

ARTICLES OF INCORPORATION
OF
VILLE ST. JOHN OWNERS' ASSOCIATION

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CLERK OF SUPERIOR COURT
SAN FRANCISCO, CALIF.

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EXHIBIT B

ARTICLES OF INCORPORATION

OF

VILLE ST. JOHN OWNERS' ASSOCIATION

The undersigned hereby associate themselves for the purpose of forming a non-profit corporation under Chapter 12, Sections 201-269 and conforming to Title 9, Sections 1121.101 et seq., Laws of the State of Louisiana, and represent as follows:

ARTICLE I

NAME

The name of the Corporation shall be VILLE ST. JOHN OWNERS' ASSOCIATION hereinafter for convenience, referred to as the "Association".

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, Title 9, Sections 1121.101 et seq., Laws of the State of Louisiana, hereinafter referred to as the "Condominium Act", for the operation and administration of Ville St. John Condominiums, A Condominium located on the immovable property described hereinafter:

THAT CERTAIN LOT OF GROUND, together with all the buildings and improvements thereon, and all rights, ways, privileges, servitudes, appurtenances and advantages thereunto belonging or in anywise appertaining, situated in the Second District of the City of New Orleans, in SQ. NO. 462, bounded by St. Ann, Moss and Dumaine Streets and Hagan Avenue (now Jefferson Davis Parkway), designated as LOT 12-A on a plan of survey and subdivision by J. J. Krebs & Sons, Inc., Civil Engineers, dated March 24, 1971, approved by the City Planning Commission on March 25, 1971, registered in COB 699, folio 399, of the Register of Conveyances for the Parish of Orleans, LA, and according to said plan the said Lot 12-A commences at a distance of one hundred twenty feet, one inch, four lines (120'1"4''') from the corner of Dumaine and Moss Streets and measures thence ninety-four feet, eight inches, one line (94'8"1''') front on Moss Street, a width in the rear of ninety-three feet, eleven inches, five lines (93'11"5'''), by a depth on the side line nearer Dumaine Street of eighty-five feet, two inches, two lines (85'2"2'''), and a depth on the opposite side line nearer St. Ann Street of eighty-eight feet, seven inches, one line (88'7"1'''), and is composed of the front portions of original Lots 11, 12 and 13, which lots are delineated on a survey by J. J. Krebs & Sons, Inc., Civil Engineers, dated November 15, 1968, a copy of which is annexed to an act before Oliver P. Carriere, Jr., Notary Public, dated December 23, 1968.

THAT CERTAIN LOT OF GROUND, together with all the buildings and improvements thereon, and all rights, ways, privileges, servitudes, appurtenances and advantages thereunto belonging or in anywise appertaining, situated in the Second District of the City of New Orleans, State of Louisiana, in SQUARE NO. 462, bounded by Moss, St. Ann and Dumaine Streets and Hagan Avenue (now Jefferson Davis Parkway), designated as Lot 11-A on a plan of survey and subdivision by J. J. Krebs & Sons, Inc., Civil Engineers, dated March 24, 1971, approved by City Planning Commission on March 25, 1971, registered in COB 699, folio 399, the Register of Conveyances for the Parish of Orleans, Louisiana according to which said plan the said Lot 11-A commences at a distance of eighty feet, ten inches, six lines (80'10"6''') from the corner of

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Moss and Dumaine Streets and measures thence thirty feet (30') front on Dumaine Street, by a depth on the sideline nearer Moss Street of two hundred thirteen feet, eleven inches, five lines (213'11"5'''), with a first depth on the side line nearer Hagan Avenue of one hundred twenty feet (120'), thence running in the direction of Hagan Avenue and parallel with Dumaine Street, a distance of one hundred eighty feet, no inches, no lines (180'0"0'''), thence a second depth in the direction of St. Ann Street, and parallel with Hagan Avenue of ninety-three feet, eleven inches, five lines (93'11"5'''), with a width in the rear of two hundred nine feet, eleven inches, seven lines (209'11"7'''). The said Lot 11-A is composed of all of original Lot No. 7 and the rear portions of original Lots 11, 12 and 13, which lots are delineated on plan of J. J. Krebs & Sons, Inc., Civil Engineers, dated November 15, 1968, annexed to an act before Oliver P. Carriere, Jr., Notary Public, dated December 23, 1968, and on another plan of J. J. Krebs & Sons, Inc., C.E., dated January 29, 1968.

ARTICLE III

DOMICILE

The domicile of this corporation shall be in New Orleans, Orleans Parish, State of Louisiana, and the location and post office address of its registered office shall be:

Ville St. John Owners' Association
818 Moss St., Suite 101
New Orleans, LA 70119

ARTICLE IV

POWERS

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 Condominium Act except to the extent that they are limited by these Articles and the Condominium Declaration Creating and Establishing Ville St. John Condominiums Property Regime hereinafter referred to as the "Condominium Declaration" and all the powers and duties reasonably necessary to operate the Condominium as set forth in the Condominium Declaration and as it may be amended from time to time. Said powers shall include but are not limited to the following powers:

(1) To make and collect assessments against members in order to defray the Condominium's costs, expenses and losses.

(2) To use the proceeds of assessments in the exercise of its powers and duties.

(3) To repair, replace, maintain and operate the Condominium Property.

(4) To purchase insurance on the Condominium Property and insurance for the protection of the Association and its members.

(5) To reconstruct improvements after casualty and to further improve the property.

(6) To make and amend reasonable regulations as to the use of property in the Condominium subject to the approval of not less than 66% of the votes of the entire membership of the Association with each unit having one vote, before such regulations or amendments shall become effective.

(7) To enforce, by legal means, the provisions of the Condominium Act, the Condominium Declaration, these Articles, the By-Laws of the Association, and the regulations for the use of the Condominium Property.

(8) To contract for the management of the Condominium and to delegate to the manager all the powers and duties of the Association except those powers and duties which were specifically required by the Condominium Declaration to be approved by the Board of Directors or the members of the Association.

(9) To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.

(10) To employ personnel to perform the services required for the proper operation of the Condominium.

C. The Association shall have no power to purchase a unit in the Condominium; This provision cannot be changed without the member's unanimous approval.

D. The titles of all properties and all funds acquired by the Association and the proceeds thereof shall be held in trust for the Condominium members according to the provisions of the Condominium Declaration, these Articles, and By-Laws of the Association.

E. The powers of the Association shall be subject, and shall be exercised according to the provisions of the Condominium Declaration and of the By-Laws.

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 consist of all the record owners of units in the Condominium. Membership in the Association shall be established by recordation in the conveyance records of Orleans Parish, State of Louisiana, of a deed or other instrument translativ of title establishing a record title to a unit in the Condominium 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 percentile 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 unit. The exact number of votes to be cast by record owners of a unit and the manner of exercising voting rights, shall be according to the By-Laws of the Association.

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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 By-Laws, but not less than (3) directors. In the absence of such a determination, the Board shall consist of (3) directors. Directors shall be elected at the annual members' meeting in the manner provided by the By-Laws. Directors may be removed and vacancies on the Board shall be filled as provided by the By-Laws.

The first election of Directors shall not be held until after 50% of the Condominium units have been sold by the Declarant, or until after the 31st day of December, 1985, whichever first occurs. Directors named herein shall serve until the first election of Directors, and the remaining Directors shall fill vacancies occurring before the first election. The names and addresses of the members of the first Board of Directors are as follows:

Sandra H. Roberts
630 N. Carrollton
New Orleans, LA 70119

Stephen W. Brooks
818 Moss St., Suite 101
New Orleans, LA 70119

Patrick Roberts
630 N. Carrollton
New Orleans, LA 70119

Mary W. Brooks
818 Moss St., Suite 101
New Orleans, LA 70119

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 officers elected at the first meeting of the Board of Directors following the annual members' meeting. Such officers shall serve for one year or until the annual members' meeting next following. The initial officers' names and addresses are:

Sandra H. Roberts,
President, Treasurer
630 N. Carrollton
New Orleans, LA 70119

Stephen W. Brooks
Vice President, Secretary
818 Moss St., Suite 101
New Orleans, LA 70119

ARTICLE VIII

INDEMNIFICATION

Each Director and each Officer of the Association shall be indemnified by the Association against all liabilities and expenses, including 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 a 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 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.

BY-LAWS

The Board of Directors shall adopt the first By-Laws of the Association. The said By-Laws may be amended, changed, repealed in the manner provided in the said By-Laws.

ARTICLE X.

AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation shall 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 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 66% of the votes of the entire membership of the Association. For the purpose of amending these Articles, each unit shall be assigned one vote. No amendment shall make any changes in the qualification for membership nor in the voting rights of the members, nor any change in Part C of Article IV 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 Mortgage records of Orleans Parish, State of Louisiana.

ARTICLE XI.

ACCOUNTING RECORDS

The Association shall maintain accounting records according to generally accepted accounting principles. Such records shall be available for inspection by unit owners at reasonable times designated by the Association. Such records shall include:

- (1) An itemized record of all receipts and expenditures and
- (2) A separate account for each unit which shall indicate the name and address of the unit owner, the amount of each assessment for common expenses, the date on which the assessment becomes due, amounts paid on the account and any balance due thereon.

ARTICLE XII.

TERM OF ASSOCIATION

The Association shall continue to exist for the life of the Condominium unless the members terminate the Association sooner by their unanimous consent. The termination of this Condominium in accordance with the provisions of the Declaration shall terminate the Association.

ARTICLE XIII.

REGISTERED AGENT

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

Stephen W. Brooks
818 Moss St., Suite 101
New Orleans, LA 70119

ARTICLE XIV.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

Stephen W. Brooks
818 Moss St., Suite 101
New Orleans, LA 70119

IN WITNESS WHEREOF, I have hereunto set my hand
this 21st day of February, 1985.

WITNESSES:

Abraham E. Hoque

Maria Chikensale


Stephen W. Brooks

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

BEFORE ME, the undersigned Notary Public, in and for the Parish aforesaid, on this 21st day of February, 1985 personally came and appeared:

STEPHEN W. BROOKS, of the full age of majority and domiciled in the Parish of Jefferson, State of Louisiana, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that he is the identical person who executed the foregoing instrument in writing, that his signature hereof is his own true and genuine signature and that he executed said instrument of his own free will and accord, and for the uses, purposes and consideration therein expressed.

THUS DONE AND PASSED on the day and date hereinabove written, in the presence of the undersigned competent witnesses, who have hereunto subscribed their names, together with said appearer, and before me, Notary, after reading of the whole.

WITNESSES:

Deborah E. Hogreue
Maria Cardinale

Stephen W. Brooks
Stephen W. Brooks

Frank P. Bellard
Notary Public

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I CERTIFY THAT THIS DOCUMENT IS A TRUE COPY OF THE ORIGINAL

Frank P. Bellard
NOTARY PUBLIC