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#94091-18

AMENDED AND RESTATED BYLAWS OF  
NATCHITOCHEs COMMUNITY IMPROVEMENT FOUNDATION, INC.

ARTICLE I  
NAME AND PURPOSE

Section 1.1: Name.

The name of the Corporation will be NATCHITOCHEs COMMUNITY IMPROVEMENT FOUNDATION, INC. The Corporation shall have and continuously maintain a registered office and its principal place of business in Natchitoches Parish, Louisiana, as required by the State of Louisiana Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State of Louisiana or a corporation authorized to transact business in the State of Louisiana.

Section 1.2: Purpose.

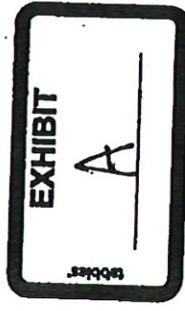
The purposes of the Corporation are:

- (a) To be a community resource dedicated to improving the lives of the citizens of Natchitoches by supporting charitable, recreational, educational, cultural, artistic and economic and housing activities in the City of Natchitoches, in accordance with the Corporation's adopted vision and mission statements:

The VISION of the Corporation is that the City of Natchitoches will be positively impacted by the NATCHITOCHEs COMMUNITY IMPROVEMENT FOUNDATION, INC. deploying resources to improve and enhance recreational, educational and economic opportunities for the youth and citizens of the City of Natchitoches.

The MISSION of the Corporation is to improve one or more of the following:

- (1) Recreational opportunities for the youth of the City of Natchitoches;
  - (2) Educational opportunities and scholarships for the youth of the City of Natchitoches;
  - (3) Seed money to acquire federal, state or local grants for the administration of cultural, artistic, recreational and/or educational programs; and/or
  - (4) Economic and/or housing development.
- (b) To render and support its vision for and mission to the community in such fashion as may be appropriate, through direct participation, initiative, investment and grant making.



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Section 3.10: Regular Meetings of the Board of Directors.

The Board of Directors shall have four (4) regular quarterly meetings each calendar year on the second Tuesday of January, April, July and October of each year in the City of Natchitoches. Notice of the time and place of the regular quarterly meeting shall be sent by or at the direction of the secretary to each director at least ten (10) days prior to said meeting. Notice of the quarterly regular meeting shall be published one (1) time at least ten (10) days prior to the quarterly regular meeting in a newspaper of general circulation in the City of Natchitoches. The annual meeting will be counted as one of the four regular meetings.

Section 3.11: Special Meetings of the Board of Directors.

Special meetings of the Board of Directors may be called by the Chair, or in his/her absence by the Vice-Chair, or by written request from any three (3) directors requesting the secretary to issue a call. Notice of each special meeting must be delivered by or at the direction of the secretary to each director at least three (3) days prior to the day on which the meeting is to be held. Notice may be given electronically, via facsimile, e-mail or other electronic delivery methods. Notice may be waived in writing by a director, either before or after the meeting. Attendance of a director at any special meeting shall constitute a waiver of notice of such meeting except where the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of any special meeting shall include the date, time and place of the meeting and shall state the purpose and business to be transacted and the purpose of the special meeting.

Section 3.12: Quorum.

A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of general business at that meeting of the Board of Directors. No business shall be considered by the Board of Directors at any meeting at which a quorum is not present. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted. Participating in a meeting of the Board of Directors by means of a telephonic conference or similar telecommunications device shall be permitted for specially called meetings, but not for quarterly meetings.

Notwithstanding any provision to the contrary, the affirmative vote of two-thirds (2/3) of the directors present at any meeting at which a quorum is present shall be necessary for the following acts:

- (a) to borrow any money on behalf of the Corporation;
- (b) to purchase any immovable property on behalf of the Corporation;

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