

**Jay Bardenne**  
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


LAKES EDGE TOO CONDOMINIUM ASSOCIATION, INC.

Domiciled at DENHAM SPRINGS, LOUISIANA,

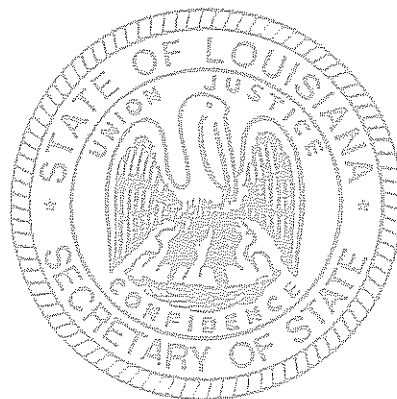
Was filed and recorded in this Office on December 14, 2006,

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,  
December 14, 2006*

  
TZE 36333395N

*Secretary of State*



**ARTICLES OF INCORPORATION  
OF  
LAKES EDGE TOO CONDOMINIUM ASSOCIATION, INC.**

**STATE OF LOUISIANA**

**PARISH OF EAST BATON ROUGE**

**BE IT KNOWN**, that on this 14<sup>th</sup> day of December, 2006, 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 Lakes Edge Too Condominium Association, 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 Lakes Edge Too Condominium 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 Lakes Edge Too Condominium.

**JAY DARDENNE  
SECRETARY OF STATE  
RECEIVED & FILED  
DATE DEC 14 2006**

- (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 Units as set forth in the Condominium Declaration 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. If additional units are added to the Condominium, the aggregate number of votes for all Unit Owners shall be the total of all Units.

## **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 conditions set forth in the Condominium Declaration and supporting documents.

## **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:	Joshua B. Zelden
	8440 Jefferson Hwy, Suite 301
	Baton Rouge, Louisiana 70809

**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 five (5) members.

(C) The exact number of Directors, the procedure for their election, their terms of office, qualifications, and procedures for filling 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>
Steven R. Davis, Jr.	106 Business Park Avenue Denham Springs, LA 708726	President
John Tyler Davidson	106 Business Park Avenue Denham Springs, LA 708726	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>
Joshua B. Zelden	8440 Jefferson Highway, Suite 301 Baton Rouge, Louisiana 70809

**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, subject to the approval of not less than seventy-five (75%) of the Unit Owners as provided in Article V hereof.

**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 seventy-five (75%) percent of the Unit Owners as provided in Article V hereof. 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:

106 Business Park Avenue  
Denham Springs, LA 70726


**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:**

  
Elizabeth H. Fontana

  
Joshua B. Zelden, Incorporator

  
Michelle D. Holland

  
Stephen G. McCollister  
Notary Public  
Bar Roll No. 1931  
My Commission Expires at Death



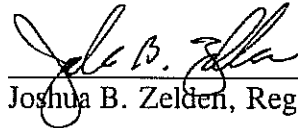
**AFFIDAVIT OF ACKNOWLEDGMENT AND  
ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED REGISTERED AGENT**

To the Secretary of State  
State of Louisiana

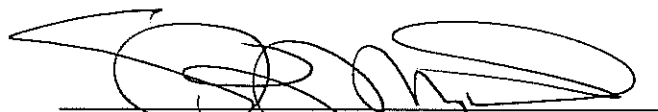
STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

On this 14<sup>th</sup> day of December, 2006, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared Joshua B. Zelden, 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 LAKES EDGE TOO CONDOMINIUM ASSOCIATION, INC. which is a corporation authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, Chapter 22 of the Louisiana Revised Statutes Annotated.

  
\_\_\_\_\_  
Joshua B. Zelden, Registered Agent

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

  
\_\_\_\_\_  
Stephen G. McCollister  
NOTARY PUBLIC  
Bar Roll No. 1931  
My Commission Expires at Death