

**ARTICLES OF INCORPORATION OF
THE PLEASANT RIDGE TOWNHOME ASSOCIATION, INC.**

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned authority, personally appeared:

ENRICHMENT, INC., a Louisiana corporation having its registered office in the Parish of East Baton Rouge, appearing herein through its undersigned agent who is duly authorized by virtue of the resolution of the Board of Directors of said corporation, a copy of which is on file in the Official Records of said parish, its mailing address is declared to be 5868 South Pollard Parkway, Baton Rouge, Louisiana 70808;

who declared that availing itself of the provisions of the Louisiana Nonprofit Corporation Law, it does hereby organize a non-profit corporation as defined in Louisiana Revised Statute (1950) 12:201(7) in accordance with the following Articles of Incorporation.

ARTICLE 1

The name of this corporation is:

PLEASANT RIDGE TOWNHOME ASSOCIATION, INC.

ARTICLE 2

The corporation does not contemplate pecuniary gain or profit. The purpose of the corporation shall be to provide for maintenance, preservation and architectural control of the residential Lots and Common Area within the subdivision of East Baton Rouge Parish, Louisiana, known as **PLEASANT RIDGE** and to promote the health, safety, and welfare of the owners and residents of said Properties, situated in the Parish of East Baton Rouge, State of Louisiana (hereinafter called the "Properties"). Its further purpose shall be to acquire, hold, encumber, convey, manage, regulate and maintain the Properties, particularly the Common Area and building exteriors; to fix assessments, charges and penalties to be levied against the members; to enforce any and all provisions of the Declaration of Covenants and Restrictions of Pleasant Ridge (hereinafter called the "Declaration") and other agreements applicable to the Properties; and to do any other things as may be permitted by law, that will promote the common benefit and enjoyment of the owners and residents of the Properties. The activities of the corporation shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings will inure to the benefit of any member, director, officer, or individual. It shall not be its purpose to engage in carrying on propaganda or otherwise attempting to influence legislation. The powers of the corporation shall be all such as are reasonably necessary to the accomplishment of these purposes and shall include all powers, rights, privileges and immunities to the fullest extent permitted under the laws.

ARTICLE 3

This corporation shall exist in perpetuity.

ARTICLE 4

This corporation shall be organized without capital stock. Every person or entity who is or may become a record owner of any property subject to assessment by this Association or any Lot which is subject to the Declaration shall be a member of this corporation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by this Association. There shall be two (2) classes of members and members shall be entitled to vote as follows:

(a) Class A. Class A member shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot. Should Properties which are subject to a condominium regime be made subject to the Declaration, such that each condominium unit owner shall be subject to assessment as a Lot Owner by this Association, then this Association as set forth in this Article.

(b) Class B. Class B member shall be the Declarant herein (and as defined in the Declaration) and shall be entitled to three (3) votes for each Lot owned by it. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (i) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (ii) after two (2) years following the date of the Declaration.

ARTICLE 5

The affairs of the corporation shall be directed by a Board of Directors composed of at least three (3) but not more than nine (9) Directors who need not be members of the corporation. The initial Board of Directors shall hold office until the election of their successors at the first annual membership meeting. The Directors elected thereat and thereafter shall serve for such terms as specified in the Bylaws of this corporation or until their successors are elected. The names and addresses of the initial Directors are as follows:

B. Wyman Stokes and Patricia L. Stokes of 5868 South Pollard Parkway, Baton Rouge, Louisiana 70808 and R. J. Calongne, Jr. of 8017 Jefferson Highway, Suite B-1, Baton Rouge, Louisiana 70809.

ARTICLE 6

Additions to properties and membership may be made only in accordance with the provisions of the Declaration.

ARTICLE 7

The members shall meet at least once each year. Special meetings of the membership may be called at any time by the Board of Directors. All meetings shall be held in East Baton Rouge Parish. Notice of the time and place of the meeting, together with the agenda of the business to be transacted thereat, shall be mailed to each member at least thirty (30) days in advance of the meeting date. The election of Directors and other business generally transacted at any membership meeting shall require the assent of a majority of the

voting power present, in person or by proxy, at the meeting. The approval of the membership to the adoption, amendment or repeal of these Articles of Incorporation or Bylaws to govern this corporation, shall specifically require the assent of two-thirds (2/3) of the voting power present, in person or by proxy at any meeting at which notice in the manner hereinabove mentioned had been given. The quorum required for any action by the membership shall be as follows:

At the first meeting duly called the presence, in person or by proxy of sixty (60%) percent of the total voting power shall constitute a quorum. If the required quorum is not forthcoming at any meeting, then another meeting may be held within (60) days thereafter, with notice thereof given as hereinabove specified, and the required quorum at any subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting.

ARTICLE 8

The location and post office address of the registered office of the corporation is 5868 South Pollard Parkway, Baton Rouge, Louisiana 70808. The names and addressor of its registered agents are B. Wyman Stokes and Patricia L. Stokes, both of 5868 South Pollard Parkway, Baton Rouge, Louisiana 70808. The name and address of the incorporator is Enrichment, Inc. 5868 South Pollard Parkway, Baton Rouge, Louisiana 70808.

ARTICLE 9

Every Director and every officer of the Association shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonable incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a part or in which he may become involved by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights as to which such director or officers may be entitled.

ARTICLE 10

As long as there is a Class B membership, the foregoing actions will require the prior approval of the Federal Housing Administration or the Veterans Administration, namely annexation of addition properties, mergers and consolidations, mortgaging of common areas, dedication of common areas, dissolution and amendment of these Articles of Incorporation.

THUS DONE AND PASSED, this 13th day of November, 1984, at my office in the City of Baton Rouge, Parish and State aforesaid, in the presence of the undersigned competent witnesses and of me, Notary, in multiple originals, after due reading of the whole.

*** (This is a reproduction of the original Articles of Incorporation and is not notarized. This copy is to serve as information only. 11/1/93.)