CHARTER.

CHARTER OF THE MICHEL-BOUGON CANNING COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans. Be it known, that on this the 10th day of the month of January, in the year Nineteen Hundred and Twenty, before me, Thos. E. Furlow, a Notary Public, duly commissioned and qualified in and for the Parish of Orleans, State of Louisiana, aforesaid, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who severally declared that availing themselves of the laws of the State of Louisiana, and especially the Laws relating to corporation, and especially Act 267 of 1914, they have covenanted and agreed to bind, form and constitute themselves and do hereby bind, form and constitute themselves as well as such other persons who may hereafter join or become associated with them into a corporation and body politic in law, for the objects and purposes and stipulations following, to-wit:

ARTICLE I.—The name and title of this corporation shall be: Michel-Bougon Canning Company, Inc., and under said name it shall exist for a full term of ninety-nine years from this date and shall have all powers allowed to corporations by the laws of the State of Louisiana, the laws of other States and of the United States.

ARTICLE II.—The domicile of this corporation is hereby declared to be in the City of New Orleans, State of Louisiana, and all citations shall be as the Law directs.

ARTICLE III.—The objects and purposes for which this corporation is organized are hereby declared to be the business of canning shrimp, oysters, fish, vegetables, fruits, and any other materials or goods that may be decided upon: to buy and sell, wholesale and retail, fish, oysters, shrimp, fruit, vegetables and any other goods or commodities that it may decide upon to engage in, and generally in any of the businesses above mentioned or in any branches appertaining or growing out of the above mentioned businesses.

ARTICLE IV.—The capital stock of this corporation is hereby fixed in the sum of Fifteen Thousand Dollars, and may be increased to One Hundred Thousand Dollars; said stock is divided into and represented by One Hundred and Fifty shares of the par value of One Hundred Dollars each; which said stock shall be issued for cash or for property or for other rights purchased; there shall be no Issue of preferred stock.

ARTICLE V.—All the corporate powers of this corporation shall be vested in and exercised by the Board of Directors, which shall be composed of not less than three nor more than six members who shall be bonafide stockholders in said corporation; it shall be necessary that two-thirds of the members of the Board present at any meeting to constitute a quorum; the first Board of Directors shall be as follows: Victor Michel, 7921 Nelson Street, Paul Bougon, 936 Montegut Street, and George B. Jurgens, 3413 Carondelet Street; and they shall hold offices and serve until the 2nd day of January, 1921, and thereafter until other successors shall be duly elected. The Board of Directors shall be elected by vote of stockholders of the corporation at a general meeting called for this purpose to be held on the second day of January of each year starting January 2nd, 1921, unless said day be a legal holiday, and then on the next bank day thereafter.

The Board of Directors at its annual meeting shall elect from their number a President, Treasurer, a Vice-President, and a Secretary, and until the first regular election on the 2nd day of January 1921, the following shall serve as officers: George B. Jurgens, President, 3413 Carondelet Street; Paul Bougon, Vice-President and Secreatry, 936 Montegut Street; Victor Michel, Treasurer, 7921 Nelson Street.

ARTICLE VI.—No subscriber for stock shall ever be held liable for the contracts, faults of 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 contract, fault or debt, 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 liable beyond the unpaid amount, if any remaining due on the books.

ARTICLE VII.—Any vacancy occuring in the said Board of Directors shall be filed by the remaining directors for the unexpired term from amongst the other stockholders.

THUS DONE AND PASSED at my office in the City of New Orleans on the day and date first above written, in the presence of Nathan H. Feltel and Frances Zimmerman, competent witnesses, of lawful age and residents of this City, who have signed this act together with the said original subscribers and me, Notary, after due reading of the whole.

(Names of subscribers and amounts of subscription omitted)

Witnesses: Nathan H. Feltel, Frances Zimmerman.

THOS. E. FURLOW,
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 Michel-Bougon Canning Company, Inc., was this day duly recorded in my office, in Book 1238, Folio—New Orleans, January 10, 1920.

(Signed) Emile J. Leonard, Dy. Clerk.
(A True Copy Of The Original).

THOS. E. FURLOW,
Notary Public.

Jan. 29-Mch. 4.

CHARTER OF GATES SHIRT CO., INC.

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

Be it known, That on this, the 24th day of the month of January, in the year of our Lord the One Thousand Nine Hundred and Twentieth, and of the Independence of the United States of America the One Hundred and Forty-Fourth,

BEFORE ME, Charles F. Fletchinger, notary public, duly commissioned, sworn and qualified, in and for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed all being of the full age of majority, who severally declared that availing themselves of the provisions of the laws of the State of Louisiana relating to the organization of corporations, they have contracted and agreed and do by these presents contract and agree and bind and obligate themselves, as well as all such persons as may hereafter become associated with them to form and constitute a corporation and body politic in law, for the objects and purposes and under the stipulations, articles and conditions following, to wit:

ARTICLE I.—The name of this corporation shall be "GATES SHIRT CO., INC.," and its domicle is hereby established in the City of New Orleans, Parish of Orleans, State of Louisiana, and it shall have and enjoy corporate existence for a period of ninety-nine years from the date hereof unless sooner dissolved. It shall have the power to contract, sue and be sued; to make and use a corporate seal and the same to break or alter at pleasure; to purchase, lease, hold, mortgage, pledge, sell or transfer under its corporate name all property of every kind, real or personal; to make and endorse bills of exchange and promissory notes, and to issue bonds; to make all necessary rules and regulations for its corporate management and control, and to enjoy all of the rights, privileges and immunities which are now conferred upon or may hereinafter be granted to corporations of the same kind and character.

ARTICLE 2.—All citation and other legal process shall be served upon the president or in his absence or inability to act, upon the vice-president.

ARTICLE 3.—The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are declared to be to manufacture, buy and sell at wholesale and retail, shirts and every other kind of wearing apparel; to buy, sell and traffic in generally, at wholesale and retail, any and all kinds of cloth of cotton, silk, wool or other materials, and generally to manufacture and deal in, as principal or agent, all kinds of personal furnishings, wearing apparel and accessories, and to carry out the requirements and needs of same by any means appropriate and convenient, and to do and undertake any and all things necessary or incidental thereto; to enter into all contracts with or appertaining to said business or appropriate to its effectual prosecution; to own stock in other corporations and vote the same; to establish branches or agencies at any place or places that the Board of Directors deem desirable, and at the option of the Board to carry on any part of its business and exercise any part of its powers in other States of the Union or in foreign countries.

ARTICLE 4.—The capital stock of this corporation is hereby fixed at the sum of $[illegible], divided into and represented by seventy-five shares of the par value of $100.00 each, all of which shall be common stock. The amount of capital stock may be increased to $25,000.00 by a vote of two-thirds of all outstanding stock, according to the laws of the State of Louisiana. All stock shall be issued for cash or its equivalent or may be issued at not less than par in payment for property actually purchased or for services actually rendered the corporation, or the same may be issued full paid for money advanced or for such other valuable consideration or services as the Board of Directors may determine. The corporation shall begin to do business when fifty per cent of the capital stock has been subscribed for and fifty per cent of this subscribed capital paid, and the remainder of the capital stock shall be issued at such times and upon such terms and conditions as the Board of Directors shall determine, subject to legal requirements. All stock shall be full paid and non-assessable and no transfer of stock shall be binding upon the Company unless recorded on the Company's books. Each share of stock shall entitle the owner thereof to cast one vote, either in person or by proxy, at all stockholders' meetings. The parties hereto declare that they have subscribed for the number of shares of the capital stock of this corporation set opposite their respective names, so that this Act of Incorporation shall serve as an original subscription.

ARTCLE 5.—The business and affairs of this corporation shall be managed and conducted by a Board of seven directors, who shall all be stockholders. A majority of the directors of this corporation present at any meeting in person or by proxy shall constitute a quorum, and a majority vote of those present in person or by proxy shall decide all questions voted upon. Said directors shall be elected annually from among the stockholders on the second Monday of January of each year, unless the same shall be a legal holiday, when the election shall be held on the next legal day thereafter, beginning on the second Monday in January, 1921, and after fifteen days prior written notice having been mailed to each stockholder of record to his last known address. The voting shall be by ballot and each stockholder shall be entitled to cast one vote for each share held by him, which has been standing in his name upon the books of the corporation for at least ten days prior to the date of the election. A majority of the stock voted at such election shall elect. Immediately after the election of said Board of Directors and the adjournment of the stockholders' meeting, the newly elected Board of Directors shall elect from among their number the oficers of this corporation, who shall be a president, a vice-president and a secretary and treasurer. The offices of secretary and treasurer may be held by the same person.

The failure to elect directors or officers as herein provided for shall not result in the dissolution of the corporation, but the then Board of Directors and officers shall hold their respective offices until their successors are duly elected and qualified.

Special meetings of the shareholders may be held when ordered by the Board of Directors and must be held upon the request of not less than twenty-five per cent of the outstanding stock, after fifteen days written notice to each stockholder stating the objects and purposes of said meeting. Any vacancy occuring on any Board of Directors shall be filled by the remaining members of said Board for the unexpired term, at a meeting called for that purpose after ten days prior written notice, a director or directors so elected to hold ofice until the next annual stockholders' meeting, but should it be impossible for any cause for any vacancy or vacancies in the Board of Directors to be filled by the directors, such vacancy or vacancies may be filled by the stockholders at any meeting called for that purpose by the president. Any and all directors' meetings the notices for which are not herein specifically provided for, may be called by any officer of this corporation upon ten days notice by mail. Any director shall have the right to authorize and appoint any shareholder to vote for him at any and all directors' meetings, and such proxy shall have and exercise all of the powers of such director appointing him.

Whenever it is provided in this Act that either directors' or stockholders' meetings may be held after certain prescribed notices to the directors or stockholders, it is understood and agreed that any and all directors' or stockholders' meetings may be held without notice whenever lawful, provided all directors or stockholders, as the case may be, waive notice in writing or are present in person or by proxy at such meeting or meetings.

The Board of Directors shall have full control of the property of this corporation and shall conduct, manage and use the same as in their discretion they deem best and that is consistent with the objects of the Company and its welfare, and they shall have power to make, alter and annul such bylaws, rules and regulations as they may think proper. They shall have the further right and power to fix their salaries and terms of office, and the right to dismiss them at said Board's pleasure, and the Board shall have the further right to determine and fix the salaries, if any, of the several officers herein provided for.

ARTICLE 6.—The first Board of Directors and officers who shall serve until the annual meeting to be held on the second Monday in January, 1921, or until their successors are duly elected and qualified, shall be: Thomas E. Gates, 7437 Cohn Street, Who shall be President; James A. Steiner, 3820 Prytania Street, Who shall be Vice-President; William H. Bartels, 5504 Camp Street, Who shall be Secretary-Treasurer; Jacob Nienaber, 8426 Plum Street; James T. Boulet, 2721 Canal Street; Frank B. Finney, 8018 Cohn Street; F. J. Humbrecht, 1127 Leonidas Street.

ARTICLE 7.—This Charter may be altered or amended and this corporation may be dissolved by a vote of two-thirds of all outstanding stock at a meeting of the shareholders duly convened for that purpose by the Board of Directors or by the President, upon the written request of not less than twenty-five per cent of the outstanding stock after fifteen days notice mailed to each stockholder's last known address.

But the capital stock of this corporation shall not be decreased by such amendment to an amount less than the corporate indebtedness, and no amendment shall be made changing the objects and purposes of this corporation without a vote of all outstanding stock, and the capital stock shall not be increased beyond the amount originally named as the sum to which the capital may be increased, except by a vote of three-fourths of all outstanding stock.

Whenever in the judgment of the Board of Directors, it shall be deemed advisable that this corporation shall be dissolved, the Board shall within ten days after the adoption of a resolution to that effect by a majority of the whole Board at any meeting called for that purpose, of which meeting each director shall have received at least three days notice, cause notice of the adoption of such resolution to be mailed to each stockholder, together with a notice of the meeting of the stockholders to be held at the office of the corporation to act upon the resolution so adopted by the Board. The stockholders' meeting shall be held at any hour fixed by the Board on the day mentioned, between the hours of ten A. M. and three P. M., for the purpose of voting upon such proposed dissolution. Whenever all of the stockholders shall consent in writing to a dissolution no meeting or notice thereof shall be necessary.

ARTICLE 8.—Whenever this corporation is dissolved by limitation or otherwise, its affairs shall be liquidated under the supervision of three liquidators elected by the stockholders and chosen from among the stockholders, which liquidators shall be elected at a meeting of the shareholders convened for that purpose, under the terms and conditions of Article 7., of this Charter.

ARTICLE 9.—No stockholder of this Company shall ever be held liable or responsible for the contracts or faults of this corporation in any further sum than the unpaid balance due on shares of stock owned by him, nor shall any informality in organization have the effect of rendering this charter null or of exposing any stockholder to any liability beyond the unpaid balance due on his stock, nor shall any informality or irregularity in organization have the effect of rendering any shareholder liable as a partner.

THUS DONE AND PASSED In my office in the City of New Orleans on the day, month and year first hereinabove written, in the presence of Messrs. Salvador Schilleci and Frances Eisler, competent witnesses, who hereunto sign their names with the said appearers and me, notary, after reading of the whole, and the said appearers have hereunto set opposite their names the number of shares of stock of this corporation subscribed for by them.

Names of subscribers omitted.

Witnesses: Salvador Schelleci, F. Eisler.

CHAS. F. FLETCHINGER.
Notary Public.

I, the undersigned, Recorder of Mortgages in and for the Parish of Orleans, State of Louisiana, hereby certify that the above and foregoing Act of Incorporation of "GATES SHIRT CO., INC.," was this day duly recorded in my office in Book 1238, Folio ——.

New Orleans, La., January 26th, 1920.

(Sgd.) EMILE J. LEONARD, D R

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

AS WITNESS MY HAND AND NOTARIAL SEAL, At New Orleans, La., this 26th, day of January, 1920.

CHAS. F. FLETCHINGER.
Notary Public.

Jan. 29-Mch. 4.

AMENDMENT TO CHARTER OF CHALIN DRUG COMPANY, INCORPORATED.

STATE OF LOUISIANA.
PARISH OF ORLEANS.
CITY OF NEW ORLEANS.

BE IT KNOWN That on this the Nineteenth day of January, One Thousand Nine Hundred and Twenty, and of the Independence of the United States of America, the One Hundred and Forty-Fourth.

BEFORE ME,

GEORGE JOSEPH UNTEREINER a Notary Public in and for the Parish of Orleans, State of Louisiana, duly commissioned, qualified and sworn, therein residing and in the presence of the witnesses hereinafter named and undersigned, PERSONALLY CAME AND APPEARED:—JACOB IPSER and MATILDA P. ZIMMERMANN, widow of the late Louis F. Chalin, both of the full age of majority, and residents of this City, the President and Secretary and Treasurer of the Chalin Drug Company, Inc., a corporation created under the laws of the State of Louisiana with its domicile in the Parish of Orleans incorporated by act passed before Albert Guilbault late Notary Public in this City on March 28, 1914 recorded in the Mortgage Office for the Parish of Orleans in Mortgage Book 1119 at folio 710 as ammended by act passed before Albert Guilbault late Notary Public on December 28th, 1914, registered in Mortgage Office Book 1127 at folio 697: who declared that in accordance with the act creating said Corporation and in the act amendatory thereof a special meeting of the stockholders on the above named Corporation was held at its office No. 121 Decatur Street of this City after having given ten (10) days written notice to each person holding stock therein at their last known place of residence for the purpose of amending the act creating said Corporation at which meeting all persons holding common stock of the above named Corporation were present, the following resolutions were presented and unanimously adopted, viz:—

Resolved that Articles ONE and FOUR of the act creating this Corporation, passed before Albert Guilbault late Notary Public in this City on March 28th. 1914. as amended before the same Notary on December 28th, 1914, be amended so as to read.

ARTICLE I.

The name and title of this Corporation shall be the Chalin-Ipser Drug Company Incorporated: and it shall have the right to abbreviate the term Incorporated by using the term Inc., in its place and stead: It shall have and enjoy Corporate existence for ninety-nine (99) years from March 28th. 1914. It shall have power and authority under its corporate name to contract, sue and be sued: To make and use a Corporate seal, the same to alter or destroy at pleasure: To hold, receive, lease, purchase, sell, convey pledge mortgage and hypothecate its property, real, personal or mixed: to lend money on mortgage or other security: to borrow money and secure its payment by pledge or mortgage of its property, real, personal or mixed. To name and appoint such officers, directors, agents and other employees as its interest may require: To make and establish such by-laws, rules and regulations as may be necessary or proper for the management and control of its business and to carry out the objects and purposes for which this Corporation was formed.

ARTICLE IV.

The capital stock of this Corporation is hereby fixed at One Hundred Thousand ($100,000.00) Dollars; represented by one thousand shares of the par value of one hundred ($100.00) dollars. All stock of this Corporation shall be fully paid, non-assessable and shall be evidenced by stock certificates showing on their face its character and class with the fixed and guaranteed dividends to which it may be entitled; all certificates of stock shall be issued by the Secretary and Treasurer and be countersigned by the President. No certificates shall be issued until the same shall have been fully paid in cash by services rendered or by property or other assets transferred to the Corporation and accepted by the Board of Directors.

The Capital Stock of this Corporation shall be divided and treated in three kinds, viz:—

Seventy-Thousand Dollars or Seven Hundred shares of the Capital Stock of this Corporation shall be preferred stock with guaranteed annual dividends hereinafter stipulated, viz:—

Three Thousand Nine Hundred Dollars or Thirty-Nine shares of the preferred stock shall be known as Preferred Stock "Class No. One" and shall be guaranteed an annual dividend of ten per cent on its par value on each share payable annually.

The remaining Sixty-six Thousand One Hundred Dollars or Six Hundred and One shares of the preferred stock shall be known as "Preferred Stock Class No. Two" and shall be guaranteed an annual dividend of Eight (8) per cent of its par value.

The preferred stock "Classes One and Two" shall have no vote in the election of directors of this Corporation, nor shall it have any voice in the control or management of its business, saving to the holder thereof the right only to examine the books from time to time for the preservation and protection of their interests.

Thirty Thousand Dollars or Three Hundred Shares of the Capital Stock of this Corporation shall be known as "Common Stock" so designated on the certificates, subordinated in rank to the preferred stock and be entitled only to such dividends as the Board of Directors may direct after payment of the dividends on the preferred stock and the debts due by this Corporation at the end of its fiscal year.

No stock shall be transferred on the books of this Corporation, nor shall any stockholder therein be permitted to sell his stock until he shall have offered the same to the Board of Directors, for the benefit of the Corporation, who shall have the right within ten (10) days from the date of said offer to purchase the stock offered at its book value: If the stock offered be not purchased within this delay by the corporation, the right shall accrue to the stockholders offering to sell same to the other stockholders or to strangers.

Resolved further that the President and the Secretary and Treasurer of this Corporation: be and they are hereby directed to appear before George J. Untereiner, Notary Public and put the foregoing resolutions and amendments to the act of Incorporation in legal form and to embody them in authentic act, to comply with the requirements of law necessary to make them part of its act of Incorporation.

The whole as will more fully appear by reference to a certified copy of the foregoing resolutions annexed hereto and made a part of this act.

Appearers further declared that by the foregoing resolutions they were empowered and directed to appear before me the undersigned Notary cause an authentic act to be drawn incorporating the foregoing resolutions and carrying the same into effect and that they now for and on behalf of said Corporation declare the original act of Incorporation passed before Albert Guilbault late Notary Public in this Parish on March 28th., 1914, as amended by act passed before Albert Guilbault late Notary Public on December 28th, 1914, is amended in accordance with the amendments hereinabove set out to serve as in law and in justice as may be required.

THUS DONE AND PASSED in my office at the City of New Orleans, on the day, month and year herein first above written in the presence of Hubert J. Chalin and Albert J. Kuehne, competent witnesses who sign their names hereto with the said appearers and me, Notary, after reading of the whole.

(ORIGINAL SIGNED)
Jacob Ipser.
President.
Mrs. M. P. Chalin.
Sec-Treasurer
A. Z. Chalin.
Vice-Pres.
Alb. J. Kuehne.
Hubert J. Chalin.
GEORGE J. UNTEREINER,
Notary Public.

(A TRUE COPY)

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, amendment of the Chalin Drug Co. Inc., was this day duly recorded in my office, in Book 1238, Folio 318., N. O. Jan. 19, 1920.

Emile J. Leonard.
Dy. R.

A true copy of the original.

GEORGE J. UNTEREINER.
Jan 29-Mch. 4. Notary Public.

AMENDMENT TO CHARTER OF THE VORIES BAKING COMPANY.

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

BE IT KNOWN, That on this twenty-seventh day of the month of January, in the year of our Lord, One Thousand Nine Hundred and Twenty and of the Independence of the United States of America, the One Hundred and Forty-Fourth.

BEFORE ME: WILLIAM ALEXANDER BELL, a Notary Public duly commissioned and qualified in and for the Parish and State aforesaid, therein residing, and in the presence of the witnesses hereinafter named and undersigned:

PERSONALLY CAME AND APPEARED: Allen L. Vories and Robert S. Brown, both of age, residents of the City of New Orleans, President and Secretary respectively of the Vories Baking Company, and herein appearing and acting in their respective capacities, by virtue of the authority in each of them vested, under a resolution of a meeting of the stockholders of said company, held in the City of New Orleans, on the 27th, day of January 1920, a certified copy of said resolution, being hereto annexed and made part hereof;

WHO DECLARED, That at a meeting of the stockholders of the Vories Baking Company, regularly held at the office of the said company, at its domicile, in the City of New Orleans, on the 10th, day of January, 1920, which meeting was duly called after proper notice and in compliance with a resolution of the Board of Directors of said company passed on the 10th, day of January, 1920, a certified copy of which resolution is also hereto annexed for reference, it was unanimously resolved by those present at said stockholders meeting, holding and voting in person or by proxy more than three-fourths of the outstanding stock of said company, that ARTICLE IV., of the charter of the said company be amended so that said article will hereinafter read and be as follows, to wit:—

ARTICLE IV.

The Capital Stock of this corporation is hereby fixed at THREE HUNDRED THOUSAND DOLLARS, ($300,000.00), divided into, or represented by THREE THOUSAND SHARES of the par value of ONE HUNDRED ($100.00) DOLLARS, each, which shall be paid for at such times in such manner, and in such amounts as the Board of Directors may require, and such stock may be issued for cash paid to the company, or property conveyed, or labor done for it. Such stock shall consist of two different classes of issue, one thereof to be known as the PREFERRED STOCK and the other as the COMMON STOCK.

SECTION 1.—The amount of paid Preferred Stock is fixed at the sum of ONE HUNDRED THOUSAND DOLLARS ($100,000.00), divided into or represented by ONE THOUSAND SHARES OF ONE HUNDRED DOLLARS ($100.-00) each. The Preferred Capital Stock shall be entitled to receive, when and as declared, from the surplus or net profits of the Corporation, yearly dividends at such rate up to, but not exceeding seven (7) per centum per anum, payable annually in such installments as the Board of Directors may declare. The dividend on the Preferred Stock shall be cumulative and shall be payable before any dividends on the Common Stock shall be paid or set apart, so that if in any year, dividends up to, but not exceeding seven (7) per centum per anum shall not have been paid thereon, the deficiency shall be payable before any dividends shall be paid upon or set apart for the Common Stock.

Whenever all cumulative dividends upon the Preferred Stock for all previous years shall have been declared and shall have become payable, and the accured interest for the current year shall have been declared, and the Company shall have paid such cumulative dividends for previous years, or shall have set aside from its surplus or net profits a sum sufficient for the payment thereof, the Board of Directors may declare dividends on the Common Stock, payable then, or thereafter out of any remaining surplus or net profits.

In the event of any liquidation or dissolution or winding up, whether voluntary or involuntary, of the Corporation, the holders of the Preferred Stock shall be entitled to be paid in full, both the par amount of their shares and the unpaid dividends accured thereon before any amounts shall be paid to the holders of the Common Stock, and after the payment of the holders of the preferred stock of its par value and the unpaid accrued dividends thereon, the remaining assets and funds shall be divided and paid to the holders of the Common Stock according to their respective shares.

SECTION II—The Common Stock of this Corporation is hereby fixed at the sum of TWO HUNDRED THOUSAND DOLLARS ($200,000.00) divided into or represented by TWO THOUSAND SHARES OF ONE HUNDRED DOLLARS ($100.-00) each, and shall be entitled to dividends and to shares in the assets and funds of this Corporation only in the manner prescribed in Section I hereof, and in no other way. Both classes of stock shall vote on an equality in all elections for Directors and otherwise.

SECTION III.—No Stockholder of this Corporation shall sell or dispose of his stock without first offering same for sale in writing to its Board of Directors, which shall have the first option to purchase same at the book value thereof; and should said Board fail or refuse to purchase said stock within thirty (30) days from the date of such offer, the stockholder offering said stock may dispose of same to any person whatsoever.

Transfers of stock shall not be recognized until such stock is transferred on the books of the company by the owner of said stock or by his duly authorized agent. Separate Stock-Books and Stock-Registers shall be kept for each of the said classes of Stock."

NOW THEREFORE, in order to carry out the objects and purposes of said stockholders' meeting and to clothe the said amendment in proper form and to give it legal force and effect, the said appearers do now declare and hereby make known that the charter of the Vories Baking Company has been changed, altered and amended, in the manner and form herein above set forth, and they do hereby authorize and require that the foregoing act of amendment be duly recorded and published according to law.

THUS DONE AND PASSED at my office in the City of New Orleans, State of Louisiana, on the day, month and year first above written, in the presence of Messrs. Allen H. Vories and Carl C. Friedricks competent witnesses who have hereunto signed their names with me, Notary, after reading of the whole.

Original Signed: Allen L. Vories, R. S. Brown, Secretary.

Witnesses: A. H. Vories; C. C. Friedrichs.

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 Charter of the VORIES BAKING COMPANY was this day duly recorded in my office, in Book 1238, Folio——, New Orleans, La., 27th. day of January 1920.

SIGNED: Emile J. Leonard. Dy. R.

A True Copy: WM. A. BELL, Notary Public.

Jan. 29—Feb. 5—Mch. 4.

CHARTER OF THE FARM LAND AND DEVELOPMENT COMPANY, INC.

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

BE IT KNOWN, That on this 27th day of January, in the year of our Lord One Thousand Nine Hundred and Twenty, and on the Independence of the United States of America, the One Hundred and Forty-Fourth:

BEFORE ME: JAMES B. ROSSER, JR., a Notary Public, duly commissioned and qualified, in and for the Parish of Orleans, State of Louisiana, and in the presence of the witnesses hereinafter named and undersigned:—

PERSONALLY CAME AND APPEARED: the several persons whose names are hereunto subscribed who severally declared that availing themselves of the 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 for the year 1914, and the amendments thereto, they have contracted and agreed and united to form, and do by these presents, contract and agree, and bind and obligate themselves, to form, organize and constitute themselves, as well as all such other persons who may hereafter join or become associated with them, or their successors, into a corporation and body politic in law, for the objects and purposes, and under the conditions, or covenants and agreements, of the articles, following, to wit:

ARTICLE FIRST

The name and title of this corporation shall be:

THE FARM LAND AND DEVELOPMENT COMPANY, INC., and under and by such 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 or dispose of, covey, lease, pledge, pawn, hypothecate, encumber or mortgage, property of any kind whether real, personal or mixed, corporeal or incorporeal, moveable or immovable all subject to such limitation as may be prescribed by law. It may issue or make or endorse bonds or other evidences of debt. It may accept, mortgages, pledges or other forms of security for money loaned for 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 corporate seal and make and break the same at pleasure. It may hold stock in other corporations, and its capital stock may be issued for capital stock of other corporations. It may name, appoint and employ such managers, directors, officers and other employees, as its interest, business or convenience may require and may fix their compensation. It may make and establish By-Laws, rules and regulations not inconsistent with the charter or any existing law. It may wind up or dissolve itself, or be wound up and dissolved in the manner prescribed by law. And it shall have and possess all the powers, rights, privileges and immunities which corporations are and may hereafter be authorized to have and possess under the Constitution and the 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, and the amendments thereto.

ARTICLE SECOND

The domicile of this corporation shall be in the City of New Orleans, State of Louisiana, and all the citations and other legal process shall be served upon the President of this corporation, or in case of his absence on the Vice-President, of this corporation.

ARTICLE THIRD.

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 buy, hold, own, lease or acquire and improve real estate of all kinds, of all kinds of property, real, personal or mixed, and to sell, lease, mortgage or hypothecate and exchange, or otherwise dispose of all property of every nature and kind; and to engage in the planting and cultivating, as well as the sale, of all kinds of crops, and agricultural products, and to carry on a general agricultural business, to buy, barter, sell and exchange cattle and live stock, and to conduct a Cattle and Live-Stock business, in all and general farm products. To purchase and acquire all implements, horses, mules, oxen, tractors, engines, rails and machinery necessary to carry on a general planting business.

ARTICLE FOUR

The authorized capital of this corporation is hereby fixed at and declared to be the sum of One Hundred Thousand ($100,000.00) Dollars, of the par value of One Hundred ($100.00) Dollars, per share, which sum may be increased to the sum of One Million ($1,000,000.00) Dollars.

ARTICLE FIVE

All the corporate powers of this corporation shall be vested in and exercised by a Board of Directors (three). Said Board of Directors shall be elected annually on the last Thursday in June, of each year, beginning on the last Thursday in June, 1921, with John H. Bontjes, as President, residing at Peoria Illinois: P. G. Manthey, as Vice-President, residing at Springfield Illinois: and Paul V. Stoltz, Secretary and Treasurer, residing at New Orleans, La., and they shall hold office until their successors shall have been elected and qualified. All elections shall be held at the office of this corporation, after written notice to all the stock-holders, according to law. All vacancies caused by death, resignation or otherwise, the Board of Directors shall have authority to fill vacancies occuring in its membership.

ARTICLE VI.—This charter may be amended and the capital stock of this corporation may be increased or decreased, or this corporation may be dissolved, and its affairs liquidated in the method and manner provided by law, as now or hereafter in force.

ARTICLE VII.—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.

ARTICLE VIII.—No stock of this corporation shall ever be sold, transferred or assigned by any stockholder without first offering same to the corporation with option on same to purchase such stock for cash at the book value thereof after fifteen (15) days written notice to the corporation.

No sale or other transfer or assignment of stock shall be valid unless opportunity to purchase said stock has first been given in the manner hereinabove provided to this copporation.

Thus done and passed at my office in the city of New Orleans, Louisiana, on the day, month and year hereinabove first written, in the presnece of Messrs. William F. Conkerton, and Arthur J. Ryan, competent witnesses, who have hereunto signed their names together with the said appearers and me, Notary, all after due reading of the whole.

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

(Original Signed) John H. Bonjes, subscribe for twenty-five shares, No. 1209 Jefferson Bldg., Peoria, Ills., per Paul V. Stoltz; Paul V. Stoltz, 304 Guarantee & Title Bldg., New Orleans, La., subscribe for twenty-five shares; Frank A. Longshore, 2328 St. Charles Ave, subscribe for (1) one share; Ernest B. Stoltz, 7635 St. Charles Ave., New Orleans, La., subscribe for one share.

Original Recorded in M. O. 1238.

J. B. ROSSER, JR.,
Notary Public.

A true copy of the original.

J. B. ROSSER, JR.,
Notary Public.

Jan. 29-Feb. 5-Mch. 4.

AMENDMENT TO CHARTER OF THE LIGHTNER PUBLISHING CORPORATION, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this 22d day of the month of January, in the year of our Lord one thousand nine hundred and twenty and of the Independence of the United States of America, the one hundred nad forty-fourth; before me, Conrad G. Collins, a Notary Public, duly commissioned and qualified in and for the Parish of Orleans, State of Louisiana, therein residing and in the presence of the witnesses hereinafter named and undersigned; personally came and appeared, Otto C. Lightner, President, and Archie D. Dalrymple, Secretary, respectively of the Lightner Publishing Corporation, Incorporated, a corporation created under the laws of the State of Louisiana, by act before W. J. Carmouche, a Notary Public in Crowley, Acadia Parish, State of Louisiana, on the 31st day of May, 1918, duly recorded in the office of the Clerk of the District Court and Ex-Officio Recorder of Mortgages for Acadia Parish, State of Louisiana, in Book of Charters at Folio 174.

And the said appearers acting in their said capacities and in behalf of said corporation by virtue of the authority conferred on them by the stockholders of said company, on the 30th day of December, 1919, as will more fully appear by a certified copy of the resolution adopted at said meeting of all the stockholders which is annexed hereto, declared that a general meeting of all the stockholders of the Lightner Publishing Company, Incorporated, was duly convened and held at the office of the said Company, in the City of New Orleans, on the 30th day of December, 1919, for the purpose of considering the making of certain changes and amendments to the charter of said company and that at said meeting all the stockholders unanimously voted to amend the charter thereof, and to authorize the said appearers to come before me, the undersigned Notary Public, to preserve and embody in due legal form, the said action of the stockholders.

The said appearers declared that they have appeared before me, the undersigned Notary Public, under the authorization aforesaid, for the purpose of embodying in authentic form the action of the stockholders in altering and amending Articles II, IV and V of the charter of said Company, so that the said articles shall hereafter read and be as follows:

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

ARTICLE IV.—The Capital Stock of this corporation is hereby fixed at the sum of Two Hundred and Fifty Thousand Dollars ($250,000.00) represented by Two Thousand Five Hundred Shares (2,500) of the par value of One Hundred Dollars each.

Of the capital stock hereinabove provided for, the sum of Two Hundred Thousand Dollars, represented by two thousand shares, shall be Common stock and the sum of Fifty Thousand Dollars represented by five hundred shares shall be participative and cumulative preferred stock. The capital stock may be increased up to the sum of Three Hundred and Fifty Thousand ($350,000) Dollars.

The holders of the said preferred stock shall be entitled to receive, and this corporation shall pay, cumulative preferential dividends at the rate of eight per cent per annum on the par value thereof, payable annually from profits, and the holders thereof, shall on liquidation or dissolution of this corporation be entitled to receive by preference over all other stock, any accrued and unpaid dividends and the distributive share of the assets up to the extent of the par value of such preferred stock held by them. The preferred stock shall not have voting power, which power to vote is alone vested in the common stock.

Said capital stock shall be paid for in cash, or the same may be issued at not less than par value for labor actually performed, or for property actually received and acquired by the corporation. No transfer of stock shall be binding upon the corporation unless made upon the books thereof, accompanied by the surrender of the old certificate, properly endorsed.

ARTICLE V.—All the corporate powers of this corporation shall be vested in and exercised by a Board of Directors, to be composed of Seven (7) stockholders, who shall be elected annually on the Second Tuesday, of the month of January in each year, by a vote of the common stockholders, at a general meeting convened for that purpose, after such notice given as is provided for, in Section Ten (10) of Act No. 267, of the General Assembly of the State of Louisiana, for the year 1914, said election shall be by ballot, and each stockholder, shall be entitled to one vote for each share of common stock standing in his name upon the books of the corporation, and which vote or votes may be cast in person, or by proxy executed before an officer authorized to administer oaths. The election shall be held under such rules and regulations as the Board of Directors shall fix.

The Board of Directors shall have full power and authority, to make and enact the necessary by-laws, rules and regulations for the proper conduction of the affairs of the corporation and the same to alter and amend; to employ, and dismiss at their will and pleasure, such officers, agents and employees as may be necessary for the proper conduction of the business of the corporation, fix the term of employment and the compensation therefor.

The newly elected Board of Directors, after each annual election, shall at their first meeting, elect from among their number, a President, a Vice-President, a Treasurer and a Secretary. The Secretary shall furnish bond in such amount as shall be fixed by the Board of Directors. A majority of the Board of Directors