

**ARTICLES OF INCORPORATION  
OF  
CENTRAL SQUARE TOWNHOME OWNERS ASSOCIATION, INC.**

**STATE OF LOUISIANA**

**PARISH OF EAST BATON ROUGE**

BE IT KNOWN, that on this 21 day of May, 2014, before me, the undersigned Notary Public, duly commissioned and qualified in and for the Parish of East Baton Rouge, State of Louisiana, and in the presence of the undersigned competent witness personally came and appeared:

Acadiana Development of Central, LLC a Louisiana limited liability company located at 18522 Magnolia Bridge Road Suite 104, Greenwell Springs, LA 70739, represented herein by **Jeffrey S. Couvillion**, its Authorized Individual, duly authorized by virtue of a Certificate of Authority of the Members on file and of record in the office of the Clerk of Recorder for East Baton Rouge Parish, state of Louisiana;

who declared that availing itself of the benefits of the provisions of the Constitution of the State of Louisiana and the laws of the State relative to the organization of a non-profit corporation and particularly of the provisions of a Nonprofit Corporation (La. R.S. 12:201-269), inclusive, it does by these presents form and organize itself, as well as all other persons who may hereafter join or become associated with it or its successors, a nonprofit corporation for the objects and purposes and under the covenants, stipulations and agreements following, to-wit:

**ARTICLE I.**

**NAME AND POWERS**

The name of this corporation shall be **Central Square Townhome Owner's Association, INC.**, and it generally shall possess all the powers, rights, privileges, capacities, and immunities which non-profit corporations are authorized, and may hereafter be authorized, to possess under the Constitution and laws of the State, and particularly under Title 12, Section 201 et seq. of the Louisiana Revised Statutes.

**ARTICLE II.**

**NON-STOCK AND NON-PROFIT**

- A. This corporation is organized on a nonprofit basis.
- 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.**

**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. The President, the Secretary, and the Treasurer are to be elected annually by the Board of Directors and shall serve one year or until their successors are duly elected and installed.

#### ARTICLE IV.

##### MEMBERSHIP

The record owner (whether an individual or other legal entity) of any of the lots designated as Lots 9 - 20 **Central Square** shall be a member of the corporation. Ownership shall be established by the recordation in the public records of East Baton Rouge Parish, State of Louisiana, of an instrument conveying ownership of a lot and improvements thereon and the receipt by the corporation of a certified copy thereof. The foregoing is not intended to include persons or entities that 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 which is subject to the Declaration. When more than one person owns an interest in a lot or when a corporate, partnership or other legal entity owns a lot, no more than two adults may be designated as authorized to enjoy the full benefits of membership (although each owner shall be a member whether designated as authorized to enjoy full benefits of membership or not).

#### ARTICLE V.

##### VOTING RIGHTS

One vote in all matters considered by the corporation shall be allocated to each lot. When more than one person is the owner of a lot 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. An owner, including the incorporator, owning more than one lot shall be entitled to one vote for each lot owned. In the event of resubdivision of one or more lots, the vote for each original lot as shown on the Final Plat of the Property shall be attributed to the owner of the resubdivided 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 as building sites on the Final Plat of the Property

#### ARTICLE VI.

##### MEMBERSHIP MEETINGS

Annual meetings of the members of the corporation shall be held for the purposes of electing a Board of Directors for the corporation. 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 By-Laws. Special meetings of the members of the corporation may be called in accordance with the By-Laws.

#### ARTICLE VII.

##### POWERS AND MANAGEMENT

The powers and management of the corporation shall be vested in, and exercised by, a Board of Directors with a minimum of three (3) members and a maximum of five (5) members. The number of directors shall be set determined annually by the current directors and shall be recorded in resolution form.

Any vacancy occurring among the directors of the 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 Articles, rules or regulations for the government of the affairs of the corporation as it may deem proper.

## ARTICLE VIII

### AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be amended at a general membership meeting held pursuant to a special ten-day notice of the amendments to be proposed. Either the Board of Directors or the members of the corporation may originate a proposed amendment. The requirement of a general membership meeting to change these Articles may be waived in writing by seventy (70) percent vote of the members of this corporation.

An amendment shall not be effective until it has received the approval of not less than two-thirds (2/3) vote of the entire membership of the Board of Directors and not less than seventy (70) percent vote of the entire membership of the corporation. No amendment, modification, supplement or deletion shall be effective if it violates any of the provisions of the Declaration.

## ARTICLE IX

### INITIAL BOARD OF DIRECTORS

The initial board consists of three directors who will serve as directors until their successors are elected and qualified, as provide in the By-Laws. The name and address of each initial director is as follows:

Kellye Couvillion	18522 Magnolia Bridge Road Suite 104, Greenwell Springs, LA 70739
Michael Johnson	18522 Magnolia Bridge Road Suite 104, Greenwell Springs, LA 70739
Jeffrey Couvillion	18522 Magnolia Bridge Road Suite 104, Greenwell Springs, LA 70739

## ARTICLE X

### REGISTERED AGENT/REGISTERED OFFICE

The name and address of the Association's initial registered agent is **Kellye Couvillion**, whose address is 18522 Magnolia Bridge Road Suite 104, Greenwell Springs, LA 70739. The address of the Association's initial registered office is 18522 Magnolia Bridge Road Suite 104, Greenwell Springs, LA 70739.

## ARTICLE XI

### LIMITS OF LIABILITY

No member of this corporation shall ever be held liable or responsible for contracts, debts, or defaults of this corporation in any further sum than the unpaid dues, if any, owed by him to the corporation (and excepting assessments, charges, and fines provided for in the Declaration), nor shall any

mere informality in organization have the effect of rendering these Articles of Incorporation null and void or of exposing the members to any liability other than that above provided.

No director or officer of this corporation shall be personally liable to this corporation or its shareholder for monetary damages for breach of fiduciary duty as a director or officer, except to the extent required by Louisiana law for liability (i) for breach of the director's or officer's duty of loyalty to this corporation or its shareholder, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 226 (D) of the Louisiana Nonprofit Corporation Law, or (iv) for any transaction from which the director or officer derived an improper personal benefit. If the Louisiana Nonprofit Corporation Law is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors and officers, then the liability of each director and officer of the corporation shall be limited or eliminated to the full extent permitted by the Louisiana Nonprofit Corporation Law as so amended from time to time. Neither the amendment nor repeal of this Article, nor the adoption of any provision of the corporation's Articles of Incorporation inconsistent with this Article shall eliminate or reduce the effect of this Article, in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

THUS DONE AND PASSED in Baton Rouge, Louisiana, on the date first above written, in the presence of the undersigned competent witnesses and me, Notary, after a due reading of the whole.

ON BEHALF OF ACADIANA DEVELOPMENT OF CENTRAL, LLC.

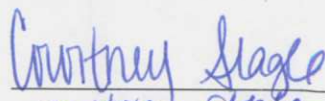
  
\_\_\_\_\_  
President – Jeffrey Couvillion

Date: 5/21/14

  
\_\_\_\_\_  
Treasurer – Kellye Couvillion

Witnesses:

  
\_\_\_\_\_  
Kelly P. McKnight

  
\_\_\_\_\_  
Courtney Stagle

Date: 5/21/14

  
\_\_\_\_\_  
Notary

# \_\_\_\_\_


Gregory D. Callihan  
Notary Public, Bar Roll #27984  
East Baton Rouge Parish  
State of Louisiana  
My Commission is for Life

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

AGENT'S AFFIDAVIT OF ACKNOWLEDGEMENT AND ACCEPTANCE  
OF APPOINTMENT

I hereby acknowledge and accept the appointment of registered agent for and on behalf of  
Central Square Townhome Owner's Association, INC.

  
\_\_\_\_\_  
Kellye Couvillion

SWORN TO AND SUBSCRIBED

BEFORE ME on this 21 day of

May, 2014.

  
\_\_\_\_\_  
NOTARY PUBLIC

Gregory D. Callihan  
Notary Public, Bar Roll #27984  
East Baton Rouge Parish  
State of Louisiana  
My Commission is for Life