



PLANO SPECIAL MEETING AND HOLIDAY LUNCHEON

MONDAY, DECEMBER 4, 2017

11:30 A.M. – 2:00 p.m.

GALATOIRE'S RESTAURANT

209 Bourbon Street, 2nd Floor, New Orleans, LA 70130

PLANO will be collecting unwrapped toys for its holiday donation.
Please bring your donations to this event.

Please RSVP on or before November 29th by either:

Contacting Margo Cameron at MargaretCameron@charter.net

985-640-0352

P.O. Box 51123, New Orleans, LA 70151-1123

Or

www.planoweb.org

Where payments can also be made

Sponsors, please let Margo know what members will be attending.

Cost: \$50.00 PLANO Members Paid Advance Registration

\$55.00 Non-PLANO Members

\$55.00 Paid at the Door (PLANO Members)

\$60.00 Paid at the Door (Non-PLANO Members)

PROFESSIONAL LANDMEN'S ASSOCIATION OF NEW ORLEANS

Re: Notice of Special Meeting of the Members of Professional Landmen's Association of New Orleans ("PLANO")

November 15, 2017

To the Members of PLANO:

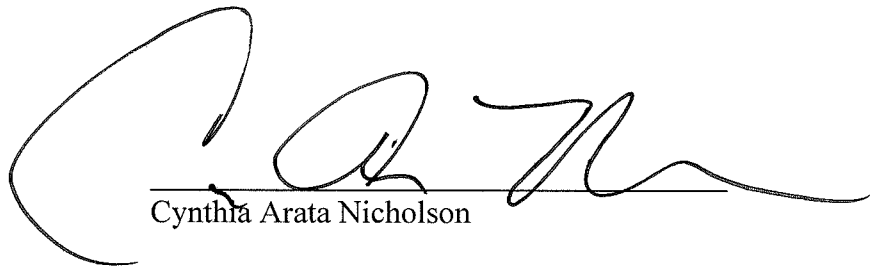
Notice is hereby given that a Special Meeting of the Members of PLANO will be held at Galatoire's Restaurant, 209 Bourbon Street, 2nd Floor, New Orleans, Louisiana on Monday, December 4, 2017 at 11:30 a.m. for the purpose of considering and voting upon the following matter:

1. Approval of the Restated Articles of Incorporation of PLANO. A copy of the proposed Restated Articles of Incorporation of PLANO is enclosed herewith as Exhibit "A".

Attached as Exhibit "B" hereto is a comparison showing the changes between the proposed version and the version now in effect.

Only Members (who are current on dues) of record at the close of business as of the date of this notice shall be entitled to vote at the meeting.

The Board of Directors has approved the Amended and Restated By-Laws of PLANO, which shall become effective upon the Members' approval of the Restated Articles of Incorporation. A copy of these Amended and Restated Bylaws are also attached hereto as Exhibit "C".



Cynthia Arata Nicholson

RESTATED ARTICLES OF INCORPORATION OF PROFESSIONAL LANDMEN'S ASSOCIATION OF NEW ORLEANS

Professional Landmen's Association of New Orleans, a Louisiana nonprofit corporation originally incorporated on June 15, 1953 as a Louisiana corporation named The Petroleum Landmen's Association of New Orleans, certifies that its members duly adopted, on this day in conformity with law, resolutions amending and restating its articles of incorporation so that they now read as follows in their entirety:

Article 1. Name

The name of the corporation is as follows:

Professional Landmen's Association of New Orleans

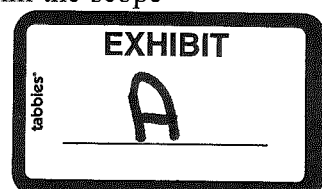
Article 2. Purposes and Powers

The purposes for which the corporation was formed are as follows:

- (1) To further the education, knowledge and interest of professionals in the energy industry.
- (2) To promote public relations on industrial, community and governmental levels and, when deemed advisable by the board of directors, to express the corporation's position with regard to matters affecting the energy industry.
- (3) To provide social opportunities through which members can meet each other and discuss matters of mutual interest.
- (4) To advance the interests of the corporation and its membership by affiliating with or otherwise supporting other local, national and international energy industry associations as a more effective advocate for the energy industry.
- (5) To assist persons and communities in need, by making distributions to organizations that qualify as exempt organizations under Section 501 of the U.S. Internal Revenue Code, as amended.

Except as provided otherwise in these articles, the corporation shall have the power to contract, to sue and be sued, to acquire, hold, lease and purchase, as well as sell, alienate, convey, mortgage and hypothecate, property (whether movable or immovable), to take and issue notes, bonds or other evidence of debt and to borrow money and, in general, shall have all of the powers, rights, privileges, capacities and immunities that are incident to a nonprofit corporation under Louisiana Revised Statutes 12:201 *et seq.* (as previously amended and hereafter amended or replaced) and are consistent with the purposes expressed above.

Nonetheless, nothing in these articles shall be construed as empowering the corporation to (i) engage in activities that are not permitted to be engaged in by a corporation exempt under section 501(c)(6) of the Internal Revenue Code of 1986 (as previously amended and hereafter amended or replaced) (the "**Code**") from federal income tax or by a corporation within the scope



of section 170(c)(2) of the Code, (ii) engage in any act of self-dealing that would subject it to tax under section 4941 of the Code, (iii) make distributions that would subject it to tax under section 4942 of the Code, (iv) retain any excess business holdings that would subject it to tax under section 4943 of the Code, (v) make any investments that would subject it to tax under section 4944 of the Code or (vi) make any taxable expenditures that would subject it to tax under section 4945 of the Code.

Article 3. Duration

The duration of the corporation shall be perpetual.

Article 4. Nonprofit

The corporation is a nonprofit corporation.

No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual within the meaning of section 501(c)(g) of the Code.

Article 5. Registered Office

The current location and address of the registered office of the corporation is 201 St. Charles Avenue, 40th Floor, New Orleans, Louisiana 70170-4000. The registered office may be changed as provided in the corporation's bylaws.

Article 6. Registered Agent

The name and address of the current registered agent of the corporation is Gordon, Arata, Montgomery, Barnett, McCollam, Duplantis & Eagan, LLC, 201 St. Charles Avenue, 40th Floor, New Orleans, Louisiana 70170-4000. The registered agent may be changed as provided in the corporation's bylaws.

Article 7. Incorporators

The names of the incorporators of the corporation are as follows: C. A. Lomax, Albert Glodt, Rudolph Schulze, Jr., L. W. Sewell, D. G. Couvillion, Kelly Barp, Ronnie Bounds, George Gammill, A. D. Campbell, Charles Cary, Earl Zahn and Fred Porter.

Article 8. Directors

The direction, affairs and management of the corporation shall be vested in a board of directors of at least seven members. The powers and duties of the board of directors, the time, place and manner of calling, giving notice of and conducting meetings of the board of directors, the term of each director and the number of directors constituting a quorum (and, subject to the prior sentence, the number of directors) shall be prescribed by the corporation's bylaws. The board of directors shall elect one President, one Vice President, one Secretary and one Treasurer (and any such other officers as provided in the corporation's bylaws). The names, addresses and terms of office of the corporation's current directors (and, for each director who is also currently an officer of the corporation, the title of such officer) are as follows:

Cynthia A. Nicholson, President
201 St. Charles Avenue, 40th Floor
New Orleans, LA 70130
Term as director through 6/30/2019

Jason C. Elmore, Treasurer
LLOG Exploration Company, L.L.C.
1001 Oschner Blvd.
Covington, LA 70433-8152
Term as director through 6/30/2018

Jo Ann P. Anderson
Harold J. Anderson, Inc.
2381 Highway 21, Suite 205
Madisonville, LA 70447
Term as director through 6/30/2020

Joshua ("Josh") J. Graffagnini
LLOG Exploration Company, L.L.C.
1001 Oschner Blvd.
Covington, LA 70433-8152
Term as director through 6/30/2020

Chuck R. Hopson
Hopson & Associates
Hopson & Associates
310 Somerset Road
LaPlace, LA 70068-5214
Term as director through 6/30/2020

Randy J. Sutton
1147 E. William David Parkway
Metairie, LA 70005
Term as director through 6/30/2018

Benjamin Waring, Immediate Past President
The OCS BBS Website
1001 Dealers Avenue
New Orleans, LA 70123-3341
Term as director through 6/30/2019

Dale B. Morrison, Vice President
90 North Magnolia Drive
Covington, LA 70433
Term as director through 6/30/2020

Angela C. Meche, Secretary
Shell Exploration & Production Company
701 Poydras Street
New Orleans, LA 70139
Term as director through 6/30/2019

Ronald G. Bourgeois, Jr.
Barriere Construction Co., LLC
407 C.C. Road
Franklinton LA 70438-8521
Term as director through 6/30/2018

Alex D. Guitart
New Orleans Land & Title Company, LLC
2231 Jefferson Ave.
New Orleans, LA 70115-6501
Term as director through 6/30/2020

Malcolm B. Sonnier
Chevron U.S.A. Inc.
100 Northpark Blvd.
Covington, LA 70433
Term as director through 6/30/2020

Gregory M. Riedl, Regional AAPL Director
Harold J. Anderson, Inc.
2200 Pakenham Drive
Chalmette, LA 70043-4724
Term as director through 6/30/2018

Bud Tippens,
E&B Natural Resources Management
Corporation
1070-B West Causeway Approach
Covington, LA 70471
Term as director through 6/30/2020

Article 9. Bylaws

The corporation's board of directors (as well as the corporation's voting members by a majority vote of the voting members present at a meeting for such purpose) shall have the power to make, amend and repeal bylaws to govern the corporation, provided such bylaws are in accordance, and do not conflict, with these articles.

Article 10. Non-Stock Basis

The corporation shall be organized without capital stock, and membership in the corporation may be evidenced by certificate of membership.

Article 11. Members

The corporation's bylaws shall specify the eligibility for, and any classification of, membership in the corporation and, if the corporation's bylaws specify more than one class of members of the corporation, which class or classes (or portions thereof) shall be voting members of the corporation. The corporation shall have at least one class of voting members.

Members shall pay dues and special assessments at such times and by such procedures as provided in the corporation's bylaws. The corporation's bylaws may provide for the board of directors to cancel or suspend the membership of any member who fails to pay in full any dues or special assessment and may also provide a policy for reinstating any member expelled or suspended.

Unless earlier terminated, a member's membership in the corporation shall cease upon the member's death. The resignation or death of any member shall not entitle such member or such member's heirs or other successors to share in or claim any property owned by the corporation. A member's membership in the corporation may not be (and does not include the right or power for such membership to be) assigned, encumbered or otherwise transferred voluntarily or involuntarily to another person or entity.

No member shall ever be held liable or responsible for contracts, debts or defaults of the corporation in any further sum than any unpaid dues owing by such member to the corporation. Further, any mere informality in organization shall have no effect of rendering these articles null or of exposing any member to any liability other than as provided in the preceding sentence.

Article 12. Member Meetings

At least one regular meeting of the members shall be held each 12-month period, as further provided in the corporation's bylaws. Special meetings of the members may be called at any time by the President or the Board of Directors.

On the written request of at least ten (10) voting members of the corporation, any one or more of those voting members may call a regular or special meeting at a place in the City of New Orleans, provided that notice by United States mail (or by such other method authorized by the corporation's bylaws) of the date, time, place and purpose of such meeting shall be given to each member of the corporation at least ten (10) days before the day specified for such meeting.

Article 13. Amendment of These Articles

These articles may be altered or amended by the vote of at least two-thirds of the voting members present at any general or special meeting held for that purpose, provided that notice by United States mail (or such other method authorized by the corporation's bylaws) of the date, time, place and purpose of such meeting shall be given to each voting member at least ten (10) days before the day specified for such meeting.

Article 14. Indemnification

Each director, officer and committee member of the corporation (each, an "*Indemnified Party*") shall be entitled (i) all protection that can legally be afforded to such Indemnified Party under La. R.S. 12:227 (as previously amended and hereafter amended or replaced) and (ii) any other rights to which such Indemnified Party may be entitled as a matter of law. The corporation's bylaws may provide further grounds for indemnity, release and defense of an Indemnified Party, as may also a majority vote of the corporation's directors who are not party to the claim or action at issue.

Article 15. Dissolution

Upon the corporation's dissolution, the board of directors shall, after paying or providing for the payment of all liabilities of the corporation, dispose of all assets of the corporation in such manner, or to one or more organizations that shall at the time be exempt from federal income taxation under the Code, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of to any such one or more corporations by the district court in the parish in which the corporation's registered office is then located.

* * *

THUS DONE AND PASSED on this ____ day of _____, 2017 in the City of New Orleans, Parish of Orleans, State of Louisiana by Professional Landmen's Association of New Orleans, a Louisiana nonprofit corporation appearing herein through its undersigned President Cynthia A. Nicholson and its undersigned Secretary Angela C. Meche, in the presence of me, the undersigned Notary Public in and for said jurisdiction, and the two undersigned competent witnesses, who signed their names below with said corporation (through said officers) and me, Notary, after a due reading of the whole.

Witnesses to all signatures on this page: **Professional Landmen's Association of New Orleans**

Signature: _____
Name printed: _____

By: _____
Cynthia A Nicholson, President

Signature: _____
Name printed: _____

By: _____
Angela C. Meche, Secretary

Notary Public
Full name printed: _____
Louisiana State Bar No. _____
My commission expires upon my death.

RESTATED ARTICLES OF INCORPORATION
OF
PROFESSIONAL LANDMEN'S ASSOCIATION OF NEW ORLEANS
(formerly The Petroleum Landmen's
Professional Landmen's Association of New Orleans)

The ~~PROFESSIONAL LANDMEN'S ASSOCIATION OF NEW GLEANS~~, a Louisiana non-profit corporation (formerly originally incorporated on June 15, 1953 as a Louisiana corporation named The Petroleum Landmen's Association of New Orleans) (the "Corporation") through its undersigned President and Secretary and by authority of its Board of Directors, does hereby certify, certifies that:

FIRST: The Restated Articles of Incorporation for the Corporation set forth in Paragraph Fifth below accurately copies the articles and all amendments thereto in effect at the date hereof without any substantive changes except as made by the new amendments and the deletions described in Paragraph Fourth below.

SECOND: Each amendment has been effected in its members duly adopted, on this day in conformity with law.

THIRD: The date, resolutions amending and restating its articles of incorporation of the Corporation was June 15, 1953, and the date of these Restated Articles is April 11, 2002, so that they now read as follows in their entirety:

FOURTH: Effective April 8, 2002, the members of the Corporation adopted resolutions changing the Articles of Incorporation as in effect prior to the date hereof by: (i) amending Articles I, V and X to read as set forth below.

FIFTH: The Restated Articles of Incorporation **Article 1. Name**

The name of the corporation is as follows:

Professional Landmen's Association of New Orleans

Article 2. Purposes and Powers

The purposes for which the corporation was formed are as follows:

- (1) To further the education, knowledge and interest of professionals in the energy industry.

Formatted: Font color: Black

Formatted: Right: 0", Font Alignment: Baseline

Formatted: Font color: Black

Formatted: Font color: Black

Formatted: Font: Not Bold

Formatted: Font color: Black

Formatted: Font color: Black

Formatted: Font color: Black

Formatted: Font color: Black

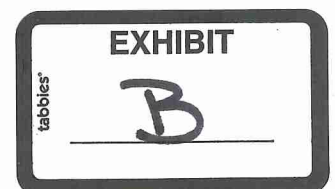
Formatted: Font color: Black

Formatted: Font color: Black

Formatted: Right: 0", Space After: 12 pt, Font Alignment: Baseline

Formatted: Font color: Black

Formatted: Font color: Black



- (2) To promote public relations on industrial, community and governmental levels and, when deemed advisable by the board of directors, to express the corporation's position with regard to matters affecting the energy industry.
- (3) To provide social opportunities through which members can meet each other and discuss matters of mutual interest.
- (4) To advance the interests of the corporation and its membership by affiliating with or otherwise supporting other local, national and international energy industry associations as a more effective advocate for the energy industry.
- (5) To assist persons and communities in need, by making distributions to organizations that qualify as exempt organizations under Section 501 of the U.S. Internal Revenue Code, as amended.

Except as provided otherwise in these articles, the corporation shall have the power to contract, to sue and be sued, to acquire, hold, lease and purchase, as well as sell, alienate, convey, mortgage and hypothecate, property (whether movable or immovable), to take and issue notes, bonds or other evidence of debt and to borrow money and, in general, shall have all of the Corporation are as follows:

Formatted: Font color: Black, Condensed by 0.15 pt

ARTICLE I

~~The name and title of this corporation shall be PROFESSIONAL LANDMEN'S ASSOCIATION OF NEW ORLEANS and, under and by said name, unless sooner dissolved in accordance with law, it shall exist and continue, and shall have and enjoy corporate existence and succession, in perpetuity, during which time it, generally, shall possess all the powers, rights, privileges, capacities and immunities which non-profit corporations that are authorized, and may hereafter be authorized, to possess incident to a nonprofit corporation under the Constitution and laws of this State, and particularly under the provisions of Louisiana Revised Statutes 12:201, et seq. et seq. (as previously amended and hereafter amended or replaced) and are consistent with the purposes expressed above.~~

Formatted: Indent: Left: 0", First line: 0", Right: 0", Space After: 12 pt

Formatted: Font color: Black, Condensed by 0.15 pt

Formatted: Font color: Black, Condensed by 0.15 pt

ARTICLE II

~~The object of this corporation shall be to cultivate and promote the art and science of land operations in the energy industry; to promote public welfare by elevating the standards of landmen, art and literature; to promote among said profession mutual improvements, social intercourse and fraternalism; to secure the enactment and enforcement of proper laws for the protection and regulation of the practice of said profession; and generally, to do any and all things advisable, desirable or necessary in the interest of said profession.~~

~~Said corporation is organized and shall be operated exclusively as a business league, not organized for profit, substantially all of the activities of~~

which are for such purposes, and no part of the net earnings of which shall inure to the benefit of any member or individual, officer or director, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954 and Regulations, as now in effect or hereafter amended.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles. 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 distribution of statements) any political campaign on behalf of any candidate for public office; however, this corporation may carry on lobbying activities specifically permitted under Section 501(h) of the Internal Revenue Code of 1954, as now in effect or hereafter amended. Notwithstanding any other provision of these articles, 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)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

~~This corporation is a non-profit corporation as defined in R.S. 12:201 subsection 7 of the Louisiana Revised Statutes aforesaid.~~

ARTICLE III

Nonetheless, nothing in these articles shall be construed as empowering the corporation to (i) engage in activities that are not permitted to be engaged in by a corporation exempt under section 501(c)(6) of the Internal Revenue Code of 1986 (as previously amended and hereafter amended or replaced) (the "Code") from federal income tax or by a corporation within the scope of section 170(c)(2) of the Code, (ii) engage in any act of self-dealing that would subject it to tax under section 4941 of the Code, (iii) make distributions that would subject it to tax under section 4942 of the Code, (iv) retain any excess business holdings that would subject it to tax under section 4943 of the Code, (v) make any investments that would subject it to tax under section 4944 of the Code or (vi) make any taxable expenditures that would subject it to tax under section 4945 of the Code.

Article 3. Duration

The duration of the corporation shall be perpetual.

Article 4. Nonprofit

The corporation is a nonprofit corporation.

No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual within the meaning of section 501(c)(g) of the Code.

Article 5. Registered Office

The current location and post office address of its the registered office shall be, respectively, 1450 Poydras Street, in the City of the corporation is 201 St. Charles Avenue, 40th Floor, New Orleans, State of Louisiana 70112-6000/70170-4000. The registered office may be changed as provided in the corporation's bylaws.

Article 6. Registered Agent

The name and P.O. Box 54423 address of the current registered agent of the corporation is Gordon, Arata, Montgomery, Barnett, McCollam, Duplantis & Eagan, LLC, 201 St. Charles Avenue, 40th Floor, New Orleans, Louisiana 70154-1123, and the 70170-4000. The registered agents shall agent may be Michael changed as provided in the corporation's bylaws.

Article 7. Incorporators

The names of the incorporators of the corporation are as follows: C. A. Aekal Lomax, Albert Glodt, Rudolph Schulze, Jr. and Paul J. Goodwine, L. W. Sewell, D. G. Couvillion, Kelly Barp, Ronnie Bounds, George Gammill, A. D. Campbell, Charles Cary, Earl Zahn and Fred Porter.

Formatted: Indent: Left: 0", Right: 0", Space
After: 12 pt

ARTICLE IV

This Article 8. Directors

The direction, affairs and management of the corporation shall be vested in a board of directors of at least seven members. The powers and duties of the board of directors, the time, place and manner of calling, giving notice of and conducting meetings of the board of directors, the term of each director and the number of directors constituting a quorum (and, subject to the prior sentence, the number of directors) shall be prescribed by the corporation's bylaws. The board of directors shall elect one President, one Vice President, one Secretary and one Treasurer (and any such other officers as provided in the corporation's bylaws). The names, addresses and terms of office of the corporation's current directors (and, for each director who is also currently an officer of the corporation, the title of such officer) are as follows:

Cynthia A. Nicholson, President
201 St. Charles Avenue, 40th Floor
New Orleans, LA 70130

Term as director through 6/30/2019

Dale B. Morrison, Vice President
90 North Magnolia Drive
Covington, LA 70433

Term as director through 6/30/2020

Jason C. Elmore, Treasurer
LLOG Exploration Company, L.L.C.
1001 Oschner Blvd.
Covington, LA 70433-8152
Term as director through 6/30/2018

Jo Ann P. Anderson
Harold J. Anderson, Inc.
2381 Highway 21, Suite 205
Madisonville, LA 70447
Term as director through 6/30/2020

Joshua ("Josh") J. Graffagnini
LLOG Exploration Company, L.L.C.
1001 Oschner Blvd.
Covington, LA 70433-8152
Term as director through 6/30/2020

Chuck R. Hopson
Hopson & Associates
Hopson & Associates
310 Somerset Road
LaPlace, LA 70068-5214
Term as director through 6/30/2020

Randy J. Sutton
1147 E. William David Parkway
Metairie, LA 70005
Term as director through 6/30/2018

Benjamin Waring, Immediate Past President
The OCS BBS Website
1001 Dealers Avenue
New Orleans, LA 70123-3341
Term as director through 6/30/2019

Angela C. Meche, Secretary
Shell Exploration & Production Company
701 Poydras Street
New Orleans, LA 70139
Term as director through 6/30/2019

Ronald G. Bourgeois, Jr.
Barriere Construction Co., LLC
407 C.C. Road
Franklinton LA 70438-8521
Term as director through 6/30/2018

Alex D. Guitart
New Orleans Land & Title Company, LLC
2231 Jefferson Ave.
New Orleans, LA 70115-6501
Term as director through 6/30/2020

Malcolm B. Sonnier
Chevron U.S.A. Inc.
100 Northpark Blvd.
Covington, LA 70433
Term as director through 6/30/2020

Gregory M. Riedl, Regional AAPL Director
Harold J. Anderson, Inc.
2200 Pakenham Drive
Chalmette, LA 70043-4724
Term as director through 6/30/2018

Bud Tippens,
E&B Natural Resources Management
Corporation
1070-B West Causeway Approach
Covington, LA 70471
Term as director through 6/30/2020

Article 9. Bylaws

The corporation's board of directors (as well as the corporation's voting members by a majority vote of the voting members present at a meeting for such purpose) shall have the power to make, amend and repeal bylaws to govern the corporation, provided such bylaws are in accordance, and do not conflict, with these articles.

Article 10. Non-Stock Basis

The corporation shall be organized without capital stock, and membership shall in the corporation may be evidenced by certificate of membership.

Formatted: Indent: Left: 0", Right: 0", Space After: 12 pt, Keep with next

ARTICLE V

Article 11. Members

The direction corporation's bylaws shall specify the eligibility for, and administrationany classification of this, membership in the corporation shall be vested in a Board of Directors whose names and post office addresses are as follows:

Formatted: Font color: Black, Condensed by 0.1 pt

Formatted: Font color: Black, Condensed by 0.1 pt

Formatted: Font color: Black, Condensed by 0.1 pt

Formatted: Font color: Black, Condensed by 0.1 pt

Formatted: Font color: Black, Condensed by 0.1 pt

William David Briggs
Legacy Resources Co., L.P.
3838 N. Causeway
Boulevard Suite 3130
Metairie, LA 70002

Frank D. Barber, III Taylor
Energy Company One Lee
Circle
944 St. Charles Avenue
New Orleans, LA 70130

Paul J. Goodwine
Schully, Roberts, Slattery,
Jaubert & Marino
1100 Poydras Street, Suite
1800 New Orleans, LA
70163

Deborah C. Comeaux
Texaco Exploration and
Production, Inc.
400 Poydras Street—11th
Floor New Orleans, LA
70130

Andrew M. Adams
Pulaski, Gieger & Laborde,
L.L.C. One Shell Square—
48th Floor New Orleans, LA
70139-4800

Catherine F. (Kate)
Boudreaux W&T Offshore,
Inc.
3900 N. Causeway
Boulevard I Lakeway
Center, Suite 1200 Metairie,
LA 70002

Keith D. Howell Chevron
U.S.A. Inc. 935 Gravier
Street New Orleans, LA
70112

Walton D. (Bubba) Sanchez
McMoran Oil & Gas LLC
4615 Poydras Street
New Orleans, LA 70112-
4155

Jan T. van Loon
Brook, van Loon & Latham,
L.L.P. 1010 Common Street
-31st Floor New Orleans,
LA 70112

Benjamin J. (Ben) Waring
Energy Data Solutions, LLC
824 Elmwood Park
Boulevard Suite 145
New Orleans, LA 70123

~~All, if the corporation's bylaws specify more than one class of members, of the said Directors shall serve for a term of three (3) years until their successors shall be elected by the voting members.~~

Formatted: Right: 1", Header distance from edge: 0.5"

Formatted: Font color: Black, Condensed by 0.1 pt

~~The powers and duties of the Directors, the time, place and manner of calling, giving notice of and conducting Directors' meetings, and the number of Directors which shall constitute a quorum shall be prescribed by by-laws. The Board of Directors shall elect the following officers:~~

- ~~1. — President~~
- ~~2. — Vice President~~
- ~~3. — Secretary~~
- ~~4. — Treasurer~~

ARTICLE VI

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

Formatted: Font color: Black, Condensed by 0.1 pt

ARTICLE VII

~~Each member of this, which class or classes (or portions thereof) shall be voting members of the corporation shall pay dues, payable annually as the Board of Directors may fix. Dues shall be collected by such procedure as may be established by the by-laws. The corporation, through its membership, may levy special assessments which shall be payable and collected in the same manner as is provided for dues. The non-payment of dues or assessments upon reasonable notice shall authorize the cancellation, or suspension of membership by the Board of Directors provided that the Board of Directors may adopt from time to time special policy for the reinstatement of members expelled or suspended under this article as it may deem advisable shall have at least one class of voting members.~~

Formatted: Indent: Left: 0", Right: 0", Space After: 12 pt, Font Alignment: Baseline

Formatted: Font color: Black, Condensed by 0.1 pt

Formatted: Font color: Black, Condensed by 0.1 pt

Formatted: Font color: Black, Condensed by 0.1 pt

ARTICLE VIII

~~Members shall pay dues and special assessments at such times and by such procedures as provided in the corporation's bylaws. The corporation's bylaws may provide for the board of directors to cancel or suspend the membership of any member who fails to pay in full any dues or special assessment and may also provide a policy for reinstating any member expelled or suspended.~~

~~Unless earlier terminated, a member's membership in the corporation shall cease upon the member's death. The resignation or death of any member shall not entitle such member or such member's heirs or other successors to share in or claim any property owned by the corporation. A member's membership in the corporation may not be (and does not include the~~

right or power for such membership to be) assigned, encumbered or otherwise transferred voluntarily or involuntarily to another person or entity.

No member shall ever be held liable or responsible for contracts, debts or defaults of the corporation in any further sum than any unpaid dues owing by such member to the corporation. Further, any mere informality in organization shall have no effect of rendering these articles null or of exposing any member to any liability other than as provided in the preceding sentence.

Article 12. Member Meetings

~~At least one meeting of the voting members shall be held each calendar year. This regular meeting shall take place on the second Tuesday of May or, in the event that day is a legal holiday, on the next Tuesday of May which is not a legal holiday. It shall be the duty of the President, and upon his failure or neglect, then of the Secretary or any Officer or member, to mail notices at least ten (10) days prior to this annual meeting to all members entitled to be present.~~

Formatted: Font color: Black

Formatted: Font color: Black, Condensed by 0.1 pt

Formatted: Font color: Black, Condensed by 0.1 pt

~~of the members shall be held each 12-month period, as further provided in the corporation's bylaws. Special meetings of the voting members may be called at any time by the President or the Board of Directors.~~

Formatted: Font color: Black, Condensed by 0.1 pt

Formatted: Font color: Black, Condensed by 0.1 pt

Formatted: Font color: Black, Condensed by 0.1 pt

Formatted: Font color: Black, Condensed by 0.1 pt

Formatted: Font color: Black

Formatted: Font color: Black

Formatted: Font color: Black

~~On the failure or refusal of either to call a meeting, upon the written request of at least ten (10) voting members of the corporation, any one or more of those voting members shall have authority to call a meeting may call a regular or special meeting at a place in the City of New Orleans, provided that notice by United States mail (or by such other method authorized by the corporation's bylaws) of the date, time, place and purpose of such meeting shall be given to each member of the corporation at least ten (10) days before the day specified for such meeting.~~

Article 13. Amendment of These Articles

~~These articles may be altered or amended by the vote of at least two-thirds of the voting members present at any general or special meeting held for that purpose, provided that notice by United States mail (or such other method authorized by the corporation's bylaws) of the date, time, place and purpose of such meeting shall be given to each voting member at least ten (10) days prior to before the day named specified, for any such meeting called and this requirement of notice shall apply to either regular or special meetings.~~

Formatted: Indent: Left: 0", Right: 0", Space After: 12 pt, Font Alignment: Baseline

Formatted: Font color: Black

Formatted: Font color: Black

Formatted: Font color: Black

Formatted: Font color: Black

Formatted: Font color: Black

Formatted: Font color: Black

ARTICLE IX

~~This corporation shall have full power to contract, sue and be sued, shall have power to acquire, hold, lease or purchase, as well as sell, alienate, convey, mortgage or hypothecate, property real and personal, to take and issue notes, bonds or other evidence of debt, to borrow money; and, in general, shall exercise and enjoy all of the power incident to a~~

corporation consistent with the objects and purposes herein expressed and needful and proper for its government and support.

ARTICLE X

This Act of Incorporation may be altered or amended by a two-thirds vote of the members present at any general or special meeting held for that purpose after ten (10) days notice in writing which shall have been mailed to each member, setting forth the time, the place and purpose of said meeting.

ARTICLE XI

The resignation or death of any member of this Corporation shall not entitle such member or his heirs to share in or claim the property that may be owned by this corporation; but said property shall continue in the sole ownership of the corporation.

ARTICLE XII

No member of this corporation shall ever be held liable or responsible for contracts, debts or defaults of this corporation in any further sum than the unpaid dues, if any, owing by him to the corporation; nor shall any mere informality in organization have the effect of rendering these Articles of Incorporation null or of exposing the members to any liability other than as above provided.

ARTICLE XIII

The corporation shall indemnify and hold harmless each director and officer now or hereafter serving the corporation from and against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being or having heretofore been a director or officer of the corporation and/or by reason of his alleged acts or omissions as such director or officer, whether or not he continues to be such officer or director at the time when any such claim or liability is asserted, and shall reimburse each such director and officer for all legal and other expenses reasonably incurred by him in connection with defending any or all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the board of directors at the time such expenses are incurred, provided, however, that no director or officer shall be indemnified against any claim or liability arising out of his own bad faith, reckless disregard of his duties, gross negligence or willful misconduct or shall be indemnified against or reimbursed for any expense incurred in defending any or all such claims or liability or in settling the

same unless in the judgment of the directors of the corporation, the director or officer against whom such claims or liability is asserted has not been guilty of bad faith, reckless disregard of his duties, gross negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law. Except as hereinabove limited, directors and officers shall be entitled to all protection that can legally be afforded them under La. R.S. 12:227, and any other rights to which they may be entitled as a matter of law.

ARTICLE XIV

Notwithstanding the enumeration of powers specified in these Articles of Incorporation, nothing shall be construed as empowering this corporation to engage in activities which in themselves are not in furtherance of purposes enumerated in Section 501(c)(6) of the Internal Revenue Code of 1954, as now in effect or hereafter amended. The corporation shall make distributions at such time and in such manner as not to subject it to tax under section 4942 of the Code; the corporation shall not engage in any act of self-dealing that would subject it to tax under section 4941 of the Code; the corporation shall not retain any excess business holdings that would subject it to tax under section 4943 of the Code; the corporation shall not make any investments that would subject it to tax under section 4944 of the Code; and the corporation shall not make any taxable expenditures that would subject it to tax under section 4945 of the Code.

ARTICLE XV

Article 14. Indemnification

Each director, officer and committee member of the corporation (each, an “Indemnified Party”) shall be entitled (i) all protection that can legally be afforded to such Indemnified Party under La. R.S. 12:227 (as previously amended and hereafter amended or replaced) and (ii) any other rights to which such Indemnified Party may be entitled as a matter of law. The corporation’s bylaws may provide further grounds for indemnity, release and defense of an Indemnified Party, as may also a majority vote of the corporation’s directors who are not party to the claim or action at issue.

Article 15. Dissolution

Upon the corporation’s dissolution of the corporation, the Board of Directors, the board of directors shall, after paying or making provision providing for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or more organizations organized and operated exclusively for purposes as shall at the time qualify as a non-profit corporation pursuant to the Internal Revenue Code of 1954 (or the corresponding provision of any future United States

Formatted: Font color: Black, Condensed by 0.15 pt

Formatted: Indent: Left: 0", Right: 0", Space After: 12 pt, Font Alignment: Baseline

Formatted: Font color: Black, Condensed by 0.15 pt

Formatted: Font color: Black, Condensed by 0.15 pt

Formatted: Font color: Black, Condensed by 0.15 pt

Formatted: Font color: Black, Condensed by 0.15 pt

Formatted: Font color: Black, Condensed by 0.15 pt

Formatted: Font color: Black, Condensed by 0.15 pt

Formatted: Font color: Black, Condensed by 0.15 pt

Formatted: Font color: Black, Condensed by 0.15 pt

Internal Revenue Law), as the Board of Directors that shall at the time be exempt from federal income taxation under the Code, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court to any such one or more corporations by the district court in the parish in which the principal corporation's registered office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Formatted: Font color: Black, Condensed by 0.15 pt

Formatted: Font color: Black, Condensed by 0.15 pt

Formatted: Font color: Black, Condensed by 0.2 pt

Formatted: Font color: Black, Condensed by 0.2 pt

Formatted: Font color: Black, Condensed by 0.2 pt

Formatted: Font color: Black, Condensed by 0.2 pt

Formatted: Font color: Black, Condensed by 0.2 pt

Formatted: Font color: Black, Condensed by 0.1 pt

Dated: April 11, 2002

PROFESSIONAL LANDMEN'S
ASSOCIATION
—OF NEW ORLEANS
(formerly The Petroleum Landmen's
Association of New Orleans)

By: _____

Michael A. Ackal, Jr.
President

By: _____

Deborah C. Comeaux
Secretary

~~ACKNOWLEDGEMENT~~

~~STATE OF LOUISIANA~~

~~PARISH OF ORLEANS~~

~~BEFORE ME, the undersigned authority, personally came and appeared Michael A. Aekal, Jr. and Deborah C. Comeaux, the President and Secretary, respectively, of the PROFESSIONAL LANDMEN'S ASSOCIATION OF NEW ORLEANS (formerly The Petroleum Landmen's Association of New Orleans) and the persons who executed the foregoing instrument in such capacities and who, being duly sworn, acknowledged in my presence and in the presence of the undersigned witnesses that they were authorized to and did execute the foregoing instrument in such capacities for the said corporation, as its and their free act and deed.~~

IN WITNESS WHEREOF, the appearers and witnesses and I have hereunto
affixed our signatures on this _____ day of _____, 2002.

~~WITNESSES:~~

~~PRESIDENT~~

~~SECRETARY~~

~~NOTARY PUBLIC~~ * * *

THUS DONE AND PASSED on this _____ day of _____, 2017 in the City of New Orleans, Parish of Orleans, State of Louisiana by Professional Landmen's Association of New Orleans, a Louisiana nonprofit corporation appearing herein through its undersigned President Cynthia A. Nicholson and its undersigned Secretary Angela C. Meche, in the presence of me, the undersigned Notary Public in and for said jurisdiction, and the two undersigned competent witnesses, who signed their names below with said corporation (through said officers) and me, Notary, after a due reading of the whole.

Witnesses to all signatures on this page: Professional Landmen's Association of New Orleans

Signature: _____ By: _____
Name printed: _____ Cynthia A Nicholson, President

Signature: _____ By: _____
Name printed: _____ Angela C. Meche, Secretary

Notary Public
Full name printed: _____
Louisiana State Bar No. _____
My commission expires upon my death.

Formatted: Right: 0", Space After: 12 pt, Font Alignment: Baseline

Formatted: Font color: Black, Condensed by 0.1 pt

Amended and Restated Bylaws of Professional Landmen's Association of New Orleans

Professional Landmen's Association of New Orleans, a Louisiana nonprofit corporation originally incorporated on June 15, 1953 as a Louisiana corporation named The Petroleum Landmen's Association of New Orleans (the "**Corporation**"), certifies that its board of directors (the "**Board of Directors**") duly adopted, on this day in conformity with law and the Corporation's articles of incorporation (the "**Articles of Incorporation**"), resolutions amending and restating its bylaws (the "**Bylaws**") so that they read as follows in their entirety:

Section 1. LOCATION

The situs of the Corporation's registered office, domicile and principal place of business shall be in the City of New Orleans, Parish of Orleans, State of Louisiana. Subject to the preceding sentence, the Board of Directors may change its registered office, domicile or principal place of business at any time.

Section 2. REGISTERED AGENT

The Board of Directors may change the Corporation's registered agent at any time.

Section 3. BOOKS AND RECORDS

Any records maintained by the Corporation in the regular course of its business (including without limitation its membership ledger, books of account and minute books) may be maintained on any information storage device or by any method; provided that the records so kept can be converted into clearly legible paper form within a reasonable time.

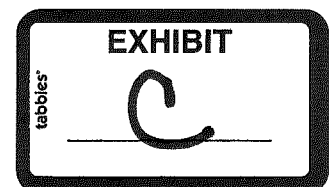
Section 4. YEAR

The fiscal year for the Corporation (each, a "**Year**") shall be from July 1st through the following June 30th.

Section 5. MEMBERSHIP

Subject to the further provisions of this Section 5, membership in the Corporation shall be open to all Landmen and other professionals who are or were regularly engaged in performing professional services in the energy industry.

As used in these Bylaws, the term "**Landman**" means a professional person (regardless of title or gender) regularly and primarily responsible for the negotiation, acquisition, divestment or management of interest in oil, gas, any other mineral estates in land and/or easements or rights of way used in the energy industry (whether within or outside of Louisiana).



There are three membership classes among the members of the Corporation (the “*Members*”; and each a “*Member*”):

- (1) Active Members, who are limited to:
 - (a) Landmen, regardless of whether still employed or retired; and
 - (b) persons who, irrespective of the basis of compensation or title, are or were regularly employed in or associated with the energy industry.
- (2) Life Members, who are limited to:
 - (a) past Presidents of the Corporation; and
 - (b) persons who are seventy years of age or older and were Active Members for at least fifteen years.
- (3) Student Members, who are limited to:
 - (a) persons enrolled in an accredited AAPL program at a college or university or in a law school. Student membership status terminates upon the earlier of (i) withdrawal from such program or law school before graduation or (ii) the end of the Year when such person graduates from such program or law school. A former Student Member may reapply for membership as an Active Member.

Life Members and Student Members shall have all rights and privileges of Active Member except those of voting and being on a committee of the Corporation and on the Board of Directors; provided, however, that a Life Member who is a past President of the Corporation can vote and be on a committee of the Corporation and on the Board of Directors. As used in these Bylaws, the term “*Voting Member*” refers to each Active Member at the time in question and also to each Life Member who was a past President of the Corporation.

The Board of Directors shall determine eligibility of applicants for membership, approval of an applicant’s membership classification and the acceptance of any applicant for membership under any membership classification. Any change in a Member’s membership classification shall be effective at the beginning of the Year immediately following the Year during which such change is sought. Each applicant for membership or renewal of membership in the Corporation must execute such documentation as the Board of Directors may require affirming the applicant’s agreement to be bound by these Bylaws and the Articles of Incorporation.

Section 6. MEETINGS OF MEMBERS

- (1) Regular meetings of the Members may be held as often, and at such time and place, as the Board of Directors may designate. But at least six (6) regular meetings shall be held during each Year.

- (2) Special meetings of the Members may be held at any time that the affairs of the Corporation necessitate such a meeting to be held.
- (3) Notice of any regular or special meeting of the Members shall be given by the President (or, in the President's absence, by the Vice President) to the Members.
- (4) Upon the written request of at least ten (10) Voting Members, any one or more of those Voting Members may call a regular or special meeting at a place in the City of New Orleans, provided that notice by United States mail (or by such other method authorized by these Bylaws) of the date, time, place and purpose of such meeting shall be given to each Member at least ten (10) days before the day specified for such meeting.

Section 7. OFFICERS AND DUTIES

- (1) The officers of the Corporation (each, an "*Officer*") shall be:
 - (a) the President;
 - (b) the Vice President;
 - (c) the Secretary; and
 - (d) the Treasurer.

Only a member of the Board of Directors may be an officer of the Corporation.

- (2) Subject to section 7(6) below, the duties of the President shall be to:
 - (a) preside at all regular and special meetings of Members and all meetings of the Board of Directors;
 - (b) appoint all committees of the Corporation and all members thereof;
 - (c) be chairman of the Board of Directors and an ex-officio member of all committees of the Corporation;
 - (d) call special meetings of Members and meetings of the Board of Directors;
 - (e) supervise any staff of the corporation; and
 - (f) perform any duties of the Treasurer as the Board of Directors may authorize.
- (3) Subject to section 7(6) below, the duties of the Vice-President shall be to:
 - (a) in the permanent or temporary absence of the President, succeed to all the President's power and duties; and

- (b) assist the President at all regular and special meetings of the Members, and all meetings of the Board of Directors, presided by the President;
- (4) Subject to section 7(6) below, the duties of the Secretary shall be to:
 - (a) keep a true and complete record and minutes of all regular and special meetings of the Members and all meetings of the Board of Directors;
 - (b) maintain a list of all Members;
 - (c) assist the presiding officer at all regular and special meetings of the Members and of the Board of Directors; and
 - (d) notify the Members of the Corporation of each regular or special meeting of the Members as called by the President (or, in the absence of the President, by the Vice-President) or by Voting Members in accordance with section 6(4) above.
- (5) Subject to section 7(6) below, the duties of the Treasurer shall be to:
 - (a) collect all dues and assessments from all Active Members and Student Members of the Corporation and maintain accurate records thereof;
 - (b) pay or direct payment of all expenses of the Corporation, when such payments shall have been first duly authorized by the Board of Directors;
 - (c) prepare financial statements correctly reflecting the financial conditions of the Corporation at any time when so directed by the President or by the Board of Directors; and
 - (d) work with the accounting firm elected by the Board of Directors to ensure that all tax returns are timely and properly filed and any applicable taxes, interest and penalties are timely and properly paid.
- (6) Notwithstanding anything in this Section 7 otherwise, the Board of Directors may take any step, or direct any action, that is contrary to any step or action taken, or could be taken, by any Officer; provided, that such step or action by the Board of Directors is not in conflict with these Bylaws or the Articles of Incorporation.

Section 8. ELECTION OF OFFICERS

- (1) The Board of Directors shall elect each Officer from the members of the Board of Directors.
- (2) The term of each Officer shall be for a period of one Year; provided, however, that each Officer shall serve until such time as such Officer's successor shall have been duly elected.
- (3) In the permanent absence of any Officer for the remainder of any term of such Officer, the Board of Directors shall fill the vacancy caused by such permanent absence.

Section 9. BOARD OF DIRECTORS

- (1) Subject to the further provisions of this section 9, the Board of Directors shall consist of:
 - (a) the immediate past President;
 - (b) the Member, if any, who is the Regional AAPL Director; and
 - (c) nine other (9) members (or such additional members as provided in section 9(8) below), each of whom shall be either an Active Member or a Life Member who was a past President and shall be elected by the Voting Members in accordance with these Bylaws.

Any Member who is not current with his or her dues or any other amounts owed to the Corporation shall not be eligible to serve on the Board of Directors.

- (2) Unless otherwise specified herein, the term of each member of the Board of Directors (the "**Term**") is three (3) Years.
- (3) On or around May 1st of each year, the Voting Members shall nominate and elect, from the Voting Members and effective the beginning of the next Year, new members of the Board of Directors for each director whose Term ends at the end of the Year during which such election is held.
- (4) Notice of nominations and elections shall be given to each Voting Member. The Voting Members with the highest votes will fill the vacant seats on the Board of Directors.
- (5) Except as these Bylaws or the Articles of Incorporation expressly provide otherwise, the duties of the Board of Directors shall be to:
 - (a) pass upon the eligibility of applicants for membership in the Corporation;
 - (b) have general supervision of the finances of the Corporation;
 - (c) plan the programs of the regular meetings of the Members;
 - (d) suggest to the President the appointment of committees of the Corporation;
 - (d) suggest to the President the need to call meetings of the Board of Directors or special meetings of the Members; and
 - (e) exercise all other corporate power of the Corporation.
- (6) Any vacancies in the Board of Directors may be filled by the President (or, if the President is permanently absent during a then-existing Term, the Vice President), subject to the approval of all of the remaining Officers, for the duration of the then-existing Term being filled.

- (7) A director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. A resignation is effective when the notice is given unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.
- (8) Notwithstanding anything in these Bylaws to the contrary, the Board of Directors by a simple majority vote may elect one or more additional members to the Board of Directors, as it may deem appropriate, including giving representation to any energy company not currently represented on the Board of Directors. The initial term of any such elected director shall be through the end of the Year during which such director was elected.
- (9) Eligible Members may serve consecutive Terms on the Board of Directors.
- (10) The Board of Directors may permit any or all directors to participate in any meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by remote communication is considered to be present in person at the meeting.
- (11) Attendance in person of at least five directors shall constitute a quorum for the Board of Directors to transact business. The affirmative act of a majority of the directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors, unless these Bylaws or the Articles of Incorporation require the vote of a greater number. The directors at a meeting for which a quorum is not present may adjourn the meeting until a time and place specified by a majority vote of the directors present at that meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at the adjourned meeting, other than by announcement at the meeting at which the adjournment is taken.
- (12) Unless these Bylaws or the Articles of Incorporation provide otherwise, any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if all of the directors in office, or all the committee members then appointed, consent to such action in writing. The written consents must be filed with the Secretary, included in the minutes of the proceedings of the Board of Directors and kept as part of the Corporation's permanent records.

Section 10. DUES AND ASSESSMENTS

Dues shall be assessed to and paid by all Active Members annually in advance in an amount the Board of Directors may establish from time to time by resolution. The Board of Directors may also from time to time impose a special assessment for all Active Members. But any such dues or assessment may be suspended or reduced when the Board of Directors deems it so necessary. Life Members shall not be assessed dues or assessments. Student Members shall pay dues (and special assessments) equal to 25% of the amount to be paid by an Active Member.

Any Member who fails to pay his or her annual dues on or before March 1st of each calendar year shall be automatically deleted from the membership rolls of the Corporation. The

Board of Directors may also cancel or suspend the membership of any Member otherwise fails to pay in full any dues or special assessment and may also adopt by resolution a policy for reinstating any Member expelled or suspended.

Section 11. PARLIAMENTARY RULES

Roberts Rules of Order, Revised, shall control at the meetings of the Board of Directors and the regular and special meetings of the Members.

Section 12. NOTICES

All notices and other communications required or permitted by these Bylaws may be made by courier, mail, email, facsimile or any electronic communication commonly used by the Corporation to communicate with the membership or distribute periodic announcements.

Section 13. INDEMNIFICATION

- (1) The Corporation shall indemnify, release and defend each current, former and future director, officer and committee member of the Corporation (each in such capacity, an “*Indemnified Party*”) from and against any and all claims, actions, liabilities, costs and expenses (including without limitation attorneys’ fees, expert fees and court costs), (collectively, “*Claims*”) to which such Indemnified Party may be or become subject by reason of such Indemnified Party’s now or hereafter being or having previously been a director, officer or committee member of the Corporation and/or by reason of such Indemnified Party’s alleged acts or omissions as such director, officer or committee member, whether or not such Indemnified Party continues to be such officer, director or committee member at the time when any such Claims are incurred or asserted, and shall reimburse such Indemnified Party for all legal and other expenses (including attorneys’ fees) reasonably incurred by such Indemnified Party in connection with defending any or all such Claims, including amounts paid or agreed to be paid (in either case, with the approval of the Board of Directors (by majority vote of the directors who are not parties to such Claims) at or before the time such amounts are incurred) in connection with reasonable settlements made before final adjudication; provided, however, that no Indemnified Party shall be entitled to any indemnity, release or defense against any Liability for such Indemnified Party’s own bad faith, gross negligence, willful misconduct or reckless disregard of duties or shall be indemnified against or reimbursed for any expense (including attorneys’ fees) incurred in defending any such Actions or in settling the same unless, in the judgment of the Board of Directors (by majority vote of the directors who are not parties to such claims or actions), such Indemnified Party has not been guilty of bad faith, gross negligence, willful misconduct or reckless disregard of duties.
- (2) The indemnification provided by this section 13 shall not be exclusive of any other rights to which an Indemnified Person may be entitled by law, the Articles of Incorporation, any

other agreement, the Board of Directors (by majority vote of the directors who are not party to the claim or action at issue) or otherwise.

- (3) The Corporation shall purchase and maintain insurance on behalf of each current, former and future director, officer and committee member of the Corporation from and against any Actions incurred by such person by reason of or arising out of such person's status, acts or omissions in connection with such person's position as a director, officer or committee member of the Corporation, whether or not the Corporation would have power to indemnify or defend such person against such Actions under these Bylaws or the Articles of Incorporation.

* * * *

THUS DONE AND PASSED on this ____ day of _____, 2017 in the City of New Orleans, Parish of Orleans, State of Louisiana by Professional Landmen's Association of New Orleans, a Louisiana nonprofit Corporation appearing herein through its undersigned President Cynthia A. Nicholson and its undersigned Secretary Angela C. Meche, in the presence of me, the undersigned Notary Public in and for said jurisdiction, and the two undersigned competent witnesses, who signed their names below with said Corporation (through said officers) and me, Notary, after a due reading of the whole.

Witnesses to all signatures on this page: **Professional Landmen's Association of New Orleans**

Signature: _____
Name printed: _____

By: _____
Cynthia A Nicholson, President

Signature: _____
Name printed: _____

By: _____
Angela C. Meche, Secretary

Notary Public
Full name printed: _____
Louisiana State Bar No. _____
My commission expires upon my death.