

**ARTICLES OF INCORPORATION
OF
LAFAYETTE ART ASSOCIATION**

**STATE OF LOUISIANA
PARISH OF LAFAYETTE**

BE IT KNOWN that on this ____ day of October, 2017, before me, the undersigned authority, a Notary Public in and for the Parish of Lafayette, Louisiana, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose name are hereunto subscribed, all above the age of majority, and residents of the State of Louisiana, who severally declared that availing themselves of the provisions of the laws of this State whereby they set for themselves, assigns and successors, into a corporate and body politic in law, for the objects and purposes as herein set forth and in particular Louisiana Revised Statutes, Title 12, Section 101, et seq., as amended, relative to the incorporation of a non-profit corporation, they do by these presents organize themselves as well as such other persons who may hereinafter become associated with them or their successors into a body politic and corporate under the following terms and conditions for the purposes hereinafter mentioned, to wit:

ARTICLE I

The name of this corporation shall be “LAFAYETTE ART ASSOCIATION, Inc.

ARTICLE II

This corporation is organized exclusively for literary and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1956 and in furtherance of these purposes the corporation shall have the powers hereinafter set forth, provided that the powers which are not prohibited by law shall be performed only as an integral part of the activities of this corporation; the powers are as follows:

- (a) To engage in the study of art by actually participating in some form of creative work and for the development of an appreciation for art among members of the Association and the community at large.
- (b) To acquire in any lawful manner by purchase or gift, devise or bequest, any real or personal property consistent with the requirements and standards of this Association and of Louisiana Law.
- (c) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of this business; to ensure the same by mortgage, pledge or other lien.
- (d) To acquire, own, hold, use, exercise and to the extent permitted by law, to sell, mortgage, pledge, hypothecate and in any manner dispose of franchises, rights, privileges, licenses,

rights-of-way, easements and servitudes necessary, useful or convenient in the carrying out and accomplishing any of the purposes of the corporation.

- (e) To accept gifts or grants of money, property, real or personal, from any persons, corporations or partnerships, and to accept voluntary and uncompensated services in connection with the business of the corporation.
- (f) To borrow money and otherwise contract indebtedness and as evidence thereof issue notes, bills of embargo, bonds, debentures and other evidences of indebtedness, secured or unsecured, for money borrowed in payment for property acquired, or for any of the other objects or purposes of this corporation and to secure the payment of such bonds, debentures, notes or other evidences of indebtedness by mortgage or mortgages, or deed or deeds of trust upon or by pledge of or other lien upon any or all of the property, rights, privileges, franchises or permits of the corporation, wheresoever situated, acquired or to be acquired.
- (g) To enter into any kind of activity, and to perform and carry out contracts of any kind necessary, to, or in connection with, or incidental to, the accomplishments of any one or more of the literary and educational purposes as these terms are used in Section 501 (c) (3) of the current Internal Revenue Code. Notwithstanding the enumeration of powers specified in these Articles of Incorporation, nothing shall be construed as empowering this corporation to engage in activities which in themselves are not in the furtherance of literary or educational purposes within the meaning of Section 501 (c) (3) of the Internal Code of 1954, as now in effect or hereafter amended. No part of the net earnings of the corporation shall inure to the benefit of any private member. [Amended 2 July 1979]

ARTICLE III

The domicile and principal office of the corporation shall be Post Office Box 51343, 513 River Drive, Lafayette, LA 70503 [Amended 2 July 1979]

PO Box 53065

Lafayette, LA 70505

1008 E. St. Mary Blvd.

Lafayette, LA 70503

[Amended 17 May 2017]

ARTICLE IV

The full name and post office addresses of the agents for services of process of this corporation will change annually with the election of officers. Refer to current listing on file with the Secretary of State of Louisiana. [Amended 17 May 2017]

ARTICLE V

This corporation shall exist and continue for a period of ninety-nine (99) years from the date hereof, and under its corporate name shall have power and authority to enjoy succession, continuance and corporate existence for the term above specified.

ARTICLE VI

These Articles of Incorporation may be altered or amended in the manner which is now or may hereafter be provided by the laws of the State of Louisiana. This corporation may amend the Articles upon the affirmative vote of at least two-thirds (2/3) of the entire membership of the Board of Directors of said corporation at any meeting specially called and noticed according to law for that purpose. [Amended 2 July 1979]

ARTICLE VII

The affairs of the corporation shall be managed by a Board of Directors of not less than five (5), or more than fifteen (15) members of the corporation, who shall be elected by the members of this corporation. The first Board of Directors shall consist of five (5) members, and the first Board of Directors shall serve until the first annual meeting of this corporation which shall be on the second Tuesday of 1964, the directors are as follows:

James J. Bollish
Charles E. Boudousquis
R. W. Tyrrell
Mary A. Faille
Mrs. Felix F. Dupe

The said first Board of Directors shall serve in that capacity until their successors are elected and qualified. On and after the annual meeting in 1964, all Directors elected shall serve or a term of one (1) year. The Board of Directors shall elect annually a President, a Vice-President, a Secretary and a Treasurer. The first officers of this corporation are as follows:

James J. Bollish, 108 Alabama Road, Lafayette, Louisiana - President.
Charles E. Boudousquis, 2200 W. ST. Mary Blvd., Lafayette, Louisiana – Vice-President.
Mary A. Faille, 104 Meaux Blvd, Lafayette, Louisiana – Secretary.
Mrs. Felix F. Dupe, PO Box 3568, Lafayette, Louisiana – Treasurer

Said officers shall serve until the first annual meeting of the Board of Directors to be held in 1964.

All of the officers and directors shall be chosen from the membership.

The Directors must be members of the corporation and shall not be entitled to compensation for their services as Directors.

The Board shall have the power to do all things necessary or convenient in conducting the business of a corporation, including, but not limited to:

- 1. The power to adopt and amend by-laws for the management and regulation of the affairs of the corporation. The by-laws of a corporation may make provisions, not inconsistent with law or this certificate of incorporation, regulating the admission, withdrawal, suspension or expulsion of members, the transfer of membership, the fees and dues of members and the termination of memberships on non-payment of dues or otherwise; the numbers, times and manner of choosing, qualifications, terms of office, official designations, powers, duties and compensation of its officers; defining a vacancy in the Board or in any office and the manner of filling it; the number of members to constitute a quorum at meetings, the date of the annual meeting and the giving of notice thereof and the holding of special meetings and the giving of notice thereof; the terms and conditions upon which the corporation is to render service to its members; the disposition of the revenues and receipts of the corporation; regular and special meetings of the Board and the giving of notice thereof and such other matters as the Board may deem appropriate or desirable.**
- 2. To appoint agents and employees and to fix their compensation.**
- 3. To authorize the execution of all mortgages, deeds trusts and other instruments affecting or encumbering all or any of the property, assets and revenues of the corporation and to mortgage, deed and otherwise encumber or dispose of all or any of the property, assets and revenues of the corporation.**
- 4. To delegate to one or more of the Directors or officers, agents, and employees of the corporation such powers and duties as it may deem proper.**
- 5. To make its own rules and regulations as to its procedure.**
- 6. To select committees and to delegate to such committees such powers and duties as it may deem proper.**

ARTICLE VIII

Section 1. The undersigned incorporators shall be members of the corporation. In addition to the undersigned incorporators, any person may become a member of the corporation by:

- (a) Paying such membership fee as specified in the by-laws of the corporation.**

- (b) Having an interest in the study of art by actually participating in some form of creative work and/or the cultivation of an appreciation for art among the members of the corporation and the community at large.**

- (c) Agreeing to comply with and be bound by the Articles of Incorporation and by-laws of the corporation and any amendments thereto and such rules and regulations as may from time to time be adopted by the members of the corporation, provided, however, that no person, except the incorporators of the corporation, shall become a member in the corporation unless and until he or it has been accepted for membership by the Board of Directors or by an officer of the corporation authorized to accept such members.**

Section 2. The interest of each member shall be equal to that of every other member and no member of this corporation shall have any greater voice, vote or privilege in this corporation than any other member. There shall be no individual liability against any member for corporate debts or any other liabilities. No member shall share in any part of the earnings of this non-profit corporation.

ARTICLE IX

Should this corporation ever be dissolved or should its existence terminate, all the assets of the corporation shall be distributed only to organizations exempt from income tax under the provisions of Section 501(c)(3) under the Internal Revenue Code of 1954, as now in effect or hereafter amended, or to the Federal Government or to the State or local government for a public purpose. No part of the assets of the Association shall ever be distributed to or used for the benefit of any member, trustee or officer of the corporation or any private individual or corporation. [Amended 2 July 1979]

ARTICLE X

The annual meeting of the members of this corporation shall be held on the third Wednesday in January of each year. [Amended 17 May 2017]

ARTICLE XI

Any and all persons, natural or artificial, who donate or in any wise give unto this corporation money or property shall be and are entitled to deduct the amount or value of said contributions from income in such manner and form as is appropriate under the Internal Revenue Code of the United States of America. [Added 2 July 1979]

Articles of Amendment 2017

State of Louisiana

Parish of Lafayette

Before me, the undersigned authority, Notary Public in and for the aforesaid Parish and State, this — day of October, 2017, personally came and appeared:

Ms. Susan Chiquelin, a major domiciliary of Lafayette Parish, Louisiana

Who on her oath deposed that she is the President of the Lafayette Art Association, Inc., and availing herself of the provisions of the Non-Profit Corporation Law of the State of Louisiana, and particularly of R.S. 12:237 through 239, does hereby amend the Articles of Incorporation of Lafayette Art Association, Inc. as follows:

I

These Articles of Amendment were adopted at a special meeting of the Board of Directors of the Lafayette Art Association, Inc. called for the purpose of proposing these Articles of Amendment, and pursuant to lawful notice. The said meeting was held on May 17, 2017. The total number of members of the Board of this corporation as of the date of said special meeting was 13, and 10 of those members were present at said meeting. On motion duly made, seconded and unanimously adopted by the 10 Board members present, these Articles of Amendment were resolved by the corporation to be made and presented to the general membership for ratification.

The said meeting for ratification was held on October ____, 2017. The total number of members of this corporation as of the date of said special meeting was ____, and ____ were present at said meeting. On motion duly made, seconded and unanimously adopted by the ____ members present, these Articles of Amendment were resolved by the corporation to be made and file.

II

Article II(g) of the Articles of Incorporation are hereby amended henceforth to read as follows:

(g) To enter into any kind of activity, and to perform and carry out contracts of any kind necessary, to, or in connection with, or incidental to, the accomplishments of any one or more of the literary and educational purposes as these terms are used in Section 501 (c) (3) of the current Internal Revenue Code. Notwithstanding the enumeration of powers specified in these Articles of Incorporation, nothing shall be construed as empowering this corporation to engage in activities which in themselves are not in the furtherance of literary or educational purposes within the meaning of Section 501 (c) (3) of the Internal Code of 1954, as now in effect or hereafter amended. No part of the net earnings of the corporation shall inure to the benefit of any private member.

III

Article III of the Articles of Incorporation of this corporation is hereby amended to read hereafter as follows:

“III

The domicile and principal office of the corporation shall be

PO Box 53065, Lafayette, LA 70505

1008 E. St. Mary Blvd., Lafayette, LA 70503

IV

Article IV of the Articles of Incorporation of this corporation is hereby amended to read hereafter as follows:

“IV

The full name and post office addresses of the agents for services of process of this corporation will change annually with the election of officers. Refer to current listing on file with the Secretary of State of Louisiana.

V

Article X of the Articles of Incorporation of this corporation is hereby amended to read as follows:

“X

The annual meeting of the members of this corporation shall be held on the third Wednesday in January of each year.”

Thus done and signed on the day and date first above written, in the presence of the undersigned competent witnesses who signed with appearer and me, Notary, after due reading of the whole at Lafayette, Louisiana.

Witnesses:

Lafayette Art Association, Inc.

President

Notary Public