

ARTICLES OF INCORPORATION**UNITED STATES OF AMERICA****OF****STATE OF LOUISIANA****LIVE OAK LANDING****HOMEOWNERS ASSOCIATION - I,****A Louisiana Nonprofit Corporation****PARISH OF ORLEANS**

BE IT KNOWN, that on this 12th day of March, 1999, before me, the undersigned Notary Public in and for the Parish and State aforesaid, personally came and appeared the undersigned party whose signature is subscribed who declares, in the presence of the undersigned competent witnesses that, availing itself of the provisions of the Louisiana Nonprofit Corporation Law, LSA-R.S. 12:201, *et seq.*, it does hereby organize a nonprofit corporation under and in accordance with these Articles of Incorporation as follows:

ARTICLE I

The name of this Corporation is Live Oak Landing Homeowners Association - I, A Louisiana Nonprofit Corporation. The taxpayer identification number of the Corporation is 72-1439561.

ARTICLE II

This Corporation is organized for and to carry on the following purposes:

a. To receive, process and exercise all of the rights established in favor of a homeowners association formed in accordance with (i) that certain Declaration of Covenants, Conditions & Restrictions for Belle Terre III, Live Oak Landing, Phases 1 and 2 (as hereinafter defined), executed, or to be executed, by Belle Terre Land, L.L.C., a Louisiana limited liability company ("Belle Terre Land"), and recorded, or to be recorded, in the conveyance records of St. John the Baptist Parish, Louisiana, which will affect and encumber those subdivisions of the Parish of St. John the Baptist, State of Louisiana, to be known as Belle Terre III, Live Oak Landing, Phases 1 and 2, LaPlace, Parish of St. John the Baptist, State of Louisiana ("Live Oak Landing Phases 1 and 2"), and (ii) any other building restrictions executed by Belle Terre Land affecting any future phases of Belle Terre III, Live Oak Landing, LaPlace, Parish of St. John the Baptist, State of Louisiana (collectively with Live Oak Landing Phases 1 and 2, the "Live Oak Landing Subdivision") and (iii) any other building restrictions executed by Belle Terre Land affecting immovable property owned by it, which the Board of Directors of this Corporation agrees to manage and maintain (with the building restrictions affecting Live Oak Landing Phases 1 and 2, any future phase of the Live Oak Landing Subdivision or any other property subject to buildings managed by this Corporation, collectively referred to as the "Declarations").

b. To exercise its powers and duties in order to assure and maintain a uniform quality of building and improvements in the Live Oak Landing Subdivision or any other property governed

by this Corporation and to afford joint protection to all parties present and future who purchase and own property therein subject to the Declarations;

c. To care for the property in the Live Oak Landing Subdivision or any other property governed by this Corporation and to take any action necessary or desirable in the judgment of the Board of Directors of this Corporation to keep said property in neat and in good order;

d. To pay taxes and assessments, if any, which may be levied by any governmental authority upon any property of this Corporation, or which may be held in trust for this Corporation;

e. To enforce covenants existing and created for the benefit of the property in the Live Oak Landing Subdivision or any other property governed by this Corporation and to pay all expenses incidental thereto, to enforce the decisions and rulings of this Corporation and to pay all of the expenses in connection therewith;

f. To provide for the maintenance and upkeep of undedicated common property (i.e., not falling within any one owner's property line) and landscaped and paved areas within the Live Oak Landing Subdivision or any other property governed by this Corporation, and, if such is reasonably deemed not to have been properly performed by an individual owner, to provide exterior maintenance and repairs of the improvements constructed upon said property as well as landscaping and gardening services for the individual lots in the Live Oak Landing Subdivision or any other property governed by this Corporation at said owner's expense;

g. To do any and all other lawful things and acts which this Corporation at any time, from time to time, shall in its discretion, reasonably deem to be in the best interests of the property in the Live Oak Landing Subdivision or any other property governed by this Corporation and to pay all costs and expenses in connection therewith;

h. To fix, levy and collect the rate per Lot (as hereinafter defined) of the annual charges and assessments to which each Lot in the Live Oak Landing Subdivision or any other property governed by this Corporation shall be assessed, together with such interest and costs of collection as may be incurred, and to administer the maintenance fund in which said charge or assessment shall be deposited. Such charges or assessments shall become a lien on each Lot as soon as due and payable and also shall become a personal obligation of the person who was the owner of such Lot at the time when the assessment fell due. No part of the net earnings of the Corporation shall inure to the benefit of any member or individual;

i. To acquire by gift, purchase or otherwise and own, hold, lease, maintain, operate, convey, sell, transfer, mortgage or otherwise encumber, dedicate for public use or otherwise dispose of property, real, personal or mixed;

j. To use the monies collected by this Corporation from charges or assessments and other sums received by this Corporation for the payment and discharge of all proper costs, expenses and obligations, including costs of public liability insurance, incurred by this Corporation in carrying out any or all of the purposes for which this Corporation is formed;

k. To borrow monies for the business of this Corporation from any bank, financial institution, corporation, person or entity and from time to time make, execute and issue promissory notes and other negotiable or non-negotiable instruments, continuing guaranties or evidences of indebtedness, and in order to secure such loan, to mortgage, pledge and/or grant security interests in any assets of this Corporation, with such security devices to contain a confession of judgment and the usual and customary Louisiana security clauses, all to be on such terms and conditions and to contain such rates of interest and repayment terms as the Board of Directors may deem necessary;

l. To do any and all lawful things which may be advisable, proper, authorized or permitted to be done by this Corporation, under and by virtue of any condition, covenant, restriction, reservation, charge or assessment affecting the property in the Live Oak Landing Subdivision, or any portion thereof, or any other property governed by this Corporation and to do and perform any and all acts which may be either necessary for or incidental to the exercise of any of the foregoing powers, or for the peace, health, comfort, safety or general welfare of the owners of the property in the Live Oak Landing Subdivision, or any portion thereof, or any other property governed by this Corporation and to have and exercise all the powers conferred by the laws of Louisiana upon a nonprofit corporation; and

m. To do any other act and power as conferred by the laws of Louisiana upon nonprofit corporations as may be approved by the Board of Directors of this Corporation.

ARTICLE III

The Corporation shall have a perpetual duration.

ARTICLE IV

The location of its registered office is and its post office address is 669 Belle Terre Boulevard, LaPlace, Louisiana 70068.

ARTICLE V

The Corporation's registered agent for service of process shall be:

V.M. Wheeler III
203 Carondelet Street, Suite 200
New Orleans, Louisiana 70130

ARTICLE VI

This Corporation shall be organized on a non-stock basis. There shall be two classes of membership of the Corporation:

A. Class I Members. A Class I member of this Corporation shall be the record owner, whether one or more persons or entities, of each of the subdivided lots of record in the Live Oak Landing Subdivision or such other property managed by this Corporation in accordance with the Articles of Incorporation of the Corporation, as shown by the conveyance records of St. John the Baptist Parish, Louisiana (collectively referred to as "Lots", and individually as "Lot"), who shall be entitled to one (1) vote for each Lot owned by him, her, it or them and shall have such voting rights to be exercised as provided in the By-laws of this Corporation. In the event of multiple owners of a Lot, such owners shall designate in writing to this Corporation the person authorized to vote the certificate of membership. A Class I member shall not have the right to sell, assign or transfer his, her or its certificate of membership to any person or entity separate from the transfer of ownership of the Lot related to such membership. The certificate of membership shall be an appurtenance to the ownership of the Lot and cannot be divided from the ownership of such Lot.

B. Class II Member. In addition to being a Class I member as the owner of Lots, the developer of Live Oak Landing Phases 1 and 2, Belle Terre Land, and its successors or assigns, shall also be the sole Class II member of this Corporation and shall have such voting rights as provided in the By-laws of this Corporation. Class II membership shall terminate upon the earlier happening of the following events: (i) when Belle Terre Land no longer owns any Lots in (x) the Live Oak Landing Subdivision or (y) such other property as may be managed by this Corporation or (ii) receipt by this Corporation of written notice by Belle Terre Land, or its successors or assigns, to terminate the Class II membership.

ARTICLE VII

Voluntary dissolution of this Corporation may be had upon the unanimous vote of the Board of Directors and upon compliance with the provisions of the Louisiana statutes regarding same. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer all of the remaining assets, real or personal, of the Corporation to Christopher Homes, Inc., a Louisiana non-profit corporation and a corporation qualified under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). This Corporation may be merged with any other corporation, partnership or association upon the unanimous vote of the Board of Directors.

ARTICLE VIII

The management of this Corporation shall be vested in a Board of Directors which shall consist of three (3) natural persons. The Class I membership shall appoint one (1) director and the Class II membership shall appoint two (2) directors. Upon termination of the Class II membership, the Class I membership shall appoint the three (3) directors to the Board of Directors. Directors need not be members. Members of the Board of Directors shall serve one (1) year terms, but may serve successive terms. The Board of Directors shall elect a President and a Secretary/Treasurer from the Board's membership annually to serve until the next board shall be duly elected as herein provided. The first Board of Directors of this Corporation and its first officers shall be those persons stated in Articles XIV and XV hereof, and they shall serve until the first annual meeting to be held as set out herein.

ARTICLE IX

Each Class I member shall be assessed quarterly dues in the amount of FORTY AND NO/100 (\$40.00) DOLLARS for each Lot owned, subject to such increases and/or decreases by this Corporation as provided in the Declarations; *provided, however*, Belle Terre Land, and/or its successors or assigns, shall have no obligation to pay any dues, including, but not limited to, dues resulting from its ownership of any Lots. The dues may be increased at the annual meeting of the members or at a special meeting called for such purpose in accordance with the By-laws of this Corporation. Annually, the Board of Directors shall adopt a budget to operate this Corporation, and this Corporation shall never adopt a budget which provides for expenditures in excess of annual dues or dues adopted for specific capital projects.

This Corporation has the right to impose and file in the mortgage records of St. John the Baptist Parish, Louisiana, a privilege against any Lot in accordance with LSA-R.S. 9:1145, as security for the failure of the member who owns said Lot to pay, after applicable notice and demand, (i) any dues, charges or expenses imposed upon such member by this Corporation, or (ii) any expenses, including, but not limited to, reasonable attorney's fees, incurred by this Corporation in maintaining a Lot or otherwise incurred by this Corporation in enforcing the Declarations.

In the event a member is delinquent in paying any dues, charges or expenses imposed upon such member by this Corporation or has otherwise violated the provisions of the Declarations, such defaulting member shall not have a right to vote until he, she, it or they has or have cured such violation.

ARTICLE X

Upon transfer of the duties, rights, powers and authority of the Architectural Control Committee to this Corporation in accordance with the Declarations, the Board of Directors, subject to obtaining the consent of the directors appointed by the Class II member, shall appoint the Architectural Control Committee. In the event of death or resignation of any member or members of the Architectural Control Committee, the Board of Directors, subject to the approval of the director(s) appointed by the Class II member, shall appoint a successor member or members, and until such successor member or members is or are appointed, the remaining members shall have the full right, authority and power to carry out the functions of the Architectural Control Committee as provided in the Declarations.

ARTICLE XI

At least one meeting shall be held of the membership each calendar year. The annual meeting of the voting members of the Corporation shall be held on the first Monday of the month of October, or in the event that date is a legal holiday, on the first Monday thereafter which is not a legal holiday. Special meetings of the membership may be called at any time by the President or the Board of Directors in accordance with said By-laws.

ARTICLE XII

Subject to obtaining the consent of the directors appointed by the Class II member, a majority of the Board of Directors shall have the power to make, amend and repeal the By-laws governing this Corporation, provided they are in accordance with and do not conflict with these Articles of Incorporation.

ARTICLE XIII

Amendments to these Articles of Incorporation of this Corporation shall require both (i) the consent of a majority of the Board of Directors of this Corporation and (ii) the unanimous consent of the directors appointed by the Class II member.

ARTICLE XIV

The names, addresses and terms of the first Directors are as follows:

<u>Name</u>	<u>Address</u>	<u>Term Expires</u>
Edgar A.G. Bright, III	300 Plaza, One Shell Square 701 Poydras Street New Orleans, LA 70139	October 4, 1999
Timothy E. Kelly	300 Plaza, One Shell Square 701 Poydras Street New Orleans, LA 70139	October 4, 1999
V.M. Wheeler III	203 Carondelet Street, Suite 200 New Orleans, LA 70130	October 4, 1999

ARTICLE XV

The first officers of this Corporation are:

Edgar A.G. Bright, III, President

Timothy E. Kelly, Secretary/Treasurer

The officers and directors of this Corporation shall serve until their successors are elected in accordance with the provisions herein.

ARTICLE XVI

The name and address of the Incorporator is as follows:

Name

Address

Belle Terre Land, L.L.C.

300 Plaza, One Shell Square
701 Poydras Street
New Orleans, Louisiana 70139

ARTICLE XVII

This Corporation shall indemnify the officers and directors of this Corporation to the fullest extent allowed by law, as fully and completely as though said provisions were recited herein in full, including the advance of expenses to the extent permitted by law.

The Incorporator, officers, and directors of this Corporation claim the benefits of the limitation of liability of the provisions of LSA-R.S. 12:24C and LSA-R.S. 9:2792.7 to the fullest extent allowed by law as fully and completely as though said provisions were recited herein in full.

No director or officer of this Corporation shall have personal liability to this Corporation or its members for monetary damages for breach of fiduciary duty as a director or officer of the Corporation, except to the extent required by law. A director or officer of this Corporation shall be entitled to indemnity to the fullest extent permitted under Louisiana law.

THUS DONE AND PASSED before me, in City of New Orleans, Parish of Orleans, State of Louisiana, on the day, month and year first above written, in the presence of the undersigned competent witnesses, after due reading of the whole.

WITNESSES:

INCORPORATOR:

BELLE TERRE LAND, L.L.C.

Helen R. Sheygen

By: STANDARD Mortgage Corporation,
its Manager

Jackie W. Marshall

By: Timothy E. Kelly
Timothy E. Kelly
Chief Financial Officer

V.M. Wheeler III

NOTARY PUBLIC
My Commission Is Issued For Life.