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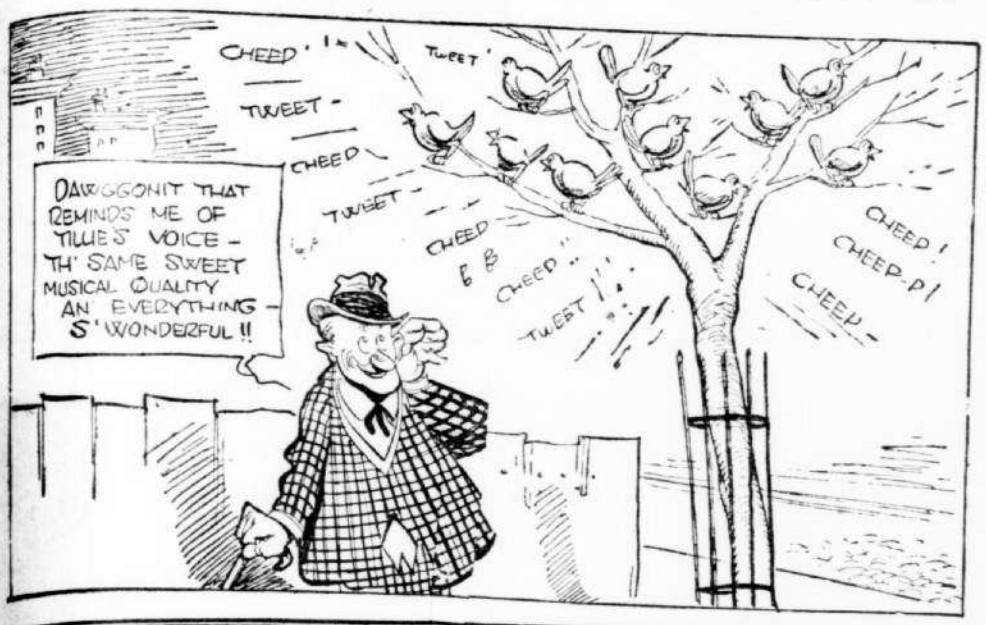

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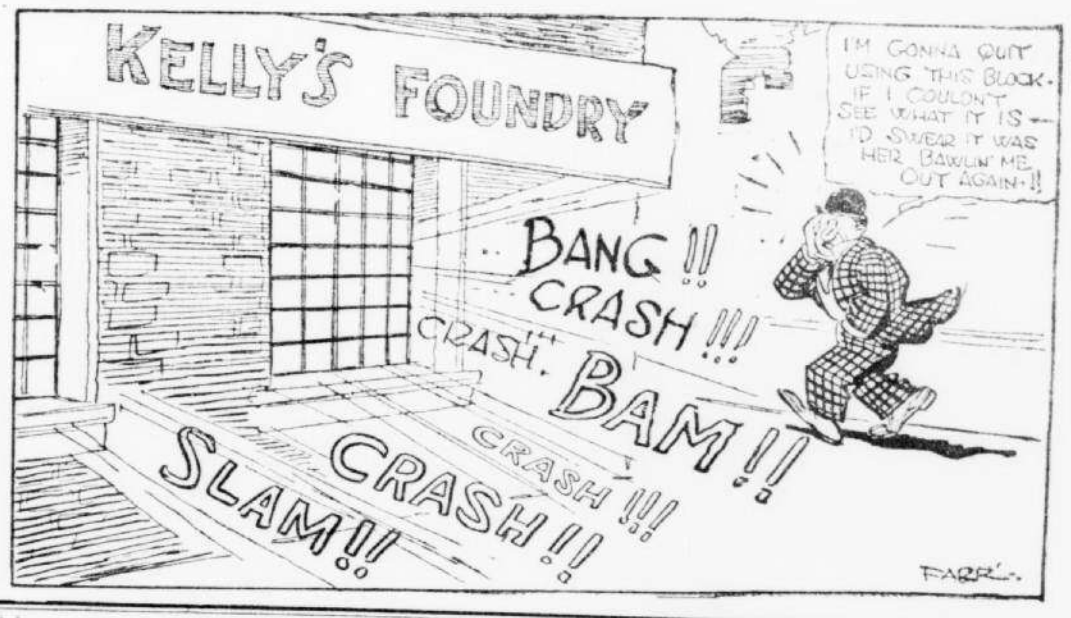

CHARTER.

CHARTER OF THE PEERLESS CIGAR BOX COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this 9th day of the month of November, in the year of our Lord, one thousand, nine hundred and twenty. 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 No. 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 Peerless Cigar Box 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, or mixed, corporeal and incorporeal; to issue bonds, and, if desired, to secure 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; 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.—The 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, or, in his absence, upon the Vice President of the corporation.

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, manufacture, deal in and handle, cigar boxes of wood, cardboard, tin and glass, or any other kind of material; to buy, sell, manufacture, deal in and handle, cartonnes, cases, containers, crates and cans of all sorts, materials and descriptions. To own and operate a printing plant in connection with the business, and to print labels, and such other printed matter as may be necessary in the business; to operate a saw and planing mill in connection with the business, and to design, copyright, print and own, labels for cigar boxes and other containers; to deal in and handle cigar manufacturers' supplies, accessories and utensils, and any and all articles in connection with the cigar, cigarette and tobacco manufacturing business and, generally, to engage in any and all business incident to the objects and purposes above described. To engage in foreign as well as domestic commerce, and to carry on any of the business aforesaid in the United States and its territories and dependencies, and in foreign countries.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of twenty-five thousand dollars ($25,000.00) represented by two hundred and fifty (250) shares, of the par value of one hundred dollars ($100.00) each. Said stock shall be paid for in cash or its equivalent, as provided by law, and in such manner and at such time, 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 $12,500.00 of its capital stock shall have been subscribed for, and $6,250.00 of its capital stock actually paid in, either in cash or its equivalent, as provided by law.

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 corporation shall be signed by the President or Vice President, and 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 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, 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 to purchase said 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 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 four stockholders, three of whom shall constitute a quorum for the transaction of business. The Directors of this corporation may vote in person or by 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 corporation shall be composed of the following: Bernhardt Fried, Jules Dupuy, Jr., Julius Oppenheim, Paul E. Chasez; with Bernhardt Friedman as President, Jules Dupuy as Vice President, and Julius Oppenheim as Secretary-Treasurer, and they shall serve until the third Wednesday in January, 1922, or until their successors are duly elected and qualified. The Directors shall be elected annually, at a meeting held on the third Wednesday in January of each year thereafter, notice of such meeting being given according to law, and the Board of Directors may change the date of said annual meeting, by giving notice to that effect, sent at least fifteen days before date to which the meeting has been changed, addressed to each of the stockholders at his last known place of residence. Each stockholder shall at such annual meeting or other meeting, general or special, be entitled, in person or by proxy, to one vote for every share of stock owned. The elections shall be held under such rules and regulations as may be from time to time determined by the Board of Directors. The Directors, when elected, shall hold office for one year until their successors have been elected and qualified, and failure to hold the annual meeting of stockholders to elect annually the Directors shall not operate to the forfeiture of this charter or any of the 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 stock present at any meeting, general or special, held for that purpose, and such amendment may be material or immaterial, subject only to the limitations as may be by law provided; and this corporation shall have power to issue its capital stock, as hereinbefore set out, and to decrease its capital stock provided by law; and any increase of capital stock in excess of the amount named herein as the amount to which the capital stock may be increased, may be made by a three-fourths vote of all outstanding stock.

ARTICLE IX.—Notice of any and all meetings, except as otherwise provided in this charter, shall be given in the manner provided by law, giving notices in case of elections, unless the law, unless such notice shall have been waived. In case of the dissolution, liquidation or termination of this charter, 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 liquidators, and vest them with such authority as may be by law permitted, fix the terms and conditions upon which they shall serve, and their compensation, and provide that in case of the death, disability of any one of the 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 contracts, debts or faults of this corporation, 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 opposite their names the number of shares subscribed to by each of them, their postoffice address, so that this charter may serve as a subscription list of the corporation, all of which subscriptions are payable in the manner and form herein.

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 Wm. Mason Smith, Jr., and Walter Revertiga, competent witnesses, who have hereunto signed their names, together with the said appearers, after due reading of the whole.

(Names of subscribers omitted.)

Witnesses: Wm. Mason Smith, Jr., Walter Revertiga.

HERMAN L. BARNETT, Notary Public.

Recorded in M. O. B. 1242, Folio 766, Nov. 10th, New Orleans, La.

A true copy.

HERMAN L. BARNETT, Notary Public.

Nov. 30. Dec. 30.

CHARTER OF AITKEN REALTY COMPANY, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, That on this day, the tenth day of the month of November, 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, Business Man, a Notary Public in and for the City of Orleans, State of Louisiana, duly commissioned, sworn and qualified, 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 age of majority, who declared, availing themselves of the laws of the State of Louisiana, relative to the organization of corporations, they have covenanted and agreed, do, by these presents, covenant and agree to form, and constitute themselves, as well as such persons as may hereafter become associated with them, a corporation and body politic in law, for such objects and purposes as are set forth in such articles, agreements and stipulations which are hereinafter stated, viz:

ARTICLE I.—The name, style and title of this corporation shall be "Aitken Realty Company, Incorporated," and, under that name it shall have and enjoy all the privileges and advantages granted to corporations, and shall exist for a term and period of ninety-nine years from the date hereof. It shall have power to contract, sue and be sued; to have and use a corporate seal, and the same to alter or break at pleasure; to hold, receive, purchase, sell and convey, lease, mortgage and hypothecate and dispose of property, both real and personal, corporeal and incorporeal; to name and appoint such managers, directors, officers, agents and other employees as may be necessary, and to make and establish, as well as alter and amend, from time to time, such by-laws, rules and regulations as may be necessary and expedient for the proper management and government of the affairs of the said corporation.

ARTICLE II.—The domicile of this corporation is hereby fixed in the City of New Orleans, State of Louisiana, and all citations or other legal process shall be served upon the President of the said corporation, in his absence upon the Vice President, and in the absence of both on the Secretary.

ARTICLE III.—The articles, objects and purposes of this corporation, and the nature of the business to be carried on by it, are hereby declared to be:

To buy, sell, receive, hold, rent, hypothecate, lease, sub-lease, mortgage or otherwise encumber, alienate, as well as to deal in and develop, subdivide real estate of all kinds or description; with the right to do any and all things incidental or necessary or connected with, or in any manner incidental or complementary to the objects and purposes herein set forth and expressed.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of twenty-five thousand dollars ($25,000.00), to be paid into, and represented by two hundred and fifty (250) shares of one hundred ($100.00) each, payable in cash or its equivalent.

The capital stock of this corporation may be increased to the sum of one hundred thousand dollars ($100,000.00), divided into shares of $100 each.

No stockholder of this corporation shall dispose of any stock in the corporation without first offering to the other stockholders of record, in writing, his said stock at the book value thereof; the said offer to remain open for a period of thirty days; and the other stockholders to divide the stock so offered on a basis commensurate with the stock owned by them, at the time of said offer.

All transfers of shares of the capital stock of this corporation shall be made and entered on the stock book of the corporation, and no transfers shall be in any manner binding on this corporation unless so entered.

ARTICLE V.—All the corporate powers of this corporation shall be vested in, and exercised by, a Board of Directors, consisting of not less than three stockholders, and not more than five stockholders, a majority of whom shall constitute a quorum for the transaction of business.

After their election, the members of the said Board of Directors shall elect from their own number, annually, a President, a Vice President and a Secretary.

The first Board of Directors shall consist of three (3) stockholders and shall be composed of James H. Aitken, Robert Edward Aitken and William Aitken; with the said James H. Aitken as President, Robert Edward Aitken as Vice President and William Aitken as Secretary. The post office addresses of the said Directors are as follows: James H. Aitken, 515 Carondelet Street, New Orleans; Robert Edward Aitken, 515 Carondelet Street, New Orleans, and William Aitken, 515 Carondelet Street, New Orleans.

These Directors and officers shall serve until the third Tuesday in January, 1922, or until their successors shall have been duly elected and qualified.

The annual meeting of stockholders for the election of directors shall be held on the third Tuesday in January, each year, unless said day be a legal holiday, and then on the next bank day thereafter.

The election of directors shall be held in the office of the corporation, under the supervision of two commissioners appointed by the Board of Directors. Fifteen days' notice of such election shall have been given previously to each stockholder by the secretary, by letter deposited in the post office properly addressed to each stockholder, as prescribed by law.

All elections shall be by ballot. A majority of the votes cast shall elect, and one vote shall be allowed for each share represented by the holder in person or by proxy.

Any vacancy occurring in said Board from any cause shall be filled for the unexpired term by the remaining directors.

ARTICLE VI.—In the event of the liquidation or dissolution of this corporation, the stockholders shall elect two liquidators from among their number, at a meeting convened for that purpose, after ten days' written notice to each stockholder by mail, to his or her last known address; said liquidators shall have the authority to wind up the business and affairs of this corporation.

In case of death of either of said liquidators, the survivor shall appoint a stockholder as successor to him.

ARTICLE VII.—This act of incorporation may be modified, changed or altered, or said corporation may be dissolved, with the assent of stockholders owning two-thirds of the entire capital stock, at a general meeting of the stockholders convened for such purpose, after ten days' written notice shall have been given to each stockholder mailed to him, at his or her last known address.

ARTICLE VIII.—No subscriber for stock shall ever be held liable for the contracts, faults or debts of said corporation in any further sum than the unpaid balance, if any, due the corporation on the stock to which he has subscribed; nor shall any stockholder ever be held liable for such contracts, faults or debts in any further sum than the unpaid balance, if any, on the stock owned by him; nor shall any mere informality in organization have the effect of rendering this charter null, or rendering any subscriber liable beyond the unpaid amount, if any, remaining due on his stock.

ARTICLE IX.—This corporation is organized under the laws of the State of Louisiana, and especially Act No. 267 of 1914, and all amendments thereto, and the subscribers hereto, for themselves and for the said corporation, and for its officers, directors and stockholders hereby accept as part of this charter, and as conditions of this incorporation, all the rights, powers, privileges and immunities granted to corporations, and granted to, and conferred upon officers, directors and stockholders of corporations by said laws and by said act, etc.; such acceptance being as full, complete and binding as if said rights, powers, privileges and immunities were set forth at full length in this instrument.

ARTICLE X.—The subscription to the capital stock of this corporation has been paid for by the transfer to the corporation of the real property described in the attached inventory which has been paraphed "Ne Varietur" by the undersigned Notary for identification herewith, and as will appear by reference to the act of sale, conveying and transferring said real property to the corporation passed before me, Notary, this day.

Each subscriber hereto sets after his name, his post office address and a statement of the number of shares of the capital stock which he subscribes.

Thus done and passed, in my office, in the city of New Orleans, aforesaid, the day, month and year herein first above written, in the presence of Emma Cornay and John Young, witnesses of lawful age residing in this city, who hereunto sign their names together with the said appearers and me, Notary, after due reading of the whole.

(ORIGINAL SIGNED):

James H. Aitken, 515 Carondelet St., 218 shares; Robt. E. Aitken, 515 Carondelet St., 8 shares; Mrs. Emma Purcell Aitken Kimble, 5903 Prytania St., 8 shares; Mrs. Bell Morris Aitken Reno, 5903 Prytania St., 8 shares; Wm. Aitken, 515 Carondelet, 8 shares.

Witnesses: Emma Cornay, John Young.

BUS. ROUEN, 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 Aitken Realty Co., Inc., was this day duly recorded in my office in Book 1242, folio 781. New Orleans, November 10th, 1920.

(SIGNED) EMILE J. LEONARD,
(SEAL) Dy. Rec.

I, Bussiere Rouen, a Notary Public for the Parish of Orleans, in the State of Louisiana, do hereby certify the above and foregoing to be a true copy of the original Act of Incorporation of the Aitken Realty Company, Incorporated, and of the certificate of recordation thereof by the Recorder of Mortgages for the Parish of Orleans; the whole extant in my Current Notarial Register;

In faith whereof, I grant these presents under my signature and Impress of my Seal of Office.

New Orleans, La., November the 18th, A. D. 1920.

BUS. ROUEN, Notary Public.

Nov. 25-Dec. 30.

CHARTER OF PAN-AMERICAN CIGAR CO. INC.

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

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

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

The manufacture and sale of cigars, and such other business as may be incidental thereto or connected therewith.

ARTICLE III.—The capital stock of this corporation is hereby fixed at the sum of thirty thousand dollars ($30,000.00) dollars, to be represented by three hundred (300) shares of the par value of one hundred ($100.00) dollars each, payable at such time and under such conditions as the Board of Directors may determine. This corporation shall be a going concern and authorized to do business, as soon as fifty (50) per cent of its authorized capital shall be subscribed for, and at least fifty (50) per cent of all stock so subscribed for, shall be paid for. Stock of this company shall only be issued for cash, or for services rendered, merchandise, property or other valuable considerations, enuring to this corporation, according to the exclusive judgment and findings of the Board of Directors thereof.

ARTICLE IV.—In the event any holder or owner of stock, as well as his widow, estate or heirs, desires to sell or dispose of the same, such holder or owner, as well as his widow, estate or heirs, must first tender such stock to the other stockholders, through the Board of Directors, for purchase for a period of thirty days, in writing, at the price of said stock on the books of the corporation, and during such period of thirty days, the said stockholders shall have the exclusive right to accept or reject the purchase of said stock, as they may elect; and in the event said stockholders, through said Board shall fail to make said purchase within the said period at the price offered, under the conditions aforesaid, then and in that event, the stockholder or stockholders desiring to dispose of his stock, may sell the same to such other person or persons as he may see fit.

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

ARTICLE VI.—All the corporate powers of this corporation shall be vested in and exercised by a Board of Directors, three in number, all of whom shall be stockholders, to be elected on the first Monday of January of each year, commencing with the first Monday of January, 1922, with the understanding that the first Board of Directors selected by the stockholders, and named in this charter, as well as the first set of officers, as herein after named, shall hold office until the first Monday of January, 1922, or until their successors have been elected and have qualified.

After the election of said Board of Directors, by the holders of stock, as herein provided, there shall be elected by said directors from their own number, the officers of the corporation, which are as follows: First, a President; second, a Vice-President; third, a Secretary; fourth, a Treasurer, with the right to combine the last two offices in one person.

The first Board of Directors, and the officers of this corporation shall be the following, and which said Board of Directors and officers shall serve until the election to be held on the first Monday of January, 1922, or until their successors are elected, chosen and qualified. The addresses of said directors and officers are set opposite their respective names: Herman Leiser, President, 300 Decatur St., New Orleans, La.; Robert Fredrick, Secretary-Treasurer, 300 Decatur St., New Orleans, La.; Jake Kahn, Vice-President, 300 Decatur St., New Orleans, La.

ARTICLE VII.—The annual meeting of the stockholders of this corporation for the election of directors shall be held on the first Monday of January of each year, commencing with the first Monday of January, 1922. The election for said directors shall be by ballot and the majority in amount of stock, voting, whether in person or by proxy, shall elect the person for whom they are cast; each share of stock voted upon, to be counted but for one vote. Said stock shall not be entitled to cumulative voting.

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

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

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

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

ARTICLE X.—The names and post office addresses of the subscribers to these articles of incorporation and the number of shares of stock subscribed for by each, are as follows: Herman Leiser, 300 Decatur St., New Orleans, La., 125 shares; Robert Frederick, 300 Decatur St., New Orleans, La., 125 shares; Jake Kahn, 300 Decatur St., New Orleans, La., 50 shares.

ARTICLE XI.—All stockholders' meetings, for the election of Directors, as above stated, shall be held after fifteen days written notice mailed to each stockholder. Other stockholders' meetings may be held when ordered by the Board of Directors, or when requested by at least twenty-five (25) per cent of the outstanding stock. Notice of all stockholders' meetings, other than adjourned meetings, shall be in the manner prescribed for stockholders' meetings for the election of directors, unless such notice is waived by unanimous consent.

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

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

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

(ORIGINAL SIGNED):

Herman Leiser, 125 shares, $12,500; Jake Kahn, per Herman Leiser, 50 shares, $5,000; Robert Fredrick, 125 shares $12,500.

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

EDGAR M. CAHN, Notary Public.

I, the undersigned, Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing Act of Incorporation of the PanAmerican Cigar Co., Inc., was this day recorded in my office in Book, 1246, folio —. New Orleans, La., November, 1920.

(SIGNED) EMILE J. LEONARD, Dy. R.

A true copy of the original on file in my office, together with the certificate of the Recorder of Mortgages thereon.

(SEAL) EDGAR M. CAHN, Notary Public.

Nov. 25-Dec. 30.

CHARTER OF THE A. S. ENGLAND & CO., INC.

United States of America, State of Louisiana, Parish of Orleans. Be it known, That on this 22nd day of November, one thousand, nine hundred and twenty (1920); before me, Watts K. Leverich, a notary public, duly commissioned and qualified, in and for the Parish of Orleans, State of Louisiana, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the parties whose names are hereunto subscribed, who severally declared that, availing themselves of the provisions of the laws of Louisiana relative to the organization of corporations, they have contracted and agreed, and do by these presents contract and agree and bind and obligate themselves, as well as all such persons as may become associated with them, to form themselves into and constitute a corporation and body politic in law for the objects and purposes and under the conditions and stipulations of the articles following, to-wit:

ARTICLE I.—The name and style of said corporation shall be A. S. England & Co., Inc., and under its said corporate name, it shall have power and authority and enjoy succession for the full term and period of ninety-nine years from and after the date hereof; to contract, sue and be sued; to accept and receive, as well as give and grant, mortgages, pledges or other hypothecations; to make and use a corporate seal and the same to break and alter at pleasure; to purchase, receive, lease, hold or otherwise acquire and convey, as well as mortgage and hypothecate under its corporate name, property both real and personal and mixed; 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 proper management of the affairs of said corporation as may be necessary and proper.

ARTICLE II.—The domicile of said corporation shall be in New Orleans, Parish of Orleans, State of Louisiana, and all citations or other legal process shall be served upon the President of said corporation, or in case of his absence, upon the Vice-President, or in the absence of both of these officers, upon the Secretary of the corporation.

ARTICLE III.—The objects and purposes of this corporation and the nature of the business to be carried on by it are and hereby are declared to be: to purchase or otherwise acquire, and to sell or otherwise alienate and dispose of, and to mortgage, pledge and hypothecate, agricultural products of all kinds, and any and all merchandise; to do a general commission, factorage, mercantile, warehouse and manufacturing business in connection with any of the staple crops of the United States, including the advancing of money and supplies to planters, farmers and merchants, and a general mercantile business, and to those ends, to purchase, use, lease, cultivate, sell, mortgage, pledge, or otherwise dispose of, real or personal property, plantations, or city or town property, and generally to do all acts and enter into all contracts or obligations that may be necessary, convenient, or appropriate for the accomplishment of said purposes or any of them or germane thereto; and to do all and everything incidental to the general purposes hereinabove stated and declared; and this corporation is specially authorized to purchase the assets and good will of the firm of A. S. England & Co., and to succeed to and carry on in all its branches the business now carried on by that firm.

ARTICLE IV.—The capital stock of said corporation is hereby fixed at three hundred thousand ($300,000.00) dollars, divided into or represented by three thousand (3000) shares of the par value of one hundred ($100.00) dollars each. The whole of said stock, or any part thereof, may be issued or delivered to any person, firm or corporation for the acquirement of the rights, privileges, franchises, property, servitudes, or any part thereof, owned and controlled by such persons or corporation; also in payment, settlement and adjustment of the costs, fees, charges, expenses and commissions incurred for services rendered in the formation and organization of this corporation and in acquiring and bringing about the purchase of the property, rights and franchises aforesaid; also for cash or in installments of such amounts as the Board of Directors may determine; also for merchandise received for services actually rendered to this company. The Board of Directors hereinafter created is specially authorized to dispose of the stock, or any part thereof, for any and all of the purposes above stated as in its judgment may seem fair and proper. Before any stockholder can sell the whole or any part of his stock, same must be offered for ten days to the other stockholders, at its book value as shown by the books of the company. In case some of the shareholders are unwilling to purchase at this price the remaining shareholder or holders shall have the right to purchase their proportion.

ARTICLE V.—All the powers of this corporation shall be vested in and exercised by a Board of four directors, each of whom shall hold in his own name on the books of the company at least one unpledged share of stock. The Board shall elect from their number a President, a Vice-President, a Secretary and a Treasurer, and such other officers as they may think proper or convenient for the carrying on of the company's business, and shall have power to unite two or more offices and the same to confer upon one person, or to dispense with any office in their discretion, and to fix the salaries of all officers, agents and employees. The Board of Directors shall be elected annually on the second Monday of November, of each year, the first election to be held in the year 1921. All such elections shall be by ballot, at the office of the corporation. Notice of annual meetings, as well as special meetings of stockholders, shall be given by written notice mailed at least fifteen days in advance of the date of such meeting to each stockholder appearing as such on the books of the company, at his last designated address. Each shareholder shall be entitled to one vote for each share of stock standing in his name on the books of the company, said vote to be cast in person or by proxy, and a majority of the votes cast shall elect. The Board of Directors shall have power to fill all vacancies which may occur or in any manner arise or be created by the Board of Directors, even though no quorum remain at the time such vacancy or 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. The Board of Directors shall have power to make and establish, as well as alter and amend, all by-laws, rules and regulations necessary and proper for the support and management of the affairs and business of the corporation and not inconsistent with its charter. The Board shall have power, without referring to the stockholders, to borrow money, execute mortgages, issue notes, pledges, bonds or other obligations, in such amounts and on such terms as in their judgment may be advantageous, and generally, to do all things reasonably necessary for the proper carrying on of the business of the corporation, and they are specially authorized to deliver full-paid shares of stock and bonds or other obligations of the company in payment of property acquired by said corporation at such fair valuation as in their judgment may be proper. A majority of the directors shall constitute a quorum for the transaction of business. The Board of Directors shall have the power, by a vote of not less than three-fourths of all directors, to sell all or any part of the property, movable and immovable, belonging to the corporation, or to receive in exchange therefor money or stocks or bonds or other obligations of another individual, firm or corporation, of any character, without referring to the shareholders for power to do so. At any meeting of the Board of Directors, any director absent from the meeting may be represented by any other director who may cast the vote of said absent director according to the general or special written instructions of said absent director. Until the annual meeting of 1921, the Board of Directors shall consist of: Albert S. England, 3206 St. Charles Avenue, New Orleans; Thomas P. England, 3206 St. Charles Avenue, New Orleans; George M. Slaght, Cotton Plant, P. O., Mississippi; Hugh E. Brister, 2031 Short Street, New Orleans.

Of the foregoing, Albert S. England shall be President, George M. Slaght, Vice-President, and Hugh E. Brister, Secretary-Treasurer.

ARTICLE VI.—This act of incorporation may be modified, changed or altered, or this corporation may be dissolved, in the manner provided by law, by a vote of two-thirds of the entire outstanding capital stock, present or represented, at a general meeting of the stockholders convened for such purpose, after previous notice has been given in the manner above provided to be given of the annual meeting of the corporation. The capital stock of the corporation may be increased or decreased by proceedings in accordance with the laws of the State of Louisiana.

ARTICLE VII.—If this corporation shall be dissolved, either by limitation or for any other cause, its affairs shall be liquidated by three commissioners to be appointed at a meeting of stockholders convened for the purpose of liquidation and to be elected by a vote of all the stockholders. Said liquidators shall remain in office until the affairs of said corporation shall have been fully settled and liquidated, and they shall have full power and authority to transfer and give title to all property and assets of the corporation and to distribute the proceeds; also, to settle, by compromise or otherwise, all claims for or against the company. In case of death, disability or resignation of one or more liquidators, the vacancy shall be filled by the survivor or survivors.

ARTICLE VIII.—No stockholder shall ever be held liable or responsible for the contracts or faults of said corporation in any further sum than the unpaid balance due on the shares of stock owned by him, 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 amount due on his stock.

ARTICLE IX.—There is annexed hereto an accurate, detailed and itemized description of certain property, being the real estate known as No. 311 Baronne Street, New Orleans, which is to be conveyed to this corporation in payment of certain subscriptions for a total of thirty-two thousand ($32,000.00) dollars par value of stock, said description showing the amount, location, extent, character and state of improvement of said real estate, together with a statement of its value as appraised by the Board of Directors of this corporation; and in order that this charter may serve as the original subscription list, the subscribers hereto have indicated opposite their respective signatures the number of shares of stock subscribed for by each of them.

Thus done and passed at my office in the City of New Orleans, on the day, month and year first above written, in the presence of N. Dillon and S. Hoffman, competent witnesses, who have hereunto subscribed their names together with me, Notary, and said appearers, after due reading of the whole.

Witnesses: N. Dillon, S. Hoffman.

WATTS K. LEVERICH, 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 A. S. England & Co., Inc., was this day duly recorded in my office in Book 1246, folio —.

New Orleans, La., November 23rd, 1920.

A true copy.

WATTS K. LEVERICH, Notary Public.

Nov. 25-Dec. 30.

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Thedford's Black-Draught Highly Recommended by a Tennessee Grocer for Troubles Resulting from Torpid Liver.

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