CHARTER.

ARTICLES OF INCORPORATION OF LABARRE ROOFING CO., INC.

United States of America, State of Louisiana, Parish of Orleans. Be it known that on this first day of June 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-fifth, before me, THOS. V. CRAVEN, 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 and mutually declared unto me, said Notary, that, availing themselves of the laws of this State relative to the organization of trading corporations, and more especially to Act 267 of 1914 of the legislative acts of the State of Louisiana, they have covenanted and agreed and by these presents do covenant and agree for themselves, their successors and assigns, to form themselves into a corporation and body politic in law for the objects and purposes and under the stipulations hereinafter set forth.

ARTICLE I. The name and title of this corporation shall be Labarre Roofing Company, Incorporated, and as such it shall have and enjoy succession and existence by its corporate name for a period of fifty (50) years from the date hereof; it shall have the power and authority to contract, sue and be sued, and make and use a corporate seal, the same to break and alter at pleasure; to hold, purchase, lease, sell, mortgage, hypothecate or pledge property, real, personal or mixed, necessary, incidental or proper for the carrying on of its business; to conduct its business in this State and other States and countries of the United States and foreign countries; to buy and hold stock in any other company or companies that may assist this company in its objects and purposes; to make and issue notes and certificates of indebtedness; to own, hold, use, purchase or sell letters patent; to name, elect and appoint managers, directors, agents, clerks or other employees to properly conduct its corporate business, 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 and every other act, manner or thing necessary for a complete and proper carrying out of said business to the same extent as natural persons might or could do in any part of the world as principals, agents, contractors or otherwise, alone or in company with others.

ARTICLE II. The domicile of this corporation shall be in the City of New Orleans, Parish of Orleans, State of Louisiana, where all citations or other legal process shall be served upon the President, or, in his absence, upon the Vice-President.

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 stated and declared to be as follows, to-wit:

1. To carry on a general roofing business, including the purchase and selling of all kinds of roofing and roofing materials, wholesale and retail, and on commission, and to lay, erect and construct same, and to enter into any and all contracts or agreements for the purpose of selling, laying, erecting and constructing said roofing materials, whether as principals or agents, and to lease, buy, hold and sell all such property, machinery and equipment, real or personal, movable or immovable, as may be necessary for the prosecution of said business.

2. To carry on a general business, including the purchase and sale at wholesale and retail of roofing, contractors' equipment, supplies, materials, machineries and tools, and enter into all contracts and agreements necessary to the prosecution of said business.

3. To apply for or purchase or otherwise acquire, and to grant licenses for the use of, to sell, assign or otherwise deal in and use patents, patent-rights, privileges, licenses, trade-marks, trade-names, devices and improved or secret processes of every sort and description necessary and incidental to these purposes.

4. To represent as agent for the purposes of distributing or laying roofing or roofing materials, manufactuers, agents or distributors of roofing or roofing materials, and to carry on such other business as may be lawful and as may be found necessary or desirable, and such as is generally engaged in by a corporation of this kind.

ARTICLE IV. Capital stock of this corporation is hereby fixed at Fifty Thousand Dollars ($50,000.00), divided into One Thousand (1,000) Shares of the par value of Fifty Dollars ($50.00) each, to be paid in cash or its equivalent in property, good will or service done. The capital stock may be increased to one hundred fifty thousand dollars. No stockholder shall ever be held liable or responsible for the debts, contracts or faults of this corporation in any further sum than the balance due the corporation on the shares of stock subscribed by him, nor shall the stock be subjected to assessments.

The corporation shall begin business and become a going concern as soon as Thirty Thousand Dollars ($30,000.00) of the capital stock shall have been subscribed for, and Fifteen Thousand Dollars ($15,000.00) of the stock shall have been issued and paid for. Whenever it shall become necessary or desirable to dispose and issue any of the remaining authorized stock, each stockholder shall be given an opportunity to purchase so much of the same at par value in proportion to his or her interest in the first Thirty Thousand Dollars ($30,000.00) of stock issued. No stock shall be sold by any stockholder in this corporation without first offering the same to the corporation at its then market value.

The general meeting of stockholders shall take place on the second Tuesday of December of the year beginning with the second Tuesday of December, 1922. The President of the company may, whenever he deems it advisable, call special meetings of the stockholders. At all meetings a majority of stock present and represented shall constitute a quorum for the transaction of business.

ARTICLE VI. All the corporate powers of this corporation shall be vested in and exercised by a Board of Directors composed of three stockholders, which number may be increased to seven by two-thirds (2-3) vote of stock present and represented at a meeting called for that purpose. Until the second Tuesday of December, 1922, the following named persons shall constitute the Board of Directors of this corporation, to-wit: Charles F. Labarre, 941 Gravier; Jos. A. Craven, 124 S. Lopez; Louis N. Lang, 7926 Spruce.

Thereafter the directors shall be elected annually on the second Tuesday of December, beginning with the year 1922. Any stockholder may be eligible for membership on the Board of Directors without regard to the number of shares owned by him or her. All elections for directors shall be by ballot, and each stockholder shall be entitled to one vote for each director for each share of stock standing in his or her name on the books of the corporation; each vote may be cast either in person or by proxy. A failure to elect the directors on the second Tuesday of December or annually thereafter shall not work a forfeiture of this charter, but the old Board of Directors shall remain in office until their successors are elected and qualified.

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CHARTER

ARTICLE VII. The Board of Directors shall hold regular meetings at stated intervals, at such times as shall be fixed in the by-laws of this corporation. These meetings shall be held at the domicile of the corporation, but the President may call special meetings of the board at such time as he may deem advisable, and he shall be required to call such special meetings whenever requested so to do by a director. Three days' notice of such special meetings shall be given in writing by mail to the directors' address, unless a waiver of notice is signed by the directors.

Any vacancies occurring on the board, either from death, resignation or inability to serve, shall be filled by the Board of Directors at its next meeting after such vacancy shall have occurred.

The first Board of Directors elected under this charter shall be required to draft a suitable set of by-laws for the government of the corporation, which may be altered, amended or changed as the exigencies of the case may require.

ARTICLE VIII. The officers of this corporation shall consist of a President, Vice-President, and Secretary-Treasurer, each of whom shall be a stockholder. Until the election to be held by the Board of Directors on the ..... Tuesday of ....., the following named persons shall constitute the officers of the corporation: Charles F. Labarre, President; Joseph A. Craven, Vice-President; Louis N. Lang, Secretary-Treasurer.

ARTICLE IX. This charter may be amended, modified or altered, the capital stock thereof increased or decreased, or the corporation may be dissolved with the assent of two-thirds (2-3) of the stock present or represented at any general or special meeting of the stockholders held for such purpose, after thirty (30) days' prior notice in writing to each stockholder or mailed to him at his last known postoffice address, and after publication for thirty (30) days in a daily newspaper published in the City of New Orleans, and upon complying with all the laws in such cases made and provided.

ARTICLE X. At the expiration of this charter, or the earlier dissolution of this corporation, its affairs shall be liquidated by three commissioners, all of whom shall hold stock in said company, and said commissioners are hereby vested with full power and authority to sell any and all assets and property, real, personal or mixed, of this corporation, and to convey full and complete title thereto, and to do and perform any and all acts essential and proper to a full and complete liquidation of the affairs of this corporation, and to distribute the proceeds, if any, as directed by a special meeting of the stockholders of the corporation convened for that purpose, after due notice as provided for herein.

In the event of the death, inability or resignation of any one or more of said commissioners, the survivor or survivors shall continue to act and be likewise vested with all power and authority as herein mentioned.

Thus done and passed in my office in the City of New Orleans, aforesaid, the day, month and year first aforesaid, in the presence of Mrs. S. T. Stevenson and R. E. Byrne, witnesses of lawful age, residing in this parish, who have signed their names with the said parties and me, Notary, after reading of the whole.

Original signed: Louis N. Lang, 150 shares; Jos. A. Craven, 150 shares; Chas. F. Labarre, 300 shares.

Witnesses:
MRS. S. T. STEVENSON.
R. E. BYRNE.
THOS. V. CRAVEN,
Notary Public.

ch 25—June 29.

CHARTER OF ARDOYNE PLANTING CO., INC.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this tenth day of May, 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 ARDOYNE PLANTING CO., INC., 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 do a general plantation business; to plant, grow, cultivate, produce, buy, import, manufacture, refine, sell, export and market within the State of Louisiana and elsewhere, rice, corn, sugar, and farm and plantation products, and kindred crops and products of every nature and description, and to buy, store, sell or otherwise to deal or traffic in same, either at wholesale or retail; to buy and sell contracts for the future delivery of sugar; to hire, lease, purchase, own and operate farms and plantations, live stock, tools, implements, machinery, boats, cars and other property necessary or convenient for said purposes; and in connection therewith to establish a general mercantile and planting business within the State or elsewhere, and to carry on any other business, planting, mercantile, manufacturing or otherwise, which can be conveniently carried on with any of the company's objects; to own and operate a commissary; to acquire and hold by purchase, lease or otherwise, property, real and personal, movable, immovable and mixed, in the State of Louisiana and elsewhere, and the same to sell, lease, mortgage, pledge, hypothecate or otherwise dispose of in any and every way whatsoever; to buy, lease, rent, erect, construct, maintain and operate buildings necessary or incident to the business herein contemplated, and to buy, sell, rent or lease real estate or personal property in the course and conduct of said business, either in connection with said business or otherwise; and generally to do and transact all business properly connected with, incidental or convenient to any of the said objects and purposes.

ARTICLE IV. The capital stock of this corporation is hereby fixed at the sum of Two Hundred Thousand Dollars ($200,000.00), to be divided into and represented by Two Thousand (2,000) 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 Five Hundred Thousand Dollars ($500,000.00).

ARTICLE V. All the corporate powers of this corporation shall be exercised by a Board of Directors consisting of four 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, a Vice-President, and a Secretary-Treasurer.

The first Board of Directors shall consist of four stockholders, and shall be composed of R. R. Barrow, D. M. Kilpatrick, Horace Brownell and George Delery, with the said R. R. Barrow as President, D. M. Kilpatrick as Vice-President, and George Delery as Secretary-Treasurer.

The postoffice addresses of said directors are as follows: R. R. Barrow, 4933 St. Charles avenue, New Orleans, La.; D. M. Kilpatrick, Houma, La.; Horace Brownell, 2202 General Pershing street, New Orleans, La.; George Delery, 6341 West End boulevard, New Orleans, La.

These directors shall serve until the third Tuesday in April, 1923, or until their successors have been duly elected and qualified. Failure to hold an election on the day specified shall not dissolve the corporation, but the directors shall hold their respective offices until an election shall be held after thirty days' notice of the time and place thereof, given to each stockholder by written notice mailed to his last known address. The annual meeting of stockholders for the election of directors shall be held on the third Tuesday in April of each year, unless said day be a legal holiday, and then on the next bank day thereafter. Any vacancy occurring among the directors by death, resignation or otherwise shall be filled by election for the unexpired term by the remaining directors. Each subscriber hereto sets after his name his postoffice address and a statement of the number of shares of stock which he agrees to take in the corporation. At all elections every stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the corporation, to be cast in person or by his written proxy. A majority of the votes cast shall elect.

ARTICLE VI. In the event of the liquidation or dissolution of this corporation, the stockholders shall elect three liquidators from among their number at a meeting convened for that purpose, after fifteen (15) days' written notice sent to each stockholder by mail to his last known address; said liquidators shall have the authority to wind up the business and affairs of this corporation. In case of the death of a liquidator, the survivors shall appoint a stockholder as successor to him.

ARTICLE VII. This charter may be modified, changed or altered, or said corporation may be dissolved, with the assent of stockholders owning two-thirds of the entire capital stock, at a general meeting of the stockholders convened for that purpose, after fifteen (15) days' written notice shall have been given to each stockholder, mailed to him at his last known address.

ARTICLE VIII. No subscriber for stock shall ever be held liable for the contracts, faults or debts of said corporation in any further sum than the unpaid balance, if any, due the corporation on the stock for which he has subscribed; nor shall any stockholder ever be held liable for such contracts, faults or debts in any further sum than the unpaid balance, if any, on the stock owned by him; nor shall any mere informality in organization have the effect of rendering this charter null, or rendering any subscriber or stockholder liable beyond the unpaid amount, if any, remaining due on his stock.

This corporation is organized under the laws of the State of Louisiana, and especially Act 267 of 1914, and the subscribers hereto, for themselves and said corporation, and for its officers, directors and stockholders, hereby accept, as part of this charter and as conditions of this corporation, all the rights, powers, privileges and immunities granted to corporations and granted to and conferred upon officers, directors and stockholders of corporations by said laws and said act; such acceptance being as full, complete and binding as if said rights, powers, privileges and immunities were set forth at length in this instrument.

Thus done and passed in my notarial office in the City of New Orleans aforesaid, in the presence of Andrew R. Martinez and Holger G. Kohnke, 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: (Names of subscribers omitted.)

Witnesses:
ANDREW R. MARTINEZ,
HOLGER G. KOHNKE.
W. W. YOUNG,
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 ARDOYNE PLANTING CO., INC., was this day duly recorded in my office in book 1268, folio 339.

New Orleans, May 12, 1922.
(Signed) ROBT. SCOTT, Dy. Rec.

I hereby certify the above and foregoing to be a true and correct copy of the original act of incorporation of the ARDOYNE PLANTING CO., INC., together with the certificate of the Recorder of Mortgages on file and of record in my office.

In faith whereof I hereunto set my hand and seal this seventeenth day of April, A. D. 1922.
(Signed) W. W. YOUNG,
(Seal) Notary Public.

May 18-June 22

CHARTER OF LUMBERTON BROOM AND MOP HANDLE FACTORY, INC.

United States of America, State of Louisiana, City of New Orleans. Be it known that on this tenth day of May, in the year one thousand nine hundred and twenty-two, before me, FELIX J. DREYFOUS, 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 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 join or 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 LUMBERTON BROOM AND MOP HANDLE FACTORY, INC., and under that name it shall have and enjoy all the rights, advantages and privileges granted by law to corporations; it shall exist for the period of ninety-nine years from this day; it shall have power to contract, sue and be sued in its corporate name; to make and use a corporate seal, and the same to break and 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 enjoy 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 or 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: To buy, sell and deal in, at wholesale and retail, to consign or receive on consignment, and to manufacture broom and mop handles and other articles of woodenware or of domestic use; and generally to engage in and carry on any other enterprise or business which may be germane or incidental to, or connected with, the purposes hereinabove set forth or contemplated by this charter.

ARTICLE IV. The capital stock of this corporation is fixed at the sum of Thirty Thousand Dollars ($30,000.00), divided into Three Hundred (300) 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 corporoation shall have the right to increase its capital stock to the further sum of One Hundred Thousand Dollars ($100,000.00), to be divided also into shares of One Hundred Dollars ($100.00) each, provided said increase in the capital stock shall have been authorized by the stockholders at a meeting to be held pursuant to the provisions of Article V of this charter.

ARTICLE V. All the corporate powers of this company shall be vested in, and the management and control of its affairs shall be exercised by, a Board of Directors composed of three stockholders, the membership of which board may be increased to seven. A majority of said directors shall constitute a quorum for the transaction of all business. The directors shall be elected annually, by ballot, by the stockholders, on the third Monday in May in 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 (15) 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 occurring 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. Said board shall at its first meeting after its election nominate out of its number a President-Treasurer, a Vice-President, and a Secretary. Said board shall have the right to consolidate or segregate any two of said offices into one and to appoint a Secretary who need not be either a director or stockholder, as also the 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. Any of the directors shall have the right to appoint, by written instrument, another director or stockholder to act as his proxy and in his stead at any and all meetings 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 shares 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 the stock of the corporation, at a general meeting convened for that purpose, and after at least ten days' written notice of this meeting has been given through mail, addressed to each stockholder at his last known place of residence. In case of dissolution by the expiration of this charter or otherwise, the stockholders shall elect three liquidators from among their number to liquidate and settle the business and affairs of the company. In case of death or disability of any of said commissioners or liquidators, the survivors or the remaining liquidators shall appoint a successor to him. The said liquidators shall have full power to settle said company's affairs, collect outstanding debts, sell and convey property, pay its debts, and convey the remaining money and property among the stockholders. They shall also have power to meet and act under the by-laws of the corporation and under regulations to be made by a majority of said liquidators; to fix the price and prescribe the terms and sale of said property, and the manner in which the same shall be made, and take notes and bonds, secured by mortgage or otherwise, for part of the purchase price for all or any part of said property; provided, however, that the rights herein conferred upon the liquidators may be modified, changed or denied by a majority of the shares of the capital stock of the corporation. The said liquidators shall have authority to sue for and recover the debts and property in the name of the corporation, and may be sued by the same name, and they shall be liable in solido to any creditor or stockholder for the moneys and property of the corporation which shall come to their hands or possession as liquidators and for the proper application and distribution thereof.

ARTICLE VIII. Richard Albert Leigh, whose postoffice address is 1529 Encampment street, New Orleans, La., has subscribed to one hundred and ninety-eight shares; Albert P. Bonnaffons, whose address is 1820 Ursuline avenue, has subscribed to one share, and Philip Foto, whose postoffice address is 1801 N. Broad street, New Orleans, La., has subscribed to one share.

Until the election to be held on the third Monday in May, 1923, the following named shall constitute the first Board of Directors, viz: Richard Albert Leigh, Albert P. Bonnaffons, Philip Foto, with the said Richard Albert Leigh as President-Treasurer, Philip Foto as Vice-President, and the said Albert P. Bonnaffons as Secretary.

Thus done and passed in my office on the day, month and year first above written, in the presence of Frank B. Twomey and Joseph L. Weiss, competent witnesses, who have signed with the parties and me, Notary, after reading the whole.

Original signed: R. A. Leigh, Phil Foto, A. P. Bonnaffons.
FELIX J. DREYFOUS,
Notary Public.

Witnesses:
F. B. TWOMEY,
J. L. WEISS.

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 LUMBERTON BROOM AND MOP HANDLE FACTORY, INC., was this day duly recorded in my office in book 1288, folio 328.

New Orleans, May 11, 1922.
ROBT. SCOTT,
Dy. Recorder of Mortgages.

A true copy from the original act.
FELIX J. DREYFOUS,
Notary Public.

May 18-June 22

CHARTER OF SCHARFENSTEIN MOTORS CO., INC.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this fourth day of May, 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 SCHARFENSTEIN MOTORS CO., INC., 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 interest 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.

ARTICLE III. The objects and purposes for which this corporation is established and the nature of the business to be: To do a general automobile and automobile agency business in the City of New Orleans and elsewhere; to act as agent for automobiles and automobile trucks and any other automotive vehicles; to operate and maintain automobile service stations; to repair, overhaul and complete automobiles and automobile trucks; to deal in, buy and sell automobiles and all parts and accessories thereof, including oils and gasoline, either for its own account or for account of others; to operate and maintain garages; to buy, sell, rent, lease, store and hire automobiles; to lease, rent, purchase and maintain such buildings and premises as may be necessary, incidental to or convenient for carrying on its said business; and generally to do and transact all business properly connected with, incidental or convenient to any of the said objects and purposes.

ARTICLE IV. The capital stock of this corporation is hereby fixed at the sum of Twenty Thousand Dollars ($20,000.00), to be divided into and represented by Two Hundred (200) 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 Fifty Thousand Dollars ($50,000.00).

ARTICLE V. All the corporate powers of this corporation shall be exercised by a Board of Directors consisting of four (4) 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, a Vice-President, a Secretary, and a Treasurer.

The first Board of Directors shall consist of four stockholders, and shall be composed of Frederick W. Scharfenstein, Leslie L. Scharfenstein, Lewis B. Scharfenstein and Jacob D. Scharfenstein, with Frederick W. Scharfenstein as President, Leslie L. Scharfenstein as Vice-President, Lewis B. Scharfenstein as Secretary, and Jacob D. Scharfenstein as Treasurer.

The post office addresses of said directors are as follows: Frederick W. Scharfenstein, 8424 S. Claiborne avenue, New Orleans, La.; Leslie L. Scharfenstein, 1919 Fern street, New Orleans, La.; Lewis B. Scharfenstein, 8422 S. Claiborne avenue, New Orleans, La.; Jacob D. Scharfenstein, 4530 Baudin street, New Orleans, La.

These directors shall serve until the second Wednesday in May, 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 second Wednesday in May of each year, unless said day be a legal holiday, and then on the next bank day thereafter. Any vacancy occurring among the directors by death, resignation or otherwise shall be filled by election for the unexpired term by the remaining directors. Each subscriber hereto sets after his name his postoffice address and a statement of the number of shares of stock which he agrees to take in the corporation. At all elections every stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the corporation, to be cast in person or by his written proxy. A majority of the votes cast shall elect.

ARTICLE VI. In the event of the liquidation or dissolution of this corporation, the stockholders shall elect three liquidators from among their number at a meeting convened for that purpose, after fifteen (15) days' written notice sent to each stockholder by mail to his last known address; said liquidators shall have the authority to wind up the business and affairs of this corporation. In case of the death of a liquidator, the survivor shall appoint a stockholder as successor to him.

ARTICLE VII. This charter may be modified, changed or altered, or said corporation may be dissolved, with the assent of stockholders owning two-thirds of the entire capital stock at a general meeting of the stockholders convened for that purpose, after fifteen (15) days' written notice shall have been given to each stockholder, mailed to him at his last known address.

ARTICLE VIII. No subscriber for stock shall ever be held liable for the contracts, faults or debts of said corporation in any further sum than the unpaid balance, if any, due the corporation on the stock for which he has subscribed; nor shall any stockholder ever be held liable for such contracts, faults or debts in any further sum than the unpaid balance, if any, on the stock owned by him; nor shall any mere informality in organization have the effect of rendering this charter null, or rendering any subscriber or stockholder liable beyond the unpaid amount, if any, remaining due on his stock.

No stockholder in this corporation can ever sell the stock owned by him in this corporation, or any part thereof, without first offering the same in writing to the other stockholders, through the Board of Directors, at its then book value, who will have the option to purchase the same.

ARTICLE IX. This corporation is organized under the laws of the State of Louisiana, and especially Act 267 of 1914, and the subscribers hereto, for themselves and said corporation, and for its officers, directors and stockholders, hereby accept, as part of this charter and as conditions of this corporation, all the rights, powers, privileges and immunities granted to corporations and granted to and conferred upon officers, directors and stockholders of corporations by said laws and said act; such acceptance being as full, complete and binding as if said rights, powers, privileges and immunities were set forth at length in this instrument.

Thus done and passed in my notarial office in the City of New Orleans aforesaid, in the presence of Andrew R. Martinez and Holger G. Kohnke, 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: (Names of subscribers omitted.)

Witnesses:
ANDREW R. MARTINEZ,
HOLGER G. KOHNKE.
W. W. YOUNG,
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 SCHARFENSTEIN MOTORS CO., INC., was this day duly recorded in my office in book 1268, folio 309.

New Orleans, May 5, 1922.
ROBT. SCOTT, Deputy.

I hereby certify the above and foregoing to be a true and correct copy of the original act of incorporation of SCHARFENSTEIN MOTORS CO., INC., together with the certificate of the Recorder of Mortgages on file and of record in my office.

In faith whereof I hereunto set my hand and seal this 6th day of May, A. D 1922.
W. W. YOUNG,
Notary Public.

May 18—June 22

CHARTER OF FINE, KRON & CO., INC.

United States of America, State of Louisiana, Parish of Orleans. Be it known that on this eighth day 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, STANLEY McDERMOTT, a Notary Public in and for the Parish of Orleans, State of Louisiana, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the persons whose names are hereunto subscribed, all above the full age of majority, who severally declared that, availing themselves of the 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 FINE, KRON AND COMPANY, INCORPORATED, which may be abbreviated, FINE, KRON & CO., INC., 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 interest 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, Parish of 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 loan and borrow money on personal property or real estate; also to buy, sell and deal in notes, loans, bonds, stocks, securities or investments of any kind, with full power to borrow such moneys as it may require for the purpose of its business; to buy and sell any kind of property, either real or personal; to conduct business of the aforesaid character in any State in the United States, and generally to do and transact all business properly connected with, incidental or convenient to any of the said objects and purposes, as well as to exercise all rights and powers conferred on corporations by Act 267 of 1914.

ARTICLE IV. The capital stock of this corporation is hereby fixed at the sum of Ten Thousand Dollars ($10,000.00), to be divided into and represented by One Hundred (100) Shares in the sum of One Hundred Dollars ($100.00) each; said stock shall only be issued for cash or in payment of property 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). The shares of stock shall be transferable only on the books of the corporation, and no transfer of stock shall be binding or have any effect upon the corporation unless and until made upon its books.

ARTICLE V. All the corporate powers of this corporation shall be exercised by a Board of Directors of not less than three nor more than five 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, a Vice-President, and a Secretary-Treasurer.

The first Board of Directors shall consist of three stockholders, and shall be composed of Thomas E. Kron, Henry R. Fine and August C. Flach, whose present addresses are set opposite to their respective names to the subscription to the capital stock of the corporation, with the said Henry R. Fine as President, August C. Flach as Vice-President, and Thomas E. Kron as Secretary-Treasurer. These directors shall serve until the second Thursday in May, 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 second Thursday in May of each year, unless said day be a legal holiday, and then on the next bank day thereafter. Any vacancy occurring among the directors by death, resignation or otherwise shall be filled by election for the unexpired term by the remaining directors.

Each subscriber hereto sets after his name his postoffice address and a statement of the number of shares of stock in the corporation which he agrees to take. At all elections every stockholder shall be entitled to one vote for each share of stock outstanding in his name on the books of the corporation, to be cast in person or by written proxy. A majority of votes cast shall elect.

ARTICLE VI. In the event of the liquidation or dissolution of this corporation, the stockholders shall elect three liquidators from among their number, at a meeting convened for that purpose, after fifteen (15) days' written notice sent to each stockholder, by mail, to his last known address; said liquidators shall have the authority to wind up the business and affairs of this corporation. In case of the death of a liquidator, the survivors shall appoint a stockholder as successor to him.

ARTICLE VII. This charter may be modified, changed or altered, or said corporation may be dissolved with the assent of stockholders owning two-thirds of the entire capital stock, at a general meeting of the stockholders convened for that purpose, after fifteen (15) days' written notice shall have been given to each stockholder, mailed to him at his last known address.

ARTICLE VIII. No subscriber for stock shall ever be held liable for the contracts, faults or debts of said corporation in any further sum than the unpaid balance, if any, due the corporation on the stock for which he has subscribed; nor shall any stockholder ever be held liable for such contracts, faults or debts in any further sum than the unpaid balance, if any, on the stock owned by him; nor shall any mere informality in organization have the effect of rendering this charter null, or rendering any subscriber or stockholder liable beyond the unpaid amount, if any, remaining on his stock.

No stockholder in this corporation can ever sell the stock owned by him in this corporation, or any part thereof, without first offering the same in writing to the other stockholders, through the Board of Directors, at its then book value, who will have the option to purchase the same.

ARTICLE IX. This corporation is organized under the laws of the State of Louisiana, and especially Act 267 of 1914, and the subscribers hereto, for themselves and said corporation, and for its officers, directors and stockholders, hereby accept, as part of this charter and as conditions of this corporation, all the rights, powers, privileges and immunities granted to corporations, and granted to and conferred upon officers, directors and stockholders of corporations by said laws and said act; such acceptance being as full, complete and binding as if said rights, powers, privileges and immunities were set forth at length in this instrument.

Thus done and passed in my notarial office in the City of New Orleans aforesaid, in the presence of Daniel J. Murphy and Jos. F. Gogarty, competent witnesses of lawful age and residing in this city, who hereunto subscribe their names, together with the said appearers and me, Notary, on the day and date set forth in the caption hereof.

(Names of subscribers omitted)

Witnesses:
DANIEL J. MURPHY,
JOS. F. GOGARTY.
STANLEY McDERMOTT,
Notary Public.

I, the undersigned Notary Public, do hereby certify that the above and foregoing is a true and correct copy of the original now on file and of record in my notarial office.

STANLEY McDERMOTT,
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 FINE, KRON & CO., INC., was this day duly recorded in my office in book 1