

Tom Schedler
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

RIVER CLUB OWNERS ASSOCIATION, INC.

Domiciled at MANDEVILLE, LOUISIANA,

Was filed and recorded in this Office on March 26, 2015,

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.

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,

March 30, 2015

Secretary of State

ACP 41836832N



Certificate ID: 10585336#5PK73

To validate this certificate, visit the following web site, go to **Business Services, Search for Louisiana Business Filings, Validate a Certificate**, then follow the instructions displayed.
www.sos.la.gov

ARTICLES OF INCORPORATION

UNITED STATES OF AMERICA

OF

STATE OF LOUISIANA

RIVER CLUB OWNERS
ASSOCIATION, INC.

PARISH OF ST. TAMMANY

BE IT KNOWN, that on this 25th day of March 2015;

BEFORE ME, the undersigned Notary Public, duly commissioned and qualified in and for the state and parish aforesaid, therein residing, and in the presence of the undersigned competent witnesses:

PERSONALLY CAME AND APPEARED:

RIVER CLUB DEVELOPMENT, LLC, a limited liability company organized and existing under the laws of the State of Louisiana, domiciled and doing business in the Parish of St. Tammany, represented herein by Matthew J. Bennett, its mailing address being 7037 Hwy 190, Mandeville, Louisiana 70434, hereinafter sometimes referred to as "**Developer**",

who declared to me, in the presence of the undersigned competent witnesses, that availing itself of the provisions of Louisiana Non-Profit Corporation Law, Chapter 12, Section 201-269 of the Louisiana Revised Statutes, now in effect and as amended; and who does hereby organize a non-profit corporation in pursuance of that law, and in accordance with the following articles of incorporation:

The undersigned do hereby adopt the following as the Articles of Incorporation of RIVER CLUB OWNERS ASSOCIATION, INC., for the purpose of forming a corporation under the Louisiana Non-Profit Corporation Law, Chapter 12, Sections 201-269, inclusive, of the Louisiana Revised Statutes now in effect and as amended.

ARTICLE I

NAME

The name of the corporation shall be: RIVER CLUB OWNERS ASSOCIATION, INC. (hereinafter referred to as the "**Association**").

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to provide a legal entity which shall obtain rights, privileges and obligations under restrictive covenants for River Club Subdivision ("**Subdivision**") established by the Developer of record in the official records of St. Tammany Parish, Louisiana, hereinafter referred to as "**Restrictive Covenants**", for the development,

management, regulation, operation and maintenance of the Subdivision easements, roads, improvements, amenities, buildings, green belts, common areas, entrance features, and other properties and easements of every kind and character, described in the Restrictive Covenants of the Subdivision as now constituted and as acreage may be added in the future through various amendments and modifications of the Restrictive Covenants.

ARTICLE III **DOMICILE**

The domicile of this corporation shall be St. Tammany Parish, Louisiana, and its registered office shall be located at 7037 Hwy 190, Mandeville, Louisiana 70434.

ARTICLE IV **POWERS**

The Association's powers shall include and be governed by the following provisions:

A. The Association shall have all the powers authorized by the Laws of the State of Louisiana, and in particular the Louisiana Non-Profit 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.

B. The Association shall have all of the powers, duties and obligations allowed by law, except as limited by these Articles of Incorporation, the Bylaws of the Association executed in connection with these Articles, and the 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. To make and collect assessments against members in order to pay the costs necessary for the orderly maintenance of the Subdivision.
2. To use the proceeds of assessments in the exercise of its powers and duties as provided for in the Restrictive Covenants, Articles, and Bylaws.
3. To maintain and improve easements, roads, green belts, common areas, entrance features, and other properties of every kind and character, both movable and immovable, in the Subdivision, and to further maintain and improve property, buildings, and other improvements owned or leased by the Association.
4. To enact, amend and enforce reasonable rules and regulations for the use of the property within the Subdivision.
5. To enforce, by all legal means available to the Association, the provisions of the Laws of the State of Louisiana, the Articles, Bylaws, Rules and Regulations of the Association.

6. To enter into contracts and agreements for the management, maintenance and improvement of the property in the Subdivision.
7. To borrow monies and open bank accounts in the name of and on behalf of the Association.
8. 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 Non-Profit Corporation Law of the State of Louisiana.

C. 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, green belts and common areas located within the Subdivision in accordance with the provisions of the Restrictions, Articles, Bylaws and the Laws of the State of Louisiana relative to Non-Profit Corporations.

ARTICLE V **MEMBERS**

This corporation is to be organized on a non-stock basis. The Association shall have two classes of voting membership:

A. Every person, group of persons, corporation, partnership, trust or other legal entity, or any combination thereof, who became a record owner of a fee interest in any lot by transfer from the Developer of the Subdivision and lot which is or becomes subject to this act of dedication shall be a Class A member of the Association. Each Class A member of the Association shall be entitled to one (1) vote for each lot owned by any such firm, person, corporation, trust or other legal entity. However, there shall be only one (1) vote for each lot to which Class A membership is appurtenant, and the vote shall be cast in accordance with the bylaws of the Association.

B. There shall be two hundred fifty (250) Class B memberships, all of which shall be issued to the Developer or its nominee or nominees. The Class B members shall be entitled to one (1) vote for each Class B membership so held, however, each Class B membership shall lapse and become a nullity upon the occurrence of any one of the following events:

1. thirty (30) days following the date upon which the total authorized issued and outstanding Class A memberships equal two hundred fifty (250) ; or
2. on September 1, 2040; or
3. Upon surrender of said Class B memberships by the then holders thereof for cancellation on the books of the Association.

Upon the lapse and/or surrender of all the Class B memberships, as provided for in this Article, the Developer shall continue to be a Class A member of the Association as to each and every lot in which the Developer holds the interest otherwise required for such Class A membership.

ARTICLE VI
DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of such number of Directors as shall be determined by the Bylaws, but having not less than three (3) Directors. In the absence of such determination, the Board shall consist of three (3) Directors. Directors shall be elected at the annual members meeting in the manner provided by the Bylaws. The Directors may be removed and vacancies on the Board filled as provided by the Bylaws. The Directors named herein shall serve until the first election of Directors. The names and addresses of the members of the first Board of Directors are as follows:

Matthew J. Bennett
7037 Hwy 190
Mandeville, Louisiana 70433

Kelly J. McHugh
845 Galvez St.
Mandeville, LA 70448

A. Wayne Buras
1001 Highway 190 Service Road East, Suite 103
Covington, Louisiana 70433

The above named Directors shall hold office until their successors are elected and have qualified or until removed from office.

ARTICLE VII
OFFICERS

The Association's affairs shall be administered by the Officers of the Board of Directors of the association. Such Officers shall serve at the pleasure of the Board of Directors. The initial Officers' names and addresses are:

MATTHEW J. BENNETT – PRESIDENT
7037 Hwy 190
Mandeville, Louisiana 70433

KELLY J. MCHUGH – VICE-PRESIDENT
845 Galvez St.
Mandeville, LA 70448

A. WAYNE BURAS – SECRETARY/TREASURER
1001 Highway 190 Service Road East, Suite 103
Covington, Louisiana 70433

The above named Officers shall hold office and serve until their successors are designated by the Board of Directors and have qualified or until removed from office.

ARTICLE VIII
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 IX
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 X
AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the following manner:

The notice of any meeting at which a proposed amendment is 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 or maybe made by the Developer alone without a vote as long as the Developer is a Class B member of the Association. No amendments shall make any changes in the qualifications for membership nor in the voting rights of the members without the unanimous approval in writing by all the members. A copy of each amendment shall be certified by the Secretary of the Association and recorded in the public records of St. Tammany Parish, Louisiana.

ARTICLE XI
TERM OF ASSOCIATION

The Association shall continue to exist as long as the Restrictive Covenants are imposed (as they may be amended) upon the property known as River Club Subdivision, St. Tammany Parish, Louisiana, unless the members elect to terminate the Association sooner by two-thirds (2/3) vote of approval of the total voting power of the Association.

ARTICLE XII
REGISTERED AGENT

The full name and post office address of the corporation's registered agent is:

A. WAYNE BURAS
1001 Highway 190 Service Road East, Suite 103
Covington, Louisiana 70433

ARTICLE XIII
INCORPORATOR


RIVER CLUB DEVELOPMENT, LLC
7037 Hwy 190
Mandeville, Louisiana 70434

[SIGNATURES ON THE FOLLOWING PAGE]

THUS DONE AND PASSED in Covington, St. Tammany Parish, Louisiana, on the day, month and year herein above first written, in the presence of the undersigned competent witnesses.

WITNESSES:


RIVER CLUB DEVELOPMENT, LLC



Print Name: Courtney Thompson

By: 

Matthew J. Bennett, Member



Print Name: Theresa M. Bordelon



NOTARY PUBLIC

Print Name: Wendie J. Daigle
Commission No. 024684
My Commission Expires: at Death

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

TO: State Corporation Department
State of Louisiana

STATE OF LOUISIANA

PARISH OF ST. TAMMANY

On this 25th day of March, 2015, before me, Notary Public in and for the state and parish aforesaid, personally came and appeared: A. WAYNE BURAS, 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 RIVER CLUB OWNERS 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.



A. WAYNE BURAS, Registered Agent

SWORN TO AND SUBSCRIBED before me,
this 25 day of March, 2015.

Wendie J. Daigle
NOTARY PUBLIC
Print Name: Wendie J. Daigle
Commission No. 024684
My Commission Expires: at Death