

EXHIBIT C TO FARA REGISTRATION—AUX INITIATIVES LLC

CORPORATE DOCUMENTS

**ORIGINAL ARTICLES OF ORGANIZATION  
OF  
AUX INITIATIVES, L.L.C.  
A LIMITED LIABILITY COMPANY**

**STATE OF LOUISIANA**

**PARISH OF EAST BATON ROUGE**

The undersigned, for the purposes of forming a limited liability Company in accordance with the Louisiana Limited Liability Company Law, (Title 12, Chapter 1, Louisiana Revised Statutes of 1950 as may be codified and amended at La.R.S. 12:1301, et seq. and hereafter or sometimes referred to as the "Act") hereby adopts the following Original Articles of Organization:

**ARTICLE I.  
NAME**

The name of the limited liability company is AUX Initiatives, L.L.C.(sometimes hereafter referred to as the "Articles").

**ARTICLE II.  
PURPOSE**

The Company's purpose is to engage, either for its own account or the account of others, as either agent or principal, in any lawful activity for which limited liability companies may be formed under the provisions of the Act; and to the extent not prohibited thereby to enter upon and engage in any kind of business of any nature whatsoever in any other state of the United States of America, any foreign nation, and any territory of any country to the extent permitted by the laws of such other state, nation or territory. It shall have all such power as is not repugnant to law.

**ARTICLE III.  
TERM**

The limited liability company shall have perpetual existence pursuant to the provisions of La.R.S. 12:1303.

**JAY DARDENNE  
SECRETARY OF STATE  
RECEIVED & FILED  
DATE JAN 29 2008**

**ARTICLE IV.  
MEETINGS OR ACTIONS OF THE MEMBERS**

Members may meet as often, in such places and on such matters as the members desire, including meeting by telephone or other agreed upon telecommunications. Records of the meetings shall be kept by a person designated by the members provided that the records of the meeting and the information required by La.R.S. 12:1319 shall be maintained at the office of the registered agent for the Company. Copies of those records may be maintained at the principal office of the Company if different from the office of the registered agent.

Unless otherwise provided by law, any action either required to be taken or which may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by the members having not less than the minimum number of votes necessary to authorize or take the action at a meeting at which all members entitled to vote on the matter were present and voted.

**ARTICLE V.  
MEMBERS**

Pursuant to the provisions of La.R.S. 12:1311, the limited liability company has one (1) initial member. The member is:

Lydia M. Lafleur  
6298 Seven Oaks  
Baton Rouge, LA 70806

Each member shall possess the authority and powers set forth in Articles VI and VIII except as otherwise provided in Article VII.

**ARTICLE VI.  
MANAGEMENT BY AND AUTHORITY OF MEMBERS**

Except as provided below, each member shall have a single (one) vote per member on each matter properly brought before the members and (except as otherwise provided in these Articles) all decisions brought before the members shall be made by majority vote of the members.

Except as may be otherwise provided in Article VII, the members acting jointly or individually, shall have all necessary powers to carry out the purposes, business, projects and objectives of the Company, specifically including but not limited to the following:

- A. The right to negotiate and enter into contracts and obligations of any kind on behalf of the Company.
- B. To hire or retain employees, agents, consultants, representatives and advisors on behalf of this Company (or its designees), and to dismiss those persons so employed or retained.
- C. To initiate and defend actions in law and in equity, including participation in legal and administrative proceedings of any kind.
- D. To buy, own, manage, sell, lease, distribute, alienate, lease, mortgage, moveable, immoveable, corporeal or incorporeal property, on behalf of the Company.
- E. To borrow funds in the name of the Company on a secured or unsecured basis, at any interest rate from any party.
- F. To open financial accounts as well as receive and disburse funds and property of the Company, including making payments to employees, contractors, agents and representatives of the Company.

**ARTICLE VII.  
RESTRICTION ON AUTHORITY OF THE MEMBERS**

Pursuant to the provisions of La.R.S. 12:1318 (and except as otherwise provided in these Articles) a majority vote of the members shall be required to approve the following matters:

- 1. The dissolution and winding up of the Company.
- 2. The sale, exchange, lease, mortgage, pledge, or other transfer of all or substantially all of the assets of the Company.
- 3. The merger or consolidation of the Company.

4. The incurrence of indebtedness by the Company other than in the ordinary course of its business.
5. The alienation, lease, or encumbrance of any immovables of the Company.

**ARTICLE VIII  
ADDITIONAL AUTHORIZATION FOR SPECIFIC MEMBER**

Either of the members individually, including Lydia M. Lafleur, is specifically authorized to take or perform the following acts on behalf of the Company.

1. Open, establish, or close such accounts at any bank or financial institution chartered by, authorized to do business in or having a branch in the state of Louisiana.
2. Enter into such contracts on behalf of the Company as in opinion of the member are necessary or reasonable to conduct the affairs and business of the Company.
3. Establish a principal office and other offices for the Company in such places and locations as are deemed prudent by the member.
4. Prepare, file and submit such applications, forms, returns, reports and other documents of whatever kind as are necessary to allow the Company to conduct business in the state of Louisiana and elsewhere in accordance with law.
5. Take or perform any other act, except those which require a majority vote of the members, as are incident to operations, activities, and business of the Company.

**ARTICLE IX.  
LIMITATIONS OF LIABILITY**

The members of this Company expressly claim the benefits of limitation of liability under the provisions of La. R.S. 12:1314 and 12:1315 except as may be

otherwise provided in these Articles to the fullest extent allowed by law as fully and completely as though the provisions were recited herein in full.

**ARTICLE X.  
ALLOCATION OF PROFITS AND LOSSES**

Unless otherwise provided in a subsequently executed Operating Agreement, all profits, losses and distributions of the Company shall be allocated equally to and among the members. The provisions of this Article or any subsequently executed Operating Agreement shall not affect, modify or vitiate the limitations on the liability of members as set forth in Article IX.

**ARTICLE XI.  
CONTRIBUTIONS AND CAPITAL**

The contributions of a member to the Company may, pursuant to the provisions of La.R.S. 12:1321, take the form of cash, property, services rendered or to be rendered (including pre-filing or pre-certification research, organizational and developmental services), a promissory note or other binding obligation to contribute or commit funds, property or services. However, when the capital contribution is of property or services (rendered or to be rendered), the value of the property or services shall be assigned a specific dollar amount by majority vote of the members before the property or services are officially recorded as contributions or capital in the books, minutes, accounts or records of the Company. A previously assigned dollar valuation of property or services contributed by a member as capital of the Company may be subsequently adjusted, increased or reduced but only by a majority vote of the members officially recorded in the books, minutes, accounts or records of the Company.

**ARTICLE XII.  
INDEMNIFICATION OF MEMBERS**

The Company shall, by majority vote of its members, indemnify any person who was or is a party to, or who is threatened to be made a party to, any civil, criminal, administrative or investigative action (other than an action by or in the name of the Company) because he or she is or was a member of the Company, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and

reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had reasonable cause to believe at the time that his conduct was lawful.

**ARTICLE XIII.  
WAIVER OF MEETING NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any member of the Company under the provisions of the Act or the Articles, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether made before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIV.  
SUBSEQUENT OPERATING AGREEMENT**

The members, by majority vote, subsequent to forming and original recognition of the Company, may (but shall not be required to) devise, enter into, execute and implement an operating agreement assigning certain rights, responsibilities, authority and duties to a member or subsequently appointed manager pursuant to Article XIII, specifically including provisions for the distribution or allocation of property and funds of the Company.

**ARTICLE XV.  
SUBSEQUENT APPOINTMENT OF MANAGERS**

The members may, subsequent to forming and recognition of the limited liability Company, appoint by majority vote, a manager or managers to manage all of the affairs of the Company (or such limited affairs as may be designated by the members or the Operating Agreement).

**ARTICLE XVI.  
AMENDMENT OF ARTICLES**

These Articles may be amended by majority vote of the members.

**ARTICLE XVII.  
ASSIGNMENT OR ENCUMBRANCE OF MEMBERSHIP INTEREST**

A membership interest shall be assignable in whole or in part, but only upon unanimous consent and vote of the members. An assignment of a membership interest shall not entitle the assignee to become or to exercise any rights or powers of a member until such time as he is admitted in accordance with the provisions of the Act of these Articles. An assignment shall entitle the assignee only to receive such distribution or distributions, to share in such profits and losses, and to receive such allocation of income, gain, loss, deduction, credit, or similar item to which the assignor was entitled to the extent assigned.

The pledge of or granting of a security interest, lien, or other encumbrance in or against any or all of the membership interest of a member, once approved by a majority vote of the members, shall not cause the member to cease to be a member or to have the power to exercise any rights or powers of a member.

**ARTICLE XVIII.  
INTERIM DISTRIBUTIONS**

Except as otherwise prohibited by the Act, a member may upon majority vote of the members, receive distributions of funds or property from the Company before the withdrawal of the member from the Company and before the dissolution and winding up of the Company.

Interim distribution of cash or other assets of a Company shall be allocated among the members in the manner determined by a majority vote of the members or as provided in a written Operating Agreement. To the extent such Operating Agreement does not so provide in writing, distributions shall be made equally to the members.

THUS DONE AND SIGNED this \_\_\_ day of January, 2008.

  
LYDIA M. LAFLEUR,  
ORGANIZER AND MEMBER

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

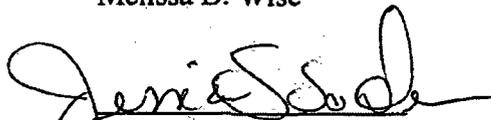
BE IT KNOWN, that on this 28<sup>th</sup> day of January, 2008, before me, the undersigned Notary Public, duly commissioned, qualified and sworn within and for the State and Parish aforesaid, personally came and appeared Lydia M. Lafleur known by me to be the identical person who executed the foregoing Articles of Organization and Initial Report as the Organizer, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, whose names are subscribed hereto, that he executed the above and foregoing Articles of Organization and Initial Report of his own free will, as his own act and deed, for the uses, purposes, and benefits described therein.

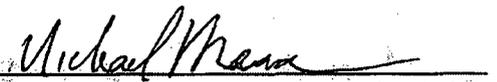
WITNESSES:

ORGANIZER:

  
Melissa B. Wise

  
Lydia M. Lafleur

  
Jessica S. Sanders

  
Michael E. Menasco, Jr., Notary Public  
Louisiana Bar Roll #28392  
State of Louisiana

**INITIAL REPORT OF  
AUX INITIATIVES, L.L.C.  
A LIMITED LIABILITY COMPANY**

SECRETARY OF STATE

STATE OF LOUISIANA

BATON ROUGE, LOUISIANA

BEFORE ME, the undersigned Notary Public, and in the presence of the undersigned witnesses, personally came and appeared Lydia M. Lafleur, Organizer of AUX Initiatives, L.L.C., who, complying with Louisiana Revised Statutes 12:1305, makes the initial report for AUX Initiatives, L.L.C. as follows:

1. The location and municipal address of the limited liability Company's registered office is:

6298 Seven Oaks  
Baton Rouge, Louisiana 70806

2. The full names and municipal address of its registered agent is:

Lydia M. Lafleur  
6298 Seven Oaks  
Baton Rouge, LA 70806

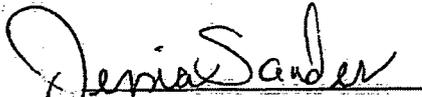
3. The name and municipal address of the limited liability Company's initial member is:

Lydia M. Lafleur  
6298 Seven Oaks  
Baton Rouge, LA 70806

THUS DONE AND SIGNED in the Parish of East Baton Rouge, State of Louisiana, on the 28<sup>th</sup> day of January 2008, in the presence of the undersigned competent witnesses and me, Notary, after a due reading of the whole.

WITNESSES:

ORGANIZER:

  
Jessica S. Sanders

  
Lydia M. Lafleur  
Organizer, Member

  
Melissa B. Wise

  
Michael E. Menasco, Jr., Notary Public  
Louisiana Bar Roll #28392  
State of Louisiana

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED REGISTERED AGENT  
LSA R.S. 12:1205 (E)(3)**

To the State Corporation Department  
State of Louisiana

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

On this 28<sup>th</sup> day of January 2008, before me, a Notary Public, personally came and appeared Lydia M. Lafleur, who is known by me to be that person, and who, being duly sworn, acknowledged to me that he does accept appointment as the Registered Agent of AUX Initiatives L.L.C., which is a limited liability company authorized to transact business in the State of Louisiana pursuant to the provisions of the Title 12, Chapter 22.

  
LYDIA M. LAFLEUR  
REGISTERED AGENT

Subscribed and sworn to before me on the day, month, and year first above set forth.

  
MICHAEL E. MENASCO, Notary Public  
Louisiana Bar Roll #28392  
State of Louisiana

UNITED STATES OF AMERICA  
State of Louisiana



Jay Dardenne  
SECRETARY OF STATE

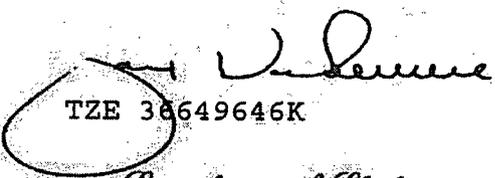
*As Secretary of State, of the State of Louisiana, I do hereby Certify that*  
a copy of the Articles of Organization and Initial Report of  
AUX INITIATIVES, L.L.C.

Domiciled at BATON ROUGE, LOUISIANA,

Was filed and recorded in this Office on January 29, 2008,

And all fees having been paid as required by law, the limited liability company is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R.S. Title 12, Chapter 22.

*In testimony whereof, I have hereunto set  
my hand and caused the Seal of my Office  
to be affixed at the City of Baton Rouge on,  
January 29, 2008*

  
TZE 38649646K

*Secretary of State*

