

**ARTICLES OF INCORPORATION
FOR
LOUISIANA IRRIGATION ASSOCIATION**

UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF SABINE

BE IT KNOW, that on the dates hereinafter stated before me, the undersigned Notaries Public in and for the Parish and State aforesaid, personally came and appeared the undersigned parties of full age of majority whose signatures are subscribed who declare, in the presence of the undersigned competent witnesses that, availing themselves of the provisions of the Louisiana Nonprofit Corporation law, Louisiana R.S. 12:201-12:269 (1950 as amended), they do hereby organize a nonprofit corporation under and in accordance with these Articles of Incorporation as follows:

ARTICLE I. NAME

The name of this corporation is **LOUISIANA IRRIGATION ASSOCIATION**

ARTICLE II. PURPOSE

This corporation is organized and it shall be operated exclusively for charitable and educational purposes, entertainment and recreational, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(5) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The Louisiana Irrigation Association's principal objective is to promote sound irrigation practices. The additional objectives herein shall be commensurate with proper and legal objectives of such societies and trade associations, which shall be consistent with the public interest as well as the interest of the irrigation industry. They include:

- (A) Promoting the development, proper design, use and acceptance of irrigation equipment, facilities and systems.
- (B) Promoting the use of irrigation for turf and ornamental horticulture.
- (C) Collecting and dissemination educational information regarding irrigation to Members of the Association, allied industries, organizations, agencies and to the public.
- (D) Encouraging a cooperative relationship among all segments of the industry, for the ultimate benefit of all concerned.

(E) Working closely with government, Louisiana regulating bodies and municipalities to adopt uniform codes and requirements regarding system design, backflow prevention and watering techniques.

ARTICLE III REGISTERED OFFICE

The location of its registered office is Louisiana Irrigation Association, 12315 Texas Highway, Many, Louisiana 71449.

ARTICLE IV REGISTERED AGENT

The corporation's registered agent for service of process shall be Gloria Loetscher (same address as above).

ARTICLE V. BASIS OF ORGANIZATION

This corporation shall be a nonprofit corporation and shall have no capital stock. It shall be operated and maintained by such dues and contributions as the Membership shall make and as the Board of Directors shall determine to be necessary or acceptable for the proper functioning of the corporation. Under no circumstances shall any of the net earnings or assets of the corporation inure to be distributed to the benefit of its Members, Directors, 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 Article II hereof. An Executive Secretary shall be *contracted* by the Board of Directors and shall be solely responsible to the Board. Notwithstanding, any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(5) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

There shall be (4) categories of Members of this corporation and Membership shall be evidenced by Certificates of Membership.

(A) Regular Membership (Contractor/Technical), voting:

Any corporation, partnership, firm or person engaged in or owning or operating a Landscape Irrigation business having a definite location of business with appropriate facilities and having been actively engaged in the Landscape Irrigation design, installation and maintenance business in a reputable, trustworthy and ethical manner shall be eligible for Regular Membership.

(B) Associate Membership (Distributor/Rep), voting:

Associate Members shall be reputable persons, firms or corporations actively engaged in the selling or representing the selling of irrigation supplies and or equipment.

(C) Affiliate Membership (Employee of a Member), non-voting:

A person or persons employed by an existing member shall be eligible for Affiliate Membership.

(D) Student, Government or Educational Institution Membership, non-voting:

Any student actively enrolled on a full time basis in a Louisiana university and majoring in landscape irrigation or closely related field, or any person actively employed by a governmental agency or educational institution and having a job responsibility in landscape irrigation or a closely allied field shall be eligible for this Membership.

Voting Rights:

Each Regular and Associate Member shall have one vote and all these Members shall have equal rights and privileges, provided. However, in no event shall there be more than one vote per Member.

Revocation of Membership:

Membership may be revoked by 2/3 majority vote of the Board of Directors based on any Member being cited and fined by the LDAF Horticulture Commission or being indicted and found guilty of criminal activity or other activity not in the best interest or intent of the Louisiana Irrigation Association.

ARTICLE VI. DURATION

The corporation shall enjoy perpetual corporate existence unless sooner dissolved in accordance with law. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, transfer all of the remaining assets of the corporation to an entity qualified under section 501(c)(5) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII. DIRECTORS & OFFICERS

The management of this corporation shall be vested in a Board of Directors which shall consist of not less than three (3) nor more that seven (7) Members in good standing of the corporation to be elected by the Membership of the corporation at the Annual Meeting of the corporation. Members of the Board of Directors shall serve two (2) year terms but may serve successive terms. The Board of Directors shall elect a President and a Vice-President from the Board's Membership *annually* to serve until the next Board shall be duly elected as herein provided. The immediate Past President shall serve for a *one (1) year* term following his/her Presidency. The first Board of Directors of the corporation and its first Officers shall be those persons stated in Articles IX and X hereof and they shall serve until the first Annual Meeting to be held as set out herein.

ARTICLE VIII. ANNUAL MEETING

The Annual Meeting of the Voting Members of the corporation shall be held annually. The Board of Directors shall have the authority to alter the Meeting date with reasonable notice to the Members.

ARTICLE IX. FIRST DIRECTORS

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

Mike Gray
385 Northwood Drive
West Monroe, Louisiana 71291
318-396-1508

Charlie McCorkle
120 Honeysuckle Drive
West Monroe, Louisiana 71291
318-396-6072

Gloria Loetscher
12315 Texas Highway
Many, Louisiana 71449
318-256-1222

The first Directors shall serve a term of three (3) years or until such time as their successor Directors are elected. In the event a Director's seat should be vacated by death, resignation, removal or otherwise, the Board may name a Director to fill the vacancy for the unexpired term of that Director.

ARTICLE X. FIRST OFFICERS

The first Officers of this corporation are:

Mike Gray, President
385 Northwood Drive
West Monroe, Louisiana 71291
318-396-1508

Charlie McCorkle, Vice-President
120 Honeysuckle Drive
West Monroe, Louisiana 71291
318-396-6072

Gloria Loetscher, Secretary/Treasurer
12315 Texas Highway
Many, Louisiana 71449
318-256-1222

ARTICLE XI. ORIGINAL INCORPORATORS

Mike Gray
385 Northwood Drive
West Monroe, Louisiana 71291
318-396-1508

Charlie McCorkle
120 Honeysuckle Drive
West Monroe, Louisiana 71291
318-396-6072

Gloria Loetscher
12315 Texas Highway
Many, Louisiana 71449
318-256-1222

ARTICLE XII. BY-LAWS

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, when said By-Laws are approved by two-thirds (2/3) of the Voting Members present at a Meeting called for said purpose, after written notice of said Meeting has been mailed to all Voting Members at least ten (10) days prior to the day named for said Meeting.

ARTICLE XIII. AMENDMENTS

This Charter may be amended by two-thirds (2/3) vote of all Voting Members present at a Meeting called for said purpose, after written notice of said Meeting has been mailed to all Voting Members at least ten (10) days prior to the day named for said Meeting.

ARTICLE XIV. FISCAL YEAR

The fiscal year of this corporation shall be January 1 through December 31.

ARTICLE XV. LIMATATION OF LIABILITY

The Incorporators, Officers and Directors of this corporation claim the benefits of the limitation of liability of the provisions of La. R.S. 12:24C. to the fullest extent allowed by law as fully and completely as though said provisions were recited herein in full.

These Articles of Incorporation were amended April, 7, 2008
Further amended October 5, 2011; Further amended October
15, 2013