

2007 SEP 6 AM 8:44

UNITED STATES OF AMERICA
State of Louisiana
Al Ater

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
MOTHERSHIP FOUNDATION

Domiciled at NEW ORLEANS, LOUISIANA,

Was filed and recorded in this Office on February 06, 2006,

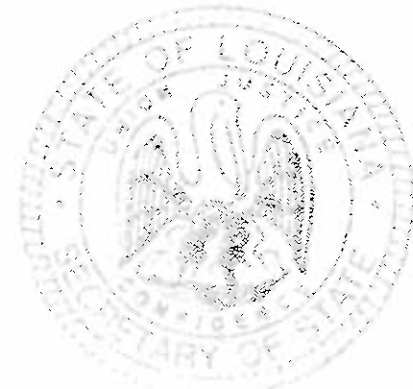
And all fees having been paid as required by law, the corporation is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R.S. Title 12, Chapter 2.

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,

February 6, 2006

Al Ater

RFC 36113004N
Secretary of State



NOTARIAL ARCHIVES OF ORLEANS PARISH
NO # 2007-61141 DT 09/04/07
TYPE R00 FEE \$20.00 PG 11

ARTICLES OF INCORPORATION
OF
MOTHERSHIP FOUNDATION

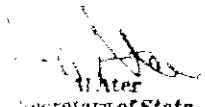
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UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF ORLEANS

BE IT KNOWN, that on the 27th day of October, 2005, before me the undersigned authority, 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, personally came and appeared JARED ZELLER a person of full age of majority, who declared that, availing himself of the benefits and provisions of the Constitution and laws of the State of Louisiana relating to the organization of non-profit corporations and particularly of the provisions of R.S. 12:201 through 12:267, inclusive, he does hereby form and organize, together with all other persons who may hereafter join or become associated with him or their successors, a non-profit corporation for the objectives and purposes and under the covenants, stipulations and agreements following, to-wit:

ARTICLE I

The name and title of the corporation shall be “**MotherShip Foundation**” and under and by this name the corporation shall have and enjoy perpetual corporate existence and succession. The corporation shall possess generally all of the powers, rights, privileges, capacities and immunities that non-profit corporations are authorized to possess and may hereafter be authorized to possess under the Constitution and laws of the State, particularly under Title 12, Section 201 and following of the Louisiana Revised Statutes.

STATE OF LOUISIANA
Office of the Secretary of State
I hereby certify that this is a true and correct copy,
as taken from the original on file in this office.

Secretary of State
Date: **FEB 6 2006**

ARTICLE II

The domicile of the corporation shall be the Parish of Orleans, State of Louisiana, and the location and post office address of its registered office shall be 1403 Annunciation Street, New Orleans, Louisiana 70130.

ARTICLE III

This corporation is organized exclusively for charitable, educational, or scientific purposes as those terms are used in Section 501 (c)(3) of the Internal Revenue Code of 1986 (or any successor provision). The corporation shall have no power to engage in any activity that is not exclusively for charitable, educational, or scientific purposes as those terms are used in Section 501 (c)(3) of the Internal Revenue Code 1954 (or any successor provision).

The specific purposes of the corporation are stated below and shall be limited by this Article, notwithstanding any provision of the Article I or any provision of Louisiana law:

The purpose of MotherShip Foundation shall be to produce events that educate and stimulate citizens of our society through arts & culture, specifically music. The Foundation targets communities plagued by crime, racism, and failed education systems.

ARTICLE IV

This corporation is a non-profit corporation as defined in Section 201(7) of Title 12 of the Louisiana Revised Statutes. No part of the net earnings or other assets of this corporation shall inure to the benefit of the incorporators, members, or trustees, except that the corporation shall be authorized to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its purposes as set forth in these Articles. This corporation shall not carry on propaganda or otherwise attempt to influence legislation, nor shall it participate or intervene

in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office.

This corporation shall distribute its income for each taxable year at times and in manner so as not to subject the corporation to tax on failure to distribute income, under Section 4942 of the Internal Revenue Code of 1954, as added by Section 101(b) of the Tax Reform Act of 1969, P.L. 91172, or any successor provision.

This corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1954, Section 101(b) of the Tax Reform Act of 1969, P.L. 91172, or any successor provision.

All actions taken by the corporation shall implement the objectives and purposes thereof and conform with applicable laws and regulation providing tax exempt status.

This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or any successor provision.

This corporation shall not make any investments in any manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1986, or any successor provision; and shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 or any successor provision.

This corporation shall not discriminate on the basis of race, color, creed or national origin in its hiring procedures or in its admittance procedures for its functions.

ARTICLE V

This corporation may be dissolved by a vote of two-thirds (2/3) of the Class A members of the corporation, voting in person or by proxy, at a meeting called for that purpose upon not less than

ten (10) days notice in advance to all Class A members of the corporation at their respective last known post office address, unless such notice is waived.

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of any of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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 1986, or any successor provision, as the Board of Trustees may determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the Parish of Orleans, exclusively for such purposes or to such organization or organizations as said court may determine are organized and operated exclusively for such purposes.

ARTICLE VI

This corporation is to be organized on a non-stock basis. Rather than stockholders, the corporation shall have members.

There shall be two (2) classes of membership, Class A and Class B. The designations of the two (2) classes of membership may be set and changed from time to time by the Board of Trustees.

Class A shall be voting membership, with each member of Class A entitled to one (1) vote. Class B shall be a non-voting membership.

Class A membership shall be composed of the initial trustee of the corporation, and those other natural persons who may be elected from time to time by the vote of a majority of the Class A members. Class A members shall be of the full age of majority.

The Class B membership shall be composed of those natural persons who may be elected

from time to time by the vote of a majority of the Class A members.

Any Class A or Class B member shall cease to be a member of the corporation upon resignation, death, or by a vote of two-thirds (2/3) of the Class A members at any time.

Dues may be levied upon members of all classes alike, or in different amounts or proportions, upon a different basis, or upon members of different classes; dues shall be uniform as to all members of the same class. Dues shall be in the amount and payable at the time and in the manner set forth in the By-Laws of the corporation.

Class A members shall hold an annual meeting at the corporation's registered office or at such other place as they may designate at 10:00 a.m. on the first Wednesday of the month of June of each year, commencing with the year 2006. Special meetings of Class A members may be called at the times and places that Class A members may determine, or in accordance with the By-Laws of the corporation, or at the call of the Board of Trustees. Any Class A member absent from a meeting of the Class A members may be represented by any other person, who may cast the vote of the absent Class A member according to the written instructions, general or special, of the absent Class A member.

ARTICLE VII

The corporate powers and management of this corporation shall be vested in, and exercised by, a Board of Trustees. The Board of Trustees shall be composed of such number of members as the Board of Trustees shall from time to time determine. The name and address of the initial trustee is:

Jared Zeller
1403 Annunciation St.
New Orleans, Louisiana 70130

The initial trustee shall serve until the first annual meeting of the Board of Trustees or until

his successors are elected and qualified.

The Board of Trustees may make, alter, and annul By-Laws, rules, and regulations for the government of the affairs of this corporation.

The Board of Trustees shall hold an annual meeting at the corporation's registered office or at such other place they may designate immediately after the annual meeting of the Class A members of this corporation. Special meetings of the Board of Trustees may be called at such times and places as the Board of Trustees may determine. Any trustee absent from a meeting of the Board may be represented by any other trustee or other persons, who may cast the vote of the absent trustee according to written instructions, general or special, of the absent trustee.

ARTICLE VIII

The officers of this corporation may consist of a president, a vice president, a secretary, and a treasurer, and any other officers that the trustees, from time to time, may require. The officers of the corporation shall be elected by the Board of Trustees, and shall serve until death, resignation, or removal by the Board of Trustees.

ARTICLE IX

The full name and post office address of the corporation's registered agent is:

CHRISTOPHE SZAPARY
Provosty, Sadler, DeLaunay, Fiorenza & Sobel
Suite 2700
630 Poydras Street
New Orleans, Louisiana 70130

ARTICLE X

This corporation shall have power and authority to accept donations, gifts and contributions made to it for the purpose of enabling it to carry out its objectives. It shall also have the power and authority to enter into contracts with, and receive grants from, other agencies and institutions.

governmental and private, to undertake programs to carry out its purpose.

Contributions made from time to time to the corporation for its use in furtherance of its objectives and purposes or membership dues or other charges incident to membership may be used to carry out the objectives and purposes of the corporation; or in the discretion of the Board of Trustees, may be employed or invested so that the revenues therefrom may be used to carry out the objectives and purposes of the corporation.

ARTICLE XI

The name and post office address of the subscriber to these Articles of Incorporation is:

Jared Zeller
1403 Annunciation Street
New Orleans, Louisiana 70130

ARTICLE XII

No member, officer or trustee of this corporation shall be held financially liable or responsible for the contracts, debts or defaults of this corporation or for the adverse results of acts of the corporation violative of the injunctions contained in Article IV, nor shall any mere informality in organization have the effect of rendering these Articles of Incorporation null or of exposing the members to any liability. If a member or trustee incurs any expense or financial loss directly resulting from any action or omission in good faith, to the extent permitted by Section 227 of the Louisiana Non-Profit Corporation Law, R.S. 12:227, or any successor provision, the corporation shall indemnify the member or trustee for any expense or loss thus incurred.

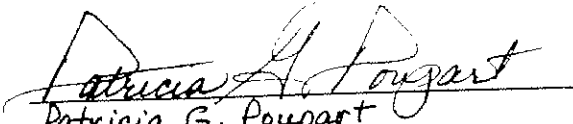
ARTICLE XIII


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 or ineffective for any reason, this determination shall not invalidate the remaining provisions, each of which shall continue in full force

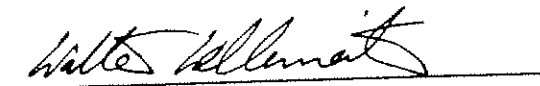
and effect.


THUS DONE AND PASSED, in multiple originals, in New Orleans, Louisiana, on the date written above, in the presence of the appearer and me, Notary, after reading of the whole.

WITNESSES:


Patricia G. Poupart


JARED ZELLER
President


Walter Wellenreiter


NOTARY PUBLIC
Eric Belin
LA Bar No. 27168

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

UNITED STATES OF AMERICA

STATE OF LOUISIANA

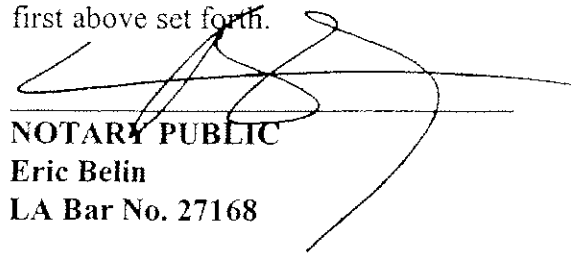
PARISH OF ORLEANS

On the 27 day of October, 2005, before me Notary Public, in and for the aforesaid Parish and State, personally came and appeared CHRISTOPHE SZAPARY who, being duly sworn acknowledged that he does hereby accept appointment as the Registered Agent of **MotherShip Foundation**, which is a non-profit corporation authorized to transact business in the State of Louisiana pursuant to the provision of Title 12, Section 201-267, inclusive.


CHRISTOPHE SZAPARY
Registered Agent

SWORN TO AND SUBSCRIBED

before me, on the day, month and year first above set forth.


NOTARY PUBLIC
Eric Belin
LA Bar No. 27168

My Commission expires at death.



DESIJÉE M. CHARBONNET
RECORDER OF MORTGAGES

CIVIL DISTRICT COURT BUILDING
Telephone: 504-592-5176
Facsimile: 504-592-9176

PARISH OF ORLEANS

1240 POYDRAS STREET SUITE 400
NEW ORLEANS, LOUISIANA 70112

REQUEST FOR CORRESPONDENCE

DATE: 8-22-07

TYPE OF DOCUMENT: aal

WE ARE UNABLE TO PROCESS YOUR REQUEST(S) AT THIS TIME FOR THE FOLLOWING REASON(S):

Please resubmit to the Recorder of Mortgages office with proper fees in the amount of \$ 114.
 Your check(s) are included with this correspondence and are being sent back to you.

Payable to	Recorder of Mortgages	Check #	Amount \$
	Notarial Archives	Check #	Amount \$
	Conveyance	Check #	Amount \$
	Other	Check #	Amount \$

A separate check is needed for each office.

Your check is not signed.

Enclosed documents do not require filing with the Recorder of Mortgages.

Please contact:

<input checked="" type="checkbox"/>	Notarial Archives at (504) 568-8577	Off.
<input type="checkbox"/>	Conveyance Office at (504) 592-9176	Off.
<input type="checkbox"/>	Other	Off.

11 pp's \$20.00 total due need \$10.00 more.

Property is not located in Orleans Parish.

Check must be made out to the Recorder of Mortgages.

We are unable to accept blank checks. Please make your check out in the amount stated above.

You must submit an original document.

Photocopies must be certified true copies with seal.

Your documents must be notarized.

Please submit a legal property description to include the date, lot, square and address.

Please submit original Promissory Note or Affidavit with signature.

All mail must be in a self-addressed stamped envelope or contain a return address and any documentation.

Other: _____

FOR YOUR INFORMATION, PLEASE CONTACT US AT (504) 592-9176

THANK YOU

SHEILA BERGUE
DEPUTY CLERK OF COURSE
RECORDER OF MORTGAGES

BY-LAWS
OF
MOTHERSHIP FOUNDATION

ARTICLE I - OFFICES

Section 1 Principal Office.

The principal office of the corporation shall be 1403 Annunciation St., New Orleans, Louisiana 70130.

Section 2 Other offices.

The corporation may maintain offices in such other places, within or without the State of Louisiana, as the Board of Trustees may, from time to time, determine, or the business of the corporation may require.

ARTICLE II - MEMBERS

Section 1 Members.

Individuals, corporations, and organizations that support the mission and purposes of MotherShip Foundation may join as members.

Section 2 Annual Meetings.

The annual meeting of the members shall be held at the principal office of the corporation, on the second Wednesday of June of each year, at 10:00 o'clock a.m., or at such other place, date and time as may be determined by the Board of Trustees or its Executive Committee, for the election of the Trustees of the corporation, and for the transaction of such other and further business as may properly be brought before the meeting. If the election of Trustees is not held on the date designated herein for any annual meeting of the members, or any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be done.

Section 3 Special Meetings.

Special meetings of the members, for any purpose or purposes not proscribed by statute, may be called by the President, or by the Board of Trustees.

Section 4 Place of Meetings.

The Board of Trustees, or its Executive Committee, may designate any place, as the place of meeting for the annual meeting of the members and for any special meeting of the members called by the Board of Trustees. If no designation is made, the place of meeting shall be the principal office of the corporation.

Section 5 Notice of Members' Meetings.

Written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which a meeting of the members is called, shall be delivered not less than five (5) days before the date of the meeting, either personally or by mail, to each member of record entitled to vote at the meeting. If mailed, the notice shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member, at his address as it appears on the membership rolls of the corporation.

Section 6 Record Dates.

For the purpose of determining the members entitled to notice of, or to vote at, any meeting of the members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board of Trustees may fix in advance a date as the record date for any such determination of members, that date in any case not to be less than five (5) days prior to the date on which the particular action requiring a determination of the members is to be taken. If no record date is fixed for the determination of the members entitled to notice of, or to vote at, a meeting of the members, the date on which notice of the meeting is mailed shall be the record date.

Section 7 List of Members.

At least ten (10) days before every meeting of the members, a complete list of the members entitled to vote at the meeting, stating the residence of each shall be prepared by the secretary. The list shall be available at the principal offices of the corporation or at such other place where the election is to be held for ten (10) days in advance of the meeting for examination by any member or Trustee and shall be produced and kept at the time and place of election during the whole time thereof, and subject to the inspection of any Trustee.

Section 8 Business.

Business transacted at all special meetings of the members shall be confined to the objects stated in the call.

Section 9 Quorum.

The presence in person or by proxy of a majority of the Class A members shall be requisite for and shall constitute a quorum at all meetings of the members for the transaction of business. If a quorum is present when a meeting is convened, the members may continue to do business notwithstanding the withdrawal of enough members to have less than a quorum or the refusal or failure of a member or members to vote.

Section 10 Vote.

When a quorum is present at a meeting, a vote of a majority of the members present in person or represented by proxy shall decide any question brought before the meeting unless the question is one upon which, by express provision of the statutes of the State of Louisiana or the Articles of Incorporation or these By-Laws, a different vote is required, in which case the express provision shall govern and control the decision of the question.

Section 11 Proxy.

At all meetings of the members, each member shall be entitled to vote in person or by proxy appointed by an instrument, in writing, subscribed by the absent member and bearing a date not more than one month prior to the meeting.

Section 12 Classes of Membership.

There shall be two (2) classes of membership, Class A and Class B. Class A shall be voting membership, with each member of Class A entitled to one (1) vote. Class B shall be non-voting membership. The Board of Trustees, may, in its discretion, authorize the distribution of certificates of membership, membership cards, or other items signifying membership in the corporation.

Membership shall be governed by such rules of admission, retention, suspension, and expulsion as the Board of Trustees may adopt, provided that all such rules shall be reasonable, germane to the purposes of this corporation, and equally enforced as to all members.

Section 13 Committees of the Membership.

The Board of Trustees may establish such committees of the membership as it shall deem necessary or advisable. Membership on such committees shall be limited to members of the corporation. At least one (1) member of the Board of Trustees, or an officer of the corporation, as the Trustees may designate, shall serve as a member of each such committee.

The committees of the membership shall report to and be responsible to the Board of Trustees, which shall approve, disapprove or modify the proposals presented to it by the committees. Establishment by the Board of Trustees of committees of the membership shall not be deemed a delegation by the Board of its duties or responsibilities to the Corporation. No action may be taken by any committee of the membership within the scope of its responsibility set forth in these By-Laws or established by the Board of Trustees without prior review and approval by the Board of Trustees.

The Board of Trustees may establish a committee of the membership which shall be called the Committee of Trustees. The Trustees shall be elected to serve for a term of one (1) year and such election shall be held at the first regular meeting of the Board of Trustees after the annual meeting of the membership, or as soon after the election of Trustees is practicable. The Trustees shall have such responsibilities to MotherShip Foundation as the Board of Trustees shall, from time to time, direct and may render such advice and service to the Trustees and to MotherShip Foundation as the Trustees may from time to time request.

ARTICLE III - TRUSTEES

Section 1 General.

The property and business of the corporation shall be managed by a Board of Trustees which may exercise all such powers of the corporation and do all such lawful acts as are not by statute or by the Articles of Incorporation or by these By-Laws directed or required to be exercised or done by the members.

Section 2 Number of Trustees.

The Board shall consist of, at least, one (1) Trustee. The total number of Trustees shall be established by a resolution of the Class A Members or, alternatively, on the failure of the Board to adopt such resolution, by resolution of the Board of Trustees. The number of Trustees may be increased only by (i) the vote of three-fourths (¾) of

the Class A members present at an annual meeting of the membership, or (ii) upon the vote to two-thirds (2/3) of the Trustees present and voting at an annual or special meeting of the Trustees; provided, however, that no increase shall exceed any limits imposed or which may be imposed in the Articles of Incorporation without a prior amendment or contemporaneous to the Articles of Incorporation. The Trustees shall be elected by the Class A members at the annual meeting of the members, or at a special meeting called for that purpose, and each Trustee so elected shall hold office for a period of three (3) years, except as otherwise provided in Section 3 of these By-Laws, or until his successor is elected and qualifies. Trustees must be Class A members. However, the temporary expiration of a Trustee's membership shall not terminate that Trustee's term of service nor shall it affect the validity of his or her vote, or his right to vote upon any issue as a Trustee.

Section 3 Term of Office.

Those persons serving on the Board of Trustees on the date these By-Laws are adopted shall be the Trustees of this corporation to serve until the next annual meeting of this corporation to occur after the date of the adoption of these By-Laws. At the meeting, the members shall elect the Trustees to serve staggered terms to be designated by the membership. One-third (1/3) of the Trustees shall be designated by the members to serve a term of one (1) year; one-third (1/3) of the Trustees shall be designated to serve a term of two (2) years; the remaining one-third (1/3) of the Trustees shall serve a term of three (3) years. Upon the expiration of those terms, every succeeding Trustee shall serve a term of three (3) years.

Section 4 Vacancies.

If any vacancies occur in the Board caused by death, resignation, retirement, disqualification, or removal from office of any Trustee, a majority of the Trustees then in office, even if less than a quorum, may choose a successor or successors, and the Trustees so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, unless sooner displaced.

Section 5 Meetings of the Board.

The Trustees of this corporation may hold their meetings, both regular and special, either within or without the State of Louisiana.

Section 6 Annual Meeting.

The annual meeting of each newly elected Board of Trustees shall be held at the place of the annual meeting of members immediately after the annual meeting of the

members and no notice of the meeting shall be necessary to the Trustees in order to legally constitute the meeting, provided that a quorum shall be present; the Trustees may meet in such other place, and at such other time, as shall be fixed by the affirmative vote, or by the consent in writing, of a majority of the Trustees voting at the time of the notice.

Section 7 Regular Meetings.

Regular meetings of the Board may be held without notice at such time and place as shall be from time to time determined by the Board.

Section 8 Special Meetings.

Special meetings of the Board may be called by the President on eight (8) hours notice to each Trustee, either personally or by mail or telegram; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of any five (5) Trustees.

Section 9 Quorum.

At all meetings of the Board a majority of the Trustees shall constitute a quorum for transaction of business, except as otherwise provided by statute or in the Articles of Incorporation or these By-Laws. If less than such majority is present at a meeting, a majority of the Trustees present may adjourn the meeting, from time to time, without further notice until a majority is present.

Section 10 Vote.

When a quorum is present at a meeting, the vote of a majority of the Trustees present shall decide any question brought before the meeting. If a quorum is present when a meeting is convened, the Trustees may continue to do business notwithstanding the withdrawal of enough Trustees to have less than a quorum or the refusal of a Trustee or Trustees to vote.

Section 11 Written Consent.

Unless otherwise restricted by the Articles of Incorporation or by these By-Laws, any action required or permitted to be taken at any meeting of the Board of Trustees or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 12 Committees of Trustees.

The Board of Trustees may, by resolution of a majority of the whole Board, designate one (1) or more committees of Trustees, which, to the extent provided in the resolution, shall have and may exercise the powers granted by the Board of Trustees in the management of the business and affairs of the corporation, subject to being overridden by the whole Board, by a vote necessary to authorize Board action at a regular meeting of the Board, or a special meeting called for the purpose. Each Trustee shall be required to serve on a committee.

Section 13 Executive Committee

The Board may elect an Executive Committee. The members of the Executive Committee shall serve for a term of one (1) year or until their successors shall be elected. The Executive Committee shall have and may exercise the powers of the Board of Trustees, subject to being overridden by the whole Board, by a vote necessary to authorize Board action on the subject, at a regular meeting of the Board, or a special meeting called for the purpose.

The Executive Committee may meet at such time and at such place as may be designated by the President of this corporation or by any member of the Executive Committee, provided that at least eight (8) hours notice shall be given to each member of the Executive Committee. Such notice may be given orally.

Section 14 Minutes.

The Board of Trustees and committees thereof shall keep regular minutes of their proceedings, and the committees shall report their minutes to the Trustees when required.

ARTICLE IV - NOTICE

Section 1 Waiver of Notice.

Whenever any notice is required to be given under the laws of Louisiana, the Articles of Incorporation or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent thereto, and the waiver need not specify the purpose of the business to be transacted at the meeting.

ARTICLE V - OFFICERS

Section 1 Designation.

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as may be elected or appointed by the Board of Trustees in such manner and with such power and duties as the Board may determine. The Board may also elect one (1) or more Vice Presidents. Any two (2) or more offices may be held by the same person.

Section 2 Election.

The Board of Trustees at its first meeting of the members may choose a President from among its members, and may choose a Secretary and Treasurer, and may choose one (1) or more Vice Presidents, none of whom need be a member of the Board.

Section 3 Agents.

The Board may appoint such agents on behalf of the corporation as it shall deem necessary, for such terms and to exercise such powers and perform such duties as shall be determined from time to time by the Board, and not conflicting with these By-Laws, or the Articles of Incorporation.

Section 4 Term.

The officers of the corporation shall hold office for one (1) year or until their successors are chosen and qualify, unless sooner removed or displaced. Any officer elected or appointed by the Board of Trustees may be removed at any time by the affirmative vote of a majority of the whole Board of Trustees whenever in their judgment the best interests of the corporation would be served thereby.

Section 5 Vacancy.

Vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by appointment of the Board of Trustees for the unexpired portion of the term.

Section 6 President.

It shall be the duty of the President to preside over all Board meetings. The President

shall also be the chief executive officer of the corporation and, subject to the control of the Board of Trustees, shall, in general, supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and shall be ex-officio a member of all good standing committees. The President shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board are carried into effect.

The President may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Trustees, certificates of membership and any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees or any committee thereof has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these By-Laws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed.

Section 7 Vice President.

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the President may delegate and as the Board of Trustees shall prescribe.

Section 8 Secretary.

The Secretary shall attend all members meetings and Board of Trustees meetings, and keep the minutes thereof in one (1) or more books provided for that purpose. The Secretary shall also: 1) see that all notices are duly given in accordance with the provisions of these By-Laws as required by law; 2) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; 3) keep a register containing the post office address of each member which shall be furnished to the Secretary by the members; 4) give general charge of the membership rolls in the corporation; and 5) in general perform all duties incident to the office of Secretary and such other duties as, from time to time, may be assigned to the Secretary by the President or by the Board of Trustees.

Section 9 Treasurer.

The Treasurer shall have the custody of the corporate funds, records and securities, subject to the direction and control of the Trustees, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name of and to the credit of the corporation in such depositories as may be designated by the Board. The

Treasurer will also, in general, perform all duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to the Treasurer by the President or by the Board. The Treasurer shall be ex officio a member of the Executive Committee and the Finance Committee of the Trustees.

The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and the Treasurer shall render, to the President and the Trustees, at the regular meetings of the Board or whenever they may require it, an account of all transactions by the Treasurer of the financial condition of the corporation.

ARTICLE VI - COMMITTEES

Section 1

The Board of Trustees may elect or authorize the appointment of such standing or special committees of the Trustees or of the Board as it shall deem necessary or proper to carry on the business of this corporation. All committees shall report to the Board of Trustees either directly or through the standing committees of the Board of Trustees.

The Board of Trustees shall elect a chairman of each committee of the Trustees.

Section 2 **Standing Committees.**

There shall be the following standing committees of the Trustees:

a) **Executive Committee.**

An Executive Committee of such number as the Board of Trustees may, from time to time, determine shall be elected by the Board of Trustees at its first meeting after the annual meeting of the corporation. The Executive Committee shall review the annual budget and shall, in general, be responsible, subject to the supervision of the Board of Trustees, for conducting the affairs of the corporation in the intervals between meetings of the Board of Trustees.

A majority of the Committee members shall constitute a quorum. The Executive Committee may authorize corporate action contemplated by the powers and authorities by the affirmative vote of a majority of the members of the Executive Committee.

b) **Finance Committee.**

The Board of trustees may establish a Finance Committee of which the Treasurer shall be *ex officio* chairman. The members of the Finance Committee shall be elected at the annual meeting of the Trustees or as soon thereafter as may be practicable, and shall serve for a term of one (1) year or until their successors shall be elected. The Finance Committee may meet at such time and place within the State of Louisiana as may be designated by the President or by the chairman of the Finance Committee, provided that reasonable notice shall be given to each member of the committee. Such notice may be given orally.

The Finance Committee shall have the responsibility to oversee, review, plan and make recommendations to the Trustees concerning the financial affairs and practices of MotherShip Foundation. It shall also assure that efforts of MotherShip Foundation are adequately financed and assist in preparing the annual budget for MotherShip Foundation.

c) Laws and Ordinances Committee.

The Board of Trustees may establish a Laws and Ordinances Committee. The Laws and Ordinance Committee is responsible for notifying the Board of Trustees of any changes in the relevant ordinances and statutes.

Section 3 Committee Action.

Unless otherwise specifically provided by these By-Laws, or by a resolution of the Board of Trustees with respect to any committee, the action of a majority of the members of a committee voting at a meeting of any committee at which a quorum is present shall constitute the action of the committee and shall be effective as an act of this corporation, so far as the powers of the committee permit, until other action inconsistent therewith is taken by that committee, or unless and until overruled by the Executive Committee or by the Board of Trustees. The majority of the membership of any Committee shall constitute a quorum.

Section 4 Staff.

Upon two-thirds (2/3) majority, the Board of Trustees may employ an Executive Director and other staff, as necessary. The Executive Director will be responsible for the general direction of the operations of MotherShip Foundation, staff administration including, but not limited to, hiring and firing of staff, and shall be the official representative of MotherShip Foundation. He/she shall compile and submit to the Board of Directors such reports, analyzes, statistics, plans, and other information as may be required by him/her. He/she shall assist the Finance Committee in the preparation of its annual budget.

ARTICLE VII - INDEMNIFICATION

Section 1 The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the right of the corporation) by reason of the fact that he is or was a Trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Trustee, officer, employee, or agent of another business, foreign, or non-profit corporation, partnership, joint venture, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided that in case of actions by or in the right of the corporation: (a) the indemnity shall be limited to expenses (included attorney's fees and amounts paid in settlement not exceeding, in the judgment of the Board of Trustees, the estimated expense of litigating the action to conclusion and payment of any resulting judgment) actually and reasonably incurred in connection with the defense or settlement of such action and (b) no indemnification shall be made in respect to any claim; issue or matter as to which such person shall have been adjudged by a court of competent jurisdiction, after exhaustion of all appeals, therefrom, to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. No person shall be deprived of the right to indemnification under Section (a) hereof by reason by having been adjudged by a court of competent jurisdiction to have been liable for negligence not amount to willful or intentional misconduct in the performance of his duty to the corporation unless the court shall expressly determine that indemnification for such expenses would be in violation of public policy. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2 To the extent that a Trustee, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any such action, suit, or proceeding, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably

incurred by him in connection therewith.

- Section 3** The indemnification hereunder (other than an advance of expenses under Section 4 hereof) unless ordered by the court, shall be made by the corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made: (1) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable or a quorum of disinterested Trustees so directs, (a) by independent legal counsel, or (b) by the members.
- Section 4** The expenses incurred in defending such an action, suit or proceeding shall be paid by the corporation in advance of the final disposition thereof if authorized by the Board of Trustees in the manner provided in Section 3, above, if it is ultimately determined by a court of competent jurisdiction that Trustee, officer, employee, or agent is not entitled to be indemnified by the corporation, Trustee, officer, employee, or agent must repay the corporation the advanced costs.
- Section 5** The indemnification provided hereunder is subject to any limitations contained in applicable state or federal law, but shall not be deemed exclusive of any rights to which one indemnified or obtaining advancement of expenses may be entitled, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as the person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefit of his heirs and legal representatives.
- Section 6** The corporation may procure insurance as provided in La. R.S. 12:227, as amended.

ARTICLE VIII - AMENDMENTS AND PARLIAMENTARY AUTHORITY

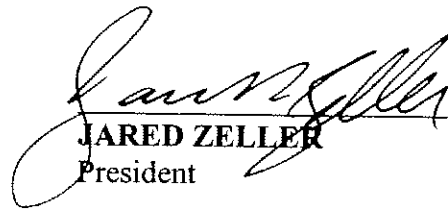
Having a quorum present, at any regular meeting, these by-laws may be amended by two-thirds (2/3) vote of the Trustees present and voting, provided the proposed amendments have been submitted in writing to all Trustees not later than ten (10) days prior to the meeting.

ARTICLE IX - DISSOLUTION OR WINDING UP

Upon the dissolution or winding up of the Corporation and after paying or adequately providing for its debts and obligations, the Trustee or persons in charge of the liquidation of the Corporation shall dispose of its assets by donating them to any organization or organizations eligible for exemption from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, or other statutes providing similar exemptions.

ARTICLE X - POLICIES OF THE CORPORATION

- Section 1** The corporation shall strictly observe the purposes set forth in Article III of its Articles of Incorporation.
- Section 2** The corporation shall not serve the private or individual interests of its members.



JARED ZELLER
President