CHARTER.

CHARTER OF W. D. CLEARY CO., INC.

Be it known that on this 22nd day of the month of December, 1921, Before me, Scott E. Beer, notary public in and for the Parish of Orleans, State of Louisiana, therein residing, duly sworn, commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereto subscribed who severally declared that availing themselves of the laws of this State relative to the formation of corporations, they hereby constitute themselves, their associates, successors and assigns, a corporation for the objects and purposes and under the conditions and stipulations of the following articles which they hereby adopt as their charter, to-wit:

ARTICLE I—The name and title of this corporation shall be W. D. Cleary Co., Inc., and its period of duration shall be ninety-nine years from and after the signing of this charter.

Said corporation shall have for the purposes of the business to be carried on by it all the powers conferred by law upon corporations, and shall generally exercise all the powers necessary to carry on said business; said corporation shall have full power to contract, sue and be sued in its corporate name, to make and use a corporate seal, and the same to break and alter at pleasure; to hold, receive, purchase, rent or otherwise acquire, and to convey, mortgage, hypothecate, lease, pledge, sell or otherwise dispose of property, real, personal and mixed; to issue bonds, notes and other obligations; to name and employ such managers, directors, officers, agents and other employees as the interest and convenience of the corporation may require and to make such by-laws, rules and regulations for the management and control of the corporation as the directors may deem fit and proper.

ARTICLE II—The domicile of the corporation shall be in the City of New Orleans, La. All citation and other legal process shall be served on the President, and in case of his absence or disability, upon the Vice-President or Secretary-Treasurer.

ARTICLE III—The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are hereby declared to be: To carry on in the City of New Orleans, State of Louisiana, and elsewhere, the business of wholesale dealers and jobbers in jewelers' supplies, watch materials, jewelers' tools and merchandise of a similar kind or character, or in any kind of goods and merchandise related thereto or in any wise connected therewith; and in the course of the said business, to buy and sell the kinds of merchandise and goods above referred to; and to do all things related to or incidental to the said business or in any wise connected therewith.

ARTICLE IV—The capital of the said corporation is hereby fixed at the sum of Ten Thousand Dollars ($10,000.00), consisting of One Hundred shares of stock of the par value of One Hundred Dollars ($100.00) each; one-half of the said capital stock shall be subscribed for at the signing of these articles of incorporation, and one-half of the stock so subscribed for shall be paid in cash before the corporation may engage in business. The remainder of the capital so subscribed for shall be paid in within twelve months from the signing hereof.

The remainder of the capital stock authorized shall be issued by the Board of Directors, as it may determine, at not less than par for cash or property received by the corporation at such value as may be fixed by the Board of Directors.

No transfer of the stock shall be made except on the books of the corporation upon the surrender of the outstanding certificate of stock and pursuant to such rules and regulations as the Board of Directors may adopt, and neither sale or other disposition of the said stock shall be made by any stockholder without first offering same in writing for a period of ten days through the Board of Directors to the other shareholders at a price equal to the book value of as shown by the last preceding inventory.

The capital stock of this corporation may be increased to $100,000.00.

ARTICLE V—All the powers of this corporation shall be vested in and exercised by a Board of Directors to be composed of three stockholders elected by the shareholders at the annual meeting, which annual meeting shall be held in the City of New Orleans, La., on the 20th day of January each and every year; each of the directors shall own at least one share of stock standing in his name on the books of this corporation. This corporation shall not engage in business until January 20, 1922, and the first annual meeting shall be on January 20, 1923; until the said meeting on January, 20, 1923, the officers and the board named in this charter shall remain in office, and shall continue thereafter in office until their successors are elected and qualified; at each annual meeting or the shareholders, the said shareholders shall elect from their number, a board composed of three, and all vacancies in the board may be filled until the next annual meeting by the remaining directors; any director may be represented at any meeting by any stockholder by written proxy. As soon as practical after the said annual meeting and election of the said board of directors, the said Board of Directors, shall elect from its own number a President, a Vice-President and a Secretary-Treasurer; the failure to hold the annual meeting and to elect directors as aforesaid, shall not affect this corporation nor impair its management, but the officers and directors then in office shall continue in office until the successors are elected and qualified.

The first Board of Directors and officers of this corporation and their post office addresses, are as follows: W. D. Cleary, New Orleans, Louisiana, President; Robert Hinote, Florala, Alabama, Vice-President; J. F. Bell, Florala, Alabama, Secretary-Treasurer.

The Board of Directors may at any time alter, amend and repeal the by-laws of the corporation.

ARTICLE VI—This act of incorporation may be modified, changed or altered or the said corporation may be dissolved in accordance with the laws of this State.

Notice of the meeting of any meeting of the stockholders for any purpose may be waived by unanimous consent.

In case of the dissolution of this corporation, its affairs shall be liqidated by one or more commisioners elected by a majority of the stockholders represented or present at a meeting called for that purpose, and said commissioners shall have such powers and duties as the stockholders may determine.

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

ARTICLE VIII—The subscribers hereto have respectively written opposite their names the amount of stock in this corporation subscribed by each so that this act of incorporation may serve as the original subscription list of the corporation, and they have stated their post office addresses so as to conform to all the provisions of the law.

Thus done and passed in my office in the City of New Orleans, on the day and date first above written, in the presence of the undersigned witnesses, residents of New Orleans, La., who have hereunto subscribed their names with the said appearers and me, notary, after a due reading of the whole:—

Witnesses: A. E. Fandal, W. G. Day.
(Signed) J. F. Bell, 33 1-3, shares, $3333.33 1-3; W. D. Cleary, 33 1-3 shares, $3333.33 1-3; R. Hinote, 33 1-3 shares, $3333.33 1-3.

SCOTT E. BEER,
Notary Public.

I, the undersigned Recorder of Mortgages in and for the Parish of Orleans, State of Louisiana, do hereby certify that the Act of Incorporation of W. D. Cleary Co., Inc., has been this day duly recorded in my office in Book 1263, Folio ——.

New Orleans, La., December 20, 1921.
ROBT. SCOTT,
Deputy Recorder.

I certify that the above is a true and correct copy of the original act of incorporation, together with the certificate of the Recorder of Mortgages, Parish of Orleans, thereto attached.

New Orleans, La., December 22, 1921.
SCOTT E. BEER,
Notary Public.

Dec. 29—Feb. 2.

CHARTER OF GOLD SEAL HOISERY COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on this 19th day of the month of December, in the year of our Lord, One Thousand, Nine Hundred and Twenty-one, before me, Harry Emmet McEnerny, a Notary Public, duly commissioned and qualified, in and for this city and the Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who declared to me, notary, in the presence of the undersigned witnesses, that, availing themselves of the provisions of the laws of the State of Louisiana, and particularly of the provisions of Act 267 of 1914, they have mutually agreed and contracted, and by these presents do agree and contract and bind and obligate themselves, their heirs and assigns, and all persons who may hereafter become associated with them herein, to form a corporation under the name and for the objects and purposes, and under the terms, stipulations and provisions contained in the following articles, to-wit:

ARTICLE I—The name of the corporation shall be Gold Seal Hoisery Company, Inc.

ARTICLE II—The purposes for which the corporation is formed are hereby declared to be as follows:

First—To buy, purchase, acquire, receive, receive in exchange, and sell, give away, exchange, and to trade in men's, women's and children's hoisery and kindred lines of merchandise; either retail or wholesale.

Second—To acquire by purchase, subscription or otherwise, and to hold, sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of any shares of the capital stock, bonds or other evidences of indebtedness of any other corporation, or corporations, association or associations, domestic or foreign, engaged in any business in which this corporation may be authorized to engage, or the ownership of whose securities would be advantageous or convenient in the protection or promotion of any of the purposes or interests of this corporation, but only to the extent authorized by the laws of the State of Louisiana.

Third—To sue and be sued, to contract, sell, purchase, lease, mortgage, pledge real and personal property, and to carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise, either alone or in conjunction with any person, firm, association or corporation, and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects, to make and perform such contracts of any kind and description; to do such acts and things, and to exercise any and all powers as a natural person would lawfully make, perform, do or exercise, either directly connected with the purpose of its organization or incidental thereto, provided the same be not inconsistent with the laws under which this corporation is organized, or which may be hereafter enacted.

ARTICLE III—The capital stock of this corporation is hereby fixed at the sum of Ten Thousand Dollars ($10,000.00), to be represented by One Hundred (100) shares of the par value of One Hundred Dollars ($100.00) each. All the stock shall be common stock. Stock shall be issued either in cash or the equivalent thereof, and shall be paid for at such times and in such manner as the Board of Directors may direct.

ARTICLE IV—The capital stock of this corporation may be increased in accordance with law to the sum of Twenty Thousand Dollars ($20,000.00). Each stockholder shall, at every stockholder's meeting, be entitled to one vote, in person or by written proxy, for each share of the capital stock held by him, or he may send his vote by letter, the signature of which must be acknowledged before a Notary Public or other oficer authorized to take affidavits.

No stockholder shall sell his stock to anyone without first offering it to the board which is given the right to purchase it at the value thereof as shown on the books at the end of any fiscal year of the corporation preceeding the date of its offer. The board shall within ten days after the offer in writing is submitted to it, act upon the offer. It may buy stock for the corporation, or it may allot it to the stockholders in the proportion of their then holdings.

ARTICLE V—The location of the domicile of this corporation shall be the City of New Orleans, State of Louisiana. Citation of all legal process and other legal notices shall be served upon the president, and in the absence of the president, on the vice-president.

ARTICLE VI—The period of duration of this corporation shall be ninety-nine (99) years.

ARTICLE VII—All the corporate power of the corporation shall be vested in a Board of Directors to consist of at least three (3) and not more than five (5) members, to be elected annually at a meeting of the stockholders held on the first Monday in December. But if the first Monday should fall on a holiday, then on the next following business day. Three or more members of the Board of Directors shall constitute a quorum, and shall be authorized to transact business.

The Board of Directors shall have the right and the power, as it sees fit in its discretion, to increase the number of directors at a meeting of the stockholders regularly and lawfully called for that purpose. Failure to elect shall not work a dissolution of the corporation, but the existing directors shall continue in office with full power until their successors are elected.

The names and postoffice addresses of the directors for the first year, who shall serve from January 1, 1922, to January 1, 1923, are as follows:

A. H. Rabenowitz, 2605 Milan Street, New Orleans, La.

E. B. Ferguson, 122 N. Miro Street, New Orleans, La.

P. H. Ferguson, 120 N. Miro Street, New Orleans, La.

ARTICLE VIII—The names and postoffice addresses of the subscribers to these articles of incorporation, and a statement of the number of shares of stock to which each has subscribed, are as follows:

A. H. Rabenowitz, 2605 Milan Street, New Orleans, La., forty-five (45) shares.

E. B. Ferguson, 122 N. Miro Street, New Orleans, La., twenty-five (25) shares.

P. H. Ferguson, 120 N. Miro Street, New Orleans, La., one (1) share.

Thus done and passed in my office in the City of New Orleans, State of Louisiana, on the day and date hereinabove written, and in the presence of Messrs. Harry Gamble and Will Gibbons McEnerny, competent witnesses, who have signed these presents with the said appearers and me, notary, after due reading of the whole.

(ORIGINALLY SIGNED):
A. H. RABENOWITZ,
E. B. FERGUSON,
P. H. FERGUSON.

Witnesses: Harry Gamble and Will Gibbons McEnerny.

A true copy of the original.
HARRY EMMET McENERNY,
Notary Public.

State of Louisiana,
Parish of Orleans,

Before me, the undersigned authority, in and for the Parish of Orleans, personally came and appeared E. B. Ferguson and A. H. Rabenowitz, who being by me duly sworn, did depose and say:

They are both directors of the Gold Seal Hoisery Company, Inc., in the foregoing Act of Incorporation, and that fifty per cent (50%) of the capital authorized has been subscribed, and that more than fifty per cent (50%) of the amount subscribed has been paid in.

(Signed) E. B. FERGUSON.
(Signed) A. H. RABENOWITZ.
HARRY EMMET McENERNY,
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 Gold Seal Hoisery Company, Inc., was this day duly recorded in my office in Book 1263, folio 460, New Orleans, December 19, 1921.

ROBERT SCOTT,
Deputy Recorder.

A true copy of the original.
HARRY EMMET McENERNY,
Notary Public.

New Orleans, La., December 22, 1921.
Dec. 29—Feb. 2.

CHARTER OF THE AMADEE FARMS COMPANY, INC.

United States of America, State of Louisiana, Be it known, that on this 7th day of the month of December, in the year of our Lord one thousand, nine hundred and twenty-one (1921), 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 several persons whose names are hereunto subscribed, who severally declare that availing themselves of the provisions of the laws of this State relating 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 such persons as may become associated with them, to form themselves into and to institute a corporate body politic in law with the objects and purposes and under the conditions and stipulations of the following articles, to-wit:

ARTICLE I—The name of this corporation shall be Amadee Farms Company, Inc., and under its corporate name it shall enjoy succession for the period of ninety-nine years from date hereof, unless sooner dissolved by liquidation or otherwise, and shall have power and authority to contract, to sue and be sued; to make, mortgages, hypothecations and pledges; to make and use a corporate seal and to alter and break same at pleasure; to hold, receive, lease, purchase, sell, transfer, assign, mortgage, hypothecate, pledge or otherwise receive, use or dispose of property, real, personal or mixed, corporeal and incorporeal; to issue bonds and to secure the same by mortgage or pledge; to buy or hold or dispose of stock in other companies, or to acquire or retire or re-issue its own stock; to create and accept mortgages, pledges or other hypothecations; to elect and appoint such managers, agents, directors or officers as it may require; to make an establish, alter and amend, rules, by-laws and regulations for its proper government.

ARTICLE II—The domicile of this corporation shall be in the City of New Orleans, Parish of Orleans, State of Louisiana, and citation and other legal process shall be served upon the President of the corporation, and in the event of his absence shall be served upon the Vice-President of the corporation, and in the event of the absence of both the President and Vice-President, shall be served upon the Secretary-Treasurer of the corporation.

ARTICLE III—The objects and purposes for which this corporation is created and organized, and the nature of the business to be carried on by it, are declared to be as follows:

To engage in the business of owning, buying and selling real estate and to use same for general agricultural and stock-raising purposes, and to that end to acquire, by purchase or otherwise, to hold, lease, sell, to improve, to mortgage, to cultivate or to deal in, real estate lands and improvements thereon, and properties located thereon incident thereto or connected therewith; to reclaim or improve any such lands and to lay out same in farms, towns or suburbs thereof; to establish and dedicate squares, streets, alleys and canals for navigation and drainage; to pave streets and sidewalks; to lay down sewerage and drainage and water pipes and conduits for electrical and other purposes; and in connection therewith to construct and operate plants for the creation and distribution of light, heat and power, either by gas or electricity, or both; to construct and operate drainage and reclamation plants; to construct or to have constructed buildings of all kinds, docks, wharves, canals and pumping plants; to establish industrial and manufacturing sites or to lease its property or any part thereof for such purposes; to engage in all manner of agricultural and stock-raising operations upon said land owned or leased by it; to lease its property or any part thereof for such purposes; to engage in any and all manner of land development and land selling plans and operations; to exchange its capital stock or any part thereof for property; to issue and to give mortgages and pledges in such manner and form as it may determine; to acquire and hold, or dispose of stock in other corporations and to acquire and retire or reissue upon such terms and conditions as its Board of Directors may determine; to own stock or bonds and generally to do any and all things necessary and proper, incidental or pertinent to the powers herein set forth, or the business hereby authorized.

ARTICLE IV—The capital stock of this corporation is hereby fixed at the sum of Fifty Thousand Dollars ($50,000.00), to be divided into and represented by five hundred (500) shares of the par value of One Hundred Dollars ($100.00) each.

ARTICLE V—This corporation shall become a going concern and shall be authorized to commence business as soon as Twenty-five Thousand Dollars ($25,000) of its capital stock shall have been paid for, either in cash or its equivalent, as provided by law. The stock of this corporation, or any part thereof, may be delivered to any person, firm, association of persons or corporation in return for the acquisition by the company of any property owned or controlled by such person, firm, association of persons or corporation, or in payment of other properties or other services rendered, and the stock of this corporation may, as hereinabove provided, be acquired by it in such manner and under such terms as its Board of Directors may from time to time determine.

The capital stock of this corporation may be increased to the sum of One Hundred Thousand Dollars ($100,000.00), by a vote of two-thirds of all the stock outstanding, at a special meeting called for that purpose, or at a regular meeting of the corporation.

All certificates of stock issued by this company shall be signed by the President or by the Vice-President of the company, and countersigned by the Secretary-Treasurer of the company. The stock of this corporation can be transferred only on the books of the corporation and subject to such rules and regulations as may be by the Board of Directors from time to time prescribed.

ARTICLE VI—Section 1—All corporate powers of this corporation shall be vested in and exercised by a Board of Directors composed of five members elected from the stockholders. A majority of the Directors shall constitute a quorum for the transaction of business. Said Directors may vote in person or by proxy, written or telegraphed, at any or all meetings of Directors, regular or special.

The Board of Directors shall be elected annually at the regular annual meeting of the stockholders to be held on the second Tuesday in January of each year.

The first Board of Directors shall be composed of the following:

Walter J. Suthon, Jr., 1315 Eighth St., New Orleans, La.

Manning W. Heard, 1205 State St., New Orleans, La.

Nicholas Callan, 1533 Felicity St., New Orleans, La.

Leo M. Coogan, 3307 Banks St., New Orleans, La.

Dora Ellis, 4314 S. Claiborne St., New Orleans, La.,

with Walter J. Suthon, Jr., as President, Manning W. Heard, as Vice-President, and Nicholas Callan, as Secretary-Treasurer.

The aforesaid Directors shall hold their office until the second Tuesday in January, 1922, or until their successors are elected and qualified.

Section 2. All elections of Directors shall be by ballot at the office of the corporation under the supervision of the Board of Directors under such rules and regulations as the Board of Directors may from time to time promulgate.

Notice of meetings of stockholders regular or special except as otherwise herein provided, or except as otherwise required by law, shall consist of notice sent in writing to each stockholder at his last known address as it appears on the books of the corporation, fifteen days prior to date of said meeting. Failure to designate an address shall permit notice to be sent to such place as may by the Board of Directors be determined and to be sent to General Delivery and shall constitute full and complete notice. Each stockholder at the annual or any other regular or special meeting, shall be entitled to one vote for each share of stock owned, and the vote of any stockholder at any meeting may be cast by written proxy, provided that if the stock shall hereafter be classified, the stockholders within its given class shall be restricted to voting for the number of Directors and in the manner permitted to stockholders of that class by the by-laws.

Section 3. Should a vacancy occur in the Board of Directors, same shall be filled by the remaining Directors by the election for the unexpired term of a stockholder having the qualifications provided by the by-laws. Failure to elect Directors on the date specified shall not dissolve the corporation, but the directors shall remain in office until their successors are elected and qualified.

Section 4. The Board of Directors at their first meeting following the annual election shall elect form their number a President, a Vice-President and a Secretary-Treasurer. The Board of Directors may elect, not necessarily from their number, such other officers or agents as to them may seem advisable.

Section 5. The Board of Directors is hereby given all power to carry on the business and affairs of the corporation, and to make all rules and regulations not inconsistent with the terms of this charter.

Section 6. All notices provided for whether to stockholders' or directors' meetings, may be waived by written or telegraphic consent of the stockholder or director.

ARTICLE VII—Section 1—Whenever this corporation shall be dissolved or liquidated, its affairs shall be liquidated by three (3) stockholders, elected by the stockholders at a meeting called for that purpose.

Section 2. This corporation may be liquidated at any time on a vote of two-thirds of the outstanding stock voting to that effect. In the event of the death of any liquidator, the surviving liquidators shall have the right to elect another, but pending such election the surviving liquidators shall have full right and authority to act in all matters.

ARTICLE VIII—This act of incorporation may be modified, altered or amended in the manner provided by law at any meeting of stockholders, whether the same be a regular meeting or a special meeting after previous notice shall have been sent as hereinabove provided (unless the same shall have been waived), to the last known address of each stockholder at least fifteen days prior to the meeting and after publication at least once a week for two weeks in a daily newspaper in New Orleans, Louisiana. Any increase or decrease in the capital stock of this corporation, except as herein otherwise provided, shall be made in accordance with the law governing such matters.

ARTICLE IX—No stockholder shall be liable or responsible for the acts, omissions or contracts of the corporation or of its officers in any sum than the unpaid balance due on the shares of stock owned by him, or shall any mere informality in organization have the effect of rendering this charter void, or of exposing any stockholder to any liability in excess of the amount due on his stock; 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 in my office in the City of New Orleans, La., in the presence of Laurence Ruel and Minnie Dryer, competent witnesses, residing in this city, who have hereunto signed their names with said appearers and me, notary, after due reading of the whole.

(ORIGINAL SIGNED):
WATTS K. LEVERICH,
Notary Public.

Witnesses: Laurence Ruel and Minnie Dryer.

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 Amadee Farms Company, Inc., was this day duly recorded in my office in Book 1263, folio——.

New Orleans, December, 1921.

A TRUE COPY:
Watts K. Leverich,
Notary Public.

Dec. 15—Jan. 19.

CHARTER OF THE IMPERIAL COTTON COMPANY OF LOUISIANA, INC.

State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on this 7th day of the month of December in the year of our Lord one thousand nine hundred and twenty-one, Before me, John C. Davey, Jr., a Notary Public, in and for the Parish of Orleans, State of Louisiana, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who declared that, availing themselves of the provisions of the laws of this State relative to the formation and organization of corporations, they have contracted and agreed, and by these presents covenant and agree and bind themselves, as well as such persons as may hereafter become associated with them to form and constitute a corporation and body politic in law for the purposes and objects and under the stipulations and articles following to-wit:

ARTICLE I—The name and title of said corporation shall be Imperial Cotton Company of Louisiana, Inc. and its domicile shall be in the City of New Orleans, Parish of Orleans, State of Louisiana. Said corporation shall exist and have and enjoy succession under its aforesaid corporate name for the term and period of ninety-nine years, commencing on and to be computed from and after the date hereof, and shall have power and authority to contract, sue and be sued under its corporate name; to make and use a corporate seal, and the same to break and alter at pleasure; to hold, receive, purchase and convey, as well as mortgage and hypothecate, under its corporate name, property both real and personal; to name and appoint such managers, directors and officers, and to make and establish such by-laws, rules and regulations for the proper management of the affairs of this corporation as may be necessary and proper the same to alter, change and amend at pleasure.

ARTICLE II—The objects and purposes for which said corporation is formed are hereby declared to be as follows: to engage in the export, import and general mercantile business, in the City of New Orleans; to acquire real and personal property as may be necessary for the proper maintenance and carrying on of said business.

ARTICLE III—All of the corporate powers of this corporation shall be exercised by a Board of Directors, composed of three stockholders, two of whom shall constitute a quorum. The Board of Directors shall elect from amongst their number a President, Vice-President and Secretary-Treasurer; all citation shall be served upon the Vice-President or in his absence, the Secretary-Treasurer of the corporation; the Directors shall serve until their successors are duly elected and qualified as hereinafter provided for. On the first Thursday in November of each year, the election for Directors of the corporation by the stockholders shall be held at the office of the Company, ten days legal notice of which shall be given by written notice mailed to each stockholder; shall election shall be by ballot, and each share of stock shall be entitled to one vote in person or by proxy, stockholders voting shall have held their stock, not less than ninety legal days prior to said election; a plurality of votes shall decide said election, which shall be held under the supervision of a stockholder appointed by the vice-president or in his absence the Secretary-Treasurer. Failure from any cause to elect Directors as above described shall not dissolve the corporation but the Directors and officers shall hold over until another election is held, of which due notice shall be given as provided for in the case of the annual election.

ARTICLE IV—The first Board of Directors of this corporation shall consist of Konosuke Yokoo, of Osaka, Japan, Tsutomu Yamada and Akira Wada, both of New Orleans, Louisiana, with the said Konosuke Yokoo, as President, the said Tsutomu Yamada, as Vice-President and the said Akira Wada, as Secretary-Treasurer, who shall hold office as is provided for in Article III of this charter.

ARTICLE V—Vacancies occurring in the Board of Directors, by reason of resignation, death or otherwise shall be filled by the Board and stand until their successors are elected at the next annual meeting of the stockholders.

It shall be the duty of the Board of Directors to exhibit annually at the close of the commercial year, a full and complete statement of the affairs of the company.

ARTICLE VI—The capital stock of this corporation is fixed at the sum of One Hundred Thousand Dollars, divided into One Thousand shares of One Hundred Dollars each, and each share shall be entitled to one vote either in person or in proxy, to be paid in full and shall be non-assessable. No stockholder shall ever be held liable or responsible to or through said corporation for its contracts or faults in any further sum than the unpaid balance due the company on any share owned by him.

ARTICLE VII—Whenever this corporation is dissolved, either by limitation or any other cause, its affairs shall be liquidated under the supervision of two stockholders to be appointed for that purpose by the Board of Directors, and they shall remain in office until the affairs of said company shall have been duly settled and liquidated, and in the event of the death or resignation of one of said liquidators, the survivor shall continue to act.

Thus done and passed at my office in the City of New Orleans, in the presence of Messrs. Edward Dinkelspiel and Robert C. Davey, competent witnesses, both of this city, who hereunto sign their names with the appearers and me, notary, on the date aforesaid, after a reading of the whole.

(ORIGINALLY SIGNED):
Konosuke Yokoo, for 300 shares, per T. Yamada.
No. 5627 Dogashibacho Tennoyi Minamiku, Osaka, Japan.
Tsutomu Yamada, 1739 Broadway, New Orleans, La., 699 shares.
Akira Wada, 1739 Broadway, New Orleans, La., 1 share.
Witnesses: Edw. Dinkelspiel and R. C. Davey.

JOHN C. DAVEY, JR.,
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 Imperial Cotton Company of Louisiana, Inc., was this day duly recorded in my office in Book 1265, Folio—.

New Orleans, December 7, 1921.
(Signed) ROBT. SCOTT,
Deputy Recorder.

A TRUE COPY:
John C. Davey, Jr.,
Notary Public.

Dec. 15—Jan. 19.

AMENDMENT OF CHARTER WAUSAU NAVAL STORES COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on this 21st day of the month of November, in the year of our Lord one thousand nine hundred and twenty-one, and of the Independence of the United States of America, the one hundred and forty-sixth, before me, Asahel Walker Cooper, a Notary Public, duly commissioned and qualified in and for this city and the Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared, Buckner Chipley, Esq., and John A. Taylor, Esq., of the age of legal majority and residents of this city and state, acting herein respectively as President and Secretary of Wausau Naval Stores Company, Inc., a corporation chartered under the laws of this state by act passed before Anthony J. Rossi, a Notary Public for this Parish and State on November 7 1919, and recorded in the Mortgage Office of this Parish in Book 1231, Folio 676, which said appearers declared that:

Whereas at a meeting of the stockholders of said corporation held and convened on July 1, 1921, at its domicile in this city, pursuant to a written waiver of notice signed by all of the stockholders of record holding the entire amount of the capital stock subscribed and outstanding of this corporation, as will more fully appear from a certificate of the proceedings of said meeting of stockholders signed and verified by the Chairman and Secretary of said meeting, hereto annexed for reference, and

Whereas, at said meeting, it was resolved by a vote of all said stock that Article IV of said charter be amended to read as follows, to-wit:

ARTICLE IV—The capital stock of this corporation is hereby fixed at the sum of One Hundred Twenty-five Thousand Dollars ($125,000.00), divided into twelve hundred and fifty (1250) shares of the par value of One Hundred Dollars ($100.00) each, which said stock shall be paid for in cash or its equivalent, at such time and in such manner as the Board of Directors may determine, or may be issued at par in payment of property actually purchased, and such stock so issued shall be full paid and non-assessable. All in conformity with and under the restrictions of the present existing laws of Louisiana. This corporation shall be authorized to commence business and be a going concern as soon as fifty per cent of its capital stock is subscribed and paid for. The shares of stock shall be transferable only on the books of the corporation, and no transfer of stock shall be binding or have any effect on this corporation unless and until made upon its books. The capital stock of this corporation may be increased to a total amount of Five Hundred Thousand Dollars ($500.000.00) by vote of two-third of all the outstanding stock at a meeting of the stockholders called for that purpose in the manner provided in the by-laws of this corporation.

Now, therefore, in order to carry out the objects and purposes of said meeting and to put the said amendment to the charter in the proper form and to give it legal force and effect, the said appearers hereby formally declare and make known that the original Act of Incorporation of said Wausau Naval Stores Company, Inc., has been changed and amended to the extent hereinabove set forth and they, the said appearers, hereby authorize and require the foregoing act of amendment to be recorded and published according to law.

Thus done and passed, in my office, at the City of New Orleans, on the day, month and year herein first above written, in the presence of Burt W. Henry and Philip J. Devlin, competent witnesses, who hereunto sign their names with the said appearers and me, notary, after reading the whole.

(ORIGINALLY SIGNED):
BUCKNER CHIPLEY,
President.
J. A. TAYLOR,
Secretary.

Witnesses: Burt W. Henry and Philip Devlin.

A. W. COOPER,
Notary Public.

I, the undersigned Recorder of Mortgages for the Parish of Orleans, State of Louisiana, hereby certify the above and foregoing Act of Amendment to the Act of Incorporation of Wausau Naval Stores, Inc., to be this day recorded in my office in Book 1263, Folio —.

New Orleans, La., December 5, 1921.
(Signed) ROBT. SCOTT,
Deputy Recorder.

A TRUE COPY:
A. W. Cooper,
Notary Public.

Dec. 8—Jan. 12.

AMENDMENT TO CHARTER OF SOUTHERN PAPER COMPANY, LTD.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on this 25th day of November in the year 1921, before me Edward S. Spiro, a notary public duly commissioned and qualified, personally came and appeared, Samuel Wolbrette, President of the Southern Paper Company, Limited, a corporation organized by act before Arthur B. Leopold, a notary public in and for the Parish of Orleans State of Louisiana, on the 30th day of January, 1903, and recorded in the Mortgage Book for the Parish of Orleans, Book No. 750, Folio page 71 on January 31, 1903, and that said appearer declared that at a special meting of the stockholders of the Southern Paper Company Limited, held on the 21st day of November 1921, at which all the stockholders of the said corporation were present, 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 II—The domicile of this corporation shall be in the City of New Orleans, State of Louisiana. All citation and other legal process or notice shall be served on the President of the Company, or in the event of his absence or inability to act, on the Vice-President, or in his absence or inability, on the Secretary; or in his absence or inability, on the Treasurer.

ARTICLE III—The objects and purposes for which this corporation is established and the nature of the business to be conducted by it, are hereby declared to be manufacturers of, and wholesale dealers in paper, bags, twines, willow-ware and wooden-ware, and all articles appertaining to said business and incidental thereto. This corporation shall also have power and authority to buy and sell and to manufacture merchandise of all kinds.

ARTICLE IV—The capital stock of this corporation is hereby fixed at One Hundred and Fifty Thousand Dollars ($150,000.00), represented by fifteen hundred shares (1500) of the par value of One Hundred Dollars ($100.00) each, which shall be issued only when fully paid for in money or other property actually transferred and delivered to said corporation, or for services actually rendered to the corporation; the capital stock may be increased to Five Hundred Thousand Dollars ($500,000.00). No stockholder of this corporation shall sell his stock until such stock has first been offered to the company for purchase for a period of thirty days (30), at book value, after which time the said stock may be disposed of by the holder thereof to anyone.

ARTICLE V—The corporate powers of this corporation shall be vested in, and all of its business and affairs managed and directed by a Board of Directors consisting of not less than three (3) nor more than seven (7) stockholders, who shall be elected annually at a meeting of the stockholders to be held on the first Monday of January of each year, starting with the year 1922.

The directors and officers shall hold their office for a term of one (1) year, and until their successors shall have been duly elected and qualified. The directors shall be elected by a vote of the stockholders; said election shall be held by ballot and shall be held at the domicile of the corporation. The Board of Directors shall elect from their number a President, Vice-President, Secretary and Treasurer.

It shall be necessary that there be two (2) members present at any meeting of the Board of Directors in order to constitute a quorum. Any vacancy occurring in the Board shall be filled by an election by the remaining Directors.

The present Board of Directors and officers consisting of Samuel Wolbrette, President, 839 Pine Street; Sidney Wolbrette, Vice-President, 2132 S. Gayoso Street; Henri Wolbrette, Secretary, 1907 Broadway Street; and Lazard Bernstein, Treasurer, 839 Pine Street; are to continue to hold their office until the next election on the first Monday in January, 1922, and thereafter until their successors are duly elected and qualified. Notice of election of Directors shall be sent by registered mail to each stockholder.

That Samuel Wolbrette, President, is herewith empowered and authorized to appear before a Notary Public for the purpose of having these amendments to the original charter of the Southern Paper Company, Limited, made in proper legal form and do all things necessary to carry out said resolution.

Said appearer further declared that he was duly authorized by the stockholders as per copy of resoultion hereto attached to certify the said proceedings, and was duly authorized and directed to make an authentic notarial act to the amendment of the original charter of the Southern Paper Company, Limited, to file, record and publish the same according to law. Said appearer accordingly appears before me, notary, and does hereby declare that said charter has been amended as above set forth, and he does hereby make this authentic Notarial Act of said amendment to their original charter and does 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 and month and year herein first above written, in the presence of Nathan H. Feitel and D. Barnett, competent witnesses, who hereto sign their names with the said appearer and me, notary, after reading of the whole.

(ORIGINALLY SIGNED):
SAMUEL WOLBRETTE.

Witnesses: Nathan H. Feitel and D. Barnett.

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 Act of Amendment of the Southern Paper Company, Ltd. was this day duly recorded in my office in Book 1263, Folio 387, New Orleans, November 26, 1921.

(Signed) ROBT. SCOTT,
Deputy.

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

Dec. 8—Jan. 12.

CHARTER OF MICHON & LATERRIERE, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on this day of November, in the year one thousand, nine hundred and twenty-one, before me Jones T. Prowell a notary public in and for this city and the Parish of Orleans, State of Louisiana therein residing, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared, the several persons whose names are hereunto subscribed, who declared to me, notary, that availing themselves of the provisions of the laws of this state relative to the organization of corporations, and particularly to Act No. 267 of 1914, they have covenated and agreed, and by these presents do covenant and agree for themselves, 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 Michon & Laterriere, Inc., and under such title it shall have and enjoy succession and existence for a period of ninety-nine years from the date hereof, unless sooner dissolved; is shall have power and authority to contract, sue and be sued; to make and use a corporate seal, the same to break and alter at pleasure; to have, hold, buy, sell, lease, mortgage and hypothecate or pledge property, real, personal or mixed, necessary, proper or incidental for the carrying on of its business, as well as to issue bonds or notes secured by such mortgages; to make and issue notes and other certificates of indebtedness; to name, elect and appoint managers, directors, clerks and other employes to properly conduct its corporate business; to make such by-laws, rules and regulations as may be necessary or found desirable for the management of its business and affairs; and, generally, to do every other act, matter or thing necessary or desirable for the complete and the proper carrying out of said business, both in the State of Louisiana and elsewhere.

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

ARTICLE III.—The objects and purposes for which this corporation is organized and