

EXHIBIT B

ARTICLES OF INCORPORATION

OF

MILLS ROW CONDOMINIUMS HOMEOWNERS ASSOCIATION, INC.

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

MILLS ROW CONDOMINIUMS HOMEOWNERS ASSOCIATION, INC.

Domiciled at NEW ORLEANS, LOUISIANA,

Was filed and recorded in this Office on June 20, 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,
June 20, 2006*

Al Ater
ATH 36209855N

Secretary of State



**ARTICLES OF INCORPORATION
OF
MILLS ROW CONDOMINIUMS HOMEOWNERS ASSOCIATION, INC.**

STATE OF LOUISIANA

PARISH OF ORLEANS

BE IT KNOWN, that on this 19th day of June, 2006, personally came and appeared, the undersigned Notary Public, the subscriber hereto, 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 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 **MILLS ROW CONDOMINIUMS HOMEOWNERS 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. Condominium refers to the immovable property described on **EXHIBIT "A"** and the legal status thereof imposed by the establishment of a condominium regime affecting it.
- C. Condominium Unit means a condominium parcel, consisting of a Unit in the Condominium and its appurtenant interest in the common elements of the Condominium as established by the Declaration.
- D. Declaration an instrument in conformity with the provisions of LSA-R.S.9:1121, *et. seq.*, executed and registered for the purpose of submitting to the condominium form of ownership the immovable property described in **EXHIBIT "A."**
- E. Member or Members means the Owner or Owners of individual Condominium Units in the Condominium who, by virtue of these Articles of Incorporation, are members of the Corporation.
- F. Owner or Owners means the owner of individual Condominium Units in the Condominium.

All other words or phrases shall have the meanings ascribed to them in the Declaration.

ARTICLE III

PURPOSE

The Association is organized for the purpose of operating and managing the Condominium for the use and benefit of the Unit Owners.

ARTICLE IV

POWERS

The Association shall have and exercise the powers:

- A. To operate and manage the Condominium for the use and benefit of the Owners of the Condominium Units as the agent of said Owners.
- B. To carry out all of the powers and duties vested in it pursuant to the Declaration.
- 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, LSA-R.S. 12:201, et. seq., as now or hereafter in force.
- D. To exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations of a similar character by the provisions of the Louisiana Condominium Act in LSA-R.S. 9:1121, et. seq., as now or hereafter in force.

All of the powers of this Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration, together with its supporting documents, which govern the use of the Condominium to be operated and administered by this Association.

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 Condominium Units in the Condominium shall be Members and no other person or entity shall be entitled to membership.
- C. After the Declaration has been registered, persons shall become Members by the registry in the conveyance records of the Parish of Orleans, State of Louisiana, of an act of sale or other instrument vesting in them title to a Unit and the delivery to the Association of a true copy of such instrument. The new Owner designated by such instrument shall then become a Member and the membership of the prior Owner shall at that time be terminated.
- D. The interest of any Member in any part of the Condominium 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 Condominium Unit.

- E. Voting by the Members in the affairs of the Association shall be on the following basis:

The aggregate number of votes for all Owners shall be one hundred (100) and shall be divided among the Owners in accordance with the respective percentages of ownership interest in the Common Elements. If any Owner consists of more than one person, the voting rights of such Owner shall not be divided but shall be exercised as if the Owner consisted of only one person in accordance with the proxy or other designation made by the persons constituting such Owner.

- F. Notwithstanding any provision to the contrary, any Unit Owner not current in the payment of any assessment due the Association shall not be entitled to vote at any meeting of the Association.

Voting rights shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws of the Association.

ARTICLE VI

CORPORATE EXISTENCE

The Association shall continue to exist so long as the Condominium shall be in existence.

The Association may be terminated by termination of the Condominium in accordance with the conditions set forth in the Declaration of Condominium and supporting documents.

ARTICLE VII

REGISTERED AGENT AND OFFICE AND RESIDENT AGENT

The registered agent upon whom service of process may be effected for the corporation is Randy Opotowsky, The Steeg Law Firm, L.L.C., Suite 3201, 201 St. Charles Avenue, New Orleans, Louisiana 70170, and the registered office of the corporation is 909 Poydras Street, 31st Floor, 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 directors, the procedure for their election, their terms of office, qualifications, procedures for filing 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 addressed 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>OFFICE</u>
David Abbenante	909 Poydras Street, 31 st Floor New Orleans, Louisiana 70112	Director/President/
Ray Spadafora	909 Poydras Street, 31 st Floor New Orleans, Louisiana 70112	Director/Secretary/ Treasurer
Edward Boettner	909 Poydras Street, 31 st Floor New Orleans, Louisiana 70112	Director

ARTICLE X

INCORPORATOR

The following is the original incorporator and subscriber of the Articles of Incorporation of this Association.

<u>NAME</u>	<u>ADDRESS</u>
Edward Boettner	909 Poydras Street, 31 st Floor New Orleans, Louisiana 70112

ARTICLE XI

BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors. Amendment, alteration or rescision of the By-Laws shall be by the Board of Directors, subject to the approval of not less than sixty-seven (67%) percent of the Owners as provided in Article V(E.) hereof.

ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION

SECTION 1. These 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 sixty-seven (67%) percent of the Owners as provided in Article V(E.) 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 these Articles of Incorporation which in any way changes the percentage of ownership owned by any Member in the Common Elements of the Condominium, or which in any way changes or modifies the voting rights of any Member, or which in any way modifies the percentage of the assessment to be levied against any Member for the

operation and maintenance of the Condominium may be made without the written approval of all of the Members.

SECTION 3. 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 in the Charter Record Books of 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 Condominium 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 the Common Expenses of the Condominium, 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 in the Common Elements of the Condominium.
- D. Upon termination of the Condominium and 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 in the Common Elements 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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]


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: Darlene H. Walsh


EDWARD BOETTNER


Print Name: Shawn S. Borne

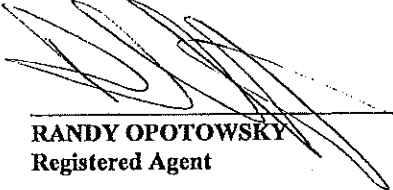

RANDY OPOTOWSKY, La. Bar No. 10222
NOTARY PUBLIC

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

STATE OF LOUISIANA

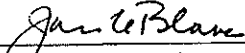
PARISH OF ORLEANS

On this 19th day of June, 2006, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared **RANDY OPOTOWSKY**, 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 Mills Row Condominiums 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.



RANDY OPOTOWSKY
Registered Agent

SWORN TO AND SUBSCRIBED
before me on the 19th day of
June, 2006



NOTARY PUBLIC
JAN LEBLANC
NOTARY PUBLIC
ID # 3896

EXHIBIT A.

TO ARTICLES OF INCORPORATION

PROPERTY DESCRIPTION

THAT CERTAIN PORTION OF GROUND, together with all the buildings and improvements thereon and all of the rights, ways, privileges, servitudes and advantages thereunto belonging, or in anywise appertaining, situated in the First District of the City of New Orleans, State of Louisiana, SQUARE NO. 48, bounded by Tchoupitoulas, Calliope, Canet and South Peters Streets, and according to the plan and resubdivision of Walter J. Stone Land Surveyor dated June 7, 2000, approved by the City Planning Commission on December 8, 2004, and registered on January 7, 2005, in CIN 298950, of the conveyance records of Orleans Parish, Louisiana. Said lot is designated as LOT MR and measures as follows:

LOT MR forms the intersection of John Churchill Chase Street and Tchoupitoulas Street and measures thence 95 feet and 11 inches 3 lines front on Tchoupitoulas Street, by width in the rear of 95 feet, 11 inches, 3 lines by depth and frontage along John Churchill Chase Street a distance of 117 feet 8 inches 2 lines by depth on the opposite sideline of 117 feet 8 inches 2 lines. LOT MR is comprised of former Lots 9, 4 or 11, and 5 or 10.

The improvements thereon bear Municipal No. 450 John Churchill Chase Street, New Orleans, Louisiana.

Being the same property acquired by Mills Row, L.L.C. by act registered on September 11, 2003, in CIN 266822, of the conveyance records of Orleans Parish, Louisiana.