

Tom Schedler
SECRETARY OF STATE

As Secretary of State of the State of Louisiana I do hereby Certify that

the attached document(s) of

THE VILLAGE OF NORMANDY OAKS OWNERS ASSOCIATION, INC.

are true and correct and are filed in the Louisiana Secretary of State's Office.

Original Filing 12/08/2011 7 pages

St. Tammany Parish 20
Instrmnt #: 1844165
Registry #: 2122715 bdp
02/09/2012 3:55:00 PM
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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,

December 9, 2011

Secretary of State

PA 40685122N



Certificate ID: 10225079#A4P83

To validate this certificate, visit the following web site, go to **Commercial Division, Certificate Validation**, then follow the instructions displayed.

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ARTICLES OF INCORPORATION

UNITED STATES OF AMERICA

OF

STATE OF LOUISIANA

**THE VILLAGE OF NORMANDY OAKS
OWNERS ASSOCIATION, INC.**

PARISH OF ST. TAMMANY

BE IT KNOWN, that on this 7th day of December, 2011;

BEFORE ME, 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:

ALL STATE FINANCIAL COMPANY, a Louisiana partnership, organized and existing under the State of Louisiana, in accordance with partnership agreement registered with the Louisiana Secretary of State on July 29, 1983, recorded in the records of St. Tammany Parish, La. in Miscellaneous Book 43, Folio 686, as amended, herein represented by its undersigned partners Bruce Wainer and Harold Wainer, duly authorized, whose mailing address is declared to be 321 Veterans Blvd., Suite 201, Metairie, Louisiana 70005;

who declared to me, in the presence of the undersigned competent witnesses, that availing itself 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 does 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 **THE VILLAGE OF NORMANDY OAKS 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: **THE VILLAGE OF NORMANDY OAKS 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 The Village Of

Normandy Oaks Subdivision established by the Developer, recorded in the official records of St. Tammany Parish, Louisiana, hereinafter referred to as "Restrictions", for the development, management, regulation, operation and maintenance of the subdivision easements, roads, improvements, green belts, common areas, entrance features, and other properties of every kind and character, described in the Restrictive Covenants of The Village Of Normandy Oaks Subdivision as now constituted and as acreage may be added in the future through various amendments and modifications of the Restrictive Covenants.

ARTICLE III DOMICILE

The domicile of this corporation shall be Jefferson Parish, Louisiana, and its registered office shall be located at 321 Veterans Blvd., Suite 201, Metairie, Louisiana 70005.

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 Restrictions, 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 The Village Of Normandy Oaks Subdivision.
2. To use the proceeds of assessments in the exercise of its powers and duties as provided for in the Restrictions, Articles and Bylaws.
3. To maintain and improve easements, roads, green belts, common areas, entrance features, and other properties of every kind and character, both movable and immovable, in The Village Of Normandy Oaks 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 The Village Of Normandy Oaks 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, Rules and Regulations of the Association.
6. To enter into contracts and agreements for the management, maintenance and improvement of the property in The Village Of Normandy Oaks Subdivision.
7. To borrow monies and open bank accounts in the name of and on behalf of the Association.
8. To dedicate, sell, mortgage or hypothecate property owned by the Association and to exercise such other powers as are not prohibited by the Articles and Bylaws and are authorized by the Nonprofit Corporation Law of the State of Louisiana.

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 belts and common areas located within The Village Of Normandy Oaks Subdivision in accordance with the provisions of the Restrictions, 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 became a record owner of a fee interest in any lot by transfer from the Developer of The Village Of Normandy Oaks Subdivision and lot which is or becomes subject to this act of dedication 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 three hundred (300) 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:

1. thirty (30) days following the date upon which the total authorized issued and outstanding Class A memberships equal three hundred (300); or
2. on December 1, 2025; or

3. Upon surrender of said Class B memberships by the then holders thereof for cancellation on the books of the Association.

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. In the absence of such determination, the Board shall consist of 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:

Bruce Wainer
321 Veterans Blvd., Suite 201
Metairie, Louisiana 70005

Harold Wainer
321 Veterans Blvd., Suite 201
Metairie, Louisiana 70005

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:

Bruce Wainer (President)
321 Veterans Blvd., Ste. 201
Metairie LA 70005

Harold Wainer (Secretary/Treasurer)
321 Veterans Blvd., Ste. 201
Metairie LA 70005

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 fifty one (51%) percent of the total voting power of the Association or may be made by the Developer alone without a vote as long as the Developer 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 The Village Of Normandy Oaks 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
MERGER**

The Association shall effect any merger or consolidation with another non-profit corporation upon the written consent or approval of the owner of the Class B memberships/members of the Association without a vote or approval of the Class A memberships/members or the Board of Directors.

**ARTICLE XIII
REGISTERED AGENT**

The full name and post office address of the corporation's registered agent is:


Bruce Wainer
321 Veterans Blvd., Suite 201
Metairie, Louisiana 70005

**ARTICLE XIV
INCORPORATOR**


All State Financial Company
321 Veterans Blvd., Ste. 201
Metairie Louisiana 70005

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:

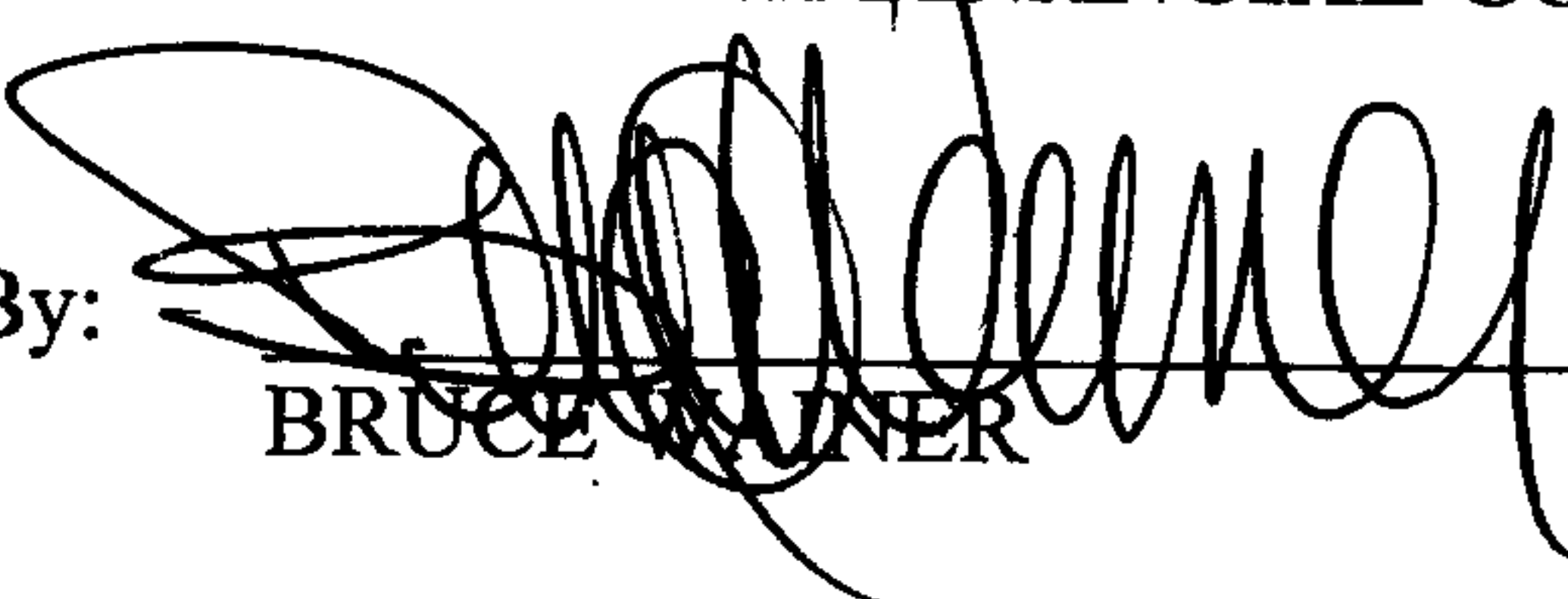


Print Name: Courtney Thompson

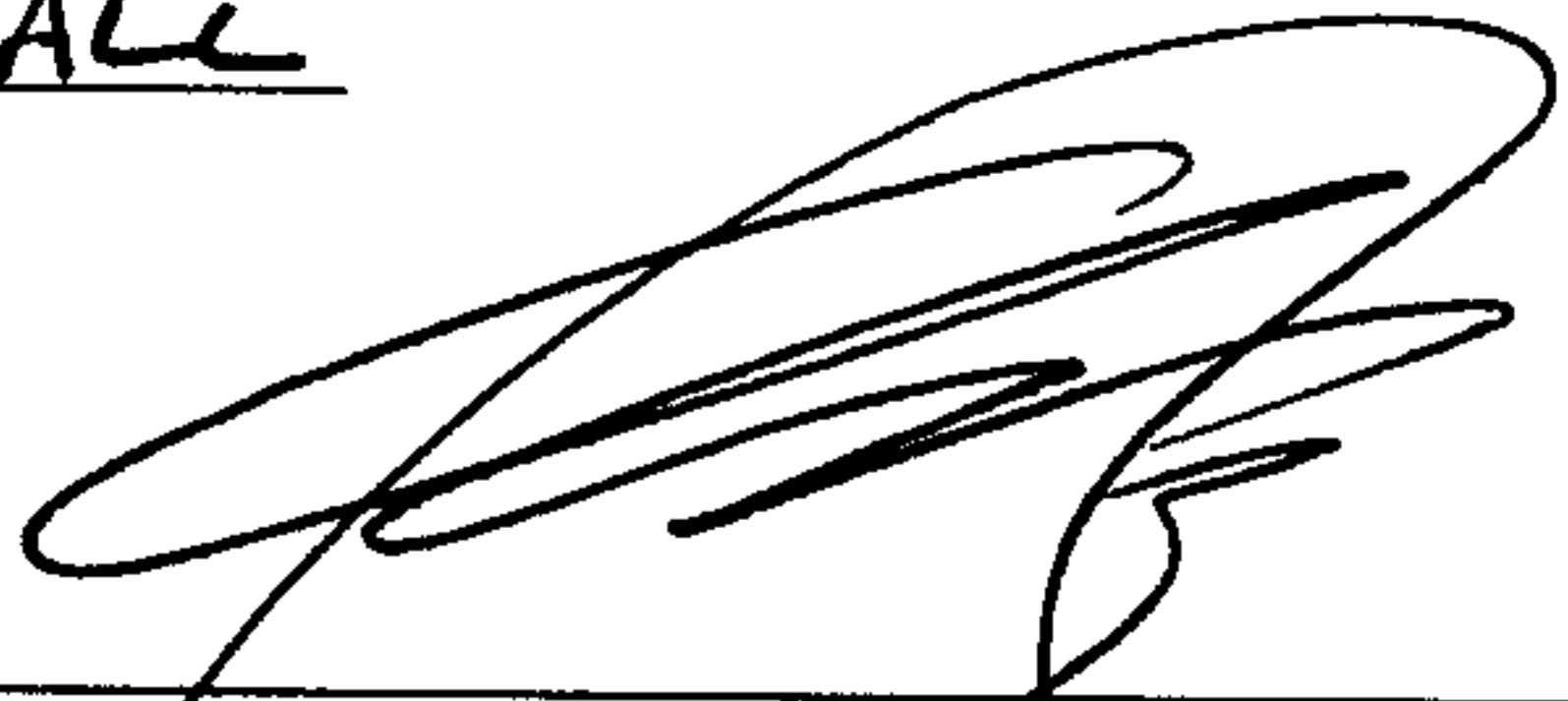


Print Name: LINDA C. KALL

ALL STATE FINANCIAL COMPANY

By: 

BRUCE WAINER



A. WAYNE BURAS, NOTARY PUBLIC
LA. BAR NO. 3651

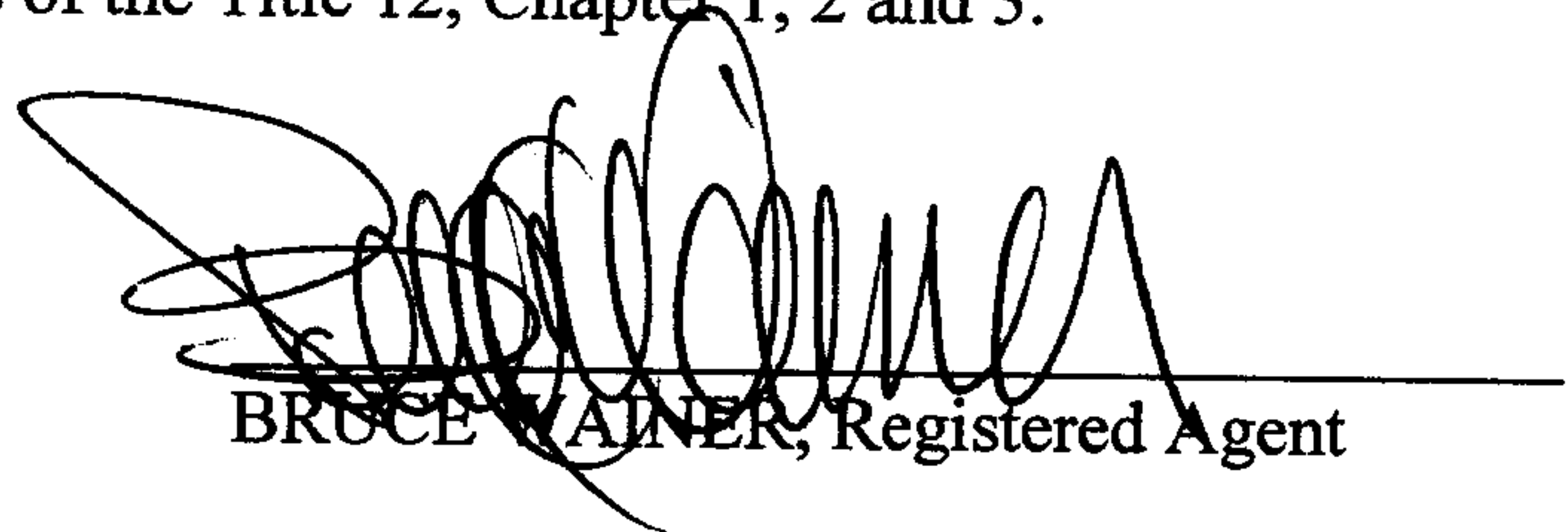
AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT
ACT 769 OF 1987

TO: State Corporation Department
State of Louisiana

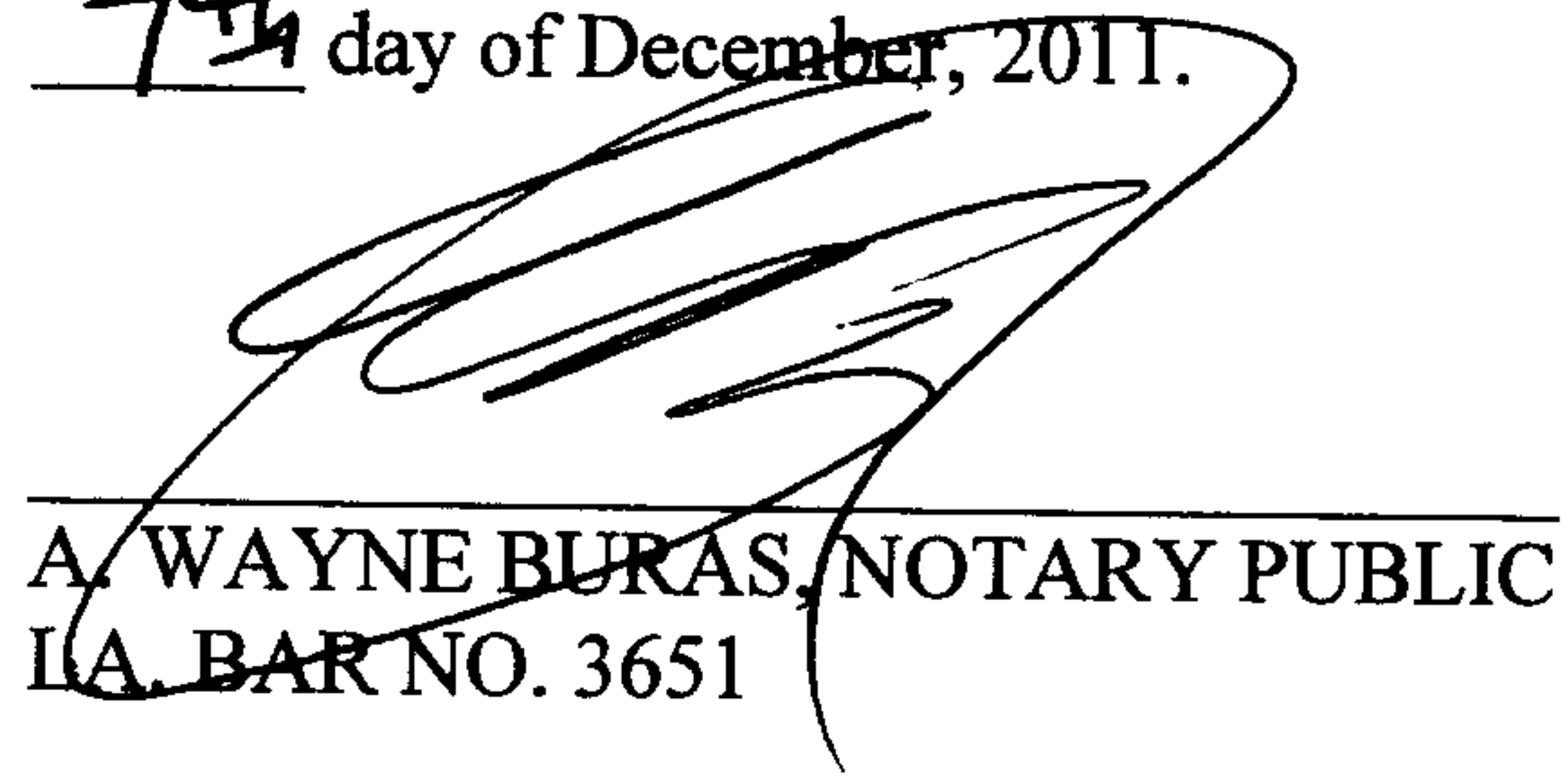
STATE OF LOUISIANA

PARISH OF ST. TAMMANY

On this 7th day of December, 2011, before me, Notary Public in and for the state and parish aforesaid, personally came and appeared: BRUCE WAINER, 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 THE VILLAGE OF NORMANDY OAKS 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.


BRUCE WAINER, Registered Agent

Sworn to and subscribed before me, this
7th day of December, 2011.


A. WAYNE BURAS, NOTARY PUBLIC
LA. BAR NO. 3651