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**AIA LOUISIANA, THE LOUISIANA ARCHITECTS ASSOCIATION**

# **RESTATED AND AMENDED ARTICLES OF INCORPORATION**

Revised: 09-04-2014

AIA LOUISIANA  
521 America Street  
Baton Rouge, LA 70802

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Pursuant to Louisiana Revised Statute 12:241,

The below Restated Articles of Incorporation of the AIA Louisiana, The Louisiana Architects Association, accurately copies the articles and all amendments thereto in effect at the date of the restatement, without substantive change except as made by the new amendments contained in this restatement (NOTE: Louisiana forms have you list the specific articles which have been amended);

Each amendment has been effected in conformity with law;

The date of the original incorporation of the AIA Louisiana, The Louisiana Architects Association, is May 8, 1926;

The date of this restatement's adoption by the membership of the AIA Louisiana, The Louisiana Architects Association, is September 4th, 2014; and

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articles of incorporation, along with all subsequent amendments filed before recordation of this restatement, shall be superseded; and these restated articles shall be deemed to be the articles of incorporation of the corporation.

## ARTICLE I

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### NAME

The name of this nonprofit corporation is AIA Louisiana, The Louisiana Architects Association. In these Articles of Incorporation, it may be referred to as the "corporation" or the "Association."

## ARTICLE II

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### PURPOSE

The corporation is organized for the purpose of performing one or more activities within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"). The Corporation pledges that all its assets will be used exclusively for its exempt purposes. Specifically, the corporation shall have the following purposes:

- 2.1 To unite the architects of Louisiana in an effort to make their profession of ever increasing service to the citizens of the State by advocating means to protect and better the public health, safety, and welfare, in matters relating to the built environment, planning and to the design and construction of buildings.

2.2 To unify within the Association all of the Louisiana chapters of the American Institute of Architects (the "AIA").

2.3 To maintain high professional standards among architects practicing in the State of Louisiana.

2.4 To cooperate with all branches of government, other design professions, educational institutions and the building industry.

2.5 To afford architects a means to cooperate in the solution of their common professional problems.

2.6 To cooperate with the American Institute of Architects and its several Louisiana Chapters in all activities consistent with the purpose of this Association.

2.7 To provide for insurance benefit programs for its members and their employees and to provide other benefits as approved by the Board of Directors.

2.8 To disseminate information on architecture and the architectural profession to architects and to the public.

2.9 To borrow and to lend money and to own property of all kinds, movable or immovable, and to engage in other activities which may be incidental to any of the above powers.

2.10 This enumeration of specific powers shall not be construed as limiting or restricting in any manner the powers of this corporation, but the corporation shall have all the powers and authority which may be conferred upon nonprofit corporations under the provisions of the Louisiana Nonprofit Corporation Law, La. R.S. 12:201 through 12:269 (the "Act"), and any other applicable provisions of Louisiana law.

## ARTICLE III

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### DURATION

The existence of this corporation shall be perpetual.

## ARTICLE IV

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### REGISTERED OFFICE AND TAXPAYER IDENTIFICATION NUMBER

The location and address of the registered office of this corporation in the State of Louisiana is 521 America Street, Baton Rouge, Louisiana 70802. The taxpayer identification number of this corporation is 72-050772.

## ARTICLE V

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### REGISTERED AGENTS

The full name and address of the registered agent is: Marilyn B. Robertson, 521 America Street, Baton Rouge, LA 70802.

## ARTICLE VI

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### BASIS OF ORGANIZATION

This corporation shall be organized on a non-stock basis.

## ARTICLE VII

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### DIRECTORS AND OFFICERS

7.1 The direction and administration of this Association shall be vested in its Board of Directors (also referred to as the "Association Board") whose election shall be specified in the by-laws.

7.2 Each chapter president as representative to the Association Board shall be allowed to name an alternate to represent him provided that the alternate's name is submitted in writing to the Association Secretary / Treasurer.

7.3 The officers of the Association and the members of the Board of Directors shall continue in office until their successors are elected.

7.4 Any or all of the officers and directors may be removed with or without cause by vote of the members, or for cause by vote of the Board of Directors when there is a quorum of not less than a majority at the meeting at which the vote is taken. Should any officer or director be removed in this manner, the members that removed said person shall have the power to name his successor to serve until the next annual meeting of the Association.

7.5 The President shall have the authority to fill any vacancy which may occur among the officers of the Association, among the directors of the Association, or on any committee of the Association in any manner other than by removal of any officer or director as set forth above, and the person designated by the President shall serve until the next annual meeting of the Association.

7.6 The Board of Directors shall hold such meetings during the year as may be called by the President or as may be fixed by the Bylaws, at a time and place to be designated by the President or fixed by the Bylaws. At least one such meeting of the Board of Directors shall be held each year.

## ARTICLE VIII

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### MEMBERSHIP MEETING

8.1 There shall be an annual meeting of the membership of the Association, at a time during the year as prescribed by the Bylaws, for the purpose of electing officers and transacting any other business which may properly come before the membership. The date and place for the meeting shall be set by the Board of Directors, and the membership shall be notified of the date and place at least 15 days prior to the meeting.

8.2 At each annual meeting there shall be elected by a majority vote of the AIA members present, a President, President-Elect, three Vice Presidents, and a Secretary / Treasurer.

## ARTICLE IX

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### MEMBERSHIP AND DUES

9.1 All members of any type of all chapters of the American Institute of Architects in Louisiana (a "Louisiana Chapter of the AIA"), now existing or which shall hereafter be granted charters by the Board of Directors of the American Institute of Architects, shall be members of this Association.

9.2 The classifications memberships in the Association shall be the same as the classifications established by the AIA. To qualify for membership in the Association, the member shall be a member in good standing in the AIA or one of the Louisiana Chapters of the AIA. The membership shall exercise such privileges as are set forth in the Bylaws for the classification of members.

9.3 A person elected to membership or assigned to a Louisiana Chapter of the AIA shall automatically become a member of the Association with the same class of membership as he holds in the Chapter.

9.4 A member of the AIA or a member of a Louisiana Chapter of the AIA may not resign from the Association so long as he remains a member of the AIA or a member of a Louisiana Chapter of the AIA. Upon resigning or termination from a Louisiana Chapter of the AIA, or from the AIA, he automatically ceases to be a member of this Association.

9.5 A member of the AIA may be suspended or expelled only by action of the Board of Directors of the AIA.

9.6 Each member of this Association shall pay such dues, assessments, and firm fees as may be fixed or levied from time to time by a majority vote of the membership present and voting at any annual or special meeting of the Association for the classification in which he holds membership.

9.7 Dues of all Association members are due and payable as provided in the Bylaws of this Association.

## ARTICLE X

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### AMENDMENTS

10.1 These Articles may be altered or amended in any manner lawful under the laws of Louisiana relating to nonprofit corporations or, in addition, by the vote of two-thirds (2/3) of the members present at the annual meeting of this Association or at any special meeting held for the purpose of amending the Articles of Incorporation, provided that notice of the proposed amendment and the meeting at which it shall be voted on be given to the membership not less than 30 days prior to the date of the meeting.

## ARTICLE XI

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### DISSOLUTION

Upon dissolution, all corporation assets shall be distributed to an organization qualified as exempt from taxes under Section 501(a) of the Code that serves similar purposes as the Corporation.

## ARTICLE XII

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### RESTRICTIONS AND REQUIREMENTS

The corporation shall not pay dividends or other corporate income to its officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Section 501(c)(6) of the Code, the Treasury Regulations promulgated thereunder, and/or any related Internal Revenue Service ("IRS") pronouncements. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements, except to an insubstantial degree.
2. Have objectives that characterize it as an "action organization" as defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements.
3. Distribute its assets on dissolution other than described herein.
4. Permit any part of the net earnings of the Corporation to inure to the benefit of any private individual.



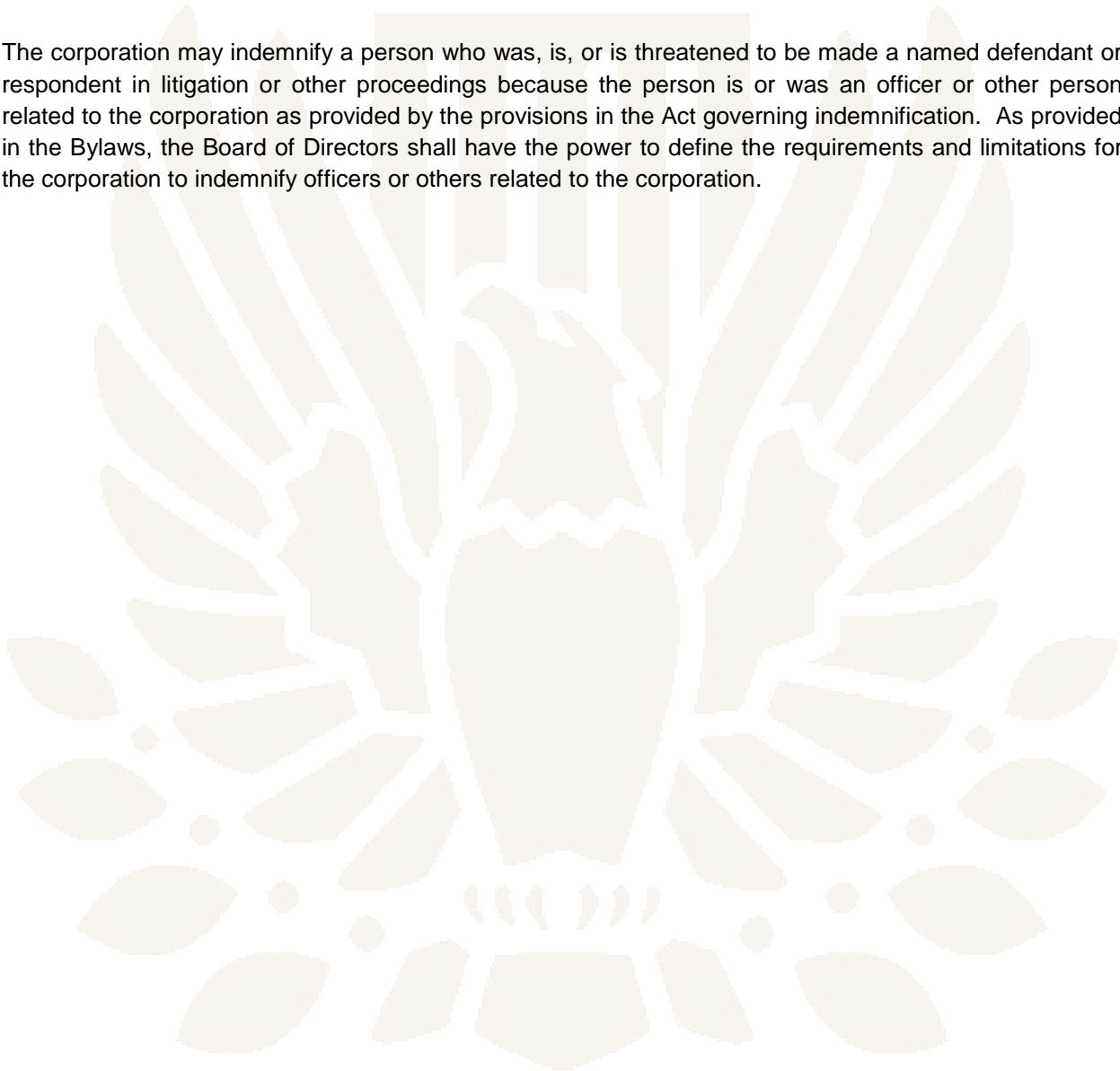
5. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

## ARTICLE XIII

### INDEMNIFICATION

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The corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was an officer or other person related to the corporation as provided by the provisions in the Act governing indemnification. As provided in the Bylaws, the Board of Directors shall have the power to define the requirements and limitations for the corporation to indemnify officers or others related to the corporation.



# ARTICLE XIV

## LIMITATION ON LIABILITY OF DIRECTORS AND OFFICERS

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A Director or officer is not liable to the corporation for monetary damages for an act or omission in the Director's or officer's capacity except to the extent otherwise provided by a statute of the State of Louisiana.

Executed this \_\_\_\_ day of \_\_\_\_\_, 2014.

WITNESSES

\_\_\_\_\_

President

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Secretary-Treasurer