

**SECOND ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
GOODWOOD PROPERTY OWNERS LEAGUE, INC.**

Each of the undersigned, President and Secretary, respectively, of the Goodwood Property Owners Association, Inc. (hereinafter "Corporation"), the same corporation by a different name to the originally named Goodwood Property Owners League, Inc., does hereby certify that a Resolution seeking to amend both the first Amended Articles of Incorporation of the Corporation (the October 3, 1990 amendments) and the original Articles of Incorporation of Goodwood Property Owners League, Inc. (enacted May 15, 1964), was duly presented to the voting power of the Corporation at a meeting held on October 17, 2017. The full Resolution, which includes the tally of voting by the members having the right to vote thereon, is attached hereto. Said Resolution shows that it was approved by an affirmative vote in excess of two-thirds (2/3) of the voting power of the Corporation, as required by LSA-R.S.12:§237 - 238. Accordingly, the Second Articles of Amendment to Articles of Incorporation of Goodwood Property Owners League, Inc., as written and approved *in-toto* below, are as follows, and are effective on filing with the Louisiana Secretary of State.

1.

All prior Articles concerning the Name of the Corporation are amended, such that the Name of the Corporation in its entirety is as follows:

Article 1

NAME

The name of this corporation shall be the Goodwood Property Owners Association, Inc.

2.

All prior Articles concerning the Purpose(s) of the Corporation are amended, such that the Purpose(s) of the Corporation in their entirety are as follows:

Article II

PURPOSES

This Corporation is organized for the following purposes and to carry on the following purposes, to wit:

To organize the property owners in the area known as Goodwood, which is bounded on the West by a point west of S. Fairfax Drive running south from Florida Boulevard to Government Street, then to a point where Jefferson Highway intersects with Government Street, then following along Jefferson Highway in a southeasterly direction to the intersection of Lobdell Avenue and continuing in a southeasterly direction to the Old Hammond Highway, then

east on the Old Hammond Highway to a point past Carter Avenue; north to LaSalle Ave., then east to include Charmaine Ave., then north to the intersection of East Airport Avenue, and Florida Boulevard and then in a westerly direction on the south side of Florida Boulevard to the intersection of Florida Boulevard and a point west of S. Fairfax Dr.

The purpose of the Corporation is to conduct any lawful business for which a “nonprofit organization” can be formed under Louisiana law.

3.

All prior Articles concerning the Duration of the Corporation are amended, such that the Duration of the Corporation in its entirety is as follows:

Article III

DURATION

This Corporation shall enjoy corporate existence in perpetuity.

4.

All prior Articles concerning the Status of the Corporation are amended, such that Status of the Corporation in its entirety is as follows:

Article IV

NONPROFIT STATUS

This Corporation is a nonprofit corporation.

5.

All prior Articles concerning the Registered Office of the Corporation are amended, such that the Registered Office of the Corporation in its entirety is as follows:

Article V

REGISTERED OFFICE

The location and registered address of this Corporation is 7515 Jefferson Highway, #119, Baton Rouge, Louisiana 70806.

6.

All prior Articles concerning the Registered Agent(s) of the Corporation are amended, such that the Registered Agent(s) of the Corporation in its entirety is as follows:

Article VI

REGISTERED AGENT(S)

The full name and address of the registered agent of this Corporation is Norman V. Ryan, Sr., 7515 Jefferson Highway, #119, Baton Rouge, Louisiana 70806.

7.

All prior Articles concerning the Names, Addresses and Terms of Office of the Board of Directors are amended, such that the Names, Addresses and Terms of Office of the Board of Directors of the Corporation in their entirety are as follows:

Article VII

NAMES, ADDRESSES AND TERMS OF OFFICE OF THE CURRENT BOARD OF DIRECTORS

David Alligood	7657 Sevenoaks Ave	2019
Gwen Bizette	360 S Ardenwood Dr	2018
Debbie Calmes	7213 Lasalle Ave	2018
Matt Diez	345 W. Ardenwood Dr.	2019
Donald Elliott	6734 Lasalle Ave	2018
De'Anna Ernst	1579 Keed Ave	2017
Ed Everitt	1474 Keed Ave	2017
Lynn Coxe Graham	6215 Esplanade Ave	2018
Robert Howerton	7161 Sheffield Ave	2018
Mollie Montelaro	7043 Lasalle Ave	2019
Norm Ryan	7344 Sevenoaks Ave	2017
Susan Stentz	375 S Carrollton Ave	2018
Jonathan Tittlebaum	6363 Sevenoaks Ave	2019
Dennis Vidrine	6582 Esplanade Ave	2019
Karen French Watson	6472 Goodwood Ave	2018

8.

All prior Articles concerning the Basis of Organization of the Corporation are amended, such that the Basis of Organization of the Corporation in their entirety are as follows:

Article VIII

BASIS OF ORGANIZATION

- A. Membership in the Corporation is organized on the non-stock basis of: (1) residential property ownership, or (2) in the case of commercial entities, either ownership of or rental of one or more facilities, all within the geographic parameters of Article II above. There is no limit on the amount of members in the Corporation. The Board of Directors of the Corporation shall have the authority to establish and apply other requirements for full membership in the Corporation, including but not necessarily limited to the determination of and implementation of a dues and/or fees structure, and the time attendant thereto, not otherwise incompatible with these Amended Articles.
- B. The paid in capital of the Corporation is the net assets of the Corporation as of the date of passage of these Amended Articles.
- C. Each member of the Corporation who or which has met the full requirements of these Amended Articles and the Board of Directors' requirements, shall be classified as having full membership in the Corporation, which includes the right to vote on Corporation matters.
- D. The Board of Directors of the Corporation shall have the authority to: (1) establish and apply requirements for classification of less than full membership in the Corporation, (2) determine and implement a dues and/or fees structure thereto, and (3) establish any privileges of voting attendant thereto.

9.

All prior Articles concerning the Board of Directors; By Laws, Rules, Regulations of the Corporation are amended, such that the Board of Directors; By Laws, Rules, Regulations of the Corporation in their entirety are as follows:

Article IX

BOARD OF DIRECTORS; BY LAWS, RULES, REGULATIONS

- A. Board of Directors: Operation of the Corporation shall be vested in and exercised by a Board of Directors consisting of only fully qualified members of the Corporation. The Board of Directors has the authority and power to determine the number of directors who shall comprise the Board, and the terms of each

director's office, so that to the extent feasible the Board may effectuate the purposes for which the Corporation is to serve the Goodwood community; ideally the number of directors should be no less than nine (9), no more than fifteen (15), should represent the various sections of Goodwood, and the directors should serve overlapping terms. Directors shall be elected at the fall annual meeting of the Corporation by only fully qualified voting members.

- B. **By Laws, Rules, Regulations:** The Board of Directors shall have the power, except as otherwise expressed herein, to fix and define the duties of all officers and committees.

The Board of Directors shall elect from their group a President, Vice President, Secretary and Treasurer. The Board of Directors shall further have the power and authority to fix and define the duties of the several officers, alter and amend all by laws, rules and regulations, necessary and proper for the support and management of the business and affairs of the Corporation, and for the regulation of the conduct of the members and to provide penalties for any of them for violation of said laws, rules and regulations, and to establish regulations governing the election of members.

- C. **To Borrow Money and Purchase Property:** The Board of Directors shall have the power and authority to borrow money as may be necessary or advisable for the Corporation; to purchase property, real, personal, or mixed, and to grant vendor's liens and mortgages for the purchase price thereof, and for that purpose execute and assume mortgages thereon, to issue notes, pledge bonds, or other obligations therefor in such amounts and on such terms as may be deemed necessary or advisable; and shall have power and authority to do all such acts and things as necessary to carry out the objects and purposes for which this Corporation is organized.
- D. **Sale of Property:** The Board of Directors shall have the power, only when authorized by a vote of two-thirds of the voting members present at a special meeting called for that purpose, of which meeting and proposed action due notice shall be given as hereinafter provided, to sell, lease, mortgage, or to exchange any/or all of the immovable property belonging to the Corporation.
- E. **Quorum:** A majority of the Board of Directors attending a Board meeting, either in person or by telecommunication, shall constitute a quorum for the transaction of business. Any member of the Board of Directors may be represented for the purpose of a vote at any meeting of the Board by any other Board member, when authorized by written proxy. No more than one (1) proxy vote can be assigned to each Director in attendance for the purpose of a vote.

F. Annual Meeting:

(1) The annual meeting of the fully voting membership for the election of members to the Board of Directors shall be held in the fall of each year, as close to the third Tuesday in October as is reasonably possible. The Board of Directors has discretion to deviate from this date, as necessary and proper. The Board of Directors shall give due notice to the membership of the time and date selected for the annual meeting, as herein provided.

(2) Special meetings of the fully voting membership may be held at such times as the Board of Directors may designate.

(3) On the written petition of not less than twenty-five (25) full voting members, it shall be the duty of the President, or in his absence, inability, or refusal to act, it shall be the Vice President's duty, to call a special meeting of the fully voting membership to be held not less than thirty (30) days nor more than six (6) weeks after receipt of the petition, the object of which meeting must be stated in the petition and in the notice of the meeting thus called.

(4) All elections shall be by ballot at the office of the Corporation or at such other place designated by the Board of Directors, and shall fall under the supervision of three (3) Commissioners, to be appointed by the Board of Directors, and in the absence of any Commissioner, the President shall have power and authority to fill the place by appointment.

(5) Thirty (30) days advance notice of any meeting in which fully voting members may vote shall be given to each resident or commercial entity who or which fully qualifies for voting membership, as reflected in the books and/or records of the Corporation. Said notice may be given in any and/or all ways of communication, including but not limited to the local official newspaper, mail, e-mail, phone mail, and text to the last known contact information for the member, plus yard signs and billboards. The notice shall announce the time, place and object of the meeting, whether such meeting be special, annual or otherwise.

(6) Quorum of Membership Meetings: At the meeting of the membership, at the annual meetings or special meetings, twenty-five (25) members shall constitute a quorum for the transaction of business.

G. Elections - Board of Directors:

(1) The Board of Directors shall announce the number of directors to be elected at each respective annual meeting, and that number shall be elected thereto. In the event a vacancy occurs during the year in the membership of the Board of Directors due to resignation, death, or any other cause, the Board may, in its discretion, fill such vacancy, or allow the vacancy to remain until the next annual meeting, at which time the vacancy shall be filled by membership vote.

(2) The Board of Directors elected at an annual meeting shall hold office for the term established, and remain in that office until their successor is elected and qualified. Failure to elect a Board of Directors shall not dissolve the Corporation, but those then in office shall remain in office until their successors are elected and qualified, and due notice of another election shall forthwith be given as above provided and such notice shall continue to be given until an election is held.

H. Election of Officers:

(1) The outgoing President, or such officers as may be designated by the outgoing Board of Directors, shall call together, in meeting, the newly elected Board of Directors, within seven (7) days after their election. The said Board shall elect from its own number a President, Vice President, Secretary and Treasurer, and such other officers as the Board may consider necessary.

(2) All officers elected by the Board shall be elected for such terms of office as shall be fixed by the Board, and shall be removable at the pleasure of the Board.

10.

All prior Articles concerning how to amend the articles of the Corporation are amended, such that Amending Articles of the Corporation in its entirety is as follows:

Article X

AMENDING ARTICLES

These Second Amended Articles of Incorporation may be amended at any annual or special meeting provided notice of the proposed amendment shall be given to the voting membership at the same time the notice of the meeting is called, provided said amendment received a two-thirds (2/3) majority vote of the members present at said meeting.

11.

All prior Articles concerning Dissolution of the Corporation are amended, such that Dissolution of the Corporation in their entirety are as follows:

Article XI

DISSOLUTION

Whenever this Corporation shall be dissolved, either by limitation or from any other cause, its affairs shall be liquidated by three (3) members, denominated as Commissioners, who are to be appointed by a vote of two thirds (2/3) of the fully voting members at a special meeting

convened for the purpose of liquidation. Said Commissioners shall remain in office until the affairs of the Corporation shall have been fully settled and liquidated. Said Commissioners shall have full authority and power to transfer and give title to all the assets and property of the Corporation, and distribute the proceeds. In case of death or disability, or resignation of one or more Commissioners, the vacancy shall be filled by the surviving Commissioner(s).

12.

All Articles prior to the present Second Amendment concerning prior Board of Directors of the Corporation are amended, such that the present and existing Board of Directors of the Corporation in their entirety are as follows:

Article XII

EXISTING BOARD OF DIRECTORS

- A. The Board of Directors (also may be previously known as the Board of Trustees) of the Corporation, presently existing and configured on the date of passage of these Second Amended Articles of Incorporation, and as more fully named, etc. in Article VIII above, shall remain in office, as existing and configured.

13.

All prior Articles concerning Limitation of Liability and Indemnification of the Corporation are amended, such that Limitation of Liability and Indemnification in their entirety are as follows:

Article XIII

LIMITATION OF LIABILITY AND INDEMNIFICATION

- A. The incorporator, directors, officers, employees and/or agents of the Corporation claim the benefits of limitations of liability as provided in LSA-R.S. 12:227, to the fullest extent allowed by law.
- B. The incorporator, directors, officers, employees and/or agents of the Corporation claim the benefits of indemnification as provided in LSA-R.S. 12:227, to the fullest extent allowed by law.

14.

There shall be added an Article XIV concerning Prior Acts, and it shall read in its entirety as follows:

Article XIV

PRIOR ACTS

The Corporation, through the affirmative vote of the holders of at least two-thirds (2/3) of the voting power of the Corporation at the meeting held on October 17th, 2017, approve all acts taken on and prior to October 17th, 2017 by the Corporation through its incorporator(s), director(s), officer(s), and employee(s), any and all boards in their corporate capacity, and any and all agent(s) not otherwise defined.

15.

There shall be added an Article XV concerning the Corporation's taxpayer identification number, and it shall read in its entirety as follows:

Article XV

TAXPAYER IDENTIFICATION NUMBER

The taxpayer identification number of the Corporation is 72-1367598.

GOODWOOD PROPERTY OWNERS ASSOCIATION, INC.

BY: _____
NORMAN V. RYAN, SR., PRESIDENT

BY: _____
SUSAN F. STENTZ, SECRETARY

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN, that on this _____ day of _____, 2017, before me, the undersigned authority, duly commissioned, qualified and sworn within and for the State and Parish aforesaid, personally came and appeared Norman V. Ryan, Sr. and Susan F. Stentz, to me known to be the identical persons who executed the above and foregoing Second Articles of Amendment to Articles of Incorporation of Goodwood Property Owners League, Inc., who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that they executed the above and foregoing Second Articles of Amendment to Articles of Incorporation of Goodwood Property Owners League, Inc., of their own free will, as their own hand and deed, for the uses, purposes and benefits therein expressed.

WITNESSES:

NORMAN V. RYAN, SR.

SUSAN F. STENTZ

RANDALL G. WELLS
ATTORNEY/NOTARY PUBLIC
LSBA #13360
My commission continues for my life.

**RESOLUTION OF THE GOODWOOD
PROPERTY OWNERS ASSOCIATION, INC.**

The Goodwood Property Owners Association, Inc. (hereinafter "GPOA"), acting pursuant to LSA-R. S. 12:§237 and 238, present the following Resolution to the voting power of the GPOA who have full voting rights and privileges, at the annual meeting of the GPOA held on October 17th, 2017. The purpose of the Resolution is to amend the two previous articles of incorporation governing the GPOA, plus make other amendments, such that an omnibus Second Articles of Amendment to Articles of Incorporation of Goodwood Property Owners League, Inc. that is to prospectively govern the GPOA will be considered and voted on for determination. The Resolution is as follows:

BE IT RESOLVED by the Goodwood Property Owners Association, Inc. that said corporation hereby:

- (1) amends the original Articles of Incorporation of Goodwood Property Owners League, Inc., which were enacted May 15, 1964, and
- (2) amends the first Amended Articles of Incorporation of the Corporation, which were made on October 3, 1990, and
- (3) enacts further amendments which adds two more articles to the incorporation of the GPOA,
- (4) all of which results in the present Second Articles of Amendment to Articles of Incorporation of Goodwood Property Owners League, Inc. that is to govern the GPOA, now and hereafter.

THE ABOVE RESOLUTION was presented to the voting power of the GPOA at the annual meeting of the GPOA held on October 17th, 2017. The voting tally is as follows:
_____ in favor, and _____ against. Accordingly, the Resolution
_____ the two-thirds threshold necessary to approve said Resolution.

DATED: _____

GOODWOOD PROPERTY OWNERS ASSOCIATION, INC.

BY:

NORMAN V. RYAN, SR., PRESIDENT

BY:

SUSAN F. STENTZ, SECRETARY