

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FOR  
LOUISIANA BROWNFIELDS ASSOCIATION**

**STATE OF LOUISIANA**

**PARISH OF EAST BATON ROUGE**

**BE IT KNOWN**, on this 7<sup>th</sup> day of June, 2022, personally came and appeared before me, the undersigned Notary Public, the subscriber hereto, a person of the full age of majority, who declared to me, in the presence of the undersigned competent witnesses, that he is authorized to and does hereby restate and amend the Articles of Incorporation of **LOUISIANA BROWNFIELDS ASSOCIATION**, a Louisiana domestic nonprofit corporation incorporated on June 19, 2006, as follows:

1.

(Restatement)

The name of the Corporation is Louisiana Brownfields Association.

2.

(Restatement)

The duration of this Corporation is perpetual.

3.

(Amendment)

The location and municipal address of this Corporation's registered office is 1100 Laurel Street, Suite 104, Baton Rouge, LA 70802.

4.

(Amendment)

The full name and municipal address of this Corporation's registered Agent is Roedel Parsons Blache Fontana Piontek & Pisano, A L.C., 8440 Jefferson Highway, Suite 301, Baton Rouge, Louisiana 70809.

5.

(Amendment)

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to

organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The specific purpose of the Corporation is to promote brownfield redevelopment and revitalization through community outreach and education.

6.

(Restatement)

This Corporation is organized on a nonstock basis.

7.

(Amendment)

The Corporation is and shall be a non-profit corporation. 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 payment and distributions in furtherance of the purposes set forth herein. 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 or in opposition to 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) 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).

8.

(Amendment)

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the parish in which the principal office of the Corporation is then located, exclusively for such purposes.

9.

(Amendment)

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, except no amendment shall be adopted which may terminate the federal income tax exemption of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and the regulations thereunder, in the manner prescribed by statute and with the approval of the Member.

10.

(Amendment)

In accordance with La. R.S. 12:203(B)(11), the following are the categories, qualifications, designations, voting powers, rights, privileges, restrictions, and limitations as to each class of memberships:

A. Categories of Membership

1. Charter Members: Individuals obtaining individual membership during the first year of establishment of the Corporation shall be designated as Charter Members.
2. Individual Members – General: Membership in the Association will be granted to any individual who agrees to support the Corporation's purpose, as stated in Article 6 of this Second Amended and Restated Articles of Incorporation of Louisiana Brownfields Association.
3. Individual Members – Students: Membership in the Association will be granted to any individual student who agrees to support the Corporation's purpose, as stated in Article 6 of this Second Amended and Restated Articles of Incorporation of Louisiana Brownfields Association.
4. Corporate Members: Corporate membership may be granted to any sole proprietorship, partnership, corporation, or other business entity, and any professional trade organization, that conducts business in the State of Louisiana.
5. Governmental, Institutional, and Not-for-Profit Members: Government membership may be granted to any unit, subdivision, municipality or other agency of federal, state or local government in the State of Louisiana. Institutional membership may be granted to any college or university located in the State of Louisiana. Not-for-profit membership may be granted to any such organization.

B. Qualifications of Members

All members shall have a reasonable and substantial interest in the purposes for which the Association was founded and who sincerely desires to further such purposes may be a member.

C. Voting Powers of Members

Each member shall have one vote in the affairs of the Corporation.

D. Rights and Privileges of Members

1. Members in good standing with the Corporation may qualify for election to the Corporation's Board of Directors, all in accordance with the Corporation's bylaws.
2. Members shall elect the Board of Directors of the Corporation.

E. Limitations and Restrictions of Members

1. A member's membership in the Corporation may be terminated for non-payment of dues, all in accordance with the Corporation's bylaws.
2. A member may be suspended or expelled from membership in the Association with or without cause by a 2/3 vote of the Board at any regular or special meeting of the Board, provided that written notice of the proposed action and of the member's right to appear at such meeting on his or her own behalf has been given at least ten (10) days prior to such meeting. Reinstatement to membership of a suspended or expelled member shall be at the discretion of the Board provided a majority vote of the Board votes in favor of reinstatement.

11.

(Amendment)

On April 14, 2022, the following Members of the Corporation held a meeting to vote on whether to amend and restate the Corporation's Articles of Incorporation and adopt and file this Second Amended and Restated Articles of Incorporation. The following votes were cast on the issue:

- Acadiana Planning Commission (Chad Lacombe) **Yea**
- Biomedical Research Foundation NWLA (Pat Murphy) **Yea**
- Capital Region Planning Commission (Kim Marousek) **Yea**
- City of Baton Rouge (Maggie Gleason) **Yea**
- City of Shreveport (Wes Wyche) **Yea**

- Imperial Calcasieu Regional Planning & Development Commission (Michael Hollier) **Yea**
- Jessica Rury **Yea**
- Leaaf Environmental (Kerry Meaux) **Yea**
- Melanie Hanks **Yea**
- South Central Planning Commission (Lesley Long) **Yea**
- PPM Consultants (Trey Hess) **Yea**

The Corporation thus adopts these Second Amended and Restated Articles of Incorporation upon the unanimous vote of its Members.

12.

(Per La. R.S. 12:241(A)(1))

This restatement accurately copies the articles and all amendments thereto in effect at the date of the restatement, without substantive change except as made by any new amendment or amendments contained in the restatement.

13.

(Per La. R.S. 12:241(A)(2))

Each amendment set forth herein has been effected in conformity with law.

14.

(Per La. R.S. 12:241(A)(3))

The date of incorporation of this Corporation is June 19, 2006. The date of this restatement is the date set forth in the opening paragraph of these Second Amended and Restated Articles of Incorporation.

**[REMAINDER OF THIS PAGE LEFT BLANK; SIGNATURE PAGE FOLLOWS]**

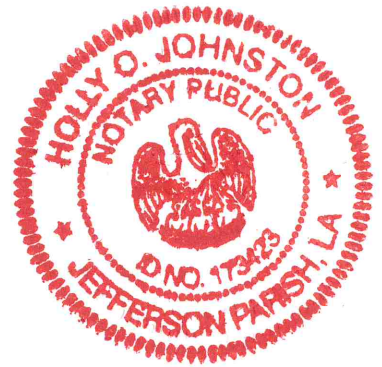
SIGNED on the day, month and year set forth above, in the presence of the undersigned competent witnesses and me, Notary Public, after due reading of the whole.

Jennifer Lindquist  
WITNESS NO. 1 SIGNATURE  
Printed Name: Jennifer Lindquist

Jessica Rury  
JESSICA RURY  
TITLE: SECRETARY

Jesse Hoppes  
WITNESS NO. 2 SIGNATURE  
Printed Name: Jesse Hoppes

Holly O. Johnston  
NOTARY PUBLIC SIGNATURE  
Printed Name: Holly O. Johnston  
Notary Public/Bar Number: 173423  
Notary Commission Expires at Death



**ACKNOWLEDGEMENT**


**LOUISIANA BROWNFIELDS ASSOCIATION**

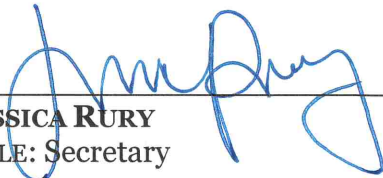
**STATE OF LOUISIANA**

**PARISH OF EAST BATON ROUGE**

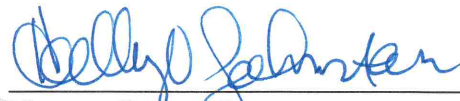
**BE IT KNOWN** on this 7<sup>th</sup> day of June, 2022, that before me, the undersigned Notary Public, duly commissioned, qualified and sworn in and for the Parish and State aforesaid, personally came and appeared **JESSICA RURY** who, in his/her capacity as the Secretary of Louisiana Brownfields Association, after being sworn, declared and acknowledged to me, Notary Public, in the presence of the undersigned competent witnesses, that he/she is the identical person who executed the above and foregoing Second Amended and Restated Articles of Incorporation of his/her own free will, as their own act and deed, for the uses, purposes and benefits therein expressed.

**SIGNED** at my office in the Parish and State aforesaid, on the day, month and year set forth above, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

  
WITNESS NO. 1 SIGNATURE  
Printed Name: Jennifer Lindquist

  
**JESSICA RURY**  
TITLE: Secretary

  
WITNESS NO. 2 SIGNATURE  
Printed Name: Jesse Hoppes

  
NOTARY PUBLIC SIGNATURE  
Printed Name: Holly O. Johnston  
Notary Public/Bar Number: 173423  
Notary Commission Expires at Death

