

Ouachita Parish Recording Page

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LIVING WELL FOUNDATION

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Index Type : Charters

File Number : 1658476

Type of Document : Articles Of Incorporation

Book : 169 **Page :** 60

Recording Pages : 6

Recorded Information

I hereby certify that the attached document was filed for registry and recorded in the Clerk of Court's office for Ouachita Parish, Louisiana

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On (Recorded Date) : 09/05/2014

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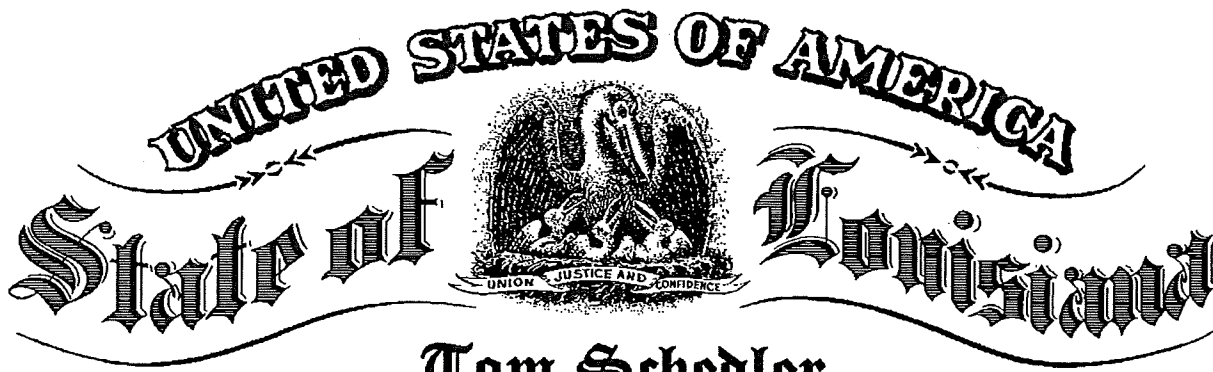
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Tom Schedler

SECRETARY OF STATE

As Secretary of State of the State of Louisiana I do hereby Certify that

a copy of an Amendment to the Articles of Incorporation of

LIVING WELL FOUNDATION

Domiciled at WEST MONROE, LOUISIANA,

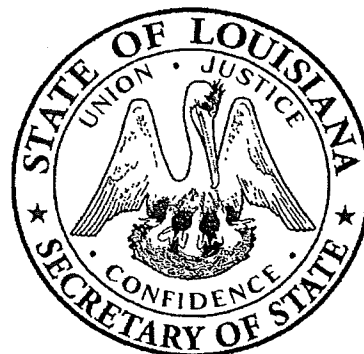
Was filed and recorded in this Office on August 27, 2014.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

August 28, 2014

Secretary of State

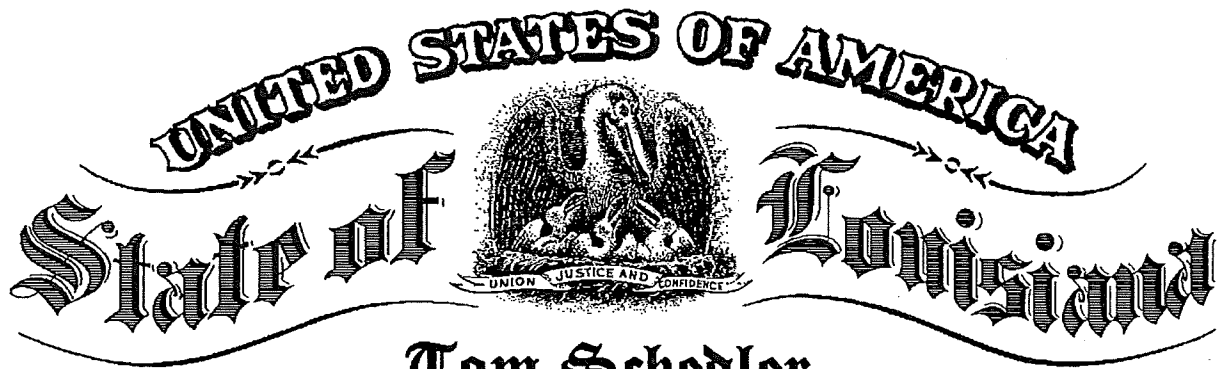
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Tom Schedler

SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that

the attached document(s) of

LIVING WELL FOUNDATION

are true and correct and are filed in the Louisiana Secretary of State's Office.

41625521

Amendments

08/27/2014 3 pages

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

August 28, 2014

Secretary of State

BS 36251118N



Certificate ID: 10522741#M7D52

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3RD AMENDMENT TO SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LIVING WELL FOUNDATION

This 3rd Amendment to the Second Amended and Restated Articles of Incorporation of Living Well Foundation, a Louisiana nonprofit corporation (the "Foundation"), is made by authority of the Foundation's sole member and its Board of Directors, as hereafter provided, and is executed in the Foundation's name by its Board Chair who certifies as follows:

1. In accordance with Section 237.A of the Louisiana Nonprofit Corporation Law and Article XI of the Second Amended and Restated Articles of Incorporation of the Foundation, as amended, (a) the Board of Directors of the Foundation, by the vote of three-fourths of the directors then in office (10 votes for, 0 votes against, 0 abstaining, 2 absent), at a regular meeting duly held on August 21, 2014 (the notice of which set forth the amendments made herein and which was either transmitted to the directors by first-class mail deposited not less than 30 days prior to the meeting, or such notice having been waived in a writing that set forth the amendments made herein), approved the amendments made herein, and (b) the Board of Commissioners of Hospital Service District No. 1 of the Parish of Ouachita (the "District"), which is the sole member of the Foundation, at a regular meeting duly held on August 26, 2014, the notice of which set forth the amendments made herein, and which meeting was held as provided by law for meetings of the Board of Commissioners, cast the sole vote for and approved the amendments made herein.

2. The following provisions of the Second Amended and Restated Articles of Incorporation of the Foundation, as amended, are now further amended as provided, and no other provisions of those Second Amended and Restated Articles of Incorporation, as amended are modified or changed in any manner.

3. Paragraph "(1)" of Article VII of the Second Amended and Restated Articles of Incorporation, as amended, of the Foundation is hereby amended to read as follows:

"(1) **General.** The officers of the Foundation shall consist of a Board Chair, the Vice Chair for Finance/Investment, the Vice Chair for Programs/Grant Review, the Vice Chair for Planning/Operations, the President/Chief Executive Officer, the Treasurer, the Secretary, and any other officers that the Board of Directors may appoint from time to time."

4. The first sentence of Paragraph "(3)" of Article VII of the Second Amended and Restated Articles of Incorporation, as amended, of the Foundation is hereby amended to read as follows:

"The President/Chief Executive Officer, the Treasurer, the Secretary, and any other officers that the Board of Directors may appoint from time to time (collectively, the "Corporate Officers") each must be an employee and must not be a Director."

IN WITNESS WHEREOF, pursuant to the direction of the Board of Directors of the Foundation, and with the approval of the Board of Commissioners of the District, which is the sole member of the Foundation, the Board Chair, who is an officer of the Foundation, has signed this 3rd Amendment to the Second Amended and Restated Articles of Incorporation, as amended in the name of the Foundation on this 27th day of August, 2014.

LIVING WELL FOUNDATION

BY:

Dave Norris
Dave Norris, Board Chair

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF OUACHITA

On this 27th day of August, 2014, before me, the undersigned authority, a notary public duly commissioned and qualified within and for the Parish and State aforesaid, and in the presence of the undersigned competent witnesses, personally came and appeared:

Dave Norris

known to me to be the Board Chair of the Living Well Foundation and who executed the foregoing instrument, and who, being by me first duly sworn, stated that he has read the above and foregoing 3rd Amendment to the Second Amended and Restated Articles of Incorporation, as amended, and acknowledged that he executed same as his free act and deed.

WITNESSES:

Jeff Terrell
Print Name: Jeff Terrell

Dave Norris
DAVE NORRIS

Jayne Norton
Print Name: JAYNE C. NORRIS

Douglas C. Caldwell
DOUGLAS C. CALDWELL, NOTARY PUBLIC
LOUISIANA BAR ROLL NO. 03783
MY COMMISSION IS FOR LIFE