

Tom Schedler
SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that

a copy of Restated Articles of Incorporation of

THE BATON ROUGE AREA FOUNDATION

Domiciled at BATON ROUGE, LOUISIANA,

Was filed and recorded in this Office on November 27, 2017.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

November 28, 2017

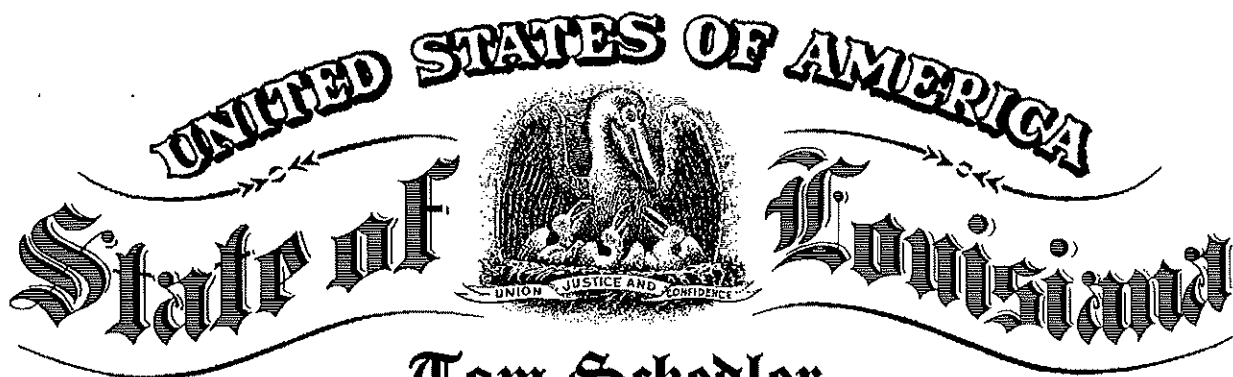
Secretary of State

SD 03403570N



Certificate ID: 10891840#K7Q83

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www.sos.la.gov



Tom Schedler
SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that

the attached document(s) of

THE BATON ROUGE AREA FOUNDATION

are true and correct and are filed in the Louisiana Secretary of State's Office.

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In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

November 28, 2017

Secretary of State

SD 03403570N



Certificate ID: 10891841#TLJ62

To validate this certificate, visit the following web site, go to **Business Services**, **Search for Louisiana Business Filings**, **Validate a Certificate**, then follow the instructions displayed.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE BATON ROUGE AREA FOUNDATION**

The Baton Rouge Area Foundation (the "Corporation") an active nonprofit corporation duly incorporated, authorized and existing under the laws of the State of Louisiana, by and through the undersigned John G. Davies and Edmund J. Giering, IV, President and Assistant Secretary, respectively, does hereby certify that:

1. Availing themselves of the provisions of the Louisiana Nonprofit Corporation Law, La. R.S. 12:201, *et seq.*, as amended from time to time, and Article XI of the Articles of Incorporation of the Corporation filed and recorded on September 13, 2011, the Board of Directors unanimously adopted the following amendment to and restatement of the Corporation's Articles of Incorporation as set forth below, at its regular meeting held on November 15, 2017 (the "Meeting"), and authorized the execution and delivery of these Amended and Restated Articles of Incorporation of The Baton Rouge Area Foundation to the Secretary of State for filing pursuant to the Louisiana Nonprofit Corporation Law.

2. A quorum, which consisted of fourteen (14) members of the Board of Directors, was present in person at the Meeting and voted unanimously in favor of the amendment to and restatement of the Articles of Incorporation of the Corporation.

3. The amendments and restatement, within the meaning of La. R.S. 12:237 and 12:241, do not adversely affect the rights of the members of the Corporation.

4. Immediately following the effective date and time of these Articles of Amendment to and Restatement of the Articles of Incorporation, the Corporation remains organized on a non-stock basis.

5. (a). The restatement accurately copies the articles and all amendments thereto in effect at the date of the restatement, without substantive change except as made by any new amendment or amendments contained in the restatement of the Articles of Incorporation;

(b). Each amendment and restatement has been effected in conformity with law; and

(c). The original date of incorporation of the Corporation was June 15, 1964 and the date of the amendment and restatement was November 15, 2017.

6. The Articles of Incorporation were amended and restated, *in toto*; therefore, the Articles of Incorporation of the Corporation are deleted in their entirety and the following are inserted in lieu thereof:

ARTICLE I

NAME

1.1 The name of the corporation is The Baton Rouge Area Foundation (hereinafter referred to as the "Corporation").

ARTICLE II

MISSION STATEMENT

The Mission Statement of the Corporation is:

The Baton Rouge Area Foundation unites human and financial resources to enhance the quality of life in South Louisiana.

To achieve our mission, we:

Serve our donors to build the assets that drive initiatives and solutions;

Engage community leaders to develop appropriate responses to emerging opportunities and challenges;

Partner with compatible entities to leverage our collective resources and create the capacity to be a stimulus of positive regional change; and

Evaluate our work and share the results with our stakeholders.

ARTICLE III

PURPOSES AND LIMITATIONS

3.1 The Corporation is to engage in any lawful activity permitted to be carried on by a nonprofit corporation organized as such in the State of Louisiana, including primarily, but not limited to, receiving and accepting inter vivos or mortis causa donations of property to be administered exclusively for charitable purposes, primarily for donors and philanthropic organizations that are based in the Greater Baton Rouge Area or additional communities within Louisiana; donors and philanthropic organizations that are based outside the Greater Baton Rouge Area or additional communities within Louisiana, but make grants that benefit the Greater Baton Rouge Area, additional communities within Louisiana, and other strategic relationships in special circumstances, including for such purposes:

- (a) To administer for charitable purposes property donated to the Corporation;
- (b) To distribute property for such purposes in accordance with the terms of gifts, bequests or devises to the Corporation not inconsistent with its purposes, as set forth in these Articles, or in accordance with determination made by the Board of Directors pursuant to these Articles;
- (c) To distribute property to qualified charitable organizations or for charitable purposes; and
- (d) To the extent permitted by law, the Corporation shall give effect to the wishes of donors of gifts for designated purposes; PROVIDED, HOWEVER, that the Corporation shall have the right to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the Board of Directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition is or becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the purposes of this Corporation or the charitable needs of the Greater Baton Rouge Area or additional communities within Louisiana or a particular geographic area involved.

3.2 The Corporation is organized exclusively for the charitable, religious, educational, literary and scientific purposes, including, for such purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code").

3.3 The Corporation shall not carry on any activity not permitted to be carried on: (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) by a corporation, contributions to which are deductible under Section 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

3.4 The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. No substantial part of the activities of the Corporation shall be attempting to influence legislation by propaganda or otherwise; except that the Corporation may make the election provided for in Section 501(h) of the Code with respect to influencing legislation and, only if it so elects, may make lobbying or grassroots expenditures that do not normally exceed the ceiling amounts prescribed by Section 501(h)(2)(B) and (D) of the Code.

3.5 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Board of Directors, officers, or any private individual or

person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for necessary services rendered to it, to reimburse persons incurring reasonable expenses on its behalf and to make payments and distributions in furtherance of the mission statement and purposes set forth above in this Article III.

ARTICLE IV

DURATION

The Corporation shall enjoy perpetual existence, unless sooner dissolved in accordance with law.

ARTICLE V

NON-PROFIT STATUS

The Corporation is organized exclusively as a nonprofit corporation under La. R.S. 12:201(7), *et seq.*, and shall enjoy all powers incident to a nonprofit corporation organized as such in the State of Louisiana, so long as such powers are consistent with the purposes and limitations of the Corporation set forth in Article II above or in any other provision of these Articles.

ARTICLE VI

REGISTERED OFFICE

The Corporation shall be domiciled in East Baton Rouge Parish, State of Louisiana. The location and municipal address of the Corporation's registered office is:

100 North Street, Suite 900
Baton Rouge, Louisiana 70802-5264

ARTICLE VII

REGISTERED AGENT

The full name and address of the Corporation's registered agent is:

John G. Davies
100 North Street, Suite 900
Baton Rouge, Louisiana 70802-5264

ARTICLE VIII

DIRECTORS

8.1 The affairs, business and corporate powers of the Corporation shall be managed, conducted and exercised by the Board of Directors.

8.2 Directors shall be elected by the Members of the Corporation at the annual membership meeting in accordance with the Bylaws.

8.3 Any director absent from a meeting of the Board of Directors or any committee thereof, may be represented by any other director, who may cast the vote of the absent according to the written instruction, general or special, of the absent director.

8.4 Additional qualifications, powers and duties of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

ARTICLE IX

NON-STOCK ORGANIZATION AND MEMBERSHIP

9.1 The Corporation shall be organized on a non-stock basis.

9.2 The Members of this Corporation shall be (1) the members of the Board of Directors as that Board shall from time to time be constituted, and (2) those persons who have contributed not less than Two Hundred Dollars (\$200), or such other minimum amount as may from time to time be established by the Board of Directors, in the calendar year in which any Annual or Special Meeting is held or in the calendar year immediately preceding any such Meeting of Members. Each such Member shall be entitled to one (1) vote at any such meeting.

9.3 Other classes of voting or non-voting Members may be established from time to time by the Board of Directors.

ARTICLE X

LIQUIDATION AND DISSOLUTION

In the event of the liquidation, dissolution, or winding up the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as exempt under Section 501(c)(3) and as other than a private foundation under section 509(a) of the Code as the Board of Directors shall determine. Any assets not so disposed of

by the Board of Directors shall be distributed by the State Court which has general jurisdiction for the Parish in which the principal office of the Corporation shall then be located; provided, however, that any such distribution shall be made exclusively for such charitable purposes or to such charitable organization or organizations described in Section 501(c)(3) as said court may select.

ARTICLE XI

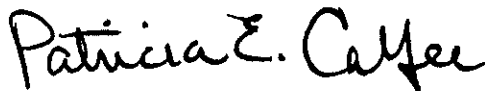
AMENDMENTS

11.1 These Articles of Incorporation may be amended by (a) a vote of two-thirds (2/3) of the members of the Board of Directors at a regularly or specially called meeting of the Directors, the notice of which shall set forth the proposed amendment or a summary of the changes to be made thereby; or (b) the written consent of eighty percent (80%) of the members of the Board of Directors, provided, however, no amendment shall authorize the Corporation to conduct its affairs in any manner or for any purpose contrary to the provisions of Section (501(c)(3) of the Code.

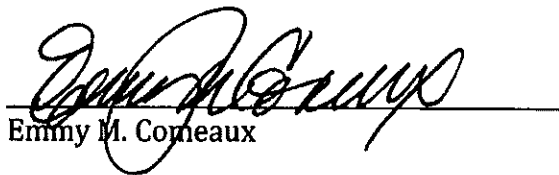
11.2 The notice of such amendment must be transmitted to the members of the Board of Directors not less than twenty (20) days prior to the meeting.

EXECUTED this 15th day of November, 2017.

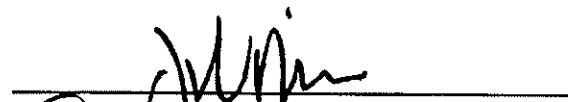
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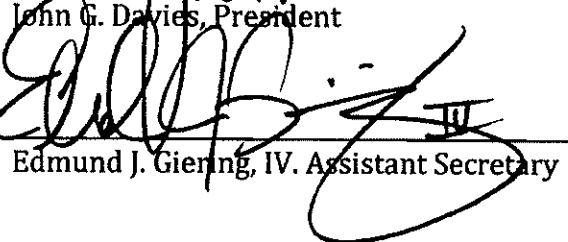


Patricia E. Calfee



Emmy M. Comeaux


John G. Davies, President


Edmund J. Giering, IV, Assistant Secretary

ACKNOWLEDGEMENT

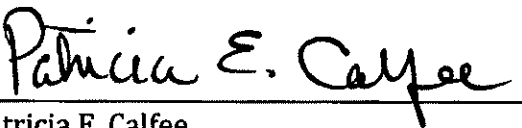
STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned authority, personally came and appeared John G. Davies and Edmund J. Giering, IV, both persons of the full age of majority, domiciled in and residents of East Baton Rouge Parish, Louisiana with a mailing address of 100 North Street, Suite 900, Baton Rouge, Louisiana 70802-5264, President and Assistant Secretary, respectively, of The Baton Rouge Area Foundation and the persons who executed the foregoing Amended and Restated Articles of Incorporation of The Baton Rouge Area Foundation in such capacities, and who, having been duly sworn, acknowledged and declared in my presence and in the presence of the undersigned competent witnesses, that they were authorized to and did execute the foregoing instrument in such capacities for and on behalf of The Baton Rouge Area Foundation, as its and their free act and deed.

IN WITNESS WHEREOF, the appearers, witnesses and I have hereunto affixed our hands this 15th day of November, 2017.

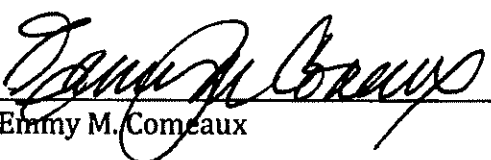
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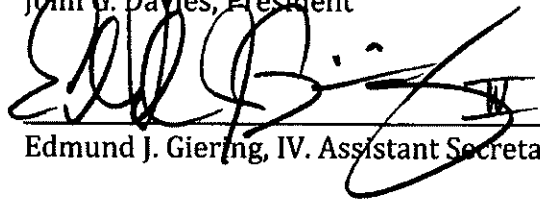
Patricia E. Calfee



John G. Davies, President



Emmy M. Comeaux



Edmund J. Giering, IV. Assistant Secretary



NOTARY PUBLIC

