

Articles of incorporation  
of the  
New Orleans Tourism ~~and Cultural Marketing Fund~~ Corporation  
United States of America  
State of Louisiana  
Parish of Orleans  
City of New Orleans

Be it known, that on this 24th day of October, in the year of our Lord, one thousand nine hundred ninety;

Before me, a notary public, duly commissioned and qualified, in and for the City of New Orleans, Parish of Orleans, and in the presence of the witnesses hereinafter undersigned;

**Personally came and appeared:**

**Sidney J. Barthelemy, James M. Singleton, F. Patrick Quinn, Warren L. reuther, Jr. and Ralph Brennan,**

all persons of the full age of majority and residents of the Parish of Orleans, State of Louisiana, acting herein pursuant to authority granted by Ordinance No. 14118 MCS,

Each of whom declared in the presence of the undersigned competent witnesses, that availing themselves to the provisions of the Louisiana Nonprofit Corporation Law (Louisiana Revised Statutes, Title 12, Sections 201-269, as amended) and the provisions of the Louisiana Cooperative Economic Development Law (Louisiana Revised Statutes, Title 33, Sections 9020-9032, as amended), they do hereby organize a private, nonprofit economic development corporation in pursuance of said law, under and in accordance with the following Articles of Incorporation, to wit:

Article I

NAME

The name and title of this corporation shall be:

**NEW ORLEANS TOURISM AND ~~CULTURAL FUND~~MARKETING CORPORATION**

This corporation shall generally possess all of the powers, rights, privileges, and immunities which nonprofit economic development corporations are or may be hereinafter authorized to have and possess under the constitution and laws of this State, and particularly under the Louisiana Nonprofit Corporation Law, and it shall have the power to invest the board of directors with all its corporate powers subject to such restrictions as may be specified in these Articles of Incorporation.

Article II

PURPOSES AND POWERS

The objects and purposes for which this Corporation is organized and formed are as follows:

- A. To support the cultural economy and culture-bearers of the City of New Orleans through programs and projects, and to advance, promote and maintain tourism that is equitable and sustainable.~~To stimulate economic development in the City of New Orleans through marketing and solicitation of conventions and trade shows throughout the United States and the World; to advance, promote and maintain tourism and trade in the City of New~~

~~Orleans through marketing activities directed at the discretionary tourist or traveler through advertising, direct mailing, or other means; and to continuously stimulate the hospitality and tourism industry of the City of New Orleans through regional, national, and international advertising and marketing of the City as a tourist and convention site and a vacation destination;~~

- B. To engage in cooperative economic development activities intended to alleviate and prevent conditions of unemployment, underemployment, and economic distress within the City of New Orleans, and to enter into cooperative economic endeavors as authorized by the Cooperative Economic Development Law (LA R.S. 33: 9020 et seq);
- C. Generally to exercise all powers now or hereinafter granted to nonprofit economic development corporation pursuant to the provisions of LA R.S. 33:9023 C and other applicable law;
- D. To name, elect, and appoint officers and others to properly conduct its corporate business, and to make such by-laws, rules and regulations which may be deemed necessary or desirable for the management or conduct of the affairs of the Corporation or the benefit of the citizens of the City of New Orleans and State of Louisiana, and generally to do and perform all acts which are specifically allowed by law which are given to corporations pursuant to LA R.S. 12:207 et seq;
- ~~E.~~ To accept from the federal government, the State of Louisiana, or any agency, special district, political subdivision or instrumentally thereof, or from any public or private person, firm or corporation, any grants, endowments, loans, facilities, or other items or things of value, and particularly to accept and receive from the City of New Orleans and/or other public or nonprofit entities, and/or private contributors the sum of \$2 million in the year 1991, and the amount determined in accordance with the formula adopted by the New Orleans City Council for the calculation of Base Funding in subsequent years as defined by Ordinance No. 14138 MCS, (hereinafter the "Base Funding") and to accept from the City of New Orleans the proceeds of a certain Hotel Occupancy Privilege Tax (hereinafter the "Bed Tax") created by Ordinance of the City of New Orleans. Each year's Base Funding should be paid to the Corporation not later than April 1 of each calendar year. The collection and imposition of the Bed Tax is contingent upon the annual collection and receipt of the Base Funding. ~~Together, the Base Funding and the Bed Tax are referred to as the "Tourist and Convention Promotion and Support Fund";~~

~~F.E.~~ The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific clauses shall not be held to limit or restrict the powers of the Corporation which are authorized or which may hereinafter be authorized by law.

### Article III DURATION

This Corporation is organized and shall be operated in perpetuity from the date hereof, unless sooner dissolved in accordance with law.

### Article IV

## NONPROFIT CORPORATION

New Orleans Tourism ~~and Cultural FundMarketing Corporation~~ is a nonprofit corporation. No wages, salaries, compensation, dividends, profits, distributions, or property of this Corporation shall ever be paid, distributed, or inure to the benefit of any Member of this Corporation under any circumstances whatsoever. Distributable Net Profits, as hereinafter defined, if any, which shall be derived from the operations of this Corporation, shall be paid to the City of New Orleans, State of Louisiana, as a body public. "Distributable Net Profits", shall be the "Net Spendable" which is defined to mean that sum of money, if any, which remains after: (i) payment of all expenses of administration, management, operation, maintenance and current repairs, including but without limiting the generality of the foregoing, any applicable taxes, insurance and licenses; (ii) payment of principal, interest and premiums on all loans or other debt obligations, including payments into sinking or other funds for the redemption of bonds or other indebtedness; and (iii) the maintenance of reserves for debt service, renewals and replacements, maintenance, promotion, taxes, contingencies, solicitation of special events, or other legitimate purposes.

### Article V

## CORPORATE MEMBERSHIP

New Orleans Tourism ~~and Cultural FundMarketing Corporation~~ shall be and is hereby organized exclusively as a membership corporation on a non-stock basis. Under no circumstances may this Corporation issue capital stock of any classification or kind. There shall be ~~but one~~ ~~two (2)~~ classes of membership in the corporation, ~~(i)~~ "General Membership", comprised of the herein defined general Members ~~and (ii) "Associated Membership", comprised of the herein defined Associates. Membership in the Corporation may but need not be evidenced by certificates of membership.~~ Member shall be evidenced and registered in the corporate records.

The following ~~requirements and~~ ~~requirements...~~ and eligibility for General Membership ~~in the...~~ New Orleans Tourism and ~~CulturalMarketing FundCorporation~~: The General ~~Memberships...~~ shall be limited to and shall ~~be comprised of...~~ ~~(475)~~ members (hereinafter "Members") ~~who are domiciled...~~ and registered voters of the City of New Orleans ~~or...~~ have their principal place of business ~~in New Orleans..~~ ~~Nothing contained herein shall be construed to require... the Corporation to maintain such maximum... or general Members at any time or at all times.~~ Each person who serves on the Board of Directors of the New Orleans Tourism ~~and Cultural FundMarketing Corporation~~ shall be eligible for General Membership in the Corporation. A majority of the general membership of the Corporation shall be necessary to constitute a quorum for meetings of the Membership. Each Member of the general class of Membership shall be entitled to one (1) vote at any such meeting. Voting by proxy shall not be allowed. In the event that any members of the Board of the New Orleans Tourism ~~and Cultural FundMarketing Corporation~~ shall decline general Membership in this Corporation, the total number of authorized general Members of this Corporation shall be reduced by the total number of Board members which decline to become general Members of the Corporation. In the event that any general Member of this Corporation shall cease to serve on the Board of Directors of the New Orleans Tourism Marketing Corporation at any such time, such person shall no longer

be eligible for general Membership in this Corporation and shall be expelled and removed from the general Membership at the first special or regular meeting of the Membership.

~~Associate Membership in this Corporation shall be available to any person, firm or organization that wishes to assist in the promotion of tourism and convention business in New Orleans (hereinafter "Associates"). Associates shall have no voting authority and shall serve at the pleasure of the Board of Directors to whom they shall apply in writing with a request for membership.~~

~~Associates may receive periodic reports from the Board of Directors concerning tourism promotion activities, and shall be entitled to attend all membership meetings. The Associates shall also be subject to such rights, restrictions, limitations and entitlements as may be specified in the By-Laws of the Corporation.~~

Specific regulations and restrictions to the formalities and procedures to be followed in effecting any transfer of Membership may be provided in the By-Laws of this Corporation. The limitations and specific provisions of the By-Laws of this Corporation are specifically incorporated herein by this reference as though set forth in their entirety. The General Membership in this Corporation will not, cannot and shall not be transferable in any manner by assignment, or otherwise, except to a person who serves on the Board of Directors and who is duly authorized for General Membership as specified in these Articles of the Corporation.

#### Article VI

#### INCORPORATORS

The name and post office address of the incorporators are as follows:

The Honorable Sidney J. Barthelemy  
Mayor, City of New Orleans  
1300 Perdido Street  
New Orleans, Louisiana 70112

James M. Singleton  
City Councilman, District B  
1300 Perdido Street  
New Orleans, Louisiana 70112

F. Patrick Quinn  
General Manager  
Quality Inn Mid-Town  
3900 Tulane Avenue  
New Orleans, Louisiana 70119

Warren L. Reuther, Jr.  
President  
New Orleans Paddlewheels, Inc.  
New Orleans International Cruise Terminal  
Poydras Street Plaza  
New Orleans, Louisiana 70130

Ralph Brennan  
Mr. B's Bistro  
201 Royal Street  
New Orleans, LA 70130

Article VII  
REGISTERED OFFICE

\_\_\_\_\_The domicile of this Corporation shall be the City of New Orleans, Parish of Orleans, State of Louisiana, and the current location and post office address of its registered office shall be and is:

1300 Perdido Street  
New Orleans, Louisiana 70112

Article VIII  
REGISTERED AGENT

The name and address of the registered agent of this Corporation is and shall remain the City Attorney for the City of New Orleans during the existence of this Corporation and the address is as follows:

Okla Jones, II, Esq.  
City Attorney  
City of New Orleans  
1300 Perdido Street  
New Orleans, Louisiana 70112

and his duly appointed and qualified successors in office. The City Attorney shall serve a copy of all lawsuits which are served upon him and shall notify the Executive Director of the Corporation of each lawsuit which is served upon him within five (5) working days of his receipt of service in such suit.

Article IX  
INITIAL ORGANIZATIONAL BOARD

This Corporation shall have an initial, temporary Board of Directors (hereinafter the "Organizational Board") which shall serve on a temporary basis until a majority of the regular Board of Directors as provided in Article X herein below have been appointed and selected. This Organizational Board shall be responsible for the timely implementation and selection of the regular Board of Directors and all of the authority and functions of the Organizational Board Members shall cease as of the earlier of: (i) the appointment or selection of a majority of the regular Board of Directors; or (ii) the one (1) year anniversary of the formation of this Corporation. The name and address of the initial, Organizational Board Members are as follows:

The Honorable Sidney J. Barthelemy  
Mayor  
City of New Orleans

1300 Perdido Street  
New Orleans, Louisiana 70112

James M. Singleton  
City Councilman, District B  
1300 Perdido Street  
New Orleans, Louisiana 70112

F. Patrick Quinn  
General Manager  
Quality Inn Mid-Town  
3900 Tulane Avenue  
New Orleans, Louisiana 70119

Warren L. Reuther, Jr.  
President  
New Orleans Paddlewheels, Inc.  
New Orleans International Cruise Terminal  
Poydras Street Plaza  
New Orleans, Louisiana 70130

Ralph Brennan  
Mr. B's Bistro  
201 Royal Street  
New Orleans, LA 70130

Article X  
BOARD OF DIRECTORS

\_\_\_\_\_The administration and direction of this Corporation and all of its affairs shall be vested in a Board of Directors (the "Board") which shall be composed of ~~seven~~~~five~~~~fifteen~~ (475) ~~peoplersons~~, who shall be residents of and registered voters of the City of New Orleans or who shall have their principal place of business in the City of New Orleans. The Board members shall be eligible for General Membership in the Corporation. The Board of Directors shall be appointed as hereinafter provided: ~~Four~~~~One~~ (44) ~~b~~Board members ~~who are culture-bearers or have expertise in the cultural economy of New Orleans~~ shall be ~~appointed by the Mayor~~ ~~or appointed by the Mayor in his or her designee~~ ~~sole discretion (hereinafter Mayoral Appointee)~~. ~~One~~~~Three~~ (13) ~~b~~Board members ~~shall be the Chief Administrative Officer of the City of New Orleans or his or her designee~~. ~~One~~ (1) board member shall be the Chief Financial Officer of the City of New Orleans or his or her designee. ~~One~~ ~~Two~~ (24) board members shall be members of the City Council that represent the Vieux Carre and the area of the Downtown Development District. ~~One~~ (1) board member shall be appointed by the City Council. ~~appointed by the City Council from its members (hereinafter the "Council Appointments")~~, ~~board member shall be~~ ~~which shall be included the Council Member or~~

~~Members representing the Vieux Carre or his or her designee and the area of the Downtown Development District and a Council Member at Large or his or her designee. The Council Member at Large position shall alternate between the two (2) at Large Council Members each calendar year. The remaining Members shall be appointed by the Mayor and approved by the City Council as hereinafter provided; Three (3) Board members shall be appointed from a list of six (6) nominees submitted by the Greater New Orleans Tourist and Convention Commission, Inc. Four (4) Board members shall be appointed from a list of eight (8) nominees submitted by the Greater New Orleans Hotel/Motel Associate. The following organizations or entities shall submit one (1) list containing the names of two (2) nominees. One Board member shall be appointed from each such list: Greater New Orleans Black Tourism Network, Inc., the Preservation Resource Center, the New Orleans East Economic Development Foundation, and the New Orleans Chapter of the Louisiana Restaurant Association. Vacancies on the Board shall be filled in the same manner as the original appointments.~~

A majority of the Board shall be necessary to constitute a quorum for meetings of the Board. Each member of the Board shall be entitled to one (1) vote at any such meeting. Voting by proxy shall not be allowed.

~~Each member of the Board of Directors appointed by the Mayor or the City Council shall serve without pay for a term of 1 year. Each member of the Board of Directors shall serve without pay for a term of four (4) years, except that the first regular Board of Directors shall by vote or lot, designate three (3) Board members which shall have a term of one (1) year, four (4) Board members which shall have a term of two (2) years, four (4) Board members which shall serve a term of three (3) years, and four (4) Board members which shall serve a term of four (4) years provided however that the Mayoral Appointment shall have an initial term that coincides with that of the Mayor. Upon the expiration of the original terms of the Board members as herein provided, all successive terms shall be for a period of four (4) years. Except for the Council Appointments, individual members of the Board of Directors may be removed from the Board upon (i) the written request of the entity which originally nominated such member with the concurrence of ten (10) Members of the Board, or (ii) upon the affirmative vote of eleven (11) general voting Members of the corporate Membership, provided however, that the Mayoral Appointment shall not be removed without the consent of the Mayor.~~

The Board of this Corporation so selected shall elect the following officers: (i) a Chair president, who shall be a member of the Board, and the following, who need not be a member of the Board of Directors nor a General Member of the Corporation, (ii) ~~one (1) or more~~ vice presidents, (iii) a secretary, (iv) a treasurer, and (v) such other officers as the Board of Directors deem necessary, none of which need be a member of the Board of Directors nor a General Member of the Corporation.

#### Article XI BY-LAWS

The Board of Directors shall adopt reasonable By-Laws which shall provide for a regular meeting of the Board of Directors to be held not less than three (3) times per year. ~~The By-Laws shall also contain provisions relative to the expenditure of the Tourist~~

~~and Convention Promotion and Support Fund, including specific provisions for the proportionate allocation of expenditures for marketing and promotional activities, administrative services, which may include agreements for the performance of convention marketing and support activities by the Greater New Orleans Tourist & Convention Commission, Inc. and other entities.~~ This Corporation's By-Laws may only be changed or modified by an affirmative vote of two-thirds of the Board of Directors of this Corporation, at a general or special meeting of the Board called for such purpose after due notice thereof.

#### Article XII

##### OPEN MEETINGS

The business performed by this private, nonprofit Corporation shall be performed in an open and public manner and meetings of the Board of Membership of this Corporation shall be held in public as though this Corporation were subject to the provisions of the Louisiana Open Meeting Law (LA R.S. 42:4.1 et seq), notwithstanding the private nature of this Corporation and its activities. This Corporation shall maintain its records and furnish public access thereto as though this Corporation were subject to the Public Records Law (LA R.S. 44:1 et seq), notwithstanding the private nature of this Corporation and its activities.

#### Article XIII

##### ANNUAL REPORT

This Corporation shall file an annual report (hereinafter "Annual Report") with the City Council of the City of New Orleans no later than March 1 of each year. At the time of filing of the Annual Report, this Corporation shall publish in a newspaper of general circulation in the community, a notice to the effect that the report has been filed with the City Council and that it is available for inspection during business hours in the office of the Clerk of Council and in the office of the Corporation. The Annual Report shall include a report of the activities of the Corporation for the preceding year, including a complete financial statement which sets forth the corporate assets, liabilities, receipts, and disbursements as of the end of such calendar year.

#### Article XIV

##### ECONOMIC DEVELOPMENT PLAN

This Corporation shall submit an economic development plan (hereinafter "The Plan") which shall provide an overall policy and plan of action, stating the goals and objectives of this Corporation ~~for to support the cultural economy and culture-bearers of the City of New Orleans through programs and projects, and to advance, promote and maintain tourism that is equitable and sustainable~~ ~~alleviating conditions of economic distress and to develop and maintain the tourism, trade and convention industries of the City of New Orleans.~~ The Plan shall be subject to review and approval by the City Council of the City of New Orleans. The Corporation shall resubmit its plan to the City Council annually for recertification, approval or reapproval. In the event that the Council shall not have acted upon the Plan within thirty (30) days of the date that the Plan has



been filed with the Clerk of Council for recertification, approval or reapproval, the Council shall be deemed to have automatically approved the Plan for the following year.

#### Article XV

#### DISSOLUTION OF CORPORATION

If this Corporation shall fail to submit its Plan for reapproval or certification by the New Orleans City Council as provided herein, or if the City Council specifically decertifies the Plan and disapproves the Plan, all power and authority vested in the Corporation shall terminate and the Corporation shall cease to exist as an economic development corporation of the State of Louisiana. In the event that this Corporation shall have lost its legal authority to act as an economic development corporation, or upon the dissolution of the Corporation, all property and assets of this corporation shall, as a matter of law, revert to the City of New Orleans.

#### Article XVI

#### AMENDMENT OF ARTICLES

These Articles of Incorporation may only be modified by an affirmative vote of not less than ~~two thirds~~ ~~three-fifths~~ ~~two-thirds~~ of the total voting Membership of this Corporation which are present at a meeting of the Corporation at which a quorum is present and voting after due notice thereof. Notwithstanding the foregoing, the number of authorized Board Members and the provisions of these Articles of Incorporation relative to the qualifications of and the process used for selection of the Board of Directors, may not be changed without the approval of the New Orleans City Council. Further, City Attorney in his capacity as registered agent for service of process may not be changed as the authorized agent for service of process of this Corporation without the consent of the New Orleans City Council. The registered office may be changed by a majority vote of the Members of the Board of Directors.