



**Jay Bardenne**  
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

**WILLOWBROOK PROPERTY OWNERS ASSOCIATION, INC.**

Domiciled at BATON ROUGE, LOUISIANA,

Was filed and recorded in this Office on August 07, 2008,

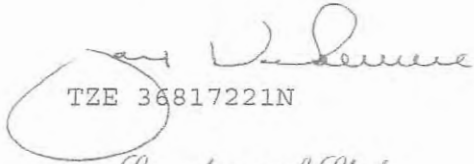
And all fees having been paid as required by law, the corporation is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R.S. Title 12, Chapter 2.

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FILED AND RECORDED  
EAST BATON ROUGE PARISH, LA  
DOUG WELBORN  
CLERK OF COURT AND RECORDER

*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,*

August 7, 2008

  
TZE 36817221N

*Secretary of State*

**ARTICLE IV  
OBJECTS AND PURPOSES**

This Corporation is organized to provide for the operation and management of the common areas located within Willowbrook Subdivision, and to provide for the maintenance, control, and preservation of the subdivision and to promote the health, safety and welfare of the owners and occupants of property within the subdivision pursuant to and in accordance with the powers and duties vested or to be vested in this corporation pursuant to the Declaration of Covenants, Conditions and Restrictions of Willowbrook Subdivision recorded with the Clerk of Court for East Baton Parish, Louisiana ("**Declaration**") affecting the property therein described. This Corporation 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 Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration as same may be modified from time to time.

**ARTICLE V  
DURATION**

The duration of this Corporation 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) The Corporation shall be organized without any capital stock and shall have one class of membership, as is more fully set forth in the Declaration, the terms of which pertaining to membership are specifically incorporated by reference herein.

(b) All lot owners in Willowbrook Subdivision shall be members of the Corporation and no other person or entity shall be entitled to membership.

(c) Persons shall become members of the Corporation 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 a lot and the delivery to the Corporation of a certified copy of such instrument, the new owner designated by such instrument thereby becoming a member of the corporation, and the membership of the prior owner with respect to such lot shall at such time be terminated.

(d) The interest of any member in part of the funds and assets of the Corporation cannot be conveyed, assigned, mortgaged, hypothecated, or transferred in any manner except as an incident to his ownership of a lot.

7.7 The Corporation 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:

Name and Address

Lacy C. Howe  
7525 Picardy Avenue, Suite 220  
Baton Rouge, Louisiana 70808

Robert S. Peek, Jr.  
7525 Picardy Avenue, Suite 220  
Baton Rouge, Louisiana 70808

Arthur A. Lancaster, Jr.  
7525 Picardy Avenue, Suite 220  
Baton Rouge, Louisiana 70808

**ARTICLE VIII  
SPECIAL MEETINGS**

Special meetings of the Corporation 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, provide the proxy is filed with the secretary of the Corporation prior to the commencement of the meeting.

**ARTICLE IX  
DISPOSITION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation 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(c)(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 ARTICLE OF INCORPORATION**

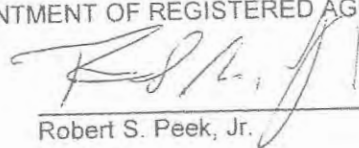
The Articles of Incorporation may be amended by the members at a duly constituted meeting for such purpose provided, however that no amendment shall take effect unless approved by a majority of the members of the Board of Directors and by not less than 75% of

DESIGNATION AND ACKNOWLEDGEMENT OF REGISTERED AGENT  
of  
Willowbrook Property Owners Association, Inc.  
a Louisiana Non-Profit Corporation

NAME AND ADDRESS OF REGISTERED AGENT(S):


Robert S. Peek, Jr.  
7525 Picardy Avenue, Suite 220  
Baton Rouge, Louisiana 70808

I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT:



Robert S. Peek, Jr.

Sworn to and subscribed before  
me this 7<sup>th</sup> day of Aug, 2008.



Notary Public

Name: DARRELL L. CORB

Lic Bar Roll Number: 009117

My Commission Expires at death