

**State of Louisiana  
Parish of East Baton Rouge**

**Articles of Incorporation  
of  
Laurel Hill Property Owners Association, Inc.  
a Non-Profit Corporation**

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

Princeton Bardwell  
Incorporator & Registered Agent  
8591 United Plaza Blvd., Suite 260  
Baton Rouge, Louisiana 70809

who declared, in my presence and in the presence of the undersigned competent witnesses, that, availing himself of the provisions of the Louisiana Non-Profit Corporation Law (Title 12, Chapter 2, Louisiana Revised Statutes 1950, as revised and modified by Act 105 of 1968, Legislature of Louisiana), he does hereby organize a non-profit corporation and he does hereby execute the Articles of Incorporation of Laurel Hill Property Owners Association, Inc. a Non-Profit Corporation.

**Article I  
Name**

The name of this corporation is **Laurel Hill Property Owners Association, Inc.** (the "Corporation")

**Article II  
Non-profit Corporation**

This Corporation shall be a non-profit corporation.

**Article III  
Location**

The location of the registered office of Laurel Hill Property Owners Association, Inc. is:

8591 United Plaza Blvd., Suite 260  
Baton Rouge, LA 70809

## **Article IV Objects and Purposes**

This Corporation is organized to provide for the operation and management of the common areas located within Laurel Hill Subdivision and to provide for the maintenance, control, and preservation of the subdivision and to promote the health, safety and welfare of the owners and occupants of property within the subdivision pursuant to and in accordance with the powers and duties vested or to be vested in this corporation pursuant to the Declaration of Covenants, Conditions and Restrictions of Laurel Hill recorded with the Clerk of Court for East Baton Rouge Parish, Louisiana ("Declaration") affecting the property therein described. This Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon non-profit corporations by the Louisiana Non-Profit Corporation Law. All of the powers of this Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration as same may be modified from time to time.

## **Article V Duration**

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

## **Article VI Membership**

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

- (a) This Corporation shall be organized without any capital stock.
- (b) All Owners as defined in the Declaration shall be members of the Corporation and no other person or entity shall be entitled to membership.
- (c) Persons shall become members of the Corporation by the recording in the Conveyance Records of the Parish of East Baton Rouge, Louisiana, of a deed or other act of conveyance establishing a change of record title to a Lot or Dwelling (as defined in the Declaration) and the delivery to the Corporation of a certified copy of such instrument, the new owner designated by such instrument thereby becoming a member of the corporation, and the membership of the prior Owner with respect to such Lot or Dwelling shall at such time be terminated.
- (d) The interest of any member in part of the funds and assets of the Corporation cannot be conveyed, assigned, mortgaged, hypothecated, or transferred in any manner except as an incident to his ownership of a Lot or Dwelling.

(e) Voting by the members of the Corporation shall be in accordance with the provisions of the Declaration as amended from time to time, and in accordance with the By-Laws of the Corporation.

## Article VII Directors

7.1 The number of directors is hereby fixed at not less than 3 nor more than 5. Any director absent from a meeting of the Board of Directors, or any committee thereof, may be represented by any other director who may cast the absent director's vote according to his or her written instructions, whether general or special, filed with the secretary of the Corporation.

7.2 Unless and until otherwise provided in the By-laws, all of the corporate powers of this Corporation shall be vested in and all of the business and affairs of this Corporation shall be managed by the Board of Directors.

7.3 The Board of Directors shall have authority to make and alter By-laws, including the right to make and alter By-laws fixing their qualifications, classifications, or terms of office, or fixing or increasing their compensation, subject to the power of the members to change or repeal the By-laws so made.

7.4 Any action which may be taken at a meeting of the Board of Directors may be taken by the written consent signed by all of the directors and filed with the secretary of the Corporation.

7.5 The Board of Directors shall further have authority to exercise all such other powers and to do all such other lawful acts and things which this Corporation or its members might do, unless prohibited from doing so by applicable laws, or by the Articles of Incorporation, or by the By-laws of the Corporation.

7.6 After expiration of the "Appointment Period" as defined in the Declaration, and upon the written request of members holding two-thirds of the voting power of this Corporation, any member of the Board of Directors of this Corporation may be replaced by a director designated by such members in writing at any time, whether or not their term of office shall have expired.

7.7 No director or officer of the Corporation shall have any personal liability to the Corporation or its members for monetary damages for breach of fiduciary duty as director or officer; provided, however, that this provision shall not limit the liability of a director or officer:

- 1) For any breach of the director or officer's duty of loyalty to the Corporation or its shareholders;
- 2) For acts or omissions not in good faith or which involve intentional misconduct or known violation of law;
- 3) For liability under La. R.S. 12:92 (D);
- 4) Illegal dividend declaration; or

5) Any transaction from which a director or officer derived an improper benefit.

7.8 The Corporation shall indemnify its directors to the full extent permitted by La. R.S. 12:227.

7.9 The name(s) and address(es) of the initial director(s) are:

<u>Name and Address</u>	<u>Term Expires</u>
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Princeton Bardwell  
8591 United Plaza Blvd., Suite 260  
Baton Rouge, LA 70809

Scott Bardwell  
8591 United Plaza Blvd., Suite 260  
Baton Rouge, LA 70809

Coco Treppendahl  
8591 United Plaza Blvd., Suite 260  
Baton Rouge, LA 70809

### **Article VIII Special Meetings**

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

### **Article IX Disposition of Assets Upon Dissolution**

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

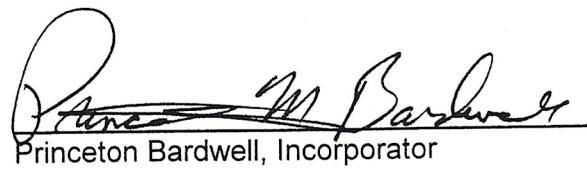
### **Article X Amendments to Article of Incorporation**

The Articles of Incorporation may be amended by the members at a duly constituted meeting for such purpose provided, however that no amendment shall take effect unless approved

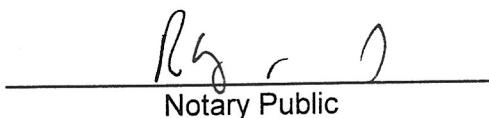
by a majority of the members of the Board of Directors and by not less than 75% of the members and by Laurel Hill Associates LLC, as long as that entity owns a Lot in Laurel Hill Subdivision which is primarily for resale.

THUS DONE AND SIGNED at Baton Rouge, Louisiana, on 21<sup>st</sup> day of July, 2000 in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:



Princeton Bardwell, Incorporator



Notary Public

DESIGNATION AND ACKNOWLEDGEMENT OF REGISTERED AGENT  
of  
Laurel Hill Property Owners Association, Inc.  
a Louisiana Non-Profit Corporation

NAME AND ADDRESS OF REGISTERED AGENT(S):

Princeton Bardwell  
8591 United Plaza Blvd., Suite 260  
Baton Rouge, LA 70809

I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT:

  
\_\_\_\_\_  
Princeton Bardwell

Sworn to and subscribed before  
me this 21<sup>st</sup> day of July, 2000

  
\_\_\_\_\_  
Notary Public  
My Commission is for life.

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FILED AND RECORDED  
EAST BATON ROUGE PARISH, LA.

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FTL BK FOLIO  
DOUG WELBORN

CLERK OF COURT & RECORDER

CERTIFIED TRUE COPY  
BY   
DEPUTY CLERK & RECORDER