



Revised/Restated August 2007

RESTATED ARTICLES OF INCORPORATION OF THE FAUBOURG MARIGNY IMPROVEMENT ASSOCIATION, INC.

UNITED STATES OF AMERICA

STATE OF LOUISIANA

PARISH OF ORLEANS

CITY OF NEW ORLEANS

BE IT KNOWN that on this 20th day of September in the year of our Lord, Two Thousand and Seven (2007), before me, ROBERT RACHAL, a Notary Public duly commissioned and qualified in and for the City of New Orleans, Parish of Orleans, therein residing and in the presence of the undersigned witnesses;

PERSONALLY CAME AND APPEARED: CHRIS COSTELLO, President, and LEIGH CRAWFORD Secretary, of the FAUBOURG MARIGNY IMPROVEMENT ASSOCIATION, INC., a non-profit corporation existing under the laws of the State of Louisiana, who did declare that:

WHEREAS, the FAUBOURG MARIGNY IMPROVEMENT ASSOCIATION, INC., was incorporated on August 30, 1972, and the original articles of incorporation have been duly amended from time to time in conformity with law; and

WHEREAS the membership and the Board of Directors desire to restate the Articles of Incorporation of the FAUBOURG MARIGNY IMPROVEMENT ASSOCIATION, INC., to reflect all amendments, including the amendments incorporated in Articles III, IV, XIV, and new Article XII of these Restated Articles of Incorporation; and

WHEREAS notice was duly given to the membership and a meeting was held by the membership and by the Board of Directors to vote on a resolution to adopt these Restated Articles of Incorporation, including the amendments incorporated in Articles III, IV, XIV, and new Article XII of these Restated Articles of Incorporation; and

WHEREAS pursuant to resolution of two-thirds of the membership and of the Board of Directors, the President and the Secretary of the FAUBOURG MARIGNY IMPROVEMENT ASSOCIATION, INC., are duly authorized to effectuate these Restated Articles of Incorporation by adopting same; and

WHEREAS, these Restated Articles of Incorporation accurately reflect, as of and effective September 20th, 2007, the articles of incorporation, and all amendments thereto, including the amendments made in conformity with law and incorporated in Articles III, IV, XIV, and new Article XII in these Restated Articles of Incorporation;

ITS IS HEREBY RESOLVED THAT, effective September 20th, 2007, the Articles of Incorporation of the FAUBOURG MARIGNY IMPROVEMENT ASSOCIATION, INC., are hereby amended and restated in their entirety as follows:

ARTICLE I

The name and title of this Corporation shall be the FAUBOURG MARIGNY IMPROVEMENT ASSOCIATION, INC., and by that name and title it shall and enjoy succession as long as is permitted by law, or unless sooner dissolved in accordance with provisions for dissolution hereinafter set forth.

ARTICLE II

The domicile of this corporation shall be in the City of New Orleans, State of Louisiana and all citations or other legal



process shall be served on the President and in his absence on the Vice President or Secretary or Treasurer. The address of the registered office of this corporation shall be P.O. Box 770080, New Orleans, Louisiana 70177

The names and address of the President, Vice President, Secretary and Treasurer, the registered agents of this corporation, are:

President: Chris Costello
 Vice President: Reg Medellin
 Secretary: Leigh Crawford
 Treasurer: Robert Reddington

ARTICLE III

A. The FAUBOURG MARIGNY IMPROVEMENT ASSOCIATION, INC., is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. Subject to Article III, Part A, the objects and purposes of this organization are declared to be as follows: To protect, maintain, and support the FAUBOURG MARIGNY in the City of New Orleans, and particularly that portion of it lying between the Mississippi River and N. Rampart/McShane Pl./St. Claude Avenue and between Esplanade and Press Street, including all buildings, improvements and properties adjoining said avenues and situated in the areas immediately adjacent to same; to promote the physical, cultural, architectural and historical values of said section, and to secure adequate enforcement of all laws of the City of New Orleans and the State of Louisiana affecting or pertaining to it.

C. Subject to Article III, Part A, this corporation shall have the power to receive, manage disburse any and all funds acquired by donation, or otherwise for the aforesaid purpose and generally to sponsor, manage and direct worthy programs and projects designed, directly or indirectly, to benefit the FAUBOURG MARIGNY section.

ARTICLE IV

A. Subject to Article III, Part A, this corporation shall have the power to own and manage property, to contract, sue or be sued; to use a corporate seal; and in general it shall exercise and enjoy all powers incident to a corporation consistent with the objects expressed herein and needful and proper for its government and support.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Part A hereof. The Board of Directors of the corporation shall keep in place a Conflict of Interest Policy to assist in effectuating these goals.

C. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

D. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

A. This corporation shall be organized upon a non-stock basis, and participated therein shall be based, in lieu of shares of stock, upon a system of membership which may be evidenced by certificates of membership, which shall not be transferable.



B. Voting in the corporation shall be open to persons, firms, and corporations that own property or a business or reside within the boundaries who are members of the corporation; each to have one vote at meetings of the general membership.

C. Membership in this corporation shall be limited to individuals 18 years of age and older, and firms and corporations owning property, residing or doing business or having a general interest in the area bounded by N. Rampart/McShane Pl./St. Claude Avenue, Esplanade Avenue, the Mississippi River and Press Street.

D. Subject to the voting restrictions of Article V, Part B, there shall be only one class of members. However, at any meeting of the general membership, one or more classes of members may be created with such various types of powers and voting rights as may be desired.

ARTICLE VI

No dues may be assessed except by affirmative vote of the general membership at a general or special meeting.

ARTICLE VII

A. No member shall ever be held liable for the debts of this corporation.

B. Voting of the members of this organization shall be in person or by written proxy.

ARTICLE VIII

All corporate powers of this corporation shall be vested in a Board of Directors consisting of at least seven (7) directors to be elected by the membership. The members of the Board of Directors shall serve for a period of two (2) years from the date of any meeting at which they are elected. They shall, however, continue in office until election and qualification of their successors. Directors may be re-elected without limitation.

ARTICLE IX

A. The Board of Directors shall have full power to direct, manage and conduct this corporation's affairs.

B. The Board of Directors shall meet at least once a year; and special meetings may be called at the discretion of the President, Board of Directors, or the Officers upon written notice to all members of the Board. Any Board member may require the holding of a meeting on written petition signed by one-third (1/3) of the members of the Board. Voting may be by written proxy to any other director.

C. At all meetings of the Board of Directors, a majority thereof shall constitute a quorum.

D. The Board of Directors may hold an Executive Session upon affirmative vote by the majority of Board members present. The purpose for the Executive Session shall be stated prior to the vote. Only members of the Board shall be present at an Executive Session. No votes shall be taken in Executive Session.

ARTICLE X

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer selected from among the members of the Board of Directors.

ARTICLE XI

The Board of Directors shall be empowered to enact by-laws, rules and regulations for the conduct of all of its business, not inconsistent with these Articles.

ARTICLE XII

A. The corporation will indemnify any director or officer made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability on such person for an act alleged to have been committed by such person in his or her capacity as Director or officer of the corporation, or as Director, officer, employee or agent of any other entity which he or she served at the request of the corporation) against judgments, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, (but not for taxes, penalties or fines), if such person is either successful in his or her defense or if the proceeding is terminated by settlement, and if such person acted



in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful.

B. The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were incurred properly and whether such Director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the corporation and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings. The corporation may pay or reimburse reasonable expenses incurred by a director or officer in advance of the final disposition of the proceeding after the corporation receives a written affirmation by the director or officer of that person's good faith belief that the director of officer has met the stand of conduct necessary for indemnification and a written agreement to repay the amount paid or reimbursed if the final determination is that the person did not meet that standard.

ARTICLE XIII

This charter may be amended by a two-thirds (2/3) vote of the members of the corporation present at any annual meeting or at any special meeting of said members called for that purpose after seven (7) days due notice in writing setting forth the time, place and purpose of said meeting.

ARTICLE XIV

A. This corporation may be dissolved by a two-thirds (2/3) vote of the members of the corporation present at any annual meeting or at a special meeting held for that purpose after seven (7) days written notice shall have been mailed to each member setting forth the time, place and purpose of said special meeting.

B. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the parish in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

THUS DONE AND PASSED at my office in the City of New Orleans on September 20th, 2007, in the presence of the undersigned competent witnesses who have signed with appearers and me, Notary, after due reading of the whole.

Chris Costello (signature)
President Faubourg Marigny Improvement Association

Leigh Crawford (signature)
Secretary Faubourg Marigny Improvement Association

WITNESSES:

J Conrad Lifsey
_____ (signature)

James Crawford
_____ (signature)

Robert Rachal (signature)

NOTARY PUBLIC

Revised August 2007