

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

CHARTER BOOK
REGISTERED AGENTS BOOK

ARTICLES OF INCORPORATION RB 428 NL 11637
OF
POINTE SOUTH PROPERTY HOME OWNERS' ASSOCIATION, INC.
A Non-Profit Corporation

BE IT KNOWN, that before me, the undersigned Notary Public, duly commissioned and qualified, personally came and appeared:

THOMAS M. LOCKWOOD,
a major resident and domiciliary of the Parish of East
Baton Rouge, State of Louisiana;

who declared, in my presence and in the presence of the undersigned competent witnesses, that, wishing to avail himself of the provisions of the Louisiana Non-Profit Corporation Law, La. R.S. 12:201, et seq, he does hereby organize a non-profit corporation and does hereby execute the Articles of Incorporation of POINTE SOUTH PROPERTY HOME OWNERS' ASSOCIATION, INC., a Non-Profit Corporation.

Notary Public for the State of Louisiana
I hereby certify that this is a true and correct copy
as taken from the original on file in this office.

ARTICLE I

NAME

Joe McKeithen
Joe McKeithen
Notary Public
Date: Aug - 2 2004

The name of this corporation is POINTE SOUTH PROPERTY HOME OWNERS' ASSOCIATION, INC., a Non-Profit Corporation.

ARTICLE II

NON-PROFIT CORPORATION

This corporation shall be a non-profit corporation.

ARTICLE III

LOCATION AND REGISTERED AGENT

3.1 The location of the registered office of POINTE SOUTH PROPERTY HOME OWNERS' ASSOCIATION, INC., a Non-Profit Corporation is:

20090 Tucker Road
Zachary, Louisiana 70791

3.2 The name and address of its registered agent is:

Thomas M. Lockwood
10621 N. Oak Hills Parkway, Ste. A
Baton Rouge, LA 70810

ARTICLE IV

OBJECTS AND PURPOSES

4.1 The corporation is organized and operated as a non-profit corporation under the laws of the State of Louisiana for the benefit of the residents and property owners of POINTE SOUTH SUBDIVISION in and related to the mission of the POINTE SOUTH PROPERTY HOME OWNERS' ASSOCIATION, INC., all as set forth in the Declaration of Covenants and Restrictions for POINTE SOUTH SUBDIVISION, and to provide a mechanism for the delivery of services and support to those individuals. This corporation shall be authorized to exercise all of the powers, rights and privileges granted to or conferred upon non-profit corporations by the Louisiana Non-Profit Corporation Law. All of the powers of this corporation shall be subject to and shall be exercised in accordance with these Articles, as they may be amended from time to time.

4.2 No substantial part of the activities of the corporation shall be the carrying on of propaganda or the attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office, including the publishing or distribution of any statements on behalf of or in opposition to any such candidate. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities which are prohibited as to: (a) a corporation exempt from federal income tax either under Section 501(c) of the Internal Revenue Code or under the corresponding Section of any

future federal tax code; or (b) a corporation, contributions to which are deductible either under Section 170(c) of the Internal Revenue Code or under the corresponding Section of any future federal tax code.

4.3 In furtherance of the objectives of the corporation, the corporation shall have the power and authority to hold any property or any undivided interest in property, without limitation as to the amount or value of same; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner that will, in the judgment of the directors, best promote the purposes of the corporation.

4.4 The corporation shall distribute its income for each taxable year at such time and in such manner as to insure that same is not subject to the tax on undistributed income imposed either under Section 4942 of the Internal Revenue Code or under the corresponding Section of any future federal tax code.

4.5 The corporation shall not engage in any act of self-dealing, all as same is defined either under Section 4941(d) of the Internal Revenue Code or under the corresponding Section of any future federal tax code.

4.6 The corporation shall not retain any excess business holdings, all as same are defined either under Section 4943(c) of the Internal Revenue Code or under the corresponding Section of any future federal tax code.

4.7 The corporation shall not make any investments in such manner as to subject it to tax either under Section 4944 of the Internal Revenue Code or under the corresponding Section of any future federal tax code.

4.8 The corporation shall not make any taxable expenditures, all as same are defined either under Section 4945(d) of the Internal Revenue Code or under the corresponding Section of

any future federal tax code. The corporation shall do everything necessary to maintain a tax-exempt status.

ARTICLE V

DURATION

5.1 The duration of this corporation shall either be for perpetuity or for such maximum time as may be authorized by the law of the State of Louisiana.

ARTICLE VI

AUTHORIZED CAPITAL AND MEMBERS

6.1 The corporation shall be organized on a membership basis and no capital stock will be issued. The corporation shall be operated and maintained by such membership dues and assessments and endowments as the Board of Directors shall determine to be necessary or acceptable for the proper functioning of the Corporation.

6.2 The amount of the levy and the method of collection of fees, dues, and assessments shall be fixed by the Board of Directors from time to time.

6.3 A person entitled to Membership shall be referred to as a "Member". The Members of the corporation shall be those men and women owning immovable property in the POINTE SOUTH SUBDIVISION, who have paid all current fees, dues, or assessments imposed by the Board of Directors, and whose membership shall be evidenced by a written receipt for the fees and dues aforesaid. Membership in the corporation shall, after reasonable notice and opportunity to be heard, be cancelled for failure to pay fees, dues or assessments imposed by the Board of Directors.

6.4 A Member shall be entitled to one vote for each Lot in the POINTE SOUTH SUBDIVISION of which he or she is the record Owner. Any person, including the Developer, owning more than one Lot shall be entitled to one vote for each Lot of which he or she is the record owner. However, when more than one person is a record Owner of a Lot in the POINTE SOUTH

SUBDIVISION, each of the persons holding such co-ownership shall be entitled to become Members of the Association, but such co-owner/Members shall be collectively entitled to only a single vote, to be exercised as they among themselves determine, as in no event shall more than one vote be cast with respect to any one Lot in the POINTE SOUTH SUBDIVISION. A member may vote personally or by proxy designated in writing.

ARTICLE VII

DIRECTORS

7.1 The powers of this corporation shall be exercised by a Board of Directors. The number of directors is hereby fixed at not more than 5, nor less than 3, and shall consist of members in good standing of the corporation elected by the membership of the corporation at the annual meeting of the corporation. The Directors elected by the membership shall thereafter elect from the Board's membership a President, a Secretary, a Treasurer, and such other officers as the Directors may deem advisable. The first Board of Directors of this corporation shall, however, be those persons stated in Article VII, Section 7.7 hereinbelow, and they shall serve until the first annual meeting to be held as set out herein. Any director absent from a meeting of the Board of Directors, or any committee thereof, may be represented by any other director, who may cast the absent director's vote according to his or her written instructions, whether general or special, filed with the secretary of the corporation, except for voting on the removal of a member of the Board of Directors.

7.2 All of the corporate powers of this corporation shall be vested in and all of the business and affairs of this corporation shall be managed by a Board of Directors.

7.3 The Board of Directors shall have the power to make, amend, and repeal by-laws to govern this corporation, provided that those by-laws are in accordance with and do not conflict with these articles. An amendment altering these articles may, however, be adopted only upon the vote of two-thirds of the voting members of the corporation, which vote must be undertaken at annual

or special meeting of the members the notice of which has set forth the proposed amendment or a summary of the amendment to be made thereby.

7.4 The Board of Directors shall further have authority to exercise all such other powers and to do all such other lawful acts and things which this corporation or its Members might do, unless prohibited from doing so by applicable laws, or by the Articles of Incorporation, or by the By-laws of the corporation or by any applicable provisions of the Internal Revenue Code.

7.5 No director or officer of the corporation shall have any personal liability to the corporation or its Members for monetary damages for breach of fiduciary duty as director or officer, provided, however, that this provision shall not limit the liability of a director or officer:

- 1) For any breach of the director or officer's duty of loyalty to the corporation or its Members;
- 2) For acts or omissions not in good faith or which involve intentional misconduct or known violation of law; or
- 3) Any transaction from which a director or officer derived an improper benefit.

7.6 The corporation shall indemnify its directors to the full extent permitted by Louisiana law.

7.7 The names and addresses of the initial directors are:

<u>Name and Address</u>	<u>Expiration of Term</u>
Mack David Stewart 20090 Tucker Road Zachary, LA 70791	Until first annual meeting or until replaced by a vote of the membership
Angie Gerage Stewart 20090 Tucker Road Zachary, LA 70791	Until first annual meeting or until replaced by a vote of the membership

McKenzy Stewart-Pilcher
20090 Tucker Road
Zachary, LA 70791

Until first annual meeting
or until replaced by a
vote of the membership

ARTICLE VIII

ANNUAL AND SPECIAL MEETINGS

8.1 An annual meeting of the Members shall be held on the first Friday in December each year at 11:00 a.m., and if a legal holiday, then on the next Friday. At such meeting, the Members shall elect the directors of the corporation and shall transact such other business as may come before the meeting. It shall be the duty of the President, and upon his or her failure or neglect, then of the Secretary or any officer of the corporation, to mail notices at least 10 days prior to this annual meeting to all members entitled to be present.

8.2 Special meetings of the Members may be called by the President or by a majority of the Board of Directors. Special meetings of the Members shall also be called by the President upon receipt by the President of a written demand, signed by fifty percent or more of the members of the corporation, requesting that a special meeting be conducted, said meeting to be conducted no later than 30 days and no sooner than 10 days from the date of the President's receipt of such notice.

8.3 A director may appear at any general or special Board of Directors meeting through a proxy granted to an individual for that purpose, provided the proxy is filed with the secretary of the corporation prior to the commencement of the meeting.

ARTICLE IX

DISTRIBUTION OF ASSETS DURING EXISTENCE AND UPON DISSOLUTION

9.1 No portion of the net earnings of the corporation shall inure to the benefit of or be otherwise distributed to its Members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services

rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

9.2 Upon the liquidation or dissolution of the corporation, its net assets shall be distributed to charitable organizations which at the time qualify as an exempt organization either under Internal Revenue Code Section 501(c)(3) or under the corresponding Section in any future federal tax code, all as selected by its Board of Directors. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction upon suitable proceedings brought exclusively for such purposes. No distributions in liquidation of the corporation shall be paid to any Member, trustee, director, officer or any private individual.

ARTICLE X

INCORPORATORS

The name and address of the incorporators of this corporation are:

Thomas M. Lockwood
10621 N. Oak Hills Parkway, Ste. A
Baton Rouge, LA 70810

THUS DONE AND SIGNED at Baton Rouge, Louisiana, on the 2nd day of August, 2004, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

C. J. ...
[Signature]

[Signature]
THOMAS M. LOCKWOOD

[Signature]
NOTARY PUBLIC

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT
ACT 769 OF 1987**


STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

On this 2nd day of August, 2004, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared Thomas M. Lockwood, 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 POINTE SOUTH PROPERTY HOME OWNERS' ASSOCIATION, INC., which is a non-profit corporation authorized under the laws of the State of Louisiana pursuant to the provisions of Title 12, Chapters 1, 2, and 3.


Thomas M. Lockwood
Registered Agent

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


Notary Public

ORIG 428 NO 11637
FILED AND RECORDED
EAST BATON ROUGE PARISH, LA.
2004 AUG 03 PM 02:24:06
FILED BY DOUG WELBORN
CLERK OF COURT & RECORDER
CERTIFIED TRUE COPY
BY _____
DEPUTY CLERK & RECORDER

CHARTER BOOK

016 430 11637

UNITED STATES OF AMERICA
State of Louisiana

Jox McKeithen
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

POINTE SOUTH PROPERTY HOME OWNERS' ASSOCIATION, INC.

Domiciled at ZACHARY, LOUISIANA,

Was filed and recorded in this Office on August 02, 2004,

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.

016 430 11637
FILED AND RECORDED
EAST BATON ROUGE PARISH, LA
2004 AUG 03 PM 02:24:45
FVL BK FOLIO
DOUG WELDON
CLERK OF COURT & RECORDER
CERTIFIED TRUE COPY
BY _____
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,
August 2, 2004*

Jox McKeithen
MBE 35752890N

Secretary of State

