CHARTER.

CHARTER OF PORTER CLOTHING CO., 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 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, WATTS K. LEVERICH, 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 laws of this State relative to the organization of corporations, they have covenanted and agreed, and do by these presents covenant, agree, bind, form and constitute themselves, as well as such persons as may hereafter join or become associated with them, into a corporation or body politic in law, for the objects and purposes and under the agreements and stipulations following to-wit:

ARTICLE I. The name and title of this corporation shall be the PORTER CLOTHING CO., INC., and under its corporate name it shall enjoy succession for the full term and period of ninety-nine years from and after the date hereof, and shall have power and authority to contract, sue and be sued; to accept and receive mortgages, pledges or other hypothecations; to make and use a corporate seal, and the same to break and alter at pleasure; to purchase, receive, lease, hold or otherwise acquire and convey, as well as mortgage and hypothecate under its corporate name, property, both real, personal and mixed; to borrow money and make and issue bonds, and other evidences of debt, and to secure the same by mortgage and otherwise; to subscribe to and hold stock in other corporations; to acquire, hold and reissue shares of its capital stock; to carry out all of the objects and purposes hereinafter set out; to name and appoint such managers and directors, officers and agents as the interest and convenience of said corporation may require; and to make and establish, as well as alter and amend at pleasure such by-laws, rules and regulations for the management and regulation of the affairs of the corporation as may be necessary, proper or convenient; and generally to do all such acts and things as trading corporations are authorized to do under the laws of the State of Louisiana.

ARTICLE II. The domicile of this corporation shall be in the Parish of Orleans, State of Louisiana, and all citations or other legal process shall be served upon the President of the company; or, in his absence, upon the Secretary.

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 buy, sell and deal in, at both wholesale and retail, clothing, boots, shoes, hats, caps, millinery, neckwear, hosiery, gloves, fancy goods, jewelry, furs, and men's, women's and children's furnishings, novelties and wearing apparel of all sorts, and all articles and merchandise of like character and description, and all other sorts of dry goods and merchandise, furniture and furnishings for personal and household use and adornment, including all such articles of merchandise as are or may be dealt in by department stores; to buy and sell dry goods and to manufacture and sell as customs tailors wearing apparel of men, women and children; to conduct the business of general dry goods and clothing merchants, tailors, drapers, haberdashers, milliners, dressmakers and general outfitters; to carry on the general mercantile business of a department store; to buy, sell, construct, lease, hold, develop and improve real estate and buildings and improvements thereon of all sorts; to buy, sell, acquire and hold stocks, bonds, obligations and securities of other corporations; to buy, sell and deal in stocks and bonds, and to carry on a general investment business; to exchange its entire capital stock or any part thereof for property which it is authorized to acquire; to exchange its entire assets and business, or any part thereof, for property, stocks or other obligations of other companies, firms or individuals; to carry on all operations and do all things incidental to or convenient for the accomplishment of any of the foregoing purposes, and generally to do all such acts and things as a general trading corporation under the laws of the State of Louisiana is or may be authorized to do.

ARTICLE IV. Section 1. The capital stock of this corporation is hereby fixed at Two Hundred Thousand Dollars ($200,000.00), divided into and represented by seven hundred and fifty (750) shares of preferred stock and twelve hundred and fifty (1250) shares of common stock, all of the par value of One Hundred Dollars ($100) per share. The preferred stock may be increased to the sum of Five Hundred Thousand Dollars ($500,000.00), and the common stock may be increased to a similar figure.

Section 2. The capital stock, both preferred and common, shall be represented by certificates, shall be full paid and non-assessable when issued, shall be issued only for labor done or for property actually received, or for cash to be paid at such times and in such amounts and after such notice as may be determined by the Board of Directors, and shall be personal property. No transfer of said capital stock shall be binding upon this corporation unless made in accordance with its charter and by-laws and recorded on the books thereof.

Section 3. The holders of preferred stock shall be entitled to receive a divitive from and after February 1st, 1922 dend at the rate of, but never exceeding, seven (7) per cent per annum, cumulapayable out of the net profits of the company on the first day of February and the first day of August of each year before any dividend is paid upon the common stock. Should the net profits for any year be insufficient to pay said preferred dividend therefor, or any part thereof, any unpaid portion thereof shall become a charge against the net profits of the company and shall be paid in full out of said net profits before any dividend is paid upon the common stock. The preferred stock shall never participate in the profits of the company beyond its fixed preferential cumulative annual dividend of seven (7) per cent, but shall be paid in full up to its capital or par value, plus accrued and unpaid dividends, if any, at the rate of seven (7) per cent per annum, before any amount shall be distributed among the owners of the common stock, in the event of any liquidation or dissolution or distribution of the assets of the company, and shall not participate further in the distribution of the assets of the company.

Section 4. The preferred stock shall have no voting power whatever, and all matters relating to the corporation, including amendments to its charter, increase or decrease of its capital stock (including increase or decrease of the preferred stock), dissolution or liquidation of the company, and all other corporate matters shall be decided upon by the holders of the common stock exclusively, the rights of the preferred stockholders being limited to the return of the money invested by them with cumulative dividends thereon at the rate of seven (7) per cent per annum, in the manner set forth in this charter.

Section 5. The entire issue of seven hundred and fifty (750) shares of preferred stock authorized by this charter shall be known as Series A, and all outstanding stock of that series, whatever the date of its actual issue, shall be retired at the rate of twenty (20) per cent per annum, beginning on the first day of February, 1932. Should a further issue of preferred stock be hereafter authorized by appropriate amendments of this charter, such further issue shall be known as Series B, and, beginning ten years from the date of the amendment of the charter authorizing such further issue, there shall be retired annually twenty (20) per cent of the preferred stock in Series B. Thereafter, similarly, should a further issue of preferred stock be again authorized by a further amendment to the charter, such further issue shall be known as Series C, and stock in such series shall be similarly retired at the rate of twenty (20) per cent per annum, beginning ten years from the date of the charter; authority for the issuance of such Series C and so on, as to any still further issues of series which may from time to time thereafter be authorized, the intention and effect of these provisions being that each series of preferred stock shall begin to be retired at the rate of twenty (20) per cent per annum, beginning ten years from the date at which the issuance of such series is authorized. All preferred stock retired shall be redeemed at par, with all accrued and unpaid dividends, and each outstanding certificate in the same series shall be redeemed pro rata. Notice shall be given to each stockholder concerned to present his certificate for endorsement of the amount redeemed, and to collect the amount due on such redemption and endorsement, by mailing such notice to him or her at his or her last known post-office address, or, if none be known, then to the General Delivery at New Orleans Louisiana, ten days prior to the redemption date. Such notice having been sent and the money required for such redemption having been deposited for that purpose with any bank in the city of New Orleans designated by the directors, all rights of the stock called for redemption to dividends, after said redemption date, shall cease, and the holders thereof shall thereafter have recourse to said deposit alone, and in no event to the said company for the payment of said redeemed stock or the dividends thereof; and the provisions of this clause shall apply pro rata in the case of pro rata redemptions; and the holders of stock redeemed shall be entitled to claim the amount due upon the redemption only upon presentation of their certificates for appropriate endorsement or (in the case of total payments) cancellation.

Section 6. The provisions of the foregoing section relate to compulsory redemption of preferred stock by the corporation. The corporation shall also have the privilege and option of calling in and redeeming the outstanding preferred stock in whole or in part on any dividend date, at par, plus all accrued and unpaid dividends. In the event of voluntary or optional redemption of part only of the preferred stock under this section, the corporation shall have the right to designate the particular stock in the hands of the particular stockholders which it desires to retire. The intent and effect of this provision being that if the corporation elects voluntarily to retire a part of its corporate stock under this section, it shall have the right to retire the stock of one or more stockholders and not the stock of the others. All the provisions of the preceding section relating to notice of redemption and deposit of funds covering such redemption and rights of stockholders, after such notices and deposit, shall apply equally in the case of voluntary redemption and retirement of preferred stock under the present section.

Section 7. The common stock shall be entitled to all earnings of the corporation over and above the cumulative dividend of seven (7) per cent per annum, herein reserved for the preferred stock, except that no dividend may be declared on the common stock until all accrued dividends on the preferred stock have been declared, and no dividends may be paid on the common stock until all accrued dividends on the preferred stock have been paid. In the event of liquidation, dissolution or winding up, whether voluntary or involuntary, of the corporation, after the payment in full to the preferred stock of its principal, at par value, plus accrued and unpaid dividends, if any, at the rate of seven (7) per cent per annum, the remaining assets and funds of the corporation shall be divided among the holders of the common stock in proportion to the shares held by them respectively.

Section 8. The whole of the preferred and/or common stock of this corporation, or any part thereof, may be issued and delivered to any person, firm or corporation for property conveyed to this corporation or services rendered to it, and the Board hereinafter created is specially authorized to issue and dispose of stock for property and services upon such appraisement as in their judgment may be fair and proper; provided always, that no stock shall be issued except upon the receipt by the corporation of par value therefor in property or services.

ARTICLE V. All the powers of this corporation shall be vested in a Board composed of not less than three nor more than five directors, each of whom shall own at least one share of the common stock. The precise number of directors within the limits above stated shall be fixed at the annual meeting of the stockholders or at a special meeting called for that purpose; provided, that in the interval between stockholders' meetings, the Board itself may elect additional directors within the maximum number above provided, if the stockholders shall not have elected the same. The majority of the Board shall constitute a quorum. The said Board of Directors shall be elected annually by the common stockholders at a meeting of the common stockholders to be held annually on the second Tuesday in February of each year, beginning with the year 1923 (or the next legal day if that be a holiday), after notice given to each stockholder by mail at least fifteen days before the date of the meeting, addressed to the last designated address of the stockholder; or if he or she has designated no address, then to the General Delivery, New Orleans. Special meetings of the stockholders may be called by the Board at any time, and notice thereof shall be given in the manner provided for annual meetings; provided, that in all cases all notices may be waived by unanimous consent. Each holder of common stock shall be entitled to one vote for each share of common stock standing in his name on the books of the corporation, said vote to be cast in person or by proxy, and a majority of the votes cast shall elect. Failure to elect directors on the day above specified shall not dissolve the corporation, but the directors then in office shall remain in office until their successors are elected. The Board of Directors shall have power to fill all vacancies which may occur or in any manner arise or be created on the Board, even though no quorum remain at the time such vacancies are to be filled. The Board shall elect from their number a President, a Vice-President, and a Secretary-Treasurer; provided, that from time to time the Board may dispense with any of said officers and/or may combine and/or separate any of them, and/or may elect such other officers as they may think proper or convenient for the carrying on of the company's business, and may provide that such officers may not be members of the Board of Directors; and they shall fix the salaries of the officers, agents and employees.

At any meeting of the Board of Directors any director absent from the meeting may be represented by any other director, who may cast the vote of the absent director according to the written instructions, either general or special, of said absent director. The Board of Directors shall have authority 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 this corporation, and not inconsistent with this charter; and they shall have power to authorize the borrowing of money and the issuance of notes, and the execution of pledges and mortgages, and generally to do all things necessary or convenient for the proper carrying on of the business of the corporation. Until the general meeting of the stockholders for election of the directors, to be held in 1923, or until duly qualified successors are elected and installed, the Board of Directors shall be composed of the following: H. J. Porter, Carondelet Building, New Orleans; H. E. Porter, Carondelet Building, New Orleans; A. W. Porter, Carondelet Building, New Orleans. Provided, that the Board above named and any succeeding Board may choose additional directors within the total numerical limit of the Board whenever such total limit shall not have been filled by the stockholders. Of the foregoing directors, H. J. Porter shall be President; H. E. Porter, Vice-President, and A. W. Porter, Secretary-Treasurer.

ARTICLE VI. This act of incorporation may be changed, modified or amended or the corporation dissolved by a vote of two-thirds (2-3) of the common stock present or represented at a general meeting of the common stockholders convened for such purpose, after previous notice shall have been given in the manner above required to be given of the annual meeting of the corporation.

ARTICLE VII. If this corporation shall be dissolved either by limitation or from any other cause, its affairs shall be liquidated by three commissioners to be elected by the common stockholders, at a meeting of such stockholders called for the purpose of liquidation. Said stockholders shall remain in office until the affairs of the corporation shall have been fully settled and liquidated, and they shall have full power and authority to transfer and give title to all the property and assets of the corporation and to distribute the proceeds. In case of death, disability or resignation of one liquidator, the vacancy shall be filled by the survivor.

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

In order that this charter may serve as the original subscription list, the subscribers hereto have indicated opposite their respective signatures the number of shares of stock subscribed for by each of them.

Thus done and passed at my notarial office in the City of New Orleans, State of Louisiana, on the day, month and year first hereinabove written, in the presence of Shirley Hoffman and J. Blanc Monroe, competent witnesses, who have hereunto subscribed their names, together with me, Notary, and the said appearers, after due reading of the whole.

(Signatures omitted)

Witnesses:
SHIRLEY HOFFMAN,
J. BLANC MONROE.
WATTS K. LEVERICH,
Notary Public.

I, the undersigned Recorder of Mortgages for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing charter of PORTER CLOTHING CO., INC., was this day duly recorded in my office in book 1263, folio —

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

Jan. 26-Mch. 2

ACT OF INCORPORATION OF MARINE LUMBER CO., LTD.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this the 17th day of the month of January, in the year of our Lord, one thousand nine hundred and twenty-two, and of the Independence of the United States of America the one hundred and forty-sixth, before me, WALTER J. SUTHON, JR., a Notary Public, duly commissioned and qualified in and for the city, parish and state aforesaid, 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 this state relative to the formation and organization of corporations, they have covenanted and agreed and do by these presents covenant, agree and bind themselves, as well as those who may hereafter become associated with them, to form themselves into a corporation for the objects and purposes, with names and under the stipulations following, to-wit:

ARTICLE I. The name and style of this corporation shall be MARINE LUMBER CO., LTD., and by said corporate name it shall have and enjoy succession and existence for a period of ninety-nine years, unless sooner dissolved, and shall have all the rights, privileges and immunities which are now or may hereafter be granted by law to corporations of the same kind and character, and under said corporate name it shall have the power and authority to contract, sue and be sued; to make and use a corporate seal, the same to break or alter at pleasure, and to make all necessary rules and regulations for its corporate management and control.

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 Secretary; or, in case of his absence or inability to act, upon any other officer of the corporation.

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 buy, hold, own, sell, and generally to deal in any and all kinds of lumber, and any and all kinds of building material, and to handle same on a commission basis; to buy, hold, own, sell and generally to deal in timber and timber leases; to cut, prepare and manufacture any and all kinds of lumber; to import and export timber, lumber and building material; to buy, hold, own and sell real estate necessary for the business of the corporation; to purchase and acquire the assets and good-will of other businesses whose objects and purposes are incidental or similar to those of this corporation; to buy and own stock in other corporations, and generally to do any and all things incidental or germane to any of the objects and purposes above set forth.

ARTICLE IV. The capital stock of this corporation is hereby fixed at the sum of Six Thousand Dollars ($6,000.00), divided into one hundred and twenty shares of the par value of One Hundred Dollars each, all of which shall be common stock; and the amount to which the capital stock may be increased is hereby fixed at the sum of Fifty Thousand Dollars ($50,000.00); said stock shall be issued only for cash or in payment of property actually received by this corporation, or services actually rendered to it; said stock shall be fully paid at the time of its issuance and thereafter be non-assessable. This corporation shall commence business and become a going concern as soon as fifty per cent of its capital stock shall have been subscribed, and fifty per cent of the subscription paid for.

The parties to this act hereby declare that they have subscribed for the number of shares of the capital stock of said corporation set opposite their respective signatures hereto, so that this act of incorporation shall serve as the original subscription.

No present or future stockholder of this corporation shall ever sell, assign or transfer other than by inheritance any of the capital stock of this corporation until the same shall have been first offered to the remaining stockholders for the benefit of those stockholders who may desire to purchase the same, through the Board of Directors, for a period of ten days, at the book value of such stock as shown by the books of the corporation on the 30th day of November, preceding the date of such offer. It shall be the duty of the Board of Directors, upon receiving an offer of sale of any of the capital stock of this corporation, promptly to communicate the same to the stockholders, in writing, through the Secretary of the corporation, and each of the said stockholders shall be entitled to purchase such proportion of the stock so offered for sale as the number of shares owned by him bears to the number of shares owned by all other stockholders desiring to participate in the purchase. No sale under foreclosure, pledge or hypothecation shall be validly made until the foregoing requirements have been complied with by the person or persons, firm or corporation provoking such foreclosure or sale. And no stock shall be transferred on the books of this company to anyone other than a stockholder, save by and with the written consent of two-thirds of the stockholders in number and amount.

ARTICLE V. All the powers of this corporation shall be vested in and be exercised by a board of not less than three nor more than seven directors, as determined in advance each year by the stockholders at the annual meeting. If the number of directors is more than three, three directors shall at all times constitute a quorum. Every director shall be a bona fide stockholder and shall at all times own one full-paid, unpledged share of stock. The first Board of Directors shall consist of W. V. Easton, 601 Canal-Commercial Building, New Orleans, La.; O. D. Jackson, 619 Godchaux Building, New Orleans, La.; M. W. Grundy, 601 Canal-Commercial Building, New Orleans, La.; M. M. Baker, 5515 Magazine street, New Orleans, La.; August Kramer, 816 N. Rocheblave avenue, New Orleans, La.

The officers of the corporation shall consist of a President, one or more Vice-Presidents, a Secretary and a Treasurer. The first officers of the corporation are as follows: W. V. Easton, who shall be President; O. D. Jackson, who shall be Vice-President; M. W. Grundy, who shall be Secretary; M. M. Baker, who shall be Treasurer.

The above Board of Directors shall hold office until the first annual meeting in December, 1922, or until their successors are electd and qualified. Each succeeding board shall continue to hold office for one year, or until their successors are elected and qualified. The persons to be hereafter elected directors for subsequent years shall select from their own number the officers of the corporation. The Board of Directors may from time to time, and as the business of the corporation may dictate, combine any two of the above officers in one and the same person, giving to the combined office a style or title indicating the combination.

In the second week of December of each year the stockholders shall elect a Board of Directors for the ensuing year, but the Board of Directors and the officers already installed shall continue in office until their successors are elected and qualified. The election of directors shall be by ballot and the persons receiving the majority of votes cast shall be declared elected. For electing directors or for any other purpose, each share of stock shall be entitled to one vote, but no fractional share of stock shall be entitled to vote. A majority of the directors voting at any one time, in person, shall be required to pass any resolution or adopt any by-law; which, when so adopted, shall become valid corporate acts. In case of a vacancy on the board or among the officers from any cause, the remaining members of the board shall have the power to enact such by-laws, rules and regulations as in their opinion may be necessary and proper for the management, operation and control of the business of said corporation.

ARTICLE VI. Notice of all meetings of stockholders held for the election of directors, or for any other purpose, shall be given in writing, by the Secretary, and may be served personally or deposited in the mail addressed fifteen (15) days before such meeting is held, and directed to each stockholder at his last known address, as the same shall appear upon the books of the corporation, unless said notice is waived in writing by all of the stockholders appearing upon the books. At all meetings of stockholders a majority of the votes cast shall be sufficient to elect and to decide all questions voted upon, except for the alteration, amendment or the dissolution of the corporation.

ARTICLE VII. This act of incorporation may be altered, amended or modified, or the corporation dissolved by a vote of two-thirds (2-3) in amount of the capital stock represented at a general meeting of the stockholders called for that purpose; and in case of dissolution of the corporation the stockholders at such meeting shall elect three Liquidating Commissioners, who shall have entire charge of such liquidation, with authority to sell and dispose of the assets of the corporation, and to fill vacancies occurring in their own number.

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

Thus done and passed at my office in the City of New Orleans, on the day, month and year first hereinbefore written, in the presence of L. Ruel and D. Ellis, competent witnesses, who hereunto sign their names, together with said appearers and me, Notary, after due reading of the whole.

(Original Signed)

Witnesses:
L. RUEL,
D. ELLIS.
WALTER J. SUTHON, 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 MARINE LUMBER CO., LTD., was this day duly recorded in my office in book 1263, folio —

New Orleans, January, 1922.
(Signed) ROBT. SCOTT,
Deputy Recorder.

A True Copy.
WALTER J. SUTHON, JR.,
Notary Public.

Jan. 26-Mch. 2

CHARTER OF DAN S. LEHON DETECTIVE AND COMMERCIAL AGENCY, INC.

United States of America, State of Louisiana, Parish of Orleans. Be it known that on this twelfth day of the month of January, in the year of our Lord, one thousand nine hundred and twenty-two, and of the Independence of the United States of America, the one hundred and forty-sixth, before me, LESLIE PATTON BEARD, a Notary Public, in and for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses whose names are hereunto subscribed, 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 and formation of corporations, and more particularly of Act No. 267 of the General Assembly of the State of Louisiana for the year 1914, they have covenanted and agreed and they do by these presents hereby covenant, agree, bind and obligate themselves, as well as such other persons as may hereafter become associated with them, to form and constitute a corporation and body politic in law for the objects and purposes and under the conditions and stipulations following, which they adopt as their charter, to-wit:

ARTICLE I. The name, style and title of this corporation is hereby declared to be DAN S. LEHON DETECTIVE AND COMMERCIAL AGENCY, INC., and under such name and style it shall have and enjoy succession and existence for a period of ninety-nine (99) years from date hereof, unless sooner dissolved by liquidation or otherwise. It shall have power and authority to contract, sue and be sued; to make and use a corporate seal, and the same to break and alter at pleasure; to hold, purchase, sell, lease, mortgage, transfer, hypothecate and pledge property, real, personal and mixed, corporeal and incorporeal, and to hold stock in any other company or companies that may assist this company in its objects and purposes; to make and issue bonds, notes and other evidences of indebtedness, and if desired, to secure same by mortgage; to name and elect directors and other officers, managers, employees, and to establish, alter and amend by-laws, rules and regulations for its proper government as may be deemed necessary and proper, and generally to do any act or thing necessary for the carrying on of its business.

ARTICLE II. The domicile of this corporation shall be in the City of New Orleans, State of Louisiana, and service of citation and other legal process shall be served upon the President; or, in his absence, upon the Secretary-Treasurer.

ARTICLE III. The objects and purposes for which this corporation is organized and created, and the nature of the business to be carried on and conducted by it, are declared to be as follows: A general investigation, adjustment and commercial collection business; to make, ascertain and issue credit ratings of individuals, firms or corporations; to create and conduct for the use of its patrons, bookkeeping, accounting and auditing systems, and likewise a general detective business; and generally to do and perform any and all acts or things pertaining and incidental to the carrying out and proper execution of the objects and purposes hereinbefore mentioned.

ARTICLE IV. The capital stock of this corporation is hereby fixed at the sum of Twenty-five Thousand Dollars ($25,000.00), and shall be divided into and represented by twenty-five hundred (2500) shares of the par value of Ten Dollars ($10.00) each, which shall be fully paid for and non-assessable.

Said stock shall be paid for in cash or by property, or services actually rendered to the corporation, or other equivalent of cash as provided by law, and at such time and manner as may be prescribed by the Board of Directors.

This corporation shall become a going concern and shall be authorized to commence business when fifty (50) per centum of its capital stock shall have been subscribed and paid, either in cash or its equivalent.

The capital stock of this corporation may be increased to the sum of Fifty Thousand Dollars ($50,000.00), as provided by law.

ARTICLE V. The corporate powers of this corporation shall be vested in and exercised by a board of not less than three nor more than five directors, a majority of which shall constitute a quorum for the transaction of business.

Any director who is unable to attend any meeting of the Board of Directors, and is otherwise incapacitated from performing the functions of his office by reason of illness or otherwise, may appoint in writing another member of the Board of Directors to act for him and as his proxy, and the Board of Directors may delegate any of his powers to any officer or officers or representative of this corporation by resolution regularly adopted.

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

Dan S. Lehon, residing at No. 802 Fern street, New Orleans, La.; John J. Lehon, residing at No. 7704 Sycamore street, New Orleans, La., and Geo. J. Loeffel, residing at No. 1311 St. Charles avenue, New Orleans, La., with the following officers: Dan S. Lehon, President; John J. Lehon, Vice-President; Geo. J. Loeffel, Secretary-Treasurer, and they shall serve until the second Thursday of January, 1923, or until such other successors are elected and qualified.

The directors shall hereafter be elected annually at a meeting to be held on the second Thursday of January in each year after date hereof. Notice in writing of said meeting shall be given to each stockholder not less than fifteen days prior to said meeting, addressed to each stockholder at his last known place of residence. Special meetings may be called at the expense and discretion of the Board of Directors, or a majority of the stockholders, upon given written notice at least five days in advance of said meeting, which said notice shall likewise be addressed to each stockholder at his last known place of residence; provided, however, that said notice may be waived.

Each stockholder shall at any meeting of this corporation be entitled, in person or by proxy, to one (1) vote for each share of stock appearing in his name on the books of this corporation.

The directors as elected, or otherwise designated, shall hold office for one (1) year and until their successors have been elected and qualified; and failure to hold the annual meeting of stockholders, or to elect directors annually, shall not operate the forfeiture of this charter or any rights thereunder.

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

ARTICLE VI. This act of incorporation may be changed, modified or amended by and with the consent of three-fourths of the stockholders in person or represented at a meeting held for that purpose, and this corporation shall have the right to increase its capital stock at such meetings subject to limitations hereinbefore set out.

ARTICLE VII. At the expiration of this charter, or the earlier dissolution of this corporation, its affairs shall be liquidated by two commissioners to be elected by the stockholders in accordance with law, and said commissioners are hereby vested with full power and authority as may be by law permitted to sell any and all of the assets and property, real, personal and mixed, of the corporation, and to give full and complete title to same, and to do and perform any and all acts essential to a full and complete liquidation of this corporation, and to distribute the proceeds, if any.

In the event of death, inability or resignation of either of said commissioners, the survivor shall continue to act and be likewise vested with all the powers mentioned herein.

ARTICLE VIII. No stockholder of this corporation shall be liable or responsible for any amount beyond the unpaid balance due by him on stock for which he has subscribed.

ARTICLE IX. In order that this charter may serve as the original subscription list, the subscribers hereto have indicated opposite their respective names the number of shares subscribed to by each of them.

Thus done and passed at my office in the City of New Orleans, Louisiana, on the day, month and year herein as above written, in the presence of Charles B. Kemp and John E. Creevy, competent witnesses, who have hereunto signed their names, together with the said appearers and me, Notary, after due reading of the whole.

(Original Signed)
DAN S. LEHON,
JOHN J. LEHON,
GEO. J. LOEFFEL.

Witnesses:
CHAS. B. KEMP,
JOHN E. CREEVY.
L. P. BEARD,
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 DAN S. LEHON DETECTIVE AND COMMERCIAL AGENCY, INC., was this day duly recorded in my office in book 1263, folio —.

New Orleans, La., Jan. 17, 1922.
A True Copy of the Original:
L. P. BEARD,
Notary Public.

New Orleans, La., Jan. 17, 1922.
Jan. 26-Mch. 2

CHARTER OF SMITH & TRIGG, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this the fourteenth day of January, in the year of our Lord, one thousand nine hundred and twenty-two, before me, EDOUARD F. HENRIQUES, 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 persons whose names are hereunto subscribed, all above the full age of majority, who severally declared that, availing themselves of the provisions of the laws of this state relative to the organization of corporations, they have formed and organized, and by these presents do form themselves and those whom they represent into and constitute a corporation and body politic in law for the objects and purposes and under the stipulations and agreements hereinafter set forth and expressed, which they hereby adopt as their charter.

ARTICLE I. The name and title of this corporation hereby formed is declared to be SMITH & TRIGG, INC.; its domicile shall be in the City of New Orleans, State of Louisiana, and it shall have and enjoy succession by its corporate name for a period of ninety-nine (99) years from and after the date hereof.

This corporation shall have power and authority to contract, sue and be sued in its corporate name; to make and use a corporate seal; to hold, receive, hire and purchase real and personal property and to sell, mortgage or pledge the same and to borrow money and issue bonds notes and other obligations.

All citations or other legal process shall be served upon the President, and in the event of his absence or inability to act from any cause, the same shall be served upon the Vice-President or Secretary-Treasurer.

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

(1) To purchase and sell lumber brick, stone, cement and all building materials, at either wholesale or retail.

(2) To act as agent and representative of mills, quarries and other manufacturing industries, manufacturing or handling building materials used in the construction of buildings or other works.

(3) To buy and sell real estate, and to erect buildings thereon, as well as to act as contractor and builder on property of other persons.

(4) And generally to do anything essential or necessary to carry out the objects and purposes of this corporation.

ARTICLE III. The capital stock of this corporation is hereby fixed at the sum of Five Thousand Dollars ($5,000.00), divided into and represented by fifty (50) shares of the par value of One Hundred and No/100 Dollars ($100.00) each, which shall be paid for in cash or in property actually transferred to the company.

The capital stock of this company may be increased to any amount not exceeding Fifty Thousand and No/100 Dollars ($50,000.00), in the manner hereinafter provided.

In the event of the increase of the capital stock, each stockholder shall have the right to purchase the new stock to be issued in a proportion that his then holdings bear to the stock then outstanding. In such event, each stockholder shall have ten (10) days' written notice of the proposed increased issue of stock, within which time he shall have the right to notify the company of his desire to take his proportion of the new issue of stock, or such shares less than his proportion that he may desire to purchase. Failure on the part of any stockholder to exercise the right to purchase his proportion and share of the new issue of stock shall give the Board of Directors the right to dispose of said new issue of stock as they may see fit.

ARTICLE IV. Thirty (30) shares of the stock of this company have been subscribed at the time of the passing of this act of incorporation, and this corporation shall become a going concern as soon as fifty (50) per cent of said subscription shall have been paid for, either in cash or in property.

ARTICLE V. All of the corporate powers of this corporation shall be vested in and exercised by a Board of Directors, to be composed of no less than four (4) and not more than seven (7) stockholders, a majority of whom shall constitute a quorum for the transaction of business. The Board of Directors shall be vested with full power and authority to make all contracts, purchases and sales, and adopt all by-laws, rules and regulations for the government of the business and affairs of the company; and alter, amend and change the same at pleasure; appoint, hire and discharge all officers, agents and employees, fix all salaries, and generally do and perform all things necessary in the transaction of the business and affairs of the company. Any vacancy occurring in said Board shall be filled by the remaining directors from among the stockholders.

The first Board of Directors of this corporation shall consist of: L. D. Smith, L. H. Trigg, Maurice M. Jones and Mrs. Ethel B. Smith, all of whom reside in New Orleans, with L. D. Smith as President, Maurice M. Jones as Vice-President and L. H. Trigg as Secretary-Treasurer, who shall hold office until the second Monday in January, 1923, or until their successors are duly elected and qualified.

On the second Monday in January, 1923, and annually thereafter, an election for directors shall be held at the office of the company, under the supervision of three (3) commissioners to be appointed by the President, and the directors then elected shall take their seats immediately and shall hold office until their successors are duly elected and qualified. Each Board shall elect its own officers, which shall consist of a President, a Vice-President, and a Secretary-Treasurer. All corporate elections shall be by ballot, and a majority of the votes cast shall elect, and each share of stock shall be entitled to one vote, either in person or by proxy. Written notice of elections shall be given to each holder of stock by the Secretary-Treasurer at least fifteen (15) days prior to election.

ARTICLE VI. This act of incorporation may be changed, modified or amended, or the capital stock increased by and with the consent of two-thirds (2-3) of all of the stock. A change in the objects and purposes may be made only by a vote of all of the stock, but this corporation may be dissolved by a vote of the holders of two-thirds (2-3) of the stock at a meeting called for that purpose.

ARTICLE VII. Whenever this corporation is dissolved, either by limitation of its charter or from any cause, its affairs shall be liquidated by three commissioners to be appointed from among the holders of stock at a meeting of the stockholders convened for that purpose, after fifteen (15) days' prior notice shall have been given by the Secretary to each stockholder. Said commissioners shall remain in office until the affairs of said corporation shall have been fully liquidated. In case of the death of any commissioner, the survivors shall continue to act.

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

The incorporators of this company hereby subscribe to the number of shares and amount thereof as set out herein which subscription is declared to be the original subscription list.

L. D. SMITH, 2401 Pine Street, fourteen shares.

ETHEL B. SMITH, 2401 Pine Street, one share (per pro L. D. Smith).

LOCKE H. TRIGG, 2433 Pine Street, fourteen shares.

M. M. JONES, 305 S. Jefferson Davis Parkway, one share.

Thus done and passed in my notarial office in the City of New Orleans aforesaid, in the presence of Chas. A. Duchamp and Texana Carter, competent witnesses, of lawful age and residing in this city, who hereunto subscribe their names, together with said parties and me, Notary, on the day and date set forth in the caption hereof.

(Original Signed)
L. D. SMITH,
ETHEL B. SMITH,
per pro L. D. Smith,
LOCKE H. TRIGG,
M. M. JONES.

Witnesses:
CHAS. A. DUCHAMP,
TEXANA CARTER.
EDOUARD F. HENRIQUES,
Notary Public.

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

I, the undersigned Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that ation of the SMITH & TRIGG, INC., was the above and foregoing act of incorporthis day duly recorded in my office in book 1263, folio —

New Orleans, Jan. 16, 1922.
(Signed) ROBT. SCOTT,
Deputy Recorder.

Jan. 26-Mch. 2

CHARTER OF M. RUELLO & CO., 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 January, in the year of our Lord, one thousand nine hundred and twenty-two, and of the Independence of the United States of America, the one hundred and forty-seventh, before me, JOHN WAGNER, a Notary Public, duly commissioned and qualified in and for said city, parish and state, 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 No. 267 of the General Assembly of the State of Louisiana for the year 1914, they do by these presents, for themselves, 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 M. RUELLO & 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 purposes of this 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 deal in groceries, teas, coffee and other articles used and connected with the grocery business, and to sell same at retail or otherwise, and to buy and sell same, and to do all things necessarily or impliedly incidental to the said business, and to do everything that may foster or extend or improve or facilitate, directly or indirectly, the successful carrying out of the objects and purposes of the corporation and the business thereto.

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 Ten Thousand