

ARTICLES OF INCORPORATION
OF
SOUTHPOINT HOMEOWNERS ASSOCIATION, INC.

STATE OF LOUISIANA

PARISH OF LIVINGSTON

BE IT KNOWN, that on this 18TH day of March, 2003, before me, the undersigned Notary Public, duly commissioned and qualified in and for the Parish of Livingston, State of Louisiana, and in the presence of the undersigned competent witnesses, personally came and appeared:

Chad Moorefield
23686 Southpoint Drive
Denham Springs, LA 70726

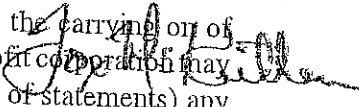
who declared that availing himself of the benefits of the provisions of the Constitution of the State of Louisiana and the laws of the State relative to the organization of a non-profit corporation and particularly of the provisions of La-R.S. 12:201-269, inclusive, it does by these presents form and organize itself, as well as all other persons who may hereafter join or become associated with it or its successors, into a non-profit corporation ("the non-profit corporation") for the objects and purposes and under the covenants, stipulations and agreements following, to wit:

ARTICLE I
NAME AND POWERS

The name of the non-profit corporation shall be Southpoint Homeowners Association, Inc., and it generally shall possess all the powers, rights, privileges, capacities, and immunities which non-profit corporations are authorized, and may hereafter be authorized, to possess under the Constitution and laws of this state, and particularly under Title 12, Section 201, et seq., of the Louisiana Revised Statutes.

ARTICLE II
NON-STOCK AND NON-PROFIT

- A. This non-profit corporation is organized on a non-stock, non-profit basis and is irrevocably dedicated to the general purposes stated in Article IV of these Articles of Innon-profit corporation.
- B. No part of the net earnings of the non-profit corporation shall inure to the benefit of any board member, or any private individual (except that reasonable compensation for the services rendered to or for the non-profit corporation in pursuit of one or more of its purposes).
- C. No substantial part of the activities of the non-profit corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the non-profit corporation may not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

STATE OF LOUISIANA
Office of the Secretary of State
I hereby certify that this is a true and correct copy taken from the original on file in this office.

Fox McKeithen
Secretary of State

- D. The non-profit corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on the undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws or regulations.
- E. The non-profit corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws or regulations.
- F. The non-profit corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws or regulations.

ARTICLE III
DOMICILE

The domicile of this non-profit corporation shall be at 23686 Southpoint Drive, Denham Springs, LA 70726, and the location and post office address of its registered office shall be the same.

ARTICLE IV
PURPOSE AND POWERS

This non-profit corporation is organized primarily for the following purposes:

- A. To unite property owners who are interested in the betterment of that subdivision known as SOUTHPOINT SUBDIVISION with the intent of promoting its prosperity and general welfare, to include the beauty and cleanliness of the area as well as the health, safety and social and general welfare of its residents;
- B. To gather, receive and disseminate such information as may seem helpful to the members;
- C. To enforce any and all covenants, restrictions, bylaws and agreements applicable to the subdivision;
- D. To represent its members in matters of litigation where common property and associated rights are involved;
- E. To fix and collect dues to be levied by the non-profit corporation against all homeowners for the furtherance of the purposes stated;
- F. To act in any matters that in the opinion of the Board of Directors pertain to the welfare and advancement of the community and generally to do any and all other things connected with or incidental to any of the purposes above specified and which a non-profit corporation is permitted to do under the laws of Louisiana.
- G. Except as limited in these Articles, perform any and all acts and things that a non-profit

corporation is empowered to do under Louisiana law, which may be necessary, convenient, or desirable in the administration of its affairs.

ARTICLE V MEMBERSHIP

The record owner (whether an individual or other legal entity) of a lot in any present or future filing of the subdivision shall be a member of the non-profit corporation. Ownership shall be established by the recordation in the public records of Livingston Parish, State of Louisiana, of an instrument conveying ownership of a lot any present or future filing of the subdivision. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot in any present or future filing of the subdivision. When more than one person owns an interest in a lot or when a corporate, partnership or other legal entity owns a lot, no more than two adults may be designated as authorized to enjoy the full benefits of membership (although each owner shall be a member whether designated as authorized to enjoy full benefits of membership or not).

ARTICLE VI VOTING RIGHTS

One vote in all matters considered by the non-profit corporation shall be allocated to each lot. When more than one person is the owner of a lot, all such persons shall be members of the non-profit corporation, and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one lot. Any owner owning more than one lot shall be entitled to one vote for each lot owned. In no event shall the number of votes entitled to be cast exceed the number of lots shown on the original recorded final plat of any present or future filing of the subdivision.

ARTICLE VII MEMBERSHIP MEETINGS

Annual meetings of the members of the non-profit corporation shall be held for the purpose of electing a Board of Directors for the non-profit corporation. Other matters which may be considered at such annual meetings and the time and place of such annual meeting shall be determined in accordance with the By-Laws. Special meetings of the non-profit corporation may be called in accordance with the By-Laws.

ARTICLE VIII POWERS AND MANAGEMENT

The powers and management of the non-profit corporation shall be vested in, and exercised by, a Board of Directors.

The time and place for regular or special meetings of the Board of Directors shall be determined in accordance with the By-Laws.

Any vacancy occurring among the Board of Directors of this non-profit corporation by death, resignation, or otherwise, shall be filled by election for the unexpired term, at the next regular or special meeting.

Failure to elect directors annually shall not dissolve this non-profit corporation nor impair its corporate existence or management, but the directors then in office shall remain in office until their successors shall have been duly elected and installed.

A majority of the directors shall constitute a quorum, and a quorum shall be necessary to consider any question that may come before any meeting of the Board of Directors. If a quorum is not present at a duly assembled meeting, a majority of those present may adjourn the meeting from time to time, but may not transact any other business until a quorum is secured. A quorum being present, the affirmative vote of a majority of the directors present shall be necessary to decide any questions.

ARTICLE IX REGISTERED AGENT

The name and address of the non-profit corporation's registered agent is as follows:

Chad Moorefield
23686 Southpoint Drive
Denham Springs, LA 70726

ARTICLE X STOCK CLASSIFICATION

The non-profit corporation is to be organized on a non-stock basis. The fiscal year of this non-profit corporation shall be from the 1st day of January in each year until the 31st day of December in the same year (i.e., the calendar year); and each member, including the incorporator, shall pay annual dues, if any, as set forth in the By-Laws.

ARTICLE XI INCORPORATOR

The name and post office address of the incorporator is as follows:

Chad Moorefield
23686 Southpoint Drive
Denham Springs, LA 70726

The signing of these Articles of Incorporation by the said incorporator shall act as his enrollment to membership in this non-profit corporation.

ARTICLE XII
BOARD OF DIRECTORS

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

- | | |
|--|--|
| 1. Steve Stiebing
23674 Sweetbriar Court
Denham Springs, LA 70726 | 2. Rhonda Chapman
23681 Southpoint Drive
Denham Springs, LA 70726 |
| 3. Richard Roy
23686 Sweetbriar Court
Denham Springs, LA 70726 | 4. Todd Tacke
23645 Southpoint Drive
Denham Springs, LA 70726 |
| 5. Paul Higdon
23687 Whitehall Ave.
Denham Springs, LA 70726 | 6. Chad Moorefield
23686 Southpoint Drive
Denham Springs, LA 70726 |
| 7. Michael Sylvester
23700 Southpoint Drive
Denham Springs, LA 70726 | 8. John Regian
10960 Woodhaven Drive
Denham Springs, LA 70726 |
| 9. David Parrish
23622 Southpoint Drive
Denham Springs, LA 70726 | 10. Ray Domingue
23693 Whitehall Ave.
Denham Springs, LA 70726 |
| 11. Jeffrey Lemoine
23688 Whitehall Avenue
Denham Springs, LA 70726 | |

This Board shall serve until the first annual meeting of the membership of the non-profit corporation or until their successors are elected and qualified.

ARTICLE XIII
INDEMNIFICATION

Each director of the non-profit corporation shall be indemnified by the non-profit corporation against all liabilities and expenses, including counsel fees, reasonably incurred or imposed on him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director of the non-profit corporation at the time such expenses are incurred, unless the director is adjudged guilty of willful malfeasance or misfeasance in the performance of his duties. In the 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 non-profit corporation's best interests. The above described right of indemnification shall not be exclusive of all other rights to which such director may be entitled but shall be in addition to such other rights.

ARTICLE XIV
DISSOLUTION

The non-profit corporation may be dissolved with the consent given in writing and signed by not less than three-fourths (3/4) of the members. Upon dissolution of the non-profit corporation, other than as incident to a merger or consolidation, the assets of the non-profit corporation shall be dedicated to an appropriate public agency to be used for purposes similar to these for which the non-profit corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, trust, or other organization to be devoted to such similar purposes.

ARTICLE XV
AMENDMENTS TO ARTICLES OF INCORPORATION

These articles may be amended at a general membership meeting held pursuant to a special ten-day notice of the amendments to be proposed. Either the Board of Directors or the members of the non-profit corporation may originate a proposed amendment.

An amendment shall not be effective until it has received the approval of not less than two-thirds (2/3) of the entire membership of the Board of Directors and not less than three-fourths (3/4) of the entire membership of the non-profit corporation. No amendment, modification, supplement, or deletion shall be effective if it violates any of the provisions of Restrictive Covenants for South Point Subdivision.

ARTICLE XVI
LIMITS OF LIABILITY

No member of the non-profit corporation shall ever be held liable or responsible for contracts, debts, or defaults of the non-profit corporation in any further sum than the unpaid dues, if any, owed by him to the non-profit corporation (excepting assessments, charges, and fines provided for in Restrictive Covenants for South Point Subdivision) nor shall any mere informality in organization have the effect of rendering these Articles of Incorporation null and void or of exposing the members to any liability other than that above provided.

THUS DONE AND PASSED in Denham Springs, Louisiana, on the date first above written, in the presence of the undersigned competent witnesses and me, Notary, after a due reading of the whole.

WITNESSES:

Whitney D. Bolotte
Donna Hamman

Chad Moorefield
CHAD MOOREFIELD

James R. Luff
NOTARY PUBLIC

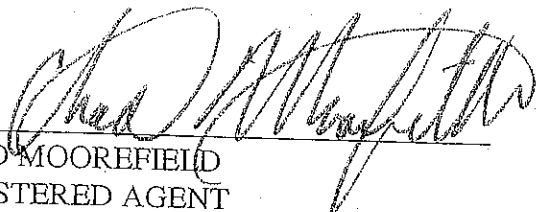
AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT

To the State Corporation Department
State of Louisiana

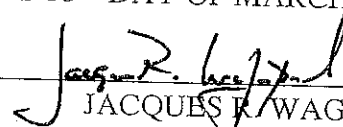
STATE OF LOUISIANA

PARISH OF LIVINGSTON

On this 18TH day of March, 2003, before me, the undersigned Notary Public in and for the State and Parish aforesaid, personally came and appeared: CHAD MOOREFIELD, 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 for SOUTHPOINT HOMEOWNERS 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.


CHAD MOOREFIELD
REGISTERED AGENT

SWORN TO AND SUBSCRIBED BEFORE ME,
THIS 18TH DAY OF MARCH, 2003.


JACQUES R. WAGUESPACK
NOTARY PUBLIC (ATTORNEY)

UNITED STATES OF AMERICA
State of Louisiana



Jox McKeithen

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

SOUTHPOINT HOMEOWNERS ASSOCIATION, INC.

Domiciled at DENHAM SPRINGS, LOUISIANA,

Was filed and recorded in this Office on March 24, 2003,

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.

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,

March 24, 2003

Jox McKeithen

RRO 35451452N

Secretary of State

