

UNITED STATES OF AMERICA
State of Louisiana



James H. "Jim" Brown
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
a copy of the Articles of Incorporation of

THE NORTH SHORE UNITARIAN UNIVERSALIST
SOCIETY OF LOUISIANA, INC.

Domiciled at Lacombe, Louisiana, Parish of St. Tammany,

A corporation organized under the provisions of R.S. 1950,
Title 12, Chapter 2, as amended,

By Act before a Notary Public in and for the Parish of St.
Tammany, State of Louisiana, on August 5, 1985,

Was filed and recorded in this Office on September 3, 1985,
the date when corporate existence began, and filed in the
Record of Non-Profit Corporations Book 341,

And all fees having been paid as required by law, the
corporation is authorized to transact business in this
State, subject to the restrictions imposed by law, including
the provisions of R. S. 1950, Title 12, Chapter 2, as
amended.

*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,
September 3, 1985*

Jim Brown

CE

Secretary of State



ARTICLES OF INCORPORATION

UNITED STATES OF AMERICA

OF

STATE OF LOUISIANA

THE NORTH SHORE UNITARIAN UNIVERSALIST
SOCIETY OF LOUISIANA, INC.

PARISH OF ST. TAMMANY

BE IT KNOWN, that on this 5th day of AUGUST,
1985.

BEFORE ME, JAMES G. COATE, JR., a Notary Public in and for
the Parish of St. Tammany, State of Louisiana, personally came and appeared the
subscribed, E.A. MALONE hereto, of the full
age of majority, who declared unto me, Notary, in the presence of the undersigned
competent witnesses, that availing himself of the provisions of the Louisiana
Business Corporation Law, he does hereby form a corporation under and in accordance
with the Articles of Incorporation set forth herein below, to-wit:

ARTICLE I.

NAME

The name of the corporation:

THE NORTH SHORE UNITARIAN UNIVERSALIST SOCIETY OF LOUISIANA, INC.

ARTICLE II.

PURPOSE

This corporation is organized and it shall be operated exclusively for religious
and charitable purposes to foster the growth of liberal religious principles within
the corporation as well as within society as a whole. Such purpose shall also
include the receipt of and administration of donations of money, property, or other
items of value for the benefit of the corporation or society as a whole, in accordance
with the purposes stated herein. And further, to generally do all things necessary
or proper to achieve such ends.

This corporation is a non-profit corporation as defined in LA. R.S. 12:201,
subsection 7. No part of the net earnings or other assets of this corporation
shall inure to the benefit of any private individual, and this corporation shall
never carry on propaganda, or otherwise attempt to influence legislation.

ARTICLE III.

OFFICERS

The officers of this corporation shall consist of a president, a vice president a secretary, a treasurer, and four trustees, all of whom shall constitute the board of trustees. No individual may simultaneously hold two offices. The above described officers of the corporation are to be elected by secret ballot. All officers shall be voting members of the corporation.

ARTICLE IV.

POWERS

The corporate powers and management of this corporation shall be vested in and exercised by a Board of Trustees of eight (8) members, in accordance with the by-laws of the organization, to be elected at the annual meeting of the non-profit corporation at a time and date decided at the initial meeting of the members, to be held at the registered office of the corporation or at such other place within or without the State of Louisiana as may be provided in the by-laws.

All officers and trustees shall serve for two (2) years, except as required below, or until their successors are duly elected and installed. The President, Secretary and two (2) Trustees shall initially serve for one (1) year so that thereafter half of the Board of Trustees will be elected at each annual meeting.

At all elections for trustees, as well as at all other meetings of the members, a majority of the members in attendance shall decide all elections or any questions coming before any such meeting.

Any vacancy occurring among the trustees of this corporation by death, resignation, or otherwise, shall be filled by election for the unexpired term at the next regular or special meeting of the Board of Trustees.

Failure to elect trustees annually shall not dissolve this corporation nor impair its corporate existence or management, but the trustees then in office shall remain in office until their successors shall have been duly elected and installed.

At any meeting of the Board of Trustees, a majority of the trustees shall constitute a quorum, and a quorum shall be necessary to consider any question that may come before any meeting of the trustees except the purchase, sale, encumbrance or hypothecation of an immovable. If a quorum is not present at a duly assembled meeting, a majority of those present may adjourn the meeting but may not transact any other business until a quorum is secured. A quorum being present, the affirmative vote of a majority of the trustees present shall be necessary to decide any questions.

The authority to amend the by-laws and the authority to buy, sell, mortgage, pledge or hypothecate real property shall be reserved to the general membership of the corporation. Any proposal to amend the by-laws or to buy, sell, mortgage, pledge, hypothecate real property as well as the time and location of the annual or special meeting at which the proposal is to be considered will be distributed to all members at least 10 days prior to such meeting. All other business of the corporation may be conducted by the Board of Trustees.

Special meetings of the members of this corporation may be called at such times and places as determined by the Board of Trustees or by the President.

Meetings of the Board of Trustees may be held outside of the State of Louisiana, provided proper notice has been given to each trustee.

ARTICLE V.

INCORPORATORS

The name and post office address of the incorporator is:

E.A. MALONE

121 PINE DRIVE

COVINGTON, LOUISIANA 70433

Location and Municipal Address of the Registered Office is P.O. Box 1284, Mandeville Louisiana, 70448; Montana St., Lacombe, LA 70445

Name and Post Office Address of its Registered Agent is William L. Astin, 544 Barbara Place, Mandeville, Louisiana 70448;

Names and Address of the First Directors are:

President - William L. Astin, 544 Barbara Place, Mandeville, LA 70448;

Vice-President - Richard A. Harris, 1443 Monroe, Apt. B, Mandeville, LA 70448;

Secretary - Sue Garland, 172 Bertel Drive, Covington, Louisiana 70433;

Treasurer - Frank Ferrando, 2322 Jay Street, Slidell, Louisiana 70460;

ARTICLE VI.

CAPITAL

This corporation is to be organized on a non-stock basis. There shall be but one class of membership. The members may be admitted by signing the membership book. Subject to the following, all members shall be entitled to one vote at an annual or special meetings of the corporation. A member must be present to vote and voting by proxy is not allowed. Members may resign by written resignation submitted to the Board of Trustees, and such resignations shall be effective when received by the Board of Trustees. Annually, the Board of Trustees may remove from membership by majority vote anyone who has not made any financial contribution, nor attended any meetings, nor indicated in writing a desire to continue membership during the preceding one (1) year.

ARTICLE VII.

PLEDGES

Pledges as paid in, as well as contributions made from time to time to this corporation for its use in furtherance of its objects and purposes, may be used promptly, at the discretion of the Board of Trustees, to carry out the objects and purposes of this corporation or may be employed or invested so that the revenues therefrom may be used to carry out the objects and purposes of this corporation; provided, however, that said investments may be converted thereafter into cash and the proceeds used, as required, to carry out the objects and purposes of this corporation.

ARTICLE VIII.

LIABILITY

No member of this corporation shall ever be held liable or responsible for contracts, debts, or defaults of this corporation, nor shall any mere informality in organization have the effect of rendering these Articles of Incorporation null or of exposing the members to any liability other than as above provided.

ARTICLE IX.

DISSOLUTION

Notwithstanding anything hereinabove contained, in the event of the dissolution or final liquidation of this corporation, any surplus, in excess of the corporation's outstanding liabilities shall be promptly transferred and delivered to the Unitarian Universalist Association for its general purpose, this transfer to be made in full compliance with applicable law.

ARTICLE X.

NET EARNINGS

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to 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 payments and distributions in furtherance of the purposes set forth in Article II hereof.

ARTICLE XI.

ACTIVITIES

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 by a corporation exempt from Federal Income Tax under the Internal Revenue Code.

THUS DONE AND PASSED in my notarial office in the City of Mandeville, State of Louisiana, on the day, month and year hereinabove set forth in the presence of the undersigned competent witnesses and me, Notary, after reading of the whole.

WITNESSES:

Mary Ann Palmer x J. A. Malone
x Peggy Head _____

James G. Coate, Jr.
NOTARY

A TRUE COPY
James G. Coate, Jr.
JAMES G. COATE, JR.