

UNITED STATES OF AMERICA  
State of Louisiana



**Fox McKeithen**

**SECRETARY OF STATE**

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

a copy of an Amendment to the Articles of Incorporation of

UNIVERSITY OF SOUTHWESTERN LOUISIANA FOUNDATION

Domiciled at LAFAYETTE, LOUISIANA, changing the corporate name to

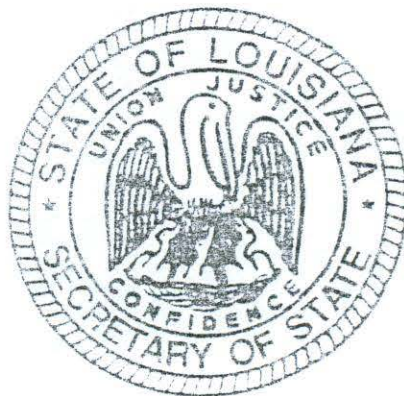
UNIVERSITY OF LOUISIANA AT LAFAYETTE FOUNDATION

Was filed and recorded in this Office on November 4, 1999.

*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,*

November 4, 1999

*Fox McKeithen*



TRO 02503170N 34857020

*Secretary of State*



**AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
UNIVERSITY OF SOUTHWESTERN LOUISIANA FOUNDATION**

**STATE OF LOUISIANA**

**PARISH OF LAFAYETTE**

**BE IT KNOWN**, that on the dates set forth below, before the undersigned Notaries Public, duly commissioned and qualified, and in the presence of the undersigned competent witnesses personally came and appeared the undersigned President and Secretary of **UNIVERSITY OF SOUTHWESTERN LOUISIANA FOUNDATION** (the "Corporation"), who do hereby certify that a resolution amending the articles of incorporation of the Corporation was duly adopted pursuant to La. R. S. 12:31 et seq., by the unanimous vote of the Board of Trustees of the Corporation held on August 25, 1999, a duplicate original of which is attached hereto. The undersigned do now appear for the purpose of executing this Amendment to the Articles of Incorporation and putting into authentic form the amendment so agreed to by the Board of Trustees of the Corporation.

A. The Articles of Incorporation were amended by said resolution as follows:

1. Article 1 of the Articles of Incorporation is hereby amended to be and read as follows:

**ARTICLE 1**

**Name**

The name of this Corporation is University of Louisiana at Lafayette Foundation.

And said Appearers have requested me, Notary, to note said amendment in authentic form, and I do, by these presents, receive said amendment in the form of this public act to the end that it may be promulgated and recorded and thus be read into the original charter of **UNIVERSITY**

OF SOUTHWESTERN LOUISIANA FOUNDATION as hereinabove set forth.

THUS DONE AND PASSED as to the undersigned President in the Parish of Lafayette, Louisiana, on the 11<sup>th</sup> day of October, 1999, in the presence of the undersigned competent witnesses, and me, Notary, after due and complete reading of the whole.

WITNESSES:

UNIVERSITY OF SOUTHWESTERN  
LOUISIANA FOUNDATION

Julie Falgout  
Lee Luvor

BY: Joel E. Gooch  
PRESIDENT

Wanda Ann Matthews  
NOTARY PUBLIC

THUS DONE AND PASSED as to the undersigned <sup>Secretary</sup> President in the Parish of Lafayette, Louisiana, on the 12<sup>th</sup> day of October, 1999, in the presence of the undersigned competent witnesses, and me, Notary, after due and complete reading of the whole.

WITNESSES:

UNIVERSITY OF SOUTHWESTERN  
LOUISIANA FOUNDATION

Joyce A. Tucker  
Heather D. Lecky

BY: James H. Prince  
SECRETARY

Madame E. Arnaud  
NOTARY PUBLIC



**C E R T I F I C A T E**

I, the undersigned Secretary of **UNIVERSITY OF SOUTHWESTERN LOUISIANA FOUNDATION**, do hereby certify that the following is a true and correct copy of a resolution unanimously adopted at a special meeting of the Board of Trustees of the University of Southwestern Louisiana Foundation which was held on August 25, 1999, in Lafayette, Louisiana, pursuant to proper notice at which time a discussion was held with reference to amending the Articles of Incorporation, which resolution is still in full force and effect as follows, to-wit:

**BE IT RESOLVED** by the Board of Trustees of the University of Southwestern Louisiana Foundation that the Articles of Incorporation of the Corporation are hereby amended to reflect the change of the name of the Corporation from University of Southwestern Louisiana Foundation to University of Louisiana at Lafayette Foundation.

**BE IT FURTHER RESOLVED** that the President and Secretary or other appropriate officers are authorized and directed to certify adoption of the foregoing resolution to file such certificate with the Secretary of State, and to take all action necessary to effect the foregoing amendment to the Articles of Incorporation and to effect the change of name with respect to the corporate business.

Lafayette, Louisiana, this 25 day of August, 1999.

  
**SECRETARY**

AMENDED ARTICLES OF INCORPORATION  
OF  
UNIVERSITY OF SOUTHWESTERN LOUISIANA FOUNDATION

The University of Southwestern Louisiana Foundation, a Louisiana non-profit corporation, by and through its President and Secretary, and by authority of its Board of Directors, does certify that:

1.

The University of Southwestern Louisiana Foundation was incorporated on the 2nd day of August, 1955, and the original Articles of Incorporation were restated in Restated Articles of Incorporation, filed and effective on the 22nd day of February, 1983.

2.

On the 17<sup>th</sup> day of December, 1985, at a special called meeting of the Board of Directors of the University of Southwestern Louisiana Foundation, the Board of Directors voted unanimously to change the Articles of Incorporation to read as follows:

"ARTICLE I

Name

The name of this corporation is University of Southwestern Louisiana Foundation.

ARTICLE II

Purposes

The University of Southwestern Louisiana Foundation is organized for benevolent, charitable, scientific and educational purposes and to that end, its purposes and objects are to promote the social, moral, educational and material welfare of the University of Southwestern Louisiana and of its faculty, graduates, students and former students, friends and business interests, to establish, maintain, manage and administer all funds in the University of Southwestern Louisiana Foundation and to receive scholarships, gifts, donations, devices and bequests of money and real and personal property to become a part thereof,

SECRETARY OF STATE  
JIM BROWN  
NOV 19 1985



directions are not given, then to such uses as the Board of Trustees of the University of Southwestern Louisiana may determine, in aid of any of the activities, institutions, interests, purposes and objects of the University of Southwestern Louisiana, and to aid any student to continue his education, or any department thereof, or for the carrying on in said institution of any line of research work or investigation in sociology, the sciences, arts and industries embraced in the purposes and objects of said institution.

#### ARTICLE III

##### Registered Office

The location and post office address of its registered office is:

Office of the Executive Director  
University of Southwestern Louisiana Foundation  
101 Girard Park Drive  
Post Office Box 44290  
Lafayette, LA 70504

#### ARTICLE IV

##### Registered Agents

The full names and addresses of its registered agents are:

James J. Davidson, III	J. Rayburn Bertrand
810 South Buchanan St.	128 Oak View Boulevard
P. O. Drawer 2908	P. O. Box 3248
Lafayette, LA 70502	Lafayette, LA 70502

#### ARTICLE V

##### Basis of Organization

A. This corporation shall be organized without capital stock and the Trustees shall make up the membership, said membership to be evidenced by certificates issued to the Trustees.

B. The Board of Trustees is given the power to establish various classes of membership and is given the power to set the criteria for membership and for serving on the Board of Trustees,

shall not be transferrable by assignment, sale or inheritance or testament upon death of the party to whom it has been issued, and no rights of membership which may have been issued pursuant to the issuance of said certificate shall inure to any assignee, vendee, heir or legatee.

D. Unless otherwise provided in these Articles of Incorporation, as amended, the manner of election and term of the Trustees shall be prescribed by the by-laws.

#### ARTICLE VI

##### Trustees

A. The names of the first Trustees and their post office addresses are as follows:

Mr. Jim Ardoin  
P. O. Box 90-F  
Lafayette, LA 70509

Mr. Dailey Berard  
P. O. Box 1376  
New Iberia, LA 70560

Mr. J. Rayburn Bertrand  
P. O. Box 3248  
Lafayette, LA 70502

Mrs. Mary Jane Broadhurst  
137 Shannon Road  
Lafayette, LA 70503

Mr. John E. Chance  
P. O. Box 52029  
Lafayette, LA 70505

Mrs. S. R. Abramson  
P. O. Box 90085  
Lafayette, LA 70509

Mr. George Crouchet  
197 N. Southlawn  
Lafayette, LA 70503

Mr. Richard D'Aquin  
P. O. Box 3268  
Lafayette, LA 70503

J. J. Davidson, III  
P. O. Box 2908  
Lafayette, LA 70502

Dr. F. H. Davis, Sr.  
1100 W. St. Mary Blvd.

E. R. DesOrmeaux  
P. O. Box 52194  
Lafayette, LA 70505

Mr. Hardy Edmiston  
P. O. Box 52321  
Lafayette, LA 70505

Dr. Herbert Hamilton  
507 Lawrence Avenue  
Lafayette, LA 70503

Mr. John Knight  
2020 Pinhook Rd.-Suite 504  
Lafayette, LA 70508

Mr. Alfred Lamsor  
P. O. Box 53106  
Lafayette, LA 70505

Ms. Mario Mamalakis  
1018 Auburn Avenue  
Lafayette, LA 70503

Mr. Bob Petitfils  
P. O. Box 53083  
Lafayette, LA 70505

Mr. Alvin Smith  
700 Kaliste Saloom Rd.  
Lafayette, LA 70508

Mrs. Margaret Steen  
301 North Main  
Abbeville, LA 70510

Mr. Walter Stuart  
P. O. Box 3608



Mr. Carl Bauer  
127 Thibodeaux Drive  
Lafayette, LA 70503

Mr. Norris Breaux  
P. O. Box 531  
Crowley, LA 70527

Mr. Phillip Burguieres  
P. O. Box 1212  
Houston, TX 77001

Mr. B. I. Moody, III  
FNB Towers, Suite 1500-2  
666 Jefferson Street  
Lafayette, LA 70501

Mr. Charles Sonnier  
P. O. Drawer 1040  
Abbeville, LA 70511

Mrs. Vesta Bourgeois  
P. O. Box 2806  
Lafayette, LA 70502

Dr. Donald B. Williams  
116 Hospital Drive  
Lafayette, LA 70503

Mr. M. L. Moore  
P. O. Box 51901  
Lafayette, LA 70505

Mrs. Frances Kurzweg  
101 Fursman  
Lafayette, LA 70503

B. The direction and administration of this corporation shall be vested in a Board of Trustees consisting of not less than fifteen (15) nor more than fifty (50) members.

C. The qualification, terms of office, manner of election, compensation, powers and duties of the trustees, the time, place and manner of calling, giving notice and of conducting trustees' meetings, and the number of trustees which shall constitute a quorum, shall be prescribed by the by-laws.

D. The Board of Trustees shall elect the following officers whose duties, responsibilities and authorities as set forth in the by-laws are hereby declared to be:

1. President
2. Vice-President
3. Secretary-Treasurer
4. Such other officers as the Board of Trustees may in its discretion deem to be required.

#### ARTICLE VII

##### Meetings

There shall be an annual meeting of the Board of Trustees which shall take place on the second Tuesday of February, or, in the event that that day is a legal holiday, on the first day thereafter which is not a legal holiday. It shall be the duty of the president, and upon his failure or neglect, the duty of the



ARTICLE VIII

By-Laws

The Board of Trustees shall have the power to make, amend and repeal the by-laws governing this corporation provided they are in accordance with and do not conflict these these Articles of Incorporation.

ARTICLE IX

Limit of Indebtedness

The corporation shall not be limited in the amount of indebtedness which it may incur at any given time.

ARTICLE X

Dissolution

In the event of the dissolution of this corporation by any manner whatsoever, all remaining assets of the corporation of whatever nature, after payment of all legal expenses, will be donated or transferred to the University of Southwestern Louisiana or to some other Internal Revenue Service recognized and approved non-profit charitable organization.

ARTICLE XI

Amendments

A. These Articles of Incorporation may be amended at a meeting of the Board of Trustees or any special meeting of the Board of Trustees called for that purpose by a vote of a majority of said Board of Trustees.

B. Notice of any meeting in which it is proposed to amend the articles shall be sent through the United States Mail, properly addressed to each trustee and shall state the time and place of such meeting, stating further the proposed amendment(s) in substance, not less than ten (10) days and not more than sixty (60) days prior to such meeting."

DATED this 17<sup>th</sup> day of December, 1985,

STATE OF LOUISIANA

PARISH OF LAFAYETTE

BEFORE ME, the undersigned authority, personally came and appeared JOHN TOLSON III and DAILEY BERARD, to me known to be the president and secretary, respectively, of University of Southwestern Louisiana Foundation and the persons who executed the foregoing instrument in such capacities, and who, being duly sworn, acknowledged in my presence and in the presence of the undersigned witnesses that they were authorized to and did execute the foregoing instrument in such capacities for the said corporation as its and their free act and deed.

IN WITNESS WHEREOF, the appearers and witnesses and I have hereunto affixed our signatures on this 11<sup>th</sup> day of December, 1986.

WITNESSES:

Nancy J. Richard  
Rachel R. Veillar

J. Tolson III  
JOHN TOLSON III

Dailey Berard  
DAILEY BERARD

[Signature]  
NOTARY PUBLIC



C E R T I F I C A T E

I, Dailey Berard, Secretary of the University of Southwestern Louisiana Foundation, do hereby certify that the following is a true and correct copy of a resolution unanimously adopted at a special called meeting of the Board of Directors of the University of Southwestern Louisiana Foundation which was held on December 17, 1985, at the hour of 5:15, P. M., in Lafayette, Louisiana, pursuant to proper notice, at which time a discussion was held with reference to amending the Articles of Incorporation and by-laws of the corporation to change the format of the corporation and the membership thereof, which resolution is still in full force and effect as follows, to-wit:

BE IT RESOLVED by the Board of Directors of the University of Southwestern Louisiana Foundation that the Articles of Incorporation and by-laws of the University of Southwestern Louisiana Foundation be and the same are hereby amended, as shown by copies thereof spread in the minutes of the corporation.

Lafayette, Louisiana, this 17<sup>th</sup> day of December, 1985.

Dailey Berard  
SECRETARY, University of  
Southwestern Louisiana Foundation

ATTEST:

Robert J. L...  
PRESIDENT, University of  
Southwestern Louisiana Foundation

STATE OF LOUISIANA }  
PARISH OF LAFAYETTE }  
I hereby certify this to be a full and true copy of an  
original instrument filed in my office on \_\_\_\_\_  
and under the Registry Number \_\_\_\_\_  
recorded in the \_\_\_\_\_  
by hand and seal of \_\_\_\_\_  
CLERK OF EX-OFFICIO