

UNITED STATES OF AMERICA
State of Louisiana



Jox McKeithen

DT. REG # 566,588

934238

FILED ST. TAMMANY PAR

SECRETARY OF STATE 4:00:00PM TJF 01/03/1995

COB X MOB MI X

As Secretary of State, of the State of Louisiana, I do hereby Certify that
a copy of the Articles of Incorporation of

ESTATES OF NORTHPARK HOMEOWNERS ASSOCIATION, INC.

Domiciled at Covington, Louisiana, Parish of St. Tammany,

A corporation organized under the provisions of R.S. 1950,
Title 12, Chapter 2, as amended,

By Act before a Notary Public in and for the Parish of St.
Tammany, State of Louisiana, on December 20, 1994, the date
when corporate existence began,

Was filed and recorded in this Office on December 22, 1994,
in the Record of Non-Profit Corporations Book 344,

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. 1950, Title 12, Chapter 2, as
amended.

*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 22, 1994

Jox McKeithen

CGR

Secretary of State



**ARTICLES OF INCORPORATION
OF
ESTATES OF NORTHPARK
HOMEOWNERS ASSOCIATION, INC.**

**UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF ST. TAMMANY**

BE IT KNOWN, that on this 20th day of December, in the year of Our Lord, one thousand nine hundred ninety-four:

BEFORE ME, A. WAYNE BURAS, 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:

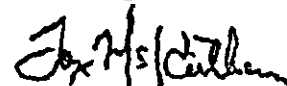
ESTATES OF NORTHPARK, LIMITED PARTNERSHIP, represented herein by David L. Waltemath, its Managing General Partner, duly authorized in the articles of partnership filed with the Louisiana Secretary of State, domiciled in Orleans Parish, Louisiana, which mailing address being 3520 General DeGaulle, Suite 3001, New Orleans, LA 70114, (hereinafter referred to as "Developer")

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 **ESTATES OF NORTHPARK HOMEOWNERS 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.

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

Dated: DEC 22 1994

Article I
NAME

The name of the corporation shall be: ESTATES OF NORTH PARK HOMEOWNERS 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 Estates of Northpark Subdivision established by the Developer, dated in December, 1994, of record 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 Estates of Northpark 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 St. Tammany Parish, Louisiana, and its registered office shall be located at 321 N. Vermont Street, Covington, Louisiana 70433.

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 By-Laws executed this date, the Articles and By-Laws 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 By-Laws 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 Estates of Northpark Subdivision.

2. To use the proceeds of assessments in the exercise of its powers and duties as provided for in the Restrictions, Articles and By-Laws.

3. To maintain and improve easements, roads, green belts, common areas and entrance features in the Estates of Northpark 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 Estates of Northpark Subdivision.

5. To enforce, by all legal means available to the Association, the provisions of the Laws of the State of Louisiana, the Articles, By-Laws, Rules and Regulations of the Association.

6. To enter into contracts and agreements for the management, maintenance and improvement of the property in the Estates of Northpark 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 By-Laws 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 Estates of Northpark Subdivision in accordance with the provisions of the Restrictions, Articles, By-Laws 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 Estates of Northpark 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 bylaws of the Association.

B. There shall be one thousand (1,000) 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:

- i) thirty (30) days following the date upon which the total authorized issued and outstanding class A memberships equals one thousand (1,000); or
- ii) on January 1, 2020; or
- iii) 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 By-Laws, but having not less than three (3) Directors nor more than five (5) Directors. In the absence of such 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. The Directors may be removed and vacancies on the Board filled as provided by the By-Laws. 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:

David L. Waltemath
3520 General DeGaulle
Suite 3001
New Orleans, LA 70114

Levere C. Montgomery, III
321 N. Vermont Street
Covington, LA 70433

Erik Hedegaard
79 Parc Place
Mandeville, LA 70448

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:

Levere C. Montgomery, III (President)
321 N. Vermont Street
Covington, LA 70433

David L. Waltemath (Secretary/Treasurer)
3520 General DeGaulle, Suite 3001
New Orleans, LA 70114

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
BY-LAWS

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

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: (i) a vote or written consent of the members representing fifty one (51%) percent of the total voting power of the Association; or (ii) the Developer alone, without a vote, or a meeting, or 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 Estates of Northpark 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
REGISTERED AGENT

The full names and addresses of the corporation's registered agents are:

David L. Waltemath
3520 General DeGaulle
Suite 3001
New Orleans, LA 70114

Levere Montgomery, III
321 N. Vermont Street
Covington, LA 70433

Camille A. Cutrone
1207 Whitney Bank Building
228 St. Charles Avenue
New Orleans, LA 70130-2657

Article XIII
INCORPORATOR

Estates at Northpark, Limited Partnership
3520 General DeGaulle, Suite 3001
New Orleans, LA 70114

THUS DONE AND PASSED in Covington, St. Tammany Parish, Louisiana, on the day, month and year hereinabove first written, in the presence of the undersigned competent witnesses.

WITNESSES:

ESTATES AT NORTHPARK,
LIMITED PARTNERSHIP

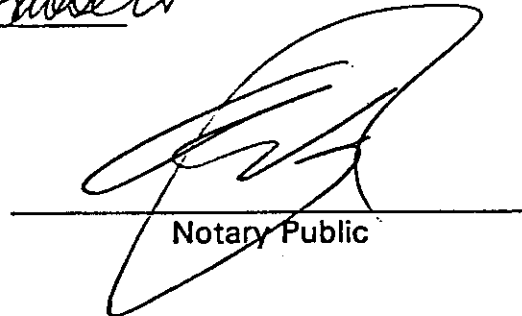
Karen McKnight

By:



DAVID L. WALTEMATH
Managing General Partner

Autumn Bassett


Notary Public

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 20th day of December, 1994, before me, A. WAYNE
BURKE, Notary Public in and for the state and parish aforesaid, personally came
and appeared: DAVID L. WALTEMATH, 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 ESTATES OF NORTH PARK 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.



DAVID L. WALTEMATH
Registered Agent

Sworn to and subscribed before me, this
20th day of December, 1994.



NOTARY PUBLIC

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 21st day of December, 1994, before me, A. WAJWE
BURNS, Notary Public in and for the state and parish aforesaid, personally
came and appeared: LEVERE MONTGOMERY, III, 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 ESTATES OF NORTH PARK 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.


LEVERE MONTGOMERY, III
Registered Agent

Sworn to and subscribed before me, this
21st day of December, 1994.



NOTARY PUBLIC

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 19th day of December, 1994, before me, MARY ANN MEYER
_____, Notary Public in and for the state and parish aforesaid, personally came
and appeared: CAMILLE A. CUTRONE, 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 ESTATES OF NORTHPARK 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.

Camille A. Cutrone
CAMILLE A. CUTRONE
Registered Agent

Sworn to and subscribed before me, this
19th day of December, 1994.

Mary Ann Meyer
NOTARY PUBLIC