

**BYLAWS
OF
TERRA MARIAE HOMEOWNERS' ASSOCIATION, INC.**

The Terra Mariae Homeowners' Association, Inc., a Louisiana non-profit corporation (hereinafter referred to as "Association"), being the governing body of the property hereafter submitted to the provisions of the Consolidated & Restated Declaration of Covenants, Conditions, and Restrictions, as amended (hereinafter called "Declaration") does hereby adopt the following Bylaws which shall govern the operation and administration of said Subdivision as provided for in compliance with said Declaration and Articles of Incorporation.

All present and future owners, present and future tenants or their employees, or any other person who might use the facilities of this Subdivision in any manner, are subject to the regulations set forth in these Bylaws. The mere acquisition, rental or occupancy of any of the units of the Subdivision will signify and constitute a ratification, and acceptance of these Bylaws by any such owner or other personal or legal entity.

ARTICLE 1

NAME

This Association is known as Terra Mariae Homeowners' Association, Inc., as on file with Secretary of State, State of Louisiana.

ARTICLE 2

MEMBERS

- A. Association members shall be the owners of the units as defined in the Declaration. A general meeting of the membership shall be held at least once a calendar year at the time and place to be determined by a majority vote of the Board of Directors for the purpose of electing directors and transacting any other business authorized to be transacted by the members and/or Board of Directors.
- B. Special members' meetings shall be held whenever called by the President or by a majority of the members of the Board of Directors. A special meeting must be called by the Board of Directors upon receipt of a written request from fifty percent (50%) plus one (+1) of the entire membership.
- C. Notice of all members' meetings stating the time and place and the objects for which the meeting is called shall be given by the President or Secretary to members. Such notice shall be in writing to each member at his or her address as it appears on the books of the Association. Such notice shall be delivered by e-mail, in the mailbox tube, or by first-class mail not less than thirty (30) days nor more

than sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by affidavit of the person giving notice. Notice of meeting may be waived in writing before or after meetings and presence at a meeting shall be deemed a waiver of notice.

- D. A quorum of members shall mean the representation by presence or proxy of Members who hold twenty-five percent (25%) of the memberships.
- E. When a quorum is present at any meeting, the holders of a majority of the voting rights present or represented by properly appointed proxy shall decide any question brought before the meeting, unless the question is one upon which, by the express provisions of the Declaration, or the Articles of Incorporation, a different vote or different method of voting is required, in which case such expressed provision shall govern and control the decision of such question.
- F. In any meeting of members, each unit shall be entitled to one vote. Co-owned units casting more than one (1) vote shall be deemed null and void. Votes may be cast in person or by proxy. Proxies may be made by any members entitled to vote. The proxy shall be valid only for the particular meeting designated and must be in writing and filed with the Secretary at or before the appointed time of the meeting.
- G. If a meeting cannot be organized for lack of a quorum, those present may adjourn the meeting to the time and place which they determine for a second meeting. Notices of the second meeting shall be given at least ten (10) days and not more than sixty (60) days prior to the day fixed for the meeting. In the case of a second such meeting called after the lack of a quorum for a purpose other than or in addition to the election of directors, including amendment of the Articles of Incorporation or dissolution of the Corporation, any number of members present shall constitute a quorum, notwithstanding any other provisions of law to the contrary.
- H. The order of business at the annual members' meeting, and (as may be applicable) at all other members' meetings, shall be as set by the President or presiding officer but shall include:
 - 1. Call to order (with prayer and pledge of allegiance).
 - 2. Certification by the Secretary that a quorum is present.
 - 3. Minutes of the previous meeting.
 - 4. Treasurer's Report.
 - 5. Reports of Committee Chairpersons.
 - 6. Old Business.
 - 7. New Business.
 - 8. Adjournment.

ARTICLE 3

DIRECTORS

A. Number of Directors

The Board of Directors shall consist of five (5) persons determined by the members. The Board of Directors shall have such duties and powers as are set forth in the Declaration, the Articles of Incorporation and these Bylaws.

B. Election of Directors

1. Subject to the provisions of the Declaration, the election of directors shall be conducted at the annual members' meeting. Nomination for directors shall be made by a nominating committee established for such a purpose. Nominations for directors may also be made from the floor providing the nominee agrees and is a member in good standing which is defined as being current on any and all assessments and not in violation of any Covenant Restrictions or Rules and Regulations. The election shall be by secret ballot (unless dispensed with by unanimous consent), counted and verified by the Secretary or by person(s) designated for such purpose.
2. Except for vacancies occurring by removal of directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be appointed by a majority vote of the remaining directors.
3. Any director may be removed by a concurrence of fifty percent (50%) plus one (+1) of the votes of the total voting power present at a special meeting of the members called for the purpose and attended by a quorum. The vacancy in the Board of Directors so created shall be filled by vote of the members of the Association at the same meeting.
4. The term of each director's service shall tend for two (2) years or until his/her successor is duly elected and qualified except that the first Board of Directors elected after these Bylaws have been adopted shall have three (3) directors serve for two (2) years and two (2) directors serve for one (1) year, to be determined among themselves. All directors elected thereafter shall have a term of two (2) years. Their terms shall begin January 1 following election.

C. Directors' Meetings

Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors except that at least one (1) meeting must be held each quarter of the calendar year. Notice of meetings shall be given to each director either personally or by mail, telephone, e-mail or tube mailing.

D. Powers and Duties of the Board of Directors

Except as otherwise provided in the Declaration, all of the powers and duties of the Association shall be exercised by the Board of Directors including those existing under the laws and statues of

Louisiana, the Declaration and the Articles of Incorporation as now or hereafter amended. Such powers and duties shall be exercised in accordance with the provisions of the Declaration which govern the use of the Subdivision property and shall include but shall not be limited to the following:

1. To elect officers of the Association as defined in Article 4 of these Bylaws.
2. To make and collect assessments against members to defray the costs of the Subdivision's operations and common areas and to such funds for the purchase, or improvements or maintenance of common areas or facilities, to guarantee the debt advanced for said purpose, and/or to pledge the dues of the Association as additional security to secure debt advances for said purpose.
3. To use the proceeds of assessments in the exercise of its powers and duties.
4. The maintenance, repair, replacement and operation of the Subdivision property and/or common property.
5. The reconstruction or improvements after casualty and the further improvements of the property.
6. To make and amend Rules and Regulations respecting the use of the property, subject to the provisions of the Articles of Incorporation, Declaration or these Bylaws.
7. To enforce by legal means the provisions of the Declaration, the Articles of Incorporation, the Bylaws, and any Rules and Regulations for the use of the property hereafter adopted.
8. To designate and employ personnel for reasonable compensation necessary for the administration and management of the Association and maintenance of the property and to dismiss same.
9. To carry insurance for the protection of the unit owners and the Association against casualty and liabilities.
10. A majority of 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 as per the procedures set forth in Article 7.

ARTICLE 4

OFFICERS

- A. The executive officers of the Board of Directors of the Association shall be a President, a Secretary, and a Treasurer, all of whom must be directors and whose terms shall be for one (1) calendar year beginning with the calendar year following elections. The Board of Directors may from time to time designate and elect such other officers and designate their powers and duties as a majority of the Board may find to be prudent to manage the affairs of the Association.

- B. The President shall be the chief executive officer of the Association. He/she shall have all the powers and duties which are usually vested in the office of president of an association, including but not limited to the power to appoint committees from among the members from time to time, as he/she may in his/her discretion determine necessary and appropriate, to assist in the conduct of the affairs of the Association and to preside over the members' meetings. Among the committees the President must appoint are the Architectural Review Committee and the Covenants Review Committee, which are required by the Declaration, and the Nominating Committee. Other committees he/she may appoint, but is not limited to, are a Beautification Committee, Decorations Committee, and an Entertainment Committee.
- C. The Secretary shall keep the minutes book where the records of all proceedings of the directors and the members shall be recorded. He/she shall attend to the giving and serving, of all notices to the members and directors and other notices required by law. He/she shall keep the records of the Association, and shall perform all other duties incident to the office of secretary of an association and as may be required by the directors or President.
- D. The Treasurer shall have custody of all property of the Association, including funds, securities, and evidence of indebtedness. He/she shall keep the assessment rolls and accounts of the members; he/she shall keep the books of the Association in accordance with good accounting practice, and he/she shall perform all other duties incident to the office of the treasurer. Assistance from account professionals and billing professionals may be required subject to Board approval.
- E. The compensation of all employees of the Association shall be fixed by the directors.

ARTICLE 5

FISCAL MANAGEMENT

The provisions for fiscal management of the Association set forth in the Declaration and Articles of Incorporation shall be supplemented by the following provisions:

A. Assessment Roll

The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each unit. Such an account shall designate the name and address of the owner or owners, the amount of each assessment against the owners, the dates and amounts in which the assessments come due, the amounts paid upon the account and the balance due on assessments.

B. Budget

The Board of Directors shall adopt a budget for each calendar year which shall contain the estimated funds required to defray common expenses of the Association (which may include such reserve accounts as the Board of Directors may in their discretion establish), including, but not limited to the following items:

1. Common Expense Budget:
 - (a) Maintenance, repair and operations of Common Elements.
 - (b) Landscaping.
 - (c) Casualty insurance.
 - (d) Liability insurance.
 - (e) Administration costs including professional services contracts.
 - (f) All taxes and charges, other than those assessed against an individual unit in the Subdivision.
 - (g) Reserves.
 - (h) Debt Service.
2. Number of units included under the budget expense. Adopted budgets, copies of the proposed budget and the proposed assessments shall be transmitted to each member on or before December 1, of the year preceding the year for which the budget is made.

C. Assessments

1. Assessments against the unit owners for their respective percentage share of the annual budget shall be made on or before December 1 of the year preceding the year for which the assessments are made. If an annual assessment is not made as required, the assessment shall be presumed to have been made as required, and shall be made in the amount of the last prior annual assessment. In the event the prior annual assessment proves to be insufficient, the deficit may be collected by increased installments approved at any time by the Board of Directors resulting in a supplemental assessment.
2. Assessments shall be made each calendar year against each unit owner for the Road Fund. This Fund is for the purpose of maintaining the streets owned by the Association. The amount of the annual assessment shall be set by the Board of Directors as necessary for said maintenance.
3. Assessments for common expenses to defray the cost of emergencies which cannot be paid from the annual assessments for common expenses shall be made only after notice of the need therefore to the unit owners. After such notice the assessment shall become effective, and it shall be due after thirty (30) days' notice thereof in such manner as the Board of Directors may require.

4. Expenses not budgeted but which in the opinion of a majority of the Board of Directors are necessary may be expended if the total is less than \$5000. Such expenditures of \$5000 or more must be approved at a membership meeting or by a ballot for such purpose.
5. The depository of the Association shall be such banks as shall be designated from time to time by the directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by two (2) persons as are authorized by the directors or by a property management company as designated by the Board of Directors.
6. The collections of the assessment may be delegated to a professional company if it is deemed appropriate by the Board of Directors.

ARTICLE 6

PARLIAMENTARY RULES

Robert's Rules of Order (latest edition) shall govern the conduct of Association proceeding when not in conflict with the Declarations, the Articles of Incorporation, or these Bylaws or the laws of the State of Louisiana.

ARTICLE 7

AMENDMENTS BY THE MEMBERS

Amendments to the Bylaws by the members as allowed under Article 3, D, 9, shall be proposed and adopted in the following manner:

- A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
- B. A resolution adopting a proposed amendment must receive approval by a vote of the owners of the units representing fifty percent (50%) plus one (+1) of the total voting power of the Association.
- C. Initiation: An amendment may be proposed by either the Board of Directors or by the members of the Association.
- D. Effective dates: An amendment when adopted as set forth above shall become effective only after being recorded in the Association minutes book and certified by the Association Secretary as having been adopted.
- E. The Board of Directors is authorized, by a majority vote, to amend these Bylaws where necessary to make them consistent with the Declaration and Articles of Incorporation.
- F. No amendment shall change any unit nor change the voting rights or assessments responsibilities of any member.

The foregoing was adopted as the Bylaws of this corporation, a corporation not for profit organized under the laws of the State of Louisiana at a duly constituted meeting of the membership held on 6 November, 2017.

Dated this 16th day of November, 2017.

The undersigned directors hereby consent to and adopt the above Bylaws.

Anna C. Lionnet

Richard R. Rodrigue

Dee Lusey

[Signature]

Mary G. Goodwin

William D. Drouil

R. E. Ditt

RESOLUTION OF THE BOARD OF DIRECTORS
TERRA MARIAE HOMEOWNERS ASSOCIATION, INC.

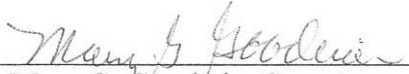
A meeting of the Membership of the Terra Mariae Homeowners Association, Inc. (hereinafter the "Association") was held on the 6th day of November 2017, in Covington, Louisiana, after due notice, with a quorum of members present and voting. The following resolutions were adopted:

BE IT RESOLVED, that, by a vote of a majority of the Membership of the Association, the Bylaws of Terra Mariae Homeowners' Association ("Bylaws") are authorized to be adopted.

BE IT FURTHER RESOLVED, that the Board of Directors for the Association, then in office, are hereby authorized to execute on behalf of the Association the Bylaws containing such terms and conditions as shall deemed fit and proper, so long as the Bylaws are generally consistent with the document presented and approved.

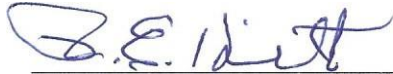
CERTIFICATE

I, Mary G. Goodwin, Secretary of the records of Terra Mariae Homeowners Association, Inc., do hereby certify that the above and foregoing is a true and correct copy of the resolution of the Board of Directors, authorizing adoption of the Bylaws of Terra Mariae Homeowners' Association, Inc., as described above, as approved by the Membership, duly passed at the meeting held in Covington, Louisiana, on the 6th day of November, 2017.



Mary G. Goodwin, Secretary

ATTEST:



Richard Hitt, President