

**ARTICLES OF INCORPORATION  
OF HOUMA ROTARY CLUB FOUNDATION, INC.**

**UNITED STATES OF AMERICA  
STATE OF LOUISIANA  
PARISH OF TERREBONNE**

BE IT KNOWN, that on the 7th day of January, 2002 before me, the undersigned Notary Public in and for the Parish and State aforesaid, personally came and appeared the undersigned party of full age of majority, whose signature is subscribed, who declares, in the presence of the undersigned competent witnesses that, availing herself to provisions of the Louisiana Nonprofit Corporation Law, Louisiana R.S. 12:201-12:269 (1950 as amended), she does hereby organize a nonprofit corporation in accordance with these Articles of Incorporation as follows:

**ARTICLE I  
NAME**

The name of the Organization shall be:

HOUMA ROTARY CLUB FOUNDATION, INC.

**ARTICLE II  
AGENT**

The name and address of the registered agent for the service of process:

Jodie Teuton  
6161 West Park Avenue  
Houma, Louisiana 70364.

STATE OF LOUISIANA  
Office of the Secretary of State  
I hereby certify that this is a true  
and correct copy as taken from the  
original on file in my office.

*Fox McKeithen*  
Fox McKeithen  
Secretary of State

**ARTICLE III  
PURPOSES**

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A. General Purpose. The Organization is a non-profit Louisiana corporation organized solely for educational, charitable or for a combination of education and charitable purposes as established by Louisiana law and within the meaning of Sections 170 and 501 (c) (3) of the Internal Revenue Code of 1954, as amended (hereinafter referred to as "Code"), or any successor or substitute statutes.

B. Specific Purposes. The specific purposes of the Organization shall include but not be limited to the following:

1. To support charitable projects originated in the Houma Rotary Club.
2. To assist in such other functions associated with the foregoing, as the Directors of the Organization shall from time to time deem fit and proper.

## **ARTICLE IV POWERS**

**A. General Powers.** As incident to the purposes set forth in Article II herein, and subject to the specific limitations set forth in subparagraph B of this Article III, the Organization shall have the following powers:

1. To receive, acquire, hold, manage and administer property and funds, from whatever source and to expend such property and funds for educational, general charitable purposes;
2. To take property and funds by will, gift, or otherwise, to be held upon the trust that the same shall be used for educational and general charitable purposes as provided in the Articles of Incorporation;
3. To hold, in its own name and right, real and personal property of every nature and description without limitation as to extent, character, or amount, and with all the powers of control, management, investment, change and disposal incident to the absolute ownership of property or funds by a private person, subject only to the terms of particular trusts and to the general trust that all its properties and funds shall be held for educational and general charitable purposes;
4. To borrow money, either upon and without security, giving such promissory notes or other evidences of indebtedness, and such pledges, mortgages, and other instruments of hypothecation as it may be advised,
5. To appoint and pay officers and agents to conduct and administer that affairs of the Organization, but no member of the Board of Directors of the Organization shall receive any compensation;
6. To adopt bylaws prescribing the duties of the officers and agents of the Organization, the details of the organization, the time and manner of its meetings, and any and all details incident to its organization and the efficient conduct and management of its affairs;
7. To do any and all things which an actual person might do necessary and desirable to advance the purposes for which the Organization is organized as provided in Article II hereof;
8. To receive and use funds obtained from private donations, devises and bequests and from all lawful sources to be applied to advance the purposes for which the Organization is formed as provided in Article II hereof;

**B. Specific Limitations.** In the conduct of its activities, the Organization shall be subject to and governed by the following restrictions and prohibitions:

1. The Organization shall distribute its income and assets, if necessary, for each taxable year at such time and in such manner as not to become subject to the tax or undistributed income imposed by Section 4942 of the code, or imposed by corresponding provisions of any subsequent federal tax laws;
2. The Organization shall not engage in any acts of self-dealing as defined in Section 4941 (d) of the code, or as defined in corresponding provisions of any subsequent federal tax laws;
3. The Organization shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or as defined in corresponding provisions of any subsequent federal tax laws;
4. The Organization shall not make any investments in such manner as to be subject to tax under Section 4944 of the Code, or under corresponding provision of any subsequent federal tax laws;
5. The Organization shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or as defined in corresponding provision of any subsequent federal tax laws;
6. No part of the net earnings of the Organization shall inure to the benefit of any member of the Organization, or to the benefit of any member of its Board of Directors or officers,
7. No substantial part of the activities of the Organization shall be carrying on of propaganda or otherwise attempting to influence legislation; and the Organization shall not participate in, intervene in (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office;
8. The Organization shall not, otherwise than as an insubstantial part of its activities, engage in activities which in themselves are not in the furtherance of the purposes of the Organization as stated in Article II hereof,
9. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

## ARTICLE V MEMBERSHIP

Membership in the Organization shall be in such classes and with appropriate limitations as shall be determined from time to time by the Board of Directors as more specifically set forth in the bylaws of the Organization.

## ARTICLE VI PRINCIPAL OFFICE

The Parish in which the principal office for the transaction of business for the Organization is located shall be in the Parish of Terrebonne, State of Louisiana. The initial principal office of the Organization shall be at 6161 West Park Avenue, Houma, Louisiana, 70364 or at such other place as may be determined from time to time by the Board of Directors.

## ARTICLE VII GOVERNING BOARD

A. Name. The name of the governing board of the Organization shall be the "Board of Directors" and each member of the governing board shall be a "Director."

B. Number. The number of Board of Directors shall be no less than seven (7) and no more than fifteen (15), as the bylaws of the Organization shall provide.

C. Term. The term of the Directors of the Organization shall be no more than two (2) consecutive terms of three (3) years, as may be specifically provided by the bylaws of the Organization, or until the successor of the Director is elected and qualified as provided in the bylaws of the Organization. Each Director may serve no more than two (2) consecutive terms, as specified in the Bylaws of the Organization.

D. Meetings. The Board of Directors shall meet as provided for in the bylaws of the Organization.

F. Method of Selection. Members of the Board of Directors shall be selected at the annual meeting of the Board of Directors, except in the case of a vacancy, which shall be filled by the Board of Directors in accordance with the bylaws of the Organization.

## ARTICLE VIII ORIGINAL INCORPORATORS

The name and addresses of the person forming the Organization name is subscribed below as follows:

<u>Name</u>	<u>Residence Address</u>
Jodie Teuton, President Houma Rotary Club	6161 West Park Avenue Houma, Louisiana 70364

**ARTICLE IX  
BOARD OF DIRECTORS**

The names and addresses of the persons serving on the original Board of Directors are as follows:

Jodie Teuton, President  
6161 West Park Ave.  
Houma, LA 70364

~~Warren~~ Warren Cooke, Vice-President  
415 Douglas Dr.  
Houma, LA 70364

① Daniel Doiron, President-Elect  
300 Lake Crescent Blvd.  
Houma, LA 70360

② Brenda Fauchaux, Secretary  
273 Monarch Dr.  
Houma, LA 70364

③ Dale Thompson, Sr., Treasurer  
1611 St. Charles St.  
Houma, LA 70360

④ Miles Forrest  
302 Keystone Loop  
Houma, LA 70360

William R. Foster  
112 Talbot Dr.  
Houma, LA 70360

⑤ Darrin Guidry  
4924 Highway 311  
Houma, LA 70363

*13 members*  
8 members

Melanie Hotard  
120 Prevost Dr.  
Houma, LA 70364

(6) Jude Laperouse  
303 Keystone Loop  
Houma, LA 70360

Travis Lavaigne  
319 Estate Dr.  
Houma, LA 70364

(7) J. Louis Watkins, III  
7905 Park Ave.  
Houma, LA 70360

Thomas N. Whitney  
1007 High St.  
Houma, LA 70360

#### ARTICLE X DISSOLUTION

A. **General Prohibition.** In the event the Organization is dissolved, no part of the assets or property of the Organization shall be distributed, paid or otherwise transferred to other than an organization which is:

1. Organized and operating exclusively for educational, general charitable and/or organizational purposes; and
2. Exempt from any tax by reason of Section 501 (c) (3) of the Code, or by reason of any acts amendatory thereto and in effect at the time of such distribution.

B. Upon dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax Code, or shall be distributed to the federal, 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 Organization is then located.

**ARTICLE XI  
AMENDMENT**

These Articles of Incorporation may be amended by a vote of no less than a majority of the total number of the Board of Directors at a meeting of the Board of Directors duly called and held as provided in the bylaws of the Organization.

Dated: January 7, 2002



By: \_\_\_\_\_  
Jodie Teuton, Incorporator

STATE OF LOUISIANA

PARISH OF TERREBONNE


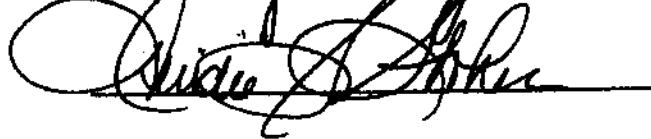
**BEFORE ME**, the undersigned authority, personally came and appeared:

**JODIE TEUTON**

to me known to be the person who executed the foregoing instrument as Incorporator, and who being duly sworn, did acknowledge and declare, in the presence of the two witnesses whose names are subscribed hereto, that she executed said instrument as her free act and deed for the purposes described therein.

IN WITNESS WHEREOF, the said appearer and witnesses and I have hereunto affixed our hands on this 7th day of January 2002 at Houma, Louisiana.

**WITNESSES:**

  
\_\_\_\_\_  
  
\_\_\_\_\_

  
\_\_\_\_\_  
Jodie Teuton

  
\_\_\_\_\_  
NOTARY PUBLIC



**AFFIDAVIT OF ACCEPTANCE OF SERVICE OF APPOINTMENT  
BY DESIGNATED REGISTERED AGENT**

To the Secretary of State/State of Louisiana:

STATE OF LOUISIANA

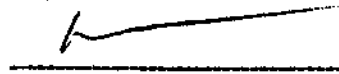
PARISH OF TERREBONNE

On this 7th day of January, 2002, Before Me, a notary public in and for the State and Parish aforesaid personally came and appeared Jodie Teuton who is known to be the person, and who, being duly sworn, acknowledged to me that she does hereby accept appointment as the Registered Agent for the Houma Rotary Club Foundation, Inc. which is corporation authorized to transact business in the State of Louisiana.



Jodie Teuton

SWORN TO AND  
SUBSCRIBED BEFORE  
ME THIS 7th DAY  
OF JANUARY, 2002.



NOTARY PUBLIC