

R. Kyle Ardoín
SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that
the attached document(s) of

VIGNES LAKE HOMEOWNERS ASSOCIATION, INC.

are true and correct and are filed in the Louisiana Secretary of State's Office.

34526489N ORIGF 5/8/1996 9 page(s)

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,

February 20, 2019

Secretary of State

WEB 34526489N



Certificate ID: 11046017#WMJ62

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**ARTICLES OF INCORPORATION
OF
VIGNES LAKE HOMEOWNERS ASSOCIATION, INC.**

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN, that on this 2nd day of May, 1996, 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:

VIGNES LAKE, L.L.C., a Louisiana limited liability company domiciled in East Baton Rouge Parish, Louisiana, represented herein by Bilwood Smith, Jr., its Managing Member, duly authorized by virtue of a certificate of authority, on file and of record in the office of the Clerk and Recorder for East Baton Rouge Parish, Louisiana,

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 La.-R.S. 12:201-269, inclusive, it does by these presents form and organize itself, as well as all other 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 **VIGNES LAKE HOMEOWNERS 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**

- 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 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax 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 tax laws or regulations.

ARTICLE III **DOMICILE**

The domicile of this corporation shall be at **10065 Old Hammond Highway, Baton Rouge, Louisiana 70815**, and the location and post office address of its registered office shall be the same.

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 Declaration of Covenants and Restrictions for Vignes Lake and Dedication and Transfer of Common Properties executed by the owner of Vignes Lake, First Filing, which contains Lots Number 1 through 76, inclusive, and Common Properties and which property ("**Vignes Lake, First Filing**") is shown on a map entitled "Final Plat of Vignes Lake, First Filing" prepared by GWS Engineering, Inc., on file and of record in the official records of the Clerk and Recorder for East Baton Rouge Parish, Louisiana, 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 Vignes Lake and other subdivisions accepted by the corporation for administartion (collectively, "**Declarations**");

- B. Providing generally for the ownership, management, and maintenance of the Common Properties covered by Declarations;
- C. Exercising certain rights and powers and performing certain obligations relating to the individual lots in filings and subdivisions covered by Declarations together with improvements thereon, including the homes, and as enumerated in Declarations; 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.

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.

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 Declarations (excluding Common Properties) shall be a member of the corporation. Ownership shall be established by the recordation in the public records of East Baton Rouge Parish, State of Louisiana, of an instrument conveying ownership of a lot in filings and subdivisions covered by Declarations 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 any may not be separated from ownership of any lot in filings and subdivisions covered by Declarations. When more than one person owns an interest in a lot in filings and subdivisions covered by Declarations or when a corporate, partnership or other legal entity owns a lot in filings and subdivisions covered by Declarations, 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 Declarations. When more than one person is the owner of a lot in filings and subdivisions covered by Declarations, 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 any filing or subdivision covered by Declarations. An owner, including the incorporator, owning more than one lot in filings and subdivisions covered by Declarations shall be entitled to one vote for each lot owned. In the event of resubdivision of one or more lots in filings and subdivisions covered by Declarations, the vote for each original lot as shown on the original recorded final plat shall be attributed to the owner of the resubdivided 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 Declarations.

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**

The powers and management of the corporation shall be vested in, and exercised by, a Board of Directors of three (3) members. The number of directors shall be set forth in the By-Laws.

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:

BILWOOD SMITH, JR.
10065 Old Hammond Highway
Baton Rouge, Louisiana 70815

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 Declarations. 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, excluding the incorporator, shall pay annual dues (in addition to assessments on lots in filings and subdivisions covered by Declarations as provided for in the declarations affecting such lots), if any, as decided by a vote of the membership for each fiscal year, or fraction thereof, for which each member is a member of this corporation. Each member of this corporation, upon payment of dues 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 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 Declarations, 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 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:

VIGNES LAKE, L.L.C.
10065 Old Hammond Highway
Baton Rouge, Louisiana 70815

The signing of these Articles of Incorporation by the said incorporator shall act as his enrollment to membership in this corporation. The incorporator shall be exempt from payment of dues.

ARTICLE XIII
BOARD OF DIRECTORS

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

1. Bilwood Smith, Jr.
10065 Old Hammond Highway
Baton Rouge, Louisiana 70815
2. William T. Harger
10065 Old Hammond Highway
Baton Rouge, Louisiana 70815
3. Christy C. Smith
10065 Old Hammond Highway
Baton Rouge, Louisiana 70815

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 Declarations 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 Declarations 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 to self-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 each Architectural Control Committee of Vignes Lake established by Declarations (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 (3/4) 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 may be amended at a general membership meeting held pursuant to a special ten-day 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 (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. No amendment, modification, supplement or deletion shall be effective if it violates any of the provisions of Declarations.

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 Declarations) nor shall any mere informality in organization have the effect of rendering these Articles of Incorporation null and void or of exposing the members to any liability other than that above provided.

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.

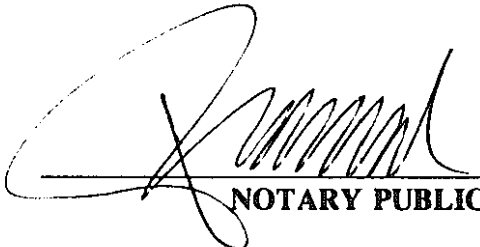
WITNESSES:

VIGNES LAKE, L.L.C.

Arnie Smith

By: Bilwood Smith, Jr.
Bilwood Smith, Jr., Managing Member

John Tate


NOTARY PUBLIC

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT FOR
VIGNES LAKE HOMEOWNERS ASSOCIATION, INC.**


STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE


BE IT KNOWN THAT, on the 2nd day of May, 1996, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared:

BILWOOD SMITH, JR.

who is to me known, and who, after being duly sworn, acknowledged to me that he does hereby accept appointment as the Registered Agent of **VIGNES LAKE HOMEOWNERS ASSOCIATION, INC.**, which is a non-profit corporation organized under the laws of the State of Louisiana pursuant to the provisions of La.-R.S. 12:201-269, inclusive.


BILWOOD SMITH, JR., Registered Agent

SWORN TO AND SUBSCRIBED before me, Notary, on the day, month and year first above set forth.


NOTARY PUBLIC
My Commission is for Life