HIS LESSON

By MOLLIE MATHER

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The young woman drew her pony up suddenly and sat in the saddle looking down on a huddled form in the roadway. "Mercy!" she exclaimed, and jumped to the ground.

The huddled form was that of a girl younger than herself, a girl with grief-stricken face buried in her outstretched arms. Delphine raised the face to gaze into it, and shook the girl lightly.

"My dear," she chided, "what a reckless thing to do; lying here where an automobile might crush you at any moment. What ever are you thinking of?"

"I don't care if one does crush me," the girl cried wildly. "I wish it would. I don't want to live. I can't bear this any longer."

"Well," said Delphine impatiently—"well!"

She fastened her pony to a tree; then she came back to the girl. "Be sensible," ordered Delphine, "come over here and tell me all about it."

When the girl came obediently, Delphine pillowed the tear-stained face against her own soft shoulder.

"Of course," matter-of-factly, "the cause of your sorrow is a man. It usually is, I am told, when they want to die. And what is your name, dear silly child, and where do you live?"

"I am Rosy," the girl answered sobbingly, "everyone knows me as Rosy. My father is a farmer, and I bring milk mornings to the big white house where you are boarding. He used to board there, too, before he went to what he calls his 'lodge' in the woods. I first met him when I carried milk there one evening, and Mr. King walked home with me because it was growing dark and he thought I'd be timid. As we walked I told him about my school in the winter, and how I love to teach, and he told me about the great city where he came from, and how wonderful and beautiful life is there, and of the studio where he makes his drawings. And by and by, after I grew to know him very much better, he told how lonely he was in the big empty rooms, with no wife to encourage, or greet him and—"

Rosy paused breathlessly, her words had rushed on, a torrent of relief in the telling.

Delphine sighed and patted the cradled head.

"I know," she finished the story, "then he told you how he would love to take you there as his wife."

Rosy's eyes were wondering.

"Why—how did you know?" she asked.

"He said he would teach me to love him," she went on, "and he did. I still love him, that's the trouble; there never will be any happiness in the world for me any more; you see—" the words were hard to say. "It was all a mistake. He does not care, after all. He confessed this to me when I hunted him out at his lodge, and asked him; he had stayed away so long."

Rosy's tears burst out afresh.

"He smiled," she sobbed. "Smiled in such a mocking hurting way, when he told me to forget him."

Delphine held the girl close.

"That," she remarked emphatically, "is exactly what I would do."

And when she left Rosy later in the afternoon at the farmhouse door, the girl smiled back at her, vaguely comforted. The charming winsome lady had promised to see her again—and often.

Barris King was fishing in a stream—near his own cozy camp when, on a sunshiny morning, a veritable nymph of a maid greeted him between parted foliage.

"Please," asked Delphine, "may I share your retreat. I am not at all shaked by the fact that we have not met, nor even that you may think me a forward creature."

If a man stared in surprise, he corrected that rudeness at once by a welcoming smile.

"I am more than delighted by the invasion," he said calmly, "fortune does not often, so favor me."

Delphine laughed; her soft involuntary laughter was as pleasing as her face.

"Perhaps you were feeling as bored with the silence of nature as I," she said.

The days following passed swiftly, delightfully, for Barris King. It was a joy to hear Delphine's ingenious praise of his drawings.

So, at last, in all earnestness and loving longing, Barris King asked Delphine Bonnie to be his wife. And Delphine, resting her head against the very tree where not long ago, she had comforted Rosy—looked up at her wooer through long curling lashes. Then she smiled, a hurting mocking smile; it was such as he might have given to the poor girl who loved him.

"Why silly!" laughed Delphine. "I have only been whiling away a lonely hour, as you may have done perhaps, when tired of your painting. Our Rosy chanced to amuse you. Of course my identity here has been kept secret. I'm resting up, getting new strength in country seclusion. You see, I happen to be a coming movie star. One, not quite arrived. But you will, no doubt, see my pictured self often, later, for my play's about ready. And when you do see my face on the screen," added Delphine cheerfully, "I hope it may cause you a little saddened memory. Of course, I know that it won't be much of a one, real heartaches can come only to real 'hearts,' like Rosy's."

—

There is something funny about a rabbit's tail—probably because brevity is the soul of wit.

—

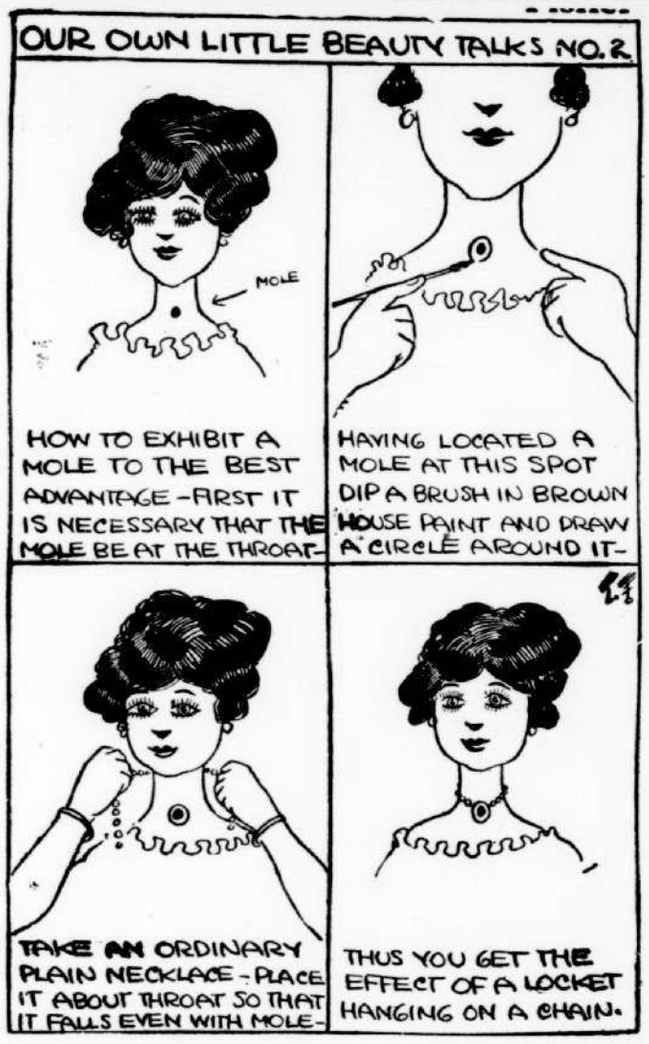
If a girl has fiery red hair it is a sign that all her acquaintances will tell her it is golden.

—

From the fruit preservers we get our jams—and from the wet-goods dealer our jim-jams.

—

Wives wonder why husbands are so pensive and husbands wonder why wives are so expensive.



Stories of Great Scouts

By Elmo Scott Watson

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HOW ISRAEL PUTNAM OUTWITTED THE INDIAN "BEAR"

In 1758, while General Lyman's army was encamped near Fort Edward, N. Y., during the French and Indian war, sentinels at one outpost began to disappear mysteriously. Night after night a soldier was posted there and the next morning could not be found.

Only the bravest men in the army were selected for this post. General Lyman gave orders for them to call out "Who goes there?" three times, if they heard any noise, and then if no answer came, to fire. But the disappearances continued until his men were panic-stricken and refused to take such a dangerous station.

At last Israel Putnam, a member of Major Rogers' rangers, volunteered to go on guard at that place and solve the mystery. One hot summer night he heard a rustling in the leaves near-by. The sounds were those of an animal scuffling about on the ground for food and, peering through the darkness, Putnam saw by the faint starlight a huge creature, which he recognized as a bear, slowly shambling toward him.

Something in the bear's gait aroused the scout's suspicion. Putnam obeyed the general's orders. He challenged three times and then fired. A loud groaning and struggling noise followed and when the scout rushed forward he found the bear in its death agony. Then he turned the animal over. Enclosed in the shaggy skin, still clutching a tomahawk but stone dead, lay a giant Indian.

The mystery was solved. The other sentinels had believed it was a real bear they heard and allowed the daring warrior to get near enough to use his tomahawk before they learned their mistake. No more sentinels disappeared.

Some time after this event, Putnam was captured by the Indians, who started to burn him at the stake. Just as the flames began to scorch his buckskin garments, a heavy rain began to fall and put out the fire. The savages collected more dry wood and again began the torture. But again they were foiled.

A French officer appeared upon the scene, dashed through the ring of flame, kicked the blazing brands right and left and released the scout, telling the Indians that he must send Putnam to Montreal to be questioned by General Montcalm. Putnam was held in Canada until an exchange of prisoners allowed him to return to his home and he lived to become a famous general in the Revolution.

TEST FOR WRITERS OF PROSE

One Who Can Describe Clearly Proper Way of Tying Knot Is Master of Language.

Ropes more than any other subject are, I think, a test of a man's power of exposition in prose. If you can describe clearly the proper way of making this or that knot, then you are a master of the English tongue. You are not only a master—you are a sign, a portent, a new discoverer, an exception among your fellow men, a unique fellow.

For no one yet in this world surely has attained to lucidity in this most difficult branch of all expression. I find over and over again in the passages of those special books which talk of ropes, such language as, "This is a very useful knot and is made as follows: a bight is taken in the standing part and is then run over right-handedly, that is with the sun, then under the running part, and so through both times and hauled tight by the two ends."

But if any man should seek to save his life on a dark night in a sudden gust of wind by this description he would lose it. He would drown.

Take the simplest of them. Take the clove hitch. Write a sentence in English which will expalin (without a picture) how to cast a clove hitch. I do not think you will succeed.—H. Belloc in the New Statesman.

NEW IN SUITS

If clothes could speak the slip-over dress might truthfully boast: "I came, I saw, I conquered," for it made a complete triumph last summer. It was a long step in the direction of comfort for wear in warm weather. And now enters its near-of-kin in suits, traveling in the same direction. This new arrival is a two-piece affair in which a sleeveless coat is worn with a skirt to match and a blouse, usually of crepe or other silk, made in one with the skirt. The dress is complete in itself and can be worn without the coat. But some women object to going coatless on the streets, and this suit fits their needs. The model pictured is of poiret twill with beige-colored blouse of crepe de chine. Silk embroidery in navy and beige finishes the edges of the coat and adorns the narrow cuffs.

FOUND FLOATING

Push generally gets a pull.

—

Excuses are seldom of moment.

—

Enthusiasm begets understanding.

—

A wise man knows when to submit.

—

What is a cubist? A whatist? Yes.

—

Two swelled heads are better than none.

—

By the stubble you may guess the grain.

—

Live the present hour. Never mind the day.

—

Reputation is a bubble that is easily punctured.

—

It's easy to chase any man you can get on the run.

—

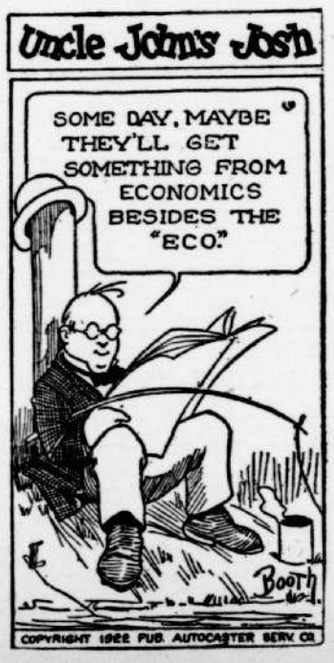
Some folks just can't foot a bill without kicking.

—

The art of living consists in not being a dead one.

—

It is never too late to mend, marry or get a divorce.



HOME TOWN HELPS

PUT TREES ALONG HIGHWAYS

Cogent Reasons Why There Should Be a Termination of the Present-Day Neglectful Attitude.

If you are short of sentiment, and think more about money than you do about the service that your soldiers gave you, even that is no excuse for being a tree slacker. Your help is wanted in planting trees along the nation's highways in memory of the services of all soldiers of the World war. It will pay you in dollars, if that is any argument. Property with shade trees brings a higher price than property without it. Roads with trees give comfort to you and your children and your children's children.

Shelter and shade are two of the blessings the trees give us. In these days of the scarcity and high price of fuel for our homes and schools, trees are an asset as windbreaks. A group of trees on the windward side of your building keeps it warm against the cold blasts.

The heat of summer is bearable with scattered trees and their shade along your paths. The attractiveness of any place is enhanced by trees.

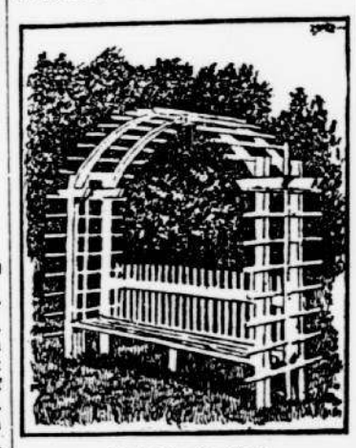
With a little care you can plant memory trees on home grounds, street, school lawns, or parks.

Trees cool and purify the air. Public forests have been used for health resorts because of the trees. If you plant a few trees together, happy groups here and there, they will reward you without fail.

FOR THAT 'GOOD OLD SUMMER'

Winter the Time to Prepare Furnishings That Will Make the Porch an Attractive Place.

"Winter's the time to enjoy summer," is an old adage which may be paraphrased into winter's the time to get ready for summer. Simple designs in garden seats and chairs may be



Ideal Garden Seat.

made by the home carpenter during the winter months. The designs are simple in line and within the skill of the man who is accustomed to the use of saw and hammer. The flower boxes on the garden seat may be omitted or placed lower if desired for flowers rather than vines.

Fighting Fire.

For rural fires, when there is a decided headway before the fire apparatus can reach them, there is nothing so good as water thrown by a powerful pump. All fire-extinguishing substances act by virtue of their property of excluding air from the fire. This is the only thing that makes water put out a fire, and the gas blanket formed by the chemical extinguishers is effective for the same reason where the fire is in a confined location.

He Was Stumped.

Back in an inland town in Illinois in the early days there was a justice of the peace who was very nearsighted. One sumer day he made out some subpoenas to be served on witnesses, and dozed off. A fly lit in his inkwell, extracted itself after some difficulty, and crawled onto one of the subpoenas.

The constable, who was something of a practical joker, picked up the paper, and pointing to the fly tracks, said: "Judge, what is that name?"

The judge held the paper close to his eyes and squinted at it for a few minutes. Then scratching his head in perplexity, he answered:

"Looks like my handwriting, all right, but darned if I can make out the name."—Wall Street Journal.

THINGS THAT NEVER HAPPEN

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CHARTER.

ACT OF INCORPORATION OF LE PETIT THEATRE DU VIEUX CARRE

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this 20th day of the month of May, in the year of our Lord, one thousand nine hundred and twenty-two, and of the independence of the United States of America, the one hundred and forty-sixth, before me, Stamps Farrar, a Notary Public, duly commissioned, sworn and qualified in and for the parish of Orleans, state of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, all residing in the city of New Orleans, state of Louisiana, who severally declared that, being desirous to acquire and enjoy for themselves and such others as may become associated with them and their successors the powers and immunities of a corporation or body politic in law, they do hereby form this corporation under the general laws of this state for the organization of corporations for literary, scientific, religious, charitable and social purposes, and particularly under Act No. 254 of the Acts of the Legislature for the year 1914, and do hereby declare the following articles to be the Constitution and Charter of said corporation:

ARTICLE I. The name, style and title of this corporation shall be Le Petit Theatre du Vieux Carre, and under its said corporate name it shall have power and authority to have and enjoy corporate existence and succession for the full term and period of ninety-nine (99) years from and after the date hereof.

ARTICLE II. The domicile of said corporation shall be in the city of New Orleans, state of Louisiana, and all citations or other legal process shall be served upon the President of said corporation, or, in the event of his absence, upon the Secretary of said corporation.

ARTICLE III. The objects and purposes for which this corporation is established are:

First. To encourage and cultivate a taste for the drama, literature and fine arts, and particularly to promote and encouage the art of dramatic expression in all of its branches.

Second. To present dramas, comedies and other character of plays.

Third. To do, perform, exercise and enjoy any and all powers pertinent and incidental to the objects and purposes hereinabove designated.

Fourth. For the purpose aforesaid to acquire, construct, own or lease building or buildings.

ARTICLE IV. This corporation shall be capable in law, and is authorized to take, hold, receive, purchase, lease and convey, as well as mortgage, hypothecate and pledge, under its corporate name, property, both real and personal; to borrow money and to issue bonds or other evidences of debt, and to secure the same by mortgage; to take, receive and hold all manner of lands, tenements, rents and hereditiments, and any sum of money and any manner of goods and chattels given and bequeathed to it or acquired by it in any manner to be employed and disposed of according to the objects, articles and conditions of this act of incorporation, and according to the articles and by-laws of this corporation, and according to the will and intention of the donors.

To defray the expenses of this corporation, the Board of Governors shall have power to make and establish and to collect from the members such dues or assessments as shall be prescribed by the by-laws.

ARTICLE V. This corporation hereby adopts, so far as applicable to the purposes of its creation, all the rights and powers authorized to be possessed and enjoyed by like corporations under the general laws of this state; it shall have the right to make, have and use a common seal, and shall be capable in law to sue and be sued, and shall be authorized to make by-laws, rules and regulations for the proper administration of its affairs, and to alter and amend the same at pleasure; and to do everything needful for its government and support not repugnant to the Constitution and laws of the United States and of this state, or to this instrument of incorporation.

ARTICLE VI. The membership in this organization shall be of two classes, namely, active and sustaining. Active members shall be confined to those taking an active interest in the study or production of plays, and they shall have a right to vote at all meetings and at all elections. All members other than active members shall be sustaining members. The qualifications for active membership shall be determined in accordance with the by-laws of this corporation.

ARTICLE VII. The general management of this corporation shall be confided to a Board of Governors to be composed of twelve (12) members of the corporation, to be elected annually at a general meeting of the members, to be held on the second Monday in April of each year, except the first Board of Governors appointed in this charter, who shall hold their offices until the second Monday in April, 1923, or until their successors shall have been duly elected and qualified. Seven members of the Board of Governors shall constitute a quorum for the transaction of business.

The Board of Governors shall have the right to fill any vacancy created by death, resignation or otherwise.

At all elections and at all meetings of the corporation each active member shall be entitled to one vote, voting by proxy not being permitted. One-fifth (1-5) of the entire active membership shall constitute a quorum at all meetings, and the decision of a majority of those present shall govern.

Notice of such meetings shall be given in writing at least five (5) days prior to the date of said meetings, addressed to each member, and deposited in the post-office at the city of New Orleans, postage prepaid, or by previous notice posted in the corporation's headquarters for five days prior thereto.

The Board of Governors shall annually at its first meeting after election elect from its own number a President, a Chairman of the Board, a Treasurer, a Secretary, a Chairman of the Dramatic Committee, a Chairman of the Producing Committee, and a Chairman of the Membership Committee.

The Board of Governors shall have power and authority, from time to time, to name and appoint all such other officers, agents and employees as may be deemed necessary for the purposes of the corporation; to fix the compensation and define the duties of every officer and employee, and all officers and employees shall hold office and employment at pleasure of the Board.

ARTICLE VIII. All acts and obligations of this corporation shall be authenticated by the signature of the President and Secretary.

ARTICLE IX. This act of incorporation may be amended, altered or changed by a vote of a majority of all active members present at a special meeting called for the purpose, but only after notice given in writing at least ten (10) days before a vote is had upon the proposed amendment.

ARTICLE X. Upon the dissolution of this corporation by the expiration of the term of this charter, or otherwise, its affairs shall be liquidated by three (3) commissioners to be elected by the active members of the corporation at a meeting specially called for the purpose. Said commissioners shall immediately proceed to wind up the affairs of the corporation, and, after payment of its liabilities, shall distribute any funds remaining equally among all the members thereof, active and sustaining.

ARTICLE XI. No member shall ever be held liable for the contracts or faults of this corporation in any further sum than the amount of balance that may be due on his dues, nor shall any mere informality in organization have the effect of rendering this act of incorporation null or exposing any member to any liability beyond the amount of the unpaid balance due upon his dues.

Should the members fail to elect the Board of Governors on the day hereinbefore provided, the corporation shall not be thereby dissolved, but the President shall cause another election to be held at an adjourned meeting.

ARTICLE XII. It is expressly agreed and understood by and between the parties hereto, acting as aforesaid, and it is declared and acknowledged to be a fundamental rule of this corporation, to which each and every member thereof specially obligates himself, that upon the death of any member, or upon his or her resignation, or upon his or her exclusion or expulsion, all right, title and interest of every kind or nature, that he or she may or might have in and to the corporate property belonging to the said Le Petit Theatre du Vieux Carre, shall ipso facto cease and determine.

ARTICLE XIII. The following shall constitute the first Board of Governors of this corporation: Mrs. J. Oscar Nixon, Mrs. Abraham Goldberg, Walter B. Keiffer, Harold W. Newman, Henry L. Garic, Miss Zillah Meyer, Mrs. Christian Schertz, John W. Phillips, Miss Jessie E. Tharp, George Galup, Dr. Hamilton Jones, Mrs. Robert Robinson; and Mrs. J. Oscar Nixon shall be President; Mr. Harold W. Newman, Chairman of the Board; Mr. Henry L. Garic, Treasurer; Miss Zillah Meyer, Secretary; Mrs. Abraham Goldberg, Chairman of the Dramatic Committee; Mr. Walter Keiffer, Chairman of the Producing Committee; Mrs. Robert Robinson, Chairman of the Membership Committee.

The subscribers to this act of incorporation and their respective addresses are: Mrs. J. Oscar Nixon, 4 Everett place; Mrs. Abraham Goldberg, 1527 Seventh street; Mrs. Robert Robinson, 26 Audubon place; Miss Jessie E. Tharp, 2002 General Pershing street; John W. Phillips, 2721 St. Charles avenue; Henry L. Garic, 35 Audubon boulevard; Hamilton P. Jones, M. D., 2601 Prytania street; Harold W. Newman, 6007 St. Charles avenue; Miss Zillah M. Meyer, 8217 Birch street; Walter B. Keiffer, 18 Rosa Park.

Thus done and passed at my office in the city of New Orleans, in the presence of Maurice H. Rooney and Raoul Sere, Jr., competent witnesses, who have hereunto signed their names, together with me, Notary, after due reading of the whole.

Original signed: Mrs. James Oscar Nixon, Mrs. Abraham Goldberg, Mrs. Robert Robinson, Miss Jessie E. Tharp, John W. Phillips, Henry L. Garic, Hamilton P. Jones, M. D., Harold W. Newman, Miss Zillah Meyer, Walter B. Keiffer.

Witnesses:
MAURICE H. ROONEY.
RAOUL SERE, JR.
STAMPS FARRAR,
Notary Public.

I, the undersigned Recorder of Mortgages in and for the parish of Orleans, state of Louisiana, do hereby certify that the above and foregoing act of incorporation of the Le Petit Theatre du Vieux Carre was this day duly recorded in my office in Book 1268, Folio —

New Orleans, May 26, 1922.
ROBT. SCOTT,
Dy. Recorder of Mortgages.

I, the undersigned Notary Public, do hereby certify that the above and foregoing is a true and correct copy of the act of incorporation of Le Petit Theatre du Vieux Carre, of record and on file in my office, together with the certificate of the Deputy Recorder of Mortgages attached thereto.

New Orleans, La., May 26, 1922.
STAMPS FARRAR,
Notary Public.

June 1-July 7

CHARTER OF PRODUCERS SALES CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this 27th day of the month of May, 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, Henry P. Dart, Jr., 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 declared that, availing themselves of the provisions of the laws of this state relative to the formation of corporations, they have covenanted and agreed, and by these presents do covenant and bind 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 under the stipulations and agreements following, which they adopt as their charter:

ARTICLE I. The name and title of this corporation shall be Producers Sales Company, Inc., and under its said corporate name it shall have full power and authority to have and enjoy existence and succession for a period of ninety-nine years from and after the date hereof; to contract, sue and be sued; to make and use a corporate seal, and the same to break and alter at pleasure; to hold, receive, lease, purchase and convey, as well as mortgage, pledge and hypothecate property, both real and personal; to name and appoint such officers, directors, managers, agents, clerks and other employees as the interest of the corporation may require, and to make and establish such by-laws and regulations for the proper management, conduct and regulation of the affairs of the corporation that may be requisite and proper, and the same to change, alter and amend at pleasure.

ARTICLE II. The domicile of this corporation shall be in the city of New Orleans, parish of Orleans, state of Louisiana, and all citations and other legal process shall be served upon the President, or, in his absence, upon the Vice-President or Secretary.

ARTICLE III. The objects and purposes for which this corporation is established are hereby declared to be: To buy and sell, for the purpose of export and otherwise, and generally to deal in naval stores, spirits turpentine, rosin, rosin oil, crude gum, tar, batting dross, and all other naval stores products, and lubricating, lighting, fuel and food oils, and for this purpose to own, lease, operate and maintain stores, storehouses, yards and warehouses; and, in aid of its business operations, may own, lease, operate and maintain tank cars, railroads, wharves, tramways, landings, steamboats and other watercraft; and, when necessary or incidental in the course of its business, may acquire, own, lease, sell and dispose of all kinds of real estate; and may loan and borrow money and secure the same by mortgage, pledge or other security; and do a general factorage business, and manufacture turpentine and rosin and all other products that may be extracted from pine timber; to buy and sell lumber and timber of all kinds for export and otherwise; to operate saw mills, planing mills, etc., for the purpose of manufacturing lumber and other products from pine or hardwood timber; to appoint managers, officers, agents and employees in the state of Louisiana and other states and foreign countries, as its interests may require; to do and perform all other things requisite, necessary and convenient to enable it to carry out the objects and purposes above set forth.

ARTICLE IV. The capital stock of this corporation is hereby fixed at the sum of Twenty-five Thousand Dollars ($25,000.00), divided into and represented by two hundred and fifty shares of stock, of the par value of One Hundred Dollars ($100.00) each. Said stock may be issued full paid and non-assessable, for cash or property, real or personal, or for services rendered. Any increase of capital stock hereafter made may be issued for cash or the acquisition of property, similar businesses or other rights to be acquired by the corporation, or for services rendered and labor performed.

Transfers of the capital stock of this corporation shall be made only on the books of the corporation, by the registered owner thereof, in person or through his agent.

ARTICLE V. All of the corporate powers vested by law or this charter in corporations shall be exercised by the Board of Directors of this corporation, including the right to manage, control and direct the affairs of the corporation, the corporate policy, and to sell the corporation or merge the same into another corporation, and to take in payments of any such sale or merger, cash, bonds, notes or stock of the purchasing or merging corporation, or of a new corporation, created for the purpose, without the necessity of referring either or any of said acts to the stockholders.

The Board of Directors of this corporation shall be composed of five stockholders, who shall be elected annually, on the first day of April of each year. The first Board of Directors of this corporation shall be composed of Daniel J. Gay, Robert R. Long, Henry S. Turner, Benjamin W. Dart and Edward C. Gay, who shall hold office until the next annual election on the first day, of April, 1923, or until their successors have been elected, with Daniel J. Gay as President, Robert R. Long as Vice-President, Henry S. Turner as Secretary-Treasurer. The election of the Board of Directors shall be preceded by three days' notice to the stockholders, delivered in person or sent by mail to the address given in the current city directory, unless the address of such stockholder shall have been registered with the Secretary, and in default of either, care of General Delivery, New Orleans, La. The election shall be held at the office of the corporation at such hour as may be fixed by the incumbent Board of Directors and under the supervision of three (3) commissioners appointed by the same. At such election each stockholder shall be entitled to one vote for each share of the capital stock held by him, and the persons receiving the highest number of votes cast at said election shall be declared elected, and the Board of Directors thus elected shall meet and organize as soon after said election as possible. A majority of the whole Board shall constitute a quorum, and directors absent or unable to attend may authorize directors present to represent them by written proxy, filed with the Secretary, and with all the powers such absentees could exercise if present in person.

All routine business matters shall be decided by the majority vote of the quorum present at such meeting, notwithstanding anything in this charter or the law to the contrary; but any matter or thing affecting the general policy, property, or corporate rights of the corporation shall be adopted only by the vote of the majority of stock held by the individual members of the whole Board of Directors, and proper minute entries shall be made to show these facts.

The Board of Directors may establish by-laws, rules and regulations for the government of the corporation, and it may also create committees for the management of the several departments of its business, including an Executive Committee of not less than three (3) members of the Board, which committee shall be empowered to exercise all the functions of the Board of Directors during the recess of this Board, save those herein reserved for the full Board. The Board of Directors shall fill vacancies occurring in this body during the term thereof. Meetings of the Board of Directors may be held at such times as shall be set by the Board itself, or at the call of the President and at the request of any two stockholders.

ARTICLE VI. This charter may be amended and the capital stock increased and decreased with the consent of two-thirds of all of its stock expressed at a meeting called for that purpose, or in any other way permitted by law.

ARTICLE VII. This charter may be dissolved with the consent of two-thirds of the issued and outstanding capital stock expressed at a meeting called for that purpose, or in any way permitted by law. Upon the dissolution of the corporation by limitation or otherwise the stockholders shall elect from among their number one or more liquidators, and fix the terms, conditions and other provisions regarding the liquidation as well as the compensation of the liquidators.

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

ARTICLE IX. Wherever notice is required by law or by this charter, the same may be given in writing, delivered in person or sent to the last known address, as is prescribed in Article V of this charter, and twenty-four hours will be sufficient for all purposes, except where otherwise prescribed by law. Any and all notices required by law or by this charter may be waived by unanimous consent of the Board of Directors or the stockholders, as the case may be, and such waiver shall be entered on the minutes of the meeting to which they apply.

Thus done and passed in my notarial office in the city of New Orleans, state of Louisiana, on the date aforesaid, in the presence of John Dart and Henry Grady Price, competent witnesses, who have hereunto signed their names with the said parties, and they have set out their addresses and the number of shares held by them, and me, Notary, after reading of the whole.

Original signed: Daniel J. Gay, 80 shares, Biloxi, Miss.; Robert R. Long, by D. J. Gay, 83 shares, Atmore, Ala.; Edward C. Gay, by D. J. Gay, 3 shares, Biloxi, Miss.; Henry S. Turner, 1 share, New Orleans, La.; Benjamin W. Dart, 51 shares, New Orleans, La.; Willoughby A. Cox, 33 shares, New Orleans, La.

Witnesses:
JOHN DART.
HENRY GRADY PRICE.
HENRY P. DART, JR.,
Notary Public.

I hereby certify that this is a true and correct copy of the act of incorporation of Producers Sales Company, Inc., passed before me on the 27th day of May, 1922, the original of which is on file in my notarial office.

HENRY P. DART, JR.,
Notary Public.

State of Louisiana, Parish of Orleans, City of New Orleans. Before me, the undersigned authority, personally, came and appeared Daniel J. Gay and Henry S. Turner, who, being duly sworn by me, depose and say:

That they are two of the original incorporators of the Producers Sales Company, Inc. That the entire Twenty-five Thousand Dollars ($25,000.00) capital stock of said corporation has been subscribed for and paid by the incorporators of said company as follows:

Daniel J. Gay, postoffice Biloxi, Miss., 80 shares, of which he has paid in cash for 50 shares, $5,000.00, and has agreed to pay the balance within one year from date hereof.

Robert R. Long postoffice Atmore, Ala., 83 shares, of which he has paid in cash for 50 shares, or $5,000.00, and has agreed to pay the balance within one year from date hereof.

Edward C. Gay, postoffice Biloxi, Miss., 3 shares, for which he has paid in cash $300.00.

Henry S. Turner, postoffice New Orleans, La., 1 share, for which he has paid in cash $100.00.

Benjamin W. Dart, postoffice New Orleans, La., 51 shares, for which he has paid $5,100.00 in cash.

Willoughby A. Cox, postoffice New Orleans, La., 33 shares, for which he has paid for 20 shares, $2,000.00 in cash, and for the balance he has agreed to pay the same within one year from date hereof.

The appearers further declare that there has been paid in cash more than 50 per cent of the subscribed capital stock.

Original signed: Daniel J. Gay, Henry S. Turner.

Sworn to and subscribed before me, Notary, this 27th day of May, 1922.

HENRY P. DART, JR.,
Notary Public.

A true and correct copy:
HENRY P. DART, JR.,
Notary Public.

June 1-July 8