

ARTICLES OF INCORPORATION
OF
TCHEFUNCTE TRACE HOMEOWNERS
ASSOCIATION

UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF ST. TAMMANY

BE IT KNOWN, that on this 13th day of December, in the year of Our Lord one thousand nine hundred and ninety-four,

BEFORE ME, the undersigned Notary Public, duly commissioned and qualified in and for the State and Parish aforesaid, and in the presence of the undersigned competent witnesses,

PERSONALLY CAME AND APPEARED:

POOLE PROPERTIES, INCORPORATED, a Louisiana corporation domiciled in St. Tammany Parish, represented herein by John M. Poole, its President, by virtue of a resolution of the Board of Directors of said corporation dated December 13, 1994, an original of which is attached hereto and made part hereof; whose mailing address is P. O. Drawer 1240, Covington, Louisiana, 70434, hereinafter referred to as the "Developer";

who declared that, acting as incorporator of a corporation under the Louisiana Non-Profit Corporation Act, it does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation, which is hereinafter called the "Corporation", shall be:

TCHEFUNCTE TRACE HOMEOWNERS ASSOCIATION.

ARTICLE II.

The Corporation does not afford pecuniary gain, incidentally or otherwise, to its Members.

ARTICLE III.

The Corporation shall have perpetual existence.

ARTICLE IV.

The purpose for which the Corporation is organized is to promote and develop the common good and social welfare of residents of communities which shall be developed by Poole Properties, Incorporated, or by any of its subsidiaries hereinafter called the "Developer" on all or a portion of the lands in St. Tammany Parish, Louisiana, more particularly described in that certain act dated October 27, 1992, and recorded in COB 1532, folio 520 of the records of St. Tammany Parish, Louisiana, or on other lands acquired by the Developer from time to time; provided, however, that only those portions of the lands described in the above described act of sale or of land hereafter acquired by the Developer as shall hereafter be actually subject to covenants, liens, charges, conditions or restrictions for the support and benefit of the Corporation and the welfare or betterment of such communities or residents thereof created by deed, indenture, agreement, executed by the Developer, or declaration approved, ratified, or adopted by resolution of the Board of Directors of this Corporation, shall be considered as the Community or Communities described in these Articles of Incorporation and the proper object of the powers and purposes of this Corporation.

Without limiting the generality of the foregoing, the Corporation shall have power to take and hold any property, to establish thereon and to administer and enforce covenants, conditions, restrictions, reservations, servitudes, profits, licenses, easements, liens or charges for the support and benefit of the Corporation and the welfare or betterment of such Communities or residents thereof; to construct, install, extend, operate, maintain, repair and replace utilities, systems,

services, or other facilities on such property for the welfare or betterment of such Communities or residents thereof; to manage, regulate, and control the common or community use and enjoyment of such property services, or facilities for the welfare or betterment of such Communities or such residents; and to sell and purchase, own, lease and operate for the benefit and use of the residents of the Communities, recreational facilities. The Corporation shall have all powers conferred upon it by law unless inconsistent with the provisions of this Article. The Corporation shall not be organized nor operated for profit, nor shall it participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V.

Section 1. Membership. Every person or entity who is the owner of a Lot in fee, when purchasing under a deed, and who is subject to assessment, either present or future, by this Corporation, pursuant to the provisions of any recorded instrument relating to such assessment, shall be a Member of this Corporation. For the purpose of determining membership, such ownership will be deemed to have vested upon delivery of a duly executed deed to the vendee. Foreclosure or repossession for any reason of a Lot or until sold under contract shall terminate the vendee's membership, whereupon all rights to such membership shall vest in the entity holding the security interest when title has been vested in said entity.

Section 2. Voting rights. Members shall be all the Owners as defined in Section 1 of this Article, including the Developer. Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Section 1 as shown by the records of the Corporation as of the last day of the third month preceding the next membership

annual meeting. When more than one person holds such interest or interest in any Lot, all such persons shall be Members and the vote for such Lot shall be exercised as they may among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot. Provided, however, that regardless of the number of Lots any member may own, such Member, including the Developer, shall not after the date payments on assessments are to commence, be eligible to cast a number of votes in excess of the aggregate, of the number of Lots owned.

Section 3. Suspension of Membership rights. The membership rights (including voting rights) of any Member may be suspended by action of the Board of Directors if such Member shall have failed to pay when due any assessment or charge lawfully imposed upon him or any property owned by him, or if the Member, his family, his tenants, or guests of any thereof, shall have violated any rule or regulation of the Board regarding the use of the property or conduct with respect thereof.

ARTICLE VI.

The street address of the initial registered office of the Corporation is:

1815 N. Columbia Street
Covington, Louisiana 70433

The name of the initial registered agents of the Corporation in this state are:

John M. Poole
1815 N. Columbia Street
Covington, Louisiana 70433

W. Wallace Poole, Jr.
1815 N. Columbia Street
Covington, Louisiana 70433

ARTICLE VII.

The name and address of the Incorporator is as follows:

Poole Properties, Incorporated
John M. Poole, President
1815 N. Columbia Street
Covington, Louisiana 70433

ARTICLE VIII.

The Corporation shall have five (5) Directors who shall constitute the Board of Directors and the governing body of the Corporation. The initial Board of Directors shall consist of five (5) Directors who shall hold office by appointment, and whose names and addresses are as follows:

John M. Poole
1815 N. Columbia Street
Covington, Louisiana 70433

W. Wallace Poole, Jr.
1815 N. Columbia Street
Covington, Louisiana 70433

James L. Elzey
206 Covington Street
Madisonville, Louisiana 70447

John Buras
15020 Dendinger Drive
Covington, Louisiana 70433

Dr. John J. Morgan, Jr.
103 Century Oaks Lane
Mandeville, Louisiana 70471

1. **Directors, Appointment.** The Developer shall have the right to appoint or remove any member or members of the Board of Directors or any Officer or Officers of the

Corporation until such time as the first of the following events shall occur:

(i) the expiration of twenty (20) years after the date of the recording of this instrument; or

(ii) the surrender by the Developer of the authority to appoint and remove Directors and Officers of the Corporation by an express amendment of this instrument executed and recorded by the Developer. Each Owner, by acceptance of a deed to or other conveyance of a Lot, vests in the Developer such authority to appoint and remove Directors and Officers of the Corporation as provided by this section.

2. **Duties and Powers.** The duties and powers of the Corporation shall be those set forth in the provisions of the Articles of Incorporation, the By-Laws and the Protective Covenants. The Corporation may exercise any other right or privilege given to it expressly in this instrument, or By-Laws, together with every other right or privilege reasonably to be implied by the existence of any right or privilege given to it herein or reasonably necessary to effectuate any such right or privilege. Such powers of the Corporation shall include, but shall not be limited to, the power to purchase one or more Lots and to hold, lease, mortgage, sell and convey the same.

3. **Agreements.** Subject to the prior approval of the Developer for so long as the Developer owns a Lot primarily for the purpose of sale or has the unexpired option to add the Additional Property or any portion thereof to the Community, all agreements and determinations lawfully authorized by the Board of Directors shall be binding upon all Owners, their heirs, legal representatives, successors, and assigns, and all others having an interest in the Community; and in performing its responsibilities hereunder, the Corporation, through its Board of Directors,

shall have the authority to delegate to persons of its choice such duties of the Corporation as may be determined by the Board of Directors.

4. **Rules and Regulations.** The Corporation, through its Board of Directors, may make and enforce reasonable rules and regulations governing the use of the Lots, which rules and regulations shall be consistent with the rights and duties established by this instrument.

5. **Indemnification.** The Corporation shall indemnify every Officer or Director of the Corporation against any and all expenses, including court costs and reasonable attorney fees, reasonably incurred by or imposed upon any Officer or Director in connection with any action, suit or other proceeding (including settlement of any suit or proceeding if approved by the Board of Directors) to which he may be made a party by reason of being or having been an Officer or Director at the time such expenses are incurred. The Officers and Directors shall not be liable for any mistake of judgment, negligence, or otherwise, except for their own willful misconduct or nonfeasance. The Officers and Directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation (except to the extent that such Officers or Directors may also be Members of the Corporation) and the Corporation shall indemnify and forever hold each such Officer and Director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein, shall not be exclusive of any other rights to which any Officer or Director, or former Officer or Director, may be entitled.

ARTICLE IX.

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 as such, but all such property and proceeds shall, subject to the discharge of valid obligations of the Corporation, be distributed as directed by the Members of the Corporation to the governing body of any Community or Communities for the welfare of which the Corporation shall have been operated or to one or more corporation or other organization not organized for profit and operated exclusively for the promotion of social welfare, and which does not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

THUS DONE AND SIGNED on the day, month and year herein first above written, in the presence of the undersigned competent witnesses, who have hereunto subscribed their names with the said appearer and me, Notary, after reading of the whole.

WITNESS:

Gayle B. Ketry
GAYLE B. KETRY

Margaret S. Claiborne
MARGARET S. CLAIBORNE

POOLE PROPERTIES, INCORPORATED

BY: John M. Poole
JOHN M. POOLE
PRESIDENT

F. Pierre Livaudais
F. PIERRE LIVAUDAIS
ATTORNEY-NOTARY PUBLIC

**EXTRACT OF MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
POOLE PROPERTIES, INCORPORATED**

A special meeting of the Board of Directors of Poole Properties, Incorporated was held at the corporation's domicile in St. Tammany Parish, Louisiana, on December 13, 1994, and upon motion duly made, seconded and carried, it was:

RESOLVED that **John M. Poole**, President of Poole Properties, Incorporated, be and he is hereby authorized, for and on behalf of this corporation, to appear before any notary public and execute an act creating a non-profit corporation which shall be named **TCHEFUNCTE TRACE HOMEOWNERS ASSOCIATION**.

RESOLVED that **TCHEFUNCTE TRACE HOMEOWNERS ASSOCIATION** shall be organized to promote and develop the common good and social welfare of residents of communities which shall be developed by **TCHEFUNCTE TRACE PARTNERSHIP** or by any of its subsidiaries hereinafter called the "Developer" on all or a portion of the lands in St. Tammany Parish, Louisiana, now known as **TCHEFUNCTE TRACE**, all as per plan thereof made by Fontcuberta Surveys, Incorporated, Thomas J. Fontcuberta, Registered Land Surveyor, dated August 16, 1991, revised December 15, 1992, and revised January 15, 1993, and filed as Clerk of Court Map File No. 1109E, or on other lands acquired by the Developer from time to time; provided, however, that only those portions of the lands described in the above described act of sale or of land hereafter acquired by the Developer as shall hereafter be actually subject to covenants, liens, charges, conditions or restrictions for the support and benefit of the Corporation and the welfare or betterment of such communities or residents thereof created by deed, indenture, agreement, executed by the Developer, or declaration approved, ratified, or adopted by resolution of the Board of Directors of **TCHEFUNCTE TRACE HOMEOWNERS ASSOCIATION**, shall be considered as the Community or Communities described in its Articles of Incorporation and the proper object of the powers and purposes of **TCHEFUNCTE TRACE HOMEOWNERS ASSOCIATION**.

Without limiting the generality of the foregoing, **TCHEFUNCTE TRACE HOMEOWNERS ASSOCIATION** shall have power to take and hold any property, to establish thereon and to administer and enforce covenants, conditions, restrictions, reservations, servitudes, profits, licenses, easements, liens or charges for the support and benefit of **TCHEFUNCTE TRACE HOMEOWNERS ASSOCIATION** and the welfare or betterment of such Communities or residents thereof; to construct, install, extend, operate, maintain, repair and replace utilities, systems, services, or other facilities on such property for the welfare or betterment of such Communities or residents thereof; to manage, regulate, and control the common or community use and enjoyment of such property services, or facilities for the welfare or betterment of such Communities or such residents;

and to sell and purchase, own, lease and operate for the benefit and use of the residents of the Communities, recreational facilities. TCHEFUNCTE TRACE HOMEOWNERS ASSOCIATION shall have all powers conferred upon it by law unless inconsistent with the provisions of its Articles of Incorporation. TCHEFUNCTE TRACE HOMEOWNERS ASSOCIATION shall not be organized nor operated for profit, nor shall it participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

RESOLVED that **John M. Poole** is further authorized to incorporate in such instrument provisions to establish membership and voting rights, voting membership classes, suspension of membership rights, provide for a registered office, to establish registered agents for said non-profit corporation; establish the number of directors of the corporation, to provide for their appointment, establish their duties and powers, enter into agreements to establish rules and regulations, provide for indemnification of officers and directors of the corporation and to establish the rules relative to the dissolution or term of the corporation, all at the sole and uncontrolled discretion of said officer.


RESOLVED that **John M. Poole** is further authorized to do any and all things necessary or proper in his sole and own discretion, in order to complete the above, this corporation hereby ratifying and approving each and every act of the said John M. Poole.

* * * * *

I hereby certify that the above and foregoing is a true and correct copy of the minutes of the special meeting of the Board of Directors of **POOLE PROPERTIES, INCORPORATED** held on December 13, 1994, all of said directors being present and voting unanimously in favor of said resolution.



SECRETARY

ATTEST:


PRESIDENT