CHARTER. CHARTER. CHARTER CHARTER. CHARTER. CHARTER.

ARTICLES OF INCORPORATION BURNSTEIN-STEINAU, INC.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known that on this third day of the month of August, in the year one thousand nine hundred and twenty-two (1922), before me, Bernard Titche, a Notary Public in and for the parish of Orleans, state of Louisiana, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, all above the full age of majority, who severally declared that, availing themselves of the laws of the state of Louisiana, particularly Act 267 of 1914, relative to the organization of corporations, they do by these presents agree and bind themselves, as well as such other persons as may hereafter become associated with them, to form and constitute a corporation for the objects and purposes and under the articles and stipulations following, to-wit:

ARTICLE I. The name, style and title of this corporation shall be Burnstein-Steinau, Inc. and under that name it shall have and enjoy all the rights, advantages and privileges granted by law to corporations, and shall exist for the full term and period of ninety-nine years from this date. It shall have power to contract, sue and be sued; to make and use a corporate seal and the same to alter and break at pleasure; to hold, receive, lease, purchase, sell and convey, as well as mortgage, hypothecate and pledge property, real, personal and mixed, corporeal and incorporeal; to name and appoint such managers, directors, officers, agents and other employees as its interests and convenience may require, and to make and establish as well as alter and amend, from time to time, such by-laws, rules and regulations as may be necessary and expedient for the proper management and government of the affairs of said corporation.

ARTICLE II. The domicile of this corporation is hereby fixed in the city of New Orleans, state of Louisiana, and all citations or other legal process shall be served upon the president of this corporation; or, in his absence, upon its secretary-treasurer.

ARTICLE III. The objects and purposes for which this corporation is established and the nature of the business to be carried on by it are hereby declared to be: Retail dealer in shoes, and to do all acts and handle all merchandise as is usually sold by retail shoe dealers.

ARTICLE IV. The capital stock of this corporation shall be Twenty Thousand Dollars ($20,000.00), divided into two hundred (200) shares of One Hundred Dollars ($100.00) each, to be paid for in cash. The corporation, by a vote of the majority of the entire Board of Directors, may be authorized to increase the capital stock up to Fifty Thousand Dollars ($50,000.00), which stock shall be paid for in cash, or in property, or its equivalent; or if not in cash, then the Board of Directors of the company shall determine the value of such equivalent offered.

ARTICLE V. All the corporate powers of this company shall be vested in and the management and control of its affairs shall be exercised by a Board of Directors composed of four stockholders. A majority of said directors shall constitute a quorum for the transaction of all business. The directors shall be elected annually, by ballot, by the stockholders, on the third Tuesday of January in each year. Each stockholder shall be entitled, in person or by proxy, to a vote for every share owned by him, and all elections shall be held under such rules and regulations as may be determined by the Board of Directors, after fifteen (15) days' notice by mail of such election shall have been sent to each stockholder at his last known address. All voting shall be by ballot. The directors thus elected shall continue in office for one year, or until their successors shall have been duly elected and qualified. No failure to elect shall be regarded as a forfeiture of this charter. Any vacancy occurring on said board shall be filled by the remaining directors for the unexpired term; the said board shall likewise elect the additional members in case they should determine to increase the number of said board. Said board shall have the right to segregate the offices of secretary and treasurer, and to appoint a secretary, who need not be either a director or stockholder, as also the right to appoint and dismiss such clerks, managers and other employees of the corporation as conditions may justify or the business of the corporation may require. The tenure of office of all the employees of the corporation shall be during the pleasure of the Board of Directors. Any of the directors shall have the right to appoint, by written instrument, another director or stockholder to act as his proxy and in his stead at any and all meetings of the Board of Directors. The first Board of Directors shall be composed of Joseph Burnstein, Joseph L. Steinau, D. Sylvan Steinau and Mrs. Joseph Burnstein.

The postoffice addresse of all said directors are as follows: Joseph L. Steinau, 7911 St. Charles avenue, New Orleans; D. Sylvan Steinau, 7911 St. Charles avenue, New Orleans; Joseph Burnstein, 1134 Broadway, New Orleans; Mrs. Joseph Burnstein, 1134 Broadway, New Orleans.

The officers of this corporation shall be a president and a secretary-treasurer. The offices of secretary and treasurer may be divided. Joseph Burnstein shall be the first president and Joseph L. Steinau the first secretary-treasurer.

Immediately after the Board of Directors are elected at the meeting of shareholders, or as soon thereafter as practicable, the board shall proceed to elect the officers of the company, who shall hold office until their successors are elected.

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

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

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

ARTICLE X. All sales and other transfers of any of the stock of this corporation shall be void unless said stock shall have been previously offered to the then existing stockholders through the Board of Directors at a stipulated price; and if the board, for said stockholders, does not see fit to purchase said stock, then it shall not be sold at a loss price, or upon more favorable terms, without likewise offering it to the board at such price and upon such terms.

In case of sale or transfer of stock, the then holders of stock of the company shall have the right to purchase said stock in the ratio of their holdings of stock of the company. This provision shall be written, printed or stamped on each certificate of stock.

ARTICLE X. This corporation is organized under the laws of the State of Louisiana, and especially Act No. 267 of 1914, and the subscribers hereto, for themselves and said corporation, and for its officers, directors and stockholders, hereby accept, as part of this charter and as conditions of this corporation, all the rights, powers, privileges and immunities granted to corporations and granted to and conferred upon officers, directors and stockholders of corporations by said laws and said act; such acceptances being as full, complete and binding as if said rights, powers, privileges and immunities were set forth at length in this instrument.

Thus done and passed in my natorial office in the City of New Orleans, aforesaid, in the presence of H. M. Kaiser and Elsie G. Johnson, competent witnesses of lawful age and residing in this city, who hereunto subscribe their names, together with said parties and me, Notary, on the day and date set forth in the caption thereof.

Original signed: J. Burnstein, 95 shares; J. L. Steinau, 95 shares; D. Sylvan Steinau, 5 shares; Mrs. J. Burnstein, by J. Burnstein, 5 shares.

Witnesses: H. M. Kaiser, Elsie G. Johnson.

BERNARD TITCHE,
Notary Public.

A true copy:
BERNARD TITCHE,
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 Burnstein-Steinau, Inc., was this day duly recorded in my office in book —, folio.

(Signed) ROBT. SCOTT, Dy. Rec.

I hereby certify the above and foregoing to be a true and correct copy of the original act of incorporation of Burnstein-Steinau, Inc., together with the certificate of the Recorder of Mortgages, on file and of record in my office.

In faith whereof, I hereunto set my hand and seal on this 5th day of August, 1922.

ROBT. SCOTT, Dy. Rec.

Aug. 10-Sept. 14

CHARTER OF W. J. RICHARDS, JR., CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on this twenty-fourth day of the month of June, in the year of our Lord, one thousand, nine hundred and twenty-two, and the independence of the United States of America, the one hundred and forty-sixth, before me, William F. Conkerton, 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 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, they have covenanted and agreed, and do, by these presents, covenant and agree and bind themselves, as well as all other persons who may hereafter become associated with them, to form a corporation, and body politic, in law, for the objects and purposes and under the articles and stipulations, following, to-wit:

ARTICLE I—The name of this corporation shall be "W. J. Richards, Jr., Co., Inc.", and under its said corporate name, it shall have power and authority to enjoy corporate existence and succession for the full term of ninety-nine years, from and after the date hereof, to contract, sue and be sued, to make and use a corporate seal, and to alter and break the same at pleasure; to acquire by grant, gift or otherwise hold, receive, hypothecate, convey, sell, lease, pledge, mortgage and dispose of property, real, personal and mixed; to issue negotiable bonds and notes or other evidences of debt; to name and appoint such managers, agents, directors and officers, as its business interest and convenience may require; to make and establish, as well as to alter and amend, from time to time, such by-laws, rules and regulations for the proper management of the affairs of this corporation, as the same may be necessary and proper; said corporation shall have further power to acquire, sell and dispose of capital stock in other corporations; and further enjoy and exercise all the rights and privileges and grants under the laws of this state and more particularly under Act 267 of the Louisiana Legislature of 1914.

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 hereby declared to be:

To conduct and carry on the business of wholesale fruit and produce merchants and commission merchants, as well as any other business incidental thereto or connected therewith.

ARTICLE III—The capital stock of this corporation is hereby fixed at the sum of five thousand ($5,000.00) dollars, to be represented by fifty (50) shares of the par value of one hundred ($100.00) dollars per share, payable at such time and in such installments, and under such conditions as the board of directors may determine. This corporation shall be a going concern and authorized to do business, as soon as fifty (50%) per cent. of its authorized capital shall be subscribed for, and at least fifty (50%) per cent. of all stock so subscribed for, shall be paid for. Stock of this corporation shall only be issued for cash, or for services rendered, property or other valuable considerations, enuring to this corporation, according to the exclusive judgment and findings of the board of directors thereof.

ARTICLE IV—In the event any holder or owner of stock, as well as his widow, estate or heirs, desires to sell or dispose of the same, such holder or owner, as well as his widow, estate or heirs, must first tender such stock to the other stockholders, through the board of directors, for purchase for a period of thirty days, in writing, at the price of said stock on the books of the corporation; and during such period of thirty days, the said stockholders shall have the exclusive right to accept or reject the purchase of said stock, as they may elect; and in the event said stockholders, through said board shall fail to make said purchase within the said period at the price offered, under the conditions aforesaid, then and in that event, the stockholder or stockholders, his widow, estate or heirs, desiring to dispose of his stock may sell the same to such other person or persons as he may see fit.

ARTICLE V—The domicile of this corporation shall be in the City of New Orleans, La., where all meetings of the stockholders or directors must be held, provided, that with the written consent of all the directors, valid meetings of the directors may be held outside of the state, or within the state, elsewhere than at its domicil. Citation shall be served upon the president, or in his absence or disability upon the vice-president; and in the absence or disability of the latter, upon the secretary-treasurer.

ARTICLE VI—All the corporate powers of this corporation shall be vested in and exercised by a board of directors, composed of three stockholders, a majority of whom shall constitute a quorum for the transaction of all business. Said directors shall be elected on the fourth Monday of June of each year, commencing with the fourth Monday of June, 1923, with the understanding that the first board of directors selected by the stockholders, and named in this charter, as well as the first set of officers, as hereinafter named, shall hold office until the fourth Monday of June, 1923, or until their successors have been elected and have qualified.

After the election of said board of directors, by the holders of stock, as herein provided, there shall be elected by said directors from their own number, the officers of the corporation, which are as follows: 1st: A president; 2nd: A vice-president; 3rd: A secretary and 4th: A treasurer,—which last two offices shall be combined in one person.

The first board of directors, and the officers of this corporation as selected by the stockholders, together with their post office addresses are as follows: W. J. Richards, Jr., president, care French Market, New Orleans, La.; A. Glerieso, vice-president, 531 St. Ann Street, New Orleans, La.; A. St. Raymond, secretary-treasurer, 926 North Broad Street, New Orleans, La.

ARTICLE VII—The annual meeting of the stockholders of this corporation for the election of directors shall be held on the fourth Monday of June of each year, commencing with the fourth Monday of June, 1923. The election for said directors shall be by ballot and the majority in amount of stock, voting, whether in person or by proxy, shall elect the person for whom they are cast; each share of stock voted upon, to be counted but for one vote. Said stock shall not be entitled to cumulative voting.

The board of directors shall give at least fifteen days' notice by mail of the election of said directors, and shall appoint one or more stockholders to preside at such elections. Any failure from any cause whatsoever to elect directors on the day named for that purpose shall not dissolve this corporation, but the directors and officers then in office, shall hold over until their successors are chosen and qualified.

Said board of directors is further authorized to frame and adopt by-laws, ruules and regulations as the affairs and business of the company may require, and it may deem necessary for the conducting and management thereof, provided, the same does not conflict with the charter and the laws of the State of Louisiana, and those of the United States of America; to name and appoint such managers, fix their compensation and terms of employment, as well as name and appoint agents and employees as in its discretion may seem fit and proper, as well as to fix the salaries and terms of employment of the officers, employees and clerks and assistants.

ARTICLE VIII—The board of directors is specially vested with the power to acquire and purchase such property or business, or good will, or all of these from individuals, firms or other corporations, as said board of directors may deem advisable and proper, and at such price and on such terms as they may deem best, and to pay therefor in the capital stock of this corporation or otherwise.

ARTICLE IX—No stockholder shall ever be held liable or responsible for the contracts, faults, or debts of this corporation, nor shall any mere informality in its organization, have the effect of rendering this charter null, or of exposing its stockholders to any liability beyond the unpaid balance due on the stock owned by them.

ARTICLE X—The names and post office addresses of the subscribers to these articles of incorporation and the number of shares of stock subscribed for by each, are as follows: W. J. Richards, Jr., twelve (12) shares; A. Glorioso, one (1) share; A. St. Raymond, twelve (12) shares.

ARTICLE XI—All stockholders' meetings, for the election of directors, as above stated, shall be held after fifteen days' written notice mailed to each stockholder. Other stockholders' meetings may be held when ordered by the board of directors, or when requested by at least twenty-five (25%) per cent. of the outstanding stock. Notice of all stockholders' meetings, other than adjourned meetings, shall be in the manner prescribed for stockholders' meetings for the election of directors, unless such notice is waived by unanimous consent.

ARTICLE XII—This charter may be amended, altered or changed, at a special meeting of the stockholders called for that purpose—notice of which is to be given in accordance with the provisions of this charter,—by the vote of two-thirds of all the capital stock.

ARTICLE XIII—This charter may be dissolved by the vote of two-thirds of all its outstanding stock, and upon complying with the requirements of Section 28 of Act 267 of the Louisiana Legislature for the year 1914 and in the event of such dissolution, two liquidators shall be named and appointed with all the necessary powers and authority—all in the manner and as provided by said legislative act.

ARTICLE XIV—Whereas, the subscriptions of Albert St. Raymond and W. J. Richards, Jr., up to the sum of fourteen hundred ($1,400.00) dollars, for capital stock in this corporation consists in property to be transferred to this corporation, in accordance with the provisions of Section 3 of Act 267 of 1914, there is now annexed to these articles of incorporation, and to be read in connection therewith, an accurate, detailed and itemized description of such property, as to amount, location, extent, character and state of improvement, together with a statement of its value as appraised by the directors of this corporation, the same as if set forth in full in this charter.

Thus done and passed in my office, on the day and date first above written, in the presence of Messrs. Arthur J. Ryan and Leon Solis Cahn, both competent witnesses, domiciliated in this city, who signed these presents, together with the parties, and me, notary, after a due reading of the whole, the parties hereto affixing opposite their respective names their respective subscriptions to the capital stock of this corporation which shall constitute the original subscription list of stock subscribed in this corporation.

Witnesses: 1. Arthur J. Ryan; 2. Leon S. Cahn.

(ORIGINAL SIGNED)

A. St. Raymond, 12 shares; A. Glorioso, 1 share; W. J. Richards, Jr., 12 shares.

(Seal) WM. F. CONKERTON,
Notary Public.

A true copy:
(Seal) WM. F. CONKERTON,
Notary Public.

Aug. 17—Sept. 21.

AMENDMENT TO CHARTER OF PROGRESSIVE LUMBER CO., INC.

United States of America, State of Louisiana, Parish of Oleans, City of New Orleans, Be it known, that on this fourteenth day of the month of August, 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 John Hennessey, 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, Michael F. Wild and C. E. Lee Dunn, of the full age of majority and residents of this city, herein acting in their capacity as vice-president and president espectively, of the Progressive Lumber Company, Inc., a duly incorporated institution of this state, domiciled in this city, created by an act passed before me, the undersigned notary public, on March 25th, 1922, and recorded in the Mortgage Office of this city in Book 1268, folio 181; —acting herein under and by virtue of a resolution of the stockholders of said Pogressive Lumber Co., Inc., adopted at a meeting held at its domicile in this city, on June 26th, 1922; a duly certified copy of said stockholders' meeting being hereto annexed for reference. Who severally declared: That at said special meeting of the stockholders of said corpoartion which was convened and held in this city at its office, on June 26th, 1922, as aforesaid, according to law, the following amendments to Article IV and V of the charter of said corporation were adopted by a unanimous vote of the stockholdes, present in person at said meeting, being all of the stockholders of said corporation holding all of the stock thereof.

Article IV of said charter was recast and amended increasing the capital stock from ten thousand to fifty thousand dollars, and accordingly Article IV was recast and amended, so as to read hereafter as follows, to-wit:

ARTICLE IV—The amount of the capital stock of this corporation shall be fifty thousand dollars ($50,000.00) payable cash, or in property or labor actually received by the copoation, divided into and represented by five hundred (500) shares, of the par value of one hundred dollars ($100.00) per share.

Stockholders, shall, in all stockholders meeting be entitled to one vote, in peson or by written proxy, for each share of capital stock held by them, or they may send their votes by letter, the signature of which must be acknowledged before a notary public, or other officer authorized to take affidavits.

And, Artcile V of said charter was recast and amended increasing the board of directors from three to five stockholders and making a quorum consist of three directors, and accodingly, Article V was recast and amended so as to read hereafter as follows, to-wit:

ARTICLE V—The board of directors of this corporation shall consist of five stockholders, each owning at least one full paid and unpledged share of the capital stock, to be elected annually on the 10th day of January of each year, and shall hold office until their successors are respectively chosen and qualified. Three directors shall constitute a quorum.

Notices of each annual meeting shall be delivered personally or deposited in the post office properly addressed to each stockholder at least fifteen days before such meeting.

All of the powers of this corporation shall be vested in and exercised by a board of directors, which shall have the power to adopt and amend by laws, but all officers, and employees shall hold office at the pleasure of the board, and all officers, directors and employees shall also hold office at the pleasure of the stockholders, who may displace or elect the successor of any one, or all of them at any time, at a meeting called for that purpose, by notice delivered personally to each stockholder or deposited in the post office addressed to each stockholder at least five days before such meeting. Stock transfer book shall not be closed until the date of such meeting.

The president may at any time call such meeting, and if the president or officer of the coporation refuse or fail to call such meeting when requested, by the holder or holders of ten per cent of the capital stock outstanding, then such such holder or holdes, may personally or through proxy, call such meeting to be held at the office of the corporation. If, for any reason the use of the office of the corporation is refused or it cannot conveniently be used, for such meeting, then the caller or callers of such meeting, may, acting either personally or through poxy, adjourn said meeting elsewhere and there hold it."

The whole of which will more fully appear by the annexed certified copy of the minutes of said stockholders' meeting.

And the said appearers having requested me, notary public, to put said amendments in authentic form, I do by these presents, receive said amendments in the form of this public act, to the end that said amendments may be recorded and promulgated, and thus be read, into the aforesaid original charter.

Thus done and passed in my office, in the City of New Orleans, on the day and in the month and year first above written, in the presence of Felix J. Puig and Walter G. Wedig, competent witnesses, who hereunto sign their names with the said appearers and me notary, after due reading of the whole.

Witnesses: Felix J. Puig, Walter G. Wedig.

(ORIGINAL SIGNED)
C. E. LEE DUNN,
MICHAEL F. WILD,
(Seal) WM. J. HENNESSEY,
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 amendment of the charter of the Progressive Lumber Co., Inc., was this day duly recorded in my office, in Book No. 1268, folio —.

New Orleans, August 15th, 1922.

(Signed) ROBT. SCOTT,
Deputy Recorder.

I certify the above and foregoing to be a true and correct copy of the original extant in my notarial office.

(Seal) WM. J. HENNESSEY,
Notary Public.

Aug. 17—Sept. 21.

AMENDMENT TO CHARTER OF ELECTRICAL SUPPLY COMPANY.

United States of America, State of Louisiana, Parish of Orleans. Be it known that on this the 25th day of the month of August, 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, Eugene D. Saunders, a Notary Public, duly commissioned and qualified within 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 Leo L. Hirsh and Jacob C. Lazard, both residents of the city of New Orleans, state of Louisiana, of the full age, herein appearing and acting for and on behalf of the Electrical Supply Company, a Louisiana corporation, domiciled in the city of New Orleans, organized by act before A. A. Moreno, a Notary Public, in and for the parish of Orleans, state of Louisiana, on the 28th day of March, 1913, and recorded in the Mortgage Office for the parish of Orleans in Book 1088, Folio 279, and pursuant to a resolution passed at a special meeting of the stockholders, convened on the 19th day of July, 1922, a certified copy of which is hereto attached and made part hereof

And said appearers declared that at said special meeting of the stockholders of said corporation, convened on the 19th day of July, 1922, which had been convened for the especial purpose and at which meeting the holders of the entire capital stock of said corporation were present, either in person or by proxy, the capital stock of said corporation was increased from $50,000.00 to $250,000.00, and in order to effect said increase, as well as the other changes decided upon at said meeting, Articles IV, V and VII of the Charter of said corporation were amended and re-enacted so as to read as follows:

ARTICLE IV. The capital stock of this corporation shall be Two Hundred and Fifty Thousand Dollars ($250,000.00), divided into Twenty-five Hundred (2500) shares of the par value of One Hundred Dollars ($100.00) per share, payable when issued, in cash or other property, or for services rendered or actually performed as decided by the Board of Directors; and this corporation is to be a going concern when Fifteen Thousand Dollars ($15,000.00) of said stock has been subscribed and paid for. Said stock shall be represented by certificates and shall be fully paid and non-assessable when issued, and shall be personal property.

ARTICLE V. No stockholder shall ever be liable or responsible for the indebtedness, faults or defaults of this corporation, nor shall any mere informality in the organization of the corporation have any effect of rendering the charter null, or of exposing the stockholders to any liability beyond the unpaid balance, if any, on his stock subscription.

No stockholder shall ever be liable or responsible for the indebtedness, faults or defaults of this corporation, nor shall any mere informality in the organization of the corporation have any effect of rendering the charter null, or of exposing the stockholders to any liability beyond the unpaid balance, if any, on his stock subscription.

No stockholder may sell, or assign, or transfer his stock in this corporation without giving to the other stockholders, through the Secretary of this corporation, notice in writing of such intention, and the other stockholders shall have the right for a period of ten days from the delivery of such notice to the Secretary to purchase all or any part of the stock of such stockholder for cash, at the book value thereof, after which ten 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 desire to the Secretary of this corporation. In the event that other stockholders offer to buy more stock than is offered for sale, stockholders offering to buy shall be entitled to buy the offered stock in the ratio of their then stock holdings in this corporation. For the purpose of this article the book value shall be determined by the figures as shown on the last monthly financial statement.

No sale, or other transfer, or 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 into 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 ninety (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 ninety (90) day period.

ARTICLE VII. The business of this corporation shall be directed by and all of its corporate powers vested in a Board of Directors composed of five stockholdes, a majority of whom shall constitute a quorum for the transaction of all business. Until the next annual election of directors, to be held under this charter, or until after their duly qualified successors are elected and installed, the Board of Directors of this corporation shall be composed of L. L. Hirsch, M. J. Elgutter, T. Hirsch, J. C. Lazard and Lazare Levy, the postiffice addresses of all of whom is New Orleans, La., with L. L. Hirsch as president, M. J. Elgutter as vice-president, T. Hirsch as secretary, and J. C. Lazard as treasurer. The annual election for directors shall be held on the third Wednesday of June of each year, beginning with 1923. All such elections shall be by ballot at the office of this corporation, between the hours of 10:00 a. m. and 4:00 p. m., under the supervision of three commissioners to be appointed by the Board of Directors, and in the absence of any commissioner the president shall have the power to fill the place by appointment. Failure to hold the election on the day specified shall not dissolve the corporation, but the directors then in office shall hold their respective offices until an election shall be held, after fifteen days' notice of the time and place thereof is given to each stockholder. All vacancies on the Board of Directors for whatever cause shall be filled by the remaining directors.

For all elections of directors, as well as all meetings of stockholders, except as otherwise required by law, fifteen days' notice shall be given by mailing to each stockholder whose address is stated on the books of this corporation, at his last designated address or care of General Delivery at New Orleans if he has no designated address, a notice stating the time and the place of the meeting. Each stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the corporation, to be cast in person or by proxy, as a majority of the votes shall elect.

At its first meeting each board elected under this charter shall elect from its membership a president, a vice-president, a treasurer and a secretary, and shall from time to time, as it sees fit, employ or appoint such other employees as it shall deem necessary. The Board of Directors shall have full power and authority to fix the salaries of all officers and of all such other employees as it may deem necessary, and to make and establish as well as to alter and amend all by-laws, rules and regulations necessary and proper for the conduct and management of the business and affairs of this corporation, not inconsistent with this charter; and it shall also have full power and authority to do all acts and things reasonably necessary for the proper carrying on of the business of this corporation, and to carry out the objects and purposes for which this corporation is organized, including the borrowing of money through the president or some duly authorized person or persons, to execute and issue therefor notes or other obligations of this corporation on such terms as in its judgment may be advantageous. It shall also have full power and authority to issue and deliver full paid shares of stock of this corporation for money, labor, services, property or rights actually received by this corporation or as a distribtuion of surplus.

The whole, as more fully appears by the annexed certified copy of the minutes of said special meeting of stockholders of said corporation on the 19th day of July, 1922, as aforesaid.

And the said appearers, having requested me, Notary, to put the said amendment in authentic form, I do by these presents receive said amendments in the form of this public act to the end that said amendments may be promulgated and recorded and thus be read into the original charter of said corporation hereinabove mentioned.

Thus done and passed in my office in the city of New Oleans on the day and date first hereinabove written, in the presence of Jas. G. Schillin and R. E. Milling, Jr., competent witnesses, who hereunto sign their names as such, with me, Notary, after a due and careful reading of the whole.

Original signed: Jacob C. Lazard, Leo L. Hirsh.

Witnesses: Jas. G. Schillin, R. E. Milling, Jr.

EUGENE D. SAUNDERS,
Notary Public.

A True Copy:
EUGENE D. SAUNDERS,
Notary Public.

Sept. 7-Oct. 12

CHARTER OF THE CONCRETE PIPE COMPANY, INC.

State of Louisiana, Parish of Orleans, City of New Orleans. Be it known, that on this the twenty-second day of the month of August, in the year of our Lord, one thousand nine hundred and twenty-two, before me, Edward Haspel, a Notary Public, duly commissioned and qualified, in and for the Parish and State aforesaid, therein residing, and in the presence of the witnesses, hereinafter named and undersigned, personally came and appeared the persons whose names are hereunto subscribed, all of the full age of majority, whose places of residence are hereinafter expressed, who severally declared that, availing themselves of the provisions of this Act of the Legislature of this State, known as Act No. 267 of the acts of the Session of 1914, as subsequently amended, they do by these presents, covenant, agree, and bind themselves as well as all such other persons as may become hereafter associated with them, in order to form and constitute a corporation or body politic in law, for the objects and purposes, and under the stipulations following, to-wit:

ARTICLE I—The name and title of this corporation shall be the "Concrete Pipe Company, Inc.", and it shall have and enjoy succession and existence for a period of ninety-nine years from date hereof. It shall have the power and authority to sue and be sued in its corporate name, in any court of competent jurisdiction; to contract to make and use a common seal and alter the same at pleasure; to acquire property by grant, gift, and purchase, and by devise or bequest; to lease, hold and dispose of, and to pledge and to mortgage the same, all subject to the limitations as may be provided by law; to issue bonds and notes; to borrow money; to appoint such officers and agents as the business of the corporation may require and to fix their compensation; to name directors and managers, and to make and establish by-laws, rules and regulations for the management of the business affairs of said corporation as may be requisite and necessary.

ARTICLE II—The domicile of this corporation shall be in the city of New Orleans, State of Louisiana, where all citations and other legal process shall be served upon the property officers thereof.

ARTICLE III—The objects and purposes for which this corporation is established and the nature of the business to be carried on by it are declared and specified to be: to manufacture, buy and sell concrete sanitary sewer pipe, drain tile, highway covered pipe, railroad culvert pipe, roofing and other tiles, building block, fence posts, and all other concrete and cement products; also building materials and supplies of any and all description whatsoever; also to exchange, barter and deal in same, either at wholesale or retail, as jobbers or contractors; to engage in the business of highway contracting, road building, and general contracting and construction and businesses incidental to the carrying on of such pursuits and businesses.

ARTICLE IV—The capital stock of this corporation is hereby declared to be the sum of Fifty Thousand ($50,000.00) dollars, divided into Five Hundred (500) shares of One Hundred ($100.00) dollars each, and the amount of each share shall be paid for in accordance with law. The capital stock of this corporation may be subsequently increased to One Hundred Thousand Dollars ($100,000.00).

ARTICLE V—The corporate powers of this corporation shall be vested in a Board of Directors to be composed of six directors, three of whom shall constitute a quorum, for the transaction of business. The Directors are to be elected by the stockholders at a general meeting to be held on the third Monday in January of each year; provided that there shall be no such election in the year of 1923.

At all meetings for the elections of this corporation, each stockholder shall be entitled to one vote for each share of stock standing in his name on the books of the company, which vote shall be cast in person or by proxy.

The Board of Directors shall have the power to make all by-laws, rules and regulations necessary for the conduct of the business affairs of said corporation; and they shall elect from their number a President, one or more Vice-Presidents, and a Secretary-Treasurer; provided that the office of Secretary and Treasurer may, in the discretion of the Board of Directors, be separated.

Until the election to be held as hereinabove provided, the following shall constitute the first Board of Directors: Alfred T. Newell, William S. Newell, Neal W. Newell, Seba S. Newell, Charles L. Dulin and Osward Newell, with Alfred T. Newell as President; William S. Newell, as Vice-President; Neal W. Newell, as Vice-President; Seba S. Newell, as Vice-President; Charles L. Dulin, as Vice-President, and Oswald Newell, as Secretary-Treasurer.

ARTICLE VI—The capital stock of this corporation may be increased or decreased at any time in accordance with laws of this State. This charter may be amended, altered or modified, or the corporation dissolved by a vote of two-thirds of the stockholders, voting by shares at a meeting convened for that purpose, after fifteen days previous personal notice, or such notice that may be required by law, of such meeting shall have been given.

ARTICLE VII—No stockholder of this corporation shall ever be held liable for any of the indebtedness, contracts or faults thereof, in any further sum than the unpaid balance due the corporation on the shares owned by him, nor shall any informality in the organization have the effect of rendering this charter null, or of exposing a shareholder to any liability whatever.

ARTICLE VIII—A failure at any time to hold a meeting or elect directors or officers as herein provided, shall not work a forfeiture of this charter, or dissolve the corporation, but the existing Bond of Directors and officers shall continue in office until their successors in office have been elected.

ARTICLE IX—At the expiration of this charter, unless sooner dissolved, its affairs shall be liquidated by one or more commissioners to be appointed by the stockholders in meeting, assembled for that purpose, and who are invested with full power to sell all the assets and property, real and personal, of this corporation, and to convey a full and complete title thereto, and to do and perform all acts essential to a full and complete liquidation of the affairs of this corporation, and to divide the proceeds, if any, in accordance with law.

Thus done and passed at my office in the City of New Orleans, Louisiana, on the day and in the month and year first hereinabove written, in the presence of Cuthbert S. Baldwin and J. J. Jackson, competent witnesses, whose names are hereunto subscribed as such, together with the said appearers, and me, Notary, after reading of the whole.

Original signed: Names of subscribers omitted.

Witnesses: J. J. Jackson, Cuthbert S. Baldwin.

EDWARD HASPEL,
Notary Public.

Recorded in the Mortgage Office of the Parish of Orleans, on August 23, 1922, in Book 1279, folio 20.

A true copy:
EDWARD HASPEL,
Notary Public.

Sept. 5-Oct. 12.

AMENDMENT TO CHARTER OF LUCAS E. MOORE STAVE COMPANY

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on this 5th day of the month of August, 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 Lucas E. Moore the vice-president of Lucas E. Moore Stave Company, a corporation duly created and organzed under and according to the laws of the State of Louisiana, by virtue of of an Act of Incorporation passed before Charles T. Soniat, notary public, on June 29th, 1905, recorded in M. O. B. 813, folio 662; which charter was amended by act before Charles T. Soniat, notary public, on May 16th, 1911, recorded in M. O. B. 1018, folio 641; also by act before M. C. Soniat, notary public, on June 17th, 1914, recorded in M. O. B. 1127, folio 173; also by act before Philip Gensler, Jr., notary public, on March 16th, 1916, recorded in Mortgage Office for the Parish of Orleans in book 1195 folio 354; also by act before Philip Gensler, Jr., notary public, on March 16, 1917, recorded in Mortgage Office for the Parish of Orleans in book 1206, folio 409; also by act before Philip Gensler, Jr., notary public, May 6th, 1918, recorded M. O. B. —, folio —; also by act before William J. Guste, notary public, August 24, 1920, recorded in M. O. B. 1246, folio 175;

Who declared that a special meeting of the stockholders of Lucas E. Moore Stave Company, held at the office of the corporation, on the 24th of July, 1922, at which meeting all of the capital stock of said corporation was present or represented by the holders and owners thereof in person o by poxy, it was unanimously resolved that Articles IV and V of the charter of the corporation be amended so as to read as follows:

ARTICLE IV.—The capital stock of this corporation is hereby declared to be one million, four hundred thousand dollars ($1,400,000.00), as authorized, to be divided into four thousand shares of par value of one hundred ($100.00) dollars each of authorized preferred stock, to be paid for in cash and ten thousand shares of common stock of par value of one hundred ($100.00) dollars each of authorized common stock, to be paid for in cash or its equivalent; this corporation to be a going concern upon the issuance to the stockholders of thirty-two hundred and fifty shares of preferred stock and forty-five hundred shares of common stock, the remainder of said stock to remain in the treasury and to be issued by the board of directors on such terms and conditions as they may see fit provided that said stock shall not be issued or sold for less than its par value.

The preferred stockholders shall have the first right to subscibe to the authorized preferred stock and the common stockholders shall have the first right to subscribe to the authorized common stock.

The preffered stock shall receive dividends at the rate of eight per cent. per annuam out of the profits of the company, and no more, payable in semi-annual instalments on the first day of January and the first day of July each year; which dividend shall be cumulative and no dividends on the common stock shall be paid until all dividends due and cumulative on the preferred stock shall have been paid or set aside.

The common stock shall receive the remainder of the net earnings of the company, or so much thereof as may be distributed by the board of directors and not reserved for such surplus or undivided profits or special reserve fund as hereinafter stated.

On or about the first day of July, 1921, and each year thereafter, so long as the preferred stock shall remain outstanding, there shall be set apart and deposited with the Registrar as a special reserve fund out of the net profits of the company remaining after all accrued dividends upon the preferred stock shall have been paid, an amount equal to at least eleven thousand ($11,000.00) dollars for the purposes hereinafter provided. On or before July 1st, 1921, and each year thereafter, any preferred stockholders desiring to receive cash for his stock shall have the right to send in a bid directed to the registrar of the stock of the company, stating the least he will take for said preferred stock which shall not be more than one hundred ten ($110.00) dollars per share; and it shall be the duty of the registrar to allot, so far as in his power lies, to the lowest bidder so much of the eleven thousand ($11,000.00) dollars reserved on the date aforesaid; and if his bid shall not equal the eleven thousand ($11,000.00) dollars reserved on the date aforesaid, and if the amount of his stock does not call for the eleven thousand ($11,000.00) dollars in toto, the next lowest bidder shall receive out of said fund his quota, and the next lowest bidder his quota, until the entire eleven thousand ($11,000.00) dollars shall have been absorbed in this manner, if the preferred stockholders require it.

In case two or more competitive bids shall be for a like sum, the amount of the eleven thousand ($11,000.00) dollars or such surplus as remains shall be divided equally between the two or more competitive bidders; or if this cannot be conveniently done, the registrar shall have the right to decide by lot which of the competitive bidders shall receive payment for their stock out of said special fund.

The said reserve fund of eleven thousand ($11,000.00) dollars shall be deposited by the company ten (10) days previous to July 1st, 1921, and each year thereafter, with the right to the holders of the preferred stock to bid therefor so long as there is any preferred stock outstanding. If the fund so deposited is not fully absorbed by bids of preferred stockholders in any year, the amount not absorbed may be withdrawn by the company after August 1st, of such year.

ARTICLE V—The corporate powers of this corporation are hereby vested in a board of directors, consisting of thirteen stockholders.

The election of the board of directors, consisting of thirteen stockholders, as aforesaid, shall be held on the second Monday in March annually. All the elections shall be by ballot and conducted under the supervision of two (2) commissioners, to be appointed by the board of directors for that purpose.

Notice of said election shall be given ten days prio to the meeting of stockholders by mailing each known stockholder to such address as shall have been furnished by him to the company, or by a publication inserted in one of the New Orleans papers, three times in ten days, previous to said election.

Preferred stockholders shall elect three directors, the common stockholders, ten directors.

Vacancies occuring in said board, from whatever cause, shall be filled by the remaining directors.

The said board of directors shall make all by-laws, rules and regulations for the government of the business and affairs of the company, and alter, amend and change the same at pleasure.

And the said appearer further declared that he is authoized, empowered and directed to sign and execute all necessary acts and proceedings to carry out and effects the said amendments; and he does now appear before me, notary, in order to make proper notarial record of said amendment 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 by office in the 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 Paul E. Chasez, competent witnesses, who have hereunto affixed their signatures, with the said appeare and me, notary, after due reading of the whole.

Witnesses: Paul E. Chasez, I. de Villeneuve.

(ORIGINAL SIGNED)
LUCAS E. MOORE.
(Seal) WILLIAM J. GUSTE,
Notary Public.

Recorded Parish of Orleans, M. O. B. 1268, folio 569.

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

Aug. 17—Sept.3—

ACT OF INCORPORATION OF THE NEW PRYTANIA MARKET ASSOCIATION, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on this seventh day of the month of August, in the year of our Lord, one thousand nine hundred and twenty-two, and of the Independence of the United States of America, the one hundred and forty-fifth, before me, Frank William Magne, a notary public, duly commissioned and qualified, in and for this Parish and State, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared, the following named gentlemen, all residents of the City of New Orleans, Parish of Orleans, State of Louisiana, to-wit: A. H. Kussmann, William G. Napp, E. E. Sykes, W. Ellin, C. E. Faber, Carl Goldenberg, H. T. Steefe, Charles F. Buck, Jr., H. Weil Baking Company, Mrs. Elvine Aschaffenburg, Charles Dennery, Miss Beckey Sinia, Herbert P. Benton, Harry Latter, who did severally declare that, availing themselves of the provisions of the Laws of this State, and particularly Act. No. 267 of the Acts of the General Assembly for the State of Louisiana for the year 1914, in regard to organization of corporation, they do by these presents form themselves and those who may hereafter become associated with them, into a body corporate, under the following terms and stipulations, to-wit:

ARTICLE I—The corporation shall be known as "The New Prytania Market Association, Inc.", and its duration shall be for the term of ninety-nine (99) years from the date hereof.

ARTICLE II—The domicile of said corporation shall be in the City of New Orleans, and the president, or in his absence, the secretary, shall be the proper official upon whom citations and all other legal processes shall be served.

ARTICLE III—The objects and purposes for which this corporation is formed are hereby declared to be the purchase of the fanchise granted by Ordinance No. 6538 Commission Council series, of the City of New Orleans, and by contrct executed in connection therewith by act passed before Pierre D. Olivier, notary public in this city, dated May 18th, 1922, whereby said franchise was sold by the City of New Orleans to Charles F. Buck, Jr., and which franchise is to be operated by this corporation,—and for the purpose of its business it is authorized to buy, sell, mortgage and pledge real and personal property, and use a corporate seal, and to do all other things necessary and proper for the management of its affairs.

ARTICLE IV—The capital stock of this corporation is hereby declared to be the sum of thirty-five thousand dollars ($35,000.00), represented by three hundred and fifty (350) shares of one hundred dollars ($100.00), each, which shall be payable in cash at such times as the board of directos may determine, or used in the purchase of the franchise above mentioned, and as compensation for services rendered to the corporation. The corporation shall commence business as soon as twenty thousand dollars ($20,000.00) of stock has been subscribed for, and if the purchase of the franchise above mentioned, and the alterations of the market house contemplated, shall not absorb the entire sum of thirty-five thousand dollars ($35,000.00), then subscriptions to the stock shall cease as soon as the necessary amount has been subscribed for,—the corporation reserving the right, however, should it at any time hereafte become advisable to offer for subscription any unissued stock.

ARTICLE V—The corporate powers of the corporation shall be vested in the board of directos to consist of five (5) stockholders, each of whom shall hold and own in his name five (5) shares of the capital stock of the corporation,—that Ernest E. Sykes, No. 402 Whitney Building; W. M. Ellin, No. 4924 Prytania Street; Charles F. Buck, Jr., No. 507 Canal-Commercial Building; William G. Napp, No. 5000 Prytania, and Carl Goldenberg, No. 1704 Robert Street, with Charles F. Buck, Jr., as president; shall constitute the first board of directors, who shall hold their office until the third (3rd) Monday in January, 1923, when a general meeting of the stockholders shall be held for the purpose of electing directors, and annually thereafter another election shall be held for the election of new directors. The directors above named and those hereafter elected, shall hold their office until their successors shall have been duly elected and installed, and shall elect a secretary, who may or may not be a member of the board.

ARTICLE VI—At the dissolution of this corporation by limitation or otherwise, its affairs shall be liquidated by three (3) stockholders elected at a general meeting of the stockholders after ten (10) days' notice in two newspapers in the City of New Orleans, or a letter addressed to each stockholder at his last known places of address.

ARTICLE VII—This charter may be altered or amended, or the corporation dissolved by the affirmative vote of three-fourth (¾) of the stockholders at a general meeting called by the board of directors after thirty (30) days' notice in two newspapers in the City of New Orleans.

Thus done and passed at my office, in the City of New Orleans, on the day, month and year herein first above written, in the presence of J. Bernard Cocke and Frank Caminita, competent witnesses, who hereunto have signed their names with said appearers and me, notary public, after due reading of the whole.

(ORIGINAL SIGNED)

A. H. Kussmann, ten shares; William G. Napp, twenty shares; E. E. Sykes, thirty shares; W. Ellin, twenty shares; C. E. Faber, 4900 Perrier Street, ten shares; Carl Goldenberg, 1800 Robert Street, ten shaes; H. T. Steffee, 841 Carondelet Street, ten shares; Chas. F. Buck, Jr., 2027 Carondelet Street, thirty shares; H. Weil Baking Co., by Chas. F. Buck, Jr., 4914 Prytania Street, twenty shares; Mrs. Elvine Aschaffenburg by E. Lysle Aschaffenburg, ten shares; Charles Dennery, twenty shares; Miss Beckey Sinia, per Carl Goldenberg, five shares; Herbert P. Benton, 5924 Prytania Street, five shares; Harry Latter, 401 Carondelet Street, five shares.

Witnesses: J. Bernard Cocke, Frank Caminita.

(Seal) FRANK W. MAGNE,
Notary Public.

Recorded in the Mortgage Office, of this Parish, in Book No. 1268, folio 573.

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 New Prytania Market Association was this day duly recorded in my office in Book No. 1268, folio 573.

New Orleans, August 8th, 1922.

(Signed) ROBT. SCOTT,
Deputy Recorder.

A true copy:
(Seal) FRANK W. MAGNE,
Notary Public.

Aug. 17—Sept. 21.

Severe Indigestion

"I had very severe attacks of indigestion," writes Mr. M. H. Wade, a farmer, of R. F. D. 1, Weir, Miss. "I would suffer for months at a time. All I dared eat was a little bread and butter. . . consequently I suffered from weakness. I would try to eat, then the terrible suffering in my stomach! I took medicines, but did not get any better. The druggist recommended

Thedford's

BLACK-DRAUGHT

and I decided to try it, for, as I say, I had tried others for two or more years without any improvement in my health. I soon found the Black-Draught was acting on my liver and easing the terrible pain.

"In two or three weeks, I found I could go back to eating. I only weighed 123. Now I weigh 147—eat anything I want to, and by taking Black-Draught I do not suffer."

Have you tried Thedford's Black-Draught? If not, do so today.

Over 8 million packages sold, a year. At dealers'

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