

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*  
the annexed transcript of

SAVANNAHS HOMEOWNERS' ASSOCIATION, INC.

Was prepared by and in this office from the record on file,  
of which purports to be a copy, and that it is full, true  
and correct.

*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,*  
September 19, 2006

RRO 35598987N  
*Al Ater*

*Secretary of State*



**ARTICLES OF INCORPORATION  
OF  
SAVANNAHS HOMEOWNERS' ASSOCIATION, INC.**

BE IT KNOWN, that on this 14<sup>th</sup> day of November, 2003 before me, the undersigned Notary Public in and for the Parish and State aforesaid,

**PERSONALLY CAME AND APPEARED:**

SAVANNAHS DEVELOPMENT, CO., INC. herein represented by its President, Kenneth, Lopicolo, a Louisiana Corporation, doing business in the Parish of St. Tammany, State of Louisiana, whose mailing address is: 150 Branch Crossing Drive, Covington, LA 70433; and availing itself of the provisions of Article IV, Section 1. A., of the Declaration of Covenants, Conditions, and Restrictions of Savannahs Subdivision, City of Covington, St. Tammany Parish, Louisiana, dated October 21, 2003, and registered in the office of the Clerk of Court for the Parish of St. Tammany, State of Louisiana on October 24, 2003, in Conveyance Instrument No. 1399322 (hereinafter the "Declaration"), does hereby organize a non-profit corporation in accordance with the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of this corporation is **Savannahs Homeowners' Association, Inc.**,  
(hereinafter referred to as the "Association".)

**ARTICLE II  
PURPOSE**

The purpose of this Corporation is to provide for the acquisition, construction,

management, maintenance and care of the *property of the Corporation*, to the fullest extent permitted by the laws of the United States, located within the Savannahs Subdivision in the City of Covington, St. Tammany Parish, Louisiana and comprising the Common Areas as defined in the Declaration of Covenants, Conditions and Restrictions of Savannahs Subdivision, City of Covington, St. Tammany Parish, Louisiana, dated October 21, 2003, and registered in the office of the Clerk of Court for St. Tammany Parish, Louisiana, on October 24, 2003, in Conveyance Instrument No. 1399322, (the "Declaration") to provide a legal entity for the enforcement of the Declaration and any Supplementary Declarations. This Corporation is also organized to provide a legal entity for the development, management, regulation, operation and maintenance of the subdivision easements, roads, improvements, green belts, common areas, entrance features, and other properties of every kind and character located in the Savannahs Subdivision, and to engage in any activity for which corporations may be formed under the Louisiana Nonprofit Corporation Law. This Corporation shall exercise all functions, duties and powers set forth in the Declaration. This Corporation shall have the rights and duties to file suit or otherwise enforce the Declaration and any Supplementary Declarations.

**ARTICLE III**  
**TERM OF EXISTENCE**

This corporation shall have perpetual existence; provided, however, that it shall have a minimum existence of twenty-five (25) years from the date hereof, and that this provision shall not be amended without the consent of seventy-five (75%) percent of the Members of this Corporation.

**ARTICLE IV**  
**DUTIES AND POWERS OF THE ASSOCIATION**

The Association's duties and powers shall include, but not be limited to, and be governed by the following provisions:

1. The Association shall have all the powers authorized by the laws of the State of Louisiana, and in particular, the Louisiana Non-Profit Corporation Law, and any amendments thereto.
2. The Association shall have the following powers, rights and duties under the Declaration, any Supplementary Declaration, the Founding Documents, the Governing Documents and the rules and regulations of the Association:
  - A. To maintain and improve the easements, roads, green belts, common areas, gates and entrance features of Savannahs Subdivision.
  - B. To enact, amend and enforce reasonable rules and regulations for the use of the properties within Savannahs Subdivision.
  - C. To enforce, by all legal means possible the provisions of the Declaration, any Supplementary Declaration, the Founding Documents, the Governing Documents and the rules and regulations of the Association, as they apply to those properties located within Savannahs Subdivision.
  - D. To enter into contracts and agreements for the management, maintenance, operation and improvement of the properties located within Savannahs Subdivision.
  - E. To collect assessments for Savannahs Subdivision and to use the proceeds of these assessments to carry out its powers, rights, duties and obligations herein.
  - F. To open and administer bank accounts in the name of this Corporation.
  - G. To conduct the activities and obligations of the Architectural Review Committee and any other committees for Savannahs Subdivision.

**ARTICLE V**  
**NONPROFIT**

This corporation is a nonprofit corporation as defined in the Louisiana Nonprofit Corporation Law and does not contemplate pecuniary gain or profit, direct or indirect, to its members.

**ARTICLE VI**  
**NON-STOCK MEMBERSHIP**

This corporation is and shall be organized on a non-stock basis.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors, which shall consist of not less than three (3) nor more than nine (9) directors. The directors shall be appointed in accordance with the Bylaws, or if no longer appointed, elected at the annual meeting of the Members in accordance with the Bylaws. Directors appointed in any manner need not be Members of the Corporation. Elected directors **must** be Members of the Corporation. Further, elected directors must be in good standing, with no outstanding amounts due to the Savannahs Homeowners' Association, Inc. or any subassociation, and with no violations of the Declaration and any Supplementary Declaration or any supplements or amendments thereto. In the event an Association director or directors does not perform his or her duties and obligations or otherwise fails to perform his or her duties and obligations, is negligent in his or her acts or omissions or commits a criminal act, the Savannahs Homeowners' Association, Inc. or the Declarant can remove that director or directors, whether they be appointed or elected, and appoint a director or directors.

The names and addresses of the initial directors, who shall serve until their successors are appointed, or elected at the annual meeting of the members in accordance with the bylaws, are as follows:

Kenneth Lopiccolo	D.C. Peterson	Chuck Peterson
21056 Smith Road	1335 Regents Park Dr., Suite 105	1335 Regents Park Dr., Suite 105
Covington, LA 70435	Houston, TX 77058	Houston, TX 77058

The directors shall elect or appoint a President, Vice-President, Secretary, Treasurer, and such other officers as they may deem necessary. The duties of the officers shall be prescribed by the bylaws of this Corporation. Officers need not be Members of the Corporation, but those officers who are Members of the Corporation **must** be Members in good standing, with no outstanding amounts due to the Savannahs Homeowners' Association, Inc. or any subassociation, and with no violations of the Declaration and any Supplementary Declaration or any supplements or amendments thereto.

Any director may vote at any directors' meeting by written proxy given to any other member of the Board of Directors. A majority of the directors present either in person or by proxy shall constitute a quorum, and such a quorum shall be necessary and sufficient to consider any question that may come before any meeting of the directors, unless otherwise provided in the Declaration or herein.

The directors shall have the power to make, amend or repeal bylaws of the Corporation at any regular or special meeting of the directors, which need not be called for the express purpose of making, amending or repealing bylaws, and which may be called, convened, and conducted without any notice to the Board members of the purpose of the meeting, subject always to the power of a majority of the voting members of this Corporation to change the action of the directors.

The directors shall also have all of the rights, powers and duties set forth or implied in the Declaration and any Supplementary Declaration and any amendments thereto.

**ARTICLE VIII**  
**OFFICERS**

The Association's affairs shall be administered by the officers of the Association. Such officers shall serve at the pleasure of the Board of Directors.

The officers shall hold office and serve until their successors are designated by the Board of Directors and have qualified or until removed from office. Officers need not be Members of the Corporation, but those officers who are Members of the Corporation **must** be Members in good standing, with no outstanding amounts due to the Savannahs Homeowners' Association, Inc. or any subassociation, and with no violations of the Declaration and any Supplementary Declaration or any supplements or amendments thereto. In the event an Association officer or officers does not perform his or her duties and obligations as stated in Article IV, Section 3 above or otherwise fails to perform his or her duties and obligations, is negligent in his or her acts or omissions or commits a criminal act, the Savannahs Homeowners' Association, Inc. or the Declarant can remove that officer or officers, whether they be appointed or elected, and appoint an officer or officers in that person's place.

**ARTICLE IX**  
**INDEMNIFICATION**

Each director and each officer of the Savannahs Homeowners' Association, Inc. is indemnified by the Association against all liabilities and expenses, including attorneys' fees and court costs, reasonably incurred or imposed upon said party in connection with the performance of their duties or in connection with any proceeding in which said party may become involved, by reason of being or having been a director or officer of the Savannahs Homeowners'

Association, Inc, or any settlement thereof, regardless of whether the party is a director or officer at the time such liabilities and expenses are incurred, unless the director or officer is adjudged guilty of willful malfeasance or malfeasance in the performance of their duties. In the case of a settlement, the indemnification provided for herein shall apply only when the Board of Directors approves such settlement and reimbursement. The above right of indemnification is not exclusive of all other rights to which such directors and officers may be entitled to under the law.

**ARTICLE X**  
**REGISTERED OFFICE**

The address of the Corporation's registered office is: 150 Branch Crossing Drive, Covington, LA 70433.

**ARTICLE XI**  
**REGISTERED AGENT**

The full name and post office address of the Corporation's registered agent is:

Kenneth Lopiccio  
150 Branch Crossing Drive  
Covington, LA 70433

who hereby accepts the office of registered agent as evidenced by the notarized affidavit of registered agent attached hereto.

**ARTICLE XII**  
**INCORPORATOR**

The name and mailing address of the incorporator is Savannahs Development, Co., Inc., 150 Branch Crossing Drive, Covington, LA 70433.



**ARTICLE XIII**  
**DISSOLUTION**

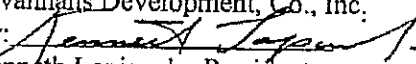
Upon dissolution or other termination of the Corporation, no part of the property of the Corporation, nor any of the proceeds thereof, shall be distributed to the Members of the Corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the Corporation, be distributed to a non-profit unincorporated association which, under the terms of the Declaration, shall thereupon automatically and without further action be formed, and which shall succeed to all the rights, powers and duties of the Corporation, and which shall assume all of the Corporation's obligations.

**ARTICLE XIV**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be adopted, amended or repealed by affirmative vote of a majority of the members of the Board of Directors at any regular or special meeting of the Board of Directors of the Savannahs Homeowners' Association, Inc., along with the consent of the Declarant, or its designees or assignees, or by the Members of Savannahs Homeowners' Association, Inc. upon the affirmative vote of fifty-one (51%) of the voting power of the Savannahs Homeowners' Association, Inc. and along with the consent of the Declarant, or its designees or assignees.

**INCORPORATOR:**

Savannahs Development, Co., Inc.

By:   
Kenneth Lopiccolo, President

EXECUTION DATE: November 14, 2003

**ACKNOWLEDGMENT**

**STATE OF LOUISIANA**

**PARISH OF ST. TAMMANY**

On November 14, 2003, before me, Notary, and the undersigned witnesses personally appeared Kenneth Lopiccolo, President of Savannahs Development Co., Inc., known to me to be the person described herein who acknowledged that he executed, the Articles of Incorporation of Savannahs Homeowners' Association, Inc., in his capacity as the President of Savannahs Development Co., Inc., as its own free act and deed.

**INCORPORATOR:**

Savannahs Development, Co., Inc. -

By: *Kenneth Lopiccolo*  
Kenneth Lopiccolo, President

EXECUTION DATE: November 14, 2003

**WITNESSES:**

*Rebecca Guglielmo*  
Rebecca Guglielmo  
*Kathie Watson*  
Kathie Watson

*Della J. Steinhauer*  
Notary Public  
My Commission is for Life  
Della J. Steinhauer

**AFFIDAVIT OF  
REGISTERED AGENT**

STATE OF LOUISIANA

PARISH OF ST. TAMMANY

Della J. Steinhauer  
**BEFORE ME,** \_\_\_\_\_, a Notary Public, duly commissioned

and qualified in the Parish and State aforesaid, and in the presence of the two undersigned competent witnesses, personally came and appeared:


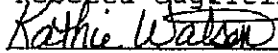
Kenneth Lopiccolo, person of the full age of majority, who after being duly sworn, did depose and state:

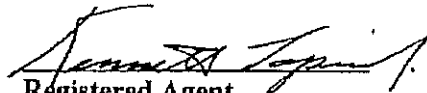
That he hereby acknowledges and accepts the appointment as Registered Agent of Savannahs Homeowners' Association, Inc.

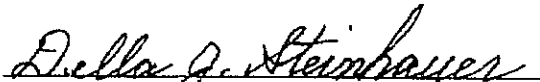
That this affidavit is made in accordance with L.S.A.-R.S. 12:236 (c) (2).

**IN WITNESS WHEREOF**, the undersigned has executed this affidavit this 14th day of November, 2003, in the presence of the two undersigned competent witnesses and me, Notary, after due reading of the whole.

**WITNESSES:**

  
Rebecca Guglielmo  
  
Kathie Watson

  
Registered Agent

  
**NOTARY PUBLIC**  
**MY COMMISSION IS FOR LIFE**