

**Tom Schedler**  
SECRETARY OF STATE

*As Secretary of State, of the State of Louisiana, I do hereby Certify that*  
the attached document(s) of

**LOUISIANA-MISSISSIPPI-WEST TENNESSEE KIWANIS DISTRICT  
FOUNDATION, INC.**

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

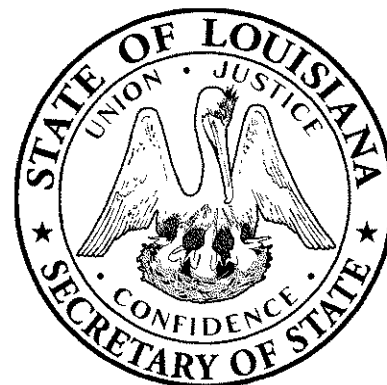
05017100N	ORIGF	12/15/1980	7 page(s)
05105930	AMEND	5/7/1981	2 page(s)
34441354	NMCHG	8/16/1993	3 page(s)
34511113	AMEND	11/17/1995	4 page(s)
34511114	12236	11/17/1995	2 page(s)
34785453	AMEND	5/5/1999	4 page(s)
40363161	10 AR	12/2/2010	1 page(s)

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,

June 8, 2011

*Secretary of State*

AG 05017100N



Certificate ID: 10173358#9RK73

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**ARTICLES OF INCORPORATION OF  
LOUISIANA-MISSISSIPPI-WEST TENNESSEE  
DISTRICT FOUNDATION, INC.**

**STATE OF LOUISIANA**

**PARISH OF EAST BATON ROUGE**

BE IT KNOWN, that on this 12th day of December, 1980, personally came and appeared before me, the undersigned notary public, and the undersigned witnesses, the incorporators hereto, each of full age of majority, who declared to me, in the presence of the undersigned witnesses, that, availing themselves of the provisions of the Louisiana non-profit corporation law (R.S.12:201 et seq as codified and amended), they hereby organize themselves, their successors and assigns, into a corporation in pursuance of that law, under and in accordance with the following articles of incorporation:

**ARTICLE I.**

**NAME**

The name of this corporation is Louisiana-Mississippi-West Tennessee District Foundation, Inc.

**ARTICLE II.**

**OBJECT AND PURPOSE**

The purposes for which the corporation is formed are to assist needy persons, particularly young people; to assist worthy youth in attaining vocational excellence, and to aid handicapped persons in regaining happy, useful lives through the expending of funds directly for such purposes or by the furnishing of funds to other organizations organized for charitable, educational, scientific research, or educational purposes, or the prevention of cruelty to children or animals, all within the purview of Section 501 (c) (3) of the 1954 Internal Revenue Code and the Regulations thereunder.

The specific purposes include supporting Sponsored Youth Programs and other Youth Service projects such as the Key Club and Circle K.

**ARTICLE III.**

**TYPE OF CORPORATION**

This corporation shall be a non-profit corporation.

**ARTICLE IV.**

**PRINCIPAL OFFICE**

The principal and registered office of the corporation shall be the Old State Capitol Building, Post Office Box 169, Baton Rouge, Louisiana, 70821.

**ARTICLE V.**

**REGISTERED AGENT FOR  
SERVICE OF PROCESS**

The registered agent for service of process shall be John Dale Powers,  
Post Office Box 1588, Baton Rouge, Louisiana 70821.  
Baton Rouge Savings & Loan Bldg.

**ARTICLE VI.**

**INCORPORATORS**

The incorporators are:

- (a) Robert E. Wales, Post Office Box 3075, Baton Rouge,  
Louisiana 70821; and,
- (b) Charles H. Ford, Post Office Box 169, Baton Rouge, Louisiana  
70821

**ARTICLE VIII.**

**DIRECTORS**

The initial directors shall include Governor Robert E. Wales, Post  
Office Box 3075, Baton Rouge, Louisiana 70821 and the Immediate Past Governor,  
Eugene J. Maier, 5828 Pepper Ridge Road, Jackson, Mississippi 30211, in  
addition to one representative of each division in the Louisiana-Mississippi-  
West Tennessee District which shall be as follows:

- (a) Division 1A Delbert M. Doty  
Rt. 2, Box 132A  
Buchanan, TN 38222
- (b) Division 1B George I. Brandenburg  
4633 Plato Ave.  
Memphis, TN 38121
- (c) Division 1C Ernest P. Newbern, Jr.  
P. O. Box 12182  
Memphis, TN 38112
- (d) Division 2 Robert P. Bidy  
816 Mary Ave.  
Grenada, MS 38901
- (e) Division 3 John H. Morgan  
217 S. 20th Ave.  
Hattiesburg, MS 39401
- (f) Division 4A Jules J. Murre III  
6899 Catina St.  
New Orleans, LA 70124

- (g) Division 4B Warren F. Nardelle, Jr.  
4904 Belle Dr.  
Metairie, LA 70002
- (h) Division 5 Eugene J. Maier  
5828 Pepper Ridge Road  
Jackson, MS 39211
- (i) Division 6 Charles W. Wilson  
906 Spring St.  
Ruston, LA 71270
- (j) Division 7 Louis N. Monte  
P. O. Box 10 213 E. First St.  
Kaplan, LA 70548
- (k) Division 8A D. Jensen Holliday  
P. O. Box 1269 15572 Shenandoah, Baton Rouge, LA 70816  
Baton Rouge, LA 70821
- (l) Division 8B Barry W. Karnes  
9859 Dwyerwood Ave.  
Baton Rouge, LA 70809
- (m) Division 9 Louis Collier  
3031 Oak Forest St.  
Shreveport, LA 71107
- (n) Division 10 Henry W. Nash  
P. O. Drawer N  
Mississippi State, MS 39762
- (o) Division 11 Virgil V. Ayres  
P. O. Box 349 Nebo Route, Jena, LA 71342  
Pineville, LA 71360
- (p) Division 12 P. David Self  
1332 Westmoreland  
Lake Charles, LA 70605
- (q) Division 13 William J. Clifton  
P. O. Box 916 Rt. 2 Chicken Farm Road, Amite, LA 70422  
Amite, LA 70422
- (r) Division 14 James A. Fairley  
304 N. Shore Dr.  
Biloxi, MS 39532
- (s) Division 15 Willis R. Gill  
301 Margaret Ave.  
Natchez, MS 39120

Representatives from Divisions 1A, 1B, 1C, 2, 3, 4A and 4B shall be designated as Class I Directors, and shall serve an appointed term until October

1981. Representatives from Division 5, 6, 7, 8A, 8B and 9 shall be designated as Class II Directors and shall serve an appointed term until October 1982. Representatives from Divisions 10, 11, 12, 13, 14 and 15 shall be designated as Class III Directors, and shall serve an appointed term until October 1983.

The above described terms of office for Classes I, II, and III are limited to the initial Directors who are to be appointed by the presently incumbent representative of each division.

After the appointed terms, enumerated hereinabove, have expired, each division within each class shall elect a representative to serve as director as follows:

- (a) In October 1981 each division in Class I shall elect a representative to serve as a Director;
- (b) In October 1982 each division in Class II shall elect a representative to serve as a Director; and
- (c) In October 1983 each division in Class III shall elect a representative to serve as a Director.

After the initial appointed terms have expired, Directors shall be elected, and shall serve for three year terms. The elections are to be held at the same time that each division elects its Lieutenant Governor.

The terms of the Directors have been set up and shall remain on a staggered basis so that each year one class and only one class shall elect its Directors.

All Directors shall serve until their successors are elected or are appointed and qualified.

A quorum of the Board shall be a number not less than one-half (1/2) the number of Directors plus one (1).

#### ARTICLE IX.

##### AUTHORITY OF BOARD OF DIRECTORS

A. The Board of Directors shall be vested with all the powers vested in a non-profit, charitable and philanthropic corporations by the laws of the State of Louisiana.

B. The Board of Directors shall have the power to make, amend and repeal By-Laws to govern this corporation, provided they do not conflict with these Articles. The By-Laws shall be in writing.

C. The Board of Directors may declare the office of a Director vacated if the particular Director misses three (3) consecutive Board meetings, unless such absences are excused by action of the Board of Directors.

D. The Board of Directors may also declare the office of a particular Director vacated if the Board of Directors deems that such Director is incapable of performing his duties, or if the Director moves permanently from his residence in the district.

E. The Board of Directors shall have authority to expend the funds received from any source for operating expenses of the corporation and for such other purposes of the corporation as may be designated by the Board of Directors.

F. The Board shall appoint a temporary director to fill any vacancies on the Board.

#### ARTICLE X.

##### BASIS AND COMPOSITION OF ORGANIZATION

The corporation is organized in whole on a non-stock basis. Composition of the corporation shall consist of those members as provided in the By-Laws.

#### ARTICLE XI.

##### OFFICERS

The first officers of the corporation who shall hold office until the annual meeting to be held on Friday of the week of the District Convention are as follows:

President: Cecil Winn

Executive Secretary-Treasurer: Charles H. Ford

#### ARTICLE XII.

##### DISTRIBUTION OF INCOME

This corporation does not contemplate the distribution of gains, profits, or dividends to the members thereof, and is organized for non-profit purposes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. 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 Internal Revenue Law 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).

#### ARTICLE XIII.

##### DISSOLUTION

In the event of the dissolution or winding up of this corporation, after paying or adequately providing for the debts or obligations of this corporation, the directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this corporation unto:

(1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes.

(2) A corporation, trust, or community chest, fund or foundation:

(a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States.

(b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;

(c) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and

(d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund, or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If the corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of the District Court in the Parish in which the dissolved corporation had its principal office, upon petition therefor by the Attorney General, or any person concerned in the liquidations.

ARTICLE XIV.

AMENDMENTS OF ARTICLES

The Articles of Incorporation may be amended, unless applicable law requires otherwise, by a simple majority vote of the Directors or members at any meeting where a quorum has been obtained for that purpose.

THUS DONE AND 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.

WITNESSES:

Donna J. MacDonell

Laura A. Sullivan

INCORPORATORS

Robert E. Wales

Charles H. Ford

Charles H. Ford

[Signature]

Notary Public

My commission expires at death.



ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
LOUISIANA-MISSISSIPPI-WEST TENNESSEE DISTRICT FOUNDATION, INC.

Pursuant to the provisions of La. R.S. 12:237 and 238, of the Louisiana Non-Profit Corporation Law, Louisiana -Mississippi- West Tennessee District Foundation, Inc., does hereby adopt these Articles of Amendment to its Articles of Incorporation.

FIRST: The name of this corporation is Louisiana-Mississippi- West Tennessee District Foundation, Inc.

SECOND: Article II of the Articles of Incorporation is amended such that Article II shall now read as follows:

"ARTICLE II.

OBJECT AND PURPOSE

Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)."

THIRD: This amendment was duly adopted by written consent of all of the Board of Directors of the corporation.

1981.

THUS DONE AND SIGNED by the parties this 21<sup>st</sup> day of April,

WITNESSES:

LOUISIANA-MISSISSIPPI-WEST TENNESSEE  
DISTRICT FOUNDATION, INC.

Jay H. Duggins

BY: Eugene J. Maier  
President

Jill M. Rothman

BY: Charles H. [Signature]  
Secretary

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned Notary Public, personally appeared CHARLES H. FORD to me personally known, who, being by me duly sworn, did say that he is the Secretary of Louisiana-Mississippi-West Tennessee District Foundation, Inc. and that the foregoing act was signed by him on behalf of the corporation pursuant to the written consent of all of the directors of the corporation, and he acknowledged the instrument to be the free act and deed of the corporation.

Charles H. Ford

Secretary

SWORN TO AND SUBSCRIBED before me, this 21<sup>st</sup> day of April,  
1981.

Casey J. Merritt

Notary Public

RESOLUTION AMENDING ARTICLES OF INCORPORATION OF  
"LOUISIANA-MISSISSIPPI-WEST TENNESSEE DISTRICT FOUNDATION, INC."

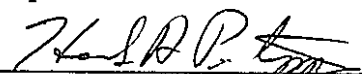
BE IT RESOLVED, that the Articles of Incorporation of Louisiana-Mississippi-Tennessee District Foundation, Inc. are hereby amended as follows.

ARTICLE I  
Name

The name of this corporation is hereby amended to Louisiana-Mississippi-West Tennessee Kiwanis District Foundation, Inc.

REC'D. SEC. OF STATE  
Aug 4 8 58 AM '93

RESOLVED FURTHER, that the president and/or the 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 actions necessary to effect the following amendment of the Articles of Incorporation.

  
BY: HENRIK A. PONTOPPIDAN  
VICE PRESIDENT

CERTIFICATE OF AMENDMENT

The undersigned, secretary, of the Louisiana-Mississippi-West Tennessee Kiwanis District Foundation, Inc. does hereby certify that the following resolution amending the Articles of Incorporation was duly adopted pursuant to LA. R.S. 13:31, et seq. by a vote of seven yeas, zero nays, and two abstentions, representing 100 percent of the Board of Directors of the corporation, at a meeting held in accordance with the by-laws on June 17, 1993.

The Articles of Incorporation were amended by said resolution as recited herein.

Date: July 30, 1993

BY:   
CHARLES H. FORD,  
Secretary-Treasurer

ACKNOWLEDGEMENT

STATE OF LOUISIANA  
PARISH OF EAST BATON ROUGE

BE IT KNOWN, that on this 30th day of July, 1993, before me, Henrik A. Pontoppidan, Notary Public, duly commissioned and qualified and sworn, within and for the State of Louisiana, personally came and appeared:

CHARLES H. FORD

to me known to be the identical person who executed the above and foregoing Articles of Amendment, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that he executed the above and foregoing Articles of Amendment, of his own free will, as his own act and deed, for the uses, purposes, and benefits therein expressed.

WITNESSES:

Attea D. Burden

Charles H. Ford  
CHARLES H. FORD

Gregory C. Ford

Henrik A. Pontoppidan  
HENRIK A. PONTOPPIDAN  
NOTARY PUBLIC

HENRIK A. PONTOPPIDAN  
ATTORNEY - NOTARY PUBLIC  
State of Louisiana  
My Commission is issued for life.

ACKNOWLEDGEMENT

STATE OF LOUISIANA  
PARISH OF ORLEANS

BE IT KNOWN, that on this 12th day of August, 1993, before me, Vincent T. LoCoco, Notary Public, duly commissioned, qualified and sworn, within and for the State of Louisiana, personally came and appeared:

HENRIK A. PONTOPPIDAN

to me known to be the identical person who executed the above and foregoing Articles of Amendment, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that he executed the above and foregoing Articles of Amendment, of his own free will, as his own act and deed, for uses, purposes, and benefits therein expressed.

WITNESSES:

*James J. Corliss*

*Henrik A. Pontoppidan*  
HENRIK A. PONTOPPIDAN

*Rev. M. Schmalz*

*Vincent T. LoCoco*  
VINCENT T. LOCOCO  
NOTARY PUBLIC

**RESOLUTION AMENDING ARTICLES OF INCORPORATION OF  
"LOUISIANA-MISSISSIPPI-WEST TENNESSEE KIWANIS DISTRICT  
FOUNDATION, INC."**

BE IT RESOLVED, that the Articles of Incorporation of the Louisiana-Mississippi-West Tennessee Kiwanis District Foundation, Inc. are hereby amended as follows.

**ARTICLE V.  
(Principle Office)**

The principle and registered office of the corporation shall be 4864 Constitutional Avenue, Suite B, P.O. Box 169, Baton Rouge, Louisiana 70821.

**ARTICLE V.  
(Registered Agent for Service of Process)**

The registered agent for Service of Process shall be Charles H. Ford, 4864 Constitutional Avenue, Suite 1B, Baton Rouge, Louisiana 70821.

**ARTICLE VIII.  
(Terms of Office, Partial Amendment of Article)**

**SECTION 1:**

The Board of Directors shall consist of six (6) elected members, the immediate governor of the Louisiana-Mississippi West Tennessee Kiwanis District, two (2) current lieutenant governors of the district, appointed by the current governor, all of whom shall be voting members. The Kiwanis district secretary-treasurer shall serve on the Board of Directors as a non-voting member. The editor of the Kiwanis District bulletin shall serve as a non-voting ex officio member to the Foundation Board of Directors.

**SECTION 2:**

The elected board members shall conform to the following:

- (a) There shall be no more than one director from any one division of the district.
- (b) There shall be no more than three directors from any one state of the district.
- (c) At least one director must come from each of the three states of the district.

**SECTION 3:**

The six elected directors shall be elected to serve a term of three years in duration, and shall be staggered so that two directors shall be elected each year.

All directors shall serve until their successors are elected or are appointed and qualified.

A quorum for the Foundation Board of Directors shall be five members.

**ARTICLE IX.**  
(Authority of Board of Directors)

- B. The Board of Directors may not amend the by-laws of this corporation.
- F. A vacancy on the Foundation Board shall be temporarily filled by the District Board of Trustees, until the next annual meeting of the Foundation is held, using the list of the candidates nominated by the divisions for the last annual meeting to the Foundation Board.
  - (a) The candidate for appointment shall be the nominee that receives the highest number of votes that was not elected to the Foundation Board, and who meets the criteria as outlined in the by-laws of this corporation, in Article VI., Section 2(a), (b) and (c).

**XI.**  
(Officers and Annual Meetings)

The first officers of the Corporation, who shall hold office until the annual meeting to be held at an appropriate time during the district convention of each year, provided notice of the time and place for holding such meeting shall be given to the members of the Foundation, in such manner as the Foundation Board of Directors may order, and so long as that manner of notification complies with requirements of Louisiana law, and provided that such notice shall be at least 30 days in advance of the meeting; are as follows:

President: Cecil Winn  
Executive Secretary/Treasurer: Charles H. Ford

**ARTICLE XIV.**  
(Amendments of Articles)

The Articles of Incorporation and By-Laws of this Corporation may be amended by a simple majority vote of those Foundation members present at the annual meeting, or at any special meeting called for that purpose once a quorum has been obtained, provided that written notification of any proposed amendments is mailed to the membership of the Foundation through the individual club secretaries at least thirty (30) days in advance of the meeting.

Amendments to the Articles of Incorporation and By-Laws shall not be effective until approved by Kiwanis International.

RESOLVED FURTHER, that the President and/or the Secretary/Treasurer 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 actions necessary to affect the following amendments of the Articles of Incorporation.

**CERTIFICATE OF AMENDMENT**

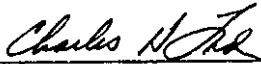
The undersigned, Secretary/Treasurer, of the "Louisiana-Mississippi-West Tennessee Kiwanis District Foundation, Inc., does hereby certify that the following resolution amending the Articles

of Incorporation was duly adopted pursuant to LA. R.S. 12:31, et seq. by a unanimous vote of the members of the Corporation, a non-profit corporation, at its annual meeting held on Saturday August 5, 1995 in Bossier City, Louisiana at 3:00 o'clock P.M.

The Articles of Incorporation were amended by said resolution as recited herein.

Date: August 19, 1995

BY:

  
Secretary/Treasurer,  
Louisiana-Mississippi-West  
Tennessee Kiwanis District  
Foundation, Inc.



ACKNOWLEDGEMENT

STATE OF LOUISIANA  
PARISH OF ORLEANS

BE IT KNOWN, that on this 19<sup>th</sup> day of August, 1995, before me, Henrik A. Pontoppidan, Notary Public, duly commissioned and qualified and sworn, within and for the State and Parish aforesaid, personally came and appeared:

CHARLES H. FORD

to me known to be the identical person who executed the above and foregoing Articles of Amendment, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that he in his capacity as Secretary-Treasurer, executed the above and foregoing Articles of Amendment, of his own free will, as his own act and deed, for the uses, purposes, and benefits therein expressed.

WITNESSES:

Thomas A. Adwell

Charles H. Ford  
CHARLES H. FORD,  
SECRETARY-TREASURER,  
Louisiana-Mississippi-West  
Tennessee Kiwanis District  
Foundation, Inc.

Gene L. Simpson

Henrik A. Pontoppidan  
HENRIK A. PONTOPPIDAN  
NOTARY PUBLIC

**NOTICE OF CHANGE OF LOCATION OF  
REGISTERED OFFICE AND/OR CHANGE OF REGISTERED AGENT  
(R.S. 12:104-R.S. 12:236)**

**NAME OF CORPORATION:**

Louisiana-Mississippi-West Tennessee Kiwanis District  
Foundation, Inc.


**REGISTERED OFFICE:**

4864 Constitutional Avenue, Suite B, P.O. Box 169, Baton  
Rouge, Louisiana 70821

**NAME AND ADDRESS OF REGISTERED AGENT:**

Charles H. Ford, 4864 Constitutional Avenue, Suite 1B, Baton  
Rouge, Louisiana 70821.

**DATE:** Adopted by Resolution on August 5, 1995.

BY:   
CHARLES H. FORD,  
SECRETARY-TREASURER  
Louisiana-Mississippi-West  
Tennessee Kiwanis District  
Foundation, Inc.

TO: THE STATE CORPORATE DEPARTMENT, STATE OF LOUISIANA  
STATE OF LOUISIANA  
PARISH OF JEFFERSON

On this 19th day of August, 1995, before me, Henrik A. Pontoppidan, a Notary Public, in and for the State and Parish aforesaid, personally came and appeared:

CHARLES H. FORD

who is to me known to be the person, and who, being duly sworn, acknowledged to me that he does hereby accept appointment as the Registered Agent of the Louisiana-Mississippi-West Tennessee Kiwanis District Foundation, Inc., which is a non-profit corporation, authorized to transact business in the State of Louisiana pursuant to provisions of title XII, Chapters 1, 2 and 3.

  
\_\_\_\_\_  
CHARLES H. FORD

Sworn to and subscribed before me  
this 19th day of August, 1995.

  
\_\_\_\_\_  
HENRIK A. PONTOPPIDAN  
NOTARY PUBLIC

**AMENDMENT TO ARTICLES OF INCORPORATION**

**RESOLUTION AMENDING ARTICLES**

**BE IT RESOLVED**, that the Articles of Incorporation of the Louisiana-Mississippi-West Tennessee Kiwanis District Foundation, Inc., are hereby amended as follows:

**ARTICLE IV.**

**(Principal Office, is amended as follows:)**

The principal and registered office of the corporation shall be 4864 Constitution Avenue, Suite 1C, P.O. Box 14026, Baton Rouge, Louisiana 70898-4026

**ARTICLE V.**

**(Registered Agent For Service Of Process is amended as follows:)**

The registered agent for service of process shall be Charles H. Ford, 4864 Constitution Avenue, Suite 1C, Baton Rouge, Louisiana 70808.

**ARTICLE VIII.**

**(TERMS OF OFFICE is amended as follows:)**

Sec. 1 The Board of Directors shall consist of six elected members, the Immediate Past Governor, the Immediate Past President of the District Foundation, a secretary to be appointed by the current President of the foundation in accordance with the bylaws of this corporation, and two current Lieutenant Governors of the district appointed by the current Governor, all of whom shall be voting members. The Kiwanis District Secretary-Treasurer shall serve as the Treasurer of the District Foundation, but as a non-voting member. The editor of the Kiwanis District Bulletin shall serve as a non-voting ex-officio member to the Foundation Board of Directors.

**CERTIFICATE OF AMENDMENT**

Each of the undersigned, President and Secretary, respectively, of the Louisiana-Mississippi-West Tennessee Kiwanis District Foundation, Inc. does hereby certify that the following resolution amending the Articles of Incorporation of the Corporation was duly adopted pursuant to La. R.S. 12:31 et seq. by an affirmative and unanimous vote of the voting members present at the annual meeting of the corporation held on Saturday, August 8, 1998, commencing at 2:45 p.m., and further confirmed by unanimous vote of the Board of Directors of the Corporation following said meeting.

The Articles of Incorporation were amended by said resolution as resided herein.

October 23, 1998

By:   
President

By:   
Secretary

**ACKNOWLEDGEMENT**

**STATE OF LOUISIANA**

**PARISH OF EAST BATON ROUGE**


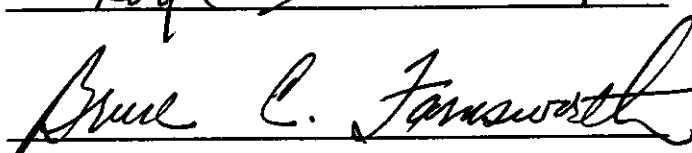
BE IT KNOWN, that on this 23rd day of October, 1998, before me, Henrik A. Pontoppidan, Notary Public, duly commissioned, qualified and sworn within and for the state and parish aforesaid, personally came and appeared:


**CHARLES H. FORD**

to be the identical person, who as secretary of the La-Mississippi-W. Tennessee Kiwanis District Foundation Inc. did execute the above and foregoing Articles of Amendment, pursuant to a resolution past by the general membership of the Foundation on August 8, 1998; and who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that he executed the above and foregoing Articles of Amendment, of his own free will, as his own act and deed, for the uses, purposes, and benefits therein expressed.

  
\_\_\_\_\_  
CHARLES H. FORD

WITNESSES:

  
\_\_\_\_\_  
  
\_\_\_\_\_

  
\_\_\_\_\_  
NOTARY PUBLIC

**AFFIDAVIT FOR ACCEPTANCE OF APPOINTMENT  
AS AGENT FOR SERVICE OF PROCESS**

**STATE OF LOUISIANA**

**PARISH OF EAST BATON ROUGE**

**BEFORE ME, the undersigned authority, personally came and appeared:**


**CHARLES H. FORD**

who after being duly sworn did depose and state that he accepts the appointment of Agent for Service of Process for the Louisiana-Mississippi-West Tennessee Kiwanis District Foundation, Inc., and that his address is 4864 Constitution Avenue, Suite 1C, Baton Rouge, LA 70808.






**CHARLES H. FORD**

Sworn to and subscribed  
before me this 23rd day  
of October, 1998.



**HENRIK A. PONTOPPIDAN  
NOTARY PUBLIC**

<b>Tom Schedler</b> <b>Secretary of State</b> 	<b>DOMESTIC CORPORATION</b> <b>ANNUAL REPORT</b> <b>For Period Ending</b> 12/15/2010	 05017100N  2010
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<b>Mailing Address Only (INDICATE CHANGES TO THIS ADDRESS IN THIS BOX)</b> 05017100 N LOUISIANA-MISSISSIPPI-WEST TENNESSEE KIWANIS DISTRICT FOUNDATION, INC. 5319 DIDESSE DRIVE SUITE B BATON ROUGE, LA 70808-6401	1 <b>(INDICATE CHANGES TO THIS ADDRESS IN THIS BOX)</b> Registered Office Address in Louisiana (Do not use P. O. Box) 5319 DIDESSE DR. SUITE B BATON ROUGE, LA 70808-6401	Federal Tax ID Number
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Our records indicate the following registered agents for the corporation. Indicate any changes or deletions below. All agents must have a Louisiana address. Do not use a P. O. Box. **A NEW REGISTERED AGENT REQUIRES A NOTARIZED SIGNATURE.**

CHARLES H. FORD  
5319 DIDESSE DR. SUITE B BATON ROUGE, LA 70808-6401

I hereby accept the appointment of registered agent(s).	Sworn to and subscribed before me on NOTARY NAME MUST BE TYPED OR PRINTED WITH NOTARY #
<b>New Registered Agent Signature</b>	<b>Notary Signature</b> <b>Date</b>

This report reflects a maximum of three officers or directors from our records for this corporation. Indicate any changes or deletions below. Include a listing of all names along with each title held and their address. Do not use a P. O. Box. If additional space is needed attach an addendum.

CHARLES H. FORD 5319 DIDESSE DR. SUITE B BATON ROUGE, LA 70808-6401	Treasurer, Director
CATHERINE L. SIMMONS 5319-B DIDESSE DR. BATON ROUGE, LA 70808	Secretary
EVA ABATE 922 VILLAGE LANE LAKE CHARLES, LA 70605	President

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<b>SIGN →</b>	<b>To be signed by an officer or director</b> CHARLES H. FORD (SIGNED ELECTRONICALLY)	Title	Phone	Date 12/02/2010
	Signee's address	Email Address CHARLIE@LAMISSTENN.ORG		(For Office Use Only)

Enclose filing fee of      \$5.00 <b>Make remittance payable to Secretary of State</b> <b>Do Not Send Cash</b> <b>Do Not Staple</b> web site: <a href="http://www.sos.louisiana.gov">www.sos.louisiana.gov</a>	Return by:                      12/15/2010 To: <b>Commercial Division</b> <b>P. O. Box 94125</b> <b>Baton Rouge, LA 70804-9125</b> <b>Phone (225) 925-4704</b>	<b>DO NOT STAPLE</b>
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