

# Livingston Parish Recording Page

Thomas L. Sullivan Jr.  
Clerk of Court  
PO Box 1150  
Livingston, LA 70754-1150  
(225) 686-2216

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**First REGISTERED AGENT**

MALLARD CROSSING SUBDIVISION HOMEOWNERS ASSOCIATION

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Recording Pages : 11

## Recorded Information

I hereby certify that the attached document was filed for registry and recorded in the Clerk of Court's office for Livingston Parish, Louisiana

On (Recorded Date) : 07/20/2010

At (Recorded Time) : 3:27:30PM



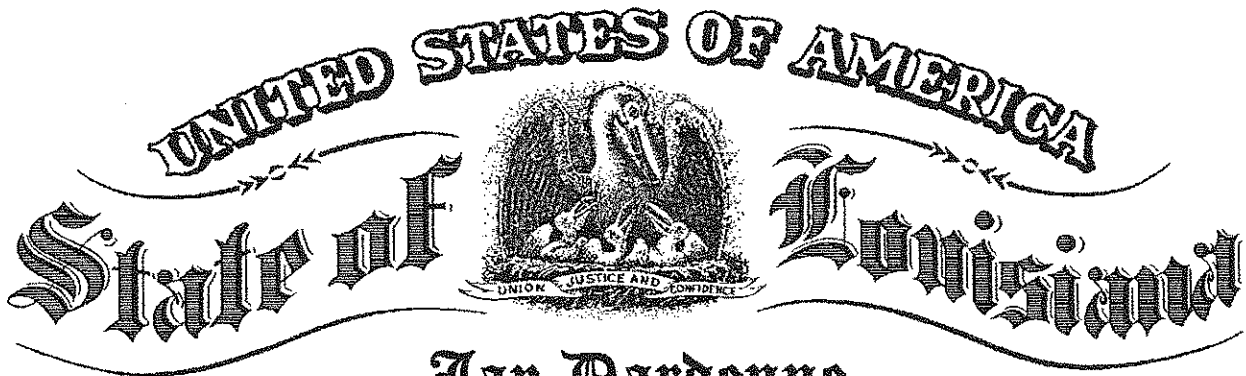
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CLERK OF COURT  
THOMAS L. SULLIVAN JR.  
Parish of Livingston  
I certify that this is a true copy of the attached  
document that was filed for registry and  
Recorded 07/20/2010 at 3:27:30  
Recorded in Book 43 Page 679  
File Number 723950

Deputy Clerk

Return To :



**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

**MALLARD CROSSING SUBDIVISION HOMEOWNERS ASSOCIATION**

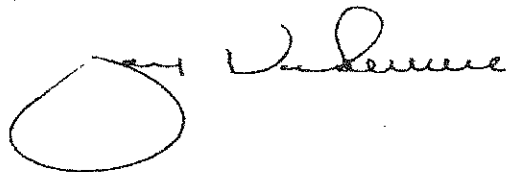
Domiciled at DENHAM SPRINGS, LOUISIANA,

Was filed and recorded in this Office on July 09, 2010,

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,

July 12, 2010

  
Secretary of State

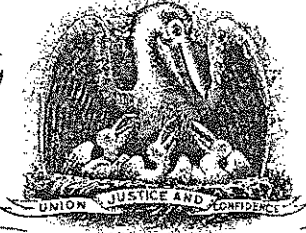
AL 40249851N



Certificate ID: 10083063#4PK73

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[www.sos.louisiana.gov](http://www.sos.louisiana.gov)

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*

the attached document(s) of

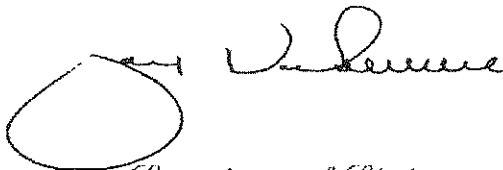
**MALLARD CROSSING SUBDIVISION HOMEOWNERS ASSOCIATION**

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

Original Filing 07/09/2010 8 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,

July 12, 2010



*Secretary of State*

AL 40249851N



Certificate ID: 10083064#CSL73

To validate this certificate, visit the following web site, go to **Commercial Division, Certificate Validation**, then follow the instructions displayed.

[www.sos.louisiana.gov](http://www.sos.louisiana.gov)

ARTICLES OF INCORPORATION  
OF  
MALLARD CROSSING SUBDIVISION HOMEOWNERS ASSOCIATION

STATE OF LOUISIANA

PARISH OF TANGIPAHOA

BE IT KNOWN that on this 9TH day of July, 2010, before me, the undersigned Notary Public, duly commissioned and qualified in and for the Parish of Tangiphoa, State of Louisiana, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the Incorporator hereunder, who declared to me, Notary Public, in the presence of the undersigned competent witnesses, that, availing himself of the provisions of the Louisiana Nonprofit Corporation Law (La. R.S. 12:201 et seq.), he does hereby form and incorporate a nonprofit corporation under and in accordance with these articles of incorporation (the "Articles").

**ARTICLE I**  
**PROPERTY**

These Articles pertain to MALLARD CROSSING SUBDIVISION, a residential development in East Baton Rouge, Parish, Louisiana, according to the Revised Final Plat thereof recorded in the records of East Baton Rouge Parish, Louisiana (the "Property"), which Property is subject to that certain Declaration of Amended and Restated Covenants & Restrictions for Mallard Crossing Subdivision, recorded or to be recorded in the records of East Baton Rouge Parish, Louisiana, as may be further amended, supplemented or restated from time to time (the "Declaration").

**ARTICLE 2**

**NAME**

The name of this corporation (the "Association") shall be:

**Mallard Crossing Subdivision Homeowners Association**

and under that name it shall have and enjoy all the rights, advantages, and privileges granted by law to such corporations. This corporation is the Association authorized under and defined in the Declaration.

**ARTICLE 3**

**PURPOSE**

The purpose of the Association is to exercise the rights and powers and to perform the duties and obligations of a homeowners association, in accordance with the Declaration, the Bylaws and State law, and particularly under La. R.S. 12:201 et seq., as each may be from time to time amended.

**ARTICLE 4**

**POWERS**

In furtherance of its purpose, the Association has the following powers, which, unless indicated otherwise by these Articles, the Declaration, the Bylaws or State law, may be exercised by the Board of Directors: (i) all rights and powers conferred on nonprofit corporations by State law in effect from time to time; (ii) all rights and powers conferred on property owners associations by State law, in effect from time to time; (iii) all powers necessary, appropriate or advisable to perform any purpose or duty of the Association set out in these Articles, the Bylaws, the Declaration or State law.

**ARTICLE 5**  
**MEMBERSHIP**

The Association is organized in whole on a non-stock basis. The Declaration and the Bylaws shall determine the number and qualifications of members of the Association; any classes of membership; the voting rights and other privileges of membership; and the obligations and liabilities of members. Cumulative voting is not allowed.

**ARTICLE 6**  
**DURATION**

This corporation shall enjoy perpetual existence.

**ARTICLE 7**  
**MANAGEMENT BY BOARD**

The management and affairs of the Association are vested in the Board of Directors, except for those matters expressly reserved to others in the Declaration and the Bylaws. The Bylaws may determine the number and qualification of directors; the term of office of directors; the methods of electing, removing, and replacing directors; and the methods of holding a board meeting and obtaining consents.

**ARTICLE 8**  
**DEVELOPMENT**

The Declaration provides for a Development Period during which the Declarant is given certain rights to ensure a complete and orderly buildout and sellout of the Property.

**ARTICLE 9**  
**LIMITATIONS ON LIABILITY**

a. Except as provided in Paragraph b. below, an officer or director of the Association is not liable to the Association or its members for monetary damages for acts or omissions that occur in the person's capacity as an officer or director, except to the extent a person is found liable for (i) a breach of the officer or director's duty of loyalty to the Association or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the officer or director to the Association; (iii) an act or omission that involves intentional misconduct or a knowing violation of the law; (iv) a transaction from which the officer or director receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the person's office; or (v) an act or omission for which the liability of an officer or director is expressly provided by an applicable statute.

b. The limitation on the liability of an officer or director does not eliminate or modify that person's liability as a member of the Association. The liability of a member arising out of a contract made by the Association, or out of the indemnification of officers or directors, or for damages as a result of injuries arising in connection with the common elements, or for liabilities incurred by the Association, will be limited to the same proportion for which he is liable for common expenses as a member of the Association.

**ARTICLE 10**  
**INDEMNIFICATION**

Subject to the limitations and requirements of applicable law, the Association will indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was an officer, director, committee chair, or committee

member of the Association. Additionally, the Association may indemnify a person who is or was an employee, trustee, agent, or attorney of the Association, against any liability asserted against him and incurred by him in that capacity and arising out of that capacity.

**ARTICLE 11**  
**AMENDMENT OF ARTICLES**

These Articles may be amended in accordance with the Louisiana Nonprofit Corporation Law, subject to the following: (i) an amendment may not conflict with the Declaration or State law; (ii) an amendment may not impair or dilute a right granted to a person by the Declaration, without that person's written consent; and (iii) without member approval, the board of directors may adopt amendments permitted by applicable law.

**ARTICLE 12**  
**AMENDMENT BY BYLAWS**

The Bylaws of the Association may be amended or repealed according to the amendment provision of the Bylaws, which may reserve those powers to the members, exclusively.

**ARTICLE 13**  
**DISSOLUTION**

The Association may be dissolved only as provided in the Declaration, the Bylaws, and by State law. On dissolution, the assets of the Association will be distributed in accordance with a dissolution plan approved by the members.



**ARTICLE 14****ACTION WITHOUT MEETING**

Any action required by the Louisiana Nonprofit Corporation Law to be taken at a meeting of the members or directors, or any action that may be taken at a meeting of the members or directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members, directors, or committee members as would be necessary to take that action at a meeting at which all of the members, directors, or members of the committee were present and voted.

**ARTICLE 15****INITIAL BOARD OF DIRECTORS**

The initial board consists of three directors who will serve as directors until their successors are elected and qualified, as provided in the Bylaws. The name and address of each initial director is as follows:

| <u>Name</u>    | <u>Address</u>                              |
|----------------|---|
| David Landry   | 7696 Vincent Road, Denham Springs, LA 70726 |
| Don Trahan     | 7696 Vincent Road, Denham Springs, LA 70726 |
| Michael Cascio | 7696 Vincent Road, Denham Springs, LA 70726 |

**ARTICLE 16****REGISTERED AGENT/REGISTERED OFFICE**

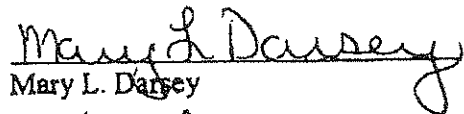
The name and address of the Association's initial registered agent is David Landry, 7696 Vincent Road, Denham Springs, LA 70726. The address of the Association's initial registered office is 7696 Vincent Road, Denham Springs, LA 70726.

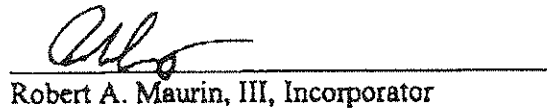
**ARTICLE 17**  
**INCORPORATOR**

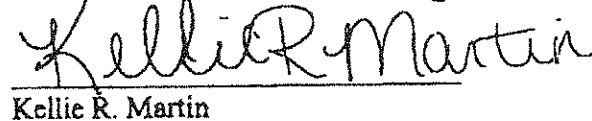
The name of the incorporator is Robert A. Maurin, III, 110 N. Oak St., Hammond, LA 70401.

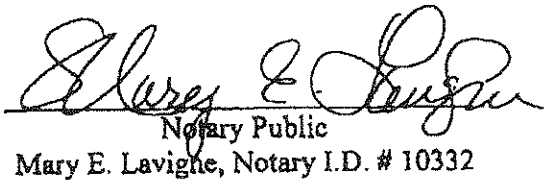
THUS DONE AND PASSED, in multiple originals, in my office at Hammond, Louisiana, on the day, month, and year first hereinabove written, in the presence of the undersigned competent witnesses, who hereunto sign their names with the said appearer, and me, Notary, after reading of the whole.

WITNESSES:

  
Mary L. Darsey

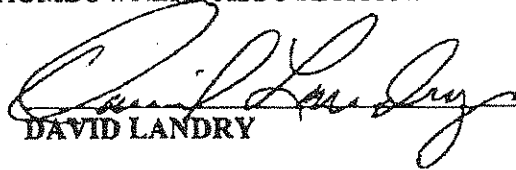
  
Robert A. Maurin, III, Incorporator

  
Kellie R. Martin

  
Notary Public  
Mary E. Lavigne, Notary I.D. # 10332

**AGENT'S AFFIDAVIT AND ACKNOWLEDGMENT OF ACCEPTANCE**

I hereby acknowledge and accept the appointment of registered agent for and on behalf of MALLARD CROSSING SUBDIVISION HOMEOWNERS ASSOCIATION.

  
DAVID LANDRY

**SWORN TO AND SUBSCRIBED**

before me this, 9<sup>th</sup> day of July, 2010.

  
NOTARY PUBLIC

STACY M. DERBES  
ID #39623

