

Tom Schedler
SECRETARY OF STATE

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

a copy of the Articles of Incorporation of

BATON ROUGE WOMEN'S TENNIS ASSOCIATION, INC.

Domiciled at BATON ROUGE, LOUISIANA,

Was filed and recorded in this Office on August 08, 2017,

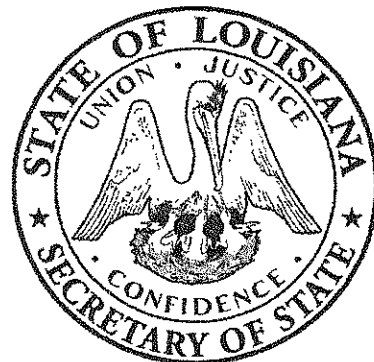
And all fees having been paid as required by law, the corporation is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R.S. Title 12, Chapter 2.

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,

August 8, 2017

Secretary of State

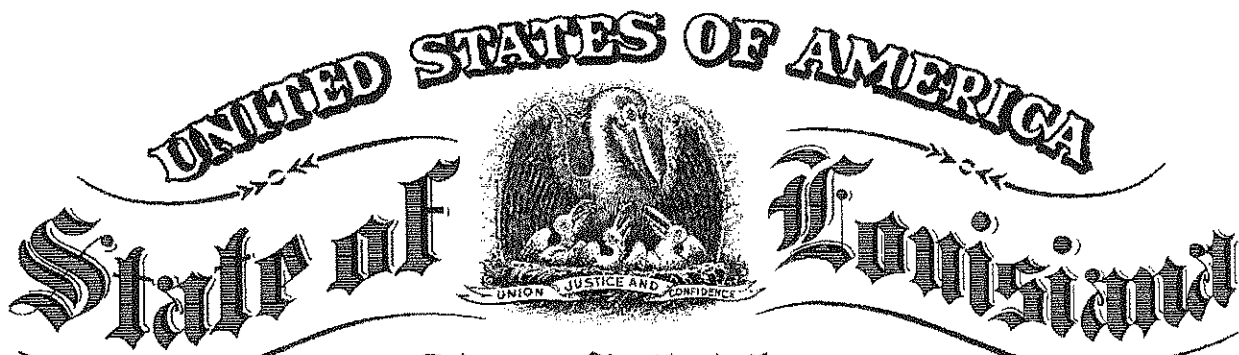
TW 42762248N



Certificate ID: 10857295#83P83

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



Tom Schedler
SECRETARY OF STATE

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

the attached document(s) of

BATON ROUGE WOMEN'S TENNIS ASSOCIATION, INC.

are true and correct and are filed in the Louisiana Secretary of State's Office.

ORIGF 08/08/2017 6 pages

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,

August 8, 2017

Secretary of State

TW 42762248N



Certificate ID: 10857296#G6Q83

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ARTICLES OF INCORPORATION
OF
BATON ROUGE WOMEN'S TENNIS ASSOCIATION, INC.

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN that on this 7th day of August, 2017, before me, the undersigned Notary Public, in and for the Parish and State of Louisiana, personally came and appeared:

JULIENNE D. WAGUESPACK, an individual of the full age of majority, domiciled in Ascension Parish, Louisiana, with a mailing address of P. O. Box 80576, Baton Rouge, LA 70898, who appear herein as the Incorporator;

who declared, in the presence of the undersigned competent witnesses, and me, that, availing himself/herself of the provisions of the Louisiana Nonprofit Corporation Law, La. R.S. 12:201 *et seq.*, she does hereby organize and incorporate a non-profit corporation under and in accordance with these Articles of Incorporation as follows:

ARTICLE I
NAME

The name of this corporation is **BATON ROUGE WOMEN'S TENNIS ASSOCIATION, INC.**

ARTICLE II
DURATION

The period of this corporation's duration is perpetual.

ARTICLE III
STRUCTURE

The corporation is a non-profit corporation organized on a non-stock basis. The corporation shall be operated by the Board of Directors and the Officers of the corporation as provided under the bylaws of the corporation.

**ARTICLE IV
REGISTERED OFFICE**

The location of the registered office of this corporation is:

2168 Cedardale Avenue
Baton Rouge, LA 70808

**ARTICLE V
REGISTERED AGENT**

The name and address of the registered agent of this corporation is:

W. David Mancuso
18212 East Petroleum Dr., Suite 1 - C
Baton Rouge, LA 70809

**ARTICLE VI
PURPOSE AND CORPORATE ACTIVITIES**

The purposes for which this corporation is organized are to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law), including but not limited to (1) providing a venue for adult women in the Baton Rouge metropolitan area to participate in tennis competitively; and (2) allow such women to represent and work for women's interests in the Baton Rouge metropolitan area through tennis affairs and activities.

This corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay a reasonable reimbursement for substantiated expenses incurred and to make payments and distributions in furtherance of the purposes set forth above. This corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under Section 501(c)(4) of the

Internal Revenue Code. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

Notwithstanding any provision of these Articles of Incorporation, this corporation may engage in any lawful activity for which corporations may be formed under the Louisiana Nonprofit Corporation law, and this corporation shall not carry on an activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

ARTICLE VII BOARD OF DIRECTORS

A. All of the corporate powers of this organization shall be vested in and all the business and affairs of this organization shall be managed by a Board of Directors consisting of not less than seven (7) nor more than nine (9) natural persons, as may be determined from time to time by the members. The initial Board of Directors shall consist of nine (9) members who shall serve as hereinafter set forth. The number, qualifications, compensation, terms of office, the method of nomination and the time and manner of election of successor members of the Board of Directors, and the time and place of meeting shall be as specified in the bylaws of the corporation.

B. Any director absent from a meeting of the Board or any committee thereof, may be represented by another director who may cast the vote of the absent director according to written instructions, general or special, of the absent director.

C. The initial Board of Directors shall serve for a term of two (2) years, and/or until their successor or successors are elected and qualified. The initial members of the board are as follows and their address is: 2168 Cedarvale Ave, Baton Rouge LA 70808:

Julienne Waguespack
Mindy Lovell
Diane McGowan
Terri DuCote
Debbie Schott

Susan Barry
Jackie Westerfield
Rhonda Rayborn
Julie Purdy

**ARTICLE VIII
CALENDER YEAR END**

The corporation shall be operated on a calendar year beginning on January 1 each year and ending on December 31.

**ARTICLE IX
MEMBERSHIP**

The corporation shall have one class of membership, and the membership of the corporation along with the operation of the corporation and/or membership dues shall be determined in accordance with the method specified under the bylaws of the corporation. Members may give proxy to any other member for purposes of voting and attending meetings.

**ARTICLE X
DURATION**

The existence of the corporation shall be perpetual. In the event that the corporation is dissolved, then such dissolution of the corporation shall be in accordance with the requirements of Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law that may be subsequently enacted).

**ARTICLE XI
LIMITATION OF LIABILITY**

No member, director or officer of this corporation shall be financially liable or responsible for contracts, debts or defaults of this corporation. If a member, director or officer incurs any expense or financial loss directly resulting from any action or omission in good faith, the corporation shall indemnify the member, director or officer for any expenses or losses thus incurred to the fullest extent provided under Louisiana law.

**ARTICLE XII
UNANIMOUS WRITTEN CONSENT**

Whenever by any provision of law, these articles or the bylaws of the corporation the

affirmative vote of the members or the directors is required to authorize or constitute corporate action, the consent in writing to such corporate action signed by all members, or by all directors, as the case may be, having power to vote on the particular question shall be sufficient for the purpose, without necessity for a meeting of the members or of the directors.

**ARTICLE XIII
SEVERABILITY**

Each provision of these Articles of Incorporation shall be severable from all other provisions. If a provision of this instrument shall be determined to be invalid and ineffective for any reason, such a determination shall not invalidate the remaining provisions, each of which shall continue in full force and effect.

THUS DONE AND PASSED before me, Notary Public, in East Baton Rouge Parish, Louisiana, on the day, month, and year first above-written, in the presence of the undersigned competent witnesses, after due reading of the whole.

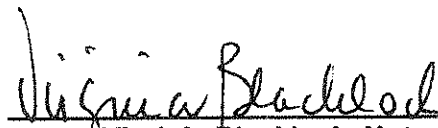
WITNESSES:


Print Name: Danna Godorsky


Print Name: Patricia Taylor

INCORPORATOR:


Julienne D. Waguespack


Virginia Blacklock, Notary Public
My Commission Expires at Death.
LA Notary No. 009087.

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT**

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

On the 7th day of August, 2017, before me, a Notary Public in and for the State of and Parish aforesaid, personally came and appeared **W. David Mancuso**, to me personally known and who, being duly sworn, acknowledged to me that he does hereby accept appointment as the Registered Agent of **Baton Rouge Women's Tennis Association, Inc.** which is a Corporation authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, Chapter 1, 2 and 3.

SWORN TO AND SUBSCRIBED BEFORE ME, on the day, month and year first above written.



W. David Mancuso



**Virginia Blacklock, Notary Public
My Commission Expires at Death.
LA Notary No. 009087.**