

BY-LAWS  
OF  
TUSCANY HOMEOWNERS ASSOCIATION INC.

The Tuscan Homeowners Association Inc., a Domestic Non-Profit and Non-Stock Corporation, incorporated in the State of Louisiana, hereinafter referred to as the "Association", does hereby adopt the following by-laws which shall govern the administration of the Association. The mailing address of the Association shall be PMB #14, 857 Brownswitch Rd., Slidell, LA 70458-5335. The Association's federal tax identification number is 41-2154237.

ARTICLE I – MEMBERSHIP

Section 1. Qualifications and Obligations of Membership.

The Members of the Association shall be as set forth in the Establishment of Restrictive Covenants for Property in Tuscan Subdivision, Parish of St. Tammany, State of Louisiana, recorded as Instrument # 1461097, Registry # 14443890 on October 27, 2004 in the records of Clerk of Court of St. Tammany Parish, hereinafter referred to as "Covenants". The Covenants provide in Article II that for the purpose of controlling, regulating and maintaining the common areas for the general use and benefit of all Lot Owners, each and every lot owner, by accepting a deed and purchasing a Lot or entering into a contract with regard to any lot in Tuscan Subdivision does agree to be a Member of and be subject to the obligations and duly enacted by-laws and rules of the Association.

Section 2. Votes.

Membership carries with it the privilege of one vote for each lot in the subdivision. The vote of each lot may not be further divided among owners of the lot. A person owning one or more lots shall be entitled to a vote for each lot owned. In no event shall any singular lot have more than one vote. . A vote of fifty-one (51%) percent of all voting members, whether in attendance or not, is required to approve actions and shall bind all members present or not.

Section 3. Time and place of meetings.

A meeting of Members of the Association for any purpose may be held at such time and

place in Slidell, Louisiana as the Board of Directors may fix from time to time and as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 4. Notice of Meeting.

Notice of meeting of the Association shall be in writing and directed to all lot owners of record as of the date of the notice that shall be posted at least ten (10) days prior to the date of the meeting setting forth the date, time and place thereof and the matters to be considered

Section 5. Presiding Officer; Order of Business.

(a) Meetings of Members shall be presided over by the President and the Secretary of the Association shall keep the minutes of the meetings and record in the minute book all resolutions adopted and all other transactions occurring at such meetings.

(b) The following order of business, unless otherwise ordered at the meeting, shall be observed as far as practicable and consistent with the purpose of the meeting:

- (1) Call of the meeting to order.
- (2) Presentation of the proof of mailing of the notice of the meeting, and, if the meeting is a special meeting, the call thereof.
- (3) Presentation of proxies.
- (4) Announcement that a quorum is present.
- (5) Reading and approval of the minutes of the previous meeting.
- (6) Report, if any, of officers.
- (7) Election of Directors, Officers and Architectural Control Committee if the meeting is an annual meeting or a meeting called for that purpose.
- (8) Miscellaneous business.
- (9) Adjournment.

Section 10. Quorum; Adjournments.

Fifty-one percent (51%) of the Members entitled to vote and present in person or represented by proxy, shall be necessary to, and shall constitute a quorum of the Members. If a quorum does not exist, the Members present shall have the power to adjourn the meeting from time to time, without notice of the adjourned meeting, if the time and place thereof are announced at the meeting at which the adjournment is taken, until a date which is not more than 30 days after the date of the original meeting. At any such adjourned meeting, at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. If the adjournment is for a period more than 30 days after the date of the original meeting, a notice of

the adjourned meeting shall be given to each Member.

### ARTICLE III - DIRECTORS

#### Section 1. General Powers; Number; Tenure.

(a) The business of the Association shall be managed by its Board of Directors of four or more Members. The Directors shall be elected at initial meeting of the Members and each Director, shall hold office until (his) (her) successor is elected.

(b) At any time subsequent to the initial meeting of the Members, the Board of Directors may, by majority vote, increase the number of Directors. Any increase in the number of Directors shall be by such number as may have been permitted by a vote of the Members at the previous annual meeting.

#### Section 2. Vacancies.

If any vacancies occur in the Board of Directors, or if any new directorships are created, they may be filled by a majority of the Directors then in office, although less than a quorum, or by a sole remaining Director. Each director so chosen shall hold office until the next annual meeting of Members and until (his) (her) successor is duly elected. If there are no Directors in office, any officer or Member may call a special meeting of Members at which meeting such vacancies shall be filled.

#### Section 3. Removal; Resignation.

(a) Except as otherwise provided by law, at a meeting of Members requested expressly for that purpose by a petition signed by at least fifty-one percent (51%) of the Members and called by the Secretary, any Director may be removed, with or without cause, by fifty-one percent (51%) of the Members entitled to vote. at an election of directors.

(b) Any director may be removed for cause by a vote of three-quarters (75%) of the Directors at any meeting of the Board of Directors.

(c) Any Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Association. Unless otherwise specified in such written notice, a resignation shall take effect upon delivery thereof to the Board of Directors or the designated officer. It shall not be necessary for a resignation to be accepted before it becomes effective.

#### Section 4. Place of Meetings.

The Board of Directors shall hold meetings, both regular and special, in Slidell, Louisiana.

#### Section 5. Annual Meeting.

The annual meeting of each newly elected Board of Directors shall be held immediately following the annual meeting of Members and no notice of such meeting shall be necessary to the

newly elected Directors in order legally to constitute the meeting, provided a quorum shall be present.

Section 6. Regular Meetings.

Additional regular meetings of the Board of Directors may be held without notice at such time and place as may from time to time be determined by the Board of Directors.

Section 7. Special Meetings.

Special meetings of the Board of Directors may be called by the President or by two or more Directors on three days' notice to each Director if such notice is delivered personally or sent by fax or email.

Section 8. Quorum; Adjournments.

At all meetings of the Board of Directors, one-half of the number of directors then in office shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law. If a quorum is not present at any meeting of the Board of Directors, the directors present may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

Section 9. Compensation.

Directors shall not be entitled to any compensation for their services as Directors of the Association.

Section 10. Action by Consent.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Board of Directors and such written consent is filed with the minutes of its proceedings.

Section 11. Meetings by Telephone or Similar communications.

The Board of Directors may participate in a meeting by means of conference telephone, video or similar communications equipment by means of which all directors participating in the meeting can hear each other, and participate in such meeting shall constitute presence in person by such director at such meeting.

ARTICLE IV - OFFICERS

Section 1. Designations; Titles.

The officers of the corporation shall be a President, a Treasurer, a Secretary, and such other officers as may, from time to time, be elected or appointed by the Board of Directors. Any two or more officers may be combined in the same person, and none need be a Director.

Section 2. President.

The President shall preside at all meetings of the Members. If the President is also a Director, he or she shall preside at all meetings of the Directors. He or she is the chief executive officer, with general management of the Association's business and power to make contracts in the ordinary course of business; shall see that all orders and Resolutions of the Board are carried into effect and direct the other officers in the performance of their duties; has power to execute all authorized instruments; and shall generally perform all acts incident to the office of President, or which are authorized or required by law, or which are incumbent upon him or her under the provisions of the Articles of Incorporation and these By-Laws.

Section 3. Treasurer.

The Treasurer has custody of all funds, securities, evidences of indebtedness, and other valuable documents of the Association. He or she shall receive and give, or cause to be given, receipts for moneys paid in on account of the Association and shall pay out of the funds on hand all just debts of the Association of whatever nature, when due. He or she shall enter, or cause to be entered, in books of the Association to be kept for that purpose, full and accurate accounts of all moneys received and paid out on account of the Association, and, whenever required by the President or the Directors, he or she shall render a statement of his or her accounts. He or she shall keep or cause to be kept such books as will show a true record of the expenses, gains, losses, assets and liabilities of the Association; and he or she shall perform all of the other duties incident to the office of the treasurer.

Section 4. Secretary.

The Secretary shall give, or cause to be given, notice of all meetings of Members and Directors and committees, and all other notices required by law or by these By-Laws, and in the case of his or her absence or refusal or neglect to do so, any such notice may be given by the Members or Directors upon whose request the meeting is called as provided in these By-Laws. He or she shall record all the proceedings of the meetings of the members, of the Directors, and of committees in a book to be kept for that purpose. Except as otherwise determined by the Directors, he or she has charge of the original membership books, transfer books, and membership ledgers. He or she shall perform such other duties as he or she may be assigned to him or her by the Directors or the President.

Section 5. Term of Office.

All officers elected or appointed by the Board of Directors or under its authority shall hold office at the pleasure of the Board or of an executive officer designated by the Board.

Section 6. Absence of Officers.

In the case of the absence of the President or in his or her inability to act as President, any Director or other officer may be appointed and selected by the Board of Directors to perform the duties of the President.

Section 7. Compensation.

Officers shall not be entitled to any compensation for their services as officers of the Association.

**ARTICLE V – ARCHITECTURAL CONTROL COMMITTEE**

Section 1. Election of Committee Members.

Upon resignation of the initially appointed members of the Architectural Control Committee, the Members at a noticed meeting shall elect three persons to serve as Committee members. To serve on the Architectural Control Committee, said persons must be voting Members of the Association and own a lot in the subdivision. Two of the elected Committee members must be homeowners in Tuscany Subdivision. Committee members shall serve for a term of one year at which time another election is held.

Section 2. Operations of the Committee.

The Architectural Control Committee shall serve and perform such functions and operations as set forth in the Covenants of the Association.

Section 3. Compensation.

Members of the Architectural Control Committee shall not be entitled to any compensation for serving as Architectural Control Committee members.

**ARTICLE VII - AMENDMENTS**

Section 1. Right to Amend.

The voting members, by affirmative vote of fifty-one percent (51%) of those present or represented, may, at any meeting, amend or alter any of the By-Laws.

## ARTICLE VIII - MISCELLANEOUS PROVISIONS

### Section 1. Checks, Drafts, Notes.

All checks, drafts, other orders for the payment of money, and notes or other evidences of indebtedness, issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall, from time to time, be determined by the Board.

### Section 2. Notice.

Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated; any notice is sufficient if given by depositing the same in a mail receptacle in a sealed post-paid envelope addressed to the person entitled thereto at his or her last known address as it appears on the day of such mailing.

### Section 4. Waiver of Notice.

Whenever any notice of the time, place or purpose of any meeting of voting Members, Directors or committee is required by law, the Articles of Incorporation or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting before or after the holding thereof, or actual attendance at the meeting of voting members in person or by proxy or at the meeting of directors or committee in person, is equivalent to the giving of such notice except as otherwise provided by law.

### Section 5. Records.

The Articles of Incorporation this Association, the By-Laws and the proceedings of all meetings of the Members, the Board of Directors, and any committee shall be recorded in appropriate minute books. The minutes of each meeting shall be signed by the Secretary or other officer appointed to act as Secretary of the meeting.

### Section 7. Execution of Other Instruments.

The President or the Treasurer may execute documents in the name of this Association and on its behalf.

### Section 8. Incurring Debt.

No Member shall make any expenditure or incur any debt on behalf of the Association without authority delegated to him or her by the President or Board of Directors.

### Section 10. Severance Clause.

If any term or provision of these By-Laws or any application thereof shall be invalid or unenforceable, the remainder of these By-Laws or any other application of such term or provision

shall not be affected thereby.

**ARTICLE IX - INDEMNITY**

**Section 1. General.**

Any person made a party to any action, suit or proceeding, by reason of the fact that he, his testator or intestate representative is or was a director or officer of the Association in which he served as such at the request of the Association, shall be indemnified by the Association against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit, or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceedings, or in connection with any appeal therein that such officer or director is liable for negligence or misconduct in the performance of his duties.

**Section 2. Non-Exclusivity.**

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director may be entitled apart from the provisions of this section.

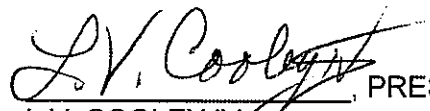
**Section 3. Indemnity Determination.**

The amount of indemnity to which any officer or any director may be entitled shall be fixed by the Board of Directors, except that in any case where there is no disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the then existing rules of the American Arbitration Association.

THUS DONE AND ADOPTED this 29th day of April, 2006.

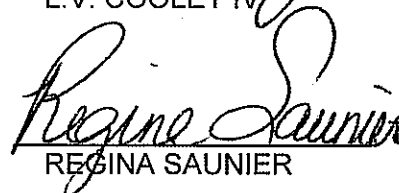
TUSCANY HOMEOWNERS ASSOCIATION INC.

BY:

  
L.V. COOLEY IV, PRESIDENT

ATTEST:

  
DANA KELM, SECRETARY

  
REGINA SAUNIER, TREASURER