

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
FORUM 35**

**BE IT KNOWN**, that on this \_\_\_\_ day of \_\_\_\_\_, 2004, before me, the undersigned Notary Public in and for the Parish of East Baton Rouge, Louisiana, therein residing, and in the presence of the undersigned competent witnesses, personally came and appeared:

**PAMELA PRICE**, appearing in her capacity as President of Forum 35;

and

**CULLEN DUPUY**, appearing in his capacity as Secretary of Forum 35;

who declared that they are appearing on behalf of Forum 35, a non-profit corporation domiciled in East Baton Rouge, Louisiana, organized under the laws of the State of Louisiana by Act dated October 21, 1994, who declared that, acting pursuant to a resolution of the Members of Forum 35, they do hereby appear for the purpose of executing this act of amendment to the Articles of Incorporation of Forum 35, and putting into authentic form the amendments which were approved by majority vote of the Members of this Corporation, by amending the below articles as follows:

**I.**

The Articles of Incorporation are hereby deleted in their entirety and restated as follows:

**ARTICLE I.**

NAME

1.1 The name of the corporation is Forum 35 (hereinafter referred to as the "Corporation").

**ARTICLE II.**

PURPOSES AND LIMITATIONS

2.1 The Corporation is organized exclusively for any charitable and educational activities 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").

2.2 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 Internal Revenue 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.

2.3 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.

2.4 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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, as restricted by and pursuant to the Bylaws of Forum 35.

### **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. It is intended that the Corporation shall be exempt from taxation under Section 501(c)(3) of the Code.

**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:

**448 North 11<sup>th</sup> Street  
Baton Rouge, LA 70802**

**ARTICLE VI.**

REGISTERED AGENT

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

**Cullen Dupuy  
c/o Breazeale, Sachse & Wilson, L.L.P.  
One American Place, 23d Floor  
Baton Rouge, LA 70821-3197**

**ARTICLE VII.**

INCORPORATOR

7.1 The full name and address of the Corporation 's incorporator was:

**Linda P. Clark  
c/o Breazeale, Sachse & Wilson, L.L.P.  
One American Place, 23d Floor  
Baton Rouge, LA 70821-3197**

**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, which shall consist of a minimum of three (3) members and a maximum of twenty-three (23) members.

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 and all vacancies which may occur on the Board (including any vacancy resulting from an increase in the authorized number of directors or the failure to elect the full number of authorized directors) shall be filled for the unexpired term by a majority vote of the remaining directors, even though not constituting a quorum. No decrease in the authorized number of directors shall have the effect of shortening the term of any incumbent director. 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 There shall be only one (1) class of membership in the Corporation.

9.3 Membership in the Corporation shall be limited to individuals (‘‘Voting Members’’), entities and such other persons in accordance with the Bylaws. The Voting Members shall be individuals between the ages of twenty-one (21) and forty (40), inclusive, at the time of joining. A voting member who reaches the age of forty (40) during a given year may complete that year as a member but may not renew as a voting member.

9.4 No member of the Corporation shall ever be held liable or responsible for contracts, debts or defaults of the Corporation, nor shall any mere informality in organization have the effect of rendering these Articles of Incorporation null or exposing the members to any liability.

## **ARTICLE X.**

### **INDEMNIFICATION**

10.1 The Corporation may, to the extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided that in case of actions by or in right of the Corporation, the indemnity shall be limited to expenses (including attorneys’ fees and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect to any claim, issue or matter as to which

such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in the view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

**ARTICLE XI.**

**LIQUIDATION AND DISSOLUTION**

11.1 In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall, distribute all of the remaining assets of the Corporation to one or more organizations: (a) which are exempt from tax as organizations described in Section 501(c)(3) of the Code, and (b) the contributions to which are deductible under the provisions of Sections 170, 2055 and 2522 of the Code.

**ARTICLE XII.**

**AMENDMENTS**

12.1 These Articles of Incorporation may be amended by 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; 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.

Executed on the day, month and year set forth above.

WITNESSES:

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\_\_\_\_\_  
Pamela Price, President

\_\_\_\_\_  
Cullen Dupuy, Secretary

\_\_\_\_\_  
Notary Public