

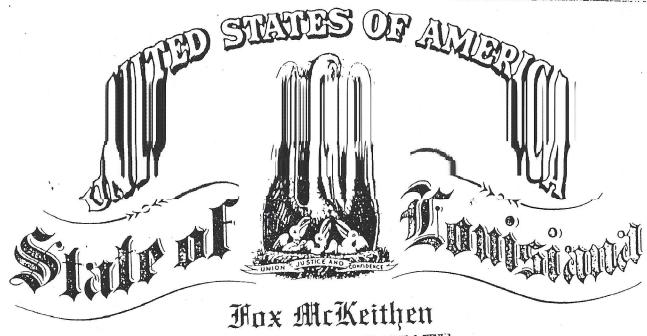
As Secretary of State, of the State of Louisiana, I do hereby Certify that the annexed transcript was prepared by and in this office from the record on file, of which purports to be a copy, and that it is full, true and correct.

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,

MAR 25 1996

Jose ME Keillen

Secretary of State



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 TOWNHOMES OF PARK OAKS HOMEOWNER'S 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 March 25, 1996, the date when corporate existence began,

Was filed and recorded in this Office on March 25, 1996, in the Record of Non-Profit Corporations Book 345,

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. 1950, Title 12, Chapter 2, as amended.

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 25, 1996

Jellen

# ARTICLES OF INCORPORATION OF THE TOWNHOMES OF PARK OAKS HOMEOWNER'S ASSOCIATION, INC.

BE IT KNOWN, that on the dates set forth below, before me, the undersigned Notary Public, personally came and appeared Susan L. Williams, who declared that availing herself of Louisiana law relative to non-profit corporations (La. R.S. 12:201 et seq.), she does hereby organize a non-profit corporation as defined in La. R.S. 12:201(7) in accordance with the following Articles of Incorporation.

#### <u>ARTICLE I</u>

#### NAME

The name of the Corporation shall be The Townhomes of Park Oaks Homeowner's Association, Inc.

## **ARTICLE II**

#### **DEFINITIONS**

As used in these Articles of Incorporation (hereinafter referred to as the "Articles") unless the context otherwise requires, the following capitalized terms shall mean:

- A. <u>Association</u> means the non-profit corporation created by these Articles.
- B. <u>Declaration</u> means that instrument executed for the purpose of establishing a Townhome form of ownership upon the Subdivision Property entitled "Declaration of Protective Covenants, Conditions and Restrictions of The Townhomes of Park Oaks," the original of which was recorded with the Clerk and Recorder of Mortgages for East Baton Rouge Parish, Louisiana as such Declaration may be amended and restated from time to time.
- C. Lot or Townhome means that part of the Subdivision Property subject to individual ownership as established in and governed by the Declaration, and includes such accessory rights and obligations as stipulated in the Declaration.
- D. <u>Member(s)</u> means the Owner(s) of Submitted Property in Townhomes of Park Oaks Subdivision who, by virtue of such ownership, are Members of the Association.
- E. <u>Subdivision</u> means the Townhome property regime established by the Declaration under which portions of the Submitted Property and the Common Areas are subject to individual ownership and the remainder is owned by the Association, and to be known as "Townhomes of Park Oaks Subdivision."

All other words of phrases shall have the meanings ascribed to them in the Declaration.

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As used herein, the masculine shall include the feminine, and the singular shall include the plural, and vice versa.

#### ARTICLE III

#### DURATION

The Association shall enjoy perpetual existence. The Association may not be dissolved until the Subdivision is terminated in accordance with the Declaration.

# **ARTICLE IV**

#### **PURPOSE**

The Association is organized pursuant to the laws of the State of Louisiana, for the purpose of operating and managing the Subdivision, the Common Areas and the Submitted Property for the use and benefit of the Owners. The Association is organized as a non-profit corporation and shall make no distribution of income to its Members, directors or officers.

#### ARTICLE V

#### **POWERS**

The powers of the Association shall include the following:

- A. The Association shall have all the powers of a non-profit corporation organized under the provisions of La. R.S. 12:201, et. seq., which are not in conflict with the terms of Louisiana law or these Articles.
- B. Subject to the rights of the Declarant, the Association shall have all of the powers and duties allowed under applicable Federal and Louisiana law, except as limited by these Articles and the Declaration, and all of the powers and duties reasonable and necessary to operate the Subdivision, the Common Areas and the Submitted Property as set forth in the Declaration, as it may be amended from time to time, including but not limited to the following:
  - 1. To adopt and amend By-Laws, Rules and Regulations;
  - 2. To adopt and amend budgets for revenues, expenditures, and reserves;
  - To levy and collect Monthly Assessments and Special Assessments when necessary, from the Owners for Common Expenses and to utilize the proceeds of Monthly Assessments and Special Assessments in the exercise of its powers and duties;
  - 4. To establish reserves for maintenance, improvements, replacements, working capital, bad debts, obsolescence and other purposes appropriate to the function of the Association;

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- 5. To contract for the management of the Submitted Property and Common Areas and to delegate powers and duties to management entities, employees, agents, consultants, and independent contractors provided, however, that any such contract shall provide that it can be terminated by a majority of the Owners, without the payment of damages, upon the Association giving the management company, agent or consultant ninety (90) days notice of its intent to terminate the contract.
- 6. To institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or two (2) or more Owners on matters affecting the Subdivision;
- 7. To make contracts and to incur debt and liabilities;
- 8. To regulate the administration, use, maintenance, repair, replacement and modification of the Subdivision Property;
- 9. To cause additional improvements to be made to the Common Areas;
- 10. To acquire, hold, encumber, mortgage, pledge, pawn, hypothecate, sell, assign, transfer, dedicate, alienate, convey and deliver in its own name any right, title or interest in personal or mixed property, and immovable property (and the component parts thereof) with the consent of sixty seven (67%) percent of the voting power of the Association;
- To grant servitudes, easements, leases, licenses, permits and concessions through or over the Common Areas;
- To impose and receive payments, fees or charges for the use, rental or operation of the Common Areas;
- 13. To impose charges for late payment of Assessments and to levy reasonable fines for violation of the Declaration, the By-Laws, or the Rules and Regulations and to bring any other actions against Owners who fail to comply with the provisions of the Declaration or the decisions made by the Association;
- 14. To impose and collect reasonable charges for the preparation and recordation of amendments to the Declaration, plans, plats and resale certificates required by law or statements of unpaid Assessments;
- To engage and pay for the services of professionals such as architects, engineers, surveyors, planners, accountants, auditors and attorneys;

- 16. To provide for the indemnification of its officers, executive board, employees and agents and to maintain liability insurance relative to any indemnification undertaking;
- To enter any Townhome to perform emergency repairs or to do other work necessary for the maintenance of the Submitted Property or Common Areas;
- 18. To establish and maintain hazard insurance, flood insurance (if necessary), liability insurance, fidelity insurance and any other coverages as required by law, the Declaration, these Articles of Incorporation or the By-Laws;
- 19. To use summary abatement injunctions, temporary injunctions or similar means to enforce restrictions against the Submitted Property and Common Areas for its use;
- 20. To maintain a copy of the Declaration, the Articles of Incorporation, By-Laws, Rules and Regulations and other rules concerning the Submitted Properties as well as its own documents, books, records and financial statements available during normal business hours to owners or to mortgages, insurers and guarantors of first mortgages that are secured by Townhomes;
- 21. To provide and maintain the Common Areas of landscaping, perimeter fences and sidewalks on all Submitted Property, the right of entry on any lot to install, maintain, alter or remove landscaping and sidewalks, and the exclusive right to change, alter or modify landscaping and sidewalks;
- 22. To exercise any other rights and powers conferred upon it from time to time herein, in the By-Laws, and/or the Declaration:
- 23. To exercise all other rights and powers that may be exercised in Louisiana by non-profit corporations; and
- 24. To generally exercise any and all other powers necessary and proper for the governance and operation of the Association and the Subdivision.

The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

# ARTICLE VI

#### MEMBERSHIP

The qualification of Members, manner of admission, and voting rights shall be as follows:

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- A. The Association is organized on a non-stock basis.
- B. Members shall consist exclusively of all Lot Owners, and no other person or other entity shall be entitled to membership. There shall be one class of Members.
- C. A change in membership of the Association shall be established by recording in the public records of East Baton Rouge Parish, Louisiana, a deed or other instrument establishing record title to a Lot or Townhome and the delivery to the Association of a certified copy of such instrument. The Owner designated by such instrument thereby becomes a Member and the membership of the prior Owner shall thereby be terminated.
- D. The interest of any Member in the Association and in the funds and assets of the Association and membership voting rights cannot be assigned, alienated, sold, transferred, mortgaged, pledged, pawned, hypothecated, encumbered or conveyed in any manner except as an appurtenance to his Lot or Townhome.
- E. The voting rights of the Members shall be determined by the Declaration or by the By-Laws.

# ARTICLE VII

# BOARD OF DIRECTORS

Subject to the rights of the Declarant to appoint Board members provided in the By-Laws, the affairs of the Association shall be governed by a Board of Directors, whose number, qualification, powers, duties and term of office shall be set forth in the By-Laws. All of the powers and duties of the Association existing under the Louisiana law, the Declaration, the Articles and the By-Laws shall be exercised exclusively by the Board of Directors.

The names and addresses of the members of the Board of Directors who shall hold office until their successors are elected and qualified, or until removed are as follows:

M. David Treppendahl 5800 One Perkins Place, Suite 6A Baton Rouge, Louisiana 70808

Princeton M. Bardwell 8591 United Plaza Boulevard Suite 350 Baton Rouge, Louisiana 70809

E. Hardy Swyers 5800 One Perkins Place, Suite 6A Baton Rouge, Louisiana 70808

Any director absent from a meeting of the Board of Directors may be represented by any other director or member, who may cast the vote of the absent director according to the general or special written instructions of the absent director.

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# ARTICLE VIII

### **OFFICERS**

The affairs of the Association shall be administered by officers elected by the Board of Directors at its first meeting, which officers shall serve at the pleasure of the Board of Directors and whose number, qualification, powers, duties and term of office shall be set forth in the By-Laws. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

# Name and Address

Title

M. David Treppendahl President 5800 One Perkins Place, Suite 6A Baton Rouge, Louisiana 70808

Princeton M. Bardwell 8591 United Plaza Boulevard Suite 350 Baton Rouge, Louisiana 70809

Secretary/Treasurer

## ARTICLE IX

#### BY-LAWS

The Association shall be governed by the By-Laws which are adopted and approved by the Association.

#### ARTICLE X

# REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be located at 5800 One Perkins Place, Suite 6A, Baton Rouge, Louisiana 70808. The full name and address of the Association's registered agent is:

M. David Treppendahl 5800 One Perkins Place, Suite 6A Baton Rouge, Louisiana 70808 THUS DONE, READ AND SIGNED at Baton Rouge, Louisiana, on March  $\frac{25}{1996}$ , in the presence of the undersigned competent witnesses and Notary in duplicate originals after a due reading of the whole.

WITNESSES:

Susan L. Williams

Incorporator

Sworn to and subscribed before me this 15 day of March, 1996

Notary Public

My Commission Expires a death

DATE: Mach 25, 1996

By: Mach 25, 1996

Susan L. Williams, Incorporator

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FILED AND RECORDED EAST BATON ROUGE PARISH, LA.

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CLERK OF COURT & RECORDER

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