CHARTER OF L. M. COHEN COMPANY, INCORPORATED.

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 June, 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, Herman L. Barnett, 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 several persons whose names are hereunto subscribed, all of the full age of majority, who severally declared to me, Notary, that availing themselves of the laws of the State of Louisiana, in such cases made and provided, and more particularly of Act 267 of the General Assembly of the State of Louisiana of 1914, relating to the creation, organization and formation 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, to-wit:

ARTICLE I.—The name and title of this corporation shall be, L. M. Cohen Company, Incorporated, and under its corporate name it shall have power and authority to have and to 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 to be sued, to make and use a corporate seal and to alter and break same at pleasure; to hold, release, receive, purchase, transfer, assign, convey, mortgage, hypothecate, pledge or otherwise receive or dispose of property, real, personal and mixed, corporeal and incorporeal; to issue bonds and if desired, to secure the same by mortgage; to buy and hold stock in other companies incident to the objects and purposes or to the expansion of the business interests of the corporation; to name, elect and appoint such managers, agents, directors, or officers as its business interests may require and to make and establish, alter and amend, its 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 extension of the business in which the corporation is engaged.

ARTICLE II.—This corporation shall be domiciled in the City of New Orleans, in the State of Louisiana, and all citation or other legal process shall be served upon the President of the Corporation and in the event of his absence upon the Vice-President.

ARTICLE III.—The objects and purposes for which this corporation is organized and created and the nature of the business to be carried on by it are declared to be as follows: To engage in and carry on the general business of importing and exporting goods, merchandise, raw products, live stock and in fact materials, objects and property of all character and description. To negotiate, make, effect and execute, covenants, agreements, contracts or obligations of all sorts and character for itself or for others covering or relating in any manner to the importing or exporting of goods and property of every description or character. To act as a freight forwarding agent and to carry on a general ship brokerage business. To buy, sell, lease, charter, rent, hire, for itself or for others on commission or otherwise and to enter into and execute any contract or agreement whatsoever relating to vehicles of all sorts and character utilized in the transportation of goods and property of every description and character by water, land or air. To engage generally in a manufacturing business of any nature whatsoever. To engage in foreign as well as domestic commerce and in fact to carry on any of the businesses aforesaid in the United States or foreign countries.

To conduct and carry on such other business as may be found necessary or convenient for properly effectuating the aforesaid purposes or enhancing the value of the properties, rights and privileges of the corporation.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of Seven Thousand ($7,000.00) Dollars and shall be divided into and represented by Seventy shares of the par value of One Hundred ($100.00) Dollars each. Said stock shall be paid for in cash or its equivalent as provided by law and in such manner and at such time 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 Thirty Five Hundred Dollars ($3,500.00) of its capital stock shall have been subscribed for as provided by law, and when Three Thousand ($3,000.00) Dollars of the capital stock shall in fact have been paid for either in cash or its equivalent.

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

ARTICLE VI.—All certificates of stock issued by the corporation 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 and 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 to 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 of 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 said stock then the stockholder or stockholders who made the offer to sell or otherwise dispose of the 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 resolutions to that effect.

The first Board of Directors of this Company shall be composed of the following: Louis M. Cohen, Morris B. Redmann, and William J. Guste, all of New Orleans, La., with the following as officers: Louis M. Cohen, President; Morris B. Redmann, Vice-President, and William J. Guste, Secretary and Treasurer.

And they shall serve until the fourth Wednesday in June, 1919, or until their successors are elected and qualified. The Directors shall be elected annually by the stockholders at a meeting held on the fourth Wednesday of January in each year thereafter. Notice of such meeting shall be given fifteen days prior to the date of the meeting in writing and shall be sent to each stockholder at his last known address. Each stockholder shall at such annual meeting or other meeting, 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. Any vacancy occurring in the Board of Directors may be filled by the Directors for the unexpired term.

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 amendment may be material or immaterial, subject only to limitation as may be by law provided; and this corporation shall have the power to increase or decrease its capital stock as hereinbefore setout and any increase in the 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 in giving notices in case of election, unless the same shall have been waived.

ARTICLE X.—In case of the dissolution, liquidation or termination of this charter by limitation or otherwise the affairs of this 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, and fix the terms and conditions upon which they shall serve, fix their compensation and provide that in case of 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 of this corporation shall be liable or responsible for any costs, contracts, debts or faults of this Company, or any of its officers, nor shall any mere informality in organization have the effect of rendering this charter null and void, or of exposing a stockholder 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 to 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, Louisiana, on the day, month and year herein first above written in the presence of Ralph J. Schwarz and Paul E. Chasez, competent witnesses, who have hereunto signed these presents with the said apparers and me, Notary, after due reading of the whole.

Witnesses: Ralph J. Schwarz, Paul E. Chasez.

(Original Signed) Names of subscribers omitted.

(Seal)

HERMAN L. BARNETT,
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 L. M. Cohen Company, Incorporated, was this day duly recorded in my office in Book 1228, Folio 669.

New Orleans, La., June 30th, 1919.

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

State of Louisiana,
Parish of Orleans.

I hereby certify that the above and foregoing and attached act of incorporation of L. M. Cohen Company, Incorporated, as a true and correct copy of the original act of incorporation of said corporation, passed before me on the 28th. day of June, 1919, and on file in my office, at New Orleans, La.

In witness whereof I have hereto set my hand and affixed my seal, this 3rd day of July, 1919, at New Orleans, La.

HERMAN L. BARNETT,
Notary Public.

July 10-17-24-31; Aug. 7-14.

CHARTER OF NEW ORLEANS TOWAGE & LIGHTERAGE COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this 30th day of the month of June, in the year of our Lord, One Thousand, Nine Hundred and Nineteen, before me, William J. Guste, a Notary Public, duly commissioned and qualified, in and for the Parish of Orleans, State of Louisiana, and City of New Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared, the several persons whose names are hereunto subscribed, who severally declared that availing themselves of the laws of the State of Louisiana, in such cases made and provided, and more particularly of Act 267 of the General Assembly of the State of Louisiana of 1914, relating to the creation, organization, and formation of corporations, they have covenanted and agreed, and by these presents 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, under the articles and stipulatoins following, to-wit:

ARTICLE I.—The name and style of this corporation shall be, New Orleans Towage & Lighterage Company, Inc., and under its corporate name it shall have power and authority to have and to 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 same at pleasure; to hold, receive, lease, purchase, transfer, assign, convey, mortgage, hypothecate, pledge or otherwise receive or dispose of property real, personal and mixed, corporeal and incorporeal; to issue bonds, and if desired secure same by mortgage, hypothecation or pledge; to buy and hold stock in other companies incident to the objects and purposes or to the expension of the interests of the corporation; to name and elect and appoint such managers, agents, directors, or officers as its business interests may require, and to make and establish, alter and amend, its 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 expansion of the business in which the corporation is engaged.

ARTICLE II.—This corporation shall be domiciled at the City of New Orleans, in the State of Louisiana, and all citation or other legal process shall be served upon the President of the corporation, and in the event of his absence on the Secretary, as provided by law.

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

To tow, transport, lighter, move, and otherwise handle, vessels of all kinds; to engage in the general business of towing, transportation, lightering, and movement by water of all vessels, on all canals, inland water-ways, lakes, and other bodies of water, natural or artificial, or should occasion arise to move and transport vessels overland.

To buy, sell, repair, build, operate, charter and rent, vessels, boats, launches and ships of all kinds and descriptions and materials together with all articles, appliances, apparatus, tools and materials, in any way relating to the business of constructing, operating, selling, chartering, renting, repairing, buying and building of vessels of all kinds; and generally to carry on anything relating to the buying, selling, constructing, repairing, operating, renting, chartering, transporting, towing, and lightering of boats and vessels of all kinds.

To hold, lease, own, operate, shops, ship yards, repair plants, docks, wharves, ways, factories, offices, in connection therewith; to issue bonds and secure same by mortgage or otherwise for the carrying on of its business or incidental to its general purpose; to mortgage, pledge, exchange, or otherwise dispose of stocks, bonds, or other evidences of indebtedness of other corporations or associations, foreign or domestic, engaged in similar business to this corporation, that will extend the progress of the business hereby sought to be conducted; to issue its own stocks, bonds or other obligations in payment thereof.

To purchase plants, docks, ship yards, warehouses, or other property, real or personal, necessary and incidental to the business, and to maintain and operate same; to conduct and carry on business in all States throughout the United States of America and in the Territories thereof, and in all foreign countries, and generally to do and perform anything incidental to or necessary and proper to, or which may carry out the purpose of or extend the interest of this corporation in the development and growth of its business.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of Twenty Thousand Dollars ($20,000.00), and shall be divided into and represented by two hundred shares of the par value of One Hundred Dollars each; 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 as soon as Ten Thousand Dollars of its capital stock shall have been subscribed for, and Five Thousand Dollars of its capital stock shall have been paid for, as provided by law.

ARTICLE V.—The capital stock of this corporation may be increased to the sum of Fifty Thousand Dollars ($50,000.00), by vote of two-thirds 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 issued by this company shall be signed by the President and counter-signed by the Secretary. 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 prescribed by the Board of Directors from time to time. 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 said stockholders shall have an option and first right to purchase all the shares of stock to be thus disposed of by sale, death, resignation or otherwise of any of the stockholders, and shall have a period of ten days in which to accept or decline said offer.

Should the Board of Directors or the stockholders decline to purchase said stock, then the stockholder or stockholders who made the offer to sell or otherwise dispose of the stock may do so in any manner and at any price he or they may see fit, but each share of stock is issued herein upon the condition and understanding that no stockholder shall make a sale or transfer of his stock in violation thereof, 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 certificates 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, but said Board of Directors may be increased to five by a majority vote of the outstanding stock at any annual meeting or at any special meeting of the stockholders called for such purpose, and without the necessity of any further amendment or alteration of this charter. The Directors of this corporation may vote in person or by proxy at any meeting of the Board of Directors, and the Board of Directors may delegate any of its powers to any officer or officers or 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: Louis Wieland, William J. Brysson, Herman L. Barnett, who shall serve until the Second Tuesday in October, 1919, or until their successors are elected and qualified.

The Directors shall be elected annually by the stockholders at a meeting held on the second Tuesday of October, in each year after date hereof. Notice of said meetings shall be given fifteen days prior to the date of the meeting, in writing, sent to each stockholder at his last known place of residence, or by publication in a daily newspaper at New Orleans, at least once, ten days before said meeting. The Board of Directors may change the date of said annual meeting to any other date in October, by written notice to that effect sent at least 15 days before the date to which the said annual meeting has been changed, directed to each of the stockhloders at his last known place of residence or by publication as aforesaid. Each stockholder shall at such annual meeting, or other meetings, general or special, be entitled in person or by proxy to one vote for every share of stock owned.

The election shall be held under such rules and regulations as may be from time to time 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. The first officers of this corporation, who shall hold office until the second Tuesday in October, 1919, or until their successors are elected and qualified. William J. Brysson, President; Herman L. Barnett, Vice-President; Louis Wieland, Secretary and Treasurer.

Any vacancy occurring in the Board of Directors may be filled by the Directors for the unexpired term. The first Board of Directors shall hold office until the second Tuesday in October, 1919, or until their successors are elected and qualified. The Secretary of the corporation need not be a stockholder.

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 at any meeting, general or special, held for that purpose, and such amendments may be material or immaterial, subject only to limitation as may be by law provided, and this corporation shall have the right and power to increase or decrease its capital stock as hereinbefore set out, and any increase of the capital stock exceeding the amount herein named as the amount to which the capital stock may be increased, may be made by 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 in giving notices in case of election unless the same shall have been waived. In the case of dissolution, liquidation or termination of this charter by limitation or otherwise, the affairs of this 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 be by law permitted; fix the terms and conditions upon which they shall serve, and their compensation, and provide that in case of the death or disability of any one of the said liquidators, the remaining liquidators may fill the vacancy or continue to act on behalf of the corporation.

ARTICLE X.—No stockholder of this corporation shall be liable or responsible for any acts, contract, debt, or default of this company or of any of its officers, nor shall any informality in organization have the effect of rendering this charter null and void, or of exposing the stockholders to any liability beyond the unpaid balance due on the stock held by them.

ARTICLE XI.—The subscribers hereto have written opposite their names the number of shares subscribed for by each of them and their post office addresses, so that this charter may serve as the subscription list.

Thus done and signed at the City of New Orleans, Louisiana, this 30th day of June, 1919, in the presence of Paul E. Chasez, and Walter Revertiga, competent witnesses residing at New Orleans, State of Louisiana, who have signed these presents, together with the said appearers and me, Notary, after due reading of the whole.

Witnesses: Paul E. Chasez, Walter Revertiga.

(Original Signed) Names of subscribers omitted.

(Seal)

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 the New Orleans Towing & Lighterage Company, Inc., was this day duly recorded in my office in Book 1228, Folio 682.

New Orleans, Louisiana, July 2d, 1919.

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

I hereby certify that the above and foregoing and attached is a true and correct copy of the original Act of Incorporation of the New Orleans Towing & Lighterage Company, Inc., passed before me the 30th day of June, 1919.

In Witness Whereof, I have hereunto set my hand and seal this 30th day of June, 1919, at New Orleans, Louisiana.

WILLIAM J. GUSTE,
Notary Public.

July 17-Aug. 21.

CHARTER OF SOUTHERN SELLING SYNDICATE, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this 15th day of the month of July, in the year of our Lord one thousand nine hundred and nineteen. Before me, Joseph A. Casey, 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 several persons whose names are hereunto subscribed, who declared that, availing themselves of the provisions of the laws of this state, relative to the organization of corporations, they have covenanted and agreed, and do by these presents covenant and agree, bind, form and constitute themselves, as well as such persons as may hereafter join or become associated with them, into a corporation and body politic in law, for the objects and purposes, and under the agreements and stipulations following, to-wit:

ARTICLE I.—The name of this corporation shall be the "Southern Selling Syndicate, Inc.," under which name it shall exist for ninety-nine years from and after the date hereof, and shall enjoy all the power and authority to contract, sue and be sued; to accept and receive mortgages, pledges or other hypothecations; to make and use a corporate seal, and the same to break and alter at pleasure; to purchase, receive, lease, hold or otherwise acquire and convey, under its porporate name, property, both real, personal and mixed, and to secure same in such manner as the Louisiana law may permit; to name and appoint such managers and directors, officers and agents as the interest and convenience of said corporation may require, and to make and establish, as well as alter and amend, at pleasure, such by-laws, rules and regulatiohs for the management and regulations of affairs of the corporation, as may be necessary, proper or convenient.

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

ARTICLE III.—The objects and purposes for which this corporation is established, and the nature of the business to be carried on by it are hereby declared and specified to be: To act as buying and selling agents for merchants and manufacturers in the United States and all foreign countries; to buy and sell any and all commodities; to act as forwarding, export and financial agents; to establish and conduct warehouses, and to do all kinds of commercial, brokerage and commission business; and, in connection therewith, to own, hold, lease, buy, sell or otherwise acquire real, personal and mixed property of all kinds; to borrow money, to execute securities therefor, including negotiable bonds, and to do any and all things necessary or incidental to the conduct of any busines or businesses this corporation is authorized by its charter to conduct; to hold and exercise all such incidental powers and privileges relative to the objects heretofore set forth.

ARTICLE IV.—The capital stock of said corporation is hereby fixed at One Hundred Thousand ($100,000.00) doılars, divided into or represented by one thousand (1000) shares of one hundred ($100.00) dollars each. The whole of said stock or any part thereof may be issued and delivered to any person, firm or corporation for the acquirement of the rights, privileges, contracts, permits, franchises, property, servitudes, leases, or any part thereof, owned or controlled by said person or corporation also in payment, settlement and adjustment of the costs, fees, charges and expenses incurred for services rendered in the formation and organization of this corporation, and in acquiring and bringing about the purchase of the property, rights, permits and franchises aforesaid, also for cash or in installments of such amounts as the Board of Directors may determine; also for property received or services actually rendered to this company. The Board of Directors herein created is specially authorized to dispose of the stock or any part thereof, for any and all of the purposes above stated, and it is particularly authorized to dispose of said stock, or any part thereof, to Edwin J. Gillan, in exchange for a contract he has with the Southern Selling Syndicate, a commercial partnership domiciled in the City of New Orleans, by which said Southern Selling Syndicate has agreed to turn over to said Edwin J. Gillan all its good will, archives and all other assets.

ARTICLE V.—All the powers of this corporation shall be vested in and exercised by a Board of five (5) directors, a majority of whom shall constitute a quorum. Said Board of Directors shall be elected annually on the first Monday of September of each year, the first election to be held in the year 1919. All such elections shall be viva voce at the office of the corporation, and of all such meetings, as well as all meetings of stockholders, except when otherwise required by law, fifteen days' notice shall be given, either personally or by depositing in the Post Office, properly addressed to each stockholder, such notice being addressed to the stockholder's last designated address, or at the General Delivery at New Orleans, Louisiana, if he has not designated an address, and announcing the time and place of the meeting. Each shareholder shall be entitled to one vote for each share of stock standing in his name on the books of the company, said vote to be cast in person or by proxy, and the majority of the votes cast shall elect. The Board of Directors shall have power to fill all vacancies which may occur on the Board. Failure to elect the Board of 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. Due notice of election shall forthwith be given, as above provided, and such notice of electoin shall be continued to be given until an election is held. The Board of Directors at their first meeting following each annual election shall, out of their number, elect a President, a Vice-President, and they shall likewise elect, but not necessarily from their number, a Secretary, a Treasurer, and such other officers as the Board of Directors shall deem necessary. The Board shall have power in its discretion to unite two or more offices, and the same to confer upon one person, and shall have the power to fix the salaries of all officers.

The Board of Directors shall have power to make and establish, as well as alter and amend, all by-laws, rules and regulations necessary and proper for the support and management of the business and affairs of said corporation, and not inconsistent with its charter. Said Board shall also have full power and authority to borrow money through the President or some other duly authorized agent or agents, to execute notes 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 the corporation; also to issue and deliver full paid shares of stock or obligations of said corporation in payment of money borrowed, labor or services, or property, or rights actually received by said 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. The majority of the existing board shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. Any Director absent from the meeting shall be represented by any Director by a written proxy.

Until the next general meeting to be held under this charter, on the first Monday of September, 1919, or until their duly qualified successors are elected and installed, the Board of Directors shall be composed of Edwin J. Gillan, Louis K. Purdom, Osa J. Smythe, Horace V. Place and Leonard L. Minthorn, all of whose Post Office addresses are New Orleans, Louisiana; with Edwin J. Gillan, as President and Treasurer, Louis K. Purdom, as Vice-President and General Manager, and Osa J. Smythe, as Secretary.

ARTICLE VI.—Whenever this corporation shall be dissolved, from any cause, its affairs shall be liquidated by three stockholders to be appointed at a general meeting of stockholders convened for the purpose of liquidation, as hereinafter provided, each share of stock being entitled to one vote to be cast by the holder, either in person or by proxy. Said commissioners shall remain in office until the affairs of said corporation shall be fully settled and liquidated, and they shall have full power and authority to transfer and give title to all the property and assets of the corporation, and to distribute the proceeds. In case of death, disability, or resignation of one or more commissioner or commissioners, the vacancy shall be filled by the surviving commissioner or commissioners.

ARTICLE VII.—This act of incorporation may be modified, changed or altered, or this corporation may be dissolved with the consent of three-fourths of all of its stock, represented at a general meeting of the stockholders convened for such purpose, after previous notice shall have been given in one or more daily newspapers published in the Parish of Orleans, State of Louisiana, once a week during thirty days preceeding such meeting, and upon the date of such meeting, and by notice mailed at least fifteen days prior to such meeting to each stockholder who appears as such on the books of the company, to the Post Office address designated by him; and in case of failure to designate an address, to the General Delivery, City of New Orleans. Any change which may be proposed or made in reference to the capital stock of said corporation shall be made in accordance with the laws of the State of Louisiana, on the subject-matter of altering the amount of stock of said corporation. It may be increased or diminished upon compliance therewith.

The capital stock may be increased to a maximum of two hundred thousand ($200,000.00) dollars. No stockholder shall ever be held liable or responsible for the contracts or faults of said corporation in any further sum than the unpaid balance due on shares of stock owned by him, nor shall any mere informality in organization have the effect of rendering this charter null, or of exposing any stockholder to any liability beyond the amount due on his stock.

ARTICLE VIII.—The said contract of the Southern Selling Syndicate with the said Edwin J. Gillan, heretofore fully described in this charter, which is to be conveyed to this corporation, for twenty thousand ($20,000.00) dollars par value of the stock of this corporation, is hereby appraised by the stockholders of this corporation as being fully worth twenty thousand ($20,000.00) dollars. And in order that this charter may serve as the original subscription list, the subscribers hereto have indicated opposite their respective signatures, the number of shares of stock subscribed for by each of them.

Thus done and passed in my office, at the City of New Orleans, State of Louisiana, on the day, month and year first above written, in the presence of John J. Reilley and Ben. Hocke, competent witnesses, who have hereunto subscribed their names, together with me, Notary, and said appearers, after due reading of the whole.

Witnesses: Jno. J. Reilley, Ben. Hocke.

(Original Signed) E. J. Gillan, 1200 St. Ferdinand St., 200 shares; E. J. Gillan, 1200 St. Ferdinand St., 100 shares; L. K. Purdom, 1532 Foucher St., 100 shares; Osa J. Smythe, 8211 So. Claiborne Ave., 100 shares; H. V. Place, 8211 So Claiborne ve., 50 shares; Leonard L. Minthorn, 5303 Magazine St., 50 shares.

JOS. A. CASEY,
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 "Southern Selling Syndicate, Inc.," was this day duly recorded in my office in Book 1231, Folio ——.

New Orleans, La., July ——, 1919.

EMILE J. LEONRD, Dy. R.

A true copy.

JOS. A. CASEY,
Notary Public.

July 17-Aug. 21.

CHARTER OF BUNCH'S BEND CO. INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this the 23rd day of the month of June, in the year of our Lord, One Thousand Nine Hundred and Nineteen (1919), before me, Watts K. Leverich, 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, who severally declared that availing themselves of the provisions of the laws of this State relating to the organization of corporations, they have contracted and agreed, and do by these presents contract and agree and bind and oblige themselves, as well as such other persons as may become associated with them, to form themselves into and to institute a corporation body politic in law, with the objects and purposes and under the conditions and stipulations of the following articles, to-wit:

ARTICLE I.—The name of this corporation shall be Bunch's Bend Co., Inc., and under its corporate name it shall enjoy succession for the period of ninety-nine years from date hereof, unless sooner dissolved by liquidation or otherwise, and shall have power and authority to contract, to sue and be sued, to make mortgages, hypothecations and pledges, to make and use a corporate seal and to alter and break same at pleasure; to hold, receive, lease, purchase, sell, transfer, assign, mortgage, hypothecate, pledge, or otherwise receive, use or dispose of property, real, personal or mixed, corporeal and incorporeal; to issue bonds and to secure same by mortgage or pledge; to buy and hold or dispose of stock in other companies; to create and accept mortgages pledges or other hypothecations; to elect and appoint such managers, directors or officers as it may require; to make and establish, alter and amend rules, by-laws and regulations for its proper government.

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

ARTICLE III.—The objects and purposes for which this corporation is created and organized and the nature of the business to be carried on by it are declared to be as follows: To engage in buying, or otherwise acquiring and selling, or otherwise alienating, real estate; and to acquire by purchase or otherwise, to hold, lease, sell, improve, mortgage or cultivate or deal in real estate, lands and their improvements and properties located thereon and incident thereto or connected therewith; to reclaim and improve lands; to carry on a general planting business; to do any and all things necessary or incidental to the raising, cultivating and gathering of cotton, corn, and any other crops or products of the soil, and to market and dispose of the same; to construct, maintain and operate dwellings, barns, cotton gins and presses,and other buildings, works and improvements; to raise live stock and to deal in same; to own and conduct stores; to lay out suburbs of additions to towns; to establish and dedicate squares, streets, alleys and canals for navigation or drainage; to construct and operate drainage plants; to construct or have constructed, buildings of all kinds, docks, wharves, canals and pumping plants; to establish industrial and manufacturing sites, or to lease its property or any part thereof for such purposes; to exchange its capital stock, or any part thereof, for property; to issue bonds and to give mortgages and pledges in such manner and form as it may determine; to acquire and hold or dispose of stock in other corporations; and generally to do any and all things necessary and proper, incidental or pertinent to the powers herein set forth and to the business hereby authorized.

ARTICLE IV.—The corporate stock of this corporation is hereby fixed at the sum of One Hundred and Fifty Thousand Dollars ($150,000.00), divided into and represented by Fifteen Hundred (1500) shares of a par value of One Hundred Dollars ($100.00) each. The whole or any part of said stock may be issued for cash actually received, or for money or property or for services rendered.

ARTICLE V.—This corporation shall become a going concern and shall be authorized to commence business as soon as Seventy-five Thousand Dollars ($75,000.00) of its capital stock shall have been paid for, either in cash or its equivalent, as provided by law. The stock of this corporation; or any part thereof, may be delivered to any person, firm, association of persons, or corporation, in return for the acquisition by the Company of any property owned or controlled by such person, firm, association or persons or corporation; or in payment of other properties or for services rendered.

The capital stock of this corporation may be increased to the sum of Five Hundred Thousand Dollars ($500,000.00) by a vote of two-thirds (2/3) of all the stock outstanding at a special meeting called for that purpose, or at a regular meeting of the corporation. All certificates of stock issued by this Company shall be signed by the President, or by a Vice-President of the Company, and countersigned by the Secretary or Treasurer of the Company. The stock of this corporation can be transferred only on the book of the corporation and subject to such rules and regulations as may be made by the board of directors or from time to time be prescribed.

No stockholder shall have a right to transfer or convey any of his or her stock in the corporation, unless and until he or she shall have first made a written offer to the other then stockholders of the corporation, and to the corporation itself, to sell his or her stock to them, at the same price as that at which he or she may have received a bona fide offer therefor. Such written offer shall be addressed to the other then stockholders, and to the corporation itself, collectively, and shall be delivered to the office of the corporation not less than ten (10) days prior to the application for transfer of the stock. The corporation shall transmit this offer to the respective then stockholders, and the stock of the stockholder desiring to sell shall be distributed pro rata among such of the other stockholders as desire to purchase in the proportions in which the holdings of the stockholders desirous of purchasing bear to each other; provided, that the other stockholders desiring to sell shall not be required to take all of the stock of the stockholders desiring to sell, but shall have the option to take any part of it, at the price at which a bona fide offer may have been received by the stockholder desiring to sell, for the whole amount offered; and if the total which the other stockholders desire to purchase is less than the total offered for sale, then, after each of the other stockholders shall have taken and paid for the amount of stock which he or she desires to buy, the remainder undertaken shall be open for purchase by the corporation itself; and unless prohibited by law, the corporation may itself use and apply its surplus earnings or accumulated profits to the purchase, from any stockholder desiring to sell, of any portion of that stockholder's stock which none of the other stockholders may desire to acquire, at the same price as said stock shall have been offered to the other stockholders; provided that the corporation shall not apply any of its capital to the purchase of such stock, but shall always maintain its capital unimpaired and invested in other property and in securities. The corporation shall have the right to refuse, to transfer any stock so long as the shareholder demanding the transfer is in any way indebted to the corporation and the corporation shall have a lien, pledge and privilege on each share of stock to secure any indebtedness due by the shareholder to the corporation. Should any of the stock offered for sale be not desired by any of the other stockholders, and should the corporation itself be unwilling or unable to purchase any of the same out of its surplus earnings within ten (10) days from the receipt at the corporation's office of the written offer to sell, then, and then only, shall the stockholder desiring to sell be entitled to transfer such undesired portion of the stock to such person or persons as he may see fit, for not less than the price at which he or she has offered the stock to the other then stockholders and to the corporation. The provisions of this article shall be printed upon the face of each certificate issued by the corporation, and shall be binding upon every person now or hereafter becoming a stockholder in this corporation, all of whom take such stock subject to the provisions hereof; and all pledged, hypothecations, or other encumbrances of said stock, shall be subject hereto.

ARTICLE VI.—All corporate powers of this corporation shall be vested in and exercised by a board of directors composed of five stockholders. A majority of the directors shall constitute a quorum for the transaction of business. Said directors may vote in person or by proxy written or telephoned at any and all meetings of directors, regular or special, but no director, whether acting as a presiding officer or otherwise, shall be entitled, on any question, to more than one vote. The board of directors shall be elected annually on the first Monday of May of each year after date hereof, the first election to be held in 1920. Th first board of directors shall be composed of John N. Stewart, Andrew Stewart, William P. Stewart, Louis Plauche and Thomas B. Davis, with John N. Stewart as President, Andrew Stewart as Vice-President, William P. Stewart as Treasurer, and Louis Plauche as Secretary. The aforesaid directors shall hold their office until the first Monday of June, 1920, or until their successors are elected and qualified.

All elections of directors shall be by ballot at the office of the corporation, under the supervision of the board of directors, under such rules and regulations as the board of directors may from time to time promulgate. Notice of meetings of stockholders, regular or special, except as herein otherwise provided, or except as otherwise required by law, shall consist of notice sent in writing to each stockholder at his last known address, as it appears on the books of the corporation, fifteen days prior to the date of the meeting. Failure to designate an address shall permit notice to be sent to the General Delivery at New Orleans, to such place as may by the board of directors be determined, and to be sent and shall constitute full and complete notice. Each stockholder at the annual or other regular or special meetings shall be entitled to one vote for each share of stock owned, and the vote of any stockholder at any meeting shall be cast by written proxy.

Should a vacancy occur in the board of directors same shall be filled by the remaining directors by the election for the unexpired term of a stockholder. Failure to elect directors on the date specified shall not dissolve the corporation, but the directors then in office shall remain in office until their successors are elected and qualified.

The board of directors at their first meeting following the annual election shall elect from their number a president, a vice-president, a secretary and a treasurer. The board shall have the power to unite two or more offices and the same to confer upon one person. The board of directors may elect, but not necessarily from their number, such other officers and agents as to them seem advisable.

The board of directors is hereby given all power to carry on the business and affairs of the corporation, and to make all rules and regulations not inconsistent with the terms of this charter. All notices provided for, whether to stockholders or directors, may be waived by the written or telegraphic consent of the stockholder or director.

ARTICLE VII.—Whenever this corporation shall be dissolved or liquidated, its affairs shall be liquidated by three stockholders elected by the stockholders at a meeting called for that purpose. This corporation may be dissolved and liquidated at any time by a vote of two-thirds of the outstanding stock voting to that effect. In the event of the death of any liquidator, the surviving liquidators shall have the right to elect another to fill the vacancy, but pending such election the surviving liquidators shall have full right and authority to act in all matters.

ARTICLE VIII.—This act of incorporation may be modified ,altered or amended in the manner provided by law, at any meeting of the stockholders, whether the same be a regular meeting or a special meeting, after previous notice shall have been sent, as hereinabove provided unless the same shall have been waived), to the last known address of each stockholder, at least fifteen days prior to the meeting, and after publication at least once a week for two weeks in a daily newspaper in New Orleans, Louisiana. Any increase or decrease of the capital stock of this corporation, except as herein otherwise provided, shall be made in accordance with the laws governing such matters.

ARTICLE IX.—No stockholder shall be liable or responsible for the acts, omissions or contracts of this corporation, or of its officers, in any sum other than the unpaid balance due on the shares of stock owned by him, nor shall any mere informality in organization have the effect of rendering this charter void, or of exposing any stockholder to any liability in excess of the amount due on his stock.

ARTICLE X.—There is annexed hereto an accurate, detailed and itemized description of certain property, being certain property formerly owned by the Stewart Land Company and T. B. Davis, and certain other property which is to be conveyed to the corporation in payment of subscriptions to 800 shares of its capital stock showing the amount, location, extent, character and state of improvement of said property, together with a statement of the value of said property as appraised by the directors of this corporation, and, in order that this charter may serve also as the original subscription list, the subscribers hereto have indicated opposite their respective signatures the number of shares of stock subscribed for by each of them.

Thus done and passed at my office, at New Orleans, Louisiaan, on the day, month and year first above written, in the presence of Wm. L. Nugent and P. C. Buckingham, competent witnesses who have hereunto subscribed their names, together with me, Notary, and said apeparers, after due reading of the whole.

(Original Signed) Names of subscribers omitted.

Witnesses: Wm. L. Nugent, P. C. Buckingham.

WATTS K. LEVERICH,
Notary Public.

I, the undersigned, Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing Act of Incorporation of Bunch's Bend Co., Inc., was this day duly recorded in my office, in Book 1231, Folio 64.

New Orleans, June 30th, 1919.

EMILE J. LEONARD, Dy R.

A true copy.

WATTS K. LEVERICH,
Notary Public.

July 3-August 7.

ACT OF INCORPORATION OF MAIN DRUGS, INC.

United States of America, State of Louisiana, City of New Orleans. Be it known, that on this twenty-third (23rd) day of the month of June in the year of our Lord, one thousand nine hundred and nineteen; before me, Charles J. Rivet, a Notary Public, duly commissioned and qualified in and for the Parish of Orleans, States of Louisiana, 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 the provisions of 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 constitute themselves, as well as such other persons who may hereafter join or become associated with them, into a corporation and body politic in law for the objects and purposes and under the agreements and stipulations following, to-wit:

ARTICLE I.—The name and title of this corporation shall be Main Drugs, Inc., and under this name it shall have and enjoy all the rights, advantages and privileges granted by law to corporations. It shall exist for a period of ninety-nine years, unless sooner dissolved in accordance with law or with the provisions of this act of incorporation; it shall have power to sue and be sued in its corporate name; to make and use a corporate seal, and the same to break or alter at pleasure; to contract and obligate itself; to hold, receive, purchase, convey, mortgage, pledge, hypothecate, alienate and otherwise acquire and dispose of property movable and immovable, corporeal and incorporeal; to issue bonds, notes or other obligations; to have and employ managers, directors, officers, agents and other employees, as the interest and convenience of the corporation may require; to make, have and establish such by-laws, rules and regulations for the management and control of its affairs as its directors may deem expedient or necessary; and, to do do all things whatsoever that are permitted by law to be done by corporations.

ARTICLE II.—The objects and purposes for which this corporation is organized and the nature of the business, to be carried on by it are hereby declared to be: to own, conduct, manage, and operate drug stores, soft drink establishments, perfumery stores, confectioneries and tobacco stores; to compound, manufacture and make drugs, medicines, remedies, powders, perfumeries, nonessential oils, syrups soft drinks, ice-cream, candies and other articles of merchandise; to buy and sell and deal in all sorts of drugs, medicines, remedies, powders, perfumeries, non-essential oils, syrups, soft drinks, soda waters, ice-cream, dairy products, cakes, biscuits druggists' sundries, notions, toys, articles for personal, domestic and household use, and merchandise of all kinds and whatsoever else may be conveniently sold in any store operated by the corporation; to purchase and otherwise acquire the good-will, stock, stock in trade and property of other businesses whose objects and purposes are similar or incidental to those of this corporation; and, generally, to do any and all things incidental or germane to the above mentioned objects and purposes.

ARTICLE III.—The capital stock of this corporation is hereby fixed at the sum of Six Thousand Dollars ($6,000.00) which may be increased to fifty thousand dollars ($50,000.00).

ARTICLE IV.—The capital stock of this corporation shall be divided into sixty (60) shares of the par value of one hundred dollars ($100.00) each, all of which ... mon stock.

The said stock shall be full paid ... assessable, and shall be represented ... tificates of such form as the Board ... rectors may determine, signed by the ... dent or Vice-President and the ... Treasurer. Stock may be paid for ... done or money or property actually ... by the corporation. No sale or other ... fer of shares of stock in this ... shall be valid until and unless the ... tunity has been first afforded the ... ers, of record at the date of such ... sale or other alienation, to purchase ... stock at book value established ... of the last annual report or statement ... corporation. The right to acquire ... hereby vested in the other stockholders ... record may be exercised against any ... of said stock within sixty days ... time any sale or transfer has been ... to be entered upon the books of ... poration.

It shall be the duty of any holder ... who intends or desires to sell, ... transfer, or otherwise dispose of ... give written notice of such intention ... sire to the Board of Directors of ... poration, and said Board of Directors ... immediately give information ... writing, to the other stockholders ... and said stockholders shall have ... from the receipt of the notice by the ... of Directors to purchase said stock ... right to purchase said stock shall ... favor of each stockholder of record ... virile share in proportion to his existing ... ings. But should any stockholder ... exercise his right to purchase the ... shall pass to the other stockholders ... said right of the stockholders to ... stock offered as aforesaid shall exist ... favor in cast of the decease of a ... holder under the same stipulations ... ditions hereinabove specified, ... the only notice necessary for the ... Directors to proceed to offer the stock ... deceased stockholder to the other ... holders of record shall be information ... death of the stockholder. And ... upon receipt of information of the ... a stockholder said Board of Directors ... take the necessary steps to offer ... to the other stockholders.

The stock of this corporation shall ... negotiable and non-transferable ... the conditions and stipulations ... set forth, and no transfer whatever ... be biding upon the corporation ... until made upon its books.

ARTICLE V.—The domicile of this ... poration shall be in the City of New ... leans, in this State. Citation and ... legal process shall be served on the ... dent, and in his absence on the Vice ... dent.

ARTICLE VI.—All the corporate ... of this corporation, and the management ... control of its affairs and business ... by vested in and are to be exercised ... Board of Directors, which shall be ... of three stockholders, any two of whom ... constitute a quorum for the transaction ... the corporate business.

The first Board of Directors shall ... of the three incorporators of this ... namely: Frederick Robert ... whose post office address is New ... La.; Ben Botham, whose post office ... is New Orleans, La.; and J. H. Charles ... et, whose post office address is New ... La., with Frederick Robert ... President, Ben Botham as Vice-President ... J. H. Charles Rivet as Secretary-Treasurer.

Annual meetings of the stockholders ... the purpose of electing directors ... held each year on the first Monday ... that is not a holiday. The first ... Directors shall serve until the annual ... ing to be held in July, 1920, or until ... successors are duly elected and qualified ... Immediately after their election the ... tors shall choose from among their ... a President, a Vice-President and a ... retary-Treasurer.

ARTICLE VII.—No stockholder shall ... be held liable or responsible for the ... tracts, faults or obligations of this ... tion, nor shall any mere informality ... organization have the effect of ... this charter null or of exposing a stockholder ... to any liability beyond the amount ... stock subscribed for and unpaid.

ARTICLE VIII.—This act of incorporation ... may be amended, and the corporation ... dissolved and its affairs liquidated ... manner directed by Act No. ... General Assembly of the State of Louisiana ... for the year 1914.

ARTICLE IX.—The incorporators have ... ten opposite their names their post ... addresses and a statement of the number ... shares of stock which each agrees to ... the corporation.

Thus done and passed, at my office ... City, the day, month and year first ... written, in the presence of Roger Arnauld ... and Alphouse Coutin, Jr., competent witnesses ... residing in this City, who have hereunto ... ed their names with appearers and me ... tary, after due reading of the whole.

Witnesses: Roger Arnauld and Alphouse Coutin, Jr.

(Original Signed) Names of subscribers omitted.

CHARLES J. RIVET,
Notary Public.

I, the undersigned, Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the ... and foregoing Act of Incorporation ... Main Drugs, Inc., was this day duly ... ed in my office in Book 1228, Folio ...

New Orleans, June 30th, 1919.

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

I, the undersigned Notary, do hereby ... tify that the above and foregoing is a ... and correct copy of the original act of ... in my office.

In faith whereof, I have hereunto ... hand and affixed the impress of my ... seal, this seventh (7th) day of July, ... Domini, 1919.

CHARLES J. RIVET,
Notary Public.

July 10-17-24-31; Aug. 7-14.

NUXATED IRON

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