

Charter Book
REGISTERED AGENTS BOOK

**ARTICLES OF INCORPORATION
OF
STANWICK PLACE HOMEOWNERS ASSOCIATION, INC.**

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

Joe McKeithen
Joe McKeithen
Secretary of State

**STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE**

ORIG 551 BNDL 10642
Dated *November 7, 1995*

BE IT KNOWN, that on this 7th day of June, 1995, before me, E. Hardy Swyers, a Notary Public, in and for this Parish and State, came and appeared Samuel Byer, as incorporator, a resident of East Baton Rouge Parish, having a mailing address of P.O. Box 83407, Baton Rouge, LA 70884, who declared, in the presence of the undersigned competent witnesses, that, availing himself of the provisions of Louisiana law, particularly Louisiana Revised Statutes of 1950, Title 12, Sections 201-269, as they may hereafter be amended, he does hereby organize a non-profit corporation as described in Louisiana Revised Statute 12:201(7) under and in accordance with these Articles of Incorporation.

ARTICLE 1.

NAME

The name of this corporation is Stanwick Place Homeowners Association, Inc. (hereinafter referred to as the "Association").

ARTICLE 2.

NONPROFIT CORPORATION

Stanwick Place Homeowners Association, Inc., is a non-profit corporation.

ARTICLE 3.

PURPOSES AND POWERS

The objectives and purposes for which this corporation is formed are hereby declared to be:
To engage in any lawful activity for which corporations may be formed under Louisiana Revised

Statutes of 1950, Title 12, Chapter 1 and particularly to assist the resident homeowners of Stanwick Place Subdivision in the following ways to:

- (i) Enforce all covenants and restrictions contained in the Act of Restrictions for Stanwick Place Subdivision, filed of record with the Clerk of Court of East Baton Rouge Parish, Louisiana on September 22, 1993 as Original 893, Bundle 10439, as amended by the First Amendment to the Act of Restrictions of Stanwick Place Subdivision, filed with the Clerk of Court for East Baton Rouge Parish, Louisiana on April 5, 1994 as Original 678, Bundle 10497, as may be amended from time to time (hereinafter referred to collectively as the "Restrictions"),
- (ii) Serve and represent the Owners in any public matter or public hearing affecting Stanwick Place Subdivision,
- (iii) Provide maintenance of the Stanwick Place Subdivision entrance and sign, and any other areas or items so approved by the Association, and
- (iv) Act in any other capacity or matter in which the Owners of lots in Stanwick Place Subdivision determine in accordance with these Articles and the Bylaws of this Corporation.

The generality of the foregoing is limited to the extent that the corporation shall have only such purposes and shall engage in only such activities as are permissible for tax-exempt corporations under Section 501 of the Internal Revenue Code of 1954, as it may hereafter be amended. No part of the net earnings of the corporation shall inure to the benefit of any member.

ARTICLE 4.

DURATION

The corporation shall enjoy perpetual corporate existence.

ARTICLE 5.

REGISTERED OFFICE

The location of the registered office of the corporation is 1222 E. Stanwick Place, Baton Rouge, Louisiana 70810 and the name of the registered agent is: Faye Russell. The registered office and registered agent may be changed at any time, subject to the requirements as stated in Louisiana Revised Statute 12:236 as amended.

ARTICLE 6.

BASIS OF ORGANIZATION

- (a) This corporation is to be organized under a non-stock basis.
- (b) There shall be one class of members. Each owner of a lot in Stanwick Place Subdivision ("Owner or Member") shall be a member of the corporation.
- (c) The qualification for membership of this corporation shall be as set forth in the Restrictions. The rights of the members of the Association to vote shall be in accordance with the provisions of the Restrictions. Only members in good standing may vote on matters coming before the Association. A member is in good standing if all dues owing the Association have been paid.
- (d) The fiscal year for this corporation is from January 1 to December 31 of such year (with the exception of the first year which shall begin the date of these Articles and end December 31),

1995. The Board of Directors may change the fiscal year from time to time as it deems appropriate.

ARTICLE 7.

BOARD OF DIRECTORS

(a) The direction and administration of this corporation shall be vested in the Board of Directors.

(b) The first Board of Directors and their addresses shall be as follows:

Faye Russell - President
1222 E. Stanwick Place
Baton Rouge, LA 70810

Diane Ourso
1223 E. Stanwick Place
Baton Rouge, LA 70810

Ray Nelson - Vice President
1344 E. Stanwick Place
Baton Rouge, LA 7010

Ed Landry
1233 E. Stanwick Place
Baton Rouge, LA 70810

Elsie Grummer - Secretary/Treasurer
1242 E. Stanwick Place
Baton Rouge, LA 70810

(c) The above named Board of Directors shall hold office from the date of incorporation. Each original board member shall serve through the 3rd Tuesday of June, 1996. The Board of Directors shall elect from their membership a President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time establish and deem to be necessary for the efficient management and operation of the Association. Any one or more offices may be held by the same person, except that the offices of the President and Secretary may not be held by the same person.

- (d) The number of members serving on the Board of Directors shall be no more than seven (7) nor less than three (3) at any given time.
- (e) The Board of Directors(subsequent to the Original Board) shall be elected at the first general membership meeting of the fiscal year or on any other date fixed by the Board. Vacancies in the Board, whether by death, resignation or otherwise, shall be filled by an election for the unexpired term, by the Board of Directors.
- (f) The qualifications, powers and duties of the Board of Directors shall be fixed by the By-Laws.
- (g) The time, place, manner of calling, giving of notice of and conducting the Board meetings, as well as the number of directors required to constitute a quorum shall be fixed by the By-Laws.
- (h) A quorum of the Board shall be necessary to consider any question, that may come before any meeting of the Board, except that if at any meeting a quorum is not present, the Board shall be governed by rules set forth in the By-Laws.

ARTICLE 8.

MEMBERSHIP DUES AND ASSESSMENTS

- (a) Each member of this corporation is required to pay dues, annual assessments and special assessments in accordance with the provisions of the Restrictions. Dues, annual assessments and special assessments shall be collected by the Treasurer.
- (b) Non-payment of dues, annual assessments and special assessments shall be administered in accordance with the provisions of the Restrictions.

- (c) Membership dues, annual assessments and special assessments shall be used at the discretion of the Board, to carry out objectives and purposes of the corporation.

ARTICLE 9.

MEETING OF MEMBERS

At least one general membership meeting shall be held each year. This meeting shall take place at a location, date and time designated by the Board of Directors. Special meetings may be called by the Board, or by any ten (10) members following application to, and with approval of the Board. No business transacted at a members meeting shall be valid unless a quorum is present. The quorum shall be fixed by the By-Laws and the Restrictions. Meetings may be held at any place within East Baton Rouge Parish. Notification of a members' meeting shall be mailed or delivered to each member at the address listed with the Secretary. Such notice shall be mailed or delivered at least fifteen (15) days prior to each annual meeting and at least two (2) days prior to each special meeting.

ARTICLE 10.

BY-LAWS

The Board of Directors shall have the exclusive power to make, amend and repeal By-Laws to govern this corporation, provided such action is in accord with and does not conflict with these Articles or with the Restrictions.

ARTICLE 11.

AMENDMENTS TO ARTICLES OF INCORPORATION

Prior to September 17, 2018, these Articles of Incorporation may only be amended by affirmative vote at a duly called meeting, at which a quorum is present, of owners of 75% of all lots

subject to the Restrictions. After September 17, 2018, these Articles of Incorporation may be amended by affirmative vote at a duly called meeting, at which a quorum is present, of owners of a majority of the lots subject to the Restrictions. Notwithstanding anything hereinabove to the contrary, however, so long as Samuel Byer, Inc. is an owner of a lot or lots in Stanwick Place Subdivision, there shall be no amendment to the Articles of Incorporation without the written consent of Samuel Byer, Inc. on the amendment document.

ARTICLE 12.

LIABILITY

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 formality in the organization have the effect of rendering the Articles of Incorporation null or of exposing the members to any liability other than as provided herein.

ARTICLE 13.

INCORPORATOR

The name and address of the incorporator is as follows: Samuel Byer, P.O. Box 83407, Baton Rouge, LA 70884.

ARTICLE 14.

DISTRIBUTION OF ASSETS

Should this corporation ever be dissolved, or should its existence terminate, all the assets of the corporation shall be distributed only to organizations exempt from income tax under the provisions of Section 501(c)(3) under the Internal Revenue Code of 1954, or to the Federal

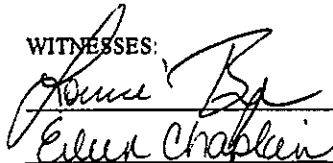
Government or to the State of Louisiana or to the local government for a public purpose. No part of the assets of this corporation shall ever be distributed to or used for the benefit of any member, trustee or officer of this corporation, or any private individuals or corporations.

ARTICLE 15.

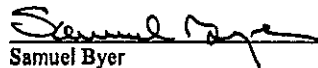
Unless otherwise determined by the majority vote of the Board of Directors of this Corporation, the members of the Architectural Control Committee for Stanwick Place Subdivision (as set forth in the Restrictions) shall be the then elected President, Secretary and Treasurer of this Corporation.

THUS DONE AND PASSED in my office in the City of Baton Rouge, State of Louisiana, on the day, month, and year hereinabove set forth in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:


Ellen Chaplin

INCORPORATOR:


Samuel Byer



**E. HARDY SWYERS
NOTARY PUBLIC**

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E. HARDY SWYERS
Notary Public, Parish of East Baton Rouge, State of La.
My Commission is issued for five.

(DOMESTIC/FOREIGN)

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

To the State Corporation Department
State of Louisiana

STATE OF Louisiana

PARISH/COUNTY OF Baton Rouge

On this 5th day of November, 19 95, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared Faye L. Russell, 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 Starwick Place Homeowners Association, Inc., which is a Corporation authorized to transact business in the State of Louisiana pursuant to the provisions of the Title 12, Chapter 1, 2 and 3.

Faye L. Russell
REGISTERED AGENT

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

E. L. Dwyer
NOTARY PUBLIC

ORIG 551 BNDL 10642

FILED AND RECORDED
EAST BATON ROUGE PARISH, LA.

1995 NOV 14 AM 07:53:47
FIL BK FOLIO

DOUG WELBORN
CLERK OF COURT & RECORDER

NOTE: If the Agent is a Corporation authorized to act as an agent then the affidavit must be executed by an officer of the corporation.

CERTIFIED TRUE COPY
BY _____
DEPUTY CLERK & RECORDER

7