

Proposed Amended
ARTICLES OF INCORPORATION
OF
LOUISIANA PHOTOGRAPHIC SOCIETY, INC.
STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

PURSUANT to a Resolution authorizing the amendment and restatement of the Articles of Incorporation of the Louisiana Photographic Society, Inc. (sometimes referred herein as “LPS” or the “Corporation”) adopted by the Board of Directors at a meeting of the Board of Directors held on, Tuesday, December 6, 2016 in Baton Rouge, Louisiana, the Articles of Incorporation of the Corporation, filed with the Louisiana Secretary of State on February 23, 1996 are amended as follows:

ARTICLE I

(Not amended)

The name of this corporation is LOUISIANA PHOTOGRAPHIC SOCIETY, INC. The taxpayer identification number of the Corporation is 72-1261747.

ARTICLE II

(Amended)

The Corporation shall be a nonprofit corporation and have all the rights and powers of non-profit corporations as

provided for such organizations by the Louisiana Non-Profit Corporation Law, La.R.S 12:201 et seq.

This Corporation shall be operated to do, amongst other things, those things that promote the education of subjects relating to photography and which are permitted by the provisions of La.R.S 12:201 et seq.

No portion of any net earnings or other assets of Corporation shall inure to the benefit of any member or other private person, nor shall Corporation participate in political campaigns on behalf of or in opposition to any candidate for public office.

The Corporation shall not engage in any activities that would adversely affect it being (a) a corporation exempt from paying Federal income tax under Section 501(c)(3) of the United States Internal Revenue Law or (b) a corporation capable of making contributions to which are deductible under section 170(c)(2) of the United States Internal Revenue Code.

The duration of the Corporation is perpetual.

ARTICLE III

(Amended)

The location of the Corporation will have its registered office at: 352 Donovan Court, Baton Rouge, LA 70815.

ARTICLE IV

(Amended)

The Corporation's registered agent for service of process is Janet Gelpi, 352 Donovan Court, Baton Rouge, LA 70815.

ARTICLE V

(Amended)

The Corporation is organized as a non-profit corporation and on a non-stock basis.

Membership in the Corporation shall be evidenced by enrollment of the member's name on the Corporation's roll of members.

Membership is obtained by submitting an application for membership and that year's membership dues to the Corporation and having that applicant's name added to the Corporation's roll for that year.

Each member shall have one vote and may not vote by proxy.

The By-Laws may provide for different classes of members.

ARTICLE VI

(Amended)

This Corporation may be dissolved by the members in accordance with Louisiana nonprofit corporation law and the federal law governing nonprofits.

ARTICLE VII

(Amended)

The management of the Corporation shall be vested in a Board of Directors.

The Board members shall be the President, Vice President, Secretary, Treasurer and the Immediate Past President from the previous year.

The Vice President, Secretary and Treasurer shall have been elected to a one year term by the membership to those positions in accordance with the Corporation's By-laws. The election of the Vice-President by the membership shall be an election of that Vice-President to the office of President for the following year, provided that, should two-thirds of the membership vote to revoke such ascension, then the membership shall vote for the election of another as President, such election occurring at the annual meeting.

The first Board of Directors of this Corporation were those persons stated in Articles IX hereof.

ARTICLE VIII

(Amended)

The annual meeting of the voting members of the Corporation shall be held on the third Thursday of the month of November or in the event that that date is a legal holiday, a date in that November chosen by the Board of Directors will be the date of the annual meeting, such date being timely noticed to all members.

ARTICLE IX
(Not Amended)

The names, addresses and terms of the first Directors are as follows:

<u>Name</u>	<u>Address</u>	<u>Term Expires</u>
Margaret Steinman	33230 Walker N. Rd. Walker, La. 70785	Dec. 31, 1996
Byron Ellis	12269 Sherbrook Dr. Baton Rouge, La. 70815	Dec. 31, 1996
Jeff LaCour	8286 Franwood Baton Rouge La. 70806	Dec. 31, 1996
Bruce DeFresne	108 Pinoak Denham Springs, La. 70726	Dec. 31, 1996
Allen Steinman	33230 Walker N. Rd. Walker, La. 70785	Dec. 31, 1996

ARTICLE X
(Revoked)

ARTICLE XI

(Amended)

The names and addresses of the incorporators are recited in the original Articles of Incorporation for Louisiana Photographic Society, Inc as follows:

<u>Name</u>	<u>Address</u>
Jim Thibodeaux	5369 Beth Ann Dr. Baton Rouge, La 70812
Margaret Steinman	33230 Walker N. Rd Walker, La. 70785

ARTICLE XII

(Amended)

The Incorporators, Officers and Directors of this Corporation claim the benefits of the limitation of liability of the Louisiana Nonprofit Corporation Law in R.S. 12 and R.S. 9 to the fullest extent allowed by law as fully and completely as though said provisions were recited herein in full.

ARTICLE XIII

(New)

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Directors at a regularly or specially called and noticed meeting of the Directors, the notice of which shall set forth the proposed amendment or a summary of the changes to be made

thereby: provided, however, no amendment shall authorize the Corporation to conduct its affairs in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the United States Internal Revenue Code.

Witnesses:

President

Secretary

THUS DONE AND SIGNED before me at Baton Rouge, Louisiana, on this 6th day of December 2016.

Edgar E. Spielman Jr.
Bar Roll # 1338
Notary Public