

ARTICLES OF INCORPORATION

UNITED STATES OF AMERICA

OF

STATE OF LOUISIANA

ARBOR WALK PROPERTY OWNERS ASSOCIATION

PARISH OF ST. TAMMANY

BE IT KNOWN, that on this (J-j-V day of July, in the year of Our Lord, two thousand and two:

BEFORE ME, the undersigned Notary Public, duly commissioned and qualified in and for the state and parish aforesaid, therein residing, and in the presence of the undersigned competent witnesses:

PERSONALLY CAME AND APPEARED:

LONESOME DEVELOPMENT, L.L.C., a Louisiana Limited Liability Company domiciled in the Parish of St. Tammany, herein represented by its managers, Timothy R. Henning and Don A. McMath, duly authorized by virtue of a Unanimous Consent of the Members recorded as Instrument No. 1288722 of the records of St. Tammany Parish, Louisiana, and having a mailing address of P. O . Box 546, Mandeville, Louisiana (referred to hereinafter as "Developer");

who declared to me, in the presence of the undersigned competent witnesses, that availing themselves of the provisions of Louisiana Non-Profit Corporation Law, Chapter 12, Section 201-269 of the Louisiana Revised Statutes, now in effect and as amended; and who do hereby organize a non-profit corporation in pursuance of that law, and in accordance with the following articles of incorporation

The undersigned do hereby adopt the following as the Articles of Incorporation of ARBOR WALK PROPERTY OWNERS ASSOCIATION, INC., for the purpose of organizing a corporation under the Louisiana Non-Profit Corporation Law, Chapter 12, Section 201-269, inclusive, of the Louisiana Revised Statutes now in effect and as amended:

STATE OF LOUISIANA

Notary Public
J. J. Smith
11/1/11

Article

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NAME

Fox McKeithen
Secretary

The name of the corporation shall be: ARBOR WALK PROPERTY ASSOCIATION, INC., (hereinafter referred to as the "Association").

Article II

PURPOSE

The purpose for which the Association is organized is to provide a legal entity which shall obtain rights, privileges and obligations under restrictive covenants for Arbor Walk Subdivision established by the Developer this same date and recorded in the official records of St. Tammany Parish, Louisiana, hereinafter referred to as "Restriction Covenants", for the development, management, regulation, operation and maintenance of the subdivision easements, road, improvements, green spaces, common areas, detention ponds, entrance features, and other properties of every kind and character, described in the Restrictive Covenants of Arbor Walk Subdivision.

Article III

DOMICILE

The domicile of this corporation shall be St. Tammany Parish, Louisiana, and its registered office shall be located at 801 Asbury Dr., Suite A, Mandeville, Louisiana.

Article IV

POWERS

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

A. 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 as it now exists and as it may be amended from time to time, except in instances where the Non-Profit Corporation Law as aforesaid conflicts with the provisions of these Articles of Incorporation or by the Bylaws executed this date, the Articles and Bylaws shall govern.

B. The Association shall have all of the powers, duties and obligations allowed by law, except as limited by these Articles of Incorporation, the Bylaws of the Association executed in connection with these Articles, and the Restriction Covenants, as all of these documents may be amended from time to time. The **said** power shall include, but is not limited to, the following:

1. To make and collect assessments against members in order to pay the costs necessary for the orderly maintenance of Arbor Walk Subdivision.

2. To use the proceeds of assessments in the exercise of its powers and duties as provided for in the Restriction Covenants, Articles and Bylaws.

3. To maintain and improve easements, the subdivision, road, green spaces, common areas, detention ponds, entrance gates features, and other properties of every kind and character, both movable and immovable, in Arbor Walk Subdivision, and to further maintain and improve property owned by the Association.

4. To enact, amend and enforce reasonable rules and regulations for the use of the property within Arbor Walk Subdivision.

5. To enforce, by all legal means available to the Association, the provisions of the Laws of the State of Louisiana, the Articles, Bylaws, Restrictive Covenants, and Regulations of the Association.

6. To enter into contracts and agreements for the management, maintenance and improvement of the property in Arbor Walk Subdivision.

7. To borrow monies and open bank accounts in the name of and on behalf of the Association.

C. The ownership of all properties and funds acquired by the Association and the proceeds thereof shall be held and administered in trust by the Officers of the Association, for the benefit of the Association members and the Association property, green spaces and common areas located within Arbor Walk Subdivision in accordance with the provisions of the Restriction Covenants, Articles, Bylaws and the Laws of the State of Louisiana relative to Non-Profit Corporations.

Article V

MEMBERS

This corporation is to be organized on a non-stock basis. The Association shall have two classes of voting membership:

A Every person, group of persons, corporation, partnership, trust or other legal entity, or any combination thereof, who became a record owner of a fee interest in any lot in Arbor Walk Subdivision by transfer from the Developer of Arbor Walk Subdivision shall be a Class A member of the Association. Each class A member of the Association shall

be entitled to one (1) vote for each lot owned by any such firm, person, corporation, trust or other legal entity. However, there shall be only one (1) vote for each lot to which **class** A membership is appurtenant, and the vote shall be cast in accordance with the Bylaws of the Association.

B. The Class B Member shall be the Developer. The Class B Member shall have a total number of votes equal to one (1) more than the total number of votes of the Class A Members as long as he owns one lot or building site in the subdivision. Control of the Association shall become vested in the Class A Members not later than the earlier of:

- (i) 120 days after completion of transfer of such Class A Members of title to Lots representing one hundred (100%) per cent of the Lots in the Subdivision, or
- (ii) upon surrender of all Class B Memberships by the holder for cancellation on the books of the Association.

Upon the lapse and/or surrender of all the class B memberships, as provided for in this Article, the Developer shall continue to be a class A member of the Association as to each and every lot in which the Developer holds the interest otherwise required for such class A membership.

Article VI

DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of such number of Directors as shall be determined by the Bylaws, but having not less than two (2) Directors. Directors shall be elected at the annual members meeting in the manner provided by the Bylaws. The Directors may be removed and vacancies on the Board filled as provided by the Bylaws. The Directors named herein shall serve until the first election of Directors. The names and addresses of the members of the first Board of Directors are as follows:

Timothy R. Henning
801 Asbury Dr.
Mandeville, La

Don A. McMath
215 St. Ann Dr., Suite 3
Mandeville, LA 70471

The above named Directors shall hold office until their successors are elected and have qualified or until removed from office.

Article VII

OFFICERS

The Association's affairs shall be administered by the Officers of the Board of Directors of the association. Such Officers shall serve at the pleasure of the Board of Directors. The initial Officers' names and addresses are:

Timothy R. Henning (President/Treasurer)
801 Asbury Dr.
Mandeville, La

Don A. McMath (Vice President/Secretary)
215 St. Ann Dr., Suite 3
Mandeville, LA 70471

The above named Officers shall hold office and serve until their successors are designated by the Board of Directors and have qualified or until removed from office.

Article VIII

INDEMNIFICATION

Each Director and each Officer of the Association shall be indemnified by the Association against all liabilities and expenses, including attorney's 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 liabilities and expenses are incurred, unless the Officer or Director is adjudged guilty of wilful malfeasance or malfeasance in the performance of his duties. In case of a settlement, the indemnification provided for herein shall apply only

when the Board of Directors approves such settlement and reimbursement as being in the Association's best interest. The above described right 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

Bylaws

The Board of Directors shall adopt the first Bylaws of the Association. The said Bylaws may be amended, changed or repealed in the manner provided by said Bylaws.

Article X

AMENDMENTS TO ARTICLES OF INCORPORATION

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

The notice of any meeting at which a proposed amendment is considered shall include notice of the subject matter of the proposed amendment. Either the Board of Directors or any member of the Association may propose a resolution approving a proposed amendment. An amendment must be approved by a vote or written consent of the members representing fifty one (51%) percent of the total voting power of the Association or may be amended by the Developer, or his assigns, above without a vote for as long as the developer is a Class "B" member. No amendments shall make any changes in the qualifications for membership nor in the voting rights of the members, without the unanimous approval in writing by all the members. A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of St. Tammany Parish, Louisiana.

Article XI

TERM OF ASSOCIATION

The Association shall continue to exist as long as the Restrictive Covenants are imposed (as they may be amended) upon the property known as Arbor Walk Subdivision, St. Tammany Parish, Louisiana, unless the members elect to terminate the Association sooner by two-thirds (2/3) vote of approval of the total voting power of the Association.

Article XII

REGISTERED AGENT

The full name and post office address of the corporation's registered agent is:

Timothy R. Henning
801 Asbury Dr.
Mandeville, La.

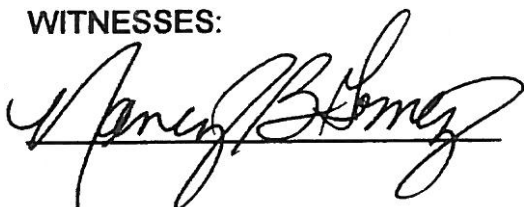
Article XIII


INCORPORATOR

Lonesome Development, LL.C.
P. O . Box546
Mandeville, Louisiana

THUS DONE AND PASSED in Covington, St. Tammany Parish, Louisiana, on the day, month and year herein above first written, in the presence of the undersigned competent witnesses.

WITNESSES:





ARBOR WALK PROPERTY OWNERS ASSOCIATION, INC.

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DON A McMAfH:Manager



NOTARY PUBLIC