

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
THE VILLAGE AT GUSTE ISLAND ESTATES HOMEOWNERS ASSOCIATION,
INC.

Domiciled at METAIRIE, LOUISIANA,

Was filed and recorded in this Office on September 15, 2006,

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.

*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,*

September 15, 2006

A. Ater

LCO 36272300N

Secretary of State



**ARTICLES OF INCORPORATION
OF
THE VILLAGE AT GUSTE ISLAND ESTATES
HOMEOWNERS ASSOCIATION, INC.**

STATE OF LOUISIANA

PARISH OF ORLEANS

BE IT KNOWN, that on this 12th day of September, 2006, before me, the undersigned Notary Public, personally came and appeared, Clint Szubinski, the incorporator herein, who declared unto me, Notary, in the presence of the undersigned competent witnesses, that, availing himself of the provisions of the Louisiana Business Corporations Law relative to a non-profit corporations (LSA-R.S. 12:201, *et seq.*), does hereby organize a corporation in pursuance of that law, under and in accordance with the following articles of incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be "The Village at Guste Island Estates Homeowners Association, Inc." (hereinafter referred to as the "Association").

**ARTICLE II
PURPOSE**

The purpose for which the Association is organized is to promote the health, safety and welfare of the residents of that community now or hereafter known as "The Village at Guste Island Estates" (the "Property"), located on immovable property described on **Exhibit "A"** annexed hereto

**ARTICLE III
DOMICILE**

The domicile of the Association shall be Jefferson Parish, State of Louisiana, and the location and address of its registered office shall be 3636 I-10 Service Road South Metairie, La. 70002.

ARTICLE IV

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.


Al Ater
Secretary of State

Date: SEP 15 2006

POWERS

The Association's powers shall include and be governed by the following provisions:

1. The Association shall have all the statutory and legal powers of a Louisiana non-profit corporation, except those which conflict with the provisions of these Articles.

2. The Association shall have all the powers and duties set forth in these Articles, the By-Laws of the Association, and the Declaration of Protective Covenants, Conditions, Restrictions and Easements for The Village at Guste Island Estates as the same may be amended from time to time (hereinafter referred to as the "Declaration"), executed and acknowledged of even date herewith by and on behalf of the Declarant as identified and defined in the Declaration and all of the powers and duties reasonably necessary and appropriate to operate the Association as set forth in the Declaration, including but not limited to, the following enumerated powers:

(a) To make and collect assessments against members in order to defray the costs, expenses and losses of the Association;

(b) To use the proceeds of assessments in the exercise of its powers and duties;

(c) To repair, replace, maintain and operate the Common Property (as defined in the Declaration);

(d) To purchase insurance on the Common Property and insurance for the protection of the Association and its members;

(e) To reconstruct improvements after casualty and to further improve the Common Property;

(f) To make and amend reasonable rules and regulations as to the use of the Common Property and the Property by the Association;

(g) To enforce, by legal means, the provisions of the Act, the Declaration, these Articles, the By-Laws of the Association, and the Rules and Regulations for the use of the Common Property and the Property;

(h) To employ personnel to perform the services required for the proper operation of the Association;

(i) To acquire, hold, sell, lease encumber or otherwise utilize or dispose of immovable or movable property, the proceeds of which will be used to defray operating expenses of the Association in connection with management of the Association and its properties; and

(j) To impose charges as determined by the Board of Directors, for late payment of assessments and, following notice and opportunity to be heard, impose reasonable fines

upon Owners (as defined in the Declaration) for violating these Articles, the Declaration, the By-Laws or Rules and Regulations of the Association or when the violation is a failure to pay for services or which interrupt delivery of such services until the violation is cured.

3. The titles to all properties and all funds acquired by the Association and the proceeds thereof shall be held and administered for the benefit of the Association members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

4. The powers of the Association shall be subject, and shall be exercised according to, the provisions of the Declaration and the By-Laws.

ARTICLE V **MEMBERS**

The Association is to be organized on a non-stock basis. There shall be but one class of membership. The members of the Association shall consist of all the record title owners or co-owners of the Units (as defined in the Declaration) in The Village at Guste Island Estates. The Declarant as original owner of the Property shall initially be the sole member of the Association. Membership in the Association for all other members shall be established by recording in the public records of St. Tammany Parish, State of Louisiana, an act of sale or other instrument establishing a record title to an ownership interest in a Unit and the delivering to the Association a certified copy of such recorded instrument, the owner designated in such instrument thereby *ipso facto* becoming a member of the Association. If two or more persons jointly own a Unit or if the Unit is owned by an entity, the owner(s) shall designate one natural person as the individual entitled to exercise the rights of a member. The share of a member in the funds and assets of the Association cannot be assigned, mortgaged, hypothecated or transferred in any manner except as an appurtenance to his ownership interest in his Unit. The membership of a Unit owner shall *ipso facto* terminate upon transfer of his ownership interest in the Unit previously owned. The entitlement of members to vote, the allocation of votes to members, and the manner of exercising voting rights shall be according to the Declaration and the By-Laws of the Association. Members shall be personally liable for the Assessments for common expenses of the Association, as provided for in the Declaration and By-Laws, and shall not be relieved therefrom merely as a result of termination of membership resulting from sale of a previously owned Unit.

ARTICLE VI **DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors which shall consist of such number of directors as shall be determined in the manner provided by the By-Laws, but which shall have not less than three (3) nor more than five (5) directors. Except as provided below, Directors shall be elected at the annual members' meeting in the manner provided by the By-Laws. All Directors, other than the initial Directors named herein, must be Unit owners or co-owners. Directors may be removed and vacancies on the Board shall be filled as provided by the By-Laws.

The initial three (3) Directors named herein shall serve until their successors are elected, as provided in the By-Laws. In the case of any vacancy occurring before the first annual meeting of members, the remaining Directors, or if there are none then the Declarant, shall fill any such vacancies. Replacement Directors for the initial Directors to be elected by the Directors shall be in accordance with procedures provided for in the By-Laws. The names and post office addresses of the members of the first Board of Directors are as follows:

- (1) **Anicka Marshall**
3636 I-10 Service Road South
Metairie, LA 70002

- (2) **Trey Causin**
3636 I-10 Service Road South
Metairie, LA 70002

- (3) **Gary Braun**
3636 I-10 Service Road South
Metairie, LA 70002

All Directors shall hold office for such period as may be provided by the By-Laws or until their successors are elected and have qualified or until removed from office.

ARTICLE VII **OFFICERS**

The Association's affairs shall be administered by officers elected by the Board of Directors as provided in the By-Laws. None of the officers need be a Director. Such officers shall serve at the pleasure of the Board of Directors. The initial officers' names and addresses are:

- | | |
|-----------------------------|--|
| President: | Anicka Marshall
3636 I-10 Service Road South
Metairie, LA 70002 |
| Vice President: | Trey Causin
3636 I-10 Service Road South
Metairie, LA 70002 |
| Secretary/Treasurer: | Gary Braun
3636 I-10 Service Road South
Metairie, LA 70002 |

The above named officers shall hold offices and serve until their successors are designated by the Board of Directors and have qualified, or until removed from office.

ARTICLE VIII **INDEMNIFICATION**

Each director and each officer of the Association shall be indemnified by the Association against all liabilities and expenses, including attorneys' fees reasonably incurred or imposed on him in connection with any proceeding in 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 Association, or any settlement thereof, regardless of whether he is an officer or director at the time such expenses are incurred, unless the officer or director is adjudged guilty of willful malfeasance or misfeasance in the performance of his duties. In 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 Association's best interest. The above described right of indemnification shall be in addition to and not exclusive of any other rights to which such director or officer may be entitled.

ARTICLE IX BY-LAWS

The Board of Directors shall adopt the first By-Laws of the Association. The By-Laws may be amended, changed or repealed in the manner therein provided.

ARTICLE X AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation of the Association may be amended in the following manner:

Either the Board of Directors by resolution or any member or members holding at least fifty-one (51%) percent of the voting power of the Association by written request may propose an amendment. The notice of any meeting at which a proposed amendment is considered shall include notice of the subject matter of the proposed amendment.

An amendment must be approved by sixty-seven (67%) percent of the voting power of the members of the Association present in person or by proxy entitled to vote at a duly called and constituted meeting of the Association. No amendment shall make any changes in the qualifications for membership nor in the voting rights of the members, without the approval of at least eighty (80%) percent of the voting power of all members present in person or by proxy and entitled to vote at a duly called and constituted meeting of the members. A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of St. Tammany Parish, State of Louisiana.

ARTICLE XI TERM OF THE ASSOCIATION

The period of duration of the Association shall be perpetual, unless the members elect to terminate the Association sooner by their unanimous approval. The termination of the Declaration shall also require termination of the Association.

ARTICLE XII

REGISTERED AGENT

The full name and address of the corporation's registered agent is:

**Clint Szubinski
3636 I-10 Service Road South
Metairie, LA 70002**

**ARTICLE XIII
INCORPORATOR**

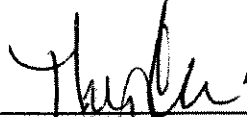
The name and post office address of the Incorporator of this corporation is:

**Clint Szubinski
3636 I-10 Service Road South
Metairie, LA 70002**

THUS DONE AND SIGNED on the date first hereinabove written in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

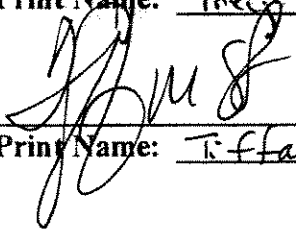
INCORPORATOR




Print Name: Tracy Cousins



Clint Szubinski



Print Name: Tiffany Easterline



**NOTARY PUBLIC
LA BAR NO. _____
MY COMMISSION IS ISSUE FOR LIFE**

**SHAWN M. BRIDGEWATER
NOTARY PUBLIC
STATE OF LOUISIANA
BAR ROLL NUMBER 17258
COMMISSION EXPIRES AT DEATH**

EXHIBIT "A"

Property Description

A certain parcel of land situated in Sections 17 and 20, Township 7 South, Range 10 East, St. Tammany Parish, Louisiana and more fully described as follows.

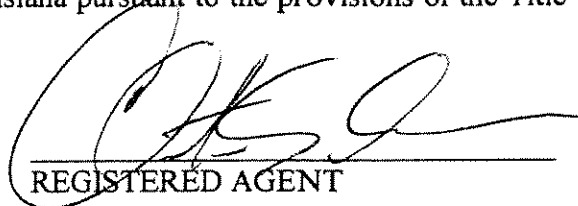
Commence at the Quarter (1/4) Corner common to Sections 17 and 20, Township 7 South, Range 10 East, said point being the POINT OF BEGINNING, and run North 00 degrees 16 minutes 45 seconds East a distance of 659.14 feet to; thence North 89 degrees 36 minutes 40 seconds East a distance of 36.46 feet; thence North 71 degrees 12 minutes 15 seconds East a distance of 322.16 feet to a point on a curve; thence along a curve to the left having a radius of 704.06 feet, a delta of 34 degrees 57 minutes 45 seconds, an arc length of 429.63 feet, and a chord which bears South 27 degrees 08 minutes 38 seconds East having a chord distance of 422.99 feet to a point of tangency; thence South 44 degrees 37 minutes 32 seconds East a distance of 104.39 feet to a point of curve; thence along a curve to the right having a radius of 644.07 feet, a delta of 44 degrees 47 minutes 17 seconds, an arc length of 503.47 feet, and a chord which bears South 22 degrees 13 minutes 53 seconds East having a chord distance of 490.75 feet to a point of tangency; thence South 00 degrees 09 minutes 45 seconds West a distance of 308.74 feet; thence North 75 degrees 14 minutes 00 seconds West a distance of 702.03 feet; thence North 89 degrees 47 minutes 00 seconds West a distance of 117.95 feet; thence North 00 degrees 13 minutes 00 seconds East a distance of 271.15 feet to the POINT OF BEGINNING, and containing 15.576 acres of land, more or less.

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT

STATE OF LOUISIANA

PARISH OF ORLEANS

On this ____ day of August, 2006, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared Clint Szubinski, with a mailing address of 3636 I-10 Service Road South, Metairie, LA 70002, who is to me known to be the person, and who, being duly sworn, acknowledged to me that he does hereby accept appointment as the Registered Agent of The Village at Guste Island Estates Homeowners Association, Inc., which is a corporation authorized to transact business in the State of Louisiana pursuant to the provisions of the Title 12, Chapter 1, 2 and 3.


REGISTERED AGENT

SUBSCRIBED AND SWORN TO BEFORE
ME THIS 12th DAY OF SEPTEMBER, 2006


NOTARY PUBLIC

SHAWN M. BRIDGEWATER
NOTARY PUBLIC
Parish of Jefferson, State of Louisiana
My Commission is Issued for Life