United States of America
State of Louisiana

Fox McKeithen
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

UNO Athletic Association

Domiciled at New Orleans, Louisiana, changing the corporate name to

Privateer Athletic Foundation

Was filed and recorded in this Office on December 3, 2003.

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.

December 3, 2003

[Signature]

ABA 34137699N 35601693

Secretary of State
AMENDMENT AND RESTATEMENT OF THE ARTICLES OF INCORPORATION OF UNO ATHLETIC ASSOCIATION

BE IT KNOWN, that on this 13th day of August, 2003.

BEFORE ME, the undersigned, a Notary Public duly commissioned and qualified in and for the Parish and State aforesaid, and in the presence of the witnesses hereinafter named and undersigned:

Personally came and appeared: Malcolm Ehrhardt, herein appearing and acting for the UNO Athletic Association, a non-profit corporation organized under the laws of the State of Louisiana, by act before Monique Gaudin Gardner, Notary Public, for the Parish of Orleans, and duly recorded in the records of the Office of the Secretary of the State of Louisiana, domiciled and having its principal place of business in the Parish of Orleans, pursuant to a resolution of the Directors of the Corporation, held on August 13, 2003. A certified copy of the Minutes of said meeting is annexed hereto and made a part hereof. Malcolm Ehrhardt now appears for the purpose of executing this Act of Amendment and Restatement and putting into authentic form the Amendment and Restatement which accurately copies the articles and all amendments thereto in effect at the date of the restatement, without substantive change except as made by the August 13, 2003 name change amendment, which has been effected in conformity with law and is contained in this restatement and has been agreed upon by the vote of the Directors of said Corporation amending and restating the initial Articles of Incorporation of the Silver and Blue, Inc. dated October 16, 1984, subsequently amended and restated Articles of Incorporation of the UNO Athletic Association, dated September 19, 1989, and subsequently amended and restated Articles of Incorporation of the Privateer Athletic Foundation, dated August 13, 2003.

Article I.
The name and title of this Corporation shall be the Privateer Athletic Foundation, and, under and by said name, unless sooner dissolved in accordance with law, it shall exist, continue and, generally, shall possess all the powers, rights, privileges, capacities and immunities which non-profit corporations are authorized, and may hereafter be authorized to possess under the Constitution and laws of this State, and particularly under Title 12, Sec. 101 et seq. of the Louisiana Revised Statutes.

Article II.
That domicile of this Corporation shall be in the Parish of Orleans, State of Louisiana, and the location and address of its registered office shall be the University of New Orleans, Lakefront, New Orleans, Louisiana 70148.

Article III.
The purpose for which this Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of the Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

This Corporation is organized, and shall be operated as a fund-raiser for the University of New Orleans specifically including, but not limited to, its Athletic Department. In addition to fund raising, this Corporation shall assist the University of New Orleans in formulating and effectuating policy in connection with its Athletic Department.
This is a non-profit organization as defined in Title 12, Sec. 101, et seq., of the Louisiana Revised Statutes. No part of the earnings or assets of this Corporation shall inure to the benefit of any private shareholder or individual, and this Corporation shall never carry on propaganda, or otherwise attempt to influence legislation.

**Article IV.**

The names and addresses of the persons who are the current Directors of Corporation are as follows:

Rick Barton  
63 Versailles Blvd.  
New Orleans, LA  70125

Gabe Corchiani  
14179 River Rd.  
Luling, LA  70070

Dave Dixon  
6554 Oakland Drive  
New Orleans, LA  70118

Malcolm Ehrhardt  
1024 City Park Ave.  
New Orleans, LA  70119

Tim Floyd  
700 S. Peters # 211  
New Orleans, LA  70130

Gary Froeba  
223 Sycamore Dr.  
Metairie, LA  70005

James W. Miller  
6656 Vicksburg St.  
New Orleans, LA  70124

Dominick Musso  
324 E. Livingston Place  
Metairie, LA  70005

Ray Stephens  
4920 James  
Metairie, LA  70003

**Article V.**

The full name and address of the Corporation’s registered agent is James W. Miller, UNO Athletic Department, 2000 Lakeshore Drive, New Orleans, Louisiana 70148.

**Article VI.**

The Privateer Athletic Foundation is declared to be a Non-Profit Corporation organized on a non-stock basis for the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as presently written, or as it may be amended in the future. No part of any net earnings of this Corporation shall inure to the benefit of or be distributable to its members, officers, directors or other private persons, except that this Corporation, for services rendered, may make payments and distributions in furtherance of the purposes hereof. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence (including the publication or distributions of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activity not permitted to be carried on:

(a) by a corporation exempt for Federal income tax under Section 501(c)(3) of the Internal Revenue Code of the United States.

(b) By a corporation, contributions to which are deducted under Section 170(c) of the Internal Revenue Code of the United States.
Article VII.
Dissolution

Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, dispose of the assets of the Corporation exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or of the corresponding provision of any future United States Internal Revenue Law.

And now said Apprearer having requested me, Notary, to note said Amendment and Restatement in authentic form, I do by there presents, receive said Amendment and Restatement in the form of this public act to the end that said Amendment and Restatement may be promulgated and recorded and thus be read into the original Charter of the Silver and Blue Club, Inc, whose name has been amended to Privateer Athletic Foundation, as hereinafore set forth.

Thus done and passed, on the day, month and year herein first above written, in the presence of the undersigned competent witnesses, who hereunto sign their names with the said Apppearers and me, Notary after due reading of the whole.

WITNESSES:

S. McAlister

UNO ATHLETIC ASSOCIATION

BY: Malcolm Ehrhardt, President

Notary Public
RESOLUTION FOR NAME CHANGE, RESTATENMENT OF ARTICLES OF INCORPORATION AND ACCEPTANCE OF APPOINTMENT BY DESIGNATED REGISTERED AGENT

A majority of the Directors of the Corporation being present at the August 13, 2003 meeting, thereby constituting a quorum, the following resolution was duly made, seconded and adopted by said Directors:

RESOLVED, that the name of this Corporation be and it is hereby amended to be the Privateer Athletic Foundation.

RESOLVED, that this Corporation formally amend and restate its Articles of Incorporation, noting the aforementioned corporate name change, and amending and restating the Articles of Incorporation of this Corporation in their entirety in all manners consistent with the amendment and restatement of the Articles of Incorporation.

RESOLVED, that Malcolm Elhrhardt, President of this Corporation, be and is hereby authorized to execute for and on behalf of this Corporation the aforementioned Amendment and Restatement of the Articles of Incorporation of this Corporation.

VOTE: # 6 FOR # 0 AGAINST

Submitted by:  

[Signature]

Secretary, PAF
December 13, 2004

Privateer Athletic Foundation
Attn: Michael C. Dauenhauer
Lakefront
New Orleans, LA 70148

Dear Mr. Dauenhauer:

PRIVATEER ATHLETIC FOUNDATION

It has been a pleasure to approve and place on file your amendment. The appropriate evidence is attached for your files, and the original has been placed on file in this office.

Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

[Signature]

Helen J. Cumbo
ABA
UNITED STATES OF AMERICA
State of Louisiana

Fox McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby certify that a copy of an Amendment to the Articles of Incorporation of
PRIVATEER ATHLETIC FOUNDATION

Domiciled at NEW ORLEANS, LOUISIANA,

Was filed and recorded in this Office on December 10, 2004.

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, December 10, 2004.

[Signature]

ABA 34157605N 35833443

Secretary of State
BE IT KNOWN, that on this 8th day of December, 2004.

BEFORE ME, Frank Swarr, a Notary Public duly commissioned and qualified, in and for the Parish of Orleans, State of Louisiana, and in the presence of the undersigned, personally came and appeared:

Dominick P. Musso and Glenn J. Scorsone, the President and Secretary, respectively, of PRIVATEER ATHLETIC FOUNDATION, a Louisiana non-profit corporation organized and existing under the laws of the State of Louisiana, by act before John B. Wilkinson, Notary Public, for the Parish of Orleans, State of Louisiana, on October 18, 1984, and duly recorded in Record of Charters Book No. 341, in the records of the office of the Secretary of State of Louisiana, and amended and restated by act before Patricia Mandina McCullough, Notary Public, on the 19th day of September, 1989 and duly recorded in Record of Charters Book No. 343, in the records of the office of the Secretary of State of Louisiana on the 10th day of October, 1989. Pursuant to a resolution of the Directors of the Corporations, adopted at a Special Meeting of the Directors of the Corporation, adopted at a Special Meeting of the Directors of the Corporation on December 8, 2004, Dominick P. Musso and Glenn J. Scorsone now appear for the purpose of executing this act and putting into authentic form the amendment so agreed to by the unanimous vote of all the Directors of said Corporation.

And said appearers further declared that by said unanimous vote of all the Directors of said Corporation, it was resolved that Article VII of the Articles of Incorporation of Privateer Athletic Foundation be amended so that said Article VII shall henceforth read as follows:

ARTICLE VII.
DISSOLUTION

Upon dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, transfer all of the remaining
assets of the corporation to the University of New Orleans Foundation, a qualified entity under section 501(c)(3) of the Internal Revenue Code of 1968, as amended, or if that entity should no longer exist, then to the University of New Orleans.

THUS DONE AND PASSED, at New Orleans, Louisiana, in the Parish of Orleans, State of Louisiana, on the day, month and year hereinabove first written, in the presence of the undersigned competent witnesses and me, Notary Public, after due reading of the whole.

WITNESSES:

[Signatures]

PRIVATEER ATHLETIC FOUNDATION

BY: Don Musso
DOMINICK P. MUSSO, President

BY: Glenn J. Scorsone
GLENN J. SCORSONE, Secretary

Frank Swarr
Notary Public