

R. Kyle Ardoin  
SECRETARY OF STATE

State of Louisiana  
Secretary of State



COMMERCIAL DIVISION  
225.925.4704

01/05/2024

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

ONLINE FILING  
marshall.hevron@arlaw.com

#### RIVER TRIANGLE ASSOCIATION

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.

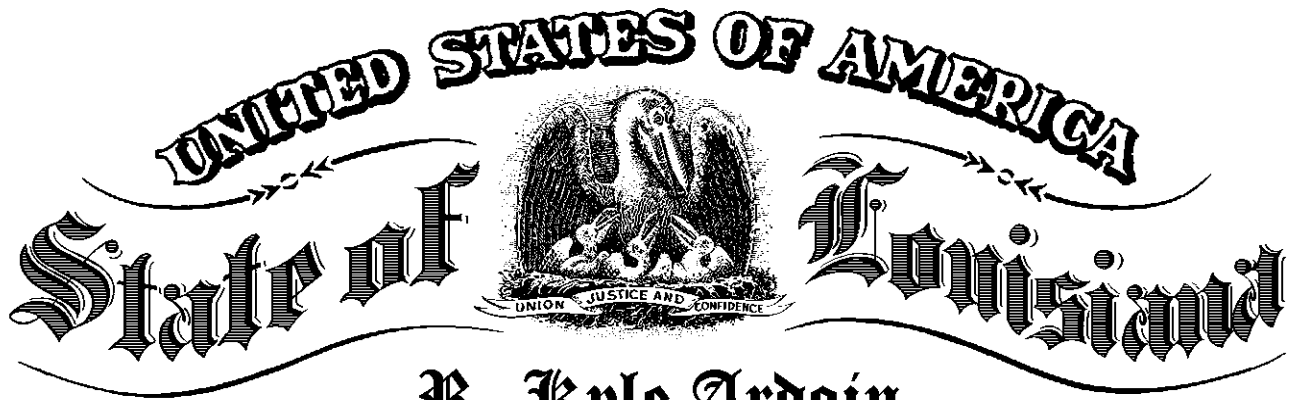
In addition to email and text notifications, business owners now have the option to enroll in our secured business filings (SBF) service. This service is available online, at no charge, by filing a notarized affidavit. Upon enrollment, an amendment cannot be made to your entity without approval using your personal identification number. This is another way to protect your business from fraud and identity theft.

Please note that as of January 1, 2018, business owners in the following parishes will be required to file all available business documents online through **geauxBIZ**: Ascension, Bossier, Caddo, Calcasieu, East Baton Rouge, Jefferson, Lafayette, Livingston, Orleans, Ouachita, Rapides, St. Tammany, Tangipahoa and Terrebonne.

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

Sincerely,

The Commercial Division  
WEB



**R. Kyle Ardoin**  
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

**RIVER TRIANGLE ASSOCIATION**

Domiciled at NEW ORLEANS, LOUISIANA,

Was filed and recorded in this Office on January 03, 2024,

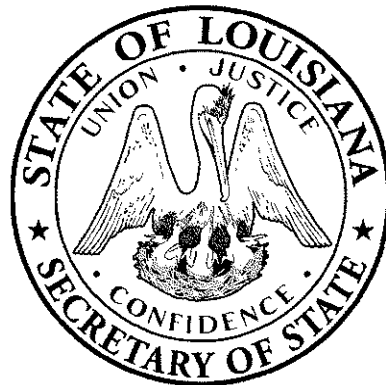
And all fees having been paid as required by law, the corporation is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R.S. Title 12, Chapter 2.

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,

January 5, 2024

*Secretary of State*

WEB 45742003N



Certificate ID: 11826913#PKH62

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](http://www.sos.la.gov)



**R. Kyle Ardoin**  
SECRETARY OF STATE

*As Secretary of State of the State of Louisiana, I do hereby Certify that*

the attached document(s) of

**RIVER TRIANGLE ASSOCIATION**

are true and correct and are filed in the Louisiana Secretary of State's Office.

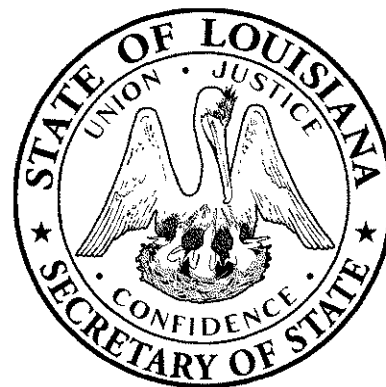
ORIGF      01/03/2024    6 pages

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,

January 5, 2024

*Secretary of State*

WEB 45742003N



Certificate ID: 11826914#XMJ62

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](http://www.sos.la.gov)

**ARTICLES OF INCORPORATION  
OF  
RIVER TRIANGLE ASSOCIATION**

**ARTICLE I  
Name**

The name of the Corporation, which is a nonprofit Corporation organized under Chapter 2 of Title 12 of the Louisiana Revised Statutes, is the **RIVER TRIANGLE ASSOCIATION**. (the "Association").

**ARTICLE II  
Registered Office**

The registered office of the Corporation shall be located at 123 Walnut, #305, New Orleans, LA 70118, but the Corporation may conduct its affairs at any location in the State of Louisiana designated by the Board of Directors.

**ARTICLE III  
Term of Existence**

The Corporation shall enjoy perpetual corporate existence unless sooner dissolved in accordance with law.

**ARTICLE IV  
Nonprofit Corporation**

The Corporation is not organized for profit or for the private gain of any person; it shall have no capital stock and shall not be authorized to issue capital stock.

**ARTICLE V  
Purposes**

The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of grants or distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such

limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterward amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to §501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under Louisiana Revised Statutes §12:201 *et seq* for scientific, educational, and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons. The Corporation shall be otherwise empowered and authorized to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from Federal Income Tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

(d) The Association is to act as a neighborhood association and in addition to the purposes listed above, the Association will also seek to enhance the livability of the area by establishing and maintaining an open line of communication and liaison between the neighborhood, government agencies and other neighborhoods. The Association will also seek to provide an open process by which members of the neighborhood may involve themselves in the affairs of

the neighborhood. The Association may seek to play any other role traditionally played by a neighborhood association.

**ARTICLE VI  
Registered Agent**

The name and physical address of the registered agent of the Association is:

Jack Davis  
123 Walnut St., #305  
New Orleans, LA 70118

**ARTICLE VII  
Membership**

The Association shall be organized on a non-stock basis. Membership in the organization shall be open to any individual residing between Magazine St. and the Mississippi River Levee and Audubon Park/Zoo and Broadway St. in New Orleans, LA.

**ARTICLE VIII  
Board of Directors**

The affairs of this Corporation shall be conducted by a Board of Directors and such officers and committees as the directors may from time to time appoint. The initial Board of Directors shall consist of no more than nine (9) directors for a two (2) term. The directors shall be nominated and elected at the times and in the manner designated in the bylaws. The initial Board of Directors shall elect the officers at its first meeting. An employee of the Association is not eligible to serve as a director. The names and address of the persons who are to serve as initial Board of Directors are:

<b>Board Member</b>	<b>Address</b>
Jack Davis	123 Walnut St., Apt. 305, New Orleans, LA 70118
Stephen Hales	170 Walnut St., Apt 2F, New Orleans, LA 70118
Robert Livingston	170 Walnut St., Apt 5C, New Orleans, LA 70118
Robert Marier	123 Walnut St., Apt. 1105, New Orleans, LA 70118
Caroline Taylor	123 Walnut St., Apt. 901, New Orleans, LA 70118

**ARTICLE IX  
Incorporator**

The name and address of the incorporator is:

Jack Davis  
123 Walnut St., #305  
New Orleans, LA 70118

**ARTICLE X**  
**Dissolution**

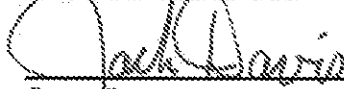
Upon the dissolution of the Association, whether as a result of voluntary action of the Association or lapse of time, the Board of Directors shall, after paying or making provision of the payment of all of the liabilities of the Association, dispose of all the assets of the Association in such manner or to such organization or organizations organized and operated exclusively for charitable, scientific, educational, or such other exempt 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 corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body to be used exclusively for public purposes as the Board of Directors shall determine.

**ARTICLE XI**  
**Indemnification of Directors and Officers**

Subject to the further provisions hereof, the Association shall indemnify any and all of its existing and former directors and officers against all expenses incurred by them and each of them, including but not limited to, legal fees, judgments, penalties, and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director or officer of the Association, whether or not any action or compromise is approved by a court. Indemnification shall be made by the Association whether the legal action brought or threatened is brought by or in the right of the Association or by any other person. Whenever such director or officer shall report to the president of the Association or to the Board of Directors that he or she has incurred or may incur expenses, including but not limited to, legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a director or officer of the Association, the Board of Directors shall, at its next regular meeting or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent. If the Board of Directors determines in good faith that such person did not act, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein, provided, however, that the Association shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Association, at its own expense and through counsel of its own choosing, to defend him or her in the action.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto affixed her signature as of this 27<sup>th</sup> day of December, 2023.

**INCORPORATOR:**

  
\_\_\_\_\_  
**JACK DAVIS**

**ACKNOWLEDGMENT**

**STATE OF LOUISIANA**

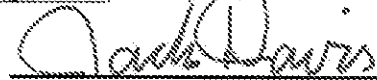
**PARISH OF ORLEANS**

**BEFORE ME**, the undersigned authority, personally came and appeared:

**JACK DAVIS**

to me known to be the person who signed the foregoing Articles of Incorporation of the **RIVER TRIANGLE ASSOCIATION**, as incorporator, and who, being duly sworn, did acknowledge and declare, in the presence of the two witnesses whose names are subscribed hereinafter, that he signed such instrument as her free act and deed for the purposes mentioned therein.

IN WITNESS WHEREOF, the said Appearer and witnesses and I have hereunto affixed our hands on this 27<sup>th</sup> day of December, 2023, at New Orleans, LA.

  
\_\_\_\_\_  
**JACK DAVIS**  
Affiant

  
\_\_\_\_\_

**NOTARY PUBLIC**

**Printed Name: Marshall A. Hevron**  
**My Commission Expires: Upon my death**  
**Notary or Bar Roll No.: 89338**



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

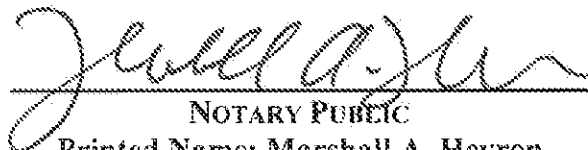
**STATE OF LOUISIANA  
PARISH OF ORLEANS**

On December 27<sup>th</sup>, 2023, before me, a Notary Public in and for the State of Louisiana and the aforesaid Parish, personally came and appeared Jack Davis, who being duly sworn, acknowledged to me that he/she does hereby accept appointment as the Registered Agent of the **RIVER TRIANGLE ASSOCIATION** which is a corporation authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, Chapters 1, 2 and 3.



\_\_\_\_\_  
Jack Davis  
Registered Agent

**SWORN TO AND SUBSCRIBED  
BEFORE ME, NOTARY, THIS 27<sup>th</sup>  
DAY OF DECEMBER, 2023.**



\_\_\_\_\_  
NOTARY PUBLIC  
Printed Name: Marshall A. Hevron  
My Commission Expires: Upon my death  
Notary or Bar Roll No.: 89338