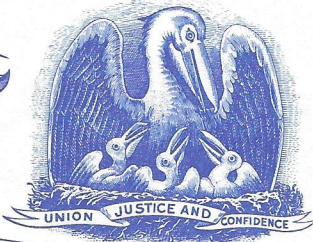


UNITED STATES OF AMERICA  
State of Louisiana



**Fox McKeithen**  
SECRETARY OF STATE

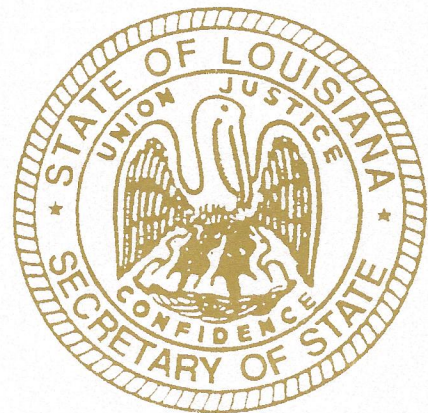
*As Secretary of State, of the State of Louisiana, I do hereby Certify that the annexed transcript was prepared by and in this office from the record on file, of which purports to be a copy, and that it is full, true and correct.*

*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,*

AUG 21 2003

*Fox McKeithen*

*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 licenses, taxes or governmental charges levied or imposed against the properties of the Association; and

- 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<br>Maurepas, Louisiana 70449 |
| W. Dale Martin   | 12393 Home Port Drive<br>Maurepas, Louisiana 70449 |
| Nelwyn H. Martin | 12393 Home Port Drive<br>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<br>Maurepas, Louisiana 70449 |
| Nelwyn H. Martin                   | 12393 Home Port Drive<br>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. Dulin

Halley E. Leith

INCORPORATORS

W. DALE MARTIN

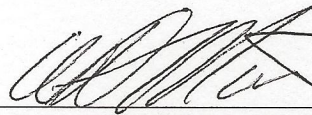
NELWYN H. MARTIN

Linda S. Melancon  
LINDA S. MELANCON, NOTARY PUBLIC

Corporations Department  
Office of the Secretary of State  
State of Louisiana

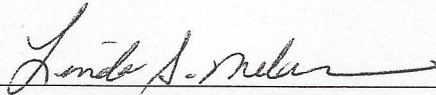
STATE OF LOUISIANA  
PARISH OF ASCENSION

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

# Douglas & Melancon

Attorneys at Law

Patricia H. Douglas

Linda S. Melancon

Post Office Box 1665, Prairieville, Louisiana 70769  
Telephone: (225) 744-4799 Facsimile: (225) 744-4779  
[lindamelancon@douglasmelancon.com](mailto:lindamelancon@douglasmelancon.com)

August 28, 2003

Mr. Dale Martin  
President  
Blind River Properties  
12393 Homeport Drive  
Maurepas, LA 70449

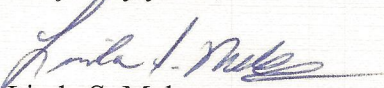
RE: Waterfront East Homeowners' Association, Inc.

Dear Dale:

Enclosed please find a certified copy of the Articles of Incorporation of the Waterfront East Homeowners' Association, Inc. showing that its corporate existence began on August 21, 2003. I have also enclosed a copy of the By-Laws and the Minutes of the First Meeting of the Homeowners' Association. You should keep all of these documents in a corporate book for the Homeowners' Association. I will record another certified copy of the Articles of Incorporation in the records for Livingston Parish as required by law. I will make this recording at the same time I record the Restrictions affecting Waterfront East.

If you have any questions, please feel free to contact me.

Very truly yours,

  
Linda S. Melancon

LSM/lad

Enclosures