



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-EZ**Department of the Treasury
Internal Revenue Service**Short Form**
Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-1150

2009Open to Public
Inspection**A For the 2009 calendar year, or tax year beginning****and ending****B Check if applicable**

- ☐ Address change
- ☒ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type See Specific Instructions

C Name of organization**GULF COAST RESTORATION AND PROTECTION FOUNDATION**

Number and street (or P.O. box, if mail is not delivered to street address)

402 NORTH FOURTH STREET

City or town, state or country, and ZIP + 4

BATON ROUGE, LA 70802**D Employer identification number****20-4146236****E Telephone number****225-387-6126****F Group Exemption Number**

▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ)

G Accounting method: ☐ Cash ☒ Accrual
Other (specify) ▶

I Website: ▶ **N/A****J Tax-exempt status** (check only one) — ☒ 501(c) (**3**) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

H Check ▶ ☐ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

K Check ▶ ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ **\$ 30,382.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	30,000.
	2	Program service revenue including government fees and contracts	2	
	3	Membership dues and assessments	3	
	4	Investment income	4	382.
	5a	Gross amount from sale of assets other than inventory	5a	
	5b	Less: cost or other basis and sales expenses	5b	
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ▶ <input type="checkbox"/>	6	
	6a	Gross revenue (not including \$ _____ of contributions reported on line 1)	6a	
6b	Less: direct expenses other than fundraising expenses	6b		
6c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c		
7a	Gross sales of inventory, less returns and allowances	7a		
7b	Less: cost of goods sold	7b		
7c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8	Other revenue (describe ▶ _____)	8		
9	Total revenue Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	30,382.	
Expenses	10	Grants and similar amounts paid (attach schedule)	10	
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	
	13	Professional fees and other payments to independent contractors	13	290,667.
	14	Occupancy, rent, utilities, and maintenance	14	
	15	Printing, publications, postage, and shipping	15	440.
	16	Other expenses (describe ▶ SEE STATEMENT 1)	16	3,013.
	17	Total expenses Add lines 10 through 16	17	294,120.
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	-263,738.
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	273,814.
	20	Other changes in net assets or fund balances (attach explanation) SEE STATEMENT 2	20	-20.
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	10,056.

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	473,814.	110,056.
23 Land and buildings		
24 Other assets (describe ▶ _____)		
25 Total assets	473,814.	110,056.
26 Total liabilities (describe ▶ ACCOUNTS PAYABLE)	200,000.	100,000.
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	273,814.	10,056.

932171
02-08-10

LHA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions

Form **990-EZ** (2009)

68

2

SCANNED DEC 17 2010

FOUNDATION

Page 2

Expenses

(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others)

28a	100,000.
-----	----------

29a	
-----	--

30a

31a	
-----	--

32	100,000.
----	----------

(e) Expense
account and
other allowances

0.25

MEMBER

CHAIRMAN

SECRETARY

0.25

**GULF COAST RESTORATION AND PROTECTION
FOUNDATION**

20-4146236

Part V Other Information (Note the statement requirements in the instructions for Part V.)**SEE STATEMENT 5**

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33 X	
34 Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	34 X	
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	35a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	35b N/A	
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Sch. N	36	X
37a Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0.		
b Did the organization file Form 1120-POL for this year?	37b	X
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	38a	X
b If "Yes," complete Schedule L, Part II and enter the total amount involved	38b N/A	
39 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on line 9	39a N/A	
b Gross receipts, included on line 9, for public use of club facilities	39b N/A	
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0.; section 4912 ▶ 0.; section 4955 ▶ 0.		
b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b	X
c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.		
d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ 0.		
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T	40e	X
41 List the states with which a copy of this return is filed. ▶ NONE		
42a The organization's books are in care of ▶ BATON ROUGE AREA FOUNDATION Telephone no ▶ 225-387-6126 Located at ▶ 402 N. FOURTH STREET, BATON ROUGE, LA ZIP + 4 ▶ 70802		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country: ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts	42b	X
c At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country: ▶	42c	X
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 N/A		
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44	X
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45	X

Form 990-EZ (2009)

**GULF COAST RESTORATION AND PROTECTION
FOUNDATION**
Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

- 46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I
- 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II
- 48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
- 49a Did the organization make any transfers to an exempt non-charitable related organization?
- b If "Yes," was the related organization a section 527 organization?
- 50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None"

	Yes	No
46		<input checked="" type="checkbox"/>
47		<input checked="" type="checkbox"/>
48		<input checked="" type="checkbox"/>
49a		<input checked="" type="checkbox"/>
49b		

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

f Total number of other employees paid over \$100,000

- 51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
MCKINSEY & COMPANY, 1401 MCKINNEY STREET, SUITE 2600, HOUSTON, TX 77010	CONSULTING SERVICE	150,000.

d Total number of other independent contractors each receiving over \$100,000

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.		
	Signature of officer	Date	11/15/10
	JOHN DAVIES, CURRENT PRESIDENT		
Paid Preparer's Use Only	Preparer's signature	Date	11/11/10
	Firm's name (or yours if self-employed), address, and ZIP + 4	Check if self-employed <input checked="" type="checkbox"/>	Preparer's identifying number (See instr.)
	FAULK & WINKLER, LLC 6811 JEFFERSON HIGHWAY BATON ROUGE, LA 70806	EIN	Phone no. (225) 927-6811

May the IRS discuss this return with the preparer shown above? See instructions

☒ Yes ☐ No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization **GULF COAST RESTORATION AND PROTECTION FOUNDATION** Employer identification number **20-4146236**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 ☐ A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 ☐ A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state.
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 ☐ A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☒ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☒
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		<input checked="" type="checkbox"/>
11g(ii)		<input checked="" type="checkbox"/>
11g(iii)		<input checked="" type="checkbox"/>

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
BATON ROUGE AREA FOUNDATION	72-6030391	501(C)(3)	<input checked="" type="checkbox"/>			<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>		789.
Total									789.

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2009

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2009

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ▶ ☐

b 33 1/3% support tests - 2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ▶ ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

FORM 990-EZ	OTHER EXPENSES	STATEMENT	1
-------------	----------------	-----------	---

DESCRIPTION	AMOUNT
ADMINISTRATIVE FEES	2,636.
INVESTMENT CUSTODIAL FEES	377.
TOTAL TO FORM 990-EZ, LINE 16	3,013.

FORM 990-EZ	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	STATEMENT	2
-------------	--	-----------	---

DESCRIPTION	AMOUNT
UNREALIZED LOSS ON INVESTMENTS	-20.
TOTAL TO FORM 990-EZ, LINE 20	-20.

FORM 990-EZ

INFORMATION REGARDING TRANSFERS
ASSOCIATED WITH PERSONAL BENEFIT CONTRACTS

STATEMENT 3

- A) DID THE ORGANIZATION, DURING THE YEAR, RECEIVE ANY FUNDS,
DIRECTLY OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL
BENEFIT CONTRACT? [] YES [X] NO
- B) DID THE ORGANIZATION, DURING THE YEAR, PAY PREMIUMS,
DIRECTLY OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT? . . [] YES [X] NO

THE GULF COAST RESTORATION AND PROTECTION FOUNDATION EXISTS TO PROVIDE TEMPORARY RELIEF TO VICTIMS OF DISASTERS, BOTH NATURAL AND MAN-MADE, ALONG THE GULF COAST WHO SUFFER FINANCIAL OR ECONOMIC HARDSHIP AS A RESULT OF SUCH DISASTER, WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. GULF COAST RESTORATION AND PROTECTION FOUNDATION ALSO EXISTS TO PROVIDE EXTERNAL RESOURCES AND SUPPORT TO THE STATE OF LOUISIANA, WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE IN ITS EFFORTS TO IMPLEMENT RECOVERY, FIND ANSWERS AND SHAPE LONG-TERM SOLUTIONS WHICH WILL ALLOW THE GULF COAST TO THRIVE AND WITHSTAND FUTURE DISASTERS, BOTH NATURAL AND MAN-MADE, INCLUDING LONG-TERM INVESTMENTS IN EDUCATION, SCIENCE AND TECHNOLOGY WHICH WILL PRODUCE CRITICAL BENEFITS IN SAFETY, RESTORATION, HABITABILITY AND ECONOMIC VIABILITY.

FORM 990-EZ	ACTIVITIES NOT PREVIOUSLY REPORTED	STATEMENT	5
	PART V, LINE 33		

DESCRIPTION

THE ORGANIZATION CHANGED ITS PRIMARY EXEMPT PURPOSE AS DESCRIBED IN PART III.

Part V: Attachment

- Item 34: On July 15, 2010, the Board of Directors approved a name change for the organization. The corporate name of the organization was changed to GULF COAST RESTORATION AND PROTECTION FOUNDATION. Copies of an Amendment to the Articles of Incorporation and Amended and Restated Bylaws of LRA SUPPORT FOUNDATION, changing the corporate name to GULF COAST RESTORATION AND PROTECTION FOUNDATION, are attached.

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF LRA SUPPORT FOUNDATION**

LRA Support Foundation, a Louisiana nonprofit corporation (the "Corporation"), by and through its undersigned President and Secretary, does hereby certify that:

1. On July 15, 2010, as provided in Article XII of the Articles of Incorporation of the Corporation, the Board of Directors of the Corporation adopted the following amendment to the Corporation's Articles of Incorporation as set forth below, and authorized the execution and delivery of these Articles of Amendment to the Secretary of State for filing pursuant to Section 238 of the Louisiana Business Corporation Law.


2. Article I of the Corporation's Articles of Incorporation is amended to read in its entirety as follows:

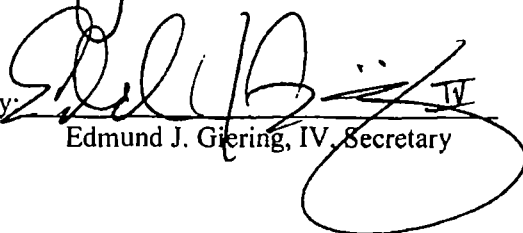
**ARTICLE I
NAME**

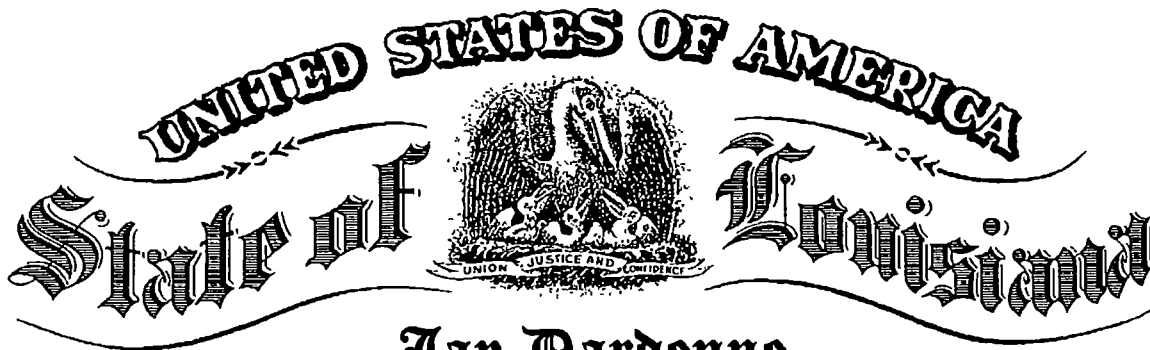
The name of the Corporation is Gulf Coast Restoration and Protection Foundation, hereinafter referred to as the "Corporation".

These Articles of Amendment are dated July 15, 2010.

**GULF COAST RESTORATION AND
PROTECTION FOUNDATION**
(formerly LRA Support Foundation)

By: 
John G. Davies, President

By: 
Edmund J. Giering, IV, Secretary



Jay Dardenne
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

LRA SUPPORT FOUNDATION

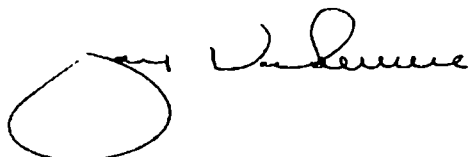
Domiciled at BATON ROUGE, LOUISIANA, changing the corporate name to

GULF COAST RESTORATION AND PROTECTION FOUNDATION

Was filed and recorded in this Office on July 15, 2010.

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,

July 15, 2010


Secretary of State

WH 36076033N



Certificate ID: 10084553#ULJ62

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

**AMENDED AND RESTATED BYLAWS
OF
GULF COAST RESTORATION AND PROTECTION FOUNDATION
A Louisiana Nonprofit Corporation**

The following amends and restates in its entirety the Bylaws of Gulf Coast Restoration and Protection Foundation (formerly LRA Support Foundation), a Louisiana Nonprofit Corporation dated December 15, 2005 as amended on July 15, 2010.

ARTICLE I. PURPOSE

1.1. **General.** The purposes for which Gulf Coast Restoration and Protection Foundation (hereafter referred to as the "Corporation") is organized are to operate exclusively for charitable, religious, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended (hereinafter referred to as the "Code"). Specifically, the Corporation is organized and shall be operated for the benefit and support of (i) The Baton Rouge Area Foundation (hereinafter referred to as "BRAAF"), an organization exempt from federal income tax under Section 501(c)(3) of the Code and a non-private foundation as described in Section 509(a)(1) of the Code because it is an organization described in Section 170(b)(1)(A) (vi) of the Code, and (ii) such other organizations which are exempt from federal income tax under Section 501(c)(3) of the Code, are non-private foundation as described in Section 509(a)(1) or (a)(2) of the Code, and are organized and operated to support such charitable, religious, scientific, literary, or educational purposes. References herein to the "Beneficiary Organizations" shall mean those organizations referenced in the foregoing sentence. In furtherance of its purposes, the Corporation shall distribute funds to the Beneficiary Organizations in such amounts as the directors of the Corporation in their sole discretion may determine from time to time. The Corporation shall be controlled by BRAAF so as to qualify the Corporation as a non-private support foundation under Section 509(a)(3) of the Code. Subject to the foregoing, the Corporation is authorized to engage in any lawful activities for which corporations may be formed under Louisiana Revised Statutes Section 12:201, *et seq.* The Corporation's sole activity is to pursue its exempt purposes by supporting the Beneficiary Organizations, and the Corporation cannot engage in any business activity of a kind which may affect a federal income tax exemption of the Corporation as an organization described in Section 501(c)(3) of the Code. The Corporation shall have no power or authority to issue any stock.

1.2. **Powers.** The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Louisiana Nonprofit Corporation Law; provided, however, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code, or as a corporation contribution to which are deductible under Section 170(a)(1) of the Code, by virtue of being charitable contributions as defined in Section 170(c)(2) of the Code.

1.3. Conduct of Corporate Affairs.

(a) The affairs of the Corporation shall at all times be conducted in a manner consistent with the requirements of the Code, as such requirements affect tax-exempt organizations.

(b) The Corporation shall not carry on, other than as an insubstantial part of its activities, activities that are not in furtherance of its purposes.

1.4. Accountability and Auditing. The Corporation shall be subject to written accountability requirements and shall employ a public accounting firm to provide a full financial audit of the books and records of the Corporation. All costs and expenses of such review shall be fully paid for by the Corporation. The Corporation shall consult with such accounting firm in order to design and implement bookkeeping methods and practices that will facilitate such review. The report of such accountants shall be distributed to the Board of Directors of BRAF, as well as to each member of the Board of Directors of the Corporation.

ARTICLE II. OFFICES

2.1. Principal Office. The principal office of the Corporation in the State of Louisiana shall be at such location in the City of Baton Rouge, Parish of East Baton Rouge, State of Louisiana, as determined by the Board of Directors.

2.2. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Louisiana a registered office, and a registered agent whose office is identical with such registered office, as may be required by the Louisiana Nonprofit Corporation Law. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Louisiana, and the address of the registered office and the identity of the registered agent may be changed from time to time, in accordance with the Louisiana Nonprofit Corporation Law, by the Board of Directors or by an officer of the Corporation so authorized by the Board of Directors.

ARTICLE III. MEMBERS

3.1. BRAF shall be the member of the Corporation, and shall exercise all of the rights and powers of the members pursuant to La.R.S. 12:217(C), as it may be amended.

ARTICLE IV. BOARD OF DIRECTORS

4.1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Such board may exercise all powers granted to the Corporation and do all lawful acts required by the affairs of the Corporation so long as the exercise of such powers and the doing of such acts are consistent with the Corporation's prescribed purposes.

4.2. Number and Qualifications. The Board of Directors of this Corporation shall consist of at least five (5) members. The Board of Directors may from time to time increase the number of directors by an amendment of these Bylaws; provided, however, that the number of directors shall never be less than five (5). All members of the Board of Directors shall be designated as BRAF Directors and appointed by BRAF.

4.3. Persons Eligible to Serve As Directors. The BRAF Directors shall be selected by the Board of Directors of BRAF. A BRAF Director cannot be any person who would be considered a "disqualified person" under Section 4946 of the Code.

4.4. Tenure. Each director shall hold office for a term of one year until the next annual meeting of the Board of Directors, and thereafter until his or her successor shall have been appointed and qualified (unless the Board has determined to reduce the number of directors by amendment of these Bylaws and, for this reason, no successor to the director in question has been appointed) or until their earlier death, resignation, or retirement, disqualification or removal from office. The members of the initial Board of Directors named in the Articles of Incorporation of this Corporation shall serve until their successors are appointed and qualified at the annual meeting of the Board of Directors, or until their earlier death, resignation, retirement, disqualification or removal from office.

4.5. Annual Meeting.

(a) Directors. Each BRAF Director for the ensuing year shall be appointed by the Board of Directors of BRAF, such appointment being evidenced by a written instrument presented at the annual meeting of the Board of Directors of the Corporation.

(b) Time and Place of Annual Meeting. The annual meeting of the Board of Directors shall be held at such time and place as is determined by the Board of Directors.

4.6. Removal. Any BRAF Director may be removed by a majority of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the director so removed. The appointment of a director shall not of itself create any contract rights in such director.

4.7. Vacancies. Any vacancy occurring in the Board of Directors shall be filled, at a special meeting in the same manner prescribed in Section 4.5 hereof for the annual meeting of directors, unless the Board has determined to reduce the number of directors, by amendment of these Bylaws and for this reason no successor is appointed. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

4.8. Place of Meeting. The Board of Directors may, with notice to each director, designate any place, either within or without of the State of Louisiana, as the place of meeting for any annual meeting or for any regular or special meeting. If no designation is made, the place and time of meeting shall be at the registered office of the Corporation at 10:00 a.m. on the day prescribed.

4.9. Regular Meeting. A regular meeting of the Board of Directors shall be held without other notice than this Section, immediately after, and at the same place as, the annual meeting of the Board. The Board of Directors may provide by resolution the time and place, either within or without the State of Louisiana, for the holding of additional regular meetings of the Board without other notice than such resolution.

4.10. Special Meetings. Special meetings of the Board of Directors may be called by or at the written request of the President or any two (2) directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Louisiana, as the place for holding any special meeting of the Board called by them. Special meetings of the Board of Directors may also be called by the President or any two (2) directors, at any time, to fill vacancies or to increase the membership of the Board of Directors after amendment of these Bylaws. The same procedure applicable in Section 4.5 hereof for the annual meeting and appointment of directors shall be utilized for special meetings to fill any vacancies, or to increase the membership of the Board.

4.11. Resignation. Each director shall have the right to resign at any time upon written notice thereof to the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon the appointment and qualification of the successor to such resigning director.

4.12. Notice.

(a) Method and Timing. Whenever notice is required to be given under any provision of these Bylaws, it shall be in writing and it may be delivered personally or sent by U.S. mail, by telegram, by express delivery service or by electronic transmission to each director at the person's address as shown by the records of the Corporation. If notice is given by U.S. mail, such notice shall be deemed to be delivered three (3) days after being deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram or other commercial message delivery service, such notice shall be deemed to be given on the date delivered. If notice is given electronically, such notice shall be deemed delivered when transmitted by electronic equipment to the intended recipient's electronic address as shown in the records of the Corporation.

(b) Telephone. Notice to directors may also be given by telephone and shall be deemed given at the time the telephone message shall reach and be communicated to a responsible individual at the phone number listed for a director's residence or place of business.

(c) Waiver. Any director may waive notice of any meeting by a writing signed by the director, whether signed before or after the holding of such meeting, and such written waiver, when signed, shall be deemed the equivalent of the giving of such notice. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business thereat because such meeting is now lawfully called or convened.

(d) Business to be Transacted. The business to be transacted at any regular or special meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

4.13. Quorum. A majority of the total number of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided, however, that at least three (3) Directors must be present to constitute a quorum. If less than a majority of the directors are present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

4.14. Manner of Acting. The act of a majority of the directors shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

4.15. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors any director may be reimbursed for reasonable expenses incurred in attending any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

4.16. Procedure; Minutes. At meetings of the Board of Directors, business shall be transacted in such order as the Board of Directors may determine from time to time. The Board of Directors shall appoint at each meeting a person to act as Secretary of the meeting. The Secretary of the meeting shall prepare minutes of the meeting which shall be delivered to the Secretary of the Corporation to be placed in the minute books of the Corporation.

4.17. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any committee thereof, or any action which may be taken at a meeting of directors, or any committee thereof, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the directors, or by all of the members of the committee, as the case may be. Such consent shall be placed in the minute book of the Corporation, and shall have the same force and effect as a unanimous vote of the directors or members of the committee, as the case may be, taken at an actual meeting. In addition, a director shall be considered present at any meeting of the Board of Directors, and a committee member may be considered present at any meeting of the committee, if during the meeting he or she is in radio or telephone communication with the other directors, or committee members, participating in the meeting.

4.18. Consent to Action. All actions taken at a meeting of the Board of Directors which is not regularly called or noticed shall be valid as if taken at a meeting regularly called and noticed if all directors consent in one of the following manners: either by a writing on the records of a meeting of the Board of Directors filed with the Secretary, or by presence at such meeting and oral consent entered in the minutes of such meeting, or by taking part in the deliberations undertaken at such meeting without objection. At such meeting any business may be transacted which is not excepted from the written consent or which is not objected to at such meeting for want of notice. If any meeting of the Board of Directors is irregular for want of notice, the

proceedings of such meeting may be ratified, approved and rendered valid, and the irregularity or defect therein waived, by a writing signed by all directors, provided a quorum was present at such meeting.

4.19. Board Meetings by Electronic Communication. The Board of Directors, or any committee of the Board of Directors, may hold a meeting by conference telephone, facsimile or similar means of communications equipment provided that all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Section 4.19 shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE V. OFFICERS

5.1. Officers. The officers of the Corporation shall be chosen by the Board of Directors and shall consist of a Chairman of the Board, President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other offices as may be appointed in accordance with the provisions of this Section. The Board of Directors may appoint such other officers, including one (1) or more Assistant Secretaries, and one (1) or more Assistant Treasurers, for such terms as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

5.2. Appointment and Term of Office. The officers of the Corporation shall be appointed annually by the Board of Directors at the regular meeting of the Board. If the appointment of officers shall not be made at such meeting, such appointment shall be made as soon thereafter as possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor, if any, shall have been duly appointed and qualified or until their earlier death, resignation, retirement, disqualification or removal from office.

5.3. Removal. Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Appointment of an officer shall not of itself create any contract rights in such officer unless otherwise provided in the Articles of Incorporation or these Bylaws.

5.4. Vacancies. A vacancy occurring in any office due to death, resignation, retirement, disqualification, removal or other cause, may be filled by the Board of Directors for the unexpired portion of the term of office left vacant.

5.5. Chairman of the Board. The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors and shall have such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe. If an individual

is appointed at any time as Chairman of the Board Emeritus, that individual shall not have any additional powers, authorities or voting rights because of that position.

5.6. President. The President shall place into operation such business policies as shall be decided upon by the Board of Directors and communicated to the President by the Chairman of the Board or otherwise. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President may, at the option of the Chairman of the Board, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized, generally or specifically, to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, by these Bylaws, or by law, to some other officer or agent of the Corporation; and, in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

5.7. Vice-President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President, or in the event there be more than one (1) Vice-President, Vice-Presidents in the order of their appointment, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions on the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

5.8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In addition to fulfilling the foregoing duties, the Treasurer shall render to the President and the Board of Directors, at the regular meeting of the Board of Directors, or when the Board so requires, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation.

5.9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents that may be executed on behalf of the Corporation under its seal as duly authorized by the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. Notwithstanding the foregoing, the corporate seal

shall not be required to create a valid and binding obligation of or against the Corporation, unless otherwise prescribed by law.

5.10. Assistant Treasurer and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers, if any, shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, if any, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

5.11. Compensation of Officers. The salaries, if any, of all officers and agents of the Corporation shall be fixed by a resolution duly adopted by, and an officer shall be entitled to the payment or reimbursement by the Corporation of expenses; provided that such salary or expense payment or reimbursement shall be made only in respect to services rendered to the Corporation by such officer which are reasonable and necessary to carrying out the purposes of the Corporation and shall not be excessive in amount.

ARTICLE VI. AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents, representatives and manager of the Corporation to perform such acts or duties on behalf of the Corporation, and give to such agents, representatives and managers such powers, as the Board of Directors may see fit, so far as may be consistent with the Articles of Incorporation or these Bylaws and to the extent authorized or permitted by law.

ARTICLE VII. COMMITTEES

7.1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors, may designate one or more committees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Each such committee shall consist of two (2) or more persons, a majority of whom are directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it, him or her by law.

7.2. Advisory Boards or Committees. Advisory boards or committees not having and exercising the authority, responsibility, or duties of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by the Board. Except as otherwise provided in such resolution, members of each such advisory board or committee need not be directors of the Corporation. The President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the President whenever in the President's judgment the best interests of the Corporation shall be served by such removal. Except as otherwise provided in such resolution, members of each such advisory board or committee need not be directors of the Corporation. The President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the President whenever in the President's judgment the best interests of the Corporation shall be served by such removal.

7.3. Term of Office. Each member of a committee of directors or advisory board or committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his or her successor is appointed, unless the board or committee is sooner terminated, or unless such member is removed from such board or committee or unless such member shall cease to qualify as a member thereof.

7.4. Chairman. Unless otherwise designated by these Bylaws, one or more members of each directors' committee or advisory board or committee shall be appointed chairman, or co-chairman, by the person or persons authorized to appoint the members thereof.

7.5. Vacancies. Vacancies in the membership of any committee of directors or advisory board or committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.6. Quorum; Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee of directors or advisory board or committee, a majority of the whole board or committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the board or committee.

7.7. Rules. Each committee of directors or advisory board or committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

8.1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

8.2. Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President and countersigned by the Treasurer of the Corporation.

8.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

8.4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes, or for any special purpose, of the Corporation.

8.5. Contracts Involving Directors and Officers. Members of the Board of Directors and officers of the Corporation shall be permitted to maintain a direct or indirect interest in any contract relating to or incidental to the operations of the Corporation, and may freely make contracts, enter into transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that at such time they may also be acting as individuals, or directors of trusts, or beneficiaries of trusts, members or associates, or as agents, officers or directors for other persons or corporations, or may be interested in the same matters as shareholders, officers, directors or otherwise; provided, however, that prior to consummating any contract, transaction, or action taken on behalf of the Corporation involving any matter in which a Director is personally interested as a shareholder, officer, director, trust beneficiary, trustee, trust advisor, or otherwise, that contract, transaction or action must be authorized and approved in good faith by a vote of a majority of the BRAF Directors then in office, and other Directors not so personally interested, without counting the vote of the Director(s) who are personally interested, and only after providing BRAF Directors with knowledge of the material facts concerning the transaction and the Directors' interest in the transaction, and only if the entering into of such contract or transaction is not violative of the proscriptions in the Articles of Incorporation which prohibit the Corporation's use or application of its funds for private benefit. Notwithstanding any provision contained herein, no contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction, or act would result in denial of the Corporation's exemption from federal income taxation under the Code and its regulations, as they now exist or as they may hereafter be amended. In no event, however, shall any person or entity dealing with the Board of Directors or officers of the Corporation be obligated to inquire into the authority of the Board of Directors and officers to enter into and consummate any contract, transaction or take other action.

8.6. Investments. The Corporation shall have the right to retain all or any part of any property, real, personal, tangible or intangible, acquired by it in whatever manner, and pursuant to the direction and judgment of the Board of Directors, to invest and reinvest any funds, and hold, sell, hypothecate, or lease any property held by it without being restricted to the class of investments available to directors by law or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in denial of the Corporation's exemption from federal income taxation under the Code and its regulations, as they now exist or as they may hereafter be amended. The Corporation may retain all or any part of any property acquired or held by it regardless of risks, unproductivity or lack of diversification.

8.7. Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation which is not permitted to be taken or carried on by an organization exempt from federal income taxation under Section 501(a) and (c)(3) of the Code, and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(a)(1) of the Code and its regulations, as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in Section 170(c)(2) of the Code and its regulations, as they now exist or as they may hereafter be amended

ARTICLE IX. INDEMNIFICATION AND INSURANCE

9.1. The Corporation may, to the extent permitted by law, indemnify any person who was or is threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful; provided that in case of actions by or in right of the Corporation, the indemnity shall be limited to expenses (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the Corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in the view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

9.2. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection therewith.

9.3. Any indemnification under Section 9.1 (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made: (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable or a quorum of disinterested directors so directors, by an independent legal counsel, or (iii) by BRAF.

9.4 Expenses incurred in defending such an action, suit or proceeding may be paid by the Corporation in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided in Section 9.3 above, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Corporation as authorized in this Article IX.

9.5 The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any bylaw, agreement, authorization of Members or disinterested directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the person's heirs and legal representative.

9.6 The Corporation may procure insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the law.

9.7 The Corporation shall not, under any circumstances, indemnify any employee, officer, director or any other person for any expenses, including attorney's fees, incurred in connection with any suit or proceeding brought against the Corporation by such persons.

9.8 If any part of this Article IX shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE X. MISCELLANEOUS

10.1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors.

10.2. Fiscal Year. The Board of Directors shall select the fiscal year of the Corporation.

10.3. Corporate Seal. The Board of Directors shall provide a corporate seal in such form as may be determined by the Board of Directors.

10.4. Voting Shares of Other Corporations. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

10.5. Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as it is possible and reasonable, shall remain valid and operative.

10.6. Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

ARTICLE XI. AMENDMENT OF BYLAWS

The Bylaws of the Corporation may be adopted, amended or repealed by a majority vote of the Board of Directors, present or represented at any regular or special meeting.

C E R T I F I C A T E

I HEREBY CERTIFY that the foregoing Amended and Restated Bylaws were adopted by the unanimous consent of the Board of Directors of the Corporation on the 15th day of July, 2010, and that the same have not been amended and are in full force and effect.

Edmund J. Giering, IV, Secretary

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	LRA SUPPORT FOUNDATION	20-4146236
	Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only
	402 NORTH FOURTH STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BATON ROUGE, LA 70802	

Check type of return to be filed (File a separate application for each return):

☐ Form 990 ☒ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☐ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

BATON ROUGE AREA FOUNDATION

• The books are in the care of **▶ 402 N. FOURTH STREET - BATON ROUGE, LA 70802**

Telephone No. **▶ 225-387-6126**

FAX No. **▶**

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) **▶** . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**

5 For calendar year **2009**, or other tax year beginning **▶**, and ending **▶**.

6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$ N/A

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **▶ Susan Selbach** Title **▶ CPA**

Date **▶ 8/13/10**

Form 8868 (Rev. 4-2009)

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

▶ File a separate application for each return

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)**Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.****Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization	Employer identification number
	LRA SUPPORT FOUNDATION	20-4146236
	Number, street, and room or suite no. If a P.O. box, see instructions. 402 NORTH FOURTH STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BATON ROUGE, LA 70802	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input checked="" type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

BATON ROUGE AREA FOUNDATION

- The books are in the care of ▶
- 402 N. FOURTH STREET - BATON ROUGE, LA 70802**

Telephone No. ▶ **225-387-6126**

FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☒ calendar year **2009** or
- ▶ ☐ tax year beginning _____, and ending _____

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ N/A

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)