

Ouachita Parish Recording Page

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First VENDOR

LIVING WELL FOUNDATION

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Index Type : CHARTERS

File Number : 1676426

Type of Document : ARTICLES OF INCORPORATION

Book : 169

Page : 633

Recording Pages : 7

Recorded Information

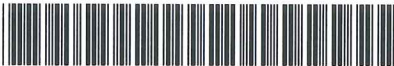
I hereby certify that the attached document was filed for registry and recorded in the Clerk of Court's office for Ouachita Parish, Louisiana



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CLERK OF COURT
LOUISE BOND
Parish of Ouachita

I certify that this is a true copy of the attached document that was filed for registry and

Recorded 06/05/2015 at 1:50:35

File Number 1676426

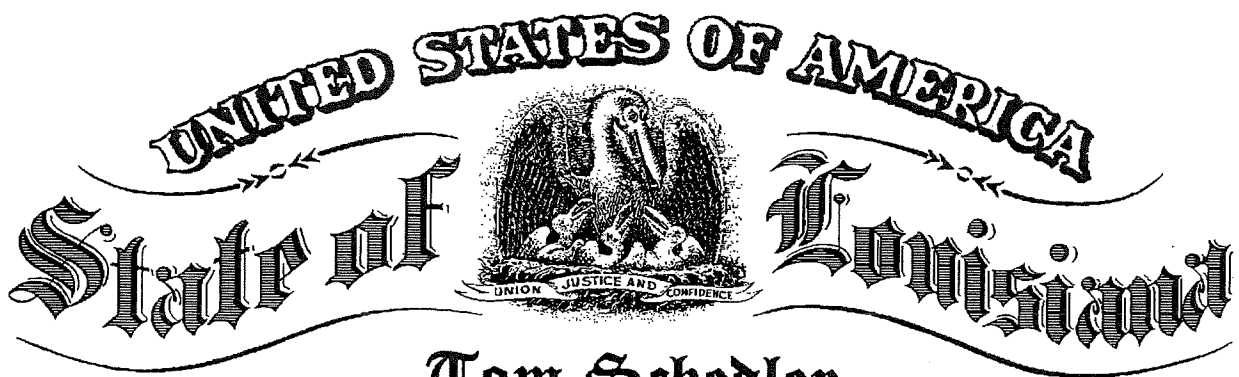
Recorded in Book 169 Page 633



Deputy Clerk

**Return To :**

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ATTN: SAM HENRY
2001 N. 7TH ST.
WEST MONROE, LA 71291



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,

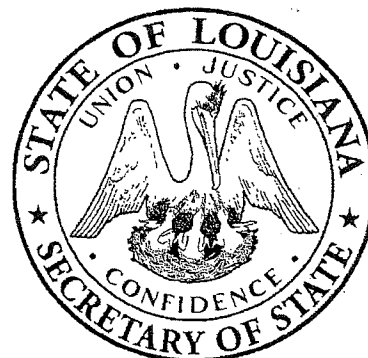
Was filed and recorded in this Office on May 28, 2015.

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,

June 1, 2015

Secretary of State

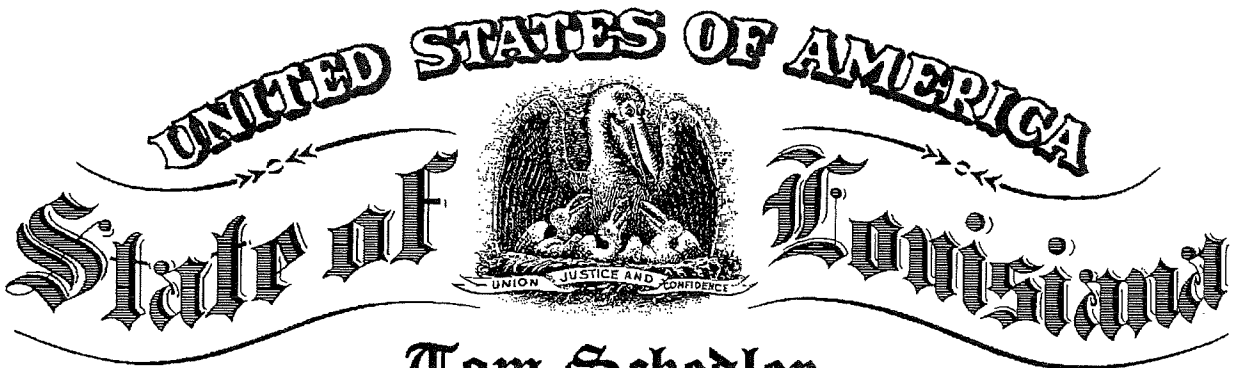
WH 36251118N



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www.sos.la.gov



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.
41904771 Amendments 05/28/2015 4 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,

June 1, 2015

Secretary of State

WH 36251118N



Certificate ID: 10604957#D5P83

To validate this certificate, visit the following
web site, go to **Business Services**, **Search**
for **Louisiana Business Filings**, **Validate a**
Certificate, then follow the instructions
displayed.

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4TH AMENDMENT TO SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LIVING WELL FOUNDATION

This 4th 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 (11 votes for, 0 votes against, 0 abstaining, 1 absent), at a regular meeting duly held on May 7, 2015 (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 May 19, 2015, 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 "(2)(b)" of Article VI of the Second Amended and Restated Articles of Incorporation, as amended, of the Foundation is hereby amended to read as follows:

"Article VI. Directors.

(1) General. ***

(2) Qualifications of Directors.

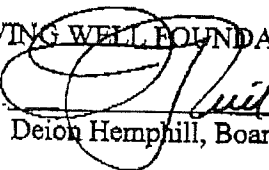
(a) ***

(b) Residency Qualifications. When originally elected, each District director must be a resident of the portion of Ouachita Parish that is west of the Ouachita River. However, a change in residence by a District director thereafter, to a place of residence that is outside that geographic area but which remains within the service area of the Foundation, shall not thereafter disqualify that District director from continuing to serve, nor disqualify that District director from being re-elected to further successive terms as a District director, but only during that period of time as the District director continues to maintain regular employment within the portion of Ouachita Parish that is west of the Ouachita river. Notwithstanding these provisions, at all times at least a majority of the District directors must be residents of the district. At least two of the three special Policy Jury directors must reside in the portion of Ouachita Parish that is west of the Ouachita River. The third special Police Jury director and any at-large Police Jury directors need not reside in the portion of Ouachita parish that is west of the Ouachita River, but must reside in Ouachita Parish."

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 4th Amendment to the Second Amended and Restated Articles of Incorporation, as amended in the name of the Foundation on this 22nd day of May, 2015.

LIVING WELL FOUNDATION

BY:


Deion Hemphill, Board Chair

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF OUACHITA

On this 22nd day of May, 2015, 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:

Deion Hemphill

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 she has read the above and foregoing 4th Amendment to the Second Amended and Restated Articles of Incorporation, as amended, and acknowledged that she executed same as her free act and deed.

WITNESSES:

Shannon Weaver

Print Name: Shannon Weaver

Deion Hemphill
DEION HEMPHILL

Evanda R. Hattaway

Print Name: Evanda R. Hattaway

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

CERTIFICATION

STATE OF LOUISIANA

PARISH OF OUACHITA

On this 22nd day of May, 2015, 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:

Alice M. Prophit

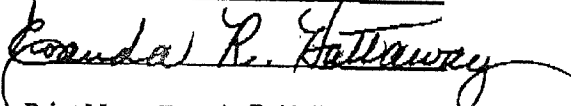
known to me to be the President/Chief Executive Officer of the Living Well Foundation and who, being by me first duly sworn, stated that she has read the above and foregoing 4th Amendment to the Second Amended and Restated Articles of Incorporation, as amended, and acknowledged that the provisions thereof are true and correct.

WITNESSES:




Print Name Shannon Weaver


ALICE M. PROPHIT



Print Name Evanda R. Hattaway


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