

UNITED STATES OF AMERICA
State of Louisiana

Joy McKeithen
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

CEDARPARK VILLAGE HOMEOWNERS ASSOCIATION, INC.

Domiciled at COVINGTON, LOUISIANA,

Was filed and recorded in this Office on February 10, 1999,

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.

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Inst # 1135985
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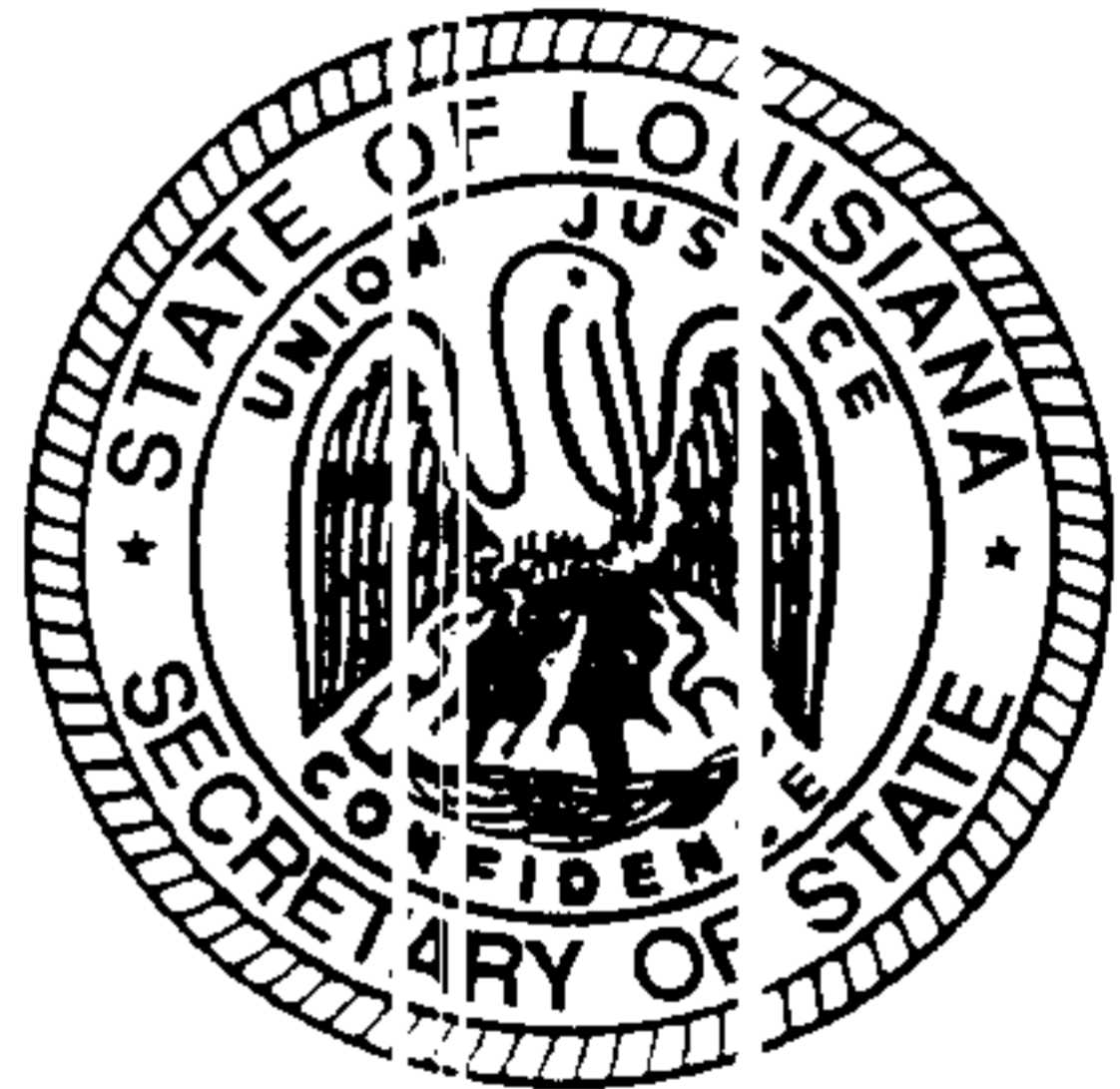
*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

February 10, 1999

Joy McKeithen

KGO 34741033N

Secretary of State



ARTICLES OF INCORPORATION
OF
CEDARPARK VILLAGE HOMEOWNERS ASSOCIATION, INC.

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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.

For McKeithen
For McKeithen
Secretary of State

Filed: **FEB 10 1992**

ARTICLES OF INCORPORATION

OF

CEDARPARK VILLAGE HOMEOWNERS ASSOCIATION, INC.

BE IT KNOWN, that on the 5th day of February, 1999, personally came and appeared before me the undersigned Notary Public, the Donna Peirsol Kohler, Wife of/and John V. Kohler, of the full age of majority, herein represented by Philip H. Gagnon, their Representative and Attorney-in-Fact, duly authorized by Procuration, a copy of which is annexed hereto, whose said Representative and Attorney-in-Fact declared unto me, in the presence of the undersigned competent witnesses that, for the purpose of forming a corporation under the Louisiana Nonprofit Corporation Law, Chapter 12, Section 201, et seq. of the Louisiana Revised Statutes, they do adopt the following Articles of Incorporation of Cedarpark Village Condominiums.

ARTICLE I

NAME

The name of the corporation shall be CEDARPARK VILLAGE HOMEOWNERS ASSOCIATION, INC., (hereinafter referred to as the "Association")

ARTICLE II

PURPOSE

1. The purpose for which the Association is organized is to provide an entity pursuant to the Louisiana Condominium Act, Chapter 9, Sections 1121.101 through 1124.117, Louisiana Revised Statutes, as amended (hereinafter referred to as the "Condominium Act"), for the management, regulation, operation and maintenance of Cedarpark Village Condominiums located on the following lands:

ONE CERTAIN LOT OF GROUND, together with all the buildings and improvements thereon, and all of the rights, ways, privileges, servitudes, appurtenances and advantages thereunto belonging or in anywise appertaining, situated in the Parish of St. Tammany, State of Louisiana, in that part thereof known as CEDARWOOD VILLAGE SUBDIVISION, in Section 54, Township 7 South, Range 11 East, designated as LOT 10-A on the survey made by Ivan M. Borgen, Land Surveyor, dated April 8, 1983, redated June 2, 1983 and further dated July 19, 1983, according to which said lot measures 154.84 feet front on Cedarwood Drive, the same width in the rear, by a depth on the sideline adjoining Lot 12-A of 175.26 feet, by a depth on the opposite sideline, adjoining Lot 9 of 175.73 feet.

ONE CERTAIN LOT OF GROUND, together with all the buildings and improvements thereof, and all the rights, ways, privileges servitudes, appurtenances and advantages thereunto belonging or in anywise appertaining, situated in the Parish of St. Tammany, State of Louisiana, in that part thereof known as CEDARWOOD VILLAGE SUBDIVISION, in Section 54, Township 7 South, Range 11 East, being more fully described as follows, to-wit:

LOT 12-A, CEDARWOOD VILLAGE SUBDIVISION, CITY OF MANDEVILLE, St. Tammany Parish, Louisiana. All as more fully shown on map and plat of survey by Kelly J. McHugh & Associates, Inc., Civil Engineers and Land Surveyors, dated April 26, 1994, Job No. 94-181, a copy of which is attached to deed filed May 5, 1994 as Instrument #904942.

Said property bears the Municipal Nos. 601, 603, 605, 607, and 609 Cedarwood Drive, Mandeville, Louisiana 70471.

ONE CERTAIN LOT OF GROUND, together with all the buildings and improvements thereon, and all of the rights, ways, privileges, servitudes, appurtenances and advantages thereunto belonging or in anywise appertaining, situated in the Parish of St. Tammany, State of Louisiana, in that part thereof known as CEDARWOOD VILLAGE SUBDIVISION, in Section 54, Township 7 South, Range 11 East, designated as LOT 15-A on the survey made by Ivan M. Borgen, Land Surveyor, dated April 8, 1983, redated July 8, 1983 and redated September 23, 1983, according to which said lot measures 74.01 feet front on Cedarwood Drive, a width in the rear of 220.27 feet, by a depth on the sideline adjoining Lot 14-A of 249.18 feet, by a depth on the opposite sideline of 386.4 feet.

ONE CERTAIN LOT OF GROUND, together with all the buildings and improvements thereon, and all of the rights, ways, privileges, servitudes, appurtenances and advantages thereunto belonging or in anywise appertaining, situated in the Parish of St. Tammany, State of Louisiana, in that part thereof known as CEDARWOOD VILLAGE SUBDIVISION, in Section 54, Township 7 South, Range 11 East, designated as LOT 14-A on the survey made by Ivan M. Borgen, Land Surveyor, dated April 8, 1983, redated June 2, 1983, and further redated August 18, 1983, according to which said lot measures 95.3 feet front on Cedarwood Drive, a width in the rear of 181.37 feet, by a depth on the sideline adjoining Lot 12-A of 179.64 feet, by a depth on the opposite sideline adjoining Lot 15-A of 249.18 feet.

ARTICLE III

DOMICILE

The domicile of this corporation shall be 5001 Highway 190, Suite 3-C, Covington, St. Tammany Parish, Louisiana 70433, and its registered office shall be the same.

ARTICLE IV

POWERS

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

A. The Association shall have all statutory powers of a Louisiana nonprofit 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 Louisiana Condominium Act, except to the extent that they are limited by these Articles, the By-Laws of the Association, and the Condominium Declaration creating and establishing Cedarpark Condominiums hereinafter referred to as the "Condominium Declaration", and as it may be amended from time to time. Said powers shall include but are not limited to the following:

(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 rules and regulations as to the use of property in the Condominium;

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

(8) To contract for the management of the Condominium Property and to delegate to such contractor all the powers and duties of the Association except those powers and duties which were specifically required by the Condominium Declaration or By-Laws to be approved by the Board of Directors or the members of the Association;

(9) To contract for and appoint a manager or managing agent for the management or operation of portions of the Common Elements susceptible to separate management or operation;

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

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

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 but 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 recording in the public records of St. Tammany Parish, State of Louisiana, a deed or other instrument establishing a record of title to a Condominium Unit and the delivering to the Association of a certified copy of such recorded instrument, the owner designated by such instrument thereby ipso facto becoming a member of the Association. The share of a member in the funds and assets of the Association cannot be assigned, mortgaged, hypothecated, or transferred in any manner except as an appurtenance to his Unit. Each member of the Association shall be entitled to one vote for each Unit owned by him; where there is more than one owners of a Unit, the allocation of votes to such owners and the manner of exercising voting rights, shall be according to the By-Laws of the Association.

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 having not less than three (3) directors. In the absence of such a determination, the Board shall consist of three (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 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:

- 1) JOHN V. KOHLER 5001 Highway 190, Suite C-3
Covington, Louisiana 70433
- 2) DONNA PEIRSOL KOHLER 5001 Highway 190, Suite C-3
Covington, Louisiana 70433
- 3) PHILIP H. GAGNON 5001 Highway 190, Suite C-3
Covington, Louisiana 70433

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 at the pleasure of the Board of Directors. The initial officers' names and addresses are

- | | |
|---|---|
| <u>PRESIDENT:</u> | JOHN V. KOHLER
5001 Highway 190, Suite C-3
Covington, Louisiana 70433 |
| <u>VICE PRESIDENT/
ASSISTANT SECRETARY:</u> | DONNA PEIRSOL KOHLER
5001 Highway 190, Suite C-3
Covington, Louisiana 70433 |
| <u>SECRETARY/TREASURER:</u> | PHILIP H. GAGNON
5001 Highway 190, Suite C-3
Covington, Louisiana 70433 |

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 expenses are incurred,

unless, the officer or director is adjudged guilty of willful 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 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 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 or repealed in the manner provided by said By-Laws.

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 the members of the Association may propose a resolution approving a proposed amendment.

An amendment altering the Articles may be adopted by two-thirds in interest of the voting members present, at any annual or special meeting of members the notice of which set forth the proposed amendment or a summary of the changes to be made thereby. A majority of the members shall constitute a quorum and a quorum must be present at the meeting at which the amendment to the Articles is to be considered. The notice of such meeting must be transmitted to the members not less than thirty (30) days prior to the meeting. No amendment 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 until such time as the condominium regime is terminated and the Condominium Property is withdrawn from the condominium regime, unless the members elect to terminate the Association sooner by their unanimous approval. The termination of the Condominium Declaration shall also require termination of the Association.

ARTICLE XII

REGISTERED AGENT

The full names and post office addresses of the corporation's registered agents are:

PHILIP H. GAGNON
5001 Highway 190, Suite C-3
Covington, Louisiana 70433

ARTICLE XIII

INCORPORATION

The name and post office addresses of the Incorporators of this corporation are:

JOHN V. KOHLER	5001 Highway 190, Suite C-3 Covington, Louisiana 70433
DONNA PEIRSOL KOHLER	5001 Highway 190, Suite C-3 Covington, Louisiana 70433

THUS DONE AND SIGNED in multiple originals in my office in St. Tammany Parish, Louisiana, on the day, month and year set forth above in the presence of the undersigned competent witnesses, and me, Notary, after due reading of the whole.

WITNESSES:



INCORPORATORS:

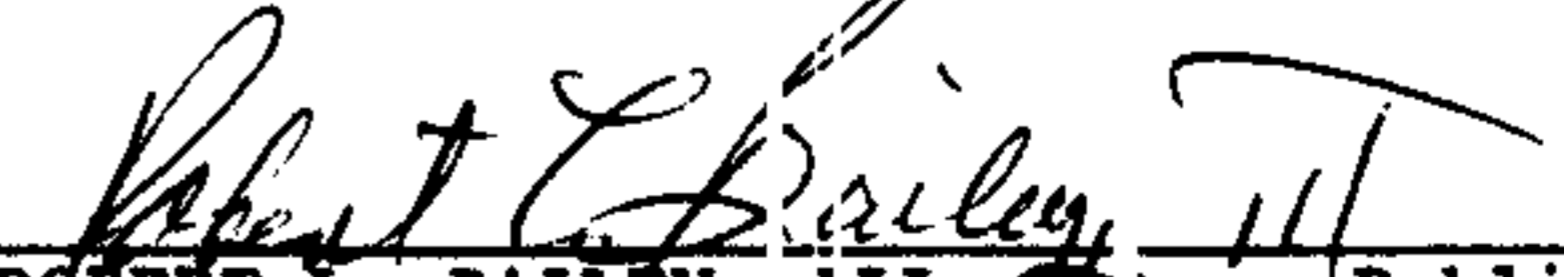
DONNA PEIRSOL KOHLER, WIFE OF/AND
JOHN V. KOHLER

BY:



PHILIP H. GAGNON, Representative and
Attorney-in-Fact






ROBERT L. BAILEY, III, Notary Public

AGENT'S AFFIDAVIT AND ACKNOWLEDGEMENT OF ACCEPTANCE

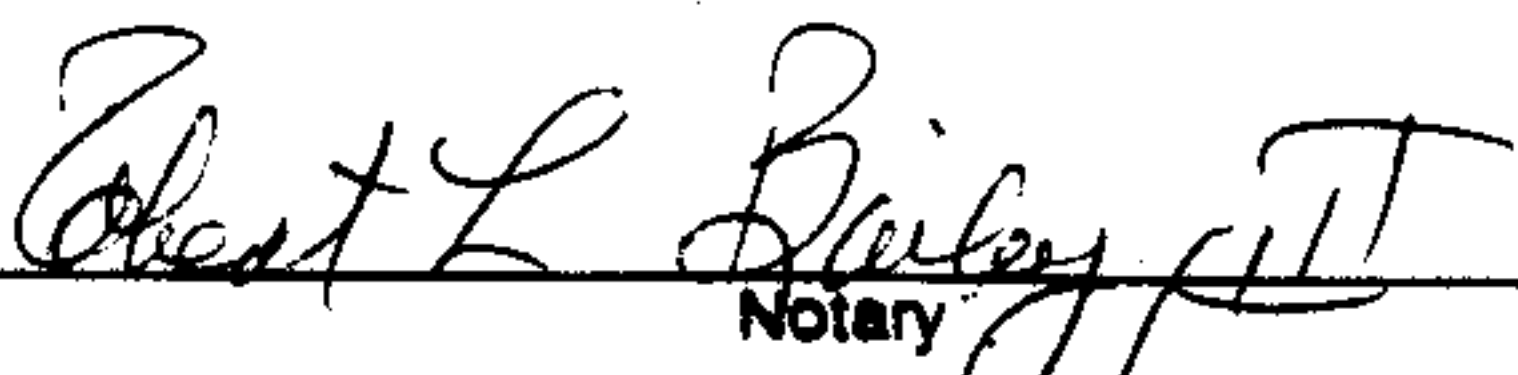
I hereby acknowledge and accept the appointment of registered agent for and on behalf of the above named corporation.

Registered agent(s) signature(s):



PHILIP H. GAGNON

Sworn to and subscribed before me this 5th day of February, 19 99.



Notary
ROBERT L. BAILEY, III

P R O C U R A T I O N

UNITED STATES OF AMERICA

**BY: DONNA PEIRSOL KOHLER,
WIFE OF/AND JOHN V. KOHLER**

STATE OF LOUISIANA

**TO: PHILIP H. GAGNON or
GAGNON MANAGEMENT CO., INC.**

PARISH OF ST. TAMMANY

BE IT KNOWN, that before me, ROBERT L. BAILEY, III, a Notary Public, duly commissioned and qualified in and for the State and Parish aforesaid, and in the presence of the undersigned witnesses, personally came and appeared the hereinafter named and undersigned Principals (hereinafter referred to as Principals), who declared under oath, that they are of legal age and their marital status is as hereinafter set forth, and further that they do, by these presents, make, name, ordain, constitute and appoint the hereinafter named Representative (hereinafter referred to as Representative), to be their true and lawful Representative, hereby giving and granting unto said Representative full power and authority, for them, and in their name, place and stead, to do and perform all the things and acts specified herein.

Principals further authorize and empower their said Representative to do and perform any and every act, matter and thing whatsoever, as shall or may be requisite and necessary in order to effectuate the purpose for which this Procuration is granted, as fully and with like effect as if Principals had been personally present and had done any such thing, performed any such act, and/or had signed all and any such document, deed, note, contract, application or other agreement, Principals hereby ratifying and confirming any and all things done by their said Representative and adopting them as their own act and deed.

Principals further stipulate that any ambiguities which may arise in the interpretation hereof shall be liberally construed so as to effectuate the purposes hereof and to validate all things done by Representative. Whenever used herein, the singular number shall include the plural, and the masculine gender shall include all genders.

The purpose for which this Procuration is granted is to direct, instruct, authorize and permit REPRESENTATIVE to act in PRINCIPALS' behalf as follows:

- (A) To enter into any acts or agreements or declarations and to do all necessary and lawful things required to create condominium regimes, or to change the zoning or to subdivide or resubdivide the properties hereinafter described, including the dedication of public streets and granting of servitudes as Representative shall deem fit, and further to execute acts or condominium declarations or other documents creating a condominium regime, title restrictions, and/or homeowners association on the said property;
- (B) To execute building and/or construction contracts for the conversion of any of the apartment buildings situated on the hereinafter described properties as deemed necessary or advisable by said Representative, and for all types of on-site and off-site construction deemed necessary or advisable by said Representative, including the issuance of lien bonds of all types for all of the above, at such prices and upon such terms and conditions as said Representative shall deem fit, necessary or advisable to complete the conversion of said properties into a Condominium Regime;
- (C) To negotiate loans and letters of credit in the name of Principals, and to borrow from time to time such amounts as is necessary to complete the purpose of this Procuration being the conversion of the hereinafter described properties into a condominium regime; and in order to effectuate the above, Principals do direct, instruct, authorize and permit Representative to execute any necessary act of mortgage or any form of mortgage required to obtain mortgage loan on such form and on such terms and conditions

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as the lender shall require, the said instrument to contain all usual Louisiana security clauses, including by way of example, but not limited to, confession of judgment, waiver of appraisal, waiver of homestead exemption from seizure, and pact de non alienando; to make, execute and deliver in Principals' name a promissory note or promissory notes in the amount of the loan or loans, said note or notes to be payable at such maturity and at such rates of interest and on such terms and conditions as Representative shall deem proper; to obligate Principals jointly and in solido in the event that there are other borrowers;

- (D) To sell, transfer, and deliver with warranty of title and full subrogation and substitution of all actions of warranty, all Principals' right, title and interest unto any person, firm, corporation or association, for such price and on such terms and conditions as Representative may deem proper, any condominium unit situated on the hereinafter described property upon completion of repairs and improvements, and establishment of the Condominium Regime. Further, to sign any and all documents, deeds, or agreements, as shall or may be requisite and necessary for the sale of said condominium units; to receive and receipt for the purchase price in cash or promissory note; to pay and discharge any and all charges, expenses, and encumbrances in connection therewith; and to do and perform any and every other act, matter or thing whatsoever, whether or not specifically provided for herein, in order to effectuate the sale of the condominium units as fully and with like effect as if Principals had been personally present.

NAME, RESIDENCE AND MARITAL STATUS OF PRINCIPALS:

DONNA PEIRSOL KOHLER, WIFE OF/AND JOHN V. KOHLER, both persons of the full age of majority and residents of St. Tammany Parish, Louisiana, who declared unto me, Notary, that she has been married but once and then to John V. Kohler; the said John V. Kohler has been married but twice, first to Jane Makings from whom he was divorced in 1947 in Reno, Nevada, and second to Donna Peirsol Kohler; and that they presently live and reside together, their mailing address is 5001 Highway 190, Suite C-3, Covington, Louisiana 70433; and further that their social security numbers are:

Hers: -1841

His: 504-04-0988

NAME AND ADDRESS OF REPRESENTATIVE:

PHILIP H. GAGNON, a person of the full age of majority and domiciled in St. Tammany Parish, Louisiana, whose mailing address is 5001 Highway 190, Suite C-3, Covington, Louisiana 70433,

OR

GAGNON MANAGEMENT CO., INC., a corporation organized under the laws of the State of Louisiana, whose mailing address is 5001 Highway 190, Suite C-3, Covington, Louisiana 70433,

DESCRIPTION OF REAL ESTATE FORMING THE SUBJECT OF THIS PROCURATION:

PARCEL NO. 1:

ONE CERTAIN LOT OF GROUND, together with all the buildings and improvements thereof, and all the rights, ways, privileges, servitudes, appurtenances and advantages thereunto belonging or in anywise appertaining, situated in the Parish of St. Tammany, State of Louisiana, in that part thereof known as CEDARWOOD VILLAGE SUBDIVISION, in Section 54, Township 7 South, Range 11 East, being more fully described as follows, to-wit:

LOT 12-A, CEDARWOOD VILLAGE SUBDIVISION, CITY OF MANDEVILLE, St. Tammany Parish, Louisiana. All as more fully shown on map and plat of survey by Kelly J. McHugh & Associates, Inc., Civil Engineers and Land Surveyors, dated April 26, 1994, Job No. 94-181, a copy of which is attached to deed filed May 5, 1994 as Instrument #904942.

Said property bears the Municipal Nos. 601, 603, 605, 607, and 609 Cedarwood Drive, Mandeville, Louisiana 70471.

Being the same property acquired by John V. Kohler, Et Ux from Keystone Management, Inc. by act dated September 30, 1997, recorded October 1, 1997 in the official conveyance records of St. Tammany Parish, Louisiana as Instrument Number 1065860.

PARCEL NO. II:

ONE CERTAIN LOT OF GROUND, together with all the buildings and improvements thereon, and all of the rights, ways, privileges, servitudes, appurtenances and advantages thereunto belonging or in anywise appertaining, situated in the Parish of St. Tammany, State of Louisiana, in that part thereof known as CEDARWOOD VILLAGE SUBDIVISION, in Section 54, Township 7 South, Range 11 East, designated as LOT 10-A on the survey made by Ivan M. Borgen, Land Surveyor, dated April 8, 1983, redated June 2, 1983 and further dated July 19, 1983, according to which said lot measures 154.84 feet front on Cedarwood Drive, the same width in the rear, by a depth on the sideline adjoining Lot 12-A of 175.26 feet, by a depth on the opposite sideline, adjoining Lot 9 of 175.73 feet.

Said property bears the Municipal Nos. 531, 533, 535, 537, 539, 541, 543, 545 and 547 Cedarwood Drive, Mandeville, Louisiana 70471.

ONE CERTAIN LOT OF GROUND, together with all the buildings and improvements thereon, and all of the rights, ways, privileges, servitudes, appurtenances and advantages thereunto belonging or in anywise appertaining, situated in the Parish of St. Tammany, State of Louisiana, in that part thereof known as CEDARWOOD VILLAGE SUBDIVISION, in Section 54, Township 7 South, Range 11 East, designated as LOT 14-A on the survey made by Ivan M. Borgen, Land Surveyor, dated April 8, 1983, redated June 2, 1983, and further redated August 18, 1983, according to which said lot measures 95.3 feet front on Cedarwood Drive, a width in the rear of 181.37 feet, by a depth on the sideline adjoining Lot 12-A of 179.64 feet, by a depth on the opposite sideline adjoining Lot 15-A of 249.18 feet.

Said property bears the Municipal Nos. 611, 613, 615, 617, 619, 621, 623, 625 and 627 Cedarwood Drive, Mandeville, Louisiana 70471.

ONE CERTAIN LOT OF GROUND, together with all the buildings and improvements thereon, and all of the rights, ways, privileges, servitudes, appurtenances and advantages thereunto belonging or in anywise appertaining, situated in the Parish of St. Tammany, State of Louisiana, in that part thereof known as CEDARWOOD VILLAGE SUBDIVISION, in Section 54, Township 7 South, Range 11 East, designated as LOT 15-A on the survey made by Ivan M. Borgen, Land Surveyor, dated April 8, 1983, redated July 8, 1983 and redated September 23, 1983, according to which said lot measures 74.01 feet front on Cedarwood Drive, a width in the rear of 220.27 feet, by a depth on the sideline adjoining Lot 14-A of 249.18 feet, by a depth on the opposite sideline of 386.4 feet. Said property bears the Municipal Nos. 629, 631, 633, 635, 637, 639, 641, 643, 645, 647, 649, 651 and 653 Cedarwood Drive, Mandeville, LA 70471.

Acquired by John V. Kohler, Et Ux from Resolution Trust Company as Receiver for French Market Homestead, F.S.A., by act recorded February 6, 1992 in COB 1494, folio 248 of the official conveyance records of St. Tammany Parish, Louisiana.

THUS DONE AND PASSED in multiple originals in my office in Mandeville,
St. Tammany Parish, Louisiana, in the presence of the undersigned competent
witnesses, on this 28th day of April, 1998.

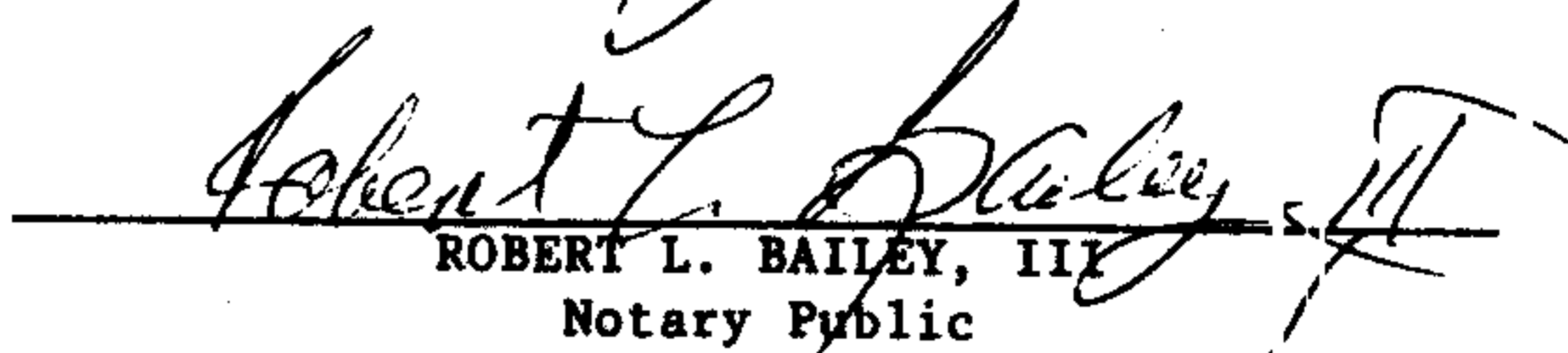
WITNESSES:


STEPHANIE FREDERICKS


DONNA PEISSOL KOHLER


TREVA T. CAIRNS


JOAN V. KOHLER


ROBERT L. BAILEY, III
Notary Public