


ARTICLES OF INCORPORATION
OF
ST. CHARLES CONDOMINIUM
ASSOCIATION, INC.

* UNITED STATES OF AMERICA
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* STATE OF LOUISIANA
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* PARISH OF ORLEANS
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BE IT KNOWN, that on this 22nd day of March, 2002, before me, the undersigned Notary Public, in and for the Parish and State aforesaid, personally came and appeared Edmond C. Haasé, III, of the full age of majority whose signature is subscribed below and who declares, in the presence of the undersigned competent witnesses that, availing himself of the provisions of the Louisiana Nonprofit Corporation law, to-wit, La. R.S. 12:201-12:269 (1950 as amended) and conforming to La. R.S. 9:1121.101 ~~et seq.~~ (2000 Louisiana as amended), he does hereby organize a nonprofit corporation under and ~~in accordance with~~ ^{Article 1001 of the} Louisiana Code of Civil Procedure with these articles of incorporation as follows:

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
Secretary of State

ARTICLE I
NAME

The name of this corporation is St. Charles Condominium Association, Inc.

ARTICLE II
PURPOSE

This corporation is organized for the purpose of providing an entity pursuant to the Louisiana Condominium Act, La. R.S. 9:1121.101 et seq. (the "Act") for the operation and

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administration of the St. Charles Condominium, a condominium located on all or part of the following described immovable property:

A CERTAIN PIECE OR PORTION 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 SIXTH DISTRICT OF THE CITY OF NEW ORLEANS, PARISH OF ORLEANS, STATE OF LOUISIANA, in SQUARE NO. 414, bounded by St. Charles and Napoleon Avenues, Jena and Carondelet Streets, and is designated as LOT B-2 on that certain survey made by F.C. Gandolfo, Jr., Surveyor, dated October 6, 1952, a copy of which is annexed to an act before Cuthbert S. Baldwin, N.P., dated October 9, 1952, and according to which said Lot B-2 commences at a distance of 50 feet 6 inches (50 feet, title) from the corner of St. Charles Avenue and Jena Street, and measures thence 53 feet 4 inches 4 lines front on St. Charles Avenue, by a depth of 140 feet on its side line nearest to Jena Street, a first depth on its side line nearest Napoleon Avenue of 95 feet, thence a distance of 3 feet towards Jena Street on a line parallel to St. Charles Avenue, and thence a further and final depth of 45 feet to its rear line on which it has a width of 50 feet 4 inches 4 lines.

A CERTAIN LOT OF GROUND, together with all the buildings and improvements thereon, and all the rights, ways, privileges, servitudes, appurtenances and advantages thereunto belonging or in anywise appertaining, situated in the SIXTH DISTRICT of the City of New Orleans, State of Louisiana, in SQUARE 414, bounded by St. Charles and Napoleon Avenues, Jena and Carondelet Streets, and is designated by the LETTER B-1 on that certain survey made by F. C. Gandolfo, Jr., Surveyor, dated October 6, 1952, a print whereof is annexed to an act passed before Cuthbert S. Baldwin, Notary Public, dated October 9, 1952, and according to which Lot B-1 adjoins Lot B-2 and measures 97 feet, 4 inches front on St. Charles Avenue, by a depth on the side line nearest Napoleon Avenue of 186 feet, and a first depth on the side line nearest Jena Street of 95 feet, thence a distance of 3 feet towards Jena Street on a line parallel to St. Charles Avenue, and thence a further final depth of 91 feet to its rear line on which it has a width of 100 feet.

According to a survey by F. C. Gandolfo, Jr., dated February 26, 1972, a copy of which is annexed to an act before Louis B. Graham, N.P., dated March 15, 1972, said Lots B-1 and B-2 described in the first and second paragraphs above, adjoin and together measure as follows:

Commencing at a point 100 feet from the intersection of Napoleon Avenue and St. Charles Avenue run in a northerly direction a distance of 186 feet to the northeasterly corner of Lot B-1; thence turn left and run in a westerly direction a distance of 100 feet to a point which is the northwesterly corner of Lot B-1; thence turn left and run in a southerly direction towards St. Charles Avenue, a distance of 46 feet to a point; thence turn right and run in a westerly direction towards Jena Street a distance of 50 feet, 8 inches, 6 lines to a point which is the northwesterly corner of Lot B-2; thence turn left and run along the westerly line of Lot B-2 a distance of 140 feet to a point on St. Charles Avenue which is the southwesterly corner of Lot B-2 and lies at a distance of 50 feet, 6 inches from the intersection of St. Charles Avenue and Jena Street; thence turn left and run a distance of 150 feet, 8 inches, 6 lines front on St. Charles Avenue to the point of beginning at the southeasterly corner of Lot B-1.

The buildings and improvements thereon bear the Municipal Nos. 4411-15-17-19-21-23-25-27-29 and 4431-33-35 St. Charles Avenue.

(the "Property") and for all other purposes permitted by law.

ARTICLE III

REGISTERED OFFICE

The location of the corporation's registered office is 1055 St. Charles Avenue, Suite 701, New Orleans, Louisiana, 70130-3942 and its mailing address is 1055 St. Charles Avenue, Suite 701, New Orleans, Louisiana, 70130-3942

ARTICLE IV

REGISTERED AGENT

The name and address of its registered agent is as follows:

Ms. Valerie B. Marcus
1055 St. Charles Avenue
Suite 701
New Orleans, LA 70130-3942

ARTICLE V

POWERS

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

- A. The Corporation shall have all the rights and powers including statutory powers of a corporation not-for-profit except those which conflict with the provisions of these Articles.
- B. The Corporation shall have all the powers and duties set forth in the Act except to the extent that they are limited by these Articles and the Declaration Creating and Establishing a Condominium Regime for the St. Charles Condominium hereinafter referred to as the "Condominium Declaration" and all the powers and duties reasonably necessary to operate the St. Charles Condominium (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 adopt and amend budgets for revenues, expenditures, and reserves and to make and collect assessments against members.
- (2) To impose and receive any payments, fees or charges for the use, rental or operation of the Common Elements other than Limited Common Elements.

- (3) To impose charges for late payment of assessments and, after notice and an opportunity to be heard, levy reasonable fines for violations of the Condominium Declaration, By-Laws, or Rules and Regulations of the Corporation and, when the violation is a failure to pay for services, interrupt those services until the violation has ceased.
- (4) To use the proceeds of assessments in the exercise of its powers and duties.
- (5) To repair, replace, maintain and operate the Property.
- (6) To cause additional improvements to be made as a part of the Common Elements.
- (7) To make contracts and incur liabilities.
- (8) To purchase insurance on the Property and insurance for the protection of the Corporation and its members.
- (9) To reconstruct improvements after casualty and to further improve the Property.
- (10) To adopt and amend by-laws and reasonable Rules and Regulations as to the use of Property.
- (11) To regulate the use, maintenance, repair, replacement and modification of Common Elements.
- (12) To institute, defend or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more Unit Owners on matters affecting the Condominium.

- (13) To enforce, by legal means, the provisions of the Act, the Condominium Declaration, these Articles, the By-Laws of the Corporation, and the regulations for the use of the Property.
- (14) To contract for the management of the Condominium and to delegate to the contractor all the powers and duties of the Corporation 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 Corporation.
- (15) To contract for the management or operation of all or portions of the Property which is not within or part of the individual Condominium units (the "Common Elements") susceptible to separate management or operation, and to lease such portions.
- (16) To hire and terminate managing agents, employees, agents and independent contractors.
- (17) To acquire, hold, encumber and convey in its own name any right, title or interest to real or personal property.
- (18) To grant easements, servitudes, leases, licenses and concessions in, on, under, through or over the Common Elements.
- (19) To impose reasonable charges for the preparation and recordation of amendments to the Condominium Declaration,

Resale Certificates required by La. R.S. 1124.107, or Statements of Unpaid Assessments.

(20) To provide for the indemnification of officers and directors and to maintain directors and officers liability insurance.

(21) To exercise any other powers necessary and proper for the governance and operation of the Corporation.

C. The Corporation shall have no power to purchase a unit in the Condominium.

This provision cannot be changed without the members' unanimous approval.

D. The titles of all properties and all funds acquired by the Corporation 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 Corporation.

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

ARTICLE VI

MEMBERS

This Corporation is to be organized on a non-stock basis. There shall be only one class of membership. The members of the Corporation shall consist of all the record owners of units in the Condominium. Membership in the Corporation shall be established by recordation in the conveyance records of Orleans Parish, State of Louisiana, of a deed or other instrument translatve of title establishing a record title to a unit in the Condominium and the delivery to the Corporation of a certified copy of such instrument, the owner designated by such instrument thereby automatically becoming a member of the

Corporation. The percentile share of a member in the funds and assets of the Corporation 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 units and the manner of exercising voting rights, shall be according to the By-Laws of the Corporation.

ARTICLE VII **DIRECTORS**

The affairs of the Corporation 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 three (3) directors nor more than five (5) 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 first election of Directors shall not be held until after seventy-five percent (75%) or more of the aggregate Percentage Interest shall have been delivered to Unit Owners by the Declarant, as defined in the Condominium Declaration. The 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:

Ms. Valerie B. Marcus
1055 St. Charles Avenue
Suite 701
New Orleans, LA 70130-3942

Ms. Virginia F. Besthoff
1055 St. Charles Avenue
Suite 701
New Orleans, LA 70130-3942

Ms. Jane B. Steiner
1055 St. Charles Avenue
Suite 701
New Orleans, LA 70130-3942

The above named Directors shall hold office until their successors are elected and have qualified or until removed from office.

ARTICLE VIII

OFFICERS

The Corporation'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:

President:	Ms. Valerie B. Marcus 1055 St. Charles Avenue Suite 701 New Orleans, LA 70130-3942
Vice President	Ms. Virginia F. Besthoff 1055 St. Charles Avenue Suite 701 New Orleans, LA 70130-3942
Secretary/Treasurer:	Ms. Jane B. Steiner 1055 St. Charles Avenue Suite 701 New Orleans, LA 7039-3942

ARTICLE IX

INDEMNIFICATION

Each director and each officer of the Corporation shall be indemnified by the Corporation against all liabilities and expenses, including attorneys fees and expenses 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 Corporation, 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 Corporation'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. Notwithstanding the above and without limiting the foregoing, the incorporator, officers and directors of the Corporation claim and shall be entitled to all rights and benefits of the limitation of liability provisions of La. R.S. 12:24(C) to the fullest extent allowed by law as fully and completely as though said provisions were recited herein in full.

ARTICLE X
BY-LAWS

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

ARTICLE XI
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 Corporation 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 sixty-six percent (66%) of the entire membership of the Board of Directors and by not less than eighty percent (80%) of the votes of the entire membership of the Corporation. For the purpose of amending these Articles, each unit shall be assigned one vote. No amendment shall make any changes in the qualifications for membership nor in the voting rights of the members, nor any change in Part C of Article V 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 XII
ACCOUNTING RECORDS

The Corporation shall maintain accounting records according to good and accepted accounting practices applied on a consistent basis. Such records shall be sufficiently detailed to enable the Corporation to comply with any and all provisions of the Act, including without limitation La. R.S. 9:1124.107 thereof. Such records shall be available for inspection by Condominium unit owners at reasonable times designated by the Corporation. Such records shall include:

- (1) An itemized record of all receipts and expenditures; and
- (2) A separate account for each Condominium unit which shall indicate the name and address of the Condominium 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 XIII
TERM OF ASSOCIATION

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

ARTICLE XIV
INCORPORATOR

The name and post office address of the Incorporator of this Corporation is:

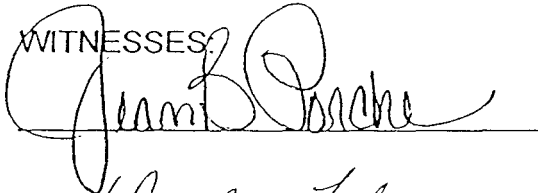
Edmond C. Haasé, III
Montgomery, Barnett, Brown,
Read, Hammond & Mintz, L.L.P.
3200 Energy Centre
1100 Poydras Street
New Orleans, LA 70163-3200

ARTICLE XV
TAXPAYER IDENTIFICATION NUMBER

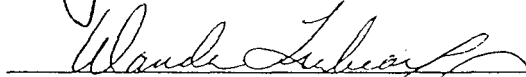
The Corporation's federal tax identification number is _____.

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:




EDMOND C. HAASE, III, Incorporator




JASON R. ANDERS, NOTARY PUBLIC

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT

To the State Corporation Department
State of Louisiana

STATE OF LOUISIANA

PARISH OF ORLEANS

On this 22nd day of March, 2002, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared Valerie B. Marcus, who is to me known to be the person, and who, being duly sworn, acknowledged to me that she does hereby accept appointment as the Registered Agent of St. Charles 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.

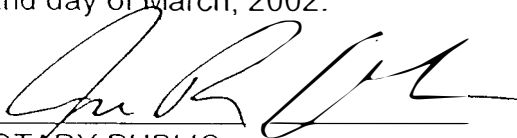
Valerie B. Marcus

Valerie B. Marcus, Registered Agent

Sworn to and subscribed

before me, Notary, this

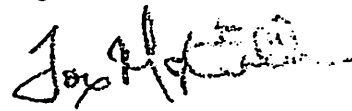
22nd day of March, 2002.




NOTARY PUBLIC

CERTIFICATE OF CORRECTION

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.



Fox McKeithen
Secretary of State

AUG 14 '02 

STATE OF LOUISIANA

PARISH OF ORLEANS

BE IT KNOWN, that on this 13th day of August, 2002,

BEFORE ME, Edmond C. Haasé, III, Notary Public, duly qualified in and for the above
named Parish and State,

PERSONALLY CAME AND APPEARED:

VALERIE B. MARCUS

of the full age of majority, whose signature is subscribed below, and in the presence of the
undersigned competent witnesses and, availing herself of the provisions of the Louisiana Non-Profit
Corporation Law, including La. R.S. 239.1, and declared that:

1. She is the duly authorized President of St. Charles Condominium Association, Inc.,
a Louisiana non-profit corporation, and that she does execute this Certificate of Correction in the
name of the corporation.
2. The corporation has no shareholders or members as of the date of this Certificate of
Correction.
3. The Articles of Incorporation filed with the Louisiana Secretary of State on March
25, 2002 and recorded as Instrument No. 20211 in MOB 3616, folio 180 in the office of the Recorder
of Mortgages, Orleans Parish, Louisiana, contained an inaccuracy in that the references to "St.

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Charles Condominium" in Articles II and V on pages 2 and 4 respectively, were intended to be and are hereby deemed to be and refer to "St. Charles Gates Condominium".

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 the said appearer, and before me, Notary, after reading of the whole.

WITNESSES:

ST. CHARLES CONDOMINIUM
ASSOCIATION, INC.

Tara Bussage
Patricia Peterson

BY: Valerie B. Marcus
VALERIE B. MARCUS,
President

Edmond C. Haase, III
EDMOND C. HAASE, III, NOTARY PUBLIC