SHE GOT JOHN D.'S DIMES

Virginia Denike, five years old, whose childish song brought her two new dimes from John D. Rockefeller. She will wear them on a string about her neck to bring luck.

CHARTER.

AMENDMENT TO CHARTER OF MICHEL-BOUGON CANNING CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this 25th day of January, in the year 1921, before me, WARREN V. MILLER, a Notary Public duly commissioned and qualified, personally came and appeared George B. Jurgens, who did declare that he is the President of the MICHEL-BOUGON CANNING COMPANY, INC., a corporation organized by Act before Thomas E. Furlow, Notary Public, on January 10, 1920, and recorded in the Mortgage Book for the Parish of Orleans, in book 1238, folio 258, and that said appearer declares that at a special meeting of the stockholders of the MICHEL-BOUGON CANNING COMPANY, INC., held on the 24th day of January, 1921, at which all of the stockholders of said corporation were present, a certified copy of the Minutes of said meeting being hereto annexed, Article IV of the Charter of said corporation was by unanimous vote amended so as to read as follows, to-wit:

ARTICLE IV. "Capital stock of this corporation is hereby fixed at the sum of Fifty Thousand Dollars ($50,000), and may be increased to Two Hundred and Fifty Thousand Dollars ($250,000); said stock is divided into and represented by Five Hundred shares of the par value of One Hundred Dollars ($100) each, which said stock shall be issued for cash or for property, or for rights purchased; there shall be no issue of preferred stock."

Said appearer further declares that he was duly authorized by the stockholders, as per the copy of resolution hereto attached, to certify to the said proceedings, and authorized and directed to make an authentic notarial act of said amendment to the charter, and 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 said charter, and does hereby request and authorize me to record and publish the same according to the 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 Nathan H. Feitel and D. Barnett, competent witnesses, who hereunto sign their names with the said appearers and me, Notary, after reading of the whole.

(Signed) GEO. B. JURGENS, President.

Witnesses:
NATHAN H. FEITEL,
D. BARNETT.
(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 MICHEL-BOUGON CANNING COMPANY, INC., was this day duly recorded in my office in book 1253, folio 84.

New Orleans, Jan. 28, 1921.
(Signed) ROBT. SCOTT, Deputy Recorder.

A true copy of the original on file in my office.
WARREN V. MILLER, Notary Public.

Jan. 13 Feb. 16

CHARTER OF THE SWANSON-McGRAW, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans. Be it known, that on this seventeenth day of December, in the year of our Lord, One Thousand and Nine Hundred and Twenty-One, and of the Independence of the United States of America, the one hundred and forty-sixth; Before me, John D. Nix, Jr., a Notary Public, duly commissioned and qualified in and for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned, Personally came and appeared, the several persons whose names are hereunto subscribed, who declared that availing themselves of the provisions of the laws of the State of Louisiana, relative to the organization of corporations, they have contracted and agreed and hereby bind and obligate themselves as well as all other persons who may, hereafter, become associated with them or their successors to form themselves into and constitute a corporation and body politic in law, for the object and purposes and under the agreements and stipulations following, to-wit:

ARTICLE I.—The name and style of this corporation shall be "Swanson-McGraw, Inc.," and, under its corporate name, it shall have power and authority to have and enjoy succession for the full term and period of ninety-nine years from and after the date hereof; to contract, sue and be sued; to make and use a corporate seal and the same to break and alter at pleasure; to receive, lease, purchase, hold, sell, convey and exchange, as well as mortgage, hypothecate, pledge and pawn property, real, personal and mixed; to name, appoint and employ such directors, officers, managers, agents, attorneys and employees as its business or interests and convenience may require, and to make and establish, as well as alter and amend, from time to time, such by-laws, rules and regulations for the conduct, management and regulation of the business and affairs of said corporation as may be deemed necessary and proper.

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

ARTICLE III.—The objects and purposes for which this corporation is formed, and the nature of the business to be carried on by it are hereby declared to be: to conduct and operate a business of consulting engineering, including preliminary investigations, estimates, appraisals, designing, supervision, operations, the leasing and owning of plants, and generally to make and enter into any and all contracts in relation to said business that may become necessary, and to do all things incident to the business of consulting engineering.

CHARTER.

ARTICLE IV.—The capital stock of this corporation is hereby fixed at the sum of Five Thousand ($5,000.00) Dollars divided into and represented by twenty (20) shares of Two Hundred and Fifty ($250.00) Dollars each, which shall be paid for in cash, and this corporation may commence business and shall be a going concern immediately upon the execution of this act of incorporation and the payment into the treasury thereof of the amount of the capital stock required by law. All certificates of stock shall be signed by the President and countersigned by the Secretary-Treasurer of said corporation. Every transfer of stock shall be signed by the stockholder or his attorney.

ARTICLE V.—All the corporate powers of the said corporation shall be vested in and exercised by a Board of Directors, composed of three stockholders, who shall be the President, the Vice-President, and the Secretary-Treasurer of this corporation.

At the first meeting, following the election of each Board of Directors, said Board shall elect a President, a Vice-President, and a Secretary-Treasurer of this corporation.

All other clerks and employees may be discharged at any time without recourse against the corporation.

The Board of Directors shall be elected annually on the first Tuesday of December after notice of such election, so to be held, will have been given by two weekly publications in a newspaper published in the Parish of Orleans, and after a written notice by the Secretary, given to each stockholder, shall have been mailed to him at least fifteen (15) days previous to such meeting, except that the first Board of Directors of this corporation shall be composed of Jos. L. Swanson, President; John McGraw, Sr., Vice-President; and Forres McGraw, Secretary-Treasurer, who shall hold their office until the first annual election to be held on the first Tuesday of December, 1922, or until their successors shall have been elected and shall have actually assumed their duties.

Two members of the Board of Directors shall constitute a quorum for the transaction of business.

All elections for directors shall be held at the office of the corporation and shall be by ballot, under the superintendence of two commissioners to be appointed, for that purpose, by the Board of Directors, whether they be stockholders or not.

Each share of stock shall be entitled to one vote and shall be cast by the owner of same, either in person or by written proxy, and a majority of the votes shall elect.

The failure to elect a Board of Directors will not affect this charter, but the directors in office shall continue in the exercise of their duties until their successors shall have been elected and shall have taken their places, in which event an election for directors shall be held on such subsequent day as may be fixed by the Board of Directors for that purpose it being hereby made the duty of the President of said Board and of the Vice-President and Secretary-Treasurer to call the said meeting to be held within fifteen days after such failure to elect.

All vacancies occurring in said Board, by resignation or other wise, shall be filled by the remaining directors.

The Board of Directors shall have the power and authority to make and establish, as well as alter and amend, any and all by-laws, rules and regulations that may be requisite for the government, support and management of the business and affairs of said corporation, and it shall have power and authority to contract debts, borrow money and issue notes in representation of same, and to issue bonds, and, generally to do all things incidental to the objects and purposes of said corporation.

ARTICLE VI.—Whenever this corporation is dissolved, whether by limitation or for any other cause, its affairs shall be liquidated under the superintendence of two commissioners to be appointed for that purpose by the stockholders, at a general meeting to be held and convened for that purpose, after ten days' notice shall have been given to every stockholder, through mail. Said commissioners shall remain in office until the affairs of said corporation shall have been fully liquidated and settled, and in the event of the death of one of said commissioners, the survivor shall fill the vacancy. Their compensation is hereby fixed at two and one-half per cent. on the amount realized by them.

ARTICLE VIII.This act of incorporation may be changed, modified or altered, and the capital stock increased so as to make the capital stock not to exceed the sum of Twenty Thousand ($20,000.00) Dollars, or said corporation may be dissolved by the assent of two-thirds in amount of the capital stock at a meeting of the stockholders convened for such purpose by the Board of Directors after thirty days' previous notice of such meeting shall have been published in a newspaper in the Parish of Orleans, and after all the other formalities of laww shall have been complied with.

ARTICLE VIII.—No stockholder shall ever be held liable or responsible for the contract or faults of said corporation in any further sum than the unpaid balance due to the corporation on the shares of stock owned by him, nor shall any mere informality in organizing this corporation have the effect of rendering this charter null and of exposing a stockholder to any liability beyond the amount due on his stock.

ARTICLE IX.—In order that this act of incorporation may serve as the original subscription list of said corporation, all subscribers hereto have written opposite their respective names the number of shares and the amount of stock subscribed for by each of them, as well as their addresses, and the recordation of this act shall be considered as the recordation of the list of shareholders required by law.

Thus done and passed at the City of New Orleans, in the Parish of Orleans, State of Louisiana, on the day and in the month and year first above written, in the presence of W. W. Wright and Isabella Rice, both of lawful age and residing in said Parish and State, competent witnesses who have signed these presents with the said appearers and me, Notary, after due reading of the whole.

Witnesses: W. W. Wright, Isabella Rice.

(Signed) Jos. L. Swanson, 2310 Milan Street, New Orleans, La., 10 shares; John McGraw, 7329 Sycamore Street, New Orleans, La., 1 share; Forres McGraw, 2429 Soniat Street, New Orleans, La., 9 shares.
JOHN D. NIX, JR., Notary Public.

A true copy:
JOHN D. NIX, JR., Notary Public.

Jan. 5. Feb. 9, 1922.

CHARTER OF BERNARD CO., INC.

United States of America. State of Louisiana, Parish of Orleans. Be it known that on this the seventh day of the month of January, in the year of our Lord, one thousand nine hundred and twenty-two (1922), and of the Independence of the United States of America, the one hundred and forty-sixth, before me, SCOTT E. BEER, a Notary Public, in and for the Parish of Orleans, State of Louisiana, duly commissioned, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who severally declared that, availing themselves of the laws of this state relative to the organization of corporations, they have contracted and agreed, and do by these presents agree and bind themselves, as well as such other persons as may hereafter become associated with them, to form and constitute a corporation and body, corporate in law, for the objects and purposes and under the agreements and stipulations hereinafter set forth and expressed.

ARTICLE I. The name and title of said company shall be the BERNARD CO., INC., and its domicile shall be the City of New Orleans, Parish of Orleans, State of Louisiana. Under this corporate name the said corporation shall have power and authority to exist and enjoy succession for the full term of ninety-nine (99) years from the date of this act; to contract, sue and be sued, and to make and use a corporate seal, and the same to break or alter at pleasure, which said seal, if any, shall be designated by the Board of Directors; to purchase, own, hold, lease, receive, sell and mortgage or pledge, under its corporate name, property, both real, personal and mixed, corporeal and incorporeal, including stocks, bonds and securities of other corporations; to sell any portion of its capital stock, or other resources; to make advances on real or personal security; to lease to and from and to consolidate or merge with other companies; to elect and appoint such directors, officers and agents as the interest and convenience of said corporation may require; to make and establish such by-laws, rules and regulations for the proper management of the affairs of said corporation as may be necessary and proper, and the same to change or alter at pleasure; and, generally, to do and perform all acts and things requisite and necessary to carry out the objects and purposes of said corporation.

ARTICLE II. All citations or other legal processes shall be served upon the President of said corporation, and in case of his absence, upon a Vice-President, and in case of the absence of the President and all Vice-Presidents, upon the Secretary.

ARTICLE III. The objects and purposes for which this corporation is established, and the nature of the business to be carried on by it, are hereby declared and specified to be: To buy, sell, deal in, lease, hold, develop or improve real estate of all sorts; to construct and maintain offices, flats, houses, factories, ware houses, shops, buildings, works and conveniences of all kinds; to acquire, hold and deal in personal property of every character, including stocks, bonds, obligations and securities of other corporations, as well as of individuals and partnerships; to exchange its entire capital stock or any part thereof, for property which it is authorized to acquire, or to exchange its entire assets and business, or any part thereof, for property, stocks, bonds or other obligations of other companies; and especially to acquire all or any portion of or interest in the real estate, stocks, bonds and obligations, cash, rents, accounts receivable, bills receivable, claims, profits, suits, rights or other property of any and every character descending from the successions of Anna Fellman (born Dreyfous) or Bernard Fellman, and to do and transact all business properly connected with, incidental or convenient to any of the said objects and purposes.

ARTICLE IV. The capital stock of this corporation is hereby fixed at Three Hundred Thousand Dollars ($300,000.00), to be divided into and represented by three thousand (3,000) shares of the par value of One Hundred Dollars ($100.00) each, which shall be paid for in cash, or may be issued for property actually received by the corporation at its fair value. The Board of Directors hereinafter created is specially authorized and empowered to issue all or any of said stock in exchange for all or any portion of or interest in the property descending from the succession of Anna Fellman (born Dreyfous) or Bernard Fellman, upon such basis or at such appraisement as in the judgment of the said directors may be proper. The capital stock of this corporation may be increased to the sum of Six Million Dollars ($6,000,000.00). No transfer of stock shall be binding upon the corporation unless made and recorded upon its books. No stockholder shall have a right to transfer or convey any of his or her stock in the corporation unless and until he or she shall have first made a written offer to the other then stockholders of the corporation, and to the corporation itself, to sell his or her stock to them, at the same price as that at which he or she may have received a bona fide offer therefor. Such written offer shall be addressed to the other then stockholders, and to the corporation itself, collectively, and shall be delivered to the office of the corporation not less than ten (10) days prior to the application for transfer of the stock. The corporation shall transmit this offer to the respective then stockholders, and the stock of the stockholder desiring to sell shall be distributed pro rata among such of the other stockholders as desire to purchase, in the proportions in which the holdings of the stockholders desirous of purchasing bear to each other; provided, that the other stockholders desiring to buy shall not be required to take all of the stock of the stockholder desiring to sell, but shall have the option to take any part of it, at the price at which a bona fide offer may have been received by the stockholder desiring to sell, for the whole amount offered; and if the total which the other stockholders desire to purchase is less than the total offered for sale, then, after each of the other stockholders shall have taken and paid for the amount of stock which he or she desires to buy, the remainder untaken shall be open for purchase by the corporation itself; and unless prohibited by law, the corporation may itself use and apply its surplus earnings or accumulated profits to the purchase, from any stockholder desiring to sell, of any portion of that stockholder's stock which none of the other stockholders may desire to acquire, at the same price as said stock shall have been offered to the other stockholders; provided, that the corporation shall not apply any of its capital to the purchase of such stock. The corporation shall have the right to refuse to transfer any stock so long as the shareholder demanding the transfer is in any way indebted to the corporation, and the corporation shall have a lien, pledge and privilege on each share of stock to secure any indebtedness due by the shareholder to the corporation. Should any of the stock offered for sale be not desired by any of the other stockholders, and should the corporation itself be unwilling or unable to purchase any of the same out of its surplus earnings within ten (10) days from the receipt at the corporation's office of the written offer to sell, then, and only then, shall the stockholder desiring to sell be entitled to transfer such undesired portion of the stock to such person or persons as he may see fit, for not less than the price at which he or she has offered the stock to the other then stockholders and to the corporation. The provisions of this article shall be printed upon the face of each certificate issued by the corporation, and shall be binding upon every person now or hereafter becoming a stockholder in this corporation, all of whom take such stock subject to the provisions hereof, and all pledges, hypothecations or other encumbrances of said stock, shall be subject hereto.

ARTICLE V. Except as otherwise herein provided, all the powers of this corporation shall be vested in and exercised by a Board of not less than three or more than seven directors, each of whom shall own in his own right at least one (1) full-paid and unpledged share of the capital stock. The first Board of Directors shall consist of three directors, and said Board shall have the power for the first year of the corporate existence, by unanimous vote, to increase the number of directors to any number not exceeding seven and to fill the vacancies thus created. Thereafter the stockholders at the annual meeting each year for the election of directors shall designate the number of directors for the ensuing year.

The said Board of Directors shall be elected annually, by ballot, at the annual meeting of the corporation to be held on the last Wednesday in January in each year, after notice given to each stockholder, by mail, addressed to his or her last known postoffice address, at least ten (10) days before the date of the meeting. The Board of Directors, at their first meeting following each annual election, shall elect from their number a President, one or more Vice-Presidents, and also (but not necessarily from their number) a Secretary-Treasurer, and such other officers as they may deem necessary. The Board shall have power, in its discretion, to unite two or more offices and to confer the same upon one person, or to dispense with any office. All officers and directors shall hold office until their successors are elected and qualified, and failure to elect directors on the date specified herein shall not dissolve the corporation, nor disqualify the directors or officers, but directors and officers then in office shall remain in office until their successors are elected or qualified. Three directors shall constitute a quorum, unless the Board shall consist of three, in which event two directors shall constitute a quorum. At any meeting of the Board of Directors any absent director may be represented by any other director, who may cast the vote of said absent director according to the written instructions, whether general or special, of said absent director. Special meetings of the Board may be called by the President, or upon demand of any two directors must be so called, at which meetings the business of the corporation may be transacted.

The President shall have authority, without referring to the directors, to sell, lease, assign, transfer, convey, encumber or otherwise dispose of and deliver all of the property of the corporation, upon such terms and conditions and for such considerations, whether in cash, bonds, stock in other companies, or other property, as in his discretion he may deem advisable; to borrow money, to execute mortgages, issue notes, pledges, bonds or other obligations, in such amounts and on such terms as in his judgment may be deemed advantageous. The directors are authorized to make and establish, as well as alter and amend, all by-laws, rules and regulations necessary and proper for the support and management of the business and affairs of the corporation not inconsistent with its charter; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in; to issue and deliver full-paid shares of stock and bonds, or other obligations of the said company, in payment for money, labor or service, or property or rights actually acquired and received by the corporation, on such terms as the directors may think proper; to issue and deliver full-paid shares of stock of this company for all or any portion of or interest in the properties transferred to this corporation, upon such terms and at such appraisement as in their judgment may be proper; and generally to do all such things as may be necessary or convenient and proper to carry out the purpose for which this corporation is organized, and to exercise its corporate powers. Vacancies occurring in the Board of Directors may be filled for the remaining term of the Board by the remaining directors or director, whether a quorum remain or not. Special meetings of the stockholders may be called by the Board at any time, and shall be called at the instance of the shareholders holding twenty-five per cent (25 per cent) of the stock of the corporation; and of all such meetings notice shall be given in the manner provided as to annual meeting; provided, that in all cases all notices may be waived. A quorum at any meeting of the stockholders shall consist of a majority of the voting stock of the corporation, represented in person or by proxy. A majority of such quorum shall decide any question that may come before the meeting. Until the next annual meeting of the stockholders for election of directors, to be held under this charter on the last Wednesday in January, 1923, or until their duly qualified successors are elected and installed, the Board of Directors shall be composed of: Leo Fellman, postoffice address 315 Baronne street, New Orleans, La.; Alice L. Fellman, postoffice address 1516 Robert street, New Orleans, La.; Laurel Fellman, postoffice address 315 Baronne street, New Orleans, La., and such other members as may be provided for and elected by the Board under the above authorization, with the said Leo Fellman as President and said Laurel Fellman as Vice-President.

ARTICLE VI. Whenever this corporation is dissolved, either by limitation of time or by determination of the stockholders, its affairs shall be liquidated under the supervision of three (3) liquidators to be appointed for that purpose at a general meeting of the stockholders convened after at least fifteen (15) days' notice, which shall be sent by mail to all of the stockholders, at their last known postoffice address, or if no other postoffice address is known, to the General Delivery at New Orleans, and shall likewise be published for ten consecutive days in one daily newspaper published in the city of New Orleans. In case of death, resignation or inability to act, of one of the liquidators, the vacancy shall be filled by the remaining liquidators.

The said liquidators shall remain in office until the affairs of the corporation shall have been fully settled and liquidated, and shall have full power and authority to transfer and give title to all assets and property of the corporation, by public or private sale, and to distribute the proceeds.

ARTICLE VII. This act of incorporation may be modified, changed, altered or amended, or said corporation may be dissolved with the assent of two-thirds (2-3) of the entire outstanding capital stock, at a general meeting of the stockholders convened for that purpose, after previous notice shall have been given in the same manner as provided in Article VI for notices of meetings for the election of liquidators. Any increase or decrease in the capital stock which may be proposed or made shall be made in accordance with the laws of the State of Louisiana, on the subject of altering the amount of capital stock of corporations. No stockholder shall be held liable or responsible for the contracts or faults of said corporation in any further sum than the unpaid balance due on the shares of stock owned by him, nor shall any mere informality in organization have the effect of rendering this charter null or exposing any subscriber to any liability beyond the amount due on his stock.

ARTICLE VIII. This corporation shall commence business operations as soon as one-half (1-2) of its authorized capital stock shall have been subscribed for, and one-half (1-2) of the subscriptions shall have been paid, in cash or property. In order that this charter may also serve as an original subscription list, the subscribers hereto have set opposite their names the number of shares of each class of stock subscribed for by each of them. There is annexed hereto, to be read in connection herewith, an accurate, detailed and itemized description of the properties to be conveyed to this corporation in payment of the subscription to its capital stock, being twenty-six hundred and eighty-one shares of the par value of One Hundred Dollars ($100.00) each, the said statement showing the amount, location, extent, character and state of improvement of the said properties, together with a statement of the value thereof, as appraised by the Board of Directors, which is the sum of Two Hundred and Sixty-eight Thousand One Hundred and Eighty-six Dollars and Thirty-eight Cents ($268,186.38).

Thus done and passed at my office in this city, on the day, month and year first above written, in the presence of Winthrop P. Baker and Selma Elias, competent witnesses, residing in this city, who have hereunto signed their names with the appearers and me, Notary, after due reading of the whole.

(Signed) LEO FELLMAN AND OTHERS.

Witnesses:
WINTHROP P. BAKER,
SELMA ELIAS.
(Signed) 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 above and foregoing Act of Incorporation of BERNARD CO., INC., was this day recorded in my office in book 1263, folio —.

New Orleans, La., Jan. 9, 1922.
(Signed) ROBT. SCOTT, Deputy Recorder.

I, the undersigned Notary, declare that the above and foregoing is a true and correct copy of the charter of BERNARD CO., INC., except the signatures of the subscribers thereto, including the certificate of the Recorder of Mortgages thereto appended.

New Orleans, La., Jan. 9, 1922.
(Signed) SCOTT E. BEER, Notary Public.

Jan. 12-Feb. 16

CHARTER OF WOLFF & LAZARD CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this 24th day of December, 1921, in the year of our Lord, one thousand nine hundred twenty-one, before me, GABRIEL FERNANDEZ, JR., a Notary Public, duly commissioned and qualified in and for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who severally declared that, availing themselves of the laws of the State of Louisiana relative to the organization of corporations, and especially Act 267 of the General Assembly for the State of Louisiana for the year 1914, they do by these presents, for themselves and their successors and assigns, form themselves into a corporation and body politic in law for the purposes and objects and under the articles and stipulations hereinafter set forth.

ARTICLE I. The name of this corporation shall be WOLFF & LAZARD CO., INC., under which corporate name it shall have corporate existence and succession for the term of ninety-nine years, from and after the date hereof. It shall have power to sue and be sued, to contract, purchase, lease, mortgage, pledge, alienate and encumber real estate and personal property, and generally to exercise all power and authority connected with the purpose of its organization or incidental thereto, and all the power and authority conferred on corporations by the laws of this State.

ARTICLE II. The purposes for which this corporation is organized are to buy, sell, manufacture and deal in all sorts of electrical supplies and automobile accessories, automobiles and machinery of all kinds, both for its own account and on commission, and generally to do all things necessary and incident to the business of the corporation, and it shall have authority to carry on all or parts of its business in other states, territories and possessions of the United States, as well as all foreign countries.

ARTICLE III. The domicile of this corporation shall be in the City of New Orleans, Louisiana. Citation of all legal process and other legal notices shall be served upon the President of the corporation, and in his absence on the Vice-President.

ARTICLE IV. The capital stock of this corporation is hereby fixed at the sum of $25,000.00, divided into 250 shares of $100.00 each, but the corporation shall be a going concern as soon as not less than one-half thereof has been subscribed. This may be increased to $100,000.00. All stock shall be paid for in cash or property.

Should Allan L. Wolff or Jules C. Lazard sell his stock and sever his connection with the corporation, the charter shall be amended so as to omit the name of the withdrawing stockholder.

ARTICLE V. All the powers of this corporation shall be vested in a Board of Directors composed of not less than three stockholders.

The said Board shall be elected annually, on the first Tuesday after the first Monday in the month of January of each year, except the first Board, which is provided for in this charter.

At the annual election held for the election of directors each share shall be entitled to one vote, which may be cast in person or by written proxy.

The failure to hold such meetings shall not terminate the corporation, but the officers then in office shall hold over until their successors are elected and qualified.

The first Board of Directors shall consist of Allan L. Wolff, 1522 Aline street, New Orleans, La.; Jules C. Lazard, 1727 Peters avenue, New Orleans, La.; Charles Levy, 508 Magazine street, New Orleans, La.

Each Board of Directors shall annually elect from their midst a President, Vice-President, Treasurer, and Secretary, and it may combine the office of treasurer with that of the President, Vice-President or the Secretary, and it may elect a Secretary who need not be a director or stockholder, but such Secretary cannot be Treasurer.

ARTICLE VI. Not less than fifteen (15) days' notice shall be given for all regular stockholders' meetings, and not less than five (5) days' notice for special meetings. The Board of Directors shall hold regular special meetings at such times and upon such notice as to time which the said Board may fix. All notices of meetings of all kinds shall be by written notice through the postoffice, addressed to the respective stockholders at the address given to the Secretary by each stockholder, or the notice may be delivered by messenger.

ARTICLE VII. This act of incorporation may be changed, modified or altered, or this corporation may be dissolved, with the assent of two-thirds of the stock present or represented at a meeting convened for that purpose.

ARTICLE VIII. No stockholder shall ever be held liable or responsible for the contracts and faults of said corporation in any further sum than the unpaid balance due on the shares of the stock owned by him; nor shall any mere informality in organization have the effect of rendering this charter null or exposing the stockholders to any liability beyond the amount of his unpaid stock.

ARTICLE IX. Whenever this corporation is dissolved either by limitation of time or by the determination of the stockholders, its affairs shall be liquidated under the supervision of two (2) liquidators, to be appointed for that purpose at a general meeting of the stockholders convened after ten (10) days' notice.

At such meeting to consider the liquidation of the corporation, the result shall be determined by the consent of two-thirds of the stock present or represented at such meeting. In case of the death or inability to act of one of the liquidators, the survivor shall act alone.

Thus done and passed in my office in said City of New Orleans, on the day, month and year first hereinbefore written, in the presence of Justin V. Wolff and M. A. Oakes, both of lawful age and residents of this parish, competent witnesses, who signed hereto with the said appearers, and me, notary, after due reading of the whole.

Original signed:
JULES C. LAZARD, 45 shares, New Orleans, La.
CHARLES LEVY, 45 shares, New Orleans, La.
ALLAN L. WOLFF, 45 shares, New Orleans, La.

Witnesses signed:
JUSTIN V. WOLFF,
M. A. OAKES.
GABRIEL FERNANDEZ, 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 WOLFF & LAZARD CO., INC., was this day duly recorded in my office in Book 1263, folio 493.

New Orleans, Dec. 29, 1921.
(Signed) ROBT. SCOTT, Deputy Recorder.

A true copy of the original.
GABRIEL FERNANDEZ, JR., Notary Public.

Jan. 12-Feb. 16

CHARTER OF THE ECONOMIC REALTY CO., INC.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known and remembered that on this 6th day of the month of January, in the year 1922, before me, Herbert W. Kaiser, a Notary Public, duly sworn, commissioned and qualified, in and for the Parish and State aforesaid, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the persons whose names are hereunto subscribed, who declared that, availing themselves of the provisions of the laws of this State relative to the organization of corporations, and more particularly to Act 267 of the General Assembly of the State of Louisiana, for the year 1914, they have covenanted and agreed, and do by these presents covenant and agree to bind, form and constitute themselves, as well as such other persons as may hereafter join or become associated with them, into an association and body politic in law, for the objects and purposes and under the agreements and stipulations hereinafter set forth, to-wit:

ARTICLE I. The name and title of this corporation shall be ECONOMIC REALTY CO., INC., and under that name it shall have and enjoy all the rights privileges and advantages conferred by the State of Louisiana on corporations in general, and shall exist for a period of ninety-nine years, unless otherwise dissolved, beginning from date of this act of incorporation. It shall have power and authority to sue and be sued, to buy and sell, hold, own, lease, mortgage and hypothecate and pledge property, real, personal and mixed; to name, elect and appoint managers, directors and clerks and other employees to properly conduct its corporate business, and to make by-laws, rules and regulations as may be found necessary or desirable for the management of the corporation, and shall do everything to correctly carry out its objects and purposes.

ARTICLE II. The domicile of this corporation is hereby declared to be the City of New Orleans, State of Louisiana. All citations and other legal process shall be served upon the President, and in the absence of the Vice-President, and in the absence of both of them, upon the Secretary-Treasurer of the corporation.

ARTICLE III. The objects and purposes for which this corporation is organized and the business to be conducted by it are declared to be to buy, sell or otherwise acquire and alienate real estate and lands; to lease, re-lease real estate and lands, to mortgage and hypothecate the same, and to do a general real estate and land business, and to do any and all such acts and things as may or shall be necessary and proper to carry out said objects and purposes.

ARTICLE IV. The capital stock of this corporation is hereby fixed at Seventy-five Hundred Dollars ($7500.00), divided into and represented by 75 shares at the par value of $100.00 per share, with the privilege of increasing same to $10,000.00. And this corporation shall be a going concern when $5,000.00 of the capital stock shall have been subscribed and paid for. Said stock shall be represented by certificates of stock, to be paid for in cash, or its equivalent in property, as the Board of Directors shall see fit and proper. All shares shall be full-paid and non-assessable. No stockholder shall have the right to sell or otherwise dispose of his stock in this corporation without first offering same to this corporation and to the individual members of this corporation, at the book value thereof, and this corporation is authorized to purchase said stock at said book value for the benefit of the other stockholders of the corporation. Should the corporation decline to purchase said stock, the shareholder shall have the right of option to offer said stock for sale to any other person or persons, firm or corporation.

ARTICLE V. All the corporate powers of this corporation shall be vested in and to the management and control of its business and affairs conducted by a Board of Directors, composed of not less than three stockholders. Said Directors shall be elected by ballot at a general meeting of the stockholders to be held on the 6th day of January, 1922, and annually thereafter on the first Tuesday in January, provided same is not a legal holiday, in which event on the next banking day thereafter. Every stockholder shall be entitled in person or by proxy to one vote for every share of stock owned by him. All elections shall be held under such rules and regulations as may be determined by said Board of Directors. Ten days' written notice directed to the last known address of every stockholder shall be given of all elections. The directors thus elected shall continue in office until the 6th day of January, 1923, or until their successors shall have been elected and qualified; any failure to elect officers or directors shall not be considered as a forfeiture of this charter. Any vacancy occurring in the Board of Directors shall be filled by the remaining directors for the unexpired term. A majority of the stockholders at a meeting shall constitute a quorum for the transaction of business.

Said Board of Directors shall, at its first meeting after its election, elect out of the members a President, Vice-President, and Secretary-Treasurer. Said Board shall have the power to appoint and dismiss such officers, agents, clerks and employees as they may deem advisable, and to fix their compensation.

Said Board of Directors is vested with the power and authority to mortgage or pledge the property, real, personal and mixed, of the corporation, as they may deem fit and proper; to purchase, hold, own, mortgage, pledge, lease and dispose of real estate; to execute mortgages, issue notes, bonds and other evidences of debt; to borrow and lend money on same to and from individuals, firms and corporations for such terms and on such conditions as they may deem advisable.

ARTICLE VI. No stockholder shall ever be held liable or responsible for the contracts or faults of said corporation in any further sum than the unpaid balance due on the shares of stock owned by him, nor shall any mere informality in organization have the effect of rendering this charter null, or exposing a stockholder to any liability beyond the amount of his unpaid stock, nor shall any informality or irregularity in organization have the effect of rendering any stockholder liable as a partner.

ARTICLE VII. At the expiration of this Charter or the earlier dissolution of this corporation for any cause, its affairs shall be liquidated by one or more liquidators, to be elected by the stockholders, all of whom shall hold stock in said company, and the said commissioners are hereby vested with full power and authority to liquidate the affairs of said company in accordance with terms of Section 230 of Act 267 of 1914.

ARTICLE VIII. The appearers hereby declare that they have subscribed to the number of shares of capital stock set opposite their names, and the signature thereto shall constitute their original subscription to the capital stock of said corporation.

Thus done and passed in my notarial office in the City of New Orleans, the day, month and year first above written, in the presence of Gladys Jene and Fred A. Wulff, Jr., competent witnesses, who have hereunto signed these presents with said appearers and me, Notary, after due reading of the whole.

Signers:

Witnesses:
FRED A. WULFF, JR.
GLADYS JENE.
H. W. KAISER, Notary Public.

I hereby certify that the Articles of Incorporation of Economic Realty Co., Inc., have been recorded in Book 1263, folio —.

ROBERT SCOTT, Deputy Recorder.

Jan. 12-Feb. 16

CHARTER OF CASE-TEEL COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this 31st day of the month of December, 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, HERMAN L. BARNETT, a Notary Public duly commissioned and qualified in and for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, all of the full age of majority, who severally declared to me, Notary, that availing themselves of the laws of the State of Louisiana, in such cases made and provided, and more particularly of Act 267 of the General Assembly of the State of Louisiana of 1914, relating to the creation, organization and formation of corporations, they have covenanted and agreed, and by these presents do covenant and agree and bind themselves, as well as all such other persons as may hereafter become associated with them, to form a corporation for the objects and purposes and under the articles and stipulations following, to-wit:

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

ARTICLE II. This corporation shall be domiciled in the city of New Orleans, in the state of Louisiana, and all legal process shall be served upon the President of the corporation, or, in his absence, upon the Secretary.

ARTICLE III. The objects and purposes for which this corporation is organized and cr-ted, and the nature of the business to be carried on by it, are declared to be as follows: The manufacturing, buying and selling of food and foodstuffs, feed and feedstuffs of all character and kind whatsoever, and the manufacturing, buying and selling of their products and by-products for domestic purposes and for foreign export and import, and the buying, selling and operating of mills for this property, in Louisiana and elsewhere; and the buying, owning, operating and selling of boats, barges, ferries, motor-trucks and railroads for the purpose of transportation or hauling by land or by water such material, and generally for the conducting and carrying on of any and all business which may be found necessary and convenient or proper or incidental to the foregoing purposes.

ARTICLE IV. The capital stock of this corporation is hereby fixed at the sum of Sixty Thousand Dollars ($60,000.00), which shall be divided into and represented by Six Hundred (600) shares of the par value of One Hundred Dollars ($100.00) each. Said stock shall be paid for in cash or its equivalent, as provided by law. This corporation shall become a going concern as soon as Forty-five Thousand Dollars ($45,000.00) of its capital stock shall have been subscribed.

ARTICLE V. The capital stock of this corporation may be increased to the sum of One Hundred Thousand Dollars ($100,000.00), or any portion thereof, by a two-thirds vote of all of the stock present and represented, at a special meeting called for that purpose.

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

ARTICLE VII. The corporate powers of this corporation shall be vested in and exercised by a Board of Directors composed of four stockholders, the majority of whom shall constitute a quorum for the transaction of business. The Directors of this corporation may vote in person or by written proxy at any of the meetings of the Board of Directors.

The first Board of Directors of this corporation shall be composed of the following: Thomas Dabney Case, W. W. Teel, J. G. Case, W. R. Smith-Vaniz, with Thomas Dabney Case as President and Wesley W. Teel as Vice-President and Secretary, and J. G. Case as Treasurer, and they shall serve until the first Tuesday in February, 1923, or until their successors are elected and qualified.

The Directors shall be elected annually by the stockholders, at a meeting held on the first Tuesday in February of each year thereafter. Notice of such meeting shall be given eight days before the date of such meeting, and shall be sent to each stockholder at his last known address.

Each stockholder shall at such annual meeting or other meeting, general or special, be entitled, in person or by proxy, to one vote for each share of stock owned by him.

The directors, when elected, shall hold office for one year, or until their successors shall be elected and qualified, and failure to hold the annual meeting of stockholders, or to elect annually a Directors, shall not operate the forfeiture of this charter or any rights thereunder.

Any vacancy occurring in the Board of Directors may be filled by the Board of Directors for the unexpired term.

ARTICLE VII. This charter may be changed, modified, altered or amended by and with the consent of two-thirds of all the stock present at any meeting, general or special, held for that purpose; and such may be material or immaterial, subject to limitations as may be by law provided; and this corporation shall have the power to increase or decrease its capital stock as hereinbefore set out.

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

ARTICLE IX. In case of the dissolution, liquidation or termination of this charter, by limitation or otherwise, the affairs of this corporation shall be liquidated by one or more liquidators elected by the stockholders, who may provide the number of said liquidators and vest them with such authority as may by law be permitted, and fix the terms and conditions upon which they shall serve and their compensation, and any other regulation which to them may seem proper.

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

Thus done and passed at my office in the city of New Orleans, Louisiana, on the day, month and year first above written, in the presence of Paul E. Chasez and Edwin T. Merrick, competent witnesses, who have hereunto signed these presents with the said appearers and me Notary, after due reading of the whole.

(Original Signed)

Witnesses:
PAUL E. CHASEZ,
EDWIN T. MERRICK.
HERMAN L. BARNETT, Notary Public.

Recorded in M. O. B. 1263, folio — Parish of Orleans.

A True Copy
HERMAN L. BARNETT, Notary Public.

Jan. 12-Feb. 16

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