

# **Amended Articles of Incorporation: The Greens at Pelican Point Homeowners Association**

## **Article I. Name**

The name of this corporation shall be "The Greens at Pelican Homeowner's Association, Inc."

## **Article II. Non-Profit Corporation**

This corporation shall be a non-profit corporation.

## **Article III. Purposes**

This corporation is organized to provide for the operation and management of the common areas located within The Greens at Pelican Point Subdivision in Ascension Parish, Louisiana, and to provide for the maintenance, control, and preservation of the subdivision and to promote the health, safety and welfare of the owners and occupants of property within the subdivision pursuant to and in accordance with the powers and duties vested or to be vested in this corporation pursuant to the Act of Restrictions of The Greens at Pelican Point recorded at File No. 503306 of Ascension Parish, Louisiana, affecting the property therein described. This corporation shall be authorized to exercise and enjoy all of the powers, rights, and privileges granted to or conferred upon nonprofit corporations by the Louisiana Non-Profit Corporation Law. All of the powers of this corporation shall be subject to and shall be exercised in accordance with the provisions of the Act of Restrictions of The Greens at Pelican Point as same may be modified from time to time.

## **Article IV. Duration**

The corporation shall enjoy perpetual corporate existence.

## **Article V. Location**

The location of the registered office of The Greens at Pelican Point Homeowner's Association, Inc. is 6473 Highway 44 Suite 203 Gonzales, LA 70737.

## **Article VI. Membership**

The qualification of Members, the manner of their admission and voting by Members shall be as follows:

- (a) This association shall be organized without any capital stock;
- (b) All Owners, as defined in the By-laws, shall be Members of the corporation and no other persons or entity shall be entitled to Membership;
- (c) Persons shall become Members of the corporation by the recording in the Conveyance Records of the Parish of Ascension, Louisiana, of a deed or other act of conveyance

## **Amended Articles of Incorporation: The Greens at Pelican Point Homeowners Association**

establishing a change of record title to a Lot or Dwelling (as defined in the Restrictions) and the delivery to the corporation of a certified copy of such instrument, the new owner designated by such instrument thereby becoming a member of the corporation, and the Membership of the prior Owner with respect to such Lot or Dwelling shall at such time be terminated;

- (d) Members shall be entitled to one vote regardless of the number of lots owned; when more than one person holds recorded title to an interest in any lot, all such persons can be Members, but may only cast one vote with respect to matters requiring a vote of the Members.
- (e) In the event that property is owned by a partnership, corporation, or other business entity, then the business entity shall designate one person who will serve as the member representing and voting for the entity's interest.
- (f) The interest of any member in part of the funds and assets of the corporation cannot be conveyed, assigned, mortgaged, hypothecated, or transferred in any manner except as an incident to his ownership of a Lot or Dwelling;
- (g) Voting by the Members of the corporation shall be in accordance with the By-Laws of the corporation.

### **Article VII. Directors**

The Board of Directors shall consist of not less than three (3) Members. The exact number of directors, the procedure for election, their terms of office, qualifications, procedures for filling vacancies on the Board, procedures for removal of Directors, compensation and the powers and duties shall be established by the By-Laws of this corporation.

### **Article VIII. Initial Directors**

The names of the initial directors have been left out of this restatement per RS 12:S241  
After the expiration of each director's initial term, Members will vote to fill those directors' positions in a manner that will allow for the staggered election of directors so that one or more directors' positions (depending on the number of Directors at the time) are elected by a vote of the Members every year thereafter.

### **Article IX. Incorporator & Agent**

Douglas A. Diez is the original incorporator and subscriber of the Articles of Incorporation of this corporation at 6300 Championship Court, Gonzales, LA 70737.

The Registered Agent is Anna E Dow, 1434 North Burnside, Suite 14, Gonzales LA 70737

### **Article X By-Laws**

The By-Laws of the corporation shall be adopted by the first Board of Directors. The amendment, alteration or rescission shall be by the Board of Directors subject to the approval of a majority of the voting Members present at a duly noticed regular or special meeting of the association.

# **Amended Articles of Incorporation: The Greens at Pelican Point Homeowners Association**

## **Article XI. Amendments to Articles of Incorporation**

The Articles of Incorporation may be amended by the Members at a duly constituted meeting for such purpose, provided, however that no amendment shall take effect unless approved by a majority of the Members of the Board of Directors and by not less than 75% of the voting Members in attendance at a duly noticed regular or special meeting.

## **Article XII. Indemnification**

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with 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 the association, or any settlement thereof; whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## **Article XIII. Disposition of Assets Upon Dissolution**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction upon suitable proceedings brought exclusively for such purposes to such organization or organizations as the court shall determine which are organized and operated exclusively for such purposes.

**A True and Certified Copy Restated date:** \_\_\_\_\_

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Weezie Cashat, President

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Frances Beverly, Secretary

Original: 5/1/00  
Amended: 11/27/01; 5/14/09