


UNITED STATES OF AMERICA

State of Louisiana



Jay Bardenne
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
the annexed and following is a True and Correct copy of the
Articles of Incorporation as shown by comparison with
document filed and recorded in this Office on May 30, 2002.

*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,
October 24, 2007*


ABA 35277546N

Secretary of State



ARTICLES OF INCORPORATION
OF
CADETS OF THE OLE WAR SKULE

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned authority, and in the presence of the two undersigned competent witnesses, personally came and appeared **A. Harry Conrad** and **William H. Waters**, who declared that, availing themselves of the Louisiana Nonprofit Corporation Law, they organize a nonprofit corporation pursuant to the following Articles of Incorporation:

ARTICLE I

NAME

The name of this nonprofit corporation is **Cadets of the Ole War Skule** ("Organization").

ARTICLE II

PURPOSES AND POWERS

The assets of the Organization shall be dedicated solely to the benefit of LSU through the support of the mission set forth in this paragraph. The mission of the Organization is to preserve and promote the contributions of LSU's military alumni to the nation by supporting the Corps of Cadets of Louisiana State University and Agricultural and Mechanical College ("LSU"), fostering the heritage and traditions that are important to

LSU's military history, recognizing and honoring deserving veterans, supporting LSU patriotic events, and promoting public awareness of the value of LSU's military contributions. In furtherance of such purposes, the Organization shall have all the powers granted to nonprofit corporations under the laws of the State of Louisiana. The generality of the foregoing is limited to the extent that the Organization shall have only such purposes and shall engage in only such activities as are permissible for corporations which are exempt from income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and which receive contributions that are deductible under section 170(c)(2) of the Code. Under no circumstances are any of the assets of the Organization to inure to the benefit of any other person, except that the Organization is empowered to make payments and distributions to carry out its purposes. No substantial part of the activities of the Organization shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in any political campaign on behalf of any candidate for public office.

ARTICLE III

DURATION

The Organization shall have perpetual existence.

ARTICLE IV

NONPROFIT CORPORATION

The Organization is a nonprofit corporation as defined in LSA-R.S. 12:201(7).

ARTICLE V

REGISTERED OFFICE

The registered office of the Organization is 120 Johnston Hall, Louisiana State University, Baton Rouge, Louisiana 70803.

ARTICLE VI

REGISTERED AGENT

The registered agent of the Organization is:

**FELIX R. WEILL
Weill, Dunn & Koch, LLC**

Mailing Address:

Post Office Drawer 14329
Baton Rouge, Louisiana 70898-4329

Street Address:

2151 Quail Run Drive, Suite A
Baton Rouge, Louisiana

ARTICLE VII

INCORPORATORS

The incorporators of the Organization are:

**A. Harry Conrad
31 Crownberry Court
The Woodlands, Texas 77381-2959**

**William H. Waters
20325 Tucker Road
Zachary, Louisiana 70791-9471**

ARTICLE VIII

MEMBERSHIP

The membership of the Organization shall be open to students and alumni of LSU and their spouses who meet the qualifications of membership or affiliated membership, as

set forth in the Bylaws of the Organization.

ARTICLE IX

BOARD OF DIRECTORS

A. All of the corporate powers of the Organization shall be vested in, and all of the business affairs of the Organization shall be managed by, a Board of Directors (the "Board").

B. The Board shall have authority to exercise all such powers and to do all such lawful acts and things which the Organization might do, unless prohibited from doing so by applicable laws, by the Articles of Incorporation of the Organization, or by the Bylaws of the Organization.

C. The number, classifications, qualifications, terms of office, manner of election, time and place of meeting, and the powers and duties of the Board shall be prescribed in the Bylaws.

D. The names, addresses, and terms of the persons who are to serve as the initial Board of Directors of the Organization are set forth on the document attached as Exhibit "A".

ARTICLE X

BASIS OF ORGANIZATION

The Foundation is being organized on a non-stock basis.

ARTICLE XI

AMENDMENT

These Articles may be altered, amended or repealed and new Bylaws may be

adopted by an affirmative vote of two-thirds of the members of the Board of Directors at any regular or special meeting of the Board, the notice of which meeting shall have set forth the proposed amendment.

ARTICLE XII

DISSOLUTION

Upon the dissolution, liquidation or winding up of the Organization, after paying or adequately providing for its debts and obligations and otherwise returning or transferring assets as may be required by the Louisiana Nonprofit Corporation Law, all remaining assets shall be conveyed or distributed to the LSU Foundation.

THUS DONE AND SIGNED at Baton Rouge, Louisiana, on this 1st day of May, 2002, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

INCORPORATORS:

Robin M. Huet

A. Harry Conrad
A. Harry Conrad

Paul G. Koch

William H. Waters
William H. Waters

Felix R. Will
NOTARY PUBLIC

**Cadets of the Ole War Skule
Officers for 2002**

**President.....MG Harry Conrad
President-Elect.....BG Levy Dabadie, Jr.
Vice President....Colonel Jerry Juneau
Secretary.....Colonel William Waters
Treasurer.....John Staples**

Board of Directors

• **One Year Appointments (7):**

| | | | |
|------------------------|------------------------|------------------------------|------------------|
| LTC Charles Coates | 2730 Tall Timbers Road | Baton Rouge, LA 70816 | 225/292-8337 |
| MG Harry Conrad | 31 Crownberry Court | The Woodlands, TX 77381-2959 | 281/362-0272 |
| Randy Gurie | 316 Richland Avenue | Baton Rouge, LA 70806 | (0) 578-1854 |
| Lucien Laborde | P.O. Box 100 | Hamburg, LA 71339 | (0) 318/985-2568 |
| Harvey Schwartzberg | 1534 Lobdell | Baton Rouge, LA 70806 | 225/925-5115 |
| Colonel William Waters | 20325 Tucker Road | Zachary, LA 70791-9471 | 225/654-9081 |
| Dr. Martin D. Woodin | 234 Court Street | Baton Rouge, LA 70810 | 225/769-9341 |

• **Two Year Appointments (7):**

| | | | |
|--------------------------|--------------------------|-----------------------|--------------|
| John Capdeville | 2020 Camelia Trace Drive | Baton Rouge, LA 70808 | 225/766-4539 |
| Felix Well | 516 West Woodruff Drive | Baton Rouge, LA 70808 | (0) 768-7900 |
| BG Levy Dabadie, Jr. | 1504 False River Drive | New Roads, LA 70760 | 225/638-8621 |
| Frank Kean | 1534 Applewood Road | Baton Rouge, LA 70808 | (0) 927-8652 |
| Judge C. Lenton Sartain | 3832 Hyacinth Avenue | Baton Rouge, LA 70808 | 225/344-3750 |
| John B. Staples | 2124 Palm Hills Blvd. | Baton Rouge, LA 70809 | 225/925-2434 |
| Dr. Daniel C. Walsh, Jr. | 5247 Helvetia Drive | Baton Rouge, LA 70808 | (0) 578-3162 |

• **Three Year Appointments (7):**

| | | | |
|---------------------|---------------------|------------------------|--------------|
| Dr. M. Jane Collins | 260 Allen Hall, LSU | Baton Rouge, LA 70803 | (0) 578-8273 |
| Charles Hair, Jr. | 2964 Murphy Drive | Baton Rouge, LA 70809 | 225/927-7221 |
| Col. Jerry Juneau | 1038 Bromley Drive | Baton Rouge, LA 70808 | (0) 342-1506 |
| J.B. Olinde | 6725 Pike's Lane | Baton Rouge, LA 70808 | (0) 926-3380 |
| LTC Cal Robbins | 1027 Rue Crozat | Baton Rouge, LA 70810 | (0) 926-0884 |
| Doc Stevens | 7380 Comite Drive | Baker, LA 70714 | 225/774-8334 |
| W.L. Tidwell | 8103 Edgemoor | Houston, TX 77036-5605 | 713/774-7363 |

Board Member Emeritus:

| | | | |
|----------------------|----------------------|----------------------------|----------|
| Judge Harvey Posner | 7524 Bocage Blvd. | Baton Rouge, LA 70809-1100 | 926-5091 |
| BG Louie C. Reinberg | 1840 Pollard Parkway | Baton Rouge, LA 70808 | 766-9626 |

Ex-Officio:

| | | | |
|---------------------|------------------------|------------------------|----------|
| Col. Elwood Tircuit | Commandant of Cadets | AF ROTC, LSU | 578-4407 |
| LTC Greg Johnson | Deputy Commandant | ARMY ROTC, LSU | 578-2371 |
| Cliff Vannoy | LSU Alumni Association | Lod Cook Alumni Center | 578-3838 |

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT
ACT 769 OF 1987

To the State Corporation Department
State of Louisiana

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

On this 30th day of May, 2002, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared **Felix R. Weill**, a member of the law firm of **Weill, Dunn & Koch, L.L.C.**, who, being duly sworn, acknowledged to me that **Weill, Dunn & Koch, L.L.C.** does hereby accept appointment as the Registered Agent of the **Cadets of the Ole War Skule**, which is a nonprofit corporation authorized to transact business in the State of Louisiana pursuant to the provisions of the Title 12, Chapters 1, 2 and 3.


Felix R. Weill

Sworn to and subscribed, before me, on the day, month, and year first set forth above.



NOTARY PUBLIC