

UNITED STATES OF AMERICA
State of Louisiana

Jox 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

MAGNOLIA WOODS CIVIC ASSOCIATION, INC.

Domiciled at Baton Rouge, Louisiana, Parish of East Baton Rouge,

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 East Baton Rouge, State of Louisiana, on February 10, 1994, the date when corporate existence began,

Was filed and recorded in this Office on February 10, 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,*

February 10, 1994

Jox McKeithen

DGR

Secretary of State



STATE OF LOUISIANA
SECRETARY OF STATE

W. FOX McKEITHEN
SECRETARY OF STATE

HELEN J. CUMBO
ADMINISTRATOR



Administrative/Legal Services
(504) 922-0428

Corporations
(504) 925-4704

Uniform Commercial Code
(504) 922-1314
FAX
(504) 925-4726
(504) 925-4410

February 11, 1994

David Dawson
P. O. Box 14716
Baton Rouge, LA 70898

Dear Mr. Dawson:

MAGNOLIA WOODS CIVIC ASSOCIATION, INC.

It has been a pleasure to approve and place on file your articles of incorporation. The appropriate evidence is attached for your files, and the original has been placed on file in this office.

Payment of the filing fee is acknowledged by this letter.

Effective June 1, 1993, the fee for expedited service is \$20.

I would like to advise you that the 1993 Louisiana Roster of Officials is now available for \$10 a copy. The roster contains the names, addresses, and telephone numbers for all elected and appointed officials in the state. If you are interested in receiving a copy, please send your request and remittance to the below address.

If we can be of further service at any time, please let us know.

Sincerely,

Helen J. Cumbo/dgr

Helen J. Cumbo

DGR

ARTICLES OF INCORPORATION OF THE
MAGNOLIA WOODS CIVIC ASSOCIATION, INC.
STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned authority, personally appeared:

JAMES N. ALTAZAN

who declared that availing himself of the provisions of the Louisiana Nonprofit Corporation Law, he does hereby organize a non-profit corporation as defined in Louisiana Revised Statute (1950) 12:201(7) in accordance with the following Articles of Incorporation.

ARTICLE 1

The name of the Corporation is:

MAGNOLIA WOODS CIVIC ASSOCIATION, INC.

ARTICLE 2

The Association does not contemplate pecuniary gain or profit. The purpose of the corporation shall be to promote the health, safety and welfare of the owners and residents of said properties within the area of the association (hereinafter called the "Properties") and to do any other things as may be permitted by law, that will promote the common benefit and enjoyment of the owners and residents of the Properties. The activities of the corporation shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings will inure to the benefit of any member, director, officer, or individual. The powers of the corporation shall be all such as are reasonably necessary to the accomplishment of these purposes and shall include all powers, rights, privileges and immunities to the fullest extent permitted under the laws. In order to help achieve its purposes, the Association may gather, receive and disseminate any information deemed helpful to its members and may acquire by purchase, donation, lease or otherwise property, both movable and immovable for any purpose not inconsistent with the purpose of the organization. It is the intent that this corporation qualify as a non-profit organization under the appropriate federal rules and regulations for income tax purposes.

ARTICLE 3

This corporation shall exist in perpetuity.

ARTICLE 4

This corporation shall be organized without capital stock. Only those persons owning property or residing within the geographical area as designated in the by-laws may become a member of this association and any such member shall be subject to assessment by this Association. Membership shall be appurtenant to and may not be separated from ownership of or residence owned any Lot which is part of the property designated in the by-laws. Membership shall terminate on transfer of a fee simple title by owner or upon any resident moving from the geographical area of this association where said person is not an owner of property within that area.

Members shall be all Owners or Residents of the geographical area designated in the by-laws, and shall be entitled to one (1) vote for each membership. A family unit shall constitute one membership and shall be further defined as those persons living in a single residence as a family. Children living in a separate residence shall be considered eligible for a separate membership.

ARTICLE 5

The affairs of the corporation shall be directed by a Board of Directors composed of at least 6 but not more than 12 Directors who must be members of the corporation. The initial Board of Directors shall hold office until the election of their successors at the first annual membership meeting. The names and addresses of the initial Directors are as follows:

Don Riddle 7822 Clairwood Ct. Baton Rouge, LA	Barbara Tipton 732 Baird Drive Baton Rouge, LA	Thomas J. Riley 582 Maxine Drive Baton Rouge, LA	Windred Severance 355 Albert Hart Baton Rouge, LA
David L. Dawson, Jr. 856 Rodney Drive Baton Rouge, LA	Ruth L. Gauthier 474 Baird Drive Baton Rouge, LA	Barbara Hart 884 Albert Hart Baton Rouge, LA	Robert Nethken 8235 Boone Drive Baton Rouge, LA 70808
Doug Walker 584 Albert Hart Baton Rouge, LA	R. Bruce Hammatt 141 Hammatt Drive Baton Rouge, LA		

The Board of Directors shall have the authority to make and alter the by-laws or any other rules and regulations effecting this said corporation that are not inconsistent with those articles of incorporation and are subject to the power of the membership to change or appeal any of the by-laws so made.

ARTICLE 6

The members shall meet at least once each year. Special meetings of the membership may be called at any time by the Board of Directors. All meetings shall be held in East Baton Rouge Parish. Notice of the time and place of the meeting, together with the agenda of the business to be transacted thereat, shall be mailed to each member at least fifteen (15) days in advance of the meeting date. The election of Directors and other business generally transacted at any membership meeting shall require the assent of a majority of the voting power present, in person or by proxy, at the meeting. The approval of the membership to the adoption, amendment or repeal of these Articles of Incorporation or to govern this corporation, shall specifically require the assent of 50% of the voting membership, in person or by proxy, at any meeting at which notice in the manner hereinabove mentioned had been given.

ARTICLE 7

The location and post office address of the registered office of the corporation is:

571 Maxine; Baton Rouge, Louisiana 70808

The registered agents of the corporation shall be:

James N. Altazan
571 Maxine
Baton Rouge, LA 70808

David L. Dawson, Jr.
856 Rodney
Baton Rouge, LA 70808

The name and address of the incorporator is:
James N. Altazan; 571 Maxine, Baton Rouge, LA 70808

ARTICLE 8

Every Director and every officer of the Association shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or

in which he may become involved by reason of his being or having been a director or officer of this corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights as to which such director or officer may be entitled.

THUS DONE AND PASSED, this 10th day of February, 1994 in the Parish and State aforesaid, in the presence of the undersigned competent witnesses and of me, Notary, after due reading of the whole.

WITNESSES

INCORPORATOR

Sandra E. Parham

James N. Altazan
JAMES N. ALTAZAN

Cheryl A. Greene

DAVID L. DAWSON, JR., Notary Public