


UNITED STATES OF AMERICA

State of  Louisiana

Jay Bardenne
 SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
 a copy of the Articles of Incorporation of
 ABITA LAKES PROPERTY OWNERS ASSOCIATION, INC.

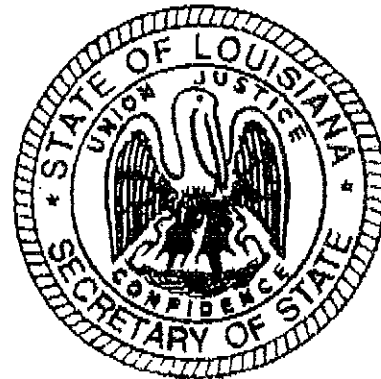
Domiciled at MANDEVILLE, LOUISIANA,

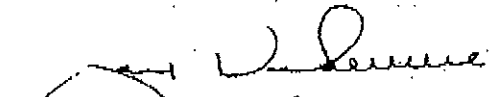
Was filed and recorded in this Office on August 31, 2007,

And all fees having been paid as required by law, the
 corporation is authorized to transact business in this
 State, subject to the restrictions imposed by law, including
 the provisions of R.S. Title 12, Chapter 2.

St. Tammany Parish 2
 Instrmnt #: 1645019
 Registry #: 1767930
 09/13/2007 2:14:00 P
 MB CB MI X UCC

*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,
 August 31, 2007*




 ABA 38531751N
 Secretary of State

ARTICLES OF INCORPORATION

OF

ABITA LAKES PROPERTY OWNERS ASSOCIATION, INC.

The undersigned hereby executes these Articles for the purpose of forming a non profit corporation under L.S.A. R.S. 12:201, et seq., of the laws of the State of Louisiana, and certifies as follows:

ARTICLE I

NAME

The name of the corporation shall be ABITA LAKES PROPERTY OWNERS ASSOCIATION, INC., hereinafter for convenience sometimes referred to as the "Association".

ARTICLE II

DOMICILE

The domicile of this corporation and the location of the registered office is: 69201 Hwy. 59, Mandeville, St. Tammany Parish, Louisiana 70471.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is to provide an entity for the operation, management, regulation and administration of that subdivision known as ABITA LAKES SUBDIVISION, ALL PHASES, all as per the official subdivision plat(s), now or hereafter, on file with the Clerk of Court, St. Tammany Parish, LA.

STATE OF LOUISIANA
Office of the Secretary of State
I hereby certify that this is a true and correct copy,
as taken from the original on file in this office.

ARTICLE IV

POWERS

Jay Dardenne
Jay Dardenne
Secretary of State

Date: 08/31/07 ADB

The Association's powers shall include and be governed by the following provisions:

A. The Association shall have all the common law and statutory powers of a non-profit corporation except those which conflict with the provisions of these Articles.

B. The Association shall have all the powers and duties set forth in the Act Creating Deed Restrictions and Covenants for the subdivision, and those listed below, by example not exclusively.

(1) To make and collect assessments against members in order to defray the Association's cost, expenses and losses, and to borrow such funds for the purchase or improvement or maintenance

ARTICLE V

MEMBERS

This corporation is to be organized on a non-stock basis. There shall be only one class of membership. The members of the Association shall be limited to and shall consist of all the record owners of units in the Subdivision. Membership in the Association shall be established by recordation in the Conveyance Records of the Parish of St. Tammany of a deed or other instrument translative of title establishing a record title to a lot in the said Subdivision and the delivery to the Association of a certified copy of such instrument, the owner designated by such instrument thereby automatically becoming a member of the Association. The percentage share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to his lot. Each lot in the said Subdivision all phases shall be entitled to one vote in the Association.

ARTICLE VI

DIRECTORS

The affairs of the Association shall initially be managed by the below named Directors. Thereafter, the number of directors as shall be as determined by the By-Laws. In the absence of such a determination, the first elected Board shall consist of five (5) members. The initial elected Board of Directors shall be elected at the annual members' meeting in the manner provided in the By-Laws. Directors may be removed and vacancies on the Board shall be filled as provided by the By-Laws.

However, the first election of the directors shall not be held until 75% of the lots in the said Subdivision including current and/or future phases have been sold by the Developer or sooner at the Developer's sole option. The directors named herein shall serve until the first election of directors, and the Developer shall fill any vacancies occurring before the first election by appointment. The name and address of the first Directors are as follows:

Directors: John Yemelos, 69201 Hwy. 59, Mandeville, LA. 70471
Janel Martin, 69201 Hwy. 59, Mandeville, LA. 70471

The above named directors shall hold office until a successor is appointed by Developer or a board is elected as provided hereinabove.

ARTICLE VII

OFFICERS

The Association's affairs shall be administered by the officers named hereinafter or as replaced by Developer and thereafter by officers elected at the first meeting of the elected Board of Directors following the first or any subsequent annual meeting of members. Such officers shall serve for one year or until the annual members' meeting next following. The initial officer's name and address is:

President: John Yemelos, 69201 Hwy. 59, Mandeville, LA
70471

Secretary/Treasurer: Janel Martin, 69201 Hwy. 59, Mandeville,
LA 70471

ARTICLE VIII

INDEMNIFICATION

Each director and each officer of the Association shall be indemnified by the Association against all liabilities and expense, including legal counsel fees reasonably incurred or imposed on him in connection with any proceeding in which he may be a party, or in which he may become involved, by reason of his being or having been an officer or director of the Association, or any settlement thereof, regardless of whether he is an officer or director at the time such expenses are incurred, unless the officer or director is adjudged guilty of willful malfeasance or misfeasance in the performance of his duties. In case of settlement, the indemnification provided for herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the Association's best interest. The above described rights of indemnification shall not be exclusive of all other rights to which such director or officer may be entitled, but shall be in addition to such other rights.

ARTICLE IX

BY-LAWS

The initial Directors may adopt the first By-Laws of the Association. The said By-Laws may be amended, changed, repealed or replaced in the manner provided in the said By-Laws, after the first elected Board of Directors takes office.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation shall be amended in the following manner:

Until the first election of the Board of Directors, only the initial Directors named herein or their replacement appointed by Developer may amend these articles. Thereafter, the notice of any meeting at which a proposed amendment is considered shall include a notice of the subject matter of the proposed amendment. Either the Board of Directors or the members of the Association may propose a resolution approving a proposed amendment. Members and directors who are not present either in person or by proxy at the meeting at which the proposed amendment is under consideration may express their approval in writing provided their approval is delivered to the Secretary at or before the meeting.

An amendment must be approved by not less than fifty-one percent (51%) of the members' total voting power present at the meeting. No amendment shall make any changes in the qualifications for membership nor in the voting rights of the members, nor any change in Part C, Article IV without the unanimous approval in writing by all of the members having voting power. A copy of each amendment shall be certified by the Secretary of State and recorded in accordance with law and filed in the conveyance records of the Clerk of Court, St. Tammany Parish.

ARTICLE XI

ACCOUNTING RECORDS

The Association shall maintain accounting records according to standard and accepted accounting practices. Such records shall be available for inspection by lot owners at reasonable times designated by the Association. Such records shall include:

- (1) An itemized record of all receipts and expenditures.

(2) A separate account for each lot which shall indicate the name and address of the lot owner, the amount of each assessment for the common expenses, when the assessment becomes due, amounts paid on the account and any balance due thereon.

ARTICLE XII

TERMS OF THE ASSOCIATION

The Association shall continue to exist for the life of the said Subdivision. The termination of said Subdivision in accordance with the provisions of the Act Creating Deed Restrictions and Covenants and master Deed Restrictions shall terminate the Association.

ARTICLE XIII

REGISTERED AGENT

The full name and address of the corporation's registered agent is: John Yemelos, 69201 Hwy. 59, Mandeville, LA 70471

ARTICLE XIV

INCORPORATOR

The name and address of the incorporator of this corporation is: John Yemelos, 69201 Hwy. 59, Mandeville, LA 70471

ARTICLE XV

ASSESSMENTS

Members shall be subject to assessments by this corporation in accordance with the Restrictions and Covenants, provided however, that Developer owned lots shall be and are exempt from assessments in consideration of management duties performed by Developer, unless Developer waives this exemption in writing.

THUS DONE AND PASSED, in the presence of me, Notary, and that of the undersigned competent witnesses, after reading the whole, and for the purposes stated herein, Covington, Louisiana, this 28th day of August, 2007.

WITNESSES:

Helene L. Braun
Helene L. Braun
Anna Dreyer
ANNA Dreyer

ORGANIZER:

John Yemelos
JOHN YEMELOS

MARTHA L. JUMONVILLE
NOTARY PUBLIC
BAR ROLL # 7592

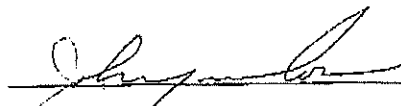
AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT
ACT 769 OF 1987

TO THE SECRETARY OF STATE
CORPORATE DEPARTMENT
STATE OF LOUISIANA

STATE OF LOUISIANA
PARISH OF ST. TAMMANY

On this 28th day of August, 2007,

BEFORE ME, the undersigned Notary Public, in and for the State and Parish aforesaid, personally came and appeared JOHN YEMELOS a person of the full age of majority and a resident of St. Tammany Parish, who is personally known to me, who after being duly sworn, did declare and say that he does hereby accept appointment as the Registered Agent of Abita Lakes Property Owners Association, Inc., which Corporation is authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, of the Louisiana Revised Statutes, and the pertinent chapters thereunder.




JOHN YEMELOS

Sworn to and subscribed

Before me, Notary, this

28th day of August, 2007.



MARTHA L. JUMONVILLE
NOTARY PUBLIC
BAR ROLL # 7592