BEFORE AND AFTER

BEFORE MARRIAGE

AFTER

CHARTERS.

CHARTER OF PROGRESSIVE REAL ESTATE AUCTION EXCHANGE, INC.

United States of America, State of Louisiana Parish of Orleans, City of New Orleans. Be it known, that on this 27th day of the month of July, in the year of our Lord one thousand nine hundred and twenty, and of the independence of the United States the one hundred and forty-fifth, before me, Rudolph J. Weinmann, a Notary Public, duly commissioned, sworn 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 persons whose names are hereunto subscribed, all of full age, who declared that, availing themselves of the Constitution and laws of this State relative to corporations, they have covenanted and agreed, and do by these presents covenant and agree, and do bind themselves as well as such other persons as may hereafter become associated with them, to form and constitute a corporation and body politic in law, for the purposes and objects and under the stipulations and conditions hereinafter set forth and expressed, which they hereby adopt as their charter, as follows, to-wit:

ARTICLE I.—The name and title of this corporation shall be Progressive Real Estate Auction Exchange, Inc., under which it shall enjoy succession for a period of ninety-nine (99) years from the date of this act, and its domicile is hereby established in the City of New Orleans, La.; under its corporate name, the sair corporation shall have power and authority to contract, sue and be sued in the prosecution of its business as hereinafter defined; to adopt a corporate seal; to hold, receive, purchase, improve, alienate, convey, mortgage and pledge property, real personal and mixed; to appoint or elect such directors, agents and employees as its interests may require; to establish such rules, regulations and by-laws for the proper management and regulations of its affairs as it may deem expedient; and to do all other things permitted by law as shall be proper and necesary to carry out the objects of the said corporation.

The President, or in his absence, the Vice-President, shall be the proper person upon whom citation and other legal process shall be served.

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 conduct, operate and control, for profit, the business of an auction exchange, o. establishment centrally located in the City of New Orleans wherein auction blocks or stands may be leased or rented to individuals, firms or corporations, whether stockholders in this corporation or not, so as to give the said individuals, firms or corporations the privileges of the said auction exchange and the use of the facilities therein when auctioning off property, whether real, personal or mixed for sale or otherwise, under such rules and regulations as may by this corporation be adopted; to buy and sell real estate, either as principal or agent; to lease, rent, sub-lease, mortgage, pledge, convey, assign, transfer, set over and deliver, sustain, obtain options on real estate, either as principal or agent; and generally to do and perform all such business as may be necessary for or incidental to the objects and purposes herein mentioned as fully as is set forth herein.

ARTICLE III.—The capital stock of this corporation is hereby fixed at five thousand ($5,000) dollars, divided into one hundred (100) shares of fifty ($50.00) dollars value, each, payable in cash at such times as may be determined by the Board of Directors.

The said capital stock may be increased to fifty thousand ($50,000.00) dollars.

No transfer of stock shall be recognized unless entered in the stock book. No stockholder shall have the right to sell his stock on the market without having offered it, in writing, at its book value to the Board of Directors of this corporation, twenty (20) days prior to the contemplated sale of the stock, and if the said Board desires to buy it, purchase shall be made on behalf of the corporation, and the stock shall then and there become treasury stock. A notice of the obligation to so offer the stock shall be printed across the face of each certificate of stock.

ARTICLE IV.—The corporate powers of this corporation shall be vested in and exercised by a Board of Directors composed of ten stockholders, of which a quorum shall consist of five Directors, for the transaction of business, and their decisions shall be valid, corporate acts.

The said Board of Directors shall have the power to fill all vacancies on said board arising from any cause whatsoever.

The first election of directors under this charter shall take place on the second Tuesday in January of each year, beginning in 1921, until which time, or until their successors shall have been elected and qualified, the following stockholders shall constitute the first Board of Directors:

James F. Turnbull, 340 Baronne Street, New Orleans, La.; Alvin E. Johnson, 316 Carondelet Street, New Orleans, La.; Edward Murphy, 340 Baronne Street, New Orleans La.; Ben B. Mathews, 322 Baronne Street, New Orleans, La.; R. L. Viguerie, 224 Baronne Street, New Orleans, La.; Meyer Eiseman, 732 Common Street, New Orleans, La.; Ashton Blum, 613 Commercial Place, New Orleans, La.; Carroll B. Walmsley, 718 Common Street, New Orleans, La.; Arthur P. Mayer, 802 Perdido Street, New Orleans, La.; M. P. Arnoult, Sr., 220 Baronne St., New Orleans, La.

The Board of Directors at its first meeting after each annual election shall elect from its members a President, a Vice-President, a Secretary, and a Treasurer; the following officers shall serve until the second Tuesday in January, 1921, or until such time as their successors shall have been duly elected and qualified, to-wit:

James F. Turnbull.....President
Alvin E. Johnson....Vice-President
Edward Murphy.....Secretary
Ben B. Mathews.....Treasurer

Notice of each annual election of directors shall be given by letter to be written fifteen (15) days previous to said election, and sent to the last known address of each of the stockholders. Failure from any cause to elect directors on the day stipulated shall not dissolve this corporation; but the President shall call a new meeting on fifteen (15) days' notice as soon as possible.

ARTICLE V.—The Board of Directors shall have full power to use and manage the property of this Company in such manner as in their discretion may seem fit, consistent with the objects and purposes and welfare of the Company. The said Board is further authorized to frame and adopt such by-laws, rules and regulations as the affairs of the Company may require, and as it may deem necessary for the management thereof, and to alter the same at will, provided they are not in conflict with the terms of this charter. The Board of Directors shall determine what employees are necessary from time to time, and have full control of same; it shall also fix the salaries of the several officers herein provided for.

ARTICLE VI.—Any changes, modifications, amendments of this charter, or dissolution of this corporation shall be strictly according to the terms of Act 267 of 1914 and subsequent amending acts.

ARTICLE VII.—No stockholders shall

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ever be held liable or responsible for any informality in organization, nor shall that have the effect of rendering this charter null.

Thus done and passed in my office in this city, on the day and in the month and year first above written, in the presence of J. A. Matthew and N. E. Baumgarden, competent witnesses, residing here, who have signed these presents together with the said appearers and me, Notary, after due reading of the whole, the appearers declaring that the following is the stock subscription list:

(Signed)

James F. Turnbull, 340 Baronne St., New Orleans, La., (4) four shares.

R. L. Viguerie, 224 Baronne St., New Orleans, La., (4) four shares.

Ben B. Mathews, 322 Baronne St. New Orleans, La., (4) four shares.

M. P. Arnault, 220 Baronne St., New Orleans, La., (4) four shares.

Meyer Eiseman, per J. H. Morris, 732 Common St., (4) four shares.

Ashton Blum, 615 Commercial Place, New Orleans, La., (4) four shares.

Arthur P. Mayer, 802 Perdido St., New Orleans, La., (2) two shares.

Edward Murphy, 340 Baronne St., New Orleans, La., (4) four shares.

Liberty Realty & Securities Co., by S. V. Edmiston, Sec., 808 Union St. New Orleans, La., (2) two shares.

Alvin E. Johnson, 316 Carondelet St., New Orleans, La., (4) four shares.

Walmsley & Co., Inc., by C. B. Walmsley, V.-P., 718 Common St., New Orleans, La., (4) four shares.

Carrol B. Walmsley, 718 Common St., New Orleans, La., (1) one share.

Engelman & Mayer, 802 Perdido St., (2) two shares.

Paul J. Leaman, 312 Baronne St., New Orleans, La., (4) four shares.

J. Edmond Douglas, 503 Marine Bank, New Orleans, La., (2) two shares.

John J. Murphy, 340 Baronne St., New Orleans, La., (2) two shares.

Witnesses:

(Signed): J. A. Matthew, N. E. Baumgarden.

RUDOLPH J. WEINMANN,
Not. Pub. (Seal)
N. O., Aug. 2, '20.

I, the undersigned, Rrecorder of Mortgages in and for the Parish of Orleans, State of Louisiana, do hereby certify that the act of incorporation of the Progressive Real Estate Auction Exchange, Inc., was this day duly recorded in my office, in Book 1242, folio 655. New Orleans, July 28th, 1920.

(Signed) M. J. DUNN, Recorder.

I certify that this is a true copy of the original on file in my office.

RUDOLPH J. WEINMANN,
Notary Public.

Aug. 5-Sept. 9.

CHARTER OF CANAL SERVICE STATION, INC.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on the 26th day of July in the year of Our Lord, nineteen hundred and twenty, and of the Independence of the United States of America, the One Hundred and Forty-fourth; Before me, Warren V. Miller, Notary Public, in and for the Parish of Orleans, Louisiana, and in the presence of the witnesses hereinafter named and undersigned, Personally came and appeared, the several persons whose names are hereinafter subscribed, all of full age, who declared unto me, Notary, that availing themselves of the laws of the Satte of Louisiana relative to the organization of Corporations, they do by these presents, contract, agree, covenant, stipulate, and bind themselves, as well as 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 hereinafter set forth, to-wit:

Article I. The name and title of this Corporation shall be, "CANAL SERVICE STATION, INC." and under such title, it shall have and enjoy succession and existence, for a period of ninety-nine years from date hereof; it shall have the power and authority to contract, sue, and be sued, to make and use a corporate seal, the same to break and alter at its pleasure; to hold, purchase, lease, sell, mortgage or hypothecate, or pledge property, real, personal, or mixed; and for the purpose of carrying on its business, to make and issue notes and other evidences of indebtedness; to name and appoint managers, clerks, or other employees, for the proper conduct of its business, and to discharge same at its pleasure; to make and establish such by-laws, rules and regulations, as may be found necessary and desirable for the management of the affairs of the Corporation; and generally to do, all and everything ,act or deed, for the complete and proper conduct of said business.

Article II. The domicile of this corporation, shall be in the City of New Orleans, State of Louisiana, where all citations and other legal process shall be served upon the President, or in his absence upon the Vice-President, or in the absence of both President and Vice-President, upon the Secretary-Treasurer.

Article III. The capital stock of this corporation is hereby fixed at the sum of Five Thousand ($5,000.00) Dollars, all of which shall be divided into and represented by Fifty (50) Shares of the par value of One Hundred ($100.00) Dollars each. Stock may be paid for in money, in services rendered to the corporation, or in property and good will regularly transferred to the corporation, all as shall be determined by the Board of Directors. The capital stock may be increased to Fifty Thousand ($50,000.00) Dollars. There shall be no issue of preferred stock.

Article IV. The objects and purposes for which this Corporation is formed are declared to be as follows: To operate a gasoline and oil station or stations, and to sell automobile accessories of all kinds, including tires and parts, etc.; to maintain and operate repair and vulcanizing plants, and generally to do and engage in any business germane to or operated in connection with an oil filling and accessory and repair station.

Article V. The corporate powers of this Corporation shall be vested in a Board of three Directors, a majority of whom shall constitute a quorum for the transaction of business. The absent directors may vote at any meeting of the Directors by proxy to any other Director for that particular meeting. The first Board of Directors shall consist of: with Mrs. Lillian V. Simmons, 3124 DeSoto street, as president; with W. F. Simmons, 955 N. Carrollton avenue, as vice-president, and with Jesse Daniels, 3124 DeSoto street, as secretary-treasurer and such Directors and officers shall serve as such until the second Monday in July, 1921, or until their successors are elected and qualified. Meetings of the stockholders for the election of Directors shall be held yearly, on the second Monday in July, beginning with the year 1921. The Board of Directors shall have the right to elect without referring to a stockholders meeting, any stockholder as a Director, whenever a vacancy shall exist on the Board of Directors through death or resignation; meetings of the Board of Directors may be called at any time by the President.

Thus done and signed, on the day and date first herein above written in the City of New Orleans, in the presence of Anita Allain and Nathan H. Feitel, competent witnesses, and me, Notary, after a due

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reading of the whole; the subscribers setting opposite their names the amount of stock they subscribe for, making this an original subscription list.

Name Address Amount Stock

(Names of subscribers and amount subscribed omitted.)

Witnesses: (Signed) Anita Allain, Nathan H. Feitel. (Signed) Warren V. Miller, 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 Canal Service Station, Inc., was this day duly recorded in my office in Book 1242, Folio 644. New Orleans, July 27th, 1920. (Signed) Emile J. Leonard. A true copy of the original on file in my office. Warren V. Miller, Notary Public.

Aug. 5-Sept. 9.

AMENDMENT TO CHARTER OF THE CRESCENT PRINTING COMPANY, INCORPORATED

State of Louisiana Parish of Orleans, City of New Orleans. Be it known, that on this third day of the month of August, in the year of Our Lord, One thousand, nine hundred and twenty, before me, Allan Raymond Beary, 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 Mr. Alfred Blanco, and Mr. Fred L. Arnold, both of the full age of majority, and residents of the City of New Orleans, the said Alfredo Blanco herein acting in his capacity of President, and the said Fred. L. Arnold herein acting in his capacity of Secretary of the Crescent Printing Company, Incorporated, a corporation organized under the laws of the State of Louisiana, domiciled in the City of New Orleans, instituted by an Act passed before the undersigned Notary on the first day of the month of December, A. D., 1916, and recorded in the Mortgage Office for the Parish of Orleans, in Book 1201, folio 531, by virtue of a resolution adopted at a general meeting of the stockholders of said corporation, held at its office No. 617 Bienville street, this city, on the second day of August, 1920, a certified extract of the minutes of said meeting being hereto attached and made part hereof.

And the said appearers declared that at said meeting of the stockholders of said corporation Article IV of the charter was amended by the addition of the following clause,

"No stockholder shall have the right to dispose of his stock without having first offered it, in writing, at its then book value, through the Board of Directors to the other stockholders, who shall have the first right to its purchase for ten days from the date of said written offer; should no stockhodler purchase same, the Board of Directors shall have the right for the next succeeding five days to purchase said stock at said price for the corporation, and said stock will then become treasury stock to be disposed of as may be determined by the Board of Directors for cash, property actually received, or labor actually performed for the corporation, or for stock in other corporations, or the same may be used to decrease the capital stock to the amount allowed and in the manner provided by law."

And thep, the said appearers, were duly authorized and empowered to cause said amendment to charter of the said Crescent Printing Company, Incorporated to be embodied in a notarial act.

Now, therefore, in accordance with said resolution, they the said appearers acting in their aforesaid capacities, having appeared before me, Notary, for the purpose of placing said amendment to the charter of the said Crescent Printing Company, Incorporated, in authentic form by notarial act, do now declare that Article IV of said act of Incorporation be, and the same is hereby amended, so as to hereafter be and read as follows, to-wit:

Article IV. The capital stock of this corporation is hereby fixed at the sum of Five Thousand ($5,000) Dollars, to be divided into and be represented by Two Hundred (200) Shares of stock of the par value of Twenty-five ($25) Dollars each, and the amount to which the said capital stock of this corporation may hereafter be increased is hereby fixed at the sum of Fifty Thousand ($50,000) Dollars.

All shares of stock shall be issued as full paid and non-assessable, and no transfer of stock shall be binding on the corporation, unless recorded on its books.

To issue shares of stock up to the amount to which under this charter the stock may be increased, the resolution to increase shall be read at one meeting of the Board of Directors and laid over for action at the next meeting of the Board, before it is adopted, and on such action the new stock shall be first offered to the existing stockholders in the proportion of their several holdings and with the thirty days' privilege to pay for the same before any of the stock is offered for sale or subscription to other persons.

The stock of this corporation may be diminished as provided by law.

No stockholder shall have the right to dispose of his stock without first having offered it, in writing, at its then book value, through the Board of Directors to the other stockholders, who shall have the first right to its purchase for ten days from the date of said written offer; should no stockholder purchase same, the Board of Directors shall have the right for the next succeeding five days to purchase said stock at said price for the corporation, and said stock, to be disposed of as may be determined by the Board of Directors for cash, property actually received by or labor actually performed for the corporation, or for stock in other corporations, or the same may be used to decrease the capital stock to the amount allowed and the manner provided by law."

Said appearers further declare that they do hereby authorize and require said amendment to be duly incorporated into notarial form and to be recorded and published according to law, to the end that the same may be operative and binding on all persons whomsoever.

Thus done and passed in my notarial office, in the City of New Orleans, on the day and date first above written, in the presence of Messrs. A. Ed. Arnold and M. C. Sologaistoa competent witnesses, who hereunto subscribe their names with said appearers and me, Notary, after due reading of the whole.

(Original signed) A. Blanco, president; Fred. L. Arnold, secretary. Witnesses: A. Ed. Arnold, M. C. Sologaistoa.

A. R. BEARY, Not. Pub.

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 amendment to the act of Incorporation of the Crescent Printing Company, Incorporated, was this day duly recorded in my office in Book —— folio——. New Orleans, August 4, 1920. (Signed) Emile J. Leonard, Dy. R.

A true copy.

A. R. BEARY, Not. Pub.

Aug. 5-Sept. 9.

CHARTER OF THE STEBBINS COMPANY, INC

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this, the 26th day of the month of July, in the year of

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Our Lord, one thousand, nine hundred and nineteen, and of the Independence of the United States of America, the one hundred and forty-third, before me, Raymond H. Saal, Notary Public, duly commissioned and qualified, within and for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who severally declared that, availing themselves of the benefits and provisions of the Constitution of the State of Louisiana and of the laws of said State relative to the organization of corporations, and particularly of the provisions of Act No. 267 of the General Assembly of the State of Louisiana for the year 1914, they have united to form, and do by these presents form and organize themselves, as well as all such other persons who may hereafter join or become associated with them or their successors, into a stock corporation for the objects and purposes and under the covenants, stipulations and agreements following, to-wit:

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

Article II. The domicile of this corporation shall be the City of New Orleans, Parish of Orleans, State of Louisiana, and all citations or other legal process shall be served upon its President, or in the event of his absence, upon the Vice-President, or in the event of the absence of both of said officers, upon the Secretary.

Article III. This corporation shall have the power to conduct its business in all of its branches in any States, Territories or possessions of the United States, as well as in foreign countries, and may have one or more offices outside of the State of Louisiana.

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

(1) To carry on the business, both wholesale and retail, of selling tools, implements and accessories of all kinds made from steel and other kindred products; to buy, sell, manufacture, fabricate and deal in all kinds and combinations of steel, iron or other metals, or either or any of them, or in which steel, iron or other metal forms a substantial part, including tools, implements, machinery, railway boiler parts, accessories and general supplies and specialties and to transact a general steel and iron manufacturing, jobbing, fabricating, machinery and supply business.

(2) To purchase lands or otherwise acquire lands and buildings in this State or elsewhere for the erection and establishment of a manufactory or manufactories and work shops, with suitabel plant, engines and machinery, with a view to buying, selling, importing and exporting or otherwise dealing in, either directly or indirectly, through the medium of agents or otherwise, iron and steel equipment, accessories and supplies for railroads, ship builders, oil fields and ship yards, as well as accessories manufactured from steel and kindred products, and to acquire by purchase or otherwise, patents, patent rights and privileges, or improvements or secret processes for or in any manner relating to all or any of the objects aforesaid, and to grant licenses for the use of or to sell or otherwise deal in any patents, patent rights anid privileges, improvements or secret processes acquired by it, and to sell, mortgage, lease or otherwise deal with real and personal property of the company.

(3) To act as the agent or representative of corporations, firms and individuals and as such to develop and extend the business interests of corporations, firms and individuals and carry on the business generally of manufacturer's agent; to do a general business as a commission merchant, selling agent and factor in the manner and to the same extent as natural persons could do; to make and enter into all manner and kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations for the purchasing, acquiring, holding, manufacturing and selling or otherwise disposing of, either as principal or agent, upon commission or otherwise, iron and steel products of all kinds and nature as well as any other articles of personal property whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom or incidental thereto and any and all acts proper or necessary for the purposes of the business; to act as manufacturer's agent and purchasing agent of any and all persons, firms, corporations or associations; to own and operate warehouses and places for the storage of goods and merchandise of all kinds and generally to act as a storage and freight forwarding agent; and generally to carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by merchants, commission men, factors and manufacturer's agents and in the course of such business to draw, accept, endorse, acquire and sell all or any negotiable or transferable instruments and credits.

(4) Generally to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or of any one of the objects herein

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enumerated or incidental to the powers herein named or which shall at any time appear conducive or expedient to the protection or benefit of the corporation, either as holders of, or interested in any property or otherwise, with all the powers now or hereafter conferred by the laws of the State of Louisiana upon corporations organized under the laws of this State.

Article IV. The authorized capital stock of this corporation is hereby declared to be the sum of Five Thousand ($5,000.00) Dollars, which capital stock may be increased in the manner provided by law, to the sum of One Hundred Thousand ($100,000.00) Dollars. The presently authorized capital stock of this corporation shall be represented by Fifty (50) Shares of the par value of One Hundred ($100.00) Dollars each. The said capital stock shall be fully paid and non-assessable when issued; shall be represented by certificates and shall be personal property. No transfer of said capital stock shall be binding upon this corporation unless made in accordance with this charter and bylaws and recorded on the books thereof.

Article V. The business and affairs of this corporation shall be managed and all the corporate powers shall be vested in and exercised by a board of three (3) directors, to be elected from among the stockholders, a majority of whom either present in person or represented by proxy, shall constitute a quorum.

The said Board shall elect from among their number a President, a Vice-President, a Secretary and a Treasurer. The office of Treasurer may be combined with that of any other office. The Secretary need not necessarily be a member of the Board of Directors.

The Board of Directors shall have full and complete control of the property of the company, and they shall conduct, manage and use the same as in their discretion they may deem best, if not inconsistent with the objects of the company and the welfare of same. The said Board of Directors shall have the further power to make, alter and annul such by-laws, rules and regulations for the government of the corporation as they may think proper. They shall appoint all agents, clerks or employees; fix their salaries and compensation, with term of office, with the right to dismiss them at pleasure; and the said Board shall have the further right to fix and determine the salaries of the several officers herein provided for.

Any vacancy occuring in the Board of Directors, either by death, resignation or otherwise, shall be filled by the remaining members of said Board for the unexpired term, at any meeting of said Board of Directors.

Article VI. The first Board of Directors shall be composed of A. H. Stebbins, whose postoffice address is 1428 East 69th st., Chicago, Illinois; W. J. Henderson, whose postoffice address is No. 816 Howard ave., New Orleans La.; and Jos. N. Stebbins, whose postoffice address is No. 816 Howard ave., New Orleans, La., with the following officers, who shall serve until the first annual meeting of this corporation, as hereinafter set forth, and until their successors shall have been duly elected, qualified and installed; Jos. N. Stebbins, President; C. M. McMillan, Vice-President; W. J. Henderson, Secretary and A. H. Stebbins, Treasurer.

Said Board of Directors shall serve until the first meeting of the stockholders for the election of Directors, or until their successors are duly elected, qualified and installed.

Article VII. On the first Tuesday in February, 1921, and annually thereafter on the first Tuesday in February of each year, a meeting of the stockholders of the corporation shall be held at its domicile for the purpose of electing Directors for the ensuing year, and at such meeting the stockholders shall have the right of cumulative voting in the election of Directors, and at said meeting said stockholders shall elect said Directors. A failure for any cause whatsoever to hold the annual meeting of the stockholders, or the failure to elect Directors thereat shall not dissolve the corporation, but the Directors and officers then in office shall remain in office until their successors shall have been duly elected, qualified and installed.

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

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

Thus done and passed in my office at the City of New Orleans, Louisiana, on the day, month and year first hereinabove written, in the presence of Edward L. Szabary and Roberts C. Milling, competent witnesses, who hereunto sign their names with said appearers and me, Notary, after due reading of the whole.

Name, Postoffice address and number of shares subscribed: J. N. Stebbins, 816 Howard ave., New Orleans, La., 4 shares; A. H. Stebbins, per J. N. Stebbins, 1428 East 69th st., Chicago, Illinois, 20 shares; W. J. Henderson, 816 Howard ave., New Orleans, La., 1 share.

Witnesses: E. L. Szabary, R. C. Milling; R. H. Saal, 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 Stebbins Co., Inc., was this day duly recorded in my office, in Book 1242, folio 648, New Orleans, July 27th, 1920. (Signed) Emile J. Leonard, Dy. Rec. A true copy. New Orleans, La., August 3rd, 1920. R. H. Saal, Notary Public.

Aug. 5-Sept. 9.

CHARTER OF KILPATRICK-HAY & COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this fifth day of the month of June, 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, Henry P. Dart, Jr., a Notary Public, duly commissioned and qualified, in and for this city and the Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared, the persons whose names are hereunto subscribed, who declared that, availing themselves of the provisions of the laws of the State, relative to the organization of corporations, they have covenanted and agreed, and do by these presents covenant and agree, 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 under the agreements and stipulations following, to-wit:

ARTICLE I.—The name of this corporation shall be Kilpatrick-Hay & Co., Inc., and under its corporate name it shall have and enjoy existence and succession for fifty years from the date of this act, and all the rights, privileges and advantages now or hereafter granted by law to corporations, including the power to contract,

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sue or be sued in its corporate name, to make and use a corporate seal, and the same to break, alter or discontinue at pleasure.

ARTICLE II.—The domicile of this corporation shall be New Orleans, Louisiana. Citation and other legal process shall be served on the President, in his absence on the Vice President, or Secretary, or on the Secretary-Treasurer, should these offices be combined in one person.

ARTICLE III.—The objects and purposes for which this corporation is established, and the nature of the business to be conducted by it, is that of export freight brokers and forwarding agents, including hereunder interstate inland and outward bound freights; to engage freight room from carriers of merchandise by land, water and sea; to act as ship brokers and generally to do any and all things useful, proper or necessary to carry out the said objects and purposes; the whole for itself as principal, or as agents, brokers or representatives of others.

ARTICLE IV.—The capital stock of this corporation shall be ten thousand dollars, divided into one hundred shares of one hundred dollars each, represented by certificates of stock, signed by the President and Secretary, or such other officer as may from time to time be designated by the Board of Directors. This stock shall be issued full paid and non-assessable for money, property and labor paid to and received by the corporation. All such stock shall be common, and have and possess equal rights in the corporation. The capital stock moy be increased to two hundred, fifty thousand dollars. No stock shall be sold or transferred until it has first been offered in writing to the corporation for the use and benefit of all other stockholders of record at the time of such offer. Such stockholders, and any of them, shall have the right to purchase said stock in proportion to their holdings and also such as may not be so taken, a book value as established by the last statement of the corporation last preceding such offer; should more than three months have elapsed since such statement was made, the profits and losses subsequent thereto shall be ascertained by the Board of Directors and added to or deducted from the book value, as the case may be. Such right shall be exercised and the price paid in cash within thirty days after the offer is communicated to the stockholders, and it shall be the duty of the Board of Directors to transmit such offer promptly to the other stockholders. In case of death of any stockholder, the surviving stockholders, and any of them, shall have the right to require the Board of Directors to call the stock held by the deceased stockholder for purchase as hereinbefore set out, and the widow, heirs and legal representatives of the deceased shall also have the right to tender such stock to the corporation on the same terms, and on failure of the stockholders to take the same, to require the dissolution and liquidation of the corporation at the end of one year after such offer. The right herein created shall cease unless exercised within ninety days of the death of such stockholder.

ARTICLE V.—All the corporate powers vested in corporations by law, or by this charter, shall be exercised by a Board of Directors, composed of three stockholders, to be elected on the first Monday of June, 1921, and annually thereafter, from whom shall be selected a President, Vice President and Manager, who, with the Secretary, shall be the officers of the corporation. The Secretary need not be a stockholder or a member of the Board of Directors. The Board of Directors is vested with sole power to manage, conduct and direct the affairs of the corporation, to fix the salaries of officers and compensation of the members of the Board, and of all employees; the right to declare dividends; to create and maintain a reserve, surplus or undivided profit account before declaring dividends, and in its judgment to increase or decrease the said accounts for corporate uses. The Board shall have the right to sell the corporation, to merge the same with another corporation, to fix the price, terms and conditions of such sale or merger, and to receive bonds, stocks or securities in lieu of cash therefor, provided this is done with the consent of a majority of the stock, given at a meeting duly called for the purpose of considering that subject. Notice of elections for Board of Directors shall be given in writing to each stockholder, by personal delivery or by mail, at least ten days before such elections. At such elections, each share of stock shall be entitled to one vote, to be cast in person or by proxy, which proxy may be by wire, letter or procuration, and the majority of votes so cast shall elect. The annual meeting may be adjourned by those present and represented at the same, and failure to hold said meeting or to elect a Board of Directors thereat shall not dissolve the corporation, and the Board in office shall continue to serve until its successor is elected. Vacancy in the Board shall be filled by the survivors, even though less than a quorum. Any Director absent from New Orleans may appoint another Director, by letter, wire or usual proxy, to attend for him the meetings of said Board, and such proxy shall be entitled to exercise all the rights, duties and powers of his principal. The first Board of Directors shall be composed of Harry H. Kilpatrick, Irwin M. Fox and Robert J. Warrick, with the first named as President, the second as Vice President and the third Secretary-Treasurer.

ARTICLE VI.—Whenever notice is required by law, or by this charter, the same may be given in person, or at the address recorded with the Secretary or the last known address of the person interested, and twenty-four hours will be sufficient for all purposes, unless otherwise provided by law, or by this charter, and all notices required by law or by this charter may be waived by unanimous consent of the Board of Directors or the stcokholders, as the case may be, and such waiver shall be entered on the minutes of the meeting to which they apply. Such waiver may be in writing, by wire or orally at the meeting, and the meeting may be held thereunder at such place as may be agreed upon.

ARTICLE VII.—This charter may be changed, modified, altered, amended, or the corporation dissolved with the assent of the majority of the stock in all cases save that of dissolution, and of three-fourths of the stock, in the latter case, at a general meeting of the stockholders held for that purpose, convened after notice as herein required, except in the case of dissolution, where notice shall be given as required by law.

ARTICLE VIII.—Upon the termination of the charter or the dissolution of the corporation, its affairs shall be liquidated by three commissioners, elected or appointed in the manner provided by the laws of Louisiana, or hereafter in force. In the event of death, resignation or removal of any commissioners, the survivors or survivor shall continue to act with all the powers and authority of the full body. Said commissioners shall be vested with power and authority to do all things necessary or permissable under the powers conferred on them by their appointment, or under the law to wind up the business of the corporation, to sell and convey its property at private or public sale, to reduce its assets to money and distribute same among its stockholders and to liquidate the corporation.

ARTICLE IX.—No stockholder shall be held liable or responsible for the contracts or faults of this corporation in any further sum than the unpaid balance due to this corporation on the shares owned by him. Nor shall any informality in organization have the effect of rendering this

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charter null, or of exposing the stockholder to any liability beyond such unpaid balance.

Thus done and passed, in my notarial office, in the City of New Orleans, on the date aforesaid, in the presence of John Dart and Benjamin W. Dart, competent witnesses, who have hereunto signed their names with the said parties, and they have set out their addresses and the number of shares held by them, and me, Notary, after reading of the whole.

Witnesses: (Signed.) John Dart, Benjamin W. Dart.

(Original signed.) Harry H. Kilpatrick, New Orleans, La., 10 shares; Robert J. Warrick, Savannah, Ga., by H. H. Kilpatrick, Agt., 10 shares; Irwin M. Fox, New Orleans, La., 30 shares.

HENRY P. DART, JR., Not. Pub.

I certify that the foregoing copy of charter of Kilpatrick-Hay & Co., is a true and correct copy of the original act on file in my notarial records.

June 5th, 1920.

HENRY P. DART, JR., Not. Pub.

July 15-Aug. 19.

AMENDMENT TO CHARTER OF ORLEANS COTTON MILLS, 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 July, 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-fifth, before me, Alfred Charles Kammer, a Notary Public, duly commissioned, sworn 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, W. Loeber Landau, President of Orleans Cotton Mills, Inc., who declared unto me, Notary, that a meeting of the stockholders of Orleans Cotton Mills, Inc., was held on the 15th day of July, 1920, at eleven o'clock a. m., at the office of the Company, in the City of New Orleans, La., pursuant to a resolution of the Board of Directors of said Company, passed at a meeting of said Board on the 12th day of July, 1920, and pursuant to a waiver of notice executed by every stockholder of the Company, said stockholders' meeting having been called for the purpose of amending the charter of said Company so as to increase its capital stock. That at said meeting of stockholders so held on the 15th day of July, 1920, at eleven o'clock a. m., it was resolved by the unanimous vote of all of the stockholders present and represented at said meeting, there being present and represented at said meeting the total issued and outstanding capital stock of said company (a certified copy of the minutes of which stockholders' meeting is hereto annexed and made part hereof), that the charter of this Company be amended as hereinafter set forth. And the said W. Loeber Landau, the President of said Orleans Cotton Mills, Inc., further declared unto me, Notary, that under due authority of said stockkholders' meeting held on July 15th, 1920, he appears before