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

2009

Open to Public Inspection

A For 2009 calendar year, or tax year beginning JUNE 09 **, 2009, and ending** MAY 31 **, 20** 10

B Check if applicable		C Name of organization		D Employer identification number
☐ Address change	Please use IRS label or print or type. See Specific Instructions	NOH3, INC.		27-0703467
☐ Name change		Number & street (or P.O. box, if mail is not delivered to street addr)	Room/suite	E Telephone number
☒ Initial return		1111 CENTRAL AVE.		(504)838-9562
☐ Terminated		City or town, state or country, and ZIP + 4		F Group Exemption Number.... ▶
☐ Amended return		Metairie LA 70001		
☐ Application pending				

● **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

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

J Tax-exempt status (check only one) -- ☒ 501(c)(3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

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 . . . ▶ $ 322,932

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	26,823
	2	Program service revenue including government fees and contracts			2	
	3	Membership dues and assessments			3	
	4	Investment income			4	
	5a	Gross amount from sale of assets other than inventory	5a			
	b	Less: cost or other basis and sales expenses	5b			
	c	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 ▶ ☐				
	a	Gross revenue (not including $ ______ of contributions reported on line 1)	6a	296,109		
	b	Less: direct expenses other than fundraising expenses	6b			
	c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)			6c	296,109
	7a	Gross sales of inventory, less returns and allowances	7a			
	b	Less: cost of goods sold	7b			
	c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)			7c	
	8	Other revenue (describe ▶)			8	
	9	**Total revenue.** All lines 1, 2, 3, 4, 5c, 6c, 7c, and 8 ▶			9	322,932
EXPENSES	10	Grants and similar amounts paid (attach schedule) #1			10	91,574
	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	
	14	Occupancy, rent, utilities, and maintenance			14	
	15	Printing, publications, postage, and shipping			15	16,504
	16	Other expenses (describe ▶ See attachment #2)			16	144,090
	17	**Total expenses.** Add lines 10 through 16 ▶			17	252,168
NET ASSETS	18	Excess or (deficit) for the year (Subtract line 17 from line 9)			18	70,764
	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	
	20	Other changes in net assets or fund balances (attach explanation)			20	
	21	Net assets or fund balances at end of year Combine lines 18 through 20 ▶			21	70,764

RECEIVED SEP 27 2010

SCANNED SEP 29 2010

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	Line	(B) End of year
22	Cash, savings, and investments		22	70,764
23	Land and buildings		23	
24	Other assets (describe ▶)		24	
25	**Total assets**	0	25	70,764
26	**Total liabilities** (describe ▶)	0	26	0
27	**Net assets or fund balances** (line 27 of column (B) **must** agree with line 21)	0	27	70,764

For Privacy Act and Paperwork Reduction Act Notice, see the separate Instructions. Form **990-EZ** (2009)

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65

22

Part V Other Information (Note the statement requirements in the instructions for Part V.)

			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		X
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	36		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions ▶ 37a			
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			
39	Section 501(c)(7) organizations. Enter:			
a	Initiation fees and capital contributions included on line 9 39a			
b	Gross receipts, included on line 9, for public use of club facilities 39b			
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ ; section 4912 ▶ , section 4955 ▶			
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 ▶			
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶			
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 ▶ LA

42a The organization's books are in care of ▶ See attachment #7 Telephone no ▶

Located at ▶ ZIP + 4 ▶

			Yes	No
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)?	42b		X
	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.**			
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.?	42c		X
	If "Yes," enter the name of the foreign country ▶			

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of **Form 1041** -- Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43

			Yes	No
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

mV

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.

			Yes	No
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	46		X
47	Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47		X
48	Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48	X	
49a	Did the organization make any transfers to an exempt non-charitable related organization?	49a		X
b	If "Yes," was the related organization a section 527 organization?	49b		X

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."

(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	0	0	0	0

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
NONE		
N/A		

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] Signature of officer — Date 8/31/10

▶ KENDALL DAIGLE TREASURER
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ John S Pepenger E.A.	Date 8/30/2010	Check if self-employed ▶ ☐	Preparer's identifying no. (See instr.) P00130093
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶	JOHN S PFENENGER, E.A. INC.		EIN 72 ▶ 1203210
	204 1/2 HAMMOND HIGHWAY		Phone no ▶
	Metairie, LA 70005		504-835-6479

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
NOH3, INC.

Employer identification number
27-0703467

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?

		Yes	No
(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?	**11g(i)**		X
(ii) A family member of a person described in (i) above?	**11g(ii)**		X
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	**11g(iii)**		X

h Provide the following information about the supported organization(s).

(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? Yes	No	**(v)** Did you notify the organization in col. **(i)** of your support? Yes	No	**(vi)** Is the organization in col. **(i)** organized in the U.S.? Yes	No	**(vii)** Amount of support
		N/A							
Total									-0-

SCHEDULE OF OTHER EXPENSES

Attachment 2: page 1 - 990-EZ Page 1, Part I, Line 16

Open to Public Inspection	For calendar year 2009 or tax period beginning 06-09-2009, and ending 05-31-2010.
Name of Organization NOH3, INC.	Employer Identification Number 27-0703467

Description of Other Expenses	Amount
INSURANCE	1,680
DIRECT FUND RAISING EXPENSES	135,105
SUPPLIES	7,305
Total	144,090

SCHEDULE OF GRANTS AND SIMILAR AMOUNTS PAID

Attachment 1: page 1 - 990-EZ Page 1, Part I, Line 10 - Grants and Similar Amounts Paid

Open to Public Inspection

For Calendar year 2009, or tax year period beginning 06-09-2009 and ending 05-31-2010

Name of Organization
NOH3, INC.

Employer Identification Number
27-0703467

Class of Activity	Recipient's Name and Address	Amount (FMV)	Purpose of Payment to Affiliate
NON-PROFIT	SEE ATTACHED SCHEDULE , , ,	91,574	
		91,574	

Relationship	Description of Property	Book Value	How Book Value is Determined	How FMV is Determined	Date of Gift
NONE	DOLLAR DONATION	91,574	CASH	CASH	2009-10
	Total	91,574			

PRIMARY EXEMPT PURPOSE

Attachment 3: page 1 - 990-EZ Page 2, Part III

Open to Public Inspection	For calendar year 2009 or tax period beginning	06-09	, and ending	05-31-2010.

Name of Organization	Employer Identification Number
NOH3, INC.	27-0703467

Primary Purpose

NON PROFIT 501(C)3 ORGANIZATION - RAISES MONEY FOR NON-PROFIT LOCAL ORGANIZATIONS BY SPONSORING FUN-RACES. THE PARTICIPANTS PAY AN ENTRY FEE FOR THE RACE. THEY RUN THE RACE, RECEIVE A SHIRT, AND HAVE A SOCIAL WITH FRIENDS. AFTER EXPENSES, THE NET FUNDS RAISED ARE GIVEN TO NON-PROFIT ORGANIZATIONS WHO APPLY FOR GRANTS FROM NOH3, INC.

CURRENT OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

Attachment 4: page 1 - 990-EZ Page 2, Part IV

Open to Public Inspection	For calendar year 2009 or tax period beginning 06-09-2009, and ending 05-31-2010.

Name of Organization	Employer Identification Number
NOH3, INC.	27-0703467

(A) Name and Address	(B) Title and Average Hrs per Week	(C) Compensation (If not paid, enter 0)	(D) Cont. to Employee Ben Plans & Def. Comp.	(E) Expense Account & Other Allowances
NONE , See Comp. Expl. #1		0	0	0

COMPENSATION EXPLANATION

Attachment 5: page 1 - 990-EZ Page 2, Part IV, Officer Compensation Explanation

Open to Public Inspection

For Calendar year 2009, or tax year period beginning 06-09-2009 and ending 05-31-2010

Name of Organization: NOH3, INC.

Employer Identification Number: 27-0703467

Name	Explanation
Officer Comp. Expln. #1 NONE	SEE ATTACHED LIST - NO OFFICERS NOR DIRECTORS RECEIVE ANY SALARY OR COMPENSATION.

SCHEDULE OF LOANS - TO OR FROM OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

Attachment 6: page 1 - 990-EZ Page 2, Part I, line 38

Open to Public Inspection

For Calendar year 2009, or tax year period beginning 06-09-2009 and ending 05-31-2010

Name of Organization
NOH3, INC.

Employer Identification Number
27-0703467

Lender's Name and Title	Original Amount	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate
NONE						
NONE						
Total						

Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
		Total	

BOOKS ARE IN CARE OF

Attachment 7 - 990-EZ Page 3, Part V, Line 42a

Open to Public Inspection	For calendar year 2009 or tax period beginning 06-09 , and ending 05-31-2010.
Name of Organization NOH3, INC.	**Employer Identification Number** 27-0703467

Part V - Line 42a

Individual Name or Business Name: KENDALL DAIGLE

Street Address 1111 CENTRAL AVE.

U.S Address:

Zip code 70001 City METAIRIE State LA.

or

Foreign Address

City

Province or State

Country

Postal code

Phone Number 504-838-9562

Fax Number 504-834-1153

Schedule of Donations NOH3, INC. 5/31/2010 27-0703467

CLASS	NAME	ADDRESS	DONATION	FED ID #
	ST. CHRISTOPHER'S MEN'S CLUB		6074	
	DAWN BUSTERS KIWANIS CLUB		9000	
	CAMP CHALLENGE, INC.		4500	
	LA PULMONARY DISEASE CAMP		5000	
	MAGNOLIA SCHOOL		4500	72-0423625
	WRBH READING RADIO		4500	72-0795663
	LIGHTHOUSE FOR THE BLIND		4000	
	NEW HEIGHTS THERAPEUTIC RIDING		4000	72-1420620
	PARKWAY PTNRS, RELEAF NEW ORLEANS.		4000	72-1201864
	ROOTS OF MUSIC, INC		4000	
	JEFFERSON PLAYGROUND BOOSTERS		3500	
	MIDCITY VOLLEYBALL COMMITTEE		3500	
	PLAYWORKS NEW ORLEANS.		3500	
	PROJECT LAZARUS.		3500	
	SOUTHERN ANIMAL FOUNDATION		3500	
	KIWANIS CLUB OF NORTH KENNER		2000	
	LAUREL ELEMENTARY SCHOOL		3000	
	NO SYRINGE ACCESS PROGRAM		3500	
	NO./AIDS TASK FORCE		3500	72-1059635
	VISITING PET PROGRAM		3500	
	AUDUBON NATURE INSTITUTE		1000	
	JOHNNY GRAY SPECIAL NEEDS TRUST		1250	
	LAKESIDE KIWANIS CLUB		1000	
	CAPITAL ONE ACCT		1250	
	MOTHERSHIP FOUNDATION		1000	
	FAMILY SERVICE OF GREATER, NO		1000	
	FRENCH QUARTER FESTIVALS INC		1000	72-1076163
	TOBACCO FREE LIVING		1000	72-1379521
	YOUTH LEADERSHIP COUNCIL		500	
		TOTAL	91574	

NOH3, INC.
1111 CENTRAL AVE.
METAIRIE, LA. 70001

27-0703467

990-PF (2009) : PAGE 6, PART VIII

LIST OF ALL DIRECTORS, COMPENSATION, CONTRIBUTIONS, EXPENSES

NAMES & ADDRESSES	CONPENSATION	CONTRIBUTIONS	EXPENSES
DANNY COLLETTA 224 MANSON AVE. METAIRIE, LA. 70001	0	0	0
LESLIE McDONALD 16 ASTER LANE WAGGAMAN, LA. 70094	0	0	0
KENDALL DAIGLE 1111 CENTRAL AVE. METAIRIE, LA. 70001	0	0	0
MONA TRICHE 212 BETZ AVE. JEFFERSON, LA. 70121	0	0	0
KIM STRASBURG 4945 BELLE AVE METAIRIE, LA. 70006	0	0	0
ARTHUR MAHONY, JR. 1415 CAMBRONNE ST. NEW ORLEANS, LA. 70118	0	0	0
IVAN CROZIER 810 KATHY ST. GRETNA, LA. 70056	0	0	0

JOE BURNS 36 YELLOWSTONE DR. NEW ORLEANS, LA. 70131	0	0	0
MIKE VOSERG 4816 PAGE DR. METAIRIE, LA. 70003	0	0	0
CURT MCCLAIN 1024 LOUISA ST. NEW ORLEANS, LA. 70117	0	0	0
BRANDI VOSBERT 4816 PAGE DR. METAIRIE, LA. 70003	0	0	0

BY-LAWS

OF

NOH3, INC.

SECTION 1. OFFICES AND PURPOSES

1.1. The principal office shall be located at 1111 Central Avenue, Metairie, LA 70001.

1.2. The corporation may have such offices at such other places as the Board of Directors may from time to time determine or the business of the corporation may acquire.

1.3. The corporation shall advance the purposes of the corporation as set forth in Article IV of the Articles of Incorporation.

SECTION 2. VOTING MEMBERS' MEETINGS

2.1 All meetings of the voting members shall be held at the principal office of the corporation or at such other place, within the State of Louisiana, as may be designated by the Board of Directors.

2.2 Meetings of the voting members shall be held annually, or such other number of times as the Board of Directors may designate, for the purpose of the transaction of such business as may properly be brought before such meetings. The annual meeting shall be held before December 31 each year preferably at the Thanksgiving Hash or the Annual Hash Christmas Party, or on such other date or at such other time as the Board of Directors shall designate, at which time the Board of Directors will be elected by the voting members, each voting member having one vote, to serve terms of one year.

2.3 Special meetings of the voting members for any purpose or purposes, may be called by the Board of Directors. At any time, upon the written request of a majority of the Board of Directors, the Secretary shall call a special meetings of voting members to be held at such place and at such time as the Secretary may fix, not less than fifteen nor more than sixty days after the receipt of said request, and if the Secretary shall neglect or refuse to fix such time or to give such notice of the meeting, the directors making the request may do so.

2.4 Except as otherwise provided in Section 2.8 hereof, or by law, the authorized person or persons calling a voting members' meeting shall cause written notice of the time, place and purpose of the meeting to be given to all voting members entitled to vote at such meeting. Notice of the annual meeting need not state the purpose thereof, unless action is to be taken at the meeting as to which notice is required by law.

5.2 Regular meetings of the Board shall be held at least annually, upon five days' notice given personally or by telephone, mail, email or telefax from the Secretary at such time and place within the State of Louisiana as shall from time to time be determined by the Board, provided that notice of such determination shall be given to all directors. Directors present at any regular or special meeting shall be deemed to have received due, or to have waived, notice thereof, provided that a director who participates in a meeting by telephone shall not be deemed to have received or waived due notice if, at the beginning of the meeting, he objects to the transaction of any business because the meeting is not lawfully called.

5.3 Special meetings of the Board may be called by a majority of the members of the Board of Directors on two days' notice given to each director, either personally or by telephone, mail, email or by telefax.

5.4 A majority of the Board shall be necessary to constitute a quorum for the transaction of business, and except as otherwise provided by law, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board.

5.5 If a quorum is present when the meeting is convened, the directors present may continue to do business, taking action by vote of a majority of a quorum as fixed in Section 5.4 hereof, until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum as fixed in Section 5.4 hereof or the refusal of any director present to vote.

5.6 Any action which may be taken at a meeting of the Board or any committee thereof, may be taken by a consent in writing signed by all of the directors or by all members of the committee, as the case may be, and filed with the records of proceedings of the Board or committee.

SECTION 6. REMOVAL OF BOARD MEMBERS

The voting members by majority vote of the total voting power shall have the power to remove from office one or more of the directors, notwithstanding that his or their terms of office may not have expired, and may forthwith proceed to elect a successor for the unexpired term.

SECTION 7. NOTICES

7.1 Any written notice required or permitted by law, the Articles of Incorporation or the By-laws to be given to any member or director shall be deemed to have been given to such member or director when such notice is served upon such member or director or two business days after such notice is placed in the United States mail, postage prepaid, addressed to such member or director at his last known address, whichever is earlier.

7.2 Whenever any notice is required to be given by law, the Articles of Incorporation or the By-laws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

SECTION 8. OFFICERS

8.1 The officers of the corporation shall be chosen by the Board and shall be a President, a Secretary, a Treasurer and one or more Vice-Presidents. Any two offices may be held by one person, provided that no person holding more than one office may sign, in more than one capacity, any certificate or other instrument required by law to be signed by two officers. The treasurer may be a corporation.

8.2 The Board of Directors may appoint such other officers as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

8.3 The salaries, if any, of all officers, agents or employees of the corporation shall be fixed by the Board.

8.4 The officers of the corporation shall hold office at the pleasure of the Board of Directors.

8.5 The President shall preside at all meetings of the voting members and shall have general and active management of the business of the corporation.

8.6 The Secretary shall attend all meetings of the Board of Directors and all meetings of the voting members and record all votes and the minutes of all proceedings. He shall give, or cause to be given, notice of all meetings of the voting members and special meetings of the Board, and shall perform such other duties as may be prescribed by the Board or President, under whose supervision he shall be.

8.7 The Treasurer shall have the custody of the corporate funds and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He shall keep a proper accounting of all receipts and disbursements and shall disburse the funds of the corporation only for proper corporate purposes or as may be ordered by the Board and shall render to the President and the Board at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation.

SECTION 9. OPERATIONS

9.1 All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

9.2 In no event shall the officers make any expenditures or engage in any activity inconsistent with the Corporation's status as a corporation exempt from Federal Income Taxation under Section 501(c)(3) of the Internal Revenue Code of 1986.

NOH3, INC.

CONFLICTS OF INTEREST POLICY

ARTICLE I
PURPOSE

The purpose of this conflict of interest policy is to protect the interests of NOH3, Inc. ("Foundation") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, trustee or director of the Foundation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

ARTICLE II
DEFINITIONS

1. Interested Person

Any trustee, director, principal officer, or member of a committee or governing board, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Foundation has a transaction or arrangement,

b. A compensation arrangement with the organizer or with any entity or individual with which the Foundation has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III
PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose both the existence of the financial interest and all material facts to the directors and members of the committee or governing board considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the committee or governing board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the committee or governing board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the committee or governing board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the committee or governing board shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the committee or governing board shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the committee or governing board has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it may inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

b. If the committee or governing board determines an interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV
RECORDS OF PROCEEDINGS

The minutes of the board and all committees established by the board shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V
ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Foundation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VI
PERIODIC REVIEWS

To ensure the Foundation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Foundation's written policies, are properly recorded, reflect

ARTICLES OF INCORPORATION
NOH3, INC.

The undersigned, acting pursuant to the Non-profit Corporation Law of the State of Louisiana, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation is NOH3, Inc., hereinafter referred to as the "Corporation."

ARTICLE II
NON-PROFIT CORPORATION

The Corporation is a non-profit corporation, and no stock can or will be issued.

ARTICLE III
LIMITATIONS AND OBLIGATIONS

The Corporation is not organized for profit, and no part of the Corporation's net earnings shall inure to the benefit of or be distributed to any member, director, trustee, officer, employee or individual. However, the Corporation shall be empowered and authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

The Corporation shall not engage in any activity inconsistent with its status as a corporation that is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), or the corresponding provisions of any subsequent United States Internal Revenue laws. These Articles shall be construed accordingly, and all powers and activities of the Corporation hereunder shall be limited accordingly.

ARTICLE IV
PURPOSES

The Corporation is organized exclusively for charitable, religious, scientific, medical, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, provided that, in connection with such purposes and to the extent permitted by Section 501(c)(3) of the Internal Revenue Code, the Corporation is authorized to engage in any lawful activity for which corporations may be formed under Louisiana Revised Statutes 12:201, *et seq.*

The Corporation's primary activity is to pursue its exempt purposes, and the Corporation cannot engage in business activity of a kind that is ordinarily carried on for profit.

ARTICLE V
DURATION

The Corporation shall enjoy perpetual corporate existence.

ARTICLE VI
REGISTERED OFFICE

The location and post office address of the Corporation's registered office is:

1111 Central Avenue
Metairie, Louisiana 70001

ARTICLE VII
REGISTERED AGENT

The name and address of the Corporation's registered agent is:

Kendall Daigle
1111 Central Avenue
Metairie, Louisiana 70001

ARTICLE VIII
INCORPORATOR

The name and address of the Corporation's incorporator is:

Kendall Daigle
1111 Central Avenue
Metairie, Louisiana 70001

ARTICLE IX
BOARD OF DIRECTORS

The activities, assets and affairs of the Corporation shall be managed by a Board of Directors consisting of at least three persons, or such other number as may be elected from time to time by the voting members of the Corporation. Each Director shall serve for a period of one year and until his successor is chosen and has qualified. The method of electing the Board of Directors shall be set forth in the By-laws of the Corporation. Any Director absent from a meeting of the Board of Directors or a committee thereof may be represented by any other Director who may cast the vote of the absent Director according to the written instructions general or special, of the absent Director. The Corporation's initial Directors are:

Danny Colletta
224 Manson Avenue
Metairie, LA 70001

Leslie McDonald
16 Aster Lane
Waggaman, LA 70094

Kendall Daigle
1111 Central Avenue
Metairie, LA 70001

Kim Strasburg
4945 Belle Drive
Metairie, LA 70006

Ian Crozier
810 Kathy Street
Gretna, LA 70056

Mike Vosberg
4816 Page Drive
Metairie, LA 70003

Brandi Vosberg
4816 Page Drive
Metairie, LA 70003

Mona Triche
212 Betz Avenue
Jefferson, LA 70121

Arthur Mahony, Jr.
1415 Cambronne Street
New Orleans, LA 70118

Joe Burns
36 Yellowstone Drive
New Orleans, LA 70131

Curt McClain
1024 Louisa Street
New Orleans, LA 70117

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify its officers and Directors, may indemnify its employees and agents, and may procure insurance on behalf of its officers, Directors, employees and agents to the full extent permitted by Section 227 of the Louisiana Non-Profit Corporation Law, as amended. The Board of Directors may cause the Corporation to enter into contracts with members of the Board of Directors and officers of the Corporation providing for the indemnification set forth in this Article X to the fullest extent permitted by law.

ARTICLE XI
LIMITATION OF LIABILITY

No member of the Board of Directors(or committee thereof) or officer of the Corporation shall be liable to the Corporation for monetary damages for breach of his or her fiduciary duty as a member of the Board of Directors (or committee thereof) or officer, provided that the foregoing provision shall not eliminate or limit the liability of a member of the Board of Directors (or committee thereof) or officer for (a) any breach of his or her duty of loyalty to the Corporation or its members, (b) acts or omissions not in good faith or which involve intentional or willful misconduct or a knowing violation of law, (c) liability for unlawful distributions of the Corporation's assets to members of the Corporation under and to the extent provided in La. R.S. 12:226D, or (d) any transaction from which he or she derived an improper personal benefit.

The Board of Directors may cause the Corporation to enter into contracts with members of the Board of Directors and officers of the Corporation providing for the limitation of liability set forth in this Article XI to the fullest extent permitted by law.

If Louisiana law is hereafter amended to authorize non-profit corporations to take corporate action further limiting or eliminating the personal liability of members of the Board of Directors (or committees thereof) or officers, then the liability of each member of the Board of Directors (or committee thereof) and officer of the Corporation shall be limited or eliminated to the full extent permitted by Louisiana law as so amended from time to time. Neither the amendment nor repeal of this Article XI, nor the adoption of any provision of the Corporation's By-laws inconsistent with this Article XI, shall eliminate or reduce the effect of this Article XI in respect of any matter occurring, or any cause of action, suit or claim that had accrued or arose under, this Article XI prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE XII
MEMBERSHIP

The Corporation shall have no capital stock. The voting members shall consist of the Board of Directors. The Corporation may have non-voting members as provided in the By-laws. Membership may be evidenced by such evidence as may be deemed appropriate by the Board of Directors. The Board of Directors shall determine any questions regarding the status of the members, and the decision of the Board of Directors shall in all cases be final and binding.

Membership in the Corporation shall terminate upon death, voluntary resignation by the member, removal, or for such other reasons as may be set forth in the By-laws of the Corporation.

ARTICLE XIII
BY-LAWS

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.

ARTICLE XIV
AMENDMENTS

An amendment altering these Articles of Incorporation shall be adopted by a majority of the Board of Directors at a regular or a special meeting called for such purpose; provided that no amendments shall be adopted that may affect the federal income tax exemption of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XV
RESTRICTIONS

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

At any time during which this Corporation is classified as a "private foundation" as that term is defined by Section 509 of the Code:

a. The Corporation shall not engaged in any act of self-dealing as defined in Section 4941(d) of the Code or the corresponding provisions of any subsequent federal tax laws;

b. The Corporation shall make distributions of such amounts for each taxable year at any time and in such manner as not to become subject to the tax imposed by Section 4942 of the Code or the corresponding provisions of any subsequent federal tax laws;

c. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or the corresponding provisions of any subsequent federal tax laws;

d. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or the corresponding provisions of any subsequent federal tax laws; and

e. The Corporation shall not make any taxable expenditures defined in Section 4945(d) of the Code or the corresponding provisions of any subsequent federal tax laws.

ARTICLE XVI
DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Corporation, dispose of the assets of the Corporation exclusively for the purposes set forth in Article IV hereof, or to any organization established and operated exclusively for the purposes set forth in Article IV hereof, which shall at the time of such dissolution qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as the Directors shall determine. No part of the assets of the Corporation shall ever be distributed to or used for the benefit of any member, trustee, director or officer of the Corporation, or any private individuals or corporation.

(The remainder of this page intentionally left blank.)

These Articles of Incorporation are dated June 9th, 2009.

WITNESSES:

Conrad A. Buchler

Conrad A. Buchler
[Print Name]

Aline Zeringue

Aline Zeringue
[Print Name]

Kendall Daigle

Kendall Daigle, Incorporator

{N1974357.2}

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 June, 2009, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared Kendall Daigle, who is to be known to be the person, and who, being duly sworn, acknowledged to me that he/she does hereby accept appointment as the Registered Agent of NOH3, 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 and that his/her address is 1111 Central Avenue, Metairie, Louisiana 70001.

Kendall Daigle, Registered Agent

Subscribed and sworn to before me on the day, month, and year set forth above.

NOTARY PUBLIC

HAROLD A. BUCHLER, JR.
NOTARY PUBLIC
JEFFERSON PARISH, LOUISIANA
MY COMMISSION IS FOR LIFE
NOTARY ID 12197

THIS DOCUMENT WAS NOT PREPARED OR EXAMINED BY THE NOTARY NAMED ABOVE, AND THE NOTARY ATTESTS ONLY TO THE SIGNATURES OF THE PARTIES HEREIN

CONSENT OF DIRECTORS
OF
NOH3, INC.

The undersigned, constituting all the Directors of NOH3, Inc., a Louisiana non-profit corporation (the "Corporation"), having voting power on the matters set forth below, hereby adopts by written consent the following resolutions:

Officers

RESOLVED, that the following persons are hereby elected to the offices set forth opposite their respective names, each to serve in such capacity at the pleasure of the Board of Directors:

Name	Office
Danny Colletta	President
Curt McClain	Vice President
Kim Strasburg	Secretary
Kendall Daigle	Treasurer

By-laws

RESOLVED, that the By-laws in the form attached hereto are hereby adopted as the Corporation's By-laws.

Conflict of Interest Policy

RESOLVED, that the Conflict of Interest Policy in the form attached hereto be and it is hereby approved as the Corporation's Conflict of Interest Policy.

Designation of Fiscal Year

RESOLVED, that the Corporation shall keep its books for both tax and financial accounting purposes on a calendar year basis.

Governmental Forms

RESOLVED, that the Corporation's President and such other officers as shall be designate by the President are hereby authorized and empowered for and on behalf of the Company to complete, execute and file any appropriate governmental forms required by law.

Company Bank Accounts

RESOLVED, that the Treasurer and/or the Secretary of the Corporation are hereby authorized, empowered and directed, for and on behalf of the Corporation, to establish one or more accounts with such banks or other financial institutions as they may deem to be in the best interests of the Corporation; and

FURTHER RESOLVED, that the undersigned directors do hereby adopt the form of any and all resolutions that are required by any such bank or financial institution to establish accounts for the benefit of the Corporation and the adoption of such resolutions shall be evidenced by the filing by the Treasurer or the Secretary of the Corporation of copies of such resolutions with this consent; and

FURTHER RESOLVED, that the Treasurer and the Secretary of the Corporation, and any other officer or officers of the Company as may be designated by the President are hereby authorized, to execute and sign checks, drafts, bills of exchange or other instruments evidencing the deposit or withdrawal of funds from the respective accounts of the Corporation.

Related Actions

RESOLVED, that the appropriate officers of the Corporation are hereby authorized and directed to do such acts and things as are necessary and proper to carry out the purposes of these resolutions;

FURTHER RESOLVED, that the President and such other persons the President shall designate, whether orally or in writing, be, and each of them is hereby, authorized, empowered and directed by and on behalf of the Corporation to make all filings and recordings, to pay all taxes, and to do or cause to be done any and all other acts as each of them shall deem necessary, advisable or appropriate, in their sole discretion, in connection with the consummation of the transactions contemplated by these resolutions;

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized, empowered and directed to do or cause to be done all such acts or things and to sign and deliver, or cause to be signed and delivered, all such documents, instruments and certificates in the name and on behalf of the Corporation or otherwise, as such officers, in their sole discretion, deem necessary or advisable in order to carry out the purposes and intent of the foregoing resolutions and to perform the obligations of the Corporation under all instruments executed in connection with or contemplated by the foregoing resolutions;

FURTHER RESOLVED, that the execution by any officer of the Corporation of any instrument or document authorized by these resolutions or of any instrument or document executed in the accomplishment of any action or actions authorized is (or shall become upon delivery) the enforceable and binding act of the Corporation without the necessity of the signature or attestation of any other officer or affixing of the Corporation seal; and

FURTHER RESOLVED, that any and all actions described in the foregoing resolutions heretofore taken on behalf of the Corporation by its officers, board members and agents be, and they hereby are, approved, ratified and confirmed as the acts of the Corporation without the necessity of any further action by the Board of Directors or the necessity of affixing the Corporate seal.

This consent is dated June ___, 2009.

Danny Colletta

Kendall Daigle

Kim Strasburg

Ian Crozier

Mike Vosberg

Brandi Vosberg

Leslie McDonald

Mona Triche

Arthur Mahony, Jr.

Joe Burns

Curt McClain