

Tom Schedler
SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that

a copy of Restated Articles of Incorporation of

TERRA MARIAE HOMEOWNERS' ASSOCIATION, INC.

Domiciled at COVINGTON, LOUISIANA,

Was filed and recorded in this Office on January 04, 2018.

STATE OF LOUISIANA PARISH OF ST. TAMMANY
MELISSA R. HENRY CLERK OF COURT
I certify that this instrument was filed and recorded
January 9, 2018 at 11:45A M
INST. # 2094889 of the official records.

Patty Lane
DEPUTY CLERK

Patty Lane, Deputy Clerk

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,

January 5, 2018

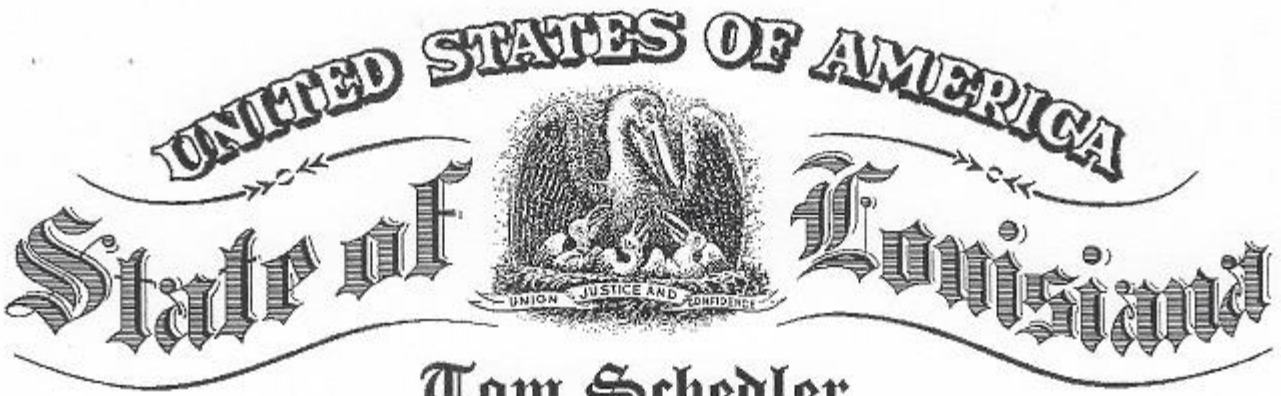
Secretary of State

SD 35458397N



Certificate ID: 10904682#HTL73

To validate this certificate, visit the following web site, go to **Business Services, Search for Louisiana Business Filings, Validate a Certificate**, then follow the instructions displayed.
www.sos.la.gov



Tom Schedler
SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that
the attached document(s) of

TERRA MARIAE HOMEOWNERS' ASSOCIATION, INC.

are true and correct and are filed in the Louisiana Secretary of State's Office.
42884092 RESTA 01/04/2018 7 pages

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,
January 5, 2018

Secretary of State
SD 35458397N



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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TERRA MARIAE HOMEOWNERS' ASSOCIATION, INC.**

BE IT KNOWN, that on this 30th day of December 2017 before me, the undersigned Notary Public in and for the Parish of St. Tammany:

PERSONALLY CAME AND APPEARED:

TERRA MARIAE HOMEOWNERS' ASSOCIATION, INC., ("Terra Mariae") a non-profit Corporation organized and existing under the laws of the State of Louisiana, domiciled in the Parish of St. Tammany, with its mailing address being 100 Mount Carmel Court, Covington, Louisiana 70435 and availing itself of the provisions of these original Articles of Incorporation, and of Article III, paragraph A. 1., of the Consolidated and Restated Declaration of Covenants, Conditions, and Restrictions, Terra Mariae Subdivision, St Tammany Parish, Louisiana, represented here by Richard E. Hitt, its duly authorized President and Director by virtue of a Resolution of the Members and Board of Directors.

WHEREAS Pursuant to Louisiana Revised Statute 12:241:

The below "Amended and Restated Articles of Incorporation of Terra Mariae Homeowners' Association, Inc.," accurately copies the articles and all amendments thereto in effect at the date of the restatement, without substantive change except as made by the new amendments contained in this restatement; specifically the removal of Article VII and Article VIII of the original Articles of Incorporation, as specifically authorized by a duly organized meeting of its members as indicated by the Resolution attached hereto.

Each amendment has been effected in conformity with law;

The date of the original incorporation of the Terra Mariae Homeowners' Association, Inc. is April 3, 2003;

The date of this restatement's adoption by the membership of the Terra Mariae Homeowners' Association, Inc. is November 6, 2017; and

Upon effectiveness of this restatement, which occurs upon recordation of it by the Secretary of State, the original articles of incorporation, along with all subsequent amendments filed before recordation of this restatement, shall be superseded; and these restated articles shall be deemed to be the articles of incorporation of the Corporation.

WHEREAS, a meeting of the Membership of the Terra Mariae Homeowners' Association, Inc. was held on the 6th day of November 2017, in Covington, Louisiana, after due notice, with a quorum of members present and voting, and, by a vote of a majority of the Board of Directors and/or 51% of the voting power of the Association, the Articles of Incorporation ("Articles") are amended to repeal or otherwise eliminate Article VII and Article VIII of the Articles, entitled "Board of Directors" and "Officers" respectively.

WHEREAS, based on the foregoing, Terra Mariae request that the Articles of Incorporation for the corporation be amended and restated as follows:

ARTICLE I
NAME

The name of this Corporation is **Terra Mariae Homeowners' Association, Inc.**, (hereinafter referred to as "**Terra Mariae**" or 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 Terra Mariae Subdivision in St. Tammany Parish, Louisiana and comprising the Common Areas as defined in the Consolidated & Restated Declaration of Covenants, Conditions, and Restrictions of Terra Mariae Subdivision, St. Tammany Parish, Louisiana, dated February 10, 1998, and registered in the office of the Clerk of Court for St. Tammany Parish, Louisiana, on February 10, 1998, in Conveyance Instrument No.1081874 (the "Declaration"), as subsequently amended and restated, 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, road, improvements, green belts, common areas, entrance features, and other properties of every kind and character located in the Terra Mariae Subdivision, and to engage in any activity for which corporations may be formed under the Louisiana Non-profit 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 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 with 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 Terra Mariae Subdivision.
 - B. To enact, amend and enforce reasonable rules and regulations for the use of the properties within Terra Mariae 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 with Terra Mariae Subdivision.
 - D. To enter into contracts and agreements for the management, maintenance, operation and improvements of the properties located within Terra Mariae Subdivision.
 - E. To collect assessments for Terra Mariae Subdivision and to use the proceeds of these assessments to carry out its powers right, 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 committee for Terra Mariae Subdivision.

ARTICLE V
NONPROFIT

This Corporation is a non-profit corporation as defined in the Louisiana Non-profit 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

Removed by amendment.

ARTICLE VIII
OFFICERS

Removed by amendment.

ARTICLE IX
INDEMNIFICATION

Each director and each officer of the Terra Mariae 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 involve by reason of being or having been a director or officer of the Terra Mariae 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 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 approve such settlement and

reimbursement. The above right of indemnification is not exclusive of all other rights to which such directors may be entitled to under the law.

ARTICLE X
REGISTERED OFFICE

The address of the Corporation's registered office is: 100 Mount Carmel Court, Covington, Louisiana, 70435, as indicated by records on file with the Secretary of State.

ARTICLE XI
REGISTERED AGENT

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

Richard Hitt
605 Queen of Peace Parkway
Covington, LA 70435

who previously accepted the office of registered agent as evidenced by the records of the Secretary of State.

ARTICLE XII
INCORPORATOR

Omitted as authorized under La. R.S. 12:241(A).

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 Terra Mariae Homeowners' Association, Inc. or by the Members of Terra Mariae Homeowners' Association, Inc. upon the affirmative vote of fifty-one (51%) of the voting power of the Terra Mariae Homeowners' Association, Inc.

ACKNOWLEDGEMENT

STATE OF LOUISIANA

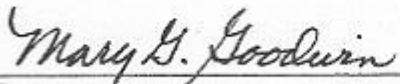
PARISH OF ST. TAMMANY


On December 30, 2017, before me, Notary, and the undersigned witnesses personally appeared Richard Hitt, known to be the person described herein who acknowledged that he executed, the Amended and Restated Articles of Incorporation of Terra Mariae Homeowners' Association, Inc., in his capacity as the President of Terra Mariae Homeowners' Association, Inc., as its own free act and deed.

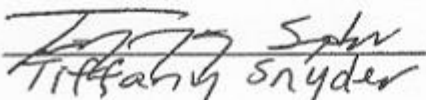
Terra Mariae Homeowners' Association, Inc.

By: 
Richard Hitt, President

EXECUTION DATE: 12/30/17


Secretary

WITNESSES: 
Mason Shepperson


Tiffany Snyder


NOTARY

TOMMY D. SNYDER, JR.
NOTARY PUBLIC
Parish of St. Tammany, State of Louisiana
LSBA 23764
My Commission is issued for 1 Mo.

