

CHARTER.

UNITED STATES OF AMERICA,
STATE OF LOUISIANA,
PARISH OF ORLEANS,
CITY OF NEW ORLEANS.

BE IT KNOWN, That on this Fourteenth day of the month of December, in the year of our Lord, One thousand nine hundred and ten,

Edouard Ernest Touro Florance, a young gentleman and for the Parish of Orleans, State of Louisiana, duly commissioned and qualified, and in the presence of the witnesses hereinbefore named, and in the manner and form prescribed by law, did these several persons whose names are hereunto written, who severally declared that having themselves of the provisions of the laws of the State relative to the incorporation of corporations, have formed and organized and by these presents and organizes them as their "corporation and association and constitute a corporation for the objects and purposes and under the stipulations and agreements herein set forth, for which they hereby adopt as charter, to-wit:

ARTICLE I.
The name and title of the corporation here by granted and agreed to be the JOHN A. L. M. COMPANY LIMITED under which name it shall have and enjoy corporate existence for the period of Ninety years, and shall have power to do all such acts and things as may be necessary to be done by any corporation by law; to incorporate, including the power to purchase, lease, sell, mortgage and pledge real and personal property in the prosecution of its business, to carry on its business, to make by law for its government, and generally to exercise all the powers necessary or convenient in carrying on its business.

ARTICLE II.
The name and title of the corporation here by granted and agreed to be the JOHN A. L. M. COMPANY LIMITED under which name it shall have and enjoy corporate existence for the period of Ninety years, and shall have power to do all such acts and things as may be necessary to be done by any corporation by law; to incorporate, including the power to purchase, lease, sell, mortgage and pledge real and personal property in the prosecution of its business, to carry on its business, to make by law for its government, and generally to exercise all the powers necessary or convenient in carrying on its business.

ARTICLE III.
The objects and purposes for which this corporation is organized, and the nature of its business to be carried on by it are hereby declared to be the carrying on of a general trade, grocery and commission business, including the importation of any goods or merchandise in said business.

ARTICLE IV.
The capital stock of the corporation here by granted in the sum of five thousand dollars (\$5,000.00) divided into one hundred and twenty shares of One hundred dollars each, per value, which shall have been paid in full at the time of incorporation, or property at the same value, leased. All transfers of stock shall be made in the books of said company on the strength of the transfer of the capital stock, and certificates of stock shall be issued in proportion to the above.

Said capital stock may be increased or decreased by proceedings in accordance with the requirements of the law of the State of Louisiana, and the stockholders shall have the right to add additional shares at any time, or to decrease the additional stock in proportion to the number of shares then owned by them, within thirty days after the increase or decrease has been voted. The corporation may have up to \$10,000.00 of common stock outstanding, and the amount due are \$10,000.00 of the capital stock shall have been subscribed for.

ARTICLE V.

The corporate powers and authority of the corporation shall be exercised by a President and Manager, a Vice-President, a Secretary and two Directors, who shall constitute a Board of Directors, and shall be elected annually. The President and Manager shall have power to make and conduct all business of the corporation subject to the control of a two-thirds vote of the members of said board, each said officer and said director shall own, in his own name, at least one share of the stock of the corporation and shall be entitled to attend an annual meeting of the stockholders to be held on the first — in July of each year except that the first President and Manager shall be elected for a term of two years.

A election shall be by ballot and held at the place where the corporation under the supervision of its commissioners to be appointed for that purpose by the Board of Directors. Each share of stock shall entitle the holder to one vote in the election of the officers of the corporation and a majority of the votes cast shall elect. This corporation shall not be dissolved by failure to hold an annual meeting, and if no annual meeting shall be held as soon thereafter as possible. The first annual meeting of the stockholders shall be held on the first day of January, and the second, the second annual meeting, the Board of Directors shall be composed of the following persons to wit: John A. L. M. President, Ferdinand T. Sains, Vice-President, John J. Hanbury, Secretary, and George A. Sims, Director, and George A. Sims, Director, and Ed. Ernest A. Sims, wife of Adrienne J. DeMangee, Director. Both the directors above named and all other directors shall consist in three, and the officers shall consist in three, and the officers shall have been duly elected and qualified.

ARTICLE VI.

Both the stockholders subscribing to this charter and all future stockholders agree mutually with each other not to dispose of their stock within three days, notice of such intended transfer, and allowing such other stockholders to have the privilege of purchasing said stock at the price paid for the stock within the same, unless by agreement of all the stockholders.

In case of the purchase of such stock by the existing stockholders, they shall acquire the same in the proportion in which they are ready to allow the stockholders to purchase, on the same conditions as those stockholders may determine to purchase.

The stockholders may purchase in the proportion of their existing holdings.

ARTICLE VII.

No stockholder shall ever be held liable for debts or for the contract or failure of another to pay debts, and the stockholders shall not be liable for debts contracted by the corporation on behalf of him nor shall any movement or removal of the organization have the effect of rendering this charter null or of extinguishing the liability of any stockholder.

ARTICLE VIII.

At the termination of this charter by limitation or otherwise, the business and affairs of the corporation shall be liquidated by the stockholders to be appointed from among the stockholders at a meeting convened at ten days' prior notice in writing that have been given by the Secretary and Treasurer, and the stockholders shall be entitled to receive payment of their funds and expenses, and notice to be delivered in person or sent by mail. Said commissioners shall be appointed, and their duties defined, and their compensation fixed by the stockholders at a meeting of the corporation or company, and commissioners shall remain in office until the affairs of said corporation shall have been fully liquidated, and the stockholders of any one or more of said organizations, or the survivor or survivors shall continue to act.

This act of incorporation may be changed or altered by a vote of three-fourths of the capital stock represented at a general meeting of the stockholders convened for such purpose after the date hereof, and the changes so made shall be set forth in the first paragraph of this article, provided that the term of office of the president and manager as herein fixed shall not be altered or modified except with the consent of the stockholders, and his compensation for said period affected by the dissolution and liquidation of the corporation.

This ACT AND PAPERED AT MY OFFICE AT NEW ORLEANS, LOUISIANA, THE DAY AND YEAR FIRST ABOVE WRITTEN IN THE PRESENCE OF N. W. WEALES AND L. E. HANBURY, WITNESSES OF MARRIAGE DOMICILED IN NEW YORK, WHO HERETO AFFIXED THEIR NAMES AND THE NOTARY, AFTER THE READING OF THESE PAPERS.

(Original signed)

JOHN A. L. M. COMPANY LIMITED

CARMELITA ALINA, JR.

EDWARD ERNEST A. L. M. COMPANY LIMITED

ANGLES, to whom he is w/o

wife A. J. DESANGLES.

EDWARD ERNEST A. L. M. COMPANY LIMITED

NEW ORLEANS, Dec 10th 1910.

EDWARD ERNEST A. L. M. COMPANY LIMITED

JOHN A. L. M. COMPANY LIMITED

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