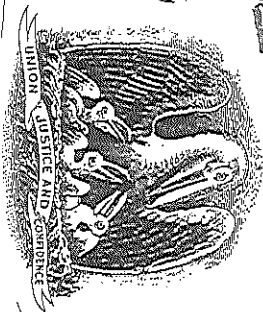


UNITED STATES OF AMERICA
State of Louisiana



Box McKeithen
SECRETARY OF STATE

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

OWNER'S ASSOCIATION OF ORLEANS PLACE

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,
December 6, 1991

Jack McKeithen



HB

Secretary of State

ARTICLES OF INCORPORATION

OF

OWNER'S ASSOCIATION OF ORLEANS PLACE

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN, That on this 31 day of October, 1983;

BEFORE ME, John H. Fetzner, III, a Notary Public, in and for this Parish and State, personally came and appeared R. Craig Smith, a resident of lawful age of the Parish of East Baton Rouge, State of Louisiana, who declared, in the presence of the undersigned competent witnesses, that, availing himself of the provisions of Louisiana law, particularly Louisiana Revised Statutes of 1950, Title 12, Sections 201-269, as they may hereafter be amended, he does hereby organize a non-profit corporation as described in Louisiana Revised Statute 12:201 (7) under and in accordance with these Articles of Incorporation.

ARTICLE I.

NAME

The name of this corporation is Owner's Association of Orleans Place.

ARTICLE II.

NONPROFIT CORPORATION

Owner's Association of Orleans Place, is a nonprofit corporation.

ARTICLE III.

PURPOSES AND POWERS

The objects and purposes for which this corporation is formed are hereby declared to be: To engage in any lawful activity for which corporations may be formed under Louisiana Revised statutes of 1950, Title 12, Chapter 1 and particularly to assist the Unit owners of Orleans Place, A Condominium, in the following ways: To render assistance in the resolution of problems as they arise in the subdivision relative to public utilities, sewerage, private servitudes, common elements, limited common elements and amenities, recreation, beautification, drainage, and any other matters that assistance is deemed necessary by this corporation; to work actively with unit owners of said subdivision to assure adequate fire protection and law enforcement; to perform all of the acts that are necessary in order to make this subdivision a better place to live by working toward all ends which will advance the interests of the unit owners, and to provide for the preservation of and enhancement of the value of the properties in the subdivision by enforcement of the Condominium Declaration for Orleans Place, hereinafter the "Declaration".

The generality of the foregoing is limited to the extent that the corporation shall have only such purposes and shall engage in only such activities as are permissible for tax-exempt corporations under Section 501 of the Internal Revenue Code of 1954, as it may hereafter be amended. No part of the net earnings of the corporation shall inure to the benefit of any private member.

ARTICLE IV.

DURATION

The corporation shall enjoy perpetual corporate existence.

ence.

ARTICLE V.

REGISTERED OFFICE

The location of its registered office is 1925 Ryder Drive, Baton Rouge, Louisiana 70808, and the name and address of the registered agent is: John H. Felzer, III, 460 Florida Street, Suite 12, Baton Rouge, Louisiana 70801.

The registered office and registered agent may be changed at any time, subject to the requirements as stated in Louisiana Revised Statute 12:236 as amended.

ARTICLE VI.

BASIS OF ORGANIZATION

- (a) This corporation is to be organized under a non-stock basis.
- (b) There shall be one class of membership. The subscriber to these Articles of Incorporation and all unit owners in Orleans Place, shall be the first members of this corporation.
- (c) The qualification for membership of this corporation shall be as follows: Members of this corporation shall be limited to persons owning units in the subdivision known as Orleans Place. Where more than one person or entity owns a unit, all such persons or entities shall be members, but the vote for such unit shall be exercised as they

and themselves determine and designate in writing to the secretary of the Owner's Association of Orleans Place. The rights of the members of the Association to vote shall be in accordance with the provisions of the Declaration. In addition, the developer of Orleans Place, namely Rivertown Properties, Inc., shall be a member of said Association. Only members in good standing may vote on matters coming before the Association.

(d) The fiscal year for this corporation is from July 1 to June 30 of the following year.

(e) Membership rights shall not be transferable by assignment or sale, or by inheritance or by testament upon the death of the owner and no rights of ownership belonging to any former owner shall inure to any assignee, vendee, lessee, subleases, heir or legatee.

ARTICLE VII.

BOARD OF DIRECTORS

- (a) The direction and administration of this corporation shall be vested in the Board of Directors.
- (b) The first Board of Directors and their addresses shall be as follows:
- | | |
|----------------------|--|
| R. Craig Smith | 1925 Ryder Drive
Baton Rouge, Louisiana 70808 |
| Edwin B. McKnight | 1925 Ryder Drive
Baton Rouge, Louisiana 70808 |
| (c) Ronald K. Ferris | 7737 Old Hammond Highway
Baton Rouge, Louisiana 70816 |

The above named Board of Directors shall hold

office from the date of incorporation. Each original board member shall serve through June 30, 1984. The Board of Directors shall elect from their membership a Chairman of the Board, a President, Vice-President, Secretary and Treasurer, whose respective duties shall be those applicable to such offices and as fixed by the corporation By-Laws.

(d) The number of members serving on the Board of Directors shall be no more than nine (9) nor less than three (3) at any given time.

(e) The Board of Directors shall be elected at the first general membership meeting of the fiscal year or on any other date fixed by the Board. Vacancies in the Board, whether by death, resignation or otherwise, shall be filled by an election for the unexpired term, called and held in the same manner as prescribed for the regular elections of directors.

(f) The qualifications, powers and duties of the Board of Directors shall be fixed by the By-Laws.

(g) The time, place, manner of calling, giving of notice of and conducting of Board meetings, as well as the number of directors required to constitute a quorum shall be fixed by the By-Laws.

(h) A quorum of the Board shall be necessary to consider any question, that may come before any meeting of the Board, except that if at any meeting a

quorum is not present, the board shall be governed by rules set forth in the By-laws.

ARTICLE VII.

MEMBERSHIP DUES AND ASSESSMENTS

- (a) Each membership of this corporation shall pay dues, maintenance charges and special assessments in accordance with the provisions of the Declaration. Dues, maintenance charges and special assessment shall be collected by the Treasurer.
- (b) Non-payment of dues, maintenance charges and special assessments shall be administered in accordance with the provisions of the Declaration.
- (c) Membership dues, maintenance charges and special assessments shall be used promptly at the discretion of the Board, to carry out objectives and purposes of the corporation.

ARTICLE IX.

MEETING OF MEMBERS

At least one general membership meeting shall be held each year. This meeting shall take place at a location, date and time designated by the Board of Directors. Special meetings may be called by the Board, Standing Committees, or by any five (5) members following application to, and with approval of the Board. No business transacted at a members meeting shall be valid unless a quorum is present. The quorum shall be fixed by the By-Laws and the Declaration. Meetings may be held at any place within East Baton Rouge Parish. Notification of a members' meeting

shall be mailed or delivered to each member at the address listed with the Secretary, said notice being given at least ten (10) days prior to the date of the meeting.

ARTICLE X.

RESIGNATION

Any member may resign from this corporation at any time provided thirty (30) days written notice of such intention is given to the Secretary. Resignation shall not relieve an owner of his obligation for annual or special assessments made in accordance with the Declaration.

ARTICLE XI.

BY-LAWS

The Board of Directors shall have the exclusive power to make, amend and repeal By-Laws to govern this corporation, provided such action is in accord with and does not conflict with these Articles.

ARTICLE XII.

AMENDMENTS TO ARTICLES OF INCORPORATION

The Board of Directors shall submit to a meeting of the membership at which a quorum is present, any amendment proposed by the Board, or any proposed amendments submitted in writing to the Board and signed by ten (10) active members of the corporation. Notice of the proposed amendment, together with notice of the time and place of the meeting which shall consider it, shall be given to members in the manner provided for calling meetings of the membership in Article IX. Should such proposed amendment of the Articles, or any amendment germane thereto, be adopted by

a two-thirds vote of the members present and voting at such meeting constituting a quorum, the amendment shall be considered adopted.

ARTICLE XIII.

LIABILITY

No member of this corporation shall ever be held liable or responsible for contracts, debts or defaults of this corporation in any further sum than the unpaid dues, if any, owing by him or her to the corporation, nor shall any mere formality in the organization have the effect of rendering the Articles of Incorporation null or of exposing the members to any liability other than as provided.

ARTICLE XIV.

INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

R. Craig Smith 1925 Ryder Drive, Baton Rouge, LA

ARTICLE XV.

Should this corporation ever be dissolved, or should its existence terminate, all the assets of the corporation shall be distributed only to organizations exempt from income tax under the provisions of Section 501(c) (3) under the Internal Revenue Code of 1954, or to the Federal Government or to the State of Louisiana or to the local government for a public purpose. No part of the assets of the association shall ever be distributed to or used for the benefit of any member, trustee or officer of the association, or any private individuals or corporations.

THUS DONE AND PASSED IN TRIPPLICATE ORIGINAL. In my notarial office in the City of Baton Rouge, State of Louisiana, on the day, month, and year hereinabove set forth in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

INDEBATOR:

Adeline Steinhorn

R. Craig Smith
R. CRAIG SMITH

John H. Fetzer

John H. Fetzer
John H. Fetzer, III NOTARY PUBLIC