

UNITED STATES OF AMERICA
State of Louisiana



Jox 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

MANCHAC COMMONS HOMEOWNERS ASSOCIATION, INC.

Domiciled at BATON ROUGE, LOUISIANA,

Was filed and recorded in this Office on May 07, 2004,

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.

INSTRUMENT # 00575569
FILED AND RECORDED
ASCENSION CLERK OF COURT
2004 MAY 12 09:54:08 AM
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M. Breau
DEPUTY CLERK & RECORDER

CERTIFIED TRUE COPY BY
M. Breau
DEPUTY CLERK

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DOUG WELBORN

CLERK OF COURT & RECORDER

CERTIFIED TRUE COPY
BY *D. Welborn*
DEPUTY CLERK & RECORDER

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 7, 2004

Jox McKeithen

MBE 35700845N

Secretary of State

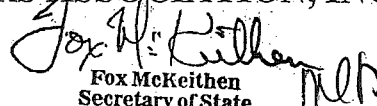


STATE OF LOUISIANA
Office of the Secretary of State
I hereby certify that this is a true and correct copy,
as taken from the original on file in this office.

ARTICLES OF INCORPORATION
OF
MANCHAC COMMONS HOMEOWNERS ASSOCIATION, INC.

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE


Fox McKeithen
Secretary of State
Date: MAY - 7 2004

BE IT KNOWN, that on this 30th day of April, 2004, before me, the undersigned Notary Public, duly commissioned and qualified in and for the Parish of East Baton Rouge, State of Louisiana, and in the presence of the undersigned competent witnesses personally came and appeared:

MANCHAC PLACE LLC (hereinafter referred to as the "Developer"), a Louisiana limited liability company domiciled in East Baton Rouge Parish, whose mailing address is c/o John B. Noland, 450 Laurel Street – Suite 2110, Baton Rouge, Louisiana 70801, represented herein by Matthew G. McKay and Lindsey E. Landreneau, its duly authorized Members;

who declared that availing itself of the benefits of the provisions of the Constitution of the State of Louisiana and the laws of the State relative to the organization of a non-profit corporation and particularly of the provisions of La.-R.S. 12:201-269, inclusive, the Incorporator does by these presents form and organize itself, as well as all other persons who may hereafter join or become associated with the Incorporator or its successors, into a non-profit corporation (the "Corporation") for the objects and purposes and under the covenants, stipulations and agreements following, to-wit:

ARTICLE I
NAME AND POWERS

The name of the Corporation shall be **MANCHAC COMMONS HOMEOWNERS ASSOCIATION, INC.**, and it generally shall possess all the powers, rights, privileges, capacities, and immunities which non-profit corporations are authorized, and may hereafter be authorized, to possess under the Constitution and laws of this state, and particularly under Title 12, Section 201, *et seq.*, of the Louisiana Revised Statutes.

ARTICLE II
NON-STOCK AND NON-PROFIT

- A. The Corporation is organized on a non-stock, non-profit basis and is irrevocably dedicated to the general purposes stated in Article IV of these Articles of Incorporation.
- B. No part of the net earnings of the Corporation shall inure to the benefit of any member, board member, officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in pursuit of one or more of its purposes).

- C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation may not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- D. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on the undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws or regulations.
- E. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws or regulations.
- F. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws or regulations.

ARTICLE III DOMICILE

The domicile of the Corporation shall be at **450 Laurel Street – Suite 2110, Baton Rouge, Louisiana 70801**, and the location and post office address of its registered office shall be the same.

ARTICLE IV PURPOSE AND POWERS

The Corporation is organized primarily for the following purposes:

- A. Performing all of the duties and obligations of the Corporation in connection with building restrictions (the “Restrictions”) that may be imposed on property located in Ascension Parish, Louisiana, and developed as certain filings of Manchac Place (the “Subdivision”);
- B. Providing generally for the ownership, management, and maintenance of common properties transferred to the Corporation or otherwise subject to control by the Corporation;
- C. Exercising certain rights and powers and performing certain obligations relating to the individual lots in those filings of Manchac Place for which the Corporation provides any level of administration (each such lot is referred to herein as a “Lot”), together with improvements thereon, including the homes, and as enumerated in the Restrictions; and
- D. Except as limited in these Articles, perform any and all acts and things that a non-profit corporation is empowered to do under Louisiana law, which may be necessary, convenient, or desirable in the administration of its affairs.

The Corporation shall not mortgage, pledge or hypothecate any or all of its movable or immovable property as security for money borrowed or debts incurred except with the consent of two-thirds ($\frac{2}{3}$) of its members.

ARTICLE V OFFICERS

The officers of the Corporation shall consist of a President who shall be a member of the Board of Directors, a Secretary and a Treasurer and such other officers as the directors may elect or appoint. Any two or more offices may be held by the same person, except the office of President and Secretary. The President, the Secretary, and the Treasurer are to be elected annually by the Board of Directors and shall serve one year or until their successors are duly elected and installed.

ARTICLE VI MEMBERSHIP

The record owner (whether an individual or other legal entity) of a Lot in Manchac Place for which the Corporation provides administration shall be a member of the Corporation. Ownership shall be established by the recordation in the public records of Ascension Parish, Louisiana, of an instrument conveying ownership of a Lot and the receipt by the Corporation of a copy thereof. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to any may not be separated from ownership of any Lot. When more than one person owns an interest in a Lot or when a corporation, partnership or other legal entity owns a Lot, no more than two adults may be designated as authorized to enjoy the full benefits of membership (although each owner shall be a member whether designated as authorized to enjoy full benefits of membership or not).

ARTICLE VII VOTING RIGHTS

One vote in all matters considered by the Corporation shall be allocated to each Lot. When more than one person is the owner of a Lot, all such persons shall be members of the Corporation, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one Lot. An owner, including the Incorporator, owning more than one Lot shall be entitled to one vote for each Lot owned. In the event of resubdivision of one or more Lots, the vote for each original Lot as shown on the original recorded final plat shall be attributed to the owner of the resubdivided Lot containing the most square footage of the original Lot. In no event shall the number of votes entitled to be cast exceed the number of Lots shown on the final plats of the Subdivision.

ARTICLE VIII MEMBERSHIP MEETINGS

Annual meetings of the members of the Corporation shall be held for the purpose of electing a Board of Directors for the Corporation; provided, however, that until two (2) years after the Incorporator has sold all Lots in Manchac Place for which the Corporation provides administration, the Incorporator shall have the right to appoint and replace any all directors of the

Corporation. Other matters which may be considered at such annual meetings and the time and place of such annual meeting shall be determined in accordance with the by-laws. Special meetings of the Corporation may be called in accordance with the by-laws.

ARTICLE IX POWERS AND MANAGEMENT

The powers and management of the Corporation shall initially be vested in, and exercised by, a Board of Directors of three (3) members. The number of directors shall be set forth in the by-laws and may be changed by the Board of Directors; provided, however, that until two (2) years after the Incorporator has sold all Lots in Manchac Place for which the Corporation provides administration, the Incorporator shall have the right to appoint and replace any all directors of the Corporation.

The time and place for regular or special meetings of the Board of Directors shall be determined in accordance with the by-laws.

Failure to elect directors annually shall not dissolve the Corporation nor impair its corporate existence or management, but the directors then in office shall remain in office until their successors shall have been duly elected and installed.

A majority of the directors shall constitute a quorum, and a quorum shall be necessary to consider any question that may come before any meeting of the Board of Directors. If a quorum is not present at a duly assembled meeting, a majority of those present may adjourn the meeting from time to time, but may not transact any other business until a quorum is secured. A quorum being present, the affirmative vote of a majority of the directors present shall be necessary to decide any questions.

The Board of Directors shall have the power to make, alter, and annul such by-laws, rules or regulations for the government of the affairs of the Corporation as it may deem proper.

ARTICLE X REGISTERED AGENT

The name and address of the Corporation's registered agent is as follows:

LINDSEY E. LANDRENEAU
38026 Jefferson Crossing Avenue
Prairieville, Louisiana 70769

ARTICLE XI STOCK CLASSIFICATION

The Corporation is to be organized on a non-stock basis. The Incorporator shall be the first member of the Corporation. Other members may join at any time, subsequent to the purchase of a Lot. The fiscal year of the Corporation shall be from the 1st day of January in each year until the 31st day of December in the same year (*i.e.*, the calendar year); and each member, excluding the Incorporator, shall pay annual dues (in addition to assessments on Lots as provided for in the

Restrictions), if any, as decided by a vote of the membership for each fiscal year, or fraction thereof, for which each member is a member of the Corporation. Each member of the Corporation, upon payment of dues as set forth above, shall be entitled to a Certificate of Membership, signed by the President and Secretary, for the fiscal year for which such dues are paid. If no dues have been authorized by the membership, then the only requirement for membership is the ownership of a Lot, and receipt by the Corporation of a certified copy of the act conveying ownership. After a lapse of thirty (30) days after receipt of the required certified copy, payment of any dues, assessments, penalties, fines, or other levies against the purchased Lot, the member may vote and take part in the Corporation activities.

ARTICLE XII INCORPORATOR

The name and post office address of the Incorporator is as follows:

MANCHAC PLACE LLC
c/o John B. Noland
450 Laurel Street – Suite 2110
Baton Rouge, Louisiana 70801

The signing of these Articles of Incorporation by the Incorporator shall act as its enrollment to membership in the Corporation. The Incorporator shall be exempt from payment of dues.

ARTICLE XIII BOARD OF DIRECTORS

The names and addresses of the first Board of Directors is as follows:

1. **John B. Noland**
 450 Laurel Street – Suite 2110
 Baton Rouge, Louisiana 70801

2. **Matthew G. McKay**
 11377 Airline Highway
 Baton Rouge, Louisiana 70816

3. **Lindsey E. Landreneau**
 38026 Jefferson Crossing Avenue
 Prairieville, Louisiana 70769

Until two (2) years after the Incorporator has sold all of the Lots in Manchac Place for which the Corporation provides administration, the Incorporator shall have the right to remove any or all of the directors and to appoint replacement directors for any or all of the directors. The directors named above shall serve until the earlier of (a) appointment by the Incorporator of a successor while the Incorporator owns any Lot in Manchac Place for which the Corporation provides administration, (b) the first annual meeting of the membership of the Corporation held two (2) years after the Incorporator has sold all of the Lots in Manchac Place for which the Corporation provides administration and their successors are elected and qualified,

or (c) removal, resignation or death. In the event a director is removed, resigns or dies, the remaining directors shall select a replacement, provided, however, that the Incorporator shall have the right to appoint replacements for directors who are removed, resign or die until two (2) years after the Incorporator has sold all of the Lots in Manchac Place for which the Corporation provides administration.

ARTICLE XIV **NOTICES TO HOLDERS OF MORTGAGES**

The Corporation shall give to each institutional holder of a first mortgage on a Lot which has made a request therefor, identified by Lot number, a thirty-day written notice of intent to (a) abandon or terminate the performance of its duties and obligations under the Restrictions; (b) materially amend these Articles of Incorporation or the by-laws of the Corporation; or (c) to change from professional management to self-management of any property managed by the Corporation or vice versa.

ARTICLE XV **INDEMNIFICATION**

Each director and each officer of the Corporation and each member, director, officer, employee or agent of the Committees provided for under the Restrictions (collectively, the "Committees") shall be indemnified by the Corporation against all liabilities and expenses, including counsel fees, reasonably incurred or imposed on 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 an officer or director of the Corporation or a member, director, officer, employee or agent of any of the Committees at the time such expenses are incurred, unless the officer or director or member, director, officer, employee or agent of any of the Committees is adjudged guilty of willful malfeasance or misfeasance in the performance of his duties. In the case of a settlement, the indemnification provided for herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the Corporation's best interests. The above-described right of indemnification shall not be exclusive of all other rights to which such officer or director or member, director, officer, employee or agent of any of the Committees may be entitled but shall be in addition to such other rights.

ARTICLE XVI **DISSOLUTION**

The Corporation may be dissolved with the consent given in writing and signed by not less than three-fourths ($\frac{3}{4}$) of the members. Upon dissolution of the Corporation, other than as incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to these for which the Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, trust, or other organization to be devoted to such similar purposes.

ARTICLE XVII
AMENDMENTS TO ARTICLES OF INCORPORATION

These articles may be amended at a general membership meeting held pursuant to a special ten-day notice of the amendments to be proposed. Either the Board of Directors or the members of the Corporation may originate a proposed amendment. The requirements of a general membership meeting to change these Articles may be waived in writing by three-fourths (3/4) of the members of the Corporation.

An amendment shall not be effective until it has received the approval of not less than two-thirds (2/3) of the entire membership of the Board of Directors and not less than three-fourths (3/4) of the entire membership of the Corporation. No amendment, modification, supplement or deletion shall be effective if it violates any of the provisions of the Restrictions.

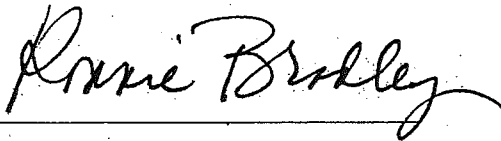
ARTICLE XVIII
LIMITS OF LIABILITY

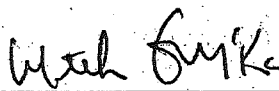
No member of the Corporation shall ever be held liable or responsible for contracts, debts, or defaults of the Corporation in any further sum than the unpaid dues, if any, owed by him to the Corporation (excepting assessments, charges, and fines provided for in the Restrictions) nor shall any mere informality in organization have the effect of rendering these Articles of Incorporation null and void or of exposing the members to any liability other than that above provided.

THUS DONE AND PASSED in Baton Rouge, Louisiana, on the date first above written, in the presence of the undersigned competent witnesses and me, Notary, after a due reading of the whole.

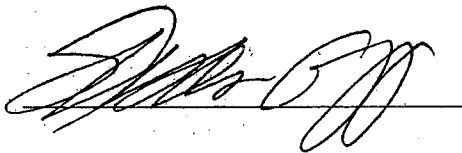
WITNESSES:

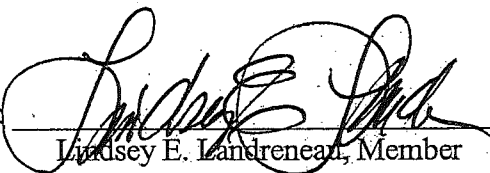
MANCHAC PLACE LLC



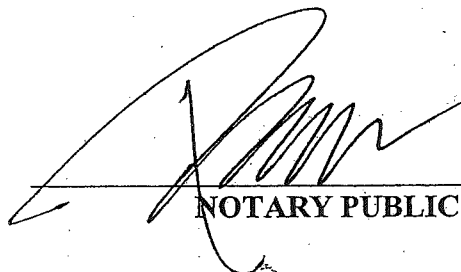
By: 

Matthew G. McKay, Member



By: 

Lindsey E. Landreneau, Member



NOTARY PUBLIC

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT FOR
MANCHAC COMMONS HOMEOWNERS ASSOCIATION, INC.**

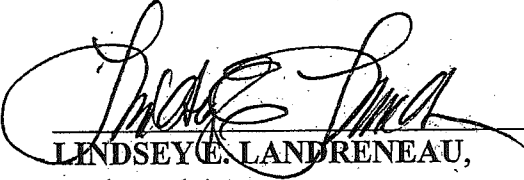
STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN THAT, on the 30th day of April, 2004, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared:

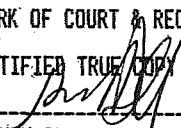
LINDSEY E. LANDRENEAU

who is to me known, and who, after being duly sworn, acknowledged to me that he does hereby accept appointment as the Registered Agent of **MANCHAC COMMONS HOMEOWNERS ASSOCIATION, INC.**, which is a non-profit corporation organized under the laws of the State of Louisiana pursuant to the provisions of La.-R.S. 12:201-269, inclusive.



LINDSEY E. LANDRENEAU,
Registered Agent

SWORN TO AND SUBSCRIBED before me, Notary, on the day, month and year first above set forth.

ORIG 699 BNDL 11605
FILED AND RECORDED
EAST BATON ROUGE PARISH, LA.
2004 MAY 10 AM 10:51:44
FTL BK FOLIO
NOTARY PUBLIC **DOUG WELBORN**
My Commission is for Life
CLERK OF COURT & RECORDER
CERTIFIED TRUE COPY
BY 
DEPUTY CLERK & RECORDER