

Livingston Parish Recording Page

Thomas L. Sullivan Jr.
Clerk of Court
PO Box 1150
Livingston, LA 70754-1150
(225) 686-2216

Received From :
LINDA S. MELANCON
P.O. BOX 1665
PRAIRIEVILLE, LA 70769

First REGISTERED AGENT

WATERFRONT EAST HOMEOWNERS ASSOCIATION INC

Index Type : Charters

FileNumber : 600855

Type of Document : Charter-Articles

Book : 39

Page : 553

Recording Pages : 6

Recorded Information

I hereby certify that the attached document was filed for registry and recorded in the Clerk of Court's office for Livingston Parish, Louisiana

On (Recorded Date) : 03/10/2006

At (Recorded Time) : 3:10:57PM



Deputy Clerk



Doc ID - 005049650006

Return To :

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UNITED STATES OF AMERICA
State of Louisiana
Al Ater

SECRETARY OF STATE

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

WATERFRONT EAST HOMEOWNERS' ASSOCIATION, INC.

Domiciled at MAUREPAS, LOUISIANA,

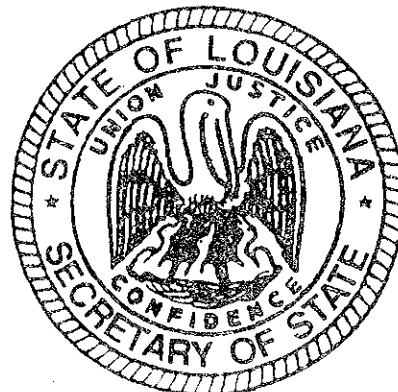
Was filed and recorded in this Office on January 20, 2006.

*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,
January 20, 2006*

Al Ater

TLA 35540392N 36099775


Secretary of State



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.

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION


Al Ater
Secretary of State



Date: **JAN 20 2006**

Each of the undersigned, President and Secretary, respectively, of
WATERFRONT EAST HOMEOWNERS ASSOCIATION, INC. (the "Corporation"),
does hereby certify that the following resolution amending the articles of incorporation of
the Corporation was duly adopted pursuant to La. Rev. Statute Ann. §§12:238 et seq., by
the affirmative vote of the holders of at least 51% of the voting interest present of the
Corporation at a meeting held on January 5, 2006.

Seventy members were represented in person or by proxy at the meeting of which
Seventy (70) voted for the Amendment and Zero (0) voted against the Amendment.

The Articles of Incorporation of the Corporation were amended by said resolution
as follows:

Article V of the Corporation which stated:

"ARTICLE V

The management of this corporation shall be vested in a Board of Directors which
shall consist of five members in good standing of the corporation to be elected by the
membership of the corporation at the annual meeting of the corporation and who shall
serve one year terms but may serve successive terms. The Board of Directors shall elect
a President, Secretary, and Treasurer from the Board's membership annually to serve
until the next board shall be duly elected as herein provided. Notwithstanding the
foregoing, the first Board of Directors of this corporation and its first officers shall be
those persons stated in Articles VIII and IX."

is amended in its entirety to read:

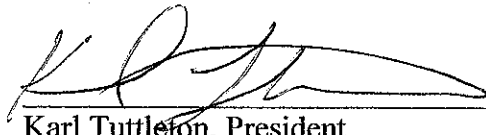
"ARTICLE V

The management of this corporation shall be vested in a Board of Directors which
shall consist of six members in good standing of the corporation to be elected by the
membership of the corporation at the annual meeting of the corporation and who shall
serve one year terms but may serve successive terms. Three members of the Board of
Directors shall be Lot Owners in the Waterfront East, First Filing Subdivision and three
members of the Board of Directors shall be Lot Owners in the Waterfront East, Second
and Third Filing Subdivisions. The Board of Directors shall elect a President, Secretary,
and Treasurer from the Board's membership annually to serve until the next board shall
be duly elected as herein provided. Notwithstanding the foregoing, the first Board of
Directors of this corporation and its first officers shall be those

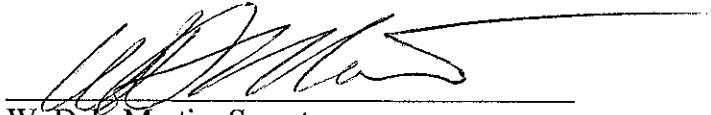
persons stated in Articles VIII and IX.”

Except as amended herein, the Articles of Incorporation for Waterfront East Homeowners' Association shall remain the same.

Dated: January 9, 2006



Karl Tuttleton, President



W. Dale Martin, Secretary


ACKNOWLEDGMENT

STATE OF LOUISIANA

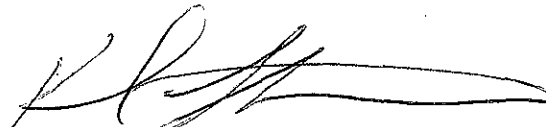
PARISH OF ASCENSION

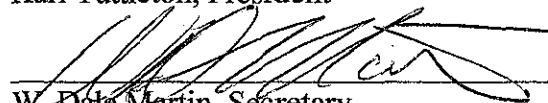
BE IT KNOWN that on the 10th day of January, 2006 before me, the undersigned authority, duly commissioned, qualified and sworn within and for the State and Parish aforesaid, personally came and appeared Karl Tuttleton and W. Dale Martin, to me known to be the identical persons who executed the above and foregoing Articles of Amendment, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that he or she executed the above and foregoing Articles of Amendment of his or her own free will, as his or her own act and deed, for the uses, purposes and benefits therein expressed.

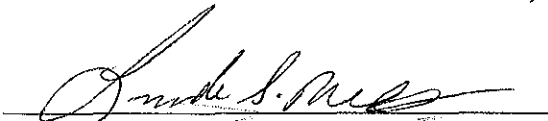
WITNESSES:


Nevada S. Hilton


Tracy S. Rome


Karl Tuttleton, President


W. Dale Martin, Secretary


LINDA S. MELANCON, Bar Roll 25172
Notary Public

RESOLUTION AMENDING ARTICLES

RESOLVED, that the Articles of Incorporation of the Corporation are hereby amended as follows:

Article V of the Corporation which stated:

The management of this corporation shall be vested in a Board of Directors which shall consist of five members in good standing of the corporation to be elected by the membership of the corporation at the annual meeting of the corporation and who shall serve one year terms but may serve successive terms. The Board of Directors shall elect a President, Secretary, and Treasurer from the Board's membership annually to serve until the next board shall be duly elected as herein provided. Notwithstanding the foregoing, the first Board of Directors of this corporation and its first officers shall be those persons stated in Articles VIII and IX."

is amended in its entirety to read as follows:

"ARTICLE V

The management of this corporation shall be vested in a Board of Directors which shall consist of six members in good standing of the corporation to be elected by the membership of the corporation at the annual meeting of the corporation and who shall serve one year terms but may serve successive terms. Three members of the Board of Directors shall be Lot Owners in the Waterfront East, First Filing Subdivision and three members of the Board of Directors shall be Lot Owners in the Waterfront East, Second and Third Filing Subdivisions. The Board of Directors shall elect a President, Secretary, and Treasurer from the Board's membership annually to serve until the next board shall be duly elected as herein provided. Notwithstanding the foregoing, the first Board of Directors of this corporation and its first officers shall be those persons stated in Articles VIII and IX."

RESOLVED FURTHER, that the President and Secretary or other appropriate officers are authorized and directed to certify adoption of the foregoing resolution, to file such certificate with the Secretary of State, and to take all action necessary to effect the foregoing amendment of the Articles of Incorporation.


W. Dale Martin, Secretary

Livingston Parish Recording Page

Thomas L. Sullivan Jr.
Clerk of Court
PO Box 1150
Livingston, LA 70754-1150
(225) 686-2216

Received From :
LINDA MELANCON

First REGISTERED AGENT

WATERFRONT EAST HOMEOWNERS ASSOCIATION INC

Index Type : Charters
Type of Document : Articles Of Incorporation

FileNumber : 530551
Book : 36 Page : 781

Recording Pages : 8

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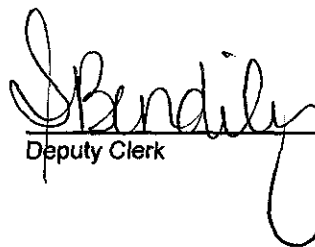
I hereby certify that the attached document was filed for registry and recorded in the Clerk of Court's office for Livingston Parish, Louisiana

On (Recorded Date) : 09/03/2003

At (Recorded Time) : 9:23:35 AM



Doc ID - 000852670008


Deputy Clerk



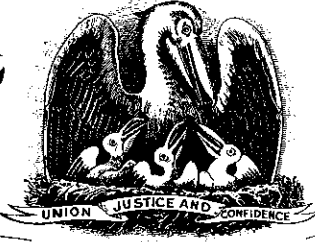
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Charter

UNITED STATES OF AMERICA

State of Louisiana



Joe 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
WATERFRONT EAST HOMEOWNERS' ASSOCIATION, INC.

Domiciled at MAUREPAS, LOUISIANA,

Was filed and recorded in this Office on August 21, 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,

August 21, 2003

Joe McKeithen

RRO 35540392N

Secretary of State



**ARTICLES OF INCORPORATION
OF
WATERFRONT EAST
HOMEOWNERS' ASSOCIATION, INC.**

**UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF ASCENSION**

BE IT KNOWN, that on August 21, 2003, before me, the undersigned Notary Public in and for the Parish and State aforesaid, personally came and appeared the undersigned parties of full age of majority whose signatures are subscribed who declare, in the presence of the undersigned competent witnesses that, availing themselves of the provisions of the Louisiana Nonprofit Corporation law, Louisiana R.S. 12:201-12:269 (1950 as amended), they do hereby organize a nonprofit corporation under and in accordance with these articles of incorporation as follows:

ARTICLE I

The name of this corporation is WATERFRONT EAST HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II

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

ARTICLE III

The location of its registered office is 12393 Home Port Drive, Maurepas, Louisiana 70449, and its post office address is P.O. Box 270, French Settlement, Louisiana 70733.

The purposes for which the Corporation is formed are to provide for maintenance, preservation and architectural control of the residential lots and common areas within all Filings of the Waterfront East Subdivisions located in Livingston and Ascension Parishes, Louisiana, and to promote the health, safety and welfare of the residents within the subdivisions 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 Waterfront East Subdivisions, all of which are, or will be, of record in the office of the Clerk and Recorder for Livingston and/or Ascension Parishes, 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 office expenses that are payable by the Corporation, as taken from the original on file in this office, charges levied or imposed against the properties of the Association; and

STATE OF LOUISIANA
Office of the Secretary of State
Public Office that is available by true and correct copy
as taken from the original on file in this office.

Joy M. Kallen
Joy M. Kallen
Secretary of State

Date: AUG 21, 2003

na

- 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 IV

This corporation shall be a non-profit corporation and shall have no capital stock. It shall be operated and maintained by such dues and contributions as the membership shall make and as the board of directors shall determine to be necessary or acceptable for the proper functioning of the corporation. Under no circumstances shall any of the net earnings or assets of the corporation inure to or be distributed to the benefit of its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. The corporation shall neither participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The members of the corporation shall consist of one record lot owner from each lot owned in the Waterfront East Subdivisions. This membership shall be evidenced by entry of each member's name on the membership rolls of the corporation. The voting and other rights and obligations of members shall be as provided in the bylaws.

ARTICLE V

The management of this corporation shall be vested in a Board of Directors which shall consist of five members in good standing of the corporation to be elected by the membership of the corporation at the annual meeting of the corporation and who shall serve one year terms but may serve successive terms. The Board of Directors shall elect a President, Secretary, and Treasurer from the Board's membership annually to serve until the next board shall be duly elected as herein provided. Notwithstanding the foregoing, the first Board of Directors of this corporation and its first officers shall be those persons stated in Articles VIII and IX.

ARTICLE VI

The annual meeting of the voting members of the corporation shall be held on the first Tuesday of the month of May, or in the event that date is a legal holiday, on the first Tuesday 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 VII

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 VIII

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

Name	Address
G. Glen Martin	12393 Home Port Drive Maurepas, Louisiana 70449
W. Dale Martin	12393 Home Port Drive Maurepas, Louisiana 70449
Nelwyn H. Martin	12393 Home Port Drive Maurepas, Louisiana 70449

ARTICLE IX

The first officers of this corporation are:

W. Dale Martin, President

Nelwyn H. Martin, Secretary/Treasurer

The officers and directors of this corporation listed in Article VIII and IX shall serve until such time as fifty percent of the lots in Waterfront East Subdivision, First Filing are sold and their successors are elected in accordance with the provisions herein; provided, however, that a director, officer, employee or other agent of Blind River Properties, Inc., shall serve as a Director until all lots in Waterfront East Subdivision, First Filing owned by Blind River Properties, Inc. have been sold and a successor is thereafter elected.

ARTICLE X

The names and addresses of the Incorporators are as follows:

Name	Address
W. Dale Martin / <i>reg. Agent</i>	12393 Home Port Drive Maurepas, Louisiana 70449
Nelwyn H. Martin	12393 Home Port Drive Maurepas, Louisiana 70449

ARTICLE XI

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.

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

WITNESSES:

Lois A. Dubois

Halley E. Leath

INCORPORATORS

W. DALE MARTIN

NELWYN H. MARTIN

Linda S. Melancon
LINDA S. MELANCON, NOTARY PUBLIC

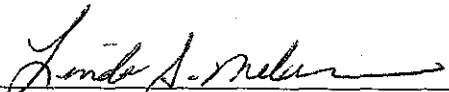
Corporations Department
Office of the Secretary of State
State of Louisiana

STATE OF LOUISIANA
PARISH OF ASCENSION

On this 21st day of August, 2003, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared W. Dale Martin, 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 Waterfront East Homeowners' Association, which is a nonprofit corporation organized under the laws of the State of Louisiana.


W. DALE MARTIN, REGISTERED AGENT

Subscribed and sworn to before
me on the day, month, and year
first above set forth


NOTARY PUBLIC