

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE SOUTHWEST LOUISIANA ASSOCIATION OF REALTORS, INC.
August 24, 2018

The Articles of Incorporation of the Corporation, originally filed on December 6, 1946 and as previously amended by filings on January 24, 1973, and on December 7, 1998, (collectively herein the "Articles"), were amended and restated by vote and resolution as follows:

Article I.

The name of the Corporation is declared to be: THE SOUTHWEST LOUISIANA ASSOCIATION OF REALTORS, INC.

The Corporation shall have a perpetual existence.

Article II.

The objects and purposes for which this Corporation is formed are as follows:

- 1) *Any lawful purposes allowed for non-profit corporations.*
- 2) *To unite those engaged in the recognized branches of real estate profession in this community for the purpose of exerting a beneficial influence upon the profession and related interests.*
- 3) *To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®.*
- 4) *To provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interest may be safeguarded and advanced.*
- 5) *To further the interest of home and other real property ownership.*
- 6) *To unite those engaged in the real estate profession in this community with LOUISIANA REALTORS® ASSOCIATION and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein.*
- 7) *To acquire, own, lease, or sell property to assist in furtherance of the purposes stated herein. To enter into contracts or agreements relative to services that benefit the members of the Corporation.*
- 8) *To designate, for the benefit of the Public, those individuals authorized to use the terms REALTOR® and REALTORS® as licensed prescribed and controlled by the NATIONAL ASSOCIATION OF REALTORS®.*
- 9) *To monitor, regulate, and promote the Multiple Listing Service so long as the service is provided by local realtor associations/corporations.*
- 10) *To carry out the purposes named herein, the Corporation is to have full authority to do all and any necessary act to carry out the purposes for which it is organized.*

Article III.

- 1) *The powers of this Corporation shall be exercised by a Board of Directors. The number of directors and the procedure and qualifications for electing or appointing same shall be fixed by or in the manner provided in the Bylaws of the Corporation.*
- 2) *The additional powers of the Board of Directors, besides what is stated in these Articles, are provided for in the Bylaws of the Corporation.*

Article IV.

- 1) *Officers of this Corporation shall include those officers required by law; and officers may include one or more vice presidents and other officers or agents.*
- 2) *Members in good standing with the Corporation and in a class authorized to vote may elect certain or all of the officers, including but not limited to the President, President-Elect, and Treasurer, provided the Board of Directors allows for such elections.*
- 3) *None of said officers need be a director, and any two of these offices may be combined in one person, provided that no person holding more than one office may sign, in more than one capacity, any certificate or other instrument required by law to be signed by two officers.*
- 4) *The following are established by or provided for in the Bylaws of the Corporation or, in the absence thereof, determined by the Board of Directors: the procedure, method and manner of elections or appointments; authorized voting classes in addition to the REALTOR® Members; office terms, and duties and responsibilities of officers, agents, and employees.*
- 5) *There may be an advisory Executive Committee of certain officers of the Corporation, as determined and directed by the Board of Directors.*

Article V.

All vacancies (officers, board members, or otherwise) shall be filled as provided for in the Bylaws of the Corporation.

Article VI.

SECTION 1. *There shall be six classes of Members: REALTOR Members, Institute Affiliate Members, Affiliate Members, Public Service Members, Honorary Members, and Student Members.*

(a) *REALTOR® Members. REALTOR® members, whether primary or secondary, are the voting members of the Corporation and shall be REALTORS® who are:*

(1) *Individuals who, as sole proprietors, partners, corporate officers are engaged actively in the real estate profession, including buying, selling, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the State of Louisiana or a state contiguous thereto. All persons who are partners in partnership or all officers in a corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto shall qualify for REALTOR® Membership only, and each is required to hold REALTOR® Membership (except as provided in the following paragraph) in a Board of REALTORS® within the state or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership as described in the Bylaws of the Corporation.*

In the case of a real estate firm, partnership, or corporation, whose business activity is substantially all commercial, only those principals actively engaged in the real estate business in connection with the same office, or any other offices within the jurisdiction of the board in which one of the firm's principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate Membership as described in the Bylaws of the Corporation.

(REALTOR® Members may obtain membership in a "secondary" Board in another state.)

(2) Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers and are associated with a REALTOR® member and meet the additional qualifications set out in the Corporation Bylaws.

(3) Franchise REALTOR® Membership as will be described in the Bylaws of the Corporation.

(4) Primary and Secondary REALTOR® Members. As determined by the NATIONAL ASSOCIATION OF REALTORS®.

(5) Designated REALTOR® Members. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® member who shall be responsible for all duties and obligations of membership, including the obligation to arbitrate (or to mediate if required by the association) pursuant to NAR Code of Ethics and the payment of association dues as established by the Bylaws of the Corporation. The "Designated REALTOR®" must be a sole proprietor, partner, corporate officer, or branch office manager acting on behalf of the firm's principal(s), and must meet all other qualifications for REALTOR® membership.

(b) Institute Affiliate Members. Institute Affiliate Members shall be individuals who hold a professional designation awarded by an Institute, Society, or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR-ASSOCIATE membership, subject to payment of applicable dues for such membership.

(c) Affiliate Members. Affiliate Members shall be real estate firm owners, or other individuals or firms who, while not engaged in the real estate profession as defined in paragraphs (a) or (b) of this Section, have interests concerning real estate, and are in sympathy with the objectives of the Corporation.

(d) Public Service Members. Public Service Members shall be individuals who are interested in the real estate profession as employees of or affiliated with educational, public utility, governmental or other similar organization, but are not engaged in the real estate profession on their own account or in association with an established real estate business.

(e) Honorary Members. Honorary Members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for the Association or for the public.

(f) Student Members. Student Members shall be individuals who are seeking an undergraduate or graduate degree with a specialization or major in real estate at institutions of higher learning, and who have completed at least two years of college and at least one college level course in real estate, but are not engaged in the real estate profession on their own account or not associated with an established real estate office.

Further details relative to the classes of membership may be described in the Bylaws. The Board of Directors may add or remove classes of members to the Corporation. Besides what is provided for in these Articles, the Bylaws or, in the absence thereof, the Board of Directors determine what additional classes of members and which members therein are authorized or in good standing to vote in and for certain matters of the Corporation.

SECTION 2. This Corporation shall be a non-profit corporation and shall have no capital stock.

Article VII.

This Corporation shall have the full power to contract, sue and be sued; it shall also have power to acquire, hold, lease, or purchase, as well as alienate, convey, encumber, or mortgage, real and personal property; and in general shall exercise and enjoy all powers incident to a corporation consistent with the objects expressed herein and needful and proper for its government and support.

Article VIII.

These Articles may be amended by a vote of two-thirds (2/3) of the authorized voting members of the Corporation voting in favor of the amendment that are present or represented at any annual or special meeting called for that purpose, or by a two-thirds (2/3) vote of the authorized voting members voting in favor of the amendment by mail ballot or electronic ballot, on notice in writing or electronic mail transmitted to the voting members not less than fourteen (14) days prior to meeting or the required date of return of the ballot. Any use of mail balloting or electronic balloting shall be determined and provided in the Bylaws of the Corporation or, in absence thereof, by the Board of Directors.

Article IX.

The resignation or death of any member of this Corporation shall not entitle such member or his heirs to any share in, or claim upon, the property or claims that may be owned by this Corporation; but said property or claims shall continue in the sole ownership of this Corporation.

Article X.

The members or the directors of the Corporation may make, amend and/or repeal the Bylaws of the Corporation, as directed in the Bylaws.

Article XI.

- 1) Corporation meetings, including the annual meeting, shall be held at such date, time, and place as may be determined by a majority vote of the Board of Directors or in accordance with the Bylaws of the Corporation, if such is stated therein.*
- 2) Special meetings may be called in accordance with the Bylaws of the Corporation.*

Article XII.

This Corporation may be dissolved by a vote of two-thirds (2/3) of the authorized voting members present or represented at a meeting called for that purpose, on thirty (30) days' notice, in writing (even electronic mail), by the Corporation, which notice shall state the time, place and purpose of the meeting, mailed postage paid or by electronic mail to the last known postal or electronic mail address of each voting member.

Article XIII.

The full name and address of the Corporation's current registered agent is: Cynde Pettit, 182 Williamsburg Street, Lake Charles, LA 70605.

Article XIV.

Any notice or other communication from the Corporation to members may be given, delivered, or sent by any method of delivery, including but not limited to electronic transmissions.

Article XV.

Officers, directors, members, shareholders, agents, and employees of the Corporation shall be indemnified and held harmless to the fullest extent allowed by law, including those indemnities provided in La. R.S. 12:227.

Each of the undersigned, President and Secretary, respectively, of THE SOUTHWEST LOUISIANA ASSOCIATION OF REALTORS, INC., (the "Corporation"), last four digits of TIN: _____, whose registered office is at 182 Williamsburg, Lake Charles, LA 70605, does hereby certify that the foregoing resolution amending and restating the articles of incorporation of the Corporation, (the "Articles of Incorporation"), was duly adopted pursuant to La Rev Stat Ann §§ 12:237, by the affirmative vote of two-thirds in interest of the voting members present, as per that same statute and as per the original charter of this Corporation, with said votes cast for the foregoing amendments being _____ for and _____ against.

Thus done and signed by the undersigned president and secretary of the Corporation, at Lake Charles, Louisiana on the 24th day of August, 2018 in the presence of the undersigned witnesses and me, Notary.

WITNESSES:

THE SOUTHWEST LOUISIANA ASSOCIATION OF REALTORS, INC.

Stacy Johnson
Stacy Johnson

BY: Steven C Floyd, President

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Jeree Guidry

BY: Cynde Pettit, Secretary

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NOTARY PUBLIC 78043

