

UNITED STATES OF AMERICA
State of Louisiana
Al Ater



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

DUNDEE DUPLEXES H.O.A., INC.

Domiciled at MADISONVILLE, LOUISIANA,

Was filed and recorded in this Office on April 18, 2006,

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 20
Instrmnt #: 1549361
Registry #: 1601200 LCC
04/27/2006 3:57:00 PM
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,
April 18, 2006*

Al Ater
AGE 36166240N

Secretary of State



**ARTICLES OF INCORPORATION
OF
DUNDEE DUPLEXES H.O.A., INC.**

**UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF ST. TAMMANY**

BE IT KNOWN, that on this 17th day of April, in the year of Our Lord, two thousand and six:

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 67, Mandeville, Louisiana, 70470 (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 **DUNDEE DEPLEXES H.O.A., INC.**, for the purpose of forming a corporation under the Louisiana Non-Profit Corporation Law, Chapter 12, Sections 201-269, inclusive, of the Louisiana Revised Statutes now in effect and as amended.

Article I

NAME

The name of the corporation shall be: **DUNDEE DUPLEXES H.O.A., INC.**, (hereinafter referred to as the "Association").

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.


Al Ater
Secretary of State

Date: APR 18 2006

AG

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 Dundee Duplexes 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, green spaces, common areas, entrance features, and other properties of every kind and character, described in the Restrictive Covenants of Dundee Duplexes Subdivision.

Article III**DOMICILE**

The domicile of this corporation shall be St. Tammany Parish, Louisiana, and its registered office shall be located at located at 381 Highway 21, Suite 201, Madisonville, Louisiana, 70447.

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 Dundee Duplexes 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, and other properties of every kind and character, both movable and immovable, in Dundee Duplexes Subdivision, 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 Dundee Duplexes 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 Dundee Duplexes 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 Dundee Duplexes 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 becomes a record owner of a fee interest in any lot in Dundee Duplexes Subdivision by transfer from the Developer of Dundee Duplexes 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. An owner's membership shall continue as long as his ownership of the respective lot(s) continues, and said membership will transfer to any and all future owners of the lot(s) upon the transfer of the ownership of the lots(s).

B. The Class B Member shall be the Developer. There shall be three hundred (300) class B memberships, all of which shall be issued to the Developer, his successor or assigns. The class B member 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:

(a) One (1) year following the date upon which the Developer no longer owns any Lots in any phase of the Subdivision; or

(b) Upon surrender of said class B memberships by the then holder thereof for cancellation on the books of the Association.

Notwithstanding the foregoing, the Developer shall have the right to transfer the class B shares to Southern Homes, L.L.C. or its affiliate, and, in the event of any such transfer, the class B shares will expire thirty (30) days following the date upon which Southern Homes, L.L.C. or its affiliates no longer owns any Lots in any phase of the Subdivision.

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 and not more than five (5) 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
381 Highway 21, Suite 201
Madisonville, LA 70447**

**Don A. McMath
1125 N. Causeway Blvd., Suite 2
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)
381 Highway 21, Suite 201
Madisonville, LA 70447**

**Don A. McMath (Vice President/Secretary)
1125 N. Causeway Blvd., Suite 2
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 willful 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 assignee, without a vote for as long as the developer or his assignee 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 Dundee Duplexes 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
381 Highway 21, Suite 201
Mandeville, LA 70447

Article XIII

INCORPORATOR

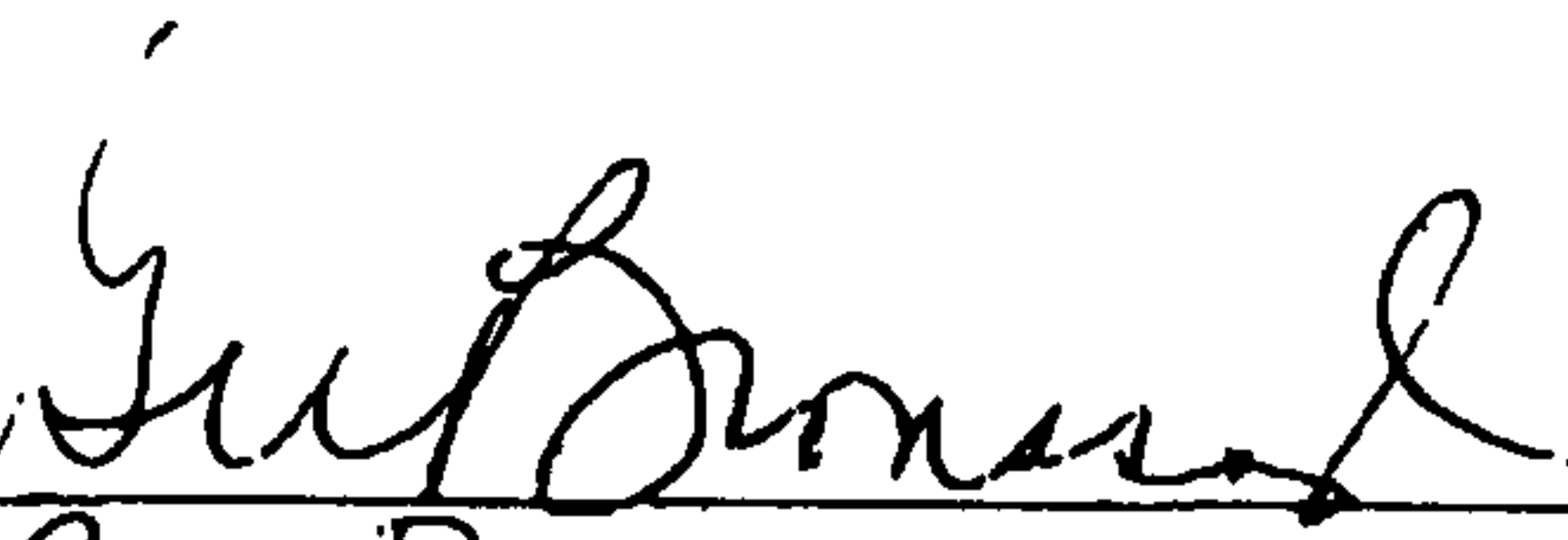
Lonesome Development, L.L.C.
P. O. Box 67
Mandeville, LA 70470

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:

LONESOME DEVELOPMENT, L.L.C.


BY: HST COMPANY, LLC (Member)




Gina Broussard

BY: 


T. R. HENNING, MANAGER



Patricia BROWN **AND**

BY: 

**DON A. McMATH
MEMBER/MANAGER**



**LELAND R. GALEASPY
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 17th day of April, 2006, before me, Notary Public in and for the state and parish aforesaid, personally came and appeared: TIMOTHY R. HENNING, 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 Dundee Duplexes H.O.A., 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.


TIMOTHY R. HENNING,
Registered Agent

Sworn to and subscribed before me,
this 17th day of April, 2006.


LELAND R. GALLASPY
NOTARY PUBLIC
BAR ROLL NO. 21601