


UNITED STATES OF AMERICA



State of Louisiana

Jay Dardenne
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

THE OAKS ON THE BLUFF PROPERTY OWNERS ASSOCIATION, INC.

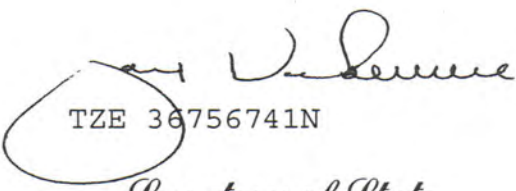
Domiciled at BATON ROUGE, LOUISIANA,

Was filed and recorded in this Office on May 29, 2008,

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,*

May 29, 2008



TZE 36756741N

Secretary of State

State of Louisiana
Parish of East Baton Rouge

**Articles of Incorporation
of
The Oaks ^{on} the Bluff Property Owners Association, Inc.
a Non-Profit Corporation**

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

Richard M. Carmouche
Incorporator & Registered Agent
10343 Siegen Lane, Building 2-A
Baton Rouge, Louisiana 70810

who declared, in my presence and in the presence of the undersigned competent witnesses, that, availing himself of the provisions of the Louisiana Non-Profit Corporation Law (Title 12, Chapter 2, Louisiana Revised Statutes 1950, as revised and modified by Act 105 of 1968, Legislature of Louisiana), he does hereby organize a non-profit corporation and he does hereby execute the Articles of Incorporation of The Oaks on the Bluff Property Owners Association, Inc. a non-profit corporation.

**ARTICLE I
NAME**

The name of this corporation is **The Oaks on the Bluff Property Owners Association, Inc.** (the "Association").

**ARTICLE II
NON-PROFIT CORPORATION**

This Association shall be a non-profit corporation.

**ARTICLE III
REGISTERED OFFICE**

The name of the incorporator and registered agent and the location of the registered office of The Oaks on the Bluff Property Owners Association, Inc. is:

Richard M. Carmouche
10343 Siegen Lane, Building 2-A
Baton Rouge, Louisiana 70810

JAY DARDENNE
SECRETARY OF STATE
RECEIVED & FILED
DATE MAY 29 2008

ARTICLE IV OBJECTS AND PURPOSES

This Association is organized to provide for the operation and management of the common areas located within that residential development known as "The Oaks on the Bluff" and to provide for the maintenance, control, and preservation of the development and to promote the health, safety and welfare of the owners and occupants of property within the development pursuant to and in accordance with the powers and duties vested or to be vested in this Association pursuant to the Declaration of Covenants, Conditions and Restrictions for The Oaks on the Bluff recorded with the Clerk of Court for Ascension Parish, Louisiana ("**Declaration**"), affecting the property therein described and any and all amending and/or supplemental declarations affecting such property. This Association shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon non-profit corporations by the Louisiana Non-Profit Corporation Law. All of the powers of this Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration as same may be modified from time to time.

ARTICLE V DURATION

The duration of this Association shall be in perpetuity, or such maximum period as may be authorized by the laws of Louisiana.

ARTICLE VI MEMBERSHIP

The qualification of Members, the manner of their admission and voting by Members shall be as follows:

- (a) This Association shall be organized without any capital stock.
- (b) All Owners as defined in the Declaration shall be Members of the Association and no other person or entity shall be entitled to membership.
- (c) Persons shall become Members of the Association by the recording in the Conveyance Records of the Parish of Ascension, Louisiana, of a deed or other act of conveyance establishing a change of record title to a Lot (as defined in the Declaration) and the delivery to the Association of a certified copy of such instrument, the new owner designated by such instrument thereby becoming a Member of the Association, and the membership of the prior Owner with respect to such Lot shall at such time be terminated.
- (d) The interest of any Member in part of the funds and assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated, or transferred in any manner except as an incident to his ownership of a Lot.
- (e) Voting by the Members of the Association shall be in accordance with the provisions of the Declaration as amended from time to time, and in accordance with the By-Laws of the Association, as amended from time to time.

ARTICLE VII DIRECTORS

7.1 The number of directors is hereby fixed at not less than 3 nor more than 5. Any director absent from a meeting of the Board of Directors, or any committee thereof, may be represented by any other director who may cast the absent director's vote according to his or her written instructions, whether general or special, filed with the Secretary of the Association. During the Appointment Period (as defined in the Declaration) the number of directors is hereby fixed at three.

7.2 Unless and until otherwise provided in the By-Laws, all of the corporate powers of this Association shall be vested in and all of the business and affairs of this Association shall be managed by the Board of Directors.

7.3 The Board of Directors shall have authority to make and alter By-Laws, including the right to make and alter By-Laws fixing their qualifications, classifications, or terms of office, or fixing or increasing their compensation, subject to the power of the Members to change or repeal the By-Laws so made.

7.4 Any action which may be taken at a meeting of the Board of Directors may be taken by the written consent signed by all of the directors and filed with the Secretary of the Association.

7.5 The Board of Directors shall further have authority to exercise all such other powers and to do all such other lawful acts and things which this Association or its Members might do, unless prohibited from doing so by applicable laws, or by the Articles of Incorporation, or by the By-Laws of the Association.

7.6 After expiration of the Appointment Period (as defined in the Declaration), and upon the written request of Members holding two-thirds (2/3) of the voting power of this Association, any member of the Board of Directors of this Association may be replaced by a director designated by such Members in writing at any time, whether or not their term of office shall have expired.

7.7 No director or officer of the Association shall have any personal liability to the Association or its Members for monetary damages for breach of fiduciary duty as director or officer; provided, however, that this provision shall not limit the liability of a director or officer:

- 1) For any breach of the director or officer's duty of loyalty to the Association or its shareholders;
- 2) For acts or omissions not in good faith or which involve intentional misconduct or known violation of law;
- 3) For liability under La. R.S. 12:92 (D);
- 4) Illegal dividend declaration; or
- 5) Any transaction from which a director or officer derived an improper benefit.

7.8 The Association shall indemnify its directors to the full extent permitted by La. R.S. 12:227.

7.9 The name(s) and address(es) of the initial director(s) are:

<u>Name and Address</u>	<u>Term Expires</u>
Richard M. Carmouche 10343 Siegen Lane, Building 2-A Baton Rouge, Louisiana 70810	December 2009
Daryl May 10343 Siegen Lane, Building 2-A Baton Rouge, Louisiana 70810	December 2009
Cathy Carmouche 10343 Siegen Lane, Building 2-A Baton Rouge, Louisiana 70810	December 2009

ARTICLE VIII SPECIAL MEETINGS

Special meetings of the Association may be called by the President or by a majority of the Board of Directors. A director may appear at any general or special Board of Directors meeting through a proxy granted to an individual for that purpose, provided the proxy is filed with the Secretary of the Association prior to the commencement of the meeting.

ARTICLE IX DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Internal Revenue Code section 501(a)(3). Any assets not so disposed of shall be disposed of by a court of competent jurisdiction upon suitable proceedings brought exclusively for such purposes.

ARTICLE X AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by the Members at a duly constituted meeting for such purpose provided, however that no amendment shall take effect unless approved by a majority of the members of the Board of Directors and by not less than 75% of the Members.

Signatures on Following Page

THUS DONE AND SIGNED at Baton Rouge, Louisiana, on 28th day of May, 2008, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

Jeffrey E. Tomlinson
Name: JEFFREY E. TOMLINSON

Richard M. Carmouche
Richard M. Carmouche, Incorporator

Monica D. Moffett
Name: Monica D. Moffett


Randy P. Roussel
NOTARY PUBLIC
Name: Randy P. Roussel
Bar Roll Number: 14387

DESIGNATION AND ACKNOWLEDGMENT OF REGISTERED AGENT
of
The Oaks on the Bluff Property Owners Association, Inc.
a Louisiana Non-Profit Corporation

NAME AND ADDRESS OF REGISTERED AGENT(S):

Richard M. Carmouche
10343 Siegen Lane, Building 2-A
Baton Rouge, Louisiana 70810

I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT:



Richard M. Carmouche

Sworn to and subscribed before
me this 28th day of May, 2008.

Ry 1 D

Notary Public
Name: Randy P. Roussel
Bar Roll Number: 14387
My Commission Expires At Death