CHARTERS.

CHARTER OF MARTEL FILTER CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this the 9th day of the month of October, 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, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who severally declared that, availing themselves of the benefits and provisions of the Constitution of the State of Louisiana and of the laws of said state relative to he organizaion of corporations, and particularly of the provisions of Act No. 267 of the General Assembly of the State of Louisiana for the year 1914, they have united to form, and by these presents do form and organize themselves, as well as all such other persons who may hereafter join or become associated with them or their successors into a stock corporation for the objects and purposes and under the covenants, stipulations and agreements following, to-wit:

ARTICLE I—The name and title of this corporation shall be "MARTEL FILTER CO., INC." and under and by said name, unless sooner dissolved in accordance with law and this charter, it shall exist and continue, and shall have and enjoy corporate existence and succession for a period of ninety-nine (99) years from and after the date of this act. It may have, hold, receive, borrow, loan, exchange, acquire by grant, gift or purchase, devise or bequest, sell, alienate, dispose of, convey, lease, pledge, pawn, hypothecate, encumber or mortgage property of any kind, whether real, personal or mixed, corporeal or incorporeal, movable or immovable, all subject to such limitations as may be prescribed by law. It may make, issue and endorse bonds or notes and other evidences of debt. It may accept mortgages, pledges or other forms of security for money loaned or other debts. It may contract, sue and be sued, plead or be impleaded by its corporate name in any court of competent jurisdiction. It may make, adopt and use a common seal and alter the same at pleasure. It may hold stock in other corporations, and its capital stock may be issued for capital stock in other corporations. It may name, appoint and employ such managers, directors, officers, agents and other employes as its said business and convenience may require, and may fix their compensation, having due regard to the nature, character and value of their services. It may make and establish by-laws, rules and regulations not inconsistent with this charter or any existing law, fixing or altering the management of its property, the regulation and government of its affairs and the manner of the certification and registration of its stock. It may wind up and dissolve itself, or be wound up and dissolved in the manner prescribed by law. It may conduct business in this State, other States, the Federal Districts, the Territories and possessions of the United States and any foreign country. It shall have the power to invest its Board of Directors with all of its corporate powers, subject to such restrictions as may be named in this charter. And it generally shall possess all the powers, rights, privileges and immunities which corporations are and may hereafter be authorized to possess under the constitution and laws of this State, and particularly under Act No. 267 of the Acts of the General Assembly of the State of Louisiana for the year 1914.

ARTICLE II—The domicile of this corporation shall be at the City of New Orleans, Parish of Orleans, State of Louisiana.

ARTICLE III—This corporation may carry on its business and establish offices in the State of Louisiana, or any States or Territories of the United States, or any foreign countries, and the objects and purposes for which this corporation is formed, and the nature of the business to be carried on by it, are hereby declared to be:

(1) To create, apply for, obtain, register, purchase, lease, or otherwise to acquire, and to hold, own, operate, distribute and introduce, and to sell, assign, or otherwise to dispose of, any trade marks trade names, patents, inventions, improvements and processes used in connection with or secured under letters patent of the United States, or elsewhere or otherwise, and to use, exercise, develop, grant licenses in respect of, or otherwise to turn to account any such trademarks, patents, licenses, processes and the like, or any such property or rights.

(2) To manufacture, construct and deal in machinery, appliances and plants of every nature, kind and description whatsoever; and particularly, to manufacture, construct and deal in filtering mediums used in the manufacture of syrups, molasses and sugars from sugar cane, beets or other raw products used in the manufacture of sugar. To acquire by purchase, lease or otherwise, and to manufacture and construct machines of any kind or character, and to equip, erect and install the same for use and operation by electricity, compressed air, oil, gas, or by other means of motive power, and to operate, use, sell lease and hire the same. And also to carry on a gneral manufacturing, wholesale and retail merchandise business.

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

ARTICLE IV.—The authorized capital stock of this corporation is hereby declared to be the sum of twenty thousand dollars ($20,000.00). The presently authorized capital stock of this corporation shall be represented by two hundred (200) shares of the par value of one hundred dollars ($100.00) each. The said capital stock shall be represented by certificates, and shall be personal property, and shall be fully paid and non-assessable when issued. No transfer of said capital stock shall be binding upon this corporation unless made in accordance with its charter and by-laws and recorded on the books thereof.

Of the said capital stock of twenty thousand dollars ($20,000.00), it is now agreed among the stockholders hereof that ten thousand one hundred dollars ($10,100) of said capital stock shall be subscribed for by L. J. Martel, of No. 2431 Valmont Street, New Orleans, La., and that the said L. J. Martel shall pay for said stock by transferring to this corporation all of the patent rights or interests which he might have in certain patents which have been applied for for the filtration of sugar solutions, juices, syrups, etc., used in the manufacture of sugars; that said patent has not been issuer, but is in the process of issuing, and that the caveat has been issued by the Patent Office and is numbered ...., and the stockholders now declare that the value of said patent rights are appraised at the sum of ten thousand one hundred dollars ($10,100.00) and the said stock shall be issued to the said L. J. Martel upon his transferring said patent rights, and said stock shall be considered as fully paid for.

ARTICLE V—The business of this corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a board of not less than three (3) nor more than seven (7) directors, to be elected from among its stockholders, and a majority of the directors, either present in person or represented by proxy, shall constitute a quorum.

ARTICLE VI—The first Board of Directors of this corporation is hereby fixed at seven (7), and shall be composed of: Denneson Caffery, whose postoffice address is New Orleans, La.; Louis J. Martel, whose postoffice address is New Orleans, La.; Horace Wilkinson, whose postoffice address is Port Allen, La.; Will H. Price, whose postoffice address is Thibodaux, La.; Marshall Billeaud, whose postoffice address is Broussard, La.; John D. Minor, whose postoffice address is Houma, La.; Henry N. Pharr, whose postoffice address is Olivier, La., with Louis J. Martel as president, John D. Minor as vice-president and George H. Conrad as secretary-treasurer. Said Board of Directors shall serve until the first meeting of stockholders for the election of officers, or until their successors are elected and qualified.

CHARTER.

ARTICLE VII—On the first Monday in January and annually thereafter on the first Monday in June in each year, a meeting of the stockholders of this corporation shall be held at its domicile for the purpose of electing directors for the ensuing year. A failure from any cause whatsoever to hold the annual meeting of stockholders, or the failure to elect directors thereat, shall not dissolve this corporation, but the directors then in office shall remain in office until their successors shall have been respectively duly chosen, elected, qualified and installed.

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

ARTICLE IX—No stockholder of this corporation shall ever be held liable or responsible for the contracts or faults of this corporation in any further sum than the unpaid balance on the stock for which he has subscribed, nor shall any mere informality in organization have the effect of rendering this charter null or of exposing a stockholder to any liability other than as above provided.

Thus done and passed in my office at the City of New Orleans, Louisiana, on the day, month and year herein first above written, in the presence of G. Duhme and A. L. Kloor, competent witnesses, who hereunto sign their names with said appearers and me, notary after due reading of the whole.

Names and postoffice addresses of subscribers and number of shares of stock which each agrees to take:

R. C. Milling, 1468 Nashville Ave., New Orleans, 2 shares. By L. J. Martel.
D. Caffery, 1228 Race St., New Orleans, 1 share. By L. J. Martel.
Horace Wilkinson, Port Allen, 1 share. By L. J. Martel.
Geo. H. Conrad, 5105 Dauphine St., New Orleans, 1 share. By L. J. Martel.
G. F. Rivas, 1736 St. Charles Ave., New Orleans, 1 share. By L. J. Martel.
E. E. Delhaye, Charenton, 1 share. By L. J. Martel.
John M. Caffery, Franklin, 1 share. By L. J. Martel.
M. Y. Moore, Lafayette, 1 share. By L. J. Martel.
Thibodaux Boiler Works Co., Thibodaux, 1 share. By L. J. Martel.
Edward N. Pugh, Donaldsonville, 1 share. By L. J. Martel.
S. Prejean, Belle Alliance, 1 share. By L. J. Martel.
Jos. A. Humphreys, Houma, 1 share. By L. J. Martel.
Gilmore Ernest, Houma, 1 share. By L. J. Martel.
Chas. Henderson, 3214 Iberville St., 1 share. By L. J. Martel.
C. D. Kemper, Franklin, 1 share. By L. J. Martel.
H. N. Pharr, Olivier, 1 share, By L. J. Martel.
J. C. Bussy, Jeanerette, 1 share. By L. J. Martel.
L. O. Pecot, Franklin, 1 share. By L. J. Martel.
R. L. Levert, New Orleans, 1 share. By L. J. Martel.
J. D. Bell, Franklin, 1 share. By L. J. Martel.
Arthur Martel, Franklin, 1 share. By L. J. Martel.
B. R. Shaffer, Ellendale, 1 share. By L. J. Martel.
E. G. Robichaux Co., Ltd., by John Lechel, Tallieu, 1 share. By L. J. Martel.
Lula Company, Inc., by P. H. Gilbert, president, Belle Rose, 1 share. By L. J. Martel.
Dugas & LeBlanc, Ltd., by Robt. E. LeBlanc, president, Paincourtville, 1 share. By L. J. Martel.
W. H. Price, Thidbodaux, 1 share. By L. J. Martel.
I. Popkin, Franklin, two shares. By L. J. Martel.
Chas. D. Thompson, 1610 Baronne St., New Orleans, 1 share. By L. J. Martel.
Terrebone Sugar Co., by A. R. Viguerie, Montegut, 1 share. By L. J. Martel.
John D. Minor, Houma, 1 share. By L. J. Martel.
Ernest M. Loeb, New Orleans, 1 share. By L. J. Martel.
A. J. Price, Thibodaux, 1 share, By L. J. Martel.
Frank L. Barker, Lockport, 1 share. By L. J. Martel.
C. S. Mathews, Mathews, 1 share. By L. J. Martel.
J. W. Lepine, Lafourche Crossing, 1 share. By L. J. Martel.
L. N. Folse, White Castle, 1 share. By L. J. Martel.
Geo. M. Murrell, P. & M. Co., Bayou Goula, 1 share. By L. J. Martel.
A. Wilbert's Sons P. & M. Co., Plaquemine, 1 share. By L. J. Martel.
Edward Songy, Plaquemine, 1 share. By L. J. Martel.
Lee J. Foret, Thibodaux, 1 share, By L. J. Martel.
Walter C. Marvant, Thibodaux, 1 share. By L. J. Martel.
Billaud Sugar Factory, Broussard, 1 share. Bq L. J. Martel.
Smedes Bros., Inc., by C. E. Smedes, president, Cade, 1 share. By L. J. Martel.
E. S. Broussard, New Iberia, 1 share. By L. J. Martel.
M. A. Patout & Son. Ltd., Patoutville, 1 share. By L. J. Martel.
Ernest Roger Co., Ltd., by L. C. Roger, vice-president, Thibodaux, 1 share by L. J. Martel.
The Jefferson P. & M. Co., Ltd., per E. G. Robichaux, president, Thibodaux, 1 share. By L. J. Martel.
The Lockport Central Sugar Refining Co., per E. G. Robichaux, Thibodaux, 1 share. By L. J. Martel.
The Cleophas Lagarde Co., Ltd., per B. Foref, president, Thibodaux, 1 share. By L. J. Martel.
A. I. Picard, Gonzales, 1 share. By L. J. Martel.
Est. H. C. Minor, by D. W. Pipes, Jr., Houma, 1 share. By L. J. Martel.
Louis J. Martel, 2431 Valmont St., New Orleans, 101 shares.

(Signed) R. H. SAAL, N. P.

Witnesses: G. Duhme, A. L. Kloor.

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 Martel Filter Co., Inc., was this day duly recorded in my office in Book 1231, Folio 472.

New Orleans, October 10, 1919.
(Signed) EMILE J. LEONARD, D. R.
A true copy:
R. H. SAAL, Notary Public.
October 10, 1919. hG
Oct. 30-Dec. 4.

Keep Well

Do not allow the poisons of undigested food to accumulate in your bowels, where they are absorbed into your system. Indigestion, constipation, headache, bad blood, and numerous other troubles are bound to follow. Keep *your* system clean, as thousands of others do, by taking an occasional dose of the old, reliable, vegetable, family liver medicine.

Thedford's

Black-Draught

Mrs. W. F. Pickle, of Rising Fawn, Ga., writes: "We have used Thedford's Black-Draught as a family medicine. My mother-in-law could not take calomel as it seemed too strong for her, so she used Black-Draught as a mild laxative and liver regulator . . . We use it in the family and believe it is the best medicine for the liver made." Try it. Insist on the genuine—Thedford's. 25c a package. E-75

CHARTERS.

AMENDMENT OF CHARTER, MOTION PICTURE ADVERTISING INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this the 4th day of the month of August, in the year of our Lord, one thousand, nine thousand, nine hundred and nineteen (1919), before me, Ethelred Macaulay Stafford a Notary Public duly commissioned and qualified in and for the parish and State aforesaid, personally came and appeared William Johnson, R. A. Loughney, VicePresident and N. J. Clesi, Secretary-Treasurer of "Motion Picture Advertising Inc." a corporation organized under the laws of Louisiana on the 29th day of July, 1919, by act before undersigned notary, recorded in Book 1228, folio 773 of the office of the Recorder of Mortgages for the Parish of Orleans on July 30th 1919, appearing in their said capacities, respectively, by virtue of and pursuant to authority so conferred upon them by a meeting of stockholders of said company held in the city of New Orleans on the 4th day of August, 1919, a duly certified copy of which is annexed hereto and made part hereof, and also appearing by virtue of and pursuant to authority so conferred on them by a resolution of the Board of Directors of said Company held in the City of New Orleans on the 4th day of August, 1919, a duly certified copy of which is annexed hereto and made part hereof, who declared, acting in their aforesaid respective capacities that, pursuant to and in accordance with the authority so delegated to them as aforesaid, said charter, and particularly Article IV thereof has been and the same be and is now amended by increasing the capital stock of said Motion Picture Advertising, Inc., from One Hundred and twenty-five thousand dollars, ($125,000.00) to Two hundred thousand dollars ($200,000.00), and that the said seventy-five thousand dollars increase in the capital stock of said company shall be eight per cent participating cumulative preferred non-voting stock, of the par value of one hundred dollars ($100.00) per share, interest thereon payable semi-annually and to be entitled to participate further in dividends under the following conditions: After eight per cent (8 per cent) dividend has been declared on preferred stock and eight per cent (8 per cent) dividend has been declared on Common stock, the balance of the dividend declared shall be divided between the Preferred and Common stock, twenty-five percent (25 per cent) to the Preferred Stock, and Seventy-five per cent (75 percent) to the Common Stock, said Preferred stock to be recalled at the Company's option at $105.00 with accrued interest, at any interest period.

And that the said charter of the said motion Picture Advertising Inc., and more particularly Article V thereof has been and the same be and it is now amended by authorizing, in addition to the officers already provided for in the charter of the company, the election of a Second Vice-President, and that N. J. Clesi be and is hereby elected and delegated to act as Second Vice President until the annual meeting of the Board of Directors for the election of officers, and the election and qualification of his successor.

Thus done and passed in my office in the City of New Orleans in the presence of Daniel Wendling and H. Brown, competent witnesses, who have signed their names together with said appearers and me, Notary, after due reading of the whole.

Witnesses Daniel Wendling, H. Brown. Original Signed W. Johnson, N. J. Clesi. R. A. Loughney.

ETHELRED M STAFFORD
Notary Public

I, the undersigned Recorder of Mortgages in and for the Parish of Orleans, State of Louisiana, do hereby certify the above and foregoing act of Amendment of Incorporation of Motion Picture Advertising Inc., was this day duly recorded in this office in Book 1231, folio 427.

New Orleans, September 29th, 1919.
(Signed) EMILE J. LEONARD, Dy. R.
A true copy:
ETHELRED M STAFFORD
Notary Public
Oct-16-Nov.-20-1919.

CHARTER OF THE GULF INTERNATIONAL STEAMSHIP CO., INC.

State of Louisiana, Parish of Orleans, City of New Orleans, Be it known that on this Fourteenth day of October in the year one thousand, nine hundred and nineteen. Before me William Waller Young, a Notary Public, in and for the Parish of Orleans, State of Louisiana duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned personally came and appeared the several persons whose names are hereunto subscribed, all above the full age of majority, who sceverally declared, that availing themselves of the laws of the State of Louisiana, and particularly Act 267 of 1914, relative to the organization of corporation, they have covenanted and agreed to bind, form and constitute themselves, as well as all such other persons as may hereafter become associated with them, into a corporation and body politic in law, for the objects and purposes and under the articles, agreements and stipulations following, to-wit:

ARTICLE I.—The name, style and title of this corporation shall be "Gulf and International Steamship Co., Inc." and under that name, it shall have and enjoy all the rights, advantages and privileges granted by law to corporations, and shall exist for the full term and period of ninety-nine years from this day. It shall have power to contract, sue and be sued, to make and use a corporate seal, and the same to alter and break at pleasure: to hold, receive, lease, purchase, sell and convey, as well as mortgage, hypothecate and pledge property, real, personal and mixed, corporeal and incorporeal; to name and appoint such managers, directors, officers, agents and other employees as its interest and convenience may require, and to make and establish, as well as alter and amend, from time to time, such by-laws, rules and regulations as may be necessary and expedient for the proper management and government of the affairs of this corporation.

ARTICLE II.—The domicile of this corporation is hereby fixed in the City of New Orleans, State of Louisiana, and all citations or other legal process shall be served upon the President of said corporation, or, in his absence, upon its 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 as follows :

(1) To engage in and carry on a steamship business; to own, control and acquire by lease, charter, purchase, construction, or otherwise, steamships, sailing vessels, tugs, barges, lighters, vessels and water craft of all kinds, or interests therein, and to operate same for the transportation of goods and passengers also to purchase, build, construct, repair, lease, sell, convey and operate vessels of all kinds and all machinery, appliances and appurtenances, incidentally necessary or convenient thereto, or in any way connected therewith, with also power to do a towing business, and also to purchase, own, lease, construct, control, and operate docks warehouse, wharves, dry docks, and dock machinery appliances and appurtenances of all kinds, and with power also to do a general ship-building, stevedoring, dockage, warehouse, ship agency, ship brokerage and commission business with power for any and all of the above purposes to borrow money, and to issue, from time to time, to any extent, necessary and convenient in the opinion of the board of directors of this corporation, negotiable notes, coupons, registered or other bonds or obligations of this corporation, and to secure the payment of the principal and interest on the same by mortgage or pledge of all or any part of the property, rights, franchises and privileges of the corporation then owned or which may be hereafter acquired by the corporation, and also with full power to do all things proper, necessary, convenient or incidental to the powers and purposes above expressed.

(2) To acquire by purchase, subscription or otherwise, and to hold, sell, assign, transfer, exchange, mortgage, pledge or otherwise, dispose of any shares of the capital stock, bonds or other evidence of indebtedness of any other corporation or corporations, association or associations, domestic or foreign, engaged in any business in which this corporation may be authorized to engage, or the ownership of whose securities would be advantages or convenient in the protection or promotion of any of the purposes or interests of this corporation, but only to the extent authorized by the laws of the State of Louisiana.

(3) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise either alone or in conjunction with any person, firm, association or corporation, and in any part of the world and in carrying on its business and for the purpose of attaining or furthering any of its objects, to make and perform such contracts of any kind and description to do such acts and things, and to exercise any and all powers as a natural person would lawfully make, perform, do or exercise, provided the same be not inconsistant with the laws under which this corporation is organized.

CHARTERS.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of Ten Thousand ($10,000.00) Dollars, to be divided into and represented by One hundred (100) shares of the par value of One Hundred ($100.00) Dollars each. Said stock shall be issued only for cash, and shall be paid for at such times and in such installments as the board of directors may direct.

The capital stock of this corporation may be increased to the sum of One Hundred Thousand ($100,000.00) Dollars.

ARTICLE V.—All the corporate powers of this corporation shall be exercised by a Board of Directors consisting of not less than three, nor more than five stockholders, a majority of whom, either present in person or represented by proxy held by another Director, shall constitute a quorum for the transaction of all business. The Board of Directors shall elect annually from their number a President, a Vice-President and a Secretary and Treasurer. The Board of Directors may join the offices of Secretary and Treasurer and may elect one person to hold both offices, or may elect a person who is not a stockholder or a member of the Board of Directors for the office of Secretary.

The first Board of Directors shall consist of Four Stockholders, and shall be composed of Albert R. Williams, James Wells, Frank Baiamonte and John S. Sareussen, with the said Albert R. Williams, as President; James Wells as Vice-President, Frank Baiamonte as Secretary, and John S. Sareussen as Treasurer.

The postoffice addresses of said directors are as follows: Albert R. Williams, 2012 Prytania Street, New Orleans, La.; James Wells, 2027 Chestnut Street, New Orleans, La., Frank Baiamonte, 1921 Governor Nicholls Street, New Orleans, and John S. Sareussen, 1530 Esplanade Avenue. These Directors shall serve until the third Wednesday of October, 1920, or until their successors have been duly elected and qualified. The annual meeting of stockholders for the election of directors shall be held on the third Wednesday of October of each year, unless said day be a legal holiday, and then on the next bank day thereafter. Any vacancy occuring among the directors by death, resignation or otherwise, shall be filled by election for the unexpired term by the remaining directors. Each subscriber hereto sets after his name his, postoffice address and a statement of the number of shares of stock which he agrees to take in the corporation. At all elections, every stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the corporation, to be cast in person or by his written proxy A majority of the votes cast shall elect.

ARTICLE VI.—In the event of the liquidation or dissolution of this corporation, the stockholders shall elect three liquidators from among their number at a meeting convened for that purpose, after fifteen (15) days' written notice sent to each stockholder by mail to his last known address; said liquidators shall have the authority to wind up the business and affairs of this corporation. In case of the death of a liquidator, the survivors shall appoint a stockholder as successor to him.

ARTICLE VII.—This charter may be modified, changed or altered, or said corporation may be dissolved, with the assent of stockholders owning two-thirds of the entire capital stock, at a general meeting of the stockholders convened for that purpose, after fifteen (15) days' written notice shall have been given to each stockholder, mailed to him at his last known address.

ARTICLE VIII.—No subscriber for stock shall ever be held liable for the contracts, faults or debts of said corporation in any further sum than the unpaid balance, if any, due the corporation on the stock for which he has subscribed; nor shall any stockholder ever be held liable for such contracts, faults or debts in any further sum than the unpaid balance, if any, on the stock owned by him; nor shall any mere informality in organization have the effect of rendering this charter null, or rendering any subscriber or stockholder liable beyond the unpaid amount, if any, remaining due on his stock.

ARTICLE IX.—This corporation is organized under the laws of the State of Louisiana, and especially Act No. 267 of 1914, and the subscribers hereto, for themselves and said corporation, and for its officers, directors and stockholders, hereby accept as part of this charter, and as conditions of this corporation, all the rights, powers, privileges and immunities granted to corporations, and granted to and conferred upon officers, directors and stockholders of corporations by said laws and said act; said acceptance being as full, complete binding as if said rights, powers, privileges and immunities were set forth at full length in this instrument.

Thus done and passed, in my Notarial Office, in the City of New Orleans aforesaid, in the presence of George H. Terriberry, and Thomas Joseph Dobbins, competent witnesses of lawful age, and residing in this City, who hereunto subscribe their names, together with said parties and me, Notary, on the day and date set forth in the caption hereof.

Original Signed: George H. Terriberry, T. J. Dobbins.
Names of Subscribers omitted.
W. W. YOUNG,
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 "Gulf and International Steamship Co., Inc.," was this day duly recorded in my office, in Book 1231, Folio —.
New Orleans, October 15th, 1919.
(Signed) EMILE J. LEONARD, Dy, R.
A True Copy.
W. W. YOUNG,
Notary Public.
Oct. 23-Nov. 27.

CHARTER OF VICTORIA LAND AND CANAL COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, be it known, that on this 14th day of the month of October, in the year of our Lord one thousand nine hundred and nineteen (1919), and of the Independence of the United States of America the one hundred and fourth (144th); before me, Watts K. Leverich, a Notary Public, duly commissioned and qualified in and for the Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who declared that, availing themselves of the laws of this State relative to the organization of corporations, they have covenanted and agreed, and do by these presents covenant, 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 and title of this corporation shall be: "Victoria Land and Canal Company Inc.," and under its corporate name it shall enjoy succession for the full term and period of ninety-nine years from and after the date hereof, and shall have 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, as well as mortgage and hypothecate under its corporate name, property both real and personal and mixed; to borrow money and make and issue bonds and other evidences of debt, and to secure the same by mortgage and otherwise; to hold stock in other corporations; to acquire, hold and re-issue shares of its capital stock; to join or consolidate with and enter into agreements and co-operative relations not in contravention of law, with any person or persons, firms, associations or corporations, governmental, municipal or otherwise, in and about the carrying on and accomplishment of all or any of the purposes of the company; to carry out all of the objects and purposes hereinafter set out; 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 regulations for the management and regulation of the affairs of the corporation as may be necessary, proper or convenient.

ARTICLE II.—The domicle of this corporation shall be in the Parish of Orleans State of Louisiana, and all citations or other legal process shall be served upon any of the officers of the corporation.

ARTICLE III.—The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it, are hereby declared to be: to acquire by purchase, lease, donation, exchange, or otherwise, and to hold, operate, sell, alienate or encumber, real, personal and mixed property, of every description and kind, and particularly, rice mills, paper mills, feed mills, irrigation plants, canals, pumping stat-

CHARTER

ions, lands, warehouses, and the appurtenances thereof, and such other plants and machinery as may be operated for the milling, manufacturing and preparation for the markets of cereals of all kinds, including particularly rice, or rice products, or rice by-products, or any other food products; to divert the courses of rivers, creeks, bayous and other streams; to dam, store and husband water, and to control same for its purposes or for the sale or use thereof; to purchase, acquire, hold, lease, manage, control, operate, sell, lease, and otherwise dispose of, water, water rights, rights of way, power, privileges, and appropriations for milling, agricultural, domestic, manufacturing, and other uses and purposes; to engage in all sorts of agricultural operations; to drain, irrigate, reclaim, colonize, develop and improve lands; to raise, market and deal in live stock; to hold, acquire, lease and operate tramroads, bridges, barges and other watercrafts, canals, waterways, telephone and telegraph lines, lighting plants, and other means of transportation necessary or convenient in prosecuting the business of the company; to erect buildings and other structures, and to operate, lease or otherwise handle them and deal therein, to construct, and operate commissaries, boarding houses, hotels, warehouses and general stores; to operate dairies; to make advances for the cultivation of lands; to develop, produce, market and deal in minerals; to buy, sell, store, ship, forward, pledge, receive on consignment, make advances on and handle, rice and other agricultural commodities and products of all kinds; to obtain certificates as Public Warehouseman and carry on business as such; to deal in merchandise of all kinds; to acquire the property, business and good will of any individuals, firm or corporation engaged in any of the business enumerated above; to issue bonds, mortgages and hypothecations to the extent necessary or proper in its business; to acquire and hold, sell, encumber or dispose of, stocks and bonds of other companies, to the extent permitted by law; to exchange its entire capital stock, or any part thereof, for property which it is authorized to acquire, or to exchange its entire assets and business, or any part thereof, for property, stocks, bonds or other obligations of other companies; to subscribe to the stock of other companies, and generally to do any and all such acts and things as may be or shall be necessary, or convenient or proper for the accomplishment of any of the foregoing objects and purposes.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of Five Hundred Thousand ($500,000.00) Dollars, divided into Five Thousand (5000) shares of the par value of One Hundred ($100.00) Dollars per share. The amount of stock may be increased to Five Million ($5,000,000.00) Dollars. The whole or any portion of said stock may be issued and delivered to any person, firm or corporation for the acquisition of the rights, privileges or property owned or controlled by such persons, firm or corporation, for the fair value thereof as appraised by the Board of Directors; and the Board of Directors hereinafter created is specially authorized to issue and dispose of the stock for any and all purposes as in its judgment may seem fair anr proper.

ARTICLE V.—All the powers of this corporation shall be vested in and exercised by a Board composed of three (3) directors. Said Board of Directors shall be elected anually by ballot, at a stockholders' meeting called for that purpose on the first Wednesday in February of each year, (or the next legal day if that be a holiday), after due notice given to the stockholders by mail, at least fifteen days before the date of said meeting. Each holder of stock 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 the power to fill all vacancies which may occur or in any manner arise or be created on the Board, even though no quorum remain at the time such vacancies are to be filled. Failure to elect directors on the day above specified shall

DIAMONDS
WATCHES AND JEWELRY
Zaeringer Bros.
505 Royal St.

CHARTERS

not dissolve the corporation, but the directors then in office shall remain in office until their successors are elected and qualify. The Board shall elect from their number a president, a vice-president and a secretary-treasurer, provided, that the Board may dispense with any of said officers and—or may combine any of them, and—or may elect such other officers (who need not be members of the Board or stockholders) as they think proper or convenient for the carrying on of the company's business, and they shall fix the salaries of all officers, agents and employees. At any meetings of the Board of Directors, any director absent from the meeting may be represented by any other director, who may cast the vote of the absent director according to the written instructions, either general or special, of said absent director. The Board of Directors shall have authority 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 the corporation and not inconsistent with this charter, and they shall have the power to authorize the borrowing of money and the issuance of notes and the execution of mortgages and pledges, and generally to do all things necessary or convenient for the proper carrying on of the business of the corporation.

Until the general meeting of stockholders for the election of directors to be held on the first Wednesday of Febuary, 1920, or until their duly qualified successors are elected and installed, the Board of Directors shall be composed of:

J. T. Brown, P. O. address Laurel, Mississippi, Mayrant Adams, P. O. address Jackson, Mississippi, Frank A. Godchaux, P. O. address Abbeville, Louisiana.

Of the foregoing, J. T. Brown, shall be President, Frank A. Godchaux, Vice-President and Mayrant Adams Secretary-Treasurer.

ARTICLE VI.—This act of incorporation may be changed, modified or amended, or the corporation dissolved, by a vote of two-thirds of the entire capital stock present or represented at a general meeing of the stockholders convened for such purpose, after previous notice shall have been given in the manner above required to be given of the annual meeting of the corporation.

ARTICLE VII.—If this corporation shall be dissolved, either by limitation or from any other cause, its affairs shall be liquidated by three commissioners to be appointed at the meeting of stockholders convened for the purpose of liquidation, and to be elected by the vote of all the stockholders voting upon a parity. Said liquidators shall remain in office until the affairs of the corporation shall have been fully settled and liquidated, and they shall have full power and authority to transfer and give title to all the property and assets of the corporaion and to distribute the proceeds. In case of death, disability or resignation of one or more liquidators, the vacancy shall be filled by the survivor or survivors.

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

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 at my office in the city of New Orleans, Louisiana, on the day, month and year first above written in the presence of L. Carroll Root and E. N. Kirkpatrick, who with said appearers and me, Notary, have signed hereto after due reading of the whole.

Witnesses: L. Carroll Root, E. N. Kirkpatrick.

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 the "Victoria Land and Canal Company, Inc., was this day duly recorded my office, in Book 1231, Folio —.
New Orleans, October 1919.
(Signed) EMILE J. LEONARD, Dy, R.
A true Copy.
WATTS K. LEVERICH,
Notary Public.
Oct. 23-Nov. 27.

CHARTER

AMENDMENT TO THE CHARTER OF THE MERCHANTS WHOLESALE GROCERY COMPANY, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known on this, the 15th day of the month of October, in the year one thousand nine hundred and nineteen, before me, Peter Stifft, a Notary Public for the Parish of Orleans, city of New Orleans, personally appeared G. Q. Milwee and Henry L. Phillips, acting respectively as the president and the secretary of the Merchants Wholesale Grocery Co., Inc., and the said appearers acting as aforesaid declared that at a meeting of the stockholders in the said corporation after due notice sent to each stockholder at his last post office address, on the 10th day of September, 1919, in accordance with the requirements of article No. 7 of the Act of Incorporation before Peter Stifft, Notary Public, on the 27th day of August, 1919, and duly recorded in the mortgage office in Book No. 1231, Folio No. 391, the following resolutions were unanimously adopted:

RESOLVED, That this Company avail itself of the right reserved by it in article No. 6 of its charter as passed before Peter Stifft, Notary Public, on August 27th, 1919, and recorded in the mortgage office in Book 1231, Folio No. 281, does hereby increase its capital stock of the said corporation to $103,000.00. Said increase to be $100,000.00 at par value, or $50.00 per share or 2,000 shares of which $10,000 or 200 shares shall be common stock and $90,000, or 1800 shares shall be preferred stock. The par value of each share to be $50.00 each, fully paid and non-assessable. The preferred stock shall be entitled to receive when and as declared from the surplus or profits of the corporation, yearly dividend at the rate of 8% per year, payable annually, on dates to be fixed by the by-laws. The dividend on preferred stock to the extent of 8% per annum, and no more shall be cumulative and shall be payable before any dividend on common stock shall be paid or set apart, so that if in any year dividends amounting to 8% shall not have been paid on the preferred stock the deficiency shall be payable before any dividends shall be paid upon or set apart for the common stock.

Whenever the cumulative dividends on preferred stock for all previous years shall have been declared and shall have become payable and shall have been set aside by the Company from its surplus or net profits, and same sufficient for the payment thereof, the board of directors may declare dividends on the common stock, payable then or thereafter out of the remaining surplus or net profits. The preferred stock shall have no voting power. In case of dissolution of liquidation or the winding up of the corporation, the preferred stock shall be paid in full at par, and all unpaid cumulative dividends accrued thereon before any amount shall be paid to the holders of the common stock. After the payment of the holders of the preferred stock of its par value and of any unpaid cumulative dividends thereon. The remaining assets and funds shall be divided and paid to the holders of the common stock according to their respective shares.

RESOLVED, That the president and secretary of this corporation be authorized to sign an authentic act carrying into effect the foregoing resolution.

Thus done and passed in my office on the day and month and year first above written in the presence of Benjamin T. Waldo and E. M. Richard, competent witnesses who have signed with the appearers and me, the notary public, after reading the whole.

Witnesses: Benjamin T. Waldo, E. M. Richard.

(Original Signed) G. Q. Milwee, Pres. of Merchants Wholesale Grocery Co., Inc.; H. L. Phillips, Sec'y. Merchants Wholesale Grocery Co., Inc.

PETER STIFFT,
Notary Public.

I, the undersigned, Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing Act of Amendment to the Incorporation of the Merchants Wholesale Grocery Co., Inc., was this day duly recorded in my office, in Book 1231, Folio —.
New Orleans, October 15, 1919.
(Signed) EMILE J. LEONARD, Dy. R.
A true copy.
PETER STIFFT,
Notary Public.
Oct. 23-Nov. 27.

Third Red Cross Roll Call
November 2d to 11th

"Armistice Day"

Drive to be conducted by

Jerusalem Temple, Mystic Shrine

Headed by CHARLES WEINBERGER
and assisted by the Nobles

All Interests to Combine in Fund-Raising Campaign
Which Will Enable the

NEW ORLEANS CHAPTER, A. R. C.

to Successfully Prosecute the Peace Time
Programme

CAMPAIGN HEADQUARTERS
GRUNEWALD HOTEL—Parlor L

MARTIN BEHRMAN, Chairman
EMILE V. STIER
Manager
BEN BEEKMAN
Chairman Publicity Committee
CHARLES WEINBERGER
Chairman Committee on Solicitation

JOHN F. CLARK — THEO. GRUNEWALD
CHARLES GODCHAUX — P. H. SAUNDERS

ROBINSON & CO., Auditors
J. N. EASTIN, Secretary — WM. H. HEYL, Cashier