



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

**LOUISIANA PURCHASE EQUESTRIAN ESTATES HOMEOWNERS ASSOCIATION,
INC.**

Domiciled at WALKER, LOUISIANA,

Was filed and recorded in this Office on January 18, 2017,

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,

January 18, 2017

Secretary of State

AM 42522660N



Certificate ID: 10786764#D5P83

To validate this certificate, visit the following web site,
go to **Business Services, Search for Louisiana
Business Filings, Validate a Certificate**, then follow
the instructions displayed.
www.sos.la.gov

ARTICLES OF INCORPORATION
OF
LOUISIANA PURCHASE EQUESTRIAN ESTATES HOMEOWNERS ASSOCIATION, INC.
A NON-PROFIT CORPORATION

BE IT KNOWN, that on the dates indicated below before me, the undersigned Notary Public, duly commissioned and qualified, personally came and appeared:

Gordon L. "Paco" Swain
&
Gary W. Perkins

Owners of Louisiana Purchase Equestrian Estates Subdivision
Walker, LA, 70785

Who as Developer / Declarant hereby declares in my presence and in the presence of the undersigned competent witnesses, that, availing himself(s) of the provisions of the Louisiana Non-Profit Corporation Law (La. R.S. 12:201, et seq), does hereby authorize a non-profit corporation and does hereby execute the Articles of Incorporation of Louisiana Purchase Equestrian Estates Homeowners Association, Inc., a non-profit corporation.

ARTICLE I
NAME

The name of this corporation is LOUISIANA PURCHASE EQUESTRIAN ESTATES HOMEOWNERS ASSOCIATION, INC. (the "Association")

ARTICLE II
NON-PROFIT CORPORATION

This Association shall be a non-profit corporation.

ARTICLE III
LOCATION

The mailing address of the Association shall be:
P.O. Box 247
Walker, LA 70785

The location of the registered office of the Association is:
34555 Quarter Horse Lane
Walker, LA 70785

ARTICLE IV
OBJECTS AND PURPOSES

This Association is organized to provide for the operation and management of the common areas, servitudes, right of ways, parks, ponds, and lakes located within Louisiana Purchase Equestrian Estates Subdivision, and to provide for the maintenance, control, and preservation of the subdivision and to promote the health, safety and welfare of the owners and occupants of property within the subdivision pursuant to and in accordance with the powers and duties vested or to be vested in this Association pursuant to the Declaration of Protective Covenants, amended, renewed, or extended from time to time, affecting the property therein described hereinafter sometimes referred to as the "Declaration". This Association shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or

conferred upon non-profit corporations by the Louisiana Non-Profit Corporation Law. This association shall have the power to levy general and special assessments upon its members to fund the improvements of Louisiana Purchase Equestrian Estates Subdivision.

Owner / Developers (Declarant) shall be exempt from any assessment (general or special). Developer (Declarant) shall hereby transfer ownership of all common grounds, servitudes , right of ways, parks, ponds and lakes, and vendor accounts that Declarant should own in the Louisiana Purchase Equestrian Estates Subdivision to the Louisiana Purchase Equestrian Estates Homeowners Association upon completion of recordation of this Association and all applicable documents in the Livingston Parish Clerk of Court office. Upon acceptance of transfer of all said rights from Developers (Declarant) to Association, said Association shall then Indemnify, Release and Hold Harmless, with prejudice, and action or actions, only future claims against Developer (Declarant).

All of the powers of this Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration as same may be modified from time to time.

ARTICLE V DURATION

The duration of this Association shall be in perpetuity, or such maximum period as may be authorized by the laws of Louisiana.

ARTICLE VI MEMBERSHIP

The qualification of members, the manner of their admission and voting by members shall be as follows:]

- (a) This Association shall be organized without any capital stock and shall have one class of membership, as is more fully set forth in the Declaration, the terms of which pertaining to membership are specifically incorporated by reference herein.
- (b) All Lot Owners as defined in the Declaration shall be mandatory members of the Association and no other person or entity shall be entitled to membership.
- (c) Persons shall become members of the Association by the recording in the conveyance records of the Parish of Livingston, State of Louisiana, of a deed or other act of conveyance establishing a change of record title to a Lot (as defined in the Declaration) and the delivery to the Association of a certified copy of such instrument, the new owner designated by such instrument thereby becoming a member of the Association, and the membership of the prior Owner with respect to such Lot shall at such time be terminated.
- (d) The interest of any member in part of the funds and assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated, or transferred in any manner except as an incident to his ownership of a Lot.
- (e) Voting by the members of the Association shall be in accordance with the provisions of the Declaration and the By-Laws of the Association.

Incorporator
Gordon L. "Paco" Swain
34555 Quarter Horse Ln
Waukegan, IL 60085

ARTICLE VII

DIRECTORS

- 7.1 The number of directors is hereby fixed at not less than 3 nor more than 5. Any director absent from a meeting of the Board of Directors, or any committee thereof, may be represented by any other director who may cast the absent director's vote according to his or her written instructions, whether general or special, filed with the secretary of the Association.
- 7.2 Unless and until otherwise provided in the By-laws, all of the corporate powers of this Association shall be vested in and all of the business and affairs of this Association shall be managed by the Board of Directors.
- 7.3 The Board of Directors shall have authority to make and alter By-laws, including the right to make and alter By-laws fixing their qualifications, classifications, or terms of office, or fixing or increasing their compensation, if any, subject to the power of the members to change or repeal the By-laws so made.
- 7.4 Any action which may be taken at a meeting of the Board of Directors may be taken by the written consent signed by all of the directors and filed with the secretary of the Association.
- 7.5 The Board of Directors shall further have authority to exercise all such other powers and to do all such other lawful acts and things which this Association or its members might do, unless prohibited from doing so by applicable laws, or by the Articles of Incorporation, or by the By-laws of the Association.
- 7.6 No director or officer of the Association shall have any personal liability to the Association or its members for monetary damages for breach of fiduciary duty as director or officer; provided, however, that this provision shall not limit the liability of a director or officer:
- 1) For any breach of the director or officer's duty of loyalty to the Association or its shareholders;
 - 2) For acts or omissions not in good faith or which involve intentional misconduct or known violation of law;
 - 3) For liability under La. R. S. 12:92 (D);
 - 4) Illegal dividend declaration; or
 - 5) Any transaction from which a director or officer derived an improper benefit.
- 7.7 The Association shall indemnify its directors to the full extent by La. R. S. 12:227.
- 7.8 The name(s) and address(s) of the initial director (s) are:

Name and Address

President –

Brian P. May
34555 Quarter Horse Lane
Walker, LA. 70785

Vice President –

Neil Whitam
Quarter Horse Lane
Walker, LA. 70785

Secretary/Treasurer –
Ricky Andreas
34364 Quarter Horse Lane
Walker, LA. 70785

ARTICLE VIII SPECIAL MEETINGS

Special meetings of the Association may be called by the President or by a majority of the Board of Directors. A director may appear at any general or special Board of Directors meeting through a proxy granted to an individual for that purpose, provided the proxy is filed with the secretary of the Association prior to the commencement of the meeting.

ARTICLE IX DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Association, of the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Internal Revenue Code section 501 (c) (3). Any assets not so disposed of shall be disposed of by a court of competent jurisdiction upon suitable proceedings brought exclusively for such purposes.

ARTICLE X AMENDMENTS TO ARTICLE OF INCORPORATION

The Articles of Incorporation may be amended by the members at a duly constituted meeting for such purpose provided, however that no amendment shall take effect unless approved by a majority of the members of the Board of Directors, and by not less than 51% of the members present at the meeting. Only members which are current with the payment of dues may vote at any meeting.

ARTICLE XI REGISTERED AGENT

The name and address of the incorporator and registered agent for the corporation is:

Registered Agent -
Larry S. Bankston,
Attorney at Law
8708 Jefferson Highway, Suite A
Baton Rouge, LA 70809

THUS DONE AND SIGNED at Denham Springs, Louisiana, on the 15th day of September 2017 in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

Mervin Nevils
Name: Mervin Nevils

Alma Grace
Name: Alma Grace

[Signature]
Name: 61 PAW SWAN

Shea E. Landry, Bar Roll # 24148
Commission Expires at Death

DESIGNATION AND ACKNOWLEDGEMENT OF REGISTERED AGENT
Of
LOUISIANA PURCHASE EQUESTRIAN ESTATES HOMEOWNERS ASSOCIATION, INC. a
Louisiana Non-Profit Corporation

NAME AND ADDRESS OF REGISTERED AGENT – Larry S. Bankston,
Attorney at Law
8708 Jefferson Highway, Suite A
Baton Rouge, LA 70809

I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT:

[Signature]
Name: Larry S. Bankston

Sworn to and subscribed before me this 12th day of January, 2017

[Signature]
Notary

Jenna H. Linn
Notary Public, ID Number 91116
Louisiana Bar Roll Number 33246
Parish of East Baton Rouge
State of Louisiana
My Commission Expires Open Death