

EXHIBIT "A"

One certain tract or parcel of land, together with all the buildings and improvements thereon, and all the rights, ways, privileges, appurtenances and advantages thereunto belonging or in anywise appertaining, situated in the Parish of East Baton Rouge, State of Louisiana, in Section 67, T8S-R1E, Greensburg Land District, East Baton Rouge Parish, Louisiana, and being designated on that certain map dated April 27, 1993, made by Evans-Graves Engineers, Inc. dated April 27, 1993, entitled "Final Plat of Highland Oaks, Second Filing, A Townhouse Community Being A Portion of Lots 2 & 3 of the Dr. Staring Plantation Located in Section 67, T8S, R1E, Greensburg Land District, East Baton Rouge Parish, Louisiana for Jerry Collins", recorded in the official records of the Clerk and Recorder of East Baton Rouge Parish, Louisiana, as Original 571, Bundle 10398, and being described more particularly as follows:

Commencing at the southwest corner of Tract T, proceed N 28 degrees 30 minutes 00 seconds E a distance of 376.08' to a point which is the POINT OF BEGINNING; thence continue N 28 degrees 30 minutes 00 seconds E a distance of 256.90' to a point and corner; thence proceed S 61 degrees 54 minutes 48 seconds E a distance of 213.90' to a point and corner; thence proceed S 28 degrees 34 minutes 05 seconds W a distance of 122.18' to a point and corner; thence proceed N 61 degrees 30 minutes 00 seconds W a distance of 27.49' to a point and corner; thence proceed S 28 degrees 30 minutes 00 seconds W a distance of 70.00' to a point and corner; thence N 61 degrees 30 minutes 00 seconds W a distance of 71.26' to a point and corner; thence proceed S 28 degrees 30 minutes 00 seconds W a distance of 66.27'; thence proceed N 61 degrees 30 minutes 00 seconds W a distance of 115.00' to a point which is the POINT OF BEGINNING.

ORIG 255 BNDL 10448

FILED AND RECORDED
EAST BATON ROUGE PARISH, LA.

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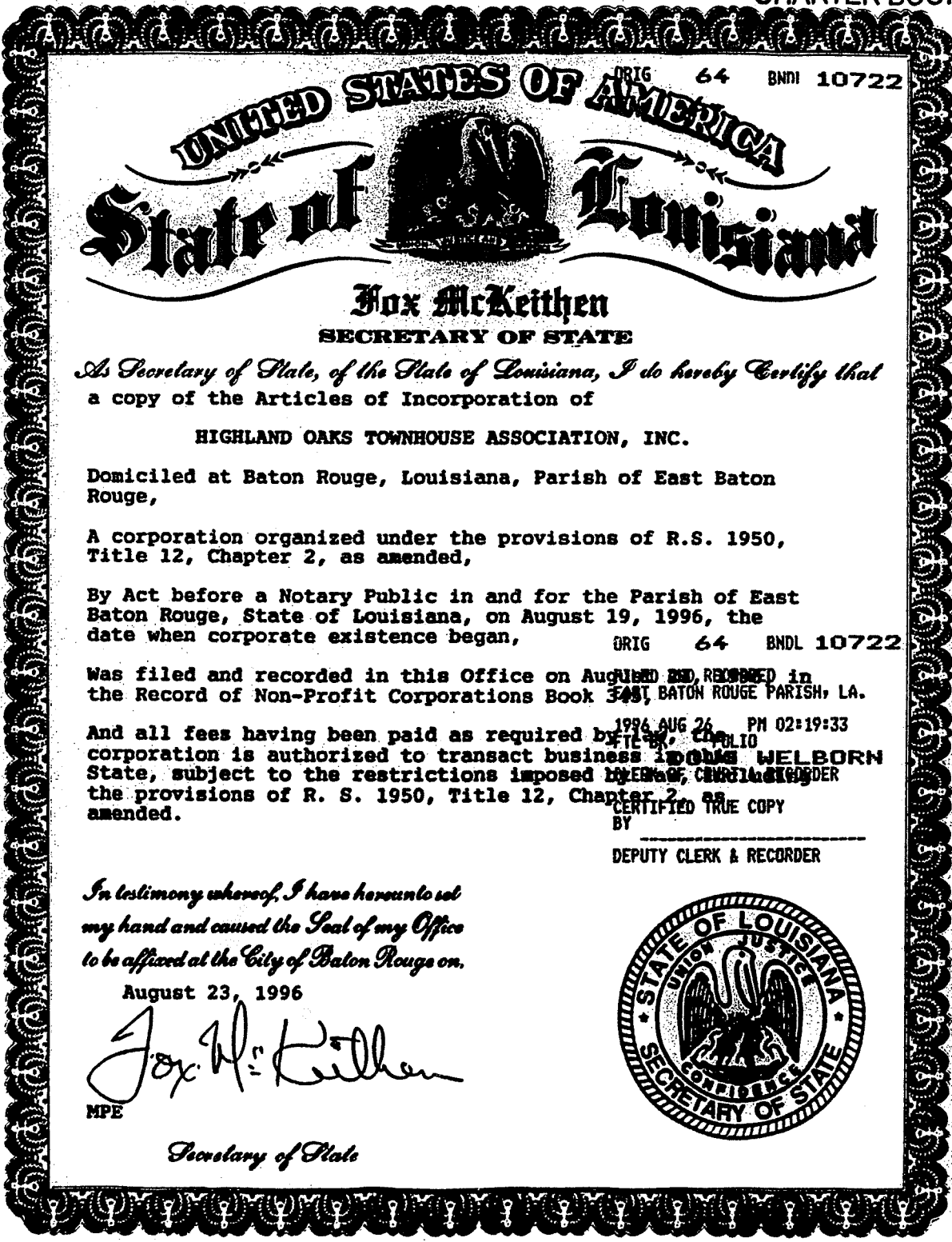
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BY *Adam L. Brown* 21
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Original
Articles

CHARTER BOOK



ORIG 64 BNDL 10722
UNITED STATES OF AMERICA
State of Louisiana

Joel 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

HIGHLAND OAKS TOWNHOUSE ASSOCIATION, INC.

Domiciled at Baton Rouge, Louisiana, Parish of East Baton Rouge,

A corporation organized under the provisions of R.S. 1950, Title 12, Chapter 2, as amended,

By Act before a Notary Public in and for the Parish of East Baton Rouge, State of Louisiana, on August 19, 1996, the date when corporate existence began,

ORIG 64 BNDL 10722

Was filed and recorded in this Office on August 22, 1996, in the Record of Non-Profit Corporations Book 345, BATON ROUGE PARISH, LA.

And all fees having been paid as required by the State, corporation is authorized to transact business in the State, subject to the restrictions imposed by the provisions of R. S. 1950, Title 12, Chapter 2, as amended.

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BY ERIC WELBORN

CLERK OF THE SECRETARY OF STATE

CERTIFIED TRUE COPY

BY

DEPUTY CLERK & 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 23, 1996

Joel McKeithen

MPE

Secretary of State



CHARTER BOOK

REGISTERED AGENTS BOOK

ARTICLES OF INCORPORATION

STATE OF LOUISIANA

OF

PARISH OF EAST BATON ROUGE

HIGHLAND OAKS TOWNHOUSE ASSOCIATION, INC. ORIG 63 BNDL 10722

BE IT KNOWN, that on this 19th day of August, 1996, before me, the undersigned Notary Public in and for the Parish and State aforesaid, personally came and appeared the undersigned, being a person of 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, Louisiana Revised Statutes Title 12, Part 209, (1950 as amended), he does hereby organize a nonprofit corporation in accordance with these articles of incorporation as follows:

STATE OF LOUISIANA
Parish of East Baton Rouge
I hereby certify that this is a true and correct copy as taken from the original on file in this office.

ARTICLE I

The name of this corporation is HIGHLAND OAKS TOWNHOUSE ASSOCIATION, INC.

Joe McKeithen
Joe McKeithen
Secretary of State

ARTICLE II

AG 23 54

2.1 The Association is a non-profit corporation and does not contemplate pecuniary gain or profit, direct or indirect, to its members.

2.2 The purposes for which this Association is formed are to provide for maintenance, preservation and architectural control of the townhouse property of Highland Oaks Townhouse Community, particularly the common elements thereof, and to promote the health, safety and welfare of the owners and residents of said townhouse property, 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 townhouse property, particularly the common elements and common surplus thereof; 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 Highland Oaks, Second Filing, A Townhouse Community (hereinafter called the "Townhouse 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 residence 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 as 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 III

This corporation shall exist in perpetuity.

ARTICLE IV

This corporation shall be organized without capital stock. Every person or entity who is or may become a record owner of any condominium unit which is subject to the Townhouse Declaration shall be a member of this corporation. There shall be only one class of members and members shall be entitled to one (1) vote per each condominium unit (as defined in the Townhouse Declaration) which is owned.

ARTICLE V

The affairs of the corporation shall be directed by a Board of Directors composed of at least one but not more than four 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 name and address of the initial Director is as follows:

Toxey Gerald Collins
9007 Highland Road, Unit 34
Baton Rouge, LA 70810

ARTICLE VI

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

ARTICLE VII

The annual meeting of the voting members of the corporation shall be held on the first Monday of the month of August, or in the event that date is a legal holiday, on the first Monday thereafter which is not a legal holiday.

ARTICLE VIII

The names and addresses of the Incorporators are as follows:

Toxey Gerald Collins
9007 Highland Road, Unit 34
Baton Rouge, LA 70810

ARTICLE IX

The location and post office address of the registered office of the corporation is 9007 Highland Road, Unit 34, Baton Rouge, LA 70810. The name and address of its registered agent is Toxey G. Collins, 9007 Highland Road, Unit 34, Baton Rouge, LA 70810.

ARTICLE X

The Incorporators, officers, and directors of this corporation shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a member or officer of this corporation, whether or not he is a member or officer at the time such expenses are incurred, except when the member 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 for 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 member or officer may be entitled. The incorporators, officers and directors further claim the benefits of the limitation of liability of the provisions of La. R.S. 12:24C. to the fullest extent allowed by law as fully and completely as though said provisions were recited herein in full.

THUS DONE AND PASSED before me, in Baton Rouge, East Baton Rouge Parish, Louisiana on the day, month and year first above written, in the presence of the undersigned competent witnesses, residing in the Parish of Iberia, after due reading of the whole.

WITNESSES:

Kyra Adams
Christine Duval

INCORPORATOR:

Toxey Gerald Collins
TOXEY GERALD COLLINS

Sandra Hader
NOTARY PUBLIC

August 19, 1996

Corporations Department
Office of the Secretary of State
State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

On this 19th day of August, 1996, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared Toxey Gerald Collins, 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 Townhouse Association, Inc., which is a nonprofit corporation organized under the laws of the State of Louisiana.


Toxey Gerald Collins
REGISTERED AGENT

Subscribed and sworn to before
me on the day, month, and year
first above set forth


NOTARY PUBLIC

ORIG 63 BNDL 10722

FILED AND RECORDED
EAST BATON ROUGE PARISH, LA.

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