

UNITED STATES OF AMERICA  
State of Louisiana



**Jox 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

**EMERALD OAKS CONDOMINIUM ASSOCIATION, INC.**

Domiciled at MANDEVILLE, LOUISIANA,

Was filed and recorded in this Office on March 03, 2005,

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.

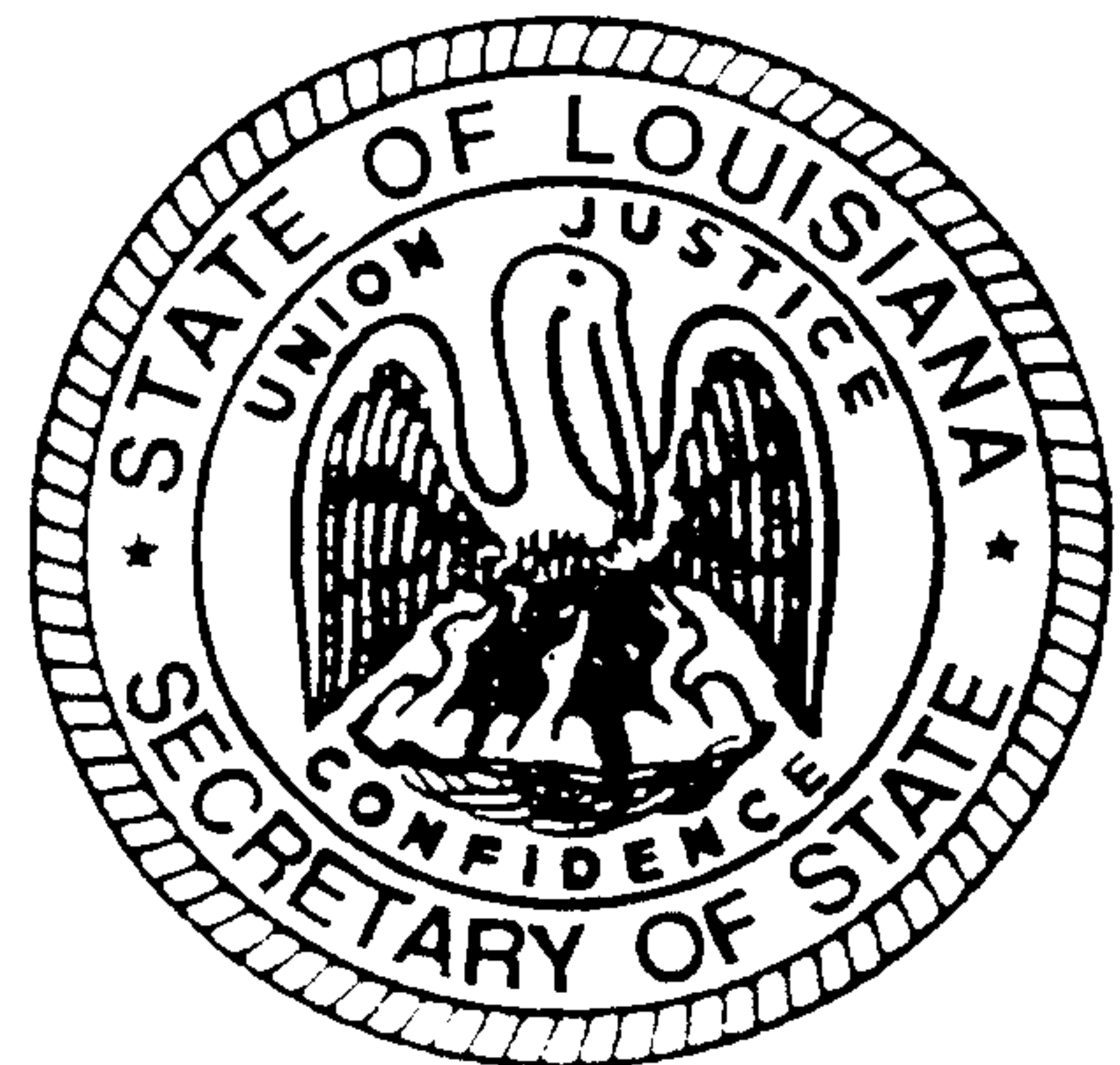
St. Tammany Parish 2  
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*In testimony whereof, I have hereunto set  
my hand and caused the Seal of my Office  
to be affixed at the City of Baton Rouge on,  
March 3, 2005*

*Jox McKeithen*

LLA 35891238N

*Secretary of State*



**ARTICLES OF INCORPORATION**

**UNITED STATES OF AMERICA**

**OF**

**STATE OF LOUISIANA**

**EMERALD OAKS CONDOMINIUM  
ASSOCIATION, INC.**

**PARISH OF ST. TAMMANY**

**BE IT KNOWN**, that on this 3<sup>rd</sup> day of March, in the year of Our Lord, two thousand and five:

**BEFORE ME**, LELAND R. GALLASPY, a 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:**

**FIRST CONSTRUCTION CORPORATION** (TIN# 72-1235616), a Louisiana Corporation, domiciled in Mandeville, St. Tammany Parish, Louisiana, herein represented by its duly authorized President, Michael H. Fitzpatrick, and having a mailing address of 1344 Villere Street, Mandeville, Louisiana, and hereinafter sometimes referred to as "Declarant";

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 pursuant to that law, and in accordance with the following articles of

STATE OF LOUISIANA  
Incorporation:

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.

*Fox McKeithen*  
Fox McKeithen  
Secretary of State

**MAR 03 2005**

Date:            The name of the corporation shall be: Emerald Oaks Condominium Association, Inc.,  
(hereinafter referred to as the "Association").

**Article I**

**NAME**

**Article II**

**PURPOSE**

Emerald Oaks Condominium has been established on certain property near the City of Covington, Parish of St. Tammany, State of Louisiana, pursuant to the Condominium Declaration of Emerald Oaks Condominium which is recorded in the official records of St. Tammany Parish,

Louisiana. The Association is organized to provide for the maintenance, control and preservation of the Condominium and to promote the health, safety and welfare of the occupants of the units on the Condominium property. In furtherance of this purpose, this corporation shall have all the powers granted to nonprofit corporations under the laws of the State of Louisiana. No part of the income of the corporation shall be distributed to its members, directors or officers.

### Article III

#### DOMICILE

The domicile of this corporation shall be St. Tammany Parish, Louisiana, and its registered office shall be located at 1344 Villere Street, 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 Condominium Declaration, 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 Emerald Oaks Condominium.

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

3. To maintain and improve easements, roads, green spaces, common elements, entrance gates features, and other properties of every kind and character, both movable and immovable, in Emerald Oaks Condominium, and to further maintain and improve any property owned by the Association.

4. To enact, amend and enforce reasonable rules and regulations for the use of the property within Emerald Oaks Condominium.

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

6. To enter into contracts and agreements for the management, maintenance and improvement of the property in Emerald Oaks Condominium.

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 and common elements located within Emerald Oaks Condominium in accordance with the provisions of the Condominium Declaration, 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 owns a fee interest in any unit (regardless of whether the unit is improved or vacant) 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 unit owned by any such firm, person, corporation, trust or other legal entity. However, there shall be only one (1) vote for each unit to which class A membership is appurtenant, and the vote shall be cast in accordance with the by-laws of the Association.

B. There shall be one hundred and twenty (120) class B memberships, all of which shall be issued to the Declarant or its assigns or nominee(s). The class B members shall be entitled to one (1) vote for each class B membership so held, however, each class B membership shall lapse and become a nullity upon the occurrence of any one of the following events:

- i) Thirty (30) days following the date upon which the Declarant sells the final unit owned by it and therefore no longer owns any units in the condominium; or
- ii) Upon surrender of said class B memberships by the then holders thereof for cancellation on the books of the Association. Upon the surrender of all the class B memberships, as provided for in this subpart, the Declarant shall continue to be a

class A member of the Association as to each and every unit in which the Declarant 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:

Michael H. Fitzpatrick  
1344 Villere Street  
Mandeville, La

Julie Blanchard Fitzpatrick  
1344 Villere Street  
Mandeville, La

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:

Michael H. Fitzpatrick (President/Treasurer)  
1344 Villere Street  
Mandeville, La

Julie Blanchard Fitzpatrick (Vice-President/Secretary)  
1344 Villere Street  
Mandeville, La

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 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 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 sixty (60%) per cent of the total voting power of the Association or may be amended by the Declarant, or its assigns, above without a vote for as long as the Declarant 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 Emerald Oaks Condominium, 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:

Michael H. Fitzpatrick  
1344 Villere Street  
Mandeville, La.

**Article XIII**

**INCORPORATOR**

First Construction Corporation  
1344 Villere Street  
Mandeville, LA

**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:

FIRST CONSTRUCTION CORPORATION

Rachel L. Miller

Rachel L. Miller

Michelle N. Scott

Michelle N. Scott

By: Michael H. Fitzpatrick  
MICHAEL H. FITZPATRICK  
President

LELAND R. GALLASPY  
LELAND R. GALLASPY  
NOTARY PUBLIC  
BAR ROLL NO. 21601

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

TO: State Corporation Department  
State of Louisiana


STATE OF LOUISIANA

PARISH OF ST. TAMMANY

On this 3<sup>rd</sup> day of March, 2005, before me, Notary Public in and for the state and parish aforesaid, personally came and appeared: MICHAEL H. FITZPATRICK, who is to me known to be the person, and who, being duly sworn, acknowledged to me that he does hereby accept appointment as the Registered Agent of Emerald Oaks Condominium Association, Inc., which is a corporation authorized to transact business in the State of Louisiana pursuant to the provisions of the Title 12, Chapter 1, 2 and 3.

  
MICHAEL H. FITZPATRICK,  
Registered Agent

Sworn to and subscribed before me  
this 3<sup>rd</sup> day of March, 2005.

  
LELAND R. GALLASPY  
NOTARY PUBLIC  
BAR ROLL NO. 21601