

Oak Alley
Estates

Articles of Incorporation

UNITED STATES OF AMERICA
State of Louisiana
Al Ater

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

OAK ATLEY ESTATES SUBDIVISION HOMEOWNERS'S ASSOCIATION, INC.

Domiciled at BATON ROUGE, LOUISIANA,

was filed and recorded in this Office on October 24, 2005,

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.

INSTRUMENT # 00621049
FILED AND RECORDED
ASCENSION CLERK OF COURT
2005 NOV 07 09:49:04 AM
COB NOB OTHER Charter

[Signature]
DEPUTY CLERK & RECORDER

CERTIFIED TRUE COPY BY

[Signature]

In testimony whereof, I have caused
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on
October 24, 2005

[Signature]
LLA 35026910N

Secretary of State

ORIG 497 ENCL 1178

FILED AND RECORDED
EAST BATON ROUGE PARISH, LA.

2005 OCT 31 PM 01:20:07
FIL BR FOLIO
DOLIS WELBORN

CLERK OF COURT & RECORDER

CERTIFIED TRUE COPY
BY *[Signature]*

DEPUTY CLERK & RECORDER



ARTICLES OF INCORPORATION OF

OAK ALLEY ESTATES SUBDIVISION HOMEOWNER'S ASSOCIATION, INC.

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN, that on this 21st day of October, 2005, before me, the undersigned Notary Public, duly commissioned and qualified in and for the Parish of East Baton Rouge, State of Louisiana, and in the presence of the undersigned competent witnesses personally came and appeared:

AMERICA HOMELAND, LLC, a Louisiana Limited Company, ("Developer") domiciled in East Baton Rouge Parish, herein represented by Kevin K. Nguyen, its duly authorized representative,

who declared that availing itself of the benefits of the provisions of the Constitution of the State of Louisiana and the laws of the State relative to the organization of a non-profit corporation and particularly of the provisions of R.S. 12:201-269, inclusive, and subject to the Restrictions referred to in "Article IV" below, it does by these presents form and organize itself, as well as all other entities or persons who may hereafter join or become associated with it or its successors, into a non-profit corporation ("the corporation") for the objects and purposes and under the covenants, stipulations and agreements following, to-wit:

ARTICLE I

NAME AND POWERS

The name of the corporation shall be OAK ALLEY ESTATES SUBDIVISION HOMEOWNER'S ASSOCIATION, INC., and it generally shall possess the powers, rights, privileges, capacities, and immunities which non-profit corporations are authorized, and may hereafter be authorized, to possess under the Constitution and laws of this state, and particularly under Title 12, Section 201, et seq., of the Louisiana Revised Statutes.

ARTICLE II

NON-STOCK AND NON-PROFIT

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.

INSTRUMENT # 00621048
FILED AND RECORDED
ASCENSION CLERK OF COURT
2005 NOV 07 09:48:23 AM
COB MOB OTHER Charter
DEPUTY CLERK & RECORDER

CERTIFIED TRUE COPY BY
DEPUTY CLERK

STATE OF LOUISIANA
Office of the Secretary of State
I hereby certify that this is a true and correct copy as taken from the original on file in this office.
At New Orleans, Louisiana
Secretary of State
Date OCT 24 2005

UNITED STATES OF AMERICA
State of Louisiana



Al Ater

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

OAK ALLEY ESTATES SUBDIVISION HOMEOWNERS'S ASSOCIATION, INC.

Domiciled at BATON ROUGE, LOUISIANA,

Was filed and recorded in this Office on October 24, 2005.

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.

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CLERK OF COURT & RECORDER

CERTIFIED TRUE COPY

BY

DEPUTY CLERK & 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,
October 24, 2005*

Al Ater
LLA 36036910N

Secretary of State



ARTICLES OF INCORPORATION
OF
OAK ALLEY ESTATES SUBDIVISION HOMEOWNER'S ASSOCIATION, INC.

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN, that on this 21st day of October, 2005, before me, the undersigned Notary Public, duly commissioned and qualified in and for the Parish of East Baton Rouge, State of Louisiana, and in the presence of the undersigned competent witnesses personally came and appeared:

AMERICA HOMELAND, LLC, a Louisiana Limited Company, ("Developer") domiciled in East Baton Rouge Parish, herein represented by Kevin K. Nguyen, its duly authorized representative,

who declared that availing itself of the benefits of the provisions of the Constitution of the State of Louisiana and the laws of the State relative to the organization of a non-profit corporation and particularly of the provisions of R.S. 12:201-269, inclusive, and subject to the Restrictions referred to in "Article IV" below, it does by these presents form and organize itself, as well as all other entities or persons who may hereafter join or become associated with it or its successors, into a non-profit corporation ("the corporation") for the objects and purposes and under the covenants, stipulations and agreements following, to-wit:

ARTICLE I

NAME AND POWERS

The name of the corporation shall be OAK ALLEY ESTATES SUBDIVISION HOMEOWNER'S ASSOCIATION, INC., and it generally shall possess all the powers, rights, privileges, capacities, and immunities which non-profit corporations are authorized, and may hereafter be authorized, to possess under the Constitution and laws of this state, and particularly under Title 12, Section 201, et seq., of the Louisiana Revised Statutes.

ARTICLE II

NON-STOCK AND NON-PROFIT

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.

STATE OF LOUISIANA

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

[Signature]
Secretary of State

Date: OCT 24 2005

A. 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)

B. 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.

C. 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.

D. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws or regulations.

E. 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 tax laws or regulations.

ARTICLE III

DOMICILE

The domicile of this corporation shall be at 9035 Bluebonnet Blvd., Suite 3, Baton Rouge, Louisiana, 70810, and the post office address of its registered office shall be P. O. Box 80296, Baton Rouge, LA 70898.

ARTICLE IV

PURPOSE AND POWERS

This corporation is organized primarily for the following purposes:

A. Performing all of the duties and obligations imposed in that certain Act of Restrictions for Oak Alley Estates Subdivision, First Filing recorded in COB original number 549795 and in that certain Act of Adoption of Restrictions for Oak Alley Estates Second Filing recorded in COB original number 597703 of the official records of Ascension Parish, Louisiana, together with all

amendments thereto (hereinafter called "the restrictions") executed by the developer of Oak Alley Estates Subdivision, First Filing and Second Filing, affecting Lots Numbered 1 through 134, inclusive, and which property is shown on a map prepared by Ferris Engineering & Surveying, L.L.C., dated June 25, 2003, entitled "Final Plat of Oak Alley Estates", being a subdivision of the Hudgens P. Decoteau tract and tract Y, located in Section 21, T9S, R2E, South Eastern Land District, East of the Mississippi River, Ascension Parish, Louisiana, a copy of which map is recorded as Entry Number 548933 and which is further shown on the map dated 6/25/03 prepared by Ferris Engineering & Surveying, L.L.C. entitled "Final Plat Oak Alley Estates, Second Filing", recorded at original number 596439, all in the official records of the Clerk and Recorder for Ascension Parish, Louisiana and further performing the duties and obligations under the Restrictions as said Restrictions, by the terms thereof affecting future filings of Oak Alley Estates Subdivision.

B. Performing all of its duties and obligations under the restrictions with respect to future filings of Oak Alley Estates Subdivision which may be made subject to these Articles and which duties and obligations are expressly accepted by the corporation ("the accepted future filings");

C. Providing generally for the ownership, management and maintenance of the common areas located in the current filing and accepted future filings keeping the common areas in a safe attractive, and desirable condition;

D. Exercising certain rights and powers and performing certain obligations relating to the individual lots in the subdivision together with improvements thereon, including the homes, and as enumerated in the Restrictions and any subsequent restrictions for accepted future filings; and

E. 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.

The corporation shall not mortgage, pledge or hypothecate any or all of its movable or immovable property as security for money borrowed or debts incurred except with the consent of two-thirds (2/3) of its members.

F. The performance of the Restrictions which shall control in the event of a conflict between the terms of the Restrictions and terms of these Articles or the By-Laws of the Association.

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.

The powers of the Association shall remain vested in the developer until released to the Association in accordance with the Restrictions.

ARTICLE VI

MEMBERSHIP

The record owner (whether an individual or other legal entity) of a lot in Oak Alley Estates Subdivision shall be a member of the corporation. Ownership shall be established by the recordation on the public records of Ascension Parish, State of Louisiana, of an instrument conveying ownership of a lot in the subdivision 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 the subdivision. When more than one person owns an interest in a lot in the subdivision or when a corporate, partnership or other legal entity owns a lot in the subdivision, 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). The power of the Association shall remain vested in the Developer until such powers are released to the Association in accordance with the Restrictions.

ARTICLE VII

VOTING RIGHTS

Subject to the terms of the Restrictions and power of the Developer, a member shall have one vote in all matters considered by the corporation. One vote shall be allocated to each lot in the subdivision. When more than one person is the owner of a lot in the subdivision all such person 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

the subdivision. An owner, including the incorporator, owning more than one lot in the subdivision shall be entitled to one vote for each lot owned. In the event of re-subdivision on one or more lots in the subdivision, 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 the subdivision.

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 By-Laws. Special meetings of the corporation may be called in accordance with the By-Laws.

ARTICLE IX

POWERS AND MANAGEMENT

Subject to the terms of the Restrictions and Power of the Developer, the powers and management of the corporation shall be vested in, and exercised by, a Board of Directors with a minimum of three (3) members or a maximum of five (5) members. The number of Directors shall be set forth in the By-Laws subject to the above limitations. Until the Developer releases the Association to the members in accordance with the Restrictions, the Developer shall have the power to appoint the Board of Directors.

The initial Board of Directors shall consist of three members. One of which shall serve a one year term, one of which shall serve a two year term and one of which shall serve a three year term. All successive Board members shall serve three year terms.

The time and place for regular or special meetings of the Board of Directors shall be determined in accordance with the By-Laws.

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 By-Laws, 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:

David M. Cohn
Attorney at Law
9035 Bluebonnet, Suite 3
Baton Rouge, LA 70810

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 are deemed to have joined, subsequent to the purchase of their lot or lots in the subdivision. 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 an annual assessment as provided for in the Restrictions. Each member of this corporation, upon payment of the assessment as set forth above, shall be entitled to a Certificate of Membership, signed by the President and Secretary, for the fiscal year for which such assessment is paid. If no assessment has been authorized by the membership, then the only requirement for membership is the ownership of a lot in the subdivision, and receipt by the corporation of a certified copy of the act conveying ownership. After a lapse of thirty (30) days after receipt of the required certified copy, payment of any 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 assessments, penalties, fines or other levies against the purchased lot.

ARTICLE XII

INCORPORATOR

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

America Homeland, LLC
P. O. Box 80296 (zip 70898-0296)
9035 Bluebonnet Blvd., Suite 3
Baton Rouge, Louisiana 70810

ARTICLE XIII

BOARD OF DIRECTORS

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

Kevin K. Nguyen	Carey Arceneaux
9035 Bluebonnet Blvd., Ste. 3	8733 Siegen Lane #378
Baton Rouge, LA 70810	Baton Rouge, LA 70810

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 the subdivision which has made a request therefor, identified 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 the Restrictions which affect the lot for which notice has been requested; (b) materially amend these Articles of Incorporation or the By-Laws of the corporation; or (c) to change from professional management of any property managed by the corporation or vice versa.

ARTICLE XV

INDEMNIFICATION

Each director and each officer of the corporation and each member of the Architectural Control Committee of the Oak Alley Estates Subdivision ("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 (3/4) of the members or the Developer alone prior to release of the Association to the members in accordance with the Restrictions. 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 those for which the corporation was created. In the event 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 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 member 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 (3/4) of the members of this corporation.

An amendment shall not be effective until it has received the approval of not less than two-thirds (2/3) of the entire membership of the Board of Directors and not less than three-fourths (3/4) of the entire membership of the corporation. These Articles may be amended by the Developer alone until the Association has been released to the members in accordance with the Restrictions.

No amendment, modification, supplement or deletion shall be effective if it violates any of the provisions of the Declaration

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 *(excepting assessments, charges, and fines provided for in the Restrictions) nor shall any mere informality in organization have the effect of rendering these Articles of Incorporation null and void of exposing the members to any liability other than that provided above.

THUS DONE AND PASSED in Baton Rouge, Louisiana, on the date first above written, in the presence of the undersigned competent witnesses and me, Notary, after a due reading of the whole.

WITNESSES:

Cecilia Romeo
Cecilia Romeo

M. Rodriguez
M. Rodriguez

AMERICA HOMELAND, LLC

BY: Kevin K. Nguyen
KEVIN K. NGUYEN, Member

David M. Cohn
NOTARY PUBLIC

David M. Cohn, LBR # 04237
Notary Public

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT FOR
OAK ALLEY ESTATES SUBDIVISION HOMEOWNER'S ASSOCIATION, INC.
DESIGNATED REGISTERED AGENT

Corporations Department
Office of the Secretary of State
State of Louisiana

STATE OF LOUISIANA


PARISH OF EAST BATON ROUGE

On this 21 day of October, 2005, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared DAVID M. COHN, a citizen of the State of Louisiana who resides in Louisiana, whose address is 9035 Bluebonnet Blvd., Ste. 3, Baton Rouge, Louisiana 70810 who is to me known to be the person, and who, being duly sworn, acknowledged to me that she does hereby accept appointment as the Registered Agent of OAK ALLEY ESTATES SUBDIVISION HOMEOWNER'S 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 Revised Statutes of the State of Louisiana.

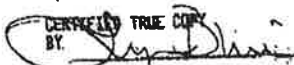


DAVID M. COHN
REGISTERED AGENT

Subscribed and sworn to before me on the day, month, and year first above set forth



Notary Public D.B.A.M. comd # 66777

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FILED AND RECORDED
EAST BATON ROUGE PARISH, LA.
2005 OCT 31 PM 01:19:29
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DOUG WELBORN
CLERK OF COURT & RECORDER
CERTIFIED TRUE COPY
BY 
DEPUTY CLERK & RECORDER

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

**INITIAL REPORT OF
OAK ALLEY ESTATES SUBDIVISION HOMEOWNER'S ASSOCIATION, INC.**

BE IT KNOWN that on the date hereinafter set forth and before the undersigned Notary Public duly commissioned and qualified in and for the above stated parish and state, and in the presence of the undersigned witnesses, personally came and appeared:

AMERICA HOMELAND, LLC, a Louisiana Limited Company, ("Developer"), domiciled in East Baton Rouge Parish, Louisiana, herein represented by Kevin K. Nguyen, whose present mailing address is 9035 Bluebonnet Blvd., Ste. 3, Baton Rouge, Louisiana 70810.

who does hereby submit the Initial Report required of corporations by Louisiana Revised Statutes, Title 12, for OAK ALLEY ESTATES HOMEOWNER'S ASSOCIATION, INC. hereafter sometimes called "the company", as follows:

ARTICLE I

The corporation's registered office is located at and its municipal address is 9035 Bluebonnet Blvd., Ste. 3, Baton Rouge, LA 70810. The post office address for the corporation is P. O. Box 80296, Baton Rouge, LA 70898. The taxpayer identification number of the company is applied for.

ARTICLE II

Its registered agent is David M. Cohn, 9035 Bluebonnet Blvd., Ste. 3, Baton Rouge, LA 70810. An affidavit by said agent accepting this appointment is annexed hereto and made part hereof.

ARTICLE III

The shareholder is:		Interest
America Homeland, LLC	9035 Bluebonnet Blvd., #3 Baton Rouge, Louisiana 70810	100 %

THUS DONE AND SIGNED on the 21st day of October, 2005 in Baton Rouge, State of Louisiana, the parties hereto having affixed their signatures, together with me, Notary, and the undersigned witnesses, after due reading of the whole.

WITNESSES:

AMERICA HOMELAND, LLC

Cecilia Roman

BY:

Kevin K. Nguyen
Kevin K. Nguyen

M. Rodriguez

D. Rodriguez

David M. Cohn

NOTARY PUBLIC

David M. Cohn, LBR # 04237
Notary Public