

ARTICLES OF INCORPORATION
OF THE
LOUISIANA DENTAL ASSOCIATION

ARTICLE I – NAME

The name of this Corporation is “Louisiana Dental Association, Inc.”

ARTICLE II – PURPOSE

The purpose of this Association is to encourage the improvement of and to protect the health of the public, to promote the art and science of dentistry, and to represent the interest of the members of the dental profession and the public which it serves.

ARTICLE III

The Corporation shall be a non-profit corporation.

ARTICLE IV

The location and address of its registered office is:

7833 Office Park Boulevard
Baton Rouge, Louisiana 70809

ARTICLE V

The registered agents are:

- 1) Secretary-Treasurer
- 2) Executive Director

ARTICLE VI

This Corporation is organized on a non-stock basis.

ARTICLE VII – MEMBERSHIP

Membership in this Association shall consist of such classes of membership as may be provided by the Bylaws.

ARTICLE VIII – GOVERNMENT

Section 10: Legislative Body

The Legislative and Governing Body of this Corporation shall be a House of Delegates as provided for in the Bylaws.

Section 20: Administrative Body

The Administrative Body of this Corporation shall be a Board of Directors as provided for in the Bylaws.

ARTICLE IX – OFFICERS

The Officers of this Corporation shall consist of a President, President-Elect, Secretary-Treasurer, Speaker of the House of Delegates and such other officers as may be provided for in the Bylaws. All officers, other than the President, are to be elected by the House of Delegates at the Annual Meeting as provided for in Bylaws. Said officers shall serve for one year or until successors are duly elected and installed except that the Secretary-Treasurer shall serve for a term of three years and the Speaker of the House of Delegates shall serve for a term of two years. The office of President shall be automatically filled by the President-Elect, who shall take office at the time of the installation of other officers as fixed by the Bylaws. In the event of the prior death or resignation of the President-Elect, or his inability to act, then a President and President-Elect shall be elected at the annual meeting.

ARTICLE X – MEETINGS OF THE CORPORATION

This corporation shall hold one regular annual meeting at such time and place as the Board of Directors may agree upon; and special meetings may be called by the Board of Directors or by the House of Delegates whenever they shall deem it necessary. Notice of the time and place of all meetings shall be mailed by the Secretary-Treasurer to the members in good standing at the last address shown on the records of this corporation at least ten (10) days before the date set for such meetings, and if the meeting is a special one, such notice shall state the object or purpose for which such meeting is called.

ARTICLE XI

If, for any reason, election of officers or directors shall fail to occur, the incumbents shall continue to perform their duties as such officers or directors until their successors are duly elected.

ARTICLE XII

This Corporation shall have perpetual existence.

ARTICLE XIII – COMPONENT SOCIETIES

This Corporation shall have as component parts hereof Component Societies as set forth in the Bylaws.

Each Component Society shall be organized by the consent and in accordance with the Bylaws of this Corporation, and shall exist only as long as it complies with and adheres to the Bylaws of this Corporation.

ARTICLE XIV

It is intended and is now declared that this Corporation shall be the successor to the Corporation known as the Louisiana State Dental Society, incorporated February 16, 1880, by Act before Francois Dotrengé Seghers, Notary Public, Parish of Orleans, State of Louisiana, as amended, and all members of that Corporation, are and shall be, ipso facto, members of this Corporation, subject, however, to provisions of these Articles of Incorporation and to such Bylaws as are adopted in accordance with Article XV hereof.

ARTICLE XV – BYLAWS

Bylaws shall be provided for in the government of this Corporation and to such extent as desired for the Component Societies and may be altered, amended or repealed in accordance with the provisions of said Bylaws.

ARTICLE XVI – AMENDMENTS

Section 10 – Procedure

The Articles of Incorporation may be repealed or amended at any session of the House of Delegates by a two-thirds (2/3) majority vote of the members present and voting, providing the proposed amendments shall have been presented in writing at a previous annual meeting, or at a previous session of the House of Delegates at the same annual meeting, or written notice shall be mailed to the delegates by the Secretary-Treasurer at least ten (10) days prior to the annual meeting. The Secretary-Treasurer shall publish proposed amendments he received in writing from the Board of Directors, any of the Component Dental Associations of the LDA or when signed by five (5) delegates. Such resolutions shall designate the party or parties who shall appear before a Notary Public to pass the Act of Amendment.

Revised to March 14, 1998