

**ARTICLES OF INCORPORATION
OF
LOUISIANA ASSOCIATION OF COLLEGIATE REGISTRARS
AND ADMISSIONS OFFICERS, INC.**

(A LOUISIANA NONPROFIT CORPORATION)

The undersigned, acting pursuant to the Nonprofit Corporation Law of the State of Louisiana hereby adopts the following Articles of Incorporation (sometimes, “Articles”).

**ARTICLE I
NAME**

The name of the nonprofit corporation is “Louisiana Association of Collegiate Registrars and Admissions Officers, Inc.”

**ARTICLE II
PURPOSES**

This corporation is organized exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and as hereafter amended (“Code”), particularly for purposes of receiving and administering funds and property for charitable and educational purposes in such manner as will best promote the mission of the corporation as set forth in the corporation’s Bylaws; provided that, in carrying out foregoing purposes and to the extent permitted by Code Section 501(c)(3), the corporation is authorized to engage in any lawful activity incidental to such purposes for which corporations may be formed under the Louisiana Nonprofit Corporation Law. Notwithstanding any other provisions contained in these Articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) or by a corporation the contributions to which are deductible under Code Section 170.

**ARTICLE III
STRUCTURE**

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

**ARTICLE IV
REGISTERED OFFICE**

The location and municipal address of the registered office of this corporation is Office of the University Registrar, Room 112, Thomas Boyd Hall, Louisiana State University, Baton Rouge, Louisiana 70803.

**ARTICLE V
REGISTERED AGENT**

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

Robert K. Doolos
Office of the University Registrar
Room 112, Thomas Boyd Hall
Louisiana State University
Baton Rouge, Louisiana 70803

**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this corporation is:

Lisa Frey Miller
Director of Recruitment and Admissions
University of Louisiana at Monroe
700 University Avenue
Monroe, Louisiana 71209

**ARTICLE VII
LIMITATIONS ON ACTIVITIES**

The corporation is not organized for profit. No part of the net earnings of the corporation shall inure to the benefit of any member, officer, director/committee member, employee or individual. However, the corporation shall be empowered and authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

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.

The corporation shall not engage in any activity inconsistent with its status as a corporation that is exempt from federal income taxation under Code Section 501(c)(3) or as a corporation the contributions to which are deductible under Code Section 170. These Articles shall be construed accordingly, and all powers and activities of the corporation hereunder shall be limited accordingly.

**ARTICLE VIII
BOARD OF DIRECTORS/EXECUTIVE COMMITTEE**

As provided in the corporation's Bylaws and for purposes of complying with the provisions of La. 12:203.B(8), the Executive Committee of the corporation effectively shall function as the corporation's board of directors and each member of the Executive Committee effectively shall be a director of the corporation. Further, the Board of Directors/Executive Committee is vested with the power to manage and conduct the business and affairs of this corporation and shall control the disposition of its properties and funds. The Board of Directors/Executive Committee shall have and be vested with the power to enter into contracts,

leases and other agreements for the benefit of and in the name of the corporation and otherwise shall have the power obligate and bind the corporation. The Board of Directors/Executive Committee shall consist of not more than six individuals and shall include the President, Vice President, Secretary, Treasurer, Recruitment Services Committee Chairperson and Immediate Past President.

The names, addresses and terms of office of the corporation's initial Board of Directors/Executive Committee members are as follows:

W. Bryant Faust
Acting Registrar
LSU Health Science Center-NO
433 Bolivar Street
New Orleans, Louisiana 70112
Term: one year

Lisa Frey Miller
Director of Recruitment and Admissions
University of Louisiana at Monroe
700 University Avenue
Monroe, Louisiana 71209
Term: one year

Andy Benoit
Director of Admissions
University of New Orleans
Administration Building 103
New Orleans, LA 70148
Term: one year

Susan Elkins
Associate Registrar
Louisiana Tech University
P.O. Box 3155
Ruston, Louisiana 71272
Term: not to exceed three consecutive years

Shelly Kieffer
Recruiter/Admissions Counselor
Louisiana State University-Alexandria
8100 Highway 71 South
Alexandria, Louisiana 71302

Janet Davis
Associate Registrar
University of New Orleans – Lakefront Campus
Administration Building 112

New Orleans, LA 70148

Term: one year

Any director/Executive Committee member absent from a meeting of the Board of Directors/Executive Committee may be represented by any other member of the Board of Directors/Executive Committee who shall cast the vote of the absent director/committee member according to the written instructions, general or special, of the absent director/committee member.

ARTICLE IX MEMBERS

This corporation is organized on a non-stock basis. Classes of members shall include:

(a) Institutional members shall include institutions of higher learning in Louisiana that are accredited by the Southern Association of Colleges and Schools: Commission on Colleges (“SACS”). Institutions that are not so accredited may become members upon investigation by and recommendation of the Board of Directors/Executive Committee and approval by not less than a two-thirds vote of the voting members, a quorum being present, at any annual meeting of the members of the corporation. Institutions that are “candidates” for SACS accreditation may become institutional members of the corporation while in candidacy status. Institutional members shall have the power to vote on any and all matters coming before the members of the corporation for a vote at any annual or special meeting of the members and may be referred to from time to time as the “voting members.” The vote of an institutional member shall be determined and cast in the manner set forth in the corporation’s Bylaws.

(b) Affiliate membership shall be open to individuals or organizations whose purposes are related to the purposes of the corporation. Affiliate membership may be granted upon recommendation of the Board of Directors/Executive Committee and approval by not less than a two-thirds vote of the voting members, a quorum being present, at any annual meeting of the members of the corporation. Affiliate members shall not be entitled to vote.

(c) Honorary membership shall be open to those individuals who have served the corporation with distinction and are no longer eligible to be active members. These individuals may be granted honorary membership upon the recommendation of the Recognitions Committee of the corporation. Honorary members shall not be entitled to vote.

ARTICLE X OFFICERS

The officers of this corporation shall include a President, Vice President, Secretary, Treasurer, Recruitment Services Committee Chair and Immediate Past President and such other officers as the members shall from time to time designate. The President, Vice President, Secretary and Immediate Past President each shall serve for one-year terms. The Treasurer and Recruitment Services Committee Chair may hold office for three consecutive years. The manner of election or appointment and the powers and duties of said officers shall be as set forth in the

corporation's Bylaws. No officer shall be compensated for service as an officer of the corporation.

ARTICLE XI REQUIRED ACTIONS

If this corporation should ever be classified as a private foundation described in Code Section 509(a), from and after the effective date of that classification:

(a) So much of the corporation's income for each taxable year thereafter must be distributed at such time and in such manner as not to subject the corporation to tax under Code Section 4942; and

(b) The corporation shall thereafter be prohibited from engaging in any act of self-dealing (as defined in Code Section 4941(d)), from retaining any excess business holdings (as defined in Code Section 4943(c)), from making any investments in such manner as to subject the corporation to tax under Code Section 4944, and from making any taxable expenditures (as defined in Code Section 4945(d)).

ARTICLE XII DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors/Executive Committee, after paying or making provision for the payment of all liabilities of the corporation (if any), shall distribute all of its remaining assets to such charitable organization or organizations as are then exempt from United States income tax under Code Section 501(c)(3) in such amounts, and for such charitable purposes, as the Board of Directors/Executive Committee shall then select and determine. The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific and literary or educational purposes within the meaning of those terms as used in Code Section 501(c)(3). References herein to "charitable organizations" shall mean corporations, trusts, funds, foundations or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia or any possession of the United States organized and operated exclusively for charitable purposes, no part of the earnings of which inures to or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and which do not participate in or intervene in (including the publishing and distributing of statements) any political campaign on behalf of any candidate for public office, and which are exempt from United States income tax under Code Section 501(c)(3).

ARTICLE XIII DURATION

The duration of this corporation shall be perpetual.

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

**ARTICLE XV
AMENDMENT**

These Articles may be amended only upon the vote of a majority of the voting members of the corporation, provided that no amendment shall be adopted which may affect the income tax exemption of the corporation as an organization described in Code Section 501(c)(3).

**ARTICLE XVI
LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS**

No director/Executive Committee member or officer of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director/Executive Committee member or officer for any act or omission occurring after the effective date of these Articles, except for liability (i) for any breach of the director/executive committee member's or officer's duty of loyalty to the corporation or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; or (iii) for any transaction from which the director/Executive Committee member or officer derives an improper personal benefit.

To the extent that the laws of the State of Louisiana eliminate or otherwise limit the personal liability of the director/Executive Committee members or officers of the corporation, then the liability of a director/Executive Committee member or an officer of the corporation shall be eliminated or limited to the fullest extent permitted by such laws, as amended from time to time.

These Articles of Incorporation are dated _____, 2009.

Lisa Frey Miller
Incorporator

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF OUACHITA

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

LISA FREY MILLER

to me known as the incorporator of the Louisiana Association of Collegiate Registrars and Admissions Officers, a Louisiana nonprofit corporation, and the person who executed the foregoing instrument in such capacity and who, being by me first duly sworn, acknowledged in my presence and in the presence of the undersigned witnesses that she was authorized to and did execute the foregoing instrument in such capacity for the corporation and as her free act and deed.

IN WITNESS WHEREOF, the appearer, witnesses and I have executed this Acknowledgment in each other's presence this ____ day of _____, 2009 at Monroe, Louisiana.

WITNESSES:

Print: _____

Lisa Frey Miller

Print: _____

NOTARY PUBLIC

Print: _____

Notary / Bar Roll No.: _____

My commission expires: _____