

**AMENDMENT TO ORIGINAL AND AMENDED ARTICLES OF
INCORPORATION FOR GOODWOOD PROPERTY OWNERS
ASSOCIATION, INC**

Each of the undersigned, President and Secretary, respectively, of the Goodwood Property Owners Association, Inc, (hereinafter “Corporation”), does hereby certify that a Resolution amending the original (enacted May 15, 1964) and amended (enacted October 3, 1990) Articles of Incorporation of the Corporation was duly adopted and approved by an affirmative vote in excess of two-thirds (2/3) of the voting power of the Corporation, as required by La.R.S.12:§237 – 238, at a meeting held on January 23rd, 2021.

1.

Article II of the Original Articles of Incorporation is amended to read in its entirety as follows:

**Article II
PURPOSES**

This Non-Profit 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: Beginning at a point of intersection of the centerline of Florida Blvd. and a line extending south to the western rear property line of S. Fairfax (Fairfax Heights Subdivision) to the western side property line of 5554 George Street (Legal Description Fairfax Heights Subdivision Lot 6) turning east along the southern rear property lines of George Street to a point of intersection of the centerline of Cloud Drive south to the centerline of Government Street turning east to the centerline of Jefferson Highway turning southeast to the centerline of Old Hammond Highway (State Highway Route 426) turning east to a point of intersection of a line extended from the eastern rear property line of the Fair Day Estates II Subdivision turning north along the eastern rear property line of Fair Day Estates II Subdivision and rear property line of Carter Avenue and a line extended to the point of intersection with the centerline of LaSalle Ave turning west to a line extended to the eastern rear property line of Charmaine Ave. turning north to a point of intersection with the centerline of the Normandy Lateral drainage canal turning northwest to a line extended from the western rear property line of Thurman Drive turning north to a point of intersection with the centerline of Goodwood Blvd. turning west to the point of intersection with the centerline of Lobdell Boulevard turning north to the point of intersection with centerline of Florida Blvd. turning west to the original point of the beginning.

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

2.

Article III of the original Articles of Incorporation is amended to read in its entirety as follows:

**Article III
DURATION**

This Corporation shall enjoy corporate existence in perpetuity.

3.

Article V of the original and amended Articles of Incorporation is amended to read in its entirety as follows:

**Article V
REGISTERED OFFICE**

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

This office may be updated by a majority vote of the Board of Directors through the annual report, filed with the Secretary of State, each time an incoming President is elected.

4.

Article VI of the original Articles of Incorporation is amended to read in its entirety 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.

The registered agent may be updated by a majority vote of the Board of Directors through the annual report, filed with the Secretary of State, each year.

5.

Article VII of the original Articles of Incorporation is amended to read in its entirety as follows:

**Article VII
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 number 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. These rules shall be set forth in the Bylaws of the Corporation.

6.

Article VIII of the original and amended Articles of Incorporation is amended to read in its entirety as follows:

**Article VIII
BOARD OF DIRECTORS; BY LAWS, RULES, REGULATIONS**

- A. The 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 Bylaws shall set forth the detailed qualifications, length of service, powers of the Board, and means for selecting the Members of the Board.
- B. By Laws, Rules, Regulations of the Corporation shall be set forth in the Bylaws of the Corporation. Those By Laws will also set forth, with particularity, rules involving quorum, dues, and the annual meeting.

7.

Article IX of the original and amended Articles of Incorporation is amended to read in its entirety as follows:

**Article IX
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.

GOODWOOD PROPERTY OWNERS ASSOCIATION, INC

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

BY: _____
AMEY SHORTESS-CROUSILLAC, SECRETARY

SWORN TO AND SUBSCRIBED
BEFORE ME THIS _____ DAY
OF _____, 2021.

WITNESSES:

NOTARY PUBLIC