CHARTER.

AMENDMENT TO CHARTER OF THE ENGINEERING SALES COMPANY, 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 February, in the year 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, Herbert S. Weil, 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: Leo S. Weil and Walter B. Moses, president and vice-president, respectively, of The Engineering Sales Company, Inc., a corporation organized under hte laws of the State of Louisiana, by act before Watts K. Leverich, notary public for the Parish of Orleans, on June 3rd, 1918, recorded in Mortgage Office Book 1222, folio 100.

And the said appearers, acting in their said capacities, and in behalf of said corporation, by virtue of the authority conferred upon them by the stockholders of the said company on the 20th day of February, 1922, as will more fully appear by a certified copy of the resolution adopted at the said meeting of the stockholders of the said The Engineering Sales Company, Inc., was duly convened and held at the offices of the said company in the City of New Orleans on the 20th day of February, 1922, for the purpose of considering the making of certain changes and amendments to the charter of said company; that at said meeting the said stockholders unanimously voted to amend the charter thereof, and to authorize the said appearers to come before me, the undersigned notary public, to preserve and embody in due legal form, the said action of the stockholders. The said appearers accordingly further declared that they have appeared before me, notary public, under the authorization aforesaid, for the purpose of embodying in proper and authentic form the action of the stockholders in altering and amending Article IV and V of the charter of the said company, so that hereafter said articles shall read and be as follows:

"ARTICLE IV—The capital stock of this corporation is hereby fixed at sixty thousand ($60,000.00) dollars, consisting of six hundred shares of the par value of one hundred ($100.00) dollars per share. All of the said stock shall be common stock. Said stock shall be paid for in cash or its equivalent as provided by law, and in such manner and at such time and in such installments as may be prescribed by the board of directors. All transfers of stock shall be made on the books of the company on the surrender of the outstanding certificates and pursuant to such rules as the board of directors may prescribe. The capital stock may be increased or decreased in accordance with the laws of this state. No stockholder shall have the right to sell or otherwise dispose of his stock without first offering it to the other stockholders through the board of directors, at its book value as determined by its last annual statement; and the other stockholders or the board for them in proportion to their respective holdings, shall have the right to buy the same within thirty days for cash; all stock to be held subject to this provision, and any sale or disposition, pledge or encumbrance of said stock shall be subject to the provisions of this charter. The board of directors shall have power to receive subscriptions for all stock not subscribed for herein and to issue the same upon the payment as aforesaid, but all such stock or any increase of the capital stock must first be offered to the owners of stock at the time of such issuance in proportion to their respective holdings. No transfer of stock whatever shall be binding upon this corporation until and unless made upon its books. The capital stock of this corporation may be increased to two hundred and fifty thousand ($250,000.00) dollars.

"ARTICLE V—All the corporate powers of this company shall be vested in, and the business and affairs shall be managed by a board of four directors to be elected annually on the first Monday of January each year. All such elections shall be held by ballot at the office of the company under the supervision of two commissioners appointed by the board of directors.

"Notice of such meetings shall be given by the secretary in writing, delivered to each stockholder in person or mailed to his last known address at least five days prior to such election; but this notice may be waived by all the stockholders.

"At all elections and at all meetings of the stockholders, every stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the company at the date of such election or meeting; said votes to be cast in person or by written proxy, and a majority of the votes shall elect. Any vacancy occurring among the directors from any cause shall be filled by the remaining directors. The failure to elect directors at the annual meeting shall not dissolve nor affect the corporation, nor impair its management in any respect, but the directors in office shall remain in office until their successors are elected and qualified.

"The board of directors shall elect as soon as possible after their own election, from among their own number a president, a vice-president, a secretary and a treasurer.

"The board of directors may from time to time name and appoint all such officers, agents, servants and employees as they may deem necessary for the purposes of the corporation. They shall have the power to fix and define the duties of every officer, agent, servant and employee. All agents, servants and employees shall hold office at the pleasure of the board of directors, unless otherwise specified by contract. The board of directors may make and establish, as well as alter and amend all by-laws, rules and regulations necessary for the management of the business and affairs of the corporation.

Thus done and passed at my office, in the City of New Orleans, State of Louisiana, in the presence of Messrs. Eldon S. Lazarus and George W. Simons, competent witnesses, who hereunto sign their names with the said appearers and me, notary, on the day and date first above written, after due reading of the whole.

Witnesses: Eldon S. Larazus, Geo. W. Simons.

(ORIGINAL SIGNED):
LEO S. WEIL, President,
WALTER B. MOSES, Vice-President.
HERBERT S. WEIL, Notary Public.

I, the undersigned, Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing Act of Amendment of The Engineering Sales Company, Inc., was this day duly recorded in my office in Book 1268, Folio 111.

New Orleans, La., March 2nd, 1922.
(Signed): ROBT. SCOTT, Deputy Recorder.

A true copy:
HERBERT S. WEIL, Notary Public.
(Seal):
Mch. 9—Apr. 13.

AMENDMENT TO CHARTER OF MONTEROS & CO., INC.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this first (1st) day of March, nine teen hundred and twenty-two (1922), before me, BENJAMIN ORY, a Notary Public in and for the City of New Orleans, Parish of Orleans, and State of Louisiana, aforesaid, duly commissioned and qualified, personally came and appeared Juan B. Monteros, of New Orleans, La., herein acting in his capacity of President of MONTEROS & CO., INC., a corporation of this State, domiciled in this city, and Alfred Ehni, also of New Orleans, La., herein acting in his capacity of Vice-President of said corporation, a duly organized corporate body of this State, domiciled in this city, as aforesaid, incorporated under and by virtue of an act passed before BENJAMIN ORY, Notary Public in this city, dated May 2, 1921; the said appearers acting in their said respective capacities for and in the name and on behalf of said corporation, and moreover acting under and by virtue of a resolution adopted at a general meeting of the stockholders of said corporation, held at their office in the City of New Orleans, on the fifteenth day of February, 1922, a duly certified copy of which said resolution is hereto annexed and made part hereof for reference; which said appearers severally declared in their respective capacities that after the due legal notice required by law a general meeting of the stockholders of said corporation was convened and held at their office in this city on the fifteenth day of February, 1922, for the purpose of voting upon the modifying, altering and amending the original act of incorporation of said company passed before the notary, BENJAMIN ORY, on May 2, 1921, and that at said general meeting, Five Hundred and Seventy Shares being the whole of the capital stock of said corporation present it was unanimously voted upon, decided and agreed to by the stockholders of said company present and voting that ARTICLE IV of the original act of incorporation of said company should be so changed, altered or amended as to hereafter read and be as follows, to-wit:

ARTICLE IV. The capital stock of this corporation is hereby fixed at the sum of One Hundred Thousand Dollars ($100,000.00), divided into nine hundred shares of preferred stock of the par value of One Hundred Dollars each, and one thousand shares of common stock of the par value of Ten Dollars each, making a total of nineteen hundred shares. The holders of the preferred stock shall be entitled to, and shall receive from the surplus or net profits of the corporation yearly preferential cumulative dividends at the rate of six per cent (6 per cent) per annum, payable quarterly, half yearly, or yearly, as may be determined by the Board of Directors, before any dividends shall be set apart or paid on the common stock.

Dividends shall not be paid on the common stock except when all guaranteed dividends to which the preferred stock is entitled at full rate to date have been paid or set apart for payment. Should there be an excess of profits over 6 per cent, then one-quarter of said excess profits shall be further applied as profits on the preferred stock, and the remaining three-quarters of such profits shall be applied as profits on the common stock.

In the distribution of assets upon liquidation other than profits there shall be paid, so far as the same will go—first, upon the preferred stock the amount of the par thereof, and the amount of the then unpaid dividends, if any; next, should there be further assets for distribution, one-quarter thereof shall be paid upon the preferred stock, and the remaining three-fourths thereof upon the common stock.

All voting powers of this corporation shall be vested in and exercised by the common stockholders exclusively, and in all elections of directors and otherwise the holders of preferred stock shall have no voting power.

In the event of liquidation or dissolution of the corporation and in the increase or decrease of its capital stock, and under such circumstances only, the owners of the preferred stock shall have the same voting power as the holders of the common stock. This corporation shall commence business and be a going concern as soon as Fifty Thousand Dollars of its capital stock shall have been subscribed. The capital stock of this corporation may be increased to the sum of Two Hundred and Fifty Thousand Dollars ($250,000.00) by increasing either preferred or common stock, or both, provided holders of two-thirds of the stock of the corporation so determine, at a special meeting called for that purpose, or at a regular annual meeting of the corporation. During the time preceding such meeting to increase the capital stock the stockholders shall have the privilege of taking additional shares in the proportion which the shares held by them bear to the capital stock of the corporation prior to such increase, and any such shares not taken at that time may be disposed of by the directors, in their unrestricted discretion, for the benefit of the corporation, at not less than their par value. All stock shall be paid for either in cash, in property conveyed to the company, or for services rendered as provided by law, in such manner and installments as the Board of Directors may determine, and such stock shall be full paid and non-assessable. The Board of Directors is hereby, in its discretion, vested with full power and authority to declare and issue stock dividends. No common stockholder shall have the right to sell any of the shares held by him without first offering the same, in writing to the corporation, through its Board of Directors, and the said Board shall have the privilege of purchasing said shares within thirty days thereafter, for cash, at their book value, according to the inventory last made.

And the said appearers in their said respective capacities further declared that under the authority in them vested as President and Vice-President, respectively, of the said company, by the aforesaid resolution passed and adopted at the said meeting of the stockholders of said company, they, said appearers, declared in their said several capacities for and on behalf of said company that ARTICLE IV of the original act of incorporation of said company, passed before BENJAMIN ORY, Notary, dated May 2, 1921, has been modified, changed and amended so as to hereafter read, and be, and exist as is hereinbefore written and set forth; and that they hereby authorize and require the recording and publication of said amendment and alteration in the manner required by law, to the end that the same shall hereafter and at all times be binding upon the present members and stockholders of said corporation, and all such person or persons who may hereafter become such.

Thus done and passed in my office at New Orleans, La., on the day, month and year first before written, in the presence of Miss Sophie F. Gerken and Miss Marie Mabel Delhomme, both competent witnesses, of lawful age, residing in this city and parish, who have hereunto signed their names, together with the said appearers and me, Notary, after due reading of the whole.

(Original signed:)
J. B. MONTEROS, President;
A. EHNI, Vice-President.

Witnesses:
SOPHIE F. GERKEN,
M. M. DELHOMME.
BENJAMIN ORY, Notary Public.

I, the undersigned Recorder of Mortgages in and for the Parish of Orleans in the State of Louisiana, do hereby certify that the above and foregoing act of amendment to the charter of MONTEROS & CO., INC., was this day duly recorded in my office in book 1268, folio 109. In faith whereof I have signed these presents at New Orleans, La., on the first day of March, nineteen hundred and twenty-two.

ROBT. SCOTT, Dy. Rec.

I, the undersigned, do hereby certify the above and foregoing to be a true and correct copy of the act of amendment to the charter of MONTEROS & CO., INC., on file and of record in my office, together with the certificate of the Recorder of Mortgages appended thereto. In faith whereof I have hereunto signed my name and affixed my official seal at New Orleans, La., on this first day of March, 1922.

(Signed) BENJAMIN ORY, Notary Public.
(Seal)
Mch. 9-Apr. 13

CHARTER OF THE PARAMOUNT MERCANTILE COMPANY.

United States of America, State of Louisiana, Parish of Orleans, Be it known that on this 13th day of the month of February, in the year of our Lord 1922, and of the Independence of the United States of America, the 145th, before me, Frederick Deibel, a Notary Public, duly commissioned, etc., and in the presence of witnesses hereinafter named and undersigned, personally came before me and appeared the several persons whose names are herewith subscribed, all of lawful age, who severally declared to me, notary, that availing themselves of the laws of the State of Louisiana in such cases made and provided, and more particularly of Act 267 of the General Assembly of the State of Louisiana of 1914, relative to the creation or organization and forming of corporations, they have covenated and agreed and do by these presents do covenant and agree and bind themselves, as well as all such other persons as may hereafter become associated with them to form a corporation for the objects and purposes and under the articles and stipulations following, to-wit:

ARTICLE I. The name and title of this corporation shall be "The Paramount Mercantile Company," and under its corporate name it shall have power and authority to have and enjoy a corporate existence for a period of ninety-nine (99) years from date hereof unless sooner dissolved by liquidation or otherwise. It shall have power to contract, to sue and be sued, to make and use a corporate seal, to alter and break same at pleasure, to hold, receive, lease, purchase, transfer, assign, convey, mortgage, hypothecate, pledge or otherwise receive or dispose of property, real, personal and mixed; to name, elect and appoint such managers, agents, directors or officers as its business interest may require, and to make and establish, alter and amend its by-laws and regulations for its proper government as may be deemed necessary, and generally to do any and all things necessary and proper for the maintenance and retention of the business in which the corporation is engaged; to establish and maintain offices and stores in this state, other states, districts and territories of the United States.

ARTICLE II. This corporation shall be domiciled in the City of New Orleans, State of Louisiana, and all citations or other legal processes shall be served upon the President of the corporation, or in the event of his absence, upon the Vice-President.

ARTICLE III. The objects and purposes for which this corporation is created and the nature of business to be carried on by it are hereby declared to be as follows: To buy, sell, both wholesale and retail; to manufacture goods; wares and merchandise, more particularly men and women's wearing apparel, and to engage in all such other lawful business for which this corporation is created.

ARTICLE IV. The capital stock of this corporation is hereby fixed at the sum of Fifty-six Hundred Dollars (5,600), of which Five Thousand Dollars ($5,000) shall be six per cent cumulative preferred stock, and Six Hundred Dollars ($600.00) shall be common stock, all of which stock shall be paid for in accordance with law, and the capital stock shall consist of Fifty (50) shares of One Hundred ($100.00) Dollars each of six per cent preferred stock, and One Hundred and Twenty shares of Five Dollars ($5.00) each of common stock.

Until two full six per cent dividends have been declared and paid on the preferred stock, the common stock shall not participate in any net profits of the corporation. When two full six per cent dividends have been declared and paid on the preferred stock any amount remaining out of the net profits of this corporation shall be distributed pro rata among the holders of the common shares. In case of the liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of the preferred shares shall be entitled to prior participation in the net assets of the corporation realized from such liquidation, dissolution or winding up, up to the par value of such preferred stock, and the remainder, if any there be, shall be distributed pro-rata among the holders of the common shares.

The common stock shall have no voting power whatsoever.

The capital stock of this corporation may be increased to the sum of Two Hundred and Fifty Thousand Dollars by a two-third vote of all the stockholders present or represented at a special meeting called for that purpose at a regular annual meeting of the corporation.

ARTICLE VI. All certificates of stock issued by this corporation shall be signed by the President or Vice-President and countersigned by the Secretary. The stock of this corporation can be transferred only on the books of the corporation and subject to such regulations and formalities as may be by the Board of Directors from time to time prescribed. No stockholder shall be permitted to sell or otherwise dispose of his stock without first offering same in writing to the other stockholders through the Board of Directors at a price not exceeding the book value thereof.

ARTICLE VII. All the powers of this corporation shall be vested in a Board of Directors to be composed of nine (9) stockholders, five (5) of which may constitute a quorum for the transaction of business of this corporation. The Board of Directors, except the first board, which is named in this charter, shall be elected annually by its stockholders on the third Monday in the month of January each year.

The first Board of Directors and every succeeding Board of Directors shall hold office until their successors are elected and qualified. The directors of this association shall be elected annually by the stockholders at a meeting held on the third Monday in the month of January of each succeeding year thereafter; each and every preferred stockholder shall be notified of such meeting at least ten days prior to such meeting in writing and sent to his last known postoffice address. Each stockholder shall at such meeting of the Board of Directors be entitled in person or proxy to one vote for each share of stock owned by him. Elections shall be held under such rules and regulations as may be prescribed from time to time by the Board of Directors. The directors, when elected, shall hold office for one year or until their successors shall have been elected and qualified, and any failure to hold the annual meeting of stockholders or to elect annually the directors shall not operate the forfeiture of this charter or any rights thereunder. Any vacancy in the Board of Directors shall be filled by the Board of Directors for the unexpired term.

Until the election on the third Monday in January 1923, the following shall constitute the first Board of Directors: Alfred Turnbull, Joseph A. Thornton, Gerald N. Thomas, Waldo B. Frank, C. P. Arceneaux, Ralph Sharp, W. J. Barker, Vincent Roberts, J. O. Walker, with Alfred Turnbull as President, Jos. A. Thornton, first vice-president; Gerald Thomas, Second Vice-President, Waldo B. Frank, Secretary, and C. P. Arseneaux, Treasurer.

ARTICLE VIII. In case of the dissolution, liquidation or termination of this charter by limitation or otherwise, the affairs of this corporation shall be liquidated by one or more liquidators elected by the stockholders, and they shall be vested with such authority as may by law be permitted and shall liquidate the affairs of this corporation or continue to act on behalf of the corporation.

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

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

Thus done and passed at my office, in the City of New Orleans, in the presence of Fred S. Deibel and John D. Townend, competent witnesses, who have signed these presents together with the undersigned persons and me, notary, after reading the whole.

(ORIGINAL SIGNED):

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 Paramount Mercantile Company, was this day duly recorded in my office in Book 1268, folio —.

New Orleans. 1922.
AUGUSTUS G. WILLIAMS, Recorder of Mortgages.

Witnesses: Fred S. Deibel and Jno. D Townsend.

A true copy:
FREDERICK DEIBEL, Notary Public.
March 9—April 13.

CHARTER OF SAINT BERNARD OIL AND GAS SYNDICATE, INC.

United States of America, state of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on this 7th day of the month of March, in the year of our Lord, nineteen hundred and twenty-two, before me, Gustave A. Llambias, a duly commissioned, qualified and acting notary public, in and for the Parish of Orleans, State of Louisiana, and in the presence of the hereinafter named and undersigned witnesses, personally came and appeared the several persons whose names are hereunto subscribed and severally declared that availing themselves and those they represent, as well as those who may hereinafter become associated with them, of the general laws of the State of Louisiana, in such case made and provided, they have formed and organized, and by these presents form themselves, as well as those they represent and such others as may hereafter become associated with them, into a corporation and body politic in law, for the object and purposes in the following articles set forth and expressed, which they adopt as their charter.

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

ARTICLE II—The capital stock of this corporation is hereby fixed at the sum of fifty thousand dollars ($50,000.00), all of which shall be divided into and represented by five thousand (5000) shares of the par value of ten dollars ($10.00) each.

The capital stock of this corporation may be increased by the board of directors without reference to the stockholders to the sum of one hundred thousand dollars ($100,000.00). Stock may be paid for in money, in services rendered the corporation, or in property regularly transferred to the corporation, all as may be determined by the board of directors.

ARTICLE III—The objects and purposes for which this corporation is organized are hereby declared to lease, buy and sell real estate, and mineral rights; to own and operate drilling machinery, and to drill and mine for oil, gas or other minerals. To own and operate pipe line, barges or other vehicle of transportation necessary to the conduct of a general oil and mineral development on lands owned or leased by the corporation, and to do any and all things necessary or incident to the general development of gas, oil or other mineral, and in general to do any and all things incidental or pertaining to oil, gas or mineral development, and marketing and sale thereof.

ARTICLE IV—The corporate powers of this corporaion shall be vested in the board of five (5) directors, a majority of whom shall constitute a quorum for the transaction of business.

The first board of directors of this corporation, shall be composed of F. Otway Denny, John J. Robira, Geo. H. Hodge, William Badon and Warren V. Miller; with F. Otway Denny as president; John J. Robira as vice-president, and Warren V. Miller as secretary-treasurer, and said officers and directors of this corporation shall serve as such until the second Tuesday in March, 1923, or until their successors shall have been elected and duly qualified.

The meetings of the stockholders for the election of directors shall be held yearly on the first Tuesday in March, beginning with the year 1923.

The board of directors shall have the right to elect without reference to a stockholders' meeting, any stockholder to be a director, whenever a vacancy shall exist on the board of directors through absence, death, resignation, or inability to act.

ARTICLE V—The corporate powers of this corporation are expressed and set forth in Section Seven of Act Number 267 of the Louisiana Legislature of the year 1914 and shall be duly employed by and thru the board of directors.

The duties of the several officers shall be set forth in the by-laws which shall be adopted by the board of directors and amended and altered at their will.

ARTICLE VI—No stockholders of this corporation shall ever be held liable for any debts of the corporation other than to the amount of his or their unpaid subscription to stock, and no informalities herein shall render them liable in the premises.

ARTICLE VII—Amendments of this charter or liquidation of this corporation shall be subject to the provisions of said Act Number 267 of the Louisiana Legislature of the year 1914.

Thus done, passed and signed on the day and date first hereinabove written, in the City of New Orleans, in the presence of F. M. Mitchell and F. E. Beeson, competent witnesse, who have signed hereunto together with said appearers and me, notary, after a due reading of the whole.

Witnesses: F. M. Mitchell, F. E. Beeson.

(ORIGINAL SIGNED):
F. Otway Denny, 1539 Canal St., New Orleans, one share; William Baden, per F. Otway Denny, Lafayette, La., one share; Geo. H. Hodge, 862 St. Charles St., New Orleans, La., one share; John J. Robira, Jennings, La., one share; Warren V. Miller, 420 Whitney Bldg., New Orleans, one share.

(Signed): GUS. A. LLAMBIAS, Notary Public.

A true copy:
(Signed): GUS. A. LLAMBIAS, Notary Public.

Mch. 9—Apr. 13

CHARTER OF NEW ORLEANS CANTILEVER SHOE STORE, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this the 9th day of the month of February, 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, EUGENE D. SAUNDERS, Notary Public, acting for and in behalf of Raymond H. Saal, now on leave of absence, duly commissioned and qualified, within and for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who severally declared that, availing themselves of the benefits and provisions of the Constitution of the State of Louisiana and of the laws of said State relative to the organization of corporations, and particularly of the provisions of Act No. 267 of the General Assembly of the State of Louisiana for the year 1914, and the amendments thereto, they have contracted and agreed and united to form and do, by these presents, contract and agree and bind and obligate themselves to form, organize and constitute themselves, as well as all such other persons who may hereafter join or become associated with them or their successors, into a stock corporation and body politic in law, for the objects and purposes and under the conditions, covenants, stipulations and agreements of the articles following, to-wit:

ARTICLE I. The name and title of this corporation shall be NEW ORLEANS CANTILEVER SHOE STORE, INC., and under and by said name, unless sooner dissolved in accordance with law and this charter, it shall exist and continue, and shall have and enjoy corporate existence and succession for a period of ninety-nine (99) years from and after the date of this act. It may have, hold, receive, borrow, loan, exchange, acquire by grant, gift or purchase, devise or bequest, sell, alienate, dispose of, convey, lease, pledge, pawn, hypothecate, encumber or mortgage property of any kind, whether real, personal or mixed, corporeal or incorporeal, movable or immovable, all subject to such limitations as may be prescribed by law. It may make, issue and endorse bonds or notes and other evidences of debt. It may accept mortgages, pledges or other forms of security for money loaned or other debts. It may contract, sue and be sued, plead or be impleaded by its corporate name in any court of competent jurisdiction. It may make, adopt and use a corporate seal, and alter or break the same at pleasure. It may hold stock in other corporations, and its capital stock may be issued for capital stock of other corporations. It may name, appoint and employ such managers, directors, officers, agents and other employes as its interests, business and convenience may require, and may fix their compensation, having due regard to the nature, character and value of their services. It may make and establish by-laws, rules and regulations not inconsistent with this charter or any existing law, fixing or altering the management of its property, the regulation and government of its affairs, and the manner of the certification and registration of its stock. It may wind up and dissolve itself, or be wound up and dissolved in the manner prescribed by law. It may conduct business in this State, the Federal Districts, the Territories and possessions of the United States and any foreign country. It shall have the power to invest its Board of Directors with all of its corporate powers, subject to such restrictions as may be named in this charter And it generally shall have and possess all the powers, rights, privileges and immunities which corporations are and may hereafter be authorized to have and possess under the Constitution and the laws of this State, and particularly under Act No. 267 of the Acts of the General Assembly of the State of Louisiana for the year 1914, and the amendments thereto.

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

ARTICLE III. The objects and purposes for which this corporation is formed and the nature of the business to be carried on by it are hereby declared to be: To buy, sell, import, export, manufacture, and generally to deal, operate and trade, either at wholesale or retail, in all kinds of merchandise without limitation, but especially in shoes, slippers, boots and all kinds of footgear and hosiery, and articles generally handled in connection therewith; and generally to carry on any other business which under the law it may be entitled to carry on, which may seem to the corporation to be calculated, directly or indirectly, to effect the aforesaid objects and purposes, or either of them, or to facilitate the corporation in the transaction of its aforesaid business or businesses or any part thereof, or in the transaction of any other lawful business that may be calculated directly or indirectly to enhance the value of or to render profitable any of the corporation's property and rights, and generally to hold and exercise all such incidental powers and privileges and to do and perform all things as relate to the objects and purposes hereinabove set forth, or as may be needful, necessary, proper, useful or convenient for effecting said objects and purposes, or either of them.

ARTICLE IV. The authorized capital of this corporation is hereby fixed at and declared to be the sum of Ten Thousand Dollars ($10,000.00), which capital stock may be increased in the manner provided by law to the sum of Twenty-five Thousand Dollars ($25,000.00).

The presently authorized capital stock of this corporation shall consist of one hundred (100) shares of the par value of One Hundred Dollars ($100.00) each; it 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.

ARTICLE V. No stockholder may sell, assign or transfer his stock in this corporation without giving to the other stockholders, through the Secretary-Treasurer of this corporation, notice in writing of such intention, and the other stockholders shall have the right for a period of thirty days from the delivery of such notice to the Secretary-Treasurer to purchase all or any part of the stock of such stockholder for cash at the book value thereof, after which thirty days the said stock may be sold without restriction.

Whenever the employment of any stockholder by this corporation is terminated, either by death, resignation, dismissal, lapse of time or otherwise, the other stockholders shall have the right for thirty days from the date of such termination to purchase all or any part of the stock of such stockholder for cash at the book value thereof, after which thirty days the said stock may be sold without restriction.

Other stockholders desiring to purchase stock under this article must in due time give notice of such desire to the Secretary-Treasurer of this corporation. In the event that the other stockholders offer to buy more stock than is offered for sale, stockholders offering to buy shall be entitled to buy the offered stock in the ratio of their then stock holdings in this corporation. For the purposes of this article, the book value shall be determined by the figures as shown on the last financial statement.

No sale or other transfer or assignment of stock in this corporation shall be valid until and unless opportunity to purchase such stock has first been given in the manner hereinabove provided to the other stockholders of this corporation; and this right so vested in the other stockholders shall follow into any hands into which it may pass any stock sold, transferred or assigned without such opportunity being given, and may be exercised against the holder or holders thereof within ninety (90) days after such stock is tendered for transfer on the books of this corporation, and no transfer of any such stock shall be made on the books of said corporation during the pendency of said ninety (90) day period.

ARTICLE VI—All the corporate powers of this corporation shall be vested in and exercised by a board of three (3) directors, each of whom shall hold in his own name at least one share of the stock of this corporation. Said board of directors shall be elected annually on the first legal day in January of each year beginning with 1923. All such elections shall be by ballott at the office of this corporation under the supervision of three commissioners to be appointed by the board of directors, and in the absence of any commissioner the president shall have the power to fill the place by appointment. Of all such elections as well as of all meetings of stockholders, except for the purpose of liquidation or dissolution or as otherwise required by law, fifteen days' notice shall be given by mailing to each stockholder who appears as such on the books of this corporation at his last designated address, or care of general delivery at Montgomery Alabama, if he has not designated an address, a notice stating the time and place of the meeting. Each shareholder shall be entitled to one vote for each share of stock standing in his name on the books of this corporation, to be case 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 this corporation, but the directors then in office shall remain in office until their successors are elected and qualified. Due notice of another election shall forthwith be given as above provided for, and such notices of election shall be continued to be given until an election is had.

ARTICLE VII—At its first meeting, each board of directors shall elect from its membership a president, a vice-president, and a secretary-treasurer, and shall, from time to time as it sees fit, appoint or employ such other employes as it shall deem necessary. The board of directors shall have full power and authority to fix the salaries of all officers and of all such other employes at it may deem necessary, and to make and establish, as well as to alter and amend all by-laws, rules and regulations necessary and proper for the conduct and management of the business and affairs of this corporation not inconsistent with this charter; it shall also have full power and authority to do all acts and things reasonably necessary for the proper carrying on of the business of this corporation, and to carry out the objects and purposes for which this corporation is organized, including the borrowing of money necessary for the ordinary business operations of this corporation, and through the president or some other duly authorized person or persons to execute and issue therefor notes or other obligations of this corporation on such terms as in its judgment may be advantageous; it shall also have full power and authority to issue and deliver full paid shares of stock of this corporation for money, labor, services, property or rights actually received by this corporation, and to fill all vacancies that may occur in its membership. A majority of the directors present either in person or by proxy shall constitute a quorum for the transaction of any business, and at any meeting of the board any director absent therefrom may be represented by proxy.

ARTICLE VIII. Until the first annual election for directors to be held under this charter, or until their duly qualified successors are elected and installed, the Board of Directors of this corporation shall be composed of: Harry N. Wheeler, whose postoffice address is c/o Harry Wheeler Shoe Store, Montgomery, Ala.; Charles A. Patterson, Jr., whose postoffice address is c/o Harry Wheeler Shoe Store, Montgomery, Ala., and Miss Antoinette Carnahan, whose postoffice address is c/o Union Bank and Trust Company, Montgomery, Ala., with Harry N. Wheeler as President, Charles A. Patterson, Jr., as Vice-President, and Miss Antoinette Carnahan as Secretary-Treasurer.

ARTICLE IX. Until contrary action by the Board of Directors, the President shall have charge of all of the business and affairs of the corporation, and shall have authority to enter into all kinds of contracts of sale, purchase or lease, on such terms and conditions as he may see fit, and also to draw out by checks signed by him in the name of this corporation any and all funds deposited in any bank to the credit of this corporation.

ARTICLE X. This charter may be amended and the capital stock of this corporation may be increased or decreased, or this corporation may be dissolved and the liquidation of its affairs required.

ARTICLE XI. No stockholder of this corporation shall ever be held liable or responsible for the contracts or failure of this corporation in any further sum than the unpaid balance on the books for which he has subscribed, nor shall any mere informality in organization have the effect of rendering this charter null or of exposing a stockholder to any liability other than as above provided.

Thus done and passed in my office at the City of New Orleans, La., on the day, month and year first above written, in the presence of Irving R. Saal and Chloe Gallman, competent witnesses, who hereunto sign their names with said appearers and me, Notary, after due reading of the whole.

(Original Signed)

Harry N. Wheeler, postoffice address Montgomery, Ala., 75 shares; Rhona C. Wheeler (by Harry N. Wheeler), postoffice address Montgomery, Ala., 10 shares; Chas. A. Patterson, Jr., (by Harry N. Wheeler), postoffice address Montgomery, Ala., 10 shares; Antoinette Carnahan (by Harry N. Wheeler), postoffice address Montgomery, Ala., 5 shares.

Witnesses:
I. R. SAAL,
CHLOE GALLMAN.
EUGENE D. SAUNDERS, Notary Public.
(Acting for Raymond H. Saal, Notary Public, now on leave of absence.)

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 NEW ORLEANS CANTILEVER SHOE STORE, INC., was this day duly recorded in my office in Book 1268, Folio 65.

New Orleans, Feb. 10, 1922.
ROBT. SCOTT, Dy. Rec.

A true and correct copy of the original. New Orleans, La., Feb. 24, 1922.
EUGENE D. SAUNDERS, Notary Public.
(Acting for R. H. Saal, Notary Public, now on leave of absence.)

Mch. 2—Apr. 6.

CHARTER OF J. B. VANDEN COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on this first day of February, in the year of our Lord, one thousand, nine hundred and twenty-two, before me, Clarence de Lucas, a notary public, in and for the Parish of Orleans, State of Louisiana, duly commissioned, qualified and sworn, personally came and appeared the parties whose names are hereunto subscribed and who declared that availing themselves of the laws of this State and particularly Act No. 267 of 1914, relative to the organization of corporations for any lawful business purpose or purposes, they have covenanted and agreed, and do by these presents covenant and agree and bind themselves, as well as such other persons as may hereafter become associated with them, to form themselves into a body politic in law for the objects and purposes and under articles, terms and considerations following, to-wit:

ARTICLE I—The name and title of this corporation shall be "J. B. Vanden Company, Inc.", and under its corporate name it shall have power and authority to have and enjoy succession for the term of ninety-nine (99) years from the date hereof. To contract, sue and be sued, to make and use a corporate seal, and the same to break and alter at pleasure, to hold, receive, lease and purchase under its corporate name, property both real, personal and mixed, and the same to sell, mortgage, pledge, hypthecate, lease or otherwise dispose of, to lend any portion of its capital stock or income from other sources or mortgage or other security, to contract, make and indorse bills of exchange and promissory notes, to issue bonds, to name and appoint such officers and agents as the interest of said corporation may require, to make all necessary by-laws for the proper management of its affairs, to acquire stock and bonds of other corporations, to increase or diminish its capital stock, and generally to do and perform in this state or any other state all such things and exercise such rights and powers permitted by law to corporations.

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:

To conduct and carry on as Manufacturer's Agents or brokers the business of buying, selling, importing, manufacturing, and dealing in and with all kinds of textile fabrics, dry goods, clothing, notions, fancy goods, novelties, devices, goods, wares, merchandise and commodities and in any and all other materials useful or necessary in the carrying out the objects and purposes herein.

ARTICLE III—The domicile of this corporation shall be in the City of New Orleans, Parish of Orleans, State of Louisiana, but it may establish offices and agencies throughout the United States of America. All citations or other legal process shall be served upon the president of said corporation or in the event of his absence upon the secretary-treasurer thereof.

ARTICLE IV—The capital stock of this corporation shall be five thousand dollars ($5,000.00) to be divided into five hundred shares of the par value of ten dollars ($10.00) each, which shall be paid for in cash or its equivalent, for property, for labor, performed or services actually rendered. The amount to which the capital stock of this coporation may be increased shall be the sum of one hundred thousand dollars.

This corporation shall be a going concern and authorized to begin business as soon as fifty per cent of the capital stock has been subscribed for and paid in to said corporation.

The board of directors shall have power to issue full paid stock for property transferred to said corporation or for labor and services rendered.

ARTICLE V—All of the corporate powers of this corporation shall be vested in and exercised by a board of directors composed of not less than three stockholders, who shall be elected by the stockholders at the annual meeting of the corporation, which shall be held on the third Monday of the month of January of each year. A majority of the stockholders shall constitute a quorum for the transaction of business.

The officers of this corporation shall be a president, vice-president, and a secretary-treasurer, provided, however, the secreary and treasurer may be one officer; they shall be elected annually by the board of directors from among their number; all directors and officers shall be elected for a term of one year, but shall hold office until their successors are elected and qualified.

Any vacancy in the board of directors or officers from whatever cause shall be filled from among the stockholders by the remaining members of the board.

The board of directors shall have power without reference to the shareholders of the company; to buy, sell, lease, mortgage, hypothecate, borrow, issue bonds, notes, and pledges of all kinds whether movables or immovables and generally to exercise all powers conferred on this board of directors by these articles of incorporation.

All elections shall be by ballot, each share shall be entitled to one vote and the majority of the votes cast shall elect.

At all meetings each stockholder shall be entitled to one vote either in person or by written proxy for each share of stock standing in his name on the books of the corporation; provided that no stock shall be voted at any meeting which has been transferred upon the books within thirty days prior to the said meeting.

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

ARTICLE VII—The first board of directors shall consist of L. C. Farrell, president, whose post office address is 3031 Coliseum street, New Orleans, La.; P. C. Doerr, secretary-treasurer, whose post office address is New Orleans, La.; and Mrs. M. E. Vanden, vice-president, whose post office address is 1436 Verna street, New Orleans, Louisiana.

ARTICLE VIII—This act of incorporation may be changed, modified, altered or amended or this corporation may be dissolved with the assent of stockholders owning three-fourths of the stock of the corporation present or represented at a general meeting concurred for that pupose and after at least ten days written notice has been given through mail to each stockholder at his last known place of residence. In case of dissolution by the expiration of this charter or otherwise the stockholders shall elect three liquidators from among their number to settle the business and affairs of the corporaton.

In case of death or disability of any one of said commissioners or liquidators the survivors shall elect or appoint a successor to him and if they fail to agree on his appointment then they shall wind up the affairs of said corporation.

Thus done and passed at my office in the presence of H. M. Ansley and L. M. Dalgarn, competent witnesses who have hereunto signed their names with said appearers and me, the notary, after reading of the whole.

Witnesses: H. M. Ansley, L. M. Dalgarn.

(ORIGINAL SIGNED):
L. C. Ferrell, 50 shares; P. C. Doerr, 10 shares; Mrs. M. E. Vanden, 260 shares.
C. de LUCAS, Notary Public.

A true copy:
C. de LUCAS, 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 J. B. Vanden Co., Inc., was this day duly recorded in my office in Book 1268, Folio 110.

New Orleans, March 2nd, 1922.
ROBT. SCOTT, Deputy Recorder.

A true copy:
C. de LUCAS, Notary Public.

Mch. 16—Aur. 20.

AMENDMENT TO CHARTER OF THE G. A. LOTZ COMPANY, LTD.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on this, the twenty-seventh 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, Ulysses Marinoni, Jr., a notary public, duly commissioned, sworn and qualified in and for the Parish of Orleans, State of Louisiana, therein residing, personally came and appeared, George A. Lotz and William T. Lotz, both residents of the city of New Orleans and of the full age of majority, herein acting and appearing respectively, the first as president and the second as secretary of the G. A. Lotz Company, Ltd., a corporation duly organized, existing and operating under and by virtue of the laws of the State of Louisiana, and domiciled in the City of New Orleans, who hereby declare:

That the said corporation was duly created and organized under the name of Manufacturers' Distributing Company, Ltd., by act executed before Bussiere Rouen, notary public in this city, dated March 3rd, 1906, and recorded in Mortgage Office Book 842, folio 488.

That the name of the said company was amended to the "G. A. Lotz Company, Limited", by act before U. Marinoni, Jr., notary public, dated 25th November, 1918, and recorded in Mortgage Office Book 1222, folio 613.

That in said charter the power is expressly reserved to change, amend or alter the articles of said charter.

That at a meeting of the board of directors of this company, held 20th October, 1921, a resolution was unanimously adopted that it was the sense of the said board that Paragraph I of Article IV of the charter of said company be amended to increase the capital stock of said corporation to the sum of one hundred thousand dollars ($100,000) represented by four thousand (4000) shares of the par value of twenty-five dollars ($25.00) each; and that to that end a meeting of the stockholders of that company be called at its offices for the purpose of voting thereon. A duly certified copy of which resolution it attached hereto and made part hereof.

That in accordance therewith a notice and call for a general meeting of the stockholders of this company was duly called to be held at the office of said company, 624 Conti street on November 9th, 1921, for the purpose of amending Paragraph I of Article IV of the charter of said company, and increasing its capital stock, and that said call was duly published, as required by law, as will appear from the certificate of the Advertising Manager of the Times-Picayune, a daily newspaper published in the City of New Orleans, which certificate is duly annexed hereto and made part hereof.

That in pursuance to said call, and the resolution of the board of directors, a general meeting of the stockholders of the G. A. Lotz Company, Limited, was duly held at the office and domicile of the said company on the ninth of November, 1921, all of the stockholders of the said company being present and all voting all the shares of the capital stock of the said company.

That, at said meeting it was moved and seconded and unanimously resolved that Paragraph I of Article IV of the charter of the said company be amended and changed so as to read as follows:

"The capital stock of this corporation shall be the sum of one hundred thousand dollars ($100,000) divided into, and represented by four thousand (4000) shares of the par value of twenty-five ($25.00) dollars each, which shares shall be full paid and non-assessable and which shall be so issued when so full paid. Said payments to be made at the time of subscription."

That at the said meeting the President and Secretary of the said company were given full power to do and perform all acts and deeds to the end that the said charter of the said company be so amended as above set forth, and that they were given the power to appear before a notary public to sign any and all acts and deeds for the purpose of amending the charter of the said company in accordance with said resolution.

That both of said resolutions were adopted unanimously, and so adopted by the unanimous vote of all the stockholders of the said company voting all the shares thereof, a duly certified copy and abstract from the minutes of this company being hereto attached and forming part hereof.

Now the said appearers, to-wit: George A. Lotz, as president, and William T. Lotz, as secretary, of the said G. A. Lotz Company, Limited, do hereby declare that in accordance with the said resolutions, and in furtherance thereof, and of the power therein granted to them, they do now formally declare that the said resolutions are now and herewith carried into effect, and that therefore the Paragraph I of Article IV of the chater of this company, to-wit: the G. A. Lotz Company, Limited, is hereby amended and changed so as to read as follows:

"ARTICLE IV—The capital stock of this corporation shall be the sum of one hundred thousand dollars ($100,000), divided into and represented by four thousand (4000) shares of the par value of twenty-five dollars ($25.00) each, which shares shall be full paid and non-assessable, and which shall be paid for in cash, or its equivalent, and shall be so issued when so full paid. Said payments to be made at the time of subscription."

And the said president and secretary of the G. A. Lotz Company, Ltd., declare that they have thereupon fulfilled the trust delegated to them by all the stockholders of the said corporation, and have published, and do hereby publish and make known by this present act the change in the charter of this company, amending the same to the extent and in the manner and form as above set forth.

Thus done and signed, and executed, in my notarial office in the City of New Orleans, on the day, month and year first hereinabove written, and in the presence of Michel Provosty and Ruth Rapier, competent witnesses, who have signed these presents, together with appearers and me, notary, after due reading of the whole.

Witnesses: Michel Provosty, Ruth Rapier.

(ORIGINAL SIGNED):
G. A. LOTZ, Pres.,
WILLIAM T. LOTZ, Sec'y.
U. MARINONI, JR., Notary Public.

Witnesses: Ruth Rapier, Michael Provosty.

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 G. A. Lotz Co., Ltd., was this day recorded in my office, in Book 1268, folio 54.

New Orleans, Feb. 4th, 1922.
(Signed): ROBT. SCOTT, Deputy Recorder.

This is a true copy of original in my notarial archives.
U. MARINONI, JR., Notary Public.
(Seal):
Mch. 2—Apr. 6.

The Avenue Academy Rink

Daily sessions 9:30 a. m. to 11 a. m., for beginners; 1:30 p. m. to 3:30 p. m., for adults; 3:30 p. m. to 5:30 p. m., for children; 7:30 p. m. to 9:30 p. m., for adults. General admission, 10 cents; skates, 25 cents; checking wraps, 5 cents. Children's admission, 10 cents; skates, 5 cents.
adv

Every member of the family lends a hand for a Home through the
JACKSON BUILDING & LOAN ASSOCIATION
723 Common St.
See our Director Thos B. Brown, 717 Opelousas Ave.