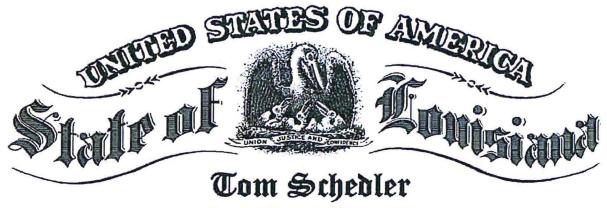
Magnolia Farms Property Owners Association, Inc.

MAGNOLIA FARMS PROPERTY OWNERS ASSOCIATION, INC.

ASSOCIATION DOCUMENTS INDEX

- 1. Certificate of Incorporation (April 8, 2015)
- 2. Articles of Incorporation recorded in the official records of East Baton Rouge Parish, Louisiana in mortgages at Original 318, Bundle 12646 on April 13, 2015 (April 8, 2015)
- 3. Bylaws (April 7, 2015)
- 4. Annual Reports
- 5. Financial Documents
 - A. Form 2848 Power of Attorney and Declaration of Representative (April 7, 2015)
 - B. CP 575 Notice of Assignment of Employer Identification Number and SS4 Employer Identification Number Application (April 8, 2015)
- 6. Minutes
 - A. Incorporators
 - 1. Minutes, re: first meeting (April 7, 2015)
 - B. Members
 - C. Board of Directors
 - 1. Minutes, re: first meeting (April 7, 2015)
- 7. Restrictions recorded in the official records of Livingston Parish, Louisiana in conveyances at File Number 841104, Book 1220, Page 60 on April 8, 2015 (April 7, 2015)
 - A. First Amendment, re: Section 8.4 Base Assessment recorded in the official records of Livingston Parish, Louisiana in conveyances at File Number 856382, Book 1238, Page 749 on October 28, 2015 (October 7, 2015)
- 8. Other Documents
 - A. Final Plat of Magnolia Farms (A Garden Home Community) recorded in the official records of Livingston Parish, Louisiana in plats at File Number 839706, Book 66, Page 395 on March 17, 2015 (March 10, 2015)
 - B. Act of Donation of Common Area by Magnolia Development, L.L.C., as Developer, to Magnolia Farms Property Owners Association, Inc., as Association recorded in the official records of Livingston Parish, Louisiana in conveyances at File Number 842728, Book 1222, Page 62 on April 30, 2015 (April 16, 2015)

Certificate of Incorporation Incorporation



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

MAGNOLIA FARMS PROPERTY OWNERS ASSOCIATION, INC.

Domiciled at BATON ROUGE, LOUISIANA,

Was filed and recorded in this Office on April 08, 2015,

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,

Secretary of State

April 9, 2015

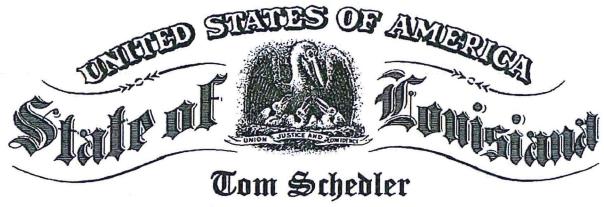
Certificate ID: 10588807#NJUA4

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

ACP 41848957N

Articles of Incorporation



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

MAGNOLIA FARMS PROPERTY OWNERS ASSOCIATION, INC.

Domiciled at BATON ROUGE, LOUISIANA,

Was filed and recorded in this Office on April 08, 2015,

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.

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FILED AND RECORDED

EAST BATON ROUGE PARISH: LA

DOUG WELBORN

CIERK OF COURT AND RECORDER

CUPTOMER PROVIDED GOPY FOR

CLERK AND RECORDER

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,

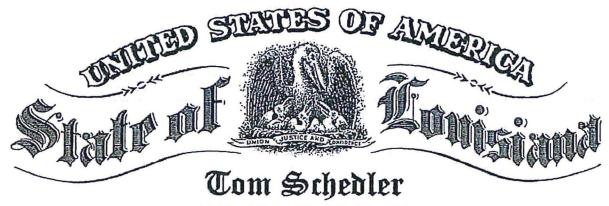
April 9, 2015

Certificate ID: 10588807#NJUA4

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

ACP 41848957N



SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

the attached document(s) of

MAGNOLIA FARMS PROPERTY OWNERS ASSOCIATION, INC.

are true and correct and are filed in the Louisiana Secretary of State's Office. Original Filing 04/08/2015 8 pages

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,

April 10, 2015

Secretary of State

AB 41848957N



Certificate ID: 10589194#73P83 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.

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ARTICLES OF INCORPORATION

STATE OF LOUISIANA

MAGNOLIA FARMS PROPERTY OWNERS ASSOCIATION, INC.

PARISH OF EAST BATON ROUGE

BE IT KNOWN, that on this 7th day of April, 2015, before me, the undersigned Notary Public in and for the Parish and State aforesaid, personally came and appeared the person of the full age of majority whose signature is subscribed who declares; in the presence of the undersigned competent witnesses that, availing himself of the provisions of the Louisiana Nonprofit Corporation law, to-wit, La. R.S. 12:201-12:269 (1950 as amended) he does hereby organize a nonprofit corporation under and in accordance with the articles of incorporation as follows:

ARTICLE I NAME

The name of this corporation is:

MAGNOLIA FARMS PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II NON-STOCK AND NON-PROFIT

- A. This corporation is organized on a non-stock, non-profit basis and is irrevocably dedicated to the general purposes stated in Article IV of these Articles of Incorporation.
- B. No part of the net earnings of the corporation shall inure to the benefit of any member, board member, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in pursuit of one or more of its purposes).
- C. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation may not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- D. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on the undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws or regulations.
- E. The corporation shall not engage in any act of self-dealing as defined in Section 4941 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal laws or regulations.

F. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal laws or regulations.

ARTICLE III DOMICILE

The domicile of this corporation shall be at Baton Rouge, Louisiana, and the location and post office address of its registered office shall be: Magnolia Farms Property Owners Association, Inc., % Mr. G. H. Joffrion, III, 2131 Quail Run Drive, Baton Rouge, Louisiana 70810-4233.

ARTICLE IV PURPOSE AND POWERS

This corporation is organized primarily for the following purposes:

- A. Performing all of the duties and obligations imposed on the corporation in that certain Act of Restrictions for Magnolia Farms Subdivision, which is on file and of record in the office of the Clerk and Recorder for the Parish of Livingston, and performing all of the duties and obligations imposed on and accepted by the corporation in declarations of covenants and restrictions for other filings of Magnolia Farms Subdivision and other subdivisions accepted by the corporation for administration (collectively, "Restrictions");
- B. Providing generally for the ownership, management, and maintenance of the Common Properties covered by Restrictions;
- C. Exercising certain rights and powers and performing certain obligations relating to the individual lots in filings and subdivisions covered by Restrictions together with improvements thereon, including the homes, and as enumerated in Restrictions; and
- D. Except as limited in these Articles, perform any and all acts and things that a non-profit corporation is empowered to do under Louisiana law, which may be necessary, convenient, or desirable in the administration of its affairs.

ARTICLE V OFFICERS

The officers of this corporation shall consist of a President who shall be a member of the Board of Directors, a Secretary and a Treasurer and such other officers, as the directors may elect or appoint. Any two or more offices may be held by the same person, except the Office of President and Secretary. The President, the Secretary, and the Treasurer are to be elected annually by the Board of Directors and shall serve one year or until their successors are duly elected and installed.

ARTICLE VI MEMBERSHIP

The record owner (whether an individual or other legal entity) of a lot in filings and subdivisions covered by Restrictions (excluding Common Properties) shall be a member of the corporation. Ownership shall be established by the recordation in the public records of Livingston Parish, State of Louisiana, of an instrument conveying ownership of a lot in filings and subdivisions covered by Restrictions and the receipt by the corporation of a certified copy thereof. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot in filings and subdivisions covered by Restrictions. When more than one person owns an interest in a lot in filings and subdivisions covered by Restrictions or when a corporate, partnership or other legal entity owns a lot in filings and subdivisions covered by Restrictions, no more than two adults may be designated as authorized to enjoy the full benefits of membership (although each owner shall be a member whether designated as authorized to enjoy full benefits of membership or not).

ARTICLE VII VOTING RIGHTS

One vote in all matters considered by the corporation shall be allocated to each lot in filings and subdivisions covered by Restrictions. When more than one person is the owner of a lot in filings and subdivisions covered by Restrictions, all such persons shall be members of the corporation, and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one lot in filings or subdivisions covered by Restrictions. An owner, including the incorporator, owning more than one lot in filings or subdivisions covered by Restrictions shall be entitled to one vote for each lot owned. In the event of re-subdivision of one or more lots in filings or subdivisions covered by Restrictions, the vote for each original lot as shown on the original recorded final plat shall be attributed to the owner of the re-subdivided lot containing the most square footage of the original lot. In no event shall the number of votes entitled to be cast exceed the number of lots shown on the original recorded final plat of a filing or subdivision covered by Restrictions.

ARTICLE VIII MEMBERSHIP MEETINGS

Annual meetings of the members of the corporation shall be held for the purpose of electing a Board of Directors for the corporation. Other matters which may be considered at such annual meetings and the time and place of such annual meeting shall be determined in accordance with the Bylaws. Special meetings of the corporation may be called in accordance with the Bylaws.

ARTICLE IX POWERS AND MANAGEMENT

The powers and management of the corporation shall be vested in, and exercised by, a Board of Directors. The number of directors shall be set forth in the Bylaws. The time and place for regular or special meetings of the Board of Directors shall be determined in accordance with the Bylaws. Any vacancy occurring among the directors of this corporation by death, resignation or otherwise, shall be filled by election for the unexpired term, at the next regular or special meeting of the Board of Directors.

Failure to elect directors annually shall not dissolve this corporation nor impair its corporate existence or management, but the directors then in office shall remain in office until their successors shall have been duly elected and installed.

A majority of the directors shall constitute a quorum, and a quorum shall be necessary to consider any question that may come before any meeting of the Board of Directors. If a quorum is not present at a duly assembled meeting, a majority of those present may adjourn the meeting from time to time, but may not transact any other business until a quorum is secured. A quorum being present, the affirmative vote of a majority of the directors present shall be necessary to decide any questions.

The Board of Directors shall have the power to make, alter; and annul such Bylaws, rules or regulations for the government of the affairs of this corporation as it may deem proper.

ARTICLE X REGISTERED AGENT

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

Brent J. Bourgeois ROEDEL, PARSONS, KOCH, BLACHE, BALHOFF & McCollister, A L.C. 8440 Jefferson Highway, Suite 301 Baton Rouge, LA 70809-7654

ARTICLE XI

STOCK CLASSIFICATION

The corporation is to be organized on a non-stock basis. The subscriber to these Articles of Incorporation ("the incorporator") shall be the first member of this corporation. Other members may join at any time, subsequent to the purchase of a lot or lots in any filing or subdivision covered by Restrictions. The fiscal year of this corporation shall be from the 1st day of January in each year until the 31st day of December in the same year (i.e., the calendar year); and each member shall pay annual dues (in addition to assessments on lots in filings and subdivisions covered by Restrictions as provided for in the declarations affecting such lots), if any, as decided by a vote of the membership for each fiscal year, or inaction thereof, for which each member is a member of this corporation. Each member of this corporation, upon payment

of dues as set for the above, shall be entitled to a Certificate of Membership, signed by the President and Secretary, for the fiscal year for which such dues are paid. If no dues have been authorized by the membership, then the only requirement for membership is the ownership of a lot in a filing or subdivision covered by Restrictions, and receipt of the required certified copy of the act conveying ownership. After a lapse of thirty (30) days after receipt of the required certified copy, payment of any dues, assessments, penalties, fines, or other levies against the purchased lot and a written membership certificate request, a Certificate of Membership shall be made and forwarded to the member. Failure of the member to receive said certificate shall in no way bar the member's active participation in the business of the corporation and it is specifically authorized that the member may vote and take part in the corporation activities thirty (30) days after receipt of the required certified copy evidencing ownership and payment of any dues, assessments, penalties, fines, or other levies against the purchased lot.

ARTICLE XII INCORPORATOR

The name and post office address of the incorporator is as follows:

Brent J. Bourgeois ROEDEL, PARSONS, KOCH, BLACHE, BALHOFF & McCollister, A L.C. 8440 Jefferson Highway, Suite 301 Baton Rouge, LA 70809-7654

ARTICLE XIII BOARD OF DIRECTORS

The names and addresses and officers of the first Board of Directors is as follows:

G. H. Joffrion, III 2131 Quail Run Drive Baton Rouge, LA 70810-4233

Baton Rouge, LA 70810-4233 Hunter Joffrion

2131 Quail Run Drive Baton Rouge, LA 70810-4233 Donna Joffrion

Donna Jofffion 2131 Quail Run Drive Baton Rouge, LA 70810-4233 President

Vice-President

Secretary-Treasurer

This Board shall serve until the first annual meeting of the membership of the corporation or until their successors are elected and qualified.

ARTICLE XIV NOTICES TO HOLDERS OF MORTGAGES

The corporation shall give to each institutional holder of a first mortgage on a lot in a filing or subdivision covered by Restrictions which has made a request therefor, identified

Articles of Incorporation
Magnolia Farms Property Owners Association, Inc.
Page 5 of 7

by lot and filing number, a thirty-day written notice of intent to (a) abandon or terminate the performance of its duties and obligations under Restrictions which affect the lot for which notice as been requested; (b) materially amend these Articles of Incorporation or the Bylaws of the corporation; or (c) to change from professional management to self management of any property managed by the corporation or vice versa.

ARTICLE XV INDEMNIFICATION

Each director and each member of the Architectural Control Committee of Magnolia Farms Subdivision established by Restrictions (collectively, "the Committee") shall be indemnified by the corporation against all liabilities and expenses, including counsel fees, reasonably incurred or imposed on 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 an officer or director of the corporation or a member of the Committee at the time such expenses are incurred, unless the officer or director or member of the Committee is adjudged guilty of willful malfeasance or misfeasance in the performance of his duties. In the case of a settlement, the indemnification provided for herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the corporation's and the Committee's best interests. The above described right of indemnification shall not be exclusive of all other rights to which such officer or director or member of the committee may be entitled but shall be in addition to such other rights.

ARTICLE XVI DISSOLUTION

The corporation may be dissolved with the consent given in writing and signed by not less than three-fourths (¾) of the members; Upon dissolution of the corporation; other-than as incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to these for which the corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, trust, or other organization to be devoted to such similar purposes.

ARTICLE XVII AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at a general membership meeting held pursuant to a special ten-day (10) notice of the amendments to be proposed. Either the Board of Directors or the members of the corporation may originate a proposed amendment. The requirements of a general membership meeting to change these Articles may be waived in writing by three-fourths (¾) of the members of this corporation.

An amendment shall not be effective until it has received the approval of not less than two-thirds (%) of the entire membership of the Board of Directors and not less than three-

1

fourths (%) of the members of this corporation. No amendment, notification, supplement or deletion shall be effective if it violates any of the provisions of Restrictions.

ARTICLE XVIII LIMITS OF LIABILITY

No member of the corporation shall ever be held liable or responsible for contracts, debts, or defaults of the corporation in any further sum than the unpaid dues, if any, owed by him to the corporation (excepting assessments, charges, and fines provided for in Restrictions) nor shall any mere informality in organization have the effect of rendering those Articles of Incorporation null and void or of exposing the members to any liability other than above provided.

THUS DONE AND PASSED in Baton Rouge, Louisiana, on the 7th day of April, 2015, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

VITNESSES

Carla G/Morrow

BRENT J. BOUXGEOIS, Incorporator

Michelle D. Holland

STEPHEN G. MCCOLLISTER (La. Bar #1931)

NOTARY PUBLIC

My Commission Expires At My 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 Livingston

On this 7th day of April, 2015, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared:

BRENT J. BOURGEOIS

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 Magnolia Farms Property Owners Association, Inc. which is a limited liability company authorized to transact business in the State of Louisiana pursuant to the provisions of the Title 12, Chapter 22 of the Louisiana Revised Statutes Annotated.

BRENT J/BOURGEOIS Registered Agent

SUBSCRIBED AND SWORN TO before me on the day, month, and year first

above set forth.

STERHEN G. MCCOLDISTER (La. Bar #1931)

NOTARY PUBLIC

My Commission Expires At My Death.

Bylaws

BYLAWS OF MAGNOLIA FARMS PROPERTY OWNERS ASSOCIATION, INC.

I. MEMBERS

Section 1. Place of Holding Meetings.

All meetings of the members shall be held at the principal business office of the corporation in East Baton Rouge Parish, Louisiana, or at such other place as may be specified in the notice of the meeting.

Section 2. Annual Election of Directors.

The annual meeting of members for the election of directors, and the transaction of other business, shall be held on the 3rd Wednesday of January, each year commencing January 2016, or in the event that date is a legal holiday, on the first Wednesday thereafter which is not a legal holiday.

Section 3. Voting.

- A. On demand of any member, the vote for directors, or on any question before a meeting, shall be by ballot. All elections shall be had by plurality, and all questions decided by majority, of the votes cast except as otherwise provided by the articles, bylaws or Restrictions.
- B. At each meeting of members, a list of the members entitled to vote, arranged alphabetically and certified by the Secretary, showing the number of votes held by each such member on the record date for the meeting, shall be produced on the request of any member.

Section 4. Quorum.

Except as provided in the Restrictions and in the next section hereof, any number of members, together holding at least a majority of the outstanding votes entitled to vote thereat, who are present in person or represented by written proxy at any meeting, constitute a quorum for the transaction of business despite the subsequent withdrawal or refusal to vote of any member.

Section 5. Adjournment of Meeting.

If less than a quorum is in attendance at any time for which a meeting is called, the meeting may, after the lapse of at least half an hour, be adjourned by a majority in interest of the members present or represented and entitled to vote thereat. If notice of such adjourned meeting is sent to the members entitled to vote at the meeting, stating the purpose or purposes of the meeting and the previous meeting failed for lack of quorum, then any number of members, present in person or represented by written proxy, and together holding at least one-fourth of the outstanding votes entitled to vote thereat, constitute a quorum at the adjourned meeting.

Section 6. Special Meetings: How Called.

Special meetings of the members for any purpose or purposes may be called by the president or by resolution of the directors, and shall be called upon a written request therefor, stating the purpose or purposes thereof, delivered to the secretary and signed by a majority of the directors or by one-fifth in interest of the members entitled to vote.

Section 7. Notice of Members' Meetings.

Written or printed notice, stating the place and time of any meeting, and, if a special meeting, the general nature of the business to be considered, shall be given to each member entitled to vote thereat, at his last known address, at least thirty (30) days before the meeting in the case of an annual meeting and ten (10) days before the meeting in the case of a special meeting. Any irregularity in the notice of an annual meeting held at the corporation's principal business office at the time prescribed in Section 2 of this Article I, shall not affect the validity of the meeting or any action taken thereat.

II. DIRECTORS

Section 1. Number of Directors.

The number of directors of the corporation is not less than three (3) nor more than nine (9).

Section 2. Place of Holding Meetings.

Meetings of the directors, regular or special, may be held at any place, within or outside Louisiana, as the board may determine.

Section 3. First Meeting.

The first meeting of each newly elected board of directors shall be held immediately following the annual meeting of members, and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum is present; or they may meet at such time and place as fixed by the consent in writing of all of the directors, or by notice given by the majority of the remaining directors. At the first meeting, or at any subsequent meeting called for the purpose, the directors shall elect the officers of the corporation.

Section 4. Regular Directors' Meeting.

Regular meetings of the directors shall be held at least semi-annually, and may be held more often without notice, at such time and place as may be designated by the directors.

Section 5. Special Directors' Meeting: How Called.

Special meetings of the directors may be called at any time by the board of directors or by the executive committee, if one be constituted, by vote at a meeting, or by the president, or in writing, with or without a meeting, by a majority of the directors or of the members of the executive committee. Special meetings may be held at such place or places within or outside Louisiana as may be designated by the board of directors. In the absence of such designation, any such meeting shall be held at such place as may be designated in the notice thereof.

Section 6. Notice of Special Directors' Meetings.

Notice of the place and time of every special meeting of the board of directors shall be delivered to each director, or sent to him by telegraph or by mail, or by leaving the same at his residence or usual place of business, at least two (2) days before the date of the meeting.

Section 7. Ouorum.

At all meetings of the board, a majority of the directors in office and qualified to act constitute a quorum for the transaction of business, and the action of a majority of the directors present at any meeting at which a quorum is present is the action of the board of directors, unless

the occurrence of a greater proportion is required for such action by law, the articles or these bylaws. If a quorum is not present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. If a quorum be present, the directors present may continue to act by vote of a majority of a quorum until adjournment, notwithstanding the subsequent withdrawal of enough directors to leave less than a quorum or the refusal of any directors present to vote.

Section 8. Remuneration to Directors.

Directors, as such, shall not receive any stated salary for their services, but by resolution of the board, expenses of attendance, if any, and except as to salaried officers or employees of the corporation or an affiliated company, a fixed fee may be allowed to directors for attendance at each regular or special meeting of the board or of any committee thereof; but this Section does not preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 9. Powers of Directors.

The board of directors has the management of the business of the corporation, and subject to any restrictions imposed by law, the Restrictions, the articles or these bylaws, may exercise all the powers of the corporation. Without prejudice to such general powers, the directors have the following specific powers:

- (a) From time to time, to devolve the powers and duties of any officer upon any other person for the time being.
- (b) To confer upon any officer the power to appoint, remove and suspend, and fix and change the compensation of, subordinate officers, agents and factors.
- (c) To determine who is entitled to vote.
- (d) To delegate any of the powers of the board to any standing or special committee or to any officer or agent (with power to subdelegate) upon such terms as they deem fit.

Section 10. Resignations.

The resignation of a director shall take effect on receipt thereof by the president or secretary, or on any later date, not more than thirty (30) days after such receipt, specified therein.

Section 11. Directors Upon Initial Transfer from Developer to HOA.

Notwithstanding anything herein to the contrary, without need of a meeting or vote of the members, and contemporaneous with final transfer of control of Magnolia Farms Property Owners Association, Inc. from Developer to the lot owners/homeowners as members of the Association, Developer shall be permitted and authorized to appoint successor Directors to serve on the Board of Directors of the Association for a minimum term of one (1) year after appointment, which shall be documented by written notice to the Board of the Association.

III. COMMITTEES

Section 1. Executive Committee.

The board of directors may delegate the day-to-day managerial functions of the company to an executive committee delegating whatever powers to said committee which the board in its discretion may deem fit to so delegate. If an executive committee is appointed, the president shall be a member, and two (2) other members of the board of directors shall likewise be members, and the committee shall have all of the powers of the board when the board is not in session, except the power to make or alter bylaws, fill vacancies on the board or the executive committee, or change the membership of the executive committee.

Section 2. Minutes of Meetings of Committees.

Any committees designated by the board shall keep regular minutes of their proceedings, and shall report the same to the board when required, but no approval by the board of any action properly taken by a committee shall be required.

Section 3. Procedure.

If the board fails to designate the chairman of a committee, the president, if a member, shall be chairman. Each committee shall meet at such times as it shall determine, and at any time on call of the chairman. A majority of a committee constitutes a quorum, and the committee may take action either by vote of a majority of the members present at any meeting at which there is a quorum or by written concurrence of a majority of the members. In case of absence or disqualification of a member of a committee at any meeting thereof, the qualified members present, whether or not they constitute a quorum, may unanimously appoint a director to act in place of the absent or disqualified member. The board has power to change the members of any committee at any time, to fill vacancies, and to discharge any committee at any time.

IV. OFFICERS

Section 1. Titles.

The officers of the corporation shall be a president, a vice president, a treasurer, a secretary, and such other officers as may, from time to time, be elected or appointed by the board. Any two officers may be combined in the same person, and none need be a director.

Section 2. President.

The president shall, when present, preside at all meetings of the directors and members. He is the chief executive officer, with general management of the corporation's business and power to make contracts in the ordinary course of business; shall see that all orders and resolutions of the board are carried into effect and direct the other officers in the performance of their duties; has power to execute all authorized instruments; and shall generally perform all acts incident to the office of president, or which are authorized or required by law, or which are incumbent upon him under the provisions of the articles and these bylaws.

Section 3. Vice President.

The vice president shall have such powers, and shall perform such duties, as shall be assigned to him by the directors or by the president, and shall, in the absence or disability of the president, perform his duties and exercise his powers.

Section 4. Treasurer.

The treasurer has custody of all funds, securities, evidences of indebtedness and other valuable documents of the corporation. He shall receive and give, or cause to be given, receipts and acquittances for moneys paid in on account of the corporation, shall pay out of the funds on hand all just debts of the corporation of whatever nature, when due. He shall enter, or cause to be entered, in books of the corporation to be kept for that purpose, full and accurate accounts of all moneys received and paid out on the account of the corporation, and, whenever required by the president or the directors, he shall render a statement of his accounts. He shall keep or cause to be kept such books as will show a true record of the expenses, gains, losses, assets and liabilities of the corporation; and he shall perform all of the other duties incident to the office of the treasurer.

Section 5. Secretary.

The secretary shall give, or cause to be given, notice of all meetings of members, directors and committees, and all other notices required by law, the Restrictions or by these bylaws, and in the case of his absence or refusal or neglect to do so, any such notice may be given by the members or directors upon whose request the meeting is called as provided in these bylaws. He shall record all the proceedings of the meetings of the members, of the directors, and of committees in a book to be kept for that purpose. He has custody of the seal of the corporation, and shall affix it to all instruments requiring it; and he shall perform such other duties as he may be assigned to him by the directors or the president.

Section 6. Assistants.

Assistant secretaries or treasurers shall have such duties as may be delegated to them by the secretary and treasurer respectively.

V. MISCELLANEOUS PROVISIONS

Section 1. Corporate Seal.

The corporate seal is circular in form, and contains the name of the corporation and the words "SEAL, LOUISIANA". The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or otherwise reproduced.

Section 2. Checks, Drafts, Notes.

All checks, drafts, other orders for the payment of money, and notes or other evidences of indebtedness, issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall, from time to time, be determined by the board.

Section 3. Notice.

Whenever any notice is required by these bylaws to be given, personal notice is not meant unless expressly so stated; any notice is sufficient if given by depositing the same in a mail receptacle in a sealed postage paid envelope addressed to the person entitled thereto at his last known address as it appears on the day of such mailing.

Section 4. Waiver of Notice.

Whenever any notice of the time, place or purpose of any meeting of members, directors or committee is required by law, the articles or these bylaws, a waiver thereof in writing, signed by

the person or persons entitled to such notice and filed with the records of the meeting before or after the holding thereof, or actual attendance at the meeting of members in person or by written proxy or at the meeting of directors or committee in person, is equivalent to the giving of such notice except as otherwise provided by law.

VI. AMENDMENTS

The members or the directors, by affirmative vote of a majority of those present or represented, may, at any meeting, amend or alter any of the bylaws; subject, however, to the right of the members to change or repeal any bylaws made or amended by the directors.

THUS DONE AND SIGNED this 7th day of April, 2015.

MAGNOLIA FARMS PROPERTY OWNERS ASSOCIATION, INC.

G. H. JOFFRION, III, President

ATTEST:

HUNTER JOFFRION, Vice President

MINUTES OF THE FIRST MEETING OF THE INCORPORATOR OF

MAGNOLIA FARMS PROPERTY OWNERS ASSOCIATION, INC.

The first meeting of the Incorporator of Magnolia Farms Property Owners Association, Inc. was held on the 7th day of April, 2015, at 9:00 a.m., at Baton Rouge, Louisiana, pursuant to written waiver of notice signed by the Incorporator fixing the time and place as follows:

WAIVER OF NOTICE OF MEETING OF THE INCORPORATOR OF MAGNOLIA FARMS PROPERTY OWNERS ASSOCIATION, INC.

I, the undersigned, being the Incorporator of Magnolia Farms Property Owners Association, Inc., organized under the laws of the State of Louisiana, do hereby waive notice of the time, place and purpose of the first meeting of the said Corporation, and do fix 9:00 a.m. on this 7th day of April, 2015, at Baton Rouge, Louisiana, as the time and place of said meeting.

And, I do hereby waive all the requirements of the statutes of Louisiana, as to the notice of this meeting; and I do consent to the transaction of business as may come before said meeting.

Dated: 04/07/2015

BRENT J BOURGEOIS, Incorporator

The following persons were nominated to be Directors of the Corporation and were to hold office until their respective successors are elected and qualified:

G. H. Joffrion, III - Director Hunter Joffrion - Director Donna Joffrion - Director

No other nominations were made, the polls were duly closed and they were unanimously elected.

There being no further business to come before the meeting, on motion duly made, seconded and unanimously adopted, the meeting was adjourned.

INCORPORATOR:

BRENT J/BOURGEOIS, Incorporator

NAMES AND ADDRESSES OF INITIAL DIRECTORS

Name/Office	Address
G. H. Joffrion, III	2131 Quail Run Drive Baton Rouge, LA 70810-4233
Hunter Joffrion	2131 Quail Run Drive Baton Rouge, LA 70810-4233
Donna Mitchell	2131 Quail Run Drive Baton Rouge, LA 70810-4233

WAIVER OF NOTICE OF MEETING OF THE INCORPORATOR OF MAGNOLIA FARMS PROPERTY OWNERS ASSOCIATION, INC.

I, the undersigned, being the Incorporator of Magnolia Farms Property Owners Association, Inc., Inc., organized under the laws of the State of Louisiana, do hereby waive notice of the time, place and purpose of the first meeting of the said Corporation, and do fix 9:00 a.m. on this 7th day of April, 2015, at Baton Rouge, Louisiana, as the time and place of said meeting.

And, I do hereby waive all the requirements of the statutes of Louisiana, as to the notice of this meeting; and I do consent to the transaction of business as may come before said meeting.

Dated: 04/07/2015

BRENT J. BOWRGOOIS, Incorporator

Members

Board of Directors

MINUTES OF THE FIRST MEETING OF

BOARD OF DIRECTORS OF

MAGNOLIA FARMS PROPERTY OWNERS ASSOCIATION, INC.

The first meeting of the directors of Magnolia Farms Property Owners Association, Inc. was held at Baton Rouge, Louisiana, on the 7th day of April, 2015, at 9:15 a.m. pursuant to a written waiver of notice signed by all of the Directors which is attached to these minutes.

PRESENT:

G. H. Joffrion, III, Hunter Joffrion, Donna Joffrion

ABSENT:

None

A quorum being present, the meeting was called to order.

On motion duly made and seconded, the following persons were unanimously elected to the corporate offices set forth opposite their respective names, each to serve in said capacity at the pleasure of the Board of Directors:

G. H. Joffrion, III - President

Hunter Joffrion - Vice President

Donna Joffrion - Secretary/Treasurer

The President presented to the meeting copies of the Articles of Incorporation and Initial Report as filed by the Incorporator(s). Upon motion duly made and seconded, it was ordered that said documents be filed in the Minute Book.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED that the Bylaws submitted and read to this meeting, be and the same are hereby adopted as the Bylaws of this Corporation and the Secretary-Treasurer be and he is hereby instructed to cause the same to be inserted in the minute book immediately following the copies of the Articles of Incorporation.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED that the President, Vice President and Secretary/Treasurer be hereby authorized to sign any and all checks, drafts, and orders against any funds, at any time standing to the credit of this Corporation, with any bank or banks in the State of Louisiana, only one signature being required on all such checks, drafts and orders.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED that the Corporation does hereby indemnify and hold harmless all of the incorporators, directors and officers of this Corporation for any act or transaction in which they may have entered as an incorporator, director or officer of this Corporation. The Corporation does further indemnify any person who is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Corporation) by reason of the fact that he or she was an incorporator, director, officer, employee or agent of the Corporation, or is or was serving at the request of the business or enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding to the full extent authorized and allowed by Louisiana law.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED that G. H. Joffrion, III, the President of this Corporation, and [Secretary], the Vice President of this Corporation, be and they are hereby authorized to buy or sell for and on behalf of this Corporation, or to effect leases for and on behalf of this Corporation as either lessor or lessee, of any and all movable property, wherever situated, and any and all immovable property, situated in the State of Louisiana for such prices or consideration and on such terms and conditions as they may see fit and to receipt and give accountings for the cash portion of the consideration for such sales or leases; and they are further authorized to pay or receipt for the consideration due and to sign any and all other documents necessary or desirable in their discretion, to conclude such transactions as they may see fit.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED that the above named officers be and they are hereby authorized to sign notes, both secured and unsecured, or other instruments of indebtedness on behalf of this Corporation on such terms and conditions as they may see fit, from such person, persons, firms or corporations as they may see fit, and they may grant as security for any such note or other obligation, such security as they may see fit, including mortgages on any property of this Corporation, movable or immovable, whether in full ownership or in leasehold interest, located in Louisiana, and such other security instruments of every nature as they may see fit, all such instruments to contain such rates of interest and such other terms and conditions as they may see fit.

Any act of mortgage executed by the named officers may contain the pact de non alienando, a confession of judgment and agreement that the property may be sold by executory process in the event of default in the payment of the note, a clause providing attorney's fees in an amount not to exceed twenty-five (25%) percent of the amount to be collected if the note is not paid at maturity and is placed in the hands of an attorney at law for collection or suit, a clause providing for carrying of fire insurance with supplemental hazards on the improvements situated on the property in such amount as may be required by the mortgagee and such other clauses and provisions as are usual and customary in mortgages executed in the State of Louisiana, and as the named officers may deem satisfactory.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED that the above named officers be and they are hereby authorized to employ, fix the compensation of, discharge, and otherwise deal with employees on such terms and conditions as they may see fit.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED that the above named officers be and they are hereby authorized to enter into and take those actions necessary to carry out contracts for professional and other services for and on behalf of this Corporation on such terms and conditions as they may see fit.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED that lending institutions be furnished with a certified copy of these resolutions and be authorized to deal with the officers named above under this authority unless and until it be expressly notified in writing to the contrary by this Corporation, and shall in writing acknowledge receipt of the notification.

There being no further business to come before this first meeting of the Board of Directors, upon motion duly made, seconded and unanimously carried, the meeting thereupon adjourned.

G.H. JOFFRION, III, Director

HUNTER JOFFRION, Director

DONNA JOFFRION, Director

CERTIFICATE

The undersigned Secretary or Secretary/Treasurer to the Corporation certified that the foregoing are the true and correct Minutes of the Board of Directors held on the 7th day of April, 2015, at 9:15 a.m. in which all Directors having waived notice, consented to the action taken therein.

ONNA JOFFRION, Secretary/Treasure

APPROXED:

G. H. JOFFRION, III, President

WAIVER OF NOTICE OF

FIRST MEETING OF BOARD OF DIRECTORS OF

MAGNOLIA FARMS PROPERTY OWNERS ASSOCIATION, INC.

Annoniat		ctors of Magnolia Farms Property Owners
		oration, do hereby severally waive notice of the time, ctors of said Corporation, and consent that the same
_		day of April, 2015, at 9:15 a.m., for the transaction
	nd all business that may come before the	
Dated:	04/07/2015	G.H. JOFFRION, III, Director
Dated:	04 01 2015	HUNTER JOFFRION, Director
Dated:	04/01/2015	DONNA JOFFRION, Director