

ARTICLES OF INCORPORATION
OF
COVINGTON POINT HOMEOWNERS ASSOCIATION

STATE OF LOUISIANA

PARISH OF ORLEANS

BE IT KNOWN, That on this 22nd day of September, 1988,

BEFORE ME, the undersigned Notary Public, duly commissioned and qualified, in and for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned:

PERSONALLY CAME AND APPEARED: the subscriber hereto, of full age, who declared that, availing herself of the benefits and provisions of the Constitution of the State of Louisiana and the laws of said State relative to the organization of non-profit corporations, and particularly of the provisions of R.S. 12:201 et seq., she does by these presents form and organize herself, as well as all other persons who may hereafter join or become associated with her or her successors, into a non-profit corporation for the objects and purposes and under the covenants, stipulations and agreements following, to-wit:

ARTICLE I

The name and title of this corporation shall be COVINGTON POINT HOMEOWNERS ASSOCIATION, and under and by said name, unless sooner dissolved in accordance with law, it shall exist and continue, and shall have and enjoy corporate existence and succession, for perpetuity during which time it, generally, shall possess all the powers, rights, privileges, capacities and immunities which non-profit corporations are authorized, and may hereafter be authorized, to possess under the Constitution and laws of this State, and particularly under Title 12, Sec. 201 et seq., Louisiana Revised Statutes.

ARTICLE II

The domicile and registered office of this corporation shall be 500 Covington Point Drive, Covington, Louisiana 70433, St. Tammany Parish.

ARTICLE III

This corporation is organized, and it shall be operated exclusively for, the purpose of promoting, and directing the general welfare of the residents and property owners in Covington Point Subdivision, for the betterment and improvement of Covington Point Subdivision, to engage in and perform such services as may be proper and consistent with the purposes for which this corporation is formed and in the best interests of the community, and to engage in any lawful activity authorized for non-profit corporations.

This corporation is a non-profit corporation as defined in the Non Profit Corporation Law, Title 12, Section 201, et seq. of the Revised Statutes aforesaid. No part of the net earnings or other assets of this corporation shall inure to the benefit of any member or individual; and this corporation shall never carry on propaganda or otherwise attempt to influence legislation.

ARTICLE IV

The officers of this corporation shall consist of a president, a vice-president, a secretary, and a treasurer, each of whom shall be a member of the Board of Directors. The directors may elect or appoint other officers, committees, committee heads and agents as may be advisable. The president, the vice-president, the secretary and the treasurer are to be elected annually by the membership present at the annual meeting. All officers shall serve for one year in each particular office or until their successors are duly elected and installed.

ARTICLE V

The corporate powers and management of this corporation shall be vested in and exercised by a Board of Directors of no less than four members, and shall consist of the president, vice-president, secretary, and treasurer of the corporation. The Board of Directors shall automatically assume power at each general meeting of the members, on the second Thursday in May of each year, immediately after the election of the new officers, to be held at the registered office of the corporation, or at such other place within or without the State of Louisiana, as may be provided in the by-laws.

At all elections for directors, as well as at all other meetings of the members, each member shall be entitled to one vote, and a simple majority of all such members present at any meeting shall decide all elections or any question coming before any such meeting.

Any vacancy occurring among the directors of this corporation by death, resignation or otherwise shall be filled, by election for the unexpired term, at the next regular or special meeting of the Board of Directors.

Failure to elect directors annually shall not dissolve this corporation nor impair its corporate existence or management, but the directors then in office shall remain in office until their successors shall have been duly elected and installed.

A majority of the directors shall constitute a quorum; and a quorum shall be necessary to consider any question that may come before any meeting of the directors. If a quorum is not present at a duly assembled meeting, a majority of those present may adjourn the meeting from time to time, but may not transact any other business until a quorum is secured. A quorum being present, the affirmative vote of a majority of the directors present shall be necessary to decide any questions.

The Board of Directors shall have the power to make, alter and annul such by-laws, rules and regulations for the government of the affairs of this corporation as it may deem proper.

Special meetings of the members of this corporation may be called at such times and places as determined by the Board of Directors or by the president.

Meetings of the Board of Directors may be held outside the State of Louisiana.

The Board of Directors shall be vested with all such powers and duties as may be incumbent or conferred upon it by virtue of the Restrictive Covenants of Covington Point, A Subdivision, dated March 4, 1986, recorded COB 1250, Folio 83, of the records of St. Tammany Parish, Louisiana, and all amendments thereto.

ARTICLE VI

The full name and street address of the Corporation's registered agent is James L. Williams, IV, Morgan & Williams, Ltd., 336 Camp Street, Suite 200, New Orleans, Louisiana 70130.

ARTICLE VII

This corporation is to be organized on a non-stock basis. There shall be but one class of membership. Each person, family, combination or group of persons of two or more, corporation, partnership, trust, or other legal entity, or any combination thereof, who acquires, through purchase, donation, exchange,

or other conveyance, a residential lot in Covington Point Subdivision shall be a member of this Corporation, and by virtue of such acquisition shall be deemed to have consented to join the Corporation and consent to be bound by all the terms, conditions and provisions set forth herein and in the By-Laws as adopted by the Board of Directors. Each member, regardless of the number of lots owned, shall have one vote, although each lot in the subdivision shall be liable for its proportionate share of all assessments and other charges validly levied against it.

ARTICLE VIII

The name and street address of the incorporator is Nancy Y. Diaz, 708 Covington Point Drive, Covington, Louisiana 70433.

ARTICLE IX

The first Board of Directors shall be composed of Nancy Diaz, 708 Covington Point Drive, Covington, Louisiana 70433; Milton Stephens, 109 St. Williams Street, Covington, Louisiana 70433; Gwen Gole, 710 Covington Point Drive, Covington, Louisiana 70433; and Dan Fendlason, 702 Covington Point Drive, Covington, Louisiana 70433; who shall serve until the first annual meeting of the membership of the corporation or until their successors are elected and qualified.

ARTICLE X

No member of this corporation shall ever be held liable or responsible for contracts, debts or defaults of this Corporation in any further sum than the unpaid dues, if any, owing by him or her to the corporation, nor shall any mere informality in organization have the effect of rendering these Articles of Incorporation null or of exposing the members to any liability other than as above provided.

ARTICLE XI

The Articles of this corporation may be amended by a majority of persons voting at any annual meeting of members or at any special meeting of members held 30 days after written notice of the time, place, and purpose of the meeting has been mailed to all of the members at their last address on the books of the Corporation.

ARTICLE XII

The initial By-Laws of this Corporation shall be adopted by a majority of the Board of Directors. Thereafter, the By-Laws may be amended by a majority vote of those present at any regular or special meeting of the Board of Directors as provided therein.

THUS DONE AND PASSED on the day and date first above written, in my presence and in the presence of the undersigned competent witnesses who hereunto sign their names with the said appearers and me, Notary, after reading of the whole.

WITNESSES:

Karen P. Kilderson
James L. Williams

Nancy Diaz

Linton Morgan

NOTARY PUBLIC

L. LINTON MORGAN

My commission is for life.