

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
PROFESSIONAL LANDMEN’S ASSOCIATION OF NEW ORLEANS**

Professional Landmen’s Association of New Orleans (“PLANO”), a Louisiana nonprofit corporation that was incorporated on June 15, 1953 as a Louisiana corporation named New Orleans Landmen’s Association of Louisiana and changed its name on October 15, 1985 to Petroleum Landmen’s Association of New Orleans and then further changed its name on April 16, 2002 to its current name, certifies that its board of directors and members duly adopted at meetings held on this day, December 4, 2017, in conformity with law, resolutions amending and restating its articles of incorporation effective this December 4, 2017 (“Effective Date”) so that they now read as follows in their entirety. Attached hereto are certificates executed by the Secretary of this corporation certifying as to the resolutions adopted by the Board of Directors and the Members on the Effective Date adopting these Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation were adopted unanimously by the Board of Directors and the Members of PLANO at scheduled meeting with proper quorum present at each such meetings. These Amended and Restated Articles of Incorporation accurately copy the articles and all amendments thereto in effect as of the Effective Date, without substantive change except as made by any new amendments contained in this restatement and each amendment has been effected in conformity with law.

Article 1. Name

The name of the corporation is as follows:

Professional Landmen’s Association of New Orleans

Article 2. Purposes and Powers

The purposes for which the corporation was formed are as follows:

- (1) To further the education, knowledge and interest of professionals in the energy industry.
- (2) To promote public relations on industrial, community and governmental levels and, when deemed advisable by the board of directors, to express the corporation’s position with regard to matters affecting the energy industry.
- (3) To provide social opportunities through which members can meet each other and discuss matters of mutual interest.
- (4) To advance the interests of the corporation and its membership by affiliating with or otherwise supporting other local, national and international energy industry associations as a more effective advocate for the energy industry.
- (5) To assist persons and communities in need, by making distributions to organizations that qualify as exempt organizations under Section 501 of the U.S. Internal Revenue Code, as amended.

Except as provided otherwise in these articles, the corporation shall have the power to contract, to sue and be sued, to acquire, hold, lease and purchase, as well as sell, alienate, convey, mortgage and hypothecate, property (whether movable or immovable), to take and issue notes, bonds or other evidence of debt and to borrow money and, in general, shall have all of the powers, rights, privileges, capacities and immunities that are incident to a nonprofit corporation under Louisiana Revised Statutes 12:201 *et seq.* (as previously amended and hereafter amended or replaced) and are consistent with the purposes expressed above.

Nonetheless, nothing in these articles shall be construed as empowering the corporation to (i) engage in activities that are not permitted to be engaged in by a corporation exempt under section 501(c)(6) of the Internal Revenue Code of 1986 (as previously amended and hereafter amended or replaced) (the “*Code*”) from federal income tax or by a corporation within the scope of section 170(c)(2) of the Code, (ii) engage in any act of self-dealing that would subject it to tax under section 4941 of the Code, (iii) make distributions that would subject it to tax under section 4942 of the Code, (iv) retain any excess business holdings that would subject it to tax under section 4943 of the Code, (v) make any investments that would subject it to tax under section 4944 of the Code or (vi) make any taxable expenditures that would subject it to tax under section 4945 of the Code.

Article 3. Duration

The duration of the corporation shall be perpetual.

Article 4. Nonprofit

The corporation is a nonprofit corporation.

No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual within the meaning of section 501(c)(g) of the Code.

Article 5. Registered Office

The current location and address of the registered office of the corporation is 201 St. Charles Avenue, 40th Floor, New Orleans, Louisiana 70170-4000. The registered office may be changed as provided in the corporation’s bylaws.

Article 6. Registered Agent

The name and address of the current registered agent of the corporation is Gordon, Arata, Montgomery, Barnett, McCollam, Duplantis & Eagan, LLC, 201 St. Charles Avenue, 40th Floor, New Orleans, Louisiana 70170-4000. The registered agent may be changed as provided in the corporation’s bylaws.

Article 7. Incorporators

The names of the incorporators of the corporation are as follows: C. A. Lomax, Albert Glodt, Rudolph Schulze, Jr., L. W. Sewell, D. G. Couvillion, Kelly Barp, Ronnie Bounds, George Gammill, A. D. Campbell, Charles Cary, Earl Zahn and Fred Porter.

Article 8. Directors

The direction, affairs and management of the corporation shall be vested in a board of directors of at least seven members. The powers and duties of the board of directors, the time, place and manner of calling, giving notice of and conducting meetings of the board of directors, the term of each director and the number of directors constituting a quorum (and, subject to the prior sentence, the number of directors) shall be prescribed by the corporation's bylaws. The board of directors shall elect one President, one Vice President, one Secretary and one Treasurer (and any such other officers as provided in the corporation's bylaws). The names, addresses and terms of office of the corporation's current directors (and, for each director who is also currently an officer of the corporation, the title of such officer) are as follows:

Cynthia A. Nicholson, President
201 St. Charles Avenue, 40th Floor
New Orleans, LA 70130

Term as director through 6/30/2019

Dale B. Morrison, Vice President
90 North Magnolia Drive
Covington, LA 70433

Term as director through 6/30/2020

Jason C. Elmore, Treasurer
LLOG Exploration Company, L.L.C.
1001 Oschner Blvd.
Covington, LA 70433-8152

Term as director through 6/30/2018

Angela C. Meche, Secretary
Shell Exploration & Production Company
701 Poydras Street
New Orleans, LA 70139

Term as director through 6/30/2019

Jo Ann P. Anderson
Harold J. Anderson, Inc.
2381 Highway 21, Suite 205
Madisonville, LA 70447

Term as director through 6/30/2020

Ronald G. Bourgeois, Jr.
Barriere Construction Co., LLC
407 C.C. Road
Franklinton LA 70438-8521

Term as director through 6/30/2018

Joshua ("Josh") J. Graffagnini
LLOG Exploration Company, L.L.C.
1001 Oschner Blvd.
Covington, LA 70433-8152

Term as director through 6/30/2020

Alex D. Guitart
New Orleans Land & Title Company, LLC
2231 Jefferson Ave.
New Orleans, LA 70115-6501

Term as director through 6/30/2020

Chuck R. Hopson
Hopson & Associates
Hopson & Associates
310 Somerset Road
LaPlace, LA 70068-5214

Term as director through 6/30/2020

Malcolm B. Sonnier
Chevron U.S.A. Inc.
100 Northpark Blvd.
Covington, LA 70433

Term as director through 6/30/2020

Randy J. Sutton
1147 E. William David Parkway
Metairie, LA 70005
Term as director through 6/30/2018

Gregory M. Riedl, Regional AAPL Director
Harold J. Anderson, Inc.
2200 Pakenham Drive
Chalmette, LA 70043-4724
Term as director through 6/30/2018

Benjamin Waring, Immediate Past President
The OCS BBS Website
1001 Dealers Avenue
New Orleans, LA 70123-3341
Term as director through 6/30/2019

Bud Tippens
E&B Natural Resources Management
Corporation
1984 North Highway 190
Covington, LA 70433
Term as director through 6/30/2020

Article 9. Bylaws

The corporation's board of directors (as well as the corporation's voting members by a majority vote of the voting members present at a meeting for such purpose) shall have the power to make, amend and repeal bylaws to govern the corporation, provided such bylaws are in accordance, and do not conflict, with these articles.

Article 10. Non-Stock Basis

The corporation shall be organized without capital stock, and membership in the corporation may be evidenced by certificate of membership.

Article 11. Members

The corporation's bylaws shall specify the eligibility for, and any classification of, membership in the corporation and, if the corporation's bylaws specify more than one class of members of the corporation, which class or classes (or portions thereof) shall be voting members of the corporation. The corporation shall have at least one class of voting members.

Members shall pay dues and special assessments at such times and by such procedures as provided in the corporation's bylaws. The corporation's bylaws may provide for the board of directors to cancel or suspend the membership of any member who fails to pay in full any dues or special assessment and may also provide a policy for reinstating any member expelled or suspended.

Unless earlier terminated, a member's membership in the corporation shall cease upon the member's death. The resignation or death of any member shall not entitle such member or such member's heirs or other successors to share in or claim any property owned by the corporation. A member's membership in the corporation may not be (and does not include the right or power for such membership to be) assigned, encumbered or otherwise transferred voluntarily or involuntarily to another person or entity.

No member shall ever be held liable or responsible for contracts, debts or defaults of the corporation in any further sum than any unpaid dues owing by such member to the corporation.

Further, any mere informality in organization shall have no effect of rendering these articles null or of exposing any member to any liability other than as provided in the preceding sentence.

Article 12. Member Meetings

At least one regular meeting of the members shall be held each 12-month period, as further provided in the corporation's bylaws. Special meetings of the members may be called at any time by the President or the Board of Directors.

On the written request of at least ten (10) voting members of the corporation, any one or more of those voting members may call a regular or special meeting at a place in the City of New Orleans, provided that notice by United States mail (or by such other method authorized by the corporation's bylaws) of the date, time, place and purpose of such meeting shall be given to each member of the corporation at least ten (10) days before the day specified for such meeting.

Article 13. Amendment of These Articles

These articles may be altered or amended by the vote of at least two-thirds of the voting members present at any general or special meeting held for that purpose, provided that notice by United States mail (or such other method authorized by the corporation's bylaws) of the date, time, place and purpose of such meeting shall be given to each voting member at least ten (10) days before the day specified for such meeting.

Article 14. Indemnification

Each director, officer and committee member of the corporation (each, an "*Indemnified Party*") shall be entitled (i) all protection that can legally be afforded to such Indemnified Party under La. R.S. 12:227 (as previously amended and hereafter amended or replaced) and (ii) any other rights to which such Indemnified Party may be entitled as a matter of law. The corporation's bylaws may provide further grounds for indemnity, release and defense of an Indemnified Party, as may also a majority vote of the corporation's directors who are not party to the claim or action at issue.

Article 15. Dissolution

Upon the corporation's dissolution, the board of directors shall, after paying or providing for the payment of all liabilities of the corporation, dispose of all assets of the corporation in such manner, or to one or more organizations that shall at the time be exempt from federal income taxation under the Code, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of to any such one or more corporations by the district court in the parish in which the corporation's registered office is then located.

* * *

THUS DONE AND PASSED on this 8th day of December, 2017, the Effective Date of this amendment and restatement in the City of New Orleans, Parish of Orleans, State of Louisiana by Professional Landmen's Association of New Orleans, a Louisiana nonprofit corporation, appearing herein through its undersigned President Cynthia A. Nicholson, in the presence of me, the undersigned Notary Public in and for said jurisdiction, and the two undersigned competent witnesses, who signed their names below with said corporation (through said officers and me, Notary, after a due reading of the whole.

Witnesses to all signatures on this page:

Professional Landmen's Association of New Orleans

Helen W. Diebold
Name printed: Helen W. Diebold

Diana B. Bercegay
Name printed: Diana Bercegay

By: Cynthia A. Nicholson
Cynthia A Nicholson, President

C. Peck Hayne Jr.
Notary Public for the Parish of Orleans, State of Louisiana
Full name of Notary Public printed: C. Peck Hayne Jr.
Notary Public's Louisiana State Bar No. 19615
Notary Public's commission expires on my death

THUS DONE AND PASSED on this 20th day of December, 2017, the Effective Date of this amendment and restatement in the City of New Orleans, Parish of Orleans, State of Louisiana by Professional Landmen's Association of New Orleans, a Louisiana nonprofit corporation, appearing herein through its undersigned Secretary, Angela C. Meche, in the presence of me, the undersigned Notary Public in and for said jurisdiction, and the two undersigned competent witnesses, who signed their names below with said corporation (through said officer) and me, Notary, after a due reading of the whole.

Witnesses to all signatures on this page: **Professional Landmen's Association of New Orleans**

Steven Scott
Name printed: Steven Scott

Yvonne L. Keegan
Name printed: Yvonne L. Keegan

By: Angela C. Meche
Angela C. Meche, Secretary

J. Patrick Morris, Jr.
Notary Public for the Parish of Orleans, State of Louisiana
Full name of Notary Public printed: J. Patrick Morris, Jr.
Notary Public's Louisiana State Bar No. 25187
Notary Public's commission expires Ⓢ death