

**AMENDED AND RESTATED BYLAWS**

**OF**

**THE EMERIL LAGASSE FOUNDATION**

(By Resolution of the Member dated 3/31/2010)

**ARTICLE I**

**Meetings**

**1. Place of Meeting.**

Any or all meetings of the Board of Directors of this corporation may be held within or outside the State of Louisiana, provided that no meeting shall be held at a place other than the office of The Emeril Lagasse Foundation, in New Orleans, Louisiana, except pursuant to a resolution adopted by the Board of Directors.

**2. Annual Meeting of Directors.**

An annual meeting of the Directors shall be held in each year on the first Friday in February, at 829 St. Charles Avenue, New Orleans, Louisiana, 70130, or at such other time and place as the Member may determine.

**3. Notice of Annual Meeting of Directors.**

At least fifteen (15) days prior to the date fixed by Section 2 of this Article for the holding of the annual meeting of the Directors, written notice of the time and place of the meeting shall be mailed, as provided, to each Director entitled to vote at the meeting.

**4. Delayed Annual Meeting.**

If, for any reason, the annual meeting of the Directors is not held on the day designated, the meeting may be called and held as a special meeting, and the proceedings may be there as at an annual meeting, provided that the notice of meeting shall be the same required for the annual meeting, namely, not less than a fifteen (15) day notice.

**5. Order of Business at Annual Meeting.**

The order of business at the annual meeting of the Directors shall be as follows:

- (a) Roll call;
- (b) Reading notice and proof of mailing;
- (c) Reading of minutes of last preceding meeting;
- (d) Report of President;
- (e) Report of Secretary;
- (f) Report of Treasurer;
- (g) Election of officers;
- (h) Transaction of other business mentioned in the notice; and
- (i) Adjournment.

Provided that, in the absence of any objection, the presiding officer may vary the order of business at his or her discretion.

**6. Special Meetings of Directors.**

A special meeting of the Directors may be called at any time by the President, or by a majority of the Board of Directors. The method by which the meeting may be called is as follows: upon receipt of a specification in writing setting forth the date and objects of the proposed special meeting, signed by the President, or by a majority of the Board of Directors, the Secretary or an assistant secretary shall prepare, sign and mail the notices requisite to the meeting.

**7. Notice of Special Meeting of Directors.**

At least fifteen (15) days prior to the date fixed for the holding of any special meeting of Directors, written notice of the time, place and purposes of the meeting shall be mailed, as provided, to each Director. Only business mentioned in the notice shall be transacted at the meeting.

**8. Annual Meeting of Member(s).**

An annual meeting of the Member(s) shall be held in each year on the last Friday in July, at 829 St. Charles Avenue, New Orleans, Louisiana, 70130, one of the purposes of which shall be the election of a Board of Directors.

**ARTICLE II  
Quorum**

**1. Quorum of Directors.**

A majority of the Directors shall constitute a quorum.

**ARTICLE III**  
**Voting, Elections and Proxies**

**1. Who Entitled to Vote.**

Each Director shall have one vote upon all questions presented for action at any meeting of the Directors.

**2. Proxies.**

Directors may vote by proxy. No proxy shall be deemed operative unless and until signed by the Director and filed with the corporation. In the absence of a limitation to the contrary contained in the proxy, it shall extend to all meetings of the Directors and shall remain in force three years from its date, and no longer.

**ARTICLE IV**  
**Board of Directors**

**1. Number and Term of Directors.**

The business, property and affairs of this corporation shall be managed by a board of directors composed of not fewer than three (3) nor more than fifteen (15) persons. Each Director shall hold office for a period of two (2) years or until a successor is elected and qualified. Emeril J. Lagasse shall be a Director for so long as he is a Member.

The Board of Directors shall be composed of persons representing a broad cross-section of the views and interests of the community. At all times, a majority of the Board of Directors shall be composed of "independent" Directors. A Director is considered "independent" only if all three (3) of the following circumstances apply at all times during the corporation's tax year:

1. The Director was not compensated as an officer or other employee of the corporation;
2. The Director did not receive total compensation or other payments exceeding \$10,000.00 during the corporation's tax year from the corporation or from any related organizations as an independent contractor, other than reimbursement of expenses under an accountable plan or reasonable compensation for services provided in the capacity as a Director of the corporation or from any related organizations; and,
3. Neither the Director, nor any family member of the Director, was involved in a transaction with the corporation (whether directly or indirectly through affiliation with another organization) that is required to be reported on the corporation's tax return, or in a transaction with a related organization of a type and amount that would be reportable on the related organization's tax return;

provided, however, a Director is not considered to lack independence merely because the Director is a donor to the corporation, regardless of the amount of contribution; or because the Director receives financial benefits from the corporation solely in the capacity of being a member of the charitable or other class served by the corporation and the exercise of its exempt function.

**2. Vacancies.**

Vacancies on the Board of Directors shall be filled by appointment made by vote of the Member or Members.

**3. Action by Unanimous Written Consent.**

If and when all of the Directors consent in writing to any action to be taken by the corporation, that action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Directors.

**4. Power to Elect Officers.**

The Board of Directors shall select a president, a secretary and a treasurer. The Board of Directors may elect one or more vice-presidents and one or more assistant secretaries. No officer need be a member of the Board of Directors.

**5. Power to Appoint Other Officers and Agents.**

The Board of Directors shall have the power to appoint other officers and agents as the Board of Directors may deem necessary for the transaction of the business of the corporation.

**6. Removal of Officers and Agents.**

Any officer or agent may be removed by the Board of Directors whenever in the judgment of the Board of Directors the business interests of the corporation will be served.

**7. Power to Fill Vacancies.**

The Board of Directors shall have the power to fill any vacancy in any office occurring from any reason.

**8. Delegation of Powers.**

For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board of Directors may delegate all or any of the powers and duties of any officer to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any

instrument in more than one capacity.

**9. Power to Establish Committees.**

The Board of Directors, by resolution adopted by a majority of the Directors of the entire Board of Directors, may from time to time establish such committees and advisory boards (collectively "committees") as the Directors deem advisable. Each committee shall consist of one or more persons, who need not be Directors or Members or officers of the corporation, and shall have and exercise such duties as determined by the Board of Directors. Each committee shall, by majority vote, appoint a chairman of said committee. The members of each committee shall be selected and serve at the pleasure of the Board of Directors. The President of the corporation shall be a member of each committee without exception. The Board of Directors shall have the power to dismiss any person from membership in any committee. Any vacancy occurring on a committee may be filled by the chairman of the committee subject to all of the provisions hereof.

The Board of Directors may not delegate to a committee the powers of the Directors or of the officers of the corporation. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors at the next following meeting of the Board of Directors. A majority of the members of each committee may fix its rules of procedure and by-laws, subject to amendment at any time by the Board of Directors. No member of any committee shall by reason of such membership have the authority, and no committee vote of decisions, shall bind the corporation in any manner, and the vote and decision of the Board of Directors shall control in all matters referred to any committee.

It shall be the duty of each committee to make such reports as from time to time may be requested by the Board of Directors, or the Chairman of the Board of Directors, or as required by these Bylaws.

**10. Compensation.**

The compensation of Directors, officers, agents and members of any committee may be fixed by the Board of Directors.

**ARTICLE V  
Officers**

**1. President.**

The President shall preside over all meetings of the Board of Directors. The President shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall be ex officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

**2. Vice-Presidents.**

The vice-presidents, in the order of their seniority, shall perform the duties and exercise the powers of the President during the absence or disability of the President.

**3. Secretary.**

The Secretary shall attend all meetings of the Board of Directors, and of the executive committee, and shall preserve in the books of the corporation true minutes of the proceedings of all meetings. The Secretary shall safely keep in his or her custody the seal of the corporation and shall have authority to affix it to all instruments where its use is required. The Secretary shall give all notices required by statute, bylaw or resolution and shall perform any other duties as may be delegated by the Board of Directors or by the executive committee.

**4. Treasurer.**

The Treasurer shall have custody of all corporate funds and securities and shall keep in the books belonging to the corporation full and accurate accounts of all receipts and disbursements and shall deposit all moneys, securities and other valuable effects in the name of the corporation in the depositories designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, and shall render to the President and Directors at the regular meetings of the Board of Directors, and whenever requested by them, an account of all treasury transactions and of the financial condition of the corporation.

**5. Assistant Secretary.**

The assistant secretary, if any, in the absence or disability of the Secretary, shall perform the duties and exercise the powers of the secretary.

**ARTICLE VI**  
**Execution of Instruments**

**1. Checks and Drafts.**

All checks, drafts and orders for payment of money shall be signed in the name of the corporation and shall be countersigned, by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

**2. Contracts, Conveyances or Other Instruments.**

When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President, or any vice-president, and the Secretary, or assistant secretary, may execute it on behalf of this corporation and may affix the

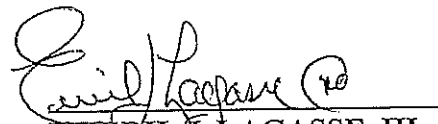
corporate seal. The Board of Directors shall have the power to designate the officers and agents who shall have authority to execute any instrument in behalf of this corporation.

**ARTICLE VII**  
**Power of Board of Directors to Borrow Money**

The Board of Directors shall have the full power and authority to borrow money whenever in the discretion of the Board of Directors the exercise of that power is required in the general interests of this corporation, and in that case the Board of Directors may authorize the proper officers of this corporation to make, execute and deliver in the name and behalf of this corporation any notes, bonds, and other evidence of indebtedness as the Board of Directors shall deem proper, and the Board of Directors shall have the full power to mortgage the property of this corporation, or any part as security for the indebtedness, and no action on the part of the membership of this corporation shall be requisite to the validity of any note, bond, evidence of indebtedness or mortgage.

**ARTICLE VIII**  
**Membership**

Emeril J. Lagasse, III, shall be the sole Member of this corporation. There shall be no other Members of this corporation, until the death of Emeril J. Lagasse, III, or upon Emeril J. Lagasse, III ceasing to be a Member of this corporation for any reason whatsoever, whichever occurs first. Upon the death of Emeril J. Lagasse, III, or if Emeril J. Lagasse, III ceases to be a Member of this corporation for any reason whatsoever, whichever occurs first, the Member(s) of this corporation shall be such as is/are appointed by Emeril J. Lagasse, III in his Last Will and Testament or in any authentic act, provided, however, if Emeril J. Lagasse, III has not made any such appointment, the Members of this corporation shall be each Director of this corporation serving at the time of Emeril J. Lagasse, III's death or cessation of his membership in this corporation. Thereafter, the Members shall be the Directors as such Directors are elected from time to time.

  
**EMERIL J. LAGASSE, III**  
President

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**ANTHONY CRUZ**  
Secretary