



**R. Kyle Ardoin**  
SECRETARY OF STATE

*As Secretary of State, of the State of Louisiana, I do hereby Certify that*

the attached document(s) of

**HOLLY RIDGE TOWNHOUSES, SECOND AND THIRD FILING, PROPERTYOWNERS ASSOCIATION, INC.**

are true and correct and are filed in the Louisiana Secretary of State's Office.

34410049N ORIGF 6/18/1992 9 page(s)

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,

April 5, 2023

*Secretary of State*

WEB 34410049N



Certificate ID: 11712911#C4C42

To validate this certificate, visit the following web site, go to **Business Services, Search for Louisiana Business Filings, Validate a Certificate**, then follow the instructions displayed.

[www.sos.la.gov](http://www.sos.la.gov)

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ARTICLES OF INCORPORATION  
OF  
HOLLY RIDGE TOWNHOUSES, SECOND AND THIRD FILING,  
PROPERTYOWNERS ASSOCIATION, INC.

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The undersigned, for purposes of forming a corporation in accordance with the Louisiana Business Corporations Law relative to the organization of non-profit corporations, and particularly the provisions of R.S. 12:201-269 inclusive, hereby adopt the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the Corporation is:

HOLLY RIDGE TOWNHOUSES, SECOND AND THIRD FILING,  
PROPERTYOWNERS ASSOCIATION, INC.

ARTICLE II  
DOMICILE

The domicile of this Corporation shall be 12427 Coursey Boulevard, Baton Rouge, Louisiana 70816.

ARTICLE III  
NON-STOCK AND NON-PROFIT

This Corporation is organized on a non-stock non-profit basis and is irrevocably dedicated to the general purpose stated in Article IV which follows.

No part of the net earnings of the Corporation shall inure to the benefit of any member, board member, officer of the corporation or any private individual (except reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes).

No substantial part of the activities of the corporation shall be carrying on of propoganda, or otherwise attempting, to influence legislation, and the corporation may not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax liens.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE IV PURPOSES AND POWERS

This Corporation shall generally have all the powers, rights, privileges, capacities and immunities which non-profit corporations are authorized, and may hereafter be authorized, to possess under the Constitution and laws of the State of Louisiana, and particularly under Title 12, Sec. 201, et seq. of the Louisiana Revised Statutes.

The Corporation is organized primarily for the following purposes:

1) Performing all of the duties and obligations imposed on the Corporation in that certain Declaration of Protective Restrictions, Covenants and Conditions Applicable To Holly Ridge Townhouses, Second and Third Filings ("Declaration") and filed of record in the office of the Clerk of Court for the Parish of East Baton Rouge, State of Louisiana, at Original 228, Bundle 9678 which by its terms is made applicable to the following property:

FORTY-THREE (43) certain lots or parcels of land, together with all the rights, ways, privileges, anywise appertaining, located in the Parish of East Baton Rouge, Louisiana, in that subdivision known as HOLLY RIDGE TOWNHOUSES, SECOND FILING AND THIRD FILING, and being more particularly described on a map of survey entitled, "Final Plat of Holly Ridge Townhouses, A Townhouse Development, Being a Subdivision of Tract B-1-B1 of the Savell Tract" Prepared by Evans-Graves Engineers, Inc., dated October 17, 1983, as revised April 6, 1984 to add the Second Filing, recorded as Original 7, Bundle 9657, and on a map entitled "Final Plat of Holly Ridge Townhouses, A Townhouse Development, Being a Subdivision of Tract B-1-B1 of the Savell Tract" Prepared by Evans-Graves Engineers, Inc., dated May 25, 1984, revised June 26, 1984, recorded as Original 473, Bundle 9676, of the official records of the Clerk and Recorder

for the Parish of East Baton Rouge, State of Louisiana, said subdivision having the dimensions as shown on said map.

2. Performing all of its duties and obligations under any subsequent Declarations which may be made subject to these Articles;

3. Providing generally for the ownership, management and maintenance of the common areas located in the Second and Third Filing of Holly Ridge Townhomes;

4. Exercising certain rights and powers and performing certain obligations relating to the individual lots together with improvements thereon, including the homes, and as enumerated in the Declaration, and any subsequent Declarations made subject to these Articles;

5. Participating in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common areas; and

6. Except as limited in these Articles, perform any and all acts and things that a non-profit corporation is empowered to do under Louisiana law, which may be necessary, convenient or desirable in the administration of its affairs.

The Corporation shall not mortgage, pledge or hypothecate any or all of its movable or immovable property as security for money borrowed or debts incurred except with the consent of two-thirds of each class of members.

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: Annexation of additional properties, mergers and consolidations, dedication of common area, mortgaging of common areas, dissolution and amendment of these Articles.

#### ARTICLE V OFFICERS

The officers of this Corporation shall consist of a President, who shall be a member of the Board of Directors, and a Secretary-Treasurer and such other officers as the directors may elect or appoint. Any two or more offices may be held by the same person, except the office of President and Secretary. The President, Secretary and the Treasurer are to be elected annually by the Board of Directors and shall serve one year or until their successors are duly elected and installed.

ARTICLE VI  
MEMBERSHIP

The record owner (whether an individual or other legal entity) of a lot listed in Article VI above, shall be a member of the Corporation. Ownership shall be established by the recordation in the Public Records of East Baton Rouge Parish, State of Louisiana, of an instrument conveying ownership of lot and improvements thereon and the receipt by the Corporation of a certified copy thereof. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appertenant to and may not be separated from ownership of any lot which is subject to the Declaration described above. When more than one person owns an interest in a lot or when a coporate, partnership or other legal entity owns a lot, no more than two adults may be authorized to enjoy the full benefits of membership.

ARTICLE VII  
VOTING RIGHTS

The corporation shall have two classes of voting membership:

Class A. Class A members shall be all owners, with the exception of AOK, Incorporated, and shall be entitled to one vote for each lot owned.

Class B Class B member shall be AOK, Incorporated, or its successors, and shall be entitled to one and one-half votes for each lot owned. Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) When the the Class B member no longer owns one of the parcels described in Article IV above; or
- (b) On December 31, 1993.

When more than one person owns an interest in a lot, the vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast for a lot. When a corporate, partnership or other legal entity owns a lot, such owner shall designate in writing a natural person as the person entitled to cast one vote for the lot.

ARTICLE VIII  
CORPORATE POWERS AND MANAGEMENT

The corporate powers and management of this Corporation shall be vested in, and exercised by, a Board of Directors consisting of a minimum of two (2) members or a maximum of seven (7) members, elected by the members of the Corporation at the annual meeting held on the second Monday in October of each year,

beginning with the year 1992, to be held at the registered office of the corporation, or at such other place within or without the State of Louisiana, as may be provided in the By-laws. The number of directors shall be set forth in the By-laws subject to the above limitations.

At all elections, a majority of the Board of Directors shall decide the policies on any questions coming before such meeting.

Any vacancy occurring among the directors of this Corporation by death, resignation or otherwise, shall be filled, by election for the unexpired term, at the next regular or special meeting of the Board of Directors.

Failure to elect directors annually shall not dissolve this Corporation nor impair its corporate existence or management, but the directors then in office shall remain in office until their successors shall have been duly elected and installed.

A majority of the directors shall constitute a quorum; and a quorum shall be necessary to consider any question that may come before any meeting of the directors. If a quorum is not present at a duly assembled meeting, a majority of those present may adjourn the meeting from time to time, but may not transact any other business until a quorum is secured. A quorum being present, the affirmative vote of a majority of the directors present shall be necessary to decide any questions.

The Board of Directors shall have the power to make, alter and annul such By-laws, rules or regulations for the government of the affairs of this Corporation as it may deem proper.

Special meetings of the members of this Corporation may be called at such time and places as determined by the Board of Directors or by the President in the Parish of East Baton Rouge.

#### ARTICLE IX REGISTERED AGENTS

The name and address of the Corporation's registered agent is Jenny Vickers, 12427 Coursey Boulevard, Baton Rouge, Louisiana 70816.

#### ARTICLE X STOCK CLASSIFICATION

This Corporation is to be organized on a non-stock basis. There shall be but two classes of membership as delineated above. The subscribers to these Article of Incorporation shall be the first members of this Corporation. Other members may join at any time, subsequent to the purchase of property described above, which is subject to the Declaration of record described above. The fiscal year of this Corporation shall be from the first day of October in each year until the 30th day of September in the

following year; and each member shall pay annual dues, if any, as decided by a vote of the membership for each fiscal year, or fraction thereof, for which he is a member of this Corporation. Each member of this Corporation, upon the payment of dues as above set forth, shall be entitled to a certificate of membership for the fiscal year for which such dues are paid, the certificates of membership to be signed by the President and by the Secretary. If no dues have been authorized by the membership, then the only requirement for membership is the ownership of property in that portion of Holly Ridge Townhouses subject to the Declaration described above, and a written request for membership sent to one of the registered agents by registered or certified mail. After a lapse of thirty (30) days after receipt of the membership request, a certificate of membership shall be made and forwarded to the member. Failure of the member to receive said certificate shall in no way bar the member's active participation in the business of the Corporation and it is specifically authorized that the member may vote and take part in the Corporation activities thirty (30) days after the written request for membership has been received by one of the agents and all other requirements have been met.

#### ARTICLE XI INCORPORATOR

The Incorporator's name and address is:

Name	Address
Jenny Vickers	12427 Coursey Boulevard Baton Rouge, Louisiana 70816

The signing of these Articles of Incorporation by the said incorporator shall act as her election to membership in this Corporation.

#### ARTICLE XII BOARD OF DIRECTORS

The first Board of Directors shall be composed of Jenny Vickers and Charles Taylor, who shall serve until the first annual meeting of the membership of the corporation or until their successors are elected and qualified. Their address is 12427 Coursey Boulevard, Baton Rouge, Louisiana 70816.

#### ARTICLE XIII NOTICE TO HOLDERS OF MORTGAGES

The corporation shall give to each institutional holder of a first mortgage on a property subject to the Declaration, which has made a written request therefor, a thirty (30) day written notice of intent to (a) abandon or terminate the performance of its duties and obligations under the Declaration described herein, (b) materially amend the Declaration described herein,

these Articles of Incorporation or the By-Laws of this Corporation or (c) to change from professional management to self-management of the development or vice versa.

#### ARTICLE XIV INDEMNIFICATION

Each director and each officer of the corporation shall be indemnified by the corporation against all liabilities and expenses, including counsel fees reasonably incurred or imposed on him in connection with any proceeding to which he may be a party or in which he may become involved, by reason of his being or having been an officer or director at the time such expenses are incurred, unless the officer or director is adjudged guilty of willful malfeasance in the performance of his duties. In case of a settlement, the indemnification provided for herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the Corporation's best interests. The above described right of indemnification shall not be exclusive of all other rights to which such director or officer may be entitled but shall be in addition to such other rights.

#### ARTICLE XV DISSOLUTION

The corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

#### ARTICLE XVI AMENDMENTS OF ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended at a general membership meeting held pursuant to a special ten (10) day notice of amendments to be proposed. Either the Board of Directors or the members of the corporation may originate a proposed amendment. The requirement of a general membership meeting to change these Articles may be waived in writing by three-fourths (3/4) of the members of the corporation.

An amendment shall not be effective until it has received the approval of not less than two-thirds (2/3) of the entire membership of the Board of Directors and not less than three-fourths (3/4) of the entire membership of the corporation. No amendment, modification, supplement or deletion shall be effective if it violates any of the provisions of the Declaration described herein.



ARTICLE XVII  
LIMITS OF LIABILITY

No member of this Corporation shall ever be held liable or responsible for contracts, debts or defaults of this corporation in any further sum than the unpaid dues, if any, owing by him or her to the corporation, nor shall any mere informality in organization have the effect of rendering these Articles of Incorporation null or exposing the members to any liability other than as above provided.

THUS DONE AND SIGNED this 16<sup>th</sup> day of June, 1992 in the City of Baton Rouge, Louisiana.

WITNESSES:

*Constance M. [unclear]*

*Delra L. Alford*

*Jenny Vickers*  
JENNY VICKERS  
Incorporator


*[Signature]*  
NOTARY PUBLIC

To The State Corporation Department  
State of Louisiana

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

On this 16<sup>th</sup> day of June, 1992, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared Jenny Vickers, who is to me known to be the person, and who, being duly sworn, acknowledged to me that he does hereby accept appointment as the Registered Agent of HOLLY RIDGE TOWNHOUSES, SECOND AND THIRD FILING, PROPERTYOWNERS ASSOCIATION, INC., which is a Corporation authorized to transact business in the State of Louisiana pursuant to the provisions of the Title 12, Chapter 1,2, and 3.

  
\_\_\_\_\_  
JENNY VICKERS  
REGISTERED AGENT

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

  
\_\_\_\_\_  
NOTARY PUBLIC

NOTE: If the agent is a Corporation authorized to act as an agent then the affidavit must be executed by an officer of the corporation.