CHARTER.

AMENDMENT TO CHARTER OF M. FEITEL HOUSE WRECKING COMPANY

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on this 1st day of March in the year of 1922, before me, Edward S. Spiro, a notary public, duly commissioned and qualified, personally came and appeared, Irvin Feitel, who declare that he is the vice-president of the M. Feitel House Wrecking Company, a corporation organized by Act before Arthur B. Leopold, notary public, on March 20th, 1914, and recorded in the Mortgage Book for the Parish of Orleans, in Book 1739, Folio —, and that said appearer declares that at a special meeting of the stockholders of the M. Feitel House Wrecking Company, held on the 2nd day of January, 1922, at which all of the stockholders of said corporaiton were present, a certified copy of the minutes of said meeting being hereto annexed, Article III of the charter of said corporation was by unanimous vote amended so as to read as follows, to-wit:

"ARTICLE III—The capital stock of this corporation is hereby fixed at and declared to be in the sum of fifty thousand dollars ($50,000.00) divided into and represented by five hundred (500) shares of the par value of one hundred dollars ($100.00) each, and all the said stock shall be common stock. The common stock may be increased to one hundred fifty thousand dollars ($150,000.00). Preferred stock may be issued in such amounts and at such times as may be later decided upon.

The company shall commence business and become a going concern as soon as fifty (50) shares or more have been subscribed.

The shares of the capital stock of this corporation shall be paid for in money, or for labor done or services rendered, or such shares as may be issued or delivered and other property rights accepted and received by the corporation for its corporate purposes, at such valuation and upon such terms for said shares as the board of directors may determine and direct from time to time to be expedient. The capital stock of this corporation may be increased or reduced by proceedings taken in the manner prescribed by law.

The shares of the capital stock of this corporation may be issued for money, for labor done or services rendered, or for other property rights, which may be thus paid for or exchanged and made over to the company. The valuation of any and all rights, contracts, labor or services and property movable, immovable and received by the corporation for its issued, corporeal or incorporeal, accepted corporate purposes in payment, exchange or otherwise, for any of the shares of capital stock of this corporation and fixed by the board of directors upon such terms and conditions for the issuance of such shares of stock, shall be conclusive evidence of such valuation; and any and all persons, partnerships, associations, corporations, stockholders or creditors dealing with this corporation, are concluded thereby, and say and all persons, partnerships, associations, corporations, stockholders or creditors dealing with this corporation, hereby waive any right or cause of action against the original or subsequent owner or owners of such shares of the capital stock issued to it, him, her or them in payment or exchange for labor done or services rendered, or for such rights, credits, contracts and property valued by the board of directors as aforesaid; and each, every and any and all contract, contracts, or undertakings made by or entered into with this corporation shall be subject to this provision of this charter.

All of the said stock shall be full paid and non-assessable when issued and delivered, and transfers thereon shall not be binding on the company unless recorded in its books, and shall be further subject to such rules regulations and conditions as the board of directors may prescribe."

Said appearers further declared that he was duly authorized by the stockholders as per the copy of resolution hereto attached, to certify to the said proceedings and authorized and directed to make an authentic notarial act of said amendment to the charter and to file, record and publish the same according to law. Said appearer accordingly appears before me, notary, and does hereby declare that said charter has been amended as above set forth, and he does hereby make this authentic notarial act of said amendment to said charter, and does hereby request and authorize me to record and publish the same according to law.

Thus done and passed, in my office at the city of New Orleans, on the day, month and year herein first above written in the presence of D. Barnett and Nathan H. Feitel, competent witnesses, who hereunto sign their names and with the said appearer and me, notary, after reading of the whole.

Witnesses: D. Barnett, Nathan H. Feitel.

(ORIGINAL SIGNED):
IRVIN FEITEL, Vice-President.
EDWARD S. SPIRO,
Notary Public.

I, the undersigned Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing Act of Amendment of the M. Feitel House Wrecking Co. was this day duly recorded in my Office in Book 1268, Follo 105.
New Orleans, March 1st, 1922.
ROBT. SCOTT,
Deputy Recorder.

A true copy:
EDWARD S. SPIRO,
(Seal): Notary Public.
Mch. 16—Apr. 20.

CHARTER OF THE NEW ORLEANS REALTY INVESTMENT CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known and remembered, that on this 22nd day of the month of March, in the year one thousand, nine hundred and twenty-two, before me, Meyer S. Dreifus, a notary public, duly commissioned in and for the above named Parish and State, personally came and appeared: The several persons whose names are hereunto subscribed, who, in the presence of the witnesses hereinafter named and undersigned, each and all declared: That availing themselves of the laws of the State of Louisiana, on the subject of the incorporation of corporations, and especially of Act 267 of 1914, and any subsequent acts, they have organized and do by these presents organize and constitute themselves, as well as all other persons who may be hereafter associated with them, into a corporation and body politic in law, to enjoy corporate existence during a period of ninety-nine (99) years after this date, unless sooner dissolved, and under the following stipulations which they adopt as their articles of incorporation, or charter, to-wit:

ARTICLE I—The name and title of this corporation shall be the "New Orleans Realty Investment Co., Inc.", and its domicile is hereby declared to be in the City of New Orleans, State of Louisiana, and all citation or other legal process shall be served on the president, and, in his absence on the secretary.

ARTICLE II—The objects and purposes of this corporation, and the nature of the business to be carried on by it, are hereby declared to be as follows: To rent, deal in, purchase, acquire, hold, own, sell or otherwise dispose of, mortgage and hypothecate lands and real property of every kind and class in the United States, to sub-divide, develop, manage and improve the same; to construct, alter and repair houses and buildings, and to buy and sell all kinds of material used by builders; and generally to do a general real estate business in all its details for itself or as agent for others; with full power to borrow or loan and invest money secured and unsecured, and in general to do anything necessary, incidental to and connected with the said objects and purposes, as well as to exercise all rights and powers conferred on corporations by Act 267 of 1914.

ARTICLE III—The capital stock of this corporation is fixed at ten thousand dollars ($10,000.00) divided into twenty-five (25) shares of common stock and seventy-five (75) shares of preferred stock (preferred stock to be non-voting) of a par value of one hundred dollars ($100.00) each to be paid for in cash at such time as the board of directors may determine or which may be issued for service rendered or for property or rights received by or assigned to the corporation.

The preferred stock shall be entitled to dividends at the rate of not less than eight per cent (8%), as may be declared by a full board, payable as the board of directors may determine, which shall be cumulative.

In case of the dissolution of this corporation the preferred stock shall be paid at par, before the common stock, and shall have no further interest in the assets or profits of the company.

The preferred stock or any part thereof may be retired by the board of directors, out of any undivided profits or surplus, on or after date of issuance, at any time thereafter, on the date of any succeeding month, by giving notice to the holder the par value thereof, all dividends due to the

CHARTER.

The capital stock of this corporation may be increased to fifty thousand dollars ($50,00.00)

No stockholders of this corporation shall sell, or offer to sell, any common stock of this corporatin owned by him until he shall have first offered the same to each of the other common stockholders thereof, for a period of fifteen (15) days, at the book value of said stock. This offer shall be made in writing to the board of directors of this corporation, through the secretary, who shall, for the purpose, be considered the agent for the remaining common stockholders, who shall have the right to purchase same at said book value in proportion to the stock owned by them.

ARTICLE IV—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 nor more than five (as may be fixed by a full board) stockholders of this corporation, to be elected at a meeting of the stockholders held for that purpose, at the domicile of the company, on the second Wednesday in March, of 1923, and annually thereafter, notice of which meeting shall be given to each stockholder at least fifteen (15) days prior to each meeting, either personally, or by depositing same in the post office properly addressed, to the last known address of each stockholder, as shown by the books of the corporation, and who shall serve until their successors are elected and qualified, without any informality resulting from failure to hold any annual election.

The board of directors of this corporation shall, immediately after their election and qualification for office, select from among their number a president, a secretary-treasurer and might select a vice-president. The first board of directors of this corporation is declared to be composed of Francis J. Keller, 1310 Washington avenue, New Orleans, La.; Edward B. Ellis, 3923 St. Charles avenue, New Orleans, La., and Emile A. Leonval, 1831 South Dupre Street, New Orleans, La., with Edward B. Ellis as president, Emile A. Leonval as vice-president and Francis J. Keller as secretary-treasurer.

The said board of directors shall have the power to appoint agents and employees for this corporation, or to remove the same at pleasure, to give and designate any authority to its officers, and they shall also have the power to fill any vacancies in their number, and shall make such by-laws from time to time, and amend the same as they may deem expedient.

ARTICLE V—Said appearers declare that they subscribe respectively, to the following number and kind of shares of the capital stock set opposite their respective signatures, and this corporation may begin business at once, the necessary amount of stock being subscribed and paid for.

ARTICLE VI—This charter may be amended, the capital stock thereof increased or decreased, or this corporation dissolved, in accordance with the provisions of Act 267, or subsequent laws, of the Legislature of the State of Louisiana for the year 1914.

Thus done and passed in my office at New Orleans, Louisiana, in the presence of Juliette Pailhes and Mabel Bell, competent witnesses, on the 22nd day of February, 1922, after due reading of the whole.

Witnesses: Juliette Pailhes, Mabel Bell.
(Seal): MEYER S. DREIFUS,
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 New Orleans Realty Investment Co., Inc., was this day duly recorded in my office in Book 1268, folio —.
New Orleans, March 23d, 1922.
(Signed): ROBT. SCOTT,
Deputy Recorder.

A true copy:
(Seal): MEYER S. DREIFUS,
Notary Public.
Mar. 30—May 4

CHARTER OF BIRD REBUILDING COMPANY

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on this the 20th day 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-six, Before me, Warren V. Miller, a notary public, in and for the Parish of Orleans, State of Louisiana, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, all above the full age of majority, and citizens of the Unted States of America, 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 corporation, particularly Act 267 of 1914 of the General Assembly of the State of Louisiana and all amendments thereunto, they have covenanted and agreed, and do by these presents, covenant and agree and bind themselves as well as such persons as may hereafter join or become associated with them and their successors, to form themselves into and ordain and establish a corporation and 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 is and shall be the BIRD REBUILDING COMPANY, and under said corporate name it shall have and enjoy succession for the period of ninety-nine (99) years from the date thereof, under its corporate name commencing with the date of this act, unless sooner dissolved by the action of its stockholders or in the manner provided by law; under its corporate name it shall have and enjoy and exercise all the rights and powers and privileges hereinafter set forth, as well as those now granted or that may hereafter be granted by law to corporations of this character, with full authority to contract, sue and be sued, plead and be impleaded, appear, answer and prosecute, in any and all courts of justice, and elsewhere; to make and use a corporate seal, which is hereby described as follows:

"Two concentric circles having within the words "BIRD REBUILDING COMPANY," NEW ORLEANS, in the margin, and an EAGLE design in the center."

To name and appoint such directors, officers, managers, clerks, attorneys, agents and other employees, to administer its affairs as may be deemed necessary and proper; to make and ordain such by-laws, rules and regulations for the proper management of its affairs as may be deemed necessary and proper and same to repeal, amend and alter at pleasure.

ARTICLE II.

The domicile of this corporation shall be in the City of New Orleans. All citations or other legal process shall be served upon the president of said corporation, or in the event of his absence upon the vice-president, who is acting president, or in the absence of both as the law directs.

ARTICLE III.

The capital stock of this corporation is hereby fixed at the sum of Sixty Thousand Dollars ($60,000.00), whereof Forty Thousand ($40,000.00) shall be common stock and Twenty Thousand ($20,000.00) shall be preferred stock, divided into six hundred shares, having a par value of One Hundred Dollars ($100.00) each, to be paid for by the subscribers in money, property or labor done at the time of subscription or in property regularly transferred to the corporation as shall be determined by the Board of Directors. The preferred stock of this corporation is never to exceed fifty per cent (50%) of its total capital stock. The control and management of this corporation, including the voting power and all other corporeal powers, usually exercised by it, to be vested in the common stock to the exclusion of the preferred stock herein created.

Said stock shall be represented by certificates of stock signed by the President and Treasurer, and in the presence of the President, by the Vice-President and shall be transferred on the books of the company only upon surrender or proof of loss or destruction of the outstanding certificates; no stockholder shall be entitled to vote on any shares transferred to him within thirty (30) days preceding the day upon which he attempts to vote same.

The capital stock shall be fully paid and non-assessable; when issued it shall be represented by certificate and shall be personal property.

The holders of said preferred stock shall be entitled to receive during each fiscal year out of the net earnings of the company's preferential cumulative dividends, at the rate of eight (8%) per cent per annum, payable yearly on the first day of May. After the payment of the said preferential cumulative dividend of eight per cent (8%) for any fiscal year to the holders of the preferred stock, any further amount declared in dividends for said year shall be paid to the holders of the common stock to the extent of eight per cent (8%) per annum and should there be any further amount declared in dividends, after reserving such sums of money as will be necessary for making

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needed repairs and extensions to the companies plants and necessary extensions to its business the said further amount shall be divided pro rata among the holders of the preferred and common stock in accordance with their holdings; provided, however that the Board of Directors of the company may in their discretion declare dividends in any fiscal year on the common stock, but no such dividends shall be declared on the common stock, unless all cumulative dividends for previous years and all accrued installments, if any for the current year, on the preferred stock shall have been set apart or paid.

The holders of the preferred stock shall, in case of liquidation or dissolution of the company, be entitled to be paid in full the par value of this preferred shares and the dividends accumulated and unpaid thereon, before any amount shall be paid to the holders of the common stock. Said preferred stock shall be subject to redemption at One Hundred and Ten Dollars ($110.00) per share and accumulated dividends thereon at any time after one year from the issue thereof at such time or times and in such manner as the Board of Directors shall determine.

ARTICLE IV.—The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it is hereby declared to be: To carry on at Loyola University in the City of New Orleans, Parish of Orleans, State of Louisiana, or elsewhere, an Auto Mechanic School or schools, where students may obtain on moderate terms, a sound and practical general and technical auto mechanic training of the highest order, to provide for the instruction of students, shop practice, classes, individual instruction, exhibitions and conferences, calculated directly or indirectly, to advance the practical knowledge and general professional and technical education of the student.

To manufacture, construct and deal in automobiles, motor trucks, vehicles, auto and truck parts, machinery, appliances and accessories and auto machine plants of every kind, nature and description whatsoever to acquire by purchase lease or otherwise and to manufacture construct, rebuild or repair automobiles, trucks and machines and machinery of every kind whatsoever, and to equip, erect and install the same for use and operation by electricity, compressed air, oil, gas or by any other means of natural power and to operate, sell, lease or hire the same and to carry on a general manufacturing rebuilding wholesale and retail auto and truck business, as well as a general accessory and supply business.

ARTICLE V.—The corporate powers of this corporation shall be vested in and exercised by a Board of Five Directors, a majority of whom shall constitute a quorum for the transaction of business.

From the Board of Directors shall be chosen four officers namely, a President, a Vice-President, a Secretary and a Treasurer, both of last named officers may be held by a single director.

The first Board of Directors and the officers of this corporation shall be elected at the first meeting of the stockholders and Directors respectively, held after the passing of this charter, and they shall serve as such until the second Monday of January, 1923, or until their successors are duly qualified and elected.

Absent directors may vote at any directors meeting, by a proxy in writing given to another director, and made for a specific or particular meeting.

ARTICLE VI.—The corporate powers of this corporation are expressed and set forth by Section Seven (7) of Act 267, of the year 1914, and shall be duly employed by and through the Board of Directors.

The Board of Directors may without reference to the stockholders buy, sell and mortgage real estate, buy, sell, mortgage or hypothecate any part of the entirety of the assets, business, rights or good will of this corporation, all upon such terms, conditions and for such price sums or assets as the Board of Directors ed; the capital stock may be increased.

ARTICLE VII.—This act of incorporation may be modified, changed or alter-decreased, modified or added to, or the number of shares may be change, or this corporation may be dissolved by a vote of two-thirds of the amount of capital stock when present or represented and voting at a general meeting of the stockholders convened for such purpose or purposes, after thirty (30) days' notice by publication in a newspaper in the City of New Orleans, and written notice duly addressed and mailed to every stockholder of record at his last known address, or if such address is unknown, then by mailing same to such stockholder care of General Delivery, New Orleans Louisiana, at least thirty (30) days previous to said meeting.

Such meeting or meetings may be called at any time by the Board of Directors upon its own motion, and must be called by said Board upon the written request of stockholders holding a majority of the capital stock of this corporation.

Upon dissolution of this corpration by the action of its stockholders, as aforesaid, or at the expiration of its charter, its affairs, shall be liquidated by three commissioners, appointed by a majority of the stockholders present or represented and voting at said general meeting. The manner of liquidating, the compensation and the powers of the commissioners, and all other matters pertaining to the liquidation of this corporation shall be fixed and determined by a majority of the stockholders present or represented and voting at such general meeting of stockholders.

ARTICLE VIII.—No stockholder shall ever be liable for the contracts, faults or debts of this corporation nor shall any mere informality in the organization of this corporation have the effect of rendering this charter null, or rendering any stockholder liable beyond the unpaid amount, if any, remaining due on his stock.

ARTICLE IX.—The First Board of Directors of this corporation is hereby fixed at five in number and shall be composed of N. L. Bird, 1004 Louisiana Ave.; L. A. Wertheimer, Loyola Inn; C. A. Pinner, 626 Delaronde St.; John A. Swadener, 337 Hillary St.; Martin Willis, 1930 State St., New Orleans, La., who shall serve until the first meeting of the stockholders of this corporation, or until their successors shall have been elected, qualified and installed with N. L. Bird as President, J. A. Swadener, as Vice-President, M. Willis as Secretary, and C. A. Pinner as Treasurer, who shall hold office until the first regular meeting of the Board of Directors of this corporation or until his successors shall be elected, qualified and installed.

Thus done and passed in my notarial office in the City of New Orleans, as aforesaid, in the presence of C. O. Speirer and Eugene H. Hayford, competent witnesses of lawful age and residing in this city, who hereunto subscribe their names, together with said parties and me, Notary, on the day and date set forth in the caption hereof.

(ORIGINAL SIGNED):

N. L. Bird, 1004 Louisiana Ave., New Orleans, La., 50 shares; L. A. Wertheimer, Loyola Inn, New Orleans, La., 20 shares; C. A. Pinner, 626 Delaronde St., New Orleans, La., 5 shares; John A. Swadener, 337 Hillary St., New Orleans, La., 5 shares; Martin Willis, 1930 State St., New Orleans, La.

Witnesses: C. O. Sperier, Eugene H. Hayford.

WARREN V. MILLER,
Notary Public.

I, the undersigned, Recorder of Mortgages, in and for the parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing act of incorporation, of the Bird Rebuilding Co. was this day duly recorded in my office, in Book 1268, Folio 103, New Orleans, March 1, 1922.

ROBT. SCOTT,
Deputy Recorder.

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

WARREN V. MILLER,
(Seal): Notary Public.
Mch. 23—April 27.

CHARTER OF FREY GROCERY COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this fifteenth day of the month of March, in the year of our Lord, one thousand nine hundred and twenty-two, and of the Independence of the United States of America, the one hundred and forty-seventh. Before me, John Wagner, a notary public, duly commissioned and qualified in and for said City, Parish and State, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed who severally declared that, availing themselves of the laws of the State of Louisiana, relative to the organization of corporation, and especially Act No. 267 of the General Assembly of the State of Louisiana for the year 1914, they do by these presents, for themselves, their successors and assigns, form themselves into a corporation and body politic in law, for the purposes and objects, and under the articles and stipulations hereinafter set forth:

ARTICLE I.—The name of this corporation shall be "Frey Grocery Company,

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Inc.," under which corporate name it shall have corporate existence and succession for the term of ninety-nine years from and after the date hereof. It shall have power to sue and be sued; to contract, purchase, lease, mortgage, pledge, alienate and encumber real estate and personal property; and generally to exercise all power and authority connected with the purposes of this organization or incidental thereto, and all the power and authority conferred on corporations by the laws of this State.

ARTICLE II.—The purposes for which this corporation is organized are: to deal in groceries, teas, coffee and other articles used and connected with the grocery business, and to sell same at retail or otherwise, and to buy and sell same and to do all things necessarily or impliedly incidental to the said business, and to do everything that may foster or extend or improve or decilitate, directly or indirectly, the successful carrying out of the objects and purposes of the corporation and the business thereto.

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

ARTICLE IV.—The capital stock of this corporation is hereby fixed at Five Thousand ($5,000.00) Dollars, divided into fifty (50) shares of One hundred Dollars ($100.00) each.

The capital stock may be increased to not exceed Fifty Thousand ($50,000.00) Dollars, and the increase in the capital stock may be by preferred or common stock or partly of one and partly of the other, and the terms of the preferred stock shall be fixed by the Board of Directors which may be in existence at the time of the proposed increase.

ARTICLE V.—All the power of this corporation shall be vested in a Board of Directors, composed of three stockholders; and power and authority is hereby vested in the Board of Directors to increase the number of directors to any number not exceeding five (5); and the said Board of Directors may fill vacancies in their number, however caused, by election from among the stockholders.

The said Board of Directors shall be elected annually, on the First Tuesday in July of each year, except the first election to be held on the first Tuesday of July, 1923.

At the annual meeting held for the election of directors each share of stock shall be entitled to one (1) vote, which may be cast in person or by written proxy.

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

The first Board of Directors shall consist of: Frank Frey, President, 1936 Ursuline Street, New Orleans, La.; Jeanne R. Frey, 1936 Ursuline Street, Secretary-Treasurer, New Orleans, La.; Frank P. Frey, 1936 Ursuline Street, Vice-President, New Orleans, La.

Each board of directors shall annually elect from their number a President, Vice-President, Secretary and Treasurer, or it may combine the office of Treasurer with that of the President, Vice-President or Secretary.

The first president shall be Frank Frey. The first Vice-President shall be Frank P. Frey. The first Secretary-Treasurer shall be Jeanne R. Frey, and they shall hold office until their successors are elected and qualified.

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

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

ARTICLE VIII.—No stockholder shall ever be held liable or responsible for the contracts 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 and void or exposing the stockholders to any liability beyond the amount of his unpaid stock.

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

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

Thus done and passed, in my office, in the City of New Orleans, State of Louisiana, on the day, month and year herein first above written, in the presence of Malcolm J. Taylor and Frederic C. Querens, competent witnesses, who hereunto sign their names, with said appearers and me, Notary, after due reading of the whole.

(ORIGINAL SIGNED):
Witnesses: Malcolm J. Taylor, F. C. Querens.

Frank Frey, 1936 Ursuline, 21 shares; J. Frey, 1936 Ursuline, 25 shares; Frank P. Frey, 1936 Ursuline, 2 shares; A. J. Gautreau, 2901 Danneel, 1 share; John Bonura, 200 Poydras St., 1 share.

JNO. WAGNER,
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 Frey Grocery Co., Inc., was this day duly recorded in my office, in Book 1268, Folio 145, New Orleans, March 16, 1922.

(Signed) ROBT. SCOTT,
Deputy Recorder.

I hereby certify the above and foregoing to be a true and correct copy of the original on file in my office:

In faith whereof I hereunto affix my hand and seal of office at the City of New Orleans this 21st day of March, 1922.

JNO. WAGNER,
(Seal): Notary Public.
Mch. 23-Apr. 27th.

CHARTER OF RELIANCE FORWARDING AND TRANSPORTATION COMPANY, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this, the 10th day of the month of March, 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, Joseph Sinai, a Notary Public, duly commissioned and qualified, in and for the Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared, the several persons whose names are hereunto subscribed, who declared that, availing themselves of the provisions of the laws of the State of Louisiana, relative to the organization and formation of corporations, and more particularly of Act No. 267 of the General Assembly of the State of Louisiana, for the year 1914, they have covenanted and agreed and they do by these presents covenant and agree, bind and obligate themselves, as well as such other persons as may hereafter become associated with them, to form and constitute a corporation and body politic in law for the objects and purposes and under the agreements, conditions and stipulations hereinafter set forth, towit:

ARTICLE I.—The name, style and title of this corporation is hereby declared to be "Reliance Forwarding and Transportation Company, Inc.", and under such name and title 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 contract, sue and be sued, and to make and use a corporate seal, and the same to break and alter at pleasure; to hold, purchase, lease, sell, mortgage, hypothecate and pledge property, real, personal and mixed, and hold stock in any other company or companies that may assist this company in its objects and purposes; to make and issue bonds, notes, and certificate of indebtedness, and if desired to secure same by mortgage, pledge or in any other manner; to name, elect and appoint managers, directors and clerks or other employees, and to make and establish such by-laws, rules and regulations as may be found necessary or desirable for the management of the business and affairs of the corporation, and generally to do all, every and any other act, matter and thing necessary for the complete and proper carrying out of its business.

ARTICLE II.—The domicile of this corporation shall be in the City of New Orleans, State of Louisiana, where all citation or other legal process shall be

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served upon the President, or, in his absence, upon any other officer of the corporation.

ARTICLE III.—The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it, are hereby declared to be: To conduct a hauling and drayage business, for the transporting, forwarding and delivering of goods, wares, merchandise of all kinds and description; to acquire and take over the business carried on by any person or persons conducting a similar business, and in connection therewith to purchase the good will, business and all or many of the assets and to undertake to assume all or any of the liabilities of the owner of such business, and generally to do any and all things and matters necessary, convenient or desirable in furtherance of the above objects and purposes.

ARTICLE IV.—The capital stock of this corporation shall be Fifteen Thousand Dollars, ($15,000.00), divided into and represented by One Hundred and Fifty (150) shares of the par value of One Hundred Dohars, ($100.00) each, which shall all be Common Stock, fully paid and non-assessible.

No stockholder shall sell or otherwise dispose of his stock without first offering, it in writing to the body of Stockholders through the Board of Directors, as its book value, and the stockholders shall have fifteen days within which to accept or reject such offer before same may be offered and sold on the public market.

The capital stock of this corporation may be increased to the sum of One Hundred Thousand Dollars, or any part thereof, as is provided by law.

The corporation shall be and become a going concern as soon as fifty per cent of its capital stock shall have been subscribed.

ARTICLE V.—All the corporate powers of this corporation shall be vested in and exercised by a Board of Directors to be composed of three stockholders, a majority of whom shall constitute a quorum for the transaction of business.

The Board of Directors shall be elected annually on the Tuesday after the first Monday in March in each year at a meeting of stockholders to be held on that day. All elections shall be held by ballot and each stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the corporation, this vote to be cast in person or by written proxy. Failure to select the Board of Directors as herein provided shall not work a forfeiture of this Charter, but the old Board of Directors shall remain in office until their successors are duly elected and qualified.

Any Director who is not able to attend any meeting of the Board of Directors has the right to appoint, in writing, another member of the Board to act as his proxy.

The officers of this corporation shall be a President, a Secretary and a Treasurer, and a Vice-President; any two of the offices, excepting that of President may be combined; the Secretary need not be a stockholder of the corporation.

The First Board of Directors to serve until the Tuesday after the first Monday in March, 1923, or until their successors are duly elected and qualified, shall consist of Arthur Albert Hebert, whose post office address is 216 South Lopez Street, New Orleans, La.; William M. Anderson, whose post office address is 7919 Oak Street, New Orleans La., and Shirley A. Balendonck, whose post office address is 7919 Oak Street, New Orleans, La.; of which William M. Anderson, shall be President, Shirley A. Balendonck, shall be Vice-President, and Arthur Albert Hebert, shall be Secretary and Treasurer.

Any vacancy in the Board of Directors may be filled by the remaining directors of said Board from among the stockholders.

The Board of Directors shall have the power and authority, by proper resolutions, to sell, alienate, lease, dispose of, mortgage, hypothecate, and pledge any kind of property owned by the corporation, either in whole or in part, upon such terms and conditions as in its judgment may be deemed proper; to purchase, lease, and otherwise acquire any property for the corporation, either for cash or upon terms; to make loans, borrow money, issue notes and other obligations the same in any manner permitted by law; in fact it shall have and exercise all the powers conferred by Act No. 267 of 1914.

ARTICLE VI.—This act of incorporation may be amended, altered or modified or the corporation dissolved at any time by complying with the provisions of the laws of this State.

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

ARTICLE VIII.—At the expiration of this Charter, or the earlier dissolution of this corporation, its affairs shall be liquidated by two commissioners to be elected by the stockholders in accordance with law, and said commissioners are hereby invested with full power and authority to sell any and all assets and property, real, personal and mixed, of this corporation, and to convey full and complete title thereto, and to do and perform all, every and any act or acts essential to a full and complete liquidation of this corporation, and to distribute the proceeds, if any. In the event of the death inability or resignation of either of said commissioners the survivor shall continue to act and be likewise vested with all the powers herein mentioned.

Thus done and passed, in my office, at the City of New Orleans, on the day, month and year herein first above written, in the presence of Messieurs Charles LeBlanc and Clarence J. Lauve, competent witnesses, of lawful age and residents of this city, who have signed these presents together with said appearers and me, Notary, after due reading of the whole.

(ORIGINAL SIGNED):
W. M. Anderson, Shirley A. Balendonck, A. A. Hebert, Chas. LeBlanc, C. J. Lauve.

JOSEPH SINAI,
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 Reliance Forwarding & Transportation Co., Inc., was this day duly recorded in my office, in Book 1268, Folio 127.

New Orleans, March 10, 1922.
(Signed) ROBT. SCOTT,
Deputy Recorder.

A true copy:
JOSEPH SINAI,
Notary Public.
Mch 23-Apr 27.

AMENDMENT TO CHARTER OF NEW ORLEANS FURNITURE MANUFACTURING COMPANY.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this seventeenth day of the month of March in the year of our Lord, Nineteen Hundred and Twenty-two and of the Independence of the United States of America, the One Hundred and Forty-sixth. Before me, J. Henry Forcelle, Jr., a Notary Public, in and for the Parish of Orleans, State of Louisiana, aforesaid, duly commissioned, sworn and qualified and in the presence of the witnesses hereinafter named and undersigned;

Personally came and appeared: Mr. Junius W. C. Wright and Mr. Howard C. George, both residents of this City and of legal age, hereto appearing in their respective capacities as the Chairman and Secretary of a meeting of the stockholders of the New Orleans Furniture Manufacturing Company, a corporation organized under the laws of the State of Louisiana by act passed before W. Morgan Gurley, Notary Public of this City on April 6, 1896, recorded in the Mortgage office of this Parish in book 565, folio 280 and amended by the stockholders of said Company at a meeting held by them July 9, 1904, as per certificate of Assistant Secretary of State, of date July 16, 1904 and also amended by act passed before the undersigned Notary June 24, 1920, recorded in the Mortgage office of this Parish in book 1242, folio 519.

Which said appearers severally declared that a meeting of the stockholders of the New Orleans Furniture Manufacturing Company was duly convened and held at the office of the Company, 5260 Leake Avenue, in this City, on March 16, 1922, pursuant to notice to each of the stockholders and after compliance with all the legal requisites, at which meeting there were present, in person or by proxy, the holders of more than three-fourths of all the issued and outstanding stock of the Company, and that upon motion duly made and seconded it was unanimously resolved that Article Fifth of the charter of the Company, as then constituted, be changed, altered and amended so as to read as follows:

ARTICLE FIFTH.—The business and affairs of this corporation shall be managed and conducted by a Board of Seven (7) Directors, each of whom shall be a stockholder in this corporation.

On the First Tuesday after the First Monday in April 1922 and annually thereafter, an election for Directors shall be held at the office of the corporation, after

CHARTER.

ten days prior notice thereof published in one of the newspapers of this Parish.

All elections of Directors shall be by ballot and shall be conducted under the superintendence of two Commissioners appointed by the Board of Directors, and each share of stock shall be entitled to one vote, to be cast by its owner in person or by proxy and a majority of the votes cast shall elect or decide all questions voted upon not otherwise provided for.

The Directors then elected shall take their seats immediately upon election and shall proceed without delay to elect from among their number a President, Vice-President and a Secretary and Treasurer. The failure to elect on the day specified shall not dissolve this Corporation, but the Board of Directors then in office, together with the officers of this Corporation, shall hold over, and as soon as possible thereafter another election shall be held in accordance with the above provisions and a failure then to elect shall retain the incumbent Board of Directors and Officers in office until the next regular meeting. Four (4) of said Directors shall constitute a quorum for the transaction of all business of said Corporation; they shall enact and change at will such by-laws, rules and regulations for the proper conduct of this business as they may deem proper; they shall fill all vacancies occurring amongst their number for the unexpired term. They shall appoint and discharge at pleasure all clerks, agents and employes and fix their salaries or compensation, and do such other matters and things as they may deem best for the best interest of this corporation. No employe shall be considered as employed by the year unless so specially contracted with in writing.

Said appearers further declared that in addition to the passage of the resolution authorizing the amendment to the charter hereinbefore enumerated, they were also authorized, directed and empowered to appear before a Notary Public for the purpose of carrying out and giving effect to said amendment to the charter and having the same placed in proper form and thereafter recorded and published in conformity with existing provisions of the law relating thereto, all as will more fully and at large appear from the resolution adopted at said stockholders' meeting, a copy whereof, duly attested, is hereto attached for reference.

Said appearers further declared that in conformity with the authority conferred upon them as aforesaid, they have appeared before me, said Notary, for the purpose of having the amendment to the charter of the said Company placed in authentic form, and do hereby declare that the charter of the New Orleans Furniture Manufacturing Company, was, at said meeting of the stockholders, amended, changed and altered in the particulars hereinbefore set forth, and that they now desire me Notary to receive and make said amendment according to law, to serve and avail as the future shall or may require; I said Notary do by these presents, receive said amendment in the form of this public act, to the end that said amendment may be recorded and promulgated and thus be read into the aforesaid charter of said Company.

Thus done and passed, in my office, at the City of New Orleans, on the day, month and year herein first above written, in presence of Louis Lion and Raymond Miller, competent witnesses, who have hereunto signed their names with the said appearers and me, said Notary, after due reading of the whole.

(ORIGINAL SIGNED):
J. W. C. Wright, H. C. George, L. Lion, R. Mollere.

J. H. FORCELLE, Jr.,
Notary Public.

I, the undersigned Recorder of Mortgages in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above Act of Amendment to the charter of the New Orleans Furniture Manufacturing Company, was this day duly recorded in my office in Book 1268, Folio 151.

New Orleans, La., March 17, 1922.
(Signed) ROBT. SCOTT.