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AMENDMENT TO CHARTER OF CRESCENT FELT MATTRESS COMPANY.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, That on this twenty-sixth 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, Henry P. Dart, Jr., a notary public, duly commissioned and qualified, in and for this city and the Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared, Nicholas C. Cromwell, and Howard N. Cromwell, both of age and residents of the City of New Orleans, who declared that they are respectively the President and Secretary of the Crescent Felt Mattress Company, and that they appear before me, notary, in their capacity as a committee for the purpose of putting in authentic shape certain changes, alteration and amendments to the charter of the said company, originally passed before Robert P. Upton, a notary public, on March 27, 1907, and as amended by an act passed before Alexis Brian, notary public, on January 21, 1920, the original and amendments whereof were recorded in Mortgage Office Book 877, folio 601, and Mortgage Office Book 1238, folio 328 respectively, acting under authorization of a resolution of the stockholders of said corporation, adopted at a meeting held on the 20th day of July, 1922, whereof a certified copy is annexed hereto for further reference.

The appearers further declared that at the meeting of the stockholders aforesaid, the entire capital stock of the corporation, issued and outstanding, being present and represented the following amendments to the charter of the same were unanimously adopted, to-wit:

"ARTICLE I—The name and title of the corporation shall be the 'Crescent Furniture and Mattress Company, Inc.', and under this corporate name the said corporation shall have power and authority to exist and enjoy succession for the full term of ninety-nine years from the date of this act; to contract, sue and be sued, and to make and use a corporate seal, and to break and alter the same at pleasure; to purchase, own, hold, lease, receive, sell, hypothecate and mortgage or pledge under its corporate name, property, both real, personal and mixed, including patents, patent rights, stocks and bonds, to make and issue bonds and notes, to elect and appoint such directors, officers and agents as the interest and convenience of the corporation may require, to establish by-laws, rules and regulations for the management of the affairs of the corporation, and to alter the same at pleasure, and generally to perform all things necessary or convenient to carry out the objects of the corporation.

"ARTICLE III—The objects and purposes for which this corporaion is organized, and the nature of the business to be carried on by it are hereby declared to be: to manufacture mattresses of all kinds and descriptions of whatsoever material that is proper, and all material necessary and needful for the manufacture of said mattresses, and to manufacture felt, excelsior and any and all bedding material, bedding, pillows, cushions, bed spreads, awnings, rugs, matting, curtains, tapestries, sheeting, ticking, print goods, dress cloths of all kinds and character, beds, bed springs, household goods, furniture, kitchen ware, crockery, and all things needful and necessary to enter into the furnishing of houses, dwellings, hotels, factories, and other places; to deal and operate at wholesale and retail as principal, agent, on commission or otherwise in the manufacture of the articles aforesaid, and all the materials used in the same; and to this end to buy, sell, own, lease and otherwise operate a general factory in all of its branches aforesaid, and to do and perform any and all things that may be necessary to carry out the objects and purposes thereof.

"ARTICLE IV—The capital stock of this corporation is hereby fixed at the sum of one hundred thousand ($100,000.00) dollars, and represented by one thousand (1,000) shares of the par value of one hundred ($100.00) dollars each. The amount of said stock shall be issued full paid and non-assessable, for cash or property, or for services rendered. Any increase of capital stock hereafter made may be issued for cash or the acquisition of property or other businesses similar to or that may become necessary in the operation of its business.

"The stock shall be transferrable only on the books of the corporation.

"ARTICLE V—The corporate powers of this corporation shall be vested in and exercised by a board of directors, to be composed of six stockholders who shall own in his or her name at least one share of the capital stock of the corporation." This amendment being only insofar as paragraph one of said Article is concerned.

"ARTICLE VIII—That all notices required by this charter, or by any law of the State of Louisiana, now or hereafter provided, whether as to meetings of stockholders or board of directors, may be waived by the unanimous consent of the stockholders, or by the board of directors, as the case may be, such waiver to be entered upon the minutes of the meeting to which the same applied."

That save and except as amended herein, the charter of said corporation shall be and the same is continued in full force and effect.

That said appearers have required me, notary, to cause these amendments to said charter to be duly recorded, published and filed as required by law, to the end that the same may be operative and binding on all persons who are now or may hereafter become stockholders of said corporation, or be otherwise interested therein or affected thereby.

Thus, done and signed in my notarial office, in the City of New Orleans, on the day, month and year hereinabove first written, in the presence of R. B. Cromwell and Benjamin W. Dart, competent witnesses, who have signed with the said appearers, and me, notary, after reading of the whole.

Witnesses: R. B. Cromwell, Benjamin W. Dart.
(ORIGINAL SIGNED)
N. C. CROMWELL,
H. N. CROMWELL.

I certify that the foregoing amendments to the charter of the Crescent Felt Mattress Co., is a true and correct copy of the original act passed before me on the twenty-sixth day of July, 1922, and on file in my notarial archieves.
HENRY P. DART, JR.,
(Seal) Notary Public.
Sept. 11th, 1922.

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 Crescent Felt Mattress Co., was this day duly recorded in my office in Book 1279, folio —.

New Orleans, Sept. 13th, 1922.
(Signed) ROBT. SCOTT,
Deputy Recorder.
Sept. 21Oct. 26.

CHARTER OF LIBERTY ICE CO., INC.

United States of America, State of Louisiana, Parish of Orleans, Be it known, that on this Ninth day of the month of September, in the year of our Lord one thousand, nine hundred twenty-two, and of the Independence of the United States of America the one hundred forty-seventh, before me, Josiah Gross, 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 named and undersigned, personally came and appeared, the several persons whose names are hereunto subscribed, who severally declared that, availing themselves of the benefits and provisions of the constitution of the State of Louisiana and of the laws of the said state relative to the organization of corporations, and particularly of the provisions of Act 267 of the General Assembly of the State of Louisiana for the year 1914; they have united to form and do by these presents form and organize themselves as well as such other persons who may hereafter join or become associated with them or their successors, into a stock corporation for the objects and purposes and under the covenants, regulations and agreements, to-wit:

ARTICLE I— The name and title of this corporation shall be Liberty Ice Co., Inc., and under said name it shall exist and continue and shall have and enjoy corporate existence for a period of ninety-nine years from and after date hereof. It may have, receive, hold, borrow, lend, exchange, acquire by grant, gift or purchase, devise or bequeath, sell, alienate, dispose of, convey, lease, pledge, hypothecate, encumber of mortgage property of any kind whether real personal or mixed, movable or immovable; subject to such limitations as may be prescribed by law. It may make, issue and endorse bonds or notes and other evidences of debt. It may accept mortgages, pledges, or other forms of security for money loaned or other debts. It may contract, sue and be sued, plead and be impleaded by or

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in its corporate name in any court of competent jurisdiction. It may adopt and use a corporate seal and alter the said at pleasure. It may hold stock in other corporations and its capital stock may be issued for capital stock in other corporations. It may name, appoint and employ such managers, directors, officers, agents and other employees as its said business and convenience may require, and may fix their compensation. It may make and establish by-laws, rules and regulations not inconsistent with this charter or with the law, fixing or altering the management of its property, the regulation and government of its affairs and manner of certification and registration of its stock. It may wind up and dissolve itself or be wound up or dissolved in the manner prescribed by law. It may conduct business in this state, other states of the Union and in the foreign countries. It generally shall possess and enjoy all the powers, rights, privileges, and immunities which corporations are and may hereafter be authorized to possess under the Constitution and laws of this state, and particularly under Act 267 of the acts of the General Assembly of the State of Louisiana for the year 1914. It shall have power to invest its board of directors with all its corporate powers, subject to such restrictions as may be named in the charter.

ARTICLE II—The domicile of this corporation shall be in the city of New Orleaans, State of Louisiana, and all citations and other legal process shall be served upon the president or in the event of his absence upon the vice-president, or in the event of the absence of both of said officers, upon the secretary or treasurer.

ARTICLE III—The objects and purposes for which this corporation is organized, and the nature of the business to be carried on by it are hereby declared to be: To manufacture ice, and to that end to buy, sell, lease, mortgage or otherwise deal in all kinds of ice manufacturing machinery and cold storage machinery; to erect, build and equipt, to buy, sell, lease, mortgage and otherwise dispose of or encumber and to maintain and operate ice manufacturing plants, cold storage plants and other power plants of any or all kinds, either for its own use and account or for account of others; and in connection with the operation of any cold storage plant, to advance money or warehouse receipts or otherwise; and in connection with any of the purposes aforesaid, to carry on and engage in the business of buying, selling goods, wares and merchandise at wholesale and retail, and generally to do and perform all business properly included with or incidental to any of said objects and purposes, as hereinabove set forth.

ARTICLE IV—The authorized capital stock of this corporation is hereby declared to be the sum of seventy-five thousand dollars, which is divided into and represented by seven hundred, fifty shares of the par value of one hundred dollars per share. Said capital stock shall be fully paid and non-assessable when issued; shall be represented by certificates and shall be personal property. No transfer of said capital stock shall be binding upon this corporation unless made in accordance with the charter and by-laws and recorded in the books thereof. The capital stock may be increased to one hundred thousand dollars, by amendment of this charter according to law.

ARTICLE V—The business and affairs of this corporation shall be managed and the corporate powers thereof vested and exercised by a board of directors of not less than four to be elected among the stockholders, a majority of the directors, including the president and other officers, shall constitute a quorum. Said board of directors shall elect from among their number, a president, a vice-president, a treasurer and a secretary. The board of directors shall have the full and complete control of the property of this corporation, and manage the same as in their descretion they may deem best and not in violation of the purpose of this charter. The said board of directors shall also have the power to make, alter, and annul such by-laws and regulation of the affairs of this corporation as they may deem proper. The board of directors shall have power to appoint a general manager and all agents, clerks and employees and fix their salary or compensation and term of office, and shall have the right to dismiss them at pleasure, and said board of directors shall have the right to fix and determine the salaries of the several officers herein provided for. Any vacancy in the board of directors shall be filled by the remaining members for the unexpired term, at any meeting of said board of directors. Until the first annual meeting of the stockholders, as herein provided, or until their successors are elected and qualified; the following named shall constitute the board of directors and officers of this corporation: Natalie Maestri, Walter S. Maestri, Richard Maestri, and Ceasare Maestri, with Natalie Maestri as president, Walter Maestri as vice-president, Richard Maestri as secretary, Ceasare Maestri as treasurer.

ARTICLE VI—On the first Monday in October, 1923, and annually thereafter, a meeting of the stockholders of this corporation shall be held at its domicile for the purpose of electing directors for the ensuing year; the failure for any cause whatever, to hold the annual meeting of stockholders, the failure to elect directors thereat, shall not dissolve this corporation but the directors and officers then in office shall remain in the office until their successors shall have been duly elected, qualified and installed. Special meeting of the stockholders may be called in the manner provided by law, and all the stockholders' meetings shall be held in accordance with and in the manner provided by the laws of this corporation.

ARTICLE VII—This charter may be amended and the capital stock of this corporation may be increased or decreased, or this corporation may be dissolved in the method and manner provided by law, this corporation shall be a going concern and begin business as soon as one-half of the capital stock shall have been subscribed and fully paid for, namely at these presents.

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

Thus done and passed at the City of New Orleans, on this day, month and year herein first written above, in the presence of Messrs. Jno. A. Willoz and Vhores P. Breaux, competent witnesses, who have signed these presents with the said appearers and me notary, after due reading of the whole.

Witnesses: Jno. A. Willoz, V. P. Breaux.
(ORIGINAL SIGNED)

N. Maestri, 1737 Esplanade Ave., 510 shares; Walter S. Maestri, 1511 Esplanade Ave., 40 shares; Richard Maestri, 1632 Esplanade Ave., 100 shares; Ceasare Maestri, 3810 Gentilly Boulevard, 100 shares.
(Seal) JOSIAH GROSS,
Notary Public.

A true copy of the original, extant and of record in my current notarial register. In witness whereof my hand and seal at New Orleans, Sept. 9, 1922.
(Seal) JOSIAH GROSS,
Notary Public.
Sept. 21Oct. 26.

AMENDMENT TO CHARTER OF COMMERCIAL CREDIT COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known and remembered that on this 13th day of the month of September, 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, Alfred Charles Kammer, a notary public, duly commissioned, sworn and qualified in and for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared, James J. A. Fortier, president and Elmer L. Chesney, secretary, of Commercial Credit Company, Inc., a corporation created by and existing under the laws of the State of Louisiana by act before undersigned notary public, Parish of Orleans, State of Louisiana, dated 7th day of January, 1920, recorded in the Mortgage Office for the Parish of Orleans State of Louisiana, in Book 1238, folio 224, and in the office of the Secretary of State, of the State of Louisiana, at Baton Rouge, Louisiana, in Book "Record of Charters" No. 96, folio —, on the 31st day of January, 1920, who declared unto me, notary, that a special meeting of the stockholders of Commercial Credit Company, Inc., was held at the office of the company in the City of New Orleans on the 8th day of September, 1922, at 12:15 o'clock p. m.; that notice of said special meeting of said stockholders was sent to each stockholder more than fifteen (15) days prior to the date fixed for the meeting of said stockholdrs;

And the said appearers further declared that at said meeting of stockholders of Commercial Credit Company, Inc., it was

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resolved by unanimous vote of all of the stockholders of said company present and represented at said meeting, the said stockholders present and represented at said meeting being the holders of more than two-thirds of the outstanding capital stock of said company, that the capital stock of said company be increased from seven hundred fifty thousand ($750,000.00) dollars to one million, five hundred thousand ($1,500,000.00) dollars

The said James J. A. Fortier and the said Elmer L. Chesney, the president and secretary, respectively, of Commercial Credit Company, Inc., further declared that at said special meeting of stockholders it was resolved that they, as officers of the company, be authorized, empowered and directed to take such steps as may be, or become necessary to make effective the foregoing amendment to the charter.

Whereupon the said James J. A. Fortier, president, and the said Elmer L. Chesney, secretary, of Commercial Credit Company, Inc., declared that they do now appear for and in behalf of said Commercial Credit Company, Inc., for the purpose of making effective the action of the stockholders of said company by embodying the said amendment in notarial form, and they now declare unto me, notary, that Article IV of the charter of Commercial Credit Company, Inc., shall be and is now amended so as to read as follows, to-wit:

"ARTICLE IV—The capital stock of this corporation is hereby fixed at one million, five hundred thousand dollars ($1,500,000.00), divided as follows:

"Seven hundred and fifty thousand dollars ($750,000.00) of preferred stock, represented by seven thousand, five hundred (7,500) shares of the par value of one hundred ($100.00) dollars each; and

"Seven hundred and fifty thousand dollars ($750,000.00) of common stock, represented by seven thousand five hundred (7,500) shares of the par value of one hundred dollars ($100.00) dollars each; all of said capital stock to be full paid and non-assessable.

"Separate and distinct certificates shall be issued for each class of stock. Said stock shall be paid for in cash, at such time, in such amounts and after such notice to the subscribers as may be fixed by the board of directors, and the same may be issued at not less than par for labor done and property actually received by the corporation.

"The corporation shall not become a going concern and be authorized to do business until seven hundred and fifty thousand ($750,000.00) dollars of its capital stock shall have been subscribed and paid for.

"Preferred stock shall be and is entitled to preference and priority over the common stock in the following manner, to-wit: To receive cumulative dividends at the rate of seven per cent (7%) per annum, accounting from February 1, 1920, payable in one or more instalments as the board of directors may determine, before any dividend on the common stock shall be paid, and, upon liquidation or dissolution, whether voluntary or involuntary, after all of its debts shall have been paid, the remaining assets, property and effects shall be applied to the payment of the preferrd stock at par, with any unpaid dividend accumulation thereon and before any payment is made to the holders of the common stock; the balance then remaining shall be divided among and paid to the holders of the outstanding common stock pro rata. The common stock shall be entitled to all net earnings and profits in excess of the cumulative dividend of seven per cent (7%) per annum to be paid on the preferred stock, as herein provided, but no more than six per cent (6%) dividend in any one year shall be paid upon the common stock unless and until after the payment thereof, there shall remain a surplus equal to fifty per cent (50%) of the par value of the then outstanding preferred stock in which event dividends in excess of six per cent per annum may be paid upon the common stock.

"The board of directors shall have full power and authority to redeem and retire the whole or any part of the preferred stock, on any day on which a dividend thereon shall be payable, by paying to the holders thereof one hundred and ten dollars ($110) per share and accumulated dividends, provided that notice of such intention be published for ten (10) consecutive days in a daily newspaper published in the English language in the City of New Orleans, State of Louisiana, the first publication to begin at least fifteen (15) days before the date of such proposed redemption and retirement; and, after the time fixed for such redemption, dividends upon stock so redeemed or so called for redemption shall cease to accrue. If any amount less than the whole of the outstanding preferred stock shall be retired, then the retirement shall be on a pro rata basis so that each stockholder shall contribute his quota towards the stock so to be retired.

"Both the preferred and the common stock of this corporation shall have equal voting powers.

"The amount to which the capital stock of this corporation may be increased shall be the sum of five million dollars ($5,000,000) of which one-half shall be preferred stock and one-half common stock, provided that there shall always be outstanding an amount of full paid common stock at least equal to the then outstanding preferred stock."

The said appearers did produce to me, notary, to be annexed to and made a part of this act, a duly certified copy of the minutes of the meeting of the stockholders of said Commercial Credit Company, Inc., held on the 8th day of September, 1922, as hereinabove set out; and I, said notary, have annexed the said copy of the said minutes hereto and made same a part hereof.

Thus done and passed at my office in the City of New Orleans on the day, month and year hereinabove first written in the presence of Abraham Goldberk and Raoul Sere, Jr., competent witnesses, who have hereunto signed their names together with said appearers and me, said notary, after due reading of the whole.

Witnesses: Original Signed: Abraham Goldberg, Raoul Sere, Jr.
(ORIGINAL SIGNED)
JAMES J. A. FORTIER, President.
E. L. CHESNEY, Secretary.
(Seal) AL. C. KAMMER,
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 Amendment of the Commercial Credit Co., Inc., was this day duly recorded in my office, in Book No. 1279, folio 76.

New Orleans, September 14, 1922.
(Signed) ROBT. SCOTT,
Dy. Recorder of Mortgages.

I hereby certify that the above and foregoing is a true and correct copy of the original Act of Amendment of the charter of Commercial Credit Company, Inc., passed before me on the 13th day of September, 1922, on file and on record in my office, together with the certificate of the Deputy Recorder of Mortgages thereto attached.

In faith whereof I have hereunto set my hand and seal of office, at New Orleans, La., this 18th of September, 1922.
(Seal) AL. C. KAMMER,
Notary Public.
Sept. 21—Oct. 26.

CHARTER OF THE LONG BEACH CANNING COMPANY, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, Be it known, that on this 19th day of the month of September, in the year of our Lord one thousand nine hundred and twenty-two, before me, Alexis Brian, notary public in and for the Parish of Orleans, State of Louisiana, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared, the several persons, whose names are hereinafter subscribed, all of full age, who declared that, availing themselves of the laws of this State relative to corporations, they do by these presents bind themselves and their successors to form and constitute a corporation and body politic in law, under the stipulations and agreements as are hereinafter set forth, to-wit:

ARTICLE I—The name of this corporation shall be the Long Beach Canning Company, Incorporated.

ARTICLE II—The objects and purposes for which this corporation is organized, and the business to be carried on by it, are declared to be: to own, control, and lease canning factories within or without the State of Louisiana; to own and control boats, boat equipment, nets, and all things necessary for the purpose of seining and trawling for sea foods of all kinds and character; to buy and sell sea foods of all kinds and character; to can and sell vegetables, fruit, and sea foods of all kinds, and to sell the same in the raw state; and to own and control such real estate as may be necessary for the purpose of conducting the said business.

ARTICLE III—The capital stock of this corporation is hereby fixed at the sum of twenty thousand ($20,000.00) dollars, divided into and represented by two hundred shares of the par value of one hundred ($100) per share. All of said stock has been subscribed and paid for in full,

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as shown by the accurate detailed and itemized description of property hereto attached and made part hereof.

ARTICLE IV—The capital stock of this corporation may be increased to the sum of one hundred thousand ($100,000.00) dollars upon complying with the requirements of the law.

ARTICLE V—The corporation's domicile shall be at New Orleans, La., and service of all legal process shall be made upon any official of the corporation.

ARTICLE VI—The corporate existence of this corporation shall be for a period of ninety-nine years from this date, with all the corporate powers granted by Act 267 of the General Assembly of the State of Louisiana for the year 1914, or by any law amendatory thereof.

ARTICLE VII—All the corporate powers of this corporation shall be vested in, and exercised by a board of three directors, two of whom shall constitute a quorum for the transaction of business.

Meetings for the election of directors, shall be held on the first Tuesday in the second week in January of each year, and meetings for other purposes shall be held on such dates and at such times as may be deemed necessary, upon the call of a majority of the board of directors of the corporation.

ARTICLE VIII—At the first meeting of the directors after their election, they shall elect a president, a vice-president, and a secretary-treasurer, and all elections shall be held under the supervision of the board of directors, and in accordance with law in such cases made and provided.

ARTICLE IX—Until the first Tuesday in the second week in January 1923, the following named persons shall serve as the first board of directors, to-wit: G. M. Ahrons, 110 Board of Trade Bldg., New Orleans, La.; Wallace A. Nunez, St. Bernard, La.; and William Estopinal, Gulfport, Mississippi, with the said G. M. Ahrons as president; the said Wallace A. Nunez as vice-president; and the said William Estopinal as secretary-treasurer.

ARTICLE X—Any and all alterations, amendments and changes in this charter, including increase and decrease of the capital stock, shall be made in accordance with law.

The liquidation of the affairs of the corporation shall be made by two liquidators elected in accordance with the law on the subject matter, and in all matters not hereinabove provided for, the provisions of Act number 267 of the General Assembly of the State of Louisiana for year 1914, or of any law amendatory thereof, shall govern.

ARTICLE XI—The corporation shall be a going concern as soon as authorized in accordance with law.

Thus done and passed in the City of New Orleans, Parish of Orleans, State of Louisiana, on the day and date first hereinabove written, in the presence of W. B. Guion and Sally Moon, competent witnesses, who have signed together with appearers, and me, notary public, after due reading of the whole.

(ORIGINAL SIGNED)

W. Estopinal, Gulfport, Miss., 198 shares; G. M. Ahrons, 110 Board of Trade Bldg., New Orleans, La., 1 share; Wallace A. Nunez, St. Bernard, La., 1 share.

Witnesses: W. B. Guion, Sally Moon.
(Seal) ALEXIS BRIAN,
Notary Public.

I, the undersigned Deputy Recorder of Mortgages of the Parish of Orleans, hereby certify that the foregoing act of incorporation of the Long Beach Canning Company, Incorporated, was duly recorded in the Mortgage Office of the Parish of Orleans on this date, in Book 1279, folio —.

New Orleans, September 19th, 1922.
(Signed) ROBT. SCOTT,
Dy. Recorder of Mortgages.

I hereby certify the foregoing to be a true and correct copy of the original charter of the Long Beach Canning Company, Incorporated, and of the certificate of the Deputy Recorder of Mortgages thereto attached.

New Orleans, September 19th, 1922.
(Seal) ALEXIS BRIAN,
Notary Public.
Sept. 21Oct. 26.

CHARTER OF ALBA & ALBA, INC.

United States of America, State of Louisiana, Parish of Oreans, City of New Orleans, Be it known, That on this 1st day of the month of September 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 the several persons whose names are hereunto subscribed, all of full age, who severally declared to me, notary, that availing themselves of the laws of this state relative to the organization of corporations, they have covenanted and agreed and by these presents do covenant and agree and bind themselves as well as all such other persons who may hereafter become associated with them to form a corporation for the objects and purposes and under the articles and stipulations following, which they hereby adopt as their charter, to-wit:

ARTICLE I—The name of this corporation shall be Alba & Alba, Inc., 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 purchase, receive, lease, hold or otherwise acquire and convey as well as mortgage and hypothecate under its corporate name, property, real, personal and mixed, corporeal and incorporeal; to borrow money and make and issue bonds and other evidences of indebtedness, and if desired, to secure the same by mortgage and otherwise; to buy and hold stock in other companies incident to the objects and purposes or the expansion of the business interest of the corporation; to name, elect and appoint such managers, agents, directors and officers 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 its proper government as may be deemed necessary and proper, and generally to do any and all things incident to or necessary and proper for the interest of the business of the corporation.

ARTICLE II—The domicile of this corporation shall be in the City of New Orleans in the State of Louisiana and all citations and other legal process shall be served upon the president of the corporation, and in the event of his absence, upon the 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 declared to be as follows:

To carry on the business of manufacturers agents and merchandise brokers; to buy ,sell and generally deal in goods and merchandise of any nature whatsoever, whether as brokers, agents, or on its own account; to conduct and carry on such other business as may be found necessary or convenient for properly effecting the aforesaid purposes or enhancing the value of the properties, rights and privileges of this corporation.

ARTICLE IV—The capital stock of this corporation is hereby fixed at the sum of Ten Thousand Dollars ($10,000.00), and shall be divided into and represented by one hundred shares of the par value of One Hundred Dollars ($100.00) each.

The said stock shall be paid for in cash or its equivalent, as provided by law and in such manner and at such times 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 when Five Thousand Dollars ($5000.00) has in fact been subscribed and paid for in cash or its equivalent as provided by law.

ARTICLE V—The capital stock of this corporation may be increased to the sum of Fifty Thousand Dollars ($50,000.00) by a two-third vote of all the stock at a special meeting called for that purpose or at a regular annual meeting of the corporation.

ARITCLE VI—All certificates of stock issued by the Company shall be signed by the President and countersigned by the Vice-President or if authorized by resolution of Board of Directors, shall be signed by the President and countersigned by the Secretary.

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 writ-

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ing to the other stockholders through the Board of Directors at a price not exceeding the book value thereof, and the stockholders shall have an option and first right to purchase all the shares of stock to be thus disposed of by the death, resignation or otherwise of any of the stockholders of the corporation, and shall have a period of ten days in which to accept or decline such offer of stock. Should the Board of Directors or the stockholders decline to purchase the said stock, then the stockholder or stockholders who made the offer to sell or otherwise dispose of this stock may sell or otherwise dispose of it in any manner and at any price that he or they may see fit. But each share of stock is issued under the condition and understanding that no stockholder shall make a sale or transfer of his stock in violation of this provision, and such sale or transfer, if made, shall be void, and this company 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 three directors, two of whom shall constitute a quorum.

The directors of this corporation may vote in person or by written 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 company by appropriate resolution to that effect.

The first board of directors of this corporation shall be composed of the following: Edward Alba, Oswald Alba, Charles Alba, with officers as follows: Edward Alba, president; Oswald Alba, vice-president; Charles Alba, secretary-treasurer, and they shall serve until the second Monday of January, 1923, or until their successors are elected and qualified.

The directors shall be elected annually, the second Monday of January of each year.

Notice of such meeting shall be given ten days prior to the date of the meeting, in writing and sent to each stockholder at his last known address.

Each stockholder shall at such annual meeting or other meetings, general or special, be entitled in person or by proxy to one vote for each share of stock owned by him.

Elections shall be held under such rules and regulations as may from time to time be 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 the directors shall not operate the forfeiture of this charter or any rights thereunder.

ARTICLE VIII—This charter or act of incorporation may be changed, modified, altered or amended by and with the consent of two-thirds of all the stock present at any meeting, general or special, held for that purpose; and such amendments may be material or immaterial subject only to limitations as may be by law provided; and this corporation shall have the power to increase or decrease its capital stock as herinbefore set out, and any increase in capital stock in excess of the amount named herein as the amount to which it 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 notices in case of elections, unless the same shall have been waived.

ARTICLE X—In case of 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 the stockholders, who may provide the number of said liquidators, and vest them with such power and authority as may by law be permitted; fix 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 shall be liable or responsible for any costs, contracts, debts or faults of the corporation, or of any of its officers, nor shall any mere informality in organization have the effect of rendering this charter null and void, or of exposing any stockholders 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 by each of them, and their post office addresses, so that this charter may serve as the subscription list of the corporation; all of which subscriptions are payable in the manner and form set out herein.

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 Wm. Mason Smith, Jr., and Paul E. Chasez, competent witnesses, who have hereunto signed their names with the said appearers and me, notary, after reading of the whole.

Witnesses: Wm. Mason Smith, Jr., Paul E. Chasez.
(ORIGINAL SIGNED)
(Names of subscribers omitted.)
WILLIAM J. GUSTE,
Notary Public.

Recorded in Parish of Orleans, M. O. B. 1279, folio —.

A true copy:
(Seal) WILLIAM J. GUSTE,
Notary Public.
Sept. 14—Oct. 19.

CHARTER OF CASTIGLIOLA PRODUCE CO., INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans: Be it known, that on this 30th day of the month of August, the year of our Lord, One Thousand Nine Hundred and Twenty-two, before me, Robert R. Ramos, a Notary Public, duly commissioned and qualified, in and for this City and the Parish of Orleans, therein residing, and in the presence of the witnesses hereinafter named and undersigned; personally came and appeared, the Persons whose names are hereunto subscribed, who declared that availing themselves of the provisions of the Constitution and Laws of the State of Louisiana, and particularly of the provisions of Act No. 267 of the Acts of the General Assembly of the State of Louisiana for the year 1914 and the amendments thereto, they have covenanted and agreed and do, by these presents, covenant, agree, bind and form themselves, as well as such other persons as may hereafter join or become associated with them, into a corporation and body politic in law, for the objects and purposes and under the agreements and stipulations following, to-wit:

ARTICLE I.—The name and style of this corporation shall be the CASTIGLIOLA PRODUCE COMPANY, INC., and under that name it shall have and enjoy corporate existence for a period of ninety-nine years from the date hereof. It shall have power to hold, receive, convey, transfer, mortgage and hypothecate property, real, personal and mixed; and to issue bonds, notes and other obligations. It may contract, sue and be sued, plead or be impleaded by its corporate name in any court of competent jurisdiction. It may make, adopt and use a corporate seal and alter or break the same at pleasure. It may hold stock in other corporations, and its capital stock may be isued for capital stock of other corporations. It may name, appoint and employ such managers, directors, officers, agents and other employees as its interests, business and convenience may require, and may fix their compensation, having due regard to the nature, character and value of their services. It may make and establish by-laws, rules and regulations not inconsistent with this charter or any existing law, fixing or altering the management of its property, the regulation and government of its affairs and the manner of the certification and registration of its stock. It may wind up and dissolve itself, or be wound up and dissolved in the manner prescribed by law. It may conduct business in this State, the Federal Districts, the Territories and possessions of the United States, and any foreign country. It shall have power to invest its Board of Directors with all of its corporate powers, subject to such restrictions as may be named in this charter. And it generally shall have and possess all the powers, rights, privileges and immunities which corporations are and may hereafter be authorized to have and possess under the Constitution and laws of this state, and particularly under Act No. 267 of the Acts of the General Assembly of the state of Louisiana, for the year 1914 and the amendments thereto.

ARTICLE II. The domicile of the said corporation shall be in the city of New Orleans, parish of Orleans, state of Louisiana, but it may establish and maintain offices and agencies throughout the United States of America and foreign countries.

All citations and other legal process shall be served on the president or in his absence, on the Vice-President of the corporation. In the event of the absence of the President and Vice-President of the

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said corporation, then said process shall be served on the Secretary.

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 buy, sell, ship, store, consign and receive on consignment, import and export, and generally deal in, either at retail or wholesale, or as a broker or principal, eggs, fish, fruits, produce, vegetables, poultry, ducks, rabbits, wild game, and all kinds and manner of perishable and all other food products, and to carry on a general brokerage and jobbing business and all other foodstuffs.

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

ARTICLE IV. The authorized capital stock of this corporation is hereby fixed at and declared to be the sum of $30,000.00, which capital stock may be increased in the manner provided by law to the sum of $100,000.00

The presently authorized capital stock of this corporation shall consist of 300 shares of the par value of $100.00 each. It shall be represented by certificates, shall be full paid and non-assessable when issued, shall be issued only for labor done, or for property actually received, or for bonuses to be paid its employees, or in lieu of cash dividends, when and as said dividends shall have become accrued, or for cash to be paid at such times and in such amounts and after such notice as may be determined by the Board of Directors, and shall be personal property. No transfer of said capital stock shall be binding upon this corporation unless made in accordance with its charter and by-laws and recorded on the books thereof.

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

Other stockholders desiring to purchase stock under this article must in due time give notice of such desire to the Secretary-Treasurer of this corporation. In the event that the other stockholders offer to buy more stock than is offered, stockholders offering to buy shall be entitled to buy the offered stock in equal proportions of the amount of stock offered for sale.

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 90 days after such stock is tendered for transfer on the books of this corporation, and no transfer of any such stock shall be made on the books of this corporation during the pendency of said 90-day period.

ARTICLE VI. All of the corporate powers of this corporation and the management of its affairs shall be vested in and controlled by a Board of Directors, composed of three (3) stockholders, except that the officers of this corporation shall have and exercise the power granted to corporate officers of Section 16 of Act 267 of 1914.

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

Said directors shall be elected annually on the first Monday in October of each year, commencing with the first Monday in October, 1923, and such directors so elected shall hold office for one year or until their successors shall be duly elected, qualified and installed. Failure to elect directors at any annual meeting shall not dissolve the corporation, but the directors then in office shall hold over until their successors are duly elected, qualified and installed.

Each stockholder of record on the books of said corporation shall be entitled to cast at the meeting of stockholders for the election of directors, either in person or by proxy, one vote for each share of stock held by him, and a majority of the vot