

ERVIN J. DUNHAM
10069 Jefferson Hwy.
Baton Rouge, LA 70809
JEFFERSON SQUARE TOWN HOUSE ASSOCIATION
(a Louisiana non-profit corporation)

ARTICLES of Incorporation

1. The name of this corporation is **JEFFERSON SQUARE TOWN HOUSE ASSOCIATION**, and is called and indicated herein as the "Corporation."
2. The Corporation is formed under **Chapter 2** of Title 12 of the La. Revised Statutes of 1950 (as amended), and shall have perpetual existence. The purpose is the management and preservation, maintenance and improvement of the land and buildings comprising **JEFFERSON SQUARE , a Townhouse Development, situated at 10101 Jefferson Highway in East Baton Rouge Parish, Louisiana**, and particularly the commonly owned movable and immovable property of the owners of that townhouse development or subdivision known and officially designated as **JEFFERSON SQUARE**, by Master Deed dated 27 December, 1971, and filed with the Clerk of Court and *ex officio* Recorder of the parish of East Baton Rouge. The Corporation shall be deemed subject to and in conformance to *La. R.S. 9:1121.102* and *La. R.S. 9:1123.101-1123.102*.
3. Membership in the Corporation is non-stock membership and is restricted to owners of the townhouse Units in **JEFFERSON SQUARE**, who are called a Council of Co-Owners. All owners of **JEFFERSON SQUARE** are automatically members of the Corporation. The voting rights and all other obligations and privileges of members shall be the same as the rights and obligations established by the Master Deed creating **JEFFERSON SQUARE** and the bylaws attached to the Master Deed as updated by the restated Bylaws dated 11-28-1001 and filed with the Clerk of Court and *ex officio* Recorder of the parish of East Baton Rouge as Original 705, Bundle 11292.
4. The Corporation shall have all of the powers of any corporation formed under Chapter 2 and the corporation through its governing body shall have the power to borrow money, to acquire ownership of things, to incur debt, to alienate things and make contracts, and act in all matters.
5. The corporation's domicile is the parish of East Baton Rouge and the registered office is at 10101 Jefferson Hwy, Baton Rouge, LA 70809.
6. The corporation's first registered agent is Christopher B. Moran, Sr., whose address is 10147 Jefferson Hwy, Baton Rouge, Louisiana, LA 70809.
7. The **restated ByLaws** of the "**JEFFERSON SQUARE HOMEOWNERS ASSOCIATION** (an unincorporated homeowners association made up of the Council of Co-Owners of **JEFFERSON SQUARE**) which were adopted on November 11, 2001, by the Council of Co-owners (as amended to date) **are hereby adopted** as the bylaws of this corporation. All resolutions of the Board of Owner Representatives and all resolutions of the Council of Co-Owners of the **JEFFERSON SQUARE HOMEOWNERS ASSOCIATION** (an unincorporated homeowners association made up of the Council of Co-Owners of **JEFFERSON SQUARE**) which were adopted prior to this day, and not repealed or superceded **are hereby adopted**

as resolutions of this corporation, effective as of date of incorporation.

8. The corporate governing power is vested in Owner Representatives acting as a "Board," to be elected by the members of the corporation (as a Council of Co-Owners) in accordance with the provisions of the Master Deed, and in accordance with the said By-Laws of the JEFFERSON SQUARE HOMEOWNERS ASSOCIATION, adopted on November 11, 2001, by the Council of Co-owners, as amended from time to time. The actions of the Board shall be taken by a resolution duly adopted by a majority vote and expressed in written form to be certified by the officers of the corporation. The Board of Owner Representatives shall have all of the power granted by law to a board of directors of a corporation, subject only to the Bylaws of the Corporation and the Master Deed creating JEFFERSON SQUARE.

9. Owner Representatives must be members of the corporation and at least 18 years of age. The Board of Owner Representatives last elected by the Council of Co-owners and currently serving as Representatives as of June 1, 2008, shall constitute the Board of Owner Representatives of this corporation, until succeeded in office. The terms of office of the Owner Representatives shall expire upon the same schedule in effect when elected prior to this day.

10. In addition to any other method allowed by law, a majority of the Owner Representatives who are competent to act, may act in writing on behalf of the corporation with the same effect as though such had been accomplished by resolution adopted by majority at a meeting of the Owner Representatives.

11. The officers of the Corporation are those described by the By-Laws of the JEFFERSON SQUARE HOMEOWNERS ASSOCIATION, adopted on November 11, 2001, by the Council of Co-owners (as amended from time to time). The officers serving as of July 1, 2008, shall be the officers of this corporation and shall serve until succeeded in office. The terms of their offices shall expire upon the same schedule in effect when elected.

12. The Corporation may assume by merger, consolidation, or assignment all of the rights and liabilities of the JEFFERSON SQUARE HOMEOWNERS ASSOCIATION (an unincorporated homeowners association made up of the Unit owners of JEFFERSON SQUARE), upon the agreement of the Owner Representatives of JEFFERSON SQUARE to effect such merger and assignment, in which case the agreement shall provide that the unincorporated association shall thereafter cease to exist as an operating entity for the owners of JEFFERSON SQUARE.

13. The Owner Representatives' names and addresses are provided on the Schedule attached hereto and made a part hereof.

14. Any matter not addressed by these articles may be governed by the bylaws of the Corporation. These articles and the bylaws of the Corporation may be amended by the Council of Co-Owners by a majority vote of at least two-thirds (2/3) of the voting power of the membership, and in conformance to the rules established by the Master Deed and the bylaws of the Corporation. In addition to any other method allowed by law, the Council of Co-Owners may

act by written resolution of members who are competent to act with the requisite approval ratio with the same effect as though such resolution had been adopted by resolution adopted at a meeting of the Council of Co-Owners.

15. Dissolution of the corporation shall revert the powers and rights of the Council of Co-Owners of this Corporation to the Townhouse Unit owners of JEFFERSON SQUARE as an unincorporated association of owners described as the Council of Co-Owners of JEFFERSON SQUARE, subject to the stipulations and limitations recited in the Master Deed, Bylaws and applicable laws.

16. Notwithstanding, any other provision of the Articles of Incorporation, **until July 31, 2008**, or until the effective date of the anticipated agreement between this Corporation and the Owner Representatives of JEFFERSON SQUARE, whichever be last, the *incorporator* may amend these Articles of Incorporation upon his own motion, and he may represent and act for the Corporation in all matters at his discretion, without further authorization, including the signing of all corporate documents, contracts or appearances.

BEFORE ME, the undersigned Notary Public, and in the presence of the two undersigned witnesses, personally appeared Christopher Moran, to me known, who declared that he is the *incorporator* of the above described corporation; and in witness of such declarations has executed these Articles of Incorporation on this ____ day of July, 2008, at Baton Rouge, Louisiana, the date upon which corporate existence begins, **and he further accepts his office as registered agent of this corporation..**

Witnesses:

Christopher B. Moran ,Sr. *Incorporator*
PO Box 3242
Baton Rouge, Louisiana LA 70821

Notary Public