

ARTICLES OF INCORPORATION
OF
THE COTTAGES AT BLUE HERON LAKES
OWNER'S 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.

Joe W. Little
Fox McKeithen
Secretary of State
Date: 7/12/05

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN, on this 12th day of July, 2005, personally came and appeared before me, the undersigned Notary Public, the subscriber hereto, of the full age of majority, who declared to me, in the presence of the undersigned competent witnesses, that, availing himself of the provisions of the Louisiana Nonprofit Corporation law, to-wit, LSA-R.S. 12:201 *et seq.*, and conforming to LSA-R.S. 9:1121.101 *et seq.*, he does hereby organize a nonprofit corporation under and in accordance with these articles of incorporation as follows:

ARTICLE I.
NAME

The name of the corporation is The Cottages at Blue Heron Lakes Owner's Association, Inc. (hereinafter the "Association").

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 The Cottages at Blue Heron Lakes, a condominium located in the Parish of East Baton Rouge, Louisiana (the "Condominium").

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.

C. The titles of all properties and all funds acquired by the Association and the proceeds thereof shall be held in trust for the Association 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:
Victor Dagash, 5035 Bluebonnet Boulevard, Baton Rouge, LA 70809.

ARTICLE VI. DOMICILE

The domicile of this corporation shall be East Baton Rouge, State of Louisiana, and the location and the post office address of its registered office shall be 400 McHugh Road, Zachary, Louisiana 70791.

ARTICLE VII. REGISTERED AGENT

The full name and post office address of the corporation's registered agent is: Victor Dagash, 5035 Bluebonnet Boulevard, Baton Rouge, LA 70809.

ARTICLE VIII. DIRECTORS

A. The powers of this Association shall be exercised by a Board of Directors, which shall consist of three (3) members in good standing of the Association to be elected by a majority vote of the members 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. The Declarant shall appoint the initial directors, who shall serve at the pleasure of the Declarant or until such time as the foregoing provision is met.

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. 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 only after such time as Declarant control has terminated in accordance with the by-laws.

ARTICLE IX. INITIAL DIRECTORS

The names and addresses of the first Board of Directors are as follows: Victor Dagash, Mark K. Russell and Kent Walker, at 5035 Bluebonnet Boulevard, BatonRouge, LA 70809.

The above named Directors shall hold office at the pleasure of the Declarant or until their successors are elected and have qualified or until removed from office, whichever occurs first.

ARTICLE X. INITIAL OFFICERS

The first officers of this Association are:

Mark K. Russell, President
Allison Payne, Secretary
Kent Walker, 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.

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 LSA-R.S. 12:24(C) 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 in connection with any proceeding in 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 of the Association, or any settlement thereof, regardless of whether he 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 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 ASSESSMENTS

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 in accordance with the Bylaws and Condominium Declaration. Membership may 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.

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, 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(s) designated by such instrument thereby automatically becoming a member or members of the Association. There shall initially be two classes of membership, Class A and Class B, until such time as Declarant control is terminated in accordance with the bylaws. 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 the Unit. The exact number of votes to be cast by record owners of Units and the manner of exercising voting rights, shall be made in accordance with the bylaws of the Association and the Condominium Declaration.

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 for The Cottages at Blue Heron Lakes, 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.
- (6) 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.
- (7) 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 were specifically required by the Condominium Declaration to be approved by the Board of Directors or the members of the Association.
- (8) To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.
- (9) To employ personnel to perform the services required for the proper operation of the Condominium.

THIRD: Article VIII(C). is deleted and replaced entirely with the following:

"C. The Board of Directors shall have the power to amend or repeal these articles by a majority vote. Notwithstanding the foregoing, after Declarant Control has ceased, in accordance with the Bylaws, any vote to amend or repeal these articles may be overridden by a 2/3 vote of the members of the Association at a meeting duly constituted for such purpose."

FOURTH: Except as amended herein the Articles of Incorporation shall remain unchanged.

**THE COTTAGES AT BLUE HERON LAKES
OWNER'S ASSOCIATION, INC.**

By: Allison Payne
Allison Payne, Secretary

ACKNOWLEDGMENT

**PARISH OF EAST BATON ROUGE
STATE OF LOUISIANA**

BE IT KNOWN, that on this 2 day of February, 2006, before me, the undersigned authority, duly commissioned, and qualified and sworn within and for the State and Parish aforesaid, personally came and appeared Allison Payne, as Secretary of The Cottages At Blue Heron Lakes Owner's Association, Inc., to me known to be the identical person who executed the above and foregoing Articles of Amendment, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that she executed the above and foregoing Articles of Amendment on behalf of The Cottages At Blue Heron Lakes Owner's Association, Inc. for the uses, purposes, and benefits therein expressed.

WITNESSES:

Christine S. Goldberg

Print Name: Christine S. Goldberg

Allison Payne

Allison Payne, Secretary

Jennifer Taylor Chick

Print Name: Jennifer Taylor Chick

Jennifer Taylor Chick
NOTARY PUBLIC

Jennifer Taylor Chick, Notary Public
LA Bar Roll No.: 28326
Commissioned for East Baton Rouge, Louisiana
Qualified to act Statewide
My Commission is for Life.

CERTIFICATE

I, the undersigned duly elected Secretary of the Association, do hereby certify that the foregoing amendments were duly adopted by the sole member of the Association entitled to vote on the matter, and that such amendments are in full force and effect and have not been modified or amended.

Baton Rouge, Louisiana the 24 day of January, 2006.

Allison Payne
Allison Payne, Secretary

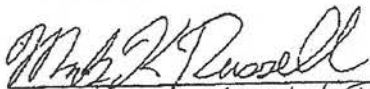
ATTEST:

Mark K. Russell
Mark K. Russell, President

THUS DONE AND SIGNED at my office in the parish and state aforesaid, on the day, month and year set forth above, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

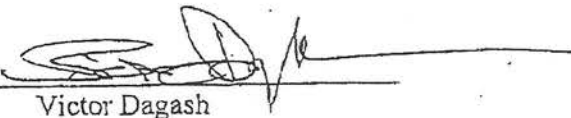
WITNESSES:

INCORPORATOR:

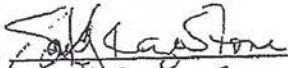


Printed Name: MARK K. RUSSELL

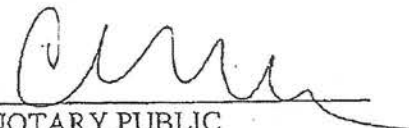
By:



Victor Dagash



Printed Name: SANDY K. STONE


NOTARY PUBLIC

Printed Name: _____

Number: _____

Cindy N. Shotwell, Notary Public
Notary Number: 10934
Commissioned For East Feliciana Parish
Qualified to act in East Baton Rouge Parish
My Commission is for Life.

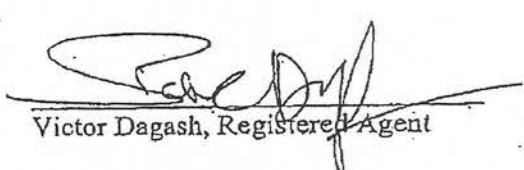
**AFFIDAVIT OF ACKNOWLEDGMENT AND ACCEPTANCE
OF APPOINTMENT BY DESIGNATED REGISTERED AGENT**

To the State Corporation Department
State of Louisiana


STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

On this 12th day of July, 2005, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared Victor Dagash, 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 The Cottages at Blue Heron Lakes Condominium Owner's 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.


Victor Dagash, Registered Agent

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



Notary Public

Printed Name: _____

ID # _____

Cindy N. Shotwell, Notary Public
Notary Number: 10934
Commissioned For East Feliciana Parish
Qualified to act in East Baton Rouge Parish
My Commission is for Life.

ORIG 468 BMDL 11745

FILED AND RECORDED
EAST BATON ROUGE, PARISH, LA.

2005 JULY 13 PM 02:22:40
FTL BK FOLIO

DOUG WELBORN

CLERK OF COURT & RECORDER

CERTIFIED TRUE COPY

BY 
DEPUTY CLERK & RECORDER