

R. Kyle Ardoin
SECRETARY OF STATE

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

the attached document(s) of

FEDERATION OF GREATER BATON ROUGE CIVIC ASSOCIATIONS, INC.

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

43961764 RESTA 06/30/2020 3 pages

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,

July 2, 2020

Secretary of State

AP 04309880N



Certificate ID: 11230429#VMJ62

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.

www.sos.la.gov

FEDERATION OF GREATER BATON ROUGE CIVIC ASSOCIATIONS, INC.

**ARTICLES OF INCORPORATION
AMENDED AND RESTATED
June 11, 2020**

Pursuant to the Non-Profit Corporation Law of Louisiana; LRS 12:201 et seq, and the provisions of LRS 12:241, the Articles of Incorporation of the Federation of Greater Baton Rouge Civic Associations, Inc. are hereby amended and restated. The original date of incorporation of this corporation was November 1, 1973. All amendments were adopted pursuant to Article VIII, were unanimously approved by a meeting of the membership held on June 11, 2020, and this restatement accurately copies the articles and all amendments thereto in effect on the date of this restatement. The Articles were amended to limit the membership to East Baton Rouge Parish; allow for membership of organizations that also include commercial property (without representing those interests); remove associate membership; add an article for the Board of Directors; add an article that includes the duration of the corporation; change the distribution of assets upon dissolution; change the registered agent and address of the corporation; and provide for voting on amendments by proxy. Each amendment has been effected in conformity with law. The amended and restated document is as follows:

**ARTICLE I
NAME**

The name of this corporation will be: Federation of Greater Baton Rouge Civic Associations, Inc. (herein referred to as the Federation).

**ARTICLE II
PURPOSE**

The purposes of this Federation will be:

To further the interest of associations of individual homeowners in East Baton Rouge Parish;

To aid in the preservation of property values;

To preserve the character and integrity of individual residential neighborhoods;

To educate member associations on matters and issues of civic interest;

To participate in municipal planning and improvement;

To participate with organizations seeking to improve the community environment and quality of life; and

To engage in activities for which non-profit corporations may be formed under Title 12:201 et seq. of the Louisiana Revised Statutes.

**ARTICLE III
NON-PROFIT CORPORATION**

This corporation is organized as a non-profit corporation as defined and regulated by Louisiana Revised Statutes 12:201 et seq., and Section 501(c)(3) of the Internal Revenue Code and will make no distribution nor engage in any prohibited activity except as allowed in Section 501(c)(3) of said Code or any corresponding section of any future code pertaining to non-profit corporations or as allowed by the Louisiana Revised Statutes 12:201 et seq.

**ARTICLE IV
MEMBERSHIP**

Section 1: The Corporation will be organized on a non-stock basis.

Section 2: Membership in the Federation will be limited to duly organized non-profit organizations representing individual homeowners in East Baton Rouge Parish. Any homeowners' organization that includes some commercial properties may become a member, but the Federation can only represent the interests of the individual homeowners and not the commercial property owners.

Section 3: Each member organization will have one vote in General Meetings.

**ARTICLE V
BOARD OF DIRECTORS**

Section 1: The corporate powers of this corporation will be exercised and its affairs managed by a Board of Directors consisting of up to nine members selected from the member organizations. Members will serve two-year staggered terms.

Section 2: The Board of Directors will elect officers from amongst the Board members who will serve a term of one year.

Section 3: By-Laws will be adopted that are not in conflict with these Articles. By-Laws are to be recommended by the Board of Directors and must be ratified by a two-thirds (2/3) vote of the membership voting, in person or by proxy, at a meeting called for that purpose, provided thirty (30) days written notice was given.

**ARTICLE VI
DURATION AND DISSOLUTION**

The corporation will enjoy perpetual corporate existence unless sooner dissolved in accordance with law. The corporation may be dissolved only with the assent given in writing and signed by the members entitled to cast two-thirds (2/3) of the membership voting power in person or by proxy. Written notice of a proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets, will be mailed to every member organization at least ninety (90) days in advance of any action taken.

**ARTICLE VII
DISPOSITION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Federation or inactivity for a period of three years, the assets of the Federation, if any, will be distributed to any non-profit organizations within East Baton Rouge Parish devoted to the purposes as nearly as practicable as those to which they were required to be devoted by the Federation. Such distribution will be in accordance with State law and Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE VIII
AMENDMENTS**

These articles may be amended by a two-thirds (2/3) vote of the member organizations present, in person or by proxy, and voting at a regular or special meeting, a thirty-day written notice of such meeting having been sent to all member organizations, the purposed amendment(s) being included in that notice.

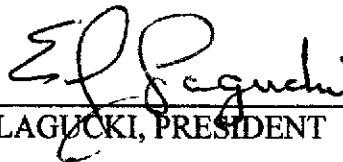
**ARTICLE IX
REGISTERED OFFICE AND AGENT**

The registered agent and office address of the Federation is as follows

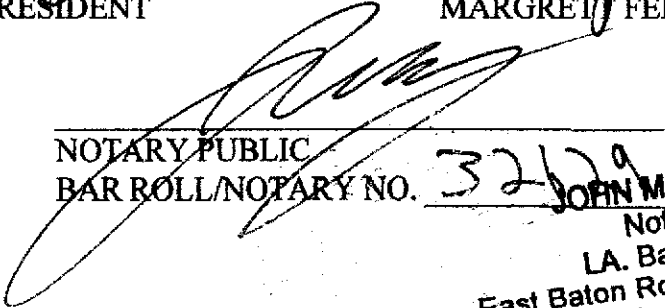
Treasurer – Sarah Jeansonne
16433 Caesar Avenue
Baton Rouge, LA 70816

or as may be designated from time to time as required under Louisiana Revised Statutes 12:201 et seq.

THUS DONE AND SIGNED ON THE 26 DAY OF June, 2020, IN EAST BATON ROUGE PARISH, STATE OF LOUISIANA, BEFORE THE UNDERSIGNED NOTARY PUBLIC.


ED LAGUCKI, PRESIDENT


MARGRETT FELS, SECRETARY


NOTARY PUBLIC
BAR ROLL/NOTARY NO. 32629

JOHN M. PARKER, JR.
Notary Public
LA. Bar Roll #32629
East Baton Rouge Parish, Louisiana
My Commission Expires at Death