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RESTATED ARTICLES OF INCORPORATION

OF

TERREBONNE BAR ASSOCIATION

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 this office.



Fox McKeithen  
Secretary of State

STATE OF LOUISIANA  
PARISH OF TERREBONNE

JUL 09 '97 CB

ARTICLE I.

The name of this corporation is the Terrebonne Bar Association.

ARTICLE II.

The corporation is a non-profit corporation. The duration of the corporation shall be perpetual.

The registered office of the corporation shall be the business address of the President, as is set forth in the Annual Report to be filed with the Secretary of State each year, or other such office as may be established by the Board of Directors, and as is reflected in the Annual Report.

The registered agent of the corporation shall be the President or in the absence of the President, upon the President-Elect. The name and address of the President and the President-Elect shall be set out in the Annual Report to be filed with the Secretary of State.

ARTICLE III.

The objects and purposes of this corporation are to maintain

and promote the honor and dignity of the profession of the law, to increase its usefulness in promoting the due administration of justice, and to cultivate social interaction among its members. To do those things that shall insure the promotion and safeguarding of the general welfare of the people of this Parish and State, to promote and preserve the honor, dignity and efficiency of the Bench, to advance the rule of law, encourage and promote continuing legal education for its members, promote generally the welfare of the profession and the well-being of its members and engage in any other lawful activity for which corporations may be formed under the Non-Profit Corporation Law of Louisiana.

#### ARTICLE IV.

The corporation is organized on a non-stock basis. There shall be three classes of membership: regular, associate and honorary. Only a regular member shall have the right to vote and hold office.

All members in good standing of the Louisiana State Bar Association or other state bar associations who are regularly engaged in the practice of law in Terrebonne Parish, or who reside in Terrebonne Parish, are eligible for regular membership in the association.

All members in good standing of the Louisiana State Bar Association or other state bar associations who are regularly engaged in the practice of law in the State of Louisiana but who practice and reside outside of Terrebonne Parish are eligible for associate membership in the association.

Members of the judiciary in Terrebonne Parish and other persons with a law degree, who shall be deemed worthy by the Board of Directors, shall be honorary members of the association.

Any member may be removed from the membership rolls of the association by a majority vote of the Board of Directors of the corporation.

#### ARTICLE V.

The officers of the Association shall be a President, President-Elect, Secretary, Treasurer, and a Board of Directors of five (5) members of which the four officers firstly named shall be ex-officio members. The officers of this Association shall serve for a term of one (1) year each, providing that the immediate retiring President shall also be ex-officio a member of the Board of Directors and, as such, shall serve for one (1) year immediately following his or her retirement as President.

#### ARTICLE VI.

The affairs of this corporation shall be administered by the Board of Directors of five (5) members. The Board shall be composed of the current officers of the corporation, which shall consist of: the President; the President-Elect; the Secretary; the Treasurer; the immediate past-President of the corporation. Except for the President, who shall automatically advance from the office of President-Elect, and the immediate past-President, the members of the Board, including officers shall be elected by ballot at the annual election, which shall be held on a date to be fixed by the

Board of Directors, of which five (5) days notice by mail shall be given to all members at their respective last known addresses.

All officers and standing committees shall hold their respective offices until the next annual election and until their successors shall be duly installed. Any vacancy occurring among the members of the Board of Directors of this corporation due to death, resignation, or otherwise, shall be filled by appointment by the Board of Directors for the unexpired term at any regular or special meeting thereof.

The officers and members of the Board of Directors may be removed at any meeting of the members by a vote of the majority of the members of this corporation in good standing, and the successor of any officer or member of the Board of Directors so removed may be elected at the same meeting to fill the unexpired term.

#### ARTICLE VII.

The Board of Directors shall meet as provided in the By-Laws, or upon five (5) days notice by mail. The Board of Directors shall have authority to make and amend By-Laws, subject always to the power of a majority of the regular members of the corporation to change the action of the Board of Directors. The By-Laws may, among other things, provide that less than a majority of the total membership shall constitute a quorum at any annual, regular or special meeting of the Association. Any Director absent from a meeting of the Board, or any committee thereof may be represented by another director, who may cast the absent director's vote according to his written instructions, special or general.

ARTICLE VIII.

A quorum for a meeting of the membership shall be five (5) active members in good standing at any meeting properly noticed at least five (5) days in advance by mail, except where a larger number is required by this charter, or the By-Laws of this association, or by law for some particular or special purpose. If a quorum is not present at any duly assembled meeting of the members of this association, those present may adjourn the meeting from time to time but may not transact any other business until a quorum is secured.

ARTICLE IX.

The dues and special assessments shall be levied as provided in the By-Laws, or as determined by the Board of Directors.

ARTICLE X.

Each active member in good standing shall be entitled to one (1) vote at all meetings of the members, which vote must be cast in person.

ARTICLE XI.

These articles of incorporation may be amended by a two-thirds (2/3rds) vote of those regular members present at any regular or special meeting called for that purpose, provided that notice of the proposed amendments shall have been given by mail five (5) days in advance to all members of the association at their respective last known addresses. A quorum, for the purpose of amending the

articles, shall be five (5) regular members in good standing.

ARTICLE XII.

The Board of Directors may create or dissolve sections of the corporation and authorize the appointment of such committees of the corporation as it may deem appropriate. Except as may be otherwise provided in these articles of incorporation or the by-laws, the appointment of the members of such committees shall be made by the President of the corporation, subject always, however, to the power of the Board of Directors to change the action of the President. Further, the Board of Directors may delegate to the President of the corporation the authority to appoint such committees of the corporation as he/she may deem necessary and appropriate, subject always, however, to the Board of Directors to change the action of the President. In addition, the Board of Directors may create such special committees of the corporation as it deems proper and appoint the members thereto. Any regular member of the corporation may become a member of any section by advising the Secretary of such section and by complying with the By-Laws of the section.

ARTICLE XIII.

No officer or director of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director or officer, whether or not he or she continues to be such officer or director at the time when any such liability is asserted; provided, however, that the liability of a director or officer of the corporation shall not be

333

eliminated or limited (a) for any breach of the director's or officer's duty of loyalty to the corporation or its members, (b) for acts or omissions not in good faith which involve intentional misconduct or knowing violation of law, (c) for liability under LSA-R.S. 12:226 or (d) for any transaction from which the director or officer derived any improper personal benefit.

LSA-R.S. 12:34 (A) STATEMENT:

(1) The foregoing Restated Articles accurately contain the entire text of the original Articles of this corporation as heretofore amended, without any substantive change except for the following: the names and address of the original incorporators have been omitted; to provide for a new registered office, to rename the three classes of membership from active, inactive and honorary to regular, associate and honorary; to divide the office of Secretary-Treasurer; to change the office of Vice-President to President-Elect and to provide that the President-Elect will automatically assume the subsequent term of President; to rename the "Executive Committee" as the "Board of Directors"; to eliminate the fixed date for the annual meeting; a change in the definition of quorum; the method for amendment has been revised; the addition of an exoneration from liability clause; reduction of quorum for the election of officers; providing the Board of Directors may set dues and assessments.

(2) Each of the substantive changes and/or amendments to the

Articles were effected in conformity with then applicable law.

(3) The corporation was originally incorporated by an authentic act dated April 19, 1940, filed pursuant to then applicable law, with the Clerk of Court for the Parish of Terrebonne, Louisiana on June 28, 1940.

THUS DONE, READ AND SIGNED in Houma, Terrebonne Parish, Louisiana, on the 18th day of June, 1997, in the presence of me, Notary, and the undersigned competent witnesses who have signed in the presence of the appearers and me, Notary.

WITNESSES:

TERREBONNE BAR ASSOCIATION

Allen Chau

Patricia P. Reeves  
PRESIDENT - Patricia P. Reeves

Kristen Grezoffi

Richard A. Breaux  
PRESIDENT-ELECT - Richard A. Breaux  
FORMERLY VICE-PRESIDENT

[Signature]  
NOTARY PUBLIC  
MY COMMISSION IS FOR LIFE.

WITNESS:

Kristen Grezoffi

Eldon R. Harrah, Jr.  
SECRETARY - Eldon R. Harrah, Jr.

Cheryl P. Maullet  
NOTARY PUBLIC  
MY COMMISSION IS FOR LIFE.  
8



ACKNOWLEDGEMENT

STATE OF LOUISIANA

PARISH OF TERREBONNE

Be it known, that on this 18<sup>th</sup> day of June, 1997, before me, the undersigned authority, duly commissioned, and qualified and sworn within and for the State and Parish aforesaid, personally came and appeared Patricia P. Reeves, as President of the Terrebonne Bar Association, and Eldon "Ricky" Harrall, Jr. as Secretary of the Terrebonne Bar Association, to me known to be the identical persons who executed the above and foregoing Restated Articles of Incorporation, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that they were duly authorized to execute the above and foregoing Restated Articles of Incorporation on behalf of Terrebonne Bar Association for the uses, purposes, and benefits therein expressed.

WITNESSES:

TERREBONNE BAR ASSOCIATION

[Signature]

[Signature]  
PRESIDENT - Patricia P. Reeves

[Signature]

[Signature]  
SECRETARY - Eldon "Ricky" Harrall, Jr.

[Signature]  
NOTARY PUBLIC  
MY COMMISSION IS FOR LIFE.

336

UNANIMOUS CONSENT OF BOARD OF DIRECTORS  
OF TERREBONNE BAR ASSOCIATION

The undersigned, constituting all of the members of the Executive Committee of the Terrebonne Bar Association (the "Corporation"). In accordance with LSA-R.S. 12:224(E)(9) do hereby give unanimous consent as follows:

WHEREAS, the Board of Directors has determined that it would be in the best interests of the Corporation to have the articles of incorporation restated pursuant to the provision of LSA-R.S. 12:241;

WHEREAS, any amendments or modifications to the Corporation's articles of incorporation were approved by a vote of more than two-thirds (2/3rds) of the members of the Corporation at a meeting held on May 9, 1997;

NOW, THEREFORE, BE IT RESOLVED, that the articles of incorporation are hereby restated in accordance with the provisions of LSA-R.S. 12:241, and the Corporation's President and Secretary are hereby authorized to execute and perform all acts necessary to have the restated articles of incorporation filed with the Secretary of State's office and with the appropriate Clerk of Court.

This consent is given in lieu of a meeting of the Board of Directors, which meeting is waived, and is given on the dates indicated below.

DIRECTORS:

DATE:

Patricia P. Reeves  
Patricia P. Reeves

June 18, 1997

Richard Breaux  
Richard Breaux

June 18, 1997

Dennis Elfert  
Dennis Elfert

June 18, 1997

Eldon "Ricky" Harrall, Jr.  
Eldon "Ricky" Harrall, Jr.

June 18, 1997

William Eroche  
William Eroche

June 18, 1997

CERTIFICATE

I hereby certify that the foregoing resolutions were unanimously adopted by all of the members of the Board of Directors of the Terrebonne Bar Association on the 18th day of June, 1997.

Eldon "Ricky" Harrall, Jr.  
SECRETARY - ELDON "RICKY" HARRALL, JR.

ATTEST:

Patricia P. Reeves  
PRESIDENT - PATRICIA P. REEVES

FILED FOR RECORD  
PARISH OF  
TERREBONNE, LA

'97 JUL 10 PM 2 04

Alvin L. Shreves  
DEPUTY CLERK OF COURT