

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, before me, ERNEST ALFRED FLORANCE, a Notary Public in the Parish of Orleans, and a Christian, duly commissioned and qualified, and in the presence of the witness a hereinafter named, and under my hand and seal, I do subscribe and witness that the persons whose names are hereunto subscribed were severally declared that being themselves of the full age of the law of this State, relative to the organization of corporations, they did then and there, and do now, by these presents, constitute and incorporate a corporation for the objects and purposes and under the stipulations and agreements hereinafter set forth, which they hereby adopt as their charter. **ARTICLE I.**

The name and title of the corporation hereinafter formed is to be the JOHN A. & CO. LTD., a body limited under which name it shall have and enjoy corporate existence for the period of ninety-nine years, and shall have and exercise all the powers and franchises and constitute a corporation for the objects and purposes and under the stipulations and agreements hereinafter set forth, which they hereby adopt as their charter. **ARTICLE II.**

The name and title of this corporation shall be in the City of New Orleans, Louisana. All civil action or other legal process shall be served on the President of the Company, or in his absence, on the Vice President, or Secretary and Treasurer. **ARTICLE III.**

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

ARTICLE IV.
The capital stock of this corporation is hereby fixed at the sum of one thousand dollars (\$1,000.00), divided into one hundred and twenty shares of one hundred dollars each per value which are also entitled to dividends for increases in value in the same manner as issued. All transfers of stock shall be made on the books of said Company on the surrender of its stock certificates presented to the Company for presentation. Said Capital stock may be increased or decreased by a procedure in accordance with the requirements of the law of the State of Louisiana, and the laws of the United States, so long as the same does not exceed the amount of the additional stock to be issued in proportion to the number of shares then owned by him in thirty days from the date of the increase or decrease. This corporation shall have the right to commence business at a total capital of \$10,000.00. Of the capital stock when first issued, there has been subscribed for

A **ARTICLE V.**
All the corporate powers and authority of this corporation shall be vested in President and Manager as President, a Secretary and Librarian and two Directors, who shall be called A and B and Directors and Librarian and Librarian. The three debt and Manager shall have power to make and conduct the business of this corporation and to have control of a two-thirds vote of the members of said board, each said officers and said directors shall own in his own name, at least one thousand dollars stock in the corporation and shall be entitled to an annual meeting of the stockholders to be held on the first Monday of each year except that the first President and Manager shall be elected for a term of two years.

A **ARTICLE VI.**
All elections shall be by ballot and held at the time of incorporation, and the stockholders of this corporation to be appointed for that purpose by the Board of Directors. Each share of stock will entitle its owner to one vote to be cast in its owner's behalf, and to vote, and a majority of their stock shall prevail. The corporation shall be dissolved by a formal resolution of the stockholders to be held on the first Monday of each year except that the first President and Manager shall be elected for a term of two years.

B **ARTICLE VII.**
Both the stockholders subscribing to this charter and future stockholders agree mutually with each other not to dispose of the stock without first giving notice in writing to the stockholders of the day, notice of such proposed transfer, and also no such other stockholders have the privilege of purchasing such stock at a price less than the book value as determined by 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 already hold stock in the corporation. If any stockholders desire to purchase the stock of another stockholder may purchase in the proportion of their existing holdings.

ARTICLE VIII.
No stockholder shall ever be held liable for expenses for the contracts or acts of the corporation in any way, and in fact the stockholders shall not be liable to the corporation by reason of his name, nor shall any more formal organization have the effect of rendering this charter null or of extending the stockholder to any liability beyond the amount of his stock.

ARTICLE IX.
At the termination of this charter by limitation or otherwise the business and affairs of this corporation shall be apportioned among the stockholders at a meeting convened after ten days' notice in writing that have been given by the Secretary and Librarian and said notice to be delivered in person or sent by mail to said commissioners shall be selected, and their duties defined, and their compensation to be determined by the stockholders at the corporation or company, and commissioners shall remain in office until the affairs of said corporation shall have been fully liquidated, and no claim against any one or more of said commissioners shall survive or survive.

At the time and place of incorporation may be chosen, and the corporation may be organized by a vote of three-fourths of the capital stock represented at a general meeting of the stockholders convened for such purpose of ten days' notice, and shall have the effect of electing the president and manager as herein fixed shall not be elected, and the compensation of the incumbent of each office, and his compensation for said period affected by the dissolution and liquidation of said Company.

THIS CHARTER AND PAPER AT MY OFFICE IN NEW ORLEANS, signed, the day, month and year first above written, in the presence of Mr. WEIN and L. KENNEDY, witness of law, domiciled in this city, and having known their names, and having read and understood and noted, after the reading of these presents.

(Original signed.)

JOHN ALFINA,
T. ALFINA,
JOHN ALFINA, JR.
CARMELITE ALFINA
ESTHER A. DESANGLES, in witness my
T. A. J. DESANGLES
ERNEST A. FLORANCE
Not Pub.

Witness:
JOHN WING,
J. ENNEMOER.
I the undersigned, by order of Mortgagor
in the Particulars of Mortgagors of Louisi-
ana, and in operation of the John A. &
Co. Ltd. was this day duly recorded in my
office Book 101 page 161.

WITNESSED: MILE LEONARD, D.R.
New Orleans Dec. 16th 1910.

Ernest A. Florance, D.R.

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