CHARTER.

AMENDMENT TO HARTER OF PELICAN COLD STORAGE & WAREHOUSING COMPANY, LTD.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, That on this 15th 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 William J. Guste, a notary public duly commissioned and qualified in and for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses whose names are hereunto subscribed, personally came and appeared, Chas. H. Behre the president of Pelican Cold Storage & Warehousing Company, Ltd., a corporation duly created and organized under the laws of the State of Louisiana, by act before J. Marshall Quintero, notary public, on the 29th day of February, 1904, recorded in the Mortgage Office for the Parish of Orleans, in Book 781, folio 247, who declared that at a special meeting of the stockholders of the Pelican Cold Storage & Warehousing Company, Ltd., held on the 5th day of July, 1922, being an adjourned meeting of the stockholders adjourned from the 26th day of June, 1922, at which meeting all of the capital stock of said corporation was represented by the owners or holders thereof, in person or by proxy, it was unanimously resolved that Articles IV, V, VII and VIII be amended to read as follows:

IV.—The capital stock of this corporation is hereby fixed at $750,000, divided into and represented by 7,500 shares of the par value of $100 each. Said stock shall consist of two classes, namely, of Common Stock and of Preferred Stock.

Section 1. There shall be issued Preferred stock to the extent of $100,000 divided into and represented by 1000 shares of the par value of $100 each. This Preferred stock shall be entitled, in preference to and in priority over the Common Stock of this corporation, to a dividend in each year at the rate of seven per centum (7%) payable out of the profits of the Company. The said stock shall be entitled to no other or additional dividend or share of the profits or earnings of the company, except the aforesaid 7%, which said dividend shall be cumulative. No dividend shall be paid on the Common Stock until the aforesaid cumulative dividend of 7% on the aforesaid Preferred Stock shall have been declared and set aside for payment to the preferred stockholders. The dividends due on the preferred stock hereunder shall be paid by the company without deduction for any tax now or hereafter levied under the authority of the United States or of the State of Louisiana or any political sub-division thereof. In the event of the liquidation or dissolution of the corporation from whatever cause, voluntary or involuntarily, the holders of the Preferred Stock shall be paid by preference, in full over the holders of the Common Stock, the par value of their shares, together with any dividends unpaid, at the rate of 7% per annum to the date of dissolution or liquidation. No voting power shall be vested in or exercised by the holders of the aforesaid Preferred Stock except as necessitated under the laws of the State of Louisiana. At any meeting, general or special, the board of directors shall have full and complete authority to retire the whole or any part of the outstanding Preferred Stock upon setting aside for payment to the holders of the same $105 per share and all dividends due thereon. Notice of such meeting shall be given for thirty days, either by publication in a daily newspaper of the city of New Orleans once a week during said thirty days, or, at the option of the board of directors, by sending a written notice to the stockholders at the last known address. Should any of said stockholders be unwilling to receive the amount due for retiring the stock, or should the address of any of the stockholders be unknown, then the amount necessary to redeem such stock shall be deposited in any bank or trust company in the city of New Orleans, and notice thereof shall be sent by registered mail to the last known address of the owner of the stock, and if no address is known, by sending it to general delivery, New Orleans. From and after the time that the sum due shall be deposited with the bank or trust company, as aforesaid, the same shall be at the entire risk of the stockholder, and all responsibility of the company shall terminate and all interest of the stockholder shall cease, and all rights and claims of any kind or character against the company arising out of the holding or ownership of said shares shall cease. Should a portion of the said stock only be retired, then the number of shares so retired shall be distributed proportionately among the holders of the said Preferred Stock, and any fractional shares may, at the option of the board of directors, be retired by retiring a share, more or less, as the directors may determine.

Section 2. The Common Stock of this corporation is fixed at the sum of $650,000 divided into and represented by 6,500 shares of the par value of $100 each. The Common Stock shall be entitled to all dividends earned and declared by the board of directors, subject only to the provisions hereinabove set out with respect to the prior payment of dividends to the preferred stockholders. In the event of the dissolution or liquidation for whatever cause, voluntary or involuntary, the rights of the Common stockholders to share in the distribution of the assets of the corporation shall be deferred to the rights of the Preferred stockholders as hereinabove provided. All voting rights and powers of this corporation shall be vested solely in the Common Stock, except as otherwise provided by the law of the State of Louisiana.

Section 3. All stock shall be paid for in cash or property, as provided by law, or by an issue of stock dividends out of the surplus and profits accumulated and undistributed, and in such manner and installments as the board of directors may determine, and such stock shall be full paid and non-assessable. The board of directors is hereby, in its discretion, vested with full power and authority to issue stock dividends.

Section 4. The capital stock of this corporation may be increased to the sum of $1,000,000 and such increase may be made in either Preferred or Common Stock, or both, as may be determined and in such amount as may be determined up to the aforesaid sum of $1,000,000. All transfers of stock shall be made on the books of the company on the surrender of the outstanding certificates, and in accordance with such rules and regulations as may from time to time be prescribed by the board of directors. No stockholder shall have the right to sell or dispose of his stock or pledge or encumber the same, without first offering it in writing, to the other stockholders, through the board of directors, at a price not in excess of the book value of the stock as shown by the last preceding inventory and financial statement of the company's business. The said stockholders shall, in proportion to their respective holdings, have thirty days' notice within which to buy said stock and should any stockholder not desire to purchase his proportion of the stock, then the remaining stockholders shall be entitled to purchase the same on the basis of the valuation stated, in proportion to their respective holdings, and should no stockholder desire to purchase the same, then the board of directors may purchase the same for account of the company. It is understood that all stock issued hereunder is issued in accordance with and held subject to these provisions of the charter.

V.—All the corporate powers of said corporation shall be vested in and exercised by a board of directors composed of five stockholders, to be elected annually on the third Monday of January. All such elections shall be by ballot and conducted at the office of the corporation, under the supervision of two commissioners to be appointed by the president for that purpose, of which election ten (10) days' prior notice shall have been given by the secretary to each holder of common stock, by notice sent to his last known domicile, or place of business, and each share of Common Stock shall be entitled to one vote, to be cast by the owner in person, or by written proxy. The directors thus elected shall serve and continue in office until their successors shall have been elected.

Vacancies occurring in said board, from any cause whatever, shall be filled by the remaining directors; and any director who may be compelled to be absent from this state, may appoint, under writing, another holder of Common Stock to act as his proxy on said board and exercise for the time being all the powers of such absent director. Three directors shall constitute a quorum, for the transaction of any business. The said board of directors shall make all by-laws, rules and regulations for the government of the affairs and business of the company, and alter, amend and change the same at pleasure. They shall also have full power to buy, sell, mortgage and pledge any and all property, real or personal, whenever in their judgment they may deem such acts necessary and proper, without recourse to the vote of the holders of Common Stock, and shall have power to hire, employ and discharge and to fix all salaries and compensations, and generally do all things necessary in the transaction of the business and affairs of the company.

And the board of directors shall have full authority to carry out the powers herein granted without recourse to any vote or grant of power by the holders of Common Stock, and shall have like full power and authority to buy and sell and to receive in pledge or to hypothecate the shares of the capital stock of any other corporation erected for like purposes with this corporation; to issue bonds upon such conditions as they may deem proper and to pledge or mortgage any property of the corporation to secure the payment of such bonds.

VII.—The annual meeting of the shareholders shall be held on the third Monday of January of each year; and meetings of the shareholders may be called by the president or board of directors upon ten days' notice, given in a daily paper published in the City of New Orleans, or sent by mail, provided that meetings of shareholders may be held and business transacted by them at any time when all of the shareholders are present, or are represented by proxy at each meeting and formal notice of the meeting is waived in writing.

VIII.—This act of incorporation may be changed, modified or altered, the capital stock increased or decreased, or the corporation may be dissolved if three-fourths of the stockholders convene for that purpose and after fifteen days' previous notice shall have been given either by mailing notice to the last known address of each stockholder or by advertisement at least twice in a daily newspaper published within ten days next preceding the date of the meeting.

And the said appearer further declared that he is authorized, empowered and directed to sign and execute all necessary acts and proceedings to carry out and effect the said amendments; and he does now appear before me, notary, in order to make proper notarial record of said amendments and to have same recorded, as required by law, all of which will more fully appear by reference to a certified copy of the minutes of said stockholders meeting, hereto attached.

Thus done and passed in my office in city of New Orleans, on the day and in the month and year first above written, and in the presence of I de Villeneuve and S. S. Kiblinger, competent witnesses, who have hereunto affixed their signatures, with the said appearer and me, notary, after due reading of the whole.

Witnesses: I de Villeneuve, S. S. Kiblinger.

(ORIGINAL SIGNED):
CHAS. H. BEHRE.
(Seal): WILLIAM J. GUSTE,
Notary Public.

Recorded, Parish of Orleans, M. O. B. 268, folio 497.

A true copy:
(Seal): WILLIAM J. GUSTE,
Notary Public.

July 27—Aug. 31.

CHARTER OF GOLDSMITH COFFEE AND RICE CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this 7th 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, William J. Guste, a Notary Public duly commissioned and qualified in and for the above parish and state, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several parties whose names are hereunto subscribed, who severally declared that, availing themselves of the laws of the state of Louisiana, in such cases made and provided, and more particularly of Act 267 of the General Assembly of the state of Louisiana of 1914 relating to the creation, organization and formation of corporations, they have covenanted and agreed, and by these presents do hereby covenant, agree and bind themselves, as well as all other persons as may hereafter become associated with them, to form a corporation for the objects and purposes under the articles and stipulations following, which they hereby adopt as their charter, to-wit:

ARTICLE I. The name and title of this corporation shall be Goldsmith Coffee and Rice Company, Incorporated, and under its corporate name it shall have power and authority to have and enjoy corporate existence for a period of ninety-nine years from date hereof, unless sooner dissolved by liquidation or otherwise. It shall have power to contract, to sue and be sued; to make and use a corporate seal, and to alter and break the same at pleasure; to hold, receive, lease, purchase, transfer, assign, mortgage, hypothecate, pledge or otherwise dispose of property, real, personal or mixed, corporeal and incorporeal; to issue bonds and, if desired, to secure same by mortgage; to hold stocks in other companies; to make and elect officers and directors; to make and establish, alter and amend by-laws, rules and regulations for its proper government, as may be deemed necessary and proper for the extension of the business in which the corporation is engaged.

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

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

To engage in and conduct a general merchandise, produce, commission, and exporting and importing business; to buy, sell, export, import and otherwise deal in groceries, foodstuffs, raw and finished agricultural products, merchandise and manufactured articles of any nature whatsoever; to manufacture, store, refine, transport and otherwise deal in agricultural products, manufactured articles or merchandise of any nature whatsoever, and generally to do and perform all things pertinent to and incidental to the carrying out and proper execution of the objects and purposes hereinabove mentioned.

ARTICLE IV. The capital stock of this corporation is hereby fixed at the sum of Fifty Thousand Dollars ($50,000.00), and shall be divided into and represented by five hundred shares of common stock of the par value of One Hundred Dollars each.

Said stock shall be paid for in cash, or for property, or services actually rendered to the corporation, or other equivalent of cash as provided by law, and in such manner and at such time and in such installments as may be prescribed by the Board of Directors.

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

ARTICLE V. The capital stock of this corporation may be increased to the sum of One Hundred Thousand Dollars ($100,000.00) by vote of two-thirds of all the stock present or represented at a special meeting called for that purpose, or at a regular annual meeting of the corporation.

ARTICLE VI. All certificates of stock issued by this corporation shall be signed and counter-signed by the President or Secretary-Treasurer.

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

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

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

The first Board of Directors of this corporation shall be composed of the following: Jake F. Goldsmith, Sam Kessler, Jr., Charles Levy, with the following as officers: Jake F. Goldsmith, President; Sam Kessler, Jr., Secretary-Treasurer; and they shall serve until the second Wednesday of August, 1923, or until their successors are elected and qualified.

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

Each stockholder shall at such annual meeting or other meeting, general or special, be entitled, in person or by proxy, written or telegraphic, to one vote for each share of stock owned by him. The election shall be held under such rules and regulations as may be from time to time determined by the Board of Directors.

The directors, when elected, shall hold office for one year, or until their successors shall have been elected and qualified, and failure to hold the annual meeting of stockholders or to elect annually directors shall not operate the forfeiture of this charter or any rights thereunder.

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

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

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

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

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

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

Thus done and passed at my office in the city of New Orleans, on the day and in the month and year herein first above written, and in the presence of Paul E. Chasez and I. De Villeneuve, competent witnesses, who have hereunto signed their names, together with said appearers and me, Notary, after due reading of the whole.

Witnesses:
PAUL E. CHASEZ.
I. DE VILLENEUVE.
(Original signed)
WILLIAM J. GUSTE.
Notary Public.

A true copy:
WILLIAM J. GUSTE.
Notary Public.

State of Louisiana, Parish of Orleans. I, Recorder of Mortgages for the Parish of Orleans, do hereby certify that the above and foregoing charter of the Goldsmith Coffee and Rice Co., Inc., has been duly recorded in M. O. B. 1268, folio 486.

New Orleans, La., July 13, 1922.
(Signed) J. M. SEEMAN,
Asst. Dy. R.

July 27-Aug. 31

CHARTER OF NEW ORLEANS COMPRESS CO., INC.

United States of America, State of Louisiana, Parish of Orleans. Be it known that on this 1st day of the month of August, in the year of our Lord, one thousand nine hundred and twenty-two (1922), and of the independence of the United States of America, the one hundred and forty-sixth, before me, Watts K. Leverich, a Notary Public duly commissioned and qualified in and for the parish of Orleans, state of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who declared that, availing themselves of the laws of this state relative to the organization of corporations, they have covenanted and agreed and do by these presents covenant, agree, bind, form and constitute themselves as well as such persons as may hereafter join or become associated with them, into a corporation or body politic in law, for the objects and purposes and under the agreements and stipulations following, to-wit:

ARTICLE I. The name and title of this corporation shall be New Orleans Compress Co., Inc., and under its corporate name it shall enjoy succession for the full term and period of ninety-nine years from and after the date hereof, and shall have power and authority to contract, sue and be sued; to accept and receive mortgages, pledges or other hypothecations; to make and use a corporate seal, and the same to break and alter at pleasure; to purchase, receive, lease, hold or otherwise acquire and convey, as well as mortgage and hypothecate under its corporate name, property, both real, personal and mixed; to borrow money and make and issue bonds, and other evidences of debt, and to secure the same by mortgage or otherwise; to subscribe to and hold stock in other corporations; to acquire, hold and reissue shares of its capital stock; to carry out all of the objects and purposes hereinafter set out; to name and appoint such managers and directors, officers and agents as the interest and convenience of said corporation may require; and to make and establish as well as alter and amend at pleasure such by-laws, rules and regulations for the management and regulation of the affairs of the corporation as may be necessary, proper or convenient; and generally to do all such other acts and things as trading corporations are authorized to do under the laws of the state of Louisiana.

ARTICLE II. The domicile of this corporation shall be in the parish of Orleans, state of Louisiana, and all citations or other legal process shall be served upon the president of the company; or, in his absence, upon the vice-president.

ARTICLE III. The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are hereby declared to be: To conduct a cotton compressing, storage and warehouse business; to carry on the business of public warehousemen, and to issue warehouse receipts, negotiable and/or non-negotiable; to do a general cotton merchandising and export business; to export and deal in cotton and other agricultural products, spot and future; to purchase, hold, improve, develop, sell, mortgage, pledge or otherwise deal in and dispose of real and/or personal property; to exchange its entire capital stock, or any part thereof, for property which it is authorized to acquire; to exchange its entire assets and business, or any part thereof, for property, stocks, bonds or other obligations of other companies, firms or individuals; and generally to do all acts and things necessary, convenient or appropriate to the accomplishment of any of said purposes or germane thereto.

ARTICLE IV. The presently authorized capital stock of this corporation is hereby fixed at the sum of One Million Dollars ($1,000,000.00), divided into and represented by ten thousand (10,000) shares of the par value of One Hundred Dollars ($100.00) per share. The amount of said stock may be increased to Five Million Dollars ($5,000,000.00).

ARTICLE V. No transfer of stock shall be binding upon the corporation unless and until made and recorded upon its books. The corporation shall have the right to refuse to transfer any stock so long as the shareholder demanding the transfer is in any way indebted to the corporation, and the corporation shall have a lien, pledge and privilege on each share of stock to secure any indebtedness due by the shareholder to the corporation.

ARTICLE VI. All the powers of this corporation shall be vested in a Board composed of not less than three nor more than seven directors. The precise number of directors within said limits shall be fixed by the stockholders at the annual meeting, or at a special meeting called for that purpose; provided that in the interval between stockholders' meetings the Board itself may elect additional directors within the maximum limit above provided, if the stockholders shall not have elected the same. A majority of the Board shall constitute a quorum. Said Board of Directors shall be elected annually at the stockholders' meeting to be held annually at the office of the corporation on the second Monday in May of each year, after notice given to each stockholder by mail at least fifteen days before the date of the meeting, addressed to the last designated address of the stockholder; or, if he has designated no address, to the General Delivery at New Orleans. Special meetings of the stockholders may be called by the Board of Directors or by the President or Vice-President at any time and notice thereof shall be given in the manner provided for annual meetings; provided that in all cases all notice may be waived by unanimous consent. Each shareholder shall be entitled to one vote for each share of stock standing in his name on the books of the corporation, said vote to be cast in person or by proxy and a majority of the votes cast shall elect. Failure to elect Directors on the day above specified shall not dissolve the Corporation but the Directors then in office shall remain in office until their succesors are elected and qualify. The Board of Directors shall have power to fill all vacancies which may occur or in any manner arise or be created on the Board, even though no quorum remain at the time such vacancies are to be filled. The Board shall elect from its a number a President, a Vice-President and shall also elect a Secretary and Treasurer who may be the same individual and need not be members of the Board or stockholders; and the Board is expressly authorized from time to time to dispense with any of said officers and/or combine and /or separate any of them, and / or elect any other such officers as the Board may think proper or convenient to the carrying on of the company's business, and to provide that said officers need not be members of the Board or stockholders; and the Board shall fix the salaries of the officers, agents and employees. At any meeting of the Board of Directors, any Director absent from the meeting may be represented by any other Director who may cast the vote of the absent director according to the written instructions, either general or special, of said absent Director. The Board of Directors shall have authority to make and establish, as well as alter and amend, all by-laws, rules and regulations necessary and proper for the support and management of the business and affairs of this corporation and not inconsistent with this charter; and they shall have power to authorize the borowing of money and the issuance of notes and the execution of pledges and mortgages, and generally to do all things necesary or convenient for the proper carrying on of the business of the corporation.

Until a general meeting of the stockholders for election of Directors to be held in 1923, or until their duly qualified successors are elected and installed, the Board of Directors shall be composed of the following: H. Jeppesen, h. A. Naman and J. W. Buchanan, the post office address of all of whom in United Cotton Building, New Orleans, Louisiana. Pending the general meeting of stockholders in 1923, these Directors may elect other Directors up to a total of Five (5).

ARTICLE VII. This act of incorporation may be changed, modified or amended, or the corporation dissolved by a vote of two-thirds of the entire capital stock present or represented at a general meeting of the stockholders convened for such purpose, after previous notice shall have been given in the manner above required, to be given of the annual meeting of the corporation.

ARTICLE VIII. If this corporation shall be dissolved, either by liquidation or from any other cause, its affairs shall be liquidated by three commissioners to be appointed at the meeting of stockholders convened for the purpose of liquidation, and to be elected by the majority vote of all the stockholders voting upon a parity. Said liquidators shall remain in office until the affairs of the corporation shall have been fully settled and liquidated, and they shall have full power and authority to transfer and give title to all the property and assets of the corporation and to distribute the proceeds. In case of death, disability or resignation of one liquidator, the vacancy shall be filled by the survivor.

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

In order that this charter may serve as the original subscription list, the subscribers hereto have indicated opposite their respective signatures the number of shares of stock subscribed for by each of them.

There is annexed hereto to be read in connection herewith an accurate, detailed and itemized description of certain property conveyed to this corporation for payment of subscriptions to its capital stock, together with a statement of the value thereof, as appraised by the directors.

Thus done and passed at my notarial office in the city of New Orleans, state of Louisiana, on the day, month and year first hereinabove written, in the presence of Monte M. Lemann and Louis Bethancourt, competent witnesses, who have hereunto subscribed their names, together with me, Notary, and the said appearers, after due reading of the whole.

(Original signed)
Witnesses: Monte M. Lemann, L. Bethancourt.
WATTS K. LEVERICH,
Notary Public.

A true copy:
(Seal) WATTS K. LEVERICH,
Notary Public.

Aug. 10—Sept. 14.

CHARTER OF THE H. O. STACE REAL ESTATE AND INVESTMENT CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this day of the month of , 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, Cornelius W. Puneky, a Notary Public, duly commissioned and qualified in and for the parish of Orleans, in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the parties whose names are hereunto subscribed, all of full age, who declared that availing themselves of the provisions of the laws of this state relative to corporations, they have covenanted and agreed, and by these presents covenant and agree and bind themselves, as well as such other persons as may hereafter become associated with them, to form and constitute a corporation and body politic in law, for the purposes and objects and under the stipulations and articles following, to-wit:

ARTICLE I. The name of this corporation shall be The H. O. Stace Real Estate and Investment Co., Inc.

ARTICLE II. The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are declared to be the following, to-wit: To own, buy, mortgage, improve, deal in and sell real estate in every branch, and to do all such things as may be incident thereto.

ARTICLE III. The capital stock of said corporation shall be Ten Thousand Dollars ($10,000.00), divided into and represented by one hundred shares of the sum of One Hundred Dollars ($100.00) each, payable in cash, property or for good will.

The corporation shall commence doing business as soon as Five Thousand Dollars of the capital stock shall have been subscribed and paid for.

Any stockholder may sell, assign or transfer his stock in this corporation, provided thirty days' notice of such intention to sell, assign or transfer the same be given the company, and the other stockholders shall have the first privilege of purchasing same at book value, after which thirty days' notice the said stock may be sold in open market.

ARTICLE IV. The domicile of the said corporation shall be in the city of New Orleans, state of Louisiana.

The president or, in his absence, the vice-president shall be the proper person upon whom citation or other legal process shall be served.

This corporation, unless sooner dissolved, shall exist and continue for the period of ninety-nine years from and after the date hereof.

ARTICLE V. All corporate powers shall be vested in a Board of Directors composed of not less than three stockholders. The Board of Directors may fill vacancies in their number, however caused, by election from among the stockholders.

The first Board of Directors shall consist of Mrs. Harry O. Stace, who shall be president, and whose postoffice address is No. 1054 Magazine street, New Orleans; Arthur V. Robertson, who shall be vice-president, and James J. Landry, who shall be secretary-treasurer, and whose postoffice address is No. 1054 Magazine street, New Orleans, La.

Said board shall continue in office until January 2, 1923, on which date and thereafter annually a Board of Directors shall be elected on the second day of January of each year, unless the same shall be a legal holiday, when the election shall be held on the next legal day thereafter.

The said board is further authorized to frame and adopt such by-laws, rules and regulations as the affairs and business of the corporation may require, and as it may deem necessary for the conducting and management thereof.

ARTICLE VI. This charter may be amended and the capital stock of this corporation may be increased or decreased, or the corporation may be dissolved in the manner and method provided by law.

ARTICLE VII. No stockholder shall ever be held liable or responsible for the contracts or faults of this corporation in any further sum than the unpaid balance on the stock for which he has subscribed, nor shall any mere informality in organization have the effect of rendering this charter null or of exposing a stockholder to any liability than as above provided.

ARTICLE VIII. Whenever this corporation shall be dissolved, whether by limitation or from any other cause, the affairs thereof shall be liquidated by three stockholders to be elected and qualified in the manner provided by law. And they shall continue in office until the affairs of this corporation shall have been fully settled and liquidated. In case of the death of one of the liquidators, or his refusal or inability to serve, the remaining liquidators may themselves proceed with all the power and authority vested in the full membership.

The present incorporators, in subscribing for the respective number of shares of the capital stock of this corporation as set forth after their names, have made full and complete payment for same in cash, except as follows: Payment for $3,000 of the amount subscribed by Mrs. H. O. Stace has been made and accepted by the present Board of Directors at a full valuation made by them, in the property and itemized statement of its value thus placed by the directors, following:

Real estate consisting of the following items:

Item 1. Two (2) certain lots, or parcels of land, lying, situated and being in the city of New Orleans, state of Louisiana, and being more particularly described as lots Nos. 25, 26, in square No. 102, on the map of the New Orleans Land Company's land, the same in size and location to be in accordance with said map or plan of lots on file in the City Engineer's office of said city of New Orleans. Lots Nos. 25 and 26 measure each 25 feet front on St. Louis street by a depth between equal and parallel lines of 122.75 feet towards Memphis street, in the square bounded by Mouton and Ridgeley streets. Lot No. 25 forms the corner of St. Louis and Ridgley streets, which item is taken at a valuation of $400.00.

Acquired by Mrs. Olga Svidelle Stace, wife of Harry O. Stace, with her paraphernal funds, from the New Orleans Land Company, by act before J. C. O'Conner, Notary Public, by acknowledgment before him on July 7, 1921, and registered on same day in Conveyance Office, book 341, folio 136.

Item 2. Two (2) lots, or parcels of land, lying, situated and being in the city of New Orleans, state of Louisiana, and being more particularly described as lots Nos. 23 and 24, in square 55, on the map of the New Orleans Land Company's land, the same in size and location to be in accordance with said map or plan of lots on file in the City Engineer's office of said city of New Orleans. Lots 23 and 24 measure each 25 feet front on Catina street by a depth of 120 feet between equal and parallel lines towards West End boulevard, in square bounded by Conrad and Walker streets, which item is taken at a valuation of $400.00.

Acquired by Mrs. Olga Svidelle Stace, wife of Harry O. Stace, with her paraphernal funds, from the New Orleans Land Company, by act under private signature, dated March 8, 1915, duly acknowledged on March 9, 1915, before John Wagner, Notary Public, and registered in Conveyance Office, book 273, folio 383.

Item 3. Five (5) certain lots of ground in the parish of Jefferson, state of Louisiana, in Metairie Heights Subdivision, designated as lots Nos. 191, 193, 195, 197 and 199, on a certain plat drawn by Walters & Daniel, surveyors, annexed to an act of deposit before Gustaf R. Westfeldt, Jr., in the city of New Orleans, under date of May 26, 1913, according to which plat said lots measure each 25 feet front on Metairie Heights avenue by 125 feet in depth, between parallel lines.

Acquired by Mrs. Olga Svidelle, wife of Harry O. Stace, with her paraphernal funds, from the Fidelity Land Company, Ltd., by act before Wm. J. Formento, Notary Public, dated May 11, 1914, registered in Conveyance Office, book 45, folio —, parish of Jefferson, which item is taken at a valuation of $300.00.

Item 4. Three (3) lots of ground, together with all improvements thereon, and all the rights, ways, privileges, servitudes and advantages thereunto belonging or in any wise appertaining situate in the town of Mandeville, parish of St. Tammany, state of Louisiana, designated by Nos. 65, 66 and 67, in square bounded by Coffee, Mathis, Livingston and the property of the New Orleans Great Northern Railroad, and according to a map of subdivision of double square No. 37, filed in the office of the Clerk of Court and Recorder for the parish of St. Tammany, Louisiana, said lots adjoin and measure each 39 feet 1 inch front on Coffee street by 145 feet in depth, between equal and parallel lines.

Acquired by Mrs. Olga Svidelle Stace, wife of Harry O. Stace, with her paraphernal funds, from Gustave Mathis, by act under private signature, dated July 20, 1920, duly acknowledged before John R. Upton, Notary Public, on July 20, 1920, and recorded July 21, 1920, in book 78 of Conveyance, page 187, in records of parish of St. Tammany, which item is taken at a valuation of $100.00.

Item 5. Three (3) lots, parish of Plaquemines, village of Dalcour, Nos. 6, 7 and 8, square 3, lot 6 fronting on Yoakum boulevard and lots 7 and 8 fronting on Riverview drive, being further bounded by Hughes and First streets, on plan of A. C. Duval, Civil Engineer.

Acquired by Mrs. H. O. Stace, wife of H. O. Stace, with her paraphernal funds, by act under private signature, from the Fidelity Land Company, Ltd., under date of June 22, 1916, duly acknowledged before Frank W. Hart, Notary Public, on same day, which item is accepted and taken at a valuation of $100.00.

Item 6. Twelve (12) lots, Alluvial City, parish of St. Bernard, per plan of H. C. Smith, December, 1914. Lots Nos. 31, 32, 35, 33, 30, 36, 37 and 38, each 30 feet on Avenue A by 150 feet deep, in square No. 2. Lots 3, 4, 5 and 6, each 30 by 150 feet deep, in same square.

Acquired by Mrs. Olga Svidelle, wife of H. O. Stace, with her paraphernal funds, by act before Gus. A. Llambias, Notary Public, dated September 8, 1921, which item is taken for $700.00.

Item 7. Three (3) certain lots of ground, together with all the buildings and improvements thereon, with all the rights, ways, privileges, servitudes and advantages thereunto belonging or in any wise appertaining, situated in the First District of New Orleans, in square 157, bounded by Magazine, Calliope, Constance and Poeyfarre streets, designated by Nos. 1, 2 and 3, on a plan by Hunter Stewart, surveyor, under date of May 5, 1888, annexed to an act before A. V. Philip, Notary Public, on July 16, 1888, which said lots measure as follows: Lot No. 1 measures 31 feet 9 inches and 5 lines front on Magazine street by 115 feet in depth, between parallel lines; lots Nos. 2 and 3 adjoin each other and measure each 31 feet 9 inches and 4 lines front on Magazine street by 115 feet in depth, between parallel lines, having the use of an alley in the rear opening into Calliope street and measuring 10 feet wide.

Acquired by Mrs. Olga Svidelle Stace, widow of Harry O. Stace, as follows: One-half interest, as wife, in community of Harry O. Stace, by purchase during said community by her husband, Harry O. Stace, on February 19, 1921, registered in Conveyance Office, book 332, folio 211; Mortgage Office, book 1254, folio 73; by notarial act before W. Morgan Gurley, Notary Public. One-half interest by inheritance as widow and sole and only heir of Harry O. Stace, by judgment in the succession of Harry O. Stace, rendered and signed February 13, 1922, and registered in Conveyance Office, book 346, folio 371. Which item 7 is taken at a valuation of $1,000.00.

The present Board of Directors, namely, James J. Landry, Arthur V. Robertson and Mrs. Olga Svidelle Stace, being sworn by me, notary, according to law, declare under oath that the above properties are fully worth the appraisements hereinabove made by them, as appears next to each item, and further, from mortgage and conveyance certificates obtained, it does not appear that said property has been encumbered or alienated by Mrs. H. O. Stace, and from tax receipts for the years 1919, 1920 and 1921 it appears that all taxes on said properties have been duly paid, and the aforesaid described properties have been transferred and accepted by notarial act before the present Notary on this 31st day of July, 1922, for payment of subscriptions of Mrs. H. O. Stace for 30 shares of the capital stock of this corporation.

Thus done, sworn to and passed before me in my office at New Orleans, on the day, month and year first above written, in the presence of Wm. Boizelle and Wm. Williams, competent witnesses, who hereunto sign their names with the said appearers and me, Notary, after reading of the whole.

Original signed: Arthur V. Robertson, 1 share; Mrs. H. O. Stace, 30 shares; James J. Landry, 1 share.

Witnesses: Wm. Boizelle, Wm. Williams.

C. W. PUNEKY,
Notary Public.

I, the undersigned Recorder of Mortgages for the parish of Orleans, state of Louisiana, do hereby certify that the above and foregoing act of incorporation of the H. O. Stace Real Estate and Investment Co., Inc., was this day duly recorded in my office, in book 1268, folio —

New Orleans, Aug. 1, 1922.
ROBT. SCOTT,
Deputy Recorder of Mortgages.

A true copy:
(Seal) C. W. PUNEKY,
Aug. 3—Sept. 7. Notary Public.

CHARTER OF FRERET DRUG CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this day, the 31st of the month of July, in the year of our Lord, one thousand nine hundred and twenty-two, before me, Albert David Henriques, a Notary Public, in and for the parish of Orleans, aforesaid, 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, all of the full age of majority and residents of the city of New Orleans, who declared that, availing themselves of the provisions of the laws of this state, in such cases made and provided, relative to the organization of corporations, and more particularly Act No. 267 of the General Assembly of the state of Louisiana for the year 1914 (approved July 9, 1914), they have covenanted and agreed, and do by these presents covenant and agree, bind, form and constitute themselves, as well as such other persons as may hereafter join or become associated with them, in a corporation and body politic in law, and for the objects and purposes and under the agreements and stip