CHARTER.

CHARTER OF CREMO CHEMICAL MANUFACTURING COMPANY, INC.

United States of America, State of Louisiana, City of New Orleans. Be it known, That on this fourth (4th) day of the month of August, in the year of our Lord, one thousand nine hundred and twenty (1920) and of the Independence of the United States of America, the one hundred and forty-fifth, before me, Meloncy Charles Soniat, a Notary Public, duly commissioned and qualified in and for the Parish of Orleans, State of Louisiana, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared Alfred C. Deiler, a resident of the City of New Orleans, and of the full age of majority; John Fuchs, a resident of the City of Tampa, Florida, and of the full age of majority; Gustave L. Klein, a resident of the City of New Orleans, and of the full age of majority, and Guy L. Leefe, a resident of the City of New Orleans, and of the full age of majority, who declared that, availing themselves of the laws of this State relative to the organization of corporations, and particularly of the provisions of Act 267 of the session of 1914 of the Legislature of the State of Louisiana, they do by these presents covenant, agree and bind themselves, as well as such other persons who 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 following, to-wit:

ARTICLE I.—The name and title of this corporation shall be the Cremo Chemical Manufacturing Company, Inc., its domicile shall be in the City of New Orleans, and it shall have and enjoy succession under its corporate name for a period of ninety-nine years from and after the date hereof.

ARTICLE II.—This corporation shall have power to contract, sue and be sued in its corporate name; to make and use a corporate seal and alter same at pleasure; to hold, lease, receive, purchase, sell, convey, mortgage, hypothecate or pledge property, both real and personal; issue bonds, notes and other obligations; to acquire by purchase, lease or otherwise formulas, prescriptions, patents, copyrights, trade-marks and trade names, and if deemed advisable or expedient to dispose of the same, wholly or in part, in such manner and on such terms as the Board of Directors may determine; to pay or receive royalties or commissions for the use of any formulas, prescriptions, patents, copyrights, trade-marks or trade names used by it; to name and appoint such manager, directors, officers, agents, clerks and other employees as the interests and convenience of said corporation may require; and to make and establish such by-laws, rules and regulations for the proper management and control of said corporation as may be necessary and expedient.

ARTICLE III.—The President, or, in his absence or inability to act, from any cause, the Secretary, is hereby designated as the person upon whom citations or other legal process shall be served.

ARTICLE IV.—The objects and purposes for which this corporation is organized, and the nature of the business to be carried on by it in the State of Louisiana, and in other States of the United States and in foreign countries, at the pleasure of the Board of Directors, are hereby declared to be the following, to-wit: To manufacture and sell all kinds of sweeping compounds and materials for use on floors, sidewalks, streets, etc., to manufacture and sell disinfectants, deodorizers and similar compounds, mixtures or preparations; to manufacture and sell all kinds of oils, paints, varnishes and enamels; to handle roofing compounds and materials; to manufacture or to purchase and sell, as principal, agent, or on commission, all characters and kinds of merchandise, whether incidental or related to that herein named or not, provided such business be not specially prohibited by law; and otherwise to engage in such business as may be deemed proper, necessary, expedient or advisable by the Board of Directors. But nothing contained in this article shall be construed as requiring this corporation to manufacture the merchandise to be sold by it; the Board of Directors being hereby vested with full discretion and power (unless formally prohibited by action of the stockholders) to assemble the various substances and ingredients composing the merchandise sold, or to purchase or acquire the same already manufactured.

ARTICLE V.—The capital stock of this corporation is hereby fixed at the sum of five thousand dollars ($5,000.00), divided into fifty shares of one hundred dollars ($100.00) each, to be paid for in cash or for labor done or services actually rendered the corporation or property actually received. The capital stock of this corporation may hereafter be increased to an amount not to exceed twenty-five thousand dollars ($25,000.00). All shares of stock shall be fully paid and non-assessable. No transfers of stock shall be binding on the company, unless recorded upon its books, and no transfer or sale of stock shall be made to any person without previously offering the same at the same price to the stockholders of this corporation, said offer to be submitted in writing to the Board of Directors, stating the number of shares offered for sale, the price bona fide offered for the same, and the name of the person making the offer; said option shall be granted for a period of not less than twenty days, unless the Board of Directors unanimously waive this delay in writing.

ARTICLE VI.—All the corporate powers of this corporation shall be vested in and exercised by a Board of Directors, composed of four stockholders, by a vote of the stockholders owning a majority of the stock of this corporation, the number of members constituting the Board of Directors may hereafter be increased to five. A majority of the Directors shall constitute a quorum for the transaction of the business. The Directors shall be elected annually by the stockholders on the second Monday of January of each year. Each stockholder shall be entitled, in person or by proxy, to a vote for every share of stock owned by him, and all elections shall be held under such rules and regulations as may be determined by the Board of Directors. The Board of Directors thus elected shall continue in office for one year and until their successors have been duly elected and qualified. Any vacancy occurring on the Board shall be filled by the selection of a Director for the unexpired term, such selection to be made by the remaining Directors. The Board of Directors shall, at its first meeting after its election, nominate out of its number a President, a Vice President and a Secretary-Treasurer of the Corporation.

ARTICLE VII.—Until the election to be held in January, 1922, the following named persons shall constitute the first Board of Directors: Alfred C. Deiler, 1474 Magazine street, City; John Fuchs, 208 Cardy street, Tampa, Fla.; Gustave L. Klein, 5209 Perrier street, City; Guy L. Leefe, 201 S. Pierce street, City, with Alfred C. Deiler as President, John Fuchs as Vice President, and Guy L. Leefe as Secretary-Treasurer.

ARTICLE VIII.—This act of incorporation may be changed, modified or altered, or this corporation may be dissolved or liquidated in compliance with existing laws, especially Act No. 267 of 1914, at a general meeting convened for that purpose, and after at least ten days' written notice of this meeting has been given through the mail, addressed to each stockholder at his last known place of residence. In case of dissolution by the expiration of this charter or otherwise, the stockholders shall elect three liquidators to serve without compensation, and to whom one year shall be granted for the liquidation of the affairs of the corporation. In case of the death or disability of any one of said liquidating commissioners, the survivors of the remaining commissioners shall appoint and select a successor to him.

ARTICLE IX.—No stockholder of this corporation shall ever be held liable for the contracts, indebtedness or faults thereof in any further sum than the unpaid balance due the corporation on the shares of stock subscribed for by him, nor shall any informalities in organization have the effect of rendering this charter null or exposing a shareholder to any liability beyond the amount of the unpaid balance due on his stock.

ARTICLE X.—The names and postoffice addresses of the subscribers of these articles of incorporation and a statement of the number of shares of stock which each agrees to take in this corporation are as follows: Alfred C. Deiler, 1474 Magazine street, City, 8 shares; John Fuchs, 208 Cardy street, Tampa, Fla., 8 shares; Gustave L. Klein, 5209 Perrier street, city, 8 shares; Guy L. Leefe, 201 S. Pierce street, city, 8 shares.

Thus done and passed at my office, in this city, on the day, month and year first above written, in the presence of Amenaide M. Soniat and Roger Arnauld, competent witnesses, residing in this city, who have hereunto signed their names with appearers and me, Notary, after due reading of the whole.

(Original signed.) John Fuchs, 8 shares; A. C. Deiler, 8 shares; G. L. Klein, 8 shares; Guy L. Leefe, 8 shares.

Witnesses: A. M. Soniat, Roger Arnauld.

M. C. SONIAT, Not. Pub.

I, the undersigned Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing act of incorporation of the Cremo Chemical Manufacturing Co., Inc., was this day duly recorded in my office in Book 1242, Folio 712.

New Orleans, August 5th, 1920.

(Signed.) EMILE J. LEONARD, D. R. M.

I, the undersigned Notary, do hereby certify that the above and foregoing is a true and correct copy of the original act of record in my office.

In faith whereof I have hereunto set my hand and affixed the impress of my official seal this 10th day of August, 1920.

M. C. SONIAT, Not. Pub.

(Seal.)

Aug. 12-Sept. 16.

CHARTER OF GULFPORT FRUIT & STEAMSHIP COMPANY, INCORPORATED.

United States of America, State of Louisiana, Parish of St. Tammany. Be it known, That on this 7th day of August, A. D. 1920, before me, Benjamin M. Miller, a Notary Public, duly commissioned and sworn, in and for the Parish of St. Tammany, State of Louisiana, therein residing, personally came and appeared the persons whose names are hereunto subscribed, who declared that, availing themselves of the laws of the State of Louisiana, relative to the organization of corporations, they have covenanted and agreed and by these presents do covenant and agree to bind and 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 a period of ninety-nine years, and for the objects and purposes and under the agreements and stipulations following, to-wit:

ARTICLE I.—The name and style of this corporation shall be "Gulfport Fruit & Steamship Company, Incorporated," and its domicile shall be in the City of New Orleans, Parish of Orleans, State of Louisiana. All citations and other legal process shall be served on the President, and, in his absence, on the Vice President, and, in the absence of both, on the Secretary or Treasurer, and, in the absence of all of such officers, in the manner provided by the laws of Louisiana.

ARTICLE II.—The objects and purposes for which this corporation is established and the nature of the business to be carried on by it are to build, equip, own, lease, charter, operate, buy and sell ships and vessels of all kinds, in coastwise or foreign trade; to engage in the business of forwarding or shipping agents; to buy and sell and to import and export fruit, vegetables and products of all kinds; to buy, sell, own and operate plantations and farms for the raising of fruits, vegetables and all products of the soil, both in the State of Louisiana and elsewhere; to purchase, acquire, construct, lease and operate terminals or landings, and generally to engage in any business convenient or necessary or incident to, or connected with, the operation of the business and industries above mentioned.

ARTICLE III.—The amount of the total authorized capital stock of this corporation is three thousand (3,000) shares, of which amount one thousand (1,000) shares of the par value of one hundred dollars ($100.00) each, amounting to one hundred thousand dollars ($100,000.00), shall be preferred stock; and two thousand (2,000) shares of the par value of one hundred dollars ($100.00) each, amounting to two hundred thousand dollars ($200,000.00), shall be common stock. Said preferred stock shall entitle the holder thereof to receive out of the net earnings, and the company shall be bound to pay, a fixed cumulative dividend at the rate of eight per cent (8%) per annum, payable quarterly, half-yearly or yearly, as the Directors may from time to time determine, before any dividends shall be set apart or paid on the common stock. The holders of preferred stock shall, in case of liquidation or dissolution of the company, be entitled to be paid in full, both the principal of their shares and the accrued dividends charged, before any amount shall be paid to the holders of the general or common stock. Said preferred stock shall be subject to redemption at one hundred and twenty-five dollars ($125.00) per share and accumulated dividends unpaid at the time of redemption, or any date of payment of preferred stock dividends or at such other times or in such other manner as the Board of Directors may determine, after three years from the issue thereof. The holders of preferred stock shall not by reason of their holdings thereof be entitled to vote at meetings of stockholders, the voting power being vested exclusively in the holders of the common stock. The capital stock of the corporation may be increased, from time to time, by amendment to this charter, in accordance with law, to the sum of one million dollars ($1,000,000.00) or any part of such sum, to be represented by preferred stock or common stock, in such amounts and upon such terms as the stockholders may determine, and in accordance with law. Shares of stock shall be represented by certificates signed by the President and Secretary.

ARTICLE IV.—The affairs of the corporation shall be managed by a Board of Directors, composed of not less than seven nor more than nine stockholders, who shall be elected annually by ballot, at a stockholders' meeting to be held on the second Wednesday of August in each year (or, if that fall on a legal holiday, then on the next secular day following), the first meeting of the stockholders to be held on Wednesday, August 11th, 1920, at the office of the company, in the City of New Orleans, La., at eleven o'clock a. m., and at such meeting the Directors of the Company shall be elected, and such Directors of the Company shall proceed to elect, at each of said meetings, a President, one or more Vice Presidents, a Secretary and a Treasurer. The same person may be both Secretary and Treasurer, or a Vice President and Secretary or Treasurer. Any failure to elect Directors annually shall not dissolve the corporation, but the Directors then in office shall continue to serve until their successors shall have been duly elected and qualified. Any vacancy on the Board of Directors, occurring by death, resignation or otherwise, shall be filled by the remaining Directors. Stockholders' meetings may be held when ordered by the Board of Directors and shall be held at the request of the holders of twenty-five per cent of the outstanding common stock. Notice of all stockholders' meetings, other than adjourned meetings, shall be given by written notice to each stockholder, through the mail, at his last known address, at least fifteen (15) days before such meeting. Each stockholder shall be entitled to one vote for every share of common stock owned by him. With the written consent of all the Directors, valid meetings of Directors may be held outside the State of Louisiana, or within the State of Louisiana elsewhere than at the domicile of the corporation.

ARTICLE V.—This charter may be amended or this corporation dissolved by a two-thirds vote of the outstanding stock at a stockholders' meeting called by the Board of Directors, after having given notice to each stockholder, in writing, stating the purpose for which said meeting is called, at least fifteen days before such meeting, and deposited in the postoffice, addressed to his last known address. In case of dissolution, the Board of Directors shall act as liquidators.

ARTICLE VI.—The Board of Directors shall have the right to employ and dismiss clerks and managers, and to adopt by-laws for the general management of the corporation, and can amend the same at their pleasure.

ARTICLE VII.—This corporation shall enjoy all rights and privileges granted by law to corporations, and shall use a corporate seal. It shall have power to contract, sue and be sued in its corporate name, to hold, receive, purchase, convey, mortgage, hypothecate or pledge property, both real and personal. It shall have power to establish branches in the State of Louisiana, and elsewhere.

ARTICLE VIII.—The names and postoffice addresses of the subscribers of these Articles of Incorporation, and the number of shares in the corporation which each of them agrees to take, are as follows: (Here follows names of subscribers and amount of stock subscribed.)

ARTICLE IX.—No stockholder shall be liable or responsible for the contracts, faults or debts of said corporation, nor shall any informality in its organization have the effect of rendering this corporation null or exposing a stockholder to any liability, beyond the unpaid balance of his subscription to the stock of this corporation.

Thus done and signed at my office in Covington, on the day, month and year first above written, in the presence of C. Sandoval and Sadie A. Larche, competent witnesses, who have signed the same with said appearers and me, Notary, after reading of the whole.

A. R. Uranga and others.

Witnesses: C. Sandoval, Sadie A. Larche.

BENJ. M. MILLER, Notary Public.

I certify the above and foregoing to be a true copy of the articles of incorporation of Gulfport Fruit & Steamship Company, Incorporated, recorded in the office of the Recorder of Mortgages for the Parish of Orleans, Louisiana, in Charter Book, page ——.

BENJ. M. MILLER, Notary Public.

Aug. 12-Sept. 16.

CHARTER OF ALBERT J. WOLF CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this, the 31st 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 Raymond H. Saal, a Notary Public, duly commissioned and qualified within and for the Parish of Orleans, State of Louisiana, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who severally declared that, availing themselves of the benefits and provisions of the Constitution of the State of Louisiana, and of the laws of said State relative to the organization of corporations, and particularly of the provisions of Acts No. 267 of the General Assembly of the State of Louisiana for the year 1914, and the amendments thereto, they have contracted and agreed and united to form and do, by these presents, contract and agree and bind and obligate themselves to form, organize and constitute themselves, as well as all such other persons who may hereafter join or become associated with them or their successors, into a stock corporation and body politic in law, for the objects and purposes and under the conditions, covenants, stipulations and agreements of the articles following, to-wit:

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

ARTICLE 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 the president of this corporation, or in case of his absence, upon a vice-president, or in the absence of all of these officers, upon the secretary of this corporation.

ARTICLE III.—The objects and purposes for which this corporation is formed, the nature of the business to be carried on by it, are hereby declared to be: To buy, sell, import, export and generally trade and deal in or with, either for its own account or as agent of others, all kinds of real and personal property, but particularly cotton, cotton linters and seed, the by-products thereof, and all articles or things connected with and collateral thereto; to gin, clean, assort, grade and /or bale and or compress cotton, cotton linters, or seed; to carry on the business of general warehousing in all its several branches, and to issue certificates, negotiable or otherwise, to persons warehousing goods with it, and to make advances or loans upon the security of such goods; and generally to carry on any other business which under the law it may be entitled to carry on, which may seem to the corporation to be calculated directly or indirectly to effect the aforesaid objects and purposes, or either of them, or to facilitate the corporation in the transaction of its aforesaid business or businesses or any part thereof, or in the transaction of any other lawful business that may be calculated directly or indirectly to enhance the value of or to render profitable any of the corporation's property and rights, and generally to hold and exercise all such incidental powers and privileges and to do and perform all things as relate to the objects and purposes hereinabove set forth, or as may be needful, necessary, proper, useful or convenient for effecting said objects and purposes, or either of them.

ARTICLE IV.—The authorized capital stock of this corporation is hereby fixed at and declared to be the sum of two hundred thousand ($200,000.00) dollars, which capital stock may be increased in the manner provided by law to the sum of five hundred thousand dollars ($500,000.00).

The presently authorized capital stock of this corporation shall consist of two thousand (2000) shares of the par value of one hundred dollars ($100.00) each; it shall be represented by certificates, shall be full paid and non-assessable when issued, shall be issued only for labor done or for property actually received, or for cash to be paid at such times and in such amounts and after such notice as may be determined by the Board of Directors, and shall be personal property. No transfer of said capital stock shall be binding upon this corporation unless made in accordance with its charter and by-laws, and recorded on the books thereof.

ARTICLE V.—All the corporate powers of this corporation shall be vested in and exercised by a board of four (4) directors, each of whom shall hold in his own name at least one share of the stock of this corporation. Said Board of Directors shall be elected annually on the first day of August, of each year, beginning with 1921, unless such day should fall on a legal holiday; and in that event on the next succeeding day which is not a legal holiday. All such elections shall be by ballot at the office of this corporation under the supervision of three commissioners to be appointed by the Board of Directors, and in the absence of any commissioner the president shall have the power to fill the place by appointment. Of all such elections, as well as of all meetings of stockholders, except for the purpose of liquidation or dissolution, or as otherwise required by law, fifteen days notice shall be given by mailing to each stockholder who appears as such on the books of this corporation at his last designated address, or care of general delivery at New Orleans, if he has not designated an address, a notice stating the time and place of the meeting. Each shareholder shall be entitled to one vote for each share of stock standing in his name on the books of this corporation, to be cast in person or by proxy, and a majority of the votes cast shall elect. Failure to elect directors on the day above specified shall not dissolve this corporation, but the directors then in office shall remain in office until their successors are elected and qualified. Due notice of another election shall forthwith be given as above provided for, and such notices of election shall be continued to be given until an election is had.

ARTICLE VI.—At its first meeting, each board of directors shall elect from its membership a president and one or more vice-presidents, who, without numeral designation, shall rank in the order in which they are elected; it shall also appoint a secretary and a treasurer and may appoint one or more additional vice-presidents, neither of whom need be either stockholder or director, but may be either stockholder or director or other officer, and it may, if it see fit, appoint one person to be secretary and treasurer, and shall, from time to time, as it sees fit, appoint or employ such other employes as it shall deem necessary. The Board of Directors shall have full power and authority to fix the salaries of all officers and of all such other employes as it may deem necessary, and to make and establish, as well as to alter and amend all by-laws, rules and regulations necessary and proper for the conduct and management of the business and affairs of this corporation not inconsistent with this charter; it shall also have full power and authority to do all acts and things reasonably necessary for the proper carrying on of the business of this corporation and to carry out the objects and purposes for which this corporation is organized, including the borrowing of money necessary for the ordinary business operations of this corporation, and through the president or some other duly authorized person or persons to execute and issue therefor notes or other obligations of this corporation on such terms as in its judgment may be advantageous; it shall also have full power and authority to issue and deliver full-paid shares of stock of this corporation for money, labor, services, property or rights actually received by this corporation, and to fill all vacancies that may occur in its membership. A majority of the directors present either in person or by proxy shall constitute a quorum for the transaction of any business, and at any meeting of the board any director absent therefrom may be represented by proxy.

ARTICLE VII.—Until the first annual election for directors to be held under this charter, or until their duly-qualified successors are elected and installed, the Board of Directors of this corporation shall be composed of: Alvin D. Goldman, whose postoffice address is St. Louis, Mo.; Harry Lesser, whose postoffice address is St. Louis, Mo.; Morris Wolf, whose postoffice address is New Orleans, La., Albert J. Wolf, whose postoffice address is New Orleans, La., with Albert J. Wolf as president and Alvin D. Goldman as vice-president.

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 and its affairs liquidated in the method and manner provided by law, as now or hereafter in force.

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

Thus done and passed, in my office at the City of New Orleans, La., on the day, month and year first above written, in the presence of Irving R. Saal and Chloe Gallmann, competent witnesses, who hereunto sign their names with said appearers and me, Notary, after due reading of the whole.

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

1. Albert J. Wolf, New Orleans, La., 990 shares.
2. Morris Wolf, per Albert J. Wolf, New Orleans, La., 10 shares.
3. Alvin D. Goldman, per Albert J. Wolf, St. Louis, Mo., 500 shares.
4. Harry Lesser, per Albert J. Wolf, St. Louis, Mo., 500 shares.

Witnesses: I. R. Saal, Chloe Gallman.

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 Albert J. Wolf Co., Inc., was this day duly recorded in my office in Book 1242, Folio 684. New Orleans, Louisiana, August 2nd, 1920.

EMILE J. LEONARD, Dy. R.

A true copy: New Orleans, La., August 6th, 1920.

R. H. SAAL, Notary Public.

(Seal)

Aug. 12-Sept. 16.

CHARTER OF PI-FINNE FEED CO., INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this thirteenth day of the month of July, in the year of our Lord, one thousand nine hundred and twenty: Before me, Charles Schneidau, 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 the several persons whose names are hereunto subscribed, who declared that, availing themselves of the laws of this State, relative to the organizatool of corporations, they have covenanted and agreed, and do, by these presents covenant, agree, bind, form and constitute themselves, as well as such persons as may hereafter join or become associated with them, into a corporation and body politic in law, for the objects and purposes and under the agreements and stipulations following, to-wit:

ARTICLE I.—The name and title of this corporation shall be "Pi-Finne Feed Co., Incorporated," and under its corporate name it shall enjoy succession for the full term of ninety-nine years from and after the date hereof; it shall have the power and authority to contract, sue and be sued, and make and use a corporate seal, the same to break and alter at pleasure; to hold, purchase, lease, sell, mortgage, hypothecate, or pledge property, real, personal or mixed, necessary, incidental or proper for the carrying on of its business; to borrow money and make and issue notes, bonds and other evidences of indebtedness therefor, and to secure the same by mortgage or otherwise; to hold stock in other corporations; to name and appoint such managers and directors, officers and agents as the interest and convenience of said corporation may require; to make and establish, as well as alter and amend, at pleasure, such by-laws, rules and regulations for the management and regulation of the affairs of the corporation as may be necessary, proper or convenient.

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

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

1st. To purchase the patent rights for a machine to dry hay and other food products; to manufacture, sell, lease and operate, or to permit the manufacture, sale, lease and operation of said patented machines on a royalty basis, or otherwise.

2nd. To buy, lease, own and operate plantations, for the purpose of growing paille finne hay and other food products, and to erect, own, lease and operate factories to manufacture paille finne hay in combination with other substances into food for stock.

3rd. To hold, purchase, lease, sell, mortgage, hypothecate or pledge property, real, personal or mixed; to borrow money and make and issue notes, bonds and other evidences of indebtedness therefor, and to secure the same by mortgage or otherwise; and to buy and sell stock and bonds.

ARTICLE IV.—The capital stock of this corporation shall be fixed at the sum of two hundred and fifty thousand dollars ($250,000.00), which shall be divided into two classes of stock, known as preferred stock and common stock.

Of the total capital stock one hundred and twenty-five thousand dollars ($125,000.00) shall be classed as preferred stock, divided into and represented by twelve hundred and fifty (1250) shares of the par value of one hundred dollars ($100.00) each, to be paid for in cash or its equivalent in property.

The preferred stock of this company shall be entitled to dividends at the rate of eight per cent (8%) per annum, which dividends shall be paid by preference and priority over the common stock, and shall be cumulative. The dividends upon said preferred stock accruing in any one year, together with all the accumulations of dividends or parts thereof remaining unpaid from preceding years, shall be paid in full before any dividends whatever shall be paid on the common stock.

After the payment of the dividends due on the preferred stock, as above provided, in any one year, the remainder of the net earnings of the company, after the Board of Directors, in their discretion, shall have provided for any surplus to be set aside, shall be applied to payment of dividends upon the common stock of this company, then outstanding, not to exceed eight per cent (8%) on such common stock, before further distribution; and after eight per cent (8%) shall have been paid on the common stock, in any year, any excess amount over and above the amount required to be set aside for surplus, and to pay such dividend of eight per cent (8%) on the common stock, shall be distributed in additional dividends for that year—one-half of such amount to the preferred stock and the other one-half of such amount to the common stock.

The holders of the preferred stock shall have all the same rights and voting powers of the holders of the common stock, share and share alike; and in the event of dissolution or liquidation of this corporation, the preferred stock shall first be paid at par, together with all deferred and unpaid dividends thereon, before the holders of the common stock shall be entitled to receive anything; and the balance of the assets, if any, shall then be distributed to the common stock.

In all other respects, except as hereinabove provided, the preferred and the common stock shall be on the same basis.

There shall be twelve hundred and fifty (1250) shares, of the par value of one hundred dollars ($100.00) each, of common stock, to be paid for in cash or its equivalent in property. Said common stock shall be entitled to participate in the earnings of the company, as hereinabove provided for; but in the event of dissolution or liquidation of this corporation, said common stock shall share in the assets of this corporation, only after the preferred stock shall have been retired at its par value, together with all deferred and unpaid dividends, as provided above.

ARTICLE V.—All the powers of this corporation shall be vested in and exercised by a Board of Directors, composed of five (5) stockholders of the company, to be selected in the manner herein provided. At least three (3) of said Directors shall be owners of preferred stock of the company. Said Board of Directors shall be elected annually at a general meeting of the stockholders, called for that purpose, on the third Monday in January of each year, after due notice, in accordance with the laws of Louisiana. Each holder of stock shall be entitled to one vote for each share of stock standing in his name on the books of the company. Said vote shall be cast in person or by proxy, and a majority of the votes cast shall elect. Said Board of Directors shall have the power to fill all vacancies, which may occur on the Board, even though no quorum remain at the time such vacancies are to be filled. Failure to elect Directors on the day above specified shall not dissolve the corporation, but the Directors then in office shall remain in office until their successors are elected and qualify.

The Board shall elect from their number a President, a Vice President and a Secretary-Treasurer. At any meeting of the Board of Directors, any Director absent from the meeting may be represented by any other Director, by written proxy, who may cast the votes of the absent Director.

The Board of Directors shall have the authority to make and establish, as well as alter and amend, all by-laws, rules and regulations for the proper management and conduct of the business and affairs of the corporation, and shall have the power to authorize the borrowing of money, the issuance of notes or other evidences of indebtedness and the execution of mortgages, as hereinbefore set forth, and generally to do all things necessary or convenient for the proper carrying on of the business of the corporation.

Until the general meeting of the stockholders for the election of Directors to be held on the third Monday of January, 1921, or until their duly qualified successors are elected and installed the Board of Directors shall be composed of: George A. Hero, No. 329 Tchoupitoulas street, New Orleans, La.; Will H. Douglas, No. 1149 Tchoupitoulas street, New Orleans, La.; Gus B. Baldwin, No. 130 Camp street, New Orleans, La.; S. Brook Dickson, No. 429 Celeste street, New Orleans, La.; Alfred O. Hero, No. 329 Tchoupitoulas street, New Orleans, La., with George A. Hero as President, Gus B. Baldwin as Vice President and Alfred O. Hero as Secretary-Treasurer.

The terms of office of said officers shall run concurrently with that of the Board selecting them, except the first Board, who shall serve until the third Monday in January, 1922.

ARTICLE VII.—The common stock of this corporation is issued in payment for the patent rights owned by Numa C. Hero, under patent No. ——, for a machine and process known to him to manufacture paille finne hay in combination with other substances into food for stock, and the sole right to manufacture and use such machine is transferred and assigned to this corporation. The said patent rights, process and the sole use thereof have been appraised by the Board of Directors at $125,000.00, and common stock of the par value of $125,000.00 shall be issued to Numa C. Hero, upon the company receiving notarial transfer of said patent and process and all the rights thereunder and the sole right to use same.

ARTICLE VIII.—This charter may be amended or the company dissolved, as provided by the laws of Louisiana.

ARTICLE IX.—The subscribers hereto have respectively written opposite their names the amount of stock subscribed by them to this corporation, so that this act of incorporation may also serve as the original subscription list of the corporation, and they have stated their postoffice addresses, so as to conform with act 267 of the General Assembly of the State of Louisiana of 1914.

Thus done and passed at my office in the City of New Orleans, Louisiana, on the day, month and year herein first above written, in the presence of Anna Naumann and Herbert D. Schneidau, the undersigned competent witnesses, here residing, who hereunto sign their names with said appearers and me, notary, after due reading of the whole.

(Original signed.) Geo. A. Hero, 50 shares preferred stock; A. O. Hero, 5 shares preferred stock; Will H. Douglas, 5 shares preferred stock; G. B. Baldwin, 5 shares preferred stock; S. Brook Dickson, 5 shares preferred stock; Numa C. Hero, 1213 Third street, 1,250 shares common stock.

CHARLES SCHNEIDAU, Notary Public.

(Seal.)

State of Louisiana, Parish of Orleans, I, the undersigned Recorder of Mortgages for the Parish of Orleans, do hereby certify that the foregoing act of incorporation of "Pi Finne Feed Co., Incorporated," was this day duly recorded in my office in Book 1242, Folio ——. New Orleans, La., August —, 1920. Recorder of Mortgages, Parish of Orleans.

A true copy.

CHARLES SCHNEIDAU, Notary Public.

Aug. 12-Sept. 16.

CHARTER of the DRIVERLESS CARS, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, That on this twelfth day of August, nineteen hundred and twenty, before me, Alexis Brian, a Notary public in and for the Parish of Orleans, State of Louisiana, personally came and appeared the persons whose names are hereunto subscribed, who declared to me, Notary, in presence of the subscribing witnesses, that they desired to organize themselves and such other persons as may hereafter join with them and their successors, into a corporation under Louisiana laws, and that they accordingly adopt the following as their act of incorporation, to-wit:

ARTICLE I.—The name of this corporation shall be the "DRIVERLESS CARS, INCORPORATED." It shall exist for ninety-nine years from this date, unless sooner dissolved. Its domicile shall be in New Orleans, Louisiana, where all legal process shall be served on it through its President, or in his absence, through its Secretary.

ARTICLE II.—Said corporation may have, hold lease, purchase, sell, mortgage or pledge property of any kind; it may borrow or lend money upon security and endorse for other persons or corporations; it may sue and be sued and may have and use a corporate seal. It may have all such other rights and powers as now or may hereafter be enjoyed by similar corporations organized under the laws of this State.

ARTICLE III.—The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are hereby declared to be: To engage in the auto livery business; to let and hire automobiles to the public; to buy, sell and trade in automobiles and their accessories; and generally to do any and all things that may be necessary or convenient to the carrying out of these purposes.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at five thousand dollars ($5,000.00), divided into and represented by fifty shares of the par value of one hundred dollars ($100) each. Said capital may be increased to a maximum of twenty-five thousand dollars. The subscriptions set opposite the names of the subscribers hereto show that fifty per cent. of said capital has been subscribed to; and said subscribers have paid one-half of the amount of their respective subscriptions by the transfer and delivery to this corporation of automobiles which are accepted by the Board of Directors at the following valuations, (the balance being paid in cash, furniture etc.), towit:

Four Ford five-passenger automobiles, Motor Nos. 3873749, 3884676, 3885165, and 3868630, together with attachments and appurtenances, valued (net) at....	$1279.86
Office fixtures and stationery....	69.25
Cash	1150.86
	$2500.00

ARTICLE V.—The business and affairs of this corporation shall be managed and conducted by a Board of Directors consisting of three stockholders. Jacques Mossler Samuel Moscovitz and Mrs. Evelyn M. Mossler, all of New Orleans, shall constitute the first Board of Directors. They shall hold office until the second Monday in August, 1921, or until their successors shall be elected and qualified. On the second Monday in August, 1921, and annually thereafter, an election for Directors shall be held at the office of the corporation, after notices shall have been given to all stockholders by mail at least ten days prior thereto. At all elections stockholders shall be allowed one vote for each share of stock standing in his name on the books of the company. In case of a vacancy on the Board of Directors or officers, it shall be filled by the remaining Directors from among the stockholders, for the remainder of the term of the Director or officer whose vacancy is so filled.

ARTICLE VI.—The officers of this coropration shall consist of a President, Secretary and Treasurer. The Board of Directors may, in its discretion, create the office of Vice President. The offices of Secretary and Treasurer may be held by the same person. Until the second Monday of August, 1921, or until their successors are elected, Mr. Jacques Mossler shall be President and Mr. Samuel Moscovitz shall be Secretary and Treasurer. On the second Monday in August, 1921, immediately after the election of Directors, and annually thereafter, the Board of Directors elected at such annual meeting shall select from their own member the President and Secretary and Treasurer.

ARTICLE VII.—Two members of the Board of Directors shall constitute a quorum for the transaction of all business. Said Board may adopt a code of by-laws and amend or change the same at their discretion.

ARTICLE VIII.—This charter may be amended in all particulars as provided by law, and the corporation may be dissolved by complying with the legal provisions on that subject. In the event of a voluntary liquidation, the stockholders shall select from their number, two liquidators, who shall be vested with full power to settled its affairs by the sale of its assets and payment of its obligations.

ARTICLE IX.—No stockholder shall be held liable for the contracts or faults of the corporation or of its officers or agents, beyond any unpaid balance that may be due by him on his stock subscription; nor shall any mere informality in this act render this charter void or expose the stockholders to any personal liability beyond the amount of his stock subscription.

Thus done and passed in my office at the City of New Orleans, on the date above written, in presence of H. Ada Brand and W. B. Gulon, competent witnesses, who hereunto sign with said appearers and me, Notary, after due reading.

(Signed): H. Ada Brand, W. B. Gulon.

(Signed): Jacques Mossler, 19 shares; Samuel M. Moscovitz, 5 shares; Evelyn May Mossler, 1 share.

(Signed) ALEXIS BRIAN, NOTARY PUBLIC.

The foregoing act was this day recorded in the Mortgage Office of the Parish of Orleans, in Book No. 1246, folio —. New Orleans, August 12th, 1920.

(Signed): Emile J. Leonard, Deputy Recorder.

A true copy of the original.

ALEXIS BRIAN, NOTARY PUBLIC.

New Orleans, August 12, 1920.

Aug. 19-Sept. 2.

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The Doc said "50-50" on that "20-20"

I MADE a date.
WITH THE Insurance Doctor.
FIRST HE poked me.
THEN TICKLED my ribs.
HAD ME cough.
AND BREATHE and blow.
THEN HE listened in.
WITH HIS little trumpet.
AND MADE me run.
RIGHT IN one spot.
FOR FIVE minutes.
THEN LISTENED some more.
AND FIRST in one eye.
AND THEN in the other.
HE PLANTED his thumb.
AND MADE me read.
THE RUSSIAN prayer.
ON THE eye-sight card.
AND THEN wrote down.
"TWENTY-TWENTY.
THAT MEANS your eyes.
ARE SATISFACTORY."
AND I laughed and said.
"I CAN always see.
TWENTY-TWENTY, Doc.
MY CIGARETTES.
COST TWENTY cents.
FOR TWENTY smokes.
YOU BET your life.
THEY SATISFY, too."

IT doesn't take a "20-20" eye to "see" the real value in Chesterfield's exclusive blend of fine Turkish and Domestic tobaccos. Your *taste* tells you that their quality *is* genuine—that the blend *is* different—that Chesterfields *do* "satisfy."

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