

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

THE GARDENS AT ELMWOOD PARK HOA, INC.

Domiciled at HAMMOND, LOUISIANA,

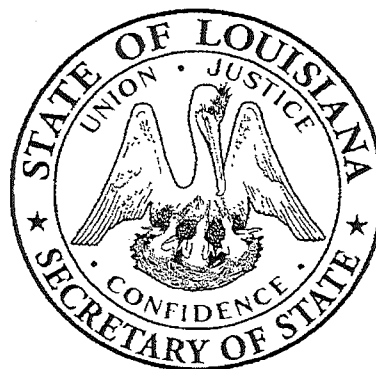
Was filed and recorded in this Office on June 10, 2011,

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,

June 13, 2011

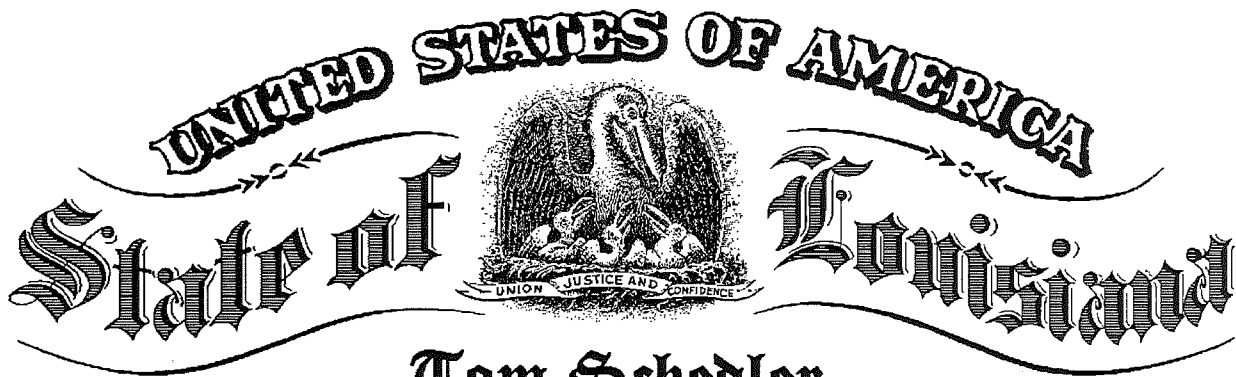
Secretary of State



Certificate ID: 10174899#GGT93

To validate this certificate, visit the following web site, go to **Commercial Division, Certificate Validation**, then follow the instructions displayed.
www.sos.louisiana.gov

BM 40535512N



Tom Schedler

SECRETARY OF STATE

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

the attached document(s) of

THE GARDENS AT ELMWOOD PARK HOA, INC.

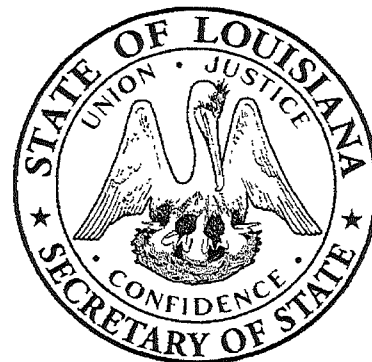
are true and correct and are filed in the Louisiana Secretary of State's Office.
Original Filing 06/10/2011 2 pages

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,

June 13, 2011

Secretary of State

BM 40535512N



Certificate ID: 10174900#YBR93

To validate this certificate, visit the following web site, go to **Commercial Division, Certificate Validation**, then follow the instructions displayed.
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Tom Schedler
Secretary of State



ARTICLES OF INCORPORATION

(R.S. 12:203)

Domestic Non-Profit Corporation
Non-Stock Corporations Only
Enclose \$60.00 filing fee
Make remittance payable to
Secretary of State
Do not send cash

Return to: Commercial Division
P. O. Box 94125
Baton Rouge, LA 70804-9125
Phone (225) 925-4704
Web Site: www.sos.louisiana.gov

STATE OF LOUISIANA

PARISH OF TANGIPAHOA

- The name of this corporation is: The Gardens at Elmwood Park HOA, Inc.
- This corporation is formed for the purpose of: (check one)
 Engaging in any lawful activity for which corporations may be formed under Chapter 2, Title 12, of the LA Revised Statutes (Non-Profit Corporation Law)

(Use for limiting corporation activity)
- The duration of this corporation is: (may be perpetual) Perpetual
- This corporation is a nonprofit corporation.
- The location and municipal address (not a P.O. Box only) of this corporation's registered office is:
205 West Morris Ave., Hammond, La. 70403
- The full name and municipal address (not a P.O. Box only) of each of this corporation's registered agent(s) is/are:
Sue Vloedman, 42022 A Gardens Blvd., Hammond, La. 70403
- The full name and address of each incorporator of this corporation is:
Sue Vloedman, 42022A Gardens Blvd., Hammond, La. 70403
- The corporation's initial board of directors, municipal addresses (not a P.O. Box only) and term of office are:

Name(s)/Address(es)	Term of Office
<u>Sue Vloedman, 42022A Gardens Blvd., Hammond, La. 70403</u>	
<u>Vickie Jenkins, 42061B Gardens Blvd. Hammond, La. 70403</u>	
- This corporation is to be organized on a non-stock basis.
- Other Provisions: NONE

Incorporator(s) Signature(s):

Sue Vloedman
Sue Vloedman

On this 24th day of May, 2011, before me, personally appeared Sue Vloedman, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed it as his free act and deed.

[Signature]

Notary
Corbett L. Ourso, Jr.
Bar No. 01114

AGENT'S AFFIDAVIT AND ACKNOWLEDGEMENT OF ACCEPTANCE

I hereby acknowledge and accept the appointment of registered agent for and on behalf of the above named corporation.

Registered agent(s) signature(s):

Sue Vloedman
Sue Vloedman

Sworn to and subscribed before me this 24th day of May, 2011.
NOTARY NAME MUST BE TYPED OR PRINTED WITH NOTARY #

[Signature]

Notary Signature
Corbett L. Ourso, Jr.
Bar No. 01114

ARTICLES OF INCORPORATION

ORIGINAL
CR 16; Hester
Cook

OF

THE GARDENS AT ELMWOOD PARK HOMEOWNERS ASSOCIATION, INC.

STATE OF LOUISIANA

PARISH OF TANGIPAHOA

BE IT KNOWN, that on this 22nd day of April, 2005 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 witnesses personally came and appeared:

HUNTER BROOKE DEVELOPMENT, L.L.C., a Louisiana Limited Liability Company represented herein by Brian Hannah and Chad Roig, it's duly authorized members;

who declared that availing itself for 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 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 his successors, into a non-profit 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 **THE GARDENS AT ELMWOOD PARK HOMEOWNERS ASSOCIATION, INC.** and it generally shall possess all the powers, rights, privileges, capacities, and immunities for which non-profit corporations are authorized, and may hereafter be authorized, to possess under the Constitution and laws of this 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 non-stock, non-profit basis and is irrevocably dedicated to the general purposes stated in Article IV which follows.

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.

D. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on the undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any

subsequent federal tax laws or regulations.

E. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

F. The corporation shall not retain any excess business holdings as defined by the Internal Revenue Code.

ARTICLE III

DOMICILE

The location of its registered office and the mailing address of the registered office shall be:

Mailing Address: 13081 Royal Oak Drive,
Hammond, Louisiana 70403

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 and Covenants and Restrictions for The Gardens at Elmwood Park (hereinafter called the "Declaration") executed by the owners of The Gardens at Elmwood Park, which contains Lots [1- 43], and which property is shown as per official plat duly recorded in the official records of the Parish of Tangipahoa, State of Louisiana and all future filings.

B. Providing generally for the ownership, management, and maintenance of the landscape servitudes located in the subdivision;

C. Exercising certain rights and powers and performing certain obligations relating to the individual lots together with improvements thereon, including the homes, and as enumerated in the Declaration, and any subsequent declarations;

D. Participating in mergers and consolidations with other non-profit associations organized for the same purpose or annexing additional residential property and landscape servitude; and

E. 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.

The corporation shall not mortgage, pledge or hypothecate any or all of its movable or immovable property as security for money borrowed or debts incurred except with the consent of two-thirds (2/3) of its members.

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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. 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 VI

MEMBERSHIP

The record owner (whether an individual or other legal entity) of a lot in The Gardens at Elmwood Park, which is subject to the Declaration or any subsequent declarations for all filings, shall be a member of the corporation. Ownership shall be established by the recordation in the public records of Tangipahoa 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 who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to the Declaration or any subsequent declarations. 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 VII

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 of 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 original recorded final plat of the appropriate current or accepted future filings 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 on the original recorded final plat of the subdivision and future filings.

No member shall have voting rights at any meeting of this corporation or be elected to or serve on the Board of Directors if the Corporation has perfected a privilege against the member's lot and the amount necessary to release such privilege has not been paid at the time of such meeting or election.

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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, except as stated in Article IX. 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 IX

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 or a maximum of seven (7) members. The number of directors shall be set forth in the By-Laws subject to the above limitations.

The time and place for regular or special meetings of the Board of Directors shall be determined in accordance with the By-Laws.

Any vacancy occurring among the directors of this corporation by death, resignation or otherwise, shall be filled at the next regular or special meeting of the Board of Directors of a replacement director for the unexpired term by election.

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 By-Laws, rules or regulations for the government of the affairs of this corporation as it may deem proper.

The initial Board of Directors shall serve until they resign. Thereafter the Board of Directors shall be elected at the annual meetings.

ARTICLE X

REGISTERED AGENTS

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

Hunter Brooke Development, L.L.C.
13081 Royal Oak Drive,
Hammond, Louisiana 70403

ARTICLE XI

STOCK CLASSIFICATION

This 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. 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; and each member shall pay annual dues (in addition to assessments on lots provided for in declarations affecting such lots), if any, as decided by a vote of the membership for each fiscal year, or fraction thereof, for which he is a member of this corporation. Each member of this corporation, upon payment of dues as set forth above, shall be entitled to a Certificate of Membership, 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 which is subject to the Declaration or any subsequent declaration for accepted future filings and receipt by the corporation of a certified copy of the act conveying ownership.

ARTICLE XII

INCORPORATION

The name and address of the subscriber to these Articles of Incorporation is as follows:

Hunter Brooke Development, L.L.C.
13081 Royal Oak Drive,
Hammond, Louisiana 70403;

The signing of these Articles of Incorporation by the said incorporator shall act as his election to membership in this corporation.

ARTICLE XIII

BOARD OF DIRECTORS

The names and addresses of the first Board of Directors are as follows:

Hunter Brooke Development, L.L.C.
13081 Royal Oak Drive,
Hammond, Louisiana 70403

ARTICLE XIV

NOTICES TO HOLDERS OF MORTGAGES

The corporation shall give to each institutional holder of a first mortgage on a lot which has made a request therefore, 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

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the Declaration or any subsequent declaration which affect the lot for which notice has been requested; (b) materially amend these Articles of Incorporation or the By-Laws of the corporation; or (c) to change from professional management to self-management of any property managed by the corporation or vice versa.

ARTICLE XV

INDEMNIFICATION

Each director and each officer of the corporation and each member of the Board of Directors shall be indemnified by the corporation against all liabilities and expenses, including counsel fees reasonably incurred or imposed on them in connection with any proceeding to which they may be a party or in which they may become involved by reason of their being or having been an officer or director of the corporation or a member of the Board of Directors at the time such expenses are incurred, unless the officer or director or member of the Board of Directors is adjudged guilty of willful malfeasance or misfeasance in the performance of their duties. In 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 Board of Directors best interest. The above described right on indemnification shall not be exclusive of all other rights to which such officer or director or member of the Board of Directors may be entitled but shall be in addition to such other rights. To the maximum extend allowed by R.S. 9:2792.7 the officers and directors are protected.

ARTICLE XVI

DISSOLUTION

The corporation may by dissolved with the consent given in writing and signed by not less than two-thirds (2/3) 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 an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that such dedication is refused, such assets shall be granted, conveyed, and assigned to any non-profit corporation, trust, or other organization to be devoted to such similar purposes.

ARTICLE XVII

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 two-thirds (2/3) 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) of the membership of the Board of Directors and two-thirds (2/3) of the membership of the corporation. No amendment, modification, supplement or deletion shall be effective if it violates any of the provisions of the original Declaration and/or amendments thereto.

ARTICLE XVIII

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 the member to the corporation, (excepting assessments, charges, and fines provided for in the Declaration) nor shall any 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.

THUS DONE AND PASSED in my office in Hammond, Louisiana, on the day, month and year first above written, in the presence of the undersigned competent witnesses and me, Notary, after a reading of the whole.

WITNESSES:

THE GARDENS AT ELMWOOD PARK
HOMEOWNERS ASSOCIATION, INC.

Chad N. Roy

Brian Hannah
BY: HUNTER BROOKE DEVELOPMENT, L.L.C.

Harvey W. Cook, Notary Public

INITIAL REPORT

OF

THE GARDENS AT ELMWOOD PARK HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

The Corporation's registered office is located at and its Post Office address is:

Its registered agent is:

Brian Hannah
13081 Royal Oak Drive,
Hammond, Louisiana 70403

The first directors are:

NAME:
Hunter Brooke Development, L.L.C.

ADDRESS:
13081 Royal Oak Drive,
Hammond, Louisiana 70403

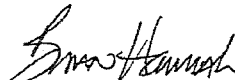
AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT
ACT 769 OF 1987

To the State Corporation Department
State of Louisiana

STATE OF LOUISIANA

PARISH OF TANGIPAHOA

On this 22nd day of April, 2005, before me, Notary Public in and for the State and Parish aforesaid, personally came and appeared Brian Hannah, 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 **THE GARDENS AT ELMWOOD PARK HOMEOWNERS ASSOCIATION, INC.** which is a Corporation authorized to transact business in the State of Louisiana pursuant to the provisions of the Title 12, Chapter 1, 2, and 3.



**THE GARDENS AT ELMWOOD PARK
HOMEOWNERS ASSOCIATION, INC.**
BY: Brian Hannah

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

Harvey W. Cook, Notary Public