



FAX TRANSMISSION

Allen & Gooch A Law Corporation	Date: 10/4/2013 Time: 8:46:50 AM
2000 Kaliste Saloom Road Suite 400 Lafayette Louisiana 70508	To: Louisiana Secretary of State
P.O. Box 81129 Lafayette, Louisiana 70598-1129	From: Comeaux Beth
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	Writer's Direct Fax: 337-291-1385 Writer's Direct Phone: 337-291-1381

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Subject: Articles of Incorporation of the Hillard Society

Please fax file the attached Articles of Incorporation.

The credit card information is:

Thanks,

Beth

Beth Comeaux
Paralegal to Lester J. Zaunbrecher
Direct Dial: (337) 291-1381
Direct Fax: (337) 291-1385
BethComeaux@AllenGooch.com

ARTICLES OF INCORPORATION
OF
THE HILLIARD SOCIETY
(A Nonprofit Corporation)

STATE OF LOUISIANA

PARISH OF LAFAYETTE

BE IT KNOWN, that on this 2 day of OCTOBER, 2013, before me, the undersigned Notary Public in and for the Parish and State aforesaid, personally came and appeared the parties of the full age of majority whose signatures are subscribed who declare, in the presence of the undersigned Notary Public and competent witnesses that, availing themselves of the provisions of the Louisiana Nonprofit Corporation law, to-wit, Louisiana R.S. 12:201-12:269 (1950 as amended), they do hereby organize a nonprofit corporation under and in accordance with these Articles of Incorporation as follows:

ARTICLE 1
NAME

The name of this corporation is THE HILLIARD SOCIETY.

ARTICLE 2
PURPOSES

The specific purpose of this corporation is to support the mission and programs of the University of Louisiana at Lafayette and the Paul and Lulu Hilliard Art Museum through membership and fundraising activities. **This corporation will be at all times a subsidiary of the University of Louisiana at Lafayette Foundation (the "Foundation").** This corporation is organized and it shall be operated exclusively for charitable and educational 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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

- A. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- B. The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

- C. The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- D. The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- E. The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

**ARTICLE 3
DURATION**

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

**ARTICLE 4
REGISTERED OFFICE**

The location of its registered office is:

705 East St. Mary Blvd.
Lafayette, LA 70503

**ARTICLE 5
REGISTERED AGENT**

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

Julie Bolton Falgout
705 E. St. Mary Blvd.
Lafayette, LA 70503

**ARTICLE 6
CAPITAL**

- A. 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 Board of Directors shall determine to be necessary or acceptable for the proper functioning of the corporation.
- B. This corporation is being formed and shall continue in existence as a wholly-owned subsidiary of the University of Louisiana at Lafayette Foundation, a non-profit corporation.
- C. 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 for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.
- D. The corporation shall neither participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of 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:
- (1) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or
 - (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE 7
DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors 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 purposes.

**ARTICLE 8
MEMBERSHIP**

The members of this corporation shall consist of all persons who have paid all current fees, dues and/or assessments of this corporation as assessed by the Board of Directors, which membership shall be evidenced by a receipt for the fees and dues aforesaid.

The amount of the levy and the method of collection of fees, dues and/or assessments shall be fixed by the Board of Directors from time to time. Membership shall be canceled for failure to pay fees, dues, and/or assessments after reasonable notice from the Board of Directors.

**ARTICLE 9
VOTING**

Each voting member shall have one vote and all voting members shall have equal rights and privileges; provided, however, in no event shall there be more than one vote per member. A voting member may vote in person.

**ARTICLE 10
DIRECTORS**

The powers of this corporation shall be exercised by a Board of Directors which shall consist of not less than three (3) nor more than fifteen (15) members in good standing of the corporation. All Directors shall be appointed by the members and ratified by the Board of Trustees of the University of Louisiana at Lafayette Foundation.

The Board of Directors shall elect a President, a Vice-President and a Secretary/Treasurer and such other officers as the Board may authorize from the Board's membership annually to serve until the next board shall be duly elected as herein provided; provided, however, that the first Board of Directors of this corporation shall be those persons stated in Article 13 hereof and they shall serve until the first annual meeting to be held as set out herein.

**ARTICLE 11
MEETINGS**

The annual meeting of the voting members of the corporation shall be held in the month of February. It shall be the duty of the President, and upon his or her failure or neglect, then of the Secretary/Treasurer or any officer or member, to mail notices at least ten (10) days prior to this annual meeting to all members entitled to be present; provided, however, that the Board of Directors may by two-thirds (2/3) vote elect to conduct the business of the corporation by mail ballot in lieu of any annual meeting. Provided further, however, that if fifty (50%) per cent or

more of the members of the corporation demand in writing, served on the President of the corporation, that an annual meeting be held, then the President shall take such steps as are necessary to hold an annual meeting not more than forty-five (45) days from the date of the receipt of such notice but not sooner than ten (10) days from such receipt of such notice.

**ARTICLE 12
BY-LAWS**

The Board of Directors 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. Matters pertaining to capital outlay must be approved by a two-thirds (2/3) vote of the Board of Directors. An amendment altering these articles may be adopted by two-thirds (2/3) in interest of the voting members, at any annual or special meeting of members the notice of which set forth the proposed amendment or a summary of the change to be made thereby.

**ARTICLE 13
INITIAL DIRECTORS**

The names and addresses of the initial Directors of the Corporation are:

- (1) Joel E. Gooch 212 Kings Road
Lafayette, LA 70503
- (2) Jeannie Kreamer 1121 Marilyn Drive
Lafayette, LA 70503
- (5) Jenny Cole 407 Beverly Drive
Lafayette, LA 70503

**ARTICLE 14
INITIAL OFFICERS; TERMS**

The first officers of the corporation are:

<u>Officer</u>	<u>Name</u>
(1) President	Joel E. Gooch
(2) Vice-President	Jeannie Kreamer
(3) Secretary-Treasurer	Jenny Cole

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

ARTICLE 15
LIMITATIONS OF LIABILITY

The Incorporators, officers, and directors of this corporation claim the benefits of the limitation of liability of the provisions of La. R.S. 12:24C (1968, as amended 1987) to the fullest extent allowed by law as fully and completely as though said provisions were recited herein in full.

THUS DONE AND PASSED before me, in Lafayette, Louisiana on the day, month and year first above written, in the presence of the undersigned competent witnesses after due reading of the whole.

WITNESSES:

INCORPORATOR:

Jill Duhon
Print Name: Jill Duhon

Joel E. Goach
Print Name: Joel E. Goach

Vicki Thibodeaux
Print Name: Vicki Thibodeaux

Colette Martin
NOTARY PUBLIC
In and for the Parish of Lafayette, State of Louisiana
Print Name: COLETTE MARTIN
My Commission Expires: DEATH
Number Assigned Notary Public: 42546



in receipt of this check and with this receipt as evidence of payment of the amount of the check.

RECEIPT

I hereby acknowledge the receipt of the sum of \$100.00 (one hundred and 00/100 dollars) from the Louisiana Secretary of State for the purpose of the purchase of a Louisiana State Seal.

The receipt is given in full satisfaction of the purchase of the Louisiana State Seal and no further receipt is required.

DATE: 10/4/2013

[Handwritten Signature]

[Handwritten Signature]

[Handwritten Signature]

[Handwritten Signature]



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FOR THE OFFICE OF THE SECRETARY OF STATE

AGENT'S AFFIDAVIT
AND
ACKNOWLEDGEMENT OF ACCEPTANCE

I hereby acknowledge and accept the appointment of registered agent for and on behalf of the above named corporation.

Registered Agent's Signature:


JULIE BOLTON FALGOUT

SWORN TO AND SUBSCRIBED BEFORE ME this 2ND day of OCTOBER, 2013.


COLETTE MARTIN

NOTARY PUBLIC

In and for the Parish of Lafayette, State of Louisiana

Print Name: COLETTE MARTIN

My Commission Expires: DEATH

Number Assigned Notary Public: 42546





STATE OF LOUISIANA
DEPARTMENT OF REVENUE
OFFICE OF THE COMMISSIONER
BUREAU OF TAXATION
300 PINEAPPLE AVENUE
MONROE, LOUISIANA 70132

RECEIVED BY MAIL OCTOBER 4 2013

Handwritten signature