CHARTER.

CHARTER OF ALGIERS PUBLIC SERVICE COMPANY, INC.,

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on this twentieth (20th) day of the month of November, 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 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: the several persons whose names are hereunto subscribed, all of the full age of majority and residents of the City of New Orleans, who severally declared that availing themselves of the constitution and laws of the State of Louisiana, in such cases made and provided relative to the formation of corporations, particularly Act No. 267 of 1914, of the General Assembly of the State of Louisiana, approved July 8th, 1914, they have covenanted and agreed and do by these presents covenant and agree and bind themselves as well as such persons as may hereater become associated with them, or their successors, to form and constitute a corporation or body politic in law, for the objects and purposes, and under the agreements and stipulations following, to-wit:

ARTICLE I—The name and style of this corporation shall be the "Algiers Public Service Company, Inc.", and under its said corporate name it shall have power and authority to exist and enjoy succession for the full term and period of ninety-nine years from and after the date hereof; to contract, sue and be sued: to make and use a corporate seal and the same to break or alter at pleasure: to hold, receive, lease, purchase and convey, as well as mortgage, hypothecate and pledge property, real, personal and mixed, corporeal and incorporeal: to name and appoint such managers, agents, directors and officers as its business, interest or convenience may require: to make and establish, as well as alter and amend from time to time such by-laws and regulations for the proper conduct, management and regulation of the affairs of said corporation as may be necessary and proper; and to have, possess, and enjoy all rights, powers, privileges, franchises and immunities now or hereafter authorized and granted by law.

ARTICLE II—The domicile of this corporation shall be in the City of New Orleans, State of Louisiana: all citations and other legal process shall be served upon the president of this corporation, or in case of his absence or inability to act, upon the vice-president, and upon the inability of both president and vice-president to act, then upon the secretary or treasurer.

ARTICLE III—The object or objects, purpose or purposes for which this corporation is established and the nature of the business to be carried on by it are hereby specified and declared to be:

To build, construct, own, hold, acquire by purchase or otherwise, lease, maintain, ply and operate one or more steamboats, ferry boats, tow boats, barges and other water craft on the Mississippi river, or other rivers or their tributaries, and other water courses, in the State of Louisiana, or elsewhere, for the purpose of transportation, conveying and carrying passengers, vehicles, cattle and live-stock of every kind, produce, merchandise and freight of every kind and character whatsoever; to lease, purchase or otherwise acquire, own, hold, maintain and operate ship yards, wharves, sheds, warehouses, landings, pontoons, elevators, repair shops and other structures and apparatus necessary, appropriate, convenient and suitable for the business and its carrying out of the primary objects and purposes of this corporation; to lease, own, enjoy, possess and purchase or otherwise acquire the franchise, grant, license, right, permit or the authority from the City of New Orleans or State of Louisiana or the governing body of any sub-division thereof, to operate ferry boats on and across the Mississippi river in the city of New Orleans, Parish of Orleans, and every other parish of this state, for the transportation and carrying of passengers, vehicles of every kind, cattle or live-stock, produce, merchandise, and freight of every kind and nature whatsoever: to lease, purchase or otherwise acquire, hold, own and sell property, movable or immovable, also to purchase, sell, lease, sub-lease, own maintain and operate, any and all means and agencies of transportation whether propelled by steam, gas, electricity or other power, necessary, appropriate, convenient, suitable, and expedient for the carrying out of the business for which this corporation is formed; to lease, own, hold, enjoy acquire by purchase or otherwise, the property and assets of any person or persons, firm or corporation, carrying on or engaged in the same business as herein defined or incidental thereto; to purchase, lease, own and develop land, adjacent to the property of this corporation, for the comfort, convenience and pleasure of passengers and others, and for the promotion of travel over and across its ferry system, and as adjuncts thereto; to exercise the right and power of eminent domain for the acquisition of property that may be necessary and expedient for the carrying out of the business and the primary objects and purposes of this corporation; and generally to do and perform all acts and things, rights, powers, privileges, and franchises as related, and complementary or incidental to the objects and purposes of this corporation, as hereinabove set forth, or any of them, or such as may hereafter be conferred by law upon corporations of this character.

ARTICLE IV—The capital stock of this corporation is fixed at the sum of two hundred and fifty thousand dollars ($250,000.00) divided into and represented by twenty-five hundred (2,500) shares, of the par value of one hundred dollars ($100.00) each; all stock shall be paid for in cash or its equivalent at the time the certificate therefor is issued, or the board of directors may issue full-paid up certificates of stock in payment for property or rights actually received by it, or labor done and performed, or for services rendered to this corporation.

The capital stock of this corporation may be increased to the sum of five hundred thousand dollars, and which capital stock, if and when increased in the manner prescribed by law, shall be issued and paid for in the manner hereinabove set forth.

All transfers of stock shall be made upon the books of this corporation and shall be signed by the stockholder or by his attorney and under such rules and regulations as the board of directors may prescribe.

At all elections of the stockholders, voting shall be by ballot, and each stockholder shall be entitled to one vote, in person or by written proxy, for each share of the capital stock held by the stockholder, or the stockholder may send his vote by letter, the signature of which must be acknowledged before a notary public or other officer authorized to take affidavits.

ARTICLE V—The corporate powers of this corporation shall be vested in and exercised by a board of directors to be composed of eleven stockholders to be elected annually at a general meeting of the stockholders to be held on the third Tuesday in January of each year. A majority of the board of directors shall constitute a quorum for the transaction of business unless the by-laws of this corporation, adopted by the board of directors, shall provide for a lesser number.

Notice of such meeting and of all other stockholders' meetings shall be given by written notice addressed to each stockholder at his last known place of residence and deposited in the post office at least fifteen days before the date of said meeting. In case the law should prescribe a different notice then and in that event the notice to said stockholders shall be as required by law.

Any vacancy occurring among the directors of this organization by death, resignation or otherwise, shall be filled by election for the unexpired term by the remaining directors. And the said board shall likewise elect additional members in case they should determine to increase the number of said board.

The board of directors may, from time to time, name and appoint all such other officers, including one or more vice presidents or agents, as it may be necessary for the purposes and business of this corporation, as well as the salary or compensation and the powers and duties, of every officer, agent and employee, shall be fixed and defined by the board of directors, and all such officers, agents and employees shall hold office and employment at the pleasure of the board of directors; and all officers and directors shall hold office at the pleasure of the stockholders who may displace or elect the successors of any one or all of them at any time, at a meeting called for that purpose, by notice delivered either personally to the stockholder or deposited in the post office at his last known address fifteen days before the date of such meeting.

The president may at any time call such meeting, and if the president or officers of the corporation refuse or fail to call such meeting when requested to do so by the holder or holders of twenty-five per cent of the stock of this corporation, then such holder or holders of said stock may call such meeting after giving the notice hereinabove mentioned, at the office of the corporation. If, for any reason the use of the office of the corporation is refused, or it cannot be used for such meeting, then the caller or callers of such meeting may hold such meeting elsewhere.

The said board shall also elect at said meeting a secretary and a treasurer, or one person may be elected to act in both capacities, either of whom may or may not be a member of said board.

The board of directors may make and establish, as well as alter and amend, all such by-laws, rules, and regulations not inconsistent herewith, and deemed necessary and proper for the management and affairs of this corporation, and said board of directors, which is hereby clothed with all the corporate powers of this corporation, shall have full power and authority to acquire by purchase or otherwise, property, real, personal and mixed, and sell, convey, mortgage, hypothecate, lease and pledge the same, borrow and lend money, issue notes and bonds or mortgage and hypothecate same to secure said loans; to make or sign contracts or cause same to be made and signed by officers and directors, especially or generally authorized for that purpose, and to do any and all things reasonable, convenient or necessary for the proper conduct of the business and affairs of this corporation.

The first board of directors and officers of this corporation shall consist of: Julius Bodenger, whose post office address is No. 157 Delaronde Street, New Orleans, La.; Edward W. Burgis, whose post office address is No. 528 Bouny Street, New Orleans, Louisiana; Frank C. Duvic, whose post office address is No. 323 Morgan street, New Orleans, Louisiana; Herbert L. Harding, whose post office address is 701 Opelousas Avenue, New Orleans, Louisiana; William J. Hennessey, whose post office address is No. 311 Pelican Avenue, New Orleans, Louisiana; George Herbert, Jr., whose post office address is No. 209 Olivier Street, New Orleans, Louisiana; Dr. Alfred C. King, whose post office address is No. 305 Vallette Street, New Orleans, Louisiana; Dr. Charles V. Kraft, whose post office address is No. 500 Verret Street, New Orleans, Louisiana; Ralph P. Nolan, whose post office address is No. 225 Lavergne Street, New Orleans, Louisiana; August Schabel, whose post office address is No. 601 Patterson Street, New Orleans, Louisiana; Adolph Spitzfaden, Jr., whose post office address is No. 518 Pelican Avenue, New Orleans, Louisiana; with August Schabel, as president; Julius Bodenger, vice-president; Dr. Alfred C. King, vice-president, and Adolph Spitzfaden, Jr., as secretary-treasurer, who shall hold office until the third Tuesday in January, 1924, or until their successors shall be duly elected and qualified.

A failure to elect directors on the date specified for their election shall not dissolve this corporation, or impair its corporate existence or management, but the directors then in office shall remain in office until their successors shall have been duly elected and qualified.

ARTICLE VI—This act of incorporation may be modified, changed, altered or amended or the capital stock of this corporation may be increased or decreased, or this corporation may be dissolved with the assent of two-thirds of the outstanding stock of this corporation present or represented at a general meeting of the stockholders convened for such purpose or purposes, after previous notice of such meeting shall have been given to each stockholder either in person or by notice addressed to him at his last known place of business, and deposited in the mail of the United States at least fifteen days previous to the date of said meeting, unless other notice for a meeting of such character be prescribed by law, in which event, the said notice shall be given in conformity with the requirements of said law.

Upon the dissolution of this corporation either by limitation or for any other cause the stockholders at a general meeting called and convened, after due notice in the manner hereinabove provided, shall elect from among their number three liquidators, with full power to sell and liquidate its affairs, collect the outstanding debts, sell and convey the property, pay its debts, and divide the remaining money among the stockholders, and invest them in such other power and authority as may be necessary and permitted by law; the said liquidators shall remain in office until the affairs of this corporation shall have been fully liquidated, and 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, and in the event of disagreement among said liquidators, the action of the majority shall prevail and be binding.

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

ARTICLE VIII—The subscribers hereto have written opposite their respective 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.

Thus done and passed in my office, in the city of New Orleans, on the day and in the month and year first hereinabove written, in the presence of Claude E. Drumm and Jeanne Hatrel, competent witnesses, who hereunto sign their names with the said appearers and me, notary, after due reading of the whole.

ORIGINAL SIGNED
(Name of Incorporators)
Witnesses: Claude E. Drumm, J. Hatrel.

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 foregoing act of incorporation of the Algiers Public Service Company, Inc., was this day duly recorded in my office in Book 1279 folio.

New Orleans, November 20, 1922.
A true copy,
WM. J. HENNESSEY,
Notary Public.

Nov. 23—Dec. 28.

CHARTER OF PAILET, INC.

United States of America, State of Louisiana, City of New Orleans, Be it known, that on this foruteenth day of the month of November, in the year one thousand, nine hundred and twenty-two, before me, Felix J. Dreyfous, a notary public, duly commissioned and sworn in for the Parish of Orleans and City of New Orleans, therein residing, personally appeared, the persons whose names are hereunto subscribed, who declared that, availing themselves of the provisions of the laws of this state, relative to the organization of corporations, and more particularly Act No. 267 of the General Assembly of this state, approved July 9, 1914, they have covenanted and agreed and do, by these presents, covenant and agree, bind and form and constitute themselves, as well as such persons who 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 Pailet, Inc., and under that name it shall have and enjoy all the rights, privileges and advantages granted by law to corporations; it shall exist for the period of ninety-nine years from this day; it shall have the power to contract, sue and be sued in its corporate name; to make and use a corporate seal; and the same to break or alter at pleasure; to hold, receive, purchase, convey, mortgage, hypothecate or pledge property, both real and personal; to issue bonds, notes and other obligations or negotiable instrument; to have and employ such managers, directors, officers, agents and other employees as the interest and convenience of said corporation may require or demand; to make and establish such by-laws, rules and regulations for the corporate management and control of the affairs of the corporation as may be deemed necessary and expedient.

ARTICLE II—The domicile of said corporation shall be established in the City of New Orleans, State of Louisiana, and all citations and other legal process shall be served on the president; in his absence on the vice-president; and in the absence of both, 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 acquire, construct, own, lease and operate planing mills, saw mills, sash, door and blind factories; to buy, sell and deal in, for its own account, or on commission, logs, lumber and other building materials, and generally to engage in and carry on any other business or enterprise which may be germane or incidental to, or connected with, the purposes hereinabove set forth or contemplated by this instrument.

ARTICLE IV—The capital stock of this corporation is fixed at the sum of fifteen thousand ($15,000.00) dollars, divided into one hundred and fifty shares of the par value of one hundred dollars each. All shares of stock shall be full-paid and non-assessable. No transfer of stock shall be binding upon the corporation unless made upon its books, and all certificates of stock shall be signed by such officers as may be designated by the board of directors.

This corporation shall have the right to increase its capital stock to the further sum of fifty thousand ($50,000.00), to be divided into shares of one hundred dollars each, provided said increases in the capital stock shall have been authorized by the stockholders at a meeting to be held pursuant to the provisions of Article VIII of this charter.

ARTICLE V—All the corporate powers of the company shall be vested in and the management and control of its affairs shall be exercised by a board of directors composed of three stockholders, the membership of which may be increased to a number not exceeding five by the board of directors at any of its regular meetings. A majority of the directors shall constitute a quorum for the transaction of all business. The directors shall be elected annually by ballot on the third Monday in October 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 days' notice by mail of such election shall have been sent to each stockholder at his last known address. 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 appoint and dismiss such clerks, manager and other employes of the corporation as conditions may justify or the business of the corporation may require. The tenure of office of all the employes of the corporation shall be during the pleasure of the board of directors. Any of the directors or officers 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. Said board shall also have the right to elect a secretary who need not be a director or stockholder.

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

ARTICLE VII—This act of incorporation may be changed, modified or altered or this corporation may be dissolved, with the assent of the stockholders owning two-thirds of all the stock of the corporation, at a general meeting convened for that purpose, and after at least ten days' written notice of this meetng has been given through mail addressed to each share holder at his last known place of residence. In case of dissolution by the expiration of this charter or otherwise, the stockholders shall elect three liquidators from among their number to liquidate and settle the business and affairs of the company. In case of death or disability of any one of said commissioners or liquidators, the survivors of the remaining liquidators shall appoint a successor to him. The said liquidators shall have power to settle the company's affairs, collect outstanding debts, and divided the remaining money and property among the stockholders. They shall also have power to meet and act under the by-laws of the corporation and under regulations to be made by a majority of said liquidators; to fix the price and prescribe the terms of sale of said property, and the manner in which the sale shall be made, and take notes and bonds secured by mortgage and otherwise for part of the purchase price for all or any part of said property, provided, however, that the rights herein conferred upon the liquidators may be modified, changed or denied by a majority of the shares of the capital stock of the corporation. The said liquidators shall have authority to sue for and recover the debts and property in the name of the corporation and may be sued in the same name, and they shall be liable in solido to any creditor or stockholder for the monies and property of the corporation which shall come to their hands or possession as liquidators and for the proper application and distribution thereof.

ARTICLE VIII—The entire capital stock of this corporation has been subscribed at the time of the signing of this charter, as follows: Harold I. Pailet, 336 Baronne Street, New Orleans, 125 shares; Lester Pailet, 336 Baronne Street, New Orleans, 20 shares; and Joseph M. Graber, 336 Baronne Street, New Orleans, 5 shares.

ARTICLE IX—Until the election to be held in October, 1923, the following shall constitute the first board of directors, viz: Harold I. Pailet, president-treasurer; Lester Pailet, vice-president, and Joseph M. Graber, secretary.

Thus done and passed in my office, on the day, month and year, first above written, in the presence of Frank B. Twomey and Joseph L. Weiss, competent witnesses, who have signed with the appearers and me, the notary, after reading the whole.

Witnesses: F. F. Twomey, J. L. Weiss.
(ORIGINAL SIGNED.)
Harold I. Pailet, Joseph M. Graber, Lester Pailet.
(Seal) FELIX J. DREYFOUS,
Notary Public.

A true copy from the original act:
(Seal) FELIX J. DREYFOUS,
Notary Public.

New Orleans, La., Nov. 14th, 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 Pailet, Inc., was this day duly recorded in my office, in Book No. 1279, folio 251.
(Signed) ROBT. SCOTT,
Dy. Recorder of Mortgages.

A true copy from the original act.
(Seal) FELIX J. DREYFOUS,
Notary Public.
204 Carondelet Street.

Nov. 23—Dec. 28.

CHARTER OF ELECTRIC SERVICE STATION, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on this eighth day of November, 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, Benjamin W. Kernan, 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 several persons whose names are hereunto subscribed, who declared that, availing themselves of the provisions of the laws of this state relative to the formation of corporations, they have covenanted and agreed, and by these presents do covenant and bind themselves, as well as such other persons as may hereafter become associated with them, to form and constitute a corporation and body politic in law, under the stipulations and agreements following, which they adopt as their charter:

ARTICLE I—The name of this corporation shall be "Electric Service Station, Inc." and under its corporate name it shall have power and authority to have and enjoy succession for the full term of ninety-nine (99) years from date hereof, to contract, sue and be sued; to make and use a corporate seal and the same to break and alter at pleasure, to hold, receive, lease, purchase and convey as well as mortgage, pledge and hypothecate property, real, personal and mixed, corporeal and incorporeal; to name and appoint such managers, agents, directors and officers as its business interests and conveniences may require, and to make and establish, as well as alter, and amend from time to time, such by-laws and regulations for the proper government of the affairs of said corporation as may be necessary and proper.

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

ARTICLE III—The objects and purposes for which this corporation is formed are declared to be: to manufacture, repair, buy and sell electric supplies, fixtures, equipment and accessories of every type and description; to manufacture, repair, buy and sell novelties and make devices and accessories of every type and description, all at wholesale and retail, for import and export for itself and as agent, and generally to have all such powers and privileges that, or relate to the objects and purposes hereinbefore set forth or may be necessary or convenient for affecting said objects and purposes of this corporation.

ARTICLE IV—The capital stock of this corporation is hereby fixed at five thousand ($5,000.00) dollars, divided into and represented by fifty shares (50) of stock of the value of one hundred ($100.00) dollars each, said stock to be paid for before issuing and non-assessable. All transfers of stock must be made upon the books of the corporation and the original certificates surrendered properly endorsed.

ARTICLE V—All of the corporate powers of this corporation shall be vested in and exercised by a board of directors composed of not less than three (3) stockholders who shall be elected by the stockholders at the annual meeting of the corporation which shall be held on the third Tuesday of November of each year. A majority of the stockholders present or represented shall constitute a quorum for the transaction of business.

The officers of this corporation shall be a president, vice-president and a secretary-treasurer. They shall be elected annually by a board of directors from their number of directors, and officers shall be elected for a term of one year, but shall hold office until their successors are elected and qualified.

All elections shall be by ballot. Each share of stock shall be entitled to one vote, and the majority of the votes cast shall elect. Votes may be cast either in person or by written proxy.

ARTICLE VI—No stockholder shall ever be held liable for the contracts, faults or debts of this corporation, nor shall any mere informality in its organization have the effect of rendering this charter void or exposing a stockholder to any liability beyond the unpaid balance due on the shares owned by him.

No stockholder, his heirs, assigns, executor or administrator, shall have the right to dispose, alienate or otherwise transfer his holdings of stock in this corporation without first having offered said stock to this corporation for the benefit of its stockholders at the then book value thereof, the book value of such stock shall be ascertained, either by an agreement of the parties, or of two competent and experienced business men, one to be chosen by the stockholder and the other by the board of directors, when, if said two parties cannot agree upon a book value, said two parties so chosen, shall choose a third party, when the majority opinion shall prevail. Said offer shall be made in writing fifteen days before so doing, and the stockholders of said corporation shall have the right and privilege of availing themselves of the holdings of stock so offered.

The first board of directors shall consist of the following: Thomas E. Bartlett, E. A. Johnson and Mrs. Thos. E. Bartlett and the first officers shall be the following: Thomas E. Bartlett, president; Mrs. Thomas E. Bartlett, vice-president, and E. A. Johnson, secretary-treasurer.

ARTICLE VII—This act of incorporation may be changed, modified, altered or amended, or this corporation may be dissolved with the assent of stockholders owning three-fourths (¾'s) of the capital stock of the corporation, present or represented at a general meeting convened for that purpose, and after at least ten (10) days' written notice has been given through the mail to each stockholder at his last known place of residence.

ARTICLE VIII—In case of dissolution by the expiration of said charter or otherwise, the stockholders shall elect three (3) liquidators from among their number to settle the business and affairs of the corporation.

Thus done and passed in my notarial office, in the City of New Orleans, State of Louisiana, on the date aforesaid, in the presence of John Dart and Benjamin W. Dart, competent witnesses, who have hereunto signed their names with the said parties, and they have set out their addresses and the number of shares held by them, and me, notary, after due reading of the whole.

Witnesses: John Dart, Benjamin W. Dart.
(ORIGINAL SIGNED)
Thomas E. Bartlett, six shares, 812 Carondelet street, New Orleans, La.; Mrs. Thomas E. Bartlett, six shares, 812 Carondelet street, New Orleans, La.; (by Thomas E. Bartlett); Edward A. Johnson, 13 shares, 812 Carondelet street, New Orleans, La.
(Seal) BENJAMIN W. KERNAN,
Notary Public.

I certify that the foregoing is a true and correct copy of the original charter of Electric Service Station, Inc., passed before me Nov. 8, 1922, and on file in my notarial archives.
New Orleans, La., Nov. 10th, 1922.
(Seal) BENJAMIN W. KERNAN,
Notary Public.

Nov. 23—Dec. 28.

AMENDMENT TO CHARTER OF PEERLESS CIGAR BOX CO., INC.

United States of America, State of Louisiana, City of New Orleans, Parish of Orleans. Be it known that on this 13th day of the month of November, in the year one thousand nine hundred and twenty-two, before me, Herman L. Barnett, a notary public, duly commissioned and qualified in and for this city and parish, therein residing, and in the presence of the witnesses hereinafter named and undersignd, personally came and appeared B. Friedman of this city, of full legal age, and J. H. Oppenheim, of this city, of full legal age, the said appearers being, respectively, the president and the secretary-treasurer of the Peerless Cigar Box Co., Inc., a corporation duly organized under the laws of the state of Louisiana, and created by act before Herman L. Barnett, notary public, on the 9th day of November, 1922, recorded in the Mortgage Office of the parish of Orleans, in Book 1242, Folio 766, which said appearers declared that at a special meeting of the stockholders of the Peerless Cigar Box Co., Inc., held at the office of the corporation, in the city of New Orleans on the 10th day of November, 1922, said meeting having been duly called and at which meeting there were present and represented 155 shares of the capital stock of the corporation out of a total number of shares issued and outstanding of 155 shares, this being more than two-thirds of all the capital stock of the corporation issued and outstanding, it was unanimously voted, upon motion duly made and seconded, that Article IV of the charter of Peerless Cigar Box Co., Inc., be amended to read as follows:

ARTICLE IV. "The capital stock of this corporation is hereby fixed at the sum of $15,500.00, represented by 155 shares of the par value of $100.00 each. Said stock shall be paid for in cash or its equivalent, as provided by law, and in such manner and at such time and in such installments as may be prescribed by the Board of Directors. This corporation shall become a going concern and shall be authorized to commence business when $12,500.00 of its stock shall have been subscribed for and $6,250.00 of its capital stock actually paid in, either in cash or its equivalent, as provided by law."

Said appearers further declared that they were by said special stockholders' meeting fully authorized and instructed to effect the amendment to the charter hereinabove set out, and that they are authorized to appear before a notary public in and for the parish of Orleans, state of Louisiana, for the purpose of executing this amendment in authentic form, as provided by the laws of this state, and that they now appear before me, notary, in order to make proper notarial record of the 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 the said stockholders' meeting attached for reference to the original of this act of amendment.

And the said appearers further declared, under oath, that the reduction of the capital stock of the corporation, effected by this amendment to the charter, will not operate to reduce the capital stock of this corporation to an amount less than the corporate indebtedness.

Thus done and passed at my office in the city of New Orleans, state of Louisiana, on the day and date hereinabove mentioned, in the presenc of I. de Villeneuve and G. S. Wren, competent witnesses, who have subscribed their names hereto, together with said appearers and me, notary, after reading of the whole. Original signed: B. Friedman, President; J. H. Oppenheim, Secretary-Treasurer.

Witnesses: I. de Villeneuve, G. S. Wren
HERMAN L. BARNETT,
Notary Public.

A true copy:
HERMAN L. BARNETT,
Notary Public.

Recorded in M. O. B. 1279, Folio —
Nov. 23—Dec. 28.

AMENDMENT TO CHARTER OF U. S. NOVELTY AND MANUFACTURING COMPANY, INC.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans, Be it known, that on this first day of December in the year of our Lord one thousand, nine hundred and twenty-two, before me, Clarence de Lucas, a notary public, in and for the Parish of Orleans, State of Louisiana, duly commissioned, qualified and sworn, personally came and appeared, John Behrend, president of the U. S. Novelty and Manufacturing Company, Inc., and a resident of the Parish of Orleans, State of Louisiana, herein appearing in his capacity as the president of the U. S. Novelty and Manufacturing Company, Inc., a corporation duly organized under the laws of the State of Louisiana by act passed before Clarence de Lucas, notary public, in and for the Parish of Orleans on the 26th day of October, 1922, recorded in the mortgage Office for the Parish of Orleans in Book 1279, folio 190, he declared:

That a special meeting of the board of directors of the U. S. Novelty and Manufacturing Company, Inc., was held at the office of the said company, 240 Chartres street in the City of New Orleans on the 28th day of November, 1922, and a quorum being present, it was resolved, that a special meeting of the stockholders be called for the purpose of increasing the capital stock of the said U. S. Novelty and Manufacturing Company, Inc., from fifteen thousand dollars to one hundred thousand dollars.

That at a special meeting of the stockholders of the U. S. Novelty and Manufacturing Co., Inc., which was held at the office of the company on the 29th day of November, 1922, after due notice given to the stockholders of the said corporation in person, pursuant to a call by the board of directors of the said company held on the 28th, day of November, 1922, and all being present all voted unanimously to amend Article IV of the charter of the U. S. Novelty and Manufacturing Company, Inc., that he, the said John Behrend, president, appearing herein was authorized and directed to appear before me, notary, and execute the proper notarial act and declaration of said amendment required by law, for the purpose of offering authentic evidence and permanent record which will more fully appear by reference to the certified copies of the minutes of said board of directors' meeting and stockholders' meeting annexed hereto and made part hereof.

That at said meeting of the stockholders held at the office of the company on the 29th day of November, 1922, Article IV of the charter of the U. S. Novelty and Manufacturing Company, Inc., was amended so as to hereafter read and be as follows:

"ARTICLE IV—The capital stock of this corporation shall be one hundred thousand dollars, divided into one thousand shares of the par value of one hundred dollars per share. All stock subscribed for shall be payable ten per cent (10%) thereof in cash or its equivalent in property or services actually rendered at the time of subscription, the balance in equal monthly installments of ten per cent (10%) each, provided, that the subscriber at his option may pay an additional amount, or the whole face value thereof in cash at the time of subscription.

"The capital stock of this corporation is to be represented by common and accumulated eight per cent preferred stock, one-half or fifty thousand dollars thereof is to be common stock and one-half or fifty thousand dollars thereof is to be accumulated eight per cent preferred stock.

"The accumulated eight per cent preferred stock shall have no voting power, but shall be accumulated as to dividends.

"The board of directors shall have power to issue full paid stock for property transferred to said corporation or for labor or services rendered."

Thus done and passed in my office in the City of New Orleans, State of Louisiana, on the day, month and year hereinabove written, in the presence of F. H. G. Fry and J. R. Wing, competent witnesses, who have hereunto signed their names, together with said appearer and me, notary, after due reading of the whole.

Witnesses: F. H. G. Fry, J. R. Wing.
(ORIGINAL SIGNED)
JOHN BEHREND,
(Seal) C. de LUCAS,
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 U. S. Novelty and Manufacturing Co., Inc., was this day duly recorded in my office in Book 1279, folio 300.
New Orleans, Dec. 12th, 1922.
(Signed) ROBT. SCOTT,
Deputy Recorder.

A true copy:
(Seal) C. de LUCAS,
Notary Public.

Dec. 21—Jan. 25

CHARTER OF WEISS & DREYFOUS, INCORPORATED.

United States of America, State of Louisiana, City of New Orleans, Be it known, that on this fourteenth day of the month of December, in the year one thousand, nine hundred and twenty-two, before me, Felix J. Dreyfous, a notary public, duly commissioned and sworn in for the Parish of Orleans and City of New Orleans, therein residing, personally appeared the persons whose names are hereunto subscribed, who declared that, availing themselves of the provisions of the laws of this state, relative to the organization of corporations, and more particularly Act No. 267 of the General Assembly of this state, approved July 9, 1914, they have covenanted and agreed and do, by these presents, covenant and agree, bind, form and constitute themselves as well as such persons who may hereafter join or become associated wlith them, into a corporation and body politic in law, for the object and under the agreements and stipulations following, to-wit:

ARTICLE I—The name and style of this corporation shall be: "Weiss & Dreyfous, Incorporated," and under that name it shall have and enjoy all the rights, privileges and advantages granted by law to corporations; it shall exist for the period of ninety-nine years from this day; it shall have the power to contract, sue and be sued in its corporate name; to make and use a corporate seal, and the same to break or alter at pleasure; to hold, receive, purchase, convey, mortgage, hypothecate or pledge property, both real and personal; to issue bonds, notes and other obligations or negotiable instruments; to have and employ such managers, directors, officers, agents and other employes as the interest and convenience of said corporation may require or demands; to make and establish such by-laws, rules and regulation may require or demand; to make and control of the affairs of the corporation as may be deemed necessary and expedient.

ARTICLE II—The domicile of said corporation shall be established in the City of New Orleans, State of Louisiana, and all citations and other legal process shall be served on the president; in his absence, on the vice-president; and in the absence of both, on the secretary-treasurer.

ARTICLE III—The objects for which this corporation is organized are to practice the professions of architecture and engineering in this city or elsewhere, and generally to engage in any other undertaking which may be germane to, or may arise from, or be incidental to the professions or undertakings above enumerated.

ARTICLE IV—The capital stock of this corporation is fixed at the sum of twenty-five thousand ($25,000.00) dollars, divided into five hundred (500) shares at the par value of fifty ($50.00) dollars each. All shares of stock shall be full-paid and non-assessable. No transfer of stock shall be binding upon the corporation unless made upon its books, and all certificates of stock shall be signed by such officers as may be designated by the board of directors.

This corporation shall have the right to increase its capital stock to the further sum of fifty thousand ($50,000.00) dollars, to be divided into shares of one hundred dollars each, provided said increase in the capital stock shall have been authorized by a majority of the stockholders at a meeting to be held pursuant to the provisions of Article VIII of this charter.

ARTICLE V—All the corporate powers of this corporation shall be vested in, and the management and control of its affairs shall be exercised by a board of directors composed of three stockholders, the membership of which may be increased to a number not exceeding six by the board of directors at any of its regular meetings. A majority of the directors shall constitute a quorum for the transaction of all business. The directors shall be elected annually by ballot on the second Monday in May 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 days' notice by mail of such election shall have been sent to each stockholder at his last known address. 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 occuring 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 appoint and dismiss such clerks, managers and other employes of the corporation as conditions may justify or the business of the corporation may require. The tenure of office of all the employes of the corporation shall be during the pleasure of the board of directors. Any of the directors or officers 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. Said board shall have the right to segregate the office of secretary-treasurer, and may elect a secretary who need not be a director of stockholder.

ARTICLE VI—No sale or other transfer of shares of stock in this corporation shall be valid until and unless the opportunity has been first afforded the shareholders of record at the date of such transfer, sale or other alienation, to purchase such stock at true value, the value to be ascertained in the manner herein prescribed. The right to acquire said stock hereby first vested in the other stockholders of record shall follow the stock into any hands to which it may pass and may be exercised against the holders thereof within fifteen days from the time any sale or transfer thereof has been offered to be entered on the books of the association.

It shall be the duty of any holder of stock in this corporation who intends or desires to sell, transfer, alienate or otherwise dispose of the same, to give fifteen days' notice of such intention or desire to the board of directors of the corporation who are hereby constituted agents of the other stockholders for the purpose of such notice, and said board of directors shall give immediate information thereof, in writing, to all the other stockholders of record. Before the expiration of the fifteen days from the receipt of said notice by the board of directors, any shareholder of record may offer to purchase, and may acquire the right to purchase said stock by notifying the board of directors in writing and thereafter shall deposit the price of said stock in cash with the corporation on or before fifteen days from the date last mentioned.

Upon the receipt of the first mentioned notice, the board of directors shall advise the person owning said stock, his agent or representative, to join said board in fixing the value of said stock, which value shall be established on the basis of the market value of the assets of the corporation, taking also into account the last annual or semi-annual statement or report of the corporation and the last monthly trial balance preceding the date of such notice, and to the value thus found and established there shall be added ten per cent, and the sum thus found and established shall constitute the value and price of said stock.

If within twenty-four hours after such notice, the owner, his agent or representative, does not join with the board in establishing the price or value of the stock, the board may proceed without further delay to fix the said value, using the report and trial balance aforesaid for that purpose, which writings are declared to be conclusive evidence for and against all parties in interest in the premises, whether the value is established by the joint act of the owner, his agent, widow, heirs or representatives or by the board of directors acting in default of the co-operation of said person or persons.

Upon receipt of the offer or acceptance of any shareholders to purchase said stock and upon obtaining guarantee satisfactory to said board for the price thereof, the board of directors shall thereupon give notice thereof to the owner of the stock, his agent or representative and before the expiration of the period of fifteen days aforesaid, shall call in the certificate or certificates representing such stock and pay the price or value thereof minus the indebtedness of said stockholder to the company, if any, and cause same to be transferred on the books of the purchaser.

The preference option and right to purchase heretofore vested by paragraph first in the other shareholders shall exist in full force and effect in their favor to acquire the shares of stock of a deceased shareholder or one who shall retire from an active participation in the business of the corporation, and the formalities and course of procedure, the terms, conditions, stipulations and delays hereinabove established in said paragraph shall apply in all respects to the procedure to be followed in case of death or retirement. Immediately upon receipt of information of the death of any shareholder, it shall be the duty of the board of directors to cause the necessary steps to be taken to carry out and enforce these provisions.

The preference, option and right of purchase hereinabove established shall run in favor of each shareholder of record for his virile share in proportion to his existing holdings in the stock, but should any shareholder fail to exercise his right in this regard, his right shall pass to and be absorbed by the other shareholders, provided that the owner, his widow, heirs or legal representatives, as the case may be, shall not be obliged to deliver said stock unless the offers to purchase the same shall include and cover the entirety of the offerings under paragraph first or all of the offerings under paragraph second.

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

ARTICLE VIII—This act of incorporation may be changed, modified, or altered, or this corporation may be dissolved, with the assent of the stockholders owning three-fifths of all the stock of the corporation, at a general meeting convened for that purpose, and after at least ten days' notice of this meeting has been given, in writing, through mail, addressed to each stockholder at his last known place of residence. In case of dissolution, or the expiration of this charter or otherwise, the stockholders shall elect one or more liquidators from among their number to liquidate and settle the business and affairs of the corporation. In case of death or disability of any one of said commissioners or liquidators, the survivors or remaining liquidators shall appoint a successor to him. The said liquidators shall have full power to settle said corporation's debts and divide the remaining money and property among the stockholders. They shall also have power to meet and act under the by-laws of the corporation and under regulations to be made by a majority of said liquidators; to fix the price and prescribe the terms of sale of said property and the manner in which the sale shall be made, and to take notes and bonds, secured by mortgage or otherwise for any debt due the corporation, provided, however, that the rights herein conferred upon the liquidators may be modified, changed or denied by a majority of the shares of the capital stock of the corporation. The said liquidators shall have authority to sue for and recover the debts and property in the name of the corporation and may be sued by the same name, and they shall be liable in solido to any creditor or stockholder for the monies and property of the corporation, which shall come into their hands or possession as liquidators and for the proper application and distribution thereof.

ARTICLE IX—The entire capital stock of this corporation has been subscribed at the time of the signing of this charter, as follows, viz: Leon C. Weiss, 200 shares; F. Julius Dreyfous, 200 shares; and Solis Seiferth, 100 shares.

ARTICLE X—Until the election to be held in May 1923, the following shall constitute the first board of directors, viz: Leon C. Weiss, president; F. Julius Dreyfous, vice-president; Solis Seiferth, secretary-treasurer.

Thus done and passed in my office, on the day, month and year first above written, in the presence of Frank B. Twomey and Joseph L. Weiss, competent witnesses, who have signed with the parties and me, notary, after reading the whole.

(ORIGINAL SIGNED)
Leon. C. Weiss, Solis Seiferth, F. Julius Dreyfous.
Witnesses: J. L. Weiss, F. B. Twomey.
(Seal) FELIX J DREYFOUS,
Notary Public.

A true copy from the original act.
(Seal) FELIX J DREYFOUS,
Notary Public.

New Orleans, La., December 15th, 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 Weiss & Dreyfous, Inc., was this day recorded in my office, in Book No. 1279, folio —.
(Signed) ROBT. SCOTT,
Deputy Recorder.

A true copy from the original act
(Seal) FELIX J. DREYFOUS,
Notary Public
204 Carondelet Street.

Dec. 21-28 Jan. 4-11-18-25.

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