

BY-LAWS
OF
AUTUMN PLACE TOWNHOME ASSOCIATION, INC.

AUTUMN PLACE TOWNHOME ASSOCIATION INC., a Louisiana non-profit corporation being the governing body of the Townhome units in Autumn Place, an exclusive residential community which have been submitted to the provisions of the master Declaration of Covenants, Conditions and Restrictions, recorded with the Clerk of Court, St. Tammany Parish, Louisiana as COB Instrument No. 1515136 does hereby adopt the following By-law and Covenants which shall govern the operation and administration of the Association.

ARTICLE 1

This Association is known as AUTUMN PLACE TOWNHOME ASSOCIATION, Inc. and has been incorporated by Articles of Incorporation previously filed with the Secretary of State, State of Louisiana.

ARTICLE 2

MEMBERS

St. Tammany Parish 2347
Instrmnt #: 2015483
Registry #: 2425470 jar
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1. Association members shall be all the owners of all Townhome Lots in the Subdivision as established by the official subdivision plat on file with the Clerk of Court, St. Tammany parish, Louisiana as Map File no. 3537. The annual members meeting shall be held at such location and at such time as the notice indicates for the purpose of electing directors and of transacting any other business authorized to be transacted by the members. Failure to hold such a meeting shall not invalidate the Association or its actions and officers previously elected shall continue to serve until replaced.

2. Special member meetings shall be held whenever and wherever called by the President or by a majority of the members of the Board of Directors, or receipt of written request from the owners of eight (8) Townhome units.

3. Notice of all members' meeting stating the time and place and the objects for which the meeting is called shall be given by the President or Secretary or by a manger employed by the Association to all Townhome owners. Such notice shall be in writing to each member at his home address as it appears on the books of the Association and shall be delivered by mailed first class mail, email or hand delivery not less than ten (10) days nor more than 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, during or after meetings.

4. A quorum of a members' meeting shall consist of person (or by written proxy) entitled to cast the vote of eight (8) Townhome Lot Owners.

5. The Board is given broad authority to transact business for the Association. However, when a vote of the members is required, or the Board decides the members should approve an action or decision, the vote of eight (8) Townhome Lot Owners present or represented by written proxy shall decide any question brought before the meeting unless otherwise stipulated herein.

6. In any meeting of members each Townhome unit shall be entitled to one vote, which vote shall be cast by the owner thereof or his duly authorized proxy.

a. If a unit is owned by one person his right to vote shall be established by the record title to his lot. If a unit is owned more than one person, and more than one person attempts to vote in behalf of said unit, the only person who shall be entitled to vote for such lot shall be designated by written certificate of designation signed by all of the co-owners of the lot and presented to the Secretary of the Association. Such certificate or designation shall be valid and irrevocable until subsequent certificate is presented.

b. Votes may be cast in person or by proxy. Proxies may be made by any person entitled to vote. They shall be valid only for the particular meeting designated and must be in writing and filed with the Secretary prior to the appointed start time of the meeting.

7. Adjourned meetings: If any meeting cannot be organized because a quorum has not attended, the members who are present, either in person or in proxy, may adjourn the meeting to a new time and date.

8. The order of business at the annual members' meeting and, as may be applicable, at all other members' meetings, shall be:

- a. Calling of the roll and certifying proxies, to determine if a quorum is present.
- b. Proof of notice of meeting or waiver of notice.
- c. Reading and disposing of any unapproved minutes.
- d. Reports of officers.
- e. Elections of directors.
- f. Unfinished business.
- g. New business.
- h. Adjournment.

ARTICLE 3

DIRECTORS

1. Number of Directors. The Board of Directors shall consist of three (3) persons. The Board of Directors shall have such duties and powers as are set forth in the Articles of Incorporation, these By-Laws and the Declaration as amended.

2. Election of Directors.

a. Subject to the provisions of the Articles, election of directors shall be conducted at the annual members' meeting. Nominations shall be made from the floor. Only members (or in the case of a non-natural person member, member representatives) may be nominated. The election shall be by secret ballot (unless dispensed with by unanimous consent or unless the nominations equal the vacancies), counted and verified by the current Secretary. Each member voting is entitled to cast one vote for each vacancy to be filled. The nominees receiving the greatest number of votes shall be deemed elected.

b. Vacancies in the Board of Directors occurring between annual meetings of members shall be filled by appointment by the remaining directors, except as provided in (c) below.

c. Any director may be removed by eight (8) votes. The vacancy in the Board of Directors so created shall be filled by vote of the members of the Association at the same meeting.

d. The term of each director's service shall extend until the next annual meeting of the members.

3. 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. Notice of meetings shall be given to each director, personally or by mail, email, fax or telephone.

4. Powers and Duties of the Board of Directors

The powers and duties of the Association shall be exercised by the Board of Directors by a majority vote, including those existing under the law and statutes and the Declaration, as amended. Such powers and duties shall include, but are not limited to, administering, managing and operating the Townhome units. The Board is intended to have broad authority to handle the affairs of the Association.

ARTICLE 4

OFFICERS

1. The executive officers of the Board of Directors of the Association shall be a President, a Secretary and a Treasurer. The Board of Directors may from time to time such other officers and designate their powers and duties as the Board may find to be prudent to manage the affairs of the Association.

2. The President shall be chief executive officer of the Association. He shall have 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 may in his discretion determine necessary and appropriate, to assist in the conduct of affairs of the Association and to preside over the members' meetings.

3. The Secretary shall keep the minute books where the resolutions of all proceedings of the directors and the members shall be recorded. He shall attend to the giving and serving of all notices to the members and directors and other notices required by law. He 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 the President.

4. The Treasurer shall have custody of all property of the Association, including funds, securities and evidences of indebtedness. He shall keep the assessment rolls and accounts of the members; he shall keep the books of the Association in accordance with good accounting practice, and he shall perform all other duties incident to the office of treasurer. Assistance from accounting professionals and billing professionals may be requested subject to Board approval.

5. The compensation of all employees of the Association shall be contracted for and fixed by the directors.

6. Any of the duties of said officers may, with the approval of the Board of Directors, be delegated to a manager or management company chosen by the Board of Directors, provided that the Board remains responsible for the oversight and supervision of the faithful performance.

ARTICLE 5

FISCAL MANAGEMENT

The provisions for fiscal management of the Association are as follows:

1. Assessment Rolls. The assessment roll shall be maintained in a set of accounting records in which there is an account for each unit. Such an account shall designate the name and address of the owner(s), 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.

2. Budget.

a. The Board of Directors shall adopt a budget for each calendar year which shall contain the estimated funds required to defray ordinary operating expenses of the Association and the Associations liability for the Autumn Place Owner's Association, Inc. expenses (which may include such reserve accounts as the Board of Directors may in their discretion establish), including, but not limited to, the following items.

Ordinary Operating Budget:

Costs for the maintenance, repair and operation of the Association including property management, maintenance repairs, any insurance required but not covered by the Owner's Association and administrative costs.

b. Copies of the proposed budget and proposed assessments shall be transmitted to each member prior to the assessment being made. Failure to do so shall extend the prior budget until a new budget is adopted.

3. Financing.

The Board may obtain outside independent financing if determined to be necessary by the Association Board of Directors to support extra-ordinary expenses of the townhomes after notice to the Townhome lot owners. After such notice and approval by ten (10) owners in writing, such financing may be obtained.

4. 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. Failure to do so shall perpetuate the prior assessments for an additional year. Such assessments shall be due in advance in twelve (12) monthly, quarterly or annual installments as approved by the Board of Directors. As provided, if an annual assessment is not timely made as required, the assessment shall be presumed to have been made in the amount of the last prior annual assessment. In the event the prior annual assessment in fact 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.

Assessments for expenses to defray the cost of emergencies or special assessments which cannot be paid from the annual assessments for ordinary operating expenses shall be made only after notice of the need therefor to the lot owners. After such notice and approval in writing by persons entitled to cast eight (8) votes, the assessment shall become effective, and it shall be due no less than thirty (30) from notice thereof.

The depository of the Association shall be such bank as shall be designated from time to time by the directors and which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks properly signed by an officer of the Association or two (2) officers of the Association for amounts over \$2500, as authorized by the Board of Directors.

The collection of assessments may be delegated to a professional company if it is deemed appropriate by the Board of Directors.

ARTICLE 6

PARLIAMENTARY RULES

Roberts Rule of Order (latest edition) shall govern the conduct of Association proceedings when not in conflict with the Restrictions and Covenants, Articles of Incorporation, By-Laws or the laws of the State of Louisiana.

ARTICLE 7

AMENDMENTS

Amendments to the By-Laws shall be proposed and adopted in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
2. A resolution adopting a proposed amendment must receive approval by a vote of eight (8) townhome owners.
3. Initiation: An amendment may be proposed by either the Board of Directors or by the members of the Association.
4. Effective dates: An amendment when adopted as set forth above shall become effective only after being recorded in the corporate minute book and certified by the corporate secretary and have been adopted.
5. These By-Laws shall be amended, if necessary, so as to make the same consistent with provisions of the Declaration.
6. No amendment shall change the voting rights or assessment responsibilities of any Townhome Owner.

ARTICLE 8

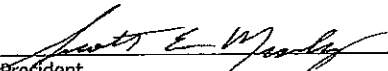
ARBITRATION

Any dispute between or among the property owners arising out of the administration of the Townhome units shall be resolved by the Association acting through its Board of Directors. Should any owner contest the decision reached by the Board then the owner's remedy is to submit the dispute to an arbitrator for arbitration in accordance with the rules adopted by the American Arbitration Association. The decision of the arbitrator shall be binding on all lot owners and the Association. All costs of any such arbitration shall be borne equally by the lot owner's involved on a pro-rata basis unless the award of arbitrators is entirely against one lot owner, in which case said lot owner shall be entirely responsible for the costs of arbitration. This provision shall not apply to the collection of past due assessments which can be collected and enforced by any legal mean allowed under the laws of the State of Louisiana.

The foregoing were adopted as the By-Laws of this corporation, a corporation not for profit organized under the laws of the State of Louisiana.

Dated this 31st day of January, 2016.

The undersigned initial directors do hereby consent to adopt the above By-Laws.



President



Secretary



Treasurer