

R. Kyle Ardoin
SECRETARY OF STATE

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

a copy of Restated Articles of Incorporation of

JACKSON SQUARE CONDOMINIUM ASSOCIATION, INC.

Domiciled at BATON ROUGE, LOUISIANA,

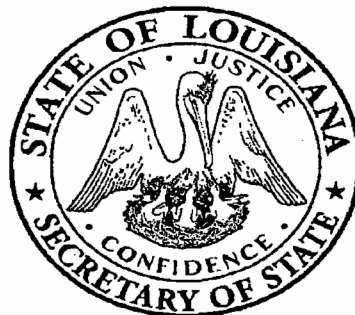
Was filed and recorded In this Office on February 16, 2023.

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,

February 17, 2023

Secretary of State

LC 35541571N



Certificate ID: 11689547#M7Q83

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

Page 1 of 1 on 2/17/2023 10:35:51 AM



**Certified True and
Correct Copy**
CertID: 2023031000100

East Baton Rouge Parish
Deputy Clerk Of Court

Generated Date:
3/10/2023 10:37 AM



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

JACKSON SQUARE CONDOMINIUM ASSOCIATION, INC.

are true and correct and are filed in the Louisiana Secretary of State's Office.
45276325 RESTA 02/16/2023 11 pages

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,
February 17, 2023

R. Kyle Ardoin

Secretary of State
LC 35541571N



Certificate ID: 11689548#VAR93
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

Page 1 of 1 on 2/17/2023 10:35:52 AM



Certified True and
Correct Copy
CertID: 2023031000100

Kay S. Vidine

East Baton Rouge Parish
Deputy Clerk Of Court

Generated Date:
3/10/2023 10:37 AM

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

JACKSON SQUARE CONDOMINIUM ASSOCIATION, INC.

Jackson Square Condominium Association, Inc., a nonprofit condominium association (the "Association") organized under the provisions of the Louisiana Nonprofit Corporation Law, La. R.S. 12:201, *et seq.*, and conforming to La. R.S. 9:1121.101, *et seq.*, through its undersigned President and Secretary and by authority of its Board of Directors and members, does hereby certify that:

FIRST: The Amended and Restated Articles of Incorporation set forth in paragraph FIFTH below accurately set forth the Articles of Incorporation of the Association and all amendments thereto in effect on the date hereof including the changes made by this amendment.

SECOND: Each amendment has been effected in conformity with law.

THIRD: The date of incorporation of the Association is August 20, 2003, and the date of these Amended and Restated Articles of Incorporation is November 15, 2022.

FOURTH: At the general annual meeting of members on November 15, 2022, a quorum was reached, with twenty-four (24) members present and twenty-two (22) members represented by proxy. The proposed amended and restated Articles of Incorporation was approved by the Board of Directors and sent to members to review thirty (30) days prior to the annual meeting. The members present, and through proxy ballot, voted in favor of amending and restating the Articles of Incorporation of the Association in their entirety by (i) amending Articles 4, 6, 7, 8, 11 and 12 and (ii) restating Articles 1-3, 5, 9, 10, and 13-15, so that as amended and restated said Articles shall be and read as set forth below.

FIFTH: The Amended and Restated Articles of Incorporation of the Association are as follows:

ARTICLE I.
NAME

The name of the corporation is Jackson Square Condominium Association, Inc. (hereinafter the "Association").



Certified True and
Correct Copy
CertID: 2023031000100

Kay S. Vidine

East Baton Rouge Parish
Deputy Clerk Of Court

Generated Date:
3/10/2023 10:37 AM

**ARTICLE II.
OBJECT AND PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, Title 9, Sections 1121.101, *et seq.*, of the Revised Statutes of the State of Louisiana, hereinafter referred to as the "Condominium Act," for the operation and administration of Jackson Square Condominium, a condominium located on all or part of the following described immovable property described on Exhibit "A", attached hereto, and made a part hereof.

**ARTICLE III.
NON-PROFIT**

This corporation shall be a non-profit corporation and shall have no capital stock. It shall be operated and maintained by such membership dues and assessments and endowments as the Board of Directors shall determine to be necessary or acceptable for the proper functioning of the Association. Under no circumstances shall any of the net earnings or assets of the Association inure or be distributed to the benefit of its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered.

**ARTICLE IV.
POWERS**

The Association's powers shall include and be governed by the following provisions:

A. The Association shall have all the common law and statutory powers of a corporation not-for-profit except those which conflict with the provisions of these Articles.

B. The Association shall have all the powers and duties set forth in the Condominium Act except to the extent that they are limited by these Articles and the Declaration Creating and Establishing a Condominium Regime hereinafter referred to as the "Condominium Declaration" and all the powers and duties reasonably necessary to operate the Condominium as set forth in the Condominium Declaration and as it may be amended from time to time. Said powers shall include but are not limited to the following powers:

- (1) To make and collect assessments against members in order to defray the Condominium's costs, expenses, and losses.
- (2) To use the proceeds of assessments in the exercise of its powers and duties.
- (3) To repair, replace, maintain, and operate the Condominium Property.
- (4) To purchase insurance on the Condominium Property and insurance for the protection of the Association and its members.
- (5) To reconstruct improvements after casualty and to further improve the property.



Certified True and
Correct Copy
CertID: 2023031000100

Kay S. Vidrine

East Baton Rouge Parish
Deputy Clerk Of Court

Generated Date:
3/10/2023 10:37 AM

(6) To make and amend reasonable regulations as to the use of property in the Condominium subject to the approval by majority vote of members of the Association, with each Unit owner having one vote, before such regulations or amendments shall become effective.

(7) To enforce by legal means, the provisions of the Condominium Act, the Condominium Declaration, these Articles, the By-Laws of the Association, and the regulations for the use of Condominium Property.

(8) To contract for the management of the Condominium and to delegate to the contractor all the powers and duties of the Association except those powers and duties which are specifically required by the Condominium Declaration to be approved by the Board of Directors or the members of the Association.

(9) To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.

(10) To employ personnel to perform the services required for the proper operation of the Condominium.

C. The titles of all properties and all funds acquired by the Association and the proceeds thereof shall be held in trust for the condominium members according to the provisions of the Condominium Declaration, these Articles, and By-Laws of the Association.

D. The powers of the Association shall be subject, and shall be exercised, according to the provisions of the Condominium Declaration and the By-Laws.

ARTICLE V. INCORPORATOR

The name and post office address of the incorporator of this corporation is as follows:
Samuel A. Bacot, One American Place, Ninth Floor, Baton Rouge, Louisiana 70825.

ARTICLE VI. DOMICILE

The domicile of this corporation shall be East Baton Rouge Parish, State of Louisiana, and the location and post office address of its registered office shall be % Lewis Companies, 9613 Interline Ave., Baton Rouge, LA 70809.

ARTICLE VII. REGISTERED AGENT

The full name and post office address of the corporation's Registered Agent is Larry M. Roedel, whose registered address is Roedel Parsons Blache Fontana Piontek & Pisano, 8440 Jefferson Hwy., Suite 301, Baton Rouge, LA 70809-7654.



Certified True and
Correct Copy
CertID: 2023031000100

Kay S. Vidrine

East Baton Rouge Parish
Deputy Clerk Of Court

Generated Date:
3/10/2023 10:37 AM

**ARTICLE VIII.
DIRECTORS**

A. The powers of this Association shall be exercised by a Board of Directors, which shall consist of not less than three (3), nor more than five (5) members in good standing of the Association to be elected by a majority vote of the members at the annual meeting of the members as per the By-Laws.

B. The Board of Directors shall be charged with the management of all of the affairs of the Association and shall have authority to exercise, in addition to the powers and authority expressly conferred upon it, all such powers of the Association and all such other lawful acts and things which the Association or its members might do, unless such acts or things are prohibited or directed or required to be exercised or done by the members or officers of the Association, by applicable statute, or by the Articles of Incorporation, or by the By-Laws.

C. Any director absent from a meeting of the board or any committee thereof, may be represented by any person who holds said absent director's proxy and said person may cast the absent director's vote.

D. The Board of Directors shall have the power to make, amend, and repeal these Articles and the By-Laws of the Association in accordance with the provisions therein. Notwithstanding the preceding, an amendment altering these Articles may be adopted by two-thirds in interest of the voting members, at any annual or special meeting of members.

**ARTICLE IX.
INITIAL DIRECTORS**

The names and addresses of the first Board of Directors are as follows: Dwight A. Sandlin, Clark Watson and Jonathan Belcher at 16581 Airline Hwy., Suite B, Prairieville, LA 70769.

The above named Directors shall hold office until their successors are elected and have qualified or until removed from office.

**ARTICLE X.
INITIAL OFFICERS**

The first officers of this Association are:

Dwight A. Sandlin, President
Dwight A. Sandlin, Secretary
Jonathan Belcher, Treasurer

The officers of this Association shall serve until their successors are elected at the first annual meeting of the members of the Association to be held after termination of Declarant control in accordance with the By-Laws.



Certified True and
Correct Copy
CertID: 2023031000100

Kay S. Vidine

East Baton Rouge Parish
Deputy Clerk Of Court

Generated Date:
3/10/2023 10:37 AM

**ARTICLE XI.
LIMITATIONS OF LIABILITY**

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

**ARTICLE XII.
INDEMNITY**

Each director and each officer of the Association shall be indemnified by the Association against all liabilities and expenses, including counsel fees reasonably incurred or imposed on him/her in connection with any proceeding in which he/she may be a party, or in which he/she may become involved, by reason of his/her being or having been an officer or director of the Association, or any settlement thereof, regardless of whether he/she is an officer or director at the time such expenses are incurred, unless the officer or director is adjudged guilty of willful malfeasance or misfeasance in the performance of his/her 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 Association's best interest. 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 XIII.
DUES ASSESSMENT**

The amount of the levy and the method of collection of fees, dues and/or assessments shall be fixed by the Board of Directors from time to time. Membership shall be cancelled for failure to pay fees, dues and/or assessments after reasonable notice from the Board of Directors.

**ARTICLE XIV.
ACCOUNTING RECORDS**

The Association shall maintain accounting records according to good accounting practices. Such records shall be available for inspection by Unit Owners at reasonable times designated by the Association. Such records shall include:

- (1) An itemized record of all receipts and expenditures; and
- (2) A separate account for each Unit which shall indicate the name and address of the Unit Owner, the amount of each assessment for common expenses, the date on which the assessment becomes due, amounts paid on the account and any balance due thereon.



**Certified True and
Correct Copy**
CertID: 2023031000100

Kay S. Vidrine

East Baton Rouge Parish
Deputy Clerk Of Court

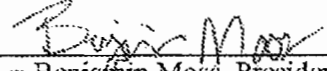
Generated Date:
3/10/2023 10:37 AM

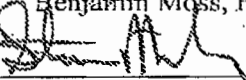
ARTICLE XV.
MEMBERSHIP

The members of the Association shall consist of all record owners of Units in the Condominium Membership in the Association shall be established by recordation in the Conveyance records of East Baton Rouge Parish, State of Louisiana, of a deed or other instrument translatve of title establishing a record title to a unit in the Condominium and the delivery to the Association of a certified copy of such instrument, the owner designated by such instrument thereby automatically becoming a member of the Association. The percentile share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to his/her unit. The exact number of votes to be cast by record owners of units and the manner of exercising voting rights, shall be according to the By-Laws of the Association.

Dated: November 15, 2022

JACKSON SQUARE CONDOMINIUM ASSOCIATION, INC.

By: 
Benjamin Moss, President / Director

By: 
Steven Miley, Secretary / Director



Certified True and
Correct Copy
CertID: 2023031000100

Kay S. Vidrine

East Baton Rouge Parish
Deputy Clerk Of Court

Generated Date:
3/10/2023 10:37 AM

EXHIBIT A

A CERTAIN PORTION OR TRACT OF GROUND situated in East Baton Rouge Parish, Louisiana, in Section 94, Township 7 South, Range 1 East, Greensburg Land District, City of Baton Rouge, together with all the buildings and improvements thereon, and all the rights, ways, privileges, servitudes and appurtenances thereunto appertaining, more particularly described as follows:

Begin at a point located at the Northeast corner of Congress Boulevard and Jamestown Avenue in the City of Baton Rouge, which said corner is the POINT OF BEGINNING; go North 41° 21' 52" West 24.99 feet along Jamestown Avenue; thence go North 37° 29' 01" West 437.58 feet to a point and corner; thence go South 26° 47' 53" West 821.04 feet to a point and corner; thence go South 66° 29' 09" East 436.09 feet to a point and corner; thence go South 23° 25' 35" East 499.97 feet; thence proceed along a curve to the right, said curve having a radius of 281.79 feet and a chord length of 98.44 feet, a distance of 98.95 feet to a point and corner, which is the POINT OF BEGINNING.



**Certified True and
Correct Copy**
CertID: 2023031000100

Kay S. Vidrine

East Baton Rouge Parish
Deputy Clerk Of Court

Generated Date:
3/10/2023 10:37 AM

ACKNOWLEDGEMENT

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN, that on this 14 day of February 2023, before the undersigned Notary Public, Benjamin Moss, President and Director of Jackson Square Condominium Association, Inc., who executed the foregoing instrument in such capacities, personally came and appeared the subscriber hereto, of the full age of majority, who declared to me in the presence of the undersigned competent witnesses, that, availing itself of the provisions of the Louisiana Nonprofit Corporation Law, La. R.S. 12:201, *et seq.*, and conforming to La. R.S. 9:1121.101, *et seq.*, it does hereby Amend and Restate its original Articles of Incorporation as approved by the members of the Association at the annual meeting held November 15, 2022.

WITNESSES:

JACKSON SQUARE CONDOMINIUM
ASSOCIATION, INC.

Frances M. Snyder
Printed Name

By: Benjamin Moss
Benjamin Moss, President

Karen Shelton
Printed Name

JUDITH Y. BAZER
Notary Public
Printed Name

Judith Y. Bazer, ID #84236
NOTARY PUBLIC
STATE OF LOUISIANA
My Commission Expires at death

Notary Public (State / #): 104336

My Commission Expires: @ death



Certified True and
Correct Copy
CertID: 2023031000100

Kay S. Vidine

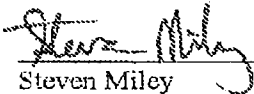
East Baton Rouge Parish
Deputy Clerk Of Court

Generated Date:
3/10/2023 10:37 AM

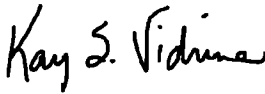
CERTIFICATE OF SECRETARY
OF
JACKSON SQUARE CONDOMINIUM ASSOCIATION, INC.

The undersigned secretary of Jackson Square Condominium Association, Inc., a nonprofit condominium association (the "Association"), hereby certifies that attached hereto is a true and correct copy of the minutes of the annual meeting of the members of the Association held on November 15, 2022, and that the amendments adopted at such meeting are in full force and effect.

Dated: Feb 13, 2023



Steven Miley
Director & Secretary of
Jackson Square Condominium Association, Inc.





Certified True and
Correct Copy
CertID: 2023031000100

East Baton Rouge Parish
Deputy Clerk Of Court

Generated Date:
3/10/2023 10:37 AM

JACKSON SQUARE CONDOMINIUM ASSOCIATION
Annual General Membership Meeting
Tuesday, November 15, 2022

The annual membership meeting of the Jackson Square Condominium Homeowners Association was held on Tuesday, November 15, 2022, in person at the Bluebonnet Library on Bluebonnet Blvd., Baton Rouge, LA. The Board of Directors and the Lewis Companies representative were present.

The meeting was called to order at 6:03 PM by Darla Harris with Lewis Companies. A quorum was reached with 24 owners present, and 22 owners represented by proxy. The proof of notice of meeting was presented to owners.

A motion was made by to adopt the minutes as presented by Darlene Shingler [14]. The motion was seconded by Linda Mitchell [63] all were in favor.

The 2022 year-end balance sheet was provided. At that time there was \$19,828.93 in the operating account, the special assessment account has \$18,739.79 and \$159,501.47 in the reserve account. The twelve-month statement to date was reviewed. Darla Harris noted to the members that there was an expense report from January 1, 2022, through November 15, 2022 available for review.

The 2023 budget was presented with dues increasing and a special assessment to cover the insurance due in March 2023. There was discussion that without it items like the fence and landscaping as well as deferred maintenance items would not be able to be repaired or replaced. It was explained that the funds pulled from reserve last year to pay insurance had not been replenished and the current dues only covered the expenses to maintain the property.

There was discussion about amending the governing documents to allow five members on the board instead of three which is what is stated in current By-Laws. The vote was placed to the members and passed unanimously.

New business: the Amended & Restated By-laws, Amended and Restated Articles of Incorporation, and Amended and Restated Rules and Regulations were approved by the board of directors and sent to the members to review prior to the annual meeting. These were placed for vote to the members at the meeting and they all passed unanimously. The Responsibility Chart was reviewed by B. Moss to the members to help with items that the HOA board would be responsible for and items that the owners are responsible for.

Barry Weinstein, Barry Blumberg, Benjamin Moss, Kathy Vann, Steve Milcy, Javier Mendoza and Cardis Hayes were on the ballot for the board of directors' positions. The members voted for five; Barry Weinstein, Javier Mendoza, Benjamin Moss, Kathy Vann and Steve Miley received the highest number of votes.



**Certified True and
Correct Copy**
CertID: 2023031000100

Kay S. Vidine

East Baton Rouge Parish
Deputy Clerk Of Court

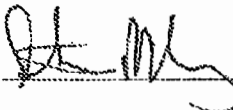
Generated Date:
3/10/2023 10:37 AM

With no further business, Steve Miley [52] moved to adjourn the meeting at 8:38 PM. The motion was seconded by S. Brown [42]; all in favor.

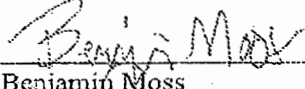
Jackson Square Condominiums
November 15, 2022

A meeting of the Jackson Square Board of Directors was held directly after the annual meeting to determine which positions to be held by those elected. Elected were:

- Benjamin Moss - President
- Barry Weinstein - Vice President
- Javier Mendoza - Treasurer
- Steve Miley - Secretary
- Kathy Vann - Member at Large

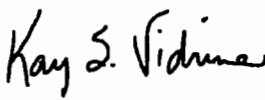

Steven Miley
Secretary

APPROVED:


Benjamin Moss
President



**Certified True and
Correct Copy**
CertID: 2023031000100



East Baton Rouge Parish
Deputy Clerk Of Court

Generated Date:
3/10/2023 10:37 AM