

Forward Jefferson Corporation

700 Churchill Parkway, Avondale, LA 70094

PH: (504) 875-3908 FAX: (504) 875-3923

Forward Jefferson Corporation
ANNUAL MEETING
November 29, 2018 at *9:00 A.M.
JEDCO Administration Building
700 Churchill Parkway, Avondale, LA 70094

AGENDA

I. Call to Order – Chairman, Joe Ewell

- Approval of Absences
- Approval of Minutes for August 30, 2018 **Pg. 2**

II. Public Comments on Agenda Items

III. Unfinished and New Business

- Resolution approving amendments to the Forward Jefferson Corporation Bylaws – **Jerry Bologna Pg. 3**
- Resolution approving amendments to the Forward Jefferson Corporation Articles of Incorporation – **Jerry Bologna Pg. 27**
- Acknowledge appointments by JEDCO to the Forward Jefferson Corporation Board of Directors – **Joe Ewell Pg. 36**
- Election of Officers, appointment of Registered Agent and Bylaws Committee; effective January 1, 2019 – **Joe Ewell Pg. 37**

IV. Annual Financial Report – Cynthia Grows **See handout**

V. Adjournment

*or as soon as the JEDCO Quarterly Board of Commissioners meeting adjourns.

In accordance with provisions of the Americans with Disabilities Act of 1990 (ADA), Forward Jefferson Corporation, JEDCO and Jefferson Parish will not discriminate against qualified individuals with disabilities on the basis of disability in its services, programs or activities. If you require auxiliary aids or devices or other reasonable accommodation under the ADA, submit your request to the ADA Coordinator at least 48 hours in advance of this meeting or as soon as possible. Advanced noticed is required for ASI Certified Interpreters. Should you have any concerns, please contact: ADA Coordinator, Scott Rojas, 700 Churchill Parkway, Avondale, LA 70094 (504) 875-3908 or email: srojas@jedco.org

Any person, who believes he or she has been subject to unlawful discrimination by JEDCO, the Parish, any Parish officer or employee based on past or current disability, or his or her association with a person with a disability, may submit the grievance, in writing, to the Parish's designated Americans with Disabilities Act (ADA) Coordinator, contact information above.

Forward Jefferson Corporation

700 Churchill Parkway, Avondale, LA 70094

PH: (504) 875-3908 FAX: (504) 875-3923

Forward Jefferson Corporation
August 30, 2018 at 8:30 A.M.
JEDCO Conference Center
701-A Churchill Parkway, Avondale, LA 70094

MINUTES

Call to Order 8:30 a.m.

Attendance: Mickal Adler, Jimmy Baum, Joe Ewell, Roy Gattuso, Tom Gennaro, Bruce Layburn, Stephenson Robinson

Absences: Mario Bazile, Lloyd Clark, Brian Heiden, Larry Katz

I. Call to Order – Chairman, Joe Ewell

Chairman Ewell opened the meeting by welcoming guests and leading in the Pledge of Allegiance.

- **Approval of Absences** – Jimmy Baum motioned to excuse the above named absences. The motion was seconded by Bruce Layburn and passed unanimously.
- **Approval of Minutes for February 22, 2018** – Tom Gennaro motioned to approve the minutes. The motion was seconded by Jimmy Baum and passed unanimously.

II. Public Comments on Agenda Items

None

III. Unfinished and New Business

- **Approval of Forward Jefferson Corporation's 2017 Tax Report**
Meredith Kuss, with LaPorte CPAs and Business Advisors, presented the Board with a copy of the 2017 Tax Form 990. A motion was made by Jimmy Baum, second by Bruce Layburn to accept and approve the 2017 Tax Form 990. The motion passed unanimously.
- **Appointment of Bylaws Committee**
Jimmy Baum motioned, seconded by Bruce Layburn to appoint Mickal Adler, Joe Ewell and Roy Gattuso. The motion passed unanimously.
- **Articles of Incorporation Amendments** – Notice was given that amendments to the Articles of Incorporation for Forward Jefferson Corporation may be voted on at the Board of Directors' annual meeting on November 29, 2018.

IV. Adjournment – Mickal Adler motioned to adjourn, seconded by Joe Ewell. The motion passed unanimously.

Lloyd J. Clark
FORJ Secretary

RESOLUTION
FORWARD JEFFERSON CORPORATION

The following resolution was offered by _____ and seconded
by _____:

**A resolution authorizing amendments to the Forward Jefferson
Corporation (FORJ) Bylaws relative to changes that are required to
comply with various laws and changing circumstances.**

WHEREAS, the FORJ Board of Directors was desirous of taking all necessary actions to effect the business affairs of the Corporation; and

WHEREAS, notice was given on Thursday, February 22, 2018, that amendments to the Forward Jefferson Corporation Bylaws may be voted on at the Board of Directors' annual meeting on November 29, 2018;

WHEREAS, a draft of the proposed amendments was sent to each member of the Board of Directors at least forty-eight hours in advance of the meeting at which action on such amendments was to be taken;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of FORJ that the amendments submitted to this meeting shall be approved and the Bylaws are restated as presented.

The foregoing resolution having been submitted to a vote, the vote hereon was as follows:

YEAS: ____ **NAYS:** ____ **ABSENT:** ____ **ABSTAINING:** ____

And the resolution was declared adopted on this 29th day of November, 2018.

Attested to by:

Lloyd J. Clark
FORJ Director/Secretary

November 29, 2018 3

Proposed Bylaw Amendments for FORJ

Bylaws Committee Meeting – October 30, 2018

(List represents most significant changes.)

1. **Page 5 1.02** Removed “medical” as it is not listed in the Internal Revenue Code Section 501(c)(3) or the FORJ Articles of Incorporation.
2. **Page 6 1.04** Added (c)
3. **Page 7 3.02** Added
4. Removed language “a director need not be a resident of the State of Louisiana”; also removed the list of old directors. (4.3 of original bylaws.)
5. **Page 8 4.06** Vacancies – reworded to reference appointments are from JEDCO (Sec 3.02), and included “amendments to the Articles of Incorporation”.
6. **Page 9 5.01** Added
7. Removed language stating that meetings may be held either within or without the State of Louisiana, and may be held by means of conference telephone, facsimile, or similar communications equipment. 4.8 of the original bylaws, page 6.
8. **Removed 4.17 and 4.18 of original bylaws, page 10.** This section allowed a single director to take action on behalf of all Directors at any meeting (by proxy). Also allowed action without public notice.
9. **Page 11 5.08** Proxies are prohibited and all votes shall be in person, viva voce.
10. **Page 17 9.02** Changed to “shall not”. The original bylaws allowed Directors and Officers to maintain a direct or indirect interest in any contract to or incidental to the operations of the Corporation. (The Louisiana Code of Governmental Ethics does not allow this)
11. **Page 17 10.01** Changed a, b, and c from \$3,000 to \$5,000
12. Removed language regarding Voting Shares of Other Corporations, 9.4 of original bylaws page 20
13. **Page 20 Amendments** – reworded and added (a) and (b). The wording of the original bylaws required all members of the Board to be present and vote.

**BYLAWS
OF
FORWARD JEFFERSON CORPORATION**

A Louisiana Non-Profit Corporation

Adopted November 20, 2003

Amended July 2, 2008

Amended March 26, 2009

DRAFT TO BE PRESENTED

Amended and Restated November 29, 2018

Table of Contents

Article I. General	
Section 1.01 Name.....	5
Section 1.02 Purpose.....	5
Section 1.03 Powers.....	5
Section 1.04 Conduct of Corporate Affairs.....	6
Article II. Offices and Registered Agent	
Section 2.01 Principal Office.....	6
Section 2.02 Registered Office and Registered Agent.....	6
Article III. Members	
Section 3.01 Directors.....	7
Section 3.02 Appointment of Directors.....	7
Article IV. Board of Directors	
Section 4.01 General Powers.....	7
Section 4.02 Number and Qualifications.....	7
Section 4.03 Tenure.....	8
Section 4.04 Removal.....	8
Section 4.05 Resignation.....	8
Section 4.06 Vacancies.....	8
Article V. Meetings	
Section 5.01 Open Meetings.....	9
Section 5.02 Annual Meetings.....	9
Section 5.03 Regular Meetings.....	9
Section 5.04 Special Meetings.....	10
Section 5.05 Quorum.....	10
Section 5.06 Manner of Acting.....	11
Section 5.07 Minutes.....	11
Section 5.08 Proxies.....	11

Article VI. Officers

- Section 6.01 Election and Term of Officers.....11
- Section 6.02 Removal of Officers.....12
- Section 6.03 Chairman.....12
- Section 6.04 Vice Chairman.....13
- Section 6.05 Treasurer.....13
- Section 6.06 Secretary.....13
- Section 6.07 President and CEO.....14

Article VII. Agents and Representatives.....14

Article VIII. Committees and Advisory Boards

- Section 8.01 Committees of Directors.....15
- Section 8.02 Advisory Boards or Committees.....15
- Section 8.03 Chairman for Committees of Directors, Advisory Boards or Committees.16
- Section 8.04 Vacancies.....16
- Section 8.05 Quorum and Manner of Acting.....16
- Section 8.06 Rules.....16

Article IX. Contracts

- Section 9.01 Authorization.....16
- Section 9.02 Contracts Involving Directors and Officers.....17

Article X. Internal Financial Controls

- Section 10.01 Checks, Drafts or Orders for Payment.....17
- Section 10.02 Reimbursement of Expenses.....18
- Section 10.03 Deposits.....18
- Section 10.04 Gifts.....18
- Section 10.05 Accounting Review.....18
- Section 10.06 Investments.....19
- Section 10.07 Exempt Activities.....19

Article XI. Amendments.....20

Article XII. Miscellaneous

- Section 12.01 Books and Records.....21
- Section 12.02 Fiscal Year.....21
- Section 12.03 Corporate Seal.....21
- Section 12.04 Invalid Provisions.....21
- Section 12.05 Headings.....21

Certificate22

ARTICLE I.

GENERAL

1.01 Name. The name of this Corporation shall be: Forward Jefferson Corporation.

1.02 Purpose. The purposes for which the Corporation is organized are exclusively for religious, charitable, scientific, literary, and/or educational within the meaning of Section 501 (c)(3) of the Internal Revenue code of 1986, as now in effect or hereafter amended (the “Code”), or the corresponding provision of any future United States Internal Revenue Law. Specifically, this Corporation is organized and it shall be operated to assist in the economic growth and development of business concerns in the Jefferson Parish Louisiana area and thereby lessen the burden of government.

1.03 Powers. The Corporation is a non-profit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Louisiana Non-Profit Corporation Law; provided, however, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code, or as a corporation contributions to which are deductible under Section 170(a)(1) of the Code, by virtue of being charitable contributions as defined in Section 170(c)(2) of the Code.

1.04 Conduct of Corporate Affairs.

- (a) The affairs of the Corporation shall at all times be conducted in a manner consistent with the requirements of the Code, as such requirements affect tax-exempt organizations.
- (b) The Corporation shall not carry on, other than as an insubstantial part of its activities, activities that are not in furtherance of its purpose.
- (c) The Corporation shall adhere to Open Meetings Law; La.R.S. 42:11 through 42:28.

ARTICLE II.

OFFICES AND REGISTERED AGENT

2.01 Principal Office. The principal office of the Corporation in the State of Louisiana shall be at such location in Jefferson Parish, State of Louisiana, as may from time to time be determined by the Board of Directors.

2.02 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Louisiana a registered office and a registered agent as may be required by the Louisiana Non-Profit Corporation Law. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Louisiana, and the address of the registered office and the identity of the registered agent may be changed from time to time, in accordance with the Louisiana Non-Profit Corporation Law, by the Board of Directors or by an officer of the Corporation so authorized by the Board of Directors.

ARTICLE III.

MEMBERS

3.01 Directors. The Board of Directors shall be taken to be the members of the Corporation, and shall exercise all of the rights and powers of the members pursuant to La.R.A. 12:217(c), as it may be amended.

3.02 Appointment of Directors. The Jefferson Parish Economic Development and Port District shall make appointments to the Board of Directors.

ARTICLE IV.

BOARD OF DIRECTORS

4.01 General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Such board may exercise all powers granted to the Corporation and do all lawful acts required by the affairs of the Corporation so long as the exercise of such powers and the doing of such acts are consistent with the Corporation's prescribed purposes.

4.02 Number and Qualifications. The Board of Directors may from time to time change the number of Directors by an amendment of these Bylaws; provided, however, that the number of Directors shall never be less than eleven (11). A Director cannot be any person who would be considered a "disqualified person" under Section 4946 of the Code.

4.03 Tenure. Each Director shall hold office until his or her successor shall have been appointed and qualified or until their earlier death, resignation, retirement, disqualification or removal from office.

4.04 Removal. Any Director may be removed from the Board of Directors of the Corporation by a majority of the members, but such removal shall be without prejudice to the contract rights, if any, of the Director so removed; provided, however that the appointment of a Director shall not of itself create any contract rights in such director.

4.05 Resignation. Each Director shall have the right to resign at any time upon written notice thereof to the Chairman or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon the appointment of the successor to such resigning Director.

4.06 Vacancies. Any vacancy occurring in the Board of Directors shall be filled in the same manner prescribed in Section 3.02 hereof, unless the Board has determined to reduce the number of Directors by amendment of these Bylaws and amendment of the Articles of Incorporation and for this reason no successor is appointed. A vacancy shall be deemed to exist if a Director is absent for three consecutive regular meetings. Attendance or lack thereof at special meetings shall not be taken into consideration for purposes of this provision.

ARTICLE V.

MEETINGS

5.01 Open Meetings. Corporation shall adhere to La. R.S.42:11 – 42:28: Open Meetings Law.

5.02 Annual Meetings. At a minimum, the Board of Directors shall meet annually. The annual meeting shall be held at such time and place as is determined by the Chairman of the Board.

5.03 Regular Meetings.

- a. The Corporation may establish regular meetings at the beginning of each calendar year. The Secretary shall cause to be given a written public notice of the regular meetings. Such notice shall include the dates, times, and places of such meetings.
- b. The Chairman may, at his/her discretion, reschedule a regular meeting to a later date when it becomes known that a quorum will not be available, or when additional time is required for preparation of material particularly important to such regular meeting, provided that all Directors are duly notified in advance of the change in schedule.
- c. The Chairman may, at his/her discretion, cancel a regular meeting if he/she deems there are no agenda items of sufficient importance to make such a meeting necessary.

- d. The Secretary shall cause to be given written public notice of a special meeting no later than 48 hours before the meeting is to be held. The Secretary shall also cause to be given written notice to each Director by either electronic correspondence/e-mail, facsimile, or mailed to the addresses of the Directors as they appear in the records of the Corporation no later than 24 hours before the meeting is to be held.

5.04 Special Meetings.

- a. The Chairman shall have the right to call special meetings at his/her discretion, but must call a special meeting upon the request of any five (5) Directors.
- b. When calling a special meeting, the Chairman shall make known the purpose for which the meeting is called. Only those matters, which were included in the call, shall be considered at the special meeting unless every member of the Board is present and a quorum agrees to take up other matters.
- c. The Secretary shall cause to be given written public notice of a special meeting no later than 24 hours before the meeting is to be held. The Secretary shall also cause to be given written notice to each Director by either electronic correspondence/e-mail, facsimile, or mailed to the addresses of the Directors as they appear in the records of the Corporation no later than 24 hours before the meeting is to be held.

5.05 Quorum. A majority of the total number of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board.

5.06 Manner of Acting. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

5.07 Minutes. The Secretary of the Corporation shall prepare minutes of the meeting to be placed in the minute books of the Corporation.

5.08 Proxies. The Corporation shall be prohibited from utilizing any manner of proxy voting procedure or secret balloting. All votes shall be in person, viva voce, and shall be recorded in the minutes.

ARTICLE VI.

OFFICERS

6.01 Election and Term of Officers.

- a. Officers shall be elected at the Annual Meeting by a majority vote of the members of the Corporation present, with the term of each office commencing on the first day of January the following calendar year. The Corporation, from among its members, shall elect a Chairman, Vice Chairman, Secretary and Treasurer, to hold office for one year or until their successors are elected. The Corporation shall not be bound by any

particular order of succession in the nomination of members for election to the above offices.

- b. In case a vacancy occurs among the elected officers, due to resignation or other cause, an election shall be held at a regular or special meeting called for such purpose, to fill the vacant office for the unexpired portion of the term.
- c. The Corporation may employ the services of a President and CEO for the Corporation.

6.02 Removal of Officers. The Board may remove any officer appointed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Appointment of an officer shall not of itself create any contract rights in such officer unless otherwise provided in the Articles of Incorporation or these Bylaws.

6.03 Chairman. The Chairman shall see that the laws of the State of Louisiana, Parish of Jefferson and the directives and policies of the Corporation are faithfully observed and executed. The Chairman shall preside over all meetings, decide all questions of procedure and perform such other duties as are usually required of chairmen of other corporate bodies. Except as otherwise provided by law, the Chairman may vote on issues before the Board, and shall vote to break a tie in any vote taken by the Board.

6.04 Vice-Chairman. In the Absence of the Chairman, the Vice-Chairman shall perform the duties of the Chairman, and when so acting shall have all of the powers of and be subject to all the restrictions on the Chairman. Should a vacancy occur in the office of the Chairman, the Vice Chairman shall succeed to the office of the Chairman until such time as the Board of Directors elects a new Chairman at a regular or special meeting. The Vice-Chairman shall perform such other duties as from time to time that may be assigned to him or her by the Board of Directors or President and CEO.

6.05 Treasurer. The Treasurer shall insure or cause to insure safekeeping of funds and other securities of the Corporation, and make or cause to be made a monthly financial report of receipts and disbursements, to be presented to the Board of Directors. The Treasurer shall perform such other duties as are usually required of treasurers of other corporate bodies. In the absence of the Secretary, the Treasurer shall be acting Secretary and shall assume all duties of the Secretary. Should a vacancy occur in the office of the Secretary, the Board of Directors shall elect a new Secretary at a regular or special meeting.

6.06 Secretary. When required, the Secretary shall attest to any official document of the Corporation with his/her signature. The Secretary shall keep the minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and in general perform all duties

incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Board of Directors or President and CEO.

6.07 President and CEO. The President and CEO shall be the principal executive officer/registered agent of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President and CEO shall place into operation such business policies as shall be decided upon by the Board of Directors. The President and CEO shall preside at all meetings of the Board of Directors. The President and CEO may sign with the Secretary, or any other officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized, generally or specifically, to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, by these Bylaws, or by law, to some other officer or agent of the Corporation. The President and CEO shall perform all duties incident to the office of President and CEO and such other duties as may be prescribed by the Board of Directors from time to time.

ARTICLE VII.

AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and other representatives of the Corporation to perform such acts or duties on behalf of the Corporation, and give to such agents and other representatives such powers, as the Board of Directors may see fit, so far as may be consistent with the Articles of

Incorporation or these Bylaws and to the extent authorized or permitted by law.

ARTICLE VIII.

COMMITTEES AND ADVISORY BOARDS

8.01 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors, may designate one or more committees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Each such committee shall consist of two (2) or more persons, all of whom are Directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it, him or her by law.

8.02 Advisory Boards or Committees. Advisory boards or committees not having and exercising the authority, responsibility, or duties of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by the Board. Except as otherwise provided in such resolution, members of each such advisory board or committee need not be Directors of the Corporation. The Chairman of the Corporation shall appoint the members thereof. Any member thereof may be removed by the Chairman whenever in the Chairman's judgment the best interests of the Corporation shall be served by such removal.

8.03 Chairman for Committees of Directors, Advisory Boards or Committees.

Unless otherwise designated by these Bylaws, one member of each Directors' committee or advisory boards or committees shall be appointed chairman by the person or persons authorized to appoint the members thereof.

8.04 Vacancies. Vacancies in the membership of any committee of directors or advisory board or committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

8.05 Quorum and Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee of Directors or advisory board or committee, a majority of the committee or board shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee or board.

8.06 Rules. Each committee of directors, advisory board or committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE IX.

CONTRACTS

9.01 Authorization. The Board of Directors may authorize any officer or officers, or agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver

any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. No contract, transaction, or act shall be taken on behalf of the corporation if such contract, transaction, or act would result in denial of the Corporation's exemption from federal income taxation or subject the Corporation to intermediate sanctions under the Code and its regulations, as they now exist or as they may hereafter be amended.

9.02 Directors and Officers. Members of the Board of Directors and officers of the Corporation **shall not be permitted** to maintain a direct or indirect interest in any contract relating to or incidental to the operations of the Corporation, and **shall not freely make contracts**, enter into transactions, or otherwise act for and on behalf of the Corporation.

ARTICLE X.

INTERNAL FINANCIAL CONTROLS

10.01 Checks, Drafts or Orders for Payment.

- a. All checks, drafts or orders for payment in an amount up to **\$5,000.00** shall require the signature of one (1) officer or the President and CEO;
- b. All checks, drafts or orders for payment in excess of **\$5,000.00** shall require the signatures of two (2) officers or the signatures of one (1) officer and the President and CEO.

- c. All cash transactions, transfers and wires in excess of \$5,000 shall require the approval of two (2) officers or the approval of one (1) officer and the President and CEO.

10.02 Reimbursement of Expenses. Directors shall not receive stated salaries for their services, but will be reimbursed for expenses incurred in the conduct of official travel on behalf of the Corporation provided that such travel has been previously authorized by the Board of Directors. The President and CEO's travel expenses for overnight, or out-of-state overnight, shall be approved in advance by the Chairman of the Board of Directors or in his or her absence, an officer of the Board of Directors.

10.03 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

10.04 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Corporation.

10.05 Accounting Review. The Corporation shall employ a public accounting firm to provide a financial review of the Corporation, on an annual basis. All costs and expenses of such review shall be fully paid for by the Corporation. The Corporation shall consult with such accounting firm in order to design and implement bookkeeping methods and practices that will facilitate such review.

The report of such accountants shall be distributed to each member of the Board of Directors of the Corporation. The Board of Directors of the Corporation shall have the authority to require a full financial audit of the Corporation.

10.06 Investments. The corporation shall have the right to retain all or any part of any property, real, personal, tangible or intangible, acquired by it in whatever manner, and pursuant to the direction and judgment of the Board of Directors, to invest and reinvest any funds, and hold, sell, hypothecate, or lease any property held by it without being restricted to the class of investments available to directors by law or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in denial of the Corporation's exemption from federal income taxation or subject the Corporation to intermediate sanctions under the Code or its regulations, as they now exist or as they may hereafter be amended. The Corporation may retain all or any part of any property acquired or held by it regardless of risks, productivity or lack of diversification.

10.07 Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation which is not permitted to be taken or carried on by an organization exempt from federal income taxation under Section 501(a) and (c)(3) of the Code, and its regulations, as they now exist or as they may hereafter be amended, or by an

organization contributions to which are deductible under Section 170(a)(1) of the Code of its regulations, as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in Section 170(c)(2) of the Code of its regulations, as they now exist or as they may hereafter be amended.

ARTICLE XI.
AMENDMENTS

The Board of Directors shall have the power to make, amend, and repeal these Bylaws to govern this Corporation provided they are in accordance with and do not conflict with the Articles of Incorporation or adversely affect the tax exempt status of the Corporation.

Whereby a quorum of the Board of Directors is present, the Directors shall have the power to amend the Articles of Incorporation and these Bylaws at a regular meeting, special meeting or annual meeting of the Board of Directors by a vote of two-thirds (2/3). However, no such amendment shall be considered or effective unless;

- a. Notice of the intention to amend the Bylaws and/or Articles of Incorporation was given in writing at a previous meeting of the Board of Directors, and
- b. A draft of the proposed alteration or amendment was sent to each member of the Board of Directors at least forty-eight hours in advance of the meeting at which action on such alteration or amendment is to be taken.

ARTICLE XII.

MISCELLANEOUS

12.01 Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having authority of the Board of Directors.

12.02 Fiscal Year. The fiscal year of the Corporation shall be a calendar year and shall end on December 31.

12.03 Corporate Seal. The Board of Directors may provide a corporate seal in such form as may be determined by the Board.

12.04 Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as it is possible and reasonable, shall remain valid and operative.

12.05 Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

~~~~~**END**~~~~~

**CERTIFICATE**

**I HEREBY CERTIFY** that the forgoing Amended and Restated Forward Jefferson Corporation Bylaws were adopted by unanimous consent of the Board of Directors present on **November 29, 2018.**

\_\_\_\_\_  
Lloyd J. Clark, Secretary  
Forward Jefferson Corporation

\_\_\_\_\_  
Date

**RESOLUTION  
FORWARD JEFFERSON CORPORATION**

The following resolution was offered by \_\_\_\_\_ and seconded by \_\_\_\_\_:

**A resolution authorizing amendments to the Articles of Incorporation of Forward Jefferson Corporation (FORJ).**

**WHEREAS**, the FORJ Board of Directors was desirous of taking all necessary actions to effect the business affairs of the Corporation; and

**WHEREAS**, notice was given on Thursday, August 30, 2018 that amendments to the Articles of Incorporation of Forward Jefferson Corporation may be voted on at the Board of Directors' annual meeting on November 29, 2018; and

**WHEREAS**, a draft of the proposed amendments was sent to each member of the Board of Directors at least forty-eight hours in advance of the meeting at which action on such amendments was to be taken;

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of FORJ that the foregoing amendments to the Articles of Incorporation shall be approved:

**ARTICLE IX** shall be amended to read as follows:

The powers of this Corporation shall be exercised by a Board of Directors, which shall consist of no less than eleven (11) members, or such greater number as may be fixed in the Bylaws, in good standing of the Corporation. *The Jefferson Parish Economic Development and Port District shall make appointments to the Board of Directors.*

**ARTICLE X** shall be amended to read as follows:

The Board of Directors shall have the power to make, amend, and repeal Bylaws to govern this Corporation provided they are in accordance with and do not conflict with these Articles or adversely affect the tax exempt status of the Corporation. *Whereby a quorum of the Board is present, the Directors may amend the Bylaws and these Articles by a vote of two-thirds (2/3). However, no such amendment shall be considered or effective unless:*

- a) Notice of the intention to amend the Bylaws or Articles was given in writing at a previous meeting of the board of Directors, and*
- b) A draft of the proposed amendment was sent to each member of the Board of Directors at least forty-eight hours in advance of the meeting at which action on such amendment is to be taken.*

The foregoing resolution having been submitted to a vote, the vote hereon was as follows:

**YEAS:\_\_\_\_\_ NAYS:\_\_\_\_\_ ABSENT:\_\_\_\_\_ ABSTAINING:\_\_\_\_\_**

And the resolution was declared adopted on this **29<sup>th</sup> day of November, 2018.**

**Attested to by: \_\_\_\_\_**

Lloyd J. Clark, FORJ Director/Secretary

**ARTICLES OF INCORPORATION  
OF  
FORWARD JEFFERSON CORPORATION**

**UNITED STATES OF AMERICA  
STATE OF LOUISIANA  
PARISH OF ORLEANS**

BE IT KNOWN, that on this 22<sup>nd</sup> day of October, 2003, before me, the undersigned Notary Public in and for the Parish and State aforesaid, personally came and appeared Scott D. Adams, a person of the full age of majority whose signature is subscribed hereto who declares, in the presence of the undersigned competent witnesses that, availing himself of the provisions of the Louisiana Nonprofit Corporation law, to-wit, Louisiana R.S. 12:201, *et seq.*, as amended, he does hereby organize a nonprofit corporation under and in accordance with these Articles of Incorporation as follows:

**ARTICLE I**

The name of this Corporation shall be: Forward Jefferson Corporation.

**ARTICLE II**

A. The Corporation is a non-profit Corporation and it shall enjoy perpetual corporate existence unless sooner dissolved in accordance with law.

B. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and/or educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or hereafter amended (the "Code"), or the corresponding provision of any future United States Internal Revenue Law. Specifically, this Corporation is organized and it shall be operated to assist in the economic growth and development of business concerns in the Jefferson Parish Louisiana area and thereby lessen the burdens of government.

C. In furtherance of such purposes, this corporation shall have all the powers granted to nonprofit corporations under the laws of the State of Louisiana.

### ARTICLE III

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Article II above.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision in these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

### ARTICLE IV

The corporation is organized on a non-stock basis. There will be one class of members in the corporation. Membership in this corporation shall be limited to those serving as directors. Voting rights shall terminate if a member ceases to enjoy the qualifications for membership.

## ARTICLE V

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the general purposes of the Corporation in such manner, or to such organization or organizations, as the Board of Directors shall determine. Any such 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, as such Court shall determine, which are organized and operated exclusively for such general public purposes.

## ARTICLE VI

The Corporation may enter into contracts or agreements, including trusts, with individuals, corporations, or partnerships, domestic or foreign. The Corporation may dispose of whatever property it may receive and convert the property to other forms, or to cash, all to assist and promote eleemosynary activities.

## ARTICLE VII

The location of its registered office is:

3445 N. Causeway Blvd., Suite 300  
Metairie, LA 70002

## ARTICLE VIII

The name and address of its registered agent is:

Scott D. Adams  
3445 N. Causeway Blvd., Suite 300  
Metairie, LA 70002

## ARTICLE IX

The powers of this Corporation shall be exercised by a Board of Directors which shall consist of no less than twenty-one (21) members (unless the number of members is less than ten (10) in which event there need be only as many directors as members), or such greater number as may be fixed in the By-laws, in good standing of the Corporation to be elected or chosen as follows: The directors shall be elected by majority vote of the members of the Corporation present at the annual meeting of the Corporation.

## ARTICLE X

The Board of Directors shall have the power to make, amend, and repeal By-Laws to govern this Corporation provided they are in accordance with and do not conflict with these Articles or adversely affect the tax exempt status of the corporation. The Board of Directors may amend these Articles by a two-thirds vote of all directors.

## ARTICLE XI

The names and addresses of the first Board of Directors are as follows:

Christopher Bucher  
Hibernia National Bank  
225 Baronne Street, 7th Floor  
New Orleans, LA 70112

Jacquelyn A. Bruchi  
Shadow Lake Management  
P. O. Box 1938  
Gretna, LA 70054

Paul E. Hurley  
Attorney at Law  
2709 Ridgelake Drive, Suite 201  
Metairie, LA 70002

Bill Peperone  
4809 Jefferson Highway  
Jefferson, LA 70123

Michele Shane  
First Lake Property  
4971 W Napoleon  
Metairie, LA 70001

Eddie A. Doucet  
9404 Citrus Lane  
River Ridge, LA 70123

Gregory Carroll  
1915 Short Street  
Kenner, LA 70062

James "Jim" Dutcher  
122 Asphodel  
Luling, LA 70070

Lynda Nugent Smith  
#4 Moselle Drive  
Kenner, LA 70065

Reginald "Ric" Smith  
Metairie Bank  
3344 Metairie Road  
Metairie, LA 70001

Bruce W. Dantin  
459 Avenue C  
Westwego, LA 70094

Valerie LoBue  
OMNI Bank  
2900 Ridgelake Drive  
Metairie, LA 70002

Brian Heiden  
Omni Bank  
2439 Manhattan Blvd., Suite 302  
Harvey, LA 70058

Jerry Alexander  
Business Communications  
Distributors LA, Inc.  
4416 York Street  
Metairie, LA 70001

Vinicio E. Madrigal, M.D.  
General Practice and Family Medicine  
3800 Houma Blvd., Suite 250  
Metairie, LA 70002

Tina Dandry-Mayes  
New York Life, Inc.  
2681 Foliage Drive  
Marrero, LA 70072

Pat Rooney  
Commercial Flooring  
5403 Powell Street  
Elmwood, LA 70123

Fred Drew  
CFO Services  
216 West Livingston Place  
Metairie, LA 70005

Charlie Fontenelle  
Insurance Underwriters  
2610 Edenborn Ave  
Metairie, LA 70002

Lee Faulkner  
Attorney at Law  
819 Fourth Street  
Gretna, LA 70053

Mark Becker  
New Orleans Appraisal  
P.O. Box 73299  
Metairie, LA 70033

## ARTICLE XII

The Incorporator, officers, and directors of this Corporation claim the benefits of the limitation of liability provisions of La. R.S. 12:24C, as amended, to the fullest extent allowed by law as fully



and completely as though said provisions were recited herein in full.

THUS DONE AND PASSED before me, the undersigned Notary Public, in Metairie, Louisiana on the day, month and year first above written, in the presence of the undersigned competent witnesses after due reading of the whole.

WITNESSES:

INCORPORATOR:

Elizabeth S. Burgess

Scott D. Adams

Scott D. Adams


Ernie L. Lurd

Sheila L. Morgan  
NOTARY PUBLIC

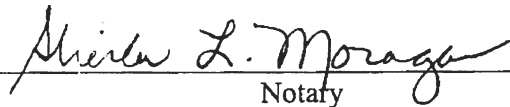
7297499.81986

AGENT'S AFFIDAVIT AND ACKNOWLEDGMENT OF ACCEPTANCE

I hereby acknowledge and accept the appointment of registered agent for and on behalf of the above named Corporation.

Registered agent signature:   
Scott D. Adams

Sworn to and subscribed before me this 22<sup>nd</sup> day of October, 2003.



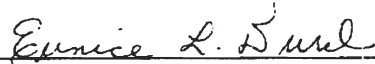
  
Notary

STATE OF LOUISIANA

PARISH OF ORLEANS

On the 22<sup>nd</sup> day of October, 2003, personally came and appeared: Scott D. Adams, known to me to be the person described in and who executed the foregoing instrument, who acknowledged that he executed it as his free act and deed.

Witnesses:

        
      Scott D. Adams

SWORN TO AND SUBSCRIBED before me on the day, month and year first above written.

  
NOTARY PUBLIC

297499.81986

AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF

**Forward Jefferson Corporation**

**Charter Number: 35580207N**

**Registration Date: 10/23/2003**

**Domicile Address: 700 Churchill Parkway  
Avondale, LA 70094**

The undersigned, acting pursuant to the Business Corporation Act of Louisiana, hereby amends the Articles of Incorporation as follows:

**ARTICLE IX** shall be amended to read as follows:

*The powers of this Corporation shall be exercised by a Board of Directors, which shall consist of no less than eleven (11) members, or such greater number as may be fixed in the Bylaws, in good standing of the Corporation. The directors shall be elected by majority vote of the members of the Corporation present at the annual meeting of the Corporation.*

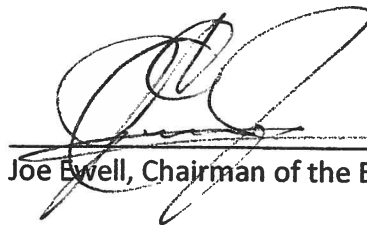
The amendment was duly adopted on **July 2, 2008** by the Board of Directors of the Corporation without requirement of shareholder approval as there are no shareholders.

Signed at Jefferson Parish, Louisiana on August 30, 2018.



Notary Signature, Printed Name  
and Notary/Bar Roll #

W. Reed Smith  
Notary Public  
LA Bar No. 18440  
Parish of Jefferson, State of LA  
My Commission is Issued for Life



Joe Ewell, Chairman of the Board of Directors

**2019**

**Appointments by JEDCO to the Forward Jefferson Corporation Board of Directors**

**Mickal Adler**

**Jimmy Baum**

**Mario Bazile**

**Lloyd Clark**

**Bruce Dantin**

**Lesha Freeland**

**Roy Gattuso**

**Tom Gennaro**

**Brian Heiden**

**Teresa Lawrence**

**Stephen Robinson**

**RESOLUTION**

**FORWARD JEFFERSON CORPORATION**

The following resolution was offered by \_\_\_\_\_ and seconded by \_\_\_\_\_:

**WHEREAS**, the FORJ Board of Directors was desirous of taking all necessary actions to effect the business affairs of the Corporation;

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of FORJ that:

- 1. The FORJ Board of Directors hereby elects as per Article 6.01 (a) of the Amended and Restated FORJ Bylaws, the following Directors as the Officers of the Board of Directors of FORJ with the term of each office commencing on the first day of **January, 2019**:

Chairman: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Secretary: \_\_\_\_\_

- 2. The FORJ Board of Directors hereby appoints as per Article 2.02 of the Amended and Restated FORJ Bylaws, and Article VIII of the FORJ Articles of Incorporation, **Gerald A. Bologna** as its Registered Agent.

- 3. The FORJ Board of Directors hereby appoints the following Directors to the FORJ Bylaws Committee:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

The foregoing resolution having been submitted to a vote, the vote hereon was as follows:

**YEAS:** \_\_\_ **NAYS:** \_\_\_ **ABSENT:** \_\_\_ **ABSTAINING:** \_\_\_

and the resolution was declared adopted on this 29<sup>th</sup> day of November, 2018.

**Attested to by:**

\_\_\_\_\_

**Lloyd J. Clark**  
**FORJ Director/Secretary**