

UNITED STATES OF AMERICA  
State of Louisiana



**Joy McKeithen**  
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 December 30, 2003.

*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,  
December 30, 2003*

*Joy McKeithen*

ABA 03403570N 35621576

*Secretary of State*



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

STATE OF LOUISIANA

Office of the Secretary of State

**I hereby certify that this is a true and correct copy,  
as taken from the original on file in this office.**

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

  
Fox McKeithen  
Secretary of State

Date: DEC 30 2003

Each of the undersigned, President and Secretary, respectively of The Baton Rouge Area Foundation (the "Corporation") certify that a resolution dated December 17, 2003, amending the Amended and Restated Articles of Incorporation of the Corporation dated February 5, 1980, was duly adopted pursuant to La. R.S. 12:237, *et seq.* by the unanimous consent of the Board of Directors of the Corporation, and in accordance with La. R.S. 12:241, the restatement of the Articles accurately copies the Articles and all amendments thereto and in effect the date of restatement December 17, 2003, without substantial change except as made by any new amendment or amendments contained in the restatement, and indicates any such changes. Each amendment has been affected in conformity with law.

The Articles of Incorporation were amended in-toto by said resolution as follows:

**ARTICLE I**

NAME

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

**ARTICLE II**

PURPOSES AND LIMITATIONS

2.1 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; donors and philanthropic organizations that are based outside the Greater Baton Rouge Area, but make grants that benefit the Greater Baton Rouge Area 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 a particular geographic area involved.

2.2 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").

2.3 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.

2.4 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.

2.5 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 purposes set forth above in this Article II.

### ARTICLE III

#### DURATION

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

### ARTICLE IV

#### NON-PROFIT STATUS

4.1 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 V

#### REGISTERED OFFICE

5.1 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:

402 North Fourth Street  
Baton Rouge, Louisiana 70802

### ARTICLE VI

#### REGISTERED AGENT

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

John G. Davies  
402 North Fourth Street  
Baton Rouge, Louisiana 70802

### ARTICLE VII

#### DIRECTORS

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

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

7.3 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.

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

## ARTICLE VIII

### NON-STOCK ORGANIZATION AND MEMBERSHIP

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

8.2 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 One Hundred Dollars (\$100.00), 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.

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

## ARTICLE IX

### LIQUIDATION AND DISSOLUTION

9.1 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 X**

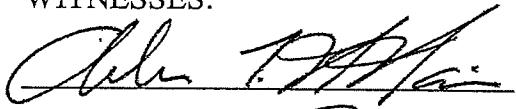

**AMENDMENTS**

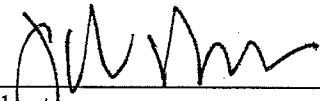

10.1 These Articles of Incorporation may be amended by (a) a vote of two-thirds (2/3) of the members of the Board of Directors at a regularly or specially called meeting of the Directors, the notice of which shall set forth the proposed amendment or a summary of the changes to be made thereby; or (b) 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.

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

EXECUTED this 17th day of December 2003.

WITNESSES:

  
\_\_\_\_\_  
  
\_\_\_\_\_

  
\_\_\_\_\_  
President  
  
\_\_\_\_\_  
Secretary

**ACKNOWLEDGEMENT  
OF  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**STATE OF LOUISIANA**

**PARISH OF EAST BATON ROUGE**

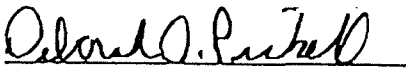
**BE IT KNOWN**, that on the 17<sup>th</sup> day of December 2003, before me, the undersigned Notary Public, and in the presence of the two undersigned competent witnesses, personally came and appeared:

**JOHN G. DAVIES**

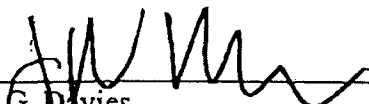
a person of the full age of majority, domiciled in and a resident of East Baton Rouge, Louisiana with a mailing address of 402 North Street, Baton Rouge, Louisiana 70802 who declared, and acknowledged that the foregoing Amended and Restated Articles of Incorporation of the Baton Rouge Area Foundation was duly adopted pursuant to La. R.S. 12:237, et seq. by unanimous consent of the Board of Directors of the Corporation on the 17<sup>th</sup> day of December 2003.

**IN WITNESS WHEREOF**, the Acknowledgment of the Amended and Restated Articles of Incorporation has been executed in Baton Rouge, Louisiana by the president in the presence of the undersigned Notary Public and two competent witnesses on the date first above-mentioned.

**WITNESSES:**

  
\_\_\_\_\_

  
\_\_\_\_\_

  
\_\_\_\_\_  
John G. Davies  
President

  
\_\_\_\_\_  
NOTARY PUBLIC

