

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

NATCHEZ TRACE PROPERTY OWNERS ASSOCIATION, INC.

Domiciled at MADISONVILLE, LOUISIANA,

Was filed and recorded in this Office on September 13, 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 #: 1579389
Registry #: 1652019
09/20/2006 3:43:00 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,*

September 13, 2006

Al Ater

VSC 36269482N

Secretary of State



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.

[Signature]
Al Ater
Secretary of State
Date: 09-13-06 *[Signature]*

**ARTICLES OF INCORPORATION
OF
NATCHEZ TRACE PROPERTY
OWNERS ASSOCIATION, INC.**

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

BE IT KNOWN, that on this 13th day of September, 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 (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 **NATCHEZ TRACE PROPERTY OWNERS ASSOCIATION, 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: NATCHEZ TRACE PROPERTY OWNERS 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 Natchez Trace 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 Natchez Trace Subdivision.

Article III

DOMICILE

The domicile of this corporation shall be St. Tammany Parish, Louisiana, and its registered office shall be 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 By-Laws executed this date, the Articles and By-Laws 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 By-Laws 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 Natchez Trace 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 By- Laws.
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 Natchez Trace 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 Natchez Trace Subdivision.
5. To enforce, by all legal means available to the Association, the provisions of the Laws of the State of Louisiana, the Articles, By-Laws, Restrictive Covenants, and Regulations of the Association.
6. To enter into contracts and agreements for the management, maintenance and improvement of the property in Natchez Trace 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 Natchez Trace Subdivision in accordance with the provisions of the Restriction Covenants, Articles, By-Laws 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 Natchez Trace Subdivision by transfer from the Developer of Natchez Trace 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 By-Laws of the Association.

B. There shall be five hundred (500) class B memberships, all of which shall be issued to the Developer or its nominee or nominees. 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) Two years after the Developer no longer owns any Lots in any phase of the Subdivision: or
- ii) Upon surrender of said class B memberships by the then holders thereof for cancellation on the books of the Association.

Upon any surrender of all of 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 By-Laws, but having not less than three (3) Directors and not more than five (5) Directors. Notwithstanding the foregoing, the original Board shall consist of two (2) persons, and after retirement or resignation of the original Board, the Board shall thereafter consist of three (3) persons. Directors shall be elected at the annual members meeting in the manner provided by the By-Laws. The Directors may be removed and vacancies on the Board 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:

Timothy R. Henning
381 Highway 21, Suite 201
Madisonville, La, 70447
(mailing address: P.O. Box 67, Mandeville, LA 70470)

Don A. McMath
1125 North 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
(mailing address: P.O. Box 67, Mandeville, LA 70470)

Don A. McMath (Secretary)
1125 North 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 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

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 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, alone without a vote for as long as the Class B memberships are in existence. 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 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 Natchez Trace Subdivision, in 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 agents are:

Timothy R. Henning
381 Highway 21, Suite 201
Madisonville, La., 70447

Don A. McMath
1125 North Causeway Blvd., Suite 2
Mandeville, LA 70471

Article XIII

INCORPORATOR

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

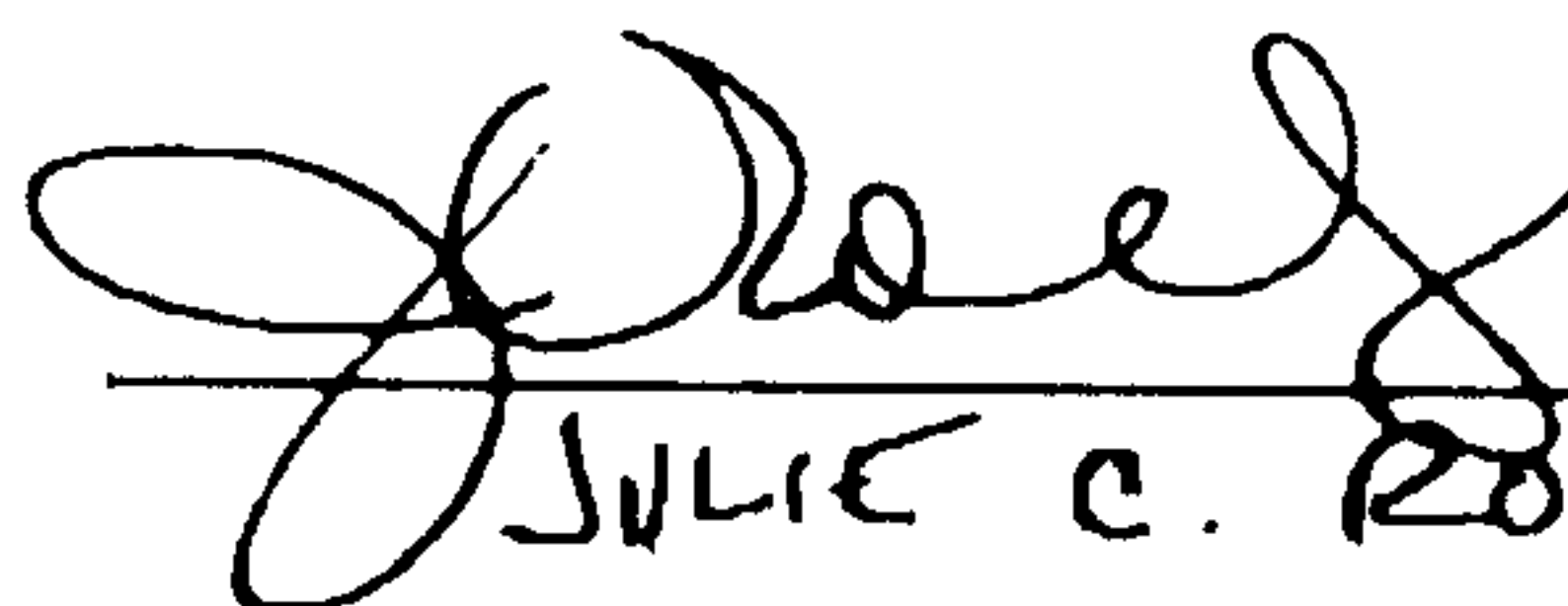
THUS DONE AND PASSED in Covington, Louisiana, on the day, month and year herein

above first written, in the presence of the undersigned competent witnesses.

WITNESSES:

LONESOME DEVELOPMENT, L.L.C.

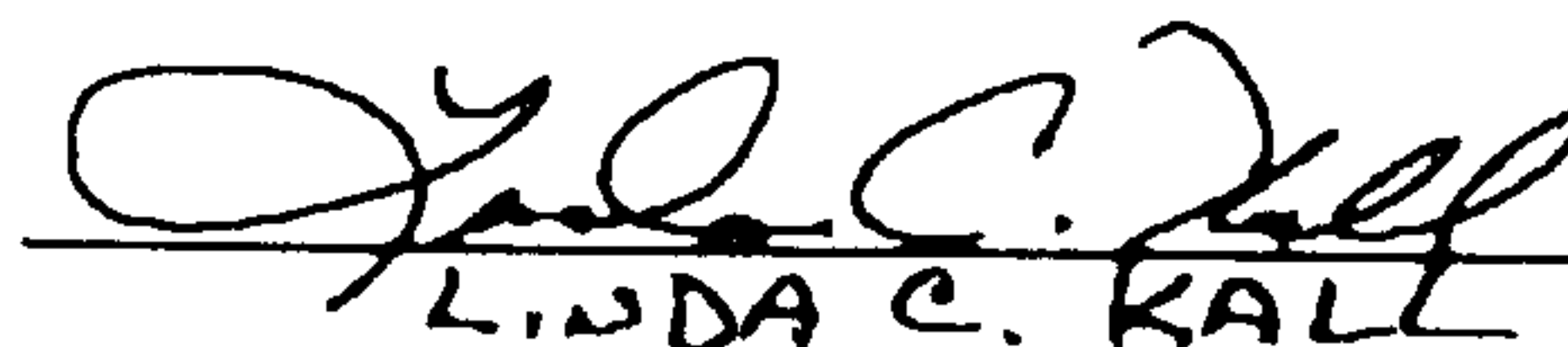
BY: HST COMPANY, LLC (Member)



JULIE C. ROLLING

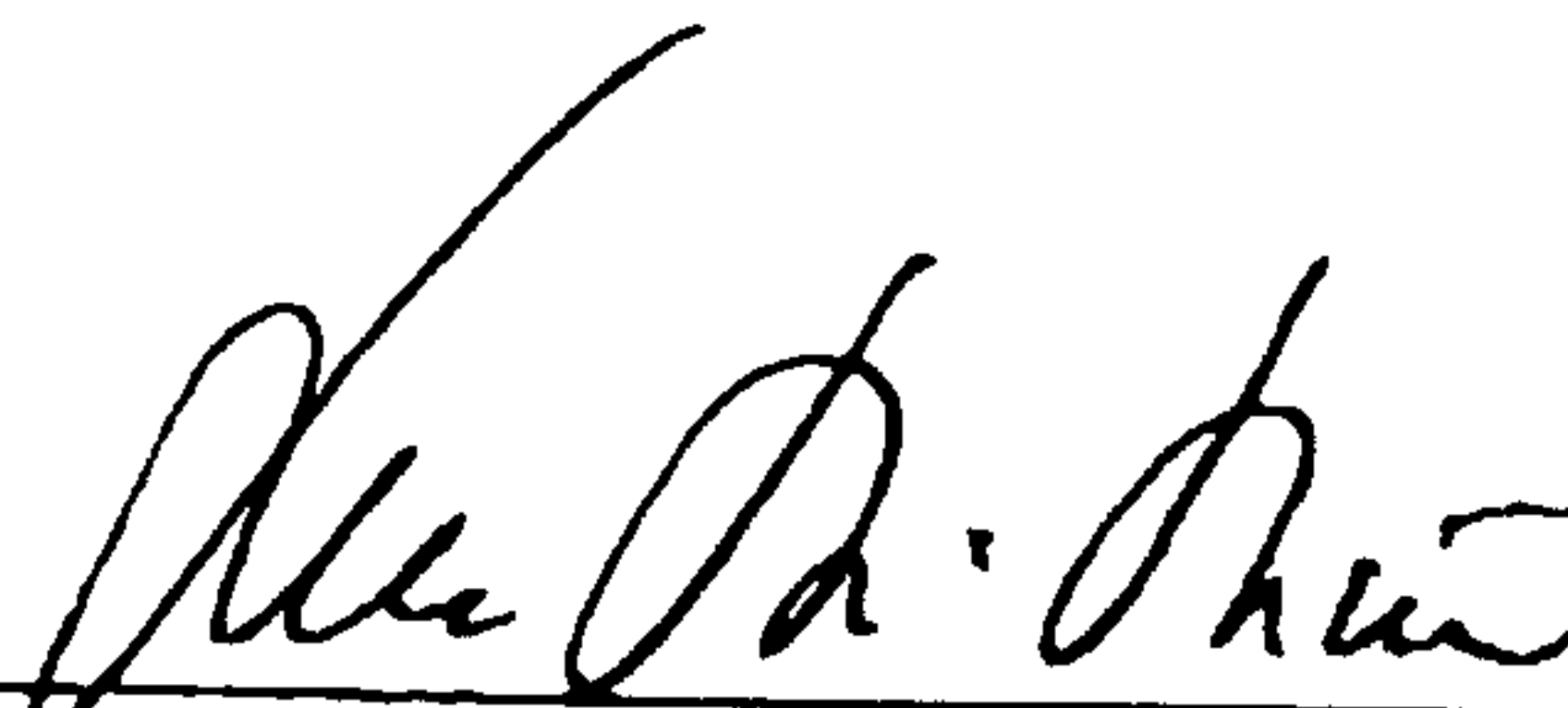
BY: 

T. R. HENNING, MANAGER




LINDA C. KALL

AND

BY: 

DON A. McMATH
MEMBER/MANAGER



NOTARY PUBLIC
Leland R. Gallaspy
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 12th day of September, 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 NATCHEZ TRACE PROPERTY OWNERS 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.



TIMOTHY R. HENNING,
Registered Agent

Sworn to and subscribed before me,
this 12th day of September, 2006.



NOTARY PUBLIC
Leland R. Gallaspy
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 13th day of September, 2006, before me, Notary Public in and for the state and parish aforesaid, personally came and appeared: DON A. MCMATH, 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 NATCHEZ TRACE PROPERTY OWNERS 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.



DON A. MCMATH
Registered Agent

Sworn to and subscribed before me,
this 13th day of September, 2006.



NOTARY PUBLIC
Leland R. Gallaspy
Bar Roll No. 21601