THE HERALD

PUBLISHED EVERY THURSDAY.

Entered at the Postoffice at New Orleans as Second-Class Mail Matter.
TERMS OF SUBSCRIPTION.

One Copy, One Month, in Advance ..... .10
One Copy, One Year, in Advance $1.00

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THE HERALD may be found at the following places:
THE HERALD (Algiers Office), 500 Verret Street.
THE HERALD (City Office), 624-626 Carondelet Street.
Hill's Book Store, 108 St. Charles Street.

Subscribers failing to get THE HERALD regularly, will please notify the business manager, No. 500 Verret Street.

Please send communications for publication as early as possible, and not later than Tuesday night.

All communications, such as letters from the people and news notes of balls, lawn parties, dances and personal mention will be inserted in THE HERALD free of charge. No communication will be received unless signed by the sender. We do not publish your name in connection with the communication unless you so state, but we must insist upon having your name as a guarantee of good faith.

VOL XXV NOVEMBER 22, 1917 No. 29

THE FOOD CONSUMER'S VIEW POINT.

Food—"Do Not Waste It." "The Conservation of Our Resources." "Saving of Food Will Win the War."

These are some of the conspicuous signs that are so attractive throughout the country to-day. The United States Food Adminisration and the different state and city organizations have no doubt done an immense amount of good throughout the country in their campaign against the waste of food and also the high prices, but only in a few instances has the real consumer been benefitted through the campaign that has been waged.

Many of the high prices that are being paid to-day are prices that are charged merely for the fact that the people are getting accustomed to paying large prices for their commodities and, in many instances, there is absolutely no reason for charging such a profit on goods that are consumed by the people as food. We called attention last week in our editorial to a certain fact that I believe our food administration in the city should take up in order that genuine relief will come to those who are so near to the source of production. We have reference to the enormous profits that are made by the middle man on the sale of crabs, fish and shrimp. As it showed last week, shrimp were selling at Bay Adams for one and seven-eights and two cents a pound while the people in the city and in Algiers were paying from ten to twelve and a half cents a pound.

We believe that the housewives throughout the entire country are using every effort to help the food administration to win this war, but, in return for their good and faithful work it seems that very little has been done to control the robbers from forcing high price upon the people. A thorough investigation of the middle man's activities will no doubt reveal a condition that will bring about a great relief, especially to the poor. Any dealer or middle man is entitled to a certain per cent of profit, and, we believe from twenty-five to thirty-three and a third per cent is a fair profit; and, we might say is the standard which is added on throughout the country by the merchants in general. In many sections, five and ten per cent is considered a fair profit for the middle man who handles goods in large quantities; but, when these people add on a profit of three and four hundred per cent, they take advantage of war conditions and of the fact that high prices are prevailing and compel the consumer to pay the toll. If any one is entitled to consideration and a part of the profit, it is the housewife to whom the entire world is looking to conserve the food.

WHY AND WHY NOT.

A Durham, N. C., man faces trial for cursing President Wilson.

America is today the center of the aeroplane industry of the world.

Wooden shoes are a strong possibility if the war lasts much longer, says a large Chicago shoe dealer.

Rev. James R. Day, Chancellor of Syracuse University, says, "Hell is too good for the slacker."

A Commissioner of Public Property in Haverhill, Mass., has been indicted on a charge of larceny and malfeasance in office.

The deepest oil well in the world at Bellsville, Pa., that cost over half a million dollars has been abandoned as a failure.

A servant employed in a Paterson, N. J., home, killed the child of her employer because of a grievance against the family.

President Vail of the Bell Telephone System states that nearly ten billion telephone calls are made a year over the Bell System.

The Senate has approved Senator Lodge's bill to permit Americans to retain decorations derived from foreign governmetns.

A nurse in a Poughkeepsie, N. Y., hospital accidentally used carbolic acid instead of sweet oil to bathe a baby, and the child died.

Church of the Holy Name of Mary

ERSONALS.

Rev. Father M. J. Byrne, Catholic chaplain of the Federal prison in Atlanta, is the guest of the Fathers while attending the sessions of the American Prison Association in this city.

Rev. Father Petit went to St. John the Baptist's Church on Wednesday morning to attend the anniversary service held there in memory of Rev. Father Richards, former pastor of the church.

BAPTISMS.

Emily, daughter of Frank Guillot and Esther Senat. Sponsors, Charles Fredericks and Hazel St. Germain.

Elizabeth Eva Dorothy, daughter of Claude Joseph Bloom and Bertha Buriet. Sponsors, Ernest Lae and Veronica Le Blanc.

Charles Edward, son of Charles Ernest Traub and Madelina F. Hoffman. Sponsors, Francis C. Doyle and Marguerite H. Teal.

Francis Edward, son of Francis A. Wattigney and Louise Diffort. Sponsors, Edward S. Wattigney and Marie Alice Diffort.

Joseph George Raphael, son of Joseph B. Willis and Adela Moriarty. Sponsors, Edward P. Terrebonne and Clotilde Willed.

Bernard Marie Louis, son of Julian Darroul and Ide Fourcade. Sponsors, Charles Truedau and Stella Olivier.

MARRIAGES.

Leatham—Powers.—On November [illegible] Thomas Henry Leatham, son of Joseph Leatham and Julia Oser, was married to Miss Nora Marguerite Powers, daughter of the late William J. Powers and Irene O'Hearn. Witnesses, Louis Rodick and Elvina Lenard. Father Petit, S. M., officiated.

Lynch—Reynolds.—On November [illegible] James M. Lynch of Boston and Mabel Rose Reynolds were married. Witnesses, Louis Lahare and Miss Thelma Haggerty. Father T. J. Larkin officiating.

Methodist Church Notes

Rev. C. C. Wier, Phone Algiers 138, Residence 258 Vallette Street.

Last Sunday the pastor preached at 11 a. m. from Exodus 18:20, "So Moses hearkened to the voice of his father-in-law and did all that he had

The Junior Choir sang a voluntary and an offertory.

There were not enough soldiers for the homes that had prepared for them. This elicited many expressions of disappointment.

At night Mizpah Choir sang a special. Mrs. Bell rendered a beautiful violin solo. The speaker of the evening was Mr. Cyrus B. Adams of Boston, Mass. Mr. Adams is Superintendent of Prisons of Massachusetts. The congregation greatly appreciated the instructive talk about how the Christian world was improving in its treatment of criminals. In dwelling upon the various causes of crime, he said there were numerous causes, but the greatest of all was liquor. He said that of all the criminals who had given him their life's story, at least nine-tenths of them had attributed their ruin to drink.

Mr. Adams is a veteran of the Spanish-American war and took occasion to say some words of good counsel to soldier and sailor boys who were present.

The pastor announced that next Sunday was the last Sunday in the Conference year and that at night he would preach a "Conference Sermon." Services at 11 a. m. and 7:30 p. m.

The Boy Scouts held a very interesting meeting Monday night. If any more scouts join, besides those who have applied for membership, they must have a special dispensation or else form a new troop, as only thirty-two can join one troop, except by dispensation. The following eight boys stood the test for tenderfoot: R. Cayard, C. Burgis, P. Saleeby, F. Sadler, G. Gilder, T. Daniels, E. Hafkespring and M. Acker.

E. Mothe has already secured his suit, hat, knife and whistle. If you will help the boys you will soon see all of them in uniform.

The special meeting of the Missionary Society closes to-night. Attend and hear a message. The Board of Stewards hold an important meeting Friday night at 8 o'clock.

Last Wednesday, November 14, Rev. W. W. Holmes, presiding elder of the New Orleans District, held the Fourth Quarterly Conference. The following stewards were elected for the ensuing year: Dr. A. C. King, E. H. Cayard, John B. Miller, H. R. Hafkespring, E. B. Collette, J. A. Scott, J. W. Daniels, L. T. Dunn, H H. Gibson, Paul Malone and Capt. C. J. Zatarain. All of the trustees were re-elected. L. T. Dunn was confirmed president of the Epworth League, E. E. Cayard was elected superintendent of the Sunday School, Paul Malone, who is serving his country on the seas, was retained on the Board of Stewards and was made superintendent emeritus of the Sunday School.

Mrs. George O. Hillard and baby Hillard have entered as Sunday School attendants.

Mr. Walter Harvey has accepted service and will go to Jackson Barracks this week.

Mr. Chester Green has gone to Washington City and will take a special course in ship building.

SUNDAY SCHOOL.

"The Best Sunday School in the City" is the aim of the Methodist Sunday School, as stated by the superintendent of the Sunday School last Thursday night at the Church Conference. He also stated that he wanted an average attendance for 1918 of 200, which he hopes will be reached and perhaps increased. It looks as though we are sure to have it if the attendance keeps growing. Last Sunday we had the second largest attendance this year, with 162 present. Next Sunday we will exceed this. Will you be one of them.

The Sunday School has entered into a contest to secure subscriptions to the Daily States, so if you are going to take the paper please notify one of the Methodist Sunday School scholars and help the Algiers Methodists.

Next Sunday morning, after Sunday School, there will be a meeting of the Workers' Council. All teachers are urged to be present, because we will elect officers for the coming year and we want you to be there. We will also discuss many matters relative to Christmas.

If the reader has never been to our Sunday School it will not be time lost to come out and spend a few Sundays with us, then you will want to remain and come as long as you are able. Don't forget that we can place you—we can place everybody if they would only come.

EPWORTH LEAGUE.

The Bonner home was visited by the Leaguers on Sunday afternoon and those that went were certainly glad they were along. The services Sunday afternoon were led by Mr. Lester Dunn and Miss Inez Daniels. Mr. Lester Dunn led the Mission Study Class and Miss Inez Daniels led the regular service, the subject being "Seeking Things Worth While."

Some of the Leaguers forgot that the Mission Study Class had started and did not come until after it was over, so next Sunday let all be on time at 6:30, just fifteen minutes before the League service. Come join the League and Work for Christ.

Mount Olivet Church

Last week the rector visited North Louisiana, including in his trip Alexandria, where he was the guest of Rev. and Mrs. W. S. Slack.

Rev. S. L. Vail preached at St. John's Church on Sunday last at 11 a. m.

The pastoral letter of the House of Bishops was read at Mt. Olivet Sunday evening. It took the place of the sermon. The letter is one of advice to the church in time of war, emphasizing the Church's duty. The church must back up the nation in this great struggle for world righteousness and world justice and also care for our soldiers and sailors at home and at the front.

Mt. Olivet will be open daily from 8 a. m. to 5 p. m. for private prayer. Come in; rest and pray. Pray for your country, Congress, the President, our boys on the firing line; and for those at sea. Pray also for peace. In the silence of the Lord's holy temple—the church—offer up your prayer.

At a meeting of the Woman's Guild held at the Rectory on Tuesday evening, the following committees were appointed:

Visiting and Sick Committee—Mrs. A. J. Amuedo, Mrs. E. J. Hotard and Mrs. A. Babin.

Finance Committe for Church Pledges, to assist the finance committee of the vestry in collecting overdue pledges for church support—Mrs. A. J. Amuedo, Mrs. M. Richards, Mrs. W. T Christy, Mrs. A. Babin and Mrs. E. J. Hotard.

We are anxious to balance all accounts as far as possible. Contributors are requested to remit the amounts of their pledges now due within the next thirty days.

The Finance Committee of the Vestry is as follows:

Mr. Geo. Koppel, Mr. John Porzler and Mr. L. J. Peterson.

Services next Sunday—The Sunday next before Advent also called "Stir up Sunday" on account of the Collect for the day beginning "Stir up we beseech thee, O Lord, the wills of thy faithful people,"

7 a. m.—Holy Communion and sermon.

9:30 a. m.—Sunday School.

7:30 p. m.—Evening prayer and sermon. Text, "I am not ashamed of the gospel of Jesus Christ." Romans 1:16.

Thanksgiving Day—Celebration of the Holy Communion. Due notice of the hour will be given.

Trinity Evangelical Lutheran Church

NO NEWS RECEIVED THIS WEEK

GET READY FOR YOUR XMAS SHOPPING

$6.00 Silk Shirts $4.50
75c Cheney Silk Tubular Ties 65c
High-Grade Knit Ties, exclusive patterns $2.50

New Arrow Collar Claridge

The Aristo Co.

ALBERT DE BEN, Pres. and Mgr.
209 Carondelet St.—Hennen Bldg.
Phone Main 2384
Open Saturdays Till 9:30 P. M.

Kreo Koff
The Antiseptic Cough Remedy
25c IT STOPS THE COUGH 25c
Ask Your Druggist

Smith The Sign Man

Makes Toast Go Better

Crisp, crunchy toast done to a golden brown, spread with rich, creamy butter—that and a cup of good, old Luzianne. There's a breakfast in itself that's hard to beat—*mighty* hard. You buy a can of Luzianne today. If it doesn't go better and farther than any other coffee at the price, your grocer will refund your money, without question or quibble. Luzianne is roasted in a clean, sanitary, well-lighted factory. Your own kitchen could not be cleaner. Ask for profit-sharing catalog.

The Luzianne Guarantee:
If, after using the contents of a can, you are not satisfied in every respect, your grocer will refund your money.

LUZIANNE coffee
The Reily-Taylor Company, New Orleans

SPICK AND SPAN
THE ELECTRIC PLAN
South New Orleans Light & Traction Co.
222 Elmira Ave. Phones Alg. 151-302

AMENDED CHARTER OF MERCANTILE REALTY COMPANY, INCORPORATED.

United States of America, State of Louisiana, Parish of Orleans, City of New Orleans.

Be it known, That on this nineteenth day of the month of November, in the year of our Lord one thousand nine hundred and seventeen, and of the Independence of the United States of America the one hundred and forty-first, before me, Francis P. Burns, 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 Edgar M. Rea, President, and Peter J. Stouse, Secretary, who declared that at a special meeting af the stockholders of the Mercantile Realty Company, Incorporated, a corporation organized by an act passed before Francis P. Burns, notary public, on April 5th, 1917, recorded in M. O. B. 1206, folio 550, and as amended by an act of amendment before the same notary public on October 8th, 1917, recorded in M. O. B. 1212, folio 554, held at the office of said Mercantile Realty Company, Incorporated, on November 19th, 1917, they were authorized as president and secretary, respectively, of said Mercantile Realty Company, Incorporated, as appears by a certified copy of the minutes of the stockholders' meeting hereto attached and made part hereof, to appear before me, notary, for the purpose of amending the said charter of the Mercantile Realty Company, Incorporated.

And the said appearers, as president and secretary, respectively, of the said Mercantile Realty Company, Incorporated, and acting in said capacities aforesaid and on behalf of said corporation by virtue of the authority conferred upon them at the aforesaid special meeting of the stockholders of the Mercantile Realty Company, Incorporated, declared that Article Four of the charter of said Mercantile Realty Company, Incorporated, passed befofre me, notary, on April 5th, 1917, and as amended by an act of amendment passed before me, notary, on October 8th, 1917, has been changed, altered and amended to read as follows, to-wit:

Article IV.—"The capital stock of this corporation is hereby fixed at the sum of thirty thousand ($30,000.00) dollars, divided into three hundred (300) shares of the par value of one hundred ($100.00) dollars each, provided that the amount to which the capital stock of this corporation may be increased shall be one hundred thousand ($100,000.00) dollars.

Fifty per cent of the capital stock of this corporation must be subscribed for before the filing of the articles of incorporation. The subscribed capital stock of this corporation shall be payable in cash.

No stockholder shall ever be held liable or responsible for the faults, contracts or debts of this corporation in any further sum than the unpaid balance due the corporation on the shares of stock subscribed for by him, nor shall any mere informality in the organization have the effect of rendering this charter null or of exposing any shareholder to any liability whatsoever."

And the said appearers moreover declared that in consequence of the foregoing and pursuant to the authority in them vested by the stockholders of said Mercantile Realty Company, Incorporated, they do hereby formally declare publicly and make known that in the manner prescribed by law and agreeable to the provisions of the charter of said Mercantile Realty Company, Incorporated, Article Four of said charter, passed before me, notary, on April 5th, 1917, and amended by an act of amendment passed before me, notary, on October 8th, 1917, has been changed, altered and amended as hereinabove set forth and written, and they do hereby direct and require that the stated change and amendment of Article Four of the charter of Mercantile Realty Company, Incorporated, be recorded and published in the manner prescribed by law, to the end that the said change and amendment hereafter and at all times be as hereinabove set forth, as regards all persons that are now or may hereafter become stockholders of the aforesaid company.

Thus done and passed at my office in the City of New Orleans, on the day, months and year herein first above written, in the presence of St. Clair Adams and Guy Hopkins, competent witnesses, who hereunto sign their names with the said appearers and me, Notary, after a reading of the whole.

(Signed) E. M. REA, P. J. STOUSE.

Witnesses: St Clair Adams, Guy Hopkins.

FRANCIS P. BURNS, 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 Incorporation of the Mercantile Realty Co., Inc., was this day duly recorded in my office, in Book 1212 Folio ——.

New Orleans, Nov. 20th, 1917.

(Signed) EMILE J. LEONARD, Dy. R.

A true copy.

FRANCIS P. BURNS, Notary Public.

Nov 22 29 Dec 6 13 20 27

CHARTER ROSE HILL, INC.

United States of America, State of Louisiana, Parish of Orleans.

Be it known, that on this sixth day of the month of October, in the year of our Lord one thousand nine hundred and seventeen (1917), and of the Independence of the United States of America, the one hundred and forty-second, before me, Felix J. Dreyfous, a notary public, duly commissioned in and for the City of New Orleans, in 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 organization of corporations, they have covenanted and agreed, and do by these presents covenant, agree, bind, form and constitute themselves, as well as such persons as may hereafter join or become associated with them, into a corporation and body politic in law, for the objects and purposes, and under the agreements and stipulations following, to-wit:

Article I.—The name of this corporation shall be Rose Hill, Inc., under which name it shall exist for the longest period permitted by laws of the State of Louisiana, and shall enjoy all the power and authority to contract, sue and be sued; to accept and receive mortgages, pledges, or other hypothcations; to make and use a corporate seal, and the same to break and alter at pleasure; to purchase, receive, lease, hold or otherwise acquire and convey, under its corporate name, property both real, personal and mixed; and to secure same in such manner as the Louisiana law may permit; to name and appoint such managers and directors, officers and agents as the interest and convenience of said corporation may require, and to make and establish, as well as alter and amend at pleasure, such by-laws, rules and regulations for the management and regulation of the affairs of the corporation, as may be necessary, proper or convenient.

Article II.—The domicile of this corporation shall be the City of New Orleans, Louisiana, and all citations or other legal process shall be served upon the president of the corporation, or in his absence upon a vice-president.

Article III.—The objects and purposes for which this corporation is established, and the nature of the business to be carried on by it, are declared and specified to be: To own, hold, lease, buy, sell or otherwise acquire and alienate, and to dedicate, lay out, operate and conduct a cemetery or cemeteries in the City of New Orleans or elsewhere, and in connection therewith to own, hold, lease, buy, sell or otherwise acquire and dedicate, real, personal or mixed property of all kinds, including particularly lands and interests in lands, franchises, permits, grants and rights of all kinds from the State or Federal Government, or any municipal corporation or other political subdivision thereof; and in connection therewith to own, lease, construct, buy, sell or otherwise acquire, alienate, operate, care for, conduct and maintain mausoleums, tombs, monuments,, copings, graves, roadways, drains, sidewalks, chapels, or other structures and any and all embellishments, improvements, additions or betterments used, or proper to be used, in connection with a cemetery or burial ground, and in connection therewith to set aside and dedicate funds, the income from which may be used and dedicated to said purposes, or any of them.

Article IV.—The capital stock of said corporation is hereby fixed at three hundred and seventy-five thousand dollars ($375,000.00), divided into or represented by three thousand, seven hundred and fifty (3750) shares of one hundred dollars ($100.00) each. Said stock shall consist of two different classes of issue, one thereof to be known as Preferred Stock and the other as Common Stock.

Section 1. The amount of said preferred stock is fixed at the sum of one hundred and twenty-five thousand dollars ($125,000.00), divided into or represented by twelve hundred and fifty (1250) shares of one hundred dollars ($100.00) each. The preferred capital stock shall be entitled by preference and priority over the common stock of the corporation to dividends in each and every year at the rate of eight per cent (8%) per annum, payable out of the profits; such dividends shall be cumulative and limited to eight per cent (8%) per annum, and said preferred stock shall be entitled to no other or further share of the profits. No dividends shall be declared or paid on the common stock in any year until all of the preferred stock, together with all cumulated dividends thereon, shall have been paid in full and retired. The whole or any part of said preferred stock may be called and retired at par, plus cumulated dividends to date of payment, at any time, provided that in case part only of said stock is called for retirement, the part to be so retired shall be determined by lot, a number shall be placed in the allotment for each outstanding share of preferred stock, and from the total numbers thus collected, a number or numbers equal to the number of shares to be retired shall be drawn by lot. In the event of any liquidation or dissolution or winding up, whether voluntary or involtary, of the corporation, the holders of the preferred stock shall be paid in full the par value of their shares, together with all cumulated dividends thereon, at the rate of eight per cent (8%) per annum to the date of said liquidation, and after payment to the holders of the preferred stock of its par value with said cumulated dividends, the remaining assets and funds shall be divided and paid to the holders of the common stock ratably according to their respective shares. The preferred stock shall be without voting rights of any kind.

Section 2. The common stock of said corporation is hereby fixed at the sum of two hundred and fifty thousand dollars ($250,000.00), divided into or represented by twenty-five hundred (2500) shares of one hundred dollars each, and shall be entitled to such dividends as may be declared by the Board of Directors subject to the provisions of Section 1 hereof, and shall be entitled to share in the assets and funds of the corporation only in the manner prescribed in Section 1 hereof, and in no other way. Except when otherwise provided by existing laws, or laws hereinafter enacted, which may constitutionally be retroactive, all voting rights of every kind shall be exclusively vested in the holders of the common stock, each holder being entitled to one vote for each share registered in his name at the date of the closing of the books for election purposes, which vote may be cast either in person or by proxy.

Separate stock books and stock registers shall be kept for each class of stock.

The whole of said stock or any part thereof may be issued and delivered to any person, firm or corporation for the acquirement of the rights, privileges, permits, franchises, property, servitudes leases or any part thereof, owned or controlled by said person or corporation, also in payment, settlement and adjustment of the costs, fees, charges and expenses incurred for services rendered in the formation and organization of this corporation and in acquiring and bringing about the purchase of the property, rights, permits and franchises aforesaid; also for cash or in installments of such amounts as the Board of Directors may determine; also for property received or services actually rendered to this company. The Board of Directors herein created is specially authorized to dispose of the stock or any part thereof for any and all of the purposes above stated, and it is particularly authorized to dispose of said stock, or any part thereof, to the London Development Company, in exchange for the land or any part thereof of said Company, together with the cemetery permit or franchise now held by that Company under Ordinance No. 3964 of the Commission Council of the City of New Orleans, Louisiana, as amended or to be amended, and to accept the conditions of said ordinance or ordinances.

Article V.—All the powers of this corporation shall be vested in and exercised by a board of not less than three (3), and not more than nine (9) directors, each of whom shall have in his own name at least five (5) shares of stock. Said board of directors shall be elected annually on the first Monday of October of each year, the first election to be held in the year of 1918, provided that within the limits fixed by this charter the duly elected board of directors may, at any time, by a threefourths vote of the entire existing directorate, increase the number of directors and fill the vacancy or vacancies thus created. All such elections shall be by ballot at the office of the corporation, under the supervision of three (3) commissioners to be appointed by the board of directors, and in the absence of any commissioner, the president shall have the power to fill the place by appointment; and of all such elections, as well as all meetings of stockholders, except when otherwise required by law, fifteen days notice shall be given, either personally or by depositing in the post office, properly addressed to each common stockholder, such notice being addressed to the stockholder's last designated address, or at the General Delivery at New Orleans, Louisiana, if he has not designated an address, and announcing the time and place of the meeting. Each common shareholder, and in those cases in which preferred shareholders are entitled to vote, each preferred shareholder shall be entitled to one (1) vote for each share of stock standing in his name on the books of the company, said vote to be cast in person or by proxy, and the majority of the votes cast shall elect. The board of directors shall have power to fill all vacancies which may occur on the board. Failure to elect the board of directors on the day above specified shall not dissolve the corporation, but the directors then in office shall remain in office until their successors are elected. Due notice of election shall forthwith be given, as above provided, and such notice of election shall be continued to be given until an election is held. The board of directors at their first meeting following each annual election shall, out of their number, elect a president and two vice-presidents, and they shall likewise elect, but not necessarily from their number, a secretary, a treasurer, and such other officers as the board of directors shall deem necessary. The board shall have power in its discretion, to unite two or more offices, and the same to confer upon one person, and shall have the power to fix the salaries of all officers. The board of directors shall have power to make and establish, as well as alter and amend, all by-laws, rules and regulations necessary and proper for the support and management of the business and affairs of said corporation, and not inconsistent with its charter. Said board shall also have full power and authority to borrow money through the president or some other duly authorized agent or agents, to execute notes or other obligations in such amount and on such terms as in their judgment may be advantageous; and generally to do all things reasonably necessary for the proper carrying on of the business of the corporation; also to issue and deliver full paid shares of stock or obligations of said corporation in payment of money borrowed, labor, or services, or property, or rights actually received by said corporation, as heretofore set forth; and shall have power to do all such acts and things as may be necessary to carry out the objects and purposes for which this corporation is organized.

The majority of the existing board shall constitute a quorum for the transaction of any business at any meeting of the board of directors. Any director absent from the meeting may be represented by any other director, who may cast the vote of the said absent director, according to the written instructions of said absent director.

The board of directors shall have the power, by unanimous vote of the board of directors, to sell, or lease, or pledge any and all of the property, movable and immovable belonging to the corporation or to receive in exchange therefor money, or stocks, or bonds or other obligations of any corporation without referring to the shareholders for the power to do so, and they may also purchase for stock, or for cash or on credit, property of any kind required for any of the purposes of the corporation without authority of the shareholders.

Until the next general meeting to be held under this charter on the first Monday of October, 1918, or until their duly qualified successors are elected and installed, the board of directors shall be composed of Michael A. Baccich, 3737 Gentilly Boulevard, New Orleans, Louisiana; Edward E. Lafaye, 3707 Gentily Boulevard, New Orleans, Louisiana; Roch E. E. de Montluzin ,4553 Gentilly Boulevard, New Orleans, Louisiana; Frederic Wilbert, Plaquemine, Louisiana; Hughes J. de la Vergne, 5931 St. Charles Avenue; with Roch E. E. de Montluzin as President, Frederic Wilbert as vice-president, Hughes J. de la Vergne as vice-president, and Michael A. Baccich as secretary and treasurer.

Article VI.—Whenever this corporation shall be dissolved, from any cause, its affairs shall be liquidated by three (3) stockholders to be appointed at a general meeting of stockholders convened for the purpose of liquidation, as hereinafter provided, each share of common stock being entitled to one (1) vote to be cast by the holder, either in person or by proxy. Said commissioners shall remain in office until the affairs of said corporation shall be fully settled and liquidated, and they shall have full power and authority to transfer and give title to all the property and assets of the corporation, and to distribute the proceeds. In case of death, disability, or resignation of one or more commissioner or commissioners, the vacancy shall be filled by the surviving commissioner or commissioners.

Article VII.—This act of incorporation may be modified, changed or altered, or this corporation may be dissolved with the consent of two-thirds of all of its common stock, represented at a general meeting of the stockholders convened for such purposes, after previous notice shall have been given in one or more daily newspapers published in the Parish of Orleans, State of Louisiana, once a week during thirty days preceding such meeting, and upon the date of such meeting, and by notice mailed at least fifteen days prior to such meeting to each stockholder who appears as such on the books of the company, to the post-office address designated by him; and in case of failure to designate an address, to the General Delivery, City of New Orleans. Any change which may be proposed or made in reference to the capital stock of said corporation shall be made in accordance with the laws of the State of Louisiana, on the subject of the matter of altering the amount of stock of said corporation. It may be increased or diminished upon compliance therewith. The said stock may be increased to a maximum of twenty five hundred (2500) shares of preferred stock of a par value of one hundred dollars ($100.00), and a maximum of five thousand (5000) shares of common stock of a par value of one hundred dollars ($100.00) per share.

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

Article VIII.—There is annexed hereto an accurate, detailed and itemized description of certain property, being a certain privilege, permit or franchiseto operate a cemetery in the City of New Orleans, and certain real estate which is to be conveyed to this corporation in payment of certain subscriptions for a total of one hundred thousand dollars ($100,000.00) par value of eight per cent (8%) cumulative preferred stock, and two hundred and fifty thousand dollars ($250,000.00) par value of common stock, said description showing the amount, location, extent, character, state of improvement of said land, together with a statement of the value of said land and permit or franchise as appraised by the Board of Directors of this corporation; and, in order that this charter may serve as the original subscription list, subscribers hereto have indicated opposite their respective signatures the number of shares of stock subscribed for by each of them.

Thus done and passed in my office, at the City of New Orleans, Louisiana, on the day, month and year first above written, in the presence of Florence E. Kelly and J. Blanc Monroe, competent witnesses, who have hereunto subscribed their names, together with me, Notary, and said appearers, after due reading of the whole.

(Original Signed) R. E. E. de Montluzin, fifty shares preferred stock; Frederick Wilbert, fifty shares preferred stock; Hughes de la Vergne, fifty shares preferred stock; M. A. Baccich, fifty shares preferred stock; E. E. Lafaye, fifty shares preferred stock; London Development Co., by R. E. E. de Montluzin, Pres., one thousand shares preferred stock, twenty-five hundred shares common stock.

Attest: F. E. Kelly, J. Blanc Monroe.

FELIX J. DREYFOUS, Not. Pub.

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 Rose Hill, Incorporated, was this day duly recorded in my office in Book 1212, Folio 659.

(Signed) EMILE J. LEONARD, D. R.

A true copy from the Original Act.

FELIX J. DREYFOUS, Not. Pub.

204 L. & L. & G. Bldg., New Orleans.

Nov 15 22 29 Dec 6 13 20

CHARTERS.

OF EDWARDS MOTOR CO., INC.

State of Louisiana, Parish of Orleans, City of New Orleans.

Be it known, That on this twenty-seventh day of October, in the year one thousand nine hundred and seventeen, before me, William Waller Young, a notary public, in and for the Parish of Orleans, State of Louisiana, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned: Personally came and appeared:

The several persons whose names are hereunto subscribed, all above the full age of majority, who severally declared that, availing themselves of the laws of the State of Louisiana, and especially the laws relaitve to the organization of corporations, they have covenanted and agreed to bind, form and constitute themselves, as well as all 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 articles, agreements and stipulations following, to-wit:

Article I.—The name, style and title of this corporation shall be Edwards Motor Co., Inc., and, under that name, it shall have and enjoy all the rights, advantages and privileges granted by law to corporations, and shall exist for the full term and period of ninety-nine (99) years from this day. It shall have power to contract, sue and be sued; to make and use a corporate seal, and the same to alter and break at pleasure; to hold, receive, lease, purchase, sell and convey, as well as mortgage, hypothecate and pledge property, real, personal and mixed, corporeal and incorporeal; to name and appoint such managers, directors, officers, agents and other employees as its interest and convenience may require, and to make and establish, as well as alter and amend, from time to time, such by-laws, rules and regulations as may be necessary and expedient for the proper management and government of the affairs of said corporation.

Article II.—The domicile of this corporation is hereby fixed in the City of New Orleans, State of Louisiana, and all citation or other legal process shall be served upon the President of said corporation, or, in his absence, upon its Secretary-Treasurer.

Article III.—The objects and purposes of this corporation, and the nature of the business to be carried on by it are hereby declared to be:

To buy, sell, repair, and generally deal in automobiles, automobile trucks, and other motor-driven vehicles and bicycles and automobile and bicycle supplies, and all other business incidental to the retail and wholesale automobile, automobile truck, and bicycle business; to promote and assist financially any person, firm or corporation engaged in the business of selling automobiles, automobile trucks and other motor-driven vehicles at retail or wholesale; to accept in pledge automobiles, automobile trucks, or other motor-driven vehicles for any money lent on the security thereof, and to keep and store said automobiles, automobile trucks, and other motor-driven vehcile pending their redemption; with the right and power to do any and all things necessary or connected with, or in any manner incidental or complementary to the objects and purposes therein set forth.

Article IV.—The capital stock of this corporation is hereby fixed at the sum of ten thousand dollars ($10,000.00), to be divided into and represented by one hundred (100) shares, in the sum of one hundred ($100.00) dollars, each. The capital stock of this corporation may be increased to the sum of one hundred thousand ($100,000.00) dollars.

Article V.—All the corporate powers of said corporation shall be exercised by a Board of Directors, consisting of not less than Three, and not more than Five stockholders, a majority of whom shall constitute a quorum for the transaction of business. The Board of Directors shall elect annually from their number a President, Vice-President and a Secretary-Treasurer.

The first Board of Directors shall consist of three stockholders, and shall be composed of John K. Edwards, George H. Edwards and Edwin W. Edwards, with John K. Edwards, as President, Edwin W. Edwards, as Vice-President, and George H Edwards, as Secretary-Treasurer.

The post office addresses of said directors are as follows:

John K. Edwards, 3801 Canal Street, New Orleans, La.; George H. Edwards, P. O. Box 117, Bay St Louis, Miss; Edwin W Edwards, P. O. Box 277, Gulfport, Miss.

These directors and officers shall serve until the second Wednesday of September, 1918, or until their successors have been duly elected and qualified. The annual meeting of stockholders for the election of directors shall be held on the second Wednesday in September of each year, unless said day be a legal holiday, and then on the next bank day thereafter. Each subscriber hereto sets after his name his post office address and a statement of the number of shares of stock which he agrees to take in the corporation.

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

In case of death of either of said liquidators, the survivor shall appoint a stockholder as successor to him.

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

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

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

Article X.—The subscription of thirty-three (33) shares each, of the said George H. Edwards and Edwin W. Edwards to the capital stock of this corporation, has been paid for by them by the transfer to the corporation of the real property, described in the attached inventory; which property is now appraised by the Board of Directors of this cororatipon at the sum of nine thousand and sixty-six and 66 2-3-100 ($9,066.66 2-3) dollars; all as will more fully appear by reference to the act of sale, transferring said property to the corporation, passed before the undersigned notary, this day; and the subscription of thirty-four (34) shares of the said John K. Edwards, to the capital stock of this corporation has been paid for by him by the transfer and delivery to this corporation of the movable property described in the said attached inventory; which property is now appraised by the Board of Directors of this corporation at three thousand, four hundred ($3,460.00) dollars. The inventory herein referred to contains an accurate, detailed and itemized description of the property to be transferred, as aforesaid, and is annexed hereto as part hereof, and is paraphed "Ne Varietur" by the undersigned notary, for identification herewith.

Thus done and passed, in my notarial office, in the city of New Orleans aforesaid, in the presence of George H. Terriberry and Frazer L. Rice, competent witnesses of lawful age, and residing in this city, who hereunto subscribe their names, together with said parties and me, notary, on the day and date set forth in the caption hereof.

Original Signed: John K. Edwards, thirty-four shares, 3801 Canal St., New Orleans, La.; Edwin W. Edwards, thirty-three shares, P. O. Box 277, Gulfport, Miss.; Geo. H. Edwards, thirty-three shares, P. O. Box 117, Bay