


UNITED STATES OF AMERICA



State of Louisiana

DT. REG # 547:806
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 SEP 12 2:35:00PM tbt
 FOR MOE MI

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

WESTWOOD ESTATES PROPERTY OWNERS ASSOCIATION, INC.

Domiciled at Mandeville, 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 September 1, 1994, the date
 when corporate existence began,

Was filed and recorded in this Office on September 6, 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,*

September 6, 1994


Joel McKeithen

CGR

Secretary of State



UNITED STATES OF AMERICA



State of Louisiana

Joz McKeithen
 SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that the annexed transcript was prepared by and in this office from the record on file, of which purports to be a copy, and that it is full, true and correct.

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,

Joz McKeithen SEP 06 1994

Secretary of State



ARTICLES OF INCORPORATION

OF

WESTWOOD ESTATES PROPERTY OWNERS ASSOCIATION, INC.

The undersigned hereby executes these Articles for the purpose of forming a non profit corporation under L.S.A. R.S. 12:201, et seq., of the laws of the State of Louisiana, and certifies as follows:

ARTICLE I

NAME

The name of the corporation shall be Westwood Estates Property Owners Association, Inc., hereinafter for convenience sometimes referred to as the "Association".

ARTICLE II

DOMICILE

The domicile of this corporation and the location of the registered office is: P. O. Box 361, Mandeville, LA 70470-0361
(401 Westwood Drive, Mandeville, LA 70471)
St. Tammany Parish, Louisiana.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is to provide an entity for the operation, management, regulation and administration of a subdivision Westwood Estates, Phase 1 and Phase 2 all as per the official subdivision plat on file with the Clerk of Court, St. Tammany Parish, LA.

ARTICLE IV

POWERS

The Association's powers shall include and be governed by the following provisions:

A. The Association shall have all the common law and statutory powers of a non-profit corporation except those which conflict with the provisions of these Articles.

B. The Association shall have all the powers and duties set forth in the Act Creating Deed Restrictions and Covenants.

(1) To make and collect assessments against members in order to defray the Association's cost, expenses and losses.

(2) To use the proceeds of assessments in the exercise of its powers and duties.

(3) To repair, replace, maintain and operate portions of the Subdivision property.

(4) To purchase insurance on the Subdivision Property and insurance for the protection of the Association and its members.

(5) To reconstruct improvements after casualty and to further improve property.

(6) To make and amend reasonable regulations as to use of the property in the subdivision, subject to the approval of not less than fifty-one percent (51%) of the total voting power of the Association before such regulations or amendments shall become effective.

(7) To enforce, by legal means, the provisions of the Restrictions and Covenants, these Articles, the By-Laws of the Association, and any rules and regulations for the use of the Subdivision Property.

(8) To contract for the management of the Subdivision and to delegate to the manager all the powers and duties of the Association except those powers and duties which were specifically required by the Restrictions and Covenants to be approved by the Board of Directors or the members of the Association.

(9) To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

(10) To employ personnel to perform the services required for the property operation of the Subdivision.

C. The Association shall have no power to purchase a lot in the Subdivision, unless the membership gives unanimous approval.

D. The titles of all properties and all funds acquired by the association and the proceeds thereof shall be held in trust for the Association members according to the provisions of the Restrictions and Covenants, these Articles and the By-Laws of the Association.

E. The powers of the Association shall be subject to and exercised according to the provisions of the Restrictions and Covenants, and the By-Laws.

ARTICLE V

MEMBERS

This corporation is to be organized on a non-stock basis. There shall be only one class of membership. The members of the Association shall be limited to and shall consist of all the record owners of units in the Subdivision. Membership in the Association shall be established by recordation in the Conveyance Records of the Parish of St. Tammany of a deed or other instrument translativ of title establishing a record title to a lot in the said Subdivision and the delivery to the Association of a certified copy of such instrument, the owner designated by such instrument thereby automatically becoming a member of the Association. The percentage share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to his lot. Each lot in the said Subdivision shall be entitled to one vote in the Association.

ARTICLE VI

DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of such numbers of directors as shall be determined by the By-Laws. In the absence of such a determination, the first elected Board shall consist of five (5) members. The initial Board of Directors shall be elected at the annual members' meeting in the manner provided in the By-Laws. Directors may be removed and vacancies on the Board shall be filled as provided by the By-Laws.

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

- Donna Maryan - P. O. Box 361, Mandeville, LA 70470-0361
- Scott Hussen - 401 Westwood Drive, Mandeville, LA 70471
- Michael Gelpi - " " " " "
- Daniel Dryer - " " " " "
- John Ross - P. O. Box 361, Mandeville, LA 70470-0361
- 401 Westwood Drive, Mandeville, LA 70471

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 officers at the first meeting of the Board of Directors following the annual meeting of members. Such officers shall serve for one year or until the annual members' meeting next following. The initial officers' names and addresses are:

President: Donna Maryan

Vice-President: Scott Hussen

Treasurer: Michael Galpi

Secretary: Daniel Dryer

ARTICLE VIII

INDEMNIFICATION

Each director and each officer of the Association shall be indemnified by the Association against all liabilities and expense, including counsel fees reasonable 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 expenses are incurred, unless the officer or director is adjudged guilty of willful malfeasance or misfeasance in the performance of his duties. In case of settlement, the indemnification provided for herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the Association's best interest. The above described rights 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 in the said By-Laws.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation shall be amended in the following manner:

The notice of any meeting at which a proposed amendment is considered shall include a notice of the subject matter of the proposed amendment. Either the Board of Directors or the members of the Association may propose a resolution approving a proposed amendment. Members and directors who are not present either in person or by proxy at the meeting at which the proposed amendment is under consideration may express their approval in writing provided their approval is delivered to the Secretary at or before the meeting.

An amendment must be approved by not less than fifty-one percent (51%) of the members' total voting power of the Association. No amendment shall make any changes in the qualifications for membership nor in the voting rights of the members, nor any change in Part C, Article IV without the unanimous approval in writing by all of the members having voting power. A copy of each amendment shall be certified by the Secretary of State and recorded in accordance with law and filed in the conveyance records of the Clerk of Court, St. Tammany Parish.

ARTICLE XI

ACCOUNTING RECORDS

The Association shall maintain accounting records according to standard and accepted accounting practices. Such records shall be available for inspection by lot owners at reasonable times designated by the Association. Such records shall include:

- (1) An itemized record of all receipts and expenditures.
- (2) A separate account for each lot which shall indicate the name and address of the lot owner, the amount of each assessment for the common expenses, when the assessment becomes due, amounts paid on the account and any balance due thereon.

ARTICLE XII

TERMS OF THE ASSOCIATION

The Association shall continue to exist for the life of the said Subdivision. The termination of said Subdivision in accordance with the provisions of the Restrictions and Covenants shall terminate the Association.

ARTICLE XIII

REGISTERED AGENT

The full name and address of the corporation's registered agent is: Donna Maryan, President
P. O. Box 361, Mandeville, LA 70470-0361
401 Westwood Drive, Mandeville, LA 70471

ARTICLE XIV

INCORPORATOR

The name and address of the incorporator of this corporation is: Donna Maryan, President
P. O. Box 361, Mandeville, LA 70470-0361

ARTICLE XV

ASSESSMENTS

Members shall be subject to assessments by this corporation in accordance with the Restrictions and Covenants.

THUS DONE AND PASSED, in the presence of me, Notary, and that of the undersigned competent witnesses, after reading the whole, and for the purposes stated herein, Covington, Louisiana, this 1st day of September, 1994.

WITNESSES:

Julius McHenry

Robert McHenry

Donna Maryan
DONNA MARYAN, President

Blake E. Harveston, Jr.
BLAKE E. HARVESTON, JR.
Notary Public

BLAKE E. HARVESTON, JR.
Notary Public
St. Tammany Parish, LA
My Commission is For Life.

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

TO THE SECRETARY OF STATE
CORPORATE DEPARTMENT
STATE OF LOUISIANA

STATE OF LOUISIANA

PARISH OF ST. TAMMANY

On this 1st. day of September, 1994.

BEFORE ME, the undersigned Notary Public, in and for the State and Parish aforesaid, personally came and appeared a person of the full age of majority and a resident of Jefferson Parish, who is personally known to me, who after being duly sworn, did declare and say that he does hereby accept appointment as the Registered Agent of Westwood Estates Property Owners Association, Inc. which Corporation is authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, of the Louisiana Revised Statutes, and the pertinent chapters thereunder.


REGISTERED AGENT
DONNA MARYAN

SWORN TO AND SUBSCRIBED

BEFORE ME, THIS 1st.

DAY OF September, 1994


NOTARY, BLAKE E. HARVESTON, JR.

BLAKE E. HARVESTON, JR.
Notary Public
St. Tammany Parish, LA.
My Commission is For Life.