

**UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF JEFFERSON**

**AMENDED ARTICLES OF INCORPORATION
OF THE LOUISIANA MISSIONARY BAPTIST
STATE CONVENTION**

BE IT KNOW, that on this the 11th (original written) day of the month of November (original written) in the year of Our Lord, Two Thousand, Eleven (2011),

BEFORE ME, Notary Public, duly commissioned and qualified, in and for the Parish and State aforesaid, and in the presence of the witnesses hereinafter named and undersigned,

PERSONALLY CAME AND APPEARED the below named persons, all being of the age of majority, domiciled in the State of Louisiana, whose names and addresses are hereunto subscribed, who being duly sworn declared to me, Notary, that they are the duly elected officers of the Louisiana Missionary Baptist State Convention and in accordance with its rules and regulations are members of the Executive Board of the Louisiana Missionary Baptist State Convention herein appearing and acting for the Louisiana Missionary Baptist State Convention, a corporation organized under the laws of the State of Louisiana, recorded in the records of Charters of the Secretary of the State of Louisiana bearing Charter Number 01601640 N, having its principal place of business in East Baton Rouge Parish, Louisiana who declared that pursuant to the action of the delegates adopted at the meetings of the corporation held May 4, 2011 at Ruston, Louisiana and July 22, 2011 at New Orleans, Louisiana, a certified copy of the minutes of said meetings being attached hereto and made a part hereof, they appear for the purpose of executing this act of amendment and putting into authentic form the amendments agreed to by the said delegates. Further, Appearers declare that by said vote of the delegates of the corporation, it was resolved that the amended articles of incorporation shall supersede any and all other Articles of Incorporation and/or Amendments previously adopted by this corporation and that any other such Articles of Incorporation and/or Amendments in conflict with these Amended Articles are hereby declared null and void and further that the articles of incorporation shall henceforth read as follows, to wit:

AMENDED ARTICLES OF INCORPORATION OF THE LOUISIANA MISSIONARY BAPTIST STATE CONVENTION

ARTICLE I - NAME

The name of this corporation shall be the **Louisiana Missionary Baptist State Convention.**

ARTICLE II - PURPOSE

The purpose of this corporation shall be to promote the teachings of the Lord Jesus Christ, to teach principles and to support the Baptist denomination all by sponsoring cooperative work between and bringing together Baptist churches, Sunday Schools, associations, state mission Boards, home missions and foreign mission Boards, training unions, women's home missions, and other groups or organizations with Baptist churches, by encouraging Christian education in all of its phases, and by dissemination of Christian literature.

This Convention shall, in conjunction with its general purpose, do all within its power to foster the cause of Christianity and the Baptist denomination in this state and, when requested by any of its members, to bring about harmony through cooperation and understanding among its members and all Baptist associations and churches in this State.

This corporation is organized for charitable, religious and educational purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In order to carry out its purposes, the Corporation shall have all those powers set forth in Title 12, Chapter 2, Louisiana Revised Statutes of 1950, as it now exists or as it may hereafter be

amended. The powers of the Corporation to promote its purposes are limited and restricted in the following manner:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (A) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (B) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III - MEMBERSHIP

There are two categories of membership in the Convention: Constituent Churches and Associations.

ARTICLE IV - VOTING

Each constituent church shall be entitled to three (3) votes in the proceedings of this Convention.

Each Association shall be entitled to four (4) votes in the proceedings of this Convention.

No individual member shall cast more than one vote in the proceedings of this Convention.

ARTICLE V - OFFICERS

The officers of this Convention shall be as follows:

- President
- Vice President-at-Large
- Five (5) Regional Vice Presidents
- Fifteen (15) Vice Presidents – Three (3) from each Region
- General Secretary
- Treasurer
- Four Directors of Auxiliaries (Laymen, Women, Ushers, Congress)
- Parliamentarian
- A Member-at-Large appointed by the president
- All other officers as deemed necessary by the Corporation.

At the time of filing of these amended articles, the officers who have been duly elected and/or nominated for consideration by the President and confirmed by the convention as a whole are those as set forth below:

Elected:

- President: Dr. C. S. Gordon, Jr.
2319 Third Street
New Orleans, LA 70113

Nominated by the President and confirmed by the convention as a whole:

- Vice President-at-Large
Pastor Van H. Brass
1901 Plum Street
Monroe, LA 71202

- Those of the five (5)
Regional Vice-Presidents:

Northwest Region

Pastor James E. Smith
595 Central School Road
Lubberly, LA 71024

Southwest Region

Dr. M. C. Guillory
621 N. Lake Court Drive
Lake Charles, LA 70605

Northeast Region

Pastor Tommy L. Carr
511 Shady Lane
Monroe, LA 71203

Southeast Region

Dr. J. C. Profit, Jr.
3443 Esplande Avenue, Apt. #508
New Orleans, LA 70119

Central Region

Pastor Albert J. Haynes
4362 W. Maribet Court
Baton Rouge, LA 70812

- Those of the fifteen (15) Vice Presidents:

Southwest Region

Pastor John M. Stevens
403 Field Street
New Iberia, LA 70560

Pastor Harrison Fields
Post Office Box 1204
Leesville, LA 71446

Pastor Gerald W. Perkins
139 E. Spencer Street
Jennings, LA 70546

Northeast Region

Pastor Julius R. Sumler
Post Office Box 454
Grambling, LA 71245

Pastor Ike Byrd, II
211 Mount Zion Street
Monroe, LA 71201

Pastor Woodrow Pellerin, Sr.
352 North Spring Drive
Woolworth, LA 71485

Southeast Region

Dr. Robert Turner
2130 Perdido Street
New Orleans, LA 70112

Pastor Lloyd Jones, Jr.
Post Office Box 764
Napoleonville, LA 70390

Pastor Marc A. Nelson, Sr.
Post Office Box 298
Vacherie, LA 70090

Central Region

Pastor Van Smith, Jr.
58116 Court Street
Plaquemine, LA 70764

- General Secretary:
Pastor Edward Alexander, Jr.
2333 13th Street
Lake Charles, LA 70501

- Treasurer
Pastor Jason R. Tolliver
Post Office Box 10414
New Iberia, LA 70562

● Directors of Auxiliaries:

Laymen:

Brother Charles W. Hunter
10936 N. Hardy Street
New Orleans, LA 70127

Women:

Dr. Hilda J. Guillory
621 N. Lake Court Drive
Lake Charles, LA 70605

Congress of Christian Education:

Dr. Jesse B. Bilberry
7513 Prescott Road
Baton Rouge, LA 70802

Parliamentarian:

Dr. M. C. Zeno
1715 Wedgwood Drive
Harvey, LA 70058

Member-at-Large:

Dr. Reginald Nicholas
1134 Odeon Street
Algiers, LA 70114

The president shall be elected by the Constituent Membership of the Convention at an Annual Session designated for that purpose. No person shall be elected or serve as President who is not a member of the Convention and in good standing with the constituent entities from which that constituent membership is based.

The Board of Directors shall prescribe the nomination, campaign and election process, and shall be the arbiter of any election questions, disputes, or controversies with final judgment on such matters to be made by the Convention acting as a committee of the whole. All other officers shall be nominated by the President and confirmed by the Convention as a whole according to procedures prescribed by the Bylaws to this constitution. Upon election as prescribed by this constitution the President-elect and such other persons or officers designated by the President-elect shall promptly be apprised of any matters pertaining to the work of the Convention, including its fiscal affairs, home, and foreign mission activities, and any other information pertinent to effecting an orderly transition from the previous administration.

Each officer shall be elected for a four-year term, and shall not be eligible to serve more than two consecutive terms in the same office. After being out of office for at least one term, a person may seek and be eligible for re-election. This provision regarding tenure and term limits shall apply to all officers, auxiliary leaders and officials, and department heads. However, this provision shall not preclude term-limited officers from being elected to different offices.

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors of this Convention shall be composed of the officers designated in Article V and the three Vice-Presidents from each Region (15).

The Board of Directors, subject to final review by the Convention, acting as a committee of the whole, shall have the power to investigate any alleged misconduct on the part of any officer, auxiliary official, commission member or official, or any other person holding office or position of trust or responsibility within the Convention, its auxiliaries, commissions, or Boards, and shall also have the power to suspend and remove any such persons from holding office, if such action is deemed in the best interest of the Convention. All such investigations and any disciplinary actions taken by the Board pursuant thereto shall be effective when taken by the Board, but shall become final only upon review and approval by the Convention sitting as committee of the whole. No person convicted of a felony can hold office in this Convention.

ARTICLE VII - EXECUTIVE COMMITTEE

The Executive Committee of the Board of Directors shall consist of nine persons: the President, Vice-President-at-Large, General Secretary, Regional Vice Presidents, and Treasurer. The Executive Committee shall transact business referred to it by the Board of Directors, shall be chaired by the President or his designee, and is accountable to the Board of Directors for the performance of its duties. At the time of filing of these amended articles, the officers who constitute the Executive Committee and have been duly elected and/or nominated for consideration by the President and confirmed by the convention as a whole are those whose names and addresses are set forth below:

Elected:

- President: Dr. C. S. Gordon, Jr.
2319 Third Street
New Orleans, LA 70113

Nominated by the President and confirmed by the convention as a whole:

- Vice President-at-Large: Pastor Van H. Brass
1901 Plum Street
Monroe, LA 71202

- General Secretary: Pastor Edward Alexander, Jr.
2333 13th Street
Lake Charles, LA 70501

- Those of the five (5) Regional Vice Presidents:
 - Northwest Region
Pastor James E. Smith
595 Central School Road
Lubberly, LA 71024

 - Southwest Region
Dr. M. C. Guillory
621 N. Lake Court Drive
Lake Charles, LA 70605

 - Northeast Region
Pastor Tommy L. Carr
511 Shady Lane
Monroe, LA 71203

 - Southeast Region
Dr. J. C. Profit, Jr.
3443 Esplande Avenue, Apt. #508
New Orleans, LA 70119

 - Central Region
Pastor Albert J. Haynes
4362 W. Maribet Court
Baton Rouge, LA 70812

- Treasurer: Pastor Jason R. Tolliver
Post Office Box 10414
New Iberia, LA 70562

ARTICLE VIII - DOMICILE

The principal office of the Convention shall be located at 724 Harding Boulevard, Baton Rouge, Louisiana 70807, or such other location designated by the Board of Directors. The Convention President or his designee shall be the registered agent of the Convention. Accordingly, the registered agent is: Dr. C. S. Gordon, Jr., 2319 Third Street, New Orleans, LA 70113.

ARTICLE IX - MEETINGS

This Convention shall hold annual meetings on Monday after the third Sunday of July of each year or on such date as may be established by majority vote of the Convention in regular session, at such place as shall be selected from time to time. The order of business shall be determined by the by-laws or by vote of the Convention, with the provision that regular election of officers shall be made on the third day of any regular annual meeting.

Conference meetings of the Convention shall convene at a place designated by the Board of Directors the Tuesday and Wednesday after the first Sunday in February, May and November, subject to change by the President or Board of Directors.

Special meetings may be called by the President when he deems it appropriate, to be held at such time and place as he designates. A special meetings may be called by the President or any Vice-President upon the application of a majority of the members of the Executive Committee, said meeting to be held at such time and place as designated by those making application. Notice of any special meeting shall be sent to the last address provided by each member via U. S. Postal Service, E-mail transmissions, facsimile, or any other effective method of transmittal chosen, to every member in good standing at least 5 working days prior to the date of the meeting.

ARTICLE X – POWERS

Should any member choose to litigate, adjudicate, or arbitrate a dispute or question regarding membership rights, privileges and procedures of this Body in the secular courts or any other forum other than that prescribed by this Constitution in violation of this Section and should the Convention have prevailed following such proceedings, then he/she shall pay unto the Convention reasonable attorney's fees incurred by the Convention in the prosecution and/or defense of same.

ARTICLE XI - FISCAL YEAR

The fiscal year shall begin on the 1st day of November and end October 31st. (Amended May 4, 2011)

ARTICLE XII - EXISTENCE

This corporation shall enjoy existence in perpetuity.

ARTICLE XIII – DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation for one or more exempt purposes within the meaning of Section 501(c) (3) of the internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be deposited by a Court of Competent Jurisdiction of the parish in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV- AMENDMENTS AND GENERAL PROVISIONS

These Articles of Incorporation may be amended, repealed, or otherwise altered at a regular session of the Convention or a Special Session called for that purpose by majority vote of those members present and voting at such meeting, provided that the following preconditions are satisfied:

- a. The written text of any proposed amendment or other alteration of the Articles of Incorporation, along with a written statement explaining the rationale for the proposed amendment or other alterations and its intended effect, shall first be submitted to the Secretary of the Board of Directors and the President of the Convention not later than twenty days prior to the February, November or May meetings in the year in which the proposed amendment is presented to the Convention for consideration. (Amended July 22, 2011).
- b. The Board of Directors shall study each proposed amendment or other alteration and determine, in the first instance, whether to directly recommend the amendment or other alteration to the membership at an Annual, Conference or Special meeting of the Convention or refer the proposed amendment or other alteration to a duly appointed committee for analysis and recommendation. No change proposed to these Articles of Incorporation shall be considered by the Convention without initial study and analysis by the Board of Directors. (Amended July 22, 2011)
- c. The Board of Directors shall, in all instances, determine whether a proposed amendment or other alteration shall be presented to the Convention membership. No proposed amendment or other alteration to these Articles of Incorporation shall be presented to the Convention membership unless a simple majority of the Directors assembled at the Board meeting when it is presented for vote assent to its presentation to the Convention membership.
- d. Following review by the Board of Directors as aforementioned in this Article XIV, the written text of a proposed amendment shall be presented during the February, November or May Conferences or Annual or Special Session of the Convention, accompanied by a written statement explaining the rationale for the proposed amendment and its intended effect, so that the membership can deliberate and decide on its adoption. (Amended July 22, 2011)
- e. Each adopted amendment or other alteration to these Articles of Incorporation shall take effect upon adoption and have effect from the time of adoption forward.

Whenever the Constitution does not specify the procedures to be followed in a given situation and in the absence of Scriptural authority to the contrary, the Convention, its Board of Directors, and all subsidiaries, auxiliaries, and other entities shall be guided by the current version of Robert's Rules of Order and Biblical principles on questions of parliamentary procedure or governance.

If any portion or provision of these Articles of Incorporation shall be declared invalid or inoperative, that declaration shall not render the remaining portion of these Articles invalid or inoperative.

These amended Articles of Incorporation shall supersede any and all other Articles of incorporation and/or Amendments previously adopted by this corporation. Any other such Articles of Incorporation and/or Amendments in conflict with these Amended Articles are hereby declared null and void.

Said Appearers having requested me, Notary, to note these said amendments in authentic form, I do by these presents receive said amendments in the form of this public act that said amendments may be promulgated and recorded and thus read in the original and/or amended Articles of Incorporation of the Louisiana Missionary Baptist State Convention as herein set forth above.

THUS DONE AND PASSED in Jefferson Parish, Louisiana on the day, month and year herein first above written, in the presence of Rev. O. A. Grant, Sr. (original written) and Shelia H. Franklin (original written) competent witnesses who hereunto sign their names with the said Appearers and me, Notary, after reading of the whole.

APPEARERS:

s/C. S. Gordon, Jr. (original signed)
Dr. C. S. Gordon, Jr.

s/Edward Alexander, Jr. (original signed)
Pastor Edward Alexander, Jr.

WITNESSES:

s/Rev. O. A. Grant, Sr. (original signed)

s/Shelia H. Franklin (original signed)

s/Melvin C. Zeno (original signed)
MELVIN C. ZENO
NOTARY PUBLIC #37483

Minutes of the Meeting of the
Louisiana Missionary Baptist State Convention
concerning the amending of the Articles of Incorporation

The May Conference meeting of the Louisiana Missionary Baptist State Convention was held on May 4, 2011 at Ruston, Louisiana. The 138th Annual Session was held July 22, 2011 at New Orleans, Louisiana. Due and timely notice had been given to all members and delegates concerning both meetings. A quorum was present and voting at both meetings.

“Proposed amendments to the Articles of Incorporation were presented to the body by the Parliamentarian.

It was moved that the Amended Articles of Incorporation submitted at and read to the meeting be adopted and that President C. S. Gordon, Jr. and General Secretary, Pastor Edward Alexander be authorized to take the action necessary to have the amendments recorded with the Secretary of State’s office. The motions were thereafter seconded. Discussion followed. Following discussion, the question was called and upon the vote of the delegates, the motion were unanimously passed and adopted.

All further business having been duly disposed of, the meetings were declared adjourned.”

I, Edward Alexander, Jr. do hereby declare that I am General Secretary of the Louisiana Missionary Baptist State Convention and that the above and foregoing minutes and amendments are an accurate record of the meetings and proceedings of the corporation.

ATTEST MY HAND AND SIGNATURE this 11th (original written) day of November, 2011:

s/Edward Alexander, Jr. (original signed)
Pastor Edward Alexander, Jr.
General Secretary