CHARTER.

CHARTER OF MODERN HOMES, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, That on this seventeenth 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-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 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 and title of this corporation shall be Modern Homes, 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 date hereof. It shall have power and authority to contract, sue and be sued; to make and use a corporate seal, and the same to alter or break at pleasure; to hold, receive, lease, purchase, sell and convey, as well as to mortgage, hypothecate and pledge property, real, personal and mixed, corporeal and incororeal; to have 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 shall be in the City of New Orleans, State of Louisiana, and all citations or other legal process shall be served upon its president, or, in his absence, upon its secretary-treasurer.

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 rent, deal in, purchase, acquire, hold, own, sell or otherwise dispose of, mortgage and hypothecate lands and real property of every kind and class; to subdivide, develop, manage and improve the same; to construct, erect, alter and repair houses and buildings, and to buy and sell all kinds of materials used by builders; and generally to do a general real estate business in all its details for itself, or as agent for others, with full power to issue bonds, debentures, notes or other obligations of the company, from time to time for any of the objects or purposes of the company, and to secure the same by mortgage, pledge deed of trust or otherwise; and to loan and invest money, secured or unsecured; to purchase, hold and re-issue the shares of its capital stock in the manner and to the extent permitted by the laws of the State of Louisiana, and in general, to do anything necessary, incidental or connected with the said objects and purposes, as well as to exercise all rights and powers conferred on corporations by Act 267 of 1914.

ARTICLE IV—The capital stock of this corporation is hereby fixed at one million dollars, ($1,000,000.00), to be divided into and represented by forty thousand, (40,000), shares of the par value of twenty-five dollars, ($25.00), each, to be paid for in cash at such time and manner as may be determined by the board of directors, or which may be issued at not less than par value for services rendered or for property or rights received by or assigned to the corporation.

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, (50), per cent of all stock subscribed for shall in fact have been paid for, either in cash, by services rendered or by property or rights received by or assigned to the corporation.

The capital stock of this corporation may be increased to a sum not exceeding two million dollars, ($2,000,000.00).

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 eleven 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 Edward J. Tonguis, John R. Reese and Henry B. Reese, whose present addresses are set opposite their respective names to the subscription to the capital stock of the corporation, with the said Edward J. Tonguis as president, Henry B. Reese, as vice-president, and John R. Reese as secretary-treasurer. These directors shall serve until their successors have been duly elected and qualified.

The annual meeting of the stockholders for the election of directors shall be held on the second Thursday of June in each year, unless said day be a legal holiday, 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 post office 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 the 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—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.

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 liable beyond the unpaid amount, if any, remaining on his stock.

No stockholder in this corporation shall have the right to sell the stock of this corporation owned by him without first offering the same, in writing through the board of directors, to the other stockholders at its book value at the close of the last fiscal year, and the stockholders shall have the right within fifteen, (15), days after the offer to sell has been received by the board of directors to purchase the stock so offered. Should the stockholders not desire to purchase the stock offered for sale, the corporation may purchase the same for cash, and any stock thus acquired and any stock of the corporation which it may buy or otherwise acquire may be held, re-issued or sold by the board of directors at such price as the board of directors, in its discretion, may determine proper.

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 for 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 office in the City of New Orleans, aforesaid, in the presence of Leah Simerick and Joseph 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, after due reading of the whole.

Witnesses: Joseph F. Gogarty, Leah Simerick.

(ORIGINAL SIGNED):
Edward J. Tonguis, 5926 Coliseum Street, 1 share; Henry B. Reese, 344 Lowerline Street, 1 share; John B. Reese, 344 Lowreline Street, 1 share.

STANLEY McDERMOTT,
(Seal): Notary Public.

I hereby certify that the above and foregoing is a true and correct copy of the Act of Incorporation of the Modern Homes, Incorporated, passed before me on the 17th day of June, 1922, and which is now on file and of record in my notarial office.

STANLEY McDERMOTT,
(Seal): 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 Modern Homes, Incorporated, was duly recorded this day in my office in Book ——, folio —.

New Orleans, La., June —, 1922.
(Signed): ROBT. SCOTT,
Deputy Recorder.

June 22—July 27.

CHARTER OF IDEAL MILLINERY, INC.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this eighth day of June, 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 IDEAL MILLINERY, 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 carried on by it are hereby declared to be: To do a general millinery business; to purchase, sell and manufacture milinery and millinery goods of all kinds and descriptions, and all articles appertaining thereto, and all other merchandise connected therewith, and in fact engage in any and all legitimate commercial pursuits without any restriction whatsoever, and generally to do and perform all such other acts and things as may be requisite and necessary to carry out its objects and purposes of those incidental to its business; 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 Five Thousand Dollars ($5,000.00), to be divided into and represented by fifty (50) 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 Ten Thousand Dollars ($10,000.00).

ARTICLE V. All the corporate powers of this corporation shall be exercised by a Board of Directors consisting of three (3) 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 (3) stockholders, and shall be composed of Alice Lassalle Giesen, Lydia Lassalle and Delphine Lassalle, with Alice Lassalle Giesen as President, Lydia Lassalle as Vice-President, and Delphine Lassalle as Secretary-Treasurer.

The postoffice addresses of said directors are as follows: Alice Lassalle Giesen, 8228 Pritchard place, New Orleans, La.; Lydia Lassalle, 1437 N. Broad street, New Orleans, La.; Delphine Lassalle, 1437 N. Broad street, New Orleans, La.

These directors shall serve until the second Tuesday in June, 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 Tuesday in June 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 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.

ARTICLE IX. This corporation is organized under the laws of the state of Louisiana, and especially Act No. 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 Walter Carroll 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:
WALTER CARROLL,
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 Ideal Millinery, Inc., was this day duly recorded in my office in book 1268, folio —

New Orleans, La., June 8, 1922.
ROBERT SCOTT, Deputy.

I hereby certify the above and foregoing to be a true and correct copy of the original act of incorporation of Ideal Millinery, 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 8th day of June, A. D. 1922.

W. W. YOUNG,
Notary Public.

June 15-July 20

CHARTER OF MARS AMUSEMENT CO., INC.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this eighth day of June, 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 Mars Amusement 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 (99) 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-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 the business of furnishing amusement to the public; to purchase, acquire, lease, own, manage and operate theaters, moving picture theaters, playhouses, gardens, roof gardens, opera houses and other places of amusement; to erect, maintain, purchase, or rent, hire, lease, let or otherwise acquire or dispose of buildings or structures for said purpose; to acquire, sell, mortgage, lease or otherwise acquire or dispose of all real or personal property necessary or convenient to such business; to acquire the good will, rights and property of any person, firm, association or corporation, and pay for the same in cash or stock of this company, bonds or obligations of this company, or otherwise; and to hold or in any manner dispose of the whole or any part of the property so acquired; to purchase, acquire, hold and dispose of the stock, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and to issue and exchange therefor its stock, bonds or other obligations; to carry on the business of managers, proprietors of theaters, opera houses and other similar places of amusement; to employ vaudeville performers, actress singers, musicians and other persons for the purpose of the 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 Ten Thousand Dollars ($10,000.00), to be divided into and represented by four hundred (400) shares in the sum of Twenty-five Dollars ($25.00) 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 five (5) 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 five (5) stockholders, and shall be composed of George H. Morrison, John J. Coffey, W. J. Spencer, Alphonse Roy and C. J. Derbes, with George H. Morrison as President, John J. Coffey as Vice-President, and W. J. Spencer as Secretary-Treasurer.

The postoffice addresses of said directors are as follows: George H. Morrison, 1603 Prytania street, New Orleans, La.; John J. Coffey, 224 South White street, New Orleans, La.; W. J. Spencer, 2027 Canal street, New Orleans, La.; Alphonse Roy, 522 Taylor avenue, New Orleans, La.; C. J. Derbes, 6923 West End boulevard, New Orleans.

These directors shall serve until the second Thursday in June, 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 June 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 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.

ARTICLE IX. This corporation is organized under the laws of the state of Louisiana, and especially Act No. 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 Mars Amusement Co., Inc., was this day duly recorded in my office in book 1268, folio —

New Orleans, La., June 8, 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 Mars Amusement 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 8th day of June, A. D. 1922.

W. W. YOUNG,
Notary Public.

June 15-July 20

CHARTER OF SIPSEY BARGE AND TOWING CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this second day of the month 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-sixth, before me, Selim B. Lemle, a Notary Public, duly commissioned and qualified in and for this city, parish and state, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the parties whose names are hereto subscribed, who severally declared to me, Notary, in the presence of the two undersigned competent witnesses, that, desiring to avail themselves of the provisions of law of the state of Louisiana relative to the formation of corporations, and especially the statute known as the General Corporation Act of 1914, and all amendments thereto, and to acquire and enjoy the rights, privileges and powers of a body corporate and politic in law, they do hereby form themselves into such a corporation and body politic under the name and style and for the objects and purposes hereinafter specially set forth.

ARTICLE I. The name and title of this corporation shall be Sipsey Barge and Towing Co., Inc., and its duration shall be for a term of ninety-nine (99) years from date.

ARTICLE II. The objects and purposes for which this corporation is formed are hereby declared to be: The acquisition by purchase or otherwise owning, chartering and operating of steamers and other vessels, tugs, barges, boats, lighters or other water craft, and the purchase, owning and holding of stocks, bonds and other securities of corporations of this and other states and countries; to purchase or otherwise acquire coal, coke and other merchandise, and to ship, transport and sell the same; to tow ships, barges and other water craft; to assist, salvage and otherwise serve stranded or disabled vessels or other water craft and their cargoes; to own, lease, control and operate elevators, wharves and landings; to load and unload vessels and perform other stevedoring work; to dredge with tugs or machines, deepen channels, and in connection therewith filling up and reclaiming land; to carry on a general freight and transportation business; to have a common seal; to borrow money and contract debts, and to issue bonds, notes and debentures, and any other obligations, and to secure the payment of the same, or any indebtedness contracted by mortgage, pledge, pawn or otherwise, of its property, real, personal and mixed; to own real estate, and to buy and sell same; to improve and dispose of the real, personal and mixed property of the company; to acquire by purchase or lease any and all machinery and necessary apparatus to carry out any or all of the purposes herein provided for; and in general to do and perform the things herein enumerated, and such other acts and things in any part of the world, as the Board of Directors may deem to the advantage of the corporation, which a natural person could do, and which are not inconsistent with law.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the state of Louisiana upon corporations organized under the provisions of the General Corporation Act of 1914, or the General Assembly of the state of Louisiana, or under any laws amendatory thereto which have or may hereafter be passed.

ARTICLE III. 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 of this corporation, or, in case of his absence, upon the Vice-President, or, in case of the absence of both of these officers, upon the Secretary-Treasurer.

ARTICLE IV. The capital stock of this corporation is hereby declared to be One Hundred and Twenty Thousand Dollars ($120,000.00), which may be increased from time to time, in the manner provided by law, to One Million Dollars ($1,000,000.00), any part of which increase may be preferred stock, as hereinafter provided.

Said capital stock of One Hundred and Twenty Thousand Dollars ($120,000.00) is divided into twelve hundred (1200) shares of One Hundred Dollars ($100.00) each, which said common stock shall have a voting power of one (1) vote for each share of stock, which vote may be cast by the stockholder in person or by proxy, at all general elections or meetings of the stockholders, and the aforesaid proxy need not be a stockholder of the corporation. Said capital stock is to be paid for in the manner provided by law.

In the event of an increase of the capital stock of this corporation as herein provided, it shall be first offered to the stockholders of the company in proportion to their ownership of stock, as shown by the books of the company, and should any stockholder refuse or fail to purchase the stock allotted to him, it shall be offered to the remaining stockholders in proportion to their ownership of stock, and this process shall be continued until all the stock is sold. If the stockholders fail or refuse to purchase the stock, it shall be sold to other persons.

Preferred stock, when issued, shall not exceed ten (10) per cent cumulative dividends, payable semi-annually, on such dates as may be determined by the Board of Directors, out of any and all surplus or net profits before any dividends shall be declared, set apart for, or paid upon the common stock. Said dividends on the preferred stock shall be cumulative, so that if the corporation shall fail in any fiscal year to pay such dividends on all of the issued and outstanding preferred stock, such deficiency in the dividends shall be fully paid, with interest not to exceed eight (8) per cent, before any dividend shall be declared, set apart or paid upon the common stock. Subject to the foregoing provisions, the preferred stock shall not be entitled to participate in any other or additional earnings or profits of the corporation. Preferred stock may be retired by lot at any dividend period, out of the earnings of the company, at One Hundred and Five Dollars ($105.00) per share, plus accumulated dividends and interest thereon.

In the event of the dissolution or liquidation of the corporation, or the sale of all of its assets, whether voluntary or involuntary, or in the event of its insolvency or any distribution of its capital, there shall be paid to the holders of the preferred stock the par value thereof, to-wit: One Hundred Dollars ($100.00) per share, and the amount of all unpaid accrued dividends and interest thereon, before any sum shall be paid or any assets distributed among the holders of the common stock; and after the payment to the holders of the preferred stock of its par value and the unpaid accrued dividends, with interest thereon, the remaining assets and funds of the corporation shall be divided among and paid to the holders of the common stock according to their respective shares.

The Board of Directors, in their discretion, out of the earnings or surplus, may declare and pay dividends on the common stock concurrently, with dividends on the preferred stock for any dividend period of any fiscal year; provided that all accumulated dividends and interest on the preferred stock for all previous years shall have been paid in full.

All outstanding common stock shall be entitled to one (1) vote, either in person or by proxy, at all meetings of the stockholders; the preferred stock shall not be entitled to any vote.

No stockholder shall have the right to sell his stock until he first offers the same, through the Secretary of the company, to the other stockholders of the company, in the manner provided herein for the sale of increased stock, for a period of thirty (30) days, at its book value, as shown by the last trial balance of the company.

ARTICLE V. The powers of this corporation shall be vested in and exercised by a board of four (4) directors, three of whom shall constitute a quorum. The board shall be divided into two (2) divisions, two (2) members to a division, designated as Divisions No. 1 and No. 2.

The following persons shall constitute the first Board of Directors:

Division No. 1: Henry T. De Bardeleben, Robert D. Reeves.

Division No. 2: Wesley Merritt and Charles Fowler, Jr.

All directors shall be entitled to one (1) vote, either in person or by proxy, but the proxy must be a stockholder. A member of the Board of Directors, either as officer or otherwise, shall be entitled to but one (1) vote.

In the event of a vacancy in Division No. 1 for any cause, his successor shall be elected by the surviving member of Division No. 1 for the unexpired term; in the event of a vacancy in Division No. 2 for any cause, his successor shall be elected by the surviving member of Division No. 2.

ARTICLE VI. The officers of this corporation shall be a President and two Vice-Presidents and a Secretary-Treasurer. The right is hereby given to and vested in the Board of Directors at any time in their discretion to divorce the offices of Secretary and Treasurer and constitute different persons as Secretary and Treasurer; the right is also hereby given to and vested in the Board of Directors, at their discretion, to combine any two offices or to divorce them at their pleasure, or to create additional offices and thereafter destroy them.

The first officers of this corporation shall be: Robert D. Reeves, President; Henry T. De Bardeleben, Vice-President; Wesley Merritt, Vice-President; Charles Fowler, Jr., Secretary-Treasurer.

The Board of Directors and officers aforesaid shall continue in office until the second Tuesday in the month of June, A. D. 1923, on which date and annually thereafter their successors shall be elected, unless said date shall be a holiday, in which event the election shall be held on the next legal date thereafter.

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' written notice of the time and place thereof, mailed to each stockholder of record at his last known address.

ARTICLE VII. The names and post-office addresses of the subscribers to articles of incorporation and a statement of the number of shares of stock which each has agreed to take are as follows: Robert D. Reeves, New Orleans, La., 150 shares; Henry T. De Bardeleben, Birmingham, Ala., 150 shares; Wesley Merritt, Galveston, Texas, 150 shares; Charles Fowler, Jr., Galveston, Texas, 150 shares.

ARTICLE VIII. Whenever this corporation is dissolved, either by limitation or for any other cause, its affairs shall be liquidated by the Board of Directors, who are hereby vested with full power to sell any or all assets of the corporation, either separately or in a mass, and to convey full and complete title thereto, and shall have full power to do and perform all acts necessary and proper to fully and completely liquidate the affairs and distribute the proceeds, if any, among the stockholders of this corporation, in proportion to the amount of stock held by each.

This act of incorporation may be amended, altered and modified, or this corporation dissolved, in the manner provided by law.

Thus done and passed in my notarial office in the city of New Orleans, parish of Orleans, state of Louisiana, on the day, month and year first above written, in the presence of Gustave Lemle and Arthur A. Moreno, competent witnesses, who hereunto sign their names, together with the parties hereto, and me, Notary, after a reading of the whole.

(Original signed:) Robert D. Reeves, for one hundred and fifty (150) shares; Henry T. De Bardeleben, for one hundred and fifty (150) shares; Wesley Merritt, for one hundred and fifty (150) shares; Charles Fowler, Jr., for one hundred and fifty (150) shares.

Witnesses:
A. A. MORENO,
GUSTAVE LEMLE.
SELIM B. LEMLE,
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 Sipsey Barge and Towing Co., Inc., was this day duly recorded in my office in book 1268, folio 390.

New Orleans, June 5, 1922.
ROBT. SCOTT, Dy. Rec.

June 15-July 20

CHARTER OF CHALMETTE REALTY CO., INC.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this 5th day of the month of June, 1922, before me, Herbert W. Kaiser, Notary Public, duly sworn, 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 several persons whose names are hereunto subscribed, who severally declared that, availing themselves of the laws of this state relative to formation of corporations, they have covenanted and agreed and by these presents do covenant and agree and bind themselves, as well as such other persons who may later become associated with them, to form 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 title and style of this corporation shall be Chalmette Realty Co., Inc., and by and under such name it shall have and enjoy all the rights, privileges, powers and advantages and immunities allowed or granted corporations by any existing or future law of this state; that by and under such name it shall have power and authority to sue and be sued, and to make and enter into all lawful contracts that it shall see fit; to make and use a corporate seal, and the same to break, alter and amend at pleasure; to employ and discharge all managers, agents or other employees as may be necessary for the proper conducting of the corporation's affairs, and to fix their compensation; to purchase or otherwise acquire, and to sell and otherwise alienate any or all the property of said corporation, real, personal or mixed, and the same to mortgage or otherwise hypothecate; to exercise generally all powers and rights usually exercised by corporations, and such other rights as may be prescribed by the Board of Directors thereof.

ARTICLE II. 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 and sell and deal in all kinds of real, personal and mixed property within the state of Louisiana, United States of America, or elsewhere; to purchase, lease, exchange or otherwise acquire any and all property, movable or immovable, and the same to sell, lease, mortgage, hypothecate, donate, rent, exchange or otherwise alienate or encumber; to exploit, reclaim, improve real estate; to make and construct all necessary and convenient improvements incidental thereto; to build and erect by itself, or through others, residences dwellings or other structures, and in connection therewith to operate any or all mills or factories for the purpose of manufacturing building material, etc.; to buy and sell and deal in personal property, stocks, bonds, mortgages or other securities; to buy, sell, deal in, as well as vote in any manner or proceedings, the stock in other corporations and the interest in any partnership or firm; to act as agent, either through itself or through its sub-agents, for any other person, firm or corporation; to do or perform any of the objects and purposes above mentioned, and generally to do each and every act and thing, and to engage in any or all business incidental, connected with or growing out of the above expressed objects and purposes, the same as if set forth at length herein.

ARTICLE III. The capital stock of this corporation is hereby fixed at One Hundred Thousand Dollars ($100,000.00), divided into and represented by one thousand shares of the par value of One Hundred Dollars ($100.00) each; and said capital stock may be increased to Five Hundred Thousand Dollars ($500,000.00); said capital stock may be paid for in money, real estate, stocks, bonds or other personal or mixed property. All shares of stock shall not be binding on the corporation until recorded on its books.

ARTICLE IV. The domicile of this corporation shall be in the city of New Orleans, parish of Orleans, state of Louisiana, and it shall enjoy corporate succession for a period of ninety-nine (99) years from this date.

ARTICLE V. All legal process shall be served on the President, or, in his absence, on the Vice-President or any other officer of the corporation, or as may be prescribed by law.

ARTICLE VI. All corporate powers of this corpodation shall be vested in and exercised by a board of not less than three nor more than five directors. Until otherwise provided by the Board of Directors, the said board shall consist of five members, a majority of whom shall constitute a quorum for the transaction of all business. Said Board of Directors shall be elected annually on the first legal Monday in January. The first election under the charter shall be held in 1923, until which date the following shall constitute the first Board of Directors, to-wit: Nathan Kohlman, 609 Godchaux building, New Orleans, La.; Louis Lowentritt, Winnsboro, La.; James A. Petty, 607 Godchaux building, New Orleans, La.; Sam Ohnstein, 25 Newcomb boulevard, New Orleans, La., Mrs. Hattie Goetz Rosenberg, 7819 St. Charles avenue, New Orleans, La., until the election of a new Board of Directors the old board shall remain in office.

The said Board of Directors shall elect from their number a President, a Vice-President, and a Secretary-Treasurer. The latter office may be held by two persons. Such election shall be held at the first meeting of said board following their own election. Until their successors have been elected in 1923 the said Nathan Kohlman shall be President, the said Sam Ohnstein shall be Vice-President, and James A. Petty shall be Secretary-Treasurer.

All elections shall be by ballot, and a majority of the votes cast shall be necessary to elect or to decide any question; each stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the company, and such vote may be passed in person, by proxy, or as provided in Section 11 of Act 267 of 1914.

Said Board of Directors shall provide, by resolution, for the manner and form of giving notices of election, meetings, etc., both of the stockholders and the board itself.

Said board shall also make such by-laws, rules and regulations as may be necessary to properly carry out and exercise the duties, powers and privileges of this corporation, herein provided for, including the issue, registration and certification of its capital stock, the manner and method of voting or exercising the stock in other corporations, and the interest in partnerships and firms, and shall generally have and enjoy all rights, privileges and powers allowed or usually exercised by Board of Directors under the laws of this state.

Any vacancy in the Board of Directors by death, resignation or otherwise shall be filled by the remaining board.

ARTICLE VII. This charter may be altered, amended or changed upon complying with the provisions of Act 267 of 1914 relative to the same.

ARTICLE VIII. On the dissolution of this corporation, for any purpose or reason, its affairs shall be liquidated by three commissioners, to be elected by the stockholders, as provided by Section 30 of Act 267 of 1914.

ARTICLE IX. No liability shall attach to any stockholder of this corporation for any fault of omission or commission of this corporation in any manner, except for the unpaid balance due by him on the shares of its capital stock subscribed for, and unpaid by him, or for any sum or amount that he may be indebted to the corporation. No informality in the organization of this corporation shall expose the stockholders thereof to any liability, except as above provided.

ARTICLE X. The subscribers to the capital stock of this corporation have written opposite their names the amount and number of shares of such capital stock, in order to have this charter serve as original subscription list thereof, which original subscription list is as follows:

(Names of original subsc