

Tom Schedler
SECRETARY OF STATE

State of Louisiana
Secretary of State



COMMERCIAL DIVISION
225.925.4704

02/15/2017

Administrative Services
225.932.5317 Fax
Corporations
225.932.5314 Fax
Uniform Commercial Code
225.932.5318 Fax

PAUL PASTOREK
8913 DARBY LANE
RIVER RIDGE, LA 70123

DEAR SIR/MADAM,

GREATER NEW ORLEANS IRIS SOCIETY, INC.

It has been a pleasure to approve and place on file your articles of incorporation. The appropriate evidence is attached for your files.

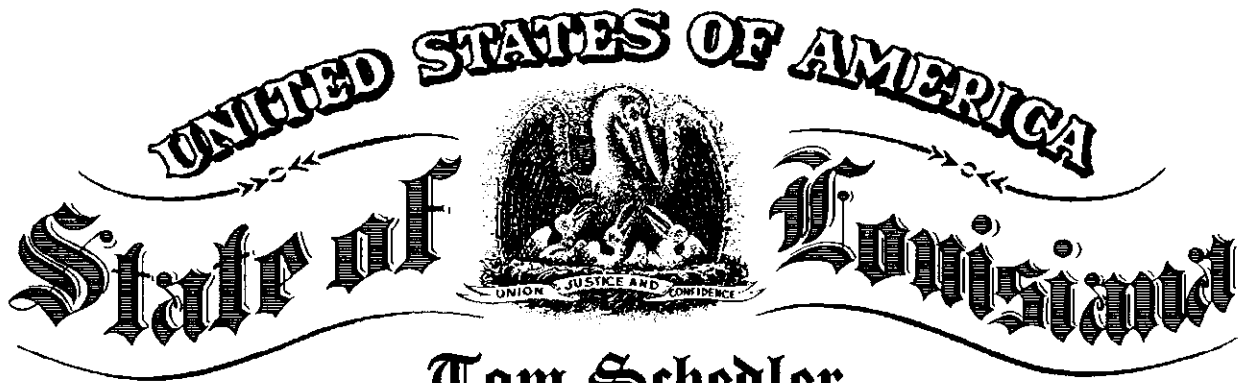
Payment of the filing fee is acknowledged by this letter.

Online filing options are available if changes are necessary to your registration or you need to file an annual report. Please visit our website at **GeauxBiz.com** for your future business needs.

Sincerely,

A handwritten signature in black ink, appearing to be "Tom Schedler", written over the word "Sincerely,".

The Commercial Division
NC



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

GREATER NEW ORLEANS IRIS SOCIETY, INC.

Domiciled at NEW ORLEANS, LOUISIANA,

Was filed and recorded in this Office on February 14, 2017,

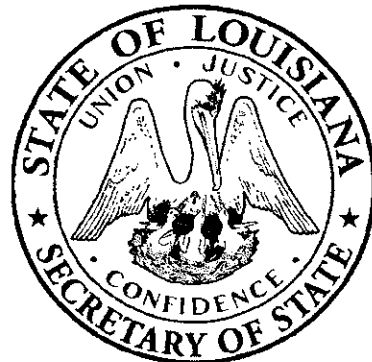
And all fees having been paid as required by law, the corporation is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R.S. Title 12, Chapter 2.

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,

February 15, 2017

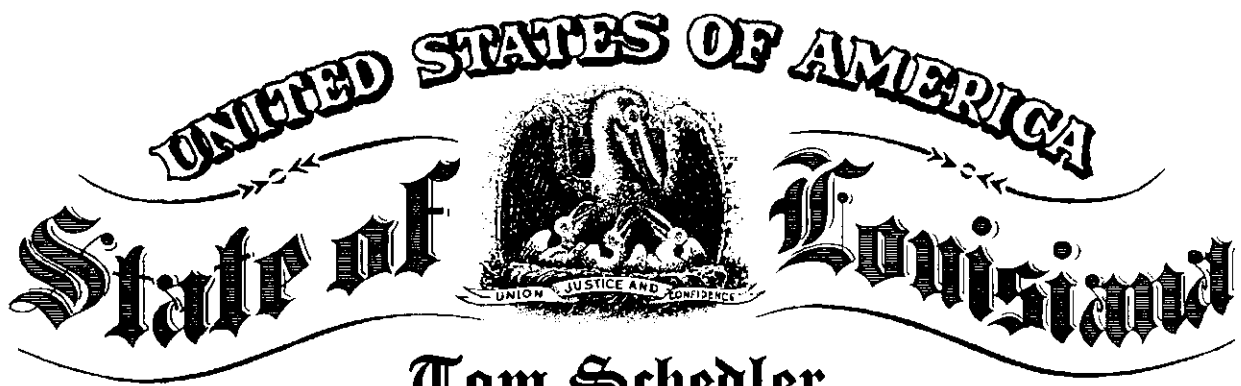
Secretary of State

NC 42555331N



Certificate ID: 10796889#DSWA4

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

GREATER NEW ORLEANS IRIS SOCIETY, INC.

are true and correct and are filed in the Louisiana Secretary of State's Office.
ORIGF 02/14/2017 9 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,

February 15, 2017

Secretary of State

NC 42555331N



Certificate ID: 10796890#CSWA4

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

ARTICLES OF INCORPORATION
OF
GREATER NEW ORLEANS IRIS SOCIETY, INC.

We, the undersigned natural persons of the age of majority, acting as incorporators of the above-named corporation, adopt the following Articles of Incorporation of such corporation pursuant to the Louisiana Nonprofit Corporation Law, LSA R.S. 12 § 201, et seq. as amended (the “Nonprofit Law”).

FIRST: The name of the corporation is Greater New Orleans Iris Society, Inc. (the “Corporation”).

SECOND: The period of the Corporation’s duration is perpetual.

THIRD: The purposes for which the Corporation is organized are as follows:

- A. To operate exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including, but not limited to, exchanging information concerning the culture and breeding of Louisiana irises, making the public more aware of Louisiana irises and their culture through publicity, shows, exhibits, tours and public plantings, providing the public with access to a greater variety of Louisiana irises to grow in their gardens, and working to preserve the native forms of the Louisiana iris species and their place in the environment, including projects to restore Louisiana iris species in areas where they have been lost.
- B. To exercise any powers conferred upon corporations formed under the Nonprofit Law as may be necessary or convenient to accomplish the above-described

purposes, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated, or any other thing of value.

FOURTH: The Corporation shall not have members and shall not issue any capital stock.

FIFTH: Except for the initial Board of Directors, whose names are set forth herein, the Board of Directors shall be chosen in the manner provided in the Bylaws.

SIXTH: Except as provided in these Articles of Incorporation, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

SEVENTH: At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

- A. The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), contributions to which are deductible for federal income tax purposes, nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under section 501(c)(3) of the Code.
- B. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the state of Louisiana or any other jurisdiction where any of its activities are carried on.

- C. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of section 501(c)(3) of the Code.
- D. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
- E. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Code by reason of attempting to influence legislation. Nor shall the Corporation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- F. No solicitation of contributions to the Corporation shall be made, and no gift, bequest or devise to the Corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its federal income tax exemption.
- G. Pursuant to the prohibition contained in section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of any private shareholder or individual.
- H. Notwithstanding any other provision of these Articles of Incorporation, if at any time or times the Corporation is a private foundation within the meaning of section 509 of the Code, then during such time or times:

- (1) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;
- (2) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under section 4942 of the Code;
- (3) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code;
- (4) The Corporation shall not make any investments in such a manner as to subject the Corporation to tax under section 4944 of the Code; and
- (5) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

EIGHTH: Upon the termination, dissolution or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Corporation shall be distributed as determined by the Board, provided that such distributions shall be made to, and only to, an organization described in section 501(c)(3) of the Code and in accordance with the provisions of section 501(c)(3) of the Code.

NINTH: The private property of the officers and directors of the Corporation shall not be subject to payment of debts of the Corporation to any extent whatever.

TENTH: The Corporation shall indemnify any director or former director of the Corporation for any liability to any person (i.e., any obligation to any person to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses incurred with respect to a threatened, pending

or completed proceeding) for any action taken (or any failure to take any action) as a director, except for any liability for (A) receipt of a financial benefit to which the director is not entitled, (B) an intentional infliction of harm, (C) an intentional violation of criminal law or (D) any other purposes that may be permitted by Louisiana Nonprofit Law or other law. The indemnification provided by this Article TENTH shall not be deemed exclusive of any other rights to which such director may be entitled under any bylaw, agreement, vote of the Board of Directors or otherwise. No payment shall be made under this Article TENTH if such payment would result in any liability for tax under chapter 42 of the Code.

ELEVENTH: All references contained in these Articles of Incorporation to the Internal Revenue Code of 1986, or to the "Code," shall be deemed to refer to the Internal Revenue Code of 1986 and to the Regulations established pursuant thereto as they now exist or as they may hereafter be amended. Any reference contained in these Articles of Incorporation to a specific section or chapter of the Code shall be deemed to refer to such section or chapter and the Regulations established pursuant thereto as they now exist or as they may hereafter be amended, and to any corresponding provision of any future United States Internal Revenue law and any Regulations established pursuant thereto.

TWELFTH: The name and address, including street number and zip code, of the initial registered agent of the Corporation are:

Eileen Hollander
5436 South Claiborne Ave.
New Orleans, LA 70125

The registered office address of the Corporation is 5436 South Claiborne Ave, New Orleans, LA 70125-4904.

THIRTEENTH: The number of directors constituting the initial Board of Directors of the Corporation is 10. The name and address, including street number and zip code, of each of the individuals who are to constitute the initial Board of Directors are:

<u>Name:</u>	<u>Address:</u>
<u>Eileen Hollander</u>	<u>5436 South Claiborne Ave.</u> <u>New Orleans, LA</u> <u>70125</u>
<u>Joe Musacchia</u>	<u>509 Linda Ann Ave.</u> <u>Gray, LA</u> <u>70359</u>
<u>Lorrie Brown</u>	<u>6509 Schouest St.</u> <u>Metairie, LA</u> <u>70003</u>
<u>Tyrone Foreman</u>	<u>7607 Hampson St.</u> <u>New Orleans</u> <u>70118</u>
<u>Benny Trahan</u>	<u>52 Oak Tree Dr.</u> <u>Slidell, LA</u> <u>70458</u>
<u>Roland Guidry</u>	<u>524 Susan Dr.</u> <u>Hammond, Louisiana</u> <u>70403</u>
<u>Gary Salathe</u>	<u>330 St. Calais Place</u> <u>Madisonville, LA</u> <u>70447</u>
<u>Patrick O'Connor</u>	<u>4628 Newlands St.</u> <u>Metairie, LA</u> <u>70006</u>

<u>Calvin A. Lopes</u>	<u>7490 Mayo Blvd.</u> <u>New Orleans, LA</u> <u>70126</u>
<u>Paul Pastorek</u>	<u>8913 Darby Lane</u> <u>River Ridge, Louisiana</u> <u>70123</u>

FOURTEENTH: The names and addresses, including street number and zip code, of the incorporators are:

<u>Name:</u>	<u>Address:</u>
<u>Eileen Hollander</u>	<u>5436 S Claiborne Ave.</u> <u>New Orleans, LA</u> <u>70125</u>
<u>Joe Musacchia</u>	<u>509 Linda Ann Ave.</u> <u>Gray, LA</u> <u>70359</u>
<u>Lorrie Brown</u>	<u>6509 Schouest St.</u> <u>Metairie, LA</u> <u>70003</u>
<u>Calvin A. Lopes</u>	<u>7490 Mayo Blvd.</u> <u>New Orleans, LA</u> <u>70126</u>

FIFTEENTH: The Employer Identification Number of the Corporation is:
EIN 81 - 4904331.

IN WITNESS WHEREOF, in the Parish of Orleans, we have signed these Articles of Incorporation this 29th day of January, 2017.

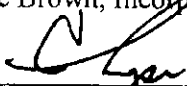
Eileen C. Hollander
Eileen Hollander, Incorporator



Joe Musacchia, Incorporator

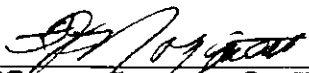


Lorrie Brown, Incorporator



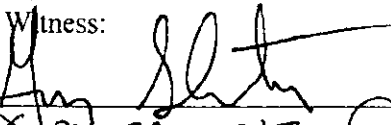
Calvin A. Lopes, Incorporator

Witness:

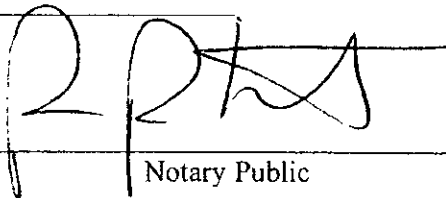


FRED NOBBERETH

Witness:



GARY SALATHE



Notary Public

PAUL G. PASTOREK
BAR NUMBER 10407

AGENT'S AFFIDAVIT AND ACKNOWLEDGEMENT OF ACCEPTANCE

I hereby acknowledge and accept the appointment of registered agent for and on behalf of the previously named entity.

Registered agent(s) signature(s):

Eileen E. Hollander
EILEEN E. HOLLANDER

Sworn to and subscribed before me this 14th day of February, 2017

NOTARY NAME MUST BE TYPED OR PRINTED WITH NOTARY #

Paul G. Pastorek

Notary Signature

PAUL G. PASTOREK

LA BAR #10407

Tom Schedler
SECRETARY OF STATE

State of Louisiana
Secretary of State



February 15, 2017

COMMERCIAL DIVISION
225.925.4704

Administrative Services

225.932.5317 Fax

Corporations

225.932.5314 Fax

Uniform Commercial Code

225.932.5318 Fax

The attached document of GREATER NEW ORLEANS IRIS SOCIETY, INC. was received and filed on February 14, 2017.

NC 42555331N

ARTICLES OF INCORPORATION
OF
GREATER NEW ORLEANS IRIS SOCIETY, INC.

We, the undersigned natural persons of the age of majority, acting as incorporators of the above-named corporation, adopt the following Articles of Incorporation of such corporation pursuant to the Louisiana Nonprofit Corporation Law, LSA R.S. 12 § 201, et seq, as amended (the “Nonprofit Law”).

FIRST: The name of the corporation is Greater New Orleans Iris Society, Inc. (the “Corporation”).

SECOND: The period of the Corporation’s duration is perpetual.

THIRD: The purposes for which the Corporation is organized are as follows:

- A. To operate exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including, but not limited to, exchanging information concerning the culture and breeding of Louisiana irises, making the public more aware of Louisiana irises and their culture through publicity, shows, exhibits, tours and public plantings, providing the public with access to a greater variety of Louisiana irises to grow in their gardens, and working to preserve the native forms of the Louisiana iris species and their place in the environment, including projects to restore Louisiana iris species in areas where they have been lost.
- B. To exercise any powers conferred upon corporations formed under the Nonprofit Law as may be necessary or convenient to accomplish the above-described

purposes, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated, or any other thing of value.

FOURTH: The Corporation shall not have members and shall not issue any capital stock.

FIFTH: Except for the initial Board of Directors, whose names are set forth herein, the Board of Directors shall be chosen in the manner provided in the Bylaws.

SIXTH: Except as provided in these Articles of Incorporation, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

SEVENTH: At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

- A. The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), contributions to which are deductible for federal income tax purposes, nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under section 501(c)(3) of the Code.
- B. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the state of Louisiana or any other jurisdiction where any of its activities are carried on.

- C. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of section 501(c)(3) of the Code.
- D. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
- E. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Code by reason of attempting to influence legislation. Nor shall the Corporation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- F. No solicitation of contributions to the Corporation shall be made, and no gift, bequest or devise to the Corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its federal income tax exemption.
- G. Pursuant to the prohibition contained in section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of any private shareholder or individual.
- H. Notwithstanding any other provision of these Articles of Incorporation, if at any time or times the Corporation is a private foundation within the meaning of section 509 of the Code, then during such time or times:

- (1) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;
- (2) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under section 4942 of the Code;
- (3) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code;
- (4) The Corporation shall not make any investments in such a manner as to subject the Corporation to tax under section 4944 of the Code; and
- (5) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

EIGHTH: Upon the termination, dissolution or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Corporation shall be distributed as determined by the Board, provided that such distributions shall be made to, and only to, an organization described in section 501(c)(3) of the Code and in accordance with the provisions of section 501(c)(3) of the Code.

NINTH: The private property of the officers and directors of the Corporation shall not be subject to payment of debts of the Corporation to any extent whatever.

TENTH: The Corporation shall indemnify any director or former director of the Corporation for any liability to any person (i.e., any obligation to any person to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses incurred with respect to a threatened, pending

or completed proceeding) for any action taken (or any failure to take any action) as a director, except for any liability for (A) receipt of a financial benefit to which the director is not entitled, (B) an intentional infliction of harm, (C) an intentional violation of criminal law or (D) any other purposes that may be permitted by Louisiana Nonprofit Law or other law. The indemnification provided by this Article TENTH shall not be deemed exclusive of any other rights to which such director may be entitled under any bylaw, agreement, vote of the Board of Directors or otherwise. No payment shall be made under this Article TENTH if such payment would result in any liability for tax under chapter 42 of the Code.

ELEVENTH: All references contained in these Articles of Incorporation to the Internal Revenue Code of 1986, or to the "Code," shall be deemed to refer to the Internal Revenue Code of 1986 and to the Regulations established pursuant thereto as they now exist or as they may hereafter be amended. Any reference contained in these Articles of Incorporation to a specific section or chapter of the Code shall be deemed to refer to such section or chapter and the Regulations established pursuant thereto as they now exist or as they may hereafter be amended, and to any corresponding provision of any future United States Internal Revenue law and any Regulations established pursuant thereto.

TWELFTH: The name and address, including street number and zip code, of the initial registered agent of the Corporation are:

Eileen Hollander
5436 South Claiborne Ave.
New Orleans, LA 70125

The registered office address of the Corporation is 5436 South Claiborne Ave, New Orleans, LA 70125-4904.

THIRTEENTH: The number of directors constituting the initial Board of Directors of the Corporation is 10. The name and address, including street number and zip code, of each of the individuals who are to constitute the initial Board of Directors are:

<u>Name:</u>	<u>Address:</u>
<u>Eileen Hollander</u>	<u>5436 South Claiborne Ave.</u> <u>New Orleans, LA</u> <u>70125</u>
<u>Joe Musacchia</u>	<u>509 Linda Ann Ave.</u> <u>Gray, LA</u> <u>70359</u>
<u>Lorrie Brown</u>	<u>6509 Schouest St.</u> <u>Metairie, LA</u> <u>70003</u>
<u>Tyrone Foreman</u>	<u>7607 Hampson St.</u> <u>New Orleans</u> <u>70118</u>
<u>Benny Trahan</u>	<u>52 Oak Tree Dr.</u> <u>Slidell, LA</u> <u>70458</u>
<u>Roland Guidry</u>	<u>524 Susan Dr.</u> <u>Hammond, Louisiana</u> <u>70403</u>
<u>Gary Salathe</u>	<u>330 St. Calais Place</u> <u>Madisonville, LA</u> <u>70447</u>
<u>Patrick O'Connor</u>	<u>4628 Newlands St.</u> <u>Metairie, LA</u> <u>70006</u>

<u>Calvin A. Lopes</u>	<u>7490 Mayo Blvd.</u> <u>New Orleans, LA</u> <u>70126</u>
<u>Paul Pastorek</u>	<u>8913 Darby Lane</u> <u>River Ridge, Louisiana</u> <u>70123</u>

FOURTEENTH: The names and addresses, including street number and zip code, of the incorporators are:

<u>Name:</u>	<u>Address:</u>
<u>Eileen Hollander</u>	<u>5436 S Claiborne Ave.</u> <u>New Orleans, LA</u> <u>70125</u>
<u>Joe Musacchia</u>	<u>509 Linda Ann Ave.</u> <u>Gray, LA</u> <u>70359</u>
<u>Lorrie Brown</u>	<u>6509 Schouest St.</u> <u>Metairie, LA</u> <u>70003</u>
<u>Calvin A. Lopes</u>	<u>7490 Mayo Blvd.</u> <u>New Orleans, LA</u> <u>70126</u>

FIFTEENTH: The Employer Identification Number of the Corporation is:

EIN 81 - 4904331.

IN WITNESS WHEREOF, in the Parish of Orleans, we have signed these Articles of Incorporation this 29th day of January, 2017.

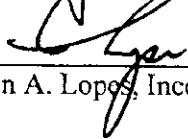
Eileen E. Hollander
Eileen Hollander, Incorporator



Joe Musacchia, Incorporator

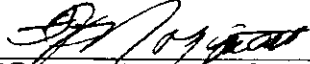


Lorrie Brown, Incorporator



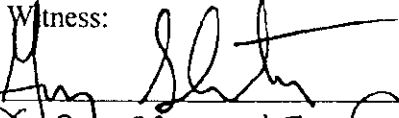
Calvin A. Lopes, Incorporator

Witness:

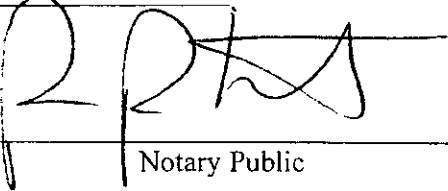


FRED NOBBERETH

Witness:



GARY SALATHE



Notary Public

PAUL G. PASTOREK
BAR NUMBER 10407

AGENT'S AFFIDAVIT AND ACKNOWLEDGEMENT OF ACCEPTANCE

I hereby acknowledge and accept the appointment of registered agent for and on behalf of the previously named entity.

Registered agent(s) signature(s):

Eileen E. Hollander
EILEEN E. HOLLANDER

Sworn to and subscribed before me this 14th day of February, 2017

NOTARY NAME MUST BE TYPED OR PRINTED WITH NOTARY #

Paul G. Pastorek

Notary Signature

PAUL G. PASTOREK
LA BAR # 10407

Louisiana Secretary of State

Receipt

For Control Set ID 12493927

Control Set	Date	Status	Receive Method	Entered By
12493927	02/14/2017	Pending	EMAIL	N M

Amount	Date	Payment Type	Routing / Card No.	Account / Exp. Date	Check No.	Status
\$110.00	02/15/2017	AMEX	...3000	09/21		AUTH
TOTAL \$110.00						

Cost	Date	Status	Charter #	Description / Requestor	Entity	Work Type
		Pending	42555331N	GREATER NEW ORLEANS IRIS SOCIETY	NON-PROFIT	Original Filing Documentation Original Filing Documentation \$75.00, Expedite \$30.00, Credit Card State Fee \$5.00