

2019 AMENDED AND RESTATED CHARTER

OF

DEUTSCHES HAUS

UNITED STATES OF AMERICA

STATE OF LOUISIANA

PARISH OF ORLEANS

BE IT KNOWN, that on _____, before me, the undersigned Notary Public in and for the Parish and State aforesaid, personally came and appeared the Jack Gonzales, a person of the full age of majority whose signature is subscribed herein below, in his capacity as President of Deutsches Haus, who declares in the presence of the undersigned competent witnesses that, availing themselves of the provisions of the Louisiana Nonprofit Corporation law, to-wit, La. Rev Stat Ann §§ 12:201 to 12:269, the members and Board of Directors of Deutsches Haus do hereby file the following 2019 Amended and Restated Charter for a nonprofit corporation as follows:

WHEREAS, the Deutsches Haus (the “Corporation”) is a Louisiana 501(c)(3) non-profit corporation founded on November 7, 1928 in New Orleans, with its original domicile and location at 200 Galvez Street, New Orleans, Louisiana until November of 2010. Post-Hurricane Katrina, the Corporation temporarily relocated its domicile and location to 1023 Ridgewood Street, Metairie, Louisiana 70001 until June 2018. In June 2018, the Corporation moved its permanent domicile and location at 1700 Moss Street, New Orleans, Louisiana 70119.

WHEREAS, the Corporation is registered with the Louisiana Secretary of State as a non-profit corporation, bearing Charter No. 00604060N and a registration date of November 16, 1928. Besides the Annual Reports of the Corporation, there are only two (2) filings listed for the

Corporation with the Louisiana Secretary of State - the original 1928 Charter and the 2003 Articles of Amendment to the Articles of Incorporation.

WHEREAS, the original 1928 Charter will be found in the New Orleans Notarial archives in the record of Notary Leon S. Cahn under the date of November 7, 1928. It was recorded in the Orleans Parish Mortgage Records on **MOB 1387/480** on November 8, 1928.

WHEREAS, the 2003 Articles of Amendment to the Articles of Incorporation were passed before Notary Richard A. Kuntz on June 11, 2003 and subsequently registered with the Louisiana Secretary of State on September 29, 2003. The 2003 Articles of Amendment to the Articles of Incorporation was recorded in the Orleans Parish Mortgage Records at **MOB 3739/No. 326** on October 3, 2003. The original 2003 Articles of Amendment to the Articles of Incorporation are located in the New Orleans Notarial Archives among the Acts of 2003, Entry No. 54606.

WHEREAS, on _____, 2019, the Directors of the Corporation, pursuant to the vote of two-thirds ($\frac{2}{3}$) of the members present at a special meeting of the Corporation specifically for the amendment of the original 1928 Charter and the 2003 Articles of Amendment to the Articles of Incorporation, unanimously passed a Resolution to amend and restate the original 1928 Charter and the 2003 Articles of Amendment to the Articles of Incorporation in their entirety as follows, to-wit:

ARTICLE I.

The name of this Corporation shall be "Deutsches Haus."

This Corporation is organized, and shall at all times be operated, exclusively for charitable, scientific, literary, educational, social and benevolent purposes and to engage in any lawful activity for which a corporation maybe formed under the Louisiana Nonprofit Corporation Law. The Corporation shall be a voluntary, nonprofit, incorporated, stock membership organization.

The period of duration of this Corporation shall be perpetual unless otherwise liquidated, dissolved or merged as permitted by law.

ARTICLE II.

The location and street address of the registered office of the Corporation is 1700 Moss Street, New Orleans, Louisiana 70119. The full name and mailing address of the registered agent of the corporation is John Gonzales, 1700 Moss Street, New Orleans, Louisiana 70119.

ARTICLE III.

The objects and purposes of this Corporation are hereby declared to be: generally, to further, promise and foster the welfare of those citizens and residents of the City of New Orleans and the State of Louisiana who are of German descent, by means of its charitable, scientific, educational, literary, social, and benevolent activities; to further German immigration into the State of Louisiana; to give advice and assistance to German immigrants and other Germans coming to or residing in the City of New Orleans; more particularly, to aid them in obtaining employment and to succor those who are in distress; to advise and assist German immigrants to become citizens of the United States and of the State of Louisiana; to provide, maintain and operate a club-house or meeting place for its members, with all necessary accommodations for its social, literary, educational, charitable, scientific, recreational, benevolent, and athletic activities, and such other features as may be found necessary to fulfill the purposes for which this Corporation is formed.

ARTICLE IV.

The Corporation shall be authorized to issue up to 1,000,000 shares of no par value stock pursuant to the Corporation's Bylaws.

This Corporation is organized on a stock basis with classes of membership set forth in the Corporation's Bylaws.

ARTICLE V.

Any person of good character may apply for membership in the Corporation pursuant to the terms of the Corporation's Bylaws.

The ownership of one or more shares of the capital stock of this Corporation shall not, of itself, confer upon the holder thereof any of the rights or privileges of membership. Rather, all rights and privileges of membership are set forth in the Corporation's Bylaws.

ARTICLE VI.

This Corporation shall be a nonprofit stock corporation. It shall be operated and maintained by such membership dues and assessments and endowments as the Board of Directors shall determine to be necessary or acceptable for the proper functioning of the Corporation. Under no circumstances shall any part of the net earnings or assets of the Corporation inure or 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 I hereof pursuant to the terms of the Corporation's Bylaws. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf (or in opposition to) any candidate for public office. Notwithstanding any other provisions of this Amended and Restated Charter, the Corporation shall not carry on any 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (hereinafter, the "Code") or (b) by a corporation that contributions to which are deductible under section 170(C)(2) of the Code.

ARTICLE VII.

All the corporate powers of this Corporation shall be vested in a Board of Directors pursuant to the terms of the Corporation's Bylaws. The Board of Directors shall be elected pursuant to the terms of the Corporation's Bylaws. The Board of Directors shall have the authority provided for in the Corporation's Bylaws.

ARTICLE VIII.

All meetings of the members of the Corporation shall be held pursuant to the terms of the Corporation's Bylaws. Notice of all meetings of the members of the Corporation shall be in the manner prescribed for in the Corporation's Bylaws.

ARTICLE IX.

The election of Officers of the Corporation; the duties, rights and powers of Officers of the Corporation, collectively and individually; the duties, rights, privileges and qualifications of members and applicants for membership; the amount and manner of payment and collection of dues, contributions and penalties which it may become necessary to establish or enforce, and all other matters appertaining to the government and welfare of this Corporation and the furtherance of its purposes and objects, shall be set forth in the Corporation's Bylaws, and such Bylaws shall be binding upon all the members thereof.

ARTICLE X.

No stockholder shall ever be held liable or responsible for the contracts, faults, or debts of the Corporation, nor shall any more informality in its organization have the effect of rendering this Amended and Restated Charter null, or of exposing its stockholders to any liability.

ARTICLE XI.

This Amended and Restated Charter may be amended, or the Corporation may be dissolved, by a two-thirds ($\frac{2}{3}$) vote of the stockholding members in good standing and eligible to vote pursuant to the Corporation's Bylaws present at a regular meeting of the Corporation or any special meeting of the Corporation called for that purpose, provided (i) publication of the proposed amendment or dissolution shall be made at least thirty (30) days in advance of said meeting in the *Monatsblatt* or any successor official publication of the Corporation and (ii) notice of the proposed amendment or dissolution shall be provided to all stockholding members in good standing and eligible to vote pursuant to the Corporation's Bylaws at least (30) days in advance of said meeting. This Amended and Restated Charter may not be amended in any way that would permit this Corporation to be operated other than exclusively for non-profit purposes.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations under section 501(c)(3) of the Code, as the Board of Directors shall determine.

ARTICLE XII.

A member, Director, trustee, Officer, or volunteer worker of this Corporation shall be afforded the full protection allowed under La. R.S. 9:2792, 9:2792.1, and 9:2792.3. In addition to, and not in lieu of the foregoing, except for damages or injury caused by their willful or wanton misconduct, members, trustees, Directors, Officers, or volunteer workers of this Corporation, whether or not they are compensated for their services, shall not be personally liable to this Corporation or its members for any act or omission resulting in damage or injury (i) arising out of the exercise of their judgment in the formation and implementation of policy or (ii) arising out of

the management of the affairs of this Corporation, provided they were acting in good faith or within the scope of their official functions and duties.

If the Louisiana Nonprofit Corporation Law is hereinafter amended to authorize the further elimination or limitation of the liability of members, trustees, Directors, Officers or volunteer workers, then the liability of a member, trustee, Director, Officer, or volunteer worker of this Corporation shall be limited to the fullest extent permitted by the amended law.

Any repeal or modification of this Article XII by the members of the Corporation shall be prospective only, and it shall not adversely affect any limitation on the personal liability of a member, trustee, Director, Officer, or volunteer worker of this Corporation existing at the time of such repeal or modification.

The private property of the members shall not be subject to the payment of Corporation debt.

ARTICLE XIII.

In honor of the original founders of the Corporation, the Corporation wishes to document that the first Board of Directors of this Corporation consisted of the following:

Sigmund Odenheimer	President	5225 St. Charles Ave.
Jos. Reuther	1st Vice Pres.	2325 Esplanade Ave.
Bruno Preger	2nd Vice-Pres.	472 Howard Ave.
Noritz S. Senton	Treasurer	1442 Louisiana Ave.
Paul Schwartz	Secretary	2234 Chippawa St.
Frank Langbehn	Director	405 Camp St.
Dr. Louis Voss	Director	2427 Chestnut St.
Wm. Frantz	Director	54 Allard Blvd.
Henry Kraak	Director	1425 Eleanore St.
Ludwig Stein	Director	1836 Painters St.
Ludwig Schulz	Director	3114 Banks St.
Martin G. Rapp	Director	1674 N. Gayoso St.
Jos. Schwartz	Director	714 Union St.
Fritz Beldenhofer	Director	5817 Chestnut St.
Fritz Weber	Director	523 South Solomon St.

ARTICLE XIV.

The current Officers and Board of Directors of the Corporation, each of whom shall serve until their successors are duly and qualified and/or elected pursuant to the terms of the Corporation's Bylaws, are:

Jack Gonzales	President / Director	4521 Academy Dr., Metairie, LA 70003
Brian Huber	First Vice-President / Director	927 Wilson St., New Orleans, LA 70119
Frank Beier, Jr.	Second Vice-President / Director	25 Zion St., Kenner, LA 70065
Denise Barnett	Treasurer / Director	5636 Hawthorne Pl., New Orleans, LA 70124
Wendy Savelle	Secretary / Director	530 Harrison Ave., New Orleans, LA 70124
Neil Barnett	Director	5636 Hawthorne Pl., New Orleans, LA 70124
Michele Brown	Director	1023 Roselawn St., Metairie, LA 70001
Jim Danner	Director	3233 Ursulines Ave., New Orleans, LA 70119
Mike Larkin	Director	246 Glenwood Dr., Metairie, LA 70005
Rob Martin	Director	18 Forest Ave., Metairie, LA 70005
Sean McNamara	Director	5123 Prytania St., New Orleans, LA 70115
Ralph Mipro	Director	3153 Maurepas St., New Orleans, LA 70119
Keith Oldendorf	Director	209 Pike Dr., Gretna, LA 70053
Ryan Poirrier	Director	4724 Lake Como Ave., Metairie, LA 70006
David Wellmeyer	Director	74136 River Rd., Covington, LA 70435

Witnesses:

Printed Name: _____ Jack Gonzales
President

Printed Name: _____

Printed Name: _____

Notary Public

Notary Public / Bar No.: _____

My Commission Expires: _____

RESOLUTIONS

STATE OF LOUISIANA

PARISH OF ORLEANS

Before me, the undersigned authority, personally came and appeared:

Jack Gonzales
Brian Huber
Frank Beier, Jr.
Denise Barnett
Wendy Savelle
Neil Barnett
Michele Brown
Jim Danner
Mike Larkin
Rob Martin
Sean McNamara
Ralph Mipro
Keith Oldendorf
Ryan Poirrier
David Wellmeyer

to me known to be the persons of the full age of majority who constitute the all of the Officers and all of the Directors of Deutsches Haus and who, pursuant to the vote of two-thirds (2/3) of the members present at a special meeting of Deutsches Haus held on _____ to approve and adopt the foregoing 2019 Amended and Restated Charter of Deutsches Haus, being duly sworn, did acknowledge and declare of their free act and deed in the presence of the undersigned witnesses that the 2019 Amended and Restated Charter of Deutsches Haus was properly approved and adopted by the vote of two-thirds (2/3) of the members present at a special meeting of Deutsches Haus held on _____

BE IT FURTHER RESOLVED that Jack Gonzales, President of the Deutsches Haus, be and is duly authorized to sign said 2019 Amended and Restated Charter of Deutsches Haus for the purposes set forth therein.

IN WITNESS WHEREOF, the said appearers and witnesses, together with me, Notary, have hereunto affixed our respective hands on the _____ day of _____, 2019 in New Orleans, Louisiana.

Jack Gonzales, President / Director

Mike Larkin, Director

Brian Huber, First Vice-President / Director

Rob Martin, Director

Frank Beier, Jr., Second Vice-President / Director

Sean McNamara, Director

Denise Barnett, Treasurer / Director

Ralph Mipro, Director

Wendy Savelle, Secretary / Director

Keith Oldendorf, Director

Neil Barnett, Director

Ryan Poirrier, Director

Michele Brown, Director

David Wellmeyer, Director

Jim Danner, Director

Witnesses:

Printed Name: _____

Printed Name: _____

Printed Name: _____

Notary Public

Notary Public / Bar No.: _____

My Commission Expires: _____