CHARTERS.

CHARTER OF LANGBEHN COMPANY, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this seventh day of the month of April, 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-third: Before me, Edgar Mayer Cahn, a Notary Public, in and for the Parish of Orleans, State of Louisiana, duly commissioned, sworn and qualified, and in the presence of the witnesses hereinafter named and undersigned; personally came and appeared, the several parties whose names are hereunto subscribed, who severally decared, that, availing themselves of the laws of the State of Louisiana, in such cases made and provided, they have covenanted and agreed, and do, by these presents, covenant and agree, and bind themselves, as well as all other persons who may hereafter become associated with them, to form a corporation and body politic, in law, for the objects and purposes, and under the articles and stipulations, following, to-wit:

ARTICLE I.—The name of this corporation shall be "Langbehn Company, Incorporated, and under its said corporate name, it shall have power and authority to enjoy corporate existence and succession, for the full term of ninety-nine years, from the date hereof, to contract, sue and be sued, to make and use a corporate seal, and to alter and break the same at pleasure; to acquire by gift, grant or otherwise hold, receive, hypothecate, convey, sell, lease, pledge, mortgage and dispose of, property, real, personal and mixed; to issue negotiable bonds and notes or other evidences of debt, to name and appoint such managers, agents, directors and officers, as its business interest and convenience may require; to make and establish, as well as to alter and amend, from time to time, such by-laws, rules and regulations for the proper management of the affairs of this corporation, as the same may be necessary and proper; said corporation shall have further power to acquire, sell and dispose of the capital stock in other corporations; and further to enjoy and exercise all the rights and privileges and grants under the laws of this State, and more particularly under Act 267 of the Louisiana Legislature of 1914.

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

To engage in the business of importing and exporting between the United States and foreign countries, with the right to maintain, operate and conduct offices and agencies in the United States and in foreign countries, and to transact such other business as may be connected therewith or incidental thereto, all as permitted and sanctioned by law.

ARTICLE III.—The capital stock of this corporation is hereby fixed at the sum of Five Thousand ($5,000.00) Dollars, to be represented by fifty (50) shares of the par value of One Hundred ($100.00) Dollars each, payable at such times and under such conditions as the Board of Directors may determine. This corporation shall be a going concern and authorized to do business, as soon as fifty (50%) per cent. of its authorized capital shall be subscribed for, and at least fifty (50%) per cent. of all stock so subscribed for, shall be paid for. Stock of this company shall only be issued for cash, or for services rendered, merchandise, property or other valuable considerations, enuring to this corporation, according to the exclusive judgment and findings of the Board of Directors thereof.

ARTICLE IV.—In the event any holder or owner of stock, as well as his widow, estate or heirs, desires to sell or dispose of the same, such holder or owner, as well as his widow, estate or heirs, must first tender such stock to the Board of Directors of this Corporation for purchase for a period of thirty days in writing at the price of said stock on the books of the corporation, and during such period of thirty days, the said Board shall have the exclusive right to accept or reject the purchase of said stock, as it may elect; and in the event the said Board shall fail to make said purchase within the said period at the price offered, under the conditions aforesaid, then and in that event, the exclusive right to purchase at said price shall pass to, be open to and available to, the stockholders, for a like period of thirty days; and in the event the stockholders or any of them, shall not exercise this right to purchase, then the stockholder or stockholders desiring to dispose of his stock, may sell the same to such other person or persons as he may see fit.

ARTICLE V.—The domicile of this corporation shall be in the City of New Orleans, La., where all meetings of the stockholders or directors must be held, provided, that with the written consent of all the directors, valid meetings of the directors may be held outside of the state, or within the state, elsewhere than at its domicile. Citation shall be served upon the President, or in the absence or disability of the latter, upon the Vice-President, and in the absence or disability of the latter upon the Secretary, and in the absence or disability of the latter upon the Treasurer.

ARTICLE VI.—All the corporate powers of this corporation shall be vested in and exercised by a board of directors, three in number, all of whom shall be stockholders, to be elected on the first Monday of April, of each year, commencing with the first Monday of April, 1921, with the understanding that the first Board of Directors selected by the stockholders, and named in this charter, as well as the first set of officers, as hereinafter named, shall hold office until the first Monday of April, 1921, or until their successors have been elected and have qualified.

After the election of said Board of Directors, by the holders of stock, as herein provided, there shall be elected by said directors from their own number, the officers of the corporation, which are as follows: 1st: a President; 2nd: a Vice-President; 3rd: a Secretary and Treasurer, which last two offices may be combind in one person.

The Vice-President of this Corporation, shall at all times enjoy the same rights and authority in all matters corporate or relating to this corporation or its affairs, as the President thereof; and the acts doings and engagements of said Vice-President shall have the same weight and authority, as the President thereof.

The first Board of Directors, and the officers of this corporation shall be the following, and which said Board of Directors and officers shall serve until the election to be held on the first Monday of April, 1921, or until their successors are elected, chosen and qualified. The addresses of said directors and officers are set opposite their respective names; Frank Langbehn, President, 1032 State St., New Orleans, La.; Fritz Langbehn, Vice-President, Hamburg, Germany; F. Milton Langbehn, Secretary-Treasurer, 1032 State St., New Orleans, La. The Board of Directors shall have the right to fill all vacancies occurring in their number, whether resulting from death, resignation, or otherwise.

ARTICLE VII.—The annual meeting of the stockholders of this corporation for the election of directors shall be held on the first Monday of April of each year, commencing with the first Monday of April, 1921. The election for said directors shall be by ballot and the majority in amount of stock, voting, whether in person or by proxy, shall elect the person for whom they are cast; each share of stock voted upon, to be counted but for one vote. Said stock shall not be entitled to cumulative voting.

The Board of Directors shall give at least fifteen days notice by mail of the election of said directors, and shall appoint one or more stockholders to preside at such election. Any failure from any cause, whatsoever to elect directors on the day named for that purpose shall not dissolve this corporation, but the directors and officers then in office, shall hold over until their successors are chosen and qualified.

Said Board is further authorized to frame and adopt by-laws, rules and regulations as the affairs and business of the company may require, and it may deem necessary for the conducting and management thereof, provided, the same does not conflict with this charter and the laws of the State of Louisiana, and those of the United States of America; to name and appoint managers, fix their compensation and terms of employment, as well as name and appoint agents and employees as in its discretion may seem fit and proper, as well as to fix the salaries and terms of employment of the officers, employees, clerks and assistants.

ARTICLE VIII.—The Board of Directors is specially vested with the power to acquire and purchase such property or business, or good will, or all of these from individuals, firms, or other corporations as said Board of Directors may deem advisable and proper, and at such price and on such terms as they deem best, and to pay therefor in the capital stock of this corporation or otherwise.

ARTICLE IX.—No stockholder shall ever be held liable or responsible for the contracts, faults, or debts of this corporation, nor shall any mere informality in its organization, have the effect of rendering this charter null, or of exposing its stockholders to any liability beyond the unpaid balance on the stock owned by them.

ARTICLE X.—The names and post office addresses of the subscribers to these articles of incorporation and the number of shares of stock subscribed for by each, are as follows: Frank Langbehn, 1032 State street, New Orleans, La., 23 shares; Fritz Langbehn, Hamburg, Germany, 1 share; F. Milton Langbehn, 1032 State street, New Orleans, La., 1 share.

ARTICLE XI.—All stockholders' meetings, for the election of Directors as above stated, shall be held after fifteen days written notice mailed to each stockholder. Other stockholders' meetings may be held when ordered by the board of directors, or when requested by at least twenty-five per cent of the outstanding capital stock. Notice of all stockholders meetings, other than adjourned meetings shall be in the manner prescribed for stockholders' meetings for the election of directors, unless such notice is waived by unanimous consent.

ARTICLE XII.—This charter may be amended, altered or changed, at a special meeting of the stockholders called for that purpose, notice of which is to be given in accordance with the provisions of this charter, by the vote of two-thirds of all the capital stock.

ARTICLE XIII.—This corporation may be dissolved by the vote of two-thirds of all its outstanding capital stock and upon complying with the requirements of Section 28 of Act 267 of the Louisiana Legislature of 1914, and in the event of such dissolution, two liquidators shall be named and appointed with all the necessary powers and authority—all in the manner and as provided in said legislative act.

Thus done and passed, on the day and date first above written in the presence of Messrs. William F. Conkerton and Arthur J. Ryan, both competent witnesses, domiciliated in the city of New Orleans, La., who signed these presents together with the parties, and me, notary, after due reading of the whole, the parties hereto fixing opposite their respective names their subscriptions to the capital stock of this corporation which shall constitute the original subscription list of stock in this corporation.

(Original Signed): Frank Langbehn, 23 shares; Fritz Langbehn, per pro. Frank Langbehn, 1 share; F. Milton Langbehn, 1 share.

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

EDGAR M. CAHN,
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 "Langbehn Company, Incorporated," was this day recorded in my office in book 1242, folio ——.

New Orleans, La., April ... 1920.
(Signed): EMILE J. LEONARD, D. R.
A true copy of the original act of incorporation in my notarial office, together with the certificate of the Recorder of Mortgages annexed thereto and the original subscribers.

New Orleans, La., April ... 1920.
EDGAR M. CAHN,
Notary Public.

April 15-May 20.

AMENDMENT TO CHARTER OF NEW ORLEANS MARBLE CO., INC.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this 29th day of the month of March, in the year of our Lord one thousand, nine hundred and twenty, before me, Joseph A. Casey, a notary public, duly commissioned and qualified, in and for the parish of Orleans, state of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared Arthur Regottaz, Jr., president, and J. J. McMurry, secretary-treasurer, of New Orleans Marble Company, Inc., a corporation domiciled in this city, duly organized under Act 267 of 1914 by act before Isaac S. Heller, Notary Public, December 24th, 1919.

Who, in their said capacities, severally declared that at a general meeting of stockholders of said New Orleans Marble Company, Inc., duly called and held on the 26th day of March, 1920, at its office in the city of New Orleans, at which meeting all of the voting stock of said corporation was present or represented, it was unanimously resolved that Article 3 of the charter be amended so as to read as follows, to-wit:

ARTICLE III.—The capital stock of this corporation shall be sixteen thousand dollars, represented by one hundred and sixty shares of the par value of one hundred dollars per share, one hundred and ten of said shares to be preferred stock and fifty shares to be common stock, which said shares, preferred as well as common, may be paid for in cash or issued for labor done, property actually acquired or received by the corporation, in such manner and at such time as the board of directors may direct.

Dividends from the net earnings of the corporation shall be declared, allotted and paid to the stockholders yearly on their respective shares of stock as follows and in the following order, to-wit:

1. Up to eight per cent, by preference on the preferred stock.
2. Up to eight per cent from the surplus on the common stock.
3. Up to four per cent, from the remainder on each class of stock.
4. The balance, if any, on the common stock only.

The preferred stock shall have preference over the common stock as to the assets of the corporation and in all distributions thereof, but the said preferred stock shall have no voting power. No preferred stock, however, shall ever be issued in any amount in excess of the net liquid assets of the corporation.

And the said appearers, in their said capacities, pursuant to the authority vested in them by the stockholders of said corporation at their said meeting, do hereby declare, publish and make known to whom it may concern that Article 3 of the charter of said New Orleans Marble Company, Inc., has been amended as appears above and that they hereby place the said amendment of record in my office in authentic form by the present act.

Thus done and passed in my office, in the said city of New Orleans, state of Louisiana, on the day, month and year herein first above written, in the presence of John J. Reilly and Ben. Hocke, competent witnesses, who sign hereto with the appearers and me, notary, after a due reading of the whole.

(Original Signed): A. Regottaz, Jr., president; J. J. McMurry, secretary-treasurer.

Witnesses:
Jno. J. Reilly.
Ben. Hocke.

JOS. A. CASEY,
Notary Public.

I, the undersigned Recorder of Mortgages in and for the parish of Orleans, state of Louisiana, do hereby certify that the above and foregoing act of amendment t othe charter of New Orleans Marble Company, Inc., was this day duly recorded in my office in book 1242, folio.....

New Orleans, La., March ... 1920.
(Signed): EMILE J. LEONARD, D. R.
A true copy.

JOS. A. CASEY,
Notary Public.

April 15-May 20.

CHARTER OF GENERAL AMERICAN TANK CAR CORPORATION OF LOUISIANAA.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this 24th day of the month of March, in the year of our Lord, one thousand, nine hundred and twenty, before me, William J. Guste, a notary public, duly commissioned and qualified, in and for the above parish and state, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several parties whose names are hereunto subscribed, who severally declared that, availing themselves of the laws of the state of L uisiana, in such cases made and provided, and more particularly of Act 267 of the general assembly of the state of Louisiana of 1914, relating to the creation, organization and formation of corporations, they have covenanted and agreed and by these presents do hereby covenant, agree and bind themselves, as well as all other persons as may hereafter become associated with them, to form a corporation for the objects and purposes under articles and stipulations following, which they hereby adopt as their charter, to-wit:

ARTICLE I.—The name and title of this corporation shall be General American Tank Car Corporation of Louisiana, and under its corporate name, it shall have power and authority to have and enjoy corporate existence for a period of ninety-nine years from date hereof, unless sooner dissolved by liquidation or otherwise. It shall have power to contract; to sue and be sued; to make and use a corporate seal, and to alter and break the same at pleasure; to hold, receive, lease, purchase, transfer, assign, mortgage, hypothecate, pledge or otherwise dispose of property, real, personal or mixed, corporeal and incorporeal; to issue bonds and, if desired, to secure same by mortgage; to hold stock in other companies; to name and elect and appoint such managers, agents, directors and officers as the interests and convenience of said corporation may require; to make and establish, alter and amend by-laws, rules and regulations for its proper government, as may be deemed necessary and proper for the extension of the business in which the corporation is engaged.

ARTICLE II.—The domicile of this corporation shall be in the city of New Orleans, state of Louisiana; and service of process shall be made upon the president, or, in his absence, upon the vice-president or secretary.

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

To manufacture, build, re-build, equip, paint and repair all kinds, sizes, classes and varieties of railroad tank cars and or other cars, and all parts and appliances thereof and accessories thereto; to buy, sell, generally deal in and manufacture metals and materials used in the manufacture, building, repairing, equipment and painting of such cars and their parts, appliances and accessories; to buy, or otherwise acquire; to sell, or otherwise dispose of, to lease, and generally to deal in, such cars and their parts, appliances, equipment and accessories; to own and operate such cars; to acquire license, letters patent and trade marks covering improvements, novelties and inventions necessary to and connected with said business and to license individuals and corporations to manufacture, sell or use such improvements, novelties and inventions in shops or special territory on royalty or otherwise; and in connection with the foregoing, to buy or otherwise acquire, sell or otherwise dispose of and lease real estate improved or unimproved, buildings, machinery, equipment, etc.; and generally to do and perform all things pertinent and incident and which may be proper and necessary to carry out and execute the objects and purposes hereinabove enumerated.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of two hundred and fifty thousand ($250,000.00) dollars, and shall be divided into and represented by two thousand five hundred (2,500) shares of common stock, of the par value of one hundred ($100.00) dollars each. Said stock shall be paid for in cash or by property or services actually rendered to the corporation, or other equivalent of cash as provided by law, and in such manner and at such times and in such installments as may be prescribed by the board of directors.

This corporation shall become a going concern and shall be authorized to commence business as soon as fifty per cent (50 per cent) of its capital stock shall have been actually subscribed, and fifty per cent of all stock subscribed for shall in fact have been paid for either in cash or its equivalent.

ARTICLE V.—The capital stock of this corporation may be increased to the sum of five hundred thousand ($500,000.00) dollars by a vote of two-thirds of all stock present or represented at a special meeting called for that purpose or at a regular annual meeting of the corporation.

ARTICLE VI.— All certificates of stock issued by this corporation shall be signed by the president and countersigned by the vice-president or secretary, or, if authorized by resolution of the board of directors, shall be signed by the vice-president and countersigned by the secretary.

The stock in this corporation can be transferred only on the books of the corporation and subject to such regulations and formalities as may be by the board of directors from time to time prescribed.

ARTICLE VII.—The corporate powers of this corporation shall be vested in and exercised by a board of not more than five, nor less than three directors, a majority of whom shall constitute a quorum for the transaction of business. A majority of the board of directors may increase the membership of the board not to exceed seven members, and may elect such additional members at a meeting of the board of directors specially called for that purpose; directors so elected to serve until the next annual corporate election.

The board of directors may make and establish, as well as alter and amend, the by-laws, rules and regulations necessary to the management of the business and affairs of the corporation.

The directors of this corporation may vote in person or by written or telegraphic proxy at any of the meetings of the board of directors, and the board of directors may delegate any of its powers to any officer or officers, or any other representative of the corporation by appropriate resolution to that effect.

The offices of secretary and treasurer may be filled by stockholders not members of the board of directors.

The first board of directors of this corporation shall be composed of the following: Max Epstein, 111 W. Monroe street, Chicago, Ill.; David Copland, 111 W. Monroe street, Chicago, Ill., Elias Mayer, 38 S. Dearborn street, Chicago, Ill.; Oscar Blumenthal, 38 S. Dearborn street, Chicago, Ill.; W. S. Hefferan, Jr., 38 S. Dearborn street, Chicago, Ill., and they shall serve until the third Tuesday in April, 1921, or until their successors are elected and qualified.

The officers of the corporation will be the following: Max Epstein, president; David Copland, vice-president; Elias Mayer, secretary; M. P. Kraffmiller, treasurer. The board of directors may consolidate the offices of secretary and treasurer.

The directors shall be elected annually at a meeting held on the third Tuesday in April, in each year after date hereof. Notice of said meeting shall be given fifteen days prior to the date of said meeting, in writing, sent by mail to each stockholder at his last known place of residence. The board of directors may change the date of said annual meeting to any other date, not later than the thirtieth day of June, by written notice to that effect, sent at least fifteen days prior to the date to which said annual meeting shall be changed, directed by mail to each stockholder at his last known place of residence.

Each stockholder shall, at such annual meeting, or other meeting, general or special, be entitled in person, or by written or telegraphic proxy, to one vote for each share of stock owned by him. The election shall be held under such rules and regulations as may be from time to time determined by the board of directors.

The directors, when elected, shall hold office for one year, or until their successors shall have been elected and qualified, and failure to hold the annual meeting of the stockholders or to elect annually directors shall not operate the forfeiture of this charter or any rights thereunder.

Any vacancy occurring in the board of directors may be filled by the remaining directors for the unexpired term.

ARTICLE VIII.—This charter and act of incorporation may be changed, modified, altered or amended by and with the consent of two-thirds of all the stock present or represented at a meeting general or special held for that purpose; and such amendments may be material or immaterial, subject only to limitation as may be by law provided; and this corporation shall have the right and power to increase or decrease its capital stock as hereinbefore set out, and any increase of the capital stock in excess of the amount named herein as the amount to which the capital stock may be increased may be made by a three-fourths vote of all outstanding stock.

ARTICLE IX.—Notice of any and all meetings referred to in this charter, or required by law, shall be given in the manner provided for giving notices in case of election, unless the same shall have been waived. The stockholders and directors may waive notices.

ARTICLE X.—In case of the dissolution, liquidation or termination of this charter, by limitation or otherwise, the affairs of the corporation shall be liquidated by one or more liquidators elected by a two-thirds vote of the stockholders, who may provide the number of said liquidators and vest them with such power and authority as may be by law permitted, fixing the terms and conditions upon which they shall serve and their compensation and provide that in case of death or disability of any one of said liquidators, the remaining liquidators may fill the vacancy or continue to act on behalf of the corporation.

ARTICLE XI.—The subscribers hereto have written opposite their names the number of shares subscribed to by each one of them, and their post office addresses, so that this charter may serve as a subscription list; all of which subscriptions are payable in the manner and form set out herein, and as provided for in Act 267 of the general assembly of the state of Louisiana of 1914, and any amendments thereof.

Thus done and passed in my office in the city of New Orleans, Louisiana, on the day, month and year herein first above written and in the presence of Paul E. Chasez and Walter Revertiga, competent witnesses, who have hereunto signed their names, together with the said appearers and Me, notary, after due reading of the whole.

(Original Signed): General American Tank Car Corporation, Chicago, Ill., by Ralph J. Schwarz, 1245 shares; Max Epstein, Chicago, Ill, by R. J. Schwarz, 1 share; David Copland, Chicago, Ill., by R. J. Schwarz, 1 share; Elias Mayer, Chicago, Ill., by R. J. Schwarz, 1 share; Oscar Blumenthal, Chicago, Ill., by R. J. Schwarz, 1 share; W. S. Hefferan, Chicago, Ill., by R. J. Schwarz, 1 share.

Witnesses:
Paul E. Chasez.
Walter Revertiga.

WILLIAM J. GUSTE,
(Seal) Notary Public.

I hereby certify that the above and foregoing is a true and correct copy of the original on file in the records of my office at New Orleans, Louisiana.

April 5, 1920.
WILLIAM J. GUSTE.

April 15-May 20.

CHARTER OF THE HOME LUMBER COMPANY INCORPORATED, OF LOUISIANA.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this sixth day of the month of April in the year of our Lord, one thousand nine hundred and twenty (1920), before me, Charles Theodore Starkey, a notary public, duly commissioned and qualified, in and for the city and the parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned personally came and appeared, the several persons whose names are hereunto subscribed, who declared unto me, notary, that, availing themselves of the provisions of the laws of this state relative to the organization of corporations, and more particularly of Act 267 of 1914, they have united and agreed and by these presents do unite and agree, for themselves, their successors and assigns, to form themselves into a corporation and body politic for the objects and purposes and under the stipulations hereinafter set forth, to-wit:

ARTICLE I.—The name and title to this corporation shall be "The Home Lumber Company Incorporated, of Louisiana" and under such title it shall have and enjoy corporate existence for a period of ninety-nine years from the date hereof, unless sooner dissolved; it shall have power and authority to contract, sue and be sued; to make and use a corporate seal, and break and alter same at pleasure; to have, hold, buy, sell, lease, mortgage, hypothecate and pledge property, real, personal or mixed, necessary and proper for the carrying on of its business; as well as to issue bonds secured by mortgage; to make and issue notes and other certificates of indebtedness; to name, elect and appoint managers, directors, clerks and other employes to properly conduct its corporate business and to make such by-laws and regulations as may be necessary or found desirable for the complete and proper carrying out of said business.

ARTICLE II.—The domicile of this corporation shall be in the city of New Orleans, state of Louisiana, where citation or other legal process shall be served upon the president or, in his absence, upon the vice president, or in the absence of both upon the secretary.

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

To manufacture and buy and sell veneer, lumber, shingles, timber, logs, boxes, shooks and wooden packages of all kinds and all other timber products for either domestic sale or export; and to that end to purchase, lease or otherwise acquire and operate veneer mills, box factories and saw mills in the state of Louisiana and elsewhere; to construct, acquire and use railways, tramways and other roads or rights of ways for the transportation of veneer, boxes, shooks, lumber, timber, logs and other products; to buy, lease and acquire either timber lands or timber rights on lands, and to acquire, lease and buy lands for the use of saw mills and factories and timber yards in the state of Louisiana, or elsewhere; to purchase, operate and maintain commissaries or mercantile stores upon the properties of the corporation; to acquire or purchase or otherwise obtain inventions that may be used for the purpose of the business of this corporation and generally to do and perform any and all things necessary or convenient to carry out said objects and purposes.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of one hundred thousand ($100,000.00) dollars, divided into one thousand shares of the par value of one hundred ($100) dollars per share. The capital stock may be increased up to the sum of two hundred and fifty thousand ($250,000.00) dollars, and all proceedings for the increase or decrease of the capital stock shall be conducted in accordance with the laws of this state.

ARTICLE V.—All the corporate powers of this corporation shall be vested in and exercised by a board of directors, composed of not less than three nor more than five stockholders, a majority of whom shall constitute a quorum. Said directors shall be elected annually on the second Monday in January of each year.

All such elections shall be held by ballot and conducted at the office of the said corporation, under the supervision of three commissioners to be appointed by the board of directors.

Notice of such election shall be given by the secretary of the company by written notice thereof delivered personally or by depositing same in the post-office, properly addressed, to each stockholder, at least fifteen days preceding such election.

At all such elections and at all corporate meetings every stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the corporation, to be cast in person or by his written proxy, and a majority of the votes cast shall elect.

Any vacancy occurring among the directors by death, resignation or otherwise shall be filled by the board of directors for the remainder of the term by the selection of a member from among the stockholders of the company.

A failure to elect directors on the date above specified shall not dissolve the corporation nor impair its corporate management, but the directors then in office shall remain in office until their successors are elected and qualified.

The board of directors shall elect from their own number a president and a vice president. They shall also elect a secretary and a treasurer, or one person who shall be both, either of whom may or may not be members of the board. They shall have power and authority, from time to time, to name and appoint all such officers, agents or other employees as may be deemed necessary for the purpose and business of the corporation. They shall have power to fix the compensation and define the duties of every officer and employee and all officers and employees shall hold office and employment at the pleasure of the board.

ARTICLE VI.—Whenever this corporation may be dissolved, either by limitation or from any other cause, its affairs shall be liquidated by three commissioners, to be appointed from among the stockholders at a general meeting of the stockholders convened for such purpose, of which meeting notice shall be given in the manner and time provided for stockholders' meetings by Article Five of this charter and two-thirds in amount of the capital stock of said company shall be requisite to elect. Said commissioners shall remain in office until the affairs of said corporation shall have been fully liquidated. In case of death of one or more of said commissioners, the vacancy shall be filled by the surviving commissioners.

ARTICLE VII.—This act of incorporation may be modified, changed or altered, or this corporation may be dissolved, or the capital stock may be altered, in accordance with law, at a meeting of stockholders called for the purpose, after notice shall have been given by written notice to each stockholder, delivered to him personally or mailed to him at the post office address, designated by him in writing, at least fifteen days prior to the date of meeting.

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

ARTICLE IX.—James R. Pratt, Walter Pratt and Claude H. Hill have been chosen and selected to constitute the members of the first board of directors of this corporation with the said James R. Pratt as president, Claude H. Hill as vice president and Walter F. Pratt as secretary-treasurer, to serve as such until the second Monday in January, 1921, or, until their successors shall have been elected and qualified reserving to the board of directors power to limit the duties of the secretary-treasurer to that of secretary and to appoint another individual as treasurer of the company.

ARTICLE X.—The transfer of stock of this corporation shall have no effect or be in no wise binding as to this company unless same shall be recorded on the books of the company.

In the event that any stockholder desires to dispose of his stock or any part or portion thereof, he shall first offer in writing the same, to the remaining stockholders, in proportion to their respective holdings, and at the then book value of said stock. The offer to dispose of said stock shall be considered as properly made, whenever the above notice, in writing, is given to the secretary of the company who, in turn, shall notify each and every stockholder then of record on the books of the company, as the offer so made.

ARTICLE XI.—The subscribers to the capital stock of this corporation are: James R. Pratt, one hundred and sixty-seven (167) shares; Walter F. Pratt, one hundred and sixty-seven (167) shares; Claude H. Hill, one hundred and sixty-seven (167) shares.

Thus done and passed, at the city of New Orleans on the day, month and year hereinabove first written, in the presence of Thelma Elliott and F. W. Gaudin, competent witnesses, who hereunto sign their names, together with the said appearers, and me notary, after reading of the whole.

Witnesses:
F. W. Gaudin.
T. Elliott.

C. T. STARKEY,
Notary Public.

I hereby certify that the foregoing is a true and correct copy of the Act of Incorporation of "The Home Lumber Company Incorporated, of Louisiana," passed before me, notary, on the 6th day of April, 1920, and of record in the Mortgage Office of the parish of Orleans in M. O. B. 1242, folio....

New Orleans, La., April 7, 1920.
C. T. STARKEY,
Notary Public.

Apr. 15-May 20.

AMENDMENT TO CHARTER OF THE PROPHYTOL MANUFACTURING COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this 30th day of the month of March, 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, 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 Marion Allen and Charles W. Abbot, who declared that a general meeting of the stockholders of the Prophytol Manufacturing Company, Inc., a corporation organized by act passed before me, the undersigned notary, on the 30th day of October, 1919, recorded in the mortgage Office of this parish in book 1231, folio 591, held at the office of said company on the 20th day of March, 1920, they were elected president and secretary, respectively, of the said stockholders' meeting, as will more fully appear by a certified copy of the minutes of the meeting annexed hereto for greater reference, and they, as president and secretary, respectively, of said stockholders' meeting were authorized and empowered to appear before me for the purpose of amending the said charter of the said company, Prophytol Manufacturing Company, Inc.

And the said appearers, as president and secretary, respectively, of said stockholders' meeting and acting in said capacities and on behalf of said corporation by virtue of the authority conferred upon them at the general meeting of the said stockholders, declared that the charter of the Prophytol Manufacturing Company, Inc.' passed before me, the undersigned notary on the 30th day of October, 1919, has been changed, altered and amended so that Article VII of said original charter shall read as follows:

"The business of this corporation shall be directed by and vested in a board of directors of eleven members, seven of whom shall constitute a quorum for the transaction of business.

The board of directors as first constituted shall be composed of Marion Allen, Charles W. Abbott, J. Pope Seals, A. V. Abbott and Frank B. Jackson, and they shall hold office until the first Tuesday in October, 1920, and on that day and on the same day thereafter each year elections shall be held for the directors at the principal office of the corporation and the election shall be held between the hours of 10 and 12 a. m. Failure to hold an election on the day 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.

Marion Allen shall be first president, Charles W. Abbott shall be first vice-president and J. Pope Seals shall be first secretary-treasurer of this corporation.

The secretary need not be a stockholder or membr of the board of directors and any vacancy in that office shall be filled by the board.

Directors may act either in person or by proxy."

And the said appearers moreover declared that in consequence of the foregoing and pursuant to the authority in them vested by the stockholders of said company, they do hereby formally declare and publicly make known that in the manner prescribed by law and agreeable to the provisions of the charter of the said Prophytol Manufacturing Company, Inc., passed before me, the undersigned Notary, has been changed, altered and amended as hereinabove set forth and written, and they do hereby direct and require that the above stated changes and amendments of the charter of the said Prophytol Manufacturing Company, Inc., be recorded and published in the manner prescribed by law, to the end that the said changes and amendments hereafter and at all times be as hereinabove set forth, as regards all persons that are now or may hereafter become stockholders of the said Prophytol Manufacturing Company, Inc.

Thus done and passed, at my office in the city of New Orleans, on the day, month and year herein first written, in the presence of Ruth M. Seiler and Amanda C. Stechmann, competent witnesses, who hereunto sign their names with the said appearers and me, notary, after a reading of the whole.

Marion Allen.
Charles W. Abbott.

Witnesses:
Ruth M. Seiler.
Amanda C. Stechmann.

A. A. MORENO,
Notary Public.

I, the undersigned Recorder of Mortgages, in and for the parish of Orleans, state of Louisiana, do hereby certify that the above and foregoing act of amendment of Incorporation of the Prophytol Manufacturing Company, Inc., was this day recorded in book 1242, folio....

New Orleans, La., April ... 1920.
(Signed): EMILE J. LEONARD, D. R.
A true copy.

A. A. MORENO,
Notary Public.

Apr. 15-May 20.

AMENDMENT TO CHARTER OF LEVY MATTRESS COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this 26th day of the month of March, 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, Arthur A. Moreno, a notary public, duly commissioned and qualified, in and for this city, nad the parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared Edwin C. Lazard and Sam Levy, who declared that a general meeting of the stockholders of the Levy Mattress Company, Inc., a corporation organized by act passed before me, the undersigned notary, on the 27th day of July, 1916, recorded in the Mortgage Office in this parish in book 1201, folio 15, held at the office of the said company on the 25th day of March, 1920, they were elected president and secretary, respectively, of the said stockholders' meeting, as will more fully appear by a certified copy of the minutes of the meeting annexed hereto for greater reference, and they, as president and secretary, respectively, of said stockholders' meeting were authorized and empowered to appear before me for the purpose of amending the said charter of the said company, Levy Mattress Company, Inc.

And the said appearers, as president and secretary, respectively, of said stockholders' meeting and acting in said capacities and on behalf of said corporation by virtue of the authority conferred upon them at the general meeting of the said stockholders, declared that the charter of the Levy Mattress Company, Inc., passed before me, the undersigned notary, on the 27th day of July, 1916, has been changed, altered and amended so that Article IV of said original charter shall read as follows:

"The capital stock of this corporation shall be twenty-five thousand ($25,000.00) dollars, divided into two hundred fifty (250) shares of the par value of one hundred ($100.00) dollars each, payable when issued, in cash, or other property, and may be increased to the sum of one hundred thousand ($100,000.00) dollars, divided into one thousand (1,000) shares of the par value of one hundred ($100.00) dollars per share, and this corporation shall be a going concern when one-half of the capital stock has been subscribed and paid for. Each share of stock shall be entitled to one vote at all general elections."

And the said appearers moreover declared that in consequence of the foregoing and pursuant to the authority in them vested by the stockholders of said company, they do hereby formally declare and publicly make known that in the manner prescribed by law and agreeable to the provisions of the charter of the said Levy Mattress Company, Inc., passed before me, the undersigned notary, has been changed, altered and amended as hereinabove set forth and written, and they do hereby direct and require that the above stated changes and amendments of the charter of the said Levy Mattress Company, Inc., be recorded and published in the manner prescribed by law, to the end that the said changes and amendments hereafter and at all times be as hereinabove set forth, as regards all persons that are now or may hereafter become stockholders of the aforesaid company.

Thus done and passed, at my office in the city of New Orleans, on the day, month and year herein first written, in the presence of Ruth M. Seiler and Amanda C. Stechmann, competent witnesses, who hereunto sign their names with the said appearers and me, notary, after a reading of the whole.

Edwin C. Lazard.
Sam Levy.

Witnesses:
Ruth M. Seiler.
Amanda Stechmann.

A. A. MORENO,
Notary Public.

I, the undersigned Recorder of Mortgages, in and for the parish of Orleans, state of Louisiana, do hereby certify that the above and foregoing act of amendment of incorporation of the Levy Mattress Company, Inc., was this day duly recorded in Book 1242, folio....

New Orleans, La., March ... 1920.
(Signed): EMILE J. LEONARD, D. R.
A true copy.

A. A. MORENO,
Notary Public.

Apr. 15-May 20.

CHARTER OF FLOWEREE, COLE & REESE, INC.

United States of America, State of Louisiana, Parish of Orleans. Be it known, that on this 16th day of the month of April, in the year of our Lord, one thousand, nine hundred and twenty, before me, Pierre D. Olivier, a notary public, duly commissioned and qualified in and for the parish and state 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 declared to me, notary, in the presence of the undersigned witnesses, that, availing themselves of the provisions of the laws of the state of Louisiana, they have mutually agreed and contracted and by these presents do agree and contract and bind and obligate themselves, their heirs and assigns, and all persons who may hereafter become associated with them herein, to form a corporation under the name and for the objects and purposes, and under the terms, stipulations and provisions contained in the following articles, to-wit:

ARTICLE I.—The name of the corporation shall be "Floweree, Cole & Reese, Inc."

ARTICLE II.—The purposes for which this corporation is formed are hereby declared to be as follows:

(a) To engage in and carry on in any part of the world an insurance agency business, either as local or general agents or both, in fire, marine, tornado, casualty, automobile, plate-glass, boiler, elevator, accident health, life, and credit insurance, and all other kinds of insurance; to solicit and receive applications as agents for all forms of insurance and to do such other business as may be delegated by insurance companies to local and general agents, and to conduct a general insurance agency and insurance brokerage business.

(b) To acquire by purchase, subscription, or otherwise, and to hold, sell, assign, transfer, exchange, mortgage, pledge, or otherwise dispose of any shares of the capital stock, bonds, or other evidences of indebtedness of any other corporation or corporations, association or associations, domestic or fo