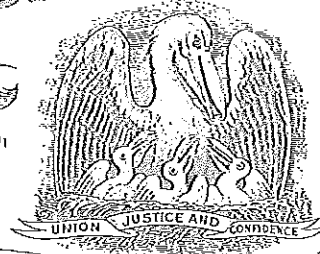


UNITED STATES OF AMERICA  
State of Louisiana



Jay Dardenne  
SECRETARY OF STATE

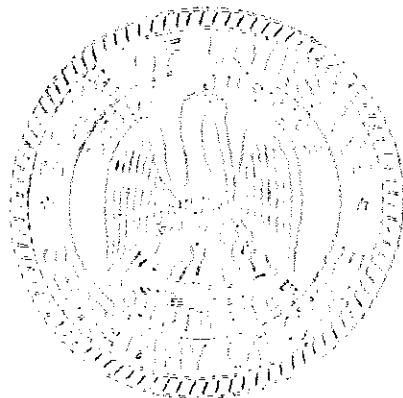
*As Secretary of State, of the State of Louisiana, I do hereby Certify that  
the annexed transcript was prepared by and in this office from the record on  
file, of which purports to be a copy, and that it is full, true and correct.*

*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,*

APR 11 2008

*Jay Dardenne*

*Secretary of State*



**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION AND RESTATEMENT OF  
HABITAT FOR HUMANITY OF GREATER BATON ROUGE, INC.**

**STATE OF LOUISIANA**

**PARISH OF EAST BATON ROUGE**

The undersigned, President and Secretary, respectively, of Habitat For Humanity of Greater Baton Rouge, Inc. (the "Corporation") do hereby certify that a Resolution amending and restating the Articles of Incorporation in its entirety was duly adopted on the 17<sup>th</sup> day of MARCH, 2008 pursuant to La. R.S. 12:237 *et seq.* at a regular meeting of the Board of Directors of the Corporation.

Now pursuant to La. R.S. 12:241, the undersigned do further certify that (i) the full text of the restated articles as set forth in this restatement was adopted and approved by the Board of Directors at a regular meeting on the 17<sup>th</sup> day of March, 2008, and this restatement entirely replaces and supersedes the Articles filed on February 1, 1989, (ii) there are no other amendments in effect on the date of the restatement, (iii) this amendment and restatement has been effected in conformity with law, (iv) the original Articles were filed with the Louisiana Secretary of State on February 1, 1989, the date on which corporate existence began, and the date of this restatement is March 17<sup>th</sup>, 2008.

Pursuant to such action and resolution, the Articles of Incorporation of this Corporation are hereby amended and restated in its entirety as follows:

**ARTICLE I  
NAME**

The name of this corporation is Habitat for Humanity of Greater Baton Rouge, Inc. (the "Corporation").

**ARTICLE II  
DURATION**

The period of this Corporation's duration is perpetual.

**ARTICLE III  
PURPOSE**

This Corporation is organized as a non-profit corporation exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. This Corporation's purposes shall be:

- (a) To build and rehabilitate houses with volunteer support in partnership with God's ~~people in need throughout and surrounding the Greater Baton Rouge area;~~
- (b) To work in cooperation with Habitat for Humanity International, Inc. and with other charitable organizations, through grants and otherwise, which are working to develop a better human habitat for economically disadvantaged people;
- (c) To reach out and enable an expanding number of people from all walks of life to participate in this effort;
- (d) To respond to the prophetic call for justice as well as to the teachings of Jesus by working together to serve the community in need throughout the world; and
- (e) To receive, maintain, and accept as assets of the Corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with the pursuant to the provisions of these Articles of Incorporation; but no gift, bequest, devise or purchase of any such property

shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a charitable organization or for any purposes of the charitable purposes which would jeopardize the status of the Corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended.

#### **ARTICLE IV STRUCTURE**

This Corporation is a nonprofit corporation organized on a non-stock basis.

#### **ARTICLE V REGISTERED OFFICE**

Location of the registered office of this Corporation is:

4962 Florida Boulevard, Suite 409  
Baton Rouge, LA 70806

#### **ARTICLE VI REGISTERED AGENT**

The name and address of the registered agent of this Corporation is:

James L. Ellis  
Taylor, Porter, Brooks & Phillips  
451 Florida Street - 8th Floor  
Baton Rouge, LA 70801

#### **ARTICLE VII CORPORATE ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay a reasonable reimbursement for expenses incurred and to make payments and distributions in furtherance of the purposes set forth above. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not

carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986.

The Corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986 (the "Code"); the Corporation shall not engage in any act of self-dealing that would subject it to tax under Section 4943 of the Code; the Corporation shall not make any investments that would subject it to tax under Section 4944 of the Code; and the Corporation shall not make any taxable expenditures that would subject it to tax under Section 4945 of the Code. The Corporation shall not participate or intervene in any political campaign on behalf of or against any candidate for public office. ~~No substantial part of the Corporation shall be the carrying on of propaganda, or~~ otherwise attempting to influence legislation.

#### **ARTICLE VIII BOARD OF DIRECTORS**

All of the corporate powers of this organization shall be vested in and all the business and affairs of this organization shall be managed by a Board of Directors consisting of not less than twelve (12) nor more than twenty-four (24) members. The number, classification, qualifications, compensation, terms of office, the method of nomination and the time and manner of election of a member of the Board of Directors, and the time and place of meeting shall be as specified in the Bylaws of the Corporation.

#### **ARTICLE IX FISCAL YEAR**

The fiscal year of the corporation shall begin on July 1 each year and end on June 30.

**ARTICLE X  
MEMBERSHIP**

The Corporation shall have one class of membership, which class shall consist of the members of the Board of Directors.

**ARTICLE XI  
OFFICERS**

The officers of this Corporation shall consist of a president, vice-president, a secretary and a treasurer, and such other officers as the Board of Directors from time to time may elect. The Board of Directors may combine the offices of secretary and treasurer. The officers of the Corporation shall be elected by and shall serve at the pleasure of the Board of Directors.

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**ARTICLE XII  
DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated for purposes consistent with the purposes of this Corporation 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 otherwise to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organizations or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue law), as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by the district court of the parish in which the principal office of the Corporation is then located, exclusively for such

purposes or to such organization or organizations, as said court shall return them, which are organized and operated exclusively for such purposes.

**ARTICLE XIII  
WAIVER OF RESPONSIBILITY**

No member or director of this Corporation shall be held financially liable or responsible for contracts, debts or defaults of this Corporation. If a member or director incurs any expense or financial loss directly resulting from any action or omission in good faith, the Corporation shall indemnify the member or director of any expenses or losses thus incurred.

**ARTICLE XIV  
UNANIMOUS WRITTEN CONSENT**

~~Whenever by any provision of law, these Articles of Incorporation or the Bylaws, the~~  
affirmative vote of the members or the directors is required to authorize or constitute corporate action, the consent in writing to such corporate action signed by all members, or by all directors, as the case may be, having power to vote on the particular question shall be sufficient for the purpose, without necessity for a meeting of the members or of the directors.

**ARTICLE XV  
BINDING EFFECT**

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

**ARTICLE XVI  
TAXPAYER IDENTIFICATION NUMBER**

The taxpayer identification number of this Corporation is 72-1141747.

**ARTICLE XVII  
AMENDMENT**

Amendment of these Articles of Incorporation may be adopted by the affirmative vote of sixty (60%) percent of the members of the Board of Directors present at any regular or special meeting of the Board of Directors, the notice of which set forth the proposed amendment or a summary of the changes to be made hereby. Notice of the meeting must be transmitted to the Directors not less than seven (7) days prior to the meeting. An amendment to these Articles of Incorporation may also be adopted by the unanimous written consent of the Directors then in office as provided in Article XIV.

**ARTICLE XVIII  
INDEMNIFICATION**

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The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the Louisiana Nonprofit Corporation Law, as the same exists or may hereafter be amended. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Louisiana Nonprofit Corporation Law, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of



expenses hereunder is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defenses are not permitted under the Louisiana Nonprofit Corporation Law, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or any committee thereof, or specific legal counsel, if any) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its Board of Directors or any committee thereof, special legal counsel, if any) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advance is not permissible. In the event of the death of any person having a right to indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, by law, board resolution, agreement or otherwise. The grant of mandatory indemnification to any person pursuant to this article shall extend to proceedings involving the negligence of such persons. The Corporation may additionally indemnify any person covered by the grant of

mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. Notwithstanding the foregoing, no person shall be indemnified pursuant to the provisions of this Article in relation to any tax asserted against such person under Chapter 42 of the Code. As used herein, the term "proceeding" means any threatened, pending, criminal, administrative, arbitative, or investigative, any appeal in such action, suit or proceeding, any inquiry or investigation that could lead to such an action, suit or proceeding.

THUS DONE AND PASSED, in multiple originals, in Baton Rouge, Louisiana, on the date first written above, in the presence of the undersigned competent witnesses, who hereunto sign their names with the appearer and me, Notary, after a due reading of the whole.

WITNESSES:

HABITAT FOR HUMANITY OF  
GREATER BATON ROUGE, INC.:

Dale C. Gray  
Print Name: Dale C. Gray

Donna Carville  
Donna Carville, President

Emily F. Gauthier  
Print Name: Emily F. Gauthier

Lionel Bailey  
Lionel Bailey, Secretary

Dawn Dietrich Bonnecaze

Dawn Dietrich Bonnecaze  
LA Bar Roll No. 25032  
Notary Public, State of Louisiana  
My Commission is for Life.

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN, that on this 17<sup>th</sup> day of MARCH, 2008, before me, the undersigned authority, duly commissioned, qualified and sworn within and for the State and Parish aforesaid, personally came and appeared Donna Carville and Lionel Bailey, to me known to be the identical persons who executed the above and foregoing Articles of Amendment, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that they executed the above and foregoing Articles of Amendment of their own free will, as their own act and deed, for the uses, purposes and benefits therein expressed.

WITNESSES:

Dale C. Gray  
Print Name: Dale C. Gray

Emily F. Cauthier  
Print Name: Emily F. Cauthier

By: Donna Carville  
Donna Carville, President

By: Lionel Bailey  
Lionel Bailey, Secretary

Dawn Dietrich Bonnecaze

Dawn Dietrich Bonnecaze  
LA Bar Roll No. 25032  
Notary Public, State of Louisiana  
My Commission is for Life.

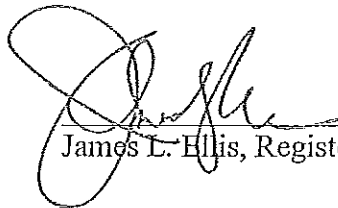
**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED REGISTERED AGENT  
OF  
HABITAT FOR HUMANITY OF GREATER BATON ROUGE, INC.**

To: Secretary of State  
Corporation Division  
State of Louisiana

**STATE OF LOUISIANA**

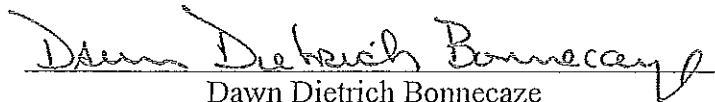
**PARISH OF EAST BATON ROUGE**

On this 17<sup>th</sup> day of MARCH, 2008, before me, undersigned Notary Public in and for the State and Parish aforesaid, personally came and appeared James L. Ellis, who is to me known to be the person, and who, being duly sworn, acknowledged to me that he does hereby accept appointment as the Registered Agent of ~~HABITAT FOR HUMANITY OF GREATER~~ **BATON ROUGE, INC.**, which is a Corporation authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, Chapter 2 of the Louisiana Revised Statutes.



James L. Ellis, Registered Agent

SWORN TO AND SUBSCRIBED BEFORE ME, on the day, month, and year first above written.



Dawn Dietrich Bonnecaze  
LA Bar Roll No. 25032  
Notary Public, State of Louisiana  
My Commission is for Life.

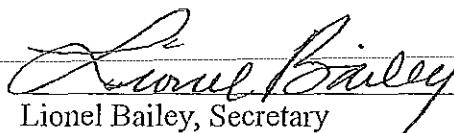
**RESOLUTION OF THE BOARD OF DIRECTORS OF  
HABITAT FOR HUMANITY OF GREATER BATON ROUGE, INC.**

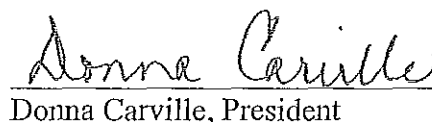
The Board of Directors of HABITAT FOR HUMANITY OF GREATER BATON, INC. (herein referred to as the "Corporation") had a meeting on March 17, 2008 and do hereby approve and take the following action at such meeting:

**RESOLVED**, that the Articles of Incorporation of the Corporation be amended and restated in its entirety as per the attached "Articles of Amendment to Articles of Incorporation and Restatement of HABITAT FOR HUMANITY OF GREATER BATON ROUGE, INC."

**RESOLVED**, that Donna Carville as President and Lionel Bailey as Secretary of the Corporation are authorized and directed to sign all documents as may be necessary to amend and restate the articles of incorporation as resolved above.

**IN WITNESS WHEREOF**, this action was approved and executed by Board of Directors of this Corporation on this 17<sup>th</sup> day of MARCH, 2008.

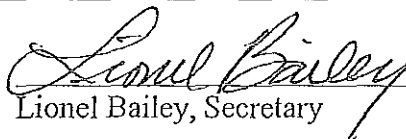
  
Lionel Bailey, Secretary


  
Donna Carville, President

**CERTIFICATE**

I, Lionel Bailey, do hereby certify that the above action was approved and taken by the he directors of this Corporation and that such directors constitutes all of the directors of this Corporation, and that the above and foregoing resolutions were duly adopted at meeting of the Board of Directors on March 17, 2008, and that said resolutions remain good and valid resolutions of this Corporation and have not been amended or modified as of the date hereof.

Signed this 17<sup>th</sup> day of MARCH, 2008

  
Lionel Bailey, Secretary

ATTEST:   
Donna Carville, President