

With amendments as of 11/09/10

ARTICLES OF INCORPORATION	*	UNITED STATES OF AMERICA
OF	*	STATE OF LOUISIANA
LOUISIANA HORSEMEN'S BENEVOLENT AND PROTECTIVE ASSOCIATION 1993, INC.	*	PARISH OF ORLEANS
	*	
* * * * *		

BE IT KNOWN, that on this 21st day of December, 1993.

BEFORE ME, John M. Donnelly, Jr., a Notary Public, duly commissioned and qualified, in and for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned:

PERSONALLY CAME AND APPEARED: Harold J. Delahoussaye, whose name is hereunto subscribed, of full age, and domiciled in the State of Louisiana, who declared that, availing himself of the benefits and provisions of the Constitution of the State of Louisiana and the laws of said State relative to the organization of non-profit corporations, and particularly, of the provisions of R.S. 12:201 *et seq.*, he has acted to form, and does by these presents form and organize himself, as well as all other persons who may hereafter join or become associated with him or his successor, into a non-profit corporation for the objects and purposes and under the covenants, stipulations and agreements following, to-wit:

ARTICLE I.

The name and title of this Corporation shall be LOUISIANA HORSEMEN'S BENEVOLENT AND PROTECTIVE ASSOCIATION 1993, INC. and, under and by said name, unless sooner dissolved in accordance with law, it shall exist and continue, and shall have and enjoy corporate existence and succession in perpetuity from and after the date of this act, during which time it, generally, shall possess all the powers, rights, privileges, capacities and

immunities which non-profit corporations are authorized, and may hereafter be authorized to possess under the Constitution and laws of this State, and particularly under Louisiana Revised Statute, Title 12, Section 201, *et seq.*

ARTICLE II.

The domicile of this Corporation shall be within Orleans Parish, State of Louisiana, and the location and post office address of its registered office shall be 1535 Gentilly Blvd., New Orleans, Louisiana 70119.

ARTICLE III.

This Corporation is organized, and it shall be operated, to foster, protect, represent and promote the welfare and common interest of thoroughbred and quarterhorse owners and trainers, to improve conditions in the horse racing industry, to improve relationships between horsemen, other members of the racing industry and the general public in the State of Louisiana, and in furtherance of such purposes is to engage in any lawful activity for which non-profit corporations may be formed under the laws of the State of Louisiana, including but not limited to, the power to own, buy, sell, mortgage and otherwise acquire and/or encumber real estate and property of every description, as well as the power to lease the same, borrow money from any firm, Building and Loan Association, Homestead, Bank or other institution or person and enter into leases, assignments thereof, and trade therein. This Corporation is formed to succeed to and continue the efforts and activities of the unincorporated association, sometimes known as the Horsemen's Benevolent and Protective Association, Louisiana Division and sometimes as the Horsemen's Benevolent and Protective Association.

This Corporation is a non-profit corporation as defined ~~in~~ La. R.S. 12:~~2101,~~ Section 201(7); of the Louisiana Revised Statutes of the State of Louisiana and in Section

501(c)(6) of the Internal Revenue Code. No part of the net earnings or other assets of this corporation shall inure to the benefit of any private individual.

Notwithstanding the enumeration of powers specified in these Articles of Incorporation, nothing herein shall be construed as limiting the powers of this corporation to engage in activities authorized by the provisions of R.S. 12:201 *et seq.*, particularly, but not limited to, the provisions of R.S. 12:207; provided such powers are consistent with the limitations and rules of and under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE IV.

The officers of this Corporation shall consist of a ~~President, who shall be a member of the Board of Directors~~Chief Operating Officer, a Secretary, a ~~Vice President, a Secretary-Treasurer,~~ and such other officers as the directors may elect or appoint. Any two or more offices may be held by the same person, except ~~the offices of President and~~that the Chief Operating Officer, by any title, may not also serve as Treasurer or Secretary-Treasurer.

ARTICLE V.

This Corporation is to be organized on a non-stock basis. There shall be but one class of membership. Membership in this corporation shall be open to those persons who are licensed owners and/or trainers of thoroughbred ~~and/or quarterhorses in Louisiana, recognized as~~ quarter racehorses meeting the minimum requirements established by the ~~Articles of Incorporation and By laws of the Louisiana Horsemen's Benevolent~~by laws of this Corporation and ~~Protective Association 1993, Inc., and such other persons who are~~ approved for membership by the Board of Directors. Only members, in good standing, shall be eligible to serve on the Board of Directors. Upon the execution of these Articles of Incorporation, all members in good standing of the Horsemen's Benevolent and Protective Association, Louisiana Division, pro

facto, shall become and be considered to be members of this Corporation, the Louisiana Horsemen's Benevolent and Protective Association 1993, Inc.

ARTICLE VI.

The corporate powers and management of this Corporation shall be vested in, and exercised by a Board of Directors consisting of eleven (11) members, who shall serve ~~three (3)~~ year for terms— of not less than three (3) years nor more than four (4) years which term shall be definitively provided for in the bylaws.

The members of the Board of Directors, except for the First Board of Directors, shall be elected by the members and from the members and until said election of the Board of Directors shall be as follows:

Mr. Harold J. Delahoussaye, President
Horsemen's Benevolent and
Protective Association
2504 Aleatha Street
Metairie, LA 70003

Mr. Gene Norman
First Vice President
Horsemen's Benevolent and
Protective Association
2643 Village Lane
Bossier City, LA 71112

Mr. Aubrey LaPlace
Second Vice President
Horsemen's Benevolent and
Protective Association
P.O. Box 31
St. Gabriel, LA 70776

Mr. Thomas Amoss
Board Member
Horsemen's Benevolent and
Protective Association

3723 Carondelet Street
New Orleans, LA 70115

Ms. Judy Behler
Board Member
Horsemen's Benevolent and
Protective Association
6811 Memphis Street
New Orleans, LA 70124

Mr. Donald Cormier, Sr.
Board Member
Horsemen's Benevolent and
Protective Association
507 Thoroughbred
Lafayette, LA 70507

Honorable Arthur Morrell
State Representative
State of Louisiana
3200 St. Bernard Avenue
New Orleans, LA 70119

Ms. Revella Norman
Board Member
Horsemen's Benevolent and
Protective Association
2643 Village Lane
Bossier City, LA 71112

Dr. Don Peltier
Board Member
Horsemen's Benevolent and
Protective Association
12250 Hwy. 1077
Folsom, LA 70437

Mr. Lawrence Robideaux, Jr.
Board Member
Horsemen's Benevolent and
Protective Association
2660 Village Lane
Bossier City, LA 71112

Mr. Lloyd Romero
Board Member

Horsemen's Benevolent and
Protective Association
Rt. 2, Box 684
Erath, LA 70533

Failure to elect or appoint ~~a president and/or~~ directors shall not dissolve this Corporation nor impair its corporate existence or management, but the ~~president and other~~ directors then in office shall remain in office until their successors shall have been duly elected and installed.

A majority of the ~~board of directors~~ Board of Directors shall constitute a quorum; ~~and a quorum being present shall be necessary to consider any question that may come before any meeting of the board of directors.~~ If a quorum was present when the meeting was convened, the directors present, even if less than a majority of the Board of Directors, may continue to do business, taking action by vote of a majority of a quorum as fixed above until adjournment, notwithstanding the refusal of any director to vote or the withdrawal of enough directors that less than a quorum is physically present or validly participating by telephone or by other authorized means. If a quorum is not present at a duly assembled meeting of the ~~board of directors~~ Board of Directors, a majority of those present and otherwise participating by telephone or by other authorized means may also adjourn the meeting from time to time, ~~but may not transact any other business~~ until a quorum is secured. - A quorum being present, the affirmative vote of a majority ~~of the board of directors present~~ present of validly participating by telephone or by other means shall be necessary to decide any questions. ~~— unless the by-laws provide for a greater majority.~~

The ~~board of directors~~ Board of Directors shall have the power to make, alter and annul all by-laws, rules and regulations for the government of the affairs of this Corporation as it may deem proper, subject to such other conditions as may be contained in these Articles and the by-laws.

The ~~board of directors~~Board of Directors, for and on behalf of this Corporation, is fully authorized to act on behalf of the Corporation which shall include the authority to borrow money, purchase, sell, lease, encumber, or alienate any of the immovable property belonging to this Corporation, without obtaining the approval, or a resolution, authorizing the same by members of this Corporation.

~~The President shall serve as Chairman of the Board of Directors.~~

~~The Board of Directors shall have a chairman and vice chairman elected by the directors of the corporation as shall be definitively provided for in the bylaws.~~

ARTICLE VII.

The full name and post office address of the Corporation's registered agent for service of process is ~~Stanley, Reuter, Ross, Thornton and Alford, L.L.C. James Gelpi, Attorney at Law, 203 Carondelet., 909 Poydras~~ Street, Suite ~~9072500~~, New Orleans, ~~LA 70130~~Louisiana 70112.

ARTICLE VIII.

All funds received, in the discretion of the Board of Directors, may be used to carry out the objects and purposes of this Corporation, or may be employed or invested so that the revenues therefrom may be used to carry out the objects and purposes of this Corporation~~†~~ provided, however, that said investments may be converted thereafter into cash, and the proceeds used, as required, to carry out the objects and purposes of this Corporation.

ARTICLE IX.

The name and post office address of the incorporator for these Articles of Incorporation is: Harold J. Delahoussaye, 1535 Gentilly Blvd., New Orleans, LA 70119.

ARTICLE X.

No member of this Corporation shall ever be held liable or responsible for contracts, debts or defaults of this Corporation in any sum nor shall any informality in organization have the effect of rendering these Articles of Incorporation null or of exposing the members to any liability ~~other than as above provided.~~

ARTICLE XI.

These Articles of Incorporation may be amended by the Board of Directors, without vote or approval by the membership, upon approval of two-thirds (2/3rds) of the total membership of the Board of Directors, at the time of the amendment, and only at a meeting specially called for this purpose upon no less than ten (10) days written notice to ~~the President and~~ all of the ~~other~~ Directors. These Articles alternatively may also be amended by the unanimous written consent of all of the members of the Board of Directors.

THUS DONE AND PASSED, in multiple originals, in New Orleans, Louisiana, on the day, month and year herein first above written, in the presence of the hereinafter named competent witnesses, who hereunto sign their names with the said appearer and me, Notary, after reading of the whole.

WITNESSES:

s/Harold J. Delahoussaye
Kevin Presley

s/Kevin Presley
HAROLD J. DELAHOUSAYE, INCORPORATOR

| _____s/Bobbie Laviolette_____

Bobbie Laviolette

| _____s/John M. Donnelly, Jr._____

John M. Donnelly, Jr., NOTARY