CHARTER

CHARTER OF "NEW ORLEANS TRUCK AND DRAYAGE COMPANY, INC."

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, That on this twenty first day of the month of August, in the year of our Lord, one thousand nine hundred and twenty, before me, Frederic C. Querens, 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 Dr. Herman A. Bennett, Frank W. Harvey, Ole M. Anderson, John A. Leathem and John Wagner, all of full age and residents of the City of New Orleans, and all of whom declared that availing themselves of the provisions of the Constitution and laws of the State of Louisiana, relative to the formation and conduct of corporations, and particularly of the provisions of Act No. 267 of the General Assembly of Louisiana of the year 1914, and its amendments, they do hereby form and constitute themselves, and such other persons of age as may lawfully become associated with them, into a corporation, body politic or stock company entitled to the benefits of all laws pertaining to such bodies, and for the objects and purposes, and under the stipulations set forth in the following articles, which articles shall constitute the charter of the corporation herein formed:

ARTICLE I.—The name and title of the corporation hereby formed is declared to be: "New Orleans Truck and Drayage Company, Inc.," and its domicile shall be in the City of New Orleans, State of Louisiana, at which place all meetings of stockholders and directors shall be held, except as otherwise provided by law. It shall have and enjoy corporate existence and succession under the said name for a period of ninety-nine years from and after the date of this act, unless dissolved otherwise according to law.

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

To operate automobile trucks and other vehicles for the purpose of carrying goods, wares, and merchandise, by contract or otherwise, in the Parish of Orleans and in such other Parishes of the State of Louisiana as the nature and extent of its business may require.

To erect, construct and maintain sheds or warehouses necessary for the purpose of storing said automobile trucks, supplies, goods, wares and merchandise.

To purchase, acquire, buy, own, hold, sell, convey, lease, hire, mortgage, pledge, or otherwise dispose of or encumber property, both real and personal, convenient and incidental, and to contract in any manner necessary for the proper accomplishment and conduct of the business hereinafter mentioned and contemplated.

ARTICLE III.—The capital stock of this corporation is hereby fixed in the sum of sixty thousand ($60,000.00) dollars, divided into and represented by twenty-four hundred (2400) shares of stock of the par value of twenty-five (25) dollars each, eighteen hundred (1,800) of which said shares of stock shall be common stock and non-assessable, representing a total value of forty-five thousand ($45,000.00) dollars, and six hundred (600) shares of said stock, representing a total of fifteen thousand ($15,000.00) dollars, shall be preferred stock and non-cumulative, said preferred stock to bear dividends annually of not less, nor more than eight (8) per cent., payable out of the net profits of the corporation, as hereinafter stipulated, and which said shares of stock shall be paid for before issued in money or its equivalent, services or labor performed, or property, real, personal or mixed, and actually received by the corporation, and after due appraisal of value by the Board of Directors of the corporation and acceptance of the Board, such valuation shall be conclusive upon the corporation, said preferred stock to be redeemable any time after one (1) year, at the discretion of the Board of Directors, said redemption to be made at par with accrued dividends.

The capital stock of this corporation may, at any time, by compliance with law, be increased to the sum of one hundred thousand ($100,000.00) dollars, by the issuance of both additional preferred and common stock, as the stockholders and Board of Directors may designate in amending these articles.

ARTICLE IV.—The Powers of this corporation are hereby declared to be:

To Invest its Board of Directors with all corporate powers subject to such restrictions as shall be named in the charter; to have succession under its corporate name for a period of ninety-nine years from and after the date of this act; to sue and be sued in its corporate name in any court of competent jurisdiction; to make and use a common seal and alter the same at its pleasure; to acquire property by grant, gift, purchase and devise or bequest; to lease, hold and dispose of, and to mortgage and pledge the same, all subject to such limitations as may be prescribed by law; to appoint such officers and agents as the business of the corporation may require, and to fix their compensation, having due regard to the nature, character and value of their services; to make by-laws not inconsistent with any existing law, fixing or altering the management of the property, the regulation and government of its affairs and the manner of the certification and registration of its stock; to wind up and dissolve itself, or to be wound up and dissolved in the manner prescribed by law; to conduct business in this state, other states, the Federal District, territories and foreign countries; to hold stock in other corporations, the capital stock of one corporation may be issued for capital stock in other corporations; provided, however, that no corporation shall be permitted to vote more than ten per cent. of the capital stock of any other corporation, and whenever a given per cent. of the capital stock is required for any purpose, such per cent. shall be calculated on the total amount of outstanding stock entitled to vote; and especially to have all the powers and privileges directly or by implication conferred upon corporations of this character by the laws of this state, as well as such powers and benefits as are conferred upon corporations by other states, Federal district, territories and possessions of the United States and foreign countries, when doing business therein, and which are not inimicable to the laws of Louisiana.

ARTICLE V.—All of the corporate powers and the management of the business of the corporation shall be vested and is hereby vested in a Board of Directors, which shall consist of a minimum number of five (5), and a maximum number of nine (9) stockholders, each of whom shall hold in his right at least one share of unpledged stock of this corporation during the tenure of office. With the exception of the Board hereinafter especially named, the Directors shall be elected at the annual meeting of the stockholders by a cumulative vote of all the bona-fide stock represented at such meeting by person or by legal written proxy, and such Directors, when legally elected and qualified, shall hold office for one year, or until their successors are legally elected and qualified.

The first annual meeting of the stockholders shall be held on the second Monday in January, 1921, in the domiciliary office of the corporation, and the subsequent annual meetings shall be held on the corresponding day in their respective years, written notice of which meetings shall be delivered to each stockholder either in person or by deposit of same in the post office, at least fifteen (15) days prior to such meeting, addressed to their last known address or place of residence; or, as provided by Section 10 of Act No. 267 of 1914, and the laws relative thereto. If from any cause such annual meetings are not held on the day as above specified, or any stockholders' meeting is considered necessary, then the meeting for the election of directors or other business peculiarly belonging to the stockholders, may be held in the manner and upon due notice given each stockholder as provided by Section 10, Act 267 of 1914.

Immediately after their election by the stockholders, the Board of Directors shall elect from their own number, a President, Vice-President, a Secretary and a Treasurer, but the office of Treasurer may be combined with another office in one person.

The first Board of Directors shall consist of: Dr. Herman A. Bennett, Frank W. Harvey, Ole M. Anderson, John A. Leathem, John Wagner, any five (5) of which shall constitute a quorum for the purpose of transacting business, at the regular monthly meetings of the said Board of Directors to be held at the office of said company on the second Monday of each month hereafter, by due notice to each Director, as required by law, or to transact any business at any annual or special meetings of said Board, the above named Directors to hold office until the first annual meeting of the stockholders as herein provided, or until their successors are legally elected and qualified. The said Board of Directors shall hold its first annual meeting for the election of officers for the ensuing year on the second Monday in January, 1921, and annually for

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the same purpose on the corresponding day in successing years, notice of which shall be given in accordance with law, said meetings to be held at an hour subsequent to the annual meetings of stockholders held for the election of the Board of Directors. Special meetings of said Board may be called and held as provided in the by-laws.

The following shall serve as officers until the first annual meeting of the Board of Directors to be held in accordance herewith, or until their successors shall have been elected and qualified, to-wit: Dr. Herman A. Bennett shall be President, Frank W. Harvey shall be Vice President, and Ole M. Anderson shall be Secretary-Treasurer.

The Board of Directors shall have such powers as are given them by law, the provisions of this Charter, the by-laws of the corporation, especially as to appointments, management, filling of vacancies, calling and holding special meetings, and matters of like character, issuance of redemption of stock, both preferred and common, etc.

ARTICLE VI.—This corporation may, at a meeting of the stockholders, duly called for that purpose, after notice to all stockholders as required by Section 10, Act 267 of 1914, or by written waiver of such notice and delays of all stockholders, amend its articles of incorporation by a vote of two-thirds of all its stock outstanding, in any manner conformable to law, including increase or decrease of capital stock, subject to such limitations thereon as may be imposed by law.

The dissolution and liquidation of the corporation and the corporate affairs, when voluntary, shall be conducted in the manner and by the methods provided by Act 267 of 1914, or such other methods as shall be provided by law existing at the time such proposed dissolution and liquidation shall occur.

ARTICLE VII. No stockholder of this corporation shall ever be held liable or responsible for the contracts or faults of this corporation in any further sum than the unpaid balance on the stock for which he has subscribed; and no informalities in the organization of this corporation shall have the effect of rendering this charter null.

ARTICLE VIII.—The Subscribers to the articles of incorporation and their post-office addresses are as follows: Dr. Herman A. Bennett, 1740 Lapeyrouse Street, New Orleans; Frank W. Harvey, 822 St. Charles Street, New Orleans; Ole M. Anderson, 2632 Lapeyrouse Street, New Orleans; John A. Leathem, 558 Bonny Street, Algiers; John Wagner, 1107 Hibernia Bank Bldg., New Orleans, and in lieu of a stock subscription the incorporators and stockholders have signed their names hereto and opposite their respective names the amount of stock for which each subscribed.

Thus done and passed in my notarial office, in the city of New Orleans, State aforesaid, on the day, month and year herein first above written, in the presence of Irene Hall and Fred Querens, Jr., competent witnesses, of lawful age, residing in this Parish, who have hereunto signed these presents together with me, Notary, after due reading of the whole.

(Original Signed): O. M. Anderson, 1 share, common; H. A. Bennett, 1000 shares, common; F. W. Harvey, 200 shares, common; John A. Leathem, 1 share, common; John Wagner, 1 share, common.

Witnesses: Irene Hall, Fred Querens, Jr.
FREDERIC C. QUERENS,
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 New Orleans Truck & Drayage Co., Inc., was this day duly recorded in my office, in book 1246, folio 237, New Orleans, September 8th, 1920.

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

A true copy of the original Act of Incorporation on file and of record in my notarial office.

New Orleans, September 15, 1920.

FREDERIC C. QUERENS,
Notary Public.

Sept. 23-Oct. 28.

CHARTER OF NEW ORLEANS REAL ESTATE COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, That on this 2nd day of the month of September, 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, Herman L. Barnett, 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, all of the full age of majority, who severally declared to me, Notary, that, availing themselves of the laws of the State of Louisiana, in such cases made and provided, and more particularly of Act 267, of the General Assembly of the State of Louisiana of 1914, relating to the creation, organization and formation of corporations, they have covenanted and agreed, and by these presents do covenant and agree and bind themselves, as well as all such other persons as may hereafter become associated with them, to form a corporation for the objects and purposes and under the articles and stipulations following, to-wit:

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

ARTICLE II.—This corporation shall be domiciled in the City of New Orleans, in the State of Louisiana; and all citation or other legal process shall be served upon the President of the corporation, and, in the event of his absence, upon the Vice President.

ARTICLE III.—The objects and purposes for which this corporation is organized and created, and the nature of the business to be carried on by it, are declared to be as follows: To buy, sell, exchange, mortgage, pledge, deal in, lease, hold, convey, develop and improve real estate, real or mixed property, and the buildings or improvements thereon, in the State of Louisiana or in the United States of America. To act as real estate agents and brokers, as auctioneers and appraisers, and to handle, rent, lease and manage the real estate, houses and buildings of others; to collect rents and incomes and to pay the taxes thereon. To develop any lands acquired by or in which the corporation is interested by laying out and preparing same for building purposes, constructing, maintaining and improving buildings thereon, by planting, paving, draining, or otherwise, and by entering into any and all contracts and agreements for such development projects as may be necessary and incidental to such purpose, and in general, to conduct a general brokerage agency and commission business for others in the purchase, sale and management of real estate for others and the negotiations of loans thereon; to purchase and sell for others, personal property, stocks, bonds and notes and to negotiate loans thereon for others. To act as agent for insurance companies in soliciting and receiving applications for all kinds of insurance, and to conduct such other business as may be delegated to agents by insurance companies of all kinds, and in general to conduct an insurance agency and insurance brokerage business.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of five thousand ($5,000.00) dollars, and shall be divided into and represented by one hundred (100) shares of the par value of fifty ($50.00) dollars each. Said stock shall be paid for in cash or its equivalent, as provided by law, and in such manner and at such times and in such installments as may be prescribed by the Board of Directors. This corporation shall become a going concern and shall be authorized to commence business when twenty-five hundred ($2,500.00) dollars of its capital stock shall have been subscribed for, as provided by law, and when twelve hundred and fifty ($1,250.00) dollars of its capital stock shall in fact have been paid for, either in cash or its equivalent.

ARTICLE V.—The capital stock of this corporation may be increased to the sum of fifty thousand ($50,000.00) dollars by a two-thirds vote of all the stock present or represented at a special meeting called for that purpose, or at a regular annual meeting of the corporation.

ARTICLE VI.—All certificates of stock issued by the Company shall be signed by the President or Vice President and countersigned by the Secretary-Treasurer. The stock of this corporation can be transferred only on the books of the corporation and subject to such regulations and formalities as may be by the Board of Directors from time to time prescribed. No stockholder shall be permitted to sell or otherwise dispose of his stock without first offering the same in writing to the other stockholders, through the Board of Directors, at a price not exceeding the book value thereof, and the stockholders shall have an option and first right to purchase all the shares of stock to be thus disposed of by sale or by the death, resignation or otherwise, of any of the stockholders of the corporation, and shall have a period of ten days in which to accept or decline such offer of stock. Should the Board of Directors or the stockholders decline to purchase said stock, then the stockholder or stockholders who made the offer to sell or otherwise dispose of the stock, may sell or otherwise dispose of it in any manner and at any price that he or they may see fit. But each share of stock is issued under the condition and understanding that no stockholder shall make a sale or transfer of his stock in violation of this provision; and such sale or transfer, if made, shall be void, and this company shall be under no obligation to list said stock on its books or to regard the holder of the certificate thereof.

ARTICLE VII.—The corporate powers of this corporation shall be vested in and exercised by a Board of Directors composed of three stockholders, two of whom shall constitute a quorum for the transaction of business. The Directors of this corporation may vote in person or by written proxy at any of the meetings of the Board of Directors, and the Board of Directors may delegate any of its powers to any officer or officers or any other representative of the Company by appropriate resolution to that effect. The first Board of Directors of this Company shall be elected at the first stockholders' meeting, which is hereby set for September 2nd, 1920, at New Orleans, Louisiana, and the Directors so elected shall serve until the fourth Wednesday in December, 1920, or until their successors are elected and qualified. The Directors of this corporation shall be elected annually by the stockholders, at a meeting held on the fourth Wednesday in December in each year thereafter. Notice of such meetings shall be given fifteen days prior to the date of the meeting, in writing, and sent to each stockholder at his last known address. Each stockholder shall at such meeting or other meeting, general or special, be entitled, in person or by proxy, to one vote for each share of stock owned by him. Elections shall be held under such rules and regulations as may from time to time be determined by the Board of Directors. The Directors, when elected, shall hold office for one year or until their successors shall have been elected and qualified; and failure to hold the annual meeting of stockholders, or to elect annually the Directors, shall not operate the forfeiture of this charter or any rights thereunder. Any vacancy occurring in the Board of Directors may be filled by the Directors for the unexpired term.

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

ARTICLE IX.—Notice of any and all meetings referred to in this charter or required by law, shall be given in the manner provided in giving notices in case of elections, unless the same shall have been waived. In case of the dissolution, liquidation or termination of this charter, by limitation or otherwise, the affairs of this corporation shall be liquidated by one or more liquidators elected by the stockholders, who may provide the number of said liquidators and vest them with such authority as may by law be permitted, and fix the terms and conditions upon which they shall serve and their compensation, and provide that in case of disability of any one of said liquidators, the remaining liquidators may fill the vacancy or continue to act on behalf of the corporation.

ARTICLE X.—No stockholder of this corporation shall be liable or responsible for any costs, contracts, debts or faults of this Company, or any of its officers, nor shall any mere informality in organization have the effect of rendering this charter null and void, or of exposing a stockholder to any liability beyond the unpaid balance due on the stock held by him.

ARTICLE XI.—The subscribers hereto have written opposite their names the number of shares subscribed to by each of them and their postoffice addresses, so that this charter may serve as the subscription list of the corporation; all of which subscriptions are payable in the manner and form set out herein.

Thus done and passed, in my office, at the City of New Orleans, Louisiana, on the day, month and year herein first above written, in the presence of Morris B. Redmann and William J. Guste, competent witnesses, who have hereunto signed these presents with the said appearers and me, Notary, after due reading of the whole.

Witnesses: Morris B. Redmann, Wm. J. Guste

(Original signatures omitted.)
HERMAN L. BARNETT, 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 charter of the New Orleans Real Estate Company, Inc., was this day duly recorded in my office, in Book 1242, folio 752.

In faith whereof, I have signed these presents at New Orleans, Louisiana, on this 3rd day of September, 1920.
(Signed.) EMILE J. LEONARD, Dy. R.
A true copy
HERMAN L. BARNETT, Not. Pub.
(Seal.) Sept. 16-Oct. 21.

CHARTER OF STEVENS-BARTHE MANUFACTURING COMPANY, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, That on this eleventh day of the month of September, 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-fifth, before me, Allan Raymond Beary, a Notary Public, in and for the city, parish and State aforesaid, duly commissioned and qualified, and 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 the State of Louisiana, relative to the formation of corporations, and especially of Act No. 267 of the acts of the General Assembly of the year 1914, they do hereby form themselves, their associates and successors into a corporation under the following conditions which they hereby adopt as their articles of incorporation or charter, to-wit:

ARTICLE I.—The name and style of this corporation shall be Stevens-Barthe Manufacturing Company, Incorporated, and under said name it shall have corporate existence for ninety-nine years from and after this date, unless sooner dissolved; its domicile shall be in the City of New Orleans, State of Louisiana; citation and all legal processes shall be served upon the President, or, in his absence, upon the Secretary-Treasurer of this corporation.

ARTICLE II.—The objects and purposes for which this corporation is formed and the nature of the business to be carried on by it are hereby declared to be: The manufacturing, marketing and selling of various articles and commodities made of wood or metal, the buying and selling of lands and other property, real or personal, the owning, chartering and operating of tramways and narrow gauge railroads, boat lines and other transportation devices; the owning and operating of plants, factories and mercantile establishments, and to exercise all powers conferred upon corporations by Act 267 of the General Assembly of the State of Louisiana and the amendments thereto.

ARTICLE III.—The capital stock of this corporation is hereby fixed at twenty-five ($25,000.00) thousand dollars, all of which shall be common stock, and said stock shall be represented by twenty-five (2,500) hundred shares of the par value of one hundred ($100) dollars each. All stock subscribed for shall be payable at such times and on such conditions and terms as the Board of Directors may from time to time fix and determine in each particular case, or by general resolution, or the Board of Directors may issue certificates of paid up stock in payment of property or goods actually delivered to this corporation, or for services actually rendered to it.

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

ARTICLE V.—All of the corporate powers of this corporation shall be vested in and exercised by a Board of Directors composed of not less than five (5) nor more than seven (7) stockholders, who shall be elected at a meeting of the stockholders held for that purpose at the domicile of the corporation on the second Tuesday of January of each year, beginning with the second Tuesday of January, 1922. Notice of such meetings shall be given to each stockholder at least fifteen days prior to such meeting, either personally, or by depositing said notices in the postoffice, properly addressed to the last known address of each stockholder as shown by the books of the corporation, at least fifteen days before the date for such meeting. The first Board of Directors of this corporation is hereby declared to be composed of J. H. Stevens, Chas. Barthe, R. P. Nolan, J. W. Stevens and M. G. Stevens, and they shall hold office until the second Tuesday in January, 1922, or until their successors are elected and qualified. The Board of Directors of this corporation shall, immediately after their election and qualification, elect from among their number a President, a Vice President and a Secretary-Treasurer. The first President of this corporation shall be J. H. Stevens, the first Vice President shall be Chas Barthe, and the first Secretary-Treasurer shall be J. W. Stevens, and they shall hold office until their successors are elected and qualified.

ARTICLE VI.—This charter may be amended, the capital stock increased or decreased, or this corporation dissolved in accordance with the provisions of Act 267 of the Acts of the General Assembly of the State of Louisiana for the year 1914.

Thus done and passed in my notarial office, in the City of New Orleans, Parish and State aforesaid, on the day and date first above written, in the presence of P. S. Lambour and M. Simpson, competent witnesses, who hereunto subscribe their names with said appearers and me, Notary, after reading the whole.

Witnesses: P. S. Lambour, M. Simpson.
ALLAN R. BEARY, 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 Stevens Barthe Manufacturing Company, Incorporated, was this day duly recorded in my office in Book ..., Folio ..., New Orleans, September 13th, 1920.
(Signed) EMILE J. LEONARD, Dy. R.
A true copy.
ALLAN R. BEARY, Notary Public.
Sept. 16-Oct.

AMENDMENT TO CHARTER OF SINCLAIR MOTORS, INC.

United States of America, State of Louisiana, City of New Orleans. Be it known, That on this seventh day of the month of September, 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, Arthur John Peters, a Notary Public, duly commissioned and qualified, in and for the City of New Orleans, in the Parish of Orleans, and State of Louisiana, domiciliated in the said city, Parish and State, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared, Messrs. Alfred C. Sinclair and Francis J. Semmes, both of the full age of majority and residents of this city, herein acting for and in the name and on behalf of "Sinclair Motors, Inc.," a corporation organized under the laws of this State, and domiciled in New Orleans, La., created by an act passed before William McL. Fayssoux, a Notary Public, of this Parish and State, on October 6, 1919, recorded in the Mortgage Office of this Parish and State, in Book 1231, Folio 456, and also recorded in the office of the Secretary of State, at Baton Rouge, La., the said appearers acting in their respective capacities of President and Secretary of said corporation, under and by virtue of a resolution adopted at a meeting of the stockholders of said Company, held on January 20, 1920, a certified copy whereof is hereto annexed and made part hereof. And the said appearers, acting in their said respective capacities, declared that:

Whereas, at the aforementioned meeting of the stockholders of the said "Sinclair Motors, Inc.," the first paragraph of Article III of the Act of Incorporation of said Company, was amended so as to increase the capital stock of the corporation one hundred and fifty thousand dollars ($150,000.00), thus making the total capitalization of the Company five hundred thousand dollars ($500,000.00).

And whereas, the said resolution directed that the necessary legal steps be taken to carry into effect and to place the said amendment in proper, legal and authentic form.

Now, therefore, the said appearers, acting in their aforesaid respective capacities, declared that the first paragraph of Article III of the Act of Incorporation of the said "Sinclair Motors, Inc.," as amended shall hereafter read as follows, to-wit:

"The capital stock of this corporation is hereby fixed at the sum of five hundred thousand dollars ($500,000.00), divided into and represented by two thousand (2,000) shares of common stock, non-assessable, of the par value of twenty-five dollars ($25.00) each. The capital stock may be increased to the sum of one billion dollars ($1,000,000.00). Preferred stock may hereafter be issued by this corporation under the privileges and laws of Louisiana."

The rest of the Article to remain as originally written.

Thus done and passed, in my office at the City of New Orleans, on the day, month and year, herein first above written, in the presence of Hugh M. Wilkinson and Van Buren Harris, competent witnesses, who hereunto sign their names with the said appearers and me, Notary, after reading of the whole.

(Original signed.) A. C. Sinclair, President. F. Jos. Semmes, Secretary.
Witnesses: Hugh M. Wilkinson, Van Buren Harris.
A. J. PETERS, Notary Public.

I, the undersigned, Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing Act of Amendment to Incorporation of the Sinclair Motors, Inc., was this day duly recorded in my office, in Book 1246, Folio 242.
New Orleans, September 9th, 1920.
EMILE J. LEONARD, D. R. M
A true copy. New Orleans, La., Sept. 13, 1920. (Seal.)
A. J. PETERS, Notary Public.
Sept. 16-Oct. 21.

AMENDMENT OF CHARTER "AUTOMOTIVE ROAD INSURANCE, INC."

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, That on this 18th day of August, 1920, before me, Ethelred Macaulay Stafford, a Notary Public, duly commissioned and qualified in and for the State and Parish aforesaid, personally came and appeared F. W. Calongne, Jr., Richard C. Fitzgerald and Bernard Campagna, appearing herein by and in their capacities as President, Vice President and Secretary-Treasurer of the Automotive Road Insurance Inc., a corporation organized under the laws of this State by act passed before the undersigned Notary May 29, 1920, and recorded in Mortgage Office Book 1248, Folio 53, on May 31, 1920, as amended by an act passed before undersigned Notary on August 4, 1920 and recorded in Mortgage Office Book 1242, Folio 738, which said F. W. Calongne, Jr., President; Richard C. Fitzgerald, Vice President, and Bernard Campagna, Secretary-Treasurer, in pursuance and by virtue of a stockholders' meeting of said corporation held August 17th, 1920, called at the instance of the Board of Directors, certified copies of which are hereto attached, declared that Article V of the charter of the Automotive Road Insurance, Inc., has been amended and the same is hereby amended, by these presents, so as to read as follows, to-wit:

"ARTICLE V.—The capital stock of this corporation shall be fifty thousand dollars ($50,000.00), divided into twenty-five thousand dollars of common stock, and twenty-five thousand dollars of preferred stock, of the par value of ten dollars per share, which said preferred stock shall be non-voting and non-participating in the profits of the corporation, and which said preferred stock shall bear eight per cent interest cumulative per annum, and the holders thereof shall be preferred in the payment of dividends from any net profits or earned surplus over common stockholders, and said preferred stock shall be subject to redemption at $12.50 per share, with accrued interest, at any time. Present stockholders shall surrender their stock and receive ten shares, par value $10, for stock now held by them.

"Stock may be issued in exchange for property, good will, services or for the stock of other corporations.

"Members owning common stock and desirous of selling the same, shall first offer the same for sale to the original subscribers of the corporation stock, as provided in the original charter, and this shall apply to the increase of stock herein voted for. The capital stock may be increased to $500,000.00 by a two-third vote of all common stock."

Thus done and passed in my Notarial office, in the City of New Orleans, on the day, month and year first above written, in the presence of Louis W. Rawlings and Daniel Wendling, competent witnesses, who have signed their names together with the said appearers and me, Notary, after due reading of the whole.

(Original Signed)
F. W. CALONGNE, JR.
R. C. FITZGERALD.
BERNARD CAMPAGNA.
ETHELRED M. STAFFORD.

A true copy of original from my records.

Notary Public.

Sept 2 Oct. 7.

CHARTER OF MAX BRESSLER, INC.

Be it known that on this 26th day of the month of August, 1920, before me, Scott E. Beer, Notary Public in and for the Parish of Orleans, State of Louisiana therein residing, duly sworn, commissioned and qualified and in the presence of the witnesses hereinafter named and under signed personally came and appeared the several persons whose names are hereunto subscribed, who severally declared that availing themselves of the laws of the State of Louisiana in such cases made and provided, and particularly of the Act No. 267 of the Acts of the General Assembly of the State of Louisiana of the year 1914 they have agreed and do by these presents agree and bind themselves, as well as all such other persons who may become associated with them, to form a corporation and body politic in law, for the objects and purposes and under the articles and stipulations hereinafter set out and expressed, which they adopt as their charter, to-wit:

ARTICLE I. The name and style of the corporation shall be MAX BRESSLER, INC., and under its said corporate name it shall have and enjoy corporate existence and succession for the full term and period of ninety-nine years from and after the date hereof; it shall have power and authority to contract, sue and be sued, to make and use a corporate seal and the same to alter or break at pleasure; to hold, receive, lease, purchase and convey, as well as mortgage and hypothecate, property, real, personal and mixed, corporeal and incorporeal, to name such managers, agents, directors and officers as its business, interest and convenience may require and to make and establish such by laws, rules and regulations for the proper management and government of the corporation as may be necessary and proper, and the same to alter and amend at pleasure.

ARTICLE II. The domicile of this corporation shall be in the City of New Orleans, State of Louisiana and all citations and other legal process shall be served upon the President of the said Corporation or, in the event of his absence or inability to serve, upon the Secretary-Treasurer.

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 here declared to be the carrying on of the produce, cheese, butter and dry fish business, canned goods, groceries and other articles of merchandise and all other business connected therewith; to acquire all merchandise necessary in the said business, and the same to sell and dispose of in the ordinary course of the said business and trade, and to do all things incidental to the said business or connected therewith.

ARTICLE IV. The Capital Stock of this Corporation is hereby fixed at the sum of Twenty-Five Thousand ($25,000.00) Dollars, divided into Two Hundred and Fifty (250) Shares of the par value of One Hundred ($100.00) Dollars each. All stock subscribed for shall be paid for in cash or property transferred to and actually received by this Company, and shall be thus paid for at times and in such amounts after such notice to the subscribers as may be fixed by the directors. No stock shall be issued for less than par.

This corporation shall be a going concern and qualified to do business as soon as Fifteen Thousand ($15,000.00) Dollars of its capital stock shall have been subscribed and paid for.

The amount to which the capital stock of this Corporation may be increased shall be the sum of Fifty Thousand ($50,000.00) Dollars.

ARTICLE V.—All the powers of this Corporation shall be vested in a Board of Directors to be composed of four stockholders, any three of whom shall constitute a quorum for the transaction of business of this corporation. The Board of Directors, except the first board which is named in this charter, shall be elected annually by the stockholders on the date fixed for the annual meeting of the said stockholders. The first Board of Directors and every succeeding Board of Directors shall hold office until their successors are elected and qualified.

Each Board of Directors shall, immediately after its election, choose from its number, a President and a Secretary-Treasurer, who shall be the officers of this corporation, and may grant to such officers such powers as the Board may deem fit and proper, and may name such other officers as said Board deems advisable.

The first board of Directors shall consist of the following, to-wit: Max Bressler, President; Sylvan Guggenheim, Secretary-Treasurer, Mendel Bressler, and Lazare Levy, the officers being as above designated, to-wit: Max Bressler, President and Sylvan Guggenheim, Secretary-Treasurer.

All elections shall be by ballot at the office of the corporation under the supervision of two commissioners to be appointed by the Board. Notice of meetings of the Board of Directors shall be given in writing by the Secretary-Treasurer, and shall be mailed to each director at his address as appears in the City Directory, or other address given by him, at least three days before the meeting, unless such notice is waived by him. All notices of meetings of the stockholders shall be given in writing by the Secretary, and shall be delivered in person or mailed to each stockholder to his address in the City Directory, or other address given by him, at least fifteen days prior to the date fixed for the said meeting. This notice may be waived by unanimous consent.

At all meetings of the stockholders each stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the corporation. Said votes may be cast in person and by proxy, the said proxy to be in writing; and a majority of votes cast shall determine or elect.

The failure to elect the directors at the annual meeting of this corporation shall not dissolve this corporation nor impair its management in any way, the directors then in office holding over until the successors are elected and qualified. All vacancies on the Board of Directors, from whatever cause, shall be filled by the remaining directors. Any member of the Board may appoint a proxy to represent him at any meeting of the Board, provided the said proxy be in writing and the one appointed be a member of the Board.

The annual meeting of the stockholders shall be the First Monday in August.

The Board of Directors may make and amend all by-laws, rules and regulations necessary and proper for the management of the Board and this corporation.

ARTICLE VI.—This Act of Incorporation may be modified, changed, altered, amended, or said corporation may be dissolved according to law as set out in the Statutes of this State.

ARTICLE VII.—No stockholder shall ever be liable for the contracts or faults of this corporation in any further sum than the unpaid balance due on his stock subscription, nor shall any mere informality in organization have the effect of rendering this charter null or of exposing any stockholder to any liability beyond the unpaid balance of his stock subscription.

ARTICLE VIII.—The subscription of Max Bressler to these articles of incorporation for 49 shares, that is, $4,900, and the subscription of Mendel Bressler for one share, that is, $100.00, are covered by the transfer to this company by Max Bressler of the stock in trade, merchandise, fixtures, open accounts, guaranteed up to $6,221.57, forming and constituting the assets of the business at present conducted by said Max Bressler at No. 415 Poydras street, New Orleans, La., all as is set out on the statement hereto annexed and made a part hereof the same as if herein written in detail, the said statement showing the total value of the said stock, merchandise, fixtures, open accounts, less accounts and bills payable. The said bills and accounts payable are to be assumed by this corporation and the bills receivable and accounts receivable are guaranteed by the said Max Bressler up to the said sum of $6221.57. Which said schedules have been examined by the directors of this corporation and the appraisement thereof approved by said directors, all according to law.

ARTICLE IX.—The addresses of the stockholders and directors of this corporation are the following: Max Bressler, 1823 First Street, New Orleans, La.; Mendel Bressler, Second and Chestnut, New Orleans, La.; Lazare Levy, 1016 Prytania Street, New Orleans, La.; Sylvan Guggenheim, 1901 Robert Street, New Orleans, La.

We, the undersigned, the directors of Max Bressler Inc., hereby declare that we have appraised the property and assets of the business this day sold by Max Bressler to Max Bressler Inc., at the price of, to-wit, the sum of $7,000.00, as appears as follows:

Assets, including bills and accounts receivable	$ [illegible]
Liabilities	[illegible]
	$ 6,017.29

All as set forth on the schedule hereto attached and made a part hereof.

Cash in Bank	$ 26.22	
Merchandise on hand	2,442.62	
Accounts Receivable	1,278.80	
Furniture and Fixtures	250.00	
Bookkeeping Machine	100.00	
Over-on Bookkeeping Machine		6.00
One Refrigerator	35.00	
One International Truck	1,815.75	
One Forecklift Truck	1,065.00	
One on Forecklift		50.00
One Ford Automobile	250.00	
Accounts Payable		4,822.71
Bills Pay.		1,200.00
	$4,208.25	$6,078.71
	$ 200.96	
	$ 6,017.29	

The said accounts and bills receivable being sold and transferred to this corporation to the sum of $6,221.57, and the excess of said bills and accounts receivable over said $6,221.57, to wit, the sum of $1,017.29, being withheld from said sale and to be credited, when collected, to account of said Max Bressler. The accounts and bills receivable being guaranteed by said Max Bressler up to the sum of $6,221.57.

We declare that in our judgment the figures above stated and set out in said statement of the business thus transferred are fair, just and proper, and that the issue of stock in consideration therefor to the full amount of said $5,000.00 is proper and in accord with our best judgment.

Witnesses: Charles Rosen, A. J. Barrios.

(Signed) Max Bressler, Sylvan Guggenheim, Mendel Bressler, Lazare Levy.

A true copy of original appraisement of directors annexed to charter passed before me Aug. 26, 1920.

SCOTT E. BEER,
Notary Public.

Thus done and passed in my office on the day and date aforesaid