

F. J. DEMAREST, SR.

Mortgage Office

Recorder of Mortgages for the Parish of Orleans

OFFICE

Poydras and Loyola Streets

NEW ORLEANS, LA. Aug, 24th 19 65

I, the undersigned Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing Act of Incorporation of the _____

NEW ORLEANS ESTATE PLANNING COUNCIL.

was this day duly recorded in my office in Book No. 2075 Folio _____

New Orleans, Aug, 24th 19 65

@- 11: am

F. J. Demarest, Sr.
Recorder of Mortgages.

D/R

in the aforementioned fields; to further knowledge and understanding of the problems of the public in safeguarding property, family and business interests; to work toward the mutual understanding of the problems involved and the parts which can be solved best by members of each of the participating professions; to promote intelligent cooperation, friendship and understanding of the proper relationship which each of the participating professions bears to the other; with the ultimate purpose of rendering better service to clients and to the community) to participate in and to organize meetings, lectures, programs, panel discussions and similarly oriented projects to promote the interest of its members, the legal, accounting, insurance and bank and banking institution professions and the general public in the fields of Estate and Trust Planning. To buy or otherwise acquire, sell or otherwise alienate, exchange, own, hold or otherwise handle, mortgage, encumber and/or hypothecate, stocks, bonds, debentures, scrip, obligations and/or securities, of all kinds of other Corporations under whatever law organized; to buy, lease or otherwise handle, use and operate, mortgage, encumber and/or hypothecate real and personal property of every sort and description whatsoever kind and of every sort wherever situated; also to issue in exchange therefor, stocks, bonds or other securities or evidences of indebtedness of this Corporation and while the owner or holder of any such property, to receive, collect and dispose of the interest, dividend or income of all kind on or from any such property, and to possess and exercise in respect thereof, all of the rights, powers and privileges of ownership, including all voting powers thereon.

In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Louisiana, and of the objects and purposes hereinabove stated, it is hereby expressly provided that this Corporation shall have the following powers, that is to say:

To do any and all things herein set forth to the same extent and as fully as natural persons might or could do and in any part of the world and as principal, agent, or otherwise, and either alone or in conjunction with any other persons, firms, associations or Corporations.

To borrow money, to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, whether secured by mortgage, pledge or

otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, for any other lawful objects; to mortgage, pledge all or any of its properties, rights, interests and franchises, including any or all shares of stocks, bonds, debentures, notes, scrip or other obligations of indebtedness at any time owned by it.

To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law), and its bonds, debentures, notes, scrip or other securities or evidence of indebtedness, and to cancel or to hold, sell, transfer or reissue the same.

To do any and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary, or incidental to the protection and benefit of the Corporation, and in general, to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation, whether such business is similar in nature to the objects and powers hereinabove set forth, or otherwise.

The foregoing clauses shall be construed as objects, purposes and powers, and the statement thereof in any clause or paragraph herein shall be in no manner limited or restricted by reference to or inference from the terms of any other clause or paragraph, but the objects, purposes and powers specified in each clause and paragraph shall be regarded as independent objects, purposes and powers and in furtherance, and not in limitation, of the general powers conferred by the laws of the State of Louisiana.

ARTICLE III.

This Corporation shall enjoy corporate entity for a period of ninety nine (99) years from the date hereof.

ARTICLE IV.

The location and post office address of its registered office shall be: 550 Saratoga Building, New Orleans, Louisiana, 70112.

ARTICLE V.

The names and post office addresses of its registered agents are:

Donald A. Meyer
550 Saratoga Building
New Orleans, Louisiana 70112

Leon Sarry
National Bank of Commerce Bldg.
New Orleans, Louisiana 70112

ARTICLE VI.

This Corporation shall be organized on a non-stock basis and no stock shall be issued during its corporate existence unless so authorized by an amendment to this Charter in proper form.

ARTICLE VII.

The amount of Paid In capital with which this Corporation shall begin business is Four Hundred and No/100ths (\$400.00) Dollars, which, upon the execution of these articles has been paid in cash.

ARTICLE VIII.

All powers of this Corporation not otherwise fixed by law, or by these Articles, shall be vested in the Board of Directors (sometimes hereinafter referred to as the "Executive Committee") which shall be composed of eight (8) persons, initially. The names of the first Directors and members of the first Executive Committee, the offices which they shall hold, their post office address and terms of office are as follows:

<u>DIRECTORES</u>	<u>OFFICE</u>	<u>RESIDENCE</u>
Francis G. Davis	President	2903 Octavia Street New Orleans, La.
Robert Holstein	Vice President	530 Lowerline Street New Orleans, Louisiana
Leon Sargy	Vice President	455 Walnut Street New Orleans, Louisiana
Con C. Mills	Vice President	2040 Valentine Court New Orleans, Louisiana
Alvin E. Nelson	Vice President	3219 Joseph Street New Orleans, Louisiana
John E. Holder	Vice President	1321 Napoleon Avenue New Orleans, Louisiana
Bob H. Hall	Treasurer	6318 Canal Boulevard New Orleans, Louisiana
Donald A. Meyer	Secretary	417 Hillary Street New Orleans, Louisiana

The first Board of Directors (Executive Committee) above provided for shall hold office until the third Tuesday in May, 1956 or until their successors shall have been duly elected and qualified. The successor Board of Directors and each successive Board thereafter shall be composed of five (5) members.

Any Director absent from the meeting may be represented by any other Director, who may cast the vote of the absent Director, provided he be instructed to do so in writing, which said instruction shall be filed with the Secretary of the Corporation.

ARTICLE IX.

The names of the incorporators are the same as those listed in Article VIII.

ARTICLE X.

The time and place of the annual meeting of the Directors and stockholders, and any special meetings to be held by either of the above, the notice required to be given before such meeting, the quorum necessary for the transaction of business, and/or like matters, shall be fixed by the By-Laws of this Corporation.

ARTICLE XI.

The corporate existence of this Corporation may be dissolved at a special meeting called for that purpose or otherwise by a vote of its stockholders, as provided by the laws of the State of Louisiana, and in the event of its dissolution, its affairs may be terminated by one liquidator appointed for that purpose by a majority of the stockholders present at the meeting at which the dissolution is determined. Said liquidator shall have full and general power to dissolve the affairs of this Corporation as is provided for by law.

ARTICLE XII.

Unless and until otherwise provided herein, or in the By-Laws, all of the corporate powers of this Corporation shall be vested in and its business shall be managed by the Board of Directors (Executive Committee).

ARTICLE XIII.

No member of this Corporation shall be held liable or responsible for contracts, debts or defaults of this Corporation in any sum, nor shall any mere formality in organization have the effect of rendering these Articles of Incorporation null, or of exposing the members to any liability.

THIS BOND AND PASSED, in my office in the City of New Orleans, and State and Parish aforesaid, on the day, month and year hereinafore first

written, in the presence of the undersigned competent witnesses, who hereunto subscribe their names, together with said Approvers and me, Notary, after due reading of the whole.

(Original signed)

WITNESSES:

/s/ Jacqueline McPherson /s/ Francis C. Doyle
FRANCIS C. DOYLE

/s/ Mary M. McCloskey /s/ Robert Eckstein
ROBERT ECKSTEIN

/s/ Leon Serpy
LEON SERPY

/s/ Con C. Mills
CON C. MILLS

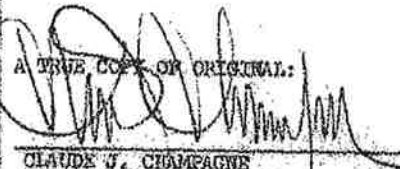
/s/ Allen E. Koltun
ALLEN E. KOLTUN

/s/ John H. Holder
JOHN H. HOLDER

/s/ Bob E. Hall
BOB E. HALL

/s/ Donald A. Meyer
DONALD A. MEYER

/s/ Claude J. Champagne
CLAUDE J. CHAMPAGNE
NOTARY PUBLIC

A TRUE COPY OF ORIGINAL:

CLAUDE J. CHAMPAGNE
NOTARY PUBLIC