

Tom Schedler
SECRETARY OF STATE

State of Louisiana
Secretary of State



COMMERCIAL DIVISION
225.925.4704

10/14/2016

Administrative Services

225.932.5317 Fax

Corporations

225.932.5314 Fax

Uniform Commercial Code

225.932.5318 Fax

FRANK X. NEUNER, JR.
NEUNER PATE
ONE PETROLEUM CENTER
1001 WEST PINHOOK ROAD, SUITE 200
LAFAYETTE, LA 70503

DEAR SIR/MADAM:

INNOCENCE PROJECT NEW ORLEANS

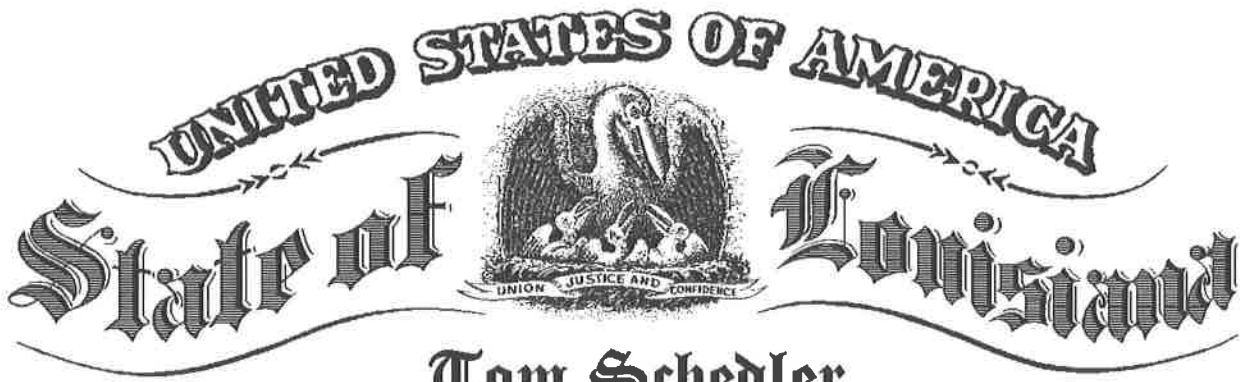
It has been a pleasure to approve and place on file your amendment. The appropriate evidence is attached for your files.

Payment of the filing fee is acknowledged by this letter.

Online filing options are available if changes are necessary to your registration or you need to file an annual report. Please visit our website at **GeauxBiz.com** for your future business needs.

Sincerely,


The Commercial Division
BS



Tom Schedler
SECRETARY OF STATE

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

a copy of an Amendment to the Articles of Incorporation of

INNOCENCE PROJECT NEW ORLEANS

Domiciled at NEW ORLEANS, LOUISIANA,

Was filed and recorded in this Office on October 13, 2016.

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,

October 14, 2016

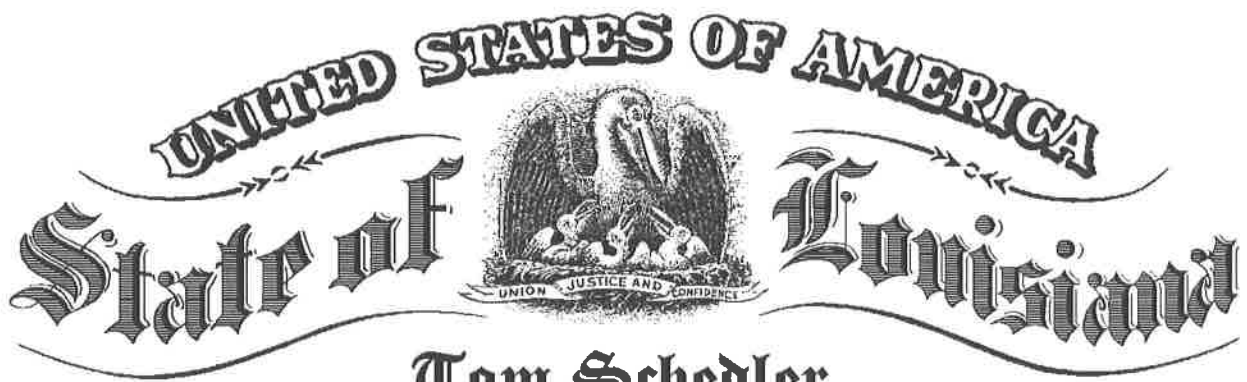
Secretary of State

BS 35081711N



Certificate ID: 10757810#93P83

To validate this certificate, visit the following web site, go to **Business Services, Search for Louisiana Business Filings, Validate a Certificate**, then follow the instructions displayed.
www.sos.la.gov



Tom Schedler
SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that
the attached document(s) of

INNOCENCE PROJECT NEW ORLEANS

are true and correct and are filed in the Louisiana Secretary of State's Office.
42414915 Amendments 10/13/2016 3 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,

October 14, 2016

Secretary of State

BS 35081711N



Certificate ID: 10757811#HHH62

To validate this certificate, visit the following web site, go to **Business Services**, **Search for Louisiana Business Filings**, **Validate a Certificate**, then follow the instructions displayed.

www.sos.la.gov

STATE OF LOUISIANA
PARISH OF ORLEANS

AMENDED ARTICLES OF INCORPORATION OF
INNOCENCE PROJECT NEW ORLEANS

BE IT KNOWN that on this 21st day of September, 2016, before the undersigned authority, a Notary Public duly qualified in and for the above stated State and Parish, and in the presence of the named and undersigned competent witnesses, personally came and appeared **Innocence Project New Orleans** (“the Corporation”), a Louisiana nonprofit corporation, represented herein by Melody Chang, its duly authorized officer, by authority of its members, who does hereby certify and declare that:

FIRST: The date of filing of the original Articles of Incorporation of the Corporation is the 1st day of May, 2001.

SECOND: In accordance with La. R.S. 12:237 and the articles of the Corporation, a special meeting of the members of the Corporation was held on the 31st day of August, 2016, at which a quorum of the members entitled to vote was represented, for the purpose of amending Articles VI, VII, VIII, and XI of the articles of the Corporation.

THIRD: At such special meeting by a vote of two-thirds in interest of the voting members present, Articles VI, VII, VIII, and XI of the articles of the Corporation were and are hereby amended as follows:

“ARTICLE VI

Upon the dissolution of this nonprofit corporation, the net assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be transferred to a public or private corporation, association

or agency having similar purposes as this nonprofit corporation.”

“ARTICLE VII

The responsibility for policy and strategic direction of this Corporation shall be vested in a Board of Directors. The number, classification, qualifications, terms of office, manner of election and appointment, time and place of meetings, and powers and duties of the Directors shall be prescribed by the bylaws.”

“ARTICLE VIII

The time, place, and manner of the annual meeting of the Corporation shall be prescribed by the bylaws.”

“ARTICLE XI

These Articles of Incorporation and the bylaws of this Corporation may be amended from time to time by the Board of Directors by a two-thirds vote of those present at a meeting called for that purpose.”

All other articles of the Corporation as set forth in the original Articles of Incorporation of the Corporation are incorporated herein by reference and shall remain in full force and effect.

Thus done and signed in New Orleans, Louisiana, on this 21st day of September 2016, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.


WITNESS:

Lisa C. Bobbitt

Print Name: Lisa C. Bobbitt

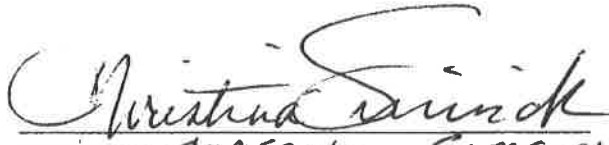
WITNESS:


OFFICER:




MELODY CHANG

SECRETARY


Print Name: CHRISTINA SIMSICK


Michael W. Magner
NOTARY PUBLIC

Sworn to and signed before me on
the 21st day of September, 2016


MICHAEL W. MAGNER, Notary Public
Louisiana Bar Roll No. 01206
My Commission is for Life.