

LOUISIANA CORRECTIONAL FACILITIES CORPORATION
AMENDED AND RESTATED BY-LAWS

I. DEFINITIONS

1.1 For the purposes of these By-Laws, the following terms shall have the meanings herein specified.

“*Act*” means the Correctional Facilities Corporation Act, Chapter 17-B of Title 39 of the Louisiana Revised Statutes of 1950, as amended (La. R.S. 39:1780 through 39:1795, inclusive).

“*Corporation*” means the Louisiana Correctional Facilities Corporation.

“*Board*” means the Board of Directions of the Corporation.

“*Charter*” means the Articles of Incorporation of the Corporation.

II. OFFICES

2.1 The principal office of the Corporation are:

Governor’s Office
State Capitol Building, 4th Floor
P.O. Box 94004
Baton Rouge, Louisiana 70804

and

8555 United Plaza Boulevard
Four United Plaza, 5th Floor
Baton Rouge, Louisiana 70809
ATTN: Fred L. Chevalier, Esq.

Its mailing addresses are:

Governor’s Office
State Capitol Building, 4th Floor
P.O. Box 94004
Baton Rouge, Louisiana 70804

and

8555 United Plaza Boulevard, 5th Floor
Baton Rouge, Louisiana 70809
ATTN: Fred L. Chevalier, Esq.

Its registered agents for service of process and their addresses are:

Fred L. Chevalier, Esq.
8555 United Plaza Boulevard, 5th Floor
Baton Rouge, Louisiana 70809

and

Executive Counsel
Governor's Office
State Capitol Building, 4th Floor
P.O. Box 94004
Baton Rouge, Louisiana 70804

III. BOARD OF DIRECTORS

3.1 The Board shall be composed of five (5) natural persons, unless the Charter is amended to provide otherwise. The members of the Board shall be appointed by the governor of the state of Louisiana as provided in the Act.

3.2 The directors shall serve at the pleasure of the governor of the state of Louisiana.

3.3 The Board shall hold its meetings and keep the books of the Corporation at the principal office of the Corporation, or at such other place as they may determine.

3.4 The property and business of the Corporation shall be managed by the Board which may exercise all such powers of the Corporation and do all such lawful acts and things are not by statute or by the Charter or by these By-Laws directed or required to be exercised or done by other parties.

IV. COMMITTEES

4.1 The Board may by resolution(s) passed by a majority of the whole Board, designate one or more committees, each committee to consist of two (2) or more members of the Board, which shall have and may exercise such powers not inconsistent with Act or with the Charter and the By-Laws.

4.2 All committees formed by the Board shall keep regular minutes of their proceedings and report the same to the Board.

V. COMPENSATION OF DIRECTORS

5.1 All members of the Board shall serve without compensation, but the Corporation may reimburse such members for necessary expenses incurred in the discharge of their duties.

VI. MEETINGS OF THE BOARD

6.1 All meetings of the Board shall be subject to the Open Meetings Law (La. R.S. 42:11 *et seq.*) (the “*Open Meetings Law*”).

6.2 Regular meetings of the Board shall be held on the 2nd Thursday of January, April, July and October of each year in the Fifth Floor Conference Room at 8555 United Plaza Boulevard, Baton Rouge, Louisiana 70809, at 1:30 p.m. or at such other date, time and place as established by notice of meeting and given in the manner set forth in Section 7.1 hereof.

6.3 Special meetings of the Board may be called by the President of the Board or by any three (3) members of the Board upon twenty-four (24) hours’ notice given to each member of the Board. Such special meetings shall be held at the same place provided for regular meetings of the Board, or any such other place as shall be designated in the notice of special meeting given in accordance with Section 7.2 hereof.

6.4 At all meetings of the Board, the presence of a majority of directors shall be necessary and sufficient to constitute a quorum for the transaction of business. Except as otherwise required by statute or by the Charter, the vote of a majority of the directors present at the time and place of any meeting may adjourn such meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. The affirmative vote of a majority of the directors present at a meeting shall be necessary to decide any question.

VIII. NOTICES

7.1 Whenever notice is to be given under the provisions of the Act, the Charter or the By-Laws to any director or to any other person, it shall not be constructed to necessarily mean personal notice, but such notice may be given in writing (i) by mail, postage paid and addressed to such director or other person at such address as it appears in the records of the Corporation, which notice shall be deemed to be given at the time of deposit into a post office or letter box, postage paid; (ii) by facsimile with receipt acknowledged, sent to such director or other person at the facsimile number as it appears in the records of the Corporation, which notice shall be deemed to have been given at the time it was faxed; or (iii) by e-mail with receipt acknowledged, sent to such director or other person at the e-mail address as it appears in the records of the Corporation, which notice shall be deemed to have been given at the time it was e-mailed. Notice of all meetings of the Board of Directors of the Corporation shall also be given in accordance with Open Meetings Law.

7.2 Notices of special meetings may be given in the manner set forth above or by posting a copy of the notice at the principal office of the Corporation and shall comply with the provisions of the Open Meetings Law.

VIII. OPERATION OF THE CORPORATION

8.1 the Corporation shall be subject to the Public Records Law, Code of Ethics, and the Bond Validation Act, as provided in the Act. All capital construction performed by or on behalf of the Corporation shall be advertised for bid and contracted for in accordance with the provisions of La. R.S. 38:2211, et seq.

IX. OFFICERS

9.1 The officers of the Corporation shall be a president, a vice president, a secretary-treasurer and such other officers as the Board may so appoint.

9.2 The Board shall elect the officers of the Corporation at a regular or special meeting each year and shall fix their respective terms.

X. THE PRESIDENT

10.1 The president shall be the chief executive officer of the Corporation. He shall preside at all meetings of the Board at which he is present. He shall, in general, perform all duties and have all powers incident to the office of president and shall perform such other duties and have such other powers as from time to time may be assigned to him by these By-Laws or by the Board.

XI. THE VICE PRESIDENT

11.1 At the request of the president or in the event of his absence or disability, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties and have such other powers as from time to time may be assigned to him by these By-Laws or by the Board or by the president.

XII. THE SECRETARY-TREASURER

12.1 The secretary-treasurer shall keep the minutes of the proceedings of the Board in one or more books to be kept for such purpose. He shall have custody of the seal of the Corporation and shall have authority to cause such seal to be affixed to or impressed or otherwise reproduced upon all documents, the execution and delivery of which on behalf of the Corporation shall have been duly authorized. He shall keep full and accurate accounts of receipts and disbursements of corporate funds in books belonging to the Corporation. He shall cause all moneys and other valuable effects to be deposited in the name and to the credit of the Corporation in such depositories as may be

designated by the Board. He shall cause the funds of the Corporation to be disbursed when such disbursement have been duly authorized, taking proper vouchers for such disbursements, and shall render to the president and the Board, whenever requested, an account of all his transactions as secretary-treasurer and of the financial condition of the Corporation. He shall, in general, perform all duties and have all powers incident to the office of secretary-treasurer and shall perform such other duties and have such other powers as may from time to time be assigned to him by these By-Laws, by the Board or by the president.

XIII. OTHER OFFICERS

13.1 Any other officer or officers appointed by the Board shall perform such other duties and have such other powers as from time to time may be assigned to him by the Board, the president, the vice-president or the secretary-treasurer of the Corporation.

XIV. EXECUTION OF INSTRUMENTS

14.1 All documents, instruments or writings of any nature shall be signed, executed, verified, acknowledged and delivered by such officer or officers or such agent or agents of the Corporation and in such manner as the Board from time to time may determine.

14.2 All notes, drafts, acceptances, checks, endorsements, and all evidences of indebtedness of the Corporation whatsoever shall be signed by such officer or officers or such agent or agents of the Corporation and in such manner as the Board from time to time may determine. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories shall be made in such manner as the Board from time to time may determine.

XV. AMENDMENTS

15.1 These By-Laws may be amended, restated or repealed by a majority vote of the entire Board at any regular or special meeting of the Board.

XVI. SEAL

16.1 The official seal of the Corporation shall be as follows:

Around the outside edge the words "Louisiana Correctional Facilities Corporation" and in the center the word "SEAL".

XVII. OFFICIAL JOURNAL

17.1 The official journal of the Corporation is hereby designated as *The Advocate*, a daily newspaper published in the City of Baton Rouge, Parish of East Baton Rouge, Louisiana.”

Dated: October 10, 2012.