

Tom Schedler
SECRETARY OF STATE

State of Louisiana
Secretary of State



COMMERCIAL DIVISION
225.925.4704

04/12/2012

Administrative Services
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WASHINGTON ARTILLERY VETERANS ASSOCIATION
ATTN: RONALD R. BESSON
P.O. BOX 7584
METAIRIE, LA 70010

DEAR SIR/MADAM:

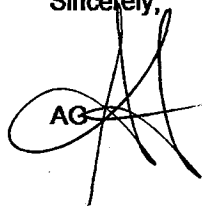
WASHINGTON ARTILLERY VETERANS ASSOCIATION

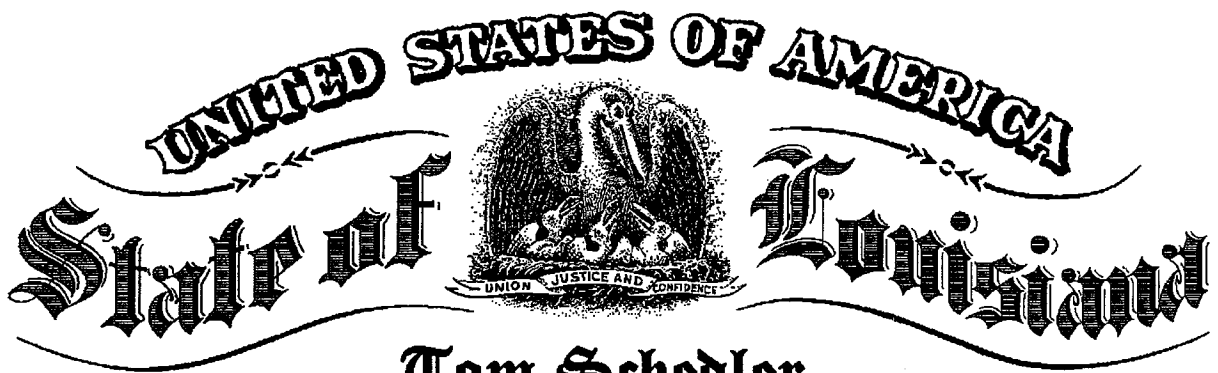
It has been a pleasure to provide you with a certified copy for the above referenced.

Payment of the fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,


AG



Tom Schedler
SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that
the attached document(s) of

WASHINGTON ARTILLERY VETERANS ASSOCIATION

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

03505920N ORIGF 8/11/1965 8 page(s)

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,

April 12, 2012

Secretary of State

AG 03505920N



Certificate ID: 10263356#QKH62

To validate this certificate, visit the following
web site, go to **Commercial Division**,
Certificate Validation, then follow the
instructions displayed.

www.sos.louisiana.gov

ARTICLES OF INCORPORATION * UNITED STATES OF AMERICA

OF * STATE OF LOUISIANA

THE WASHINGTON ARTILLERY * PARISH OF ORLEANS

VETERANS ASSOCIATION *

***** BE IT KNOWN THAT on this 4th day of August, in the year of Our Lord one thousand nine hundred sixty-five, and of the

Independence of the United States of America, the one hundred eighty-ninth,

BEFORE ME, JONAS C. SPORL,

A Notary Public in and for the Parish of Orleans, State of Louisiana, duly commissioned, sworn and qualified, personally came and appeared the several persons of the full age of majority, whose signatures are subscribed, who declared, in the presence of the undersigned competent witnesses, that, availing themselves of the provisions of Louisiana Revised Statutes 12:101 - 12:155, they do hereby organize a non-profit corporation as defined in RS 12:101 (8) under and in accordance with these articles of incorporation:

ARTICLE I

NAME

The name of this corporation is the Washington Artillery Veterans Association.

ARTICLE II

PURPOSE

The purposes of the Washington Artillery Veterans Association shall be:

1. To foster and perpetuate the traditions of the Washington Artillery of New Orleans and to preserve the memories and incidents of the units of the Washington Artillery and of its members during times of war and in times of peace.

2. To encourage patriotism and to foster respect for our country and state and for the Armed Forces of the United States of America.

3. To perpetuate the memories of those members of the Washington Artillery of New Orleans who gave their lives in the service of their country and state.

**ARTICLE III
POWER AND AUTHORITY**

The Association, in order to carry out the purposes for which it is organized and exists, shall have the power to contract, sue and be sued; to acquire, hold, sell, dispose of, donate, lease, pledge, mortgage or otherwise alienate or encumber any property, movable or immovable, corporeal or incorporeal, subject to any limitations prescribed by law; to borrow money and to mortgage or pledge its property to secure an indebtedness; to receive and to collect dues and accept gifts and contributions; and generally to do any and all other acts and things and exercise any and all other rights and powers necessary to carry out the purposes of the association. All income or increases from whatever sources derived shall be used exclusively to promote the purposes for which the association is organized.

**ARTICLE IV
DURATION**

This corporation shall enjoy corporate existence for a period of ninety-nine years from date hereof.

**ARTICLE V
REGISTERED OFFICE**

The location and post office address of its registered office is Post Office Box 50135, New Orleans, Louisiana, 70150.

**ARTICLE VI
REGISTERED AGENT S**

The full name and post office address of its registered agents are:

Louis G. D'Amico, 4618 Arts Street, New Orleans,
Louisiana 70122, and

Ernest M. Simoneaux, Sr., 3422 Annunciation Street,
New Orleans, Louisiana 70115.

**ARTICLE VII
MEMBERSHIP**

The membership of the association shall be of the following classes:

1. **ACTIVE MEMBERSHIP.** The active membership of this association shall be composed of those persons who shall have formerly been active members or are now active members of any of the units of the Washington Artillery of New Orleans.

2. ASSOCIATE MEMBERSHIP. The associate membership of this association shall be composed of any male citizen over 17 years of age who has evidenced a strong interest in the activities, history and perpetuation of the Washington Artillery of New Orleans.

3. HONORARY LIFE MEMBERS. Honorary life membership of this association shall be composed of those male persons who shall have been duly submitted for and approved to such membership by the Board of Directors of this association and shall have been approved by the unanimous vote of the Directors. The qualifications of any person to have his name submitted for Honorary Life Membership shall be as set forth in the By-Laws of this association.

4. MEMBERSHIP IN PERPETUITY. The membership in perpetuity of this association shall be composed of those male persons who are otherwise entitled to be active members but who have paid to the association \$100.00. The purpose of this membership is primarily to perpetuate the existence of this organization and all funds collected from perpetual members shall be placed in a special fund to be established as set forth in the By-Laws and the principal shall not be used but the income therefrom shall be paid over to the regular fund of the organization for the operation of its affairs. Members in perpetuity shall be exempt from the payment of any dues and shall have all the rights of active members. Once a person becomes a member in perpetuity his name shall be forever carried on the rolls of this organization.

5. MEMORIAL MEMBERSHIP. The memorial membership of this association shall be composed of any male descendant over 17 years of age of any person who gave his life in the service of the United States of America or the State of Louisiana while serving as a member of any unit of the Washington Artillery of New Orleans.

ARTICLE VIII ADMINISTRATION

1. The affairs of the association, in keeping with the policies as set forth by the active membership and in accordance with the By-Laws of the association, shall be managed by a Board of Directors elected annually by the active membership as hereinafter set out.

2. The Board of Directors shall consist of 18 active members of the association, each of whom shall hold office for a term of three years, except the first Board of Directors, six of whom shall be initially elected or designated for a term of one year and thereafter their successors shall be elected for a term of three years; six of whom shall be initially elected or designated for a term of two years and thereafter their successors shall be elected for a term of three years; and six of whom shall be initially elected or designated for a term of three years and thereafter their successors shall be elected for a term of three years.

3. The first Board of Directors of this association shall be:

a. For a term of one year:

Ferdinand G. Gonzales
Harold M. Judge
Fowell A. Casey
Raoul G. Favret
John C. Rehm
Roger L. Pellett

b. For a term of two years:

Frank X. Arminger
Thomas R. Snow, Jr.
Emile J. St. Pierre
Max J. Gonzales
Roy J. Sevin
Joseph A. Arroyo

c. For a term of three years:

Louis O. D'Amico
Ernest N. Simoneaux, Sr.
Euna P. Avendano
James C. Garrison
Michael P. Wigginton
Edward P. Benexach, Jr.

ARTICLE IX OFFICERS

1. The officers of this association shall be:

a. A President
b. A 1st Vice-President
c. A 2nd Vice-President
d. A Secretary, and
e. A Treasurer

2. The officers of the association as set forth above shall be elected annually from the members of the Board of Directors at the first meeting held by the Board of Directors after the annual election of Directors.

3. The first officers of this association shall be:

Euna P. Avendano, President
James C. Garrison, 1st Vice-President
Michael P. Wigginton, 2nd Vice-President
Ernest N. Simoneaux, Sr., Secretary, and
Louis O. D'Amico, Treasurer.

**ARTICLE X
COMMITTEES**

1. STANDING COMMITTEES. The standing committees of this association shall be:

- a. Credentials
- b. Resolutions
- c. Nominations
- d. Publicity
- e. Historical
- f. Legislative
- g. Audit
- h. Membership

2. The membership and duties of the standing committees shall be as provided for in the By-Laws of the association.

3. **SPECIAL COMMITTEES.** The President of the association may appoint such special committees as he deems necessary. The membership thereof shall consist of such members as the President of the association may determine will democratically represent the active membership. The President, at the time of appointing such special committees shall prescribe the duties of said committees.

**ARTICLE XI
MEETINGS**

1. a. **REGULAR ANNUAL MEETINGS OF THE MEMBERSHIP.** There shall be a regular annual meeting of the membership of the association to be held on the 1st Monday in December of each year.

b. **SPECIAL MEETINGS OF THE MEMBERSHIP.** There shall be such special meetings of the membership of the association as may be duly called by the President or a majority of the Board of Directors after notifying the membership by mail by posting said mail to the last known address at least ten days before the day fixed for said special meeting.

2. a. **REGULAR MEETINGS OF THE BOARD OF DIRECTORS.** The Board of Directors shall meet at least once quarterly.

b. **SPECIAL MEETINGS OF THE BOARD OF DIRECTORS.** Special meetings of the Board of Directors may be called by the President or any three members of the Board of Directors after notifying all Directors by mail by posting said mail to the last known post office address at least ten days before the day fixed for said special meeting.

**ARTICLE XII
VOTING RIGHTS**

The voting rights of the association shall be vested solely in the active membership and members in perpetuity.

ARTICLE XIII

QUORUM

1. MEMBERSHIP MEETINGS. A quorum shall exist at any meeting of the membership when at least twenty active and perpetual members are present.

2. BOARD OF DIRECTORS MEETINGS. A quorum shall exist at any meeting of the Board of Directors when at least ten members of the Board of Directors are present.

ARTICLE XIV

DUES

Dues, except for Honorary Life Members and Members in Perpetuity, shall be as fixed by the Board of Directors and set forth in the By-Laws.

ARTICLE XV

BY-LAWS

The Board of Directors are empowered and authorized to make, amend and repeal By-Laws to govern this association provided they are in accordance with and do not conflict with these articles.

ARTICLE XVI

AMENDMENTS

These articles may be amended by a 2/3rds vote of the active and perpetual members present at any regular or special meeting called for that purpose by the President or the Board of Directors, provided that a notice in writing and a copy of the proposed amendment shall be mailed to each active and perpetual member of the association by posting said notice and a copy of the proposed amendment in the mail to the last known address at least twenty days before the day fixed for said meeting at which such amendment is to be offered.

ARTICLE XVII

DISSOLUTION.

This corporation may be dissolved at any meeting called for that purpose. In the event of dissolution any assets remaining shall be turned over to the Washington Artillery Association.

THIS DONE AND PASSED in duplicate original in my office
at New Orleans, Louisiana on the day and date hereinabove written,
in the presence of George E. Veigel and Irma B. Sutton
competent witnesses, who have signed with the appearers and me,
Notary, after due reading of the whole.

WITNESSES

Geo. E. Veigel
Irma B. Sutton

Edward P. Beneged Jr
Emile J. St. Pierre
May J. Gonzales
Michael P. Wiggins
Thomas P. Brown
Ernest M. Fournier, Jr.
Frank L. Granger
James C. Harrison
Laird O. Holmes
Poull G. Casey
Anna P. Anderson

Jonathan
notary

AUG-10-65

00560

— H CRT

0.75

F. J. DEMAREST, SR.

RECORDED
FILE

APPROVED BY

Recorder of Mortgages for the Parish of Orleans

OFFICE

Foydras and Loyola Streets

NEW ORLEANS, LA. AUG, 10th 19 65

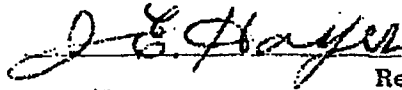
I, the undersigned Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing Act of Incorporation of the _____

WASHINGTON ARTILLERY VETERANS ASSOCIATION.

was this day duly recorded in my office in Book No. 2075 Folio _____

New Orleans, AUG, 10th 19 65

@ 2:55 pm



Recorder of Mortgages.

D/R