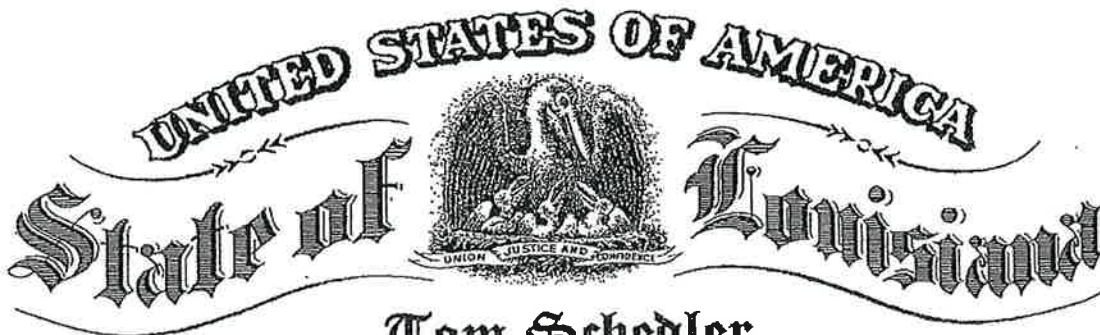


**Exhibit "B"**

**Articles of Incorporation**



**Tom Schedler**  
SECRETARY OF STATE

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

a copy of the Articles of Incorporation of

**333 LOFTS AT EAST BOYD CONDOMINIUM ASSOCIATION, INC.**

Domiciled at BATON ROUGE, LOUISIANA,

Was filed and recorded in this Office on January 19, 2012,

And all fees having been paid as required by law, the corporation is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R.S. Title 12, Chapter 2.

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,

January 20, 2012

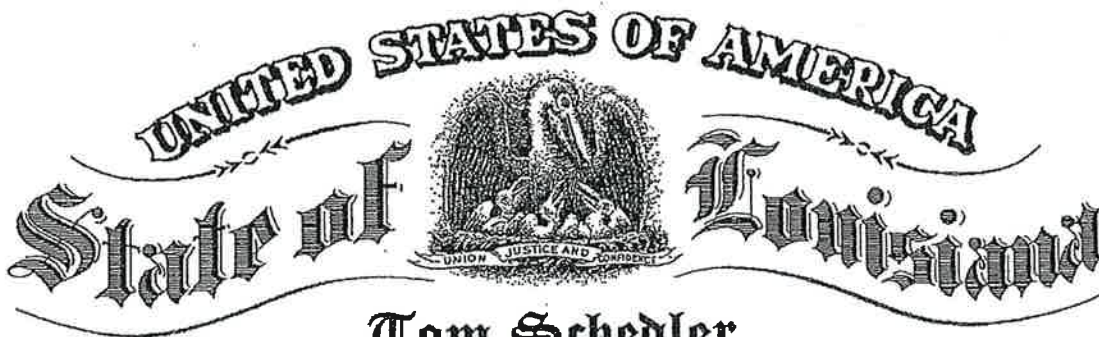
*Secretary of State*

PA 40723485N



Certificate ID: 10236849#A4P83

To validate this certificate, visit the following web site, go to **Commercial Division, Certificate Validation**, then follow the instructions displayed.  
[www.sos.louisiana.gov](http://www.sos.louisiana.gov)



**Tom Schedler**  
SECRETARY OF STATE

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

the attached document(s) of

**333 LOFTS AT EAST BOYD CONDOMINIUM ASSOCIATION, INC.**

are true and correct and are filed in the Louisiana Secretary of State's Office.  
Original Filing 01/19/2012 9 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,  
January 20, 2012

*Secretary of State*

PA 40723485N



Certificate ID: 10236850#93P83

To validate this certificate, visit the following  
web site, go to **Commercial Division**,  
**Certificate Validation**, then follow the  
instructions displayed.  
[www.sos.louisiana.gov](http://www.sos.louisiana.gov)

STATE OF LOUISIANA  
PARISH OF EAST BATON ROUGE

ARTICLES OF INCORPORATION OF  
333 LOFTS AT EAST BOYD CONDOMINIUM ASSOCIATION, INC.

BE IT KNOWN, that on the dates indicated below before me, the undersigned Notary Public, duly commissioned and qualified, personally came and appeared

333 Lofts at East Boyd LLC, a Louisiana limited liability company, represented herein by its Manager, Brian Dantin, whose mailing address is 7915 Wrenwood, Suite A, Baton Rouge, Louisiana 70809 and whose federal taxpayer identification number is XX-XXX9638;

who declared, in my presence and in the presence of the undersigned competent witnesses, that availing itself of Louisiana law relative to non-profit corporations (La. R.S. 12:201 et seq.), it does hereby adopt the Articles of Incorporation of 333 Lofts at East Boyd Condominium Association, Inc., which Articles of Incorporation provide in their entirety as follows:

ARTICLE I

NAME

The name of the Corporation shall be 333 Lofts at East Boyd Condominium Association, Inc.

ARTICLE II

DEFINITIONS

As used in these Articles of Incorporation (hereinafter referred to as "the Articles") unless the context otherwise requires, the following capitalized terms shall mean:

- A. Act means the Louisiana Condominium Act, La. R.S. 9:1121.101 et seq.
- B. Additional Property means the immovable property described in Exhibit "H" attached to and made a part of the Declaration.
- C. Association means the non-profit corporation created by these Articles.
- D. Condominium means the property regime established by the Declaration under which portions of the Condominium Property are subject to individual ownership and the remainder is owned in indivision by the Owners, and to be known as "333 Lofts at East Boyd Condominiums."
- E. Condominium Property means all of the interest in the immovable property, described in Exhibit "A", attached to and made a part of the Declaration

(including any Additional Property added to the Declaration), the improvements thereon and the component parts thereof, and all servitudes and other rights attaching to the Condominium.

- F. Declaration means that instrument executed in conformity with the provisions of the Act for the purpose of establishing a Condominium form of ownership upon the Condominium Property, the original of which was recorded with the Clerk and Recorder of Mortgages for East Baton Rouge Parish, Louisiana, as such Declaration may be amended and restated from time to time.
- G. Member(s) means the Owner(s) who, by virtue of these Articles and their status as Owners, are members of the Association.
- H. Owner means the owner(s) of record title to a Unit.
- I. Unit means that part of the Condominium Property subject to individual ownership as established in and governed by the Declaration, and includes such accessory rights and obligations as stipulated in the Declaration.

All other words and phrases shall have the meanings ascribed to them in the Declaration and/or the Act.

As used herein, the masculine shall include the feminine, and the singular shall include the plural, and vice versa.

### ARTICLE III

#### DURATION

The Association shall enjoy perpetual existence. The Association may not be dissolved until the Condominium is terminated in accordance with the Declaration.

### ARTICLE IV

#### PURPOSE

The Association is organized pursuant to the Act, for the purpose of operating and managing the Condominium and the Condominium Property for the use and benefit of the Owners. The Association is organized as a non-profit corporation and shall make no distribution of income to its Members, directors or officers.

### ARTICLE V

#### POWERS

The powers of the Association shall include the following:



A. The Association shall have all the powers of a non-profit corporation organized under the provisions of La. R.S. 12:201, et. seq., which are not in conflict with the terms of the Act or these Articles.

B. The Association shall have all of the powers and duties set forth in the Act, except as limited by these Articles and the Declaration, and all of the powers and duties reasonable and necessary to operate the Condominium as set forth in the Declaration, as it may be amended from time to time, including but not limited to the following:

1. To adopt and amend By-Laws, Rules and Regulations;
2. To adopt and amend budgets for revenues, expenditures, and reserves;
3. To levy and collect Assessments, Special Assessments and Reimbursement Assessments when necessary, from the Owners for Common Expenses and Limited Common Expenses or for other purposes as stated in the Declaration and to utilize the proceeds of Assessments, Special Assessments and Reimbursement Assessments in the exercise of its powers and duties;
4. To contract for the management of the Condominium and to delegate powers and duties to management entities, employees, agents, consultants, and independent contractors provided, however, that any such contract shall provide that it can be terminated without the payment of damages upon the Association giving the management company, agent or consultants no more than ninety (90) days notice of its intent to terminate the contract;
5. To institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or two (2) or more Owners on matters affecting the Condominium;
6. To make contracts and to incur debt and liabilities;
7. To regulate the administration, use, maintenance, repair, replacement and modification of the Condominium Property;
8. To cause additional improvements to be made to the Common Elements and Limited Common Elements;
9. To acquire, hold, encumber, mortgage, pledge, pawn, hypothecate, sell, assign, transfer, alienate, convey and deliver in its own name any right, title or interest in and to immovable property (and the component parts thereof), provided, however, the Association shall have obtained the

consent of sixty-seven percent (67%) of the voting power of the Association;

10. To grant servitudes, easements, leases, licenses and concessions as permitted by the Declaration;
11. To impose charges for late payment of Assessments and to levy reasonable fines against Owners, tenants or other occupants for violation of the Declaration, to approve the lease agreement for a Unit, the By-Laws, or the Rules and Regulations;
12. To impose and collect reasonable charges for the preparation and recordation of amendments to the Declaration, plans, plats and resale certificates required by law or statements of unpaid Assessments;
13. To engage and pay for the services of professionals such as architects, engineers, surveyors, planners, accountants, auditors and attorneys;
14. To exercise any other rights and powers conferred upon it from time to time herein and/or in the By-Laws;
15. To exercise all other rights and powers that may be exercised in Louisiana by non-profit corporations;
16. To generally exercise any and all other powers necessary and proper for the governance and operation of the Association and the Condominium;
17. To provide for the indemnification of its officers, Board of Directors, employees and agents and to maintain liability insurance relative to any indemnification undertaking; and
18. To establish a Replacement Reserve Fund and a Working Capital Fund to meet unforeseen expenditures or to purchase any additional equipment or services, as more fully described in the Declaration.

The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

#### ARTICLE VI

#### MEMBERSHIP

The qualification of Members, manner of admission, and voting rights shall be as follows:

- A. The Association is organized on a non-stock basis.

- B. Members shall consist exclusively of all Owners, and no other person or other entity shall be entitled to membership.
- C. A change in membership of the Association shall be established by recording in the public records of East Baton Rouge Parish, Louisiana, a deed or other instrument establishing record title to a Unit and the delivery to the Association of a certified copy of such instrument. The Owner designated by such instrument thereby becomes a Member and the membership of the prior Owner shall thereby be terminated.
- D. The interest of any Member in the Association and the shares of a Member in the funds and assets of the Association and membership voting rights cannot be assigned, alienated, sold, transferred, mortgaged, pledged, pawned, hypothecated, encumbered or conveyed in any manner except as an appurtenance to his Unit.
- E. The voting rights of the Members shall be determined by the Declaration or by the By-Laws.

#### ARTICLE VII

#### BOARD OF DIRECTORS

The affairs of the Association shall be governed by a Board of Directors, whose number, qualification, powers, duties and term of office shall be set forth in the By-Laws. All of the powers and duties of the Association existing under the Act, the Declaration, the Articles and the By-Laws shall be exercised exclusively by the Board of Directors.

The names and addresses of the members of the Board of Directors who shall hold office until their successors are elected and qualified, or until removed are as follows:

Brian Dantin  
7915 Wrenwood, Suite A  
Baton Rouge, Louisiana 70809

Ross Bruce  
7915 Wrenwood, Suite A  
Baton Rouge, Louisiana 70809

Lauren Broussard  
7915 Wrenwood, Suite A  
Baton Rouge, Louisiana 70809



**ARTICLE VIII****OFFICERS**

The affairs of the Association shall be administered by officers elected by the Board of Directors at its first meeting, which officers shall serve at the pleasure of the Board of Directors and whose number, qualification, powers, duties and term of office shall be set forth in the By-Laws. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Name and Address</u>	<u>Title</u>
Brian Dantin 7915 Wrenwood, Suite A Baton Rouge, Louisiana 70809	President
Lauren Broussard 7915 Wrenwood, Suite A Baton Rouge, Louisiana 70809	Vice-President
Ross Bruce 7915 Wrenwood, Suite A Baton Rouge, Louisiana 70809	Secretary-Treasurer

**ARTICLE IX****BY-LAWS**

The Association shall be governed by the By-Laws which are adopted and approved by the Association.

**ARTICLE X****REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be located at 7915 Wrenwood, Suite A, Baton Rouge, Louisiana 70809. The full name and address of the Association's registered agent is:

Brian Dantin  
7915 Wrenwood, Suite A  
Baton Rouge, Louisiana 70809

**ARTICLE XI**  
**INCORPORATOR**

The name and address of the initial incorporator of the corporation is:

Brian Dantin  
7915 Wrenwood, Suite A  
Baton Rouge, Louisiana 70809

**ARTICLE XII**  
**AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles may be amended by the Declarant (as that term is defined in the Condominium Declaration of 333 Lofts at East Boyd Condominiums) for as long as the Declarant owns a Unit (but not beyond the earlier of four (4) months after 75% of the Units have been conveyed to third-party purchasers or three (3) years from the date of the conveyance of the first Unit to a third-party purchaser) and thereafter by favorable vote of Owners holding a majority of the total voting power in the Association at the annual meeting or any special meeting called for that purpose.


**ARTICLE XIII**  
**INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred or imposed upon him in connection with 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 the Association, or any settlement thereof, whether or not he is a director or officer at the time such expense is incurred, except in such cases wherein the director or officer is adjudged guilty of wilful malfeasance or misfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. This right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

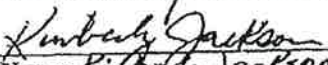
THUS DONE, READ AND SIGNED at Baton Rouge, Louisiana, on January 19, 2012, in the presence of the undersigned competent witnesses and Notary after a due reading of the whole.


WITNESSES:

333 Lofts at East Boyd LLC

  
Name: Barbara Townsend

By:   
Brian Dantin, Manager

  
Name: Kimberly Jackson



NOTARY PUBLIC  
Name: \_\_\_\_\_  
Bar Roll Number: \_\_\_\_\_

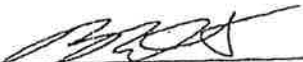
Erik C. Piazza  
Bar Roll No. 29382  
Notary Public, State Of Louisiana  
My Commission is for Life

**DESIGNATION AND ACKNOWLEDGMENT OF REGISTERED AGENT**  
of  
**333 Lofts at East Boyd Condominium Association, Inc.**  
a Louisiana Non-Profit Corporation


NAME AND ADDRESS OF REGISTERED AGENT(S):

Brian Dantin  
7915 Wrenwood, Suite A  
Baton Rouge, Louisiana 70809

I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT:

  
\_\_\_\_\_  
Brian Dantin

Sworn to and subscribed before  
me this 19 day of January, 2012.

  
\_\_\_\_\_  
Notary Public  
Name: \_\_\_\_\_  
Bar Roll Number: \_\_\_\_\_  
My Commission Expires \_\_\_\_\_

Erik C. Piazza  
Bar Roll No. 29382  
Notary Public, State Of Louisiana  
My Commission is for Life