

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED REGISTERED AGENT  
ACT 759 OF 1987

To the State of Louisiana  
Secretary of State  
Corporations Division

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

On this 15<sup>th</sup> day of March, 1995, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared Kathryn Manadier, whose mailing address is 4810 Thomas Road, Baton Rouge, LA 70807, who is known to me to be the person who is named as the registered agent of SCOTLANDVILLE COMMUNITY DEVELOPMENT CORPORATION, in the foregoing instrument, and who, being duly sworn, acknowledged to me that he does hereby accept appointment as Registered Agent of Scotlandville Community Development Corporation, which is a corporation authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, Chapters 1, 2 and 3.

Kathryn J. Manadier  
Kathryn Manadier

Sworn to and subscribed before me  
on the day, month and year first  
above set forth.

Judy L. Best  
Notary Public

UNITED STATES OF AMERICA  
State of Louisiana

**Fox McKeithen**

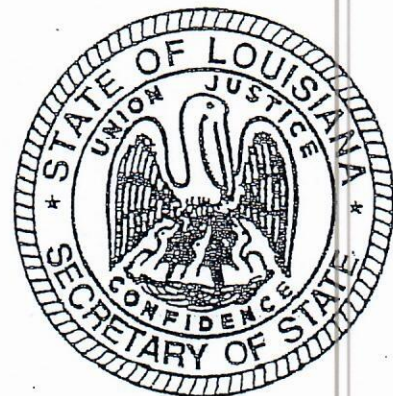
SECRETARY OF STATE

*As Secretary of State, of the State of Louisiana, I do hereby Certify that*

the annexed and following is a True and Correct copy of the Articles of Incorporation as shown by comparison with document filed and recorded in this Office on March 29, 1995.

*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,*

November 3, 1999  
*Fox McKeithen*



LCO 34489659N  
Secretary of State

ARTICLES OF INCORPORATION

OF

SCOTLANDVILLE COMMUNITY DEVELOPMENT CORPORATION

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN, on this 15<sup>th</sup> day of March, 1995, personally came and appeared before me, the undersigned Notary Public, the subscribers hereto, being of the full age of majority, who declared to me, in the presence of the undersigned competent witnesses, that, availing themselves of the Louisiana Nonprofit Corporation Law, they do 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.

I.

The name of this corporation is Scotlandville Community Development Corporation.

II.

The Corporation is a nonprofit corporation.

III.

The period of its duration is perpetual.

IV.

The Corporation is organized and shall be operated exclusively for charitable or educational purposes, including such purposes but without limitation thereon:

1. To combat community deterioration, poverty, racial discrimination and prejudice; to reduce neighborhood tensions; relieve the poor, distressed and underprivileged of the Scotlandville area of the Parish of East Baton Rouge, State of Louisiana.

2. To combat community deterioration by assisting in the maintenance or development of adequate housing in the Scotlandville area of the Parish of East Baton Rouge, State of Louisiana.

3. To conduct activities to achieve charitable and educational objectives within the Scotlandville area of the Parish of East Baton Rouge, State of Louisiana, including: residential rehabilitation and commercial area revitalization; development of health, social service and recreational facilities; and providing other social services and counseling.

4. To raise the economic and educational levels of underprivileged residents of the Scotlandville area of the Parish of East Baton Rouge, State of Louisiana by:

a) expanding the opportunities available to said residents to own, manage and operate business enterprises; furthering the development of locally owned or operated business enterprises in such area; assisting said residents in developing entrepreneurial and management skills necessary for the successful operation of business enterprises; providing financial support for the successful operation of business enterprises by said residents and assisting said residents in obtaining such financial support from other sources; and

b) furnishing management, administrative and other business advice, support, training and technical assistance to said residents in order to enable them to operate business ventures successfully.

5. To support or conduct such other or further activities as may be desirable to lessen the burdens of government.

6. In furtherance of its charitable goals, and limited by them, the Corporation will assist in the development of projects, studies and other activities in this Scotlandville community for the combating of community deterioration, physical and economic, securing of decent, safe and sanitary housing and other facilities conducive to the progress and general welfare of the community, and the provision of employment and training opportunities for unemployed and underemployed residents which would not occur if not for the work of the Corporation.

7. To research and disseminate information concerning residential and commercial development and other community improvement programs, and otherwise, to improve

the flow of information and communication within the Scotlandville community.

8. To encourage participation and cooperation of neighborhood residents, business owners and operators, representatives of other neighborhood institutions, owners of real property within this community, representatives of local government, and representatives of financial institutions and foundations to work together to improve housing, employment and general community conditions and to promote, stimulate and foster investment and reinvestment within the Scotlandville community.

9. To encourage and advance the availability, accessibility and affordability of financial and technical assistance to revitalization projects undertaken by or on behalf of the Corporation, and to the Scotlandville community in general, that would not be available or accessible or affordable if not for the work of the Corporation.

10. To promote and improve housing conditions in sections of the Scotlandville community through rehabilitation, construction, financing and/or sale of housing and through other initiatives that are designed to enhance housing opportunities for low and moderate income neighborhood residents, as such terms are defined under the Community Development Block Grant (CDBG) and HOME programs of the United States Department of Housing and Urban Development, or similar future programs.

11. To act to lessen and eliminate blighting conditions, economic depression and the deterioration of residential and commercial properties by expanding economic opportunities available to low-income persons and families.

12. To initiate or engage in other community improvement programs designed to contribute to the economic revitalization of the Scotlandville community and to the general well-being of low-income Scotlandville residents. For example, to include such programs that will:

- a) Preserve and promote the historical character of the target area;
- b) Promote the target area as a strong neighborhood;
- c) Improve the quality of rental and owner-occupied housing in the target area;

- d) Provide education and training to disadvantaged residents who seek to develop business which will improve their living conditions;
- e) Increase the rate of home ownership in the target area;
- f) Establish a literacy program in target area placing emphasis on at-risk youth;
- g) Create meaningful activities for youth in target areas;
- h) Reduce vandalism, drug dealing activity and other crime;
- i) Work with businesses who provide benefits in the bounded area as determined by the corporation providing management, technical assistance and financial assistance to new or expanding businesses who provided services needed in the organizational boundaries and employing significant numbers of economically deprived residents; and
- j) Develop decent housing that is affordable to low and moderate income people.

13. To acquire land and interests in the Scotlandville community and to develop such and or otherwise cause such land to be developed, or sell or lease such land for development, in a manner consistent with revitalization purposes of the Corporation;

14. To act in any other fashion and engage in other activities and functions as are proper and will further the goals and purposes of the Corporation, and to deal with and expend any such property or income therefrom for any of the aforesaid purposes without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the By-laws of the Corporation, or any other limitations as are prescribed by law, provided that no such activity shall be such as is not permitted by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding future provision of the Code or subsequent tax law.

To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon nonprofit corporations in the State of Louisiana.

No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any director or officer of this Corporation or any other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make reasonable payments and distributions in furtherance of the aforementioned purposes of the Corporation. In accordance with the existing law of the United States Government, the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office by publishing or distributing statements, or in any other way. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

V.

The Corporation is organized on a nonstock basis.

VI.

The address of the initial registered office is 8545 Scenic Highway, Baton Rouge, LA 70807, and the name and address of the initial registered agent is Kathryn Manadier, 4810 Thomas Road, Bton Rouge, LA 70807.

VII.

The Corporation shall have members.

VIII.

The number of members of the Board of Directors shall be fixed, from time to time, by the Bylaws, but at no time shall there be less than three natural persons. There shall be three (3) classes of directors. The names and addresses of the persons who are to act as the initial Board of Directors of the Corporation for the terms provided below, and until such time as their successors shall have been elected and qualified, are:

A) Class 1 shall be comprised of four (4) Directors. The initial Class 1 Directors shall be:

Ronald Smith  
1822 77th Ave.  
Baton Rouge, LA 70807

Pat McCallister-LeDuff  
2643 70th Ave.  
Baton Rouge, LA 70807

Kathryn Manadier  
4810 Thomas Road  
Baton Rouge, LA 70807

Nathan Smith  
1822 77th Street  
Baton Rouge, LA 70807

Alvin Jackson  
2858 75th Ave.  
Baton Rouge, LA 70807

Barbra Bilberry/Hall  
6147 Peyton Drive  
Baton Rouge, LA 70807

Ivory Payne  
62206 Stoneyview  
Baker, LA 70714

The initial Class 1 Directors above named shall serve for a term of three (3) years.

B) Class 2 shall be comprised of four (4) Directors. The Initial Class 2 Directors shall be:

Lionel Spruel  
11263 Hooper  
Baton Rouge, LA 70810

Mary Emerson  
13947 Brantley Drive  
Baton Rouge, LA 70714

Sophia Sadler  
2655 Jay Street  
Baton Rouge, LA 70807

Dr. Ruby Jean Simms  
1290 Oriole  
Baton Rouge, LA 70807

Nathaniel Spears  
12236 Mumford  
Baton Rouge, LA 70807

Izola Ennis  
9062 Scenic Highway  
Baton Rouge, LA 70807

Geraldine Simms  
1290 Oriole  
Baton Rouge, LA 70807

The initial Class 2 Directors named above shall serve for a term of two (2) years.



(C) Class 3 shall be comprised of all remaining Directors.

The initial Class 3 Directors shall be:

Truett Thorn  
4243 Florida Blvd.  
Baton Rouge, LA 70806

Robert Newman  
7860 Emile Street  
Baton Rouge, LA 70807

Roosevelt Hanley  
10185 Avenue B  
Baton Rouge, LA 70807

Myrtle Keller-Perkins  
1225 Mayhigh  
Baton Rouge, LA 70807

Linda Johnson  
2212 69th Ave.  
Baton Rouge, LA 70807

Sheila Legarde  
999 Rosenwald Road, Apt. 8017  
Baton Rouge, LA 70807

The initial Class 3 Directors named above shall serve for a term of one(1) year.

#### IX.

The names and addresses of the incorporators are:

Alvin Jackson  
2858 75th Ave.  
Baton Rouge, LA 70807

Kathryn Manadier  
4810 Thomas Road  
Baton Rouge, LA 70807

Pat McCallister-Leduff  
2643 70th Avenue  
Baton Rouge, LA 70807

Ronald Smith  
1822 77th Avenue  
Baton Rouge, LA 70807

X.

The initial Bylaws of the Corporation shall be adopted by its Board of Directors and the power to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors.

XI.

Amendments to these articles shall require the affirmative vote of seventy-five (75%) percent of the members of the Corporation voting at a special meeting of the Board of Directors called for that purpose.

XII.

The officers and directors of the Corporation shall have full authority, consistent with these articles and the Corporation's Bylaws, to regulate the internal affairs of the Corporation and to establish its policies.

XIII.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction upon suitable proceedings brought exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

XIV.

The Corporation may take and hold any donations, grants, devises or bequests which may be made in the support of its purposes. All funds of the Corporation, whether from donation or otherwise, in excess of the expenditures necessary for the proper administration of such funds, shall be used exclusively for carrying on and promoting the charitable, religious, educational and other non-profitable purposes for which the Corporation is formed as herein set forth.

XV.

The Corporation is a nonprofit corporation organized solely for the purposes specified in Article IV, and no part of its property, whether income, or principal, shall ever inure to the benefit of any director, officer, or employee of the Corporation, or any individual having a personal or private interest in the activities of the Corporation, nor shall any such director, officer, employee or individual receive or be lawfully entitled to receive any profit from the operations of the Corporation except reasonable amounts for salary or other compensation for personal services actually rendered in carrying out one or more of its stated purposes.

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 Code of 1986 (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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

XVI.

Anything to the contrary herein notwithstanding, the Corporation and the directors shall not engage, participate or intervene in any activity or transaction which would cause the Corporation to lose its status as an exempt organization under the provisions of the Internal Revenue Code of 1986 or corresponding provision hereafter in effect; and the use, directly or indirectly, of any part of the Corporation's assets in any such activity or transaction is hereby expressly prohibited. Furthermore, no loans shall be made by the Corporation to the directors or officers.

