

**Tom Schedler**

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

**HIGHLAND OAKS SUBDIVISION HOMEOWNER'S ASSOCIATION, INC.**

Domiciled at DENHAM SPRINGS, LOUISIANA,

Was filed and recorded in this Office on October 29, 2015,

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,

November 3, 2015

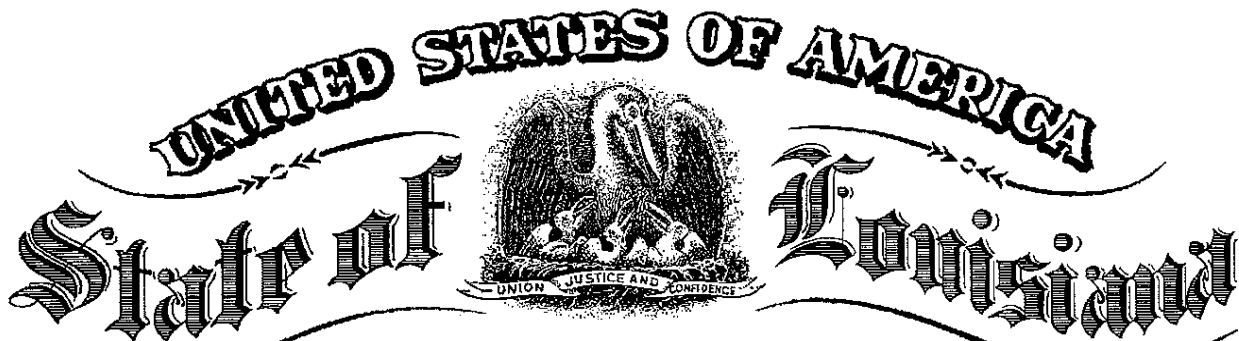
*Secretary of State*

PA 42062683N



Certificate ID: 10651339#YNJ62

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](http://www.sos.la.gov)



**Tom Schedler**  
SECRETARY OF STATE

*As Secretary of State of the State of Louisiana I do hereby Certify that*

the attached document(s) of

**HIGHLAND OAKS SUBDIVISION HOMEOWNER'S ASSOCIATION, INC.**

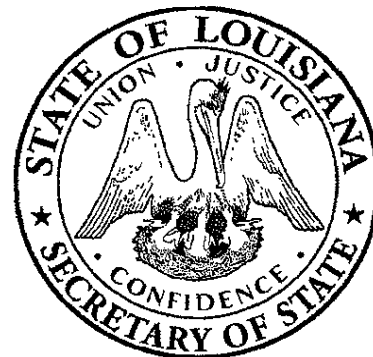
are true and correct and are filed in the Louisiana Secretary of State's Office.  
Original Filing 10/29/2015 12 pages

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,

November 3, 2015

*Secretary of State*

PA 42062683N



Certificate ID: 10651340#XMJ62

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.

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**ARTICLES OF INCORPORATION**

**STATE OF LOUISIANA**

**OF**

**HIGHLAND OAKS SUBDIVISION  
HOMEOWNER'S ASSOCIATION, INC.**

**PARISH OF EAST BATON ROUGE**

BE IT KNOWN, that on this 27<sup>th</sup> day of October 2015, before me, the undersigned Notary Public in and for the Parish and State aforesaid, personally came and appeared the person of the full age of majority whose signature is subscribed who declares; in the presence of the undersigned competent witnesses that, availing himself of the provisions of the Louisiana Nonprofit Corporation law, to-wit, Louisiana R.S. 12:201-12:269 (1950 as amended) he does hereby organize a nonprofit corporation under and in accordance with the articles of incorporation as follows:

**ARTICLE I  
NAME**

The name of this corporation is Highland Oaks Subdivision Homeowner's Association, Inc.

**ARTICLE II  
NON-STOCK AND NON-PROFIT**

- A. This 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.

**ARTICLE III**  
**DOMICILE**

The domicile of this corporation shall be at Denham Springs, Louisiana, and the location and post office address of its registered office shall be: c/o Toby Easterly, 1220 S. Range Avenue, Denham Springs, Louisiana 70726.

**ARTICLE IV**  
**PURPOSE AND POWERS**

This corporation is organized primarily for the following purposes:

- A. Performing all of the duties and obligations imposed on the corporation in that certain Declaration of Covenants and Restrictions for Highland Oaks Subdivision, which is on file and of record in the office of the Clerk and Recorder for the Parish of Lafourche, and performing all of the duties and obligations imposed on and accepted by the corporation in declarations of covenants and restrictions for other filings of Highland Oaks Subdivision (collectively, "Restrictions");
- B. Providing generally for the ownership, management, and maintenance of the Common Areas covered by Restrictions;
- C. Exercising certain rights and powers and performing certain obligations relating to the individual lots in filings and subdivisions covered by Restrictions together with improvements thereon, including the homes, and as enumerated in 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.

**ARTICLE V**  
**OFFICERS**

The officers of this 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. During the Development Period (as defined in the Restrictions), the Declarant shall have the continuing right to appoint and/or remove directors and officers of the Corporation. The President, the Secretary, and the Treasurer are to be elected annually by the Board of Directors (subject to the right of the Declarant to appoint) 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 filings and subdivisions covered by Restrictions (excluding Common Areas) shall be a member of the corporation. Ownership shall be established by the recordation in the public records of Lafourche Parish, State of Louisiana, of an instrument conveying ownership of a lot in filings and subdivisions covered by Restrictions and the receipt by the corporation of a certified 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 and may not be separated from ownership of any lot in filings and subdivisions covered by Restrictions. When more than one person owns an interest in a lot in filings and subdivisions covered by Restrictions or when a corporate, partnership or other legal entity owns a lot in filings and subdivisions covered by Restrictions, the co-owners are authorized to enjoy the full benefits of membership (but only one vote shall be allocated to each lot).

**ARTICLE VII**  
**VOTING RIGHTS**

One vote in all matters considered by the corporation shall be allocated to each lot in filings and subdivisions covered by Restrictions. When more than one person is the owner of a lot in filings and subdivisions covered by Restrictions, 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 in filings or subdivisions covered by Restrictions. An owner, including the incorporator, owning more than one lot in filings or subdivisions covered by Restrictions shall be entitled to one vote for each lot owned. In the

event of re-subdivision of one or more lots in filings or subdivisions covered by Restrictions, the vote for each original lot as shown on the original recorded final plat shall be attributed to the owner of the re-subdivided 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 original recorded final plat of a filing or subdivision covered by Restrictions.

**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, subject to the right of the Declarant during the Development Period. 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 Bylaws. Special meetings of the corporation may be called in accordance with the Bylaws.

**ARTICLE IX**  
**POWERS AND MANAGEMENT**

The powers and management of the corporation shall be vested in, and exercised by, a Board of Directors. There shall be three directors. The time and place for regular or special meetings of the Board of Directors shall be determined by the Board of Directors. Any vacancy occurring among the directors of this corporation by death, resignation or otherwise, shall be filled by election for the unexpired term, at the next regular or special meeting of the Board of Directors.

Failure to elect directors annually shall not dissolve this 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 Bylaws (if any exist), rules or regulations for the government of the affairs of this corporation as it may deem proper.

**ARTICLE X**  
**REGISTERED AGENT**

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

**Lee Foster**  
**1220 S. Range Avenue**  
**Denham Springs, Louisiana 70726**

**ARTICLE XI**  
**STOCK CLASSIFICATION**

The corporation is to be organized on a non-stock basis. The subscriber to these Articles of Incorporation ("the incorporator") shall be the first member of this corporation. Other members may join at any time, subsequent to the purchase of a lot or lots in any filing or subdivision covered by Restrictions. The fiscal year of this 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 shall pay assessments at the time and place as set forth in the Restrictions. Each member of this corporation, upon payment of dues as set for the above, shall be entitled to a Certificate of



Membership (upon written request by such member), 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 in a filing or subdivision covered by Restrictions, and receipt of the required 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 and a written membership certificate request, a Certificate of Membership shall be made and forwarded to the member. Failure of the member to receive said certificate shall in no way bar the member's active participation in the business of the corporation and it is specifically authorized that the member may vote and take part in the corporation activities thirty (30) days after receipt of the required certified copy evidencing ownership and payment of any dues, assessments, penalties, fines, or other levies against the purchased lot.

**ARTICLE XII**  
**INCORPORATOR**

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

**Lee Foster**  
**1220 S. Range Avenue**  
**Denham Springs, Louisiana 70726**

**ARTICLE XIII  
BOARD OF DIRECTORS**

During the Development Period (as defined in the Restrictions), the Declarant shall have the continuing right to appoint and/or remove the directors of the Board of Directors of the Corporation. The names and addresses and officers and the first Board of Directors are as follows:

- |    |   |   |                     |
|----|---|---|---------------------|
| 1. | Lee Foster<br>1220 S. Range Avenue,<br>Denham Springs, Louisiana 70726    | - | President           |
| 2. | Toby Easterly<br>1220 S. Range Avenue,<br>Denham Springs, Louisiana 70726 | - | Vice President      |
| 3. | Lora Gaspard<br>1220 S. Range Avenue,<br>Denham Springs, Louisiana 70726  | - | Treasurer/Secretary |

This Board shall serve until the first annual meeting of the membership of the corporation or until their successors are elected and qualified.

**ARTICLE XIV  
NOTICES TO HOLDERS OF MORTGAGES**

The corporation shall give to each institutional holder of a first mortgage on a lot in a filing or subdivision covered by Restrictions which has made a request therefor, identified by lot and filing number, a thirty-day written notice of intent to (a) abandon or terminate the performance of its duties and obligations under Restrictions which affect the lot for which notice as been requested; (b) materially amend these Articles of Incorporation or the Bylaws of the corporation.

**ARTICLE XV  
INDEMNIFICATION**

Each officer, director and each member of the Architectural Control Committee established by Restrictions (collectively, "the Committee") shall be indemnified by the corporation against all liabilities and expenses, including attorneys' 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 of the Committee at the time such expenses are incurred, unless the officer or director or member of the Committee 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 and the Committee'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 of the committee may be entitled but shall be in addition to such other rights.

**ARTICLE XVI**  
**DISSOLUTION**

Following the Development Period, the corporation may be dissolved with the consent given in writing and signed by not less than three-fourths (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 a non-profit corporation, trust, or other organization to be devoted to such similar purposes.

**ARTICLE XVII**  
**AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by the Declarant at any time prior to the expiration of the Development Period (as such term is defined in the Declaration and without the consent of any members) and thereafter by favorable vote of members holding three-fourths (3/4) of the total voting power in the Association at the annual meeting or any special meeting called for that purpose. No amendment, notification, supplement or deletion shall be effective if it violates any of the provisions of Restrictions.

THUS DONE AND PASSED in Denham Springs, Louisiana, on the 27<sup>th</sup> day of October, 2015, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

*Tammy Temple*  
Name: Tammy Temple

*L. Foster*  
Lee Foster

*Lynsi Valdez*  
Name: Lynsi Valdez

*[Signature]*  
NOTARY PUBLIC  
My Commission Expires At My Death


**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED REGISTERED AGENT  
ACT 769 OF 1987**

To the State Corporation Department  
State of Louisiana


STATE OF LOUISIANA

PARISH OF LIVINGSTON

On this 27<sup>th</sup> day of October, 2015, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared LEE FOSTER, who is to me known to be the person, and who, being duly sworn, acknowledged to me that he does hereby accept appointment as the Registered Agent of Highland Oaks Subdivision Homeowners Association, Inc. which is a corporation authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, Chapters 1, 2 and 3.

  
\_\_\_\_\_  
Name: Lee Foster  
Title: Registered Agent

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

  
Name Notary Public: Donald L. Miers, Jr.  
Bar Roll/Notary #: 26689  
Commission expires: with life