CHARTER.

CHARTER OF NEW ORLEANS BLUE PRINT & SUPPLY COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on this 8th day of the month of August, in the year of our Lord, one thousand, nine hundred and twenty-two, before me, Robert R. Ramos, a notary public, duly commissioned and qualified, in and for this City and the Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared, the persons whose names are hereunto subscribed, who declared that availing themselves of the provisions of the Constitution and Laws of the State of Louisiana, and particularly of the provisions of Act 267 of the Acts of the General Assembly of the State of Louisiana for the year 1914, and the amendments thereto, they have covenanted and agreed and do, by these presents, covenant, agree, bind and form themselves, as well as such other persons as 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 the 'New Orleans Blue Print & Supply Company, Inc.' and under that name it shall have and enjoy corporate existence for a period of ninety-nine years from the date hereof. It shall have power to hold, receive, purchase, convey, transfer, mortgage and hypothecate propetry, real, personal and mixed; and to issue bonds, notes and other obligations. It may contract, sue and be sued, plead and be impleaded by its corporact name in any court of competent jurisdiction. It may make, adopt and use a corporate seal and alter or break the same at pleasure. It may hold stock in other corporations, and its capital stock may be issued for capital stock of other corporations. It may name, appoint and employ such managers, directors, officers, agents and other employees as its interests, business and convenience may require, and may fix their compensation, having due regard to the nature, character and value of their services. It may make and establish by-laws, rules and regulations not inconsistent with this charter or any existing law, fixing or altering the management of its property, the regulation and government of its affairs and the manner of the certification and registration of its stock. It may wind up and dissolve itself, or be wound up and dissolved in the manner prescribed by law. It may conduct business in this state, Federal Districts, the Territories and possessions of the United States, and any foreign country. It shall have power to invest its board of directors with all of its corporate powers, subject to such restrictions as may be named in this charter. And it generally shall have and posses all the powers, rights, privileges and immunities which corporations are and may hereafter be authorized to have and possess under the Constitution and laws of this state, and particularly under Act No. 267 of the Acts of the General Assembly of the State of Louisiana for the year 1914, and the amendments thereto.

ARTICLE II—The domicile of the said corporation shall bein the City of New Orleans, Parish of Orleans, State of Louisiana, but it may establish and maintain offices and agencies throughout the United States of America and foreign countries.

All citations and other legal process shall be served on the president and in his absence on the vice-president of the said corporation. In the event of the absence of the president and vice-president of the said corporation, then said process shall be served on the secretary.

ARTICLE III—The objects and purposes for which this organization is organized and the nature of the business to be carried on by it are hereby declared to be:

1. To engage in the making of blue prints, black prints, photostatic prints for themselves and others, and to generally engage in the photo stating business, and to that end to own and operate all kinds and manner of machinery, apparatus, tools and equipment for the making of such prints.

2. To sell, deal and generally trade in, either at wholesale or retail, engineering instruments and engineering supplies and all other articles of a similar or a cognate character.

3. To sell, deal and generally trade in at wholesale or retail, draftsmen and architects instruments and draftsmen and architects' supplies and all other articles of a similar or cognate character.

And generally to hold and exercise all such incidental powers and privileges as relate to the objects and purposes hereinabove set forth, or as may be necessary, useful or convenient for effecting said objects and purposes, or any of them.

ARTICLE IV—The authorized capital stock of this corporation is hereby fixed at and declared to be the sum of $25,000.00, which capital stock may be increased in the manner provided by law to the sum of $25,000.00.

The presently authorized capital stock of this corporation shall consist of 100 shares of the par value of $100.00 each. It shall be represented by certificates, shall be full paid and non-assessable when issued, shall be issued only for labor done, or for property actually received, or for bonuses to be paid its employees, or in lieu of cash dividends, when and as said dividends shall have become accrued, or for cash to be paid at such times and in such amounts and after such notice as may be determined by the board of directors, and shall be personal property. No transfer of said capital stock shall be binding upon this corporation unless made in accordance with its charter and by-laws and recorded on the books thereof.

ARTICLE V—No stockholder may sell, assign or transfer his stock in this corporation without giving to the other stockholders, through the secretary-treasurer of this corporation, notice in writing of such intention, and the other stockholders shall have the right for a period of 90 days from the delivery of such notice to the secretary-treasurer to purchase all or any part of the stock of such stockholder for cash at the book value thereof, after which 90 days the said stock may be sold without restriction.

Whenever the employment of any stockholder by this corporation is terminated by death, resignation, dismissal, lapse of time or otherwise, the other stockholders shall have the right for 90 days from the date of such termination to purchase all or any part of the stock of such stockholder for cash at the book value thereof, after which 90 days the said stock may be sold without restriction.

Other stockholders desiring to purchase stock under this article must in due time, give notice of such notice to the secreatry-treasurer of this corporation. In the event that the other stockholder offer to buy more stock than is offered, stockholders offering to buy shall be entitled to buy the offered stock in the ratio of their then stockholdings in this corporation. For the purpose of this article, the book value shall be determined by the figures as shown on the last financial statement.

No sale or other transfer of assignment of stock in this corporation shall be valid until and unless opportunity to purchase such stock has first been given in the manner hereinabove provided to the other stockholders of this corporation and this right so vested in the other stockholders shall follow itno any hands into which it may pass any stock sold, transferred or assigned without such opportunity being given, and may be exercised against the holder or holders thereof within 90 days after such stock is tendered for transfer on the books of this corporation, and no transfer of any such stock shall be made on the books of this corporation during the pendency of said 90-day period.

ARTICLE VI—All of the corporate powers of this corporation and the management of its affairs shall be vested in and controlled by the board of directors, to be composed of not less than three nor more than five stockholders, except that the officers of this corporation shall have and exercise the power granted to corporate officers by Section 16 of Act 267 of 1914.

A majority of the board of directors shall constitute a quorum for the transaction of all business, and a majority vote of the quorum present at any meeting shall be valid and corporate acts, within the scope, authority and power of the board of directors.

Said directors shall be elected annually on the second Tuesday in January of each year, commencing with the second Tuesday in January, 1924, and such directors so elected shall hold office for one year or until their successors shall be duly elected, qualified and installed. Failure to elect directors at any annual meeting shall not dissolve the corportion, but the directors then in office shall hold over until their successors are duly elected, qualified and installed.

Each stockholders of record on the books of said corporation shall be entitled to cast at such meeting, either in person or by proxy, one vote for each share of stock held by him, and a majority of the votes cast at such meeting shall elect or decide any other question before it.

All meetings of said stockholders or directors shall be held at the domicile of the corporation, except with the written consent of all directors, valid meetings of directors may be held outside of the State, or in the State, elsewhere than at its domicile.

Any vacancy occurring, for any cause, in the board of directors, between the dates of the annual meetings herein provided for, shall be filled by the remaining members of the board of directors.

Immediately after the annual election of directors, they shall meet and elect from their number a president, one or more vice-presidents, a secretary and a treasurer, but which two latter offices may be combined in one and the same person. The duties of such officers shall be such as usually pertain to the postion to which they are elected, and such as may be provided for in the by-laws, or as may be designated by the board of directors at any regular or special meeting.

The present board of directors of this corporation is hereby fixed at five and until the first annual meeting of the stockholders for the election of directors to be held on the second Tuesday in January, 1924, Edward Wunderlich, Fred. Gamble, Horace Wilkinson, J. B. Bassich, and R. P. Bassich shall compose the first board of directors, who shall serve until the first election of directors, or until their successors are duly elected, qualified and installed, and until that time, Edward Wunderlich shall be president; R. P. Bassich, vice-president and general manager, and J. B. Bassich, secretary-treasurer.

ARTICLE VII—This charter may be amended, or this corporation may be dissolved in the method and manner provided by law.

ARTICLE VIII—No member of this corporation shall ever be held liable or responsible for the contracts or faults of this corporation in any further sum than the unpaid balance for his stock subscription, nor shall any mere informality in organization have the effect of rendering this charter null or exposing a member to any liability than as above provided.

Thus done and passed in my office at the City of New Orleans, Louisiana, on the day and date hereinabove written, in the presence of B. Turegano and J. Myhand, competent witnesses, who hereunto sign their names with sail appearers and me, notary, after due reading of the whole.

(ORIGINAL SIGNED):

Edw. underlich, 5 shares, 1738 Broadway; H. Wilkinson, 5 shares, Port Allen, La.; Jules G. Fisher, 5 shares, Gretna, La.; P. E. Vallee & Co., 2 shares, 204 Decatur St.; F. A. Gamble, 3 shares, 4152 Canal St.; J. P. Henican, 5 shares, 215 Varities Place; Geo. J. Glover, 3 shares, 1033 Whitney Bldg.; Diboll & Owen, Ltd., 2 shares, 412 Interstate Bank Bldg.; Thos. P. Graham, 1 share, 404 Magazine St.; Wm. L. Clark, Jr., 1 share, 311 Baronne St.; Louis Christianson, per J. B. Bassich, 3 shares, Room C, Sugar Exchange Bldg., New Orleans, La.; D. H. Hoffman, 1 share, 608 Tchoupitoulas St., New Orleans, La.; J. B. Bassich, in trust, 7 shares, 307 Interstate Bank Bldg., New Orleans, La.; Raymon P. Bassich, in trust, 7 shares, 1423 Peters Avenue.

Witnesses: B. Turegano, J. Myhand.
(Seal): ROBERT R. RAMOS, Notary Public.

A true copy:
(Seal): ROBERT R. RAMOS, Notary Public.

Aug. 17—Sept. 21.

CHARTER OF CHARLES E. CORMIER RICE MILLING COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on this the eighth day of the month of August, 1922, and of the Independence of the United States of America, the one hundred and forty-seventh, before me, Asahel Walker Cooper, a noatry public, duly commissioned and qualified in and for the Parish of Orleans, State of Louisiana, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are herunto subscribed, who severally declared that, availing themselves of the laws of this state, in such cases made and provided, and particularly Act of the General Assembly of Louisiana, No. 267 of 1914, they have covenanted, and by these presents do covenant, agree and bind themselves, as well as such persons as may hereafter join or become associated with them, to form and constitute a corporation and body politic in law for the objects and purposes, and under the terms and conditions following, to-wit:

ARTICLE I—This corporation shall be known as the "Charles E. Cormier Rice Milling Company, Inc.", and as such shall have continuous succession for ninety-nine (99) years, unless sooner dissolved, and shall have power to contract; to sue and be sued; to make and use a corporate seal and the same to alter and break at pleasure; to elect and appoint such officers and directors and agents as the interests of the corporation shall require; and to make all necessary by-laws, rules and regulations for the proper management of its affairs, and the same to alter, amend or repeal at pleasure; and generally, to exercise all powers that are conferred, or may hereafter be conferred, on corporations of the same kind and character.

ARTICLE II—The domicile of this corporation shall be in the City of New Orleans, Parish of Orleans, State of Louisiana, and all citations or other legal process shall be served on the president of this corporation, or, in the event of his absence, on the vice-president, or, in the event of his absence, on the secretary-treasurer, in the order enumerated; and, in the event of the absence of the said respective officers, then at the office of the company.

ARTICLE III—The objects and purposes for which this corporation is formed and organized and the nature of the business to be carried on by it, are hereby declared to be:

To do a general brokerage, commission, forwarding and export business; to buy, sell and deal in, store, ship, forward, pledge and receive on consignment, make advances on and handle, rice, rice products, and by-products of all kinds and articles made or developed from the rice plant or any part thereof and any other food products; as brokers or agents, to buy, sell and deal in on commission, rice, rice products and by-products upon any commercial exchange or board of trade; to acquire by purchase, lease, donation, exchange or otherwise, and to hold, operate, sell, alienate or encumber property, real, personal or mixed, of every kind and description and particularly rice mills, cold-storage plants, pumping stations, lands ,warehouses and the appurtenances thereof, or such other plants or machinery as may be necessary for the manufacture and preparation for the market of rice or by-products of any kind or articles made or developed from the rice plant of any part thereof, or any other food products; to obtain a certificate or certificates as public warehouseman, and to carry on business as such; to buy or otherwise acquire and to sell or alienate sacks, twine or other merchandise connected with or used in the handling of the business herein;

To acquire by purchase or otherwise, and to hold for investment or otherwise, to sell, assign, transfer, mortgage, pledge or otherwise dispose of, bonds, or other securities or evidence of indebtedness or any shares of capital stock of any other corporation or corporations, association or associations, whether foreign or domestic, and while the owner of said stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon to the same extent as a natural person might do.

And generally to do and perform and carry on any and all business in any manner connected with, germane or incidetanl to any one or all of the foregoing objects and purposes.

The foregoing clauses shall be construed both as objects and powers, but no recitation, expressed or declaration of specific or special powers of purposes herein enumerated shall be construed as exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent therewith, and such as a natural person might have or exercise are hereby included.

ARTICLE IV—The capital stock of this corporation is hereby declared to be one hundred thousand ($100,000.00) dollars, divided into one thousand (1,000) shares of the par value of one hundred ($100.00) dollars each, all of which shall be common stock and shall be paid for either in cash, for labor done, or for money or property actually received.

The capital stock of this corporation may be increased from time to time to any amount not exceeding two hundred and fifty thousand ($250,000.00) dollars, in accordance with the provisions of law appertaining thereto.

The shares of stock of this corporation shall be transferrable on the books of the corporation only and no transfer shall be binding on the corporation or have any effect unless and until made upon said books.

ARTICLE V—All of the powers of this corporation shall be vested in and exercised by a board of directors composed of not less than three and not more than five shareholders a majority of whom shall constitute a quorum for the transaction of all business. A majority of the board of directors voting at any time shall be required to pass any resoultion or adopt any by-laws, when so passed, shall become valid corporate acts.

The first board of directors who shall hold office until the second Tuesday in September, 1923, the date of the annual meeting of the corporation as hereinafter fixed, shall consist of: Charles E. Cormier, who shall be president, 429 Lowerline Street, New Orleans, La.; Philip E. Vallee, who shall be vice-president, 720 Broadway Street, New Orleans, La.; William E. Patterson, who shall be secretary-treasurer, 1525 St. Andrew Street, New Orleans, La.; J. O. Broussard, Beaumont, Texas.

The board of directors, except as hereinabove provided for shall be elected annually at a general meeting of the stockholders to be held on the second Tuesday in September, 1923, and on the same date and month in each and every succeeding year thereafter, after fifteen days notice in writing mailed to each shareholder at his last known address appearing upon the books of the corporation, unless said notice is waived in writing by all the shareholders appearing as such upon the books.

Special meetings of shareholders may always be called by the board of directors, subject to the formalities as to notice or waiver of notice as hereinabove provided in regard to general meetings.

A failure, however, from any cause whatsoever, to hold the annual meeting of stockholders, or the failure to elect directors thereat, shall not operate the forfeiture of this charter, nor impair its corporate management, but the directors then in office shall remain in office and shall serve until their successors have been duly elected, qualified and installed.

Any vacancy in the board of directors, from any cause whatsoever, shall be filled for the unexpired term by the remaining directors. And the said board of directors shall have power and authority to make all necessary rules and regulations for the operation and control of the business of the corporation, as well as to make, alter and amend all necessary rules and by-laws.

ARTICLE VI—This act of incorporation may be changed, altered or amended, or this corporation may be dissolved by and with the assent of the holders of two-thirds in amount of its then entire outstanding stock, at a general meeting convened for that purpose after thirty (30) days notice in writing mailed to each shareholder's last known address, and after fifteen (15) days' publication in one of the daily newspapers in the City of New Orleans, and as prescribed by law.

Whenever this corporation is dissolved by ilimitation or otherwise, its affairs shall be liquidated under the supervision of three commissioners, to be elected at a general meeting of shareholders convened for that purpose, after notice as above provided for in this article, and they shall remain in office until the affairs of the corporation shall have been fully liquidated; and in case of the death or disability to act of one or more of the said liquidators, the survivors or survivor shall continue to act, under the provisions and in accordance with the terms of Section 30 of Act 267 of 1914.

ARTICLE VII—No shareholder of this corporation shall ever be held liable or responsible for the contracts or faults of this corporation in any further sum than the unpaid balance due upon the shares of stock owned by him; nor shall any informality in the organization have the efect of rendering this charter null or exposing any shareholder to any liability beyond the unpaid balance due upon his stock, nor shall any informality or irregularity in organization have the efect of rendering any shareholder liable as a partner.

ARTICLE VIII—The subscribers hereto have respectively written opposite their names, the amount of stock in this corporation subscribed for by each of them, together with their post office addresses, so that this act of incorporation shall serve as an original subscription list.

And here, the said Charles E. Cormier, declared that whereas he has for many yearse past been conducting business in the City of New Orleans, as a dealer in rice and rice products, he, said Charles E. Cormier, in payment of his subscription to the extent of fifty (50) shares only, however, of the capital stock of this corporation, hereby assigns, sets over and delivers to this corporation, the good will of his name and influence in the rice trade in the City of New Orleans and elsewhere; and here, the said Philip E. Vallee and William E. Patterson, acting as two of the incorporating directors of this corporation, declared that they have appraised and do hereby appraise and value the good will, name and influence of said Charles E. Cormier in said rice trade and business at the sum of five thousand ($5,000.00) dollars.

Thus done and passed in my office in the City of New Orleans, Parish of Orleans, State of Louisiana, on the day and date hereinabove first written, in the presence of Gus Methe and Harriet Spickert, competent witnesses, who have hereunto affixed their signatures with said appearers and me, notary, after due reading of the whole.

(ORIGINAL SIGNED)
(Names of subscribers ommitted.)
Witnesses: Gus Methe, Harriet Spickert.
(Seal) A. W. COOPER, 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 foregoings act of incorporation of Charles E. Cormier Rice Milling Company, Inc., was this day duly recorded in my office in Book 1268, folio 571.

New Orleans, Louisiana, August 8th, 1922.
(Signed) ROBT. SCOTT, Dy. Recorder of Mortgages.

STATE OF LOUISIANA,
PARISH OF ORLEANS,
CITY OF NEW ORLEANS.

I hereby certify the above and foregoing to be a true and correct copy of the act of incorporation of Charles E. Cormier Rice Milling Company, Inc., with the exception of the names of the subscribers thereto.

New Orleans, Louisiana, August 11, 1922.
(Seal) A. W. COOPER, Notary Public.

Aug. 17—Sept. 21.

CHARTER OF SHREWSBURY HEIGHTS LAND CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this first day of the month of July, 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, Oscar Schreiber, a Notary Public in and for the parish of Orleans, state of Louisiana, duly commissioned, sworn 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, who severally declare that, availing themselves of the laws of this state relative to corporations, and particularly Act No. 267 of the General Assembly of the state of Louisiana for the year 1914, they have covenanted and agreed, and do by these presents covenant and agree, and bind and obligate themselves, as well as all other persons who may hereafter become associated with them, to form and constitute a body politic in law for the objects and purposes hereinafter set forth, and under the articles and stipulations herein following, which they adopt as their charter, to-wit:

ARTICLE I. The name and style of this corporation shall be the Shrewsbury Heights Land Co., Inc.

Article II. The objects and purposes for which this corporation is organized are declared to be: To buy, sell, receive, hold, rent, hypothecate, lease, sublease, mortgage and otherwise encumber, alienate, as well as to deal in, develop, subdivide and cultivate lands of all kinds, timbered or untimbered, and real estate of every description; to buy, sell, receive, hold, rent, lease, sublease, mortgage and hypothecate, or any other way encumber, acquire and alienate, manufacture and deal in lumber, and all of its by-products; to exploit, reclaim, improve or otherwise benefit real estate, and to lay the same out in town lots, town sites, villages, cities, farms, lots, suburban sites, to make streets, gutters, sidewalks and canals; to issue notes and any other evidence of debts; and generally to do any and all things, and to engage in any and all business incidental to, and connected with, or growing out of said business, with all privileges and powers now conferred or hereafter to be conferred upon such corporations.

ARTICLE III. The amount of the capital stock of this corporation is hereby fixed at Fifty Thousand Dollars, represented by 500 shares of stock of the par value of One Hundred Dollars each. Said stock shall be paid for in cash, or given at par, in payment for property actually received by said corporation. 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 this corporation unless and until made upon the books. No stockholder shall be liable for any further sum than the amount of his subscription. The capital stock of this corpoartion may be increased to One Hundred Thousand Dollars, or any portion thereof.

ARTICLE IV. The comicile of this corporation shall be in the city of New Orleans, state of Louisiana. All citations or other legal process shall be served on its president; or, in his absence, on the vice-president.

ARTICLE V. This corporation shall continue to exist and enjoy life for a period of ninety-nine years from the date hereof, and shall enjoy all the rights, privileges and immunities granted by law to such corporations; they shall have the power to sue and be sued; use a corporate seal, the same to alter and amend at pleasure; to own and hold personal, real or mixed property; to make notes, bonds, mortgages or other evidence of debt.

ARTICLE VI. All corporate powers of this corporation shall be vested in and exercised by a Board of Directors composed of five stockholders, elected annually at a meeting to be held on the first Thursday of June of each year. Three of such directors shall compose a quorum for the transaction of any business. They shall be elected by ballot at said meeting, either by proxy or in person. Notice of said meeting to be given to each stockholder at least fifteen days prior to said meeting, by written notice by mail, addressed to each stockholder at his last known address. Within a week after the election of said Board of Directors, as above provided for, they shall elect from among their number a president, a vice-president, and a secretary and a treasurer, or the last two offices of secretary and treasurer may be held by the same person, at the will of the Board of Directors, and said board may appoint managers, clerks, agents, employees, as they see fit, and regulate the salaries to be paid them. All officers and members of the Board of Directors shall hold office for one year from the date of their election, or until their successors have been duly elected and qualified. The board may be increased to ten members or any fraction thereof, by the stockholders at an annual meeting, providing previous notice thereof has been given. A majority of the members of the meeting shall constitute a quorum. Until the annual meeting to be held on the first Thursday in June, 1924, or until their duly qualified successors are elected and installed, the Board of Directors shall be composed of Gowan Harris, Dr. George F. Roelling, Henry J. Ledoux, John H. Watermeier and Oscar Schreiber, with Gowan Harris as president, Dr. George F. Roelling as vice-president, and Oscar Schreiber as secretary-treasurer.

This charter may be amended or altered by a vote of two-thirds of all the stockholders present at a special meeting called for that purpose, after fifteen days' prior notice of said meeting have been given to each and every stockholder of record on the books of the corporation, by written notice sent by mail to his last known address.

In order that his charter may serve as the original subscription list, the subscribers thereof have written opposite their names the amount of the capital stock subscribed for by each of them, with their address.

Thus done and passed at my office in the city of New Orleans, on the day and date first above written, in the presence of Theresa Swett and Emma Cornay, competent witnesses, who have hereunto subscribed their names, together with said appearers and me, Notary, after due reading of the whole.

(Here follow signatures of subscribers and number of shares subscribed.)

Witnesses: Emma Cornay, Theresa Swett.

OSCAR SCHREIBER, Notary Public.

I, the undersigned Notary, hereby certify the above and foregoing to be a true and correct copy of the original on file in my Notarial Register.

OSCAR SCHREIBER, 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 Shrewsbury Heights Land Co., Inc., was this day duly recorded in my office in book 1268, folio —.

New Orleans, August 5, 1922.
(Signed) ROBT. SCOTT, Dy. Rec.

Aug. 10-Sept. 14

AMENDMENT TO CHARTER SINCLAIR AGENCY, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known that on the 19th day of the month of July, in the year one thousand, nine hundred and twenty-two and of the Independence of the United States, the one hundred forty-sixth, before me Charles F. Fletchinger, a notary public, duly commissioned and qualified in and for the Parish of Orleans, State of Louisiana, and therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared Mr. Frederick W. Sinclair, president of the Sinclair Agency, Incorporated, and Mr. Temple Doswell, treasurer of said company, a corporation organized under the laws of the State of Louisiana, by act before Charles G. Gill, notary public, on March 16, 1910, recorded in Mortgage Office Book 984, folio 226, March 23, 1910, as amended by act before W. F. Brewer, notary public, on June 26, 1912, recorded in Mortgage Office Book 1055, folio 268, June 28, 1912, as amended by act before Warren V. Miller, notary public, on June 12, 1917, recorded in Mortgage Office Book 1212, folio 52, June 12, 1917, said corporatio nbeing domiciled in the City of New Orleans.

Who declared that by a resolution and vote adopted and voted at a special meeting of the stockholders of the Sinclair Agency, Incorporated, held at the office of the company in the Carondelet Building, corner of Carondelet and Gravier Streets, New Orleans, Louisiana, on the 19th day of July, 1922, held by consent of all of the stockholders of said corporation and upon waiver of notice of time and place of said meeting, signed by all stockholders, at which meeting all stockholders of record was present in person, it was voted unanimously to amend and re-enact Articles Four, Five, Six and Seven of the company's charter in the words and figures hereinafter set out, all of which appears from a certified copy of the minutes of said meeting, hereto annexed and made part thereof.

Appearers further declared that they were authorized and directed at said meeting to appear before a notary and to execute the proper notarial act and declaration of said amendments, required by law, for the purpose of affording authentic reference and permanent record.

Said appearers further declared that Articles Four, Five, Six and Seven of the charter of this company were by unanimous vote of all of the stockholders, amended and re-enacted to read as follows:

ARTICLE IV— The capital stock of this corporation is hereby fixed at the sum of one hundred thousand ($100,000.00) dollars, divided into and represented by one thousand shares of the par value of one hundred (100.00) dollars, all of which shall be common stock, which capital stock may be increased to one hundred and fifty thousand ($150,000.00) dollars. All stock shall be issued for cash or its equivalent, including good will, as authorized by law, or may be issued at not less than par in payment for property actually purchased or for services actually rendered the corporation, or the same may be issued full paid for money advanced or for such other valuable consideration or services, as the board of directors may determine. All capital stock not already issued shall be so issued at such time or times and upon such terms and conditions as the board of directors shall determine, subject to legal requirements. All stock shall be full paid and non-assessable and no transfer of stock shall be binding upon the company, unless recorded upon the company's books.

Frederick W. Sinclair, a subscriber to the entire increase of the capital stock under this amendment, namely eighty-ve thousand ($85,000.00) dollars, represented by eight hundred fifty shares, has transferred, conveyed and delivered to the corporation in full payment and liquidation of such subscription, all of his right, title and interest in the business of F. W. Sinclair, General Agency, Life and Accident, including agency contract, good will, organization, earned commissions, as shown in the statement filed herewith, giving a detailed and itemized description, together with the value thereof, as appraised by the directors of this corporation.

ARTICLE V—The business and affairs of this corporation shall be managed and conducted by a board of five directors who shall all be stockholders and a majority of the directors of this corporation present at any meeting in person or by proxy shall constitute a quorum and a majority vote of those present in person or by proxy shall decide all questions voted upon. Said directors shall be elected annually from among the stockholders on the third Monday of January of each year, unless the same be a legal holiday, when the election shall be held on the next legal day thereafter, beginning on th third Monday in January, 1922, and after fifteen days' prior written notice having been mailed to each stockholder of record, to his last known address. The voting shall be by ballot and each stockholder shall be entitled to cast one vote for each share held by him, which has been standing in his name on the books of the corporation for at least ten days prior to the date of the election. A majority of the entire stock issued and outstanding voted at such election shall elect. Immediately after the election of said board of directors and the adjourning of the stockholders' meeting, the newly elected board of directors shall elect from among their number the officers of this corporation, who shall be a president, not more than two vice-presidents, a secretary and a treasurer. The offices of secretary and treasurer may be held by the same person.

The failure to elect directors or officers, as herein provided for, shall not result in the dissolution of the corporation, but the then board of directors and oficers shall hold their respective offices until their successors are duly elected and qualified.

Special meetings of the shareholders may be held and ordered by the board of directors and must be held upon the request of not less than twenty-five per cent. of the outstanding stock, after fifteen days' notice to each stockholder, stating the object or objects of said meeting. Any vacancy occurring on any board of directors shall be filled by the demaining members of said board for the unexpired term, at a meeting called for that purpose, after ten days' prior written notice, the director or directors so elected to hold office until the next annual stockholders' meeting, but should it be impossible, for any cause, for any vacancy or vacancies in the board of directors to be filled by the directors, such vacancy or vacancies may be filled by the stockholders, at any meeting called for that purpose by the president.

Any and all directors' meetings, the notices for which are not herein specifically provided for, may be called by any officer of the corporation upon ten days' notice by mail. Any director shall have the right to authorize and appoint any shareholder to vote for him at any and all director's meetings, and such proxy shall have and exercise all of the powers of such director appointing him.

Whenever it is provided in this act that either director's or stockholders' meetings may be held after certain prescribed notices to the directors or stockholders, it is understood and agreed that any and all directors and stockholders' meetings may be held without notice whenever lawful, provided all directors or stockholders, as the case may be, waive notice in writing or are present in person or by proxy at such meeting or meetings.

The board of directors shall have full control of the property of this corporation and shall conduct, manage and use the same as in their discretion they deem best and that is consistent with the objects of the company and its welfare and they shall have the power to make, alter and annual such by-laws, rulse and regulations as they may think proper. They shall have full power to buy, sell, mortgage, pledge and lease any and all of the property of this corporation whenever in their judgment they deem such acts necessary and proper and to issue bonds and obligations and to assume the same; to make all leases, contracts and agreements to appoint such agents, clerks and employees as they deem best, and to fix their salaries, terms of office and to dismiss them at said board's pleasure and to determine and fix the salaries of the several officers herein provided for any to perform any and all acts necessary or proper to carry out the objects and purposes for which this corporation is formed.

The first board of directors and officers, who shall serve until the annual meeting to be held on the third Monday of January, 1923, or until their successors are duly elected and qualified, shall be: Frederick W. Sinclair, 701 Howard Avenue, New Orleans, La., who shall be president; Wm. B. Sinclair, 701 Howard Avenue, New Orleans, La., who shall be first vice-president; Robert Levert, 1715 Marengo Street, New Orleans, La., who shall be second vice-president; Alfred M. Barnes, 102 Webster Street, New Orleans, La., who shall be secretary; Temple Doswell, 7935 Zimple Street, New Orleans, La., who shall be treasurer.

ARTICLE VI—This charter may be altered or amended and this corporation may be dissolved by a vote of two-thirds of all outstanding stock at a meeting of the shareholders, duly convened for that purpose by the board of directors or by the president, upon the written request of not less than twenty-five per cent. of the outstanding stock, after fifteen days' notice mailed to each shareholder's last know naddress.

But the capital stock of this corporation shall not be decreased by such amendment to a namount less than the corporate indebtedness and no amendment shall be made changing the objects and purposes of this corporation without a vote of all outstanding stock, and the capital stock shall not be increased beyond the amount herein named as the sum to which the capital stock may be increased, except by a vote of three-fourths of all outstanding stock.

Whenever in the judgment of the board of directors it shall be deemed advisable that this corporation shall be dissolved, the board shall, within ten days after the adoption of a resolution to that effect, by a majority of the whole board at any meeting called for that purpose, of which meeting each director shall have received at least three days' notice, cause notice of the adoption of such resolution to be mailed to each stockholder, together with a notice of a meeting of the stockholders to be held at the office of the corporation to act upon the resolution so adopted by the board. The stockholders' meeting shall be held at any hour fixed by the board on the day mentioned between the hours of 10:00 a. m. and 3:00 p. m., for the purpose of voting upon such proposed dissolution.

Benever all of the stockholders shall consent in writing to a dissolution, no meeting or notice thereof shall be necessary.

ARTICLE VII—Whenever this corporation is dissolved by limitation or otherwise, its affairs shall be liquidated under the supervision of three liquidators, elected by the stockholders and chosen from among the stockholders, which liquidators shall be elected at a meeting of the shareholders, called for that purpose under the terms and conditions of Article Six of thischarter.

Said appearers further declared that in their representative capacities and as authorized by a resolution hereunto annexed, and to carry said resolution into effect by executing the present act and by taking all other necessary steps provided by law and charter, necessary to amend this charter in the respects hereinabove set forth, they have appeared before me, notary, to execute, and do execut this act for th above mentioned purposes.

Thus done and passed at my office in the City of New Orleans on the 19th day of July, 1922, in the presence of Jean May and Edwin K. Huey, competent witnesses and residents of the City of New Orleans, who have hereunto affixed their signatures, together with those of said appearers and me, notary, after due reading of the whole.

(ORIGINAL SIGNED)
F. W. SINCLAIR, Pres.,
J. TEMPLE DOSWELL, Treas.
Witnesses: John May, E. R. Huey.
(Seal): CHAS. F. FLETCHINGER, Notary Public.

I, the undersigned Recorder of Mortgages, for the Parish of Orleans, State of Louisiana, hereby certify that the above and foregoing act of amendment to the charter of Sinclair Company, Incorporated, was this day duly recorded in my office in Book 1268, folio 504.

New Orleans, La., July 19th, 1922.
Signed) ROBT. SCOTT, Deputy Recorder.

A true and correct copy of the original act of amendment now on file and of record in my office.

As witness my hand and notarial seal at New Orleans, Louisiana, this 19th day of July, 1922.
(Seal): CHAS. F. FLETCHINGER, Notary Public.

Aug. 10—Sept. 7.

AMENDMENT TO CHARTER HARRIS-LOEB PIANO CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known and remembered that on this 19th day of the month of July, in the year of our Lord, one thousand nine hundred and twenty-two, and of the independence of the United States of America, the one hundred and forty-seventh, before me, Stamps Farrar, a Notary Public, duly commissioned, sworn and qualified in and for the parish of Orleans, state of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared Harry Brunswick Loeb, President, and Samuel R. Goldberg, Secretary, respectively, of Harris-Loeb Piano Co., Inc., a corporation created by and existing under the laws of the state of Louisiana by an act before Stamps Farrar, Notary Public, parish of Orleans, state of Louisiana, dated January 23, 1922, recorded in the mortgage office of the parish of Orleans, state of Louisiana, in book 1268, folio 25, and in the office of the Secretary of State, of the state of Louisiana, at Baton Rouge, Louisiana, in book "Record of Charters" No. 104, folio —, on the 17th day of May, 1922, who declared unto me, Notary, that a meeting of the stockholders of Harris-Loeb Piano Co., Inc., was held at the office of the company in the city of New Orleans on the 19th day of July, 1922, at 3:00 o'clock p. m.; that notice of said meeting of stockholders was waived by all of the stockholders of the company present in person.

And the said appearers further declared that at said meeting of stockholders of Harris-Loeb Piano Co., Inc., it was resolved by unanimous vote of all of the stockholders of said company present at said meeting, being all of the stockholders of the said company, that the name of this said company be changed to Harry B. Loeb Piano Co., Inc.

And the said Harry Brunswick Loeb and the said Samuel R. Goldberg, respectively the President and Secretary of Harris-Loeb Piano Co., Inc., further declared that at said meeting of stockholders it was resolved that they, on behalf of said company, be authorized, empowered and directed to take such steps as may be or become necessary to make effective the change in the name of the company.

Whereupon the said Harry Brunswick Loeb, President, and the said Samuel R. Goldberg, Secretary, respectively, of Harris-Loeb Piano Co., Inc., declared that they do now appear for and in behalf of said Harris-Loeb Piano Co., Inc., for the purpose of making effective the action of the stockholders of said company by embodying the said amendment in notarial form, and they now declare unto me, Notary, that Article I of the charter of Harris-Loeb Piano Co., Inc., shall be and is amended so as to read as follows, to-wit:

ARTICLE I. The name and style of this corporation shall be Harry B. Loeb Piano Co., Inc., and under its said corporate name it shall have and enjoy corporate existence and succession for the full term and period of ninety-nine (99) years from and after the date hereof, 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 and convey, as well as mortkage and hypothecate property, real, personal or mixed, corporeal and incorporeal; to own and hold stocks and bonds of other corporations; to name and appoint such managers, agents, directors and officers as its business or convenience may require, and to make and establish, as well as alter and amend, from time to time, such by-laws, rules and regulations for the proper government of the affairs of said corporation as may be necessary and proper.

And the said appearers did produce to me, Notary, to be annexed to and made a part of this act, a duly certified copy of the minutes of meeting of said stockholders of said Harris-Loeb Piano Co., Inc., held on the 19th day of July, 1922, as hereinabove set out; and I, said Notary, have annexed said copy of the minutes hereto and made same a part hereof.

Thus done and passed at my office in the city of New Orleans, on the day, month and year hereinabove first written, in the presence of W. J. Wright and Alphonse Bellanca, competent witnesses, who have hereunto signed their names together with said appearers and me, said Notary, after due reading of the whole.

Original signed: Harry Brunswick Loeb, President; Samuel R. Goldberg, Secretary.

Witnesses:
W. J. WRIGHT.
ALPHONSE BELLANCA.
STAMPS FARRAR, Notary Public.