

UNITED STATES OF AMERICA

STATE OF LOUISIANA

PARISH OF VERMILION

.....

BY-LAWS (REVISION NO. 2)

(Revision 2 is a revision of the AMENDED BY-LAWS which were approved in January, 2008. The original BY-LAWS were issued in October, 2001.)

OF

LA PREMIERE SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

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LA PREMIERE SUBDIVISION HOMEOWNERS ASSOCIATION, INC., (hereinafter referred to as the "Association", a non-profit Louisiana corporation formed under the laws of the State of Louisiana, does hereby adopt the following set of By-Laws which shall assist in governing the Association.

All Members of the Association, and Owners, as defined in Section 4.1 of these By-Laws, and any other individual who may use the facilities or come upon the Association property in any manner, are subject to the regulations set forth in these By-Laws, the Articles of Incorporation of the Association and the Restrictions, Covenants, Servitudes and Obligations recorded in the official records of Vermilion Parish, State of Louisiana. The ownership, rental, occupancy or presence of any individual, firm, person or corporation, on Association property will signify and constitute a ratification and acceptance of these By-Laws, the Articles of Incorporation of the Association, any Restrictions, Covenants, Servitudes and Obligations and the rules and regulations of the Association by such owner, occupant, tenant, employee, invitee or any other person.

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SECTION 1

CONFLICTS

1.1 These By-Laws supersede and replace that portion of Article 4.21 of the Restrictions, Covenants, Servitudes and Obligations, recorded in the Vermilion Parish records, which requires a seventy-five percent (75%) vote of the Members of the Association for approval of a motion to "maintain architectural control, and to maintain and repair any common areas in the subdivision and such other purposes as seventy-five (75%) percent of the vote of the members of the Association agree." (Reference Section 3.1).

SECTION 2

OFFICE

- 2.1 The principal office of the Association shall be located at the home of the current President of the Board of Directors of the Association.
- 2.2 An alternate address (located on the common ground at the pond side of the street) is 9603 Belle Place Circle, Maurice, LA 70555. This location provides a locked Dropbox for Subdivision Members to pay dues or otherwise contact the Board of Directors without the requirement for postage.

SECTION 3

PURPOSE

- 3.1 The purpose of the Association is to maintain architectural control, and to maintain and repair any common areas of the Subdivision and such other purposes as fifty-one percent (51%) of a quorum present of the Members of the Association at a meeting duly noticed shall agree.
- 3.2 In amplification of the purposes for which the Association has been formed as set forth in the Restrictions, Covenants, Servitudes and Obligations, the purposes and objectives are as follows:
 - (a) To develop a community designed for safe, healthful and harmonious living;
 - (b) To promote the collective and individual property values and civic interests and rights of all persons, firms and associations owning property in the subdivision known as La Premiere Subdivision, (hereinafter "The Subdivision"), located in Vermilion Parish, Louisiana as The Subdivision is shown on a specific map or plat of record in the official records of Vermilion Parish, Louisiana;
 - (c) To care for the improvements and maintenance of the common areas, public easements, signage, and any facilities of any kind dedicated to community use and other open spaces and ornamental features of The Subdivision, which now exist or which may be subsequently installed or constructed in The Subdivision;
 - (d) To assist the owners in maintaining in good condition and order all vacant lots now existing or which may subsequently exist in The Subdivision, and further assisting the owners of such lots in preventing them from becoming a nuisance and a detriment to the beauty of The Subdivision and to the value of the improved property in The Subdivision, and to take action, as necessary, with reference to such vacant lots, to keep them from becoming such nuisance and detriment;

- (e) To aid and cooperate with the members of the Association and all property owners in the Subdivision in the enforcement of such conditions, covenants and restrictions on and appurtenant to their property as are now in existence, including all rights of way and easements, including the Restrictions, Covenants, Servitudes and Obligations for The Subdivision, for Phase 1 and Phase 2, as recorded in the official records of Vermilion Parish, Louisiana;
- (f) In general, but in connection with Section 3.2(e) above, to do any and all things necessary to promote the general welfare of the owners, and/or residents of any portion of The Subdivision and property interests in The Subdivision;
- (g) To acquire, own or lease such real and/or personal property as may be necessary or convenient for the transaction of the business of The Subdivision and/or the Association to fulfill their purposes and objectives, and to exercise all rights, powers and privileges of ownership to the same extent as natural persons might or could do;
- (h) To arrange social and recreational functions for the members of the Association;
- (i) To exercise any and all powers that might be delegated to the Association by owners of real property in the Subdivision; and
- (j) This Association shall not engage in any political activity or pursue any political purposes of any kind or character.

SECTION 4

MEMBERSHIP

4.1 A "Member" of the Association shall consist of all Owners of lots in Phase 1 and Phase 2 of the Subdivision who are current on all dues, fees and assessments of the Association as determined by the Board of Directors (hereinafter "The Board"). An "Owner" shall mean and refer to any person, corporation, partnership, or other legal entity owning an interest in a Lot in the Subdivision, other than a naked ownership interest, subject to a usufruct, a mineral interest or mineral rights, a predial servitude, a right of use or a right of habitation; a person having a usufruct over all or some portion of the surface of any Lot shall be an Owner for purposes of these By-Laws to the extent of the usufruct's coverage of the surface of the Lot. A Lessee shall not be considered an Owner for the purposes of these By-Laws.

4.2 Membership shall include an undertaking by the Owner to comply with and be bound by these By-Laws and Amendments to them, as well as the Restrictions, Covenants, Servitudes and Obligations and the policies, rules and regulations adopted at any time by the Association in accordance with the By-Laws.

- 4.3 Membership in the Association shall terminate on such Member's ceasing to be an Owner of a lot in the Subdivision as described in these By-Laws.
- 4.4 Each Member in good standing whose dues are current shall be entitled to vote on each matter submitted to a vote of the Membership, provided that each Member of the Association shall have only one vote for each lot owned by said Member. In any event, there shall be only one vote for each Lot in the Subdivision.
- 4.5 At Membership Meetings, all votes shall be in person and not by proxy. However, at the Annual Meeting of Members, a mail-in ballot for election of officers shall be allowed, with the consent of the Board.
- 4.6 The Board shall be authorized to and may establish procedures for voting for the election of officers by mail-in ballot.

SECTION 5

MEMBERSHIP AND BOARD MEETINGS

- 5.1 An Annual Meeting of the Members for the purpose of hearing reports from all Officers and Standing Committees and for electing Officers of the Association shall be held in Vermilion Parish, Louisiana in October of each year. The time and place shall be fixed by the President of the Association.
- 5.2 In addition to October meeting, a Regular Meeting of the Members shall be held during the March-to-May time period for updates from the Board, discussion of concerns, and ideas by Members for improving the neighborhood. The time and place shall be as determined by the President of the Association. The decision to call additional Member Meetings (other than the two required meetings) of the Members of the Association is delegated to the President of the Association.
- 5.3 A Special Meeting of the Members may be called by the Board. A Special Meeting must be called within fourteen days by the President, or the Board, if requested by one-third of the membership having voting rights.
- 5.4 Written notice stating the place, day and hour of any meeting of the Members shall be delivered, either to the residence (mailbox), in person, by email or by U.S. Mail, to each Member entitled to vote at such Meeting not less than seven days prior to the date of such Meeting.
- 5.5 A quorum shall be reached if twenty-five (25) of the Members having voting rights attend the Meeting. If an Annual Meeting of the Members cannot be organized because of a lack of a quorum, the Members who are present may adjourn the Meeting without further notice. Members who attend a properly noticed second Meeting for the election of officers, although attended by less than a quorum for the purpose of electing officers, shall, by majority vote, e.g., fifty-one percent (51%) of those present, elect such officers as are necessary.

5.6 When a quorum is present at any Meeting of the Members, a majority vote, i.e., fifty-one percent (51%), or greater, shall decide any motion or question brought before the Members. However, when a motion or question, such as raising (or reducing) the dues or assessments of the Association, is brought before the Members for a vote, then the provisions of Article 4.21 of the Restrictions, Covenants, Servitudes and Obligations, recorded in the Vermilion Parish records requiring a higher percentage, e.g., 80% of members with voting rights, to carry the motion or question, will prevail.

5.7 A Special Meeting of the Board may be called by the President, or any Director, provided at least seven days notice, either in writing, in person by email or by telephone, is given to each Director and the Secretary. If a Special Meeting is called with less than seven days notice, Directors may waive notice. The appearance of a Director at such meeting, unless for the purpose of contesting the sufficiency of the notice, constitutes and shall be deemed as waiving notice. Directors may invite guests to attend Board Meetings. However, Members or other persons, not invited by a Director, may not attend a Meeting of the Board.

SECTION 6

BOARD OF DIRECTORS AND OFFICERS

6.1 The Members of the Architectural Control Committee ("The Committee"), as reflected in the Restrictions, Covenants, Servitudes and Obligations, recorded in the Vermilion Parish records, and who were duly elected by a majority vote of the Members present in the October Regular Meeting, shall serve as the Board of Directors of the Association. The affairs of the Association shall be managed by the Board, subject to instructions of the Members of the Association at any Regular or Special Meeting of the Association, and as expressed by a majority vote, i.e., fifty-one percent (51%), or greater, of the Members present, where there is a quorum. A quorum of the Board shall be reached if four of the five Directors are present at a Meeting. A majority vote of the Directors present and voting shall decide any question brought before such Meeting. In the event of a tie vote, the President, or in his/her absence the Vice President, shall cast the deciding vote. The Board shall have the power to overrule any vote of the Members, should the Board deem the motion or question frivolous or not in keeping with the purposes of the Association, as previously stated in these By-Laws.

6.2 Directors shall be elected by a majority vote, i.e., at least fifty-one percent (51%), of a quorum of the Members present at a Regular Meeting of the Membership, to be held annually in October. No proxies will be allowed. A Director may not concurrently serve as an Officer of the Association.

- 6.3 Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. The term of office for each Officer shall run from installation until the resignation, incapacity, absence, or illness of such Officer, or for one calendar year, whichever comes first. Officers shall be Members of the Association in good standing, who are not in arrears with respect to any assessments, dues or other obligations. No person may hold more than one Officer position at a time.
- 6.4 A Nominating Committee shall nominate one or more persons for each Officer position and additional nominations may be taken from the Members at the Annual Meeting in October. Officers shall be elected by the Members by a majority vote of a quorum at the Annual Meeting. (See Section 5.5 regarding election of Officers when a quorum is not reached at the Annual Meeting.)
- 6.5 The President shall preside at all Meetings of the Association at which s/he may be present. The President shall exercise general supervision of the affairs and activities of the Association and shall serve as the Chief Executive Officer of the Association, and as a Member Ex-Officio of all Standing Committees. At the conclusion of the President's term, s/he shall present his/her successor with all Association records, correspondence and any other Association documents in his/her possession.
- 6.6 The Vice President shall perform the duties and exercise the powers of the President in his/her absence or incapacity. The Vice President shall arrange for registration and recordation of attendance of the Members at all Membership Meetings of the Association. At the conclusion of the Vice President's term, s/he shall present his/her successor with all Association records, correspondence and any other Association documents in his/her possession.
- 6.7 The Secretary shall keep the Minutes of all Meetings of the Members of the Association, as well as all Meetings of the Board, which shall be a complete, accurate and official record of all business transacted. The Secretary shall be custodian of all Association records. In the absence or incapacity of the Secretary, the President may appoint a Secretary Ad Hoc to keep the minutes of a meeting. At the conclusion of the Secretary's term, s/he shall present his/her successor with all Association records, correspondence and any other Association documents in his/her possession.
- 6.8 The Treasurer shall have custody of Association funds and keep them in a bank or financial institution approved by the Board. The Treasurer shall maintain a full and accurate accounting of all receipts and disbursements of Association funds. The Treasurer and one other Officer, as designated by the Board, shall have authority to sign checks on the Association account for the necessary and useful expenses of doing Association business. At the conclusion of the Treasurer's term, s/he shall present his/her successor with all Association records, correspondence and any other Association documents in his/her possession.

- 6.9 The Board may, by a majority vote of a quorum present, fill any Officer or Director's unexpired term or any vacancy caused by resignation, incapacity due to illness or death, or removal for cause. A quorum of the Board for this purpose shall consist of at least three of the five Directors. A two-thirds vote of the Directors present shall be required for removal of any Officer or Director for cause.
- 6.10 Frequent absence from Membership Meetings is sufficient grounds for the removal of an Officer or Director. Prior to taking final action on any motion to replace an Officer or Director, the Board shall provide such Officer or Director with reasonable notice, either in person, or by U.S. Mail to the address listed for that Officer or Director in Association records, of the place, date and time of the Meeting of the Board at which removal action is to be addressed. Any Officer or Director so notified shall have the right to appear in person at the Meeting and address the Board and/or present evidence for consideration prior to any vote for removal.

SECTION 7

INDEMNIFICATION

- 7.1 The Association and the Corporation known as La Premiere Subdivision Homeowners Association, Inc., ("The Corporation"), shall indemnify, and hold harmless, any person who was or is part to any action, suit of proceedings, whether civil, criminal, administrative or investigation (including any action by or in the right of the Corporation, or was or is serving at the request of the Corporation as Director, Officer, Employee or Agent of another business, foreign or non-profit corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit of proceeding if acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.
- 7.2 In case of actions by or in the right of the Corporation, the indemnity shall be limited to expenses (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the Board, the estimated expense of litigating the action to the conclusion) actually and reasonably incurred in connection with the defense or settlement of such action.
- 7.3 No indemnification shall be made in respect to any claim, issue or matter as to such person have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, s/he is fairly and reasonably entitled to indemnity for such expenses, which the court shall deem proper.

- 7.4 The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption (1) that the person did not act in good faith, or (2) that the person did not act in a manner which s/he reasonably believed to be in or not opposed to the best interest of the Corporation, or (3) with respect to any criminal action or proceeding, that the person did not have reasonable cause to believe that his/her conduct was unlawful.
- 7.5 The indemnification hereunder (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or a quorum of disinterested Directors so directs, by independent legal counsel, or (3) by the shareholders (Members).
- 7.6 The expenses incurred in defending such an action, suit or proceeding shall be paid by the Corporation in advance of the final disposition thereof if authorized by the Board in the manner provided for in Section 7.5 above, upon receipt of a undertaking by or on behalf of the Director, Officer, Employee or Agent to repay such amount unless it shall ultimately be determined that s/he is entitled to be indemnified by the Corporation as authorized hereunder.
- 7.7 The indemnification provided hereunder shall not be deemed exclusive of any other rights to which person indemnified may be entitled, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, Employee or Agent, and shall inure to the benefit of his/her heirs and legal representatives.

SECTION 8

PROCEDURE

- 8.1 Procedure at all meetings of the Board or of Members shall be governed by the latest edition of *Robert's Rules of Order* to the extent that such *Rules* are not contrary to any provision of the Articles of Incorporation, or these By- Laws.

SECTION 9

BUSINESS

9.1 Any matters of business (except an increase or decrease in the dues of the Association) brought before the Association shall be presented to the Membership at the Annual Meeting, or at a Regular or Special Meeting in the form of a motion. Any motion first made at a Meeting of the Membership shall be presented to a quorum of a minimum of twenty-five Members (with voting rights) of the Association for action, as set forth in Section 5.5 and Section 5.6 of these By-Laws. The Board shall have the power to overrule any vote of the Members, should the Board deem the motion or question frivolous or not in keeping with the purposes of the Association, as previously stated in Section 6.1 of these By-Laws.

SECTION 10

ASSOCIATION DUES AND BUDGET

10.1 Association dues, currently amounting to \$25.00 per month per lot, due and payable by each Member, prior to the first of each month. Owners of unimproved lots shall be required to pay Association dues. Dues may be paid monthly, quarterly or annually, in advance, at the discretion of each Member of the Association. If dues are not timely paid, a Member or Owner will forfeit voting rights until the arrearage is brought current. In the case of an arrearage in excess of three months, The Secretary shall advise the Member or Owner by Certified U.S. Mail that enforcement action will be forthcoming.

10.2 Dues collected for each calendar year shall constitute income for the following fiscal year of the Association, which shall be one year, beginning January 1st. Newly elected Officers of the Association shall prepare the proposed Association budget for the coming calendar and fiscal year and present it at the first Board meeting of the year. This budget shall be reviewed and voted upon. Once the Budget is approved by the Board, it shall be published to the Membership as soon as possible. The approved Budget shall be authority for the Treasurer to disburse funds, not in excess of the amount(s) budgeted. Expenses in excess of budgeted line items are acceptable as long as the total budgeted amount is not exceeded. The Treasurer shall, at each meeting of the Membership, present a report of current and year-to-date expenditures of the Association and the balance of all Association accounts.

10.3 In the event of unforeseen expenses that result in expenditures that will exceed the total approved Budget, the Budget shall be revised, voted upon and the revision approved by the Board. Once the revised Budget is approved by the Board, it shall be published to the Membership with a comprehensive explanation of the reason for the revision as soon as possible.

SECTION 11

AMENDMENTS

11.1 These By-Laws may be amended or revised by a two-thirds majority vote of the Board present at a meeting called for such purpose. Proper notice, as reflected in Section 5.7, shall be made of a meeting called of the Board for the purpose of amending these By-Laws.

SECTION 12

REVISION HISTORY

12.1 These BY-LAWS were originated in October, 2001, and were revised as AMENDED BY-LAWS in January, 2008. BY-LAWS (REVISION NO. 2) is a revision of the AMENDED BY-LAWS.

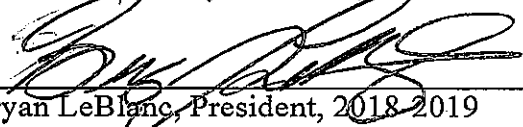
12.2 BY-LAWS (REVISION NO. 2) provides the following changes to the AMENDED BY-LAWS:

- (a) Section 1, CONFLICTS, was formerly Section 11 in the AMENDED BY-LAWS. Revised all remaining "Section" numbers accordingly.
- (b) In Section 2, OFFICE, the principal office was at 9662 Belle Place Circle and the alternate address was 9643 Belle Place Circle.
- (c) The number of required membership meetings was changed from "every 90 days" to 2 per year (reference Sections 5.1 & 5.2),
- (d) The responsibility for presenting the proposed association budget was changed from the "Vice President" to "Officers of the Association" (Reference Sections 6.6 & 10.2).
- (e) Added Section 10.3 to provide instructions for revising the Budget.
- (f) Added Section 12, "Revision History".

NE VARIETUR

For identification with the minutes of the Meeting of the Board of Directors of La Premiere Subdivision Homeowners Association., Inc. held on February 19, 2019

Attest this 14th day of March, 2019

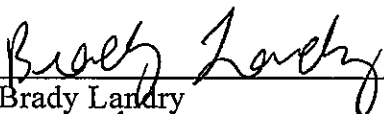


Bryan LeBlanc, President, 2018-2019
La Premiere Subdivision Homeowners Association, Inc.

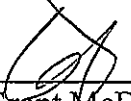
These BY-LAWS (Revision No. 2) are approved by the La Premiere Subdivision Homeowners Association, Inc., through its duly authorized Board of Directors,



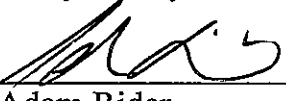
Duane "Duke" Donner



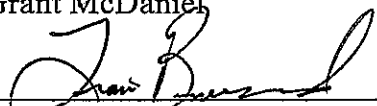
Brady Landry



Grant McDaniel



Adam Rider



Travis Broussard