

WGI BY-LAWS

19th day of April, 2023

AMENDED AND RESTATED BYLAWS
OF
WHIPPOORWILL GROVE, INC.

ARTICLES I

NAME AND LOCATION

Section 1.1. Name and Location. The name of this organization is as follows:

WHIPPOORWILL GROVE, INC.

Its principal office is initially located at:

Fire Protection District 9
80138 Hwy 1083
Bush, Louisiana 70431

ARTICLE II

DEFINITIONS

Section 2.1. WGI. “WGI”, as used herein, means Whippoorwill Grove, Inc.

Section 2.2 The Lakes. The “Lakes” as used herein shall mean Crane, Heron, and Cormorant lakes and Egret and Loon Ponds.

ARTICLE III

MEMBERSHIP

Section 3.1 Membership. Certain matters relating to membership are set forth in the Articles of Incorporation. There shall only be one class of membership. All lot owners of Whippoorwill Grove, as described in the Act of Amendment to Dedication of Servitudes, Privileges and Restrictions of Whippoorwill Grove on Money Hill Subdivision are deemed to be members of Whippoorwill Grove, Inc.

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ARTICLE IV

MEETING OF VOTING MEMBERS

Section 4.1 Place of Meetings, Voting Membership. Meetings of the noting membership shall be held at the principal office or place of business of WGI or at such other suitable place convenient to the voting membership as may be designated by the Board of Directors.

Section 4.2. Annual Meetings. The annual meetings of the voting members shall be held on the third Saturday of May each year. The voting members may transact such business as may properly come before them.

Section 4.3. Special Meetings. It shall be the duty of the President to call a special meeting of the voting members as directed by resolution of the Board of Directors or upon a petition signed by at least twenty percent (20%) of the then voting members, having been presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 4.4. Notice of Meetings. It shall be the duty of the Secretary to mail a notice of each annual or special meeting, stating the purpose thereof, as well as the time and place where it is to be held, to each voting member of record, at his last known place of address, at least ten (10) but not more than sixty (60) days prior to such meeting. Notice by either such method shall be considered as notice served. Attendance by a voting member at any meeting of the voting members shall be a waiver of notice by him of the time, place and purpose thereof.

Section 4.5 Quorum. The presence, either in person or by proxy, of voting members representing at least twenty percent (20%) of the then voting members of record, shall be requisite for, and shall constitute a quorum for the transaction of business at all meetings of voting members. If the number of voting members at a meeting drops below the quorum and the question of a lack of quorum is raised no business may thereafter be transacted.

Section 4.6. Adjourned Meetings. If any meeting of voting members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may, except as otherwise provided by law, adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 4.7. Voting. The vote for any membership which is owned by more than one person may be exercised by any of them present at any meeting unless any objection or protest by any other owner of such membership is noted at such meeting. In the event all of the co-owners of any membership who are present at any meeting of the voting members are unable to agree on the manner in which the vote for such membership shall be cast on any particular issue, then such vote shall not be counted for purposes of deciding that question. A corporate member may vote by its president, any vice-president, secretary or treasurer, or by proxy appointed in writing by any such

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officers, unless some other person appointed by by-law or resolution of the board of directors to cast the corporate member's vote shall produce a certified copy of such by-law or resolution, in which case the other person shall be entitled to cast the vote. The vote for any membership which is owned by a trust or partnership may be exercised by any trustee or partner thereof, as the case may be, and, unless any objection or protest by any other such trustee or partner is noted at such meeting, the Chairman of such meeting shall have no duty to inquire as to the authority of the person casting such vote or votes. When members are entitled to vote in accordance with the Articles of Incorporation, no member shall be eligible to vote, either in person or by proxy, or to be elected to the Board of Directors, who is shown on the books of management accounts of WGI to be more than thirty (30) days delinquent in any payment due WGI.

Section 4.8. Proxies. A member may appoint any other person or the Developer as his proxy. Any proxy must be in writing and must be filed with the Secretary in form approved by the Board of Directors before the appointed time of each meeting. Unless limited by its terms, any proxy shall continue until revoked by a written notice of revocation filed with the Secretary of by the death of the member.

Section 4.9. Order of Business. The order of business at all regularly scheduled meetings of the voting members shall be as follows:

- (a) Roll call and certificates of proxies.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading and disposal of minutes of preceding meeting.
- (d) Reports of officers, if any.
- (e) Reports of committees, if any.
- (f) Unfinished business.
- (g) New Business.
- (h) Appointment of inspectors of election.
- (i) Report on Election of directors.
- (j) Adjournment.

In the case of special meetings, items (a) through (d) shall be applicable and thereafter the agenda shall consist of the items specified in the notice of the meeting.

ARTICLE V

DIRECTORS

Section 5.1 Number and Qualifications. The affairs of WGI shall be governed by the Board of Directors composed of an uneven number of at least three (3) natural persons and not more than (9) natural persons, all of whom shall be members.

Section 5.2. Vacancies and Removal. A Director may be removed by a vote of the majority of the other Directors for any reason. Vacancies in the Board of Directors caused by any reason,

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including removal, shall be filled by the vote of the majority of the remaining Directors and such persons selected shall fill out the remaining term of the vacant Director.

Section 5.3. Powers and Duties. The Board of Directors shall have all the powers and duties necessary for the administration of the affairs of WGI and may do all such acts and things as are not by law or by these by-laws directed to be exercised and done by members. The powers and duties of the Board of Directors shall include, but not be limited to, the following:

To provide for the

- (a) Care, upkeep and surveillance of Lakes and any recreation facilities and in a manner consistent with law and the provision of these By-laws;
- (b) Establishment, collection, use and expenditure of dues from the members and other revenues in a manner consistent with law and the provision of these By-laws;
- (c) Designation, hiring and/or dismissal of the personnel necessary for the good working order of the recreational areas and recreation facilities and to provide service for the members in a manner consistent with the law and the provisions of these By-laws;
- (d) Promulgation and enforcement of such rules and regulations and such restrictions on or requirements at may be deemed proper respecting the use and maintenance of Lakes and recreational facilities.

Section 5.4 Election and Term of Office. Board members shall be nominated by a nominating committee appointed by Board. If less than ten nominees are available for board positions, then nominees approved by the Board shall be deemed elected by acclamation. If there are ten or more nominees for the Board, then an election shall be held to determine the nine members of the Board. The election will be held in advance of the annual meeting and results will be announced at that meeting and an announcement will be provided to all members via mail or email. Balloting shall be by mail only (postal or email) and will be valid only for members who have paid their dues for the year of the meeting and have no other past due payments. Once elected or appointed Board members shall serve until they resign, are removed by the Board or are removed as a result of an election.

Section 5.5 Organization Meeting. The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, provided a majority of the whole Board of Directors shall be present at such first meeting.

Section 5.6. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone or email, at least three (3) days prior to the day named for such meeting.

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Section 5.7. Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days' notice to each Director given personally or by mail, telephone or email, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least one-third (1/3) of the Directors.

Section 5.8. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board of Directors shall be a waiver of notice by him of the time, place and purpose thereof. If all Directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

Section 5.9. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 5.10. Action Without Meeting. Any action by the Board of Directors required or permitted to be taken at any meeting if all the members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

ARTICLES VI

OFFICERS

Section 6.1 Designation. The principal officers of WGI shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors. All the officers of WGI must be members of WGI. The Directors may appoint an assistant secretary and an assistant treasurer and such other position as in their judgment may be necessary. The offices of Secretary and Treasurer may be filled by the same person.

Section 6.2. Election of Officers. The officers of WGI shall be elected annually by the Board of Directors at the organization meeting of each new Board and shall hold office at the pleasure of the Board of Directors.

Section 6.3. Removal of Officers. Upon affirmative vote of a majority of the members of the Board of Directors, any officer may be removed either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

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Section 6.4. President. The President shall be the chief executive officer of WGI. He shall preside at all meetings of the members and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of president of a corporation, including, but not limited to, the power to appoint committees from among the membership from time to time as he may, in his discretion, decide are appropriate to assist in the conduct of the affairs of WGI.

Section 6.5. Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be delegated to him by the Board of Directors.

Section 6.6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members of WGI. He shall have custody of the seal of WGI; he shall have charge of the membership transfer books and of such other books and papers as the Board of Directors may direct; and he shall, in general, perform all the duties incident to the office of Secretary.

Section 6.7. Treasurer. The Treasurer shall have responsibility for corporate funds and securities and shall be responsible for keeping (or causing to be kept) full and accurate accounts of all receipts and disbursements in books belonging to WGI. He shall be responsible for the deposit (or causing the deposit) of all moneys and other valuable effects in the name, and to the credit, of WGI in such depositories as may from time to time be designated by the Board of Directors.

ARTICLE VII

LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS

Section 7.1. Liability and Indemnification of Officers, Directors and Others. WGI shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action by or in the right of WGI) by reason of the fact that he is or was a Director, officer, employee or agent of WGI, against expenses (including attorney's fees) judgments, fines and amounts paid in settlement (if settlement has the prior approval of the then Board of Directors of WGI) actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of WGI, and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; provided, however, that in case of actions by or in the right of WGI, the indemnity shall be limited to expenses (including attorney's fees) actually or reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect of any claim, issue or matter as to

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which such persons shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to WGI unless, and only to the extent that the Court shall determine upon application, that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or is equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of WGI and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

To the extent that a Director, officer, employee or agent of the Club has been successful on the merits, or otherwise, in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith. Expenses incurred in defending any such action, suit or proceeding may be paid by WGI in advance of the final disposition thereof if authorized by the Board of Directors by a majority of a quorum consisting of directors who were not parties to such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director, officer employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by WGI as authorized in this Section.

Neither the officers, nor the directors, nor the members of WGI shall have any personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of WGI and WGI shall indemnify and forever hold each such officer, director and member free and harmless against any and all liability to others on account of any such contract or commitment.

The indemnification provided by this Section shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any agreement, authorization of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and such indemnity shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his heirs and legal representatives.

ARTICLE VIII

FISCAL MANAGEMENT

Section 8.1. Fiscal Year. The fiscal year of WGI shall begin on the first day of January every year. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors should corporate practice subsequently dictate.

Section 8.2. Books and Accounts. Books and accounts of WGI shall be kept under the direction of the Treasurer in accordance with generally accepted accounting practices, consistently applied.

Section 8.3. Execution of Corporate Documents. With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of WGI by either the President or

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Vice President or other person designated by the Board of Directors, and all checks shall be executed on behalf of WGI by such officers, agents or other persons as are from time to time so authorized by the Board of Directors.

ARTICLE IX

AMENDMENTS

Section 9.1. Amendments. These By-laws may be amended by the affirmative vote of a majority of the Board of Directors duly called. Amendment may be proposed by any member of the Board of Directors or by petition signed by voting members representing at twenty percent (20%) of the then total membership and delivered to the Secretary.

ARTICLE X

GUESTS

Section 10.1. Guests. Guests of members may use the recreation areas and facilities of WGI when accompanied by a member or his spouse or unmarried children, and upon registration, and upon the payment of such fees (if any) as the Board of Directors may prescribe.

ARTICLES XI

MISCELLANEOUS

Section 11.1. Committees. The Board of Directors may, from time to time, appoint such committees as it considers necessary or appropriate from the membership of WGI, each of which shall consist of a Chairman and at least two (2) other members. Any committee so appointed shall serve at the pleasure of the Board of Directors.

Section 11.2. Notices. Unless another type of notice is herein elsewhere specifically provided for, any and all notices called for in these By-laws shall be given in writing.

Section 11.3. Severability. In the event any provision or provisions of these By-laws shall be determined to be invalid, void or unenforceable, such determination shall not render invalid, void or unenforceable any other provisions hereof which can be given effect.

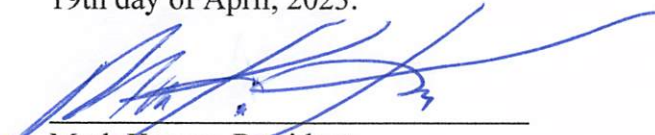
Section 11.4. Waiver. No restriction, condition, obligation, or provision of these By-laws shall be deemed to have been abrogated or waived by reason of any failure or failure to enforce the same.

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Section 11.5. Captions. The captions contained in these By-laws are for convenience only and are not a part of these By-laws and are not intended in any way to limit or enlarge the terms and provisions of these By-laws.

Section 11.6. Gender, etc. Whenever in these By-laws the context so requires, the singular number shall include the plural and the converse; and the use of any gender shall be deemed to include all genders.


These amended By-laws have been adopted by a majority vote of the Board of Directors on the 19th day of April, 2023.



Mark Krause, President

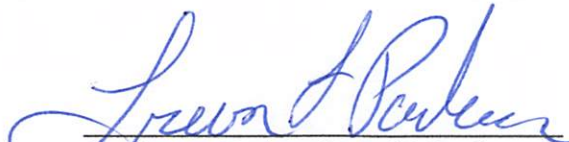

Abbie Munch, Director


Lou Luzynski, Vice-President/Treasurer


Joe Beale, Director


Linda Vicknair, Secretary


Stephen Gueydan, Board Member


Trevor Parker, Board Member