

191491

STATE OF LOUISIANA : ARTICLES OF INCORPORATION OF  
PARISH OF JACKSON : TRANSPORT CEMETERY ASSOCIATION

BE IT KNOWN, that on this 27th day of the month of May, in  
they year of our Lord, One Thousand Nine Hundred and Sixty-Seven:

Before me, a Notary Public, appeared the several parties whose  
signatures are subscribed hereto, who declared in the presence of  
the undersigned competent witnesses, that availing themselves of the  
provisions of the Non-Profit Corporations Law of the State of Louisi-  
ana, Title 12, Section 101-155, as amended, they do hereby organize  
a non-profit organization as defined in R.S. 12:101 (B), under and  
in accordance with these Articles of Incorporation.

ARTICLE I. NAME

The name of this Corporation shall be:  
TRANSPORT CEMETERY ASSOCIATION

ARTICLE II. OBJECTS AND PURPOSES

This Corporation is organized for the purpose of perpetuating  
the care, control and operation of a cemetery and the acquisition  
and care of funds necessary therefor, and for these purposes, this  
Corporation shall have authority to buy, own, sell, lease, rent,  
mortgage, hypothecate, and pledge any and all kinds of property,  
both movable and immovable, which shall at any time appear con-  
ducive or expedient for the best interest of the Corporation, and  
to contract accordingly.

ARTICLE III. POWERS

This Corporation shall have all powers granted by law to simi-  
lar Corporations to conduct any and all of the business purposes  
and objects hereinabove described, to sue and be sued, and generally  
to do all things requisite or necessary to conduct any business not  
herein prohibited.

NOTARY PUBLIC  
STATE OF LOUISIANA  
JUN 18 2008  
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ARTICLE IV. DURATION

This Corporation shall exist and continue and shall have and enjoy existence and succession for a period of ninety-nine (99) years from date hereof.

ARTICLE V. REGISTERED OFFICE

The location and post office address of its registered office shall be:

Route #3, Box 144  
Jonesboro, Louisiana

ARTICLE VI. REGISTERED AGENTS

The full names and post office addresses of the Corporation's registered agents shall be:

- (1.) Grace Walker, Route #3, Box 144, Jonesboro, Louisiana.
- (2.) W. Jackson Emmons, P. O. Drawer 726, Jonesboro, Louisiana.

ARTICLE VII. BASIS OF ORGANIZATION

(A) This Corporation shall be organized without capital stock and membership shall be evidenced by certificates of membership.

(B) The issuance of certificates of membership to each of the incorporators listed in Article IX of these articles shall be conditioned on the payment of a fee of ONE AND NO/100 (\$1.00) DOLLARS and this Corporation shall be authorized to begin business upon the issuance of three (3) certificates.

(C) Membership in this Corporation shall be unlimited.

(D) All of the memberships of this Corporation shall be fully paid and nonassessable when issued, and shall be represented by certificates and shall be personal property. No member of this Corporation shall ever be held for the contracts or defaults of this Corporation in any further sum than the unpaid balance due the

Corporation on the membership certificate subscribed by him, nor shall any informality or organization have the effect of rendering these Articles of Incorporation null or exposing the member to any liability beyond the unpaid balance, if any, of his membership certificate.

(E) Any person who has a relative buried in, who has a relative who desires to be buried in or who himself desires to be buried in Transport Cemetery, shall be eligible for membership in this corporation.

#### ARTICLE VIII. VOTING RIGHTS

All voting rights at membership meetings are vested in the members, and each member shall be entitled to one vote, either in person or by proxy, for each certificate membership which he owns, but no person shall be entitled to more than one vote, regardless of number of memberships. The right to vote by proxy is hereby irrevocable vested in each and every member.

#### ARTICLE IX. DIRECTORS

(A) The names and post office addresses of the first Board of Directors, who shall serve until their successors are elected and take office are as follows:

- (1) Grace Walker  
Route #3, Box 144  
Jonesboro, Louisiana
- (2) W. E. Sanders  
Taylor  
Louisiana
- (3) Fyburn E. Walker  
Hodge  
Louisiana
- (4) James E. Jones  
Sterlington Drive  
Monroe, Louisiana
- (5) Eric R. Waller  
1758 Elliott Street  
Alexandria, Louisiana

- (6) Luther E. Walker  
Route #3  
Jonesboro, Louisiana
- (7) Herman Anders  
155 Ardmore  
Shreveport, Louisiana
- (8) E. J. Moffett  
208 Whellie  
West Monroe, Louisiana
- (9) Odessa P. McLaurin  
Euston  
Louisiana

(B) Unless and until otherwise provided in the by-laws, all the corporate powers of this Corporation shall be vested in and the business and affairs of this Corporation shall be managed by a board of nine (9) directors.

(C) The Board of Directors shall have authority to make and alter by-laws, including the right to make or alter by-laws fixing the number of directors, their qualifications, classifications, or terms of office, subject to the power of the shareholders to change or repeal the by-laws so made.

(D) Any director absent from a meeting may be represented by any other director or voting member of the Corporation, who may cast the vote of the absent director according to the written instructions, general or special, of said absent director, filed with the Secretary of the Corporation.

(E) In the event of any vacancy occurring on the Board of Directors by death, resignation, disqualifications, or any other cause, same shall be filled as prescribed by the by-laws.

(F) The directors shall serve for a period of one year.

(G) The number, qualifications, powers and duties of the Directors, the time, place and manner of calling, giving notice of and conducting director's meetings, and the number of directors which shall constitute a quorum, shall be prescribed in the by-laws.

(H) The Board of Directors shall elect the following officers:

- (1) President
- (2) Vice-President

## (3) Secretary-Treasurer

(I) The duties, responsibilities, and a majority of each of the above officers shall be as prescribed in the by-laws.

ARTICLE X. DUES AND ASSESSMENTS

There shall be no dues or assessments, and all funds for the operation of this corporation shall be obtained from contributions.

ARTICLE XI. MEETINGS OF MEMBERSHIP

(A) At least one meeting of the membership shall be held each year. The annual meeting of the membership shall be held on May 30, when May 30 is on a Saturday and when May 30 is not on a Saturday, the meeting shall be held on the Saturday that immediately precedes May 30.

(B) The annual meeting shall be held at Transport Cemetery, Jackson Parish, Louisiana.

(C) Three members present shall constitute a quorum.

ARTICLE XII. BY-LAWS

The Board of Directors shall have the power to make, amend and repeal by-laws to govern this Corporation provided they are in accordance with and do not conflict with these articles.

ARTICLE XIII. INCORPORATORS

The names and addresses of the incorporators of this Corporation are as follows:

- (1) C. A. Waller  
Dodson  
Louisiana
- (2) E. B. Pullen  
Dodson  
Louisiana

(3) W. H. Anders  
155 Ardmore  
Shreveport, Louisiana

Thus done and signed on this the 27th day of May, 1967, in  
Jackson Parish, Louisiana.

WITNESSES:  
E. B. Holler                      E. A. Walker  
Grace M. Walker                Robert J. Walker  
W. H. Anders

Jack E. \_\_\_\_\_  
NOTARY PUBLIC

#191491

Transport Cemetery Assoc.

Articles of Inc.

Filed Apr. 2, 1968 at 5:04 P.M.

Loyce Shively  
Dy. Clerk

I hereby certify that the within and foregoing is  
true and correct copy of the original now on file  
in my office, together with all of the endorsements  
thereon.  
Witness my official signature and seal of office  
this 2nd day of April, 1968.

George S. Shively  
Clerk of Court, Jackson Parish, Louisiana

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