

UNITED STATES OF AMERICA  
*State of Louisiana*  
Al Ater

SECRETARY OF STATE

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

a copy of an Amendment to the Articles of Incorporation of

MANCHAC HARBOR HOMEOWNERS ASSOCIATION, INC.

Domiciled at BATON ROUGE, LOUISIANA,

Was filed and recorded in this Office on July 11, 2006.

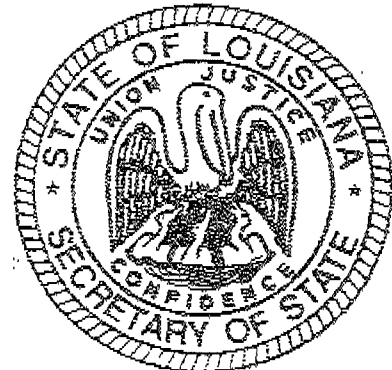
*In testimony whereof, I have hereunto set  
my hand and caused the Seal of my Office  
to be affixed at the City of Baton Rouge on,*

July 11, 2006

*Al Ater*

JMO 35488793N 36223855

*Secretary of State*



AMENDED  
ARTICLES OF INCORPORATION  
OF  
MANCHAC HARBOR HOMEOWNERS ASSOCIATION, INC.

STATE OF LOUISIANA  
Office of the Secretary of State  
I hereby certify that this is a true and correct copy  
as taken from the original on file in this office.

*[Signature]*  
Alister  
Secretary of State

Date: 7/11/06

STATE OF LOUISIANA  
PARISH OF EAST BATON ROUGE

BE IT KNOWN, that on this 21<sup>st</sup> day of June, 2006, before me, a Notary Public, in and for this Parish and State, came and appeared Robert P. Breazeale, Jr., a resident of East Baton Rouge Parish, having a mailing address of 5514 Moss Side Lane, Baton Rouge, LA, 70808, who declared, in the presence of the undersigned competent witnesses, that, availing himself of the provisions of Louisiana law, particularly Louisiana Revised Statutes of 1950, Title 12, Sections 201-269, as they may hereafter be amended, he does hereby amend the Articles of Incorporation of Manchac Harbor Homeowners Association, Inc.. *(By unanimous vote of the directors)*

ARTICLE 1.

NAME

The name of this corporation is Manchac Harbor Homeowners Association, Inc.  
(hereinafter referred to as the "Corporation").

ARTICLE 2.

NONPROFIT CORPORATION

Manchac Harbor Homeowners Association, Inc., is a non-profit corporation.

### ARTICLE 3.

#### PURPOSES AND POWERS

The objectives and purposes for which this Corporation is formed are hereby declared to be:  
To engage in any lawful activity for which corporations may be formed under Louisiana Revised Statutes of 1950, Title 12, Chapter 1 and particularly to assist the resident homeowners of Coldwater Creek Subdivision in the following ways to:

- (i) Enforce all covenants and restrictions contained in the Act of Restrictions for Manchac Harbor Subdivision, dated May 10, 2000 ( said act being recorded in the official records of the Clerk of Court of Ascension Parish, Louisiana, as Original 53155,), and as may be amended from time to time (hereinafter referred to collectively as the "Restrictions"),
- (ii) Serve and represent the Owners in any public matter or public hearing affecting Manchac Harbor Subdivision,
- (iii) Provide maintenance of the Manchac Harbor Subdivision entrance (the lighthouse, lighting, irrigation system and landscaping), and other common areas owned by the Association and any other areas or items so approved by the Association, and
- (iv) Act in any other capacity or matter in which the Owners of lots in Manchac Harbor Subdivision determine in accordance with these Articles and the Bylaws of this Corporation.

The generality of the foregoing is limited to the extent that the Corporation shall have only such purposes and shall engage in only such activities as are permissible for tax-exempt corporations

under Section 501 of the Internal Revenue Code of 1954, as it may hereafter be amended. No part of the net earnings of the Corporation shall inure to the benefit of any member.

#### **ARTICLE 4.**

##### **DURATION**

The Corporation shall enjoy perpetual corporate existence.

#### **ARTICLE 5.**

##### **REGISTERED OFFICE**

The location of the registered office of the corporation is 2924 Brakley Drive, Suite A6, Baton Rouge, Louisiana 70816 and the name of the registered agent is: Robert P. Breazeale, Jr. The registered office and registered agent may be changed at any time, subject to the requirements as stated in Louisiana Revised Statute 12:236 as amended.

#### **ARTICLE 6.**

##### **BASIS OF ORGANIZATION**

- (a) This Corporation is to be organized under a non-stock basis.
- (b) There shall be one class of members. Each owner of a lot in Manchac Harbor Subdivision ( " Owner or Member " ) shall be a member of the Corporation.
- (c) The qualification for membership of this Corporation shall be as set forth in the Restrictions.

The rights of the members of the Corporation to vote shall be in accordance with the provisions of the Restrictions and the By-Laws of the Corporation. Only members in good

standing may vote on matters coming before the Corporation. A member is in good standing if all dues and assessments, regular and special, owing the Corporation have been paid in full.

- (d) The fiscal year for this Corporation is from January 1 to December 31 of such year. The Board of Directors may change the fiscal year from time to time as it deems appropriate.

## ARTICLE 7.

### BOARD OF DIRECTORS

- (a) The direction and administration of this Corporation shall be vested in the Board of Directors.

- (b) The first Board of Directors and their addresses shall be as follows:

Robert P. Breazeale, Jr. 5514 Moss Side  
Lane, Baton Rouge, LA 70808  
President

Brent A. Nettles 12530 Willows End  
Drive Baton Rouge, LA 70810  
Secretary

Robert P. Breazeale, Jr. 5514 Moss Side  
Lane Baton Rouge, LA 70808  
Treasurer

- (c) The above named Board of Directors shall hold office from the date of this amendment and restatement. Each original board member shall serve through the 1st Tuesday of June, 2007.

The Board of Directors shall elect from their membership a President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time establish and deem to be necessary for the efficient management and operation of the Corporation.

Any one or more offices may be held by the same person, except that the offices of the President and Secretary may not be held by the same person.

- (d) The number of members serving on the Board of Directors shall be no more than seven (7) nor less than three (3) at any given time, as more particularly set forth in the By-Laws of the Corporation.
- (e) The Board of Directors (subsequent to the Original Board) shall be elected at the first general membership meeting of the fiscal year or on any other date fixed by the Board. Vacancies in the Board, whether by death, resignation or otherwise, shall be filled by an election for the unexpired term, by the Board of Directors.
- (f) The qualifications, powers and duties of the Board of Directors shall be fixed by the By-Laws of the Corporation.
- (g) The time, place, manner of calling, giving of notice of and conducting the Board meetings, as well as the number of directors required to constitute a quorum shall be fixed by the By-Laws of the Corporation.
- (h) A quorum of the Board shall be necessary to consider any question that may come before any meeting of the Board, except that if at any meeting a quorum is not present, the Board shall be governed by rules set forth in the By-Laws of the Corporation.

#### ARTICLE 8.

##### MEMBERSHIP DUES AND ASSESSMENTS

- (a) Each member of this Corporation is required to pay dues, annual assessments and special assessments in accordance with the provisions of the Restrictions and the By-Laws of the

Corporation. Dues, annual assessments and special assessments shall be collected by the Treasurer.

- (b) Non-payment of dues, annual assessments and special assessments shall be administered in accordance with the provisions of the Restrictions, and the By-Laws of the Corporation.
- (c) Membership dues, annual assessments and special assessments shall be used at the discretion of the Board, to carry out objectives and purposes of the Corporation as more particularly set forth in the By-Laws of the Corporation.

## ARTICLE 9.

### MEETING OF MEMBERS

At least one general membership meeting shall be held each year. This meeting shall take place at a location, date and time designated by the Board of Directors. Special meetings may be called by the Board, or by any five (5) members, as set forth in the By-Laws of the Corporation, following application to, and with approval of the Board. No business transacted at a members meeting shall be valid unless a quorum is present. The quorum shall be fixed by the By-Laws of the Corporation and the Restrictions. Meetings may be held at any place within Ascension Parish. Notification of a members' meeting shall be mailed or delivered to each member at the address listed with the Secretary as set forth in the By-Laws of the Corporation.

## ARTICLE 10.

## **BY-LAWS**

The Board of Directors shall have the exclusive power to make, amend and repeal By-Laws to govern this Corporation, provided such action is in accord with and does not conflict with these Articles or with the Restrictions.

## **ARTICLE 11.**

### **AMENDMENTS TO ARTICLES OF INCORPORATION**

Prior to 20 years after the date of these Articles of Incorporation, they may only be amended by affirmative vote at a duly called meeting, at which a quorum is present, of owners of 75% of all lots subject to the Restrictions. After 20 years following the date of these Articles of Incorporation, they may be amended by affirmative vote at a duly called meeting, at which a quorum is present, of owners of a majority of the lots subject to the Restrictions.

## **ARTICLE 12.**

### **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 and assessments, if any, owing by him or her to the Corporation, nor shall any mere formality in the organization have the effect of rendering the Articles of Incorporation null or of exposing the members to any liability other than as provided herein.

## **ARTICLE 13.**



**INCORPORATOR**

The name and address of the Amender is: Robert P. Breazeale, Jr., 5514 Moss Side Lane,  
Baton Rouge, LA 70808.

**ARTICLE 14.****DISTRIBUTION OF ASSETS**

Should this Corporation ever be dissolved, or should its existence terminate, all the assets of the Corporation shall be distributed only to organizations exempt from income tax under the provisions of Section 501(c)(3) under the Internal Revenue Code of 1954, or to the Federal Government or to the State of Louisiana or to the local government for a public purpose. No part of the assets of this Corporation shall ever be distributed to or used for the benefit of any member, trustee or officer of this corporation, or any private individuals or corporations.

**THUS DONE AND PASSED** in my office in the City of Baton Rouge, State of Louisiana, on the day, month, and year hereinabove set forth in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

*[Signature]*  
D.S. Loomis  
*[Signature]*  
Kristina L. Wall

AMENDER:

*[Signature]*  
President

NOTARY PUBLIC

*[Signature]*  
Bryghen Stewart  
# 32573  
8.