

# Articles of Incorporation The Meadows Homeowner's Association of Pelican Inc.

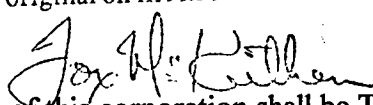
State of Louisiana  
Parish of DeSoto

BEFORE the undersigned Notary Public and in the presence of the undersigned Witnesses came and appeared Marcal Enterprises South Inc., a duly authorized corporation in the State of Louisiana, whose headquarters is located at #1 Commerce Street in the town of Pelican, LA in the Parish of DeSoto; hereinafter referred to as the "Developer". For these presents, the Developer is represented by Robert Myers, its duly appointed vice-president. The Developer herein appears as a duly qualified incorporator and subscriber hereto, and do by these presents hereby form and organize a nonprofit corporation in accordance with the following Articles of Incorporation.

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.

Article 1

NAME



The name of this corporation shall be The Meadows Homeowner's Association of Pelican Inc., hereafter called the "Association" or "It". Its federal ID as assigned by the IRS is: 04-3658091.

Fox McKeithen  
Secretary of State

Article 2

PURPOSE

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This Association shall be a **nonprofit legal entity** which shall be afforded all rights and privileges allowed by state law for nonprofit entities, and governed by these articles and it's own by-laws. It's primary purpose shall be to hold, manage, maintain, develop, improve, acquire, sell, and exchange properties and fixtures for the mutual enjoyment of it's members. It shall have the capacity to hold title to "Common Areas" within "The Meadows" subdivision, hereafter called the "subdivision", as well as govern the enforcement of the restrictive covenants attached to lots therein. Unit 1 of the subdivision shall be located in northern DeSoto Parish, and shall be subsequently created by the Developer and filed on public record in the Parish of DeSoto under the above stated subdivision name, along with the related restrictive covenants that shall regulate the subdivision's further use and development as well as provide the necessary information to determine the association's membership voting privileges for each lot located therein. The Association shall be owned by, and exist for the benefit of, it's members from all areas subdivided by the Developer under the above stated subdivision name including any additions or annexes that may be later be developed under it's organization, whether contiguous to Unit 1 or detached.

Article 3

DURATION

This association shall be a perpetual nonprofit entity for the purpose of engaging in the activities stated above for as long as the restrictive covenants are enforceable by statutory law upon the lots within the subdivision granting membership hereto.

**Article 4  
DOMICILE**

#1 Commerce St.  
P O Box 151  
Pelican, LA 71063  
in DeSoto Parish, LA.

**Article 5  
REGISTERED AGENT**

Robert Myers  
720 Hwy 483  
P O Box 130  
Pelican, LA 71063

**Article 6  
INCORPORATOR**

Marcal Enterprises South, Inc.  
#1 Commerce St.  
P O Box 151  
Pelican, LA 71063

**Article 7  
BOARD OF DIRECTORS**

A Board of at least 2 , but no more than 5 Directors shall be elected by the members to appoint officers and oversee management of this association. Directors shall be elected in the manner provided for in the by-laws. The initial Directors shall serve until their resignation or replacement by a vote of the membership. The initial Directors shall be:

Robert Myers  
720 Hwy 483  
P O Box 130  
Pelican, LA 71063  
SS#: 435-17-0831

Mary R Gallaspy  
7645 University Drive  
Shreveport, LA 71105  
SS#: 437-36-1883

**Article 8  
OFFICERS**

The officers of this association, which shall be appointed by the Board of Directors, shall be responsible for conducting the ongoing activities of this entity. The initial officers shall be:

Mary R. Gallaspy, President  
7645 University Drive  
Shreveport, LA 71105

Bob Buckner, Vice-president  
7643 University Drive  
Shreveport, LA 71105

Robert Myers, Sec. / Treas.  
P O Box 130  
Pelican, LA 71063

**Article 9  
MEMBERSHIP**

Every person, or other legal entity, who is an owner of record of any lot(s) in the abovestated subdivision, or any subsequent additions thereto that may be subdivided by the Developer, shall be deemed a member of this association by that fact, and to the extent stated in the restrictive covenants attached to said subdivided lots. Membership shall cease at the moment ownership of record of the related lot(s) is conveyed out of a member's name.

The Association shall be organized on a non-stock basis with membership in the association attached to ownership of lots within the subdivision as subdivided by the Developer.

**Article 10  
VOTING RIGHTS**

Each member shall be granted voting rights according to guidelines set forth in the by-laws, based on the building "level" requirements of the restrictive covenants that apply to each individual lot.

The Developer, when initially subdividing and dedicating lots under the influence of this association, shall have 3 votes for each vote allowed in the by-laws for lots it owns until such time as those lots are sold to another owner of record. Should the Developer then reacquire a lot, it shall have voting rights determined directly from the by-laws and restrictions, EXCEPT in the case when the Developer holds a mortgage to a lot on the initial sale and reacquires title before full satisfaction of the debt owed the Developer is paid. In this case the Developer shall retain its initial triple voting privileges as stated above.

**Article 11  
ASSESSMENTS**

Assessments shall be levied on a "per vote" basis as outlined in the by-laws of this association. The association shall have the right to demand, at closing of the conveyance of each lot sold, execution of a monthly automatic bank draft on the purchasing party, for collection of such assessments.

**Article 12  
MEETINGS**

Membership meetings may be held pursuant to written notice by:

- A:) any member of the Board of Directors
- B:) by petition of atleast 50% of the voting power of the members

**Article 13  
AUTHORITY**

The Association shall have all the powers authorized by the Laws of the State of Louisiana, and in particular the Louisiana Nonprofit Corporation Law as it now exists and as it may be amended from time to time, except in instances where the Non- Profit Corporation Law as aforesaid conflicts with the provisions of these Articles of Incorporation or by the Bylaws executed this date, the Articles and Bylaws shall govern.

The Association shall have all of the powers, duties and obligations allowed it by law, except as limited by these Articles of Incorporation, the Bylaws of the Association executed in connection with these Articles, and the Subdivision Restrictive Covenants, as all of these documents may be amended from time to time. The said power shall include, but is not limited to, the following:

1. The Association shall have the right to maintain, develop and make improvements on these areas. It shall have the right to maintain common features installed by itself or the Developer on easements of lots that have membership in the Association attached to them.
2. To engage in any activities, or contract with 3rd parties to engage in any activities, it deems necessary to carry out its purpose. These activities may include, but are not limited to, mowing, landscaping, pruning, repairs, installation of new improvements, maintaining insurance, and compensation of Directors and Officers.
3. To demand compliance with, and adherence to, its bylaws and the restrictive covenants attached to all lots and "common areas" within Subdivision, by its members. It shall have the right, but not obligation, to pursue legal action to demand enforcement of all covenants and restrictions within this same subdivision.
4. The association shall have the right to make and collect assessments from its members in order to provide the necessary services to its members, fulfill its responsibilities, exercise its rights, fulfill its obligations to third parties, exercise its rights as a legal entity, or any other purpose legally allowed for provided that it does not conflict with these articles or the bylaws of the association.
5. To borrow moneys, obligate, invest moneys and maintain bank accounts in the name of, and on behalf of, the Association.
6. To dedicate, sell, mortgage or hypothecate property owned by the Association and to exercise such other powers as are not prohibited by the Articles and Bylaws and are authorized by the Nonprofit Corporation Law of the State of Louisiana.
7. To implement such practices, and enact such by-laws, rules and regulations and levy such membership assessments it deems necessary to carry out its purpose.
8. To suspend privileges and voting rights for members whose assessment payments are 30 days or more delinquent. It may also pursue any legal means available to it for collection of such assessments. No written notice of such suspension need be made by the association.

These authorities shall extend to any contiguous additions and/or annexes to the Subdivision in which lot owners are granted membership in this association through their restrictive covenants or otherwise.

The ownership of all properties and funds acquired by the Association and the proceeds thereof shall be held and administered in trust by the Officers of the Association, for the benefit of the Association members and the Association property in accordance with the provisions of the Restrictions, Articles, Bylaws and the Laws of the State of Louisiana relative to Nonprofit Corporations.

**Article 14  
INCLUSIVENESS**

Any annexes or additions to the above stated subdivision shall be governed by these above stated articles providing that their restrictive covenants allow for membership in, and the levying of assessments by, this association.

**Article 15  
BYLAWS**

The Board of Directors shall adopt the first Bylaws of the Association. The said Bylaws may be amended, changed or repealed in the manner provided by said Bylaws.

**Article 16  
AMENDMENTS**

**AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The notice of any meeting at which a proposed amendment is to be considered shall include notice of the subject matter of the proposed amendment. Either the Board of Directors or any member of the Association may propose a resolution approving a proposed amendment. An amendment must be approved by a vote or written consent of the members representing fifty one (51%) percent of the total voting power of the Association. No amendments shall make any changes in the qualifications for membership nor in the voting rights of its members, without the unanimous approval in writing by all the members. A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of the Parish in which the property affording membership is located.

**AMENDMENTS TO THE BYLAWS**

The bylaws themselves shall set forth procedure for bylaw amendments. Any amendments shall be recorded in the local public record in the parish in which the property affording membership is located.

Article 17  
COMMON AREAS

All Real Property and associated fixtures acquired by this association are considered COMMON PROPERTY of the association and shall exist for the purpose of mutual benefit and enjoyment of all its members. These areas may be donated by the Developer or otherwise acquired from any source with membership funds and need not be contiguous with the subdivision lots.

Such Common Areas as are owned by the Association, whether contiguous to subdivision lots, or detached, and shall be used for the common enjoyment of its members. Such "Common Areas" shall include, but not be limited to: subdivision entrances, walking trails, lakes, park areas, private roads, and recreational facilities.

Article 18  
INDEMNIFICATION

Each Director and each Officer of the Association shall be indemnified by the Association against all liabilities and expenses, including attorney's fees reasonably incurred or imposed on him in connection with any proceeding in which he may be a party, or in which he may become involved, by reason of his being or having been an Officer or Director of the Association, or any settlement thereof, regardless of whether he is an Officer or Director at the time such liabilities and expenses are incurred, unless the Officer or Director is adjudged guilty of willful malfeasance or malfeasance in the performance of his duties. In case of a settlement, the indemnification provided for herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the Association's best interest. The above described right of indemnification shall not be exclusive of all other rights to which such Director or Officer may be entitled but shall be in addition to such other rights.

Article 19  
DISSOLUTION

This association may be dissolved by submission to the Secretary of State of Louisiana a petition with the support of seventy five percent (75%) of the voting units of this association. In such an instance, the petition shall provide for distribution of the association's assets. These assets may only be transferred to another nonprofit association devoted to a similar purpose, OR a duly formed municipal entity with existing oversight of the area where the real property of the association is located.

THUS DONE AND SIGNED this 16<sup>th</sup> day of May, 2002 in De Sade Parish in the State of Louisiana, and set forth in the presence of these undersigned competent witnesses, after due reading of the whole.

Marcal Enterprises South, Inc.

By: Robert Myer

Witnesses:

James R. Johnson  
Jametta Guillory

Deborah R. Costin

Notary Public

TO: State Corporation Department  
State of Louisiana

STATE OF LOUISIANA

PARISH OF DeSoto

On this 16<sup>th</sup> day of May, 2002, before me, Notary Public in and for the state and parish aforesaid, personally came and appeared: ROBERT MYERS, 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 THE MEADOWS HOMEOWNER'S ASSOCIATION OF PELICAN, INC., which is a corporation authorized to transact business in the State of Louisiana.

Robert Myers  
ROBERT MYERS,  
Registered Agent

Sworn to and subscribed before me, this 16<sup>th</sup> day of May, 2002

Deborah L. Caston  
NOTARY PUBLIC