

UNITED STATES OF AMERICA

State of Louisiana



Fox 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 LANDINGS HOMEOWNERS' ASSOCIATION, INC.

Domiciled at SLIDELL, LOUISIANA,

Was filed and recorded in this Office on March 30, 1999,

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,*

March 30, 1999

Fox McKeithen

CBU 34768077N
Secretary of State



ARTICLES OF INCORPORATION
OF
THE LANDINGS HOMEOWNERS' ASSOCIATION, INC.

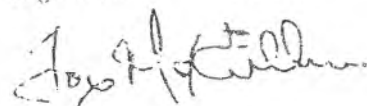
ARTICLE I
NAME

The name and title of this corporation shall be THE LANDINGS HOMEOWNERS' ASSOCIATION, INC., and, under and by said name, unless sooner dissolved in accordance with law, it shall exist and continue, and shall enjoy perpetual corporate existence, during which time 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, §201 et seq., Louisiana Revised Statutes.

ARTICLE II
DOMICILE

The domicile of this corporation shall be the Parish of St. Tammany, State of Louisiana, and the location and post office address of its registered office shall be 350 N. Military Road, Slidell, Louisiana 70461. The registered agent shall be Louis G. Miramont, Jr. onshore in Slidell, Louisiana 70461. Parkpoint Drive, Slidell, Louisiana 70461.

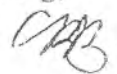
STATE OF LOUISIANA
I hereby certify that this is a true
and correct copy as taken from the
original in this office.



Fox McKeithen
Secretary of State

ARTICLE III
BASIS OF ORGANIZATION

The corporation is organized, and it shall be operated, exclusively for the purpose of fostering,

MAR 30 '99 

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OF
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ARTICLE III
BASIS OF ORGANIZATION

The corporation is organized, and it shall be operated, exclusively for the purpose of fostering,

protecting and promoting the welfare and interest of The Landings Subdivision in the Parish of St. Tammany, State of Louisiana; to encourage, promote and foster any lawful idea, plan, action or movement; to benefit said The Landings Subdivision and its property owners and residents. The corporation shall have the power to fix assessments or charges to be levied against the properties and to enforce any and all covenants, building restrictions and agreements applicable to the properties. The above enumerated purposes are merely illustrative and shall not be construed as limiting its purposes to only those enumerated.

This corporation is a non-profit corporation as defined in Title 12, §201 et seq., Louisiana Revised Statutes. The corporation shall be organized on a non-stock basis. No part of the net earnings or other assets of this corporation shall inure to the benefit of any member or individual.

ARTICLE IV MEMBERSHIP

This corporation is and shall be organized on a membership basis and no shares or certificates of stock shall be issued. Every person or entity who is a record title owner of any lot situated in The Landings Subdivision shall be members of this organization.

ARTICLE V VOTING

At the meeting of the general membership there shall be a maximum of one (1) vote per dwelling in the subdivision. There shall be no proxy votes. Dues must be paid in full in order to

exercise voting rights.

ARTICLE VI ASSESSMENTS

The member lot owners and the lot upon which said member's membership is based shall be subject to and liable for fees and assessments which shall be collected by the Association for the purpose of operating, maintaining and improving the green space and parks, streets, entrance gate and drainage and otherwise carrying out the purpose of this corporation. The minimums to be paid and collected monthly and due the first of each month are set out in the subdivision restrictions. The assessments for maintenance of streets, gate and drainage may not be decreased, even by unanimous vote, as long as the Homeowners' Association has the responsibility for maintenance of the streets. The annual assessment per lot may otherwise be increased and provisions made for payment and collection, such as quarterly or semi-annually, may be made only by a majority of votes of members of the corporation entitled to vote at that time. In no event may the annual assessment be increased in an amount exceeding twenty (20%) percent of the prior year's assessment. The amount of Homeowners' Association membership dues, which is separate, will be determined by the Homeowners' Association.

ARTICLE VII BOARD OF DIRECTORS AND OFFICERS

The officers of the corporation shall consist of a President, Vice President, Secretary and

Treasurer. These officers will also serve on the Board of Directors of the corporation. In addition, there shall be five (5) members at large elected by the general membership. The officers and members at large must be held by a different person. No two (2) or more offices may be held by the same person, and no individuals of the same household shall hold offices or membership on the Board of Directors at the same time. The President, Vice President, Secretary, Treasurer and the other members of the Board of Directors are to be elected annually by the general membership and shall serve for one (1) years or until their successors are duly elected and installed.

ARTICLE VIII MEETINGS

The corporate powers and management of this corporation shall be vested in, and exercised by, the Board of Directors, including the officers, but any action taken by the Board of Directors may be overridden by a majority vote of the members present at any meeting of the general membership. All nine (9) members of the Board of Directors are to be elected annually at a general meeting of the members to be held during the month of January in each year beginning with the year 2000. Said meeting to be held at such place that may be provided in the By-Laws. The officers and the other members of the Board of Directors shall take office immediately upon election.

Failure to elect officers and the other members of the Board of Directors shall not dissolve this corporation nor impair its corporate existence or management, but the officers and members of the Board of Directors then in office shall remain in office until their successors will have been duly

elected and installed.

At meeting of the Board of Directors, a majority of the officers and other members of the Board of 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 meeting of the Board of Directors, a majority of those present may adjourn the meeting but may not transact any other business until a quorum is secured. A quorum being present, the affirmative vote of a majority of the members of the Board of Directors present shall be necessary to decide any questions.

ARTICLE IX BY-LAWS

This corporation may adopt by-laws which shall be approved by the Board of Directors and submitted to the general membership and which must be accepted by a majority present and voting at a meeting of the general membership. Two-thirds (2/3) of the members present, qualified to vote, and voting at a meeting shall have power to amend these Articles of Incorporation and/or the by-laws, (with the exception of Article VI which may not be amended insofar as it sets out the minimums to be paid and collected for the maintenance of streets, subdivision entrance gate and drainage) providing ten (10) days written notice prior to said meeting of the intention to submit amendments and the nature of the proposed amendments to be submitted shall be given to all members.

**ARTICLE X
LIABILITY**

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

In the event of dissolution of this corporation, all funds will be expended prior to final liquidation in furtherance of the purposes for which the corporation was created, as determined by the membership.

**ARTICLE XI
DIRECTORS**

The term of office of the initial director shall be from date of incorporation until 100% of the subdivision is developed and all lots sold unless otherwise determined by the initial director. The initial director is as follows:

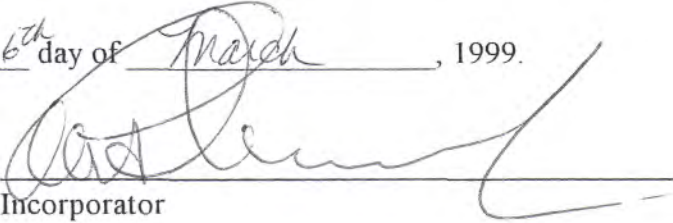
Louis G. Miramon, Jr.
1061 Parkpoint Drive
Slidell, LA 70461

**ARTICLE XII
INCORPORATORS**

The incorporator's name and address is:

Louis G. Miramon, Jr.
1061 Parkpoint Drive
Slidell, LA 70461

THUS DONE AND SIGNED this 26th day of March, 1999.



Incorporator

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ST. TAMMANY

BEFORE ME, the undersigned authority, personally came and appeared:

LOUIS G. MIRAMON, JR.

appearing herein solely in her capacity as the President of The Landings Homeowners' Association, Inc., who being first duly sworn, did depose and say:

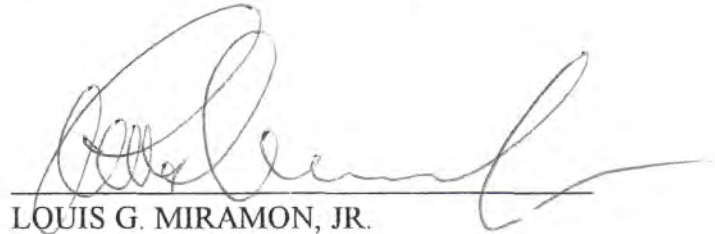
That he executed the above Articles of Incorporation of his own free will and accord for the uses, purposes and benefits therein expressed.

IN WITNESS WHEREOF, the said appearer has executed this acknowledgment in my presence and in the presence of the undersigned competent witnesses on this 26th day of March, 1999.

WITNESSES:

Gaula Messick

Catalyn V Cullen


LOUIS G. MIRAMON, JR.

Charlene R. Briffin
NOTARY PUBLIC

DOMESTIC BUSINESS CORPORATION INITIAL REPORT

(To be filed when the Articles of Incorporation are filed)

(R.S. 12:25 and 12:101)

State of Louisiana
Parish of St. Tammany

To: The Secretary of State
Baton Rouge, Louisiana

Complying with R.S. 12:25 and 12:101, THE LANDINGS HOMEOWNERS' ASSOCIATION, INC., hereby makes its initial report as follows:

1. The name of the corporation is THE LANDINGS HOMEOWNERS' ASSOCIATION, INC.
2. The location and municipal address (not a P.O. Box only) of this corporation's registered office:
350 N. Military Road
Slidell, LA 70461
3. The full name and municipal address (not a P.O. Box only) of this corporation's registered agent:
Louis G. Miramon, Jr.
1061 Parkpoint Drive
Slidell, LA 70461
4. The names and municipal addresses (not a P.O. Box only) of the first directors (if selected when articles are filed):
Louis G. Miramon, Jr.
1061 Parkpoint Drive
Slidell, LA 70461

IN WITNESS WHEREOF, the Incorporator has duly executed this Initial Report on this 26th
day of March, 1999.



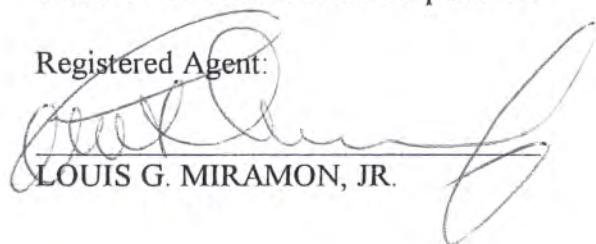
LOUIS G. MIRAMON, JR.

AGENT'S AFFIDAVIT AND ACKNOWLEDGMENT OF ACCEPTANCE


I hereby acknowledge and accept the
anointment of registered agent for and on
behalf of the above named corporation.

Sworn to and subscribed before me this 26th day of
March, 1999.

Registered Agent:



LOUIS G. MIRAMON, JR.



Notary Public