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CHARTER BOOK

REGISTERED AGENTS BOOK

UNITED STATES OF AMERICA
State of Louisiana

James H. "Jim" Brown
SECRETARY OF STATE

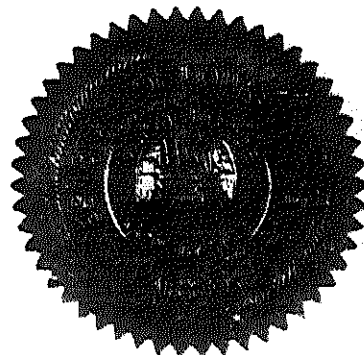
*As Secretary of State of the State of Louisiana, I do hereby Certify that
the annexed transcript was prepared by and in this office from the record
on file, of which purports to be a copy, and that it is full, true and correct.*

*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.*

Jim Brown

MAY 9 1995

Secretary of State



**ARTICLES OF INCORPORATION OF
RIDGE PECAN TOWNHOMES HOMEOWNERS ASSOCIATION, INC.**

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned authority, personally appeared:

Aldon Development, Inc., appearing through its President Richard Whitney, a Louisiana corporation organized and existing under the laws of the State of Louisiana, Parish of East Baton Rouge

who declared that availing itself of the provisions of the Louisiana Nonprofit Corporation Law, it does hereby organize a non-profit corporation as defined in Louisiana Revised Statute (1950) 12:201 (7) in accordance with the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

RIDGE PECAN TOWNHOMES HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The corporation does not contemplate pecuniary gain or profit. The purpose of the corporation shall be to provide for maintenance, preservation and architectural control of the residential Lots and Common Area within the subdivision of East Baton Rouge Parish, Louisiana, known as Ridge Pecan (hereinafter called the "Properties") and promote the health, safety, and welfare of the owners and residents of said Properties. Its further purpose shall be to acquire, hold, encumber, convey, manage, regulate and maintain any portion of said Properties, particularly the Common Area and the building exteriors; to fix assessments, charges and penalties to be levied against the members; to administer and enforce any and all provisions of the Declaration of Covenants and Restrictions of Ridge Pecan (hereinafter called the "Declaration") and other agreements applicable to the Properties and to do any other things as may be permitted by law, that will promote the common benefit and enjoyment of the owners and residents of the Properties. The activities of the corporation shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings will inure to the benefit of any member, director, officer, or individual. It shall not be its purpose to engage in carrying on propaganda or otherwise attempting to influence legislation. The powers of the corporation shall be all such as are reasonably necessary to the accomplishment of these purposes and shall include all

powers, rights, privileges and amunities to the fullest extent permitted under the laws.

ARTICLE 3

This corporation shall exist in perpetuity.

ARTICLE 4

This corporation shall be organized without capital stock. Every person or entity who is or may become a record owner of any property subject to assessment by this Association or any Lot which is subject to the Declaration shall be a member of this corporation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by this Association. There shall be two (2) classes of members and members shall be entitled to vote as follows:

(a) Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

(b) Class B. Class B member shall be the Declarant herein (and as defined in the Declaration) and shall be entitled to three (3) votes for each Lot owner by it. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, which ever occurs earlier:

- (i) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (ii) after two (2) years following the date of the Declaration.

ARTICLE 5

The affairs of the corporation shall be directed by a Board of Directors composed of at least two (2) but not more than nine (9) Directors who need not be members of the corporation. The initial Board of Directors shall hold office until the election of their successors at the first annual membership meeting. The Directors elected thereafter shall serve for such terms as specified in the Bylaws of this corporation or until their successors are elected. The names and addresses of the initial Directors are as follows:

Richard Whitney
4983 Campbell
Baton Rouge, La. 70807

Jo Lynn Whitney
4983 Campbell
Baton Rouge, La. 70807

ARTICLE 6

Additions to properties and membership may be made only in accordance with the provisions of the Declaration.

ARTICLE 7

The members shall meet at least once each year. Special meetings of the membership may be called at any time by the Board of Directors. All meetings shall be held in East Baton Rouge Parish. Notice of the time and place of the meeting, together with the agenda of the business to be transacted therein, shall be mailed to each member at least thirty (30) days in advance of the meeting date. The election of Directors and other business generally transacted at any membership meeting shall require the assent of a majority of the voting power present, in person or by proxy, at the meeting. The approval of the membership to the adoption, amendment or repeal of these Articles of Incorporation or Bylaws to govern this corporation, shall specifically require the assent of two-thirds (2/3) of the voting power present, in person or by proxy of each class of members at any meeting at which notice in the manner hereinabove mentioned had been given. The quorum required for any action by the membership shall be as follows:

At the first meeting duly called the presence, in person or by proxy of sixty (60%) percent of the total voting power of each class of members shall constitute a quorum. If the required quorum is not forthcoming at any meeting, then another meeting may be held within sixty (60) days thereafter, with notice thereof given as hereinabove specified, and the required quorum at any subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting.

ARTICLE 8

The location and post office address of the registered office of the corporation is 4983 Campbell, Baton Rouge, La. 70807.

The names and addresses of its registered agents are:
Richard Whitney
4983 Campbell
Baton Rouge, La. 70807
Jo Lynn Whitney
4983 Campbell
Baton Rouge, La. 70807

The name and address of the incorporator is:

Aldon Development, Inc.
4983 Campbell
Baton Rouge, La. 70807

ARTICLE 9

Every Director and every Officer of the Association shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a member or officer of this corporation, whether or not he is a member or officer at the time such expenses are incurred, except when the member or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights as to which such member or officer may be entitled.

ARTICLE 10

This Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE 11

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration, namely: annexation of additional Properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles of Incorporation.

WITNESSES:

BY: Richard Whitney
RICHARD WHITNEY, PRESIDENT

~~NOTARY PUBLIC~~

[illegible]

84-820741