

ARTICLES OF INCORPORATION  
OF  
ARABELLA RESIDENTIAL  
HOMEOWNER'S ASSOCIATION, INC.

UNITED STATES OF AMERICA  
STATE OF LOUISIANA  
PARISH OF JEFFERSON

BE IT KNOWN, that on this 13 day of April, 2002.

BEFORE ME, the undersigned Notary Public, duly commissioned and qualified in and for the Parish of Jefferson, State of Louisiana, and in the presence of the witnesses hereinafter named and undersigned:

**PERSONALLY CAME AND APPEARED:**

**ARABELLA RESIDENTIAL, A LOUISIANA LIMITED LIABILITY COMPANY,  
and  
ARABELLA STATION, A LOUISIANA LIMITED LIABILITY COMPANY,  
(hereinafter collectively called the "Developers");**

Who declared that availing itself of the provisions of the Louisiana Non-Profit Corporation Law (Title 12, Chapter 2, Louisiana Revised Statutes of 1950, as amended), it does by these presents form and organize, for the use and benefit of all persons who may join or become associated therewith, a non-profit corporation for the objects and purposes and under the covenants, stipulations and agreements as hereinafter set forth:

**ARTICLE I  
NAME**

The name of this corporation is and shall be:

**ARABELLA RESIDENTIAL HOMEOWNER'S ASSOCIATION, INC.**

**ARTICLE II  
PURPOSE AND POWERS**

The object and purpose of the Corporation is and shall be to provide for the administration, management and operation of the Arabella Residential pursuant to the terms and conditions of the Covenants and Restrictions of the Arabella Residential. The Corporation shall administer and

Each member of the Board need not be a lot Owner. The names and addresses of the initial directors are as follows:

NAME	ADDRESS
Gerard O. Conrad	834 Opelousas Avenue New Orleans, LA 70114
Stephen J. Eland	834 Opelousas Avenue New Orleans, LA 70114
Christopher A. Sarpy	3021 Ridgelande Suite 203 Metairie, La 70002
Neal Hixon	129 W. Oakridge Parkway Metairie, LA 70005

The initial directors shall hold office until the election of their successors, in accordance with the By-Laws. Directors may vote at any director's meeting by proxy given to any other members of the Board, provided in those cases where written notice of a meeting setting forth the specific issue(s) to come before the Board is given, such proxy contains an instruction or instructions to vote yes or nay on such specific issue(s). Any vacancy occurring among directors elected by the membership, by death, resignation, or otherwise, shall be filled by election for the unexpired term at a special meeting of the membership to be called upon five (5) days written notice. The term(s) of director(s) so elected shall expire on the date of the next special meeting called for the purpose of filling vacancies on the Board. A majority of the directors in person or by proxy shall constitute a quorum, and such quorum shall be necessary to consider any question that may come before any meeting of the directors. If such a quorum is not present at duly assembled meeting, a majority of those present may adjourn the meeting from time to time, but may not transact any other business until such a quorum is secured. A quorum being present, the affirmative vote of a majority of the directors present shall be necessary to decide any questions. The directors shall serve without compensation.

amendment shall take effect unless approved by a majority of the members of the Board and by the voting members of the corporation having at least seventy (70%) percent of the total votes. Any amendments to these Articles of Incorporation may also be approved by any member of the Board or by any member of the Corporation by an instrument in writing executed before, during or after said duly constituted meeting. 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.

ARTICLE XI  
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 malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in 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.


THIS DONE AND SIGNED in my office in the City of Metairie, on the day month, and year first written, in the presence of the undersigned competent witnesses and me, Notary, after reading of the whole.

WITNESSES:



INCORPORATORS:

ARABELLA RESIDENTIAL,  
A LOUISIANA LIMITED LIABILITY COMPANY

  
By: Stephen J. Basil, Managing Member

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED REGISTERED AGENT**

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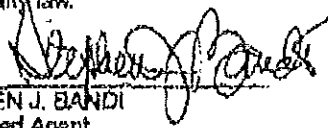
To the Secretary of State  
State of Louisiana

STATE OF LOUISIANA  
PARISH OF JEFFERSON

On this 10<sup>th</sup> day of October, 2001, before me, a Notary Public in and for the State and parish aforesaid, personally came and appeared:

Stephan J. Bandi

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 Arabella Residential, L. L. C., which is a Limited Liability Company authorized to transact business in the State of Louisiana pursuant to the provisions of the Louisiana Limited Liability Company law.



STEPHEN J. BANDI  
Registered Agent

SWORN TO AND SUBSCRIBED  
BEFORE ME, THIS 10th DAY  
OF OCTOBER, 2001

  
NOTARY PUBLIC