

ARTICLES OF INCORPORATION

UNITED STATES OF AMERICA

OF

STATE OF LOUISIANA

CARRINGTON PLACE HOMEOWNERS'  
ASSOCIATION, INC.

PARISH OF EAST BATON ROUGE

BE IT KNOWN, that on this 22<sup>nd</sup> day of January, 1996, 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 hereunto, 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 the Corporation is Carrington Place 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 4922 Anglaton Court,

Baton Rouge, Louisiana 70817.

ARTICLE V

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

John Hickey  
4922 Angleton Court  
Baton Rouge, Louisiana 70817

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 Carrington Place Subdivision, East Baton Rouge Parish, Louisiana, and to promote the health, safety and welfare of the residents within the property, together with 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 Carrington Place 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 property 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. 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 five (5) nor more than seven (7) members in good standing of the Corporation to be elected annually for one (1) year terms.

#### ARTICLE IX

The annual meeting of the voting members of the Corporation shall be held on the fourth (4th) Thursday of the month of October, or in the event that date is a legal holiday, on the first (1st) Thursday 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 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 two-thirds (2/3) in interest of the voting members, at any annual or special meeting of members the notice of which set forth the proposed amendment or a summary of the change to be made thereby.

#### ARTICLE XI

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

Dennis J. Leger, 4961 Perthshire Drive, Baton Rouge, LA 70817

Larry D. Hunt, 5115 Perthshire Drive, Baton Rouge, LA 70817

John Hickey, 4922 Angleton Court, Baton Rouge, LA 70817

Donald K. Bourque, 4951 Perthshire Drive, Baton Rouge, LA 70817

David Toups, 13149 Bluffton Avenue, Baton Rouge, LA 70817

George W. Pugh, Jr., 5124 Perthshire Drive, Baton Rouge, LA 70817

Marzie Harrison, 13052 Carrington Pl. Ave., Baton Rouge, LA 70817

#### ARTICLE XII

The first officers of the Corporation are:

President: Dennis J. Leger, 4961 Perthshire Drive  
Baton Rouge, LA 70817

Vice President: John Hickey, 4922 Angleton Court  
Baton Rouge, LA 70817

Secretary: Marzie Harrison, 13052 Carrington Pl. Ave.  
Baton Rouge, LA 70817

Treasurer: Donald K. Bourque, 4951 Perthshire Drive  
Baton Rouge, LA 70817

The officers and directors of this Corporation shall serve until their successors are elected in accordance with the provisions hereof.

#### 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 by Louisiana law and particularly by Louisiana Revised Statutes 12:227.

**ARTICLE XIV**

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

John Hickey  
4922 Angleton Court  
Baton Rouge, Louisiana 70817

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:

INCORPORATOR:

Susie Dale

John Hickey  
JOHN HICKEY

Jennifer Sullivan

W. Andrew McClean  
NOTARY PUBLIC

**ACKNOWLEDGMENT**

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

On the 22<sup>nd</sup> day of January, 1996, personally came and appeared:

JOHN HICKEY

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

WITNESSES:

Susie Dore

John Hickey  
JOHN HICKEY

Jennifer Dallen

SWORN TO AND SUBSCRIBED before me on the 22<sup>nd</sup> day of January,  
1996.

W. C. Cleary  
NOTARY PUBLIC

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

To the State Corporation Department  
State of Louisiana

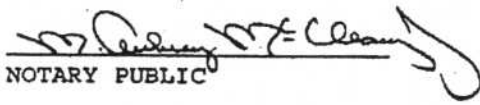
STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

On this 22<sup>nd</sup> day of January, 1996, before me, a Notary Public in  
and for the State and Parish aforesaid, personally came and appeared  
JOHN HICKEY, who is known to me to be the person who, being duly  
sworn, acknowledged to me that he does hereby accept appointment as  
the Registered Agent of Carrington Place Homeowners' Association,  
Inc., which is a corporation authorized to transact business in the  
State of Louisiana pursuant to the provisions of Title 12, Chapters 1,  
2 and 3.

  
\_\_\_\_\_  
John Hickey, Registered Agent

SWORN TO AND SUBSCRIBED  
BEFORE ME, THIS 22<sup>nd</sup>  
DAY OF JANUARY, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC