

**BY-LAWS
OF
SHADOWBROOK LAKES HOMEOWNER'S ASSOCIATION, INC.**

I. NAME AND LOCATION

1.1 Name. The name of the corporation is **SHADOWBROOK LAKES HOMEOWNER'S ASSOCIATION, INC.**, hereinafter referred to as "**the Association.**"

1.2 Location. The principal office of the Association shall be located at 11911 Richcroft, Baton Rouge, Louisiana 70814, or at such other specific location therein as may be from time to time designated by the Board of Directors of the Association.

II. DEFINITIONS

2.1 Association. The term "**Association**" shall mean and refer to Shadowbrook Lakes Homeowner's Association, Inc.

2.2 Board. The term "**Board**" shall mean and refer to the duly elected Board of Directors of the Association.

2.3 Common Properties. The term "**Common Properties**" shall mean and refer to the area of land transferred to or controlled by the Association.

2.4 Director. The term "**Director**" shall mean and refer to each duly elected member of the Board.

2.5 Lot. The term "**Lot**" shall mean and refer to each individual plot of land as shown on the official final plat of Shadowbrook Lakes Subdivision subject to administration by the Association. The term "**Lot**" shall not include any Common Properties.

2.6 Member. The term "**Member**" shall mean and refer to the record owner, whether one or more persons or entities, of a Lot but excluding those having an interest in a Lot merely as security for the performance of an obligation.

2.7 Restrictions. The term "**Restrictions**" shall mean and refer to the building restrictions imposed on any filing of Shadowbrook Lakes Subdivision subject to administration by the Association.

III. MEETINGS OF MEMBERS

3.1 Annual Meetings. Henceforth annual meetings of the Members shall be held in April of each year, at a date, time and place selected by the Board of Directors.

3.2 Special Meetings. Special meetings of the Members may be called at any time by the President of the Association, by a majority of the Board of Directors, or upon written request of three-fourth (3/4) of all the Members who are entitled to vote.

3.3 Notice of Meeting. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary of the Association or a person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least thirty (30) days prior to such meeting, to each Member entitled to vote thereat, addressed to the Member at the most recent address supplied by such Member to the Association for the purpose of notice, or if no such address shall have been furnished, then to the street address of the Lot owned by such Member. Such notice shall specify a reasonable place, date and hour of the meeting, and in the case of a special meeting, the purpose of the meeting. All meetings shall be held in East Feliciana Parish or East Baton Rouge Parish.

3.4 Quorum. The presence at the meeting of Members entitled to cast twenty-five percent (25%) of the total votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation of the Association, the Restrictions, or these by-laws. If, however, such quorum shall not be present the Members present may, except as otherwise provided by law, adjourn the meeting without further notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented. Unless a greater portion of the voting power is required by the Articles of Incorporation, the Restrictions, or these by-laws, a majority of the voting power present and voting in person, shall prevail at all meetings. The voting rights of each Member shall be as provided in the Restrictions and the Articles of Incorporation of the Association and the Restrictions.

3.5 Proxies. At all meetings of Members, each Member shall be entitled to vote either in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot, or his attendance at the meeting for which the proxy has been given.

IV. BOARD OF DIRECTORS – SELECTION AND TERM OF OFFICE

4.1 Three-Member Board. A Board of three (3) directors, who need not be Members of the Association, shall initially manage the affairs of the Association.

4.2 Selection. Until Shadowbrook Lakes, L.L.C. (the "Developer") has sold eighty (80%) percent of the Lots in Shadowbrook Lakes Subdivision, Shadowbrook Lakes, L.L.C. shall have the right to remove any or all of the directors and to appoint replacement directors for any or all of the directors. The directors named above shall serve until the earlier of (a) appointment by Shadowbrook Lakes, L.L.C. of a successor, (b) the first annual meeting of the membership of the Corporation held after Shadowbrook Lakes, L.L.C. has sold eighty (80%) percent of the Lots in Shadowbrook Lakes Subdivision and their successors are elected and qualified, or (c) removal, resignation or death. In the event a director is removed, resigns or dies, the remaining directors shall select a replacement, provided, however, that Shadowbrook Lakes, L.L.C. shall have the right to appoint

replacements for directors who are removed, resign or die until Shadowbrook Lakes, L.L.C. has eighty (80%) percent of the Lots in Shadowbrook Lakes Subdivision. After Shadowbrook Lakes, L.L.C. has sold eighty (80%) percent of the Lots in Shadowbrook Lakes Subdivision, all directors shall be elected for one-year terms at each annual meeting.

4.3 Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association or by missing three (3) consecutive meetings of the Board, provided, however, that Shadowbrook Lakes, L.L.C. shall have the right to appoint replacements for directors who are removed until Shadowbrook Lakes, L.L.C. has sold eighty (80%) percent of the Lots in Shadowbrook Lakes Subdivision.

4.4 Compensation. No director shall receive compensation for any service he may render to the Association. However, each director shall be reimbursed for his actual expenses incurred in the performance of his duties.

4.5 Action Taken Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all directors shall individually or collectively consent in writing or such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Any action so approved shall have the same effect as though taken at a meeting of the Board.

V. NOMINATION AND ELECTION OF DIRECTORS

5.1 Nominations. Subject to the right of Shadowbrook Lakes, L.L.C. to appoint, remove and replace directors until after Shadowbrook Lakes, L.L.C. has sold eighty (80%) percent of the Lots in Shadowbrook Lakes Subdivision, nominations for the office of directors shall be made by a Nominating Committee consisting of a Chairman, who shall be a director, and two or more Members of the Association, all of whom shall be appointed by the Board prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Members may also make nominations from the floor at the annual meeting or such other meeting at which directors are to be elected. Such nominations may be made from among Members and non-Members.

5.2 Elections. Subject to the right of Shadowbrook Lakes, L.L.C. to appoint, remove and replace directors until Shadowbrook Lakes, L.L.C. has sold eighty (80%) percent of the Lots in Shadowbrook Lakes Subdivision, election to the Board shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Restrictions and the Articles of Incorporation of the Association. The person receiving the largest number of votes shall be elected. Cumulative voting is permitted.

VI. MEETINGS OF DIRECTORS

6.1 Regular Meetings. Regular meetings of the Board shall be held semi-annually unless the Board takes contrary action. The meetings shall be at such place and hour in East Baton Rouge Parish as may be fixed from time to time by resolution of the Board. Should such a meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day that is not a legal holiday.

6.2 Special Meetings. Special meetings of the Board shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days' notice to each director.

6.3 Quorum. A majority of the directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

VII. POWERS AND DUTIES OF THE BOARD

7.1 Powers. The Board shall have the power to:

- a. adopt and publish rules and regulations governing the use of the Common Properties and the personal conduct of the Members and their guests thereon, and establish penalties for the infraction thereof;
- b. suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment, fine, penalty, dues or other levy by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed sixty (60) days for an infraction of published rules and regulations;
- c. exercise, for the Association, all powers, duties and authority vested in or delegated to the Association not reserved to the Members by other provisions of these by-laws, the Articles of Incorporation of the Association, or the Restrictions;
- d. declare the office of a director to be vacant for good cause;
- e. employ a manager, an independent contractor, or such other employees as it deems necessary, and to perform their duties; and
- f. participate as a Member of Shadowbrook Main Lake Owner's Association, Inc., for the purpose of maintaining and governing the Main Lake for Shadowbrook Lakes Subdivision; and

7.2 Duties. It shall be the duty of the Board to:

- a. cause to be kept a complete record of all its acts and corporate affairs to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;
- b. cause an annual independent review of the Association's account or accounts to be made and cause a copy of such report to be available to each Member within thirty (30) days of completion;
- c. supervise all officers, agents, and employees of the Association, and see that their duties are properly performed;
- d. as more fully provided herein, and in the Restrictions:
 - 1. fix the amount of any assessment against each Lot at least thirty (30) days in advance of the due date of any assessment;
 - 2. send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of the due date of any assessment; and
 - 3. enforce the real and/or personal obligations to pay assessments, fines, penalties or other levies against any property which are not paid within thirty (30) days after their due date;
 - 4. issue, or cause an appropriate officer to issue, upon demand or request by any person, a certificate indicating the status of any assessment, fine, penalty, or other levy, whether delinquent or paid. A reasonable charge may be made by the Association established by the Board for the issuance of these certificates. Such certificate shall be conclusive evidence of payment of any assessment, fine, penalty, or levy therein stated to have been paid;
 - 5. procure and maintain adequate liability and hazard insurance on the Common Properties and other property owned by the Association and such liability insurance as may be deemed necessary or advisable to honor the indemnity obligations of the Association contained in the Articles of Incorporation of the Association and the Restrictions;
 - 6. cause all officers or employees having fiscal responsibility to be bonded, as it may deem appropriate; and

VIII. OFFICERS AND THEIR DUTIES

8.1 Enumeration of Officers. The officers of the Association shall be a President who shall at all times be a director on the Board, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution establish.

8.2 Election of Officers. The election of officers shall take place at the first meeting of the Board following each annual meeting of the Members.

8.3 Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

8.4 Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time designate.

8.5 Resignation and Removal. The Board may remove any officer from office with or without cause. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.6 Vacancies. A vacancy in any office may be filled by election held by the Board for that or any other purpose. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

8.7 Multiple Offices. Only the offices of Secretary and Treasurer or President and Treasurer and special offices created pursuant to Section 8.4 may be held by the same person.

8.8 Duties. The duties of the officers shall be as follows:

a. **President.** The President shall preside at all meetings of the Board; shall implement the orders and resolutions of the Board; shall sign all leases, mortgages, deeds, promissory notes, and other written instruments of the Association.

b. **Vice-President.** The Vice-President shall preside at meetings in the absence of the President, and shall assist the President in the carrying out of orders and resolutions.

c. **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring such seal; serve notice of meetings of the Board and of the Members; keep, or cause to be kept, appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

d. **Treasurer.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; and keep proper books of accounts of the Association, copies of which shall be made available for purchase at reasonable cost.

IX. ASSESSMENTS AND DUES

9.1 Assessments. As more fully provided in the Restrictions, each Member is obligated to pay the Association annual assessments and any special assessments, fines, or penalties which shall be both a real obligation incidental to ownership of the Lot assessed and the personal obligation of the Owner of the Lot assessed when the assessment is made as set forth in the Restrictions. The Association may bring an action at law against the owner personally obligated to pay the same and/or "*in rem*" against the current owner of the Lot assessed, to recover the amount of the assessment, fine, penalty, or other levy plus interest, costs, and reasonable attorney's fees associated with any such action. No owner may waive or otherwise escape liability for any assessment, fine, penalty, or other levy provided for herein or in the Restrictions or the Articles of Incorporation of the Association by non-use of the Common Properties or abandonment of the affected Lot.

9.2 Dues. At any meeting of the Members, by a vote of three-fourths (3/4) of all Members entitled to vote, the Association may establish Membership dues (in addition to assessments provided by the Restrictions) payable in amounts and at times as selected by the Members when such dues are established.

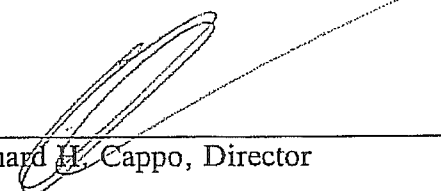
X. MISCELLANEOUS

10.1 Amendments. These by-laws may be amended at a regular or special meeting of the Board by a vote of a majority of a quorum of directors present in person or by proxy.

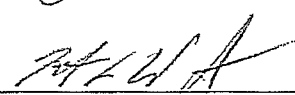
10.2 Conflict. In the case of any conflict between the Articles of Incorporation of the Association and these by-laws, the Articles of Incorporation of the Association shall take precedence; and in the case of any conflict between the Restrictions and these by-laws, the Restrictions shall take precedence.

10.3 Fiscal Year. The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year.

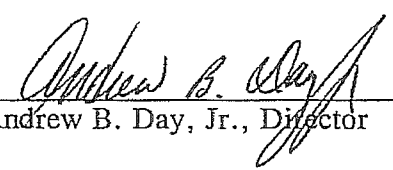
THUS DONE AND SIGNED and these by-laws adopted, in Baton Rouge, Louisiana, on the 28th day of December, 2006.



Richard H. Cappel, Director



Robert L. Waters, Jr., Director



Andrew B. Day, Jr., Director