ARTICLES OF INCORPORATION

OF THE

HOUMA INDIANS OF LOUISIANA, INC.

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN that on this the 14th day of October, 1972, before me, the undersigned authority, a Notary Public in and for the State and Parish aforesaid, duly commissioned and qualified, personally came and appeared Frank Naquin, Helen Gindrat, and Richard Naquin, members of the Houma Indian Tribe of Louisiana, whose names are hereunto subscribed, all of full age, who severally declared that, availing themselves of the benefits and provisions of the Constitution of the State of Louisiana and the laws of said State relative to the organization of non-profit corporations, and particularly of the provisions of R.S. 12:201-269, inclusive, as amended, they have united to form, and do by these presents form and organize themselves, as well as all other persons who may hereafter join or become associated with them or their successors, into a non-profit corporation for the objects and purposes and under the covenants, stipulations and agreements following, to-wit:

ARTICLE I

NAME

The name of this corporation is HOUMA INDIANS OF LOUISIANA, INC.

ARTICLE II

PURPOSES

This corporation is organized in order to further the economic development of the tribe by conferring upon the said tribe certain corporate rights, powers, privileges and immunities; to secure for the members of the tribe an assured economic independence and further, in order that the tribe can become eligible for the receipt and benefits of certain grants and/or monies from the Federal Government as well as foundation grants and to do

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any and all things which a non-profit corporation is entitled to under the laws of the State of Louisiana.

This corporation is a non-profit corporation as defined in Section 201 subsection 7 of Title 12 of the Revised Statutes aforesaid as amended. No part of the net earnings or other assets of this corporation shall inure to the benefit of any private shareholder or individual.

ARTICLE III

DURATION

This corporation shall enjoy corporate existence for the maximum period presently permitted, or which may hereafter be permitted by Louisiana Law.

ARTICLE IV

REGISTERED OFFICE

The principle location and the post office address of the corporation's registered office is: Post Office Box 96, Colden Meadow, Louisiana.

ARTICLE V

REGISTERED AGENTS

The full name and post office addresses of the registered agents are: James A. Wood, 7295 Exchange Place, Baton Rouge, Louisiana
Delores Terrebonne, Post Office Box 96, Golden Meadow, Louisiana

ARTICLE VI

BASIS OF ORGANIZATION

This corporation shall be organized on a non-profit basis, without the issuance of stock or membership certificates.

ARTICLE VII

MEMBERSHIP

The membership of this corporation shall be composed of all the members of the Houma Indian Tribe residing in Louisiana.

ARTICLE VIII

BOARD OF DIRECTORS

The corporate powers and management of this corporation shall be vested in, and exercised by, a board of directors of five (5) members, to

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be elected annually, at a general meeting of the members, on June 1st beginning with the year 1973, to be held at the registered office of the corporation, or at such other place within or without the State of Louisiana, as may be provided in the by-laws.

At all elections for directors, as well as at all other meetings of the members, each member shall be entitled to one vote, and a majority of all such members shall decide all elections or any question coming before any such meeting.

Any vacancy occurring among the directors of this corporation by death, resignation or otherwise, shall be filled, by election for the unexpired term, at the next regular or special meeting of the board of directors.

Failure to elect directors annually shall not dissolve this corporation nor impair its corporate existence or management, but the directors then in office shall remain in office until their successors shall have been duly elected and installed.

A majority of the directors shall constitute a quorum; and a quorum shall be necessary to consider any question that may come before any meeting of the directors. If a quorum is not present at a duly assembled meeting, a majority of those present may adjourn the meeting from time to time, but may not transact any other business until a quorum is secured. A quorum being present, the affirmative vote of a majority of the directors present shall be necessary to decide any quetions.

The board of directors shall have the power to make, alter and annul such by-laws, rules and regulations for the government of the affairs of this corporation as it may deem proper.

Special meetings of the members of this corporation may be called at such times and places as determined by the board of directors or by the president.

Considering the purposes hereinabove set forth, the first Board of Directors shall consist of the following persons who shall serve until their successors are elected and qualified:

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Frank Naquin, P. O. Box 96, Golden Meadow, Louisiana
Richard Naquin, P. O. Box 96, Golden Meadow, Louisiana
Delores Terrebonne, P. O. Box 96, Golden Meadow, Louisiana
Joseph Boyd Billiot, P. O. Box 96, Golden Meadow, Louisiana
Helen Gindrat, No. 3, Albert Court, Metairie, Louisiana
Leonard Billiot, P. O. Box 96, Golden Meadow, Louisiana
Lorris Bouzigard, No. 3, Albert Court, Metairie, Louisiana
Laura N. Billiot, P. O. Box 96, Golden Meadow, Louisiana

The time, place and manner of calling, notice requirements and formalities of conducting meetings of the Board of Directors, quorum requirements and proxy representation shall be as prescribed by the by-laws.

ARTICLE IX

OFFICERS

The officers of the corporation shall be a President, a Vice-President, and a Secretary-Treasurer who shall all be elected by the Board of Directors. Their terms of office, succession privileges, duties, responsibilities and authority shall be as established by the by-laws.

ARTICLE X

BY-LAWS

The Board of Directors shall, at any meeting with a quorum present, have the power to make, amend and repeal by-laws for the governing and regulating of the affairs of the corporation; provided only that same be not inconsistent with the Articles and Louisiana Law. All actions relating to the by-laws shall require a two-thirds (2/3rds) vote of directors present and voting.

THUS DONE AND SIGNED before me, Notary and undersigned competent witnesses on the date first above written, after due reading of the whole.

WITNESSES:

William T. Dim

Laura N. Billiot

Frank H. Naquin

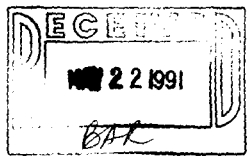
Helen Gindrat

Richard F. Naquin

James A. Wm

NOTARY PUBLIC

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DEC
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BAR