CHARTER.

CHARTER OF I. R. FREY GROCERY COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this 18th day of the month of April, 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, WILLIAM J. FORMENTO, a Notary Public, duly commissioned and qualified, in and for the City of New Orleans, Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several parties whose names are hereunto subscribed, all of the full age of majority and residents of this city, who severally declared that, availing themselves of the laws of the State of Louisiana, and especially of Act 267 of 1914, in such cases made and provided, they have formed and organized and by these presents do form and organize themselves into a corporation for the objects and purposes and under the stipulations and agreements hereinafter set forth and expressed, which they hereby accept and adopt as their charter, to-wit:

ARTICLE I. The name and title of the corporation hereby formed is declared to be I. R. FREY GROCERY COMPANY, INC., which shall have its domicile in the City of New Orleans, and shall enjoy succession for a period of ninety-nine (99) years from date hereof. All citations or other legal process shall be served upon the President; and, in case of his absence or inability to act, upon the Vice-President or Secretary-Treasurer.

ARTICLE II. The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are hereby declared to be: To buy and sell groceries, meats, hardware, fruits and merchandise usually bought and sold by grocery establishments.

ARTICLE III. The capital stock of this corporation is hereby fixed at the sum of Six Thousand Five Hundred Dollars ($6,500.00), divided into one hundred and thirty shares of Fifty Dollars ($50.00) each, which stock may be issued full paid and non-assessable for cash or for property actually transferred for value fixed by its Board of Directors, or for services rendered to said corporation. Said capital stock may be increased to Twenty-five Thousand Dollars ($25,000.00) by a vote of two-thirds of all the issued stock provided for in Article V of this Charter. This company shall be a going concern as soon as Twenty-five Hundred Dollars ($2500.00) of its capital stock has been subscribed and paid for.

ARTICLE IV. All the corporate powers of the corporation shall be vested and exercised by a Board of Directors, consisting of three stockholders, a majority of whom shall constitute a quorum. The first Board of Directors shall be composed of the following stockholders, to-wit: Mrs. Ida R. Frey, whose post-office address is 5138 Burgundy Street, New Orleans, La.; Henry J. Schmidt, whose postoffice address is 912 Lizardi Street, New Orleans, La.; Arthur P. Raymond, whose postoffice address is 2510 Dumaine Street, New Orleans, La., with Mrs. Ida R. Frey as President, Henry J. Schmidt as Vice-President, and Arthur P. Raymond as Secretary-Treasurer, who shall hold their offices until the third Tuesday in April, 1923, or until their successors have been duly appointed and qualified. On the third Tuesday of April, 1923, and annually thereafter, an election for directors shall be held at the office of the corporation, as provided for in the By-Laws. Failure at any time to hold a meeting or elect directors or officers as herein provided shall not work a forfeiture of this Charter or dissolve the corporation, but the acting Board of Directors shall continue in office until their successors have been properly elected, and in the event that the third Tuesday in April shall fall on a dies non, the said election shall be held on the first legal day thereafter.

ARTICLE V. The act of incorporation may be changed or amended and this corporation may be dissolved or liquidated, and the capital stock of this corporation increased up to the limit, as provided in Article III of this Charter, with the assent of two-thirds of the whole issued capital stock convened for that purpose, after fifteen (15) days' prior written notice of such meeting shall be given to each stockholder, mailed to his last known address.

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

ARTICLE VII. Appearer, Mrs. Ida R. Frey, offers the following described property in payment of her subscription to the stock hereinafter referred to: Merchandise at premises No. 5138 Burgundy Street, New Orleans, La., as per inventory submitted to the directors, $3946.84; furniture, scales, cash register, one auto truck (model 1920, engine No. , make Ford), one automobile touring car (model 1921, engine No. , make Studebaker), and ice box and coffee mill, all in said premises, $1853.16; good will of the business now conducted by Mrs. Ida R. Frey at No. 5138 Burgundy Street, $600.00. Total, $6400.00.

The directors having taken into consideration the character, location and worth of the merchandise, fixtures, automobiles and good will offered by appearer, Mrs. Ida R. Frey, in payment of the stock hereinafter referred to, were unanimously of the opinion and did agree that this corporation should accept said property in payment of the stock hereinafter subscribed for by her.

ARTICLE VIII. The whole Six Thousand Five Hundred Dollars ($6,500.00) of the company's capital stock having been subscribed and paid for, this corporation may begin business at once.

Thus done and passed in my notarial office at the City of New Orleans, La., in the presence of Messrs. Fernand F. Teissier and A. B. Granzin, Jr., competent witnesses and residents of this City of New Orleans, La., who hereunto subscribe their names, together with the said appearers and me, Notary, after reading of the whole.

Original signed: I. R. Frey, 5138 Burgundy Street, 128 shares; H. J. Schmidt, 912 Lizardi Street, 1 share; A. P. Raymond, 2510 Dumaine Street, 1 share.

Witnesses:
F. F. TEISSIER,
A. B. GRANZIN, JR.
WM. J. FORMENTO.
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 I. R. FREY GROCERY COMPANY, INC., was this day duly recorded in my office in book 1268, folio —

New Orleans, April 19, 1922.
ROBT. SCOTT.
Dy. Recorder.

A true copy from the original.
(Seal) WM. J. FORMENTO.
Notary Public.

Apr. 27-June 1

CHARTER OF BUSH-FRERE, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this 18th day of the month of April, in the year of our Lord, one thousand nine hundred and twenty-two, before me, PIERRE D. OLIVIER, a Notary Public, duly commissioned and qualified, in and for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the persons whose names are hereunto affixed, who declared that, availing themselves of the privileges offered by the laws of the State of Louisiana and particularly by the terms of Act No. 267 of the General Assembly of the State of Louisiana for the year 1914, they do hereby associate themselves as a corporation under the following articles, to-wit:

ARTICLE I. The name of this corporation shall be BUSH-FRERE, INC.

ARTICLE II. The purposes for which this corporation is formed are hereby declared to be as follows: To buy and sell all kinds of merchandise as principal, agent, broker and factor; to buy, sell, trade or deal in any kind or kinds of goods, wares and merchandise, especially fruits and food products; to engage in the business of a general brokerage, commission, forwarding and export business, with power for any and all the above purposes; to borrow money and to issue from time to time to any extent necessary and convenient, in the opinion of the Board of Directors of this corporation, negotiable notes, coupons, registered or other bonds or obligations of this corporation, and to secure the payment of the principal and interest on the same by mortgage or pledge of all or any part of the property then owned or which may hereafter be acquired by the corporation, and also with full power to do all things proper, necessary, convenient or incidental to the powers and purposes above expressed; to acquire by purchase, subscription or otherwise, and to hold, sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of any shares of the capital stock, bonds or other evidences of indebtedness of any other corporation or corporations, domestic or foreign, engaged in any business in which that corporation may be authorized to engage, or the ownership of whose securities would be advantageous or convenient to the protection or promotion of any of the purposes or interests of this corporation, but only to the extent authorized by the laws of the State of Louisiana; to carry on any of the business or businesses above set forth in the State of Louisiana, or in any other state of the United States, or in any part of the world.

ARTICLE III. The capital stock of this corporation is hereby fixed at the sum of Five Thousand Dollars ($5,000.00), to be represented by one hundred shares of the par value of Fifty Dollars ($50.00) each; all of the stock shall be common stock. Stock shall be issued for money, goods, services, good will and other things of value.

ARTICLE IV. The capital stock of this corporation may be increased to the sum of One Hundred Thousand Dollars ($100,000.00).

ARTICLE V. The domicile of this corporation shall be the City of New Orleans, Louisiana.

ARTICLE VI. The period of duration of this corporation shall be ninety-nine (99) years.

ARTICLE VII. All of the corporate powers of this corporation shall be vested in a Board of Directors to consist of three persons, to be elected annually on the first Monday of May of each year, the directors so elected to serve until their successors shall be elected and qualified. Said Board shall elect from among themselves a President, a Vice-President and a Secretary-Treasurer.

The names and postoffice addresses of the directors for the first year, who shall serve until their successors are elected and qualified, are as follows: R. G. Bush, Jr., 5508 Hurst Street, New Orleans, La.; William C. Frere, 1029 Fern Street, New Orleans, La.; Philip S. Gidiere, 1633 Bordeaux Street, New Orleans, La., with the said R. G. Bush, Jr., as President, Philip S. Gidiere as Vice-President, and William C. Frere as Secretary-Treasurer.

ARTICLE VIII. The names and post-office addresses of the subscribers to these articles of incorporation and the statement of the number of shares of stock to which each has subscribed are as follows: R. G. Bush, Jr., 5508 Hurst Street, New Orleans, La., 25 shares; William C. Frere, 1029 Fern Street, New Orleans, La., 24 shares; Philip S. Gidiere, 1633 Bordeaux Street, New Orleans, La., 1 share. Total, 50 shares.

Thus done and passed in my office in said City of New Orleans on the day, month and year herein first above written, in the presence of the two undersigned witnesses, both of lawful age and residents of this parish, who have signed hereto with the said appearers and me, Notary, after due reading of the whole.

Original signed: R. G. Bush, Jr., 25 shares; Wm. C. Frere, 24 shares; Philip S. Gidiere, 1 share.

Witnesses:
C. E. DUNBAR, JR.,
J. O. WALKER.
PIERRE D. OLIVIER.
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 charter of BUSH-FRERE, INC., was this day duly recorded in my office in book 1268, folio —

New Orleans.
ROBT. SCOTT.
Deputy Recorder.

A true copy.
PIERRE D. OLIVIER.
Notary Public.

Apr. 27-June 1

CHARTER OF EL HERALDO MERCANTIL PUBLISHING CO., INC.

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

ARTICLE I. The name of said corporation shall be EL HERALDO MERCANTIL PUBLISHING CO., INC., and under its said corporate name it shall have and enjoy succession for the full term and period of ninety-nine years from and after the date hereof, and shall have power and authority to contract, sue and be sued; to accept and receive mortgages, pledges or other hypothecations; to make and use a corporate seal, and the same to break and alter at pleasure; to purchase, receive, lease, hold or otherwise acquire and convey, as well as mortgage and hypothecate, under its corporate name, property, both real and personal or mixed; to name and appoint such managers and directors, officers and agents, and establish branch offices at its domicile or elsewhere, as the interest and convenience of said corporation may require, and to make and establish, as well as alter and amend at pleasure such by-lws, rules and regulations for the proper management and regulation of the affairs of said corporation as may be necessary and proper.

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

ARTICLE III. The objects and purposes for which this corporation is organized, and the nature of the business to be carried on by it, are hereby declared to be: To do a general exporting and importing business with all foreign countries and throughout the United States of America, either for its own account or on a commission basis, and to publish in aid and support of said business, and for the benefit and advantage of the commercial world, a trade journal under such name and on such terms and conditions as the corporation might deem fit and proper, acting through a resolution of the stockholders of said corporation, and generally to do any and all business incident thereto or connected with the objects and purposes of this corporation.

ARTICLE IV. The capital stock is hereby fixed at Five Thousand Dollars ($5,000.00), to be divided into two hundred (200) shares of the par value of Twenty Five Dollars ($25.00) each, whereof fifty-two per cent. (52%) shall be subscribed and paid for before the filing of these articles of incorporation. All stock subscribed for shall be paid for in cash or property received. Each share of stock shall be entitled to one vote at all elections and meeting and entitled to the same rights and privileges as any other such share. No stock shall be issued over and above the shares subscribed for at the time of the signing of this act of incorporation, whether it be out of the balance of the capital stock herein provided for, or out of the increase of the capital stock, without first offering it to the stockholders of record in the proportion of their holdings as shown by this act of incorporation. The amount of the capital stock may be increased up to the amount of Twenty Five Thousand Dollars ($25,000.00). No stockholder in this corporation shall dispose of his holdings, or any part thereof, without first offering the same to the corporation at its book value, and the corporation shall have ten days within which to accept or reject said offer

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

ARTICLE V. All the corporate powers of this corporation shall be vested in and its business and affairs managed by a Board of Directors, consisting of three (3) members, two (2) of whom shall constitute a quorum for the transaction of business. Any vacancy or vacancies in the Board of Directors shall be filled by the remaining directors.

All voting power of the Board of Directors shall be on the basis of the stock owned by the said director, but fifty-two (52) per cent of said stock will be necessary to express the will or intention of said Board of Directors in all matters of contract or respecting the management of the corporation.

The first Board of Directors and officers appointed under this charter shall hold office until the second Monday in January, 1923, or until their successors are elected and qualified, and until the second Monday in January, 1923, the following parties shall constitute the first Board of Directors of the corporation, to-wit: Alfredo Blanco, Fernando Patron Correa and Amado R. Gutierrez, with Alfredo Blanco as President, Fernando Patron Correa as Vice-President, and Amado R. Gutierrez as Secretary-Treasurer.

Failure to elect directors on the day above specified shall not dissolve the corporation, but the directors then in office shall remain in office until their successors are elected and qualified.

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

ARTICLE VII. This charter may be amended or the corporation may be dissolved and liquidated by a fifty-two (52) per cent vote of the capital stock appearing on the books of the company; and, in case of liquidation, the Board of Directors then in office shall liquidate the corporation.

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

(Names of incorporators, together with their addresses and shares subscribed for by each of them.)

Witnesses:
A. H. RITTER,
A. BABIN.
J. M. QUINTERO.
Notary Public.

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

New Orleans, La., April 18, 1922.
ROBT. SCOTT.
Dy. Rec.

A true copy.
(Seal) J. M. QUINTERO.
Notary Public.

Apr. 27-June 1

CHARTER OF THE FLETCHER PATENT CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this 12th day of the month of April, 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, WILLIAM J. GUSTE, a Notary Public, duly commissioned and qualified in and for the above parish and state, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several parties whose names are hereunto subscribed, who severally declared that, availing themselves of the laws of the State of Louisiana, in such cases made and provided, and more particularly of Act 267 of the General Assembly of the State of Louisiana of 1914, relating to the creation, organization and formation of corporations, they have covenanted and agreed and by these presents do hereby covenant, agree and bind themselves, as well as all other persons as may hereafter become associated with them, to form a corporation for the objects and purposes under the articles and stipulations following, which they hereby accept as their charter, to-wit:

ARTICLE I. The name and title of this corporation shall be THE FLETCHER PATENT COMPANY, INC., and under its corporate name it shall have power and authority to have and enjoy corporate existence for a period of ninety-nine 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, and to alter and break the same at pleasure; to hold, receive, lease, purchase, transfer, assign, mortgage, hypothecate, pledge or otherwise dispose of property, real, personal or mixed, corporeal and incorporeal; to issue bonds, and if desired, to secure same by mortgage; to hold stocks in other companies; to make and elect officers and directors; to make and establish, alter and amend by-laws, rules and regulations for its proper government, as may be deemed necessary and proper for the extension of the business in which the corporation is engaged.

ARTICLE II. The domicile of this corporation shall be in the City of New Orleans, Louisiana, and service of process shall be made upon the President, or, in his absence, upon the Vice-President.

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

To own and control all rights and interest in a certain patent of a Closure Operator, bearing the Serial No. 533,107 of the United States Patent Office, dated January 31, 1922; to contract relative to the manufacture and sale of such patented article or articles covered by such patent, and generally to do and perform all things pertaining to and incidental to the carrying out and proper execution of the objects and purposes hereinabove mentioned.

ARTICLE IV. The capital stock of this corporation is hereby fixed at the sum of Five Thousand Dollars ($5,000.00), and shall be divided into and represented by one hundred shares of common stock of the par value of Fifty Dollars each.

Said stock shall be paid for in cash, or by property, or for services actually rendered to the corporation, or other equivalent of cash, 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.

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

ARTICLE V. The capital stock of this corporation may be increased to the sum of Fifty Thousand Dollars ($50,000.00) by a vote of two-thirds of all the stock present or represented at a special meeting called for that purpose, or at a regular annual meeting of the corporation.

ARTICLE VI. All certificates of stock issued by this corporation shall be signed and countersigned by President or Vice-President and Secretary.

The stock of this corporation can be transferred only on the books of the corporation, and subject to such regulations and formalities as may be by the Board of Directors from time to time prescribed. No stockholder shall be permitted to sell or otherwise dispose of his stock without first offering the same in writing to the other stockholders, through the Board of Directors, at a price not exceeding the book value thereof; and said stockholders, in proportion to their holdings, shall have an option and first right to purchase at the book value of such stock on December 31, last preceding, all the shares of stock to be thus disposed of by sale or otherwise of any of the stockholders, and shall have a period of ten days in which to accept or decline said offer. Should the stockholders decline to purchase said stock, then such stockholder is at liberty to sell or dispose of the stock, and may do so in any manner and at any price he may deem fit.

Each share of stock is issued herein upon the condition and understanding that no stockholder shall sell or otherwise transfer his stock in violation hereof, and any such sale or transfer, if made, shall be void, and this corporation shall be under no obligation to list said stock on its books or to regard the holder of the certificate thereof.

ARTICLE VII. The corporate powers of this corporation shall be vested in and exercised by a Board of not less than three nor more than six directors, at the option of the stockholders, two to constitute a quorum when there are three directors, three to constitute a quorum when there are more than three and less than six directors, and four to constitute a quorum should there be six directors, for the transaction of business. The directors of the corporation may vote in person or by written or telegraphic proxy at any of the meetings of the Board of Directors; and the Board of Directors may delegate any of its powers to any officer or officers, or any other representative of the corporation, by appropriate resolution to that effect.

The first Board of Directors of this corporation shall be composed of the following: Fletcher Fletchinger, Sidney J. Massicot, August Faver, Arthur J. Brandin, Frank J. Fletchinger, Harold M. Westholz, with the following as officers: Fletcher Fletchinger, President; Arthur J. Brandin, Vice-President; Sidney J. Massicot, Secretary; Frank J. Fletchinger, Treasurer, and they shall serve until the second Wednesday in January, 1923, or until their successors are elected and qualified.

The directors shall be elected annually at a meeting held on the second Wednesday in January in each year, after such date. Notice of said meeting shall be given fifteen days prior to the date of said meeting, in writing, sent by mail to each stockholder at his last known place of residence. The Board of Directors may change the date of said annual meeting to any other date by written notice to that effect, sent at least fifteen days prior to the date to which said annual meeting shall be changed, directed by mail to each stockholder at his last known place of residence.

Each stockholder shall at such annual meeting or other meeting, general or special, be entitled, in person or by proxy, written or telegraphic, to one vote for each share of stock owned by him. The election shall be held under such rules and regulations as may be from time to time determined 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 failure to hold the annual meeting of stockholders or to elect annually directors shall not operate the forfeiture of this charter or any rights thereunder.

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

ARTICLE VIII. This charter and act of incorporation may be changed, modified, altered or amended by and with the consent of three-fourths of all the stock present or represented at a meeting, general or special, held for that purpose; and such amendments may be material or immaterial, subject only to limitation as may be by law provided; and this corporation shall have the right and power to increase its capital stock as hereinbefore set out, and any increase of the capital stock in excess of the amount named herein as the amount to which the capital stock may be increased may be made by a three-fourths vote of all outstanding stock.

ARTICLE IX. Notice of any and all meetings referred to in this charter, or required by law, shall be given in the manner provided for giving notices in the case of election of directors, or by publication of such notice for fifteen days previous to such meeting in any daily newspaper in the City of New Orleans, unless the notice of such meeting shall have been waived; the stockholders and directors having the right by this charter to waive notices at any time and for any meeting.

ARTICLE X. In case of the dissolution, liquidation or termination of this charter, by limitation or otherwise, the affairs of the corporation shall be liquidated by one or more liquidators elected by a two-thirds vote of the stockholders, who may provide the number of said liquidators and vest them with such power and authority as may be by law permitted, fixing the terms and conditions upon which they shall serve, and their compensation, and provide that in case of death or disability of any one of said liquidators, the remaining liquidators may fill the vacancy or continue to act on behalf of the corporation.

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

ARTICLE XII. The subscribers hereto have written opposite their names the number of shares subscribed to by each of them, and their postoffice addresses, so that this charter may serve as a subscription list; all of which subscriptions are payable in the manner and form set out herein, and as provided for in Act 267 of the General Assembly of the State of Louisiana of 1914.

Thus done and passed at my office in the City of New Orleans, Louisiana, on the day, month and year herein first above written, and in the presence of Morris B. Redmann and J. M. Sour, competent witnesses, who have hereunto signed their names, together with the said appearers and me, Notary, after due reading of the whole.

Witnesses:
MORRIS B. REDMANN,
J. M. SOUR.
(Seal) WILLIAM J. GUSTE.
Notary Public.

Recorded Parish of Orleans, M. O. B. 1268, folio —

I hereby certify that the above and foregoing is a true and correct copy of the original on file in the records of my notarial office.

WILLIAM J. GUSTE.
Notary Public.

Apr. 27-June 1

AMENDMENT TO CHARTER OF NEW ORLEANS MARBLE CO., INC.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this 5th day of the month of April, in the year of our Lord one thousand nine hundred and twenty-two, before me, JOHN J. REILLEY, 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 J. J. McMurry, President, and Joseph A. Casey, Secretary-Treasurer, of NEW ORLEANS MARBLE CO., INC., a corporation domiciled in this city, duly organized under Act 267 of 1914 by act before Isaac S. Heller, Notary Public, December 24, 1919, and amended by act before Joseph A. Casey, Notary Public, March 29, 1920, who in their said capacities severally declare that at a general meeting of stockholders of said NEW ORLEANS MARBLE CO., INC., duly called and held on the 3rd day of April, 1922, at its office in the City of New Orleans, at which meeting more than three-fourths of the stockholders were present, it was unanimously resolved that Articles III and V of the original charter be amended so as to read as follows, to-wit:

ARTICLE III. The capital stock of this corporation shall be Twenty-five Thousand Dollars ($25,000.00), represented by two hundred and fifty (250) shares of the par value of One Hundred Dollars ($100.00) per share, and which said shares may be paid for in cash or issued for labor done, property actually acquired or received by the corporation in such manner and at such times as the Board of Directors may direct.

ARTICLE V. The officers of this corporation shall be a President, Vice-President and Secretary-Treasurer. All the corporate powers shall be vested in the Board of Directors, which shall consist of five persons, each of whom shall own at least one share of full paid and unpledged stock shown by written declaration to that effect. The officers and the Board of Directors shall be elected annually on the first Wednesday of January of each year. All elections shall be by ballot at the domicile of the corporation, notice to the stockholders to be given fifteen days before the stockholders' meeting called for that purpose.

At all elections each stockholder shall be entitled to one vote in person or by written proxy for each share of stock standing in his name on the books of the corporation, and a majority of the votes cast shall elect. The Board of Directors shall have authority to increase their number at any time from five to seven members.

And the said appearers, in their said capacities, pursuant to the authority vested in them by the stockholders of said corporation at their said meeting, do hereby declare, publish and make known to whom it may concern that Articles III and V of the charter, as amended, of said NEW ORLEANS MARBLE CO., INC., has been amended as appears above and that they hereby place the said amendment of record in my office in authentic form by the present act.

Thus done and passed in my office in the said City of New Orleans, State of Louisiana, on the day, month and year herein first above written, in the presence of Jesse Brossette and Leo A. Loubere, competent witnesses, who sign hereto with the appearers and me, Notary, after a due reading of the whole.

Original signed: J. J. McMurry, Jos. A. Casey.

Witnesses:
LEO A. LOUBERE.
JUSTIN BROSSETTE.
JNO. J. REILLEY.
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 to the charter of NEW ORLEANS MARBLE CO., INC., was this day duly recorded in my office in book 1268, folio 234.

New Orleans, La., April 10, 1922.
ROBT. SCOTT, Dy. R.

A true copy.
JNO. J. REILLEY.
Notary Public.

Apr. 27-June 1

CHARTER OF THE NEW CENTRAL CANNING COMPANY, INC.

United States of America, State of Louisiana, City of New Orleans. Be it known, that on this third day of the month of April, in the year one thousand, nine hundred and twenty-two (1922), before me, Theodore Cotonio, a notary public, duly commissioned and sworn in for the Parish of Orleans and City of New Orleans, therein residing, personally appeared, the persons whose names are hereunto subscribed, who declared that availing themselves of the provisions of the laws of this State relative to the organization of corporations, and more particularly Act No. 267 of the General Assembly of this State, approved July 9, 1914, they have covenanted and agreed and do, by these presents covenant and agree, bind, form and constitute themselves, as well as such persons who may hereafter become associated with them into a corporation and body politic in law, for the objects and purposes and under the agreements and stipulations following, to-wit:

ARTICLE I—The name and style of this corporation shall be New Central Canning Co., Inc., and under that name it shall have and enjoy all the rights and privileges and advantages granted by law to corporation; it shall exist for the period of ninety-nine years from this day; it shall have the power to contract, sue and be sued in its corporate name; and to make and use a corporate seal and the same to break or alter at pleasure; to hold, receive, purchase, convey, mortgage, hypothecate or pledge property, both real and personal; to issue bonds, notes, and other obligations or negotiable instruments; to have and employ such managers, directors, officers, agents and other employees as the interest and convenience of said corporation may require or demand; to make and establish such by-laws, rules and regulations for the corporate management and control of the affairs of the corporation as may be deemed necessary and expedient.

ARTICLE II—The domicile of said corporation shall be established in the City of New Orleans, State of Louisiana, and all citations and other legal process shall be served on the president; in his absence on the vice-president; and in the absence of both, on the secretary.

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: the manufacture and canning of all food products, vegetables and fruits of all kinds, also the import and export of same; to buy, sell, deal and do other business connected therewith and necessary for the proper conduct of the business of said corporation.

ARTICLE IV—The capital stock of this corporation is fixed at the sum of twenty thousand dollars, ($20,000.00) divided into two hundred shares of the par value of one hundred dollars ($100.00) each. All shares of stock shall be full paid and non-assessable. No transfer of stock shall be binding upon the corporation unless made upon its books, and all certificates of stock shall be signed by such officers as may be designated by the board of directors. This corporation shall have the right to increase its capital stock to the further sum of ($100,000), one hundred thousand dollars, to be divided into shares of one hundred dollars each, ($100.00), provided such increase in the capital stock shall have been authorized by three-fourths of the stockholders, at a meeting held for that purpose after being duly notified in writing. No stock shall be sold by any stockholder until the same shall be offered for sale to the corporation which shall have the right to purchase the same and no transfer shall be made upon the books of the corporation until the stock has been so offered and declined. In the event of an increase of the capital stock, the additional shares shall be first offered to the stockholders desirous to subscribe to such increase.

ARTICLE V—All the corporate powers of this corporation shall be vested in and the management and control of its affairs shall be exercised by a board of directors composed of four stockholders. A majority of the directors shall constitute a quorum for the transaction of all business. The directors shall be elected annually by ballot, on the second Thursday in January of each year. Each stockholder shall be entitled in person or by proxy, to a vote for every share owned by him, and all elections shall be held under such rules and regulations as may be determined by the board of directors; after fifteen days notice by mail of such election shall have been sent to each stockholder at his last known address. The directors thus elected shall continue in office for one year, or until their successors shall have been duly elected and qualified. No failure, to elect shall be regarded as a forfeiture of this charter. Any vacancy occuring on said board shall be filled by the remaining directors for the unexpired term; the said board shall likewise elect the additional members in case they should determine to increase the number of said board. The said board of directors shall, at its first meeting after its election, nominate out of its number, a president, a vice-president, a secretary and a treasurer. Said board shall have the right to consolidate any two of said officers into one, or segregate said officers, as also their right to appoint and dismiss such clerks, managers and other employees of the corporation as conditions may justify or the business of the corporation may require. The tenure of office of all the employees of the corporation shall be during the pleasure of the board of directors.

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

ARTICLE VII—This act of incorporation may be changed, modified or altered or this corporation may be dissolved, with the assent of the stockholders owning two-thirds of all the stock of the corporation, at a meeting convened for that purpose, after at least fifteen days written notice of this meeting has been given through mail, addressed to each stockholder, at his last known address. In case of the dissolution by the expiration of this charter or otherwise, the stockholders shall elect three liquidators from among their number, to liquidate and settle the business and affairs of the corporation.

ARTICLE VIII—Twenty thousand dollars have been subscribed to the capital stock of this corporation, as follows, to-wit:

Guiseppe Uddo, 1222 Decatur street, New Orleans, La., fifty shares, $5,000.00; Gaetano Uddo, 1222 Decatur street, New Orleans, La., fifty shares, $5,000.00; Angelo Glorioso, 531 St. Ann street, New Orleans, La., seventy shares, $7,000.00; Joseph Cangelosi, 1124 Decatur street, New Orleans, La., thirty shares, $3,000.00. Total, $20,000.00.

ARTICLE IX—Until the election to be held on the second Thursday in January, 1923, the following shall constitute the first board of directors, viz: Giuseppe Uddo, Gaetano Uddo, Angelo Glorioso, and Joseph Cangelosi, of whom Giuseppe Uddo shall act as president, Joseph Cangelosi, vice-president, Gaetano Uddo, secretary, and Angelo Glorioso, treasurer.

Thus done and passed, in my office at the City of New Orleans, on the day and date first above written, in the presence of Rosario Raspanti and Marion M. Kuhn, both of this city, competent witnesses, who sign these presents with said appearers and me, notary, after due reading of the whole.

(Original signed):
Giuseppe Uddo, 50 shares, $5,000.00; Gaetano Uddo, 50 shares, $5,000.00; Angelo Glorioso, 70 shares, $7,000.00; Jos. Cangelosi, 30 shares, $3,000.00; Rosario Raspanti, Marion M. Kuhn.
THEO. COTONIO.
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 Central Canning Co., Inc., was this day duly recorded in my office in Book 1268, Folio 216.

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

A true copy of the original.
THEO. COTONIO.
Notary Public.

Apr. 27-June 1

CHARTER OF ESPERANZA, INCORPORATED

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this seventeenth day of April, in the year one thousand nine hundred and twenty-two, before me, WILLIAM WALLER YOUNG, 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, who severally declared that, availing themselves of the laws of the State of Louisiana, particularly Act 267 of 1914, relative to the organization of corporations, they do by these presents agree and bind themselves, as well as such other persons as may hereafter become associated with them, to form and constitute a corporation for the objects and purposes and under the articles and stipulations following, to-wit:

ARTICLE I. The name, style and title of this corporation shall be ESPERANZA, INCORPORATED, and under that name it shall have and enjoy all the rights, advantages and privileges granted by law to corporations, and shall exist for the full term and period of ninety-nine years from this date. It shall have power to contract, sue and be sued; to make and use a corporate seal, and the same to alter and break at pleasure; to hold, receive, lease, purchase, sell and convey, as well as mortgage, hypothecate and pledge property, real, personal and mixed, corporeal and incorporeal; to name and appoint such managers, directors, officers, agents and other employees as its interests and convenience may require, and to make and establish as well as alter and amend, from time to time, such by-laws, rules and regulations as may be necessary and expedient for the proper management and government of the affairs of said corporation.

ARTICLE II. The domicile of this corporation is hereby fixed in 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 his absence, upon its Secretary-Treasurer.

ARTICLE III. The objects and purposes for which this corporation is established and the nature of the business to be carried on by it are hereby declared to be: To carry on a general shipping business, including the receiving, handling, shipping and transporting of goods, wares, merchandise and all classes of freight, by water.

ARTICLE IV. The capital stock of this corporation is hereby fixed at the sum of Twenty-five Thousand Dollars ($25,000.00), to be divided into and represented by Two Hundred and Fifty (250) Shares in the sum of One Hundred Dollars ($100.00) each; said stock shall only be issued for cash or in payment of property actually received or purchased by said corporation. The capital stock of this corporation may be increased to the sum of One Million Dollars ($1,000,000.00).

ARTICLE V. All the corporate powers of this corporation shall be exercised by a Board of Directors, consisting of three stockholders, a majority of whom shall constitute a quorum for the transaction of business. The directors may vote in person or by written proxy in favor of another director. The Board of Directors shall elect annually from among their number a President and Treasurer, and a Vice-President and Secretary-Treasurer. Any two offices may be held by the same party.

The first Board of Directors shall consist of three stockholders, and shall be composed of W. G. Smith, E. P. Michell and F. W. Salmen, with the said W. G. Smith as President and Treasurer, and E. P. Michell as Vice-President and Secretary.

The postoffice addresses of said directors are as follows: W. G. Smith, E. P. Michell, F. W. Salmen, all of New Orleans, La.

These directors shall serve until the third Tuesday in April, 1923, or until their successors have been duly elected and qualified. The annual meeting of stockholders for the election of directors shall be held on the third Tuesday in