

# STEGER LAW FIRM

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JOHN J. STEGER, IV\*

\*LL.M. IN TAXATION

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March 8, 2016

Via telefacsimile: (225) 932-5314

Louisiana Secretary of State

Commercial Division

P.O. Box 94125

Baton Rouge, Louisiana 70804

Re: The Southern Sideshow Hootenanny Foundation

Dear Sir/Madam:

I am enclosing herewith the Articles of Incorporation of The Southern Sideshow Hootenanny Foundation, and Affidavit of Acceptance of Appointment by Designated Registered Agent.

Please file the foregoing documents and return to me the Certificate of Incorporation.

Please see attached sheet for our credit card information.

If you have any questions, please do not hesitate to contact me at (504) 909-0052..

Very truly yours,

  
John J. Steger, IV

Attachments (listed above)

**ARTICLES OF INCORPORATION**

**OF**

**THE SOUTHERN SIDESHOW  
HOOTENANNY FOUNDATION**

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**UNITED STATES OF AMERICA**

**STATE OF LOUISIANA**

**PARISH OF JEFFERSON**

Be it known on this 5<sup>th</sup> day of March, in the year Two Thousand Sixteen,

Before me, the undersigned Notary Public, duly commissioned and qualified for the Parish and state aforesaid, personally came and appeared Judith Eichenbaum in the presence of the undersigned competent witnesses, that availing herself of the provisions of the Louisiana Nonprofit Corporation Law, La. R.S. 12:201, *et seq.*, she does hereby form a corporation under and in accordance with the following Article of Incorporation, to-wit:

ARTICLE 1

The name of this Corporation shall be "The Southern Sideshow Hootenanny Foundation."

ARTICLE 2

This Corporation is organized exclusively for charitable and educational purposes, including, but not limited to, for such purpose or purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future tax code.

ARTICLE 3

The Corporation shall be a non-profit corporation.

ARTICLE 4

The location and address of the Corporation's registered office is 909 W. Esplanade Ave.,

Ste. 203, Kenner, Louisiana 70065.

#### ARTICLE 5

The name and address of the incorporator of the Corporation is:

Judith Eichenbaum  
8601 36th Ave Sw  
Seattle, Washington 98126

#### ARTICLE 6

The registered agent of the Corporation is:

John J. Steger, IV  
909 W. Esplanade Ave., Ste. 203  
Kenner, Louisiana 70065

#### ARTICLE 7

The names, addresses and terms of office of the initial directors are as follows:

Judith Eichenbaum  
8601 36th Ave Sw  
Seattle, Washington 98126

Thomas Nealeigh  
4647 Kingswell Avenue, Suite 137  
Los Angeles, California 90027

Regan Brunetti  
2532 South Marshall Street  
Philadelphia, Pennsylvania 19148

Each director shall serve for a period of two (2) years or until such time as such director's successor is elected; thereafter, the Corporation shall have no fewer than three (3) directors and no greater than *nine (9)* directors. The number of directors of the Corporation shall be the number elected from time to time by the member(s). The directors shall be elected and serve as set forth in the By-Laws of the Corporation.

## ARTICLE 8

The Corporation is organized on a non-stock basis.

## ARTICLE 9

Judith Eichenbaum shall be the sole member of the Corporation. There shall be no other members of the Corporation until the death of Judith Eichenbaum, or upon Judith Eichenbaum ceasing to be a member of the Corporation for any reason whatsoever. Upon the death of Judith Eichenbaum, or if Judith Eichenbaum ceases to be a member of the Corporation for any reason whatsoever, the member(s) of this Corporation shall be such as is/are appointed by Judith Eichenbaum in her Last Will and Testament or in any authentic act; provided, however, that if Judith Eichenbaum has not made any such appointment, the members of the Corporation shall be each director of the Corporation serving at the time of Judith Eichenbaum's death or cessation of his membership in the Corporation. Thereafter, the members shall be the directors as such directors are elected from time to time.

## ARTICLE 10

The taxpayer identification number of the Corporation is \_\_\_\_\_.

## ARTICLE 11

No part of the net earnings of the Corporation shall enure to the benefit of, or be distributed to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purpose or purposes set forth herein.

## ARTICLE 12

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or

intervene in (including the publishing or distributions of statements) any political campaign on behalf of or in opposition of any candidate for public office.


#### ARTICLE 13

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.


#### ARTICLE 14

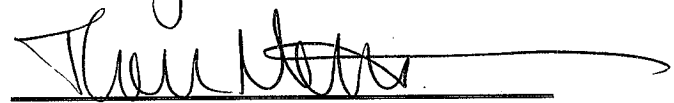
The assets of this Corporation are irrevocably and permanently dedicated for the purpose or purposes set forth herein. Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the Parish in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, that are organized and operated exclusively for such purposes.

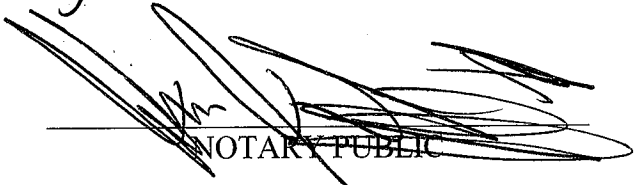
Thus done and passed this in my office on the day, month, and year first hereinabove written in the presence of the undersigned competent witnesses, who have hereunto signed their names together with said appearers and me, Notary, after due reading of the whole.

  
Judith Eichenbaum

WITNESSES:

  
Print Name: Regan Brunetti

  
Print Name: Thomas Nealeigh

  
NOTARY PUBLIC

JOHN J. STEGER, IV  
NOTARY PUBLIC  
STATE OF LOUISIANA  
LA. BAR # 24657  
MY COMMISSION IS ISSUED FOR LIFE.

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT BY  
DESIGNATED REGISTERED AGENT

To the State Corporate Department  
State of Louisiana

STATE OF LOUISIANA  
PARISH OF JEFFERSON

On this 5<sup>th</sup> day of March, 2016, before me, a Notary Public, in and for the State and Parish aforesaid, personally came and appeared John J. Steger, IV, and who, being duly sworn, acknowledged to me that he does hereby accept appointment as the Registered Agent of The Southern Sideshow Hootenanny Foundation, which is a nonprofit corporation authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, Chapter 22.

  
REGISTERED AGENT

SWORN TO AND SUBSCRIBED  
BEFORE ME, NOTARY, ON THIS  
5<sup>th</sup> DAY OF MARCH, 2016.

  
NOTARY PUBLIC