

ARTICLES OF INCORPORATION OF
ALGIERS NEIGHBORHOOD PRESIDENTS COUNCIL, INC.

UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF ORLEANS

BE IT KNOWN, that on this 27TH day of MARCH, 2007, before me, the undersigned Notary Public in and for the Parish of Orleans, State of Louisiana, personally came and appeared the parties below, persons of the full age of majority, and whose signatures are subscribed below, and who declare, in the presence of the undersigned competent witnesses, that, availing of and to the provisions of the Louisiana Nonprofit corporation law, they do hereby organize a nonprofit corporation under, and in accordance with, the law, and these articles of incorporation are as follows:

ARTICLE I

The name of this corporation is ALGIERS NEIGHBORHOOD PRESIDENTS COUNCIL, INC.

ARTICLE II

This corporation is organized, and it shall be operated exclusively for civic and charitable 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law); more particularly the corporation, through its member associations, shall provide a forum for information exchange between Member Associations in matters of mutual interest, finding solutions to problems that affect the quality of life in the neighborhoods of Algiers, gaining recognition for Algiers and its

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.
Date: APR 02 2007
Secretary of State
J. Dardenne

unique residential character, developing contacts by networking with elected officials and City and State Government, undertaking projects necessary or desirable to preserve the neighborhoods of Algiers, and for the general benefit of residents of Algiers, the Westbank of Orleans Parish, and the City of New Orleans.

ARTICLE III

The corporation shall enjoy perpetual corporate existence unless sooner dissolved in accordance with law.

ARTICLE IV

The location of its registered office is 3621 Rue Colette, New Orleans, Louisiana 70131 and its mailing address is Post Office Box 740446, New Orleans, Louisiana 70174.

ARTICLE V

The name and address of its registered agent is as follows:

Barbara F.D. Foundas
3621 Rue Colette
New Orleans, Louisiana 70131

ARTICLE VI

This corporation shall be a non-profit corporation and shall have no capital stock. It shall be operated and maintained by such membership dues and assessments and endowments as the members in good standing shall determine to be necessary or acceptable for the proper functioning of the corporation; but in all events the membership dues and assessments shall be increased or decreased only by a minimum two-thirds (2/3) majority vote of the members in good standing after due notice as provided herein, or in the absence of a two-thirds (2/3) majority being present after due notice issued, only by a minimum of two-thirds (2/3) majority vote of

those members in attendance after due notification to all members of the proposal to increase or decrease dues.

Under no circumstances shall any of the net earnings or assets of the corporation inure or be distributed to the benefit of its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation of services rendered, and to make payments and distribution in furtherance of the purposes set forth in Article II hereof. The corporation shall neither participate in, nor intervene in (including the publishing or distribution of statements) political campaigns on behalf of any candidate for public office.

ARTICLE VII

Upon the dissolution of the corporation, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations under section 501(c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the district court of the parish in which the principal office of the corporation is then located, exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for such charitable purposes.

The members of this corporation shall consist of any Algiers Neighborhood or Algiers Homeowners' association which maintains the standards established by the corporate by-laws, and which is admitted to membership by majority vote of the then existing members in good

standing of the Council, or in the absence of members, by majority vote of the Executive Committee. Each member association or non-profit corporation shall have one vote which shall be cast by its president or other duly authorized representative, and all members shall have equal rights and privileges, provided, however, in no event shall there be more than one vote per organization.

ARTICLE VIII

The amount of the levy and the method of collection of fees, dues, and/or assessments shall be fixed by the Executive Committee from time to time, subject to the approval of the membership as heretofore discussed. Membership may be cancelled for failure to pay fees, dues, and/or assessments after reasonable notice.

ARTICLE IX

A member president or other duly authorized representative must be present and vote personally at the Election of Officers meeting. Voting by proxy for election of officers shall not be allowed. On all other matters, proxy voting shall be allowed with, upon request, written confirmation of the granting of proxy, duly signed by the president or other duly authorized representative granting such proxy.

ARTICLE X

The powers of this corporation shall be exercised by an Executive Committee which shall consist of no less than three (3) and no more than five (5) members in good standing of the corporation to be elected by the members of the Corporation. The membership of the corporation shall elect an Executive Committee consisting of, at a minimum, a Chairman, Vice Chairman, and Secretary/Treasurer, from within its membership annually to serve until the next

Executive Committee shall be duly elected as herein provided; provided, however, that the first Executive Committee of this corporation shall be those persons stated in Article XIII hereof, and they shall serve until the next annual meeting to be held as set forth herein.

ARTICLE XI

The annual meeting of the members in good standing of the corporation for election of Executive Committee members and officers shall be held on the fourth (4th) Tuesday of the Month of November. A regular meeting of the membership of this Council shall be held at the time and place designated in the notice thereof on the fourth (4th) Tuesday of each month, or any other day selected by a majority of the Council members in attendance at any regularly scheduled meeting. There will be no regular meetings in July and December. Special meetings of the membership may be called by the Chairman, or by any five (5) members in good standing, upon seven days notice to the members. Meetings of the Executive Committee shall be held from time to time upon request of the Chairman, or the Vice Chairman in the absence of the Chairman. Should a vacancy on the Executive Committee occur, a special election shall be called at the next regularly scheduled meeting to fill the vacancy.

It shall be the duty of the Chairman, and upon his or her failure or neglect, then of the Secretary, or any officer, or upon his/her/their failure, of any member, to send notices at least seven (7) days prior to the annual or regular meeting to all members entitled to be present; provided, however, that the Executive Committee may, in special circumstances, by majority vote, elect to conduct the business of the association by mail, including but not limited to e-mail, ballot in lieu of any meeting except the annual meeting.

ARTICLE XII

The members of the corporation shall have the power to make, amend, and repeal by-laws to govern this corporation provided they are in accordance with, and do not conflict with, these articles. An amendment altering these articles may be adopted by two-thirds (2/3) of the members, at any annual, regular, or special meeting of members, the notice of which sets forth the proposed amendment, or an adequate summary of the change to be made thereby. Prior notice of seven days (7) shall be provided in the event of a special meeting; emergency meetings may be called with less than 7 days notice but only via the unanimous consent of the Executive Committee, and provided however that if any member in good standing is aggrieved by any vote taken at an emergency meeting held with less than 7 days prior notice, said member shall have the right to compel the Executive Committee to issue notice of, and conduct, a meeting of the membership, with at least 7 days notice, to bring the matter to the vote of the membership at the special meeting held for such purpose.

ARTICLE XIII

The names and address of the first Executive Committee Members are as follows:

Barbara F.D. Foundas
3621 Rue Colette
New Orleans, Louisiana 70131

Joan Winchell
4021 Lennox Blvd.
New Orleans, La. 70131

Cubie Charles
3044 Carver St.
New Orleans, La. 70131

T.F. Rinard
3820 Red Cypress Dr.
New Orleans. 70131

ARTICLE XIV

The first officers of this corporation are:

CHAIRMAN - Barbara F.D. Foundas

VICE CHAIRMAN -Joan Winchell

SECRETARY - Cubie Charles

TREASURER- T. F. Rinard

The officers and directors of this corporation shall serve until their successors are elected in accordance with the provisions herein.

THUS DONE AND PASSED before me, in New Orleans, Louisiana on the 27TH day of MARCH, 2007, in the presence of the undersigned competent witnesses, residing in the Parish of Orleans, State of Louisiana, after due reading of the whole.

WITNESSES:

James M. Wesson
JAMES M. WESSON
Julius Lee
JULIUS LEE

INCORPORATORS:

Barbara F.D. Foundas
BARBARA FOUNDAS
Joan Winchell
JOAN WINCHELL
Cubie Charles
CUBIE CHARLES
T. F. Rinard
T.F. RINARD



A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right.

NOTARY PUBLIC
VAL PATRICK EXNICIOS
LA. BAR # 19563