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EIN Assigned: **46-5416053**

Legal Name: **LASALLE SCHOOL CONDOMINIUM
ASSOCIATION INC**

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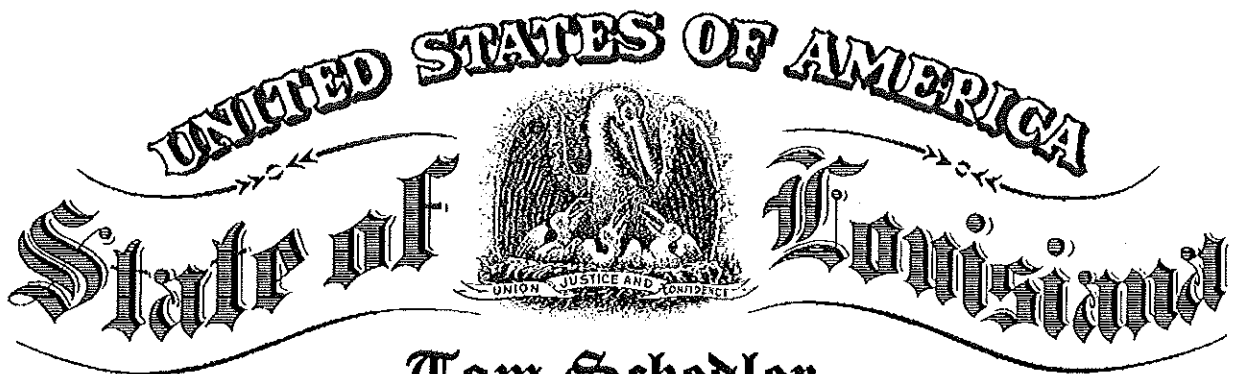
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Tom Schedler

SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that

the attached document(s) of

LASALLE SCHOOL CONDOMINIUM ASSOCIATION, INC.

are true and correct and are filed in the Louisiana Secretary of State's Office.

Original Filing 04/09/2014 8 pages

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

April 10, 2014

Secretary of State

KS 41487984N



Certificate ID: 10480306#WYN83

To validate this certificate, visit the following web site, go to **Commercial Division, Certificate Validation**, then follow the instructions displayed.

www.sos.louisiana.gov

**ARTICLES OF INCORPORATION
OF
LASALLE SCHOOL CONDOMINIUM ASSOCIATION, INC.**

The undersigned, for the purpose of forming a corporation under The Louisiana Nonprofit Corporation law, Chapter 12, Section 210-269 of the Louisiana Revised Statutes, adopts the following Articles of Incorporation, to wit:

**ARTICLE I
NAME**

The name of the corporation shall be "LaSalle School Condominium Association, Inc." (hereinafter referred to as the "Association").

**ARTICLE II
PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Louisiana Condominium Act, Title 9, Section 1121.101 *et seq.*, Louisiana Revised Statutes, as amended (hereinafter referred to as the "Condominium Act"), for the operation and administration of "LaSalle School, A Condominium" (hereinafter referred to as the "Condominium"), located on immovable property described as follows:

The improvements thereon bear the Municipal No. 6048 Perrier Street, New Orleans, Louisiana 70118.

**ARTICLE III
DOMICILE**

The domicile of the Association shall be Orleans Parish, State of Louisiana, and the location and post office address of its registered office shall be 5721 Magazine Street, #219, New Orleans, Louisiana 70115.

**ARTICLE IV
POWERS**

The Association's powers shall include and be governed by the following provisions:

1. The Association shall have all the statutory and legal powers of a Louisiana non-profit corporation, except those which conflict with the provisions of these Articles.
2. The Association shall have all the powers and duties set forth in the Condominium Act, except to the extent that they are limited by these Articles, the By-Laws of the Association, and the Condominium Declaration Creating and Establishing LaSalle School, A Condominium, as the same may be amended from time to time (hereinafter referred to as the "Condominium Declaration"), executed and acknowledged of even date herewith by and on behalf of the Declarant

as identified and defined in the Declaration ("Developer") and all of the powers and duties reasonably necessary and appropriate to operate the Condominium Property as set forth in the Condominium Declaration, including but not limited to, the following enumerated powers:

- a. To make and collect assessments against members in order to defray the costs, expenses and losses of the Association in connection with the Condominium;
- b. To use the proceeds of assessments in the exercise of its powers and duties;
- c. To repair, replace, maintain and operate the Condominium Property;
- d. To purchase insurance on the Condominium Property and insurance for the protection of the Association and its members;
- e. To reconstruct improvements after casualty and to further improve the Condominium;
- f. To make and amend reasonable rules and regulations as to the use of the Condominium Property;
- g. To enforce, by legal means, the provisions of the Condominium Act, the Condominium Declaration, these Articles, the By-Laws of the Association, and the Rules and Regulations for the use of the Condominium Property;
- h. To contract for the management of the Condominium and to delegate to such Manager all the powers and duties of the Association except those powers and duties which are specifically required by law, the Condominium Declaration or the By-Laws to be approved or exercised by the Board of Directors of members of the Association;
- i. To employ personnel to perform the services required for the proper operation of the Condominium;
- j. To acquire, hold, sell, lease encumber or otherwise utilize or dispose of real or personal property, including Units and limited common elements of the Condominium, the proceeds of which will be used to defray operating expenses of the Association in connection with management of the Condominium Property; and
- k. To impose charges as determined by the Condominium Declaration Board of Directors, for late payment of assessments and, following notice and opportunity to be heard, impose reasonable fines upon Unit Owners for violating the Condominium Declaration or the By-Laws or Rules and Regulations of the Association or when the violation is a failure to pay for services which interrupt delivery of such services until the violation is cured.

3. The titles to all properties and all funds acquired by the Association and the proceeds thereof shall be held and administered for the benefit of the Association members in accordance with the provisions of the Condominium Declaration, these Articles, and the By-Laws.

4. The powers of the Association shall be subject, and shall be exercised according to, the provisions of the Condominium Act, the Condominium Declaration and the By-Laws.

ARTICLE V MEMBERS

The Association is to be organized on a non-stock basis. There shall be but one class of membership. The members of the Association shall consist of all the record owners or co-owners of units in the Condominium. The Developer as original owner of all units shall initially be the sole member of the Association. Membership in the Association for all other members shall be established by recording in the public records of Orleans Parish, State of Louisiana, an act of sale or other instrument establishing a record title to an ownership interest in a Condominium unit and the delivering to the Association a copy of such recorded instrument, the owner designated in such instrument thereby *ipso facto* becoming a member of the Association. If two or more persons jointly own a Unit or if the Unit is owned by an entity, the owner(s) shall designate one natural person as the individual entitled to exercise the rights of a member. The share of a member in the funds and assets of the Association cannot be assigned, mortgaged, hypothecated or transferred in any manner except as an appurtenance to his ownership interest in his Unit. The membership of a unit owner shall *ipso facto* terminate upon transfer of his ownership interest in the unit previously owned. The entitlement of members to vote, the allocation of votes to members (one (1) for each Unit, regardless of size), and the manner of exercising voting rights shall be according to the Condominium Declaration and the By-Laws of the Association. Members shall be personally liable for the Assessments for common expenses of the Association, as provided for in the Condominium Declaration and By-Laws, and shall not be relieved therefrom merely as a result of termination of membership resulting from sale of a previously owned unit. In the event that two (2) or more of the original thirteen (13) Units are combined in accordance with the provisions of the Declaration so as to reduce the total number Units to a number less than thirteen (13), then each resulting Unit shall have the number of votes equal to the sum of the individual Units that were combined to form one larger Unit. Likewise, in the even that a Unit that was combined from two (2) or more of the original thirteen (13) Units is subdivided to create additional Units, which in no event shall ever result in creating more Units than existed when prior to the time when the combined Unit being subdivided was initially combined. Example: If the combined Unit seeking to be subdivided is comprised of two (2) of the original thirteen (13) Units, the subdivision of the combined Unit shall not result in more than two (2) Units.

Any Member that is not in good standing with the Association, i.e. a Member is delinquent in the payment of any dues or assessment or special assessment owed to the Association, or is in violation of any provision of the Condominium Documents, the Member shall not be eligible to hold an officer position on the Board of Directors or have the right to vote in any matters that may come before the Association from time to time.

ARTICLE VI DIRECTORS

The affairs of the Association shall be managed by a Board of Directors which shall consist of such number of directors as shall be determined in the manner provided by the By-Laws, but which shall have not less than four (4) nor more than thirteen (13) directors. Except as provided herein, Directors shall be elected at the annual members' meeting in the manner provided by the By-Laws. All Directors, other than the initial Directors named herein, must be unit owners or co-owners. Directors may be removed and vacancies on the Board shall be filled as provided by the By-Laws.

The first election of Directors by the members shall be held within thirty (30) days after the earlier of: (i) April 30, 2014; (ii) when seven (7) of the original thirteen (13) units have been sold and closed by Developer; or (iii) the Developer elects to terminate control of the Association (the "Conversion Date"). The initial four (4) Directors named herein shall serve until their successors are elected as provided in the By-Laws. In the case of any vacancy occurring before an annual meeting of members, the remaining Directors, or if there are none then the Developer, shall fill any such vacancies. Replacement Directors for the initial Directors and any successors named by them or the Developer shall be in accordance with procedures provided for in the By-Laws. The names and post office addresses of the members of the first Board of Directors are as follows:

- (1) James MacPhaille
5721 Magazine Street, #219
New Orleans, Louisiana 70115
- (2) Catherine R. MacPhaille
5721 Magazine Street, #219
New Orleans, Louisiana 70115
- (3) John V. Rareshide
1430 Toledano Street
New Orleans, Louisiana 70115
- (4) Justin B. Schmidt
701 Poydras Street, Suite 4500
New Orleans, Louisiana 70139

All Directors shall hold office for such period as may be provided by the By-Laws or until their successors are elected and have qualified or until removed from office.

ARTICLE VII **OFFICERS**

The Association's affairs shall be administered by officers elected by the Board of Directors as provided in the By-Laws. The officers shall also be Directors. The initial officers' names and addresses are:

- | | |
|------------------------|--|
| President: | James MacPhaille
5721 Magazine Street, #219
New Orleans, Louisiana 70115 |
| Vice-President: | John V. Rareshide
1430 Toledano Street
New Orleans, Louisiana 70115 |

**Secretary/
Treasurer:**

Catherine R. MacPhaille
5721 Magazine Street, #219
New Orleans, Louisiana 70115

Vice-President:

Justin B. Schmidt
701 Poydras Street, Suite 4500
New Orleans, Louisiana 70139

The above named officers shall hold offices and serve until their successors are designated by the Board of Directors and have qualified, or until removed from office.

**ARTICLE VIII
INDEMNIFICATION**

Each director and each officer of the Association, insofar as Association actions are concerned, shall be indemnified by the Association against all liabilities and expenses, including attorneys' fees reasonably incurred or imposed on him in connection with any proceeding in which he may be a party, or in which he may become involved, by reason of his being or having been an officer or director of the Association, or any settlement thereof, regardless of whether he is an officer or director at the time such expenses are incurred, unless the officer or director is adjudged guilty of gross negligence or willful misconduct in the performance of his duties. In case of a settlement, the indemnification provided for herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the Association's best interest. The above described right of indemnification shall be in addition to and not exclusive of any other rights to which such director or officer may be entitled.

**ARTICLE IX
BY-LAWS**

The Board of Directors shall adopt the first By-Laws of the Association. The By-Laws may be amended, changed or repealed in the manner therein provided.

**ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation of the Association may be amended in the following manner:

Either the Board of Directors by resolution or any member or members holding at least a majority of the voting power of the Association by written request may propose an amendment. The notice of any meeting at which a proposed amendment is considered shall include notice of the subject matter of the proposed amendment.

An amendment must be approved by a majority of the voting power of the members of the Association present in person or by proxy entitled to vote at a duly called and constituted meeting of the Association. A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Orleans Parish, State of Louisiana.

ARTICLE XI
TERM OF THE ASSOCIATION

The Association shall continue to exist until such time as the condominium regime is terminated and the entirety of the Condominium is withdrawn from the condominium regime, unless the members elect to terminate the Association sooner by their unanimous approval. The termination of the Condominium Declaration shall also require termination of the Association.

ARTICLE XII
REGISTERED AGENT

The full name and post office address of the corporation's registered agent is:

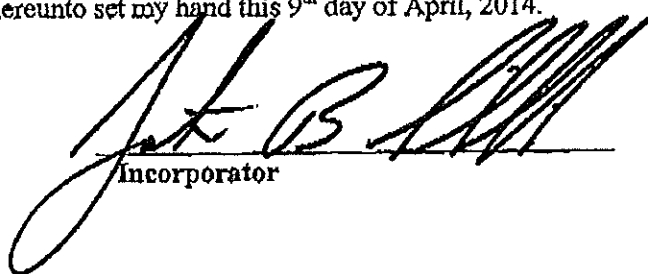
Justin B. Schmidt
701 Poydras Street, Suite 4500
New Orleans, LA 70139

ARTICLE XIII
INCORPORATOR

The name and post office address of the Incorporator of this corporation is:

Justin B. Schmidt
701 Poydras Street, Suite 4500
New Orleans, LA 70139

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of April, 2014.



Incorporator

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

On this 9th day of April, 2014, before me personally appeared, JUSTIN B. SCHMIDT, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed it as his free act and deed.


NOTARY PUBLIC

Scott R. Cheatham
Notary Public
Notary ID No. 92079
Jefferson Parish
State of Louisiana
My commission is for life

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT
ACT 769 OF 1987

To the State Corporation Department
State of Louisiana

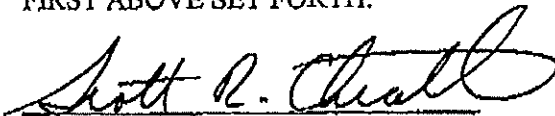
STATE OF LOUISIANA

PARISH OF ORLEANS

On this 9th day of April, 2014, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared Justin B. Schmidt, with a mailing address of 701 Poydras Street, Suite 4500, New Orleans, Louisiana 70139, who is to me known to be the person, and who, being duly sworn, acknowledged to me that he does hereby accept appointment as the Registered Agent of LaSalle School Condominium Association, Inc., which is a corporation authorized to transact business in the State of Louisiana pursuant to the provisions of the Title 12, Chapter 1, 2 and 3.


REGISTERED AGENT

SWORN TO AND SUBSCRIBED BEFORE
ME ON THE DAY, MONTH, AND YEAR
FIRST ABOVE SET FORTH.


NOTARY PUBLIC

Scott R. Cheatham
Notary Public
Notary ID No. 92079
Jefferson Parish
State of Louisiana
My commission is for life