ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

of the

UNIVERSITY OF NEW ORLEANS FUND

The Board of Directors of the University of New Orleans Fund, by oral consent, voted at a meeting held on February 4, 1988, at which by unanimous vote, the Articles of Incorporation shall be amended as follows:

ARTICLE I. NAME

The name of the corporation shall be UNIVERSITY OF NEW ORLEANS FOUNDATION.

These Articles of Amendment are dated July 2, 1990.

UNIVERSITY OF NEW ORLEANS FOUNDATION

BY: Susan O. Hess
   Chairperson

   BY: Gary N. Solomon
       Secretary-Treasurer
ARTICLES OF INCORPORATION

UNIVERSITY OF NEW ORLEANS FUND

STATE OF LOUISIANA
PARISH OF ORLEANS

BE IT KNOWN THAT, on this 28th day of June 1984 before me, RUTLEDGE C. CLEMENT, JR., a Notary Public duly commissioned and qualified in and for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned, came and appeared the persons whose names are hereunto subscribed, either in person or through agents as per procuration attached, who, of full age of majority, declared that, availing themselves of the benefits of the Constitution of the State of Louisiana and the laws of said state relative to the organization of nonprofit corporations, and particularly the provisions of the Louisiana Nonprofit Corporation Law, to-wit, Louisiana Revised Statutes 12:201-12:269 (1950, as amended) do by these presents form and organize a nonprofit corporation for the object and purposes and under and in accordance with the following Articles of Incorporation, to wit:

ARTICLE I. NAME

The name of the corporation shall be UNIVERSITY OF NEW ORLEANS FUND.
ARTICLES II. PURPOSES AND FUNCTIONS

This corporation is organized exclusively for charitable, scientific, literary, and educational purposes. To accomplish these purposes, the corporation shall have the following purposes and functions, but only to the extent that it may engage in these purposes and functions under the provisions of Section 501(c)(3) of the Internal Revenue Code 1954, as it may hereafter be amended:

(A) To promote the well-being and advancement of the University of New Orleans and all the colleges, schools, departments, and divisions comprising it, sometimes herein referred to as "University," and to develop, expand, and improve the University's curricula, programs, and facilities so as to provide greater educational advantages and opportunities; encourage teaching, research, scholarship, and service; and increase the University's benefits to the citizens of the State of Louisiana and the United States of America.

(B) To aid and assist any student in beginning, continuing, and completing his or her studies at the University; to aid, assist, and facilitate the conduct of instruction, research, study, and public service by the University's faculty; and, generally, to interpret and communicate to the public the aims, objectives, accomplishments, and needs of the University with a view toward maintaining and improving mutual understanding and progress.
(C) To solicit and accept, whether by way of outright, limited
or conditional gifts, grants and bequests, in trust or
otherwise, donations of all kinds, including property,
both real and personal, whether principal or income,
tangible or intangible, vested or contingent, for the
purpose of providing funds or property for the general
purposes of the corporation and for research, instructional
activities, scholarships, public service activities, and
such other designated benefits for the University and its
faculty, staff, and students as may be prescribed by donors
or testators to the corporation, subject to acceptance by the
corporation on behalf of the University; to receive, hold and
administer such donations, bequests, devises and gifts for
the purposes aforesaid, subject to such terms or conditions
as may be imposed by the respective donors or testators; to
distribute to students granted scholarships to the various
colleges and departments of the University or to the University
the funds or property under the control of the corporation
for the purposes specified by the donors or testators, or
determined by the corporation; and, generally, to expend funds
for the establishment and maintenance of this corporation and
for any and all expenses incidental to the conduct of the
affairs of the corporation.

(D) To exercise all such powers and authority as may be
necessary for the accomplishment of the objects and purposes
hereinabove set forth and to do any and all other things
incidental thereto or connected therewith which are not
forbidden by law or these Articles of Incorporation, provided, however, that:

1. This corporation shall not engage in any activities other than those which are exclusively for charitable, scientific, literary or educational purposes.

2. This corporation shall not devote any substantial part of its activities to influence legislation by propaganda or otherwise.

3. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

4. The acts, deeds, functions and activities of the corporation shall be conducted at all times in such manner that same will in no wise conflict with the authority, rights, duties and obligations of the Board of Supervisors of the Louisiana State University System.

ARTICLE III. DURATION

The period of duration of the corporation shall be perpetual, unless sooner dissolved in accordance with ARTICLE XII hereof.
ARTICLE IV. NONPROFIT STATUS

This corporation is a nonprofit corporation as defined in Section 1 of the Louisiana Business Corporation Law of 1950, and as such shall exercise and enjoy all powers incident to a corporation consistent with the objects and purposes herein expressed, needful, and proper for the administration and operation of the corporation.

ARTICLE V. REGISTERED OFFICE

The registered office of this corporation shall be located at the University of New Orleans, 2000 Lakeshore Drive (at Elysian Fields Avenue), New Orleans, Louisiana 70148.

ARTICLE VI. REGISTERED AGENTS

The full names and addresses of the corporation's registered agents are:

<table>
<thead>
<tr>
<th>NAME</th>
<th>ADDRESS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dr. Cooper R. Mackin</td>
<td>18 Charlotte Drive</td>
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<td></td>
<td>New Orleans, Louisiana 70122</td>
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<tr>
<td>Mr. Jerome P. Dickhaus</td>
<td>32 Allard Boulevard</td>
</tr>
<tr>
<td></td>
<td>New Orleans, Louisiana 70119</td>
</tr>
</tbody>
</table>
ARTICLE VII. BOARD OF DIRECTORS

A. The affairs of the corporation shall be managed by the Board of Directors. Directors shall be elected in accordance with the provisions of the bylaws which shall specify the number, qualifications, terms of office, and manner of election of the directors.

B. The full names and addresses of the persons comprising the initial Board of Directors are:

Dr. Martin D. Woodin
2959 East Lakeshore Drive
Baton Rouge, Louisiana 70808

Dr. Cooper R. Mackin
18 Charlotte Drive
New Orleans, Louisiana 70122

Mr. Jerome P. Dickhaus
32 Allard Boulevard
New Orleans, Louisiana 70119

C. The Board of Directors shall have and exercise all corporate powers except such as may be otherwise provided in these articles and the bylaws of the corporation. Unless otherwise provided in these articles of incorporation, the time, place and manner of calling, giving notice of, and conducting directors' meetings and the number of directors which shall constitute a quorum shall be prescribed by the bylaws.
ARTICLE VIII. OFFICERS

The officers of this corporation shall include a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors may in its discretion determine to be required, or as provided in the bylaws. These officers shall be elected by the Board of Directors and shall hold their offices until their successors are elected and qualified, unless any of them sooner resigns or is sooner removed by the Board of Directors. The selection, qualifications, duties, and terms of office of all officers shall be prescribed by the bylaws. The offices of Secretary and Treasurer may be combined. All vacancies in offices shall be filled by the Board of Directors.

ARTICLE IX. NON-STOCK BASIS

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

ARTICLE X. MEMBERSHIP

This corporation shall have no members, provided, however, that the directors of the corporation shall, for all intents and purposes, be taken to be the members of the corporation and shall exercise all of the rights and powers of the members, pursuant to Section 217C of the Louisiana Nonprofit Corporation Law.
ARTICLE XI. AMENDMENTS

These articles of incorporation may be amended by a vote of two-thirds of the directors at any special or annual meeting at which a quorum is present, the notice of which sets forth the proposed amendments or a summary thereof.

ARTICLE XII. DISSOLUTION

A. This corporation may be dissolved by a vote of two-thirds in number of the members of the corporation's Board of Directors at a meeting duly called for that purpose after thirty (30) days' written notice. In case of dissolution, the assets of the corporation shall be liquidated out of court by a liquidator who shall be elected by the Board of Directors at said meeting.

B. In the event of the dissolution of the corporation, the liquidator shall cause the assets of the corporation to be distributed as follows:

1. All liabilities of the corporation shall be paid or adequate provision shall be made for payment;

2. Assets held by the corporation upon a condition which is not met prior to or by reason of the corporation's dissolution shall be returned to or conveyed in accordance with the requirements specified by the donor;
3. **The liquidator shall apply all funds held in trust by the corporation, insofar as feasible, in accordance with the terms of the several trusts, and unless otherwise provided by the provisions of said trusts or the law in such cases made and provided, the liquidator shall convey, transfer and assign said property to the Board of Supervisors of Louisiana State University System to be used as nearly as practicable in accordance with the expressed purposes of the several donors or settlors, provided further that, in the event the Board of Supervisors of Louisiana State University System cannot, or will not, accept said transfer, then all of the assets of the corporation will be distributed to organizations exempt from income tax under the provisions of the Internal Revenue Code of the United States or to the United States of America, the State of Louisiana, or a local governmental agency to be used for a public purpose, or shall be distributed by a court to another organization to be used in such manner as, in the judgment of the court, will best accomplish the general purpose for which this corporation was organized.**

4. **Under no circumstances shall any of the net earnings or assets of the corporation inure or be distributed to the benefit of its members, directors, officers or other private persons, except that the corporation**
shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

ARTICLE XIII. INCORPORATORS

The full names and addresses of the Incorporators are
Dr. Cooper R. Mackin, 18 Charlotte Drive, New Orleans, Louisiana 70122 and Mr. Jerome P. Dickhaus, 32 Allard Boulevard, New Orleans, Louisiana 70119.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 28th day of June 1984.

Cooper R. Mackin

Jerome P. Dickhaus
STATE OF LOUISIANA
PARISH OF ORLEANS

I, the undersigned, a Notary Public in and for Orleans Parish in the State of Louisiana, hereby certify that Dr. Cooper R. Mackin and Mr. Jerome P. Dickhaus, whose names are signed to the foregoing articles of incorporation, and who were made known to me, acknowledged before me on this day that, being informed of the contents of said articles of incorporation, they executed the same voluntarily on the day the same are dated.

[Signature]
Notary Public
RUTLEDGE C. CLEMENT, JR.
Notary Public, Parish of Orleans, State of La.
Mr. Commission is issued for life.
ARTICLES OF AMENDMENT
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ARTICLES OF INCORPORATION
of the
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These Articles of Amendment are dated July 2, 1990.

UNIVERSITY OF NEW ORLEANS FOUNDATION

BY: Susan O. Hess
    Chairperson

BY: Gary N. Solomon
    Secretary-Treasurer
ARTICLES OF INCORPORATION

UNIVERSITY OF NEW ORLEANS FUND

STATE OF LOUISIANA
PARISH OF ORLEANS

BE IT KNOWN THAT, on this ___23th___ day of ___June 1984___ before me, ___RUTLEDGE C. CLEMENT, JR.____, a Notary Public duly commissioned and qualified in and for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned, came and appeared the persons whose names are hereunto subscribed, either in person or through agents as per procuration attached, who, of full age of majority, declared that, availing themselves of the benefits of the Constitution of the State of Louisiana and the laws of said state relative to the organization of nonprofit corporations, and particularly the provisions of the Louisiana Nonprofit Corporation Law, to-wit, Louisiana Revised Statutes 12:201-12:259 (1950, as amended) do by these presents form and organize a nonprofit corporation for the object and purposes and under and in accordance with the following Articles of Incorporation, to wit:

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(B) To aid and assist any student in beginning, continuing, and completing his or her studies at the University; to aid, assist, and facilitate the conduct of instruction, research, study, and public service by the University's faculty; and, generally, to interpret and communicate to the public the aims, objectives, accomplishments, and needs of the University with a view toward maintaining and improving mutual understanding and progress.
(C) To solicit and accept, whether by way of outright, limited or conditional gifts, grants and bequests, in trust or otherwise, donations of all kinds, including property, both real and personal, whether principal or income, tangible or intangible, vested or contingent, for the purpose of providing funds or property for the general purposes of the corporation and for research, instructional activities, scholarships, public service activities, and such other designated benefits for the University and its faculty, staff, and students as may be prescribed by donors or testators to the corporation, subject to acceptance by the corporation on behalf of the University; to receive, hold and administer such donations, bequests, devises and gifts for the purposes aforesaid, subject to such terms or conditions as may be imposed by the respective donors or testators; to distribute to students granted scholarships to the various colleges and departments of the University or to the University the funds or property under the control of the corporation for the purposes specified by the donors or testators, or determined by the corporation; and, generally, to expend funds for the establishment and maintenance of this corporation and for any and all expenses incidental to the conduct of the affairs of the corporation.

(D) To exercise all such powers and authority as may be necessary for the accomplishment of the objects and purposes hereinabove set forth and to do any and all other things incidental thereto or connected therewith which are not
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IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 28th day of June 1984.

Cooper R. Mackin
Jerome P. Dickhaus
STATE OF LOUISIANA
PARISH OF ORLEANS

I, the undersigned, a Notary Public in and for Orleans Parish in the State of Louisiana, hereby certify that Dr. Cooper R. Mackin and Mr. Jerome P. Dickhaus, whose names are signed to the foregoing articles of incorporation, and who were made known to me, acknowledged before me on this day that, being informed of the contents of said articles of incorporation, they executed the same voluntarily on the day the same are dated.

[Signature]

Notary Public

RUTLEDGE C. CLEMENT, JR.
Notary Public, Parish of Orleans, State of La.
Mr. Commission is issued for life.