

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
LOUISIANA BAR FOUNDATION**

Louisiana Bar Foundation (the "Foundation") an active nonprofit corporation duly incorporated, authorized and existing under the laws of the State of Louisiana, by and through the undersigned Edmund J. Giering IV and Colleen C. Jarrott, President and Secretary, respectively, does hereby certify that:

1. Availing themselves of the provisions of the Louisiana Nonprofit Corporation Law, La. R.S. 12:201, *et seq.*, as amended from time to time, and Article XII of the Articles of Incorporation of the Foundation filed and recorded on May 20, 1985, the voting Fellows unanimously adopted the following amendment to and restatement of the Foundation's Articles of Incorporation as set forth below, at its annual meeting held on April 17, 2026 (the "Meeting"), and authorized the execution and delivery of these Amended and Restated Articles of Incorporation of Louisiana Bar Foundation to the Secretary of State for filing pursuant to the Louisiana Nonprofit Corporation Law.
2. A quorum, which consisted of thirty (30) voting Fellows of the Foundation, was present in person at the Meeting and voted unanimously in favor of the amendment to and restatement of the Articles of Incorporation of the Foundation.
3. The amendments and restatement, within the meaning of La. R.S. 12:237 and 12:241, do not adversely affect the rights of the voting Fellows of the Foundation.
4. Immediately following the effective date and time of these Articles of Amendment to and Restatement of the Articles of Incorporation, the Foundation remains organized on a non-stock basis.
5. (a). 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 of the Articles of Incorporation;
(b). Each amendment and restatement have been effected in conformity with law; and
(c). The original date of incorporation of the Foundation was April 28, 1969, and the date of the amendment and restatement is April 17, 2026.
6. The Articles of Incorporation were amended and restated, *in toto*; therefore, the Articles of Incorporation of the Foundation are deleted in their entirety and the following are inserted in lieu thereof:

ARTICLE I NAME

The name of the corporation is Louisiana Bar Foundation (hereinafter referred to as the "Foundation").

ARTICLE II PURPOSES AND LIMITATIONS

2.1 The Foundation is to engage in any lawful activity permitted to be carried on by a nonprofit corporation organized as such in the State of Louisiana, including primarily, but not limited to, receiving and accepting gifts, bequests and donations of property to be administered exclusively for charitable purposes, including:

- (a) To fund civil legal aid and improve and facilitate the administration of justice;
- (b) To promote study and research in the field of law, the diffusion of knowledge thereof, and the continuing education of lawyers;
- (c) To cause to be published and to distribute addresses, reports, treatises and other literary works on legal subjects and to acquire, preserve and exhibit rare books and documents, objects of art, and items of historical interest having legal significance or bearing on the administration of justice;
- (d) To provide or fund civil legal aid services to the indigent and mentally disabled;
- (e) To take by bequest, devise, gift, grant, purchase, lease or otherwise and to hold, manage and use for the purposes herein set forth, any property, real or personal, tangible or intangible, or any undivided interest therein; to convey, sell or otherwise dispose of such property and to invest, reinvest and manage the same, including the right to vote any stocks so held, in such manner as in the judgment of the directors of this Foundation will best promote its purpose;
- (f) To administer for charitable purposes property donated to the Foundation;
- (g) To distribute property for such purposes in accordance with the terms of gifts, bequests, or devises to the Foundation not inconsistent with its purposes or in accordance with determination made by the Board of Directors pursuant to these Articles;
- (h) To distribute property to qualified charitable organizations or for charitable purposes;

- (i) To the extent permitted by law, the Foundation shall give effect to the wishes of donors of gifts for designated purposes; provided, however, that the Foundation shall have the right to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the Board of Directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition is or becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the purposes of this Foundation; and
- (j) To do and perform all acts and things which are legitimate and are reasonably calculated to promote the interests and carry out the purposes of this Foundation.
- (k) Notwithstanding any of the provisions herein above, the Foundation shall not make any grant, contribution, or other financial support to any program that provides, benefits, supports, subsidizes, or promotes legal representation, advocacy, or services in criminal law matters, including but not limited to the defense, prosecution, or representation of individuals or entities in criminal proceedings.

2.2 The Foundation is organized exclusively for charitable, educational, literary, and scientific purposes, including, for such purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code").

2.3 The Foundation shall not carry on any activity not permitted to be carried on: (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) by a corporation, contributions to which are deductible under Section 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

2.4 The Foundation shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. No substantial part of the activities of the Foundation shall be attempting to influence legislation by propaganda or otherwise; except that the Foundation may make the election provided for in Section 501(h) of the Code with respect to influencing legislation and, only if it so elects, may make lobbying or grassroots expenditures that do not normally exceed the ceiling amounts prescribed by Section 501(h)(2)(B) and (D) of the Code.

2.5 No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, Board of Directors, officers, or any private individual or person, except that the Foundation shall be authorized and empowered to pay reasonable compensation for necessary services rendered to it, to reimburse persons incurring reasonable expenses on its behalf and to make payments and distributions in furtherance of the mission statement and purposes set forth above in this Article II.

ARTICLE III DURATION

The Foundation shall enjoy perpetual existence, unless sooner dissolved in accordance with law.

ARTICLE IV NON-PROFIT STATUS

The Foundation is organized exclusively as a nonprofit corporation under La. R.S. 12:201(7), *et seq.*, and shall enjoy all powers incident to a nonprofit corporation organized as such in the State of Louisiana, so long as such powers are consistent with the purposes and limitations of the Foundation set forth in Article II above or in any other provision of these Articles.

ARTICLE V REGISTERED OFFICE

The registered office and principal place of business of the Foundation shall be 601 Poydras Street, Suite 1777, New Orleans, Louisiana 70130, or at such other place in the State of Louisiana as the Board of Directors may from time to time designate.

ARTICLE VI REGISTERED AGENT

The full name and address of the Foundation's registered agent is:

Laura C. Sewell
601 Poydras Street, Suite 1777
New Orleans, Louisiana 70130

ARTICLE VII DIRECTORS

7.1 The activities, affairs, assets, business and corporate powers of the Foundation shall be managed, conducted, and exercised by the Board of Directors, whom shall be directors by virtue of their election, office, or appointment, the number and designation of which shall be as set forth in the Bylaws of the Foundation. The directors may be given any title deemed appropriate to them but shall be subject to all the provisions relating to directors under the Louisiana Nonprofit Corporation Law. Board members should be representative of the diverse ethnic, gender, legal and geographic communities of Louisiana and have demonstrated a commitment to and familiarity with the Louisiana civil legal aid community.

7.2 Any director absent from a meeting of the Board of Directors or any committee thereof may be represented by any other director, who may cast the vote of the absent director according to the written instruction, general or special, of the absent director.

7.3 Additional qualifications, powers, and duties of the members of the Board of Directors shall be as provided in the Bylaws of the Foundation.

ARTICLE VIII LIMITATION OF LIABILITY AND INDEMNIFICATION

8.1 No director or officer of the Foundation shall be liable to the Foundation or to its members for monetary damages for breach of his or her fiduciary duty as a director or officer, provided that the foregoing provision shall not eliminate or limit the liability of a director or officer for (1) any breach of his duty of loyalty to the Foundation or its members, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) liability for unlawful distributions of the Foundation's assets to the members of the Foundation, under and to the extent provided in La. R.S. § 12:226D, or (4) any transaction from which he or she derived an improper personal benefit.

8.2 The Foundation shall indemnify to the full extent from time to time permitted by law, any officer or director of the Foundation against any expenses or costs, including attorney's fees, actually and reasonably incurred by him or her in connection with any threatened, pending or completed claim, action, suit or proceeding, whether criminal, civil, administrative or investigative against such person or as to which he or she is involved solely as a witness or person required to give evidence because he or she is an officer or director of the Foundation.

ARTICLE IX NON-STOCK ORGANIZATION AND MEMBERSHIP

9.1 The Foundation shall be organized on a non-stock basis.

9.2 The members of this Foundation, hereinafter referred to as "Fellows", shall be those persons who have (i) satisfied the criteria for membership as may from time to time be established by the Board of Directors of the Foundation, and (ii) contributed such minimum amount as may from time to time be established by the Board of Directors, in the calendar year in which any regular or special meeting is held or in the calendar year immediately preceding any such meeting. Further, a voting Fellow is any member in good standing of the Louisiana State Bar Association, or any member of the faculty of a law school in Louisiana which is accredited by the American Bar Association who have (i) satisfied the criteria for membership as may from time to time be established by the Board of Directors of the Foundation and (ii) makes an annual dues payment or unrestricted donation. Each such Fellow shall be entitled to the rights and privileges of membership in the Foundation as prescribed in the Bylaws of the Foundation.

ARTICLE X BYLAWS

The Bylaws of the Foundation, as well as rules and regulations for the governance of the affairs of the Foundation, may be adopted, amended, restated or repealed upon approval by a majority vote of the Board of Directors, present or represented at any regular or special meeting called for such purpose.

ARTICLE XI LIQUIDATION AND DISSOLUTION

11.1 In the event of the liquidation, dissolution, or winding up the affairs of the Foundation, whether voluntary, involuntary, or by operation of law, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Foundation, dispose of all of the assets of the Foundation by distributing those assets exclusively for charitable purposes in such manner to a nonprofit organization or organizations having similar aims and objectives as the Foundation and which may be selected as an appropriate recipient of such assets or another nonprofit organization or organizations, as long as in any case such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Code or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) and as other than a private foundation under section 509(a) of the Code as the Board of Directors shall determine.

11.2 Any assets not so disposed of by the Board of Directors shall be distributed by the State Court which has general jurisdiction for the Parish in which the principal office of the Foundation shall then be located; provided, however, that any such distribution shall be made exclusively for such charitable purposes or to such charitable organization or organizations described in Section 501(c)(3) as said court may select.

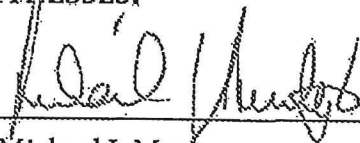
ARTICLE XII AMENDMENTS

12.1 These Articles of Incorporation may be amended by (a) a vote of thirty (30) voting Fellows at a regularly or specially called meeting of the Fellows, the notice of which shall set forth the proposed amendment or a summary of the changes to be made thereby; or (b) the written consent of thirty (30) voting Fellows, provided, however, no amendment shall authorize the Foundation to conduct its affairs in any manner or for any purpose contrary to the provisions of Section (501(c)(3) of the Code.

12.2 The notice of such amendment must be transmitted to the Fellows not less than ten (10) days prior to the meeting.

EXECUTED this 17th day of April 2026.

WITNESSES:



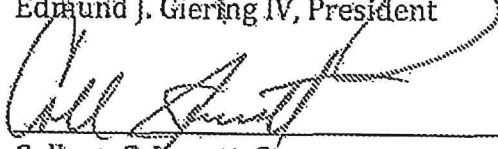
Michael J. Mestayer



Laura C. Sewell



Edmund J. Giering IV, President



Colleen C. Jarrott, Secretary