

ARTICLES OF INCORPORATION
OF
CARLTON PLACE CONDOMINIUM
HOMEOWNER'S ASSOCIATION, INC.

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

BE IT KNOWN that on this 10th day of January, 1984, before me, a Notary Public in and for the Parish of East Baton Rouge, State of Louisiana, personally came and appeared LOUIS F. FASULLO, of the full age of majority, who declared that in the presence of the undersigned competent witnesses that he avails himself of the provisions of Louisiana Revised Statutes (1950) 12:201, et. seq., as amended, and he does hereby organize a non-profit corporation under and in accordance with these Articles of Incorporation.

ARTICLE I

NAME

The name of corporation is "CARLTON PLACE CONDOMINIUM HOMEOWNER'S ASSOCIATION, INC."

ARTICLE II

DURATION AND NATURE

The period of duration of the corporation shall be perpetual, and it shall be a non-profit corporation.

ARTICLE III

PURPOSES AND POWERS

The corporation is formed for the purpose and with the powers to engage in any lawful activity for which the corporation may be formed under the Louisiana Non-Profit Corporation Law (La. R.S. 12:201, et. seq., as amended) and, additionally, with the purpose to provide an entity pursuant to La. R.S. 9:1121.101, et. seq., for the management, maintenance and operation of CARLTON PLACE CONDOMINIUM, located in East Baton Rouge Parish, Louisiana, as stated in the Bylaws of this corporation, with such powers as set forth in the Bylaws of this corporation.

ARTICLE IV

BASIS

The corporation is formed on a non-stock basis.

ARTICLE V

MEMBERS

The members of the Association shall consist of the record owners of the Condominium Units, and after termination of the condominium, shall consist of those who are members at the time of the termination, their successors and assigns. A member of this Association shall be entitled to one vote for each unit owned by him. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE VI

BOARD OF MANAGERS

The affairs of the corporation shall be governed by a Board of Managers, whose number, terms, qualifications, powers and duties are set forth in the Bylaws. All of the duties and powers of this corporation existing under the Louisiana Condominium Act, the Condominium Declaration, these Articles and Bylaws shall be exercised exclusively by the Board of Managers.

ARTICLE VII

OFFICERS

The management of the corporation shall be administered by officers elected by the Board of Managers who are subject to the Board's supervision. The qualifications, terms and duties of the officers are set forth in the Bylaws.

ARTICLE VIII

BYLAWS

The first Bylaws of this corporation shall be adopted by the Board of Managers and may be amended by the Board of Managers or the membership as provided in the Bylaws.

ARTICLE IX

REGISTERED OFFICE

The registered office of the corporation shall be located at 7640 LaSalle Avenue, Baton Rouge, Louisiana, 70806.

ARTICLE X

REGISTERED AGENTS

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

Louis F. Fasullo
3233 S. Sherwood Forest Blvd.
Suite 204
Baton Rouge, Louisiana 70816

ARTICLE XI

INITIAL BOARD OF MANAGERS

- (A) Louis F. Fasullo
3233 S. Sherwood Forest Blvd.
Suite 204
Baton Rouge, Louisiana 70816
- (B) Harold L. McNemar
1020 N. Ardenwood Drive
Baton Rouge, Louisiana 70806
- (C) Thomas C. Lundin
4420 North Boulevard
Baton Rouge, Louisiana 70806

The term of the Initial Board of Managers will be for that period of time until the first complete Board of Managers is elected by the shareholders, as provided for in the Bylaws.

ARTICLE XII

INDEMNIFICATION

Every Member of the Board of Managers and every Officer of the Association shall be indemnified by the Association 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 reasons of his being or having been a Member or Officer of the Association, 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 Managers 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.

ARTICLE XIII

INCORPORATOR

The name and address of the incorporator of the corporation is Louis F. Fasullo, 3233 South Sherwood Forest Blvd., Suite 204, Baton Rouge, Louisiana, 70816.

ARTICLE XIV

AMENDMENTS

The Articles of Incorporation may be amended by a favorable vote of seventy-five (75%) percent of the total voting power of the members of the Association at the

annual meeting or a special meeting called for this purpose.

THUS DONE, READ AND SIGNED in my office in the City
of Baton Rouge, Parish of East Baton Rouge, State of
Louisiana, on the date first above written.

WITNESSES:

Dean M. West

Louis F. Fasullo

Louis F. Fasullo
Incorporator

Sandra J. J. J.

Douglas L. Nicholson

Douglas L. Nicholson
Notary Public