CHARTER

ACT OF AMENDMENT OF THE DIXIE BREWING COMPANY.

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 August, 1919; before me, Scott E. Beer, Notary Public in and for the Parish of Orleans, State of Louisiana, therein residing, duly sworn, commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned; personally came and appeared, Val Merz, President of the Dixie Brewing Company, and Harry Seiner, acting Secretary of the Dixie Brewing Company, both residents of the State of Louisiana, of the full age of majority, who declared that acting by virtue of and pursuant to a resolution of the Stockholders of the said corporation adopted at a general meeting of the stockholders of the said corporation called for the 25th day of August, 1919, for the purpose of amending the charter of the said corporation, due and proper notices have been printed in the Daily States continuously for 25 days preceding the said meeting, and printed notices thereof having been mailed to the said stockholders twenty-five days prior to the date of the said meeting, all as required by law, they do by these presents, in order to carry out the said resolution, a certified copy whereof is hereunto annexed and made a part hereof, declare that the charter of the Dixie Brewing Company shall be changed, altered and amended in so far as Article III is concerned, the said Article III to read henceforth as follows, to wit:

"The objects and purposes for which the corporation is organized, and the nature of the business to be carried on by it, are hereby declared to be: To acquire, construct, operate and to own a brewery, for the manufacture of lager bee, and to sell, deal in and consign, for sale or otherwise, the products of said brewery; and generally, to carry on any other business which may be germane to or connected with, thesaid brewery and enterprise; to engage in business as a distiller as provided by law; to manufacture beer, malt liquors, malt extracts and malt tonics and all kinds of liquors and beverages, all as permitted by and sanctioned by law; and to distill, brew, bottle and sell the same and thier by-products; to manufacture soft drinks and syrups of all kinds, and to manufacture and deal generally in liquors and beverages of all kinds, all as permitted by law, whether alcoholic or non-alcoholic ,and to manufacture, buy and sell the same; to engage in the purchase, sale, sterilization and manufacture of dairy products and food products of all kinds resulting from the various processes herein contemplated, or otherwise; to construct and operate ice and storage plant or plants for general purposes, and cold storage plant or plants for the storage of any and all food products; to deal in malt, and hops and the products thereof and any and all material necessary in connection with the foregoing business or businesses. And for these purposes and for the general purpose of investment, this corporation is authorized to purchase, sell, lease, let, hire, mortgage, hypothecate and alienate improved or vacant real estate in the City of New Orleans, or elsewhere in the State of Lomisiana, or in the United States of America and Foreign Countries, and to improve the same and construct thereon factories or buildings for the purpose of conducting and maintaining a brewery or breweries, ice plant or ice plants, distillery or distilleries, bottling shops or bottling works, dairy product plant or plants and food storage and cold storage plant or plants for general storage and for refrigerating purposes, and for any and all other purposes as the business or businesses, incidentally, directly or indirectly ,may require to effectuate the general purposes contemplated herein.

This corporation shall have further power to purchase, acquire, hold, own, sell or otherwise dispose of, and generally to deal in stocks, bonds securities or other evidences of indebtedness of any corporation, domestic or foreign, and to hold the same either as owner or as trustee for its stockholders, and while holding the same, to possess and exercise full rights, powers and privileges as individual owner thereof, including the right to vote the same; to make loans and advances with or without security, all so far as may be necessary and proper in connection with the various objects and purposes of the business or businesses contemplated herein."

Thus done and passed in this office on the day, month and year first above written, in the presence of Messrs. Wm. F. Conkerton, and Arthur J. Ryan, competent witnesses, residents of New Orleans, La., who have hereunto signed their names with the said appearers and me, Notary, after a due reading of the whole

Witnesses: Wm. F. Conkerton, Arthur J. Ryan.

(Original Signed) Val. Merz, President; Harry Siener, Acting Secretary.

SCOTT E. BEER,
Notary Public.

I, the undersigned, Recorder of Mortgages, hereby certify that the above and foregoing act of Amendment to the Charter of the Dixie Brewing Co., has been this day duly recorded in my office in Book 1231, Folio —.

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

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

A true copy.

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

SCOTT E. BEER,
Notary Public.

Sept. 4-Oct. 9.

CHARTER OF PROSPERITY REALTY COMPANY, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this 27th day of the month of August, 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-fourth; before me, William J. Guste, a Notary Public, duly commissioned and qualified, in and for the above Parish and State, 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 this State relative to the organization of corporations, they have covenanted and agreed, and by these presents do covenant and agree and bind themselves, as well as all such other persons as may hereafter become associated with them, to form a corporation for the objects and purposes, and under the articles and stipulations, following, which they hereby adopt as their Charter, to-wit:

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

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

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

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of Five Thousand ($5,000.00) Dollars, and shall be divided into and represented by Fifty (50) shares of the par value of One Hundred ($100.00) Dollars each. The said stock shall be paid for in cash or its equivalent, as provided by law, and in such manner and at such times and in such installments as may be prescribed by the Board of Directors. This corporation shall become a going concern and shall be authorized to commence business when Twenty-five Hundred ($2,-

CHARTER.

500.00) Dollars of its capital stock has been subscribed for and Twelve Hundred and Fifty ($1,250.00) Dollars of its capital stock has been paid for in cash or its equivalent, as provided by law.

ARTICLE V.—The capital stock of this corporation may be increased to the sum of Fifty Thousand ($50,000.00) Dollars, by a two-thirds vote of all the stock present or represented at a special meeting called for that purpose or at a regular 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 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 in violation hereof, 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 the Corporation shall be composed of the following: M. Dreaux Van Horn, Louis L. Abbott, and Morris B. Redmann., who shall serve until the second Tuesday in January, 1920, or until their successors are elected and qualified. The directors shall be elected annually by the stockholders at a meeting held on the second Tuesday of January 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 January, by written notice to that effect sent at least fifteen days before the date to which the said annual meeting has been changed, directed to each of the stockholders 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 o fstock owned.

The elections 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 January, 1920, or until their successors are elected and qualified, shall be, M. Dreaux Van Horn, President; Morris B. Redmann, Vice-President; Louis L. Abbott, 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 January, 1920, 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 evxceeding 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 of giving notices in case of election unless the same shall have been waived.

ARTICLE X.—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 XI.—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 XII.—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 27th day of August, 1919, in the presence of H. L. Barnett 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: H. L. Barnett, 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 Prosperity Realty Company, Incorporated, was this day duly recorded in my office in Book 1231, Folio 229.

New Orleans, La., August 27th, 1919.

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

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

Witness my hand and seal, given at New Orleans, La., this 27th day of August, 1919.

WILLIAM J. GUSTE,
Notary Public.

Sept. 4-Oct. 9.

AMENDMENT TO CHARTER OF N. O. CORRUGATED FIBRE BOX FACTORY. INC.

United States of America, State of Louisiana, City of New Orleans. Be it known, that o nthis twenty-nineth day of the month of August, in the year one thousand nine hundred and nineteen; before me, Alfred D. Danziger, a Notary Public for the Parish of Orleans and City of New Orleans substituting Felix J. Dreyfous, another Notary Public for said Parish, now absent on leave from the Governor as appears by the instrument annexed to an act passed in this office on August 26, 1919; personally appeared, Messrs. Max Schwabacher and Julius H. Oppenheim, both of this city; herein acting in their respective capacities of Vice-President and Secretary, of the "N. O. Corrugated Fibre Box Factory, Inc."

And the said appearers, acting as aforesaid, declared that at a meeting of the stockholders of said corporation, after due notice sent to each stockholder at his last post-office address on July —, 1919, in accordance with the requirements of Article VII of the Act of Incorporation passed in this office on December 29, 1915, recorded in Mortgage Office, Book 1157, Folio 798, and in the office of the Secretary of State in Record of Charters No. 85, Folio ——, the following resolutions were unanimously adopted:

"Resolved: That this Company, availing itself of the right reserved by it under

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Article IV ,of the act of incorporation passed before Felix J. Dreyfous, Notary Public, on December 29, 1915, recorded in the Mortgage Office, Book 1157, Folio 798 and in the Office of Secretary of State in Record of Charters No. 85, Folio ——, does hereby increase the capital stock of said Company to the sum of Seventy-five thousand dollars, the said increased stock to be represented by five hundred (500) shares of the par value of one hundred ($100) dollars each, full paid and non-assessable.'

"Resolved Further; That the Vice-President and Secretary of this corporation be authorized to Sign an authentic act carrying the foregoing resolution into effect.'

Thus done and passed in my office, on the day, month and year, first above written, in the presence of Frank B. Twomey and Joseph L. Weiss, competent witnesses, who have signed with the appearers and me, the Notary, after reading the whole.

Witnesses: F. B. Twomey, J. L. Weiss. (Original Signed) Max Schwabacher, Julius H. Oppenheim.

A. D. DANZIGER,
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 amendment to the Act of Incorporation of the "N. O. Corrugated Fibre Box Factory, Inc.," was this day duly recorded in my office in Book 1231, Folio —.

New Orleans, August 30, 1919.

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

A true copy from the original act.

A. D. DANZIGER,
Notary Public.

Sept. 4-Oct. 9.

CHARTER OF H. GRABENHEIMER & SONS, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this 30th day of August, One Thousand Nine Hundred and Nineteen, and of the Independence of the United States of America, the One Hundred and Forty-third, before me, Eldon S. Lazarus, 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 particulary of Act No. 267 of the General Assembly of Louisiana of 1914, as amended, 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 style of this corporation shall be H. Grabenheimer & Sons, 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 this date 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 or incorporeal; to issue bonds, and if desired to secure the same by mortgage; to buy and hold stock in other Companies; 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, 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 proper conduct and expansion of the business in which the corporation is engaged.

ARTICLE II.—This corporation shall be domiciled in the City of New Orleans, Louisiana, and all citations or other legal process shall be served upon the President of the corporation, and in the event of that officer's absence, upon the Vice-President, and in the event of the absense of both, upon the Secretary-Treasurer.

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 hereby declared to be as follows;

To buy, sell, or otherwise accquire or dispose of, at wholesale or retail, goods wares and merchandise, of any and all kinds and descriptions, but more particularly groceries, meats grain and foodstuffs generally, and such other merchandise as is usually carried by groceries; to conduct and carry on such other business, either as principal or agent, for its own account or for the account of others, as may be found neccessary and convenient properly to effectuate the aforesaid purposes or to enhance the prosperity, and the value of the properties, rights and privileges, of this corporation.

ARTICLE IV.—The Capital Stock of this corporation is hereby fixed at the sum of Fifty Thousand ($50,000.00) Dollars, divided into, and represented by Five Hundred Shares, 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. The Capital Stock may be increased to one Hundred Thousand ($100,000.00) Dollars to berepresented by one thousand shares of One Hundred Dollars ($100.00 each. All stock of this corporation shall be full paid and non-assessable, and shall be represented by certificates of such form as the Board of Directors may determine, signed by the President or Vice-President and the Secretary-Treasurer, and sealed with the seal of the corporation.

ARTICLE V.—The stock of this corporation may be transferred only on the books of the corporation, and subject to such regluations and formalities as may be prescribed from time to time by the Board of Directors. No stockholder shall be permitted to sell, or otherwise to 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 for cash all the shares of stock to be thus disposed of by sale or by the death, resignation or otherwise of any of the stockholders of the corporation, and shall have a period of ten days within which to accept to decline such offer of stock.

Upon the failure of the said Board of Directors or the stockholders to exercise within the time stipulated the option thus granted to them, the stockholders who desires to sell or otherwise dispose of his stock (or his heirs) shall be at liberty to sell or otherwise dispose of his said stock in such manner and at such price as he or they may see fit. But the stock of this corporation shall be non-negotiable and non transferable, except under the conditions and stipulations hereinabove set forth, and no transfer of stock whatsoever shall be binding upon this corporation until and unless made upon its books.

ARTICLE VI.—The corporate powers of this corporation shall be vested in ,and exercised by, a Board of Directors composed of not less than four nor more than six stockholders, three of whom shall at all times 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.

The first Board of Directors of this com' pany shall be composed of the following, Mrs H. Grabenheimer, 1500 Peters Ave., New Orleans, La., Norman Grabenheimer, 520 Magazine St., New Orleans, La., Sydney H. Grabenheimer, 529 Magazine St., New Orleans, La., Eldon S. Lazarus, 2020 Octavia St., New Orleans, La., Alphonse Hirsch, Fayette, Mississippi, John J. Broders, 529 Magazine St., New Orleans, La.,

These Directors shall serve until the Second Monday in August, 1920, or until their successors shall have been elected and qualified. The Directors shall be elected annually by the stockholders at a meeting of stockholders to be held on the first Monday in August each year. Notice of such meetings shall be given fifteen days prior to the date thereof 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 prescribed 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

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annually the Directors shall not operate the forfeiture of this charter or of any rights thereunder. Any vacancy occurring in the Board of Directors may be filled by the remaining Directors for the unexpired term. Immediately after their election each year, the Directors shall meet and select from their number a President, a Vice-President and a Secretary-Treasurer. The first officers of this corporation who shall hold office until the Second Monday of August, 1920, or until their successors shall have been elected and qualified shall be: Mrs H. Grabenheimer, President, Norman Grabenheimer, Vice-President, Sydney H. Grabenheimer, Secretary-Treasurer

This Charter or act of Incorporation may be changed, modified, altered or amended by and with the consent of two-thirds of all of the outstanding stock at any meeting, general or special, called for that purpose, subject only to such limitation as may be provided by law. This corporation shall have the right to increase or decrease its Capital Stock as hereinbefore set out, and any increase of the Capital Stock to an amount exceeding that named in Article IV as the amount to which the Capital Stock may be increased, may be made by a three-fourths vote of all the outstanding stock.

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

ARTICLE IX.—In case of the liquidation dissolution 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 such liquidators, and who may vest them with such power and authority as may by law be permitted, and who shall fix the terms and conditions upon which they shall serve, as well as their compensation, and who may provide that in case of the disability of any one of said liquidators (if there are more than one) 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, liabilities, contracts, debts or faults of this corporation, or of any of its stockholders, nor shall any mere informality in its organization have the effect of rending this Charter null or of exposing a stockholder to any liability beyond the unpaid balance due on the stock held by him.

ARTICLE XI.—The subscribers hereto have written opposite their respective names the number of shares subscribed to by them and their Post Office addresses so that this Charter may serve as the subscription list of the corporation.

ARTICLE XII. In consideration of the issuance of $50,000.00 of its Capital stock, this corporation may receive and take title to the going Wholesale Grocery business now being conducted under the name of "Estate of Henry Grabenheimer", at No. 529 Magazine Street, in the City of New Orleans, including the merchandise, stock on hand, cash, open accounts and other assets of said business whatever, including the good will thereof, and all of which assets are more fully described in the accurate detailed and itemized description of same, which is hereto attached and marked Exhibit "A", and may assume the liabilities of said business, as set forth on said Exhibit "A"; all of which property and assets, less said liabilities, have been appraised by the parties herein named as the Board of Directors of said corporation as having an actual cash value of at least $50,000.00.

Thus done and passed at my office in the City of New Orleans, on the day, month and year herein first above written, in the presence of Herbert S. Weil and George W. Simons, competent witnesses, who have hereunto signed their names with the said appearers, and me, notary, after due reading of the whole.

Witnesses: Herbert S. Weil, Geo. W. Simmons.

(Original signed) Names of subscribers omitted.

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 H. Grabenheimer & Sons, Inc., was this day duly recorded in my office, in book 1231, Folio 275. New Orleans September 4th, 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 H. Grabenheimer & Sons, Inc., passed before me on the 30th day of August, 1919, and on file and of record in my office.

In faith whereof I have hereunto set my hand and affixed my seal this 9th day of Septemebr, at New Orleans, La.

ELDON S. LAZARUS,
Notary Pulbic.

Sept-11-Oct16.

AMENDMENT TO THE CHARTER OF THE MARINE PAINT & VARNISH COMPANY, INC.

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

Be it known, that on this, the 26th day of the month of August, 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-fourth; Before me, Raymond H. Saal, a Notary Public, duly commissioned and qualified within 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: Messrs. Joseph Raynaud and Robert C. Milling, residents of the City of New Orleans, State of Louisiana, of full age, herein appearing and acting for and on behalf of the Marine Paint & Varnish Company, Inc., a Louisiana corporation, domiciled in the City of New Orleans, organized by act before Robert C. Milling, Notary Public in and for the Parish of Orleans, on the 16th day of April, 1918, duly recorded in the mortgage office for the Parish of Orleans, in Book No. 1222, Folio 1, and pursuant to a resolution at a stockholders meeting convened on the 27th day of May, 1919, a certified copy of which resolution is hereto attached and made part hereof.

Who declared that at a general meeting of the stockholders of said corporation convened on the 27th day of May, 1919, which had been convened for the especial purpose, and at which meeting all of the capital stock of the corporation was represented in person or by proxy, the following amendment to the charter of said corporation was adopted, to-wit

ARTICLE VII.—On the fourth Tuesday in May, 1919, and annually thereafter on the fourth Tuesday in May of each year, a meeting of the stockholders of this corporation shall be held at its domicile for the purpose of electing for the ensuing year and at such meeting, the stockholders shall have the right of cumulative voting in the election of Directors. The said stockholders shall first, by vote, fix the number of Directors for the ensuing year, provided the said number does not exceed the maximum number provided by this charter, and after such number has been fixed, then said stockholders shall duly elect said Directors. The failure from any cause whatsoever to hold the annual meeting of the stockholders or the failure to elect Directors thereat shall not dissolve this corporation, but the Directors and officers then in office shall remain in office until their successors shall have been duly elected, qualified and installed. Special meetings of the stockholders may be called in the manner provided by law and the Board of Directors may be increased or reduced in number, and partly or entirely removed by any such special meeting of the stockholders. All stockholders' meetings shall be held in accordance with and in the manner provided by the by-laws of the corporation.

The whole as more fully appears by the annexed certified copy of the said resolution adopted at the stockholders' meeting held on the 27th day of May, 1919.

And the said appearers having requested me, Notary, to put the said amendment in authentic form, I do by these presents, receive said amendment in the form of this public act, to the end that said amendment may be promulgated and recorded and thus be read into the original charter passed before Robert C. Milling, Notary Public, on the 16th day of April, 1918.

Thus done and passed, in my office, at the city of New Orleans, on the day and date hereinabove first written, in the presence of M. M. Hensone and D. O. Wise, competent witnesses, who hereunto sign their names with said appearers and me,Notary, after due reading of the whole.

Witnesses: M. M. Hensone, D. O. Wise.

(Original Signed) J. Raynaud, R. C. Milling.

R. H. SAAL,
Notary Public.

Recorder in M. O. B. 1231, Folio 239 on August 28, 1919.

I hereby certify the above and foregoing to be a true and correct copy of the original.

New Orleans, La., September 2nd, 1919.

R. H. SAAL,
Notary Public.

Sept. 11-Oct. 16.

CHARTER.

CHARTER COTTON MERCHANTS' REALTY COMPANY INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this the Twenty-First day of the month of August, 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-fourth, before me, Asahel Walker Cooper, a Notary Public duly commissioned, sworn and qualified, in and for the City and Parish and State aforesaid, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who severally declared that, availing themselves of the laws of the State of Louisiana, in such cases made and provided and particularly Act No. 267 of the General Assembly of the State of Louisiana for the year 1914, relative to the organization of corporations, they have covenanted and agreed and do hereby covenant and agree to form themselves, as well as such persons as may hereafter become associated with them, or succeed them, into a corporation for the objects and purposes and under the following articles, towit:

ARTICLE I.—The name of this corporation shall be "CottonMerchants' Realty Company, Inc.," and, as such, shall have succession for ninety-nine years, unless sooner dissolved and shall have power to contract, sue and to be sued; to make and use a corporate seal, the same to alter or break at pleasure; to elect and appoint such officers, directors and agents as the interests of the corporation may require; to make all necessary by-laws, rules and regulations for the management of its affairs and the same to alter and amend at pleasure, and generally to exercise all powers that are now conferred or may hereafter be conferred on corporations of the same kind and character.

ARTICLE II.—The domicile of this Corporation shall be in the City of New Orleans, Parish of Orleans, State of Louisiana, and all citations or other legal process shall be served upon the president of said corporation, and in the case of his absence upon the Vice-President, and in case of the absence of both upon the Secretary.

ARTICLE III.—The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are hereby declared to be; to acquire by purchase, lease, exchange or otherwise, property, real and personal, and to sell, lease, mortgage, pledge and hypothecate the same; to construct, erect equip, repair and improve buildings, houses, public and private roads; to enter into and perform contracts for erecting, altering, decorating, fitting up and improving buildings of every sort and kind; to purchase, sell, lease and deal in agricultural land and to plant, cultivate and produce crops thereon, and to buy, store, sell, or otherwise deal and traffic in the same; to improve lands for general or special purposes; to operate plantations, factories and refineries and to sell, exchange and lease the same; to purchase sell, construct, lease and operate saw mills, grain elevators, canning factories, warehouses and to operate switch tracks, railroads, barge and boat lines, inconnection therewith: to draw, make and endorse bills of exchange and promissory notes; to own stock in other corporations and to vote the same and generally to do any and all things incidental or germane to any of the objects and purposes above set forth.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of one hundred and twenty thousand ($120,000.00) Dollars to be divided into twelve hundred (1200) shares of the

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par value of one hundred ($100.00) Dollars each, which shall be payable in cash, or may be issued at not less than par in payment of services actually rendered or property actually received by the corporation.

This corporation shall become a going concern as soon as fifty per cent of the amount of its capital stock has been subscribed for and fifty per cent of said amount subscribed for shall have been paid in cash. The amount to which the capital stock of this corporation may be increased is hereby fixed at the sum of one million ($1,000,000.00) Dollars.

No transfer of stock shall be binding upon the corporation unless made and recorded upon its books.

ARTICLE V.—All the powers of this corporation shall be vested in and exercised by a Board of Directors composed of not less than three, nor more than seven shareholders and a majority shall constitute a quorum for the transaction of all business. A majority of the Board of Directors voting at any time in person, shall be required to pass any resolution or adopt any by-law, which, when so passed or adopted, shall become valid corporate acts. The Board of Directors shall be elected annually at a general meeting of the stockholders, to be held on the first Monday in October, 1920, and on the same day and month in each succeeding year, after fifteen days written notice mailed to each shareholder at his last known address appearing upon the books of the corporation, unless such notice be waived in writing by all the shareholders appearing as such upon the books. A failure, however, from any cause, to hold the annual meeting of stockholders, or failure to elect directors thereat, shall not operate the foreiture of this charter, nor impair the corporate management, but the directors then in office shall serve until their successors shall have been duly elected and qualified and installed. Any vacancy in the Board of Directors shall be filled for the unexpired term by the remaining directors.

The officers of the corporation shall consist of a president, one or more vice-presidents, and a secretary and a treasurer. The office of treasurer may be combined with that of president, or vice-president, and the offices of secretary and treasurer may be held by one and the same person under the name of secretary-treasurer.

ARTICLE VI.—The first officers and Board of Directors, who shall serve until the first Monday in October, 1920, shall consist of Alpheus C. Beane, 1812 Napoleon Avenue, New Orleans, La., who shall be president; Alex Hyman, 1635 Sixth Street, New Orleans, La., who shall be vice-president; Charles E. Fenner, 5329 Dryades Street, New Orleans, La., who shall be secretary-treasurer; William S. R. Beane, 5523 Hurst Street, New Orleans, La., director; Ernest B. Norman, 1938 Octavia Street, New Orleans, La., director; Mike S. Hart, 1635 Sixth Street, New Orleans, La., director; William H. May, Marion, Alabama, director.

ARTICLE VII.—This act of incorporation may be changed, altered or amended, or this corporation may be dissolved, by and with the consent of the holders of two thirds in amount of the outstanding stock at a general meeting convened for that purpose, after thirty day's notice in writing, mailed to each stockholder's last known address and after fifteen days publication in one of the daily newspapers in the City of New Orleans, as prescribed by law. If this corporation should be dissolved by limitation, or otherwise, its affairs shall be liquidated under the supervision, of three commissioners, to be elected at a general meeting of shareholders convened for that purpose, after notice as above provided in this Article, and they shall remain in office until the affairs of the corporation shall have been

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fully liquidated; and in case of the death or disability to act of one or more of said liquidators, the survivors or survivor shall continue to act under the provisions and in accordance with the terms of Section 30 of act 267 of 1914.

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

Thus done and passed, in my office, at the City of New Orleans on the day and in the month and year herein first above written, in the presence of Messrs. Burt W. Henry and William W. Westerfield competent witnesses, who hereunto sign their names, with said app earers, and me, notary, after due reading of the whole and the said appearers have hereunto signed opposite their names, the number of shares of this corporation subscribed for by them.

Witnesses: Burt W. Henry, Wm. W. Westerfield.

A. W. COOPER,
Notary Public.

I, the undersigned recorder of Mortgages in and for the Parish of Orleans, State of Louisiana, hereby certify that the above and foregoing act of incorporation of "Cotton Merchants' Reality Company, Inc., was this day duly recorded in my office in Book 1231 Folio, New Orleans, La., August 22nd 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 Cotton Merchants' Realty Company Inc., with the exception of the names of the subscribers thereto, together with the certificate of the Recorder of Mortgages thereto appended.

Witness my signature and seal of office this 22nd day of August, 1919.

A. W. COOPER
Notary Public.

Aug 28 Sept 4—Oct 2.

M. S. RIGG, President & Gen. Manager
R. V. RUSSELL, Secretary & Treasurer

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