CHARTER.

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CHARTER OF THE GULF TRADING COMPANY, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, That on this twentieth day of the month of November, in the year of our Lord the One Thousand Nine Hundred and Nineteen, and of the Independence of the United States of America, the One Hundred and Forty-third, before me, Arthur A. Moreno, a Notary Public, duly commissioned and qualified, in and for this City and the Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the following persons whose names are hereunto subscribed, together with the amounts of their respective subscriptions to the capital stock of the corporation to be formed, who severally declare that, availing themselves of the provisions of the general laws of the State of Louisiana relative to the organization of corporations, they have covenanted and agreed, and do by these presents covenant and agree, and bind and obligate themselves, as well as such other persons as may hereafter become associated with them or their successors, to form and constitute themselves into a corporation and body politic in law, and for the objects and purposes and under the agreements and stipulations following, to-wit:

ARTICLE I.—The name and title of this corporation shall be the Gulf Trading Company, Inc., and by that name this corporation shall have power and authority to have and enjoy succession for the full term of ninety-nine years from the date hereof; to contract, sue and be sued; to borrow money; to make and issue its negotiable promissory notes or other evidences of indebtedness; to create debts; to make and use a corporate seal; to purchase and receive, lease, hold, sell and convey, as well as mortgage and hypothecate property, real, personal and mixed; to name and appoint such officers and agents as the interest of said corporation may require; to make and establish such by-laws and regulations for the proper management and regulation of its affairs as may be deemed necessary, and the same to change, alter and amend at pleasure.

ARTICLE II.—The domicile of this corporation shall be in the City of New Orleans, Parish of Orleans, State of Louisiana, and all citations and other legal process shall be served upon the president of this corporation and in the event of his absence upon the vice-president.

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 to act as buying and selling agents for merchants and manufacturers in the United States and all foreign countries; to buy and sell any and all commodities; to act as forwarding, export and financial agents; to establish and conduct warehouses and to do all kinds of commercial, brokerage and commission business; and in connection therewith to own, hold, lease, buy, sell or otherwise acquire real, personal and mixed property of all kinds; to borrow money, to execute securities therefor, including negotiable bonds, and to do any and all things necessary or incidental to the conduct of any business or businesses this corporation is authorized by its character to conduct; to hold and exercise all such incidental powers and privileges relative to objects heretofore set forth.

ARTICLE IV.—The capital stock of this corporation shall be Twenty Thousand ($20,000.00) Dollars, divided into two hundred (200) shares of the par value of One Hundred ($100.00) dollars each and may be increased to the sum on One Hundred Thousand ($100,000.00) Dollars, divided into one thousand (1,000) shares of the par value of One Hundred ($100.00) Dollars each, and this corporation is to be a going concern when one-half of the capital stock of this corporation has been subscribed and paid for. Each share of said stock shall be entitled to one vote, either in person or by proxy, at all general elections or meetings of the stockholders.

ARTICLE V.—No stockholder shall ever be held liable or responsible for the indebtedness, faults or defaults of this corporation, nor shall any mere informality in the organization of this corporation have the effect of rendering the charterter null or of exposing the stockholders to any liability beyond the unpaid balance, if any, on their stock subscription. No transfer of stock shall be made or held to be valid and binding unless made in pursuance of the provisions of this charter.

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

ARTICLE VII.—The business of this corporation shall be directed by and vested in a board of directors of three members, two of whom shall constitute a quorum for the transaction of business.

The board of directors as first constituted shall be composed of Solomon O. Scheyer, Juan R. Lopez and M. Consuelo Scheyer and they shall hold office until the first Monday in December, 1920, and on that day and on the same day thereafter each year elections shall be held for directors at the principal office of the corporation and the election shall be held between the hours of ten and twelve a. m. Failure to hold an election on the date specified shall not dissolve the corporation, but the directors shall hold their respective offices until an election shall be held after thirty days' notice of the time and place thereof given to each stockholder.

Notice of the stockholders' meeting for election of directors shall be given fifteen days prior to the day of the meeting, in writing, and shall be sent to each stockholder at his last known address.

Solomon O. Scheyer shall be first president, Juan R. Lopez shall be first vice-president and M. Consuelo Scheyer shall be first secretary-treasurer.

Directors may act either in person or by proxy.

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

ARTICLE IX.—This act of incorporation may be amended, altered and modified or this corporation dissolved in the manner provided by law.

ARTICLE X.—In case of loss equal to one-third (1/3) of the capital stock, the corporation shall be dissolved and liquidated at any time after one year.

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

S. O. SCHEYER.
99 Shares, 606 Commercial Place, New Oreans, La.

JUAN R. LOPEZ.
100 Shares, by S. O. Scheyer, agt. & Atty. in fact., San Pedro Suta, Honduras, C. A.

M. CONSUELO SCHEYER.
— Shares, 1037 Peters Ave., New Orleanfs, La.

Witnesses:
Azelie Bennett,
Ruth M. Seiler.

A. A. MORENO,
Notary Public.

A true and correct copy of the original now on file and of record in my office. O. B. 1231, folio 719.
December 11-Jan. 15.

NO. ..., DECEMBER 2, 1919.
CHARTER OF EXPORT PAPER PRODUCTS COMPANY OF NEW ORLEANS, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this second day of the month of December 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 McLellan Fayssoux, a notary public duly commissioned and qualified and in and for this City and Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared, the persons whose names are hereto subscribed, who declared, that availing themselves of all and singular the laws of the State of Louisiana and especially of the laws relative to the organization of corporations and of all of the provisions of Act 267 of the General Assembly of 1914, they have convenanted and agreed and do by these presents covenant and agree and bind themselves as well as all such other persons, who may hereinafter become associated with them, to form a corporation for the objects and purposes and under the articles, agreements and stipulations following to-wit:

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

ARTICLE II.—The domicile of this corporation shall be in the City of New Orleans, State of Louisiana. All citations and other legal process shall be served upon the President of said corporation, or in case of his absence or inability to act, upon the Vice-Presiden', or in case of the absence or inability of both the President and Vice-President to act, then upon the Secretary of this corporation.

The President shall be the executive officer of the corporation; he shall preside at all meetings of the Board of Directors and stockholders.

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 and specified to be: To receive, buy, sell, manufacture and deal in paper products of every kind and description, and containers, cartoons and receptacles of every kind, size, material and description; to handle consignments for, accounts of, and act as agent for any and all persons, companies or corporations; to buy, sell, manufacture and deal in all such materials as may be used and necessary in the sale, production and manufacture of paper products and of receptacles, cartoons and containers; to erect, construct, build, buy, acquire, own, rent, lease and sell such buildings and factories as may be necessary or required in the manufacturing, buying, selling and dealing in paper products, containers, receptacles and cartoons and materials necessary in the manufacture thereof and generally to do and perform such other business as may be necessary for the carrying on of the affairs of this corporation and the carrying into effect and accomplishing the objects and purposes for which this corporation is organized and which are incidental or in anywise connected or appertaining therewith.

ARTICLE IV.—This corporation may sue and be sued in its corporate name, hold, have, receive, purchase, convey, sell, mortgage, hypothecate, pledge, lease and sub-lease, and enjoy real, personal and mixed property; also borrow and lend money and make contracts receive grants of land, or personal property, and make and use a corporate seal, the same to alter and break at pleasure; name and appoint such managers, directors, officers, clerks and agents, as the interest and convenience of said corporation may require; make and establish such by laws, rules and regulations for the proper management and regulation of the affairs of said corporation as may be necessary, and the same to alter and change at pleasure, and shall possess all the rights, powers and privileges to which corporations are, or may be by any general law or laws or this State authorized and entitled to posess. Said corporation may exercise its corporate powers within any other State or Territory in the United States or foreign country that shall permit the same.

ARTICLE V.—The capital stock of this corporation is hereby fixed at the sum of twenty thousand and 00/100 ($20,000.00) dollars, represented by two hundred (200) shares of one hundred and 00/100 ($100.00) dollars each. All stock subscribed for shall be payable in cash at the time the certificates thereof are issued or the same may be issued at not less than par for property actually received by said corporation. The said corporation shall commence business when twenty thousand and 00/100 ($20,000.00) dollars worth of stock shall have been subscribed for and paid. All transfers of stock shall be made on the books of said corporation by surrender of the certificate thereof to the presiding officer, who shall write the word "cancelled" promptly across the face thereof and erase the President's signature therefrom before issuing a new certificate.

Said capital stock may be increased in the manner provided for by the laws of this State. Whenever an increase of said capital stock shall have been authorized, fifteen days written notice shall be given to each stockholder within which time persons holding stock in this corporation shall have the right to subscribe for said increase of stock in proportion to the number of shares of stock held by them, and which additional shares shall be paid for at such times and in such manner, as the Board of Directors may direct.

After the expiration of the said time for subscription and payment the Board of Directors may dispose of the shares not taken, for the benefit of the company in such manner as they may think proper at not less than par value.

ARTICLE VI.—At all elections by or meetings of the stockholders each share of stock shall be entitled to one vote to be cast either by the person in whose name the stock appears on the books of this corporation at the time of the voting or by his agent or proxy duly authorized in writing to that effect.

ARTICLE VII.—The business and affairs and corporate powers of this corporation shall be transacted by a Board of not more than five Directors nor less than three, to be composed of stockholders thereof, and they and each of them shall be elected at a meeting to be held for that purpose.

Jules Henry Weill, Casa Grande Apartments, New Orleans, La.; Henry Levi, Octavia Apartments, New Orleans, La.; Solomon Levi, Octavia Apartments, New Orleans La., shall constitute the first Board of Directors and shall hold office until the first Tuesday after the second Monday in January, 1921, or until their successors are elected and qualified, each subsequent board shall take their seats immediately following their election or as soon thereafter as practicable and shall hold their office, until their successors shall have been elected and qualified. The Directors hereinabove named shall select their own officers.

The officers elected and designated to serve until the first Tuesday after the second Monday in January, 1921, or until their successors shall be elected are as follows, to-wit:

Jules Henry Weill, president, Solomon Levi, vice-president and Henry Levi, secretary and treasurer.

On the first Tuesday after the second Monday in January, 1921, and annually thereafter an election for directors, by the stockholders shall be held at the office of the corporation, after fifteen (15) days notice thereof shall have been given in person or by depositing the same in the Post Office, properly addressed to the last known address of the stockholder of said meeting. Every Board of Directors shall at its first meeting after its election, or as soon thereafter as practicable, elect from their own number a President, and a first Vice-President.

The said Board of Directors shall also elect a Secretary and a Treasurer, who may combine the said two offices in one person, and the said Secretary need not necessarily be a member of the Board of Directors. A failure to elect Directors on the date above specified shall not dissolve the corporation, but the then existing Board of Directors shall continue in office and another election shall be held as soon thereafter as practicable at a time to be fixed by the Board of Directors then in office, whereof fifteen days prior notice shall be given in the manner hereinabove provided, which notice shall be full and complete notice to all stockholders of such meeting.

Any vacancy in said Board of Directors from any cause shall be filled by the remaining Directors. A majority of the members of said Board of Directors shall constitute a quorum for the transaction and management of all business of said corporation. They may make such by-laws, rules and regulations as they may think proper for the transaction of the business and affairs of said corporation, and change, alter and amend same at pleasure; appoint and fix salaries of all officers, clerks and employees, the same change or dismiss at pleasure, fix salaries for officers provided for herein, sell convey, mortgage, pledge, lease and purchase property, movable, immovable and personal; borrow money, issue notes and bonds, lend money, make contracts and sign and cause to be signed all necessary acts, deeds, etc., to take judicial proceedings in the name of and on behalf of this corporation, and to do all things which may be necessary to be done in the management of said business and may be permitted by laws applying to corporations and declare dividends.

ARTICLE VIII.—No stockholders shall sell or otherwise dispose of his stock in this corporation without first offering the same to the other stockholders at the book-value thereof, said offer of sale of said stock shall be made in writing addressed and delivered to the President or acting President of this corporation. The President shall acknowledge receipt of such notice and shall immediately communicate the contents thereof to each stockholder. After fifteen (15) days from the receipt of said written offer and on the failure of said stockholders or any of them to purchase said stock, the owner thereof shall be allowed to sell said stock so offered to any other person or persons for not less however than the book value of said stock.

ARTICLE IX.—This act of incorporation may be changed, modified or altered, or said corporation may be dissolved with the assent of three-fourths of all its outstanding stock at any general meeting of the stockholders of said corporation convened for that purpose, after previous notice given in the manner hereinabove set forth in Article VII. But any and all meetings of stockholders, whether for purpose of liquidation or for any other purpose, may be held at any time without notice by unanimous consent of all stockholders in writing filed with the Secretary.

ARTICLE X.—The President, or acting President, may in his discretion and shall, upon the written request of one stockholder, call a special meeting of the stockholders of this corporation.

ARTICLE XI.—No stockholder shall ever be liable or responsible for the contracts or faults of this corporation in any further sum than the unpaid balance due to the company on the shares owned by or subscribed for by him; nor shall any informality in the organization have the effect of rendering this charter null or of exposing the stockholders to any liability.

ARTICLE XII.—Whenever this corporation is dissolved, either by limitation or from any other cause, its affairs shall be liquidated under the superintendency of two stockholders, to be chosen for that purpose by a majority in amount of the stockholders present or represented at a general meeting of the stockholders at which the election is held. Said commissioners shall remain in office until the affairs of said corporation shall have been fully liquidated. In case of the death of one of the commissioners, or refusal or inability to act, the surviving or remaining commissioner shall continue to act and shall select another stockholder in the place and stead of the commissioner who shall have ceased to act.

This said charter shall serve as the original subscription list, the subscribers hereto having set opposite their respective names, the number of shares of stock for which they have subscribed.

Thus done and passed in my office in the City of New Orleans, aforesaid, on the day, month and year first above written, in the present of Messrs. Edmund R. Mabry and Sylvester Titus, competent hereunto sign their names with the said witnesses, residing in this Parish, who parties and me, Notary, after due reading of the whole.

(Original Signed):

JULES HENRY WEILL.
100 Shares, Casa Grande Apartments, leans.

HENRY LEVI.
99 shares, Octavia Apartment, New Orleans.

SOL. LEVI.
1 Share by Henry Levi, Octavia Apartment, New Orleans.

Witnesses:
Edmund R. Mabry,
Sylvester Titus.

W. McL. FAYSSOUX,
Notary Public.

I, the undersigned, Deputy 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 "Export Paper Products Company of New Orleans, Incorporated," was this day duly recorded in the Mortgage Office of the Parish of Orleans in Book 1231, folio —.

New Orleans, La., December 3, 1919.
Signed) EMILE J. LEONARD,
Deputy Recorder of Mortgages.

I, the undersigned Notary Public, in and for the Parish of Orleans, do hereby certify that the above and foregoing is a true and correct copy of the original act of incorporation of the "Export Paper Products Company of New Orleans, Incorporated" and of the certificate of the Recorder of Mortgages for this Parish thereunto appended, and of record in my office.

In faith whereof, I have hereunto set my hand and official seal this third day of December, 1919.

W. McL. FAYSSOUX,
Notary Public

Dec. 11-Jan. 15.

AMENDMENT OF THE CHARTER OF FERD MARKS INSURANCE AGENCY, LIMITED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this the 28th day of the month of November, 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 Leonard M. Wise, and Max Frishman, residents of the Parish of Orleans, State of Louisiana, of the full age of majority, herein appearing and acing in their capacities as Treasurer and Secretary respectively, of a special meeting of the stockholders of the Ferd Marks Insurance Agency, Limited, held on the 25th day of November, 1919, which said company is a Louisiana corporation, domiciled in the Parish of Orleans, originally organized by act before William O. Hart, notary public, in and for the Parish of Orleans, State of Louisiana, on the 5th day of March, 1900, and recorded in the Mortgage Office for the Parish of Orleans, in Book 446, folio 789; which act was amended by authority of a meeting of the stockholders of said corporation held on the 24th day of March, 1902, by act before John C. Davey, Jr., notary public, on the 27th day of March, 1902, and recorded in the Mortgage Office for the Parish of Orleans in Book 723, folio 289; and again amended by authority of a general meeting of the stockholders of the said corporation held on the 28th day of August, 1903, by act before John C. Davey, Jr., a notary public in and for the Parish of Orleans, State of Louisiana, on the 2nd day of September, 1903, and recorded in the Mortgage Office for the Parish of Orleans in Book 750, folio 615; their authority in the premises being pursuant to a resolution passed at said stockholders meeting hereinabove mentioned, a certified copy of the minutes of which meeting are hereto annexed as part hereof.

Who declared that at the said special meeting of the stockholders of the said Ferd Marks Insurance Agency, Limited, held in the City of New Orleans, on the 25th day of November, 1919, it was resolved that the charter of the said Ferd Marks Insurance Agency, Limited, be reenacted and amended in its entirety, and that accordingly that the said stockholders of the Ferd Marks Insurance Agency, Limited, do by these presents adopt the following articles as the charter of the said Ferd Marks Insurance Agency, Limited, to-wit:—

"ARTICLE I.—The name and title of this corporation shall be The Ferd Marks Insurance Agency, Limited, 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 its incorporation; 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 described 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, pleaded or be impleaded by its corporate name in any court of competent jurisdiction. It may make, adopt and use a corporate seal, and alter or break the same at pleasure. It may name, appoint and employ such managers, directors, officers, agents and other employees at its interests, 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 laws, fixed 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 or other states, the Federal districts, the territories and possessions of the United States and any foreign country. It shall have the power to vest its Board of Directors with all its corporate powers, subject to such restrictions as may be named in this charter, and it generally shall have and possess all the powers, rights, privileges and immunities which corporations have and may hereafter be authorized to have and possess under the Constitution and Laws of this State, and particularly under Act 267, of the acts of the General Assembly of the State of Louisiana, for the year 1914, and the amendments thereto.

"ARTICLE II.—The domicile of this corporation shall be the City of New Orleans, Parish of Orleans, State of Louisiana, and all citations and other legal process shall be served upon the first Vice-President of this corporation, or in case of his absence, upon the second Vice-President, or in the absence of both of these officers, upon the Treasurer of this corporation.

"ARTICLE III.—The objects and purposes for which this corporation is formed, and the nature of the business to be carried on by it, are hereby declared to be to engage in the business of acting as agent and broker in effecting fire, life, accident, marine and all other kinds of insurance for any and all insurance companies in the transaction of the insurance business in all its branches, and generally to perform all things connected with the insurance agency business, and to act as agents for warehousing companies, and to perform all things pertaining to said business; and to carry on any other business which, under the law, it may be entitled to carry on which may seem to the corporation to be calculated, directly or indirectly, to effectuate 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 profitably any of the companies properties and rights, and generally to hold and exercise all such incidental powers and privileges, and do and perform all things as relate to the objects and purposes hereinabove set forth, or as may be needful, necessary, proper, useful or convenient for effecting said objects and purposes.

"ARTICLE IV.—The authorized capital stock of this corporation is hereby fixed and declared to be the sum of seventeen thousand, five hundred dollars ($17,500.00), divided into one hundred and seventy-five (175) shares of one hundred dollars ($100.00) each, which has been subscribed for at the time of the signing of the original charter of this corporation.

"The capital stock shall be represented by certificates, and shall be personal property. 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.

"ARTICLE V.—No stockholder, or his legal representative, shall be allowed to sell, exchange, grant, give, alienate, dispose of, convey, devise or bequest his stock until he first offers in writing through the Secretary of this corporation, to sell the same to the remaining stockholders at its actual book value, and the remaining stockholders in proportion to their then holding shall have the right within ten (10) days to decide whether they shall purchase same or not, and said other stockholders desiring to purchase all or part of the offered stock under this article must in due time give written notice of such desire to the Secretary of this corporation.

"For the purposes of this article, the actual book value shall be determined by the figures as of the closing of the books at the nearest earlier date. The purchase shall be for cash, and if not purchased then by them, the stock may be sold or otherwise disposed of to any other person or persons. Any stockholder of this corporation may devise or bequest stock in this corporation to any other stockholder in this corporation; but is expressly prohibited from devising or bequesting stock in this corporation to any person not already a stockholder in this corporation. No sale or transfer of stock of a deceased person can be made except as above stated, save to the stockholders, and this Article V shall be printed on each and every share of stock.

"No sale or other transfer or assignment or bequest or devise of stock in this corporation shall be valid until and unless opportunity to purchase such stock has first been given in the manner hereinabove provided.

"ARTICLE VI.—All the corporate powers of this corporation shall be vested in and exercised by a Board of Directors, which shall all consist of the stockholders of the corporation. Each Director shall be entitled to one (1) vote for each share of stock standing in his name on the books of this corporation, to be cast in person or by proxy, and three-fifths of the votes cast shall govern.

"The Board of Directors shall at each first annual meeting elect from their number a President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may select, and shall from time to time as they see fit, appoint or employ any such other employees as they shall deem necessary. The Board of Directors shall have power to fix the salaries of all officers, and of all such other employees, as they deem necessary. The Board of Directors shall have power to make and establish, as well as alter and amend, all by-laws, rules and regulations necessary and proper for the conduct and management of the business and affairs of this corporation not inconsistent with its charter, said Board shall also have full power and authority to borrow money through the President or some other duly authorized person or persons, to execute mortgages, issue notes, bonds or other obligations in such amounts and on such terms as in their judgment may be advantageous and generally to do all things reasonably necessary for the proper carrying on of the business of this corporation, and shall have power to do all such acts and things as may be necessary to carry out the objects and purposes for which this corporation is organized.

"Directors holding or representing three-fifths of the stock of this corporation shall constitute a quorum for the transaction of business. At any meeting of the Board, any Director absent from the meeting may be represented by proxy. The Board of Directors shall have the power to sell, lend, mortgage or pledge any and all the property, movable or immovable, belonging to this corporatoin, and to receive in consideration thereof money, or stock, or bonds, or other obligation of another corporation, and also to purchase for cash or on credit property of any kind required for any of the purposes of this corporation.

"ARTICLE VII.—This charter may be amended, modified or altered, or this corporation may be dissolved and its affairs liquidated in the method and manner provided by law as now or hereafter in force at any time by the vote of three-fifths of the stockholders in general meeting convened and called for that purpose by the Board of Directors, after ten (10) days notice in writing has been given to each stockholder in the manner provided in this charter,; and whenever this corporation shall be dissolved by limitation, or otherwise, its affairs shall be liquidated by the Board of Directors then in office.

"ARTICLE VIII.—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."

The whole as will more fully appear by the annexed certified copy of resolution adopted at the said stockholders meeting.

And the said appearers have requested me, Notary, to put the said amendment in authentic form, and I do by these presents receive said amendment in the form of this public act to the end that said amendment may be promulgated, recorded and thus to be read into the original charter, as well as the amendments thereto, as above referred to.

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

(Original Signed):

LEONARD M. WISE, Treas.
M. FRISHMAN, Secretary.

Witnesses:
G. Duhme,
M. M. Hensone.

R. H. SAAL,
Notary Public.

Dec. 3, 1919.

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 of the Ferd Marks Insurance Agency, Limited, was this day duly recorded in my office in Book 1231, folio 741, New Orleans, November 28, 1919.

A true copy:

R. H. SAAL,
Notary Public.

(Signed) EMILE J. LEONARD, D. R.
Dec. 11-Jan. 15.

NO ..., NOVEMBER 29, 1919. ACT OF INCORPORATION OF THE SIEGEL-GARCIA MOTORS COMPANY INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this 29th day of the month of November in the year of our Lord, one thousand, nine hundred and nineteen and of the Independence of the United States of America, the one hundred and forty-third. Before me, Charles T. Starkey, 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 the organization 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 contracted and agreed and united to form and do, by these presents, contract and agree and bind and obligate themselves to form and organize themselves as well as all such other persons who many hereafter join or become associated with them or their successors, into a stock corporation and body politic in law, for the objects and purposes and under the conditions, convenants, stipulations and agreements of the articles following, to-wit:

ARTICLE I.—The name and title of this corporation shall be "Siegel-Garcia Motors Company, Incorporated," and under and by said name, unless sooner dissolved in accordance with law and this charter, it shall exist and continue, and shall have and enjoy corporate existence and succession for a period of ninety-nine years from and after the date of this Act. It may have, hold, receive, borrow, loan, exchange, acquire by grant, gift or purchase, devise or bequest, sell, alienate, dispose of, convey, lease, pledge, pawn, hypothecate, encumber and mortgage property of any kind, whether real, personal or mixed, corporeal or incorporeal, movable or immovable, all subject to much 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 employees as its 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 managements 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 shall general 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, and all citations or other legal process shall be served upon the President of ths corpioration, or in case of his absence, upon the Vice-President, or in the absence of both of these officers, upon the Secretary of this corporation.

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

Section 1. To buy, sell, lease, store and repair automobiles, trucks, tractors and motor and other vehicles of all descriptions and their parts and accessories; and to manufacture and sell automobile tops, bodies and other automobile parts.

Sec. 2. To manufacture and deal in automobiles, motors, bicycles and vehicles of all kinds and in all articles and supplies used in connection therewith.

Sec. 3. To manufacture automobiles, motor boats and marine engines, and all kinds of hardware, machinery, metal castings, electrical appliances and all other articles from metal or wood or both, necessary or convenient in the manufacture of said automobiles or motor boats or parts incident thereto.

Sec. 4. To manufacture and sell and deal in automobiles and all parts and accessories thereof, and to carry on any trade or business incidental thereto or connected therewith; to manufacture and sell import and export automobile vehicles and any kind of motors whatsoever and to carry on any trade or business incidental thereto or connected therewith; to carry on any manufacturing or mercantile business lawful in the place where such business shall be carried on; to apply for, purchase or otherwise acquire, hold, own, use, operate, sell, assign or grant or conduct licenses in respect to any and all inventions, improvements and processes used in connection with or secured under letters patent of the United States or elsewhere; to acquire and undertake all or any part of the business, assests and liabilities of any person, firm, association or corporation in connection therewith; to take, acquire, purchase, hold, own, rent, lease, sell, exchange, mortgage, improve, cultivate, develop and otherwise deal in and dispose of any and all property, real and personal, of every description, incidental to or capable of being used in connection with the aforesaid business or any of them.

Sec. 5.—To enter into, make, perform and carry out contracts of every kind not contrary to law, with any person, firm, association or corporation, and to carry on any other business which under the law it may be entitled to carry on, which may seem to the corporation to be calculated, directly or indirectly, to effect the aforesaid objects or either of them, or to facilitate it in the transaction of its aforesaid business or businesses or any part hereof, 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 setforth, 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 fifty thousand ($50,000) dollars, which capital stock may be increased in the manner provided by law to the sum of five hundred thousand ($500,000) dollars. The presently authorized capital stock of this corporation shall be represented by five hundred shares of the par value of one hundred ($100) dollars each. The capital stock shall be represented by certificate and shal be personal property. No transfer or sale 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.

ARTICLE V.—The capital stock of this corporation shall be fully paid and non-assessable when issued, and shall be issued only for labor done or services rendered or for property actually received or for cash to be paid at such times and in such amounts and after such notice as may be determined by the Board of Directors.

ARTICLE VI.—All the powers of this corporation shall be vested and exercised by a Board of not more than seven and not less than three directors, each of whom shall hold, in his own name, at least one share of stock. Said Board of Directors shall be elected annually on the Second Monday in November of each year, the first election to be held in the year 1920. All such elections shall be by ballot, at the office of the corporation, under the supervision of two commissioners to be appointed by the Board of Directors and in the absence of any commissioner, the President shall have power to fill the place by appointment, and of all such elections, as well as of all meetings of stockholders, except for the purpose of liquidation or dissolution or as otherwise required by law, ten days' notice shall be given by mailing to each stockholder who appears as such on the books of the corporation, at his last designated address, or at the general delivery at New Orleans, if he has not designted an address, an announcement stating the time and place of the meeting. Each shareholder shall be entitled to one vote for each share of stock standing in his name on the books of the company, to be cast in person or by proxy, and a majority of the votes cast shall elect. The Board of Directors shall have power to fill all vacancies that may occur in the Board. Failure to elect directors on the day above specified shall not dissolve the corporation, but the Directors then in office shall remain in office until their successors are elected and qualified. Due notice of another election shall forthwith be given as above provided. Such notice of election shall be continued to be given until an election is held. The Board of Directors at their first meeting following each annual election shall elect from their number a President, a Vice-President, and a Secretary Treasurer, and such officers as the Board of Directors shall deem necessary. The Board shall have power, in its discretion, to unite two or more offices, and the same to confer upon one person, and shall have power to fix the salaries of all officers and all such other officers and employees as they deem necessary. The Board of Directors shall have power to make and establish, as well as alter and amend all by-laws, rules and regulations necessary and proper for the support and management of the business and affairs of said corporation, not inconsistent with its charter. Said Board shall also have full power and authority to borrow money and through the President or some other duly authorized agent or agents, to execute mortgages, issue notes, bonds or other obligations, in such amount and on such terms as in their judgment may be advantageous and generally to do all things necessary for the proper carrying on of the business of this corporation, as also to issue and deliver full paid shares of stock and bonds or obligations of this corporation, in payment of money borrowed, or money, labor, or services and property or rights actually received by this corporation, as heretofore setforth; and shall have power to do all such acts and things as may be necessary to carry out the objects and purposes for which this corporation is organized.

A majority of any of the Directors shall constitute a quorum for the transaction of any business. At any meeting of the Board, any Director absent from the meeting may be represented by any other director, who may cast the vote of said absent Director, according to the written instructions of said absent Director. The Board of Directors shall have the power, by vote of not less than a majority thereof, to sell, lease, mortgage, by bond mortgage or otherwise, or to pledge any and all of the property movable or immovable, belonging to the corporation, or to receive in exchange therefor, money or stocks or bonds or other obligations of another corporation, without referring to the shareholders for the power to do so; and they may also purchase for stock in this corporation or for cash or on credit, property of any kind required for any of the purposes of this corporation, without authority of the shareholders.

Until the next general meeting to be held under this charter on the second Monday in November, 1920, or until their duly qualified successors are elected and installed, the Board of Directors shall be composed of Ruel J. Siegel, New Orleans, La.; John E. Garcia, New Orleans, La., and Eugene A. Garcia, New Orleans, La., with Ruel J. Siegel as President, Eugene A. Garcia, as Vice-President and John E. Garcia, as Secretary-Treasurer.

ARTICLE VII.—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 VIII.—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 shal any mere informality in organization have the effect of rendering this charter null or of exposing a stockholder to any liability than as above provided.

ARTICLE IX.—No stockholder may sell, assign or transfer his stock in this corporation without giving to the company, through its secretary, thirty days' notice in writing of such intentions, and the other stockholders shall have the first privilege of purchasing the said stock at the book value thereof for a period of thirty days from the said notice, after the expiration of which time said stock may be sold in the open market.

Thus done and passed, in my office, at the City of New Orleans, La., on the day, month, and year first above written, in the presence of Thelma Elliott and D. V. Doussan, competent witnesses, who hereunto sign their names, together with the said appearers and me, Notary, after due reading of the whole.

(Original Signed):

JNO. E. GARCIA,
Sixty-two (62) Shares.
R. J. SIEGEL,
Sixty-two (62) Shares.
EUGENE A. GARCIA,
One (1) Share.

Witnesses:
D. V. Doussan,
T. Elliott.

C. T. STARKEY,
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 Siegel-Garcia Motor Company, Incorporated, was this day duly recorded in my office, in Book 1231, folio 761.

New Orleans, December 2, 1919.
(Seal)
(Signed) EMILE J. LEONARD, Dy. R.

I hereby certify that the above and foregoing is a true and correct copy of the original on file and of record in my office.

C. T. STARKEY,
Notary Public.

Dec. 11-Jan. 15

AMENDMENT TO CHARTER OF COIN & SUHREN ELECTRICAL COMPANY, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this fifth day of the month of November, one thousand and nine hundred and nineteen, and of the Independence of the United States of America tht one hundred and forty-third, before me, John D. Nix, Jr., a Notary Public, in and for the Parish of Orleans, City of New Orleans, State of Louisiana, aforesaid, being duly commissioned and qualified and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared Oswald W. Suhren, President of the Coin & Suhren Electrical Company, incorporated, and A. C. Suhren, Secretary and Treasurer of the Coin & Suhren Electrical Company, Incorporated, who, acting pursuant to and by virtue of the authority vested in them, by a resolution passed at a special meeting of the stockholders of the said Company on October 27th, 1919, a duly certified copy whereof is attached to this act and made part hereof, and declares that at said meeting Article 1 of the Charter of the said "Coin & Suhren Electrical Company, Incorporated," was amended by unanimous vote of all stockholders, to read as follows:

ARTICLE I.—The name of the said corporation shall be "Suhren," Incorporated, and under its said corporate name it shall have power and authority to exist and have succession for a period of fifty years from the date of its charter; to contract, sue and be sued; to make, use, break and alter a corporate seal; to hold, receive, lease, sublease, purchase, sell, convey or exchange property, real, personal or mixed, and to mortgage, pledge or hypothecate the same; to borrow or lend money on or in connection with the said business for which it is incorporated; to do a general electrical repair or manufacturing business; to repair or dea' in automobiles, or any of the accessories connected therewith; to do a general contracting business in connection with the retail and wholesale electrical and automobile business, and repairing in all of its branches; to appoint managers, officers, agents and employees as its interests may require; to establish, alter and amend all rules and regulations and by-laws for the conduct and management of its business, as may be necessary and proper.

Thus done and passed at my office, in the City of New Orleans, on the day, month and year first above written, in the presence of Jules A. Grasser and Thos. S. Logan, competent witnesses, who have hereunto signed their names, with appearers and me, Notary, after reading of the whole.

Original signed: A. C. Suhren, Secretary and Treasurer; Oswald W. Suhren, President.

Witnesses: Jules A. Grasser, Thos. S. Logan.

JOHN D. NIX, JR., Not. Pub.

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 Charter of "Coin & Suhren Electrical Company, Incorporated," was this day duly recorded in my office in Book 1231, folio 623.

... Orleans, November 6th, 1919.
(Signed.) EMILE J. LEONARD,
Dy. Recorder of Mortgages.

I, the undersigned, Notary Public, being duly commisioned and qualified [...] and for the Parish of Orleans, City [...] New Orleans, State of Louisiana, the[...] residing, do hereby certify that the ab[...] and foregoing is a true and correct co[...] of the Amendment to the Charter of "Co[...] & Suhren Electrical Company, Incorpor[...] ated," as also of the certificate of the R[...] corder of Mortgages for the Parish of O[...] leans, therein appended, on file and [...] record in my office. In witness where[...] I have hereunto set my hand and seal [...] the City of New Orleans on this 19th d[...] of November, 1919. JOHN D. NIX, Notary Pub[...]
(Seal.)
Nov. 27-Jan. 1, 1920.

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