

REGISTERED AGENTS BOOK
UNITED STATES OF AMERICA
State of Louisiana

Joz McKeithen
SECRETARY OF STATE

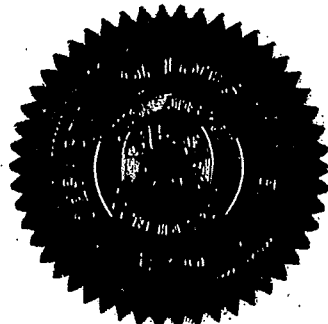
As Secretary of State, of the State of Louisiana, I do hereby Certify that the annexed transcript was prepared by and in this office from the record on file, of which purports to be a copy, and that it is full, true and correct.

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,

APR 20 1992

Joz McKeithen

Secretary of State



ARTICLES OF INCORPORATION OF THE
BRANDON HOLLOW II TOWNHOME ASSOCIATION, INC.

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned authority, personally appeared:

DONALD J. GRANT and COLLEEN REES GRANT, nee Reeb, married to and living with each other, domiciled in the Parish of East Baton Rouge, Louisiana whose mailing address is declared to be 10823 North Oak Hills Parkway, Baton Rouge, Louisiana 70810;

who declared that availing themselves of the provisions of the Louisiana Nonprofit Corporation Law, they do hereby organize a non-profit corporation as defined in Louisiana Revised Statute (1950) 12:201(7) in accordance with the following Articles of Incorporation.

Article 1

The name of this corporation is:

BRANDON HOLLOW II TOWNHOME ASSOCIATION, INC.

Article 2

The corporation does not contemplate pecuniary gain or profit. The purpose of the corporation shall be to provide for maintenance, preservation and architectural control of the residential Lots and Common Area within the subdivision of East Baton Rouge Parish, Louisiana, known as BRANDON HOLLOW II SUBDIVISION, FIRST FILING, and to promote the health, safety, and welfare of the owners and residents of said Properties, situated in the Parish of East Baton Rouge, State of Louisiana (hereinafter called the "Properties"). Its further purpose shall be to acquire, hold, encumber, convey, manage, regulate and maintain the Properties, particularly the Common Area and building exteriors; to fix assessments, charges and penalties to be levied against the members; to enforce any and all provisions of the Declaration of Covenants and Restrictions of Brandon Hollow II, First Filing (hereinafter called the "Declaration") and other agreements applicable to the Properties; and to do any other things as may be permitted by law, that will promote the common benefit and enjoyment of the owners and residents of the Properties. The activities of the corporation shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings will inure to the benefit of any member, director, officer, or individual. It shall not be its purpose to engage in carrying on propaganda or otherwise attempting to influence legislation. The powers of the corporation shall be all such as are reasonably necessary to the accomplishment of these purposes and shall include all powers, rights, privileges and immunities to the fullest extent permitted under the laws.

Article 3

This corporation shall exist in perpetuity.

Article 4

This corporation shall be organized without capital stock. Every person or entity who is or may become a record owner of any property subject to assessment by this Association or any Lot which is subject to the Declaration shall be a member of this corporation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by this Association. There shall be two (2) classes of members and members shall be entitled to vote as follows:

a. **Class A.** Class A members shall be all Owners, with the exception of any Declarant (as defined in the Declaration), and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

b. **Class B.** Class B members shall be each Declarant (as defined in the Declaration) and shall be entitled to three (3) votes for each Lot owned by same. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (1) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (2) After two (2) years following the date of the Declaration.

Article 5

The affairs of the corporation shall be directed by a Board of Directors composed of at least three (3) but not more than nine (9) Directors who need not be members of the corporation. The initial Board of Directors shall hold office until the election of their successors at the first annual membership meeting. The Directors elected thereat and thereafter shall serve for such terms as specified in the Bylaws of this corporation or until their successors are elected. The names and addresses of the initial Directors are as follows:

Donald R. Grant of 10823 North Oak Hills Parkway, Baton Rouge, Louisiana 70810; Clark W. Taylor of 1012A Jefferson Highway, Baton Rouge, Louisiana 70809; and Debbie Beck of 10124 Jefferson Highway, Baton Rouge, Louisiana 70809.

Article 6

Additions to properties and membership may be made only in accordance with the

provisions of the Declaration.

Article 7

The members shall meet at least once each year. Special meetings of the membership may be called at any time by the Board of Directors. All meetings shall be held in East Baton Rouge Parish. Notice of the time and place of the meeting, together with the agenda of the business to be transacted thereat, shall be mailed to each member at least thirty (30) days in advance of the meeting date. The election of Directors and other business generally transacted at any membership meeting shall require the assent of a majority of the voting power present, in person or by proxy, at the meeting. The approval of the membership to the adoption, amendment or repeal of these Articles of Incorporation or Bylaws to govern this corporation, shall specifically require the assent of two-thirds (2/3) of the voting power present, in person or by proxy, at any meeting at which notice in the manner hereinabove mentioned had been given. The quorum required for any action by the membership shall be as follows:

At the first meeting duly called the presence, in person or by proxy of sixty (60%) percent of the total voting power shall constitute a quorum. If the required quorum is not forthcoming at any meeting, then another meeting may be held within sixty (60) days thereafter, with notice thereof given as hereinabove specified, and the required quorum at any subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting.

Article 8

The location and post office address of the registered office of the corporation is:

10823 North Oak Hills Parkway, Baton Rouge, Louisiana 70810.

The names and addresses of its registered agents are:

Donald R. Grant of 10823 North Oak Hills Parkway, Baton Rouge, Louisiana 70810 and Clark W. Taylor of 10124 Jefferson Highway, Baton Rouge, Louisiana 70809.

The name and address of each incorporator is:

Donald R. Grant and Colleen Reeb Grant of 10823 North Oak Hills Parkway, Baton Rouge, Louisiana 70810.

Article 9

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

THUS DONE AND PASSED, this 20th day of April, 1992, at my office in the City of Baton Rouge, Parish and State aforesaid, in the presence of the undersigned competent witnesses and of me, Notary, in multiple originals, after due reading of the whole.

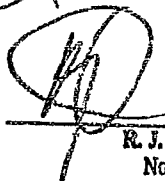
WITNESSES:

Public Smith

Donald J. Grant
DONALD J. GRANT

Hubert Miller

Colleen Rees Grant
COLLEEN REES GRANT



R. J. Calongne, Jr.
Notary Public

Prepared By:

R. J. CALONGNE, JR.
Attorney at Law
Louisiana Bar Roll No. 3803
Florida Bar Roll No. 843456
7914 Wrenwood Boulevard, Suite A
Baton Rouge, Louisiana 70809
Telephone: (504) 924-0341
Fax: (504) 924-0540

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT**

To the State Corporation Department
State of Louisiana

STATE OF LOUISIANA

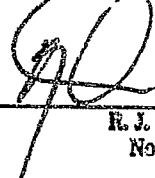
PARISH OF EAST EATON ROUGE

On this 20th day of April, 1992, Before Me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared **DONALD J. GRANT**, who is known to me to be the person, and who, being duly sworn, acknowledged to me that he does hereby accept as the Registered Agent of **BRANDON HOLLOW II TOWNHOME ASSOCIATION, INC.**, which is a Corporation authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, Chapters 1, 2 and 3.



DONALD J. GRANT
Registered Agent

SWORN TO AND SUBSCRIBED, Before Me, Notary, on the date first above mentioned.



R. J. Calongne, Jr.
Notary Public

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT**

To the State Corporation Department
State of Louisiana

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

On this 20th day of April, 1992, Before Me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared **CLARK W. TAYLOR**, who is known to me to be the person, and who, being duly sworn, acknowledged to me that he does hereby accept as the Registered Agent of **BRANDON HOLLOW II TOWNHOME ASSOCIATION, INC.**, which is a Corporation authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, Chapters 1, 2 and 3.


CLARK W. TAYLOR
Registered Agent

SWORN TO AND SUBSCRIBED, Before Me, Notary, on the date first above mentioned.


R. J. Colongne, Jr.
Notary Public

ORIG 52 ENCL 10300

FILED AND RECORDED
EAST BATON ROUGE PARISH, LA.

1992 APR 20 PM 03:02:57

FTL BK FOLIO
DOUG WELBORN
CLERK OF COURT & RECORDER

CERTIFIED TRUE COPY
BY

DEPUTY CLERK & RECORDER

***** COPY *****
ORIG: 628 BHDL: 12100
10/15/2008 3:50:14 PM

ARTICLES OF AMENDMENT OF
BRANDON HOLLOW II TOWNHOME ASSOCIATION, INC.

FILED AND RECORDED
EAST BATON ROUGE PARISH, LA
DOUG WELBORN
CLERK OF COURT AND RECORDER

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN, That on this 30th day of July, in the year of our Lord two thousand ~~seven~~, EIGHT

BEFORE ME, Andrew Benton, a Notary Public, duly commissioned and qualified in and for the Parish of East Baton Rouge, State of Louisiana, and in the presence of the witnesses hereinafter named and undersigned:

PERSONALLY CAME AND APPEARED: J. Kendrick Talbot, Secretary and Karl Kleinpeter, President, herein appearing and acting for BRANDON HOLLOW II TOWNHOME ASSOCIATION, a corporation organized under the laws of the State of Louisiana, by act before R. J. Cologne, Jr., Notary Public for the Parish of East Baton Rouge, duly recorded as Original 052, Bundle 10300, of the records of the Parish of East Baton Rouge, and in Record of Charters, Non-Profit Corporation Book 341, in the records of the office of the Secretary of State of Louisiana, domiciled and having its principal place of business in the Parish of East Baton Rouge, who declared that pursuant to the resolution of the shareholders of the corporation, adopted at the meeting of shareholders of the corporation, held on February 18, 2008 at 5140 Buttercreek Lane, Baton Rouge, Louisiana, they now appear for the purpose of executing this act of amendment and putting into authentic form the amendments so agreed to by vote of the shareholders of said corporation.

And said appearers further declared that by a vote of 11 for, 0 against, and 0 abstention of said corporation, it was resolved that Article Number 7 of the Articles of Incorporation be amended so that said Article shall henceforth read as follows:

"The members shall meet at least once each year. Special meetings of the membership may be called at any time by the Board of Directors. All meetings shall be held in East Baton Rouge Parish. Notice of the time and place of the meeting, together with the agenda of the business to be transacted thereat, shall be mailed to each member at least thirty (30) days in advance of the meeting date. The election of Directors and other business generally transacted at any membership meeting shall require the assent of a majority of the voting power present, in person or by proxy at the meeting. The approval of the membership to the additions to properties and membership as required in the preceding article, or the adoption, amendment or repeal of these Articles of Incorporation or By-Laws to govern this corporation, shall specifically require the assent of two-thirds (2/3) of the voting power present, in person or by proxy, at any meeting at which notice in the manner hereinabove mentioned had been given. The quorum required for any action by the membership shall be as follows:

At the first meeting duly called the presence, in person or by proxy of twenty-five (25%) percent of the total voting power shall constitute a quorum. If the required quorum is not forthcoming at any meeting, then another meeting may be held within sixty (60) days thereafter, with notice thereof given as hereinabove specified, and the required quorum at any subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting."

6
3
2


And said appearers having requested me, Notary, to note said amendment in the form of this public act to the end that said amendment may be promulgated and recorded and thus be read into the original Articles of Incorporation of Essen Plaza North Subdivision as hereinabove set forth.

THUS DONE AND PASSED, in my office in Baton Rouge on the day, month and year herein first above written, in the presence of Robert C. Pellet, III,

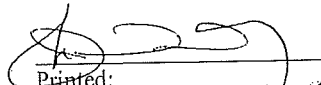
and John D. Dunaway, competent witnesses, who hereunto sign their names with the said appearers and me, Notary, after reading of the whole.

WITNESSES:

BRANDON HOLLOW II TOWNHOME
ASSOCIATION, INC.


Printed: Robert C. Pettit, III

By: Karl Kleinpeter
Printed: Karl Kleinpeter


Printed: John D. Dunaway

By: J. Kendrick Talbot
Printed: J. Kendrick Talbot

Andrew Benton
NOTARY PUBLIC
Printed: Andrew Benton La. Bar Roll # 26602
Expires: with life