

R. Kyle Ardoin
SECRETARY OF STATE

State of Louisiana
Secretary of State



COMMERCIAL DIVISION
225.925.4704

10/13/2021

Administrative Services
225.932.5317 Fax
Corporations
225.932.5314 Fax
Uniform Commercial Code
225.932.5318 Fax

ONLINE FILING
barbara.patel@phelps.com

DAWSON BLUFF TOWNHOMES HOMEOWNERS ASSOCIATION, INC.

It has been a pleasure to approve and place on file your articles of incorporation. The appropriate evidence is attached for your files.

Payment of the filing fee is acknowledged by this letter.

In addition to email and text notifications, business owners now have the option to enroll in our secured business filings (SBF) service. This service is available online, at no charge, by filing a notarized affidavit. Upon enrollment, an amendment cannot be made to your entity without approval using your personal identification number. This is another way to protect your business from fraud and identity theft.

Please note that as of January 1, 2018, business owners in the following parishes will be required to file all available business documents online through **geauxBIZ**: Ascension, Bossier, Caddo, Calcasieu, East Baton Rouge, Jefferson, Lafayette, Livingston, Orleans, Ouachita, Rapides, St. Tammany, Tangipahoa and Terrebonne.

Online filing options are available if changes are necessary to your registration or if you need to file an annual report. Please visit our website at **GeauxBiz.com** for your future business needs.

Sincerely,

The Commercial Division
WEB



R. Kyle Ardoin

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

DAWSON BLUFF TOWNHOMES HOMEOWNERS ASSOCIATION, INC.

Domiciled at BATON ROUGE, LOUISIANA,

Was filed and recorded in this Office on October 13, 2021,

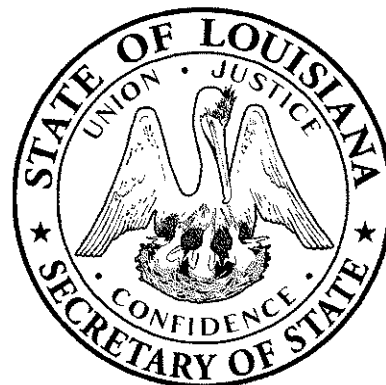
And all fees having been paid as required by law, the corporation is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R.S. Title 12, Chapter 2.

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,

October 13, 2021

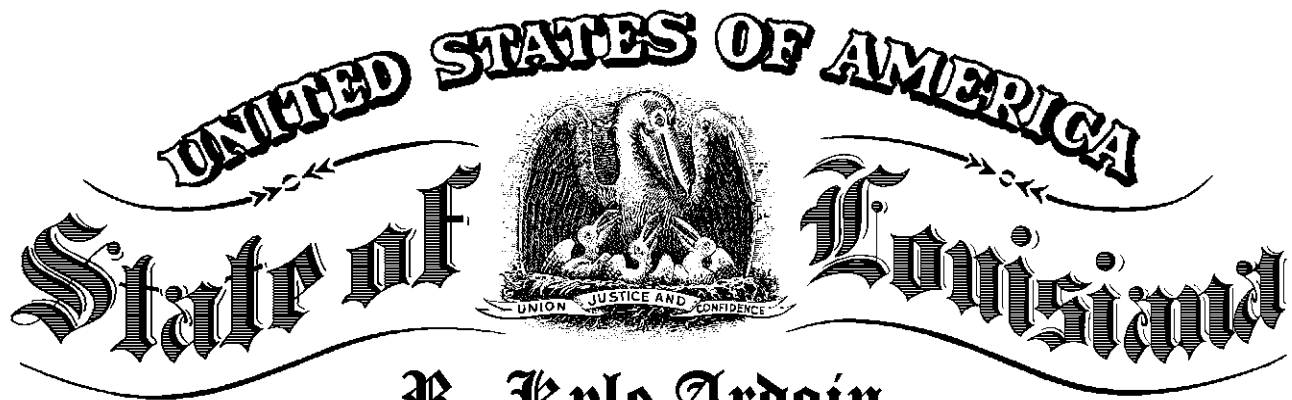
Secretary of State

WEB 44629509N



Certificate ID: 11468927#C4P83

To validate this certificate, visit the following web site, go to **Business Services**, **Search for Louisiana Business Filings**, **Validate a Certificate**, then follow the instructions displayed.
www.sos.la.gov



R. Kyle Ardoin

SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that
the attached document(s) of

DAWSON BLUFF TOWNHOMES HOMEOWNERS ASSOCIATION, INC.

are true and correct and are filed in the Louisiana Secretary of State's Office.

ORIGF 10/13/2021 6 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,

October 13, 2021

Secretary of State

WEB 44629509N



Certificate ID: 11468928#L7Q83

To validate this certificate, visit the following
web site, go to **Business Services, Search**
for Louisiana Business Filings, Validate a
Certificate, then follow the instructions
displayed.

www.sos.la.gov

State of Louisiana
Parish of East Baton Rouge

**Articles of Incorporation
of
Dawson Bluff Townhomes Homeowners Association, Inc.
(A Louisiana Nonprofit Corporation)**

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

Randy P. Roussel
Incorporator & Registered Agent
400 Convention Street, STE 1100
Baton Rouge, Louisiana 70802

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 **Dawson Bluff Townhomes Homeowners Association, Inc.** a non-profit corporation.

**ARTICLE I
NAME**

The name of this corporation is **Dawson Bluff Townhomes Homeowners 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 Dawson Bluff Townhomes Homeowners Association, Inc. is:

Randy P. Roussel
400 Convention Street, STE 1100
Baton Rouge, Louisiana 70802

ARTICLE IV OBJECTS AND PURPOSES

This Association is organized to provide for the operation and management of the common areas and private servitudes located within the Dawson Bluff Tracts in that development known as "The Grove" 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 Master Declaration of Covenants, Conditions and Restrictions and Creation of Reciprocal Servitudes for the Grove recorded with the office of the Clerk of Court and Recorder of Mortgages for East Baton Rouge Parish, Louisiana, as amended or supplemented from time to time (collectively, the "Declaration") and the Supplemental Declaration of Covenants, Conditions and Restrictions of the Grove (Dawson Bluff) recorded with the office of the Clerk of Court and Recorder of Mortgages for East Baton Rouge Parish, Louisiana, as amended or supplemented from time to time (collectively, the "Supplemental Declaration"). 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 and Supplemental Declaration as same may be modified from time to time. Defined terms used herein shall have the meanings set forth in the Declaration and Supplemental Declaration.

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 of Lots within the Dawson Bluff Filings, for which a final plat has been made subject to the Declaration and Supplemental Declaration, shall be Members of the Association and no other person or entity shall be entitled to membership. Membership shall be increased as Additional Property is made subject to the Declaration and Supplemental Declaration.
- (c) Persons shall become Members of the Association by the recording in the Conveyance Records of the Parish of East Baton Rouge, Louisiana, of a deed or other act of conveyance establishing a change of record title to one of the Dawson Bluff Tracts 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 Dawson Bluff Tract 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 one of the Dawson Bluff Tracts.

(e) Voting by the Members of the Association shall be in accordance with the provisions of the Declaration and Supplemental 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.

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 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.

7.7 The Association shall indemnify its directors to the full extent permitted by La. R.S.

12:227.

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

<u>Name and Address</u>	<u>Term Expires</u>
Richard M. Carmouche 8200 Village Plaza Ct., Suite 2-B Baton Rouge, Louisiana 70810	<u>December 31, 2022</u>
Michael P. Carmouche 8200 Village Plaza Ct., Suite 2-B Baton Rouge, Louisiana 70810	<u>December 31, 2022</u>
Cathy Carmouche 8200 Village Plaza Ct., Suite 2-B Baton Rouge, Louisiana 70810	<u>December 31, 2022</u>

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.

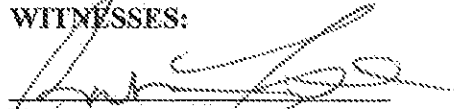
ARTICLE X AMENDMENTS TO ARTICLES OF INCORPORATION

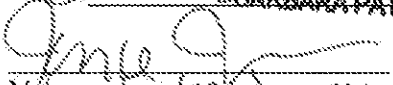
The Articles of Incorporation may be amended by a majority of the voting power of the Association.

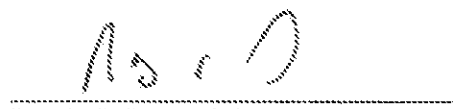
[Signatures on Following Page]


THUS DONE AND SIGNED at Baton Rouge, Louisiana, on 18th day of October, 2021, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:


Name: BARBARA PATEL


Name: Joyce Juneau


Randy P. Roussel, Incorporator


NOTARY PUBLIC
Name: _____
Bar Roll Number: _____

Jonathan Charles Benda
Bar Roll # 17464
Notary ID # 8997
Notary Public, State Of Louisiana
My Commission Is For Life


DESIGNATION AND ACKNOWLEDGMENT OF REGISTERED AGENT

of
Dawson Bluff Townhomes Homeowners Association, Inc.
a Louisiana Non-Profit Corporation

NAME AND ADDRESS OF REGISTERED AGENT(S):

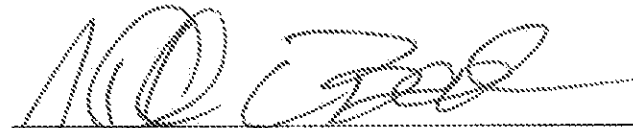
Randy P. Roussel
400 Convention Street, STE 1100
Baton Rouge, Louisiana 70802

I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT:



Randy P. Roussel

Sworn to and subscribed before
me this 13 day of October, 2021.



Notary Public

Name: _____

Bar Roll Number: _____

My Commission Expires _____

Jonathan Charles Benda
Bar Roll # 17464
Notary ID # 8997
Notary Public, State Of Louisiana
My Commission Is For Life