

**Tom Schedler**  
SECRETARY OF STATE

*As Secretary of State of the State of Louisiana, I do hereby Certify that*

a copy of Restated Articles of Incorporation of

**RAGIN' CAJUN FACILITIES, INC.**

Domiciled at LAFAYETTE, LOUISIANA,

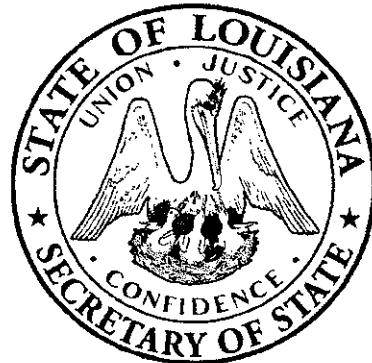
Was filed and recorded in this Office on April 06, 2017.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

April 6, 2017

*Secretary of State*

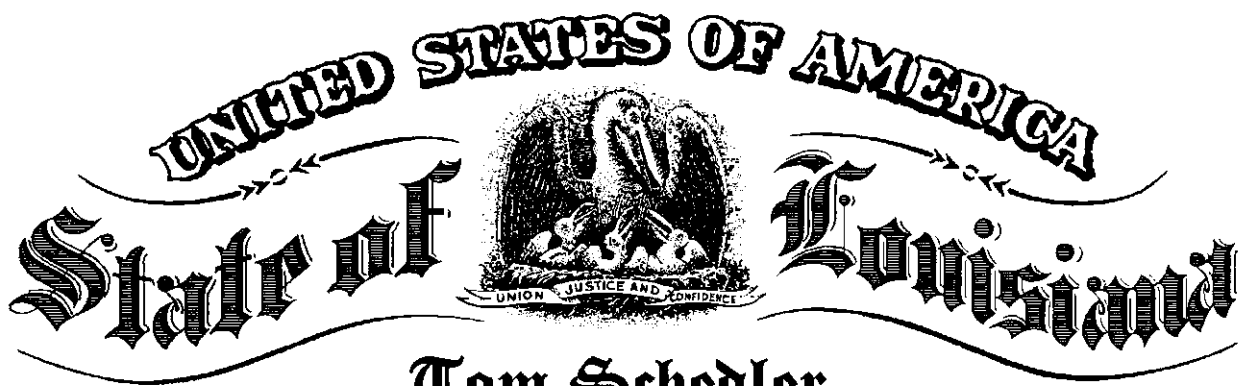
NC 35033611N



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[www.sos.la.gov](http://www.sos.la.gov)



**Tom Schedler**

**SECRETARY OF STATE**

*As Secretary of State of the State of Louisiana I do hereby Certify that*

the attached document(s) of

**RAGIN' CAJUN FACILITIES, INC.**

are true and correct and are filed in the Louisiana Secretary of State's Office.

42609980

RESTA

04/06/2017 6 pages

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

April 6, 2017

*Secretary of State*

NC 35033611N



Certificate ID: 10815237#LJH62

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
RAGIN' CAJUN FACILITIES, INC.  
A NONPROFIT CORPORATION**

**STATE OF LOUISIANA  
PARISH OF LAFAYETTE**

The following Amended and Restated Articles of Incorporation have been unanimously approved by the Board of Directors of Ragin' Cajun Facilities, Inc. on February 21, 2017. Pursuant to the Louisiana Non-Profit Corporation Law, LA R.S. Secs. 12:237, 238 and 241, Louisiana Ragin' Cajun Facilities, Inc., a corporation organized and existing under the laws of the State of Louisiana (the "Corporation"), does hereby certify as follows:

FIRST: That the name of the Corporation is Ragin' Cajun Facilities, Inc.

SECOND: That these Amended and Restated Articles of Incorporation accurately copy the articles and all amendments thereto in effect at the date of this restatement, without substantive change, except as made by amendments to the Articles contained in these Amended and Restated Articles of Incorporation, as follows:

- A. ARTICLE II: The Object and Purpose of the Corporation is amended so as to expand the scope of the activities that the Corporation may engage in order to support and assist the University of Louisiana at Lafayette in carrying out its mission and objectives;
- B. ARTICLE VI: The address of the Corporation's registered agent is updated.

THIRD: That each such amendment has been effected in conformity with law;

FOURTH: That the date of incorporation and filing of the Corporation's original Articles of Incorporation with the Secretary of the State of Louisiana was January 29, 2001, filed under the corporate name of "Ragin' Cajun Facilities, Inc.," and the date of this Amended and Restated Articles of Incorporation is the 21st day of February, 2017; and

FIFTH: That the text of the Articles of Incorporation of Ragin' Cajun Facilities, Inc. is hereby amended and restated to read in full as follows:

**ARTICLE I  
NAME**

The name of the Corporation is Ragin' Cajun Facilities, Inc.

**ARTICLE II  
OBJECTS AND PURPOSES**

The specific purposes for which this Corporation is organized are:

- (a) To exist and operate solely for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provisions of any future United States Internal Revenue Law, and no part of the income or assets of this Corporation shall be distributed to, or inure to the benefit of, any individual;
- (b) To operate without regard to race, age, religion, sex, gender, gender identity, or national origin;
- (c) To be organized and operated as a private nonprofit corporation which supports public higher education as defined in La. R.S. 17:3390, or the corresponding provisions of any future Louisiana State law;
- (d) To acquire, receive, hold, invest, develop, provide, maintain, lease as lessor or lessee, mortgage, convey and/or administer property and to make expenditures to and for the benefit of (i) the University of Louisiana at Lafayette (the "University"), a member of the University of Louisiana System, specifically including, but not limited to (A) the development of property and facilities, including the erection or maintenance of public buildings, and other facilities used or useful in the University's educational endeavors; (B) the lessening of the burdens of government, including the development, management and operation of auxiliary operations and services, including, but not limited to, provision of the following: (1) food services and vending operations, (2) bookstore services, (3) janitorial, custodial, or grounds keeping services, (4) physical plant operations, (5) communications and media services, (6) child care services, (7) information technology and telecommunication operations, (8) student housing operations, (9) parking and garage operations, (10) student union operations, (11) health services, and (C) the provision of assistance to faculty, staff and students of the University, including the provision of affordable housing and other related facilities and activities for the use and convenience of faculty, staff and students of the University, in order to foster an academic community and environment near the campus of the University, and to attract and retain the highest quality faculty, staff and students at the University, or (ii) a research and development park or research and development authority of or affiliated with the University;
- (e) To promote, encourage and provide assistance to the research activities of faculty, staff and students of the University, including the development and administration of research grants and contracts and building for such research activities and related or complementary uses; the Corporation may provide means by which discoveries and work products may be patented, developed, applied and utilized, and is authorized to receive funds made available in connection with the development and commercialization of University work products and expend such funds for the advancement of the University's research work and for other legally authorized purposes of the University;

- (f) To exercise all powers enumerated in La. R.S. 17:3390 as it now exists or is subsequently amended or superseded, and to do and perform such acts and have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Louisiana;
- (g) To carry out its functions such that no substantial part of the Corporation's activities 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; and
- (h) To operate, participate in or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

ARTICLE III  
DURATION

The duration of this Corporation shall be in perpetuity, or such maximum period as may be authorized by the Louisiana Nonprofit Corporation Law.

ARTICLE IV  
NONPROFIT CORPORATION

This corporation is a nonprofit corporation.

ARTICLE V  
REGISTERED OFFICE

The registered office of the corporation shall be located at:

Ragin' Cajun Facilities, Inc.  
100 East Vermilion Street, Suite 400  
Lafayette, Louisiana 70501

ARTICLE VI  
REGISTERED AGENT

The full name and address of the corporation's registered agent is:

Stephen J. Oats  
Oats & Marino, APPC  
100 East Vermilion Street, Suite 400  
Lafayette, Louisiana 70501

ARTICLE VII  
INCORPORATOR

The full names and addresses of the original incorporators are:

Edward Pratt  
104 University Circle  
Lafayette, Louisiana 70503

Robert Trahan  
1515 Jefferson Street  
Lafayette, Louisiana 70501

ARTICLE VIII  
BOARD OF DIRECTORS

SECTION 1: Unless and until otherwise provided by the By-laws, all of the corporate powers of this corporation shall be vested in and all of the business and affairs of this corporation shall be managed by the Board of Directors.

SECTION 2: Subject to Article VIII, Section 3 below, which sets forth the initial Board of Directors, the numbers, qualifications, manner of election and removal from office, length of terms, meeting and voting procedures, powers and duties of the Board of Directors shall be prescribed in the By-laws of the corporation.

SECTION 3: The initial Board of Directors shall consist of either five (5) or seven (7) members. The initial members' names and current members' names, physical addresses and length of terms are as follows:

**Initial Members:**

Robert Trahan  
1515 Jefferson Street  
Lafayette, Louisiana 70501  
End of Term: February 1, 2006

Edward Pratt  
104 University Circle  
Lafayette, Louisiana 70503  
End of Term: February 1, 2006

Nicholas Gachassin, Jr.  
1026 St. John Street  
Lafayette, Louisiana 70501  
End of Term: February 1, 2006

Michael Skinner  
102 Versailles Boulevard, Suite 600  
Lafayette, Louisiana 70502  
End of Term: February 1, 2006

Bill Crist  
116 South Campus Drive  
Lafayette, Louisiana 70504  
End of Term: February 1, 2006

**Current Members:**

David K. Fontenot, Director  
345 Doucet Road, Ste. 104-A  
Lafayette, Louisiana 70503  
End of Term: February 2, 2020

Jerry Luke LeBlanc, Director  
104 E. University Cir., Martin Hall, Rm. 122  
Lafayette, Louisiana 70503  
End of Term: February 26, 2020

B. Hunter Trahan, Director  
1535 Verot School Road  
Lafayette, Louisiana 70508  
End of Term: March 14, 2018

Lawrence L. Lewis, III, Director  
1200 Camellia Blvd., Ste. 300  
Lafayette, Louisiana 70508  
End of Term: February 15, 2021

William J. Crist, Director  
211 Martin Hall  
Lafayette, Louisiana 70503  
End of Term: January 18, 2022

ARTICLE IX  
MEMBERSHIP

SECTION 1: This corporation is organized on a non-stock basis.

SECTION 2: The Board of Directors shall comprise the entire membership of the corporation.

ARTICLE X  
ASSETS OF THE CORPORATION

SECTION 1: All revenues collected by the corporation shall be used by it to carry out its objects and purposes.

SECTION 2: The corporation shall observe all local, state and federal laws which would apply to nonprofit organizations meeting the requirements of IRC Section 501(c)(3). Upon the dissolution or final liquidation of the corporation, any assets and funds of the corporation which exceed its outstanding liabilities shall be transferred, paid, distributed and delivered to the University. In no event shall the directors, officers or members of this corporation receive any of the corporation's assets or funds upon its dissolution or final liquidation.

ARTICLE XI  
CORPORATE ACTIVITIES

SECTION 1: No part of the net earnings or other funds of the corporation shall inure to the benefit of or be distributed to its directors, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable expenses incurred for services actually rendered on its behalf and to make payments and distributions in furtherance of the objects and purposes of the corporation.

SECTION 2: 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 any candidate for public office. 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 Code, as amended, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, as amended or (c) by a nonprofit corporation under the laws of the State of Louisiana, as amended.

SECTION 3: All actions taken by the corporation shall implement the mission, objects and purposes of the corporation and conform with applicable laws and regulations providing tax exempt status.

ARTICLE XII  
AMENDMENTS AND DISSOLUTION

SECTION 1: These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Board of Directors in accordance with the notice requirements set out in the By-laws of the corporation.

SECTION 2: Authorization of the voluntary dissolution or liquidation of the corporation shall be taken only by a two-thirds (2/3) vote of the Board of Directors of the corporation and as is otherwise provided by the By-laws of the corporation.

ARTICLE XIII  
CORPORATE LIABILITY AND INDEMNIFICATION

SECTION 1: No incorporator, director, officer, employee, member or agent of this corporation shall ever be held liable or responsible for the contracts, debts or defaults of the corporation, nor shall any mere informality in organization have the effect of rendering these Articles of Incorporation null or of exposing the incorporator, director, officer, employee, member or agent to any liability whatsoever.

SECTION 2: The corporation shall indemnify and hold harmless each incorporator, director, officer, employee, member or agent now or hereafter serving the corporation in accordance with the terms and conditions set forth in the By-laws of the corporation.

IN WITNESS WHEREOF, Ragin' Cajun Facilities, Inc. has caused these Amended and Restated Articles of Incorporation to be signed by its duly authorized representative, done and passed in the presence of the undersigned Notary Public and competent witnesses, this 21st day of February, 2017.

WITNESSES:

Karen Ellzey  
Printed: Karen Ellzey

Matthew Hebert  
Printed: Matthew Hebert

RAGIN' CAJUN FACILITIES, INC.

By: David K. Fontenot

Printed: David K. Fontenot

Title: Chairman/President

Phyllis A. Roy  
Notary Public  
Name of Notary: Phyllis A. Roy  
Notary/Bar Roll ID# 14773