

No. 51 IN BANKRUPTCY PETITION FOR DISCHARGE.

In the District Court of the United States of America, in and for the District of Arizona.

In the matter of E. P. A. Larrieu, bankrupt, to the Honorable William F. Sawtelle.

Judge of the District Court of the United States for the District of Arizona:

E. P. A. Larrieu of Nogales, in the county of Santa Cruz and State of Arizona, in said district, respectfully represents that on the 23rd day of April last past he was duly adjudged bankrupt, under the acts of congress relating to bankruptcy; that he has duly surrendered all his property and rights of property, and has fully complied with all the requirements of said acts, and with the orders of the court touching on his bankruptcy.

Wherefore, he prays that he may be decreed by the court to have a full discharge from all debts provable against his estate, and under said bankruptcy acts, except such debts as are excepted by law from such discharge.

Dated this 18th day of March, A. D. 1922.

E. P. A. LARRIEU, Bankrupt.

W. G. GILMORE, Attorney for Bankrupt.

NOTICE OF ORDER THEREON.

District of Arizona, ss. On this 22nd day of March, A. D. 1922, on reading the foregoing petition, it is:

Ordered by the court that a hearing be had upon the same on the 8th day of May, A. D. 1922, before said court at Tucson, in said district, at ten o'clock in the forenoon; that a notice thereof be published in BORDER VIDETTE, a newspaper printed in said district, and that all known creditors and other persons in interest may appear at the said time and place and show cause, if any they have, why the prayer of said petitioner should not be granted, and it is further ordered by the court that the clerk shall send by the mail to all known creditors, copies of said petition in this order, addressed to them at their places of residence as stated.

Witness the Honorable William F. Sawtelle, judge of the said court and seal thereof at Tucson, in said district, on the 22nd day of March, A. D. 1922.

C. R. MCFALL, Clerk. Further, I do hereby certify that I have on this 20th day of March, A. D. 1922, sent by mail notices of the above order as therein directed.

4-8-22. C. R. MCFALL, Clerk.

"Selected Seed Corn and Dahlia Bulbs." Address, Artesia Ranch, Hereford, Ariz. Adv.

STATE OF ARIZONA office of the

Arizona Corporation Commission UNITED STATES OF AMERICA, ss. STATE OF ARIZONA.

The Arizona Corporation Commission does hereby certify that the annexed is a true and complete transcript of the

ARTICLES OF INCORPORATION

TUBAC LAND AND CATTLE COMPANY.

which was filed in the office of said Arizona Corporation Commission on the 22nd day of March, A. D. 1922, at 10:00 o'clock a. m., as provided by law. In testimony whereof, The Arizona Corporation Commission, by its Chairman, has hereunto set its hand and affixed its Official Seal, Done at the City of Phoenix, the Capital, this 22nd day of March, A. D. 1922.

Arizona Corporation Commission, D. F. JOHNSON, Chairman. Attest: F. J. K. McBRIDE, Secretary.

ARTICLES OF INCORPORATION

of TUBAC LAND AND CATTLE COMPANY.

KNOW ALL MEN BY THESE PRESENTS: That we, V. F. Frizzell and H. L. Miller of Amado, Santa Cruz County, Arizona, the undersigned have this day associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Arizona, and for that purpose we do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be TUBAC LAND AND CATTLE COMPANY.

ARTICLE II

The principal place of business of this corporation shall be at the city of Nogales, County of Santa Cruz, State of Arizona. Other places for the transaction of the business shall be at such places within the United States of America and the Republic of Mexico, as the Board of Directors shall determine.

ARTICLE III

The general nature of the business proposed to be transacted by this corporation is, to buy and otherwise acquire, own, sell, lease, hire, rent, mortgage, pledge, exchange, breed and generally deal in horses, mules, cattle, sheep, goats, swine and any and all other kinds or classes of livestock, and livestock and farm products and by-products; to buy and otherwise acquire, own, lease, hire, rent, mortgage, exchange, hypothecate and otherwise deal in farming, grazing and other lands, town and city lots, and easements, water and water-rights; to buy and otherwise acquire, own, exchange, lease, work, locate, develop, sell and contract for mines and mining lands, mineral rights, oil and gas lands, treating plants, buildings and all property and machinery appurtenant thereto; to buy and otherwise acquire, own, sell, mortgage, hypothecate and otherwise deal in all kinds of merchandise; maintain and conduct general merchandise stores, telephone and telegraph lines; to carry on a general packing house, cold storage and warehouse business; to purchase, hold, sell, assign, transfer, mortgage, pledge and otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations; to incur debts and to loan, raise, borrow and secure the payment of money in any lawful manner, including the executing of promissory notes and issuance and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable in instruments and other evidences of indebtedness of all kinds whether secured by mortgage, pledge, deed of trust, or otherwise; to enter into, make perform and carry out contracts of every sort and kind; to acquire, own and hold such real and personal property as may be necessary or convenient for the transaction of the business of this corporation; to sell and otherwise dispose of the same, for the purpose of attaining or furthering any of the objects of this corporation, to do any and all other acts and things, and to exercise any and all power, which a co-partnership or natural person could lawfully do and exercise, and which now or hereafter may be authorized by law. Provided, however, the foregoing clauses and restrictions of objects shall be construed both as objects and powers, but no restriction, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

ARTICLE IV

The authorized capital stock of this corporation shall be Three Hundred Thousand (\$300,000.00) Dollars, divided into three hundred thousand (300,000) shares of the par value of One (\$1.00) Dollar each.

Of said shares one hundred and fifty thousand (150,000) thereof shall be common, and one hundred and fifty thousand (150,000) thereof shall be preferred stock. The terms, conditions, limitations and provisions upon which said preferred stock is to be issued are:

(1) The holders thereof shall be entitled to receive out of the net profits of the corporation a fixed minimum dividend at the rate of eight per cent (8 per cent) per annum, payable at such periods as the directors may determine, before any dividend can be set apart or paid on the common stock for the period theretofore elapsed, and the principal or par value of the said preferred stock, with accumulated eight (8 per cent) per cent dividends shall be paid in full in preference to the common stock, in the event of any liquidation of the company whether through insolvency or the termination of its corporate existence or otherwise. The said eight per cent dividends on said preferred stock shall be cumulative, so that if for any period or periods the same can not safely be paid the right thereof shall accumulate as against the common stock, and all arrears of said dividends on said preferred stock so accumulated must be paid before dividends can be commenced or resumed on the common stock. In any year after payment of dividends at the rate of eight per cent per annum on the preferred stock, the holders of common stock shall be entitled to all profits distributed as dividends, up to ten per cent per annum on their stock. In any calendar year when dividends aggregating ten per cent shall have been paid on the common stock, if any further dividends to be declared the same shall be distributed pro-rata between the common and preferred stock stockholders.

(2) The preferred stock is issued to and accepted by stockholders upon the express understanding, and the right is hereby reserved to the stockholder of this corporation, that these Articles of Incorporation may be amended in the manner provided by law for increase of preferred stock and the directors of this corporation may with the consent of any holder of preferred stock retire the same.

(3) Said preferred stock shall have full voting power at all meetings of stockholders to the same extent as common stock.

(4) At the option of the holder of any of said preferred stock, the same may at any time be exchanged for common stock of an equal amount.

At such time as the board of directors, by resolution, shall direct said capital stock, common and preferred, shall be paid into this corporation either in cash or by sale or transfer to the corporation of real or personal property, contracts, leases, services, or any other valuable right or thing, for the use or purposes of this corporation, in payment for which shares of capital stock of the corporation, common or preferred as the directors shall by resolution direct, may be issued, and the capital stock so issued shall thereupon and thereby become and be fully paid up and forever non-assessable. The judgment of the board of directors as to the value of property or services received in exchange for stock shall be conclusive in the absence of actual fraud.

ARTICLE V

The time of the commencement of this corporation shall be the date of the filing of a certified copy of these Articles of Incorporation for record in the office of the County Recorder of the County of Santa Cruz, State of Arizona, and the termination thereof shall be twenty-five (25) years thereafter, but the right is reserved to renew this corporation from time to time as by the

present or any future laws of the State of Arizona may be provided.

ARTICLE VI

The general management and control of the business, property, interests, and affairs of this corporation, are and shall be vested in and conducted by a Board of Directors consisting of not less than three (3) or more than five (5) persons each a stockholder in this corporation.

By laws shall be adopted for the better regulation of the more detail affairs of this corporation, and therein the number of the Board of Directors, which shall comprise the Board of Directors, within the limits fixed by these articles, shall be provided.

Until such by-laws shall be adopted, and shall otherwise provide, the Board of Directors of this corporation shall be composed of three (3) persons.

Except in the case of vacancies the Board of Directors shall be elected annually at the annual meeting of the stockholders, at any adjournment of such annual meeting, or, at any special meeting called for that purpose among others when any such regular meeting shall not have been held.

Directors elected at any such regular adjourned or special meeting shall hold office until the next regular annual stockholders' meeting, and until their successors shall have been elected and qualified, except, however, the first Board of Directors which is chosen as these Articles of Incorporation set forth.

The officers of this corporation, in addition to the Board of Directors, shall consist of a president, a vice-president, a treasurer and a secretary, together with such other officers as by the by-laws may be provided, and any two such officers may be elected by one and the same person, and such officers shall have charge and control of the business of this corporation, subject and subservient to its Board of Directors, and in accordance with the provisions of the by-laws.

All of the hereinbefore specifically named officers shall be elected by stockholders of this corporation.

All of the above-mentioned officers, except the directors, shall be by the Board of Directors elected or appointed at its first or any subsequent meeting next after the election of such directors, and all such elected or appointed officers shall hold the office to which appointed or elected until the first meeting of the next newly elected Board of Directors, and until their successors shall have been elected or appointed and be qualified, unless, as hereinafter provided, sooner removed from office.

Any officer elected or appointed by the Board of Directors, and any subordinate officer or employee, may be removed at will by an affirmative vote of a majority of the membership of the Board of Directors, and vacancies from such cause be filled in the same manner and by the same authority as such removed officers shall have been elected or appointed originally.

Any vacancy or vacancies occurring and existing in the Board of Directors from any cause at any time shall be filled by a majority vote of the remainder of the Board of Directors, and all persons elected or appointed to fill any vacancy in office shall hold such office for the unexpired term thereof, and until his successor shall have been duly elected or appointed and qualified, unless, as provided, he shall sooner be removed therefrom.

ARTICLE VII

The annual meetings of the stockholders of this corporation shall be held at the office of the corporation in the city of Nogales, Santa Cruz County, Arizona, on the first Monday in March of each year, beginning with the year 1923, unless such day shall fall on a legal holiday, in which event such meeting shall be held on the next secular day. At such annual meetings among other things, a Board of Directors for the next ensuing year shall be elected; provided, however, if such annual meeting be not regularly held at the time provided, then and in such event, or in any event, a special meeting, of the stockholders may be held at other times for such election, which special meeting all business which might or could have been legally transacted at a regular annual meeting of stockholders may be transacted at such special meeting, and such business so transacted, at any such special meeting, shall be of and possess the same force and effect as if duly transacted at a regular annual meeting of stockholders.

ARTICLE VIII

Until the first annual meeting of the stockholders, and until their successors shall have been duly elected and qualified, the following named persons are constituted the Board of Directors, to-wit: V. F. Frizzell, H. L. Miller and R. L. Frizzell; and the following named persons shall constitute the officers, to-wit: V. F. Frizzell, president; H. L. Miller, vice-president, and R. L. Frizzell, secretary and treasurer. Immediately, upon the filing of a certified copy of these Articles of Incorporation in the office of the County Recorder of Santa Cruz, the persons herein named and chosen as directors shall meet and organize as the Board of Directors of this corporation, adopt by-laws, appoint its statutory agent as required by law, and do and transact such other business as may properly and legally come before the board.

A majority of the Board of Directors shall constitute a quorum and, except as herein and in the by-laws otherwise provided, any meeting of said board at which there shall be present a quorum, shall be deemed a regular meeting and except as herein and in the by-laws otherwise provided, shall have the same authority and powers as if a full board were present.

The Board of Directors shall have full control of, carry on and conduct the business and affairs of this corporation, and among other powers, shall have the right and power, and hereby it is fully authorized: To borrow and loan money; to give and accept security, pledges and mortgages; to buy, take over, vote and authorize the issuance and execution of bonds, debentures, promissory notes, and other such securities; to buy, take over, authorize and cause to be executed mortgages, deeds of trust, and other securities; to sell, pledge, mortgage, or otherwise dispose of the whole or any part of the property and assets of the corporation; and in general, and in addition to the foregoing powers and authority, and among other powers, shall have the right and authority usually and ordinarily conferred by law and usage upon a Board of Directors and that are not by these Articles of Incorporation and its by-laws expressly withheld from it.

ARTICLE IX

The highest amount of indebtedness or liability, direct or contingent, to which this corporation may, at any time, subject itself, shall not exceed One Hundred Fifty Thousand (\$150,000.00) Dollars.

ARTICLE X

The stockholders and members of this corporation, and their private property, shall be exempt from any liability for or on account of the debts and liabilities of this corporation.

In Witness Whereof, we have hereunto set our hands this 21st day of March, 1922.

V. F. FRIZZELL, H. L. MILLER

STATE OF ARIZONA, ss. County of Santa Cruz, ss.

The foregoing Articles of Incorporation were acknowledged before me this 21st day of March, 1922, by V. F. Frizzell and H. L. Miller.

(Seal) S. F. NOON, Notary Public. (My commission expires February 23, 1924)

Filed in the office of the Arizona Corporation Commission this 22 day of March, A. D. 1922, at 10:00 a. m., at request of S. F. Noon, whose post office address is Nogales, Arizona. Arizona Corporation Commission. By D. F. JOHNSON, Chairman.

STATE OF ARIZONA, ss. County of Santa Cruz, ss.

I hereby certify that the within instrument was filed and recorded at the request of V. F. Frizzell, March 23, A. D. 1922, at 3:00 p. m. book Articles of Incorporation, pages 496

Witness my hand and official seal the day and year aforesaid

(Seal) MALCOLM MIDDLETON, County Recorder. By H. H. SHERMAN, Deputy Recorder.



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