

**ARTICLES OF INCORPORATION**

**UNITED STATES OF AMERICA**

**OF**

**STATE OF LOUISIANA**

**SHELBY ESTATES HOMEOWNERS  
ASSOCIATION, INC.**

**PARISH OF LAFOURCHE**

**BE IT KNOWN**, that on this 15th day of December, 2011.

**BEFORE ME**, Michael P. Calabro, a Notary Public, duly commissioned and qualified within and for the Parish of St. James, State of Louisiana, and in the presence of the undersigned competent witnesses;

**PERSONALLY CAME AND APPEARED:**

**DEAN A. GRAVOIS** (S.S. No. XXX-XX-8766), of the full age of majority, who declared under oath that he has been married but once and then to Maria Simon Gravois, born Simon, with whom he presently lives and resides, domiciled in Lafourche Parish, Louisiana, whose present mailing address is 122 Olivia Drive, Thibodaux, Louisiana 70301;

whose signature is subscribed hereunto, who declared that, availing himself to the benefits and provisions of the Constitution of the State of Louisiana and the laws of said state relative to the organization of **non-profit corporations**, and particularly of the provisions of Louisiana Revised Statutes 12:201-269, inclusive, he does by these presents form and organize himself, as well as all other persons who may hereafter join or become associated with him or his successors, into a **non-profit corporation** for the object and purposes and under the covenants, stipulations and agreements hereinafter set forth, to-wit:

**ARTICLE I. - Name**

The name and title of this corporation shall be **Shelby Estates Homeowners Association, Inc.**, whose address and domicile is located at 122 Olivia Drive, Thibodaux, Lafourche Parish, Louisiana 70301, hereinafter sometimes referred to herein as "**the Association**," and under and by said name, unless sooner dissolved in accordance with law, it shall exist and continue, and shall have and enjoy corporate existence and succession, in perpetuity, during which time, it generally shall possess all of 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 this State, and particularly under Louisiana Revised Statutes 12:201, et seq.

**ARTICLE II. - Registered Office and Agent**

The domicile of this corporation shall be Lafourche Parish, Louisiana, and the location and post office address of its registered office shall be 122 Olivia Drive, Thibodaux, Louisiana 70301.

**ARTICLE III. - Purposes and Powers**

This corporation is organized to provide for the operation and management of the common areas located within the **Shelby Estates Subdivision**, which is located in the Parish of Lafourche, State of Louisiana, and to provide for the maintenance, control and preservation of the subdivision, including the common areas thereof, and to promote the health, safety and welfare of the owners and occupants of the property within the subdivision, pursuant to and in accordance with the powers and duties vested or to be vested in this corporation in the Protective Land Use Restrictions (hereinafter referred to as the "Restrictive Covenants") imposed by D & M. Gravois Holding Company, L.L.C. by Act dated June 30, 2008, recorded in COB 1745, folio 727, under entry No. 1051936 of the records of Parish of Lafourche, State of Louisiana, which Act imposing such Restrictive Covenants is made a part hereof by reference hereto, affecting the property therein described as **Lot One (1) through Lot Eleven (11) of Block One (1), inclusive, Lot One (1) through Lot Twenty-two (22) of Block Two (2), inclusive, and Lot One (1) through Lot Eleven (11) of Block Three (3), inclusive, of Shelby Estates Subdivision, located in Section 24, Township 14 South, Range 16 East, Parish of Lafourche, State of Louisiana**, as more fully shown on a survey plat made by Arthur A. DeFraites, Jr., Registered

Professional Land Surveyor, dated April 1, 2008, revised on June 12, 2008, signed by said surveyor on June 16, 2008, with a copy of said survey plat being recorded in COB 1744, folio 777, under entry No. 1051498 of the records of Lafourche Parish, Louisiana, which survey plat is also made a part hereof by reference hereto for greater particularity as to the description of said property. This corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon non-profit corporations by the Louisiana Non-Profit Corporation Law. All of the powers of this corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions as same may be modified or amended from time to time.

Mandatory membership in the Association shall be required by each lot owner in the development. Each lot owner shall be responsible for the payment of such dues and fees as may be from time to time assessed by the Association for the maintenance of such common elements or amenities that have been or may be constructed in connection with the subdivision. The Association will manage any such common elements or amenities as have been or may be constructed in connection with the subdivision, including the ornamental fences placed by the Developer along Louisiana State Highway No. 308, the entrance to the subdivision, including the island area within Olivia Drive near Louisiana State Highway No. 308, title to which amenities and common elements are to be transferred by the Developer to the Association when the Developer has sold at least fifty (50%) percent of the lots.

The Developer shall not be responsible for any assessments or dues until ninety (90%) per cent of the lots situated in the subdivision have been disposed of to third parties.

Payment of assessed dues and fees shall be mandatory, reserving unto the Association the right to enforce payment in accordance with its By-Laws, which By-Laws may include the right to place a lien upon said lot.

Each particular lot owner's assessments shall be based on a per lot basis.

In the event a lot is owned by more than one person, or entity, only one membership shall be required, and only one assessment of dues and/or other assessments approved by the Association shall be applicable.

In addition to the above, the Association shall also:

- a. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Restrictive Covenants, as the same may be amended from time to time as therein provided;
- b. To pay all expenses and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- c. Acquire (by gift, donation, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of immovable or movable property in connection with the affairs of the Association;
- d. Borrow money and, with the assent of two-thirds (2/3) of members, mortgage, pledge or hypothecate any or all of its immovable or movable property as security for money borrowed or debts incurred;
- e. Dedicate, sell, or transfer all or any part of the common area of the subdivision to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members agreeing to so such dedication, sale or transfer;
- f. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional property and common area, provided that any such merger, consolidation, or

annexation shall have the consent of two-thirds (2/3) of each class of members; and

- g. Have and exercise any and all powers, rights, and privileges which a corporation not for profit organized under Louisiana Law may now or hereafter have or exercise by law.

#### **ARTICLE IV. - Qualification and Manner of Admission of Members**

Every person or entity who is a record owner of a lot, either individually or jointly with others, as outlined in Article III herein, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot.

#### **ARTICLE V. - Voting Rights**

The Association shall have two classes of voting membership:

**Class "A".** Class "A" members shall be all owners, with the exception of the subdivision developer (D & M Gravois Holding Company, L.L.C., hereinafter called "the Developer"), and shall be entitled to one (1) vote for each lot owned. When more than one (1) person or entity holds an interest in a lot, then the vote attributable to such lot shall be exercised as the owners shall determine, but in no event shall more than one (1) vote be cast with respect to any one lot.

**Class "B".** The Class "B" member shall be the Developer. The rights of the Class "B" member includes the right to implement and approve all actions allowed or proposed the Restrictive Covenants, the By-Laws, and the Articles of Incorporation.

The Class "B" member may appoint a majority of the members of the Board of Directors during the Class "B" Control Period. The Control Period of the Class "B" member shall exist until ninety (90%) percent of the above-described lots in Shelby Estates Subdivision are conveyed to Class "A" members.

Upon termination of the Class "B" membership, the Developer shall be a Class "A" member and entitled to Class "A" votes for each Lot which it still owns.

#### **ARTICLE VI. - Term of Existence**

This corporation is to exist perpetually.

#### **ARTICLE VII. - Incorporator**

The name and address of the Incorporator is Dean A. Gravois, 122 Olivia Drive, Thibodaux, Louisiana 70301.

#### **ARTICLE VIII. - Board of Directors**

The business affairs of this Association shall be managed by the Board of Directors, which shall initially consist of two (2) members. The number of Directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than two (2).

The members of the Board of Directors need not be members of the Association and shall serve for a term as set forth in the By-Laws.

The President of the Association shall at all times be a member of the Board of Directors, and members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

The names and street addresses of the persons who are to serve as the first Board of Directors of the corporation are:

1. Dean A. Gravois  
122 Olivia Drive  
Thibodaux, Louisiana 70301

2. Maria Simon Gravois  
122 Olivia Drive  
Thibodaux, Louisiana 70301

**ARTICLE IX. - Officers**

The officers of the Association shall be a President, who shall at all times be a member of the Board of Directors, a Vice-President and Secretary/Treasurer, and such other officers as the Board of Directors may from time to time create.

The names of the persons who are to serve as officers of this Association until the first election are:

President: Dean A. Gravois  
Vice-President: Maria Simon Gravois  
Secretary/Treasurer: Maria Simon Gravois

The officers shall be selected at the annual meeting of the Board of Directors as provided in the By-Laws and each shall hold office until he shall sooner resign or shall be removed or otherwise disqualified to serve. Officers shall serve at the pleasure of the Board of Directors.

**ARTICLE X. - Dissolution**

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that acceptance of such dedication is refused, the 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 XI. - Amendments**

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the total members at a special meeting of the membership called for that purpose.

Amendments may also be made at a regular meeting of the membership by a two-thirds (2/3) vote of the total members upon notice given, as provided by the By-Laws, of intention to submit such amendments.

**ARTICLE XII. - Definitions**

The terms used herein shall have the same definition as set forth in the Restrictive Covenants and the By-Laws.

**ARTICLE XIII. - Indemnification**

The incorporators, officers, and directors of this corporation claim the benefits of the limitation of liability of the provisions of La. R.S. 12:24C, to the fullest extent allowed by law as more fully and completely as though said provisions were recited herein in full.


Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with proceedings to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer of the Association, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty or willful misfeasance, or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.


**THUS DONE AND PASSED** in the Parish of St. James, on the day, month and year first above written in the presence of the undersigned competent witnesses.


**WITNESSES:**

**INCORPORATOR:**

  
Marcella S. Dempster

  
Dean A. Gravois

  
Noche Z. Calabro

  
Notary Public (Michael P. Calabro)  
La. Notary ID No. 90880  
State of Louisiana, Parish of St. James  
My commission expires at my death.