CHARTER.

CHARTER OF
HARRIS-LOEB PIANO CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this 23rd 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, STAMPS FARRAR, a Notary Public, duly commissioned, sworn 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 to me severally declared that, availing themselves of the laws of the State of Louisiana in such cases made and provided, and particularly with the provisions of Act 267 of the Acts of the General Assembly of the State of Louisiana for the year 1914, as amended, they have covenanted and agreed and do by these presents covenant, agree and bind themselves, as well as all such persons as may hereafter join or become associated with them, to constitute and form a corporation and body politic in law for the objects and purposes and under the articles and stipulations hereinafter set forth and expressed, which they hereby adopt as the charter of this corporation, to-wit:

ARTICLE I. The name and style of this corporation shall be HARRIS-LOEB PIANO CO., INC., and under its said corporate name it shall have and enjoy corporate existence and succession for the full term and period of ninety-nine (99) years from and after the date hereof; to contract, sue and be sued; to make and use a corporate seal, and the same to alter and break at pleasure; to hold, receive, lease, purchase and convey, as well as mortgage and hypothecate property, real, personal or mixed, corporeal and incorporeal; to own and hold stocks and bonds of other corporations; to name and appoint such managers, agents, directors and officers as its business or 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 proper government of the affairs of said corporation as may be necessary and proper.

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

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

To carry on the business of manufacturers, dealers in and importers and exporters of pianos, organs, music and musical instruments and otherwise, and also any and every other article and thing which may now or hereafter be conveniently manufactured, sold or dealt in, in connection therewith or otherwise.

To manufacture, produce, buy, sell, import and export, let, hire, deal in and deal with musical instruments of all kinds and any and all parts thereof.

To manufacture, buy, sell, import and export, deal in and deal with any and all kinds of machinery, materials, supplies, implements, articles, appliances, substances and fabrics incidental to or entering into the manufacture of the same or any part thereof, and used in connection therewith, all to effectuate the objects and purposes set forth in this certificate.

To buy, sell, import and export sheet music, musical scores, and generally to deal in all kinds of printed music and musical compositions.

ARTICLE IV. The capital stock of this corporation is hereby fixed at the sum of Twenty Thousand Dollars ($20,000.00), divided into and represented by two hundred (200) shares of stock of the par value of One Hundred Dollars ($100.00) each. Said stock shall be paid for in cash at such time, in such amounts and after such notice to the subscribers as may be fixed by the Board of Directors, and the same may be issued at not less than par for labor done or property actually received by the corporation.

The amount to which the capital stock of this corporation may be increased shall be the sum of Fifty Thousand Dollars ($50,000.00).

No stockholder shall have the right to sell or otherwise dispose of any stock of this corporation without first offering the same in writing to the Board of Directors of this corporation, through its President, which Board shall have ten (10) days within which to accept or refuse the offer, but said Board of Directors shall have the right to purchase any stock so offered or any part thereof at its book value, irrespective of what price may have been offered for said stock by anyone. Should said Board of Directors fail to avail itself of said privilege within said period of time, the said stock may be offered and sold to any other person or persons.

ARTICLE V. All of the corporate powers of this corporation shall be vested in and exercised by a Board of Directors, composed of five (5) stockholders, three (3) of whom shall constitute a quorum. Said directors shall be elected annually, on the first Monday in March of each year, at a general meeting of the stockholders, except the first Board of Directors, which shall be elected at the first meeting of stockholders to be held on February 15th, 1922, at 10 a. m., at 1801 Hibernia Bank Building, who shall hold their offices until the first Monday in March, 1923, or until their successors shall have been duly elected and qualified.

All such elections shall be held by ballot and conducted, at the office of the corporation under the supervision of two (2) commissioners to be appointed by the Board of Directors. Notice of such meeting and of all other stockholders' meetings shall be given in the manner prescribed by law, and when so prescribed, then written notice of such meeting shall be deposited at least fifteen (15) days prior to the date of such meeting, in the postoffice of the City of New Orleans, postage prepaid, properly addressed to each stockholder at his last known residence or place of business.

At all such elections and at all corporate meetings every stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the corporation, to be cast by him in person or by his written proxy, and a majority of the votes cast shall elect.

Any vacancy or vacancies occurring among the directors by death, resignation or otherwise shall be filled by election for the unexpired term by the remaining directors.

The failure to elect directors on the day above specified shall not dissolve the corporation, nor impair its corporate existence or management, but the directors then in office shall remain in office until their successors are elected and qualified.

The Board of Directors shall, annually, at its first meeting after election, elect from its own number a President, one or more Vice-Presidents, a Secretary and a Treasurer, or it may elect one person who shall be both Secretary and Treasurer, who need not be a member of the Board of Directors. The Board of Directors may also elect one or more assistant secretaries, neither of whom need be members of the Board or stockholders in this corporation. The Board of Directors shall have power and authority to name and appoint all such other officers, agents and employees as may be deemed necessary for the purposes and business of this corporation. Said Board shall have power and authority to fix the compensation and define the duties of every officer and employee, and all officers and employees shall hold office and employment at the pleasure of said Board.

Said Board may make and establish, as well as alter and amend, any and all by-laws, rules and regulations necessary and proper in its judgment for the conduct, support and management of the business and affairs of said corporation.

At all meetings of said Board of Directors each director shall have the right to appoint from amongst the directors a proxy to act in his place and stead.

The said Board shall have full power and authority to borrow money, execute mortgages and create liens; to issue bonds, notes and other obligations, and to secure the same by mortgage, pledge or otherwise, and generally to exercise all the corporate powers and to do any and all things reasonable, convenient and necessary for the proper carrying on of the business and affairs of said corporation.

Said Board may issue full paid shares of stock for cash or in payment of labor done and performed for said corporation, or property actually received by said corporation, upon complying with the formalities required by law.

ARTICLE VI. Whenever this corporation shall be dissolved, either by limitation of time or from any other cause, its affairs shall be liquidated by two (2) commissioners to be appointed from amongst the stockholders at a general meeting of the stockholders convened for such purpose; two-thirds in amount of the capital stock of said corporation represented at such meeting shall be necessary to elect. Said commissioners shall remain in office until the affairs of said corporation shall be fully liquidated. In case of the death of one or more of the commissioners, the vacancy or vacancies shall be filled by election by the surviving commissioners. Said commissioners shall hold all powers conferred upon them by law or by the stockholders at such meeting, if not inconsistent with law.

ARTICLE VII. No stockholder shall ever be held liable or responsible for the contracts, faults or debts of said corporation in any further sum than the unpaid balance, if any, due the corporation 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 a stockholder to any liability beyond the unpaid balance, if any, remaining due on his or her stock.

ARTICLE VIII. This act of incorporation may be changed, modified or amended, or the capital stock of this corporation may be increased or decreased, or said corporation may be dissolved in the manner now or hereafter provided by law.

ARTICLE IX. The subscribers hereto have respectively written opposite their names the amount of stock in this corporation subscribed for by each of them, so that this act of incorporation may also serve as the original subscription list of said corporation.

Thus done and passed at my office at the City of New Orleans, on the day, month and year herein first above written, in the presence of Jacob F. Baer and H. Generes Dufour, competent witnesses, who have hereunto signed their names, together with the said appearers and me, Notary, after due reading of the whole.

(Original Signed)

P. M. Harris, New Orleans, La., 100 shares—$10,000.00; P. M. Harris, Trustee, New Orleans, La., 50 shares—$5,000.00; Harry M. Loeb, New Orleans, La., 30 shares—$3,000.00; Ernest M. Loeb, New Orleans, La., 10 shares—$1,000.00; Abraham Goldberg, New Orleans, La., 10 shares—$1,000.00.

Witnesses:
JACOB F. BAER,
H. GENERES DUFOUR.
(Seal) STAMPS FARRAR,
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 HARRIS-LOEB PIANO CO., INC., was this day duly recorded in my office in book 1268, folio —

New Orleans, January 26, 1922.

ROBERT SCOTT,
Deputy Recorder of Mortgages.

I hereby certify that the above and foregoing is a true and correct copy of the original act of incorporation of the HARRIS-LOEB PIANO CO., INC., passed before me on the 23rd day of January, 1922, on file and of record in my office, together with a certificate of the Deputy Recorder of Mortgages thereto attached.

In faith whereof I have hereunto set my hand and seal of office this 27th day of January, 1922, at New Orleans, La.

(Seal) STAMPS FARRAR,
Notary Public.

Feb. 2-Mch. 9

CHARTER OF
PICARD CONSTRUCTION CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this the 23rd day of the month 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 the corporation hereby formed is declared to be the PICARD CONSTRUCTION CO., 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 carry on a general contracting business and to excavate, grade, pave and construct sewers, highways, drainage, irrigation and other canals, levees and public and private works of all kinds.

(2) To apply for, purchase or otherwise acquire, execute any contracts and concessions for or in relation to the construction, execution, carrying out, equipment, improvement or control of public works and conveniences, and to undertake, execute, carry out, dispose of, or otherwise turn to account the same.

(3) To manufacture, buy, sell, lease, exchange, dispose of, or otherwise deal in all kinds of machinery, implements, engineering and hardware specialties, gasoline, gas or steam engines, motors, traveling cranes, steam shovels, and implements and machinery of all kinds used in or adaped to the construction of canals, levees and highways, and in general contracting and construction work.

ARTICLE III. The capital stock of this corporation is hereby fixed at the sum of ONE HUNDRED AND SIX THOUSAND AND NINE HUNDRED AND NO/100 DOLLARS ($106,900.00), divided into and represented by one thousand and sixty-nine (1,069) shares of the par value of One Hundred Dollars ($100.00) each. Of said capital stock, one thousand (1,000) shares of the par value of One Hundred Thousand Dollars ($100,000.00) shall be cumulative, preferred stock, and sixty-nine (69) shares of the par value of Sixty-nine Hundred Dollars ($6900.00) shall be common stock.

Both preferred and common stock shall be paid for in cash, or same may be issued at not less than par value, for personal property, services, real estate, leases, contracts, claims or other rights actually received by said corporation.

The holders of the preferred stock shall be entitled to receive from the surplus or net profits, whenever ascertained, a yearly cumulative dividend of seven (7) per cent, payable before any dividend shall be paid on the common stock.

The common stock shall be subject to the prior rights of holders of the preferred stock as herein declared. If, after providing for the payment of full dividends for any year on the preferred stock, and for any balance that may remain due on the cumulative dividends on such preferred stock for preceding years, as well as retiring and cancelling such an amount of preferred stock, as the Board of Directors may deem it advisable to retire, under the authority hereinafter provided, there shall remain any surplus net profits, any and all such surplus net profits not, in the opinion of the Board of Direcors, required to provide for the maintenance, improvement, enlargement and operation of the property and business of the corporation, or for the payment of its liabilities, shall be applicable to dividends upon the common stock for such year, when, and as, from time to time, the same shall be declared by the Board of Directors, which dividends upon the common stock shall not be cumulative, but shall only be paid if earned.

The holders of preferred stock shall not be entitled to vote at any meeting of stockholders or election of directors. The voting power of the corporation shall be and is hereby vested in the holders of the common stock exclusively.

This corporation shall have the right, through its Board of Directors, from time to time, after one year from the date of this charter, to take up and cancel any of the preferred stock which may be issued, at its par value, with accumulated dividends unpaid at the time of redemption on any date of payment of preferred stock dividends. This right shall continue until all of the preferred stock shall be cancelled.

In the event of liquidation, or dissolution from any cause, all of the preferred stock (together with all accrued and unpaid dividends thereon) which has not been redeemed and cancelled as herein provided, and is still outstanding, shall share, ratably with the common stock, in the distribution of the assets of the corporation.

This corporation shall have the right to increase its capital stock to any amount, not exceeding Two Hundred Thousand Dollars, in the manner hereafter provided.

ARTICLE IV. All of the stock of this corporation has been subscribed and paid for at the time of the passing of this act of incorporation, and this corporation becomes a going concern immediately upon the completion of its organization.

ARTICLE V. All of the corporate powers of this corporation shall be vested in and exercised by a Board of five (5) directors, to be composed of common stockholders, a majority of whom shall constitute a quorum for the transaction of all business. The Board of Directors shall have 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 to 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 Achille I. Picard, Henry M. Picard, S. Arthur Buckmaster, Joseph R. Picard, Edward de Boer, with Achille I. Picard as President; Henry M. Picard, Vice-President, and Joseph R. Picard, Secretary-Treasurer, who shall hold their offices 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 offices of the company, under the auspices 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, Vice-President and a Secretary-Treasurer. All corporate elections shall be by ballot, and a majority of the votes cast shall elect; each share of the common stock shall be entitled to one vote, either in person or by proxy. Written notice of election shall be given to each holder of common 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 or decreased, by and with the consent of two-thirds (2-3) of all of the common stock. A change in the objects and purposes may be made only by a vote of all of the common stock, but this corporation may be dissolved by a vote of the holders of two-thirds (2-3) of the common 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 common 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.

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

(Original Signed)

Henry M. Picard, Gonzales, La., 10 shares common; Joseph R. Picard, Dutchtown, La., 10 shares common; S. A. Buckmaster, per A. I. Picard, New Orleans, La., 1 share common; Ed De Boer, per A. I. Picard, Shreveport, La., 7 shares common; Achille I. Picard, Gonzales, La., 41 shares common, 1,000 shares preferred.

Witnesses:
CHAS. A. DUCHAMP,
O. C. BRANDENBURG.
EDOUARD F. HENRIQUES,
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 PICARD CONSTRUCTION CO., INC., was this day duly recorded in my office in book 1268, folio —

New Orleans, Jan. 24, 1922.

(Signed) ROBT. SCOTT,
Dy. R.

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

EDOUARD F. HENRIQUES,
Notary Public.

Feb. 2-Mch. 9

AMENDMENT TO CHARTER OF THE CHALMETTE OIL AND REFINING CO., INC.

State of Louisiana, Parish of Orleans. Be it known that on this 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, WATTS K. LEVERICH, a Notary Public, duly commissioned and qualified in and for this city and the parish and state aforesaid, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared Lucca Vaccaro and R. P. Batson, herein appearing in their respective capacities as the duly authorized Chairman and Secretary at a meeting of the stockholders of the CHALMETTE OIL AND REFINING CO., INC., a corporation organized under the laws of this state, by Act passed before the undersigned Notary Public on the 22nd day of January, 1921, and amended by Act before the undersigned Notary Public on May 3, 1921, as will more fully appear by reference to a certified copy of the Minutes of said meeting hereunto annexed for reference, who declared that at a meeting of the stockholders of the said corporation legally held pursuant to call of the Board of Directors at the office of the company in the city of New Orleans on the 17th day of January, 1922, it was unanimously voted by all of the stock present and represented at said meeting, to-wit: 1850 shares out of a total of 2312 shares to amend Article IV so as to provide that the presently authorized capital stock of the company should be fixed at the sum of Five Hundred Thousand Dollars ($500,000.00), divided into and represented by five thousand (5,000) shares of the par value of One Hundred Dollars ($100.00) per share, the remaining provisions of Article IV to remain unchanged, and to amend Article V of the charter of said company so as to provide a Board of Directors of not less than seven nor more than eleven directors, instead of a Board consisting of from five to seven directors, the remaining provisions of Article V to remain unchanged, so that said Article IV and said Article V shall hereafter read and be as follows:

ARTICLE IV. "The capital stock of this corporation is hereby fixed at the sum of Five Hundred Thousand Dollars ($500,000.00), divided into and represented by five thousand (5,000) shares of the par value of One Hundred Dollars ($100.00) per share. The amount of said stock may be increased to Ten Hundred Thousand Dollars ($1,000,000.00). 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 book value thereof. "Book value," as used herein, is hereby defined to mean the value at which the assets and liabilities of the corporation have been in good faith entered upon its books. 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 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; and if the total which such 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, and to which he or she is entitled, then 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 book value thereof; provided, that the corporation shall not apply any of its capital to the purchase of such stock, but shall always maintain its capital unimpaired. 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 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 days from the receipt at the corporation's office of the written offer to sell, then, and then only, shall the stockholder desiring to sell be entitled to transfer such undesired portion of the stock to such person or persons, and at such price as he or she may see fit. The provisions of this article shall be printed upon the face of each certificate of stock issued by the corporation, and shall be binding upon every person now or hereafter becoming a stockholder in this corporation, all of whom agree to the provisions hereof and take such stock subject thereto; and all pledges, hypothecations or other encumbrances of said stock, or dealings with regard thereto shall be subject to the provisions hereof.

ARTICLE V. "All the powers of this corporation shall be vested in a Board composed of not less than seven nor more than eleven directors. The precise number of the directors within said limits shall be fixed from time to time by vote of the stockholders at the annual meetings 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 limit above, provided that the stockholders shall not have elected same. A majority of the Board shall constitute a quorum. Said Board of Directors shall be elected annually at a stockholders' meeting to be held annually at the office of the corporation on the third Tuesday in January of each year (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 stockholders; or, if he has designated no address, to the General Delivery at 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 notice may be waived by unaimous consent. Each shareholder shall be entitled to one vote for each share of 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 out 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 the 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 a general meeting of the stockholders for election of directors to be held in 1922, or until their duly qualified successors are elected and installed, the Board of Directors shall be composed of the following: Felix P. Vaccaro, 344 Camp street, New Orleans, La.; Salvador D'Antoni, 344 Camp street, New Orleans, La.; R. P. Batson, 325 Camp street, New Orleans, La.; T. J. De Mond, Chalmette, La.; Monte M. Lemann, 1104 Hibernia building, New Orleans, La. 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, Felix P. Vaccaro shall be President; Salvador D'Antoni, Vice-President, and R. P. Batson, Secretary-Treasurer."

And the said appearers declared that they appeared before me, Notary, in order that said amendment might be established and recorded as required by law.

Thus done and passed in my office at New Orleans, La., on the day, month and year first hereinabove written, in the presence of Shirley Hoffman and Annie L. Mercier, competent witnesses, who hereunto signed their names with the said appearers and me, Notary, after reading of the whole.

(Original Signed)
L. VACCARO,
R. P. BATSON.

Witnesses:
SHIRLEY HOFFMAN,
ANNIE L. MERCIER.
WATTS K. LEVERICH,
Notary Public.

A True Copy.

I, the undersigned Recorder of Mortgages in and for the Parish of Orleans State of Louisiana, do hereby certify that the above and foregoing act of amendment of the incorporation of CHALMETTE OIL AND REFINING CO., INC., was this day duly recorded in my office in book 1268, folio —.

New Orleans, January —, 1922.

(Signed) ROBERT SCOTT,
Deputy Recorder.

Jan. 26-Mch 2

CHARTER OF
JOS. SAMUEL CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this twenty-third 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, JOHN MARSHALL QUINTERO, a Notary Public, duly commissioned and qualified, in and for this city and the parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who severally declared that, availing themselves of the provisions of the laws of this State relative to the organization of corporations, they have contracted and agreed, and do by these presents contract and agree and bind themselves, as well as such other persons as may hereafter become associated with them, to form themselves into and constitute a corporation and body politic in law, for the objects and purposes and under the conditions and stipulations of the articles following, to-wit:

ARTICLE I. The name of the said corporation shall be JOS. SAMUEL CO., INC., and under its said corporate name it shall have and 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 and personal or mixed; to name and appoint such managers and directors, officers and agents, and establish branch offices at its domicile or elsewhere, 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 proper management and regulation of the affairs of said corporation as may be necessary and proper.

ARTICLE II. The domicile of said corporation shall be at New Orleans, Parish of Orleans, State of Louisiana, and all citations and other legal process shall be served upon the President of said corporation; or, in case of his absence, upon one of the Vice-Presidents; or, in the absence of all of these officers, upon the Secretary 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 carry on and conduct the business of wholesale merchants, dealers in poultry, poultry and dairy products, and all other products of every kind and character whatsoever, including their by-products or combinations thereof, and to do any and all business incident thereto or connected therewith, as well as a general wholesale and jobbing mercantile business.

ARTICLE IV. The capital stock is hereby fixed at Fifty Thousand Dollars ($50,000.00), divided into five hundred shares of the par value of One Hundred Dollars ($100.00) each, whereof fifty per cent shall be subscribed and paid for before the filing of these articles of incorporation. All stock subscribed for shall be paid for in cash or property received. Each share of stock shall be entitled to one vote at all elections and meetings, and entitled to the same rights and privileges as any other such share. No stock shall be issued over and above the shares subscribed for at the time of the signing of this act of incorporation, whether it be out of the balance of the capital stock herein provided for, or out of any increase of the capital stock, without first offering its to the stockholders of record in the proportion of their holdings as shown by this act of incorporation. The amount of the capital stock may be increased up to the amount of One Hundred Thousand Dollars ($100,000.00). No stockholder in this corporation shall dispose of his holdings, or any part thereof, without first offering the same to the corporation at its book value, and the corporation shall have ten (10) days within which to accept or reject the said offer.

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

ARTICLE V. All the corporate powers of this corporation shall be vested in and its business and affairs managed by a Board of Directors consisting of four (4) members, three (3) of whom shall constitute a quorum for the transaction of business. Any vacancy or vacancies in the Board of Directors shall be filled by the remaining directors.

The stockholders of this corporation shall, within ten days from the signing hereof, proceed to the election of a Board of Directors to consist of four members, as well as the election of a President, Vice-President, Secretary, and Treasurer, which last two offices may be held by one person. Annually thereafter the said corporation shall elect from among its stockholders, on the second Monday of January of each year, a Board of Directors consisting of four members, as well as a President, a Vice-President and Secretary-Treasurer, which last two offices may be held by one person.

The first Board of Directors and officers to be elected under this charter shall hold office until the second Monday in January, 1923, or until their successors are elected and qualified.

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 and qualified.

ARTICLE VI. All notices of stockholders' or Board of Directors' meetings, including the annual meeting herein provided for, shall be held after twenty-four (24) hours' written notice shall have been mailed by the Secretary to each stockholder at his last known place of residence, and at all stockholders' meetings a majority of the stock represented by proxy or otherwise shall control.

ARTICLE VII. This charter may be amended, or the corporation may be dissolved and liquidated, by a fifty-one (51) per cent vote of the capital stock appearing on the books of the company, and in the case of liquidation, the Board of Directors then in office shall liquidate the corporation.

Thus done and passed at my office in the city of New Orleans, on the day, month and year herein first above written, in the presence of August H. Ritter and Miss Amelia Babin, competent witnesses, who hereunto sign their names with the said appearers and me, Notary, after reading of the whole, the said appearers likewise subscribing for the number of shares set opposite their respective names.

(Names, addresses and number of shares of the subscribers.)

Witnesses:
A. H. RITTER.
A. BABIN.
J. M. QUINTERO,
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 JOS. SAMUEL CO., INC., was this day duly recorded in my office in book 1268, folio —

New Orleans, La., Jan. 24, 1922.

(Signed) ROBT. SCOTT,
Deputy Recorder.

A True Copy.

J. M. QUINTERO,
Notary Public.

Jan. 29-Mch. 2

CHARTER OF
SOUTHERN TILE CO., INC.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this the thirtieth day of the month of December, in the year of our Lord, one thousand nine hundred and twenty-one, before me, EDWARD HASPEL, a Notary Public, duly commissioned and qualified, in and for the parish and state aforesaid, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the persons whose names are hereunto subscribed, all of the full age of majority, and residents of this parish and state, who severally declared that, availing themselves of the provisions of the Act of the Legislature of this state, known as Act No. 267 of the Acts of the Session of 1914, as subsequently amended, they do by these presents, covenant, agree and bind themselves, as well as all such other persons as may become hereafter associated with them, in order to form and constitute a corporation or body politic in law, for the objects and purposes, and under the stipulations following, to-wit:

ARTICLE I. The name and title of this corporation shall be SOUTHERN TILE CO., INC., and it shall have and enjoy succession and existence for a period of ninety-nine years from date hereof. It shall have the power and authority to sue and be sued in its corporate name, in any court of competent jurisdiction; to contract; to make and use a common seal and alter the same at pleasure; to acquire property by grant, gift and purchase, and by devise or bequest; to lease, hold and dispose of, and to pledge and to mortgage the same, all subject to the limitations as may be provided by law; to issue bonds and notes; to borrow money; to appoint such officers and agents as the business of the corporation may require, and to fix their compensation; to name directors and managers, and to make and establish by-laws, rules and regulations for the management of the business affairs of said corporation as may be requisite or necessary.

ARTICLE II. The domicile of this corporation shall be in the City of New Orleans, State of Louisiana, where all citations and other legal process shall be served upon the proper officers thereof.

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 declared and specified to be: To buy, manufacture and sell tile, cement work, electrical and gas fixtures and apparatus, heating, lighting or otherwise, brick, plumbing, stone, marble, and building materials and supplies of every sort and description whatever, used and unused, as well as any other property, personal or otherwise, of any character or description whatever, not specifically mentioned herein; to exchange, barter and deal in same, either at wholesale or at retail, or as contractors; to repair, alter, construct and demolish buildings and parts thereof, and generally to do any and all things necessary and incidental to the carrying on of such pursuits and businesses.

ARTICLE IV. The capital stock of this corporation is hereby declared to be the sum of Fifty Thousand Dollars ($50,000.00), divided into five hundred (500) shares of One Hundred Dollars ($100.00) each, and the amount of each share shall be paid for in accordance with law. The capital stock of this corporation may be subsequently increased to One Hundred Thousand Dollars ($100,000.00).

Full paid capital stock of this corporation may be issued in settlement of services and things of value actually acquired by the corporation when same shall first have been appraised by the Board of Directors of the corporation, as provided by law.

As the capital stock of this corporation subscribed for is to be paid for by the conveyance to the corporation of merchandise and other articles of value, there is annexed to these articles of incorporation to be read in connection therewith, an accurate, detailed and itemized description of such property as to amount, location, extent, character and state of improvement, together with a statement of its value as appraised by the Board of Directors of this corporation.

ARTICLE V. The corporate powers of this corporation shall be vested in a Board of Directors to be composed of three directors, two of whom shall constitute a quorum for the transaction of business, to be elected by the stockholders at a general meeting to be held on the fourth Thursday in January of each year; provided, that there shall be no such election in the year 1922.

At all meetings for the elections of this corporation, each stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the company, which vote shall be cast in person or by proxy.

The Board of Directors shall have the power to make all by-laws, rules and regulations necessary for the conduct of the business affairs of said corporation; and they shall elect from their number a President, Vice-President, and Secretary-Treasurer.

Until the election to be held as hereinabove provided, the following shall constitute the first Board of Directors: Geo. L. Ducros, Robert Ducros and Sidney J. Ducros, with George L. Ducros as President, Robert Ducros as Vice-President, and Sidney J. Ducros as Secretary-Treasurer.

ARTICLE VI. The capital stock of this corporation may be increased or decreased at any time in accordance with the laws of this State. This charter may be amended, altered or modified, or the corporation dissolved by a vote of two-thirds of the stockholders, voting by shares at a meeting convened for that purpose, after fifteen days' previous personal notice, or such notice that may be required by law, of such meeting shall have been given.

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

ARTICLE VIII. A failure at any time to hold a meeting or elect directors or officers as herein provided, shall not work a forfeiture of this charter or dissolve the corporation, but the existing Board of Directors and officers shall continue in office until their successors in office have been elected.

ARTICLE IX. At the expiration of this charter, unless sooner dissolved, its affairs shall be liquidated by one or more commissioners to be appointed by the stockholders in meeting, assembled for that purpose, and who are invested with full power to sell all the assets and property, real and personal, of this corporation, and to convey a full and complete title thereto, and to do and perform all acts essential to a full and complete liquidation of the affairs of this corporation and to divide the proceeds, if any, in accordance with law.

Thus done and passed at my office in the City of New Orleans, Louisiana, on the day and in the month and year first hereinabove written, in the presence of Muriel Saxon and Rene A. Viosca, competent witnesses, whose names are hereunto subscribed as such, together with the said appearers and me, Notary, after reading of the whole.

(Names of subscribers omitted)

Witnesses:
RENE A. VIOSCA,
MURIEL SAXON.
EDW. HASPEL,
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 SOUTHERN TILE CO., INC., was this day recorded in my office in book 1263, folio —.

New Orleans, Jan. 20, 1922.

(Signed) ROBT. SCOTT,
Deputy Recorder.

A True Copy.

EDW. HASPEL,
Notary Public.

Jan. 26-Mch. 2

CHARTER OF
M. RUELLO & CO., INC.

United States of America, State of Louisiana, Parish of Orleans,