

Conformed copy of original Articles of Incorporation dated December 26, 1986, including changes made by Articles of Amendment to Articles of Incorporation dated February 2, 2017, based on amendments approved by the members at the Corporation's annual meeting on November 15, 2016 (other changes made by annual reports filed with the Louisiana Secretary of State or by elections of new officers and directors are noted below in brackets)

**ARTICLES OF INCORPORATION
OF
THE GREATER NEW ORLEANS BARGE FLEETING ASSOCIATION, INC.**

ARTICLE I

The name of this corporation is The Greater New Orleans Barge Fleeting Association, Inc.

ARTICLE II

This corporation is organized, and it shall be operated, as a business league in accordance with Section 501(c)(6)-1 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) and, as its purpose, will include the following:

- A. The promotion of a closer business relationship between members and the promotion of the common interest of the members when consistent with the interest of the organization;
- B. The improvement and advancement of business conditions among all members; and
- C. The dissemination of educational information pertaining to fleeting and the river industry in order to promote higher business standards and better business methods.

ARTICLE III

The corporation shall enjoy perpetual corporate existence unless sooner dissolved in accordance with law.

ARTICLE IV

The location of its registered office is No. 58, Belle Grove Drive, Destrehan, Louisiana 70047, in the Parish of St. Charles. *[CURRENT REGISTERED OFFICE AS OF 3/29/17 IS LOCATED AT 144 MAGNOLIA BLVD., HARAHAN, LA 70123]*

ARTICLE V

The name and address of its registered agent is as follows:

Steve Talbot
No. 58, Belle Grove Drive
Destrehan, Louisiana 70047

[CURRENT REGISTERED AGENT AS OF 3/29/17 IS:

Wm. Blake Bennett
701 Poydras Street
Suite 5000
New Orleans, LA 70139]

ARTICLE VI

This Corporation shall be a non-profit corporation and shall have no capital stock. It shall be operated and maintained by such membership dues and assessments and endowments as the Board of Governors shall determine to be necessary or acceptable for the proper functioning of the Corporation. Under no circumstances shall any of the net earnings or assets of the Corporation inure or be distributed to the benefit of its members, governors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VII

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of

all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any further United States internal revenue law, or to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations, as the Board of Directors shall determine. To the extent permitted by Section 501(c)(6) of the Internal Revenue Code of 1986 and any regulations promulgated in connection therewith, the Corporation may engage in legislative activity affecting or related to the business interests of the Corporation's membership.

There shall be three classes of membership in the Corporation: Regular Members, Associate Members, and Honorary Members.

Candidates for Regular Membership must be located between Mile 0 AHP and Mile 244 AHP on the Mississippi River, the GIWW WHL to Mile 50 and EHL to Mile 32 (the Rigolets), the Industrial Canal to Lake Pontchartrain, the MRGO, and the Algiers Canal.

A candidate for Regular Membership must be a company directly and actively engaged in the business of barge fleetings, owning or operating a fleet with a capacity of not less than eight barges, or operating towboats which work in, with and for Regular Members and is directly affected by the rules and regulations governing fleet operations. Any employee of a Regular Member in good standing may hold office.

A candidate for Associate Membership must be a company not otherwise eligible for Regular Membership which is directly and actively engaged in the business of owning or operating no less than eight barges, or owning, operating or brokering towboats, or which owns or operates a fleet with a capacity of less than eight barges, and other companies which are related to the maritime industry and not otherwise eligible for membership. Associate Members may attend all meetings and activities allowed for Regular Members, but may not vote, its employees may not hold office in the Corporation, and its employees are not eligible to participate in the scholarship program.

Each year, the Board of Governors may designate Honorary Members of the Corporation, which shall be limited to officers of the United States Coast Guard, Port and Waterway Commissions and Councils, other governmental authorities having regulatory control over fleeting facilities and the operations of the Corporation's members. Honorary Members may attend all meetings and activities allowed for Regular Members, but may not vote, its employees may not hold office in the Corporation, and its employees are not eligible to participate in the scholarship program.

Power of election to the membership shall be vested in the Board of Governors. Procedure as to application for membership, admission, or initiation fees and dues shall be as provided in the By-Laws of this Corporation.

Each Regular Member in good standing shall be allowed one vote in any matter requiring a vote of the membership. Each Regular Member in good standing is permitted one delegate to cast its vote, which delegate must be a payroll employee of the Regular Member. The delegate may vote in person at any meeting of the Corporation or by written proxy issued to an alternate delegate for a specific vote on a specific matter. In the absence of the delegate, an alternate delegate who is also a payroll employee of the Regular Member may vote in place of the delegate.

ARTICLE VIII

The amount of the levy and the method of collection of fees, dues and/or assessments shall be fixed by the Board of Governors from time to time. Membership shall be cancelled for failure to pay fees, dues, and/or assessments of after reasonable notice from the Board of Governors.

ARTICLE IX

A member may vote personally or by proxy appointed in writing.

ARTICLE X

The members of the Board of Governors of this Corporation shall be the President, Vice President, Secretary, Treasurer, a Regional Director from a company headquartered above Mile 127 LMR, a Regional Director from a company headquartered below Mile 127, and Director-At-Large. The President, Vice President, Secretary, Treasurer, and the two Regional Directors, shall be elected by the Regular Members. The Director-At-Large shall be appointed by the six elected Board Members.

The President shall serve as Chairperson of the Board of Governors and shall appoint chairpersons of all committees.

The management of the organization and the authority for the conduct of its affairs shall be vested in the Board of Governors.

Each Board Member's term shall be for two years, commencing with the first meeting of the Board following its election. There shall be no limitation on the number of terms a Board Member may serve.

Each former President of the Corporation shall be a member of the Past Presidents' Council, which shall serve as an advisory council to the Board of Governors. The President may, in his discretion, appoint one or more former presidents to serve as representatives of the Council and attend meetings of the Board of Governors, to provide advice to the Board on such matters as may come before it.

Election and appointment of members of the Board of Governors shall be accomplished as provided in the By-Laws. The number of members of the Board of Governors to constitute a quorum shall be set forth in the By-Laws. Such vacancies as may occur on the Board of Governors between the elections shall be filled by the Board as set forth in the By-Laws.

ARTICLE XI

The annual meeting of the voting members of the corporation shall be held on the second Tuesday of the month of November, or in the event that date is a legal holiday, on the

first Tuesday thereafter which is not a legal holiday. It shall be the duty of the President. and upon his or her failure or neglect, then of the Secretary of any officer of member, to mail notices at least ten (10) days prior to this annual meeting to all members entitled to be present; provided, however, that the Board of Governors may, by two-thirds (2/3) vote, elect to conduct the business of the association by mail ballot in lieu of any annual meeting; and provided further. however, that if fifty percent (50%) or more of the members of the corporation demand, in writing, served on the President of the corporation, that an annual meeting be held, then the President shall take such steps as arc necessary to hold an annual meeting not more than forty-five (45) days from the date of the receipt of such notice but not sooner than ten (ID) days for such receipt of such notice.

ARTICLE XII

The Board of Governors shall have the power to make, amend and repeal by-laws to govern this corporation provided they are in accordance with and do not conflict with these articles. Matters pertaining to capital outlay must be approved by two-thirds (2/3) vote of the Boards of Governors. An amendment altering these articles may be adopted by two-thirds (2/3) in interest of the voting members at any annual or special meeting of members the notice of which set forth the proposed amendment or a summary of the change to be made thereby.

ARTICLE XIII

The names and addresses of the first Board of Governors are as follows:

Steven R. Talbot
No. 58 Belle Grove Drive
Destrehan, LA 70047

G. E. Clower
5513 Lorraine Street
Metairie, LA 70003

Richard T. McCreary
25 Trepagnier Drive
Destrehan, LA 70047

Allison Lomax
38787 George Mashon
Independence, LA 70443

Steve Rheams
306 Maryland Drive
Luling, LA 70070

Harold Mele
2038 Palmwood
Baton Rouge, LA 70816

John Cagnolatti
1127 S. Vista Avenue

Gonzales, LA 70737

[THESE WERE THE ORIGINAL DIRECTORS; CURRENT DIRECTOR NAMES MAY BE FOUND ON THE GNOBFA WEBSITE]

ARTICLE XIV

The first officers of this corporation are:

President: Steve R. Talbot

Vice President: Jerry Clower

Secretary: Allison Lomax

Treasurer: Richard T. McCreary

[THESE WERE THE ORIGINAL OFFICERS; CURRENT OFFICER NAMES MAY BE FOUND ON THE GNOBFA WEBSITE]

The officers and governors of this corporation shall serve until their successors are elected in accordance with the provisions herein.

ARTICLE XV

Notwithstanding anything contained in these Articles, the Constitution of the Corporation, or the By-Laws of the Corporation to the contrary, any notice required or permitted to be given or made to the members, including without limitation any notices required under these Articles or the By-Laws of the Corporation, may be transmitted to the members by regular U.S. mail, facsimile or e-mail sent to the street address, facsimile number or e-mail address of the member on file with the Corporation and shall be deemed to have been given on the date such notice is sent by e-mail or facsimile, or, in the case of notices sent by regular U.S. mail, upon the earlier of receipt or the fifth business day following mailing.