CHARTER.

AMENDMENT TO CHARTER OF DREYFUS INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this 15th day of October in the year of nineteen hundred and twenty-one, before me, Edward S. Spiro, a notary public duly commissioned and qualified, personally came and appeared, E. J. Dreyfus, president, and H. C. Dreyfus, secretary and treasurer, of the Dreyfus, Incorporated, a corporation organized by Act before C. Ellis Ott, a notary public, in and for the Parish of Washington, State of Louisiana, on the 14th day of September, 1909, and recorded in the Mortgage Book for the Parish of Washington, Book No. 7, Folio, pages 1, 2 and 3, on September 15, 1909, and that said appearers declare that at a special meeting of the stockholders of Dreyfus Incorporated, held on the 14th of October, 1921, at which all of the stockholders of the said corporation were present or represented by written proxy, a certified copy of the minutes of the said meeting being hereto annexed, the following articles of said original charter were amended as hereinafter set forth.

ARTICLE I—The name and title of this corporation shall be "Dreyfus Company, Incorporated" and its domicile is hereby established in New Orleans, Louisiana, and under said name and title it shall have all the powers conferred upon corporations.

This corporation, unless sooner dissolved in accordance with the law, shall exist and continue for a period of ninety-nine years from and after the date hereof.

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

ARTICLE III—The capital stock of said corporation shall be twenty thousand dollars ($20,000.00) and the capital stock may be increased to one hundred thousand dollars ($100,000.00) divided into and represented by two hundred (200) shares of the par value of one hundred dollars ($100) per share, and said stock shall be paid for in cash at the time of the subscription, or the same may be issued, at not less than par in payment or exchange for property or rights actually received or purchased by said corporation, or the same may be issued, full paid for money advanced, consideration of services as the Board of Directors of the said corporation may determine; provided, that no stock shall be issued until the consideration therefor has been received by the said corporation.

A stockholder may sell transfer or assign his stock to this corporation, provided thirty days (30) prior notice of such intention to sell, transfer or assign the same be given the company, and the other stockholders thereof shall have the first privilege of purchasing same, after which thirty days the said stock may be sold in open market.

The stock of said corporation may be transferred under the above conditions; provided such transfer thereof be made on the Board of the Corporation at its office in New Orleans, Louisiana, and on surrender of the certificate therefor the transfer of any fractional part of a share may be made.

This corporation shall commence doing business and shall be a going concern as soon as fifteen thousand dollars ($15,000) of the capital stock shall have been subscribed for. The Board of Directors shall have the power to determine how much stock shall be issued.

Said appearers further declare that they were duly authorized by the stockholders as per copy of resolution hereto attached to certify the said proceedings, and were authorised and directed to make an authentic Notarial Act to the amendment of the original charter of Dreyfus, Incorporated, to file, record and publish the same according to law. Said appearers accordingly appear before me, notary, and do hereby declare that said charter has been amended as above set forth, and that they do hereby make this authentic Notarial Act of said amendment to their original charter, and do hereby request and authorize me to record and publish same according to law.

Thus done and passed in my office in the city of New Orleans on the day, month and year herein first above written, in the presence of Nathan H. Feitel and Louis H. Sperling, competent witnesses who hereto sign their names with the said appearers and me, notary, after reading of the whole.

(ORIGINAL SIGNED):

E. J. Dreyfus, H. C. Dreyfus, Nathan H. Feitel, Louis H. Sperling.

EDWARD S. SPIRO, 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 amendment of the Dreyfus Co., Inc., was this day recorded in my office in Book 1263, Folio 297.

(Signed) ROBT. SCOTT, Dep. Rec.

A TRUE COPY:
EDWARD S. SPIRO, Notary Public.

October 27—December 1.

CHARTER OF CREOLE ENTERPRISES, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this 24th day of October in the year One thousand nine hundred and twenty-one, before me, Charles Rosen, a notary public in and for the Parish of Orleans, State of Louisiana, duly commissioned and qualified therein residing; and in the presence of the witnesses hereinafter named and undersigned; personally came and appeared the persons hereinafter subscribed, all of the age of majority, who declared that desiring to avail themselves of the laws of this state in such cases made and provided, they do hereby constitute themselves, their associates and successors, a corporation under the articles and stipulations following; which they hereby adopt as their charter, to-wit:

ARTICLE I.—The name and title of this corporation shall be Creole Enterprises, Incorporated, and by its corporate name the said corporation shall have and enjoy all rights, powers, and privileges granted by law to corporations, including the power to have and enjoy succession for the full term and period of ninety-nine years from the date hereof; to contract, to sue and be sued; to make and use a corporate seal, the same to break or alter at pleasure; to hold, receive purchase, lease, sell and convey, as well as mortgage, hypothecate and pledge under its corporate name, any property, real, personal, or mixed; to name and appoint such managers, officers, agents and employes as the interest and convenience of said corporation may require; to make and establish such by-laws, rules for the management and regulation of the affairs of said corporation as may be deemed necessary or proper, and the same to alter or change at pleasure; and generally to do all things that may be necessary or appropriate to the conduct of its business.

ARTICLE II.—The domicile of the said corporation shall be at New Orleans, State of Louisiana, Parish of Orleans, and all citation and other legal process shall be served on its president, and in case of his absence or disability, on the Secretary, and service of process may also generally be made in the manner provided by law.

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

The buying, renting, and otherwise acquiring; and the selling, leasing, and otherwise handling and dealing in, motion picture films and accessories; the buying, renting or otherwise acquiring and owning and operating motion picture and other theatres and places of amusement; motion picture supplies of every character and description, the acquiring of rights, franchises in and to motion picture films and other property, and the acquiring of patents, trademarks and other rights and privileges in connection with its said business, and generally to do any and everything necessary to, and connected with or incidental to the carrying out of the aforesaid objects and purposes.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of Ten Thousand Dollars ($10,000.00) divided into two hundred (200) shares of the par value of Fifty ($50.00) dollars each, which stock may be issued either for cash, for property acquired by this corporation, or for services rendered to the corporation; and the Board of Directors of this corporation is hereby vested with full power and authority to pass upon the value of said property acquired by, and services rendered to this corporation.

This corporation shall be a going business when fifty (50%) of the capital stock shall have been subscribed. One-half of said subscribed capital stock shall be paid for in cash at the organization of this corporation, and the other half within twelve (12) months thereafter, as provided by law.

The capital stock may be increased to One Hundred Thousand ($100,000.00) Dollars.

ARTICLE V.—The business and affairs of this corporation shall be managed by a Board of Directors, consisting of not less than three nor more than five stockholders. Should the stockholders elect less than five, the Board of Directors may at any time elect additional directors up to that number. All vacancies in the Board of Directors from whatever cause arising, may be filled by the remaining directors, and the directors may select any other director or stockholder to act as his proxy to represent him and vote and act in his behalf at any meeting of the Board of Directors.

The officers of the corporation shall be a President, a Vice-President, a Treasurer and a Secretary, who shall be elected by the Board of Directors as soon as practicable after their own election. The office of Secretary and Treasurer may at any time be combined into one office known as Secretary-Treasurer.

The first annual meeting shall be held on the First Monday in November, 1922, until which time the Board of Directors named in this Charter shall hold office and until their successors are elected and qualified.

The following shall constitute the first Board of Directors: Ernest V. Richards, 1401 Tulane Avenue, New Orleans, La.; W. H. Gueringer, 1401 Tulane Avenue, New Orleans, La.; L. M. Ash, 1401 Tulane Avenue, New Orleans, La.; Gaston J. Dureau, Jr., 1401 Tulane Avenue, New Orleans, La.; with said E. V. Richards as President, W. H. Gueringer as Vice-President, L. M. Ash, Treasurer, and Gaston J. Dureau, Jr., as Secretary.

Failure to hold the annual meeting shall not invalidate this charter, nor impair the same in any respect, but the directors shall continue to hold office until their successors are elected and qualified.

The Board of Directors may adopt, alter, amend, or repeal such by-laws as said Board may from time to time determine, not inconsistent with law, or with this Charter. The Board of Directors may at any time name and appoint such officers, agents and employes as the Board may deem proper, and may prescribe the duties of all officers; and fix their compensation.

ARTICLE VI.—The act of incorporation may be amended, modified or altered, or said corporation may be dissolved with the consent of the stockholders holding two-thirds of the capital stock of the corporation, at a general meeting of the stockholders held for such purpose, after fifteen days previous notice of such meeting shall have been mailed to such stockholders at their last known postoffice address, which notice may be waived by unanimous consent.

ARTICLE VII.—No stockholder shall be held liable for any of the obligations, contracts, faults, or debts of this corporation, nor shall any informality in the mode of incorporation have the effect of rendering this charter null or of exposing any stockholder to any liability, beyond the unpaid balance due on the shares of stock owned by him.

ARTICLE VIII.—When this corporation is dissolved, or if for any reason its affairs shall be liquidated, its affairs shall be liquidated by one or more liquidators who shall be elected from among the stockholders at a general meeting of the stockholders convened for such purpose. Said liquidator or liquidators shall remain in office until the affairs of the corporation shall have been fully wound up and he, or they, shall receive such compensation and have such powers and duties as the stockholders may provide. In case of the death or resignation or inability to act, of any of the said liquidators, the stockholders shall fill such vacancies.

ARTICLE IX.—The namesand postoffice addresses of the subscribers and the statement of the number of shares of stock each agrees to take in this corporation, is as follows:

E. W. Richards, 1401 Tulane Avenue, New Orleans, La., 25 shares; W. H. Gueringer, 1401 Tulane Avenue, New Orleans, La., 25 shares; L. M. Ash, 1401 Tulane Avenue, New Orleans, La., 30 shares; Gaston J. Dureau, Jr., 1401 Tulane Avenue, New Orleans, La., 20 shares.

Thus done and passed at my office in the City of New Orleans, Louisiana, on the day and date first above written, in the presence of Scott E. Beer and E. M. Clarke, competent witnesses, residing in this city, who have signed the act with said appearers, and with me, Notary, after due reading of the whole.

Signed: E. V. Richards, W. H. Gueringer, L. M. Ash, G. J. Dureau, Jr.

Witnesses: Scott E. Beer, E. M. Clarke.

CHARLES ROSEN, 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 Creole Enterprises, Inc., was this day duly recorded in my office, in Book 1263, folio .... New Orleans, October 24th, 1921.

(Signed) ROBERT SCOTT, Deputy Recorder.

A true copy.
(Seal) CHARLES ROSEN, Notary Public.

Oct. 27, Dec. 1.

CHARTER OF E. S. STAHEL & COMPANY, INC.

United States of America, State of Louisiana, City of New Orleans. Be it known, that on this twenty-eighth day of the month of October in the year one thousand nine hundred and twenty-one, before me, Felix J. Dreyfous, a notary public duly commissioned and sworn in for the parish of Orleans and City of New Orleans, therein residing, personally appeared the persons whose names are hereunto subscribed, who declared that, availing themselves of the provisions of the laws of this state, relative to thhe organization of corporations, and more particularly Act No. 267 of the General Assembly of this State, approved July 9, 1914, they have covenanted and agreed, and do, by these presents, covenant and agree, bind, form and constitute themselves, as well as such persons who may hereafter join or become associated with them, into a corporation and body politic in law, for the objects and purposes and under the agreements and stipulations following, to-wit:

ARTICLE I.—The name and style of this corporation shall be E. S. Stahel & Co., Inc., and, under that name, it shall have and enjoy all the rights, advantages and privileges granted by law to corporations; it shall exist for the period of ninety-nine years from this day; it shall have power to contract, sue and be sued in its corporate name; to make and use a corporate seal, and the same to break or alter at pleasure; to hold, receive, purchase, convey, mortgage, hypothecate, or pledge property, both real and personal; to issue bonds, notes, and other obligations or negotiable instruments; to have and employ such managers, directors, officers, agents and other employees as the interest and convenience of said corporation may require or demand; to make and establish such by-laws, rules and regulations for the corporate management and control of the affairs of the corporation as may be deemed necessary and expedient.

ARTICLE II.—The domicile of said corporation shall be established in the City of New Orleans, in this State, and all citations and other legal process shall be served on the President, and, in his absence, on the vice-president.

ARTICLE III.—The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are hereby declared to be: to engage in the general exporting and importing business, particularly to receive on consignment and to consign cotton and other products and to execute all orders for the purchase or sale of cotton for present or future delivery, and generally to engage in, conduct and promote such other business or enterprise as may be germane, incidental to, or may grow out of, the concern contemplated by this act.

ARTICLE IV.—The capital stock of this corporation is fixed at the sum of Twenty-five thousand ($25,000.00) Dollars, divided into two hundred and fifty shares of the par value of one hundred dollars each. All shares of stock shall be full paid and non-assessable. No transfer of stock shall be binding upon the corporation unless made upon its books and all certificates of stock shall be signed by such officer as may be designated by the board of directors.

This corporation shall have the right to increase its capital stock to a further sum of one hundred thousand ($100,00.00) dollars, to be divided into shares of one hundred dollars each, provided said increase in the capital stock shall have been authorized by the stockholders at a meeting to be held pursuant to law.

ARTICLE V.—All the corporate powers of the corporation shall be vested in, and the management and control of its affairs shall be exercised by a board of directors composed of three stockholders, the membership of which may be increased to a number not exceeding seven, by the board of directors at any of its regular meetings. A majority of the directors shall constitute a quorum for the transaction of all business. The directors shall be elected annually by ballot on the first Tuesday in November in each year. Each stockholder shall be entitled, in person or by proxy, to a vote for every share owned by him and all elections shall be held under such rules and regulations as may be determined by the board of directors, after fifteen days' notice by mail of such election shall have been sent to each stockholder at his last known address. The directors thus elected shall continue in office for one year, or until their successors shall have been duly elected and qualified. No failure to elect shall be regarded as a forfeiture of this charter. Any vacancy occurring on said board shall be filled by the remaining directors for the unexpired term; the said board shall likewise elect the additional members in case they should determine to increase the number of said board. Said board of directors shall at its first meeting after its election, nominate out of its number, a president, a vice-president and a secretary-treasurer. It may divide the functions of the last-mentioned officer and may elect a secretary who need not be either a director or stockholder. Said board shall have the right to appoint and dismiss such clerks, managers and other employees of the corporation, including the secretary who is not a stockholder, as conditions may justify or the business of the corporation may require. The tenure of office of all the employes of the corporation shall be during the pleasure of the board of directors. Any of the directors shall have the right to appoint, by written instrument, another directors or stockhohlder to act as his proxy and in his stead at any and all meetings of the board of directors.

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

ARTICLE VII.—This act of incorporation may be changed, modified or altered or this corporation may be dissolved, with the assent of the stockholders owning two-thirds of all the stock of the corporation at a general meeting convened for that purpose, and after at least ten days' written notice of this meeting has been given through mail addressed to each shareholder at his last known place of residence. In case of dissolution by the expiration of this charter or otherwise, the stockholders shall elect three liquidators from among their number, to liquidate and settle the business and affairs of the company. In case of death or disability of any one of said commissioners or liquidators, the survivors or the remaining liquidators shall appoint a successor to him. The said liquidators shall have full power to settle the company's affairs, collect outstanding debts, sell and convey property, pays its debts, and divide the remaining money and property among the stockholders. They shall also have power to meet and act under the by-laws of the corporation and under regulations to be made by a majority of said liquidators; to fix the price and prescribe the terms of sale of said property, and the manner in which the sale shall be made, and take notes and bonds secured by mortgage, and otherwise, for part of the purchase price for all or any part of said property, provided, however, that the rights herein conferred upon the liquidators may be modified, changed or denied by a majority of the shares of the capital stock of the corporation. The said liquidators shall have the authority to sue for and recover the debts and property in the name of the corporation and may be sued in the same name, and they shall be liable in solido to any creditor or stockholder for the monies and property of the corporation which shall come to their hands or possession as liquidators and for the proper application and distribution thereof.

ARTICLE VIII.—The entire capital stock of this corporation has been subscribed at the time of the signing of this charter as follows: John Ernest Stahel, whose address is Metairie Ridge, Jefferson Parish, La., 50 shares; Mrs. Kate Klumpp-Stahel, whose address is Metairie Ridge, Jefferson Parish, La., 150 shares; and Harry F. Stahel, whose address is Metairie Ridge, Jefferson Parish, La., 50 shares.

ARTICLE IX.—Until the election to be held in November, 1922, the following shall constitute the first board of directors, viz: John Ernest Stahel, president; Mrs. Kate Klumpp-Stahel, vice-president, and Harry F. Stahel, secretary-treasurer.

Thus done and passed in my office, on the day, month, and year first above written, in the presence of Frank B. Twomey and Joseph L. Weiss, competent witnesses, who have signed with the appearers and me, the notary, after reading the whole.

Original signed: Mrs. Kate Stahel, 150 shares; J. E. Stahel, 50 shares; Harry F. Stahel, 50 shares.

F. B. Twomey, J. L. Weiss.

FELIX J. DREYFOUS, Notary Public.

I, the undersigned, Recorder of Mortgages in and for the Parish of Orleans, do hereby certify that the above and foregoing act of incorporation of E. S. Stahel & Co., Inc., was this day duly recorded in my office in Book 1263, Folio ——.

(Signed) ROBT. SCOTT, Deputy Recorder.

A true copy from the original act:
FELIX J. DREYFOUS, 205 L. & L. & G. Building.

Nov. 3-Dec. 8.

CHARTER OF THOMAS-SCHWING-CARROLL, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on this twenty-sixth day of October, in the year of our Lord one thousand, nine hundred and twenty-one, before me, Azzo Joseph Plough, a notary public duly commissioned and qualified in and for the Parish and State aforesaid, therein residing and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared, the persons whose names are hereunto subscribed, who severally declared that, availing themselves of the provisions of the laws of the State of Louisiana in such cases made and provided, they have contracted, covenanted and agreed to bind, form and constitute themselves, and do hereby bind, form and constitute themeselves, as well as all such other persons as may hereafter join or become associated with them, into a corporation and body politic in law, for the objects and purposes and under the articles, agreements and stipulations following, to-wit:

ARTICLE I—The name and style of this corporation shall be Thomas-Schwing-Carroll, Inc., and under that name it shall have and enjoy all the rights, advantages and privileges granted by law to corporations, and shall exist for the full term and period of ninety-nine years from this day. It shall have power to contract, sue and be sued; to make and use a corporate seal, and the same to break and alter at pleasure; to hold, receive, lease, reclaim, purchase and convey, as well as mortgage, hypothecate and pledge property, real, personal and mixed, corporeal and incorporeal; to issue bonds, notes and other obligations or negotiable instruments; to name and appoint such managers, directors, officers, agents and other employees, as the interest and convenience of said corporation may require or demand; to make and establish such by-laws, rules and regulations for the management and control of its business and affairs as may be deemed necessary or expedient, and the same to change and alter at pleasure; and to do all acts and things necessary and proper to carry out the objects and purposes of said corporation.

ARTICLE II—The domicile of said corporation is hereby fixed in the City of New Orleans, State of Louisiana, but it may establish and maintain offices in any of the States of the United States, the Federal Districts and in foreign countries. All citation and other legal process shall be served on the president, and, in his absence, on the vice-president of said corporation. In the absence of the president and vice-president, then said process shall be served upon the secretary of said corporation.

ARTICLE III—The objects and purposes for which this corporation is organised and the nature of the business to be carried on by it, are hereby declared to be: To make, buy and sell and generally to deal in all kinds of automobile tires, inner-tubes, batteries, tools, spark plugs, lamps, coverings, parts, electrical supplies and equipment and generally to do and engage in any other business, undertakings or profession connected with, growing out of or incidental to the purposes hereinabove set forth.

ARTICLE IV—The capital stock of said corporation is hereby fixed at the sum of twenty-one thousand ($21,000.00) dollars, divided into two hundred and ten shares of the par value of one hundred ($100.00) each, which stock shall be paid for in cash at such times and in such amounts as may be determined upon by the board of directors, or may be issued at not less than par for property purchased by, or for services rendered to the corporation. All shares of stock shall be full paid and non-assessable. No transfer of stock shall be binding upon said corporation unless made upon the books of the corporation, and all certificates of stock shall be signed by such officers as may be designated by the board of directors.

No stockholder shall sell or in any manner dispose of his stock in said corporation, without having first given thirty days' written notice to the corporation, through its board of directors, of such intention to sell or dispose of the same, so that the other stockholders shall have the first privilege of purchasing the same at its book value, properly ascertained, after which thirty days' notice said stock may be sold or disposed of in any manner.

The said corporation shall at once become and be a going concern and shall immediately commence business.

The said capital stock may be increased from time to time to any amount not exceeding fifty thousand dollars,—such increases to be made as provided by law.

ARTICLE V—All the corporate powers of said corporation shall be vested in, and the management and control of its affairs shall be exercised by a board of directors, composed of not less than three, nor more than five stockholders. Each director shall own at least one share of stock and shall be elected annually, by the stockholders, by ballot, on the Thursday, following the first Monday in January of each year, the first election to be held in 1923.

Written notice of each election, delivered personally or by mail, shall be given to each stockholder, addressed to him at his last known place of residence, as shown on the books of the corporation, said notice to be given at least fifteen days before each election, and all elections shall be held under such rules and regulations as may be fixed by the board of directors; provided that each stockholder shall be entitled, in person or by written proxy, to one vote for every share of stock owned by him, and that a majority of such votes cast at each election shall elect the board.

The directors thus elected shall continue in office for one year, or until their successors shall have been duly elected and qualified. In case of any failure to hold an election as above provided, such failure shall not forfeit this charter, but an election shall be held as soon as may be practicable after notice as above provided.

Each board of directors, at its first meeting after each election, shall elect from its number, a president and a vice-president and shall also elect a secretary and a treasurer, who may be members of the board or not, as the directors see fit; and both of said offices may be held by one and the same person, as secretary and treasurer, as may be determined by the board Said board shall likewise elect the additional member or members in case they should determine to increase the number of the board of directors as above provided.

A majority of the directors shall constitute a quorum for the transaction of all business, and any vacancy occurring on said board shall be filled by the remaining directors for the unexpired term. The said board, or such officer or manager as it may designate, shall appoint such officers, managers, clerks and other employees of said corporation as may be necessary for its business and shall dismiss the same; and the tenure of office and employment of all officers, managers, clerks and employees shall be during the pleasure of said board.

The said board shall have the right and power to buy, sell, improve, contract, lease, borrow money, issue bonds and execute mortgages, and, in general, to exercise all the powers of the corporation, as well as to carry out its objects and purposes,—all without reference to or authorization by the stockholders.

From time to time said board may adopt rules, regulations, and by-laws for the management and control of the business and affairs of said corporation, and, in its discretion, may annul, change and modify the same.

ARTICLE VI—No subscriber hereto or stockholder of the corporation shall ever be held liable or responsible for the contracts, faults or debts of said corporation; nor shall any mere informality in the organization have the effect of rendering this charter null, or of exposing any subscriber or stockholder to any liability beyond the unpaid balance, if any, due on the shares subscribed for or owned by him.

ARTICLE VII—This act of incorporation may be changed, modified, or altered, or said corporation may be dissolved, with the assent of the holders of two-thirds of the stock of the corporation, whose owners are present and represented at a general meeting of the holders of stock, after at least thirty days' written notice of such meeting has been given as provided in Article V of this charter.

Any change proposed or made in reference to the capital stock or objects and purposes of this corporation shall be made in accordance with the laws of the State of Louisiana regulating or providing for such change.

Whenever the corporation may be dissolved, whether by limitation or otherwise, its affairs shall be liquidated by three liquidators, to be chosen by the stockholders at a general meeting of stockholders, convened for such purpose, of which meeting notice shall be given as above provided, and a majority in amount of the capital stock of said corporation, represented at such meeting shall be requisite to elect. In case of the death or disability of any of said liquidators, the survivors, or the remaining liquidators, shall appoint a successor to such liquidator. Said liquidators, are hereby given full power, either by court or law proceedings, or without such proceedings, as they shall elect, to collect all amounts due the corporation, sell or otherwise dispose of its assets, pay its debts and liabilities, and compromise and settle all disputed questions and matters; and shall have and exercise all other powers necessary and usual to fully and finally settle, wind up and liquidate all the business and affairs of the corporation, and distribute its net assets or funds among its stockholders in accordance with their respective rights.

ARTICLE VIII—The first board of directors of this corporation shall consist of George H. Thomas, 1226 First street, New Orleans, La.; Samuel P. Schwing, 528 Pine street, New Orleans, La.; J. Morris Carroll, 1219 First street, New Orleans, La.; which said board, with said George H. Thomas, as president, said J. Morris Carroll, as vice-president, and said Samuel P. Schwing, as secretary-treasurer, shall hold offce until the election to be held on the Thursday, following the first Monday in January, 1923, or until their successors shall have been duly elected and shall have and exercise all the powers and privileges granted in this charter to the board of directors of this corporation.

The names and post office addresses of the subscribers hereto and the number of shares which each agree to take in the corporation are as follows, viz: George H. Thomas, 1226 First street, New Orleans, La., seventy shares; J. Morris Carroll, 1219 First street, New Orleans, La., seventy shares; Samuel P. Schwing, 528 Pine street, New Orleans, La., seventy shares.

Thus done and passed, in my office, on the day and in the month and year herein first above written, in the presence of Ralph F. Masich and Albert E. Heno, competent witnesses, who have hereunto signed their names with the parties hereto and me, notary, after due reading of the whole.

Witnesses: R. F. Masich, A. E. Heno.

(ORIGINAL SIGNED):

George M. Thomas, 70 shares; J. Morris Carroll, 70 shares; Samuel P. Schwing, 70 shares.

AZZO J. PLOUGH, 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 Thomas-Schwing-Carroll, Inc., was this day duly recorded in my office in Book 1263, folio 285.

New Orleans, Oct. 27th, 1921.

(Signed): ROBT. SCOTT, Deputy Recorder.

A true copy:
AZZO J. PLOUGH, Notary Public.
(Seal):

Nov. 33—Dec. 8

CHARTER OF THE SOUTHERN TYPEWRITER AND SUPPLY COMPANY, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, Be it known, that on this fourth day of November, in the year of our Lord one thousand, nine hundred and twenty-one, before me, Francis P. Burns, a notary public in and for the Parish of Orleans, State of Louisiana, duly commissioned and qualified, and in the presence of the undersigned witnesses, personally came and appeared, the several persons whose names are hereinafter subscribed, of the full age of majority, who declared to me that availing themselves of the laws of this state relative to the organization of corporations, and more especially of Act 267 of 1914, page 521, of the legislative acts of this state, they have covenated and agreed, and by these presents do covenant and agree for themselves and their successors and assigns, to form themselves into a corporation and body politic for the objects and purposes and under the stipulations hereinafter set forth, to-wit:

ARTICLE I. The name and title of this corporation shall be "Southern Typewriter and Supply Company, Incorporated," and under such title it shall have and enjoy succession for a period of ninety-nine years from date hereof, and shall have power and authority to contract, sue and be sued, make and use a corporate seal, the same to break and alter at pleasure; to hold, sell, lease, mortgage, hypothecate or pledge property, real, personal or mixed, necessary, incidental or proper for the carrying on of its business; to buy and to hold stock in any other company or companies that may assist this company in its objects and purposes; to make and issue notes and certificates of indebtedness; to name, elect and appoint managers, directors and clerks or other employees to properly conduct its corporate business and to make such by-laws, rules and regulations as may be found necessary or desirable for the management and business affairs of this corporation.

ARTICLE II. The domicile of this corporation shall be in the City of New Orleans, State of Louisiana, where all citation and other legal process shall be served upon the president, or in the absence of the president, upon the vice-president, or in the absence of both, upon the secretary.

ARTICLE III. The objects and purposes of this corporation are hereby declared and stated to be:

To manufacture, purchase, own, exploit, work, repair, rent and sell typewriters and adding machines, patented or otherwise, new and secondhand; typewriter supplies, ink, stationery, and office furniture and equipment and specialty machines; and to purchase, own and sell inventions or letters patent or improvements thereon, for such typewriters; and to buy, own, use and sell all kinds of inventions, whether patented or not, in any manner relating to typewriters and adding machines; and to grant rights, or licenses under such letters patent, inventions or improvements; and to buy, own, use and sell all kinds of inventions, whatever thereon for the purposes above stated; and also for the purposes hereinbefore mentioned, to issue bonds secured by mortgage or mortgages upon the property and franchises of the said company and to sell the same; and also to do any act or acts necessary for the carrying on of such business.

ARTICLE IV. The capital stock of this corporation is hereby fixed at the sum of Five Thousand Dollars ($5,000.00), divided into one hundred shares (100) of the par value of Fifty Dollars ($50.00) each, provided that the amount to which the capital stock of this corporation may be increased shall be one hundred thousand dollars ($100,000).

Fifty per cent of the capital stock of this corporation must be subscribed for before the filing of the articles of incorporation. The subscribed capital stock of this corporation shall be payable in cash, property, real or personal, or for services performed or rendered.

No stockholder shall ever be held liable or responsible for the faults, contracts or debts of this corporation in any further sum than the unpaid balance due the corporation on the shares of stock subscribed for by him, nor shall any mere informality in the organization have the effect of rendering this charter null or of exposing any shareholder to any liability whatsoever.

This corporation shall not engage in business until Twenty-five Hundred Dollars ($2500.00) of the capital stock has been issued and actually paid in, either in cash, property or services as aforesaid; if any of the stock of this corporation is exchanged in whole or in part for property or good will, in that event the provisions of Section III (3) of Act 267 of 1914 shall be strictly complied with.

ARTICLE V. All the corporate powers of this corporation shall be vested in and exercised by a board of directors composed of three stockholders, each of whom shall own, in his own right, during his term of office, at least one full-paid and unpledged share of the capital stock, which shall be shown by his written declaration, two (2) of whom shall constitute a quorum for the transaction of business, provided that the board of directors shall have the right at any time to increase the number of directors to not more than five (5). Any director unable to attend a meeting of the board may appoint a proxy for that purpose, who must be a stockholder.

The officers of this corporation shall consist of a president, vice-president, secretary and treasurer, all of whom shall be members of the board of directors; any two offices, but no more, may be combined, if desired, and held by one and the same person.

The following named persons shall constitute the first board of directors of this corporation, to-wit:

Arthur P. Portas, Pass Christian, Miss.; St. Clair Adams, 4626 St. Charles Avenue, New Orleans, La.; J. P. Schroth, 857 Stephenson Street, Shreveport, La.; with Arthur P. Portas, as president and treasurer; J. P. Schroth, as vice-president, and St. Clair Adams, as secretary, and these officers shall serve until the second Monday in October, in the year 1922, or until their successors have been duly elected and qualified.

Thereafter the directors shall be elected annually on the second Monday of October of each year, beginning with the year 1922; all election of directors shall be made by ballot, and each stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the corporation, this vote to be cast in person or by proxy, and it shall require a majority of the stock present or represented to elect.

Failure to elect a board of directors on the second Monday in October, 1922, or annually thereafter, shall not work a forfeiture of this charter, but the old board of directors shall remain in office until their successors are elected and qualified.

ARTICLE VI. The board of directors shall hold regular meetings at such times as shall be fixed in the by-laws of this corporation. These meetings shall be held at the domicile of the corporation, but the president may call special meetings of the board of directors at such times and places within the State of Louisiana as he may deem advisable, and he shall be required to call such special meetings whenever requested to do so by three members of the board of directors. Three days notice of such special meetings shall be given in writing to the directors unless waiver of notice is signed by the directors. Any vacancy occurring on the board, either from death, resignation, or inability to serve, shall be filled by the board of directors at its next regular meeting after such vacancy shall have occurred. The first board of directors of this corporation shall be required to draft suitable by-laws for the government of this corporation, which may be altered, amended or changed as the exigencies of the case may require.

ARTICLE VII. The stock of this corporation may be transferred, provided such transfer shall be recorded upon the books of the corporation before it shall be required to recognize the transfer or the new holder of said stock. The total amount of the subscribed stock, as herein set forth is the sum of Five Thousand Dollars ($5,000.00), which is hereby authorized to be issued fully paid and non-assessable, for cash, or in exchange for property or services, according to law. That, save as hereinafter provided, no share or interest in the company shall at any time be transferred to any person not already a shareholder, so long as any shareholder is willing to purchase said share or interest at the prescribed price. That in order to ascertain whether any shareholder is willing to purchase any such share or interest, the person, whether a shareholder of the company or not, proposing to transfer the same, hereinafter called the "retiring stockholder" shall give notice in writing to the company that he desires to transfer the same, and such notice shall constitute the company his agent for the sale of the share or other interest to any shareholder of the company at the prescribed price. That if the company shall, within the space of thirty days after such notice find a shareholder desiring to purchase such share or interest, hereinafter called the "purchasing stockholder," and shall give notice thereof to the retiring shareholder, he shall be bound at such time within fifteen days thereafter, as the company shall appoint, upon payment of the prescribed price, to transfer such share or interest to the purchasing shareholder. That if in any case the retiring shareholder, after being bound as aforesaid, makes default in transferring such share or interest, the company may receive the purchase money and shall thereupon cause the name of the purchasing shareholder to be entered upon the register as the holder of such share or interest, and shall hold the purchase money in trust for the retiring shareholder, his executors, administrators or assigns, and the receipt of the company for the purchase money shall be a good discharge to the purchasing shareholder, and he shall not be bound to see the application thereof, and after the name of the purchasing shareholder has been entered in the register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person, and the purchasing shareholder shall be deemed and taken to be the owner of the said share or interest. That the prescribed price shall mean the amount paid in on such share or interest, plus the proportionate part of undivided profits, provided that, if instead of there being undivided profits there exists an impairment of capital of the said company, then the proportionate part of such impairment shall be deducted from the amount paid in upon such shares or interest in ascertaining such prescribed price. That the company shall in all cases on receiving notice of desire to sell stock as aforesaid, allow the other shareholders the opportunity to take same in proportion to their respective holdings of stock in the company, making all necessary adjustments to avoid fractions of shares, and for that purpose giving the preference in all cases to shareholders who have the largest holdings.

ARTICLE VIII. This charter may be modified, altered, the capital stock thereof increased or decreased, or the corporation may be dissolved with the assent of two-thirds of the capital stock present or represented at any meeting of the stockholders held for that purpose, after prior notice in writing to each stockholder, or mailed to him at his last known post-office address, all in accordance with the terms of Act 267 of 1914.

ARTICLE IX. At the expiration of this charter, or the earlier dissolution of this corporation for any cause, its affairs shall be liquidated by two or more liquidators to be elected by the stockholders, all of whom shall hold stock in said company and said commissioners are hereby vested with full power and authority to liquidate the affairs of said company, with full power to act.

ARTICLE X. In order that this charter may serve as a subscription list, the undersigned incorporators of this corporation have subscribed for the number of shares set opposite their respective names.

Thus done and passed, in my office, in the City of New Orleans, on the day, month and year first above written, in the presence of J. N. Swing and E. H. Krause, competent witnesses, and me, notar, after due reading of the whole.

(ORIGINAL SIGNED):

J. P. Schroth, 46 shares; Arthur P. Portas, 53 shares; St. Clair Adams, 1 share.

Witnesses: J. N. Swing and E. H. Krause.

FRANCIS P. BURNS, 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 Southern Typewriter and Supply Company, Incorporated, was this day duly recorded in my office in Book 1263, folio ——, New Orleans, November 5, 1921.

(Signed) ROBT. SCOTT, Deputy Recorder.

Nov. 10—Dec. 15.

CHARTER OF THE B. D. IMPLEMENT COMPANY, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on the 5th day of the month of November, in the year of our Lord, nineteen hundred and twenty-one, before me, Warren V. Miller, a duly commissioned, qualified and acting notary public, in and for the Parish of Orleans, State of Louisiana, and in the presence of the hereinafter named and undersigned witnesses, personally came and appeared the several persons whose names are hereunto subscribed and severally declared availing themselves and those they represent, as well as those who may hereinafter become associated with them, of the general laws of the State of Louisiana, in such cases made and provided, they have formed and organized, and by these presents form themselves, as well as those they represent and such others as may hereafter become associated with them, into a corporation and body politic in law, for the object and purposes in the following articles set forth and expressed which they adopt as their charter.

ARTICLE I. The name and title of this corporation shall be "B-D Implement Company, Inc." and it shall exist and enjoy succession by its corporate name for a period of nenety-nine years (99) from the date hereof, with all the rights, privileges and powers now or hereafter conferred by law upon trading corporations. Its domicile shall be in the City of New Orleans, and all citations and legal services shall be made upon the president, and in the event of his inability to act, etc., upon the secretary.

ARTICLE II. The capital stock of this corporation is hereby fixed at the sum of Five Thousand Dollars ($5,000.00), all of which shall be divided into and represented by Five Hundred shares (500) shares at the par value of ten dollars each. Stock may be paid for in money, in services rendered the corporation, or in property regularly transferred to the corporation, all as shall be determined by the Board of Directors.

ARTICLE III. The objects and purposes of this corporation, and for which it is organized are declared to be to acquire inventions, patents, rights and permits, and to manufacture and buy and sell at retail, all articles under same; to manufacture plows, cultivators, farm implements, machinery and utensils in general and to manufacture, buy and sell at both retail and wholesale, all articles and implements used on farms and plantations or such machinery as the Board of Directors of the corporation may deem advisable; to act as agent and /or broker for the sale of such articles and implements; to erect, conduct and maintain factories for the manufacture of such implements and accessories thereto; to establish and maintain, both retail and wholesale and brokerage, a selling agency or agencies for the distribution of said implements together with such other articles as are usually carried in stock by such wholesale and retail concerns, or decided by the Board of Directors of this corporation to be proper, and in general to do any and all things pertaining or germain to the above and foregoing purposes.

ARTICLE IV. The corporate powers of this corporation shall be vested in a Board of Directors, all of whom will be necessary to constitute a quorum for the transaction of business. Said board shall consist of three members, and any director may vote at any directors meeting by proxy to another director for that particular meeting. From the said Board of Directors shall be chosen a president and a secretary, who shall also be treasurer.

The first Board of Directors and officers of the corporation shall be elected at the first meeting of the stockholders held after the passing of this charter, and the directors and officers so elected shall serve as such until the second Monday in January, 1923, or until their successors are duly qualified and elected.

Meetings of the stockholders for the election of directors shall be held yearly on the second Monday in January, beginning with the year 1923, and the Board of Directors shall have the right to elect, without reference to a stockholders meeting, any stockholder to be a director whenever a vacancy may exist on the Board of Directors, through death, resignation or inability to serve.

ARTICLE V. The corporate powers of this corporation are expressed and set forth in Section Seven (7) of Act 267 of the year 1914, and shall be duly employed by and through the Board of Directors.

The Board of Directors may, without reference to the stockholders, buy, sell, and mortgage real estate; buy, sell, mortgage or hypothecate any part or the entirety of the assets, business, rights or good will of this corporation, all upon such terms, conditions, and for such price, sums and assets as the Board of Directors shall determine.

The duties of the several officers shall be set forth in the by-laws; which will be adopted by the Board of Directors and amended and altered at their will; and they shall have the right to employ, under contract or otherwise, a general manager, who may or may not be a member of the Board of Directors, as said Board of Directors may determine, and which said general manager shall have such duties as shall be determined by the Board of Directors and the several officers of this company may delegate to such general manager such duties as are prescribed to their respective offices, as they may desire, subject, however, to the approval of the Board of Directors.

No stockholder of this corporation shall ever be liable for any debt of the corporation other than the unpaid portion of their subscriptions to stock, and no informality herein shall subject them to such liability.

ARTICLE VII. Amendment of this charter, or liquidation of the corporation shall be subject to the rules laid down in Act 267 of the Louisiana Legislature of 1914. The capital stock of this corporation may be increased by amendment of this charter to any amount not exceeding the sum of One Hundred Thousand Dollars ($100,000).

Thus done and signed on the day and date hereinabove written, in the City of New Orleans, and in the presence of C. O. Speirer and E. S. Hayford, competent witnesses, and me, notary, after a due reading of the whole, the subscribers setting opposite their names the amount of stock they subscribed for, making this an original subscription list.

(ORIGINALLY SIGNED):

J. W. Bronson, 1426 Nashville Avenue, 1 share; F. O. Denny, 7 Newcomb Boulevard, 1 share; E. L. Bordelon, 1128 Robert Street, 1 share.

Witnesses: C. O. Speirier and Eugene S. Hayford.

(Signed) WARREN V. MILLER, Notary Public.

I, the undersigned Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing Act of Incorporation of the B-D Implement Company, Inc. was this day duly recorded in my office in Book 1263, Folio—, New Orleans.

(Signed) ROBT. SCOTT, Deputy Recorder.

A true copy of the original on file in my office.

WARREN V. MILLER, Notary Public.

Nov. 10—Dec. 15.

A Lowdown Trick.

Mrs. Lamb—I see you're not speaking to Mrs. Fox.

Mrs. Wolf—I should say not! She told me her cook was a treasure and I found the cook dirty, lazy, incompetent and dishonest after I'd doubled her wages to get her away from Mrs. Fox.

IMMIGRANT GIRL MARRIES RICH

When sixteen years old, Sally Hunter came from Belfast to America with her poor parents. Now she is to be related to the wealthy Vanderbilt and Havemeyer families, thru her marriage to Herbert M. Harriman, son of the late Oliver Harriman, and one of the leading bankers and capitalists of the country.

666 cures Chills and Fever.