

STATE OF LOUISIANA

ARTICLES OF INCORPORATION OF
BENGAL CONDOMINIUM ASSOCIATION PHASE I, INC.

Office of the Secretary of State
I hereby certify that this is a true and correct copy,
as taken from the original on file in this office.

Fox McKeithen
Fox McKeithen
Secretary of State

STATE OF LOUISIANA

St. TAMMANY
PARISH OF EAST BATON ROUGE

Date: JUL 22 2004

BE IT KNOWN, that on this 20th day of July, 2004, before me, the undersigned Notary Public, personally came and appeared the several subscribers hereto, each of the full age of majority, who declared to me, in the presence of the undersigned competent witnesses, that, availing themselves of the provisions of the Louisiana Business Corporation Law, relative to non-profit corporations (La. R.S.12:201, et seq.), they do hereby organize themselves, their successors and assigns, into a corporation in pursuance of that law, under and in accordance with the following Articles of Incorporation:

ARTICLE I.
NAME

The name of the corporation shall be Bengal Condominium Association Phase I, Inc.

ARTICLE II.
DEFINITIONS

As used in these Articles of Incorporation, unless the context requires otherwise:

- (A) Association means the corporation created by these Articles of Incorporation.
- (B) Condominium refers to the immovable property and improvements thereon described on Exhibit "A" of the Condominium Declaration for Bengal Condominium Phase I, and the legal status thereof imposed by the establishment of a condominium regime affecting them.
- (C) Condominium Unit means a condominium parcel susceptible of private ownership.
- (D) Condominium Declaration means an instrument in conformity with the provisions of La. R.S. 9:1121, et seq., executed and registered for the purpose of establishing the condominium form of ownership upon the immovable property and improvements thereon described in the Condominium Declaration for Bengal Condominium, Phase I.
- (E) Member or Members means the Owner or Owners of individual Condominium Units in the Condominium who, by virtue of these Articles of Incorporation, are members of the Corporation.

- (F) Owner or Owners means the owner of individual Condominium units in the Condominium. All other words or phrases shall have the meanings ascribed to them in the Condominium Declaration.

ARTICLE III.

PURPOSE

The Association is organized for the purpose of operating and managing the Condominium for the use and benefit of the Unit Owners.

ARTICLE IV.

POWERS

(A) To operate and manage the Condominium for the use and benefit of the Owners of the Condominium Units as the agent of said Owners.

(B) To carry out all of the powers and duties vested in it pursuant to the Condominium Declaration affecting the property described in the Condominium Declaration.

(C) The 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 Corporation Law, La. R.S. 12:201, et seq.

(D) The Association shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations of a similar character by the provisions of La. R.S. 9:1121, et seq., entitled "The Louisiana Condominium Law" as now or hereafter in force.

(E) All of the powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Condominium Declaration together with its supporting documents which govern the use of the Condominium to be operated and administered by this Association.

ARTICLE V.

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.

(B) All Unit Owners of condominium parcels in the Condominium shall be members of the Corporation, and no other person or other entities shall be entitled to membership.

(C) After the Declaration of Condominium has been registered, persons shall become members of the Association by the recording in the Conveyance records of the Parish of East Baton Rouge, State of Louisiana, of a deed or other instrument establishing a change of record title to a

Unit and the delivery to the Association of a certified copy of such instrument thereby becoming a member of the Association, and the membership of the prior owner shall at that time be terminated.

(D) The interest of any member in any part of the Condominium or in the funds and assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as an appurtenance to his condominium parcel.

(E) Voting by the members of the Association in the affairs of the Association shall be on the following basis: The aggregate number of votes for all Unit Owners shall be equal to the number of Condominium Units in existence at any given time and shall be divided among the respective Unit Owners in the ratio of one (1) vote per unit. If any Unit Owner consists of more than one person, the voting right of such Unit Owner shall not be divided but shall be exercised as if the Unit Owner consisted of only one person in accordance with the proxy or other designation made by the persons constituting such Unit Owners. Voting rights shall be exercised in accordance with the provisions of the Condominium Declaration and the Bylaws of the Association.

ARTICLE VI.
CORPORATE EXISTENCE

The Association shall continue to exist so long as the Condominium shall be in existence.

The Association may be terminated by termination of the Condominium in accordance with the Louisiana Condominium Act.

ARTICLE VII.
REGISTERED AGENT

The registered agent and resident agent upon whom service of process may be effected for the corporation is as follows:

Registered Agent: Robert C. Lowther, Jr.
 404 East Gibson Street
 Covington, Louisiana 70433

ARTICLE VIII.
DIRECTORS

(A) Subject to the provisions of these Articles, the Condominium Declaration and the Act, all of the powers of this Association are vested in its Board of Directors.

(B) The Board of Directors shall consist of not less than two (2) nor more than seven (7) members.

(C) The exact number of Directors, the procedure for their election, their terms of office, qualifications, procedures for filing vacancies on the Board, procedures for removal of Directors,

compensation and the powers and duties of Directors shall be established by the Bylaws of this Association.

ARTICLE IX.
DIRECTORS AND OFFICERS

The names and post office addresses of the first Board of Directors and the officers until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Robert C. Lowther, Jr.	404 East Gibson Street Covington, Louisiana 70433	President
Lamond G. Whitten	59055 Pine Bay Lane Lacombe, Louisiana 70445	Secretary-Treasurer

ARTICLE X.
INCORPORATOR

The following are the original incorporators and subscribers of the Articles of Incorporation of this Association:

<u>Name</u>	<u>Address</u>
Robert C. Lowther, Jr.	404 East Gibson Street Covington, Louisiana 70433
Lamond G. Whitten	59055 Pine Bay Lane Lacombe, Louisiana 70445

ARTICLE XI.
BYLAWS

The Bylaws of the Association shall be adopted by the first Board of Directors. The amendment, alteration or rescission of the Bylaws shall be by the Board of Directors.

ARTICLE XII.
AMENDMENTS TO ARTICLES OF INCORPORATION

SECTION 1. 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 fifty (50%) percent of the Unit Owners. Notice of the subject matter of any meeting at which a proposed amendment is considered shall be sent by certified mail to the last known address of each Unit Owner.

SECTION 2. No amendment to the Articles of Incorporation which in any way changes the percentage of ownership owned by any member of a condominium parcel in the Common Elements of the Condominium, or which in any way changes or modifies the voting rights of any member, or which in any way modifies the percentage of the assessment to be levied against any member for the operation and maintenance of the limited Common Elements or Common Elements of the Condominium may be made except as provided in the Condominium Declaration.

SECTION 3. No amendment to the Articles of Incorporation shall be effective until the same has been recorded with the Secretary of State of the State of Louisiana and the Recorder of Mortgages for the Parish of East Baton Rouge, State of Louisiana.

ARTICLE XIII. ASSESSMENTS AND FUNDS

(A) All assessments paid by the owner of condominium parcels for the maintenance and operation of the Condominium shall be utilized by the Association to pay for the cost of said maintenance and operation. The Association shall have no interest in any funds received by it through assessments from the owners of individual condominium parcels except to the extent necessary to carry out the powers vested in it as agent for said members.

(B) The Association shall make no distribution of income to its members, directors or officers, and it shall be conducted as a non-profit corporation.

(C) Any funds held by the Association from its receipts, over and above its common expenses, shall be known as the common surplus of the Association and the same shall be held for the use and benefit of the members in proportion to the percentage of their ownership in the limited and general Common Elements of the Condominium.

(D) Upon termination of the condominium and dissolution or final liquidation of this Association, the distribution to the members of this Association of the common surplus in proportion to the percentage of their ownership in the Common Elements shall not constitute or be deemed to be a dividend or distribution of income.

ARTICLE XIV. INDEMNIFICATION

Every director 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 to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer of the Association, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors 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 to which such director or officer may be entitled.

ARTICLE XV
REGISTERED OFFICE

The registered office of the corporation shall be located at:

404 East Gibson Street
Covington, Louisiana 70433

THUS DONE AND SIGNED at my office in Baton Rouge, Louisiana, on the day, month and year set forth above, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

Deborah W. Sikes

Steph J. Kello

R

ROBERT C. LOWTHER, JR., Incorporator

LAMOND G. WHITTEN, Incorporator

Judy G. Manton

NOTARY PUBLIC

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

To the State Corporation Department
State of Louisiana

STATE OF LOUISIANA

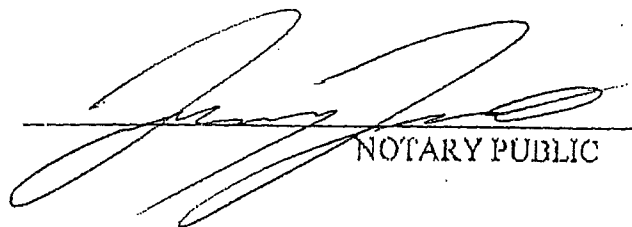
PARISH OF St. Tammany

On this 21 day of July, 2004, before me, a Notary Public in and
for the State and Parish aforesaid, personally came and appeared Robert C. Lowther, Jr., 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 Bengal Condominium Association Phase I, Inc., which
is a corporation authorized to transact business in the State of Louisiana pursuant to the provisions of
Title 12, Chapters 1, 2 and 3.



ROBERT C. LOWTHER, JR., Registered Agent

SWORN TO AND SUBSCRIBED before me, on
the day, month and year first above set forth.


NOTARY PUBLIC

**BYLAWS OF
BENGAL CONDOMINIUM ASSOCIATION PHASE I, INC.**

**ARTICLE I
OFFICES**

Section 1.01. Registered Office and Agent . The address of the registered office of the Corporation is 404 East Gibson Street, Covington, Louisiana 70433, and the name of the registered agent at this address is Robert C. Lowther, Jr.

Section 1.02. Other Offices. The Corporation may have offices at such places or places within or outside of the State of Louisiana as the Board of Directors may from time to time appoint or as the business of the Corporation may require or make desirable.

**ARTICLE II
DIRECTORS**

Section 2.01. Rights and Liabilities. At the time of any liquidation or dissolution of the Corporation, all of the properties and assets shall vest as provided in the Articles of Incorporation. Furthermore, the private property of the Directors shall be exempt from execution of other liability for any debts of the Corporation, and no Director shall be liable or responsible for any debts or liabilities of the Corporation.

Section 2.02. Powers. The property and business of the Corporation shall be managed by its Board of Directors. In addition to the powers and authority expressly conferred on it by the Articles of Incorporation and these Bylaws, the Board of Directors may exercise all such powers of the Corporation and do such lawful acts and things as are not prohibited by law, by the Articles of Incorporation, or by these Bylaws.

Section 2.03. Number, Qualification, and Election The Board of Directors shall consist of not more than seven (7) nor less than two (2) persons. Directors shall be of the age of twenty-one (21) years or over, but need not be residents of the State of Louisiana. Each director shall be elected by a majority vote of the entire membership at the annual meeting of the Directors to be held within two (2) months following the close of the Corporation's fiscal year at such time and place as may be determined by the Board of Directors or at such time as a vacancy shall occur, and shall serve until the next annual meeting or until a successor shall be elected and shall qualify.

Section 2.04. No Compensation. No Director shall receive compensation for serving on the Board of Directors, except that the Board of Directors by resolution may provide for reasonable expenses for attendance at meetings of the Board to be reimbursed. Any Director or other officer may perform other services for which they may receive compensation and/or expenses for serving the Corporation.

Section 2.05. Regular Meetings. Meetings of the Board of Directors shall be held at such place, either within or outside the State of Louisiana, as may from time to time be fixed by resolution of the Board of Directors, or as may be specified in the notice of meeting. An annual meeting of the Board of Directors shall be held within two (2) months following the close of the Corporation's fiscal year. Failure to hold the annual meeting at the time designated shall not work a forfeiture or dissolution of the Corporation; and in the event of such failure, the annual meeting shall be held within a reasonable time thereafter.

Section 2.06. Special Meetings. Special meetings may be held if pursuant to Section 2.07 herein with at least two days' notice by telephone or personal delivery, or five days' notice by first class mail, of the time and place of the meeting to each Director.

Section 2.07. Calling Meetings. Meetings of the Board of Directors may be called by the President of the Corporation, or by any two Directors.

Section 2.08. Waiver of Notice Notice of a meeting of the Board of Directors need not be given in any event to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except if a Director states, at the beginning of the meeting, any such objection or objections to the transaction of business.

Section 2.09. Contents of Notice The business to be transacted at, and the purpose of, any regular or special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 2.10. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business, and the act of a majority of such directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by the Bylaws. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until quorum shall have been obtained.

Section 2.11. Conduct of Meetings. The President, or in his absence the Vice-President, shall preside at the meetings of the Board of Directors. The Secretary of the Corporation, or in the Secretary's absence any person appointed by the presiding Officer, shall act as Secretary for the meetings of the Board of Directors.

Section 2.12. Telephone Participation Directors may participate in meetings of the Board of Directors through the use of conference telephone or similar communications equipment, so long as all Directors in the meeting can hear one another. Such participation shall constitute personal presence at the meeting, and consequently shall be counted toward the required quorum in any vote.

Section 2.13. Adjournment. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given by the Secretary within seven (7) days.

Section 2.14. Removal. The Board of Directors may declare the position of a Director vacant, and may remove such Director for cause, on occurrence of any of the following events: the Director has been declared of unsound mind by a final order of court; the Director has been convicted of a felony; or the Director has failed to attend three (3) consecutive meetings of the Board of Directors. Election or appointment of a Director shall not of itself create any contract rights.

Section 2.15. Resignation. Any Director may resign by giving written notice to the President or the Secretary. The resignation shall be effective on receipt, unless the notice specifies a later time for the effective date of such resignation, or if the Corporation would be left without the minimum number of duly elected Directors in which event the resignation shall be effective upon the election of a successor. If the resignation is effective at a future time, a successor may be elected before that time to take office when the resignation becomes effective.

ARTICLE III ADVISORY AND REFERENCE BOARDS

Section 3.01. Board of Advisors The Corporation may have a Board of Advisors, who will serve as special advisors to the President. This body will neither collectively nor individually bear any responsibility or authority of the Corporation and shall not be held liable but held harmless for the activities of the Corporation. These advisors will be nominated by the President and elected by a majority vote of the Board of Directors.

ARTICLE IV OFFICERS

Section 4.01. Election. The Board of Directors at its annual meeting shall elect a President, a Secretary-Treasurer, and may elect one or more Vice-Presidents.

Section 4.02. Other Officers. The Board of Directors at any time and from time to time may appoint such other Officers as it shall deem necessary, including one or more Assistant Vice Presidents, or one or more Assistant Treasurers, and one or more Assistant Secretaries, who shall hold their offices for such terms as shall be determined by the Board and shall exercise such powers and perform such duties as shall be determined from time by the Board of Directors or the President.

Section 4.03. Multiple Offices Any person may hold any two or more offices, except that no person may hold both the offices of President and Secretary.

Section 4.04. Compensation. The salaries of the Officers of the Corporation shall be fixed by the Board of Directors, except that the Board of Directors may delegate to any Officer or Officers

the power to fix the compensation of any Assistant Vice-Presidents, Assistant Treasurers, and Assistant Secretaries.

Section 4.05. President. The President shall preside at all meetings of the members of the Board of Directors and shall appoint the members of any committees. The President shall be an advisory member of all committees, shall sign such papers as may be required by his office or as may be directed by the Board of Directors; shall make such reports and recommendations to the Board of Directors of the corporation at any regular or special meetings, concerning the work and affairs of the corporation, as in his judgment may be necessary for their information and guidance; may require such reports from the Secretary-Treasurer, as in his judgment are necessary; shall manage the affairs and direct the work and employees of the corporation, subject to and in accordance with the directions of the Board of Directors; shall prepare annual budgets and additional budgets as needed for submission to the Board of Directors for adoption; shall be authorized to incur expenses in accordance with the approved budget, or as directed by the Board; and shall perform such other duties as may be incidental to the office.

Section 4.06. Vice Presidents . The Vice Presidents, in order named by the Board of Directors, shall perform the duties of the President in the event of the absence, resignation, refusal to act, or inability to act of the President. One Vice president may be designated by the Board as Executive Vice President.

Section 4.07. Secretary-Treasurer. The Secretary-Treasurer shall issue in writing all notices of meetings; shall notify individuals elected to the officer and to the Board of Directors; shall keep complete records and minutes of meetings of the Board and of the Executive Committee; shall furnish the Board of Directors with a list of officers, members of the Board of Directors, and members of committees whose terms shall expire at the next annual meeting; shall mail such other notices as may be directed by the Board of Directors; shall be custodian of all records of the Corporation; shall sign such papers as may be required by his/her office or as directed by the Board of Directors; and shall perform such other duties as may be incidental to the office.

The Secretary-Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; shall be responsible for the receipt of and the issuance of receipts of all monies due and payable to the Corporation in such bank of banks as shall be selected in accordance with the provisions of these Bylaws; shall cause to be prepared and shall present at each annual meeting of the Directors a comprehensive financial statement including the report of the accountant; and, in general, shall perform all duties incident to the office of Secretary-Treasurer, and such other duties as from time to time may be assigned to him by the board. He/She shall not be required to give any bonds, unless the Board of Directors provide otherwise and in the amounts as they shall determine, for the faithful performance of his/her duties.

Section 4.08. Contracts. Unless authorized in a particular instance by the Board of Directors by resolution, no officer, employee or agent shall have any authority to bind the Corporation to any contract, to pledge its assets or credit, or to render it liable pecuniarily, for any

amount in excess of \$2,000. If so authorized, or if less than \$2,000, any of the foregoing officers singly may execute contracts or deliver instruments on behalf of the corporation, pledge its assets or credits, or render it liable pecuniarily.

Section 4.09. Removal. The Board of Directors may remove any officer with or without cause whenever in its judgment the best interests of the Corporation will be served thereby. Election or appointment of an officer or other agent shall not of itself create contract rights.

Section 4.10. Resignation. Any officer may resign at any time on written notice to the Board of Directors, to take effect immediately unless a future effective date is specified; without prejudice to the any rights of the Corporation under any contract to which the officer is a party.

Section 4.11. Vacancies. A vacancy in any officer shall exist on the death, resignation, or removal of any officer. In case of a vacancy, the Board of Directors may elect a new officer. In case of the absence of any officer of the Corporation, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, any or all of the powers of such officer to any officer or to any Director.

ARTICLE V

MISCELLANEOUS PROVISIONS

Section 5.01. Amendment. The Board of Directors shall have the power to adopt and amend by a majority vote these Bylaws in any way not inconsistent with the Articles of Incorporation or the laws of the State of Louisiana or the United States.

Section 5.02. Dissolution. The Board of Directors may cease corporate activities and dissolve the corporation as provided in Article IX of the Articles of Incorporation of the Corporation.

Section 5.03. Indemnification. The Corporation shall indemnify its Directors and Officers to the extent permitted by Louisiana Revised Statutes, Title 12, as it relates to non-profit corporations, and may indemnify its employees and agents to the same or a narrower extent. The Board of Directors may maintain liability insurance coverage for any or all of the Corporation's Directors, officers, employees, or agents.

Section 5.04. Corporate Seal. The seal of the Corporation shall consist of an impression bearing the name of the Corporation around the perimeter and the words "Corporate Seal" and such other information, including the year of incorporation, in the center thereof as is desired. In lieu thereof, the Corporation may use an impression or writing bearing words "Corporate Seal" enclosed in parenthesis or scroll which shall also be deemed the seal of the Corporation.

Section 5.05. Fiscal Year. The fiscal year of the Corporation shall be such period as the Board of Directors shall determined, and unless otherwise determined, shall begin on the first day of January of each year and end on the last day of December of each year.

CERTIFICATE OF SECRETARY

I HEREBY CERTIFY that the foregoing Bylaws comprising of six (6) pages constitute the Bylaws of the Corporation, that said Bylaws were duly adopted and in full force and effect on the 21ST day of July, 2004.



Secretary-Treasurer

EXHIBIT
C

UNITED STATES OF AMERICA
State of Louisiana



Box McKeithen
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

BENGAL CONDOMINIUM ASSOCIATION PHASE I, INC.

Domiciled at COVINGTON, LOUISIANA,

Was filed and recorded in this Office on July 22, 2004,

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.

St. Tammany Parish
Instrmnt #: 144533
Registry #: 141554
7/26/2004 8:30:00
MB CB MI X UCC

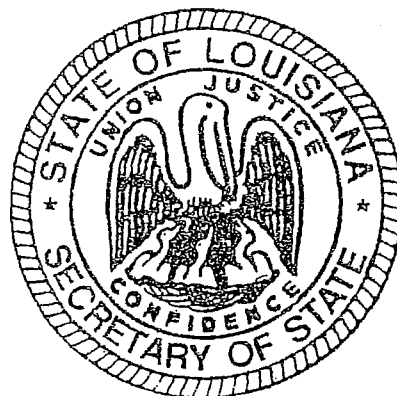
*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

July 22, 2004

Box McKeithen

ABA 35746536N

Secretary of State



STATE OF LOUISIANA PARISH OF ST. TAMMANY
I HEREBY CERTIFY that the above is a true and
correct copy of the original as recorded at
instrument # 1445337 of the original
records. Given under my hand and seal of office
this the 26 day of July 2004
David C. D'Amico
Dy. Clerk and Ex-Officio Recorder

UNITED STATES OF AMERICA
State of Louisiana



Jox McKeithen
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

BENGAL CONDOMINIUM ASSOCIATION PHASE I, INC.

Domiciled at COVINGTON, LOUISIANA,

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July 22, 2004*

Jox McKeithen

ABA 35746536N

Secretary of State

