

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF NORTSHORE COMMUNITY FOUNDATION**

Northshore Community Foundation, a Louisiana non-profit corporation (the "Corporation"), by and through its undersigned President and Secretary, does hereby certify that:

1. On November 14, 2008, as provided in Article XII of the Articles of Incorporation of the Corporation, the Board of Directors of the Corporation adopted the following amendment to the Corporation's Articles of Incorporation as set forth below, and authorized the execution and delivery of these Articles of Amendment to the Secretary of State for filing pursuant to Section 238 of the Louisiana Business Corporation Law.

2. Section 1 of Article II of the Corporation's Articles of Incorporation is amended to read in its entirety as follows:

**ARTICLE II  
PURPOSES**

Section 1. The Corporation is a nonprofit corporation. The Corporation is organized and shall be operated exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and any successor to that provision of the Internal Revenue Code (the "Code"). Specifically, the Corporation is organized and shall be operated for the benefit and support of (i) The Baton Rouge Area Foundation (hereinafter referred to as "BRAAF"), an organization exempt from federal income tax under Section 501(c)(3) of the Code and a non-private foundation as described in Section 509(a)(1) of the Code because it is an organization described in Section 170(b)(1)(A) (vi) of the Code, and (ii) such other organizations located in the Louisiana Parishes of St. Helena, St. Tammany, Tangipahoa and Washington (Parishes served by BRAAF) which are exempt from federal income tax under Section 501(c)(3) of the Code, are non-private foundation as described in Section 509(a)(1) or (a)(2) of the Code, and are organized and operated to support such charitable, religious, scientific, literary, or educational purposes. References herein to the "Beneficiary Organizations" shall mean those organizations referenced in the foregoing sentence. In furtherance of its purposes, the Corporation shall distribute funds to or on behalf of the Beneficiary Organizations in such amounts as the directors of the Corporation in their sole discretion may determine from time to time. The Corporation shall be controlled by BRAAF so as to qualify the Corporation as a non-private support foundation under Section 509(a)(3) of the Code. Subject to the foregoing, the Corporation is authorized to engage in any lawful activities for which corporations may be formed under Louisiana Revised Statutes Section 12:201, *et seq.* The Corporation's sole activity is to pursue its exempt purposes by supporting the Beneficiary Organizations, and the Corporation cannot engage in any business activity of a kind which may affect a federal income tax exemption of the Corporation as an organization described in Section 501(c)(3) of the Code. The Corporation shall have no power or authority to issue any stock.

STATE OF LOUISIANA

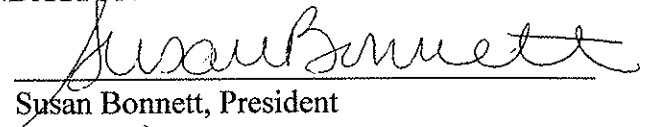
Office of the Secretary of State  
I hereby certify that this is a true and correct copy,  
as taken from the original on file in this office.

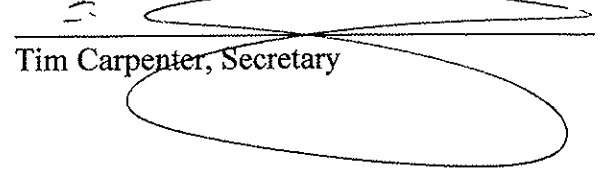
  
Jay Dardenne  
Secretary of State

Date: NOV 19 2008 

These Articles of Amendment are dated November 14, 2008.

**NORTHSHORE COMMUNITY  
FOUNDATION**

By:   
Susan Bonnett, President

By:   
Tim Carpenter, Secretary

**ACKNOWLEDGMENT**

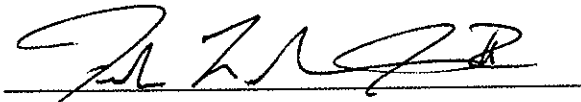
**STATE OF LOUISIANA**

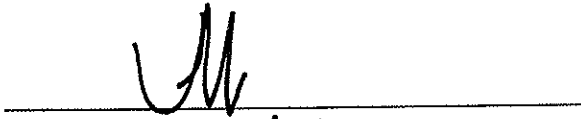
**PARISH OF ST. TAMMANY**

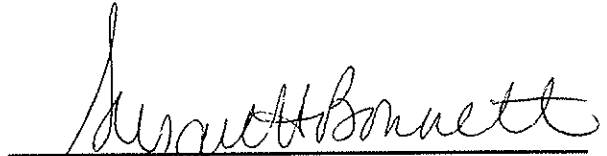
BEFORE ME, the undersigned authority, personally came and appeared Susan Bonnett and Tim Carpenter, President and Secretary, respectively, of Northshore Community Foundation and the persons who executed the foregoing instrument in such capacities, and who, having been duly sworn, acknowledged and declared in my presence and in the presence of the undersigned witnesses, that they were authorized to and did execute the foregoing instrument in such capacities for and on behalf of Northshore Community Foundation, as its and their free act and deed.

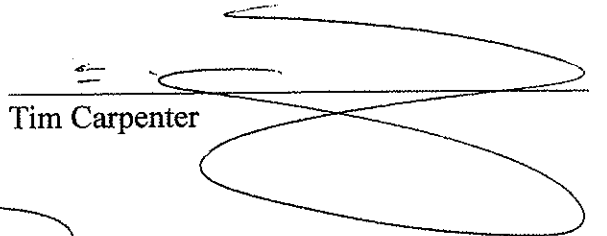
IN WITNESS WHEREOF, the appearer, witnesses and I have hereunto affixed our hands this 18<sup>th</sup> day of November, 2008.


**WITNESSES:**

  
\_\_\_\_\_  
Frank L. Saxton II  
[Print Name]

  
\_\_\_\_\_  
TARA White  
[Print Name]

  
\_\_\_\_\_  
Susan Bonnett

  
\_\_\_\_\_  
Tim Carpenter

  
\_\_\_\_\_  
**NOTARY PUBLIC**  
Carole A Brancewicz  
Notary Public # 65477  
St Tammany Parish, LA  
Commission is for Life