

ARTICLES OF INCORPORATION
OF
LAKWOOD ESTATES HOMEOWNER'S ASSOCIATION
STATE OF LOUISIANA
PARISH OF ORLEANS

BE IT KNOWN, on this 5th day of January, 1982, personally came and appeared before me, the undersigned Notary Public, the several subscribers hereto, each of the full age of majority, who declared to me, in the presence of the undersigned competent witnesses, that, availing themselves of the provisions of the Louisiana Business Corporations Law, relative to non-profit corporations (La. R.S. 12:201 et seq), they do hereby organize themselves, their successors and assigns, into 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 LAKWOOD ESTATES HOMEOWNER'S ASSOCIATION, INC.

ARTICLE II

DEFINITIONS

As used in these Articles of Incorporation, unless the context otherwise requires:

- A. Association means the corporation created by these Articles of Incorporation.
- B. Common Areas refers to the immovable property and improvements thereon described on Exhibit "A".
- C. Lot means any one of the seventy-seven (77) lots comprising the Property.
- D. Member or Members means the Owner or Owners of individual Lots who, by virtue of these Articles of Incorporation are members of the Association
- E. Owner or Owners means the owner of individual Lots.

- G. Property means the seventy-seven (77) lots in Lakewood Country Club Estates designated as Lots 24 through 28 of Square A, 17 through 61 of Square B and 1 through 27 of Square C as shown on a plan of resubdivision by J. J. Krebs & Sons, Inc., dated May 1, 1981, revised August 13, 1981, approved by the City Planning Commission of the City of New Orleans on December 27, 1981, registered in COB , folio , Orleans Parish, Louisiana.
- H. Servitudes, Restrictions and Privileges means those servitudes, restrictions and privileges imposed upon the Lots and the Common Areas for the benefits of the Owners by Lakewood Estates Development Corporation by act before Henry O'Connor, Jr., Notary Public, of even date herewith.

All other words or phrases shall have the meanings ascribed to them in the Act of Establishment of Servitudes.

ARTICLE III

PURPOSE

The Association is organized for the purpose of acquiring and managing the Common Areas for the use and benefit of the Owners pursuant to the provisions of the Servitudes, Restrictions and Privileges by Lakewood.

ARTICLE IV

POWERS

- A. To operate and manage the Common Areas for the use and benefit of the Owners of the Property as the agent of said Owners.
- B. To carry out all of the powers and duties vested in it pursuant to the Servitudes, Restrictions and Privileges by Lakewood.
- C. To exercise and enjoy all of the powers, rights and privileges granted to or conferred upon non-profit corporations by the Louisiana Corporation Law, La. R.S. 12:201, et seq.

ARTICLE V

MEMBERSHIP

The qualification of members, the manner of their admission and voting by members shall be as follows:

- A. This Association shall be organized without any capital stock.

- B. All Owners of Lots in the Property shall be members of the Association, and no other person or other entities shall be entitled to membership.
- C. Persons shall become members of the Association by the recording in the Conveyance records of the Parish of Orleans, State of Louisiana, of a deed or other instrument establishing a change of record title to a Lot and the delivery to the Association of a certified copy of such instrument, the new owner designated by such instrument thereby becoming a member of the Association, and the membership of the prior owner shall at that time be terminated.
- D. The interest of any member in any part of the Common Areas or in the funds and assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as an appurtenance to his Lot.
- E. Voting by the members of the Association in the affairs of the Association shall be on the following basis:

One (1) vote per Lot. Seventy-seven (77) total votes.

ARTICLE VI

CORPORATE EXISTENCE

This Association shall continue to exist so long as it shall own the Common Areas.

ARTICLE VII

REGISTERED AGENT AND OFFICE AND RESIDENT AGENT

The registered office and resident agent upon whom service of process may be effected for the Association is Henry O'Connor, Jr., and the registered agent's address is 1440 Oil & Gas Building, New Orleans, Louisiana 70112.

ARTICLE VIII

DIRECTORS

- A) Subject to the provisions of these Articles, the Declaration and the Act, all of the powers of this Association are vested in its Board of Directors.

- B) The Board of Directors shall consist of not less than three (3), nor more than five (5) members.
- C) The exact number of directors, the procedure for their election, their terms of office, qualifications, procedures for filling vacancies on the Board, procedures for removal of directors, compensation and the powers and duties of directors shall be established by the By-Laws of this Association.

ARTICLE IX.

DIRECTORS AND OFFICERS

The names and post office addresses of the first Board of Directors and the officers of the Association who shall hold office until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Michael A. LaForte, Jr.	6226 Jefferson Highway Harahan, Louisiana 70123	President
Wayne M. Schild	6226 Jefferson Highway Harahan, Louisiana 70123	Vice-President

ARTICLE X

INCORPORATOR

The following are the original incorporators and subscribers of the Articles of Incorporation of this Association.

<u>NAME</u>	<u>ADDRESS</u>
Wayne M. Schield	6226 Jefferson Highway Harahan, Louisiana 70123
Michael LaForte	6226 Jefferson Highway Harahan, Louisiana 70123

ARTICLE XI

BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors. The amendment, alteration or rescission of the By-Laws shall be by the Board of Directors, subject to the approval of not less than seventy-five (75%) percent of the Lot Owners as provided in Article V hereof.

ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION

SECTION 1. The Articles of Incorporation may be amended by the members at a duly constituted meeting for such purpose, provided, however, that no amendment shall take effect unless approved by a majority of the members of the Board of Directors and by not less than seventy-five (75%) percent of the Owners as provided in Article V hereof. Notice of the subject matter of any proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

SECTION 2. No amendment to the Articles of Incorporation shall be effective until the same has been recorded with the Secretary of State of the State of Louisiana and the Recorder of Mortgages for the Parish of Orleans, State of Louisiana.

ARTICLE XIII

ASSESSMENTS AND FUNDS

- A. All assessments paid by the Owners for the maintenance and operation of the Common Areas, shall be utilized by the Association to pay for the cost of said maintenance and operation. The Association shall have no interest in any funds received by it through assessments from the Owners except to the extent necessary to carry out the powers vested in it as agent for said Owners.
- B. The Association shall make no distribution of income to its members, directors or officers, and it shall be conducted as a non-profit corporation.
- C. Any funds held by the Association from its receipts, over and above its common expenses, shall be known as the common surplus of the Association and the same shall be held for the use and benefit of the members in proportion to the percentage of their ownership.
- D. Upon dissolution or final liquidation of this Association, the distribution to the members of this Association of the common surplus in proportion to the

percentage of their ownership of Lots shall not constitute or be deemed to be a dividend or distribution of income.

ARTICLE XIV
INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon 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 a director or officer of the Association, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein 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 to which such director or officer may be entitled.

THUS DONE AND SIGNED at my office in the City, Parish and State aforesaid, on the day, month and year set forth above, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

Brown S. Buccon
Cynthia J. Hill

INCORPORATORS

Michael LaForte
MICHAEL LaFORTE
Wayne M. Schild
WAYNE M. SCHILD

Clayton
NOTARY PUBLIC

FIFTH DISTRICT, LAKEWOOD COUNTRY CLUB ESTATES, PRIVATE ROADS

Commence at the intersection of the easterly right of way line of Lennox Boulevard and the northerly right of way line of Sewerage and Water Board right of way for Norman Canal, a point. Measure thence along the easterly right of way line of Lennox Boulevard S02 degrees 09 minutes 54 seconds W a distance of 2090.55 feet to a point; the point of beginning. Measure thence from the point of beginning N86 degrees 12 minutes 15 seconds E a distance of 149.74 feet; thence S27 degrees 01 minutes 50 seconds W a distance of 93.98 feet; thence S41 degrees 49 minutes 48 seconds E a distance of 76.01 feet; thence in a southerly direction along the arc of a curve to the right having a radius of 375.48 feet a distance of 149.57 feet; thence S19 degrees 00 minutes 23 seconds E a distance of 55.83 feet; thence in a southerly direction along the arc of a curve to the left having a radius of 624.90 feet a distance of 91.98 feet; thence N62 degrees 33 minutes 35 seconds E a distance of 120 feet; thence in a southerly direction along the arc of a curve to the left having a radius of 504.90 feet a distance of 50.08 feet; thence S62 degrees 33 minutes 35 seconds W a distance of 120.48 feet; thence in a southerly direction along the arc of a curve to the left having a radius of 624.90 feet a distance of 290.27 feet; thence S58 degrees 38 minutes 39 seconds E a distance of 171.92 feet; thence in an easterly direction along the arc of a curve to the left having a radius of 1,102.6 feet a distance of 212.93 feet; thence S69 degrees 42 minutes 30 seconds E a distance of 77.43 feet; thence in an easterly direction along the arc of a curve to the right having a radius of 75 feet a distance of 132.92 feet; thence S31 degrees 50 minutes 02 seconds W a distance of 294.20 feet; thence in a southerly direction along the arc of a curve to the left having a radius of 25 feet a distance of 21.03 feet; thence in a southerly direction along the arc of a curve to the right having a radius of 50 feet a distance of 136.76 feet; thence in a westerly direction along the arc of a curve to the left having a radius of 25 feet a distance of 21.03 feet; thence N87 degrees 50 minutes 06 seconds W a distance of 616.26 feet; thence in a westerly direction along the arc of a curve to the left having a radius of 64 feet a distance of 24.66 feet; thence in a westerly direction along the arc of a curve to the right having a radius of 86 feet a distance of 33.14 feet; thence S02 degrees 09 minutes 54 seconds W a distance of 109.00 feet; thence N87 degrees 50 minutes 06 seconds W a distance of 65 feet; thence N02 degrees 09 minutes 54 seconds E a distance of 30.00 feet; thence N00 degrees 12 minutes 05 seconds E a distance of 140.08 feet; thence S87 degrees 50 minutes 06 seconds E a distance of 754.75 feet; thence in an easterly direction along the arc of a curve to the left having a radius of 50 feet a distance of 52.65 feet; thence N31 degrees 50 minutes 02 seconds E a distance of 306.51 feet; thence in a northerly direction along the arc of a curve to the left having a radius of 25 feet a distance of 44.31 feet; thence N69 degrees 42 minutes 30 seconds W a distance of 77.43 feet; thence in a westerly direction along the arc of a curve to the right having a radius of 1152.64 feet a distance of 115.50 feet;

EXHIBIT

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thence S31 degrees 50 minutes 02 seconds W a distance of 155.71 feet; thence in a westerly direction along the arc of a curve to the left having a radius of 75 feet a distance of 78.97 feet; thence N87 degrees 50 minutes 06 seconds W a distance of 322.65 feet; thence in a westerly direction along the arc of a curve to the left having a radius of 20 feet a distance of 16.12 feet; thence in a northerly direction along the arc of a curve to the right having a radius of 45 feet a distance of 143.23 feet; thence in a northerly direction along the arc of a curve to the left having a radius of 20 feet a distance of 16.12 feet; thence in a northerly direction along the arc of a curve to the left having a radius of 25 feet a distance of 21.03 feet; thence in a southerly direction along the arc of a curve to the right having a radius of 50 feet a distance of 241.18 feet; thence in a southerly direction along the arc of a curve to the left having a radius of 25 feet a distance of 21.03 feet; thence S02 degrees 09 minutes 54 seconds W a distance of 40.33 feet; thence in an easterly direction along the arc of a curve to the left having a radius of 20 feet a distance of 31.42 feet; thence S87 degrees 50 minutes 06 seconds E a distance of 324.56 feet; thence in a northerly direction along the arc of a curve to the left having a radius of 25 feet a distance of 26.32 feet; thence N31 degrees 50 minutes 02 seconds W a distance of 151.73 feet; thence in a westerly direction along the arc of a curve to the right having a radius of 1152.64 feet a distance of 56.92 feet; thence N58 degrees 38 minutes 39 seconds W a distance of 171.92 feet; thence in a northerly direction along the arc of a curve to the right having a radius of 674.90 feet a distance of 466.90 feet; thence N19 degrees 00 minutes 23 seconds W a distance of 55.83 feet; thence in a northerly direction along the arc of a curve to the left having a radius of 325.48 feet a distance of 129.65 feet; thence in a westerly direction along the arc of a curve to the left having a radius of 95.39 feet a distance of 55.46 feet; thence N87 degrees 50 minutes 06 seconds W a distance of 57.61 feet to a point on the easterly right of way line of Lennox Boulevard; thence along said easterly line N02 degrees 09 minutes 54 seconds E a distance of 130 feet to a point, the point of beginning.

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