

ARTICLES OF INCORPORATION
OF
GREENLEAVES MASTER ASSOCIATION

UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF ST. TAMMANY

BE IT KNOWN on this 17 day of January in the year of Our Lord one thousand nine hundred and eighty-five;

BEFORE ME, Sandra Tripp, a Notary Public in and for the Parish and State aforesaid, PERSONALLY CAME AND APPEARED:

EADS POITEVENT, of lawful age, and a resident of the Sate of Louisiana, whose signature is subscribed hereto, who declared under oath and in the presence of the undersigned competent witnesses, that the said Eads Poitevent, availing himself of the provisions of the Louisiana Non-Profit Corporation law (LSA R.S. 12:201-269), does hereby organize a non-profit corporation as defined in LSA R.S. 12:201 (7) under and in accordance with these Articles of the Corporation.

ARTICLE I - NAME

The name of this non-profit corporation is "Greenleaves Master Association."

ARTICLE II - PURPOSE

The objects and purposed for which this corporation is organized are as follows:

1. To own, operate and maintain for the benefit of its members all property located in Greenleaves Subdivision, if any, conveyed to or purchased by the Greenleaves Master Association, including, without limitation, streets, roads, entrance features, greenbelts, street lighting, ponds, recreational areas, utilities and other properties of every kind and character, both movable and immovable.
2. Obtain and maintain insurance and pay property taxes on any property owned by the Greenleaves Master Association.
3. Appoint and remove members of the Greenleaves Architectural Control Committee as provided in the Master Deed Restrictions.

4. Maintain and repair any portion of property in Greenleaves Subdivision including, if deemed necessary by the Board of Directors, any property dedicated to the public, but not adequately maintained by the appropriate governing authority.
5. Enforce and implement the provisions of the Master Deed Restrictions and individual Parcel Restrictions should the individual Parcel owners or Parcel associations' fail to do so.
6. Impose and enforce assessments plus a late charge of five (5%) percent per quarter beginning 30 days after the due date as provided in the Master Deed Restrictions.
7. Enforce the Rules and Regulations established by the Greenleaves Architectural Control Committee.
8. Establish rules and regulations deemed necessary and proper to carry out the responsibilities and duties of the Greenleaves Master Association as set forth in the Master Deed Restrictions.

All as more fully set forth in the Act Creating Master Deed Restrictions and Covenants recorded in COB 1143, folio 770 of the official records of St. Tammany Parish as same may be amended from time to time.

The said corporation shall possess all powers, rights, privileges and immunities to which non-profit corporations are, or may be hereafter authorized to have and to possess, under the constitution and laws of the State of Louisiana, and particularly LSA R.S. 12:201-269; and further that the corporation shall lawfully engage in any legal activity for which corporations may be formed in this State; and that the corporation shall have the power to vest in its Board of Directors, all of its corporate powers, subject to such restrictions as may be named in these Articles of Incorporation. However, this corporation is organized and shall be operated exclusively for the benefit of the property owners of Greenleaves Subdivision, St. Tammany Parish, Louisiana.

No part of the net earnings of the said corporation shall inure in the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other activity not permitted to be carried on by:

(A) A corporation exempt from the Federal Income Tax under Section 501 (C) (3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or

(B) By a corporation, contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Should any provisions of this charter suggest non-exempt activities, such activities shall constitute only an insubstantial part of the corporation's total activities.

ARTICLE III - DURATION

The corporation shall enjoy perpetual existence.

ARTICLE IV - REGISTERED AGENTS

The full name and post office address of its registered agents are:

Richard L. Muller, Attorney at Law
298 Oakwood Drive, P.O. Box 446
Mandeville, Louisiana 70448

Eads Poitevent
298 Oakwood Drive. P.O. Box 449
Mandeville, Louisiana 70448

ARTICLE V - REGISTERED OFFICE

The location and post office address of its registered office is:

298 Oakwood Drive. P.O. Box 449
Mandeville, Louisiana 70448

ARTICLE VI - BASIS OR ORGANIZATION

This corporation is to be organized on a non-stock basis.

ARTICLE VII - MEMBERSHIP

Membership shall be limited to and consist of Greenleaves Development Corporation, a Louisiana corporation its successors or assigns or any entity to which Greenleaves development Corporation or its successors or assigns may transfer all or substantially all of the property within Greenleaves Subdivision, the owner of any Parcel of property which has not been subjected to individual restrictive covenants and for which no Parcel Association has been formed, and each Parcel Association created pursuant to the Act Creating Master Deed Restrictions and Covenants recorded at COB 1142, folio 770, in St. Tammany Parish.

With exception of Greenleaves Development Corporation's membership, membership is deemed appurtenant to the parcels comprising Greenleaves Subdivision, i.e. Parcels 1 - 11, inclusive, and 14 (except property dedicated to the public through a governing authority), as same now are described or as may be hereafter subdivided in accordance with the Rules and Regulations or the Greenleaves Architectural Control committee, and is automatically and solely transferred as an incidence of ownership.

ARTICLE VIII - VOTING RIGHTS

The Parcel owner of Parcel Association shall have a number of votes in the Greenleaves Master Association equal to the total number of acres included within the respective Parcel, including streets, greenbelts and other common and public areas.

Notwithstanding the votes Greenleaves Development Corporation may have by virtue of the voting rights listed above, Greenleaves Development Corporation shall have an additional 110 votes until Greenleaves Development Corporation either (i) convey its last remaining Parcel of the property, or (ii) files a declaration waiving the additional votes, but in no event shall Greenleaves Development Corporation have the 110 additional votes after March 15, 1991.

Any action of the Greenleaves Master Association shall be deemed approved by its members when a majority of the votes of the Association is received.

ARTICLE IX - MEETING OF THE MEMBERSHIP

At least one meeting of the general membership shall be held during each calendar year. Unless and until provided by the by-laws this meeting shall take place on June 1st of each year or in the event that that day is a legal holiday, on the first Friday thereafter which is not a legal holiday. Members shall be entitled to written notice of the annual meeting at least ten (10) days prior thereto. Voting by proxy in affidavit form is permissible.

ARTICLE X - DIRECTORS

This corporation shall have five (5) directors to serve for a term of one year. The qualifications, manner of electing and powers and duties of the Directors, the time place and manner of calling, giving notice of and conducting directors' meetings and the number of Directors which shall constitute a quorum, shall be prescribed by the by-laws.

Until elected in accordance with the by-laws, the following shall constitute and serve as members of the Board of Directors:

Richard L. Muller
298 Oakwood Drive, P.O. Box 446
Mandeville, Louisiana 70448

Eads Poitevent
298 Oakwood Drive. P.O. Box 449
Mandeville, Louisiana 70448

Edward E. Moore, Jr.
Post Office Box 956
Covington, Louisiana 70434

Kelly McHugh
Post Office Box 1004
Mandeville, Louisiana 70448

Kevin Bennett
Route 6, Box 17
Covington, Louisiana 70433

The Board of Directors shall have all powers provided by Louisiana law and shall not have the authority to borrow money, purchase, sell or lease immovable property, encumbered or otherwise alienate any of the immovable property belonging to the corporation without obtaining a resolution authorizing the same adopted by the members of this corporation.

ARTICLE XI - BY-LAWS

The Board of Directors shall have the power to make, amend and repeal by -laws to govern this corporation in the manner provided in the By-laws provided they are in accordance with and do not conflict with these Articles.

ARTICLE XII - INCORPORATOR

The name and address of the Incorporator of this corporations as follows:

Eads Poitevent
298 Oakwood Drive. P.O. Box 449
Mandeville, Louisiana 70448

ARTICLE XIV - AMENDMENT OF ARTICLES

These Articles may be amended by the board of Directors or by a two third (2/3) vote of the members at any annual or special meeting, except that the manner of calculating and the number of votes set out in Article VIII hereof may not be changed without unanimous consent of the members.

THUS DONE AND PASSED, in my office in the City of Mandeville, Parish of St. Tammany, State of Louisiana, on the day, month, and year herein first above written, in the presence of the undersigned witnesses, who hereunto sign their names, with the appearer and me, Notary, after due reading of the whole.

WITNESSES:

___Signature on File_____

___Signature on File_____

EADS POITEVENT

___Signature on File_____

___Signature on File_____

NOTARY PUBLIC