


UNITED STATES OF AMERICA

State of Louisiana



REG # 88  
# 959039  
FILED ST. TAMMANY PAR  
07/28/1995 08:48:00AM TJE  
Dr. Reg 603,3 1995

**Joy McKeithen**  
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 WOODLANDS PROPERTY OWNERS ASSOCIATION, INC.

Domiciled at Mandeville, Louisiana, Parish of St. Tammany,

A corporation organized under the provisions of R.S. 1950,  
Title 12, Chapter 2, as amended,

By Act before a Notary Public in and for the Parish of St.  
Tammany, State of Louisiana, on July 25, 1995, the date when  
corporate existence began,

Was filed and recorded in this Office on July 26, 1995, in  
the Record of Non-Profit Corporations Book 345,

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. 1950, Title 12, Chapter 2, as  
amended.

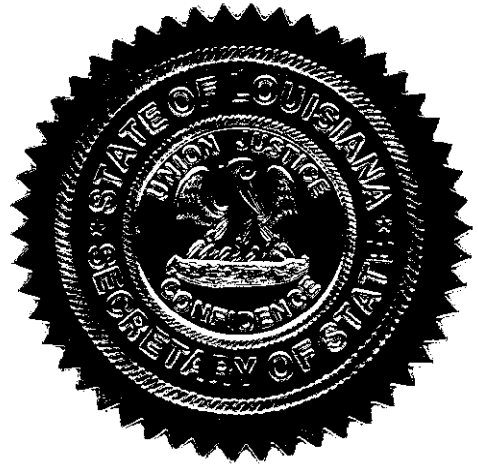
*In testimony whereof, I have hereunto set  
my hand and caused the Seal of my Office  
to be affixed at the City of Baton Rouge on,*

July 26, 1995

*Joy McKeithen*

ABA

*Secretary of State*



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 McKeithen*  
Fox McKeithen  
Secretary of State

ARTICLES OF INCORPORATION  
OF

**THE WOODLANDS PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned hereby executes these Articles for the purpose<sup>III 26 '05</sup> of forming a non profit corporation under L.S.A. R.S. 12:201, et seq., of the laws of the State of Louisiana, and certifies as follows:

ARTICLE I

NAME

The name of the corporation shall be THE WOODLANDS PROPERTY OWNERS ASSOCIATION, INC., hereinafter for convenience sometimes referred to as the "Association".

ARTICLE II

DOMICILE

The domicile of this corporation and the location of the registered office is: 845 Galvez Street, Mandeville, La. 70448, St. Tammany Parish, Louisiana.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is to provide an entity for the operation, management, regulation and administration of The Woodlands, ALL PHASES, all as per the official subdivision plats, now or hereafter, on file with the Clerk of Court, St. Tammany Parish, LA.

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 non-profit corporation except those which conflict with the provisions of these Articles.

B. The Association shall have all the powers and duties set forth in the Act Creating Deed Restrictions and Covenants.

(1) To make and collect assessments against members in order to defray the Association's cost, 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 portions of the Subdivision property.

(4) To purchase insurance on the Subdivision Property and insurance for the protection of the Association and its members.

(5) To reconstruct improvements after casualty and to further improve property.

(6) To make and amend reasonable regulations as to use of the property in the subdivision, subject to the approval of not less than fifty-one percent (51%) of the total voting power of the Association before such regulations or amendments shall become effective.

(7) To enforce, by legal means, the provisions of the Restrictions and Covenants, these Articles, the By-Laws of the Association, and rules and regulations for the use of the Subdivision Property.

(8) To contract for the management of the Subdivision and to delegate to the manager all the powers and duties of the Association except those powers and duties which were specifically required by the Restrictions and Covenants to be approved by the Board of Directors or the members of the Association.

(9) To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

(10) To employ personnel to perform the services required for the property operation of the Subdivision.

C. The Association shall have no power to purchase a lot in the Subdivision, unless the membership gives unanimous approval.

D. 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 Restrictions and Covenants, these Articles and the By-Laws of the Association.

E. The powers of the Association shall be subject to and exercised according to the provisions of the Restrictions and Covenants, and the By-Laws.

#### ARTICLE V

##### MEMBERS

This corporation is to be organized on a non-stock basis. There shall be only one class of membership. The members of the Association shall be limited to and shall consist of all the record owners of units in the Subdivision. Membership in the Association shall be established by recordation in the Conveyance Records of the Parish of St. Tammany of a deed or other instrument translativ of title establishing a record title to a lot in the said Subdivision and the delivery to the Association of a certified copy of such instrument, the owner designated by such instrument thereby automatically becoming a member of the Association. The percentage 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 his lot. Each lot in the said Subdivision shall be entitled to one vote in the Association. As various phases of this subdivision are developed and added to the effects of the restrictive covenants, the owners of lots therein shall be entitled to vote in association.

#### ARTICLE VI

##### DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of such members of directors as shall be determined by the By-Laws. In the absence of such a determination, the first elected Board shall consist of three (3) members. The initial elected Board of Directors shall be elected at the annual members' meeting in the manner provided in the By-Laws. Directors may be removed and vacancies on the Board shall be filled as provided by the By-Laws.

However, the first election of the directors shall not be held until 90% of the lots in the said Subdivision (all phases,

of Directors approves such settlement and reimbursement as being for the Association's best interest. The above described rights 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 IX

##### BY-LAWS

The Board of Directors shall adopt the first By-Laws of the Association. The said By-Laws may be amended, changed or repealed in the manner provided in the said By-Laws.

#### ARTICLE X

##### AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the following manner:

The notice of any meeting at which a proposed amendment is considered shall include a notice of the subject matter of the proposed amendment. Either the Board of Directors or the members of the Association may propose a resolution approving a proposed amendment. Members and directors who are not present either in person or by proxy at the meeting at which the proposed amendment is under consideration may express their approval in writing provided their approval is delivered to the Secretary at or before the meeting.

An amendment must be approved by not less than seventy-five percent (75%) of the members' total voting power of the Association. No amendment shall make any changes in the qualifications for membership nor in the voting rights of the members, nor any change in Part C, Article IV or Article VI without the unanimous approval in writing by all of the members having voting power. A copy of each amendment shall be certified by the Secretary of State and recorded in accordance with law and filed in the conveyance records of the Clerk of Court, St. Tammany Parish.

current and future) have been sold by the developer, unless the Developer sooner decides to relinquish the positions held by Intravia and McHugh. The two (2) directors named below shall serve until the first election of directors, and the remaining directors shall fill vacancies occurring before the first election. The names and addresses of the members of the first Board of Directors are as follows:

Director: GARY M. INTRAVIA, 845 GALVEZ ST., MANDEVILLE, LA. 70448

Director: KELLY J. MCHUGH, 845 GALVEZ ST., MANDEVILLE, LA. 70448

The above named directors shall hold office until their successors are elected and have qualified or until said directors resign.

#### ARTICLE VII

##### OFFICERS

The Association's affairs shall be administered by the officers of the Board of Directors. The initial officers' names and addresses are:

President: Gary M. Intravia, 845 Galvez Street, Mandeville,  
La. 70448

Secretary/Treasurer: Kelly J. McHugh, 845 Galvez Street,  
Mandeville, La. 70448

#### ARTICLE VIII

##### INDEMNIFICATION

Each director and each officer of the Association shall be indemnified by the Association against all liabilities and expense, including counsel fees reasonable 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 settlement, the indemnification provided for herein shall apply only when the Board

ARTICLE XI

ACCOUNTING RECORDS

The Association shall maintain accounting records according to standard and accepted accounting practices and as required by the Restrictions & Covenants. Such records shall be available for inspection by lot owners at reasonable times designated by the Association. Such records shall include:

(1) An itemized record of all receipts and expenditures.

(2) A separate account for each lot which shall indicate the name and address of the lot owner, the amount of each assessment for the common expenses, when the assessment becomes due, amounts paid on the account and any balance due thereon.

ARTICLE XII

TERMS OF THE ASSOCIATION

The Association shall continue to exist for the life of the said Subdivision. The termination of said Subdivision in accordance with the provisions of the Restrictions and Covenants shall terminate the Association.

ARTICLE XIII

REGISTERED AGENT

The full name and address of the corporation's registered agent is:

MARTHA L. JUMONVILLE, 201 HOLIDAY BLVD., SUITE 110, COVINGTON, LA. 70433

ARTICLE XIV

INCORPORATOR

The name and address of the incorporator of this corporation is: MARTHA L. JUMONVILLE, 201 HOLIDAY BLVD., SUITE 110, COVINGTON, LA. 70433

ARTICLE XV

ASSESSMENTS

Members shall be subject to assessments by this corporation in accordance with the Restrictions and Covenants.

THUS DONE AND PASSED, in the presence of me, Notary, and that of the undersigned competent witnesses, after reading the whole, and for the purposes stated herein, Covington, Louisiana, this 25<sup>th</sup> day of July, 1995.

WITNESSES:

Anna Dejean

MARSHA L. JUMONVILLE

Ray Cook

Sandra Mackay  
SANDRA MACKAY, NOTARY PUBLIC



AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED REGISTERED AGENT  
ACT 769 OF 1987

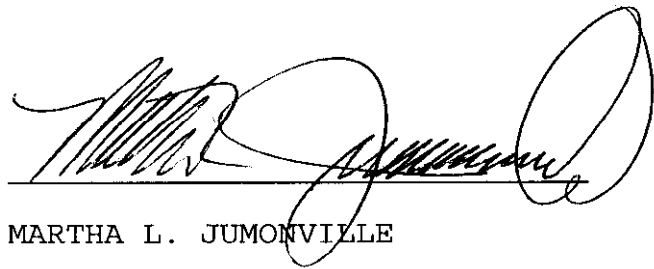
TO THE SECRETARY OF STATE  
CORPORATE DEPARTMENT  
STATE OF LOUISIANA

STATE OF LOUISIANA

PARISH OF ST. TAMMANY

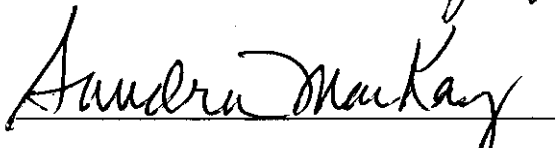
On this 25<sup>th</sup> day of July, 1995,

BEFORE ME, the undersigned Notary Public, in and for the State and Parish aforesaid, personally came and appeared MARTHA L. JUMONVILLE, a person of the full age of majority and a resident of St. Tammany Parish, who is personally known to me, who after being duly sworn, did declare and say that he does hereby accept appointment as the Registered Agent of THE WOODLANDS PROPERTY OWNERS ASSOCIATION, INC. which Corporation is authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, of the Louisiana Revised Statutes, and the pertinent chapters thereunder.

  
MARTHA L. JUMONVILLE

Sworn to and subscribed

Before me, Notary, this 25<sup>th</sup> day of July, 1995.

  
SANDRA MACKAY, NOTARY PUBLIC