

CHARTER BOOK

REGISTERED AGENTS

ARTICLES OF INCORPORATION

UNITED STATES OF AMERICA

OF

DP.G 834 ENDL 11089

STATE OF LOUISIANA

THE SHADOWS COMMUNITY
HOMEOWNERS ASSOCIATION, INC.

PARISH OF EAST BATON ROUGE

BE IT KNOWN, that on this 9th day of December, 1999, before me, the undersigned Notary Public in and for the Parish and State aforesaid, personally came and appeared the person of the full age of majority whose signature is subscribed who declares, in the presence of the undersigned competent witnesses that, availing himself of the provisions of the Louisiana Nonprofit Corporation law, to-wit, Louisiana R.S. 12:201-12:269 (1950 as amended), he does hereby organize a nonprofit corporation under and in accordance with these articles of incorporation as follows:

ARTICLE I

The name of this corporation is The Shadows Community Homeowners Association, Inc.

ARTICLE II

This corporation is organized and it shall be operated as a non-profit corporation.

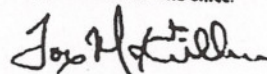
ARTICLE III

The corporation shall enjoy perpetual corporate existence unless sooner dissolved in accordance with law.

ARTICLE IV

The location of its registered office is 7375 Airline
Louisiana 70805.

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

JAN 28 00

ARTICLE V

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

Walter R. Bankston
7375 Airline Highway
Baton Rouge, Louisiana 70805

ARTICLE VI

The purposes for which the Corporation is formed are to provide for maintenance, preservation and architectural control of the residence lots and common areas within all Filings of The Shadows at White Oak Subdivision and Shadows Lake Subdivision, East Baton Rouge Parish, Louisiana, and to promote the health, safety and welfare of the residents within the property and any additions thereto which may hereafter be brought within the jurisdiction of the Corporation, and for these purposes to:

- (a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Corporation as set forth in the respective Restrictions for all Filings of The Shadows at White Oak Subdivision and Shadows Lake Subdivision, all of which are, or will be, of record in the office of the Clerk and Recorder for East Baton Rouge Parish, Louisiana.
- (b) Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the Restrictions; pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the properties of the Association;
- (c) Have and exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of Louisiana may now or hereafter have or exercise.

ARTICLE VII

The Corporation shall be organized on a membership, non-stock basis. Every person or entity who is a record owner of a lot which is subject to the Restrictions shall be a member of the Corporation. For voting purposes each lot of record shall have one vote. The voting and other rights and obligations of members shall be as provided in the Restrictions.

ARTICLE VIII

The powers of this corporation shall be exercised by a Board of Directors which shall consist of not less than three (3) nor more than five (5) members in good standing of the corporation to be elected annually for a minimum of two (2) successive one (1) year terms. Notwithstanding the foregoing to the contrary, during the Appointment Period, as defined in the Restrictions, Walter R. Bankston shall serve as the sole director until additional directors are appointed by him.

ARTICLE IX

The annual meeting of the voting members of the corporation shall be held on the fourth (4th) Wednesday of the month of July, beginning in the year 2000, or in the event that date is a legal holiday, on the first (1st) Wednesday thereafter which is not a legal holiday. It shall be the duty of the President, and upon his or her failure or neglect, then of the Secretary or any officer or member, to mail notices at least thirty (30) days prior to this annual meeting to all members entitled to be present. Provided, however, that the Board of Directors may, by two-thirds (2/3) vote, elect to conduct the business of the association by mail ballot in lieu of any annual meeting. Provided further, however, that if fifty (50%) percent or more of the members of the corporation demand in writing, served on the President of the corporation, that an annual meeting be held, then the President shall take such steps as are necessary to hold an annual meeting not more than

forty-five (45) days from the date of the receipt of such notice, but not sooner than ten (10) days from such receipt of such notice.

ARTICLE X

The Board of Directors shall have the power to make, amend and repeal by-laws to govern this corporation provided they are in accordance with and do not conflict with these articles or the Restrictions. An amendment altering these articles may be adopted by a majority of the voting members present at any annual or special meeting of the members, the notice of which shall set forth the proposed amendment or a summary of the change to be made thereby. Notwithstanding the foregoing, during the Appointment Period, Walter R. Bankston shall have the power to amend these articles without the consent or concurrence of the voting members.

ARTICLE XI

The names and addresses of the first Board of Directors are as follows:

Walter R. Bankston
7375 Airline Highway
Baton Rouge, Louisiana 70085

ARTICLE XII

The first officers of the corporation are:

Walter R. Bankston - President
Walter R. Bankston - Vice President
Walter R. Bankston - Secretary/Treasurer

The officers and directors of this corporation shall serve until their successors are elected in accordance with the provisions herein, provided that Walter R. Bankston shall serve as President, Vice President, Secretary/Treasurer and Director during the Appointment Period (as defined in the Restrictions) and a successor is thereafter elected.

ARTICLE XIII

The corporation shall indemnify and hold harmless any person who is a party or who is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another business, foreign or non-profit corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding to the full extent authorized and allowed by Louisiana law and particularly by Louisiana Revised Statutes 12:227.

ARTICLE XIV

The name and address of the incorporator of this corporation is:

Walter R. Bankston
7375 Airline Highway
Baton Rouge, Louisiana 760805

THUS DONE AND PASSED in Baton Rouge, Louisiana, on the day, month and year first above written, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

Rubén de Guzmán Villanui
Lina Morales

INCORPORATOR:

Walter R. Bankston
WALTER R. BANKSTON

Walter R. Bankston
NOTARY PUBLIC

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

On the 9th day of December, 1999, personally came and appeared:

WALTER R. BANKSTON

known to me to be the person described in and who executed the foregoing instrument, who acknowledged that he executed it as his free act and deed.

WITNESSES:

Dina Graves

Walter R. Bankston
WALTER R. BANKSTON

Rehita Le Belle

SWORN TO AND SUBSCRIBED before me on the day, month and year first above written.

W. C. C. C.
NOTARY PUBLIC

Corporations Department
Office of the Secretary of State
State of Louisiana

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

On this 9th day of December, 1999, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared WALTER R. BANKSTON, 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 Shadows Community Homeowners Association, Inc., which is a nonprofit corporation organized under the laws of the State of Louisiana.


Walter R. Bankston, Registered Agent

SWORN TO AND SUBSCRIBED before me on the day, month, and year first
above written.


NOTARY PUBLIC

ORIG 834 BNDL 11089

FILED AND RECORDED
EAST BATON ROUGE PARISH, LA.

2000 JAN 28 PM 02:05:43
FTL BK FGLIO

DOUG WELBORN

CLERK OF COURT & RECORDER

CERTIFIED TRUE COPY
BY

DEPUTY CLERK & RECORDER