



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

FEDERATION OF GREATER BATON ROUGE CIVIC ASSOCIATIONS, INC.

Domiciled at BATON ROUGE, LOUISIANA,

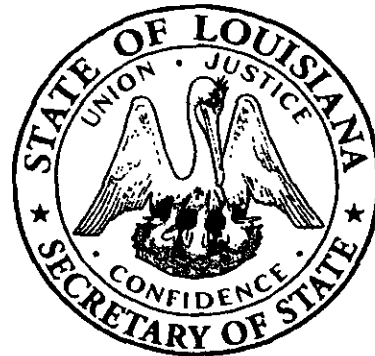
Was filed and recorded in this Office on February 1, 2011.

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,

February 1, 2011

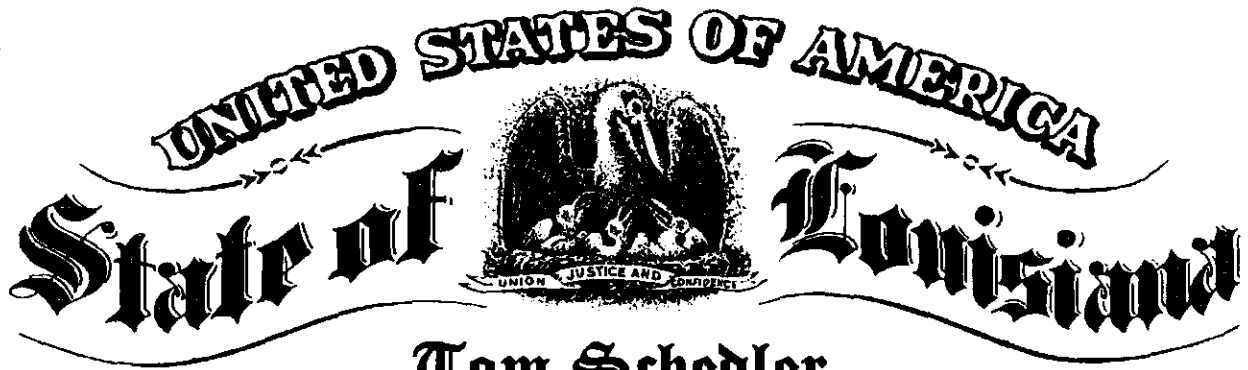
Secretary of State

KGP 04309880N



Certificate ID: 10137487#YYN83

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www.sos.louisiana.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

FEDERATION OF GREATER BATON ROUGE CIVIC ASSOCIATIONS, INC.

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

40417091

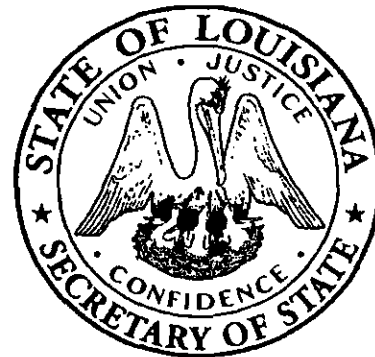
Restated Amendment 02/01/2011 4 pages

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,

February 1, 2011

Secretary of State

KGP 04309880N



Certificate ID: 10137488#83P83

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**FEDERATION OF GREATER BATON ROUGE
CIVIC ASSOCIATIONS, INC.**

**Amended and Restated Articles of Incorporation
January 13, 2011**

State of Louisiana - Parish of East Baton Rouge

BEFORE ME, the undersigned Notary Public, duly commissioned and qualified in the State and Parish aforesaid, came and appeared:

Dallas J. Ballmer, acting in his capacity as President of the Federation of Greater Baton Rouge Civic Associations, Inc. and

Robert Say, acting in his capacity as Secretary of the Federation of Greater Baton Rouge Civic Associations, Inc.

who declared to me that pursuant to a resolution of the Board of Directors, adopted unanimously, the corporation does hereby avail itself of the Provisions of L.R.S. 12:241, and declared that

The original date of incorporation of this corporation was November 1, 1973. The articles were amended May 14, 2009. The following articles accurately copy the articles and all amendments thereto in effect on the date of this restatement without substantive change except as made by any new amendment contained herein. Each amendment has been effected in conformity with law. To Wit:

**Articles of Incorporation
of the
Federation of Greater Baton Rouge Civic Associations, Inc.**

**ARTICLE I
NAME**

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

**ARTICLE II
PURPOSE**

The purposes of this Federation shall be:

To further the interest of the individual homeowners in the Greater Baton Rouge Metropolitan Area;

To aid in the preservation of property values;

To improve the character and integrity of individual residential neighborhoods;

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

To participate in municipal planning and improvement;

To participate with community-based organizations which seek to improve the community environment and quality of life;

To engage in any lawful activity for which non-profit corporations may be formed under Chapter 2, Title 12, 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 shall 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.

ARTICLE IV MEMBERSHIP

Section 1: The corporation shall be organized on a non-stock basis.

Section 2: Full Membership in the Federation shall be limited to duly organized non-profit organizations representing single family homeowners in the Greater Baton Rouge Metropolitan Area which shall include the following parishes: East Baton Rouge, West Baton Rouge, Point Coupee, West Feliciana, East Feliciana, St. Helena, Livingston, Ascension and Iberville. All organizations seeking membership must conform to the admission requirements as specified in the by-laws.

Section 3: Organizations with Full Membership status shall have one vote in General Meetings.

Section 4: Associate Memberships may be granted to those organizations which devote a substantial portion of their activity to providing management services for Full Membership organizations representing single family homeowners.

Section 5: Organizations with Associate Membership status may not vote in General Meetings.

**ARTICLE V
REGISTERED OFFICE**

The location and address of the registered office of the Federation is as follows:

Atkinson & Martin Law Office
11953 Coursey Boulevard
Baton Rouge, LA 70816

or as may be designated from time to time as required under Louisiana Revised Statutes 12:205.1.

**ARTICLE VI
REGISTERED AGENT**

The name and address of the registered agent for this Federation is as follows:

Elliott W. Atkinson, Jr., Attorney at Law
Atkinson and Martin Law office
11953 Coursey Boulevard
Baton Rouge, LA 70816

or as may be designated from time to time as required under Louisiana Revised Statutes 12:205.1

**ARTICLE VII
DISSOLUTION**

Upon dissolution of the Federation or inactivity for a period of three years, the assets of the Federation, if any, shall be distributed to the Baton Rouge Recreation and Park Commission, a division of the City-Parish Government of Baton Rouge, East Baton Rouge Parish, Louisiana by application of said organization for a court order directing distribution in accordance with this Article, providing said organization meets the qualifications of Section 501 (c)(3) of the Internal Revenue Code. In failure thereof, said funds shall be distributed, subject to the wishes of the membership, to a civic association qualifying under the Internal Revenue Code, Section 26:501(c)(3) and having the general welfare of the entire community as its purposes.

In case of dispute, the funds shall be placed into registry of the 19th Judicial District Court with said court making a determination as to the distribution of said funds to a civic organization qualifying under the Internal Revenue Code, Section 26:501(c) and having the general welfare of the entire community as its purpose.

ARTICLE VIII
AMENDMENT

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

THUS DONE AND SIGNED before me this 28th day of January 2011 at Baton Rouge, Louisiana, in the presence of the undersigned competent witnesses.

WITNESSES

James Henry Grace
Print: JAMES HENRY GRACE

Dallas J. Ballmer
Dallas J. Ballmer, President

Charles A. Beary
Print: CHARLES A. BEARY

Robert L. Say
Robert Say, Secretary

Wayne S. Woody
WAYNE S. WOODY, NOTARY PUBLIC
NOTARY/BAR NO. I.D. NO. 13636
Notary I.D. No. 21180