

ARTICLE II. PURPOSES

This corporation is organized for all purposes which a non-profit volunteer fire department may be established under Louisiana law, including for the following particular purposes, and to carry on the following undertakings:

To provide fire prevention and fire protection for Fire District Number III of St. Charles Parish, State of Louisiana; to render first aid and/or emergency assistance in response to emergency situations in Fire District Number III and/or the surrounding vicinity; to promote, train and teach interested parties in the preservation and protection of life and property from destruction by fire or other catastrophe; to enter into contracts or cooperative endeavor agreements; to own, purchase, lease, rent, hire, mortgage, sell, transfer or assign movable or immovable property necessary; and to perform such acts as may be pertinent or desirable in the operation of a volunteer fire department. This Corporation will have and enjoy all of the powers which may be possessed by a nonprofit corporation, subject to the limitations that the Corporation will not have or exercise any power which may not be vested in or exercised by a corporation qualifying under I.R.C. § 501 (26 U.S.C. § 501), as it may be amended from time to time.²

ARTICLE III. DURATION.

The corporation shall enjoy perpetual existence unless sooner dissolved in accordance with law.³

ARTICLE IV. REGISTERED OFFICE.

The corporation's registered office shall be maintained in Hahnville, Louisiana. The address of its registered office shall be kept on file in the corporation's registered office

² Source: As amended on 12-13-96. Amended by this Third Amendment/Restatement to clarify that the illustrative purposes are not exclusive and that the Corporation may engage in any lawful activities which non-profit volunteer fire departments may engage in under Louisiana law and I.R.C. § 501 (26 U.S.C. § 501).

³ Source: The original Articles of 08-02-67 provided for ninety-nine (99) years of corporate existence. Amended by this Third Amendment/Restatement to provide for a perpetual existence.

and in the office of the Louisiana Secretary of State in the manner required by law. The present location and post office address of its registered office as of this Restatement is currently 169 Lincoln Street, Louisiana 70057.⁴

ARTICLE V. REGISTERED AGENT(S)

The full names and post office address(es) of its registered agent or registered agents shall be kept on file in the office of the office of the Louisiana Secretary of State in accordance with law.⁵ The registered agents as of this Restatement are currently:

Darren Drumm
169 Lincoln Street
Hahnville, La 70057

ARTICLE VI. BASIS OF ORGANIZATION

This non-profit membership corporation is organized without capital stock. Any person who is interested in the operations of this Corporation and the objects and purposes for which this Department is organized may become a member, upon application and fulfillment of membership requirements established by the Corporation's By-Laws. The Corporation shall have the following four (4) classes of membership, as may be further established in the By-Laws:

A. Active Members. Active members in good standing shall be eligible for membership benefits and to vote in elections and at scheduled meetings of the membership.

B. Honorary Members. Honorary Members in good standing who are not active members shall be eligible to attend membership meetings and ceremonies for the installation of officers but they are not eligible to vote.

⁴ Source: Original articles dated 08-02-67, as amended by this Third Amendment/ Restatement.

⁵ Source: Original articles dated 08-02-67, as amended by this Third Amendment/ Restatement.

C. Lifetime Members. Lifetime Members are members in good standing who have achieved the requisite number of years of collective or continuous service with the Hahnville Volunteer Fire Department and met the activity requirements established by the By-Laws to be granted a Lifetime Membership by the corporation. Lifetime Members who maintain an active status with the Department may be eligible for membership benefits and to vote in elections.

D. Support Members. Support Members assist the Department in various activities other than direct, hands-on participation in fire fighting activities. Active Support Members in good standing may be eligible for membership benefits and to vote in elections.

Membership shall be evidenced by certificate of membership. Each membership certificate shall be signed by the President and Secretary, or by such other officers of the corporation as the By-Laws may provide. Only persons who are actively enrolled and participating in the corporation's program, who have paid all dues owed for the current year, and who are in good standing, as evidenced by the entry of their name on the official roster, shall be entitled to a member certificate. Additional provisions regarding the classes of membership and qualifications for voting shall be established in the corporate By-Laws. Certificates of membership may not be transferred or assigned by sale, inheritance, assignment, or in any other way. Voting members are entitled to one (1) vote, in accordance with the By-Laws.⁶

ARTICLE VII. OFFICERS

The officers of this corporation shall be a President, Vice President, Secretary, Treasurer, and Fire Chief. Additional positions or responsibilities of Department personnel may be created as deemed necessary in accordance with the By-Laws. The officers shall stand in a fiduciary relation to the Corporation and its Members, and shall discharge the duties of their respective positions in good faith, and with that diligence,

⁶ Source: As amended on 12-13-96. The previous reference to the "By-Laws" as the "Constitution" of the corporation was deleted by this Restatement. The classes of membership were added by this Restatement in compliance with the requirements of La. R.S.12 § 203 B (11).

care, judgment and skill which ordinarily prudent persons would exercise in like positions under similar circumstances.⁷

ARTICLE VIII. MEETINGS

Scheduling, notice, and the conduct of meetings shall be provided for in the By-Laws and conducted in accordance with law.⁸

ARTICLE IX. BY-LAWS

The Members shall have the power to make, amend and repeal the By-Laws that govern this Corporation, provided they do not conflict with these articles.⁹

ARTICLE X. INCORPORATORS

The initial incorporators are identified in this Corporation's original Articles of Incorporation on file with the Louisiana Secretary of State.¹⁰

ARTICLE XI. BOARD OF DIRECTORS

Except as otherwise expressly set forth herein, the business and affairs of this Corporation shall be managed, and, all corporate powers thereof shall be vested in and exercised by a board, with a minimum of seven (7) directors, or such greater number of persons as may be established by the Membership. Additional Directors in excess of the seven (7) required directors may be added by an affirmative vote of 2/3rds of the voting membership, as specified by the By-Laws. Only unpaid volunteers shall be eligible

⁷ Source: The designation of corporate officers in Article VII. was amended and modified as herein set forth by the second charter amendment on 12-13-96. A previous charter amendment on 04-04-79 had listed the officers as "*President, Vice-President, Secretary, Treasurer, Fire Chief, Assistant Fire Chief, Captain, First Lieutenant, Sergeant at Arms, and Parliamentarian,*" and an optional "*Second Lieutenant*". The last sentence of Article VII was added by this Restatement to set forth the fiduciary relationship provided in LA R.S. 12 § 226A.

⁸ Source: As amended on 12-13-96.

⁹ Source: Original Article IX dated 08-02-67.

¹⁰ Source: Original Article X dated 08-02-67 includes a comprehensive list of the original incorporators. The names and addresses of the original incorporators and directors have been omitted from this Restatement pursuant to La. R.S. 12 § 241.

to serve on the board. No paid employee of the Department may serve as a member of this Corporation's board at any time. The current President shall serve as a member of the board. The immediate past president (the "**President Emeritus**") shall be deemed qualified and offered a position on the board. The remaining directors shall be elected by the membership. No more than two (2) approved assistants to the chief and two (2) additional corporate officers can be elected to serve on the board at the same time.¹¹

ARTICLE XII. INDEMNIFICATION

A. This corporation will have the power to indemnify and defend any person who was or is threatened to be made a party to any pending or threatened action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by the Corporation) by reason of fact that he or she is or was a director, officer, member, or employee or is or was serving at the request of the Corporation as a director, officer, employee, or agent, against expenses including reasonable attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and had no reason to believe his or her conduct was improper or unlawful.

B. The Incorporators, Officers, Directors, Members, employees, and authorized agents of this Corporation (collectively referred to as "**Department Personnel**") claim the benefits of limitation of liability of the provisions of LA R.S. 12:227, as amended, to the fullest extent allowed by law as fully and completely as though said provisions were recited herein in full. This Corporation shall indemnify and hold Department Personnel harmless now or hereafter serving the Corporation, who has provided timely notice of

¹¹ Source: Original Article XI. dated 08-02-67 was previously amended on 12-13-96. Amended by this Restatement to eliminate the requirement that the Fire Chief serve as a board member and to provide that the immediate past president shall be eligible for offered a position on the board.

such claim or liability to the President or the Board of Directors, from and against any and all claims and liabilities to which he or she may be or become subject by reason of his or her now or having previously been an Incorporator, Officer, Director, Member, employee, or authorized agent of this Corporation and as a result of his or her alleged acts or omissions as such director or officer, whether or not he or she continues to be such an Incorporator, Officer, Director, Member, employee, or authorized agent at the time when any such claim or liability is asserted. The Corporation shall reimburse such Department Personnel for all reasonable and necessary legal and other expenses incurred by him or her in connection with defending or responding to any or all such claims or liabilities, including amounts to be paid in connection with reasonable settlements or resolutions made before final adjudication which are approved in advance by the Board of Directors, whether or not he or she continues to be an Officer, Director, Member, employee, or authorized agent at the time such expenses are incurred.

C. Notwithstanding the foregoing, no Department Personnel shall be indemnified against any claim or liability arising out of his or her own bad faith, reckless disregard of duties, gross negligence, or willful misconduct, as determined by a majority of the Board of Directors, in their discretion. The Board of Directors shall also have the discretion to determine if any or all legal or other expenses incurred are reasonable and necessary under the circumstances. The membership of the this Corporation may establish additional criteria, procedures, and other provisions in the By-Laws regarding indemnity, defense, costs, or reimbursement of expenses incurred in defending or responding to such claims and liabilities which do not conflict with the provisions of this Article XII.

D. The limitation of liability and right of indemnification herein shall not be exclusive of other rights to which any Officer, Director, Member, employee, or authorized agent may be entitled as a matter of law. All Department Personnel shall be entitled to all rights to which they may be entitled as a matter of law, and to all protections that can

legally be afforded to them under La. R.S. 12:227, except as otherwise limited herein.¹²

ARTICLE XIII. DISSOLUTION

Should this Corporation ever be dissolved, or should its existence terminate, all the assets of this Corporation in excess of the its outstanding liabilities must be distributed for a public purpose to duly qualified organizations exempt from income tax under the provisions of I.R.C. § 501 (26 U.S.C.A. § 501) or other applicable law, which may include the St. Charles Fireman's Association, Inc., another non-profit corporation or association, the Parish of St. Charles, or any unit of local St. Charles Parish government, as shall be determined by Corporation's Board of Directors. No part of the assets of the Corporation may ever be distributed to or used for the benefit of any member, officer, director or trustee, of the Corporation, or for any private individual, business or corporation.¹³

ARTICLE XIV. TAX EXEMPT STATUS

Notwithstanding the enumeration of powers specified in these Articles of Incorporation or the Corporation's By-Laws, nothing shall be construed as empowering this Corporation to engage in any activities which are not allowed or permitted by tax exempt corporations pursuant to the provisions of the Internal Revenue Code, 26 U.S. Code § 501, as now in effect or hereafter amended.¹⁴

ARTICLE XV. MEMBER'S LIABILITY / VOLUNTEER FIREMEN IMMUNITY

¹² Source: Article XII was added on 04-04-79 to allow for indemnification of Officers and Directors. Article XII was further amended by this Restatement to include members, employees, and authorized agents to the classes of person who may be indemnified by the Corporation. A previous reference to La. R.S. 12:202 has been changed to La. R.S. 12 § 227, which expressly authorizes the indemnification of officers, directors, employees and agents.

¹³ Source: Article XIII (Dissolution) was initially added by amendment on 04-04-79 and subsequently amended on 12-13-96 to add a reference to the "St. Charles Inc. Firemen's Association". Amended by this Third Amendment/ Restatement to correct a typographical error in the Association's legal name and to include certain prohibitions and restrictions regarding transfer of the assets upon dissolution.

¹⁴ Source: Added on 04-04-79.

A. The Corporation's volunteer firemen shall be entitled to all immunity from civil liability allowed by law. No Member who acts according to his or her duties as a firefighter, as assigned by the Corporation or its employees or agents, shall be individually liable for any civil damages as a result of any acts or omissions when performing any of the acts specified in pursuant La R.S. 37 § 1735, including rendering any firefighting emergency or rescue services while in the performance of duties at the scene of an emergency, or conducting any of the normal functions of the Corporation, including but not limited to training sponsored by Corporation, preparation for and maintenance requirements of the Louisiana Property Insurance fire suppression rating, and the maintenance of fire suppression equipment and emergency or rescue service equipment.

B. No Member of this Corporation shall be liable personally for any obligation of the Corporation. No Member of this Corporation shall ever be held liable or responsible for contracts, debts of this Corporation in any further sum than the unpaid dues, if any, owing by him or her to the Corporation, nor shall any mere informality in organization have the effect of rendering these Articles of Incorporation null or of exposing the Members to any liability other than as above provided. No member shall be liable for the commission of a lawfully prohibited act by the Corporation which could otherwise result in legal liability, if he or she was absent from the meeting of Members at which the action was authorized, or if he or she was present or represented at such meeting, and his dissent therefrom was either noted in the minutes of the meeting or filed promptly thereafter in the registered office of the Corporation.¹⁵

ARTICLE XVI. AMENDMENT OF CORPORATE CHARTER

An amendment altering the Corporation's Articles of incorporation may be adopted by two-thirds in interest of the voting Members present, at any annual or special meeting

¹⁵ Source: Originally added on 04-04-79. Modified by this Restatement to include new subpart A regarding Immunity from Liability for Volunteer Firemen pursuant to La R.S. 37 § 1735 and to add provisions subpart B from La. R.S. 12 § 219A and R.S. 12 § 219E.

of the Members, after due notice, which shall set forth the proposed amendment(s) or a summary of the changes to be made thereby. The notice of such meeting must be transmitted to the Members not less than thirty (30) days prior to the meeting and pursuant to any applicable provisions of the By-Laws then in effect. A majority of the Members shall constitute a quorum and a quorum must be present at the meeting at which the amendment to the articles is to be considered.¹⁶

ARTICLE XVII. AMENDMENT OF THE BY-LAWS

An amendment altering the Corporation's By-Laws may be adopted by two-thirds in interest of the voting Members present, at any annual or special meeting of the Members, after due notice, which shall set forth the proposed amendment(s) or a summary of the changes to be made thereby. The notice of such meeting must be transmitted to the Members not less than thirty (30) days prior to the meeting and pursuant to any applicable provisions of the By-Laws then in effect. A majority of the Members shall constitute a quorum and a quorum must be present at the meeting at which the amendment to the By-Laws is to be considered.¹⁷

THUS DONE AND PASSED, in duplicate original, in Hahnville, Parish of St. Charles, State of Louisiana, on the day, month and year, hereinabove first written, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

Hahnville Volunteer Fire Department, Inc.

¹⁶ Source: New. Article XVI, amendment of the Articles, was added by this Restatement.

¹⁷ Source: New. Article XVII, amendment of the By-Laws, was added by this Restatement.

By Darren Drumm, its President

Print Name: _____

Print Name: _____

SWORN TO AND SUBSCRIBED
BEFORE ME THIS _____
DAY OF NOVEMBER, 2014.

NOTARY PUBLIC

Attachments:

Exhibit "A" - Resolution of the Hahnville Volunteer Fire Department Membership
Exhibit "B" - Resolution of the Hahnville Volunteer Fire Department Board

Last Revised on 11-14-14