde-ing Tea Store of the South Inc.

ARTICLE II.—The purposes and objects for which this corporation is organized and the nature of the business to be carried on by it are declared to be as follows: To buy and carry on the business of manufacturing buying, selling, and dealing at wholesale and retail in coffee, tea, chocolate, spices, china and glass-ware, hardware, household goods and merchandise generally, roasting and grinding of coffee and blending teas and coffees.

ARTICLE III.—The capital stock of this corporation shall be Five Thousand Dollars ($5,000.00), divided into one hundred (100) shares of Fifty Dollars each, to be paid for in cash, or in property, its equivalent, and if in cash, then the Board of Directors of the Company shall determine the value of such equivalent offered. The Corporation by a vote of the majority of the entire Board of Directors may authorize an increase of the capital stock up to a total of Twenty thousand dollars ($20,000.00). This company shall be a going concern and shall have the right to carry on business as soon as Three thousand dollars ($3000.00) of its capital stock shall have been subscribed for. All sales and other transfers of any of the stock of this Corporation shall be void unless said stock shall have been previously offered to the then existing stockholders through the Board of Directors at a stipulated price, and if the Board, for said stockholders, does not see fit to purchase said stock, then it shall not be sold at a less price or upon more favorable terms, without likewise offering it to the Board at such price and upon said terms. In case of sale or transfer of stock, or the issue of increased capital stock, the then holders of stock of the company shall have the right to purchase said stock in the ratio of their holdings of said stock of the Company. This provision shall be written, printed or stamped on each certificate of stock.

ARTICLE IV.—The domicile of the Corporation shall be the City of New Orleans, State of Louisiana, where all citation or other legal process shall be served on the President or, in his absence, on the Secretary-Treasurer.

ARTICLE V.—This corporation shall have and enjoy succession and duration for the period of ninety-nine (99) years from the date hereof.

ARTICLE VI.—All the corporate powers of this Corporation shall be vested in and exercised by a Board of Directors which shall be composed of not less than three (3) directors, nor more than five (5), of whom the majority shall constitute a quorum for the transaction of business. The following named persons shall constitute the first Board of Directors, to-wit: Ewing Harper, Queen & Crescent Building, New Orleans; Guillermo Revilla, Queen & Crescent Building, New Orleans; Pendleton Leake, 704 Whitney Central Bank Building. They shall hold office until the second Monday in January, 1920 or until their successors are elected and qualified. Thereafter the Board of Directors shall be composed of stockholders who shall be elected annually by the stockholders at a meeting on the second Monday in January, 1920, and annually thereafter, on the second Monday of each year. If the second Monday in January be a legal holiday, the meeting shall be held on the next business day. At all meetings of the stockholders the voting shall be by ballot.

ARTICLE VII.—The officers of this Corporation shall be a President, and Vice-President, a Secretary-Treasurer, each of whom must be a stockholder. The officers shall be chosen by the Board of Directors. Any two offices may be filled by one person.

ARTICLE VIII.—No notes or other negotiable instruments and no orders for the payment of money, and no contracts shall be valid unless the same shall be authorized by the signatures of two officers of the company.

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

ARTICLE X.—This charter may be altered or amended, in any manner including the increase or decrease of its capital stock, or the affairs of the Corporation wound up and the Corporation itself dissolved in the manner and on complying with the existing laws. The incorporators hereof have signed opposite their respective signatures the number of shares of the capital stock for which each have subscribed, which is to be taken and considered as the original subscription list of this Corporation, and to be treated as such.

Thus done and passed, at my Office at the City of New Orleans, on the day, month and year first above written, in the presence of George Verret, Jr., and Wynne G. Rogers, witnesses of lawful age, residing in this City, who together with said appearers and me, Notary, have signed their names after due reading of the whole.

(Original Signed) Ewing Harper (22 1-2) Twenty-two and one-half shares; Pendleton Leake (15) Fifteen shares; Quillermo Revilla (22 1-2) Twenty-two and one-half shares, per Ewing Harper.

Witnesses: Wynne G. Rogers, George L. Verret, Jr.

BERNARD TITCHE,
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 Lehde-ing Tea Store of the South, Inc., was this day duly recorded in my office in Book 1228, Folio 124.

New Orleans, March 10, 1919.

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

I hereby certify the above and foregoing to be a true and correct copy of the original charter of the Lehde-ing Tea Store of the South, Inc., executed before me, together with the certificate of the Deputy Recorder of Mortgages thereto attached, on file and of record in my office.

BERNARD TITCHE,
Notary Public.

A true copy.

BERNARD TITCHE,
Notary Public.

Feb. 13-Apr. 17.

AMENDMENT TO CHARTER OF H. P. WALL & CO., INC.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this twenty-fifth 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, Oscar Schreiber, a Notary Public in and for the Parish of Orleans duly commissioned and qualified and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared, Mr. Horace P. Wall, of the full age of majority and a resident of the City of New Orleans, herein appearing and acting for and in behalf of the H. P. Wall & Co., Inc., a corporation domiciled in the City of New Orleans, organized under the laws of this state by an act passed before the undersigned Notary on the 2nd day of October, 1916, recorded in the Mortgage Office of this Parish in Book 1201, folio 18 et seq., under and by virtue of the authority granted him at a general meeting of the stockholders of said corporation held at its office in the City of New Orleans on the 5th day of February, 1919, the minutes of which are hereto attached for future reference. Who declared at the said general meeting of the stockholders of this corporation, at which was present all the outstanding stock, it was unanimously resolved to increase the capital stock of this corporation from the sum of twenty thousand dollars, ($20,000.00), represented by two hundred shares of the par value of one hundred dollars each, to the sum of fifty thousand dollars ($50,000.00), represented by five hundred shares of the par value of one hundred dollars each, and, accordingly, that Article Three of said charter be, and was amended as follows, it now and will hereafter read as follows:

ARTICLE III.—The capital stock of this corporation is hereby fixed at the sum of Fifty Thousand Dollars, ($50,000.00), divided into five hundred shares of the par value of one hundred dollars each, to be paid for in cash or its equivalent in labor or property, and the members of stock shall be made

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on the books of the corporation by surrender of the original certificate, properly endorsed for cancellation by the stockholder in whose favor said stock is issued, or by his duly authorized agent. None of the stockholders shall have the right to transfer or assign any of the shares held by any of them without having first offered the same to the Board of Directors, which shall have the right to purchase them for the benefit of the corporation within five days thereafter, at their book value as shown by the stocktaking last preceding the transfer. All shares purchased by the corporation may be reissued at not less than their par value.

And the said appearer further declared that, pursuant to the said resolutions adopted at a general meeting of the stockholders of this corporation, above mentioned, he now formally makes known and publishes that Article III, of the charter of this corporation has been amended and revised as hereinbefore set forth.

Thus done and passed at my office in the City of New Orleans, the day, month and year first above written, in the presence of George St. Paul and H. Meunier, competent witnesses, who have signed their names hereunto, together with the said appearer, and me, Notary, after due reading of the whole.

Witnesses: Geo. St. Paul, H. Meunier.
(Original Signed) H. P. Wall.
ROGER MEUNIER.
Notary Public.

A true copy of the original on file and of record in my office.
ROGER MEUNIER.
Notary Public.

Mar. 6-13-20-27; Apr. 3-10.

CHARTER OF RAYMOND J. MARTINEZ, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this fourteenth (14th) 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, Conrad G. Collins, 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, the persons whose names are hereunto subscribed, who declare that availing themselves of the provisions of the laws of the State of Louisiana, and particularly of those of Act 267 of the General Assembly of the State of Louisiana for the year 1914, they here covenant, agree, and do by these presents covenant, agree, bind, form and constitute themselves, as well as such other persons as may hereafter join and become associated with them, into a corporation and body politic in law, for the objects and purposes, and under the agreements and stipulations following to-wit:

ARTICLE I.—The name and style of this corporation shall be, Raymond J. Martinez, Incorporated, and under that name it shall have and enjoy all the rights, advantages and privileges granted by law to corporations. It shall exist for a period of 99 years from the date hereof, and have power and authority to sue and be sued in its corporate name; to make and use a corporate seal, to break the same at pleasure; to have and employ such managers, officers, agents and employees as the interest and convenience of such corporation may require, and to make and establish such by-laws, rules and regulations for the control and management of the business and 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. Citation and other legal process shall be served on the President, and in his absence on the Secretary or Treasurer.

ARTICLE III.—The objects and purposes for which this corporation is formed, and the business to be carried on by it are declared to be; to buy, sell and deal in the full sense, at wholesale, in all manufactured rubber goods of any nature whatsoever, and automobile accessories, rubber, leather and canvas belting, for its own account or for the account of others, on commissions or otherwise, and to engage in or do all other things incidental to or necessary for the conduction of said business. This corporation is organized for the immediate purpose of taking over the business of Raymond J. Martinez in this city, and which business has an estimated value fixed by the hereinafter named Board of Directors ,in an estimative inventory thereof, and which said inventory is made part of this act, at Seven Thousand Five Hundred Dollars ($7,500.00) and the amount of capital stock to be issued in payment for the said business to be taken over is fixed at Seven Thousand Five Hundred Dollars ($7,500.00) as hereinafter shown.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of Twelve Thousand Five Hundred Dollars ($12,500.00), which said capital stock may be increased in the manner provided by law to the sum of One Hundred Thousand Dollars. Said capital stock shall be divided into one hundred and twenty five shares (125) of the par value of one hundred dollars ($100.00) each, to be paid for in cash or property, or other rights actually transferred to the corporation in lieu of cash, from appraised value set upon said property or rights by the Board of Directors, for which property so appraised and transferred the corporation may issue full paid stock. This corporation shall begin business immediately upon the filing of this charter in the Mortgage office of this Parish.

ARTICLE V.—No stockholder of this corporation shall offer for sale sell ,assign or transfer his stock in this corporation without first giving to the other stockholders 30 days prior notice of such intention, by notice thereof given in writing to the President of the corporation, and shall by said president be made known to the Directors of the corporation and the other stockholders, they shall have the privilege of purchasing said stock at the book value thereof for a period of thirty days, from the delivery of said notice to the president. The stock of said corporation may be transferred under the above conditions, provided, said transfer thereof be made on the books of said company, at its office, and upon the surrender of the certificate therefor. No transfer of any fractional part of a share shall be made.

ARTICLE VI.—All the corporate powers of this corporation shall be vested in and the management and control of its business and affairs be exercised by a Board of Directors composed of Three (3) stockholders. A majority of the directors shall constitute a quorum for the transaction of business. The directors shall be annually by ballot, beginning on the 3rd Monday of February, 1920; all elections shall be held under such rules and regulations as may be determined and fixed by the Board of Directors. Ten days written notice of such election shall be given to each stockholder by registered mail, sent to his last known address, or by publication, for, at least, three times in 10 days preceding such election in one of the daily English newspapers in the city of New Orleans. No failure to hold such election shall be regarded as a forfeiture of this charter. Any vacancy occurring in said Board of Directors shall be filled by the remaining directors for the unexpired term. The first Board of Directors of this Company shall consist of Raymond J. Martinez, residing at 6022 Pitt Street, New Orleans, La.; C. F. Moreland, residing at 831 Henry Clay Avenue, New Orleans, La.; and Jno. F. McFertridge, residing at 4810 St. Charles Avenue, New Orleans, La., with Raymond J. Martinez, as Secretary; C. Fred Moreland, as Secretary, and John T. McFertridge as Treasurer. The three above named shall constitute the first Board of Directors and shall serve until their successors are duly elected and qualified. The Board of Directors shall after each election, elect from their number a President, a Secretary and a Treasurer.

ARTICLE VII.—No stockholder shall ever be held liable or responsible for the contracts, faults or debts of this corporation, nor shall any mere informality in its organization have the effect of rendering this charter null, or of exposing a stockholder to any liability beyond the unpaid balance due on the shares of stock subscribed by him. This act of incorporation may be changed, modified, or altered, or this corporation may be dissolved in accordance with the provisions of Section Nos. 6 and 28 of Act 267 of the General Assembly of the State of Louisiana for the year 1914. In the event of the dissolution of this corporation by the expiration of its charter or otherwise, its business and affairs shall be liquidated and terminated by three liquidators to be selected by and from the stockholders, at the meeting which shall decide to liquidate, and of which meeting 15 days full notice, by registered mail, must be given to each stockholder. Such liquidators shall have full power and authority to settle all the business and affairs of the corporation. In case of the death or disability of any of said liquidators, the survivor or survivors shall appoint a successor or successors to him or them among the stockholder.

ARTICLE VIII.—The stockholders have respectively written opposite their names the amount of stock in this corporation subscribed for each of them, so that this act may serve as the subscription list of said corporation.

Thus done and passed, in my office, No. 418 Godchaux Building, New Orleans, Louisiana, on the day, month, and year first above written in the presence of W. W. Young, and G. DeReyna, competent witnesses, who have hereunto signd their names with the said appearers and me, Notary, after a reading of the whole.

Witnesses: W. W. Young, G. DeReyna.

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(Original Signed) Names of subscribers.
CONRAD G. COLLINS,
Notary Public.

I, the undersigned Recorder of Mortgage in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing act of incorporation of Raymond J. Martinez, Incorporated, was this day duly recorded in my office in Book 1228, Folio ——.

New Orleans, La. Feby. 14th, 1919.

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

A true copy of the original act of incorportation on file and of record in my office.

New Orleans, La., Feby. 14th, 1919.

CONRAD G. COLLINS,
Notary Public.

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

CHARTER OF WEST PEARL RIVER LUMBER COMPANY, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this Fourteenth day of February, A. D., one thousand nine hundred and nineteen, and of the Independence of the United States of America, the one hundred and forty-third, before me, Oscar Schreiber, a Notary Public, duly commissioned and qualified within and for the Parish aforesaid, and in the presence of the witnesses hereinafter named and undersigned; Personally came and appeared, the several persons whose names are hereunto subscribed, who severally declared, that availing themselves of the benefits and provisions of the Constitution of this State, and the laws relative to the organization of corporations, and particularly of the provisions of Act 267 of the General Assembly of the State of Louisiana for the year 1914, they have contracted and agreed and united to form and do, by these presents, contract and agree and bind and obligate themselves to form and organize themselves, as well as such other persons who may hereafter join or become associated with them or their successors into a stock corporation and body politic in law, for the objects and purposes and under the conditions, covenants, stipulations, and agreements of the articles following to-wit:

ARTICLE I.—The name and title of this corporation shall be: West Pearl River Lumber Company, Incorporated, and under and by said name, unless sooner dissolved in accordance with law and this charter, it shall exist and continue, and shall have and enjoy corporate existence and succession for a period of ninety-nine years from and after the date of this act. It may have, hold, receive, borrow, loan, exchange, acquire by grant, gift or purchase devise or bequest, sell, alienate, dispose of, convey, lease, pledge, pawn, hypothecate, encumber or mortgage property of every kind, whether real, personal or mixed, corporeal or incorporeal, movable or immovable, all subject to such limitations as may be prescribed by law. It may make, issue or endorse bonds or notes and other evidences of debt. It may accept mortgages, pledges or other forms of security for money loaned or other debts. It may contract, sue and be sued, plead or be impleaded by its corporate name in any Court of competent jurisdiction. It may make, adopt and use a common seal and alter the same at pleasure. It may hold stock in other corporations, and its capital stock may be issued for capital stock in other corporations. It may name, appoint and employ such managers, directors, officers, agents and other employees as its business and convenience may require, and may fix their compensation, giving due regard to the nature, character and value of their services. It may make and establish by-laws, rules and regulations not inconsistent with its charter or any existing law, fixing or altering the management of its property, the regulation and government of its affairs, and the manner of the certification and registration of its stock. It may wind up and dissolve itself in the manner prescribed by law. It may conduct business in this State, other States, the Federal Districts and Territories and Possessions of the United States, or any foreign country. It shall have the power or invest its Board of Directors with all of its corporate powers, subject to such restrictions as may be named in this Charter. And it generally shall possess all the powers, rights, privileges and immunities which corporations are and may hereafter be authorized to possess under the constitution and laws of this State, and particularly under Act No. 267 of the General Assembly of the State of Louisiana for the year 1914.

ARTICLE II.—The domicile of this corporation shall be the City of New Orleans, Parish of Orleans, State of Louisiana, with the privilege of having an office at Alton, Louisiana, and all citations or other legal process shall be served upon the President of this Corporation, at its domicile, and in case of his absence, on the Vice-President and in case of the absence of both of these officers, upon the Secretary of this corporation.

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

Sec. 1. To buy and sell, either at wholesale or retail, as owners thereof or on commission, and to export and import, lumber, logs and building materials; to buy and sell timber lands, and generally to do all things necessary and proper pertaining or incident to such business; to construct, maintain, sell or purchase mills, and all necessary machinery therefore to operate the same, and generally to acquire and dispose of all materials and articles that may be now or hereafter used or required in or in connection with the lumber business and the manufacture of the same.

Sec. 2. To survey, sub-divide and plat lands for the purpose or lease or sale, and to improve and develop the same by the erection of homes or buildings thereon and to do such other lawful acts as may be needful or desirable in and about the improvement and development thereof for any purpose; to plant, grow and cultivate all kinds of fruits, plants and vegetables; to raise, buy, sell and deal in horses, mules, cattle, live stock and poultry of all kinds, and generally to engage in the business of planting, and farming, if desired.

Sec. 3. To operate a general merchandise store and commissary, in connection with said mill, and to erect and maintain a boarding house and lodging rooms for its employees and the general public if so desired.

Sec. 4. To carry no all allied and associated lines of business which may be directly or indirectly connected with or may further and assist the conduct of its main business as above specified.

Sec. 6. To construct, purchase, lease or otherwise acquire and own, maintain and operate, steamboats, sailing vessels, barges or other water craft, piers, docks, wharves and such lines of tramway or railway as may be convenient necessary or incidental to any business or enterprise of the corporation, with all necessary side-tracks, locomotives, cars, depots, round-houses and other equipment necessary to the operation of the said vessels, piers, docks, wharves, tramways or railways and the traffic thereon; provided that this corporation shall not, without an amendment of this charter, be a common carrier or have the right to exercise the power of eminent domain.

Sec. 7. To enter into, make, perform and carry out contracts of every kind not contrary to law, with any person, firm, association or corporation, and to carry on any other business which under the law it may be entitled to carry on, which may seem to the corporation to be calculated, directly or indirectly, to effect the aforesaid objects or either of them or to facilitate it in the transaction of its aforesaid business or businesses or any part thereof, or in the transaction of any other lawful business that may be calculated, directly or indirectly, to enhance the value of or to render profitable any of the corporation's property or rights and generally to hold and exercise all such incidentals, powers and privileges as relate to the objects and purposes herein above set forth or as may be necessary, useful or convenient for effecting said objects and purposes.

ARTICLE IV.—The authorized capital stock of this corporation is hereby declared to be the sum of Ten Thousand Dollars ($10,000.00), which capital stock may be increased in the manner provided by law, to the sum of Fifty Thousand Dollars ($50,000.00). The presently authorized stock of this corporation shall be represented by one hundred shares of the par value of one hundred dollars each ($100.00). The said capital stock shall be represented by certificates and shall be personal property. No transfer of said capital stock sholl be binding upon this corporation, unless made in accordance with its charter and by-laws and recorded on the books thereof. Before any stockholder shall sell or dispose of his stock in the corporation, he shall give thirty days written notice of his intention so to do to the corporation, during which thirty days, the corporation itself shall have the right of purchasing the stock at its book value. This corporation shall begin business as soon as Five Thousand Dollars of its stock is subscribed as provided for in section 2 of act 267 of 1914. The captial stock of this corporation shall be fully paid and non-assessable when issued and shall be issued only for labor done or services rendered or for property actually received or for cash to be paid at such times and in such amounts and after such notice as may be determined by the Board of Directors.

ARTICLE V.—All powers of this corporation shall be vested in and exercised by a Board of Directors of not more than seven and not less than three each of whom shall hold in his own name at least one share of stock. Said Board of Directors shall be elected annually on the Second Tuesday in March of each year, the first election to be in the year Nineteen Hundred and Twenty (1920).

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All such elections shall be by ballot at the office of the corporation, under the supervision of two commissioners, to be appointed by the Board of Directors, and in the absence of any commissioner, the President shall have power to fill the place by appointment, and all such elections as well as all meetings of stockholders, except for the purpose of liquidation or dissolution, or as otherwise required by law, ten days' notice shall be given by mailing to each stockholder at his last designated address, or at the general delivery at New Orleans, if he has not designated an address, an announcement stating the time and place of the meeting. Each shareholder shall be entitled to one vote for each share of the stock standing in his name on the books of the company to be cast in person or by proxy, and a majority of the votes cast shall elect. The Board of Directors shall have full power to fill any vacancy that may occur in the Board. Failure to elect Directors on the day above specified, shall not dissolve the corporation, but the Directors then in Office shall remain in office until their successors are elected and qualified. The notice of another election shall forthwith be given, as above specified and provided, and shall be continued to be given until an election is held. The Directors at their first meeting following each annual election, shall elect from their number a President, a Vice-President, a Secretary and a Treasurer, the Office of Secretary and Treasurer may be combined in one office if, so desired, they may also elect such other officers as they deem necessary for the proper conduct of the business. The Board shall also have the right to unite two or more offices, and the same to confer upon one person, and shall have power to fix the salaris of all officers and all such other officers and employees as they may deem necessary. The Board of Directors shall have power to make, establish as well as alter and amend, all by-laws, rules and regulations necessary and proper for the support and management, of the business and affairs of said corporation, and not inconsistent with its charter. Said Board of Directors shall have full power through the President or some other authorized Agent or Agents, to borrow money and through said officers of officer, to execute mortgages, issue notes, bonds or other obligations, in such amount 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 this corporation, as also to issue and deliver full-paid shares of stock and bonds or obligations of this corporation, in payment of money borrowed, or money, labor, or services and property or rights actually received by this corporation, as heretofore set forth; and shall have power to do all such acts and things as may be necessary to carry out the objects and purposes for which this corporation is organized. A majority of the Directors shall constitute a quorum, for the transaction of any business. At any meeting of the Board of Directors, any Director absent from the meeting may be represented by any other Director, who may cast the vote of the said absent Director, according to written instructions of said absent Director. The Board of Directors shall have the power, by vote of not less than the majority thereof, to sell, lease, mortgage or otherwise, or to pledge any or all of the property, movable and immovable, belonging to the corporation, or to receive in exchange therefor, money or stocks or bonds or some other obligations of another corporation, without referring to the shareholders for the power to do so, and they may also purchase for stock in this corporation or for cash or on credit, property of any kind required for the purposes of this corporation, without authority of the shareholders.

Until the next annual meeting on the second Tuesday of March, 1920, or until their duly qualified successors are elected and installed, the Board of Directors shall be composed of: Elisha N. Haas, Alton, La.; Samuel J. Haas, Alton, La.; John J. Modenbach, New Orleans, La.; Louis N. Reiser, New Orleans, La.; with Elisha N. Haas, as President; Samuel J. Haas, as Vice-President; John J. Modenbach, as Secretary and Louis N. Reiser, as Treasurer.

ARTICLE VI.—No stockholder shall ever be held liable or responsible for the contracts or faults of this corporatoin 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 this charter null or of exposing a stockholder to any liability except as above provided

ARTICLE VII.—This act of incorporation may be modified, changed or altered or this corporation may be dissolved, or the capital may be increased or decreased in accordance with law, at a meeting of the stock holders called for that purpose, after notice shall have been given in writing to each stockholder, delivered to him personally, or mailed by registered letter to him at the Post Office address designated by him, at least fifteen days prior to the date of the meeting.

ARTICLE VIII.—The stockholders have respectively written opposite their names the amount of stock in this corporation subscribed for by each of them, so that this act may serve as the subscription list of said corporation.

Thus done and passed, at my office in the City of New Orleans on the day and date, first above written, in the presence of Marcelle Cartier and Patrick McDonald, competent witnesses,who have subscribed their names hereunto with said appearers, and me, Notary, after due reading of the whole.

Witnesses: Patrick McDonald, Marcelle Cartier.

(Original Signed) E. N. Haas, 20 shares, by S. J. Haas, Alton, La.; S. J. Haas, 10 shares, Alton La.; John J. Modenbach, 10 shares, New Orleans, La.; Louis N. Reiser, 10 shares, New Orleans, La.

OSCAR SCHREIBER,
Notary Public.

I, the undersigned, Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above nd foregoing Act of Incorporation of the West Pearl River Lumber Company, Incorporated, was this day duly recorded in my office, in Book 1228, Folio 55.

New Orleans, February 14th, 1919.

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

I hereby certify that the above and foregoing is a true and correct copy of the original extant in my Notarial register.

OSCAR SCHREIBER,
Notary Public.

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

CHARTER OF THE P. C. DOERR COMPANY, INCORPORATED.

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

Be it known, that on this first day of the month of February, in the year of our Lord one thousand nine hundred and nineteen and of the Independece of the United States of America the one hundred and forty-third: 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 hereinafter named and undersigned witnesses, personally came and appeared the following persons whose names are hereunto subscribed, together with the amounts of their respective subscriptions to the capital stock of the corporation to be formed, who severally declare that, availing themselves of the provisions of the general laws of the State of Louisiana relative to the organization of corporations, they have covenanted and agreed, and do by these presents covenant and agree, and bind and obligate themselves, as well as such other persons as may hereafter become associated with them or their successors, to form and contitute themselves into a corporation and body politic in law, and for the objects and purposes and under the agreements and stipulations following, to-wit:

ARTICLE I.—The name and title of this corporation shall be the P. C. Doerr Company, Incorporated, and by that name said corporation shall have power and authority to have and enjoy succession for the full term of ninety-nine years from the date hereof; to contract, sue and be sued; to make and use a corporate seal; to purchase and receive, lease, hold, sell and convey, as well as mortgage and hypothecate, property, real, personal and mixed; to name and appoint such officers and agents as the interest of said corporation may require; and to make and establish such by-laws and regultions for the proper management and regultion of its affairs as may be deemed necessary, and the name to change, alter and amend at plesure.

ARTICLE II.—The domicile of said corporation shall be in the City of Ne wOrleans, State of Louisiana and all citation and other legal process shall be served upon the president of said corporation, or in case of his absence upon the vice-president, or, in case of the absence of both of these officers, upon the secrtary thereof.

ARTICLE III.—The objects and purposes for which this corporation is established, and the nature of the business to be carried on by it are, to buy sell, and manufacture furniture and household furnishings and goods, and to those ends to purchase, use, lease, mortgage or otherwise acquire movable or immovable property, and generally to do all acts and enter into all contrcts that may be necessary, convenient, to appropriate in the accomplishment of the aforesaid purposes of buying and selling furniture, household supplies and accessories and to do all other kindred acts, or engage in such businesses as are necesary, requisite or usually operated in connection with the buying and selling of furniture and household supplies and accessories of all kinds.

ARTICLE IV.—The capital stock of this corporation shall be $25,000.00, divided into 250 shares of the par value of $100.00 each,

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and may be increased to the sum of $100,000.00, divided into 1,000 shares of the par value of $100.00 each, and this corporation is to be a going concern when one-half of the capital stock has been issued and subscribed for. Each share of stock shall be entitled to one vote at all general elections. Should the capital stock of this corporation ever be increased over the sum of $25,000.00, then such additional shares of stock that may be issued shall first be offered to the holders of stock at the time of issuance of said new stock in the proportion in which the said stockholders shall at the time of issuance hold stock in this corporation.

ARTICLE V.—No stockholders shall ever be held liable or responsible for the indebtedness, fults or defaults of this corporation nor shall any mere informality in the organization of the corporation have the effect of rendering the charter null or of exposing the stockholders to any liability beyond the unpaid balance, if any, on his stock subscription. Should any stockholder desire to sell his stock, he shall first offer the same to the stockholders of the company through its board of directors and the stockholders who desire to purchase shall have the right to purchase the same in the proportion to their holdings of stock in the company. Should said stockholders in fifteen days after notice having been given, in writing, fail or refuse to purchase the stock offered for sale, such stock may be sold to any one. No transfer of stock shall be made or held to be valid and binding unless made on the books of the company, and unless made in pursuance of the provisions of this charter.

ARTICLE VI.—This corporation shall have all powers granted to such corporations by law and shall have the power to contract, sue and be sued in its corporate name, and to own, hold, receive, loan, lease, purchase, sell and convey or mortgage any and all of its effects or to hypothecate its property and to do any and all acts and things of any other kind nature or description, as may be necessary to carry out the objects and purposes of said business as its interests and convenience may require.

ARTICLE VII.—The business of said corporation shall be directed by and vested in a board of directors of three stockholders, two of whom shall constitute a quorum for the transaction of business, and the said directors as first constituted shall be P. C. Doerr Alvin C. Carpenter and J. J. Mulligan and two others to be selected by the three above named directors and they shall hold office until the second Monday of January, 1920, and on that day and from each and every day thereafter elections shall be held annually for directors at the principal office of the corporation. Failure to hold an election on the day specified shall not dissolve the corporation, but the directors in office shall hold their respective offices until an election shall be held after thirty days notice of the time and place thereof given to each stockholder. The annual election shall be held on the second Monday in January, 1920, and thereafter on the second Monday in January in each succeeding year, and the election shall be held between the hours of 9 a. m. and 4 p. m. All vacancies on the board of directors for whatever cause shall be filled by the remaining directors. P. C. Doerr shall be the first president and manager, Alvin C. Carpenter shall be the first vice-president and J. J. Mulligan shall be the first secretary-treasurer and they shall hold office until the second Monday in January, 1920, and each succeeding board or directors shall elect its principal officers for the term of their election and only stockholders shall be eligible for election as a member of the board of directors.

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

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

Thus done and passed in my notarial office, in the City of New Orleans, State of Louisiana, on the day, month and year first above written, in the presence of Azelie Bennett and Ruth M. Seiler, competent witnesses, who have hereunto signed these presents, together with the parties hereto and me, Notary, after a reading of the whole.

Witnesses: Azelie Bennett, Ruth M. Seiler.

A true copy of the original now on file in my office.

A. A. MORENO,
Notary Public.

(Original Signed) P. C. Doerr, 1314 Fourth St., New Orleans, La., 100 shares; A. C. Carpenter, 7800 Nelson St., New Orleans, La., 25 shares; J. J. Mulligan Jr., 1314 Fourth St., New Orleans, La., 5 shares.

A. A. MORENO,
Notary Public

Feb. 27 to Apr. 3rd.

CHARTER OF SMITH-DAVIS COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this first day of the month of March, in the year one thousand nine hundred and nineteen, before me, John R. Upton, a Notary Public in and for this City and Parish of Orleans, State of Louisiana, therein residing duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned; personally came and appeared, the several persons whose names are hereunto subscribed, who declared to me, Notary that availing themselves of the provisions of the laws of this state relative to the organizations of corporations and more especially of Act 267 of 1914, thev have covenanted and agreed, and by these presents do covenant and agree for themselves, their successors and assigns, to form themselves into a corporation and body politic, for the objects and purposes, and under the stipulations hereinafter set forth, to-wit:

ARTICLE I.—The name and title of this corporation shall be the Smith-Davis Company, Inc. and under such title it shall have and enjoy succession and existence for a period of ninety-nine years from the date hereof unless sooner dissolved; it shall have power and authority to contract sue and be sued; to make and use a orporate seal, the same to break and alter at pleasure; to have, hold, buy, sell, lease, mortgage, and hypothecate or pledge property, real, personal or mixed necessary, proper or incidental for the carrying on of its business, as well as to issue bonds or notes secured by such mortgage; to make and issue notes and other certificates of indebtedness; to name, elect and appoint managers, directors, clerks and other employes to properly conduct its corporate business, and to make such by-laws, rules and regulations as may be necessary or found desirable for the management of its business and affairs, and generally to do every other act, matter or thing necessary or desirable for the complete and proper carrying out of said business.

ARTICLE II.—The domicile of this corporation shall be at the City of New Orleans, in the Parish of Orleans, State of Louisiana, where all citations or other legal process shall be served upon the president or in his absence on the vice-president, and in the absence of both on 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 and stated to be: To buy, sell and deal in general merchandise of every kind and character, and to do a general merchndise business, including that of buying and selling on a commission basis and for itself; to do a general importing and exporting business, both domestic and foreign; to build, own, lease and operate storerooms or warehouses for the storage of merchandise, or cold storage purposes; to store goods of all kinds in such store-rooms or warehouses for itself and others, and to make reasonable charges for service in storage of goods; to issue receipts in exchange for goods stored, and to dispose of said goods for account of the owners thereof upon their failure to comply with the conditions of such storage contract; to make loans on goods stored either in the store rooms or warehouses of the corporation or others, and to issue notes and other securities in the purchase of goods; to represent others as agent or otherwise in the same line or similar lines of business; to act as manufcturers' agent and to receive and sell goods on consignment; to acquire and own stock in other corporations; and, generally, to do and perform any and all things necessary or convenient to carry on said objects and purposes.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at Twenty thousand ($20,000.00 dollars, divided into two hundred (200) shares of the par value of one hundred ($100.00) dollars each, provided, that the amount to which the capital stock of this corporation may be increased shall be one hundred thousand ($100.000) dollars. One hundred nd twenty (120) shares, or twelve thousand ($12,000.00 dollars of the capital stock of this corportion must be subscribed before the filing of the articles of incorporation. The subscribed capital stock of this corporation shall be payable in cash, property (real or personal), or for labor and services rendered and performed. No stockholder shall ever be held liable or responsible for the faults, contracts or debts of this corporation in any further sum than the unpaid balance due the corporation on the

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shares of stock subscribed by him, nor shall any mere informality in organization have the effect of rendering this charter null, or of exposing any shareholder to any liability whatsoever. This corporation shall not engage in business until one hundred and twenty (120) shares, or twelve thousand dollars of the capital stock shall have been subscribed, and sixty (60) shares, or six thousand ($6,000.00) dollars of the capital stock have been issued and paid in, in cash. If, in addition, any stock of this corporation is exchanged, either in whole or in part, for property or good will, in that event the provision of Sec. 3 of Act 267 of 1914, shall be complied with strictly.

ARTICLE V.—All the corporate powers of this corporation shall be vested in and exercised by a Board of Directors composed of five stockholders, each of whom shall own in his own right, during his term of office at least one full paid share of stock, a majority of wh