

UNITED STATES OF AMERICA

State of Louisiana

Tom Schedler

SECRETARY OF STATE

*As Secretary of State of the State of Louisiana, I do hereby Certify that*  
the attached document(s) of

**OAK ALLEY PROPERTY OWNERS ASSOCIATION, INC.**

are true and correct and are filed in the Louisiana Secretary of State's Office.

40839203N	ORIGF	5/18/2012	8 page(s)
41640620	14 AR	9/15/2014	1 page(s)

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,

November 18, 2014

*Tom Schedler*

*Secretary of State*

WEB 40839203N



Certificate ID: 10545823#LJH62

To validate this certificate, visit the following  
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**Certificate Validation**, then follow the  
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[www.sos.louisiana.gov](http://www.sos.louisiana.gov)

ARTICLES OF INCORPORATION  
OF

UNITED STATES OF AMERICA  
STATE OF LOUISIANA

OAK ALLEY PROPERTY  
OWNERS ASSOCIATION, INC.

PARISH OF ST. TAMMANY

BE IT KNOWN, that on this 18th day of May, in the year of Our Lord, two thousand and twelve:

BEFORE ME, the undersigned Notary Public, duly commissioned and qualified in and for the state and parish aforesaid, therein residing, and in the presence of the undersigned competent witnesses:

**PERSONALLY CAME AND APPEARED:**

**INVESTMENT PROPERTIES OF ST. TAMMANY, L.L.C. (TIN \*\*-\*\*\*5639)**, a Louisiana Limited Liability Company, domiciled in St. Tammany Parish, herein represented by its sole and only members, Louis G. Miramon, Jr. and McMath Properties, L.L.C. (herein represented by its duly authorized Manager, Don A. McMath);

its mailing address being: 1120 N. Causeway Blvd., Suite 4  
Mandeville, LA 70471

hereinafter sometimes referred to as "Developer",

who declared to me, in the presence of the undersigned competent witnesses, that availing themselves of the provisions of Louisiana Non-Profit Corporation Law, Chapter 12, Section 201-269 of the Louisiana Revised Statutes, now in effect and as amended; and who do hereby organize a non-profit corporation in pursuance of that law, and in accordance with the following articles of incorporation:

The undersigned do hereby adopt the following as the Articles of Incorporation of **OAK ALLEY PROPERTY OWNERS ASSOCIATION, INC.**, for the purpose of forming a corporation under the Louisiana Non-Profit Corporation Law, Chapter 12, Sections 201-269, inclusive, of the Louisiana Revised Statutes now in effect and as amended.

**Article I**

**NAME**

The name of the corporation shall be: OAK ALLEY PROPERTY OWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association").

**Article II**

**PURPOSE**

The purpose for which the Association is organized is to provide a legal entity which shall obtain rights, privileges and obligations under restrictive covenants for Oak Alley Subdivision to be established by the Developer and recorded in the official records of St. Tammany Parish, Louisiana, hereinafter referred to as "Restriction Covenants", for the development, management, regulation, operation and maintenance of the subdivision easements, improvements, green spaces, common areas, entrance features, and other properties of every kind and character, described in the Restrictive Covenants of Oak Alley Subdivision.

**Article III**

**DOMICILE**

The domicile of this corporation shall be St. Tammany Parish, Louisiana, and its registered office shall be located at located at 1120 N. Causeway Blvd., Suite 4, Mandeville, LA 70471.

**Article IV**

**POWERS**

The Association's powers shall include and be governed by the following provisions:

A. The Association shall have all the powers authorized by the Laws of the State of Louisiana, and in particular the Louisiana Non-Profit Corporation Law as it now exists and as it may

be amended from time to time, except in instances where the Non-Profit Corporation Law as aforesaid conflicts with the provisions of these Articles of Incorporation or by the By-Laws executed this date, the Articles and By-Laws shall govern.

B. The Association shall have all of the powers, duties and obligations allowed by law, except as limited by these Articles of Incorporation, the By-Laws of the Association executed in connection with these Articles, and the Restriction Covenants, as all of these documents may be amended from time to time. The said power shall include, but is not limited to, the following:

1. To make and collect assessments against members in order to pay the costs necessary for the orderly maintenance of Oak Alley Subdivision;
2. To use the proceeds of assessments in the exercise of its powers and duties as provided for in the Restriction Covenants, Articles and By- Laws;
3. To enact, amend and enforce reasonable rules and regulations for the use of the property within Oak Alley Subdivision;
4. To enforce, by all legal means available to the Association, the provisions of the Laws of the State of Louisiana, the Articles, By-Laws, Restrictive Covenants, Regulations of the Association;
5. To open bank accounts in the name of and on behalf of the Association;
6. To acquire immovable property; and, in the event the Developer elects to transfer any or all of the common areas in Oak Alley Subdivision to the Association, Don A. McMath shall be and is hereby authorized to execute the act of transfer on behalf of the Association; and
7. To retain a management firm to assist the Board of Directors in the management and operation of the Association.

C. Funds acquired by the Association and the proceeds thereof shall be held and administered in trust by the Officers of the Association, for the benefit of the Association in accordance with the provisions of the Restriction Covenants, Articles, By-Laws and the Laws of the State of Louisiana relative to Non-Profit Corporations.

#### Article V

#### MEMBERS

This corporation is to be organized on a non-stock basis. The Association shall have two classes of voting membership:

A. Every person, group of persons, corporation, partnership, trust or other legal entity, or any combination thereof, who becomes a record owner of a fee interest in any Lot which is or becomes subject to this act of dedication shall be a Class A member of the Association as long as said ownership continues. Each class A member of the Association shall be entitled to one (1) vote for each Lot owned by any such firm, person, corporation, trust or other legal entity. However, there shall be only one (1) vote for each Lot to which class A membership is appurtenant, and the vote shall be cast in accordance with the bylaws of the Association.

B. The Association shall have five hundred (500) class B memberships, all of which shall be issued to the Developer or its nominee or nominees. The class B members shall be entitled to one (1) vote for each class B membership so held, however, each class B membership shall lapse and become a nullity upon the occurrence of any one of the following events:

- i) twenty-four (24) months following the date the Developer no longer owns any lots in any phase of the Subdivision; or
- ii) Upon written surrender of said class B memberships by the then holders thereof for cancellation on the books of the Association.

Upon the lapse and/or surrender of all the class B memberships, as provided for in this Article, the Developer shall continue to be a class A member of the Association as to each and every Lot in which the Developer holds the interest otherwise required for such class A membership.

## **Article VI**

### **DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors consisting of such number of Directors as shall be determined by the By-Laws, but having not less than three (3) Directors and not more than five (5) Directors. Directors shall be elected at the annual members meeting in the manner provided by the By-Laws. The Directors may be removed and vacancies on the Board filled as provided by the By-Laws. The Directors named herein shall serve until the first election of Directors. The names and addresses of the members of the first Board of Directors are as follows:

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

Don A. McMath  
1120 N. Causeway Blvd., Suite 4  
Mandeville, LA 70471

Saun Sullivan  
1220 South Range Avenue  
Denham Springs, LA 70726

Lee Foster  
1220 South Range Avenue  
Denham Springs, LA 70726

The above named Directors shall hold office until their successors are elected and have qualified or until removed from office. The Board of Directors shall have the authority to retain a management firm to assist the Board of Directors in the management and operation of the Association.

## **Article VII**

### **OFFICERS**

The Association's affairs shall be administered by the Officers of the Board of Directors of the association. Such Officers shall serve at the pleasure of the Board of Directors. The initial Officers' names and addresses are:

Don A. McMath (President)  
1120 N. Causeway Blvd., Suite 4  
Mandeville, LA 70471

Saun Sullivan (Vice-President)  
1220 South Range Avenue  
Denham Springs, LA 70726

Lee Foster (Secretary/Treasurer)  
1220 South Range Avenue  
Denham Springs, LA 70726

The above named Officers shall hold office and serve until their successors are designated by the Board of Directors and have qualified or until removed from office.

## **Article VIII**

### **INDEMNIFICATION**

Each Director and each Officer of the Association shall be indemnified by the Association against all liabilities and expenses, including attorney's fees reasonably incurred or imposed on him in connection with any proceeding in which he may be a party, or in which he may become involved, by reason of his being or having been an Officer or Director of the Association, or any settlement thereof, regardless of whether he is an Officer or Director at the time such liabilities and expenses are incurred, unless the Officer or Director is adjudged guilty of willful malfeasance or malfeasance

in the performance of his 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 in the Association's best interest. The above described right of indemnification shall not be exclusive of all other rights to which such Director or Officer may be entitled but shall be in addition to such other rights.

#### **Article IX**

##### **By-Laws**

The Board of Directors shall adopt the first By-Laws of the Association. The said By-Laws may be amended, changed or repealed in the manner provided by said By-Laws.

#### **Article X**

##### **AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended in the following manner:

The notice of any meeting at which a proposed amendment is considered shall include notice of the subject matter of the proposed amendment. Either the Board of Directors or any member of the Association may propose a resolution approving a proposed amendment. An amendment must be approved by a vote or written consent of the members representing fifty one (51%) percent of the total voting power of the Association or may be amended by the Developer, or his assigns, alone without a vote for as long as the Class B memberships are in existence. No amendments shall make any changes in the qualifications for membership nor in the voting rights of the members, without the unanimous approval in writing by all the members or by the Developer, alone. A copy of each amendment shall be certified by the secretary and recorded in the public records of St. Tammany Parish, Louisiana.

#### **Article XI**

##### **TERM OF ASSOCIATION**

The Association shall continue to exist as long as the Restrictive Covenants are imposed (as they may be amended) upon the property known as Oak Alley Subdivision, in Covington, Louisiana, unless the members elect to terminate the Association sooner by two-thirds (2/3) vote of approval of the total voting power of the Association.

**Article XII**

**XII**

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

Don A. McMath  
1120 N. Causeway Blvd., Suite 4  
Mandeville, LA 70471

**Article XIII**

**INCORPORATOR**

Investment Properties of St. Tammany, L.L.C.  
1120 N. Causeway Blvd., Suite 4  
Mandeville, LA 70471

**THUS DONE AND PASSED** in Covington, Louisiana, on the day, month and year herein above first written, in the presence of the undersigned competent witnesses.

**WITNESSES:**

Patricia Brown  
Patricia Brown

Wendie J. Baigle  
Wendie J. Baigle

Patricia Brown

**INVESTMENT PROPERTIES  
OF ST. TAMMANY, L.L.C.**

BY: [Signature]  
LOUIS G. MIRAMON, JR, Member

**AND**

BY: **McMATH PROPERTIES, L.L.C., Member**

BY: [Signature]  
DON A. McMATH, Manager

[Signature]  
JEFFREY D. SCHOEN  
NOTARY PUBLIC  
BAR ROLL NO. 11809


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

TO: State Corporation Department  
State of Louisiana

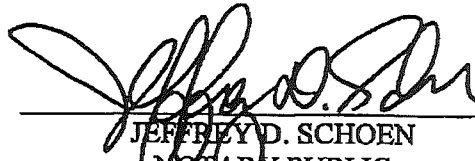
STATE OF LOUISIANA




PARISH OF ST. TAMMANY

On this 18th day of May, 2012, before me, Notary Public in and for the state and parish aforesaid, personally came and appeared: DON A. MCMATH, 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 OAK ALLEY PROPERTY OWNERS 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.

  
\_\_\_\_\_  
DON A. MCMATH  
Registered Agent

Sworn to and subscribed before me,  
this 18th day of May, 2012.

  
\_\_\_\_\_  
JEFFREY D. SCHOEN  
NOTARY PUBLIC  
BAR ROLL NO. 11809

<b>Tom Schedler</b> <b>Secretary of State</b> 		<b>DOMESTIC CORPORATION</b> <b>ANNUAL REPORT</b> <b>For Period Ending</b> <b>5/18/2014</b>		 40839203N  2014		
<b>Mailing Address Only (INDICATE CHANGES TO THIS ADDRESS IN THIS BOX)</b> 40839203 N OAK ALLEY PROPERTY OWNERS ASSOCIATION, INC.  C/O COMMUNITY MANAGEMENT PO BOX 10575 DENHAM SPRINGS, LA 70727		<b>(INDICATE CHANGES TO THIS ADDRESS IN THIS BOX)</b> Registered Office Address in Louisiana (Do not use P. O. Box) 1220 S RANGE AVE DENHAM SPRINGS, LA 70726		Federal Tax ID Number		
Our records indicate the following registered agents for the corporation. Indicate any changes or deletions below. All agents must have a Louisiana address. Do not use a P. O. Box. <b>A NEW REGISTERED AGENT REQUIRES A NOTARIZED SIGNATURE</b> DON A. MCMATH 1120 N. CAUSEWAY BLVD., STE. 4 MANDEVILLE, LA 70471						
I hereby accept the appointment of registered agent(s).			Sworn to and subscribed before me on NOTARY NAME MUST BE TYPED OR PRINTED WITH NOTARY #			
<b>New Registered Agent Signature</b>			<b>Notary Signature</b>		<b>Date</b>	
This report reflects a maximum of three officers or directors from our records for this corporation. Indicate any changes or deletions below. Include a listing of all names along with each title held and their address. Do not use a P. O. Box. If additional space is needed attach an addendum.						
DON A. MCMATH 1120 N. CAUSEWAY BLVD., STE. 4 MANDEVILLE, LA 70471 SAUN SULLIVAN 1220 SOUTH RANGE AVE DENHAM SPRINGS, LA 70726 LEE FOSTER 1220 SOUTH RANGE AVE. DENHAM SPRINGS, LA 70726			Director, President  Director, Vice-President  Director, Secretary/Treasurer			
The filing of a false public record, with the knowledge of its falsity, is a crime, subjecting the filer to the fine or imprisonment or both under R.S. 14:133.						
<b>SIGN →</b>	<b>To be signed by an officer or director</b> LEE FOSTER (SIGNED ELECTRONICALLY)		Title		Phone	
	Signee's address		Email Address teasterly@dslldhomes.com		Date 09/15/2014	
<div style="display: flex; justify-content: space-between;"> <div> Enclose filing fee of     \$10.00  Make remittance payable to Secretary of State  Do Not Send Cash  Do Not Staple  web site: <a href="http://www.sos.louisiana.gov">www.sos.louisiana.gov</a> </div> <div> Return by:     5/18/2014   To: <b>Commercial Division</b>  <b>P. O. Box 94125</b>  <b>Baton Rouge, LA 70804-9125</b>  <b>Phone (225) 925-4704</b> </div> </div>					(For Office Use Only)	
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UNSIGNED REPORTS WILL BE RETURNED