

ARTICLES OF INCORPORATION

(R.S. 12:203)

OF

NORTHEAST LOUISIANA AMATEUR RADIO EMERGENCY SERVICE FOUNDATION, INC.

(A NON-PROFIT CORPORATION)

STATE OF LOUISIANA
PARISH OF OUACHITA

BE IT KNOWN, that on this 2nd day of August, 2005 A.D.

BEFORE ME, Dustin W. Howell, a Notary Public duly commissioned and qualified in and for the State and Parish aforesaid, personally came and appeared before me, Notary, the Incorporators of this Corporation, who declared that availing themselves of the benefits and provisions of the Constitution and the Laws of the State of Louisiana and particularly LA R.S. 12:2 et seq., inclusive, as amended, they do by these presents, contract, agree, bind, and obligate themselves, as well as all such other persons who may hereafter join or become associated with them or their successors, into a non-profit corporation, for the objects and purposes and under the conditions, covenants, stipulations and agreements of the articles following, to-wit:

ARTICLE I

The name of the corporation is and shall be:
NORTHEAST LOUISIANA A.R.E.S. FOUNDATION, INC.

ARTICLE II

The objectives and purposes of this corporation is to carry out any purpose which Non-Profit Corporations may be formed under Chapter 2, Title 12, of the LA Revised Statutes (Non-Profit Corporation Law) and the Internal Revenue Service code 501(c)3 .

The primary but not limiting purpose of this organization is to provide support and funding, in order to promote, equip and maintain the Amateur Radio Emergency Service (ARES).

The Amateur Radio Emergency Service (ARES) exists to serve the General Public in times of disaster and/or emergency with volunteer communications utilizing Amateur Radio and Radio Amateur Civil Emergency Service (RACES) Chapters as proscribed in CFR 47 Part 97.401 et seq. to lessen burdens on Government Services when overburdened with a telecommunications emergency.

ARTICLE III

The name(s) and address(es) of the incorporator(s) are:

1. David S. Gore, 510 Grayling Lane, Monroe, Louisiana 71202
2. Kevin G. Thomas, 1573 Brownlee Road, Calhoun, Louisiana 71225
3. Mark D. Ketchell, 172 Duff Road Ext., Swartz, Louisiana 71203

ARTICLE IV

No Stock shall be issued. This Corporation is established on a Non-stock basis.

ARTICLE V

Only those persons holding a valid Amateur Radio Operator's License issued by the Federal Communications Commission, and passing a criminal background check shall be entitled to full ARES and/or RACES membership subject to the provisions of the by-laws.

Memberships shall be divided into (3) Three classifications:

1. ARES Membership as set forth in the Bylaws.
2. RACES Membership upon nomination and acceptance of a Amateur Radio Operator by the local RACES Officer.
3. Associate Membership as set forth in the by-laws.

Associate membership shall be bestowed upon those persons not possessing a valid Amateur Radio license as issued by the FCC.

ARTICLE VI

Any corporate action of the members, including specifically but not by way of limitation, adoption of amendments to the articles, and approval thereof by a class vote, approval of merger and consolidation agreements and authorization of voluntary disposition of all or substantially all of the corporate assets, may be taken on an affirmative vote of the majority of the members present.

ARTICLE VII

Cash, property or other assets of the corporation shall not inure to the benefit of any member, director, or officer of the said corporation, except that the corporation is empowered to make payments and distributions to carry out the purposes of this corporation.

Reimbursement to members is permitted for out of pocket expenses or the use of personal equipment for official ARES related activities (providing the equipment is officially affiliated with the corporation and said members are registered with the corporation as official equipment trustee(s) and providing the reimbursed individual(s) not generate a profit from such reimbursement. All reimbursements are subject to approval by a majority vote of the board of directors.

Should this corporation be dissolved or liquidated, then all assets shall inure to the local Parish Government, Office of Homeland Security or its equivalent or successor.

ARTICLE VIII

The First Board of Directors are:

1. Mark D. Ketchell, 172 Duff Road Ext., Swartz, LA, 71203, 4 years
2. David S. Gore, 510 Grayling Lane, Monroe, LA, 71202, 4 years
3. Kevin G. Thomas, 1573 Brownlee Road, Calhoun, Louisiana 71225, 4 years

ARTICLE IX

The Board of Directors has authority to make or alter the By-Laws.

ARTICLE X

The First Officers are:

1. David S. Gore, 510 Grayling Lane, Monroe, LA, 71201, President
2. Mark D. Ketchell, 172 Duff Road, Swartz, LA, 71203, Vice President
3. Kevin G. Thomas, 1573 Brownlee Road, Calhoun, LA 71225, Secretary/Treasurer.

ARTICLE XI

Each Parish Emergency Coordinator (EC) within the 12 parish district (*see details) and District EC as appointed by the (ARRL) American Radio Relay League, 225 Main Street, Newington, CT 06111-1494 by its designated Louisiana Section Manager, may serve as a voting advisory director or appoint a representative for their parish or jurisdiction to serve as an advisory director for this Corporation

All advisory directors will be entitled to one vote, unless they already hold another voting position in this Corporation.

*The 12 parish district consists of: Caldwell, East Carroll, Franklin, Jackson, Lincoln, Madison, Morehouse, Ouachita, Richland Tensas, Union, and West Carroll parishes. This Corporation will provide funding and support primarily for but not restricted to the Northeast District.

ARTICLE XII

This Corporation shall not, in any manner, participate in any political campaign on behalf of any candidate for any public office or any other question to be voted upon. This corporation shall strictly obey LA R.S. 29:727 (H) as to political activity when activated as a RACES unit by any governing body.

ARTICLE XIII

Special meetings of the membership may be called by the President, Vice-President or the Secretary-Treasurer or by a majority of the Board of Directors or upon the written request of the membership forming an aggregate twenty (20%) Per Cent of the total voting power of this corporation.

ARTICLE XIV

The corporation shall not issue any obligations, notes or bonds.

ARTICLE XV

Any director may be removed from office only by a vote of two-thirds (2/3) of the total voting power.

ARTICLE XVI

The Officers of this Corporation shall also be Directors of this Corporation. If holding more than one position, an individual will be limited to a single vote. This is subject to the provisions of Article XVII and the by-laws under the terms to fix their qualifications and classifications

ARTICLE XVII

The business and affairs of this Corporation shall be managed, and all the corporate powers thereof shall be vested in and exercised by Board of Directors which shall be composed of not less than three (3) persons. The number of directors may be increased or decreased within the said limits by a majority vote of the Directors. The Board of Directors shall have the authority to fix their own classifications, qualifications or terms of office and fix their compensation, subject to the power of the members to change or repeal the by-laws so made. Unless or until provided in the by-laws, the Directors shall hold office until their successors have been duly elected and qualified, and the number, qualification, terms of office, manner of election, time and places of meetings and the duties of the directors shall be as from time to time fixed by the by-laws. Any vacancy occurring on the Board of Directors shall be filled by the remaining members of the said Board for the unexpired term at any meeting of the Board of Directors. The general annual meeting of the membership for the election of Directors shall be held at the registered office of the corporation and shall take place on the First Monday in January of each year, beginning with the next year after the date of these Articles of Incorporation or the first day thereafter when such day is a legal holiday, unless or until otherwise provided by the by-laws. The failure from any cause whatsoever to hold the annual meeting of the membership or the failure to elect Directors thereat, shall not dissolve the corporation but the Directors and Officers then in office shall remain in office until their successors have been duly qualified and installed.

ARTICLE XVIII

The corporation shall have and enjoy corporate existence in perpetuity, or such maximum period as may be authorized by the Laws of Louisiana unless sooner dissolved in accordance with the law.

ARTICLE XIX

Federal Employer Identification Number of this Corporation is:
72-XXXXXX - Contact Foundation for EIN

ARTICLE XX

The registered office of this corporation is:
2922 Cypress Street, Ste. 220, West Monroe, 71291

ARTICLE XXI

The registered agent of this corporation is:
David S. Gore

On this _____ day of _____, 2005,

before me, personally appeared _____, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed it as his free act and deed.

Incorporator(s) Signature(s):

Witnesses:

NOTARY PUBLIC

AGENT'S AFFIDAVIT AND ACKNOWLEDGEMENT OF ACCEPTANCE
I HEREBY ACKNOWLEDGE AND ACCEPT THE APPOINTMENT OF
REGISTERED AGENT FOR AND ON BEHALF OF THE ABOVE NAMED
CORPORATION.

Registered agent signature: _____

Sworn to and subscribed before me on this ____ day of _____, 200__.

Notary Public