

UNITED STATES OF AMERICA
State of Louisiana



Jay Bardenne
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

WILLOWBROOK PROPERTY OWNERS ASSOCIATION, INC.

Domiciled at BATON ROUGE, LOUISIANA,

Was filed and recorded in this Office on August 07, 2008,

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. Title 12, Chapter 2.

ORIG: 270 ENCL: 12084
8/7/2008 4:30:05 PM

FILED AND RECORDED
EAST BATON ROUGE PARISH, LA
DOUG WELBORN
CLERK OF COURT AND RECORDER

CUSTOMER PROVIDED COPY FOR
CERTIFIED TRUE COPY

BY *[Signature]*
DEPUTY CLERK AND RECORDER

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,

August 7, 2008

[Signature]
TZE 36817221N

Secretary of State



State of Louisiana
Parish of East Baton Rouge

JAY DARDENNE
SECRETARY OF STATE
RECEIVED & FILED
DATE AUG 07 2008

**Articles of Incorporation
of
Willowbrook Property Owners Association, Inc.
a Non-Profit Corporation**

BE IT KNOWN, that on the dates indicated below before me, the undersigned Notary Public, duly commissioned and qualified, personally came and appeared:

Robert S. Peek, Jr.
Incorporator & Registered Agent
7525 Picardy Avenue, Suite 220
Baton Rouge, Louisiana 70808

who declared, in my presence and in the presence of the undersigned competent witnesses, that, availing himself of the provisions of the Louisiana Non-Profit Corporation Law (La. R.S. 12:201, *et seq.*), he does hereby organize a non-profit corporation and he does hereby execute the Articles of Incorporation of Willowbrook Property Owners Association, Inc., a Non-Profit Corporation.

**ARTICLE I
NAME**

The name of this corporation is **Willowbrook Property Owners Association, Inc.** (the "Corporation")

**ARTICLE II
NON-PROFIT CORPORATION**

This Corporation shall be a non-profit corporation.

**ARTICLE III
LOCATION**

The location of the registered office of Willowbrook Property Owners Association, Inc. is:

7525 Picardy Avenue, Suite 220
Baton Rouge, Louisiana 70808

**ARTICLE IV
OBJECTS AND PURPOSES**

This Corporation is organized to provide for the operation and management of the common areas located within Willowbrook Subdivision, 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 Declaration of Covenants, Conditions and Restrictions of Willowbrook Subdivision recorded with the Clerk of Court for East Baton Parish, Louisiana ("**Declaration**") 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 non-profit 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 Declaration as same may be modified from time to time.

**ARTICLE V
DURATION**

The duration of this Corporation shall be in perpetuity, or such maximum period as may be authorized by the laws of Louisiana.

**ARTICLE VI
MEMBERSHIP**

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

(a) The Corporation shall be organized without any capital stock and shall have one class of membership, as is more fully set forth in the Declaration, the terms of which pertaining to membership are specifically incorporated by reference herein.

(b) All lot owners in Willowbrook Subdivision shall be members of the Corporation and no other person 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 East Baton Rouge, Louisiana, of a deed or other act of conveyance establishing a change of record title to a lot 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 shall at such time be terminated.

(d) 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.

(e) Voting by the members of the Corporation shall be in accordance with the provisions of the Declaration as amended from time to time, and in accordance with the By-Laws of the Corporation.

ARTICLE VII DIRECTORS

7.1 The number of directors is hereby fixed at not less than 3 nor more than 5. Any director absent from a meeting of the Board of Directors, or any committee thereof, may be represented by any other director who may cast the absent director's vote according to his or her written instructions, whether general or special, filed with the secretary of the Corporation.

7.2 Unless and until otherwise provided in the By-laws, all of the corporate powers of this Corporation shall be vested in and all of the business and affairs of this Corporation shall be managed by the Board of Directors.

7.3 The Board of Directors shall have authority to make and alter By-laws, including the right to make and alter By-laws fixing their qualifications, classifications, or terms of office, or fixing or increasing their compensation, subject to the power of the members to change or repeal the By-laws so made.

7.4 Any action which may be taken at a meeting of the Board of Directors may be taken by the written consent signed by all of the directors and filed with the secretary of the Corporation.

7.5 The Board of Directors shall further have authority to exercise all such other powers and to do all such other lawful acts and things which this Corporation or its members might do, unless prohibited from doing so by applicable laws, or by the Articles of Incorporation, or by the By-laws of the Corporation.

7.6 No director or officer of the Corporation shall have any personal liability to the Corporation or its members for monetary damages for breach of fiduciary duty as director or officer; provided, however, that this provision shall not limit the liability of a director or officer:

- 1) For any breach of the director or officer's duty of loyalty to the Corporation or its shareholders;
- 2) For acts or omissions not in good faith or which involve intentional misconduct or known violation of law;
- 3) For liability under La. R.S. 12:92 (D);
- 4) Illegal dividend declaration; or
- 5) Any transaction from which a director or officer derived an improper benefit.

7.7 The Corporation shall indemnify its directors to the full extent permitted by La. R.S. 12:227.

7.8 The name(s) and address(es) of the initial director(s) are:

Name and Address

Lacy C. Howe
7525 Picardy Avenue, Suite 220
Baton Rouge, Louisiana 70808

Robert S. Peek, Jr.
7525 Picardy Avenue, Suite 220
Baton Rouge, Louisiana 70808

Arthur A. Lancaster, Jr.
7525 Picardy Avenue, Suite 220
Baton Rouge, Louisiana 70808

**ARTICLE VIII
SPECIAL MEETINGS**

Special meetings of the Corporation may be called by the President or by a majority of the Board of Directors. A director may appear at any general or special Board of Directors meeting through a proxy granted to an individual for that purpose, provide the proxy is filed with the secretary of the Corporation prior to the commencement of the meeting.

**ARTICLE IX
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 Internal Revenue Code section 501(c)(3). Any assets not so disposed of shall be disposed of by a court of competent jurisdiction upon suitable proceedings brought exclusively for such purposes.

**ARTICLE X
AMENDMENTS TO ARTICLE 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 members and by Willowbrook Partners, LLC, as long as that entity owns a lot in Willowbrook Subdivision which is primarily for resale.


**ARTICLE XI
INCORPORATOR; REGISTERED AGENT**

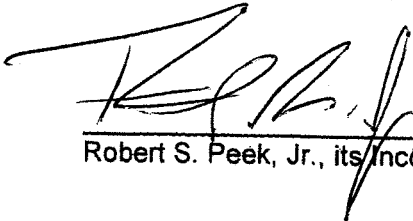
The name and address of the incorporator and registered agent for the corporation is:

Robert S. Peek, Jr.
7525 Picardy Avenue, Suite 220
Baton Rouge, Louisiana 70808

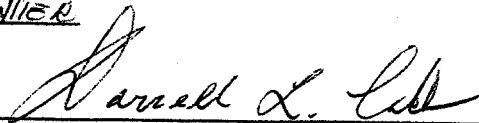
THIS DONE AND SIGNED at Baton Rouge, Louisiana, on 7th day of Aug, 2008 in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:


Printed Name: Sharon Lichner


Robert S. Peek, Jr., its Incorporator


Printed Name: CHARLOTTE HALLER

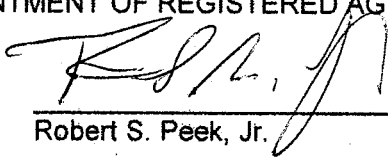

Notary Public
Name: DARRELL L. COBB
My Commission Expires: 12/31/2011
Bar Roll/Notary Identification No.: 009117
LIC

DESIGNATION AND ACKNOWLEDGEMENT OF REGISTERED AGENT
of
Willowbrook Property Owners Association, Inc.
a Louisiana Non-Profit Corporation

NAME AND ADDRESS OF REGISTERED AGENT(S):

Robert S. Peek, Jr.
7525 Picardy Avenue, Suite 220
Baton Rouge, Louisiana 70808

I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT:



Robert S. Peek, Jr.

Sworn to and subscribed before
me this 7th day of Aug, 2008.



Notary Public

Name: DARRELL L. CORB

LIC Bar Roll Number: 009117

My Commission Expires at death