

Tom Schedler
SECRETARY OF STATE

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

a copy of Restated Articles of Incorporation of

MARQUETTE HOME BUILDING AND IMPROVEMENT ASSOCIATION

Domiciled at NEW ORLEANS, LOUISIANA,

Was filed and recorded in this Office on May 28, 2015.

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 1, 2015

Secretary of State

WH02604110N



Certificate ID: 10604992#N83

To validate this certificate, visit the following web site, go to **Business Services**, **Search for Louisiana Business Filings**, **Validate a Certificate**, then follow the instructions displayed.
www.sos.la.gov

ARTICLES OF INCORPORATION

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MARQUETTE HOME BUILDING AND IMPROVEMENT ASSOCIATION

Pursuant to the Louisiana Non-Profit Corporation Law, Louisiana Revised Statutes 12:237, 12:238 and 12:241, Marquette Home Building and Improvement Association (hereinafter referred to as "Corporation"), a corporation organized and existing under the laws of the State of Louisiana, does hereby certify as follows:

FIRST: The President of Marquette Home Building and Improvement Association does hereby certify that the following Amended and Restated Articles of Incorporation of the Corporation were duly adopted and that he is duly authorized to execute these Amended and Restated Articles of Incorporation of the Corporation.

SECOND: Pursuant to Louisiana Revised Statute 12:241, the Corporation hereby amends and restates its Articles of Incorporation and that the restatement accurately copies the articles and all amendments thereto in effect at the date of the restatement, without substantive change except as made by any new amendment or amendments contained in the restatement, and such changes are indicated below:

Article 1 was amended to delete reference to the duration and purpose of the Corporation.

Article 2 was amended to clarify the purpose of the Corporation.

Article 3 was amended to change the Corporation's duration to perpetual.

Article 4 was amended to state the Corporation's status as a nonprofit corporation.

Article 5 was amended to state the Corporation's municipal address.

Article 6 was amended to update the Corporation's registered agent.

Article 7 was amended to state the Corporation is organized on a non-stock basis.

Article 8 was amended to address membership.

Article 9 was amended to address the procedure for amending the articles.

Article 10 was amended to address proxy voting.

Article 11 was amended to address officers.

THIRD: Each amendment has been effected in conformity with law.

FOURTH: The date of incorporation is August 1, 1956, and the date of restatement is May 13, 2015.

FIFTH: Upon effectiveness of this restatement, which occurs upon recordation of it by the Secretary of State, the original Articles of Incorporation, along with all subsequent amendments filed before recordation of this restatement, shall be superseded; and these restated articles shall be deemed to be the Articles of Incorporation of the Corporation.

SIXTH: At a special membership meeting of the Corporation on the 13th day of May, 2015, pursuant to Article VI of the original Articles of Incorporation of this Corporation, the membership approved by a two-thirds (2/3) vote of the members present (24 Yeas, 0 Nays), the following Amended and Restated Articles of Incorporation.

SEVENTH: Pursuant to La. R.S. 12:241, the names and addresses of incorporators and directors may be omitted from amended and restated articles.

EIGHTH: The text of the Articles of Incorporation of Corporation is hereby amended and restated to read in full as follows:

Article 1

The name of the Corporation shall be MARQUETTE HOME BUILDING AND IMPROVEMENT ASSOCIATION.

Article 2

This Corporation is organized exclusively for the purpose of holding title to property, including but not limited to 312-314 St. Charles Avenue, New Orleans, Louisiana 70130, to collect income therefrom and to transfer the net income to Marquette Council #1437 of the Knights of Columbus.

The further purposes of this Corporation are hereby declared, but not limited, to be:

- 1) To buy, sell, lease, erect or otherwise acquire, lands, club houses and all necessary buildings and appurtenances to further such ends; and
- 2) To hold, maintain and operate same and to sell lease or dispose thereof and generally to do all things necessary or proper to achieve such ends.

Article 3

The duration of the Corporation shall be perpetual.

Article 4

The Corporation is a nonprofit corporation.

Article 5

The location and municipal address is: 314 St. Charles Avenue, New Orleans, Louisiana 70130.

Article 6

The full name and municipal address of the Corporation's registered agent is: Stephen Babin, 2216 Danny Park, Metairie, Louisiana 70001.

Article 7

The Corporation is to be organized on a non-stock basis.

Article 8

Members of the Corporation consist solely of members of Marquette Council 1437 (Knights of Columbus) who are in good-standing. Termination for any reason of membership in good standing in Marquette Council 1437 (Knights of Columbus) shall automatically and immediately terminate membership in this Corporation and no terminated member shall have any further right, title, or interest in this Corporation or in the privileges of membership therein.

Only those members of Marquette Council 1437 who are in good standing and who have been initiated in the first three Degrees of the Order of the Knights of Columbus shall have the right to vote (referred to as "Voting Members").

Only Voting Members shall be eligible to be a Director.

Article 9

The Corporation may amend its Articles of Incorporation by using the following procedure.

- (1) An amendment altering the Articles of Incorporation shall be adopted by two-thirds of the Voting Members present, at any annual meeting or a special meeting of members.
- (2) The President or the Board of Directors may call a special meeting at which the amendment to the articles is to be considered.
- (3) Twenty (20) Voting Members shall constitute a quorum.
- (4) A quorum must be present at the first meeting at which the amendment to the articles is to be considered.

- (5) If a quorum is not present at the first meeting, then the amendment to the articles cannot be considered at that time. Any member may call for a second meeting. In the case of a second meeting, which is called due to the lack of a quorum, any number of voting members present at the second meeting shall constitute a quorum and may consider the amendment to the articles.
- (6) The notice of any first or second meeting, at which the amendment to the articles is to be considered, must be transmitted to the members not less than 15 days prior to the meeting. Notice may be submitted electronically by email or by posting notice on Marquette Council 1437's website or by U.S Mail. The notice shall set forth the proposed amendment or a summary of the changes to be made thereby.

Article 10

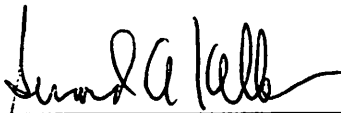
The right to vote by proxy shall be prohibited.

Article 11


The Board of Directors shall elect a President, a Secretary and a Treasurer, and may elect one or more Vice Presidents, which are the officers of the Corporation. Only Directors can be officers.

IN WITNESS WHEREOF, Marquette Home Building and Improvement Association has caused these Amended and Restated Articles of Incorporation to be signed by its duly authorized representative on this 27th day of May, 2015.

MARQUETTE HOME BUILDING
AND IMPROVEMENT ASSOCIATION

BY: 
Gerard A. Keller, President

ATTEST:

BY: 
Barry R. Waller, Secretary

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

BEFORE ME, the undersigned authority, duly commissioned and qualified in and for the State and Parish aforesaid, personally came and appeared GERARD A. KELLER, known to me to be the identical person who executed the foregoing Amended and Restated of Articles of Incorporation of Marquette Home Building And Improvement Association, who declared and acknowledged to me, in the presence of the undersigned competent witnesses, that he executed the foregoing Amended and Restated Articles of Incorporation of Marquette Home Building And Improvement Association of his own free will, as his own act and deed, for the purposes expressed therein.

THUS DONE AND SIGNED in my presence and in the presence of the undersigned competent witnesses on this 27th day of May, 2015.

WITNESSES:

Gerard A Keller
GERARD A. KELLER

Barry R Waller
BARRY R. WALLER
Print Name

Franco Celino
FRANCUS CELINO
Print Name

Mark C. Carver
NOTARY PUBLIC

Name: Mark C. Carver

Notary ID: LSBA # 22297

My commission expires: upon death.

