

UNITED STATES OF AMERICA
State of Louisiana



Jox McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
the annexed transcript of

METAIRIE CLUB ESTATES HOME OWNERS ASSOCIATION, A NON-PROFIT
CORPORATION

Was prepared by and in this office from the record on file,
of which purports to be a copy, and that it is full, true
and correct.

*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 9, 2004

Jox McKeithen

ABA 34560817N

Secretary of State



ARTICLES OF	*	UNITED STATES OF AMERICA
	*	
INCORPORATION	*	STATE OF LOUISIANA
	*	
OF	*	PARISH OF JEFFERSON
	*	
METAIRIE CLUB ESTATES	*	
HOME OWNERS ASSOCIATION,	*	
A Non-profit Corporation	*	
	*	

BE IT KNOWN, that on this 15th day of May, 1997, before me the undersigned Notary Public, duly commissioned and qualified in and for the Parish and State aforesaid, personally came and appeared the following named incorporator whose signature is subscribed hereto, who declared unto me, Notary, in the presence of the undersigned competent witnesses, that, availing himself of the provisions of Louisiana Revised Statutes 12:201, *et seq.*, he hereby organizes a non-profit corporation as defined therein, under and in accordance with these Articles of Incorporation.

ARTICLE I
Name

The name of this corporation is Metairie Club Estates Home Owners Association, A Non-profit Corporation.

ARTICLE II
Purposes

This corporation is organized for and to carry on the following purposes;

- a. To receive, process and exercise all of the rights established in favor of a home owners association formed in accordance with (i) that certain Declaration of Covenants, Conditions & Restrictions for Metairie Club Estates, executed by Metairie Club Gardens, L.L.C., dated May 16, 1997 to be recorded in the conveyance records of Jefferson Parish, which affects and encumbers Parcel A and Lots 1 through 56 Metairie Club Estates, Metairie, Parish of Jefferson (hereinafter referred to as "Metairie Club Estates"), and (ii) any other building restrictions executed by Metairie Club Gardens, L.L.C., a Louisiana limited liability company, affecting Metairie Club Estates, Metairie, Parish of Jefferson, which agrees to be governed by this corporation pursuant to building restrictions (with the building restrictions affecting Metairie Club Estates, Metairie, Parish of Jefferson or any other property subject to buildings managed by this corporation, collectively referred to as the "Declarations"), and (iii) any other building restrictions executed by Metairie Club Gardens, L.L.C. affecting immovable property owned by it, which the Board of Directors of this corporation agree to manage and maintain. The

Declarations will include the Declaration of Covenants, Conditions & Restrictions for Metairie Club Estates, and recorded in the conveyance records of Jefferson Parish;

b. To exercise its powers and duties in order to assure and maintain a uniform quality of building and improvements in Metairie Club Estates or any other property governed by this corporation and to afford joint protection to all parties present and future who purchase and own property therein subject to the Declaration;

c. To care for the property in Metairie Club Estates or any other property governed by this corporation and to take any action necessary or desirable in the judgment of the Board of Directors of this corporation to keep the property in Metairie Club Estates neat and in good order;

d. To pay the taxes and assessments, if any, which may be levied by any governmental authority upon any property of this corporation, or which may be held in trust for this corporation;

e. To enforce covenants, existing upon and created for the benefit of the property in Metairie Club Estates or any other property governed by this corporation and to pay all expenses incidental thereto; to enforce the decisions and rulings of this corporation and to pay all of the expenses in connection therewith;

f. To provide for the maintenance and upkeep of undedicated common property (i.e., not falling within any one owner's property line) and landscaped and paved areas within Metairie Club Estates or any other property governed by this corporation, including but not limited to all private streets located within Metairie Club Estates, and, if such is reasonably deemed not to have been properly performed by an individual owner, to provide exterior maintenance and repairs of the improvements constructed upon said property as well as landscaping and gardening services for the individual lots in Metairie Club Estates or any other property governed by this corporation at said owner's expense;

g. To do any and all other lawful things and acts which this corporation at any time, from time to time, shall in its discretion, reasonably deem to be to the best interests of the property in Metairie Club Estates or any other property governed by this corporation and to pay all costs and expenses in connection therewith;

h. To fix, levy and collect the rate per lot of the annual charges and assessments to which each lot in Metairie Club Estates or any other property governed by this corporation shall be assessed, together with such interest and costs of collection as may be incurred; to administer the maintenance fund in which said charge or assessment shall be deposited. Such charges or assessments shall become a lien on each lot as soon as due and payable and shall also become a personal obligation of the person who was the owner of such lot at the time when the assessment fell due. No part of the net earnings of the corporation shall inure to the benefit of any member or other individual;

i. To acquire by gift, purchase or otherwise and own, hold, enjoy, lease, maintain, operate and to convey, sell, transfer, mortgage or otherwise encumber, dedicate for public use or otherwise dispose of property, real, personal or mixed;

j. To use the monies collected by this corporation from charges or assessments and other sums received by this corporation for the payment and discharge of all proper costs, expenses and

obligations, including costs of public liability insurance, incurred by this corporation in carrying out any or all of the purposes for which this association is formed;

k. To borrow monies for the business of this corporation from any bank, financial institution, corporation, person or entity and from time to time make, execute and issue promissory notes and other negotiable or non-negotiable instruments, continuing guaranties or evidences of indebtedness, and in order to secure such loans, to mortgage, pledge and/or grant security interests in any assets of this corporation, with such security devices to contain a confession of judgment and the usual and customary Louisiana security clauses, all to be on such terms and conditions and to contain such rates of interest and repayment terms as the Board of Directors may deem necessary:

i. To do any and all lawful things which may be advisable, proper, authorized or permitted to be done by this corporation, under and by virtue of any condition, covenant, restriction, reservation, charge or assessment affecting the property in Metairie Club Estates, or any portion thereof, or any other property governed by this corporation and to do and perform any and all acts which may be either necessary for or incidental to the exercise of any of the foregoing powers, or for the peace, health, comfort, safety or general welfare of the owners of the property in Metairie Club Estates, or any portion thereof, or any other property governed by this corporation and to have and exercise all the powers conferred by the law of Louisiana upon a non-profit corporation; and

m. To do any other act and power as conferred by the law of Louisiana upon non-profit corporations as may be approved by the Board of Directors of this corporation.

ARTICLE III
Duration

The corporation shall have a perpetual duration.

ARTICLE IV
Registered Office

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

203 Carondelet Street, Suite 210
New Orleans, Louisiana 70130

ARTICLE V
Registered Agent

The full name and post office address of its registered agent is:

Frank A. Teasier
1100 Poydras Street, Suite 2700
New Orleans, Louisiana 70163

ARTICLE VI
Incorporator

The Incorporator's name and address is:

Frank A. Tessier
1100 Poydras Street, Suite 2700
New Orleans, LA 70163

ARTICLE VII
Membership

This corporation shall be organized on a non-stock basis. There shall be two classes of membership of this Corporation:

1. **Class I Members.** A Class I member of this corporation shall be the record owner, whether one or more persons or entities, of each of the subdivided lots of record in Metairie Club Estates. The owner of such subdivided lots of record, as shown by the conveyance records of Jefferson Parish (collectively referred to as "Lots", and individually as "Lot") shall be entitled to one (1) vote for each Lot owned by it and shall have such voting rights to be exercised as provided in the by-laws of this corporation. In the event of multiple owners of a Lot, such owners shall have only one vote and shall designate in writing to this corporation the person authorized to vote the membership. A Class I member shall not have the right to sell, assign or transfer this membership to any person or entity separate from the transfer of ownership of the Lot related to such membership. The membership shall be an appurtenance to the ownership of the Lot and can not be divided from the ownership of such Lot.

2. **Class II Members.** In addition to being a Class I member as the owner of Lots, the developer of Metairie Club Estates, Metairie Club Gardens, L.L.C., its successors or assigns, shall also be the sole Class II member of this corporation and shall have such voting rights as provided in the by-laws of this corporation. Class II membership shall terminate when Metairie Club Gardens, L.L.C. no longer owns any Lots in Metairie Club Estates or upon such earlier date when this corporation receives written notice by Metairie Club Gardens, L.L.C. to terminate the Class II membership.

ARTICLE VIII
Dues

Each Class I member shall be assessed monthly dues in the amount of one hundred (\$100.00) dollars for each Lot owned; provided however Metairie Club Gardens, L.L.C., its successors or assigns, shall have no obligation to pay any dues, including but not limited to dues resulting from its ownership of any Lots. The dues may be increased at the annual meeting of the members or at a special meeting called for such purpose in accordance with the by-laws. Annually, the Board of Directors shall adopt a budget to operate this corporation and this corporation shall not ever adopt a budget which provides for expenditures in excess of annual dues or dues adopted for specific capital projects.

This corporation has the right to impose and file in the mortgage records of Jefferson Parish a privilege against any Lot in accordance with La. R.S. 9:1145, as security for the failure of the member

who owns said Lot to pay, after applicable notice and demand, (i) any dues, charges or expenses imposed upon such member by this corporation, or (ii) any expenses, including but not limited to reasonable attorney's fees, incurred by this corporation in maintaining a Lot or otherwise incurred by this corporation in enforcing the Declarations.

In the event a member is delinquent in paying any dues, charges or expenses imposed upon such member by this corporation or has otherwise violated the provisions of the Declaration, such defaulting member shall not have a right to vote until he has cured such violation.

ARTICLE IX Directors

This corporation shall be managed by a Board of Directors of three (3) natural persons. The Class I membership shall appoint one (1) directors and the Class II membership shall appoint two (2) directors. Upon termination of the Class II membership, the Class I membership shall appoint the three (3) directors to the Board of Directors. Directors shall be elected at the annual meeting of the membership in accordance with the by-laws of this corporation. The names and addresses of the first directors are as follows:

<u>Name</u>	<u>Address</u>
R. Dunbar Argote	203 Carondelet Street, Suite 210 New Orleans, Louisiana 70130
Lowery W. Smith	203 Carondelet Street, Suite 210 New Orleans, Louisiana 70130
Harold H. White, III	203 Carondelet Street, Suite 210 New Orleans, Louisiana 70130

The direction and administration of this corporation shall be vested in the Board of Directors who shall serve until their successors are duly elected and qualified. The qualifications, term of office, manner of election and the time, place and manner of calling, giving notice of and conducting director's meetings and the number of directors which shall constitute a quorum shall be prescribed by the by-laws.

The Board of Directors of this corporation shall have the authority to authorize any officer of this corporation to perform any of the acts or powers which this corporation is authorized to perform, including but not limited to borrowing money, purchasing immovable or movable property, and/or selling, leasing, encumbering or otherwise alienating any of this corporation's immovable or movable property and the Board of Directors shall have full authority to manage this corporation and exercise all of the corporate acts of same. The Board of Directors shall elect a President, a Secretary, and a Treasurer and may elect one or more Vice Presidents.

ARTICLE X

Architectural Control Committee

Upon transfer of the duties, rights, powers and authority of the Architectural Control Committee, to this corporation, in accordance with the Declarations, the Board of Directors, subject to obtaining the consent of the director appointed by the Class II member, shall appoint the Architectural Control Committee. In the event of death or resignation of any member or members of the Architectural Control Committee, the Board of Directors, subject to the approval of the director appointed by the Class II member, shall appoint a successor member or members, and until such successor member or members is appointed, the remaining members shall have the full right, authority and power to carry out the functions of the Architectural Control Committee as provided in the Declaration.

ARTICLE XI

Meetings Of Members

At least one meeting shall be held of the membership each calendar year and said meeting shall take place on the date as set forth in the by-laws. Special meetings of the membership may be called at any time by the President or the Board of Directors in accordance with the by-laws.

ARTICLE XII

By-laws

Subject to obtaining the consent of the director appointed by the Class II member, a majority of the Board of Directors shall have the power to make, amend and repeal by-laws to govern this corporation, provided they are in accordance with and do not conflict with these articles.

ARTICLE XIII

Amendments

Amendments to the Charter of this corporation shall require only the consent of the Board of Directors of this corporation and the consent of the Class II member of the Board of Directors.

ARTICLE XIV

Limitation of Liability

Section 1. This corporation shall indemnify the officers and directors of this corporation to the fullest extent allowed by law, as fully and completely as though said provisions were recited herein in full, including the advance of expenses to the extent permitted by law.

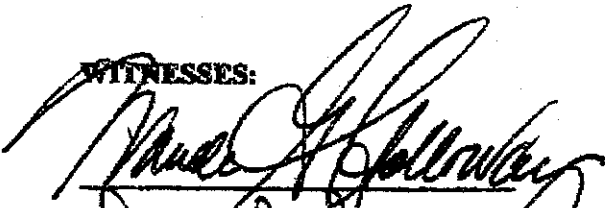
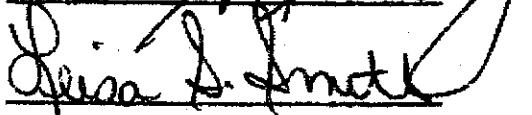
Section 2. No director or officer shall have personal liability to this corporation or its members for monetary damages for breach of fiduciary duty as a director or officer, except to the extent required by law. A director or officer of this corporation shall be entitled to indemnity to the fullest extent permitted under Louisiana law.

ARTICLE XV
Dissolution

Voluntary dissolution of this corporation may be had upon the unanimous vote of the Board of Directors and upon compliance with the provisions of the Louisiana statutes regarding same, and upon dissolution of this corporation, any assets, real and personal, of the corporation shall not be disposable to any private individual or to any corporation engaged in business for profit but shall be donated by the Board of Directors to some appropriate public agency. This corporation may be merged with any other corporation, partnership or association upon the unanimous vote of the Board of Directors.

THUS DONE AND SIGNED, in multiple originals, in my office in the Parish of Orleans, State of Louisiana, on the day, month and year first above written, in the presence of the undersigned, competent witnesses, of lawful age, who herewith sign their names with the incorporator and me, Notary, after a due reading of these presents.

WITNESSES:

INCORPORATOR:


Frank A. Tessier


NOTARY PUBLIC

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT**

STATE OF LOUISIANA

PARISH OF ORLEANS

On this 19th day of May, 1997, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared:

Frank A. Tessier

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 Metairie Club Estates Home Owners Association, A Non-profit Corporation.


REGISTERED AGENT

Subscribed and sworn to before
me on the day, month and year
first above set forth.


NOTARY PUBLIC

METAIRIE CLUB GARDENS, L.L.C.
203 Carondelet Street, Suite 210
New Orleans, Louisiana 70130

Secretary of State
State of Louisiana
1340 Poydras Street, Suite 1400
New Orleans, Louisiana 70112

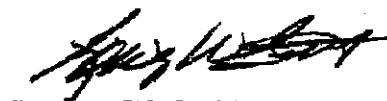
Dear Sir:

Please be advised that Metairie Club Gardens, L.L.C. is the owner of the tradename "Metairie Club Estates" and it does hereby allow the use of that name by Metairie Club Estates Homeowners' Association, a Nonprofit Corporation.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,

Metairie Club Gardens, L.L.C.



Lowery W. Smith

FAT/ssc

11:00:07 AM EST 05/14/2011

W. Fox McKeithen
Secretary of State



DOMESTIC CORPORATION
ANNUAL REPORT

For Period Ending
 December 31, 1997



Mailing Address Only

(INDICATE ANY CHANGES BELOW)

34560817 N

5281

METAIRIE CLUB ESTATES HOME OWNERS ASSOC.,
 203 CARONDELET STREET
 SUITE 210
 NEW ORLEANS, LA 70130

(INDICATE ANY CHANGES BELOW)

Registered Office Address in Louisiana
 (Do Not Use P.O. Box)
 203 CARONDELET STREET
 SUITE 210
 NEW ORLEANS, LA 70130

Federal Tax ID Number

Our records indicate the following registered agents for the corporation. Indicate any changes or deletions below. All agents must have a Louisiana address. Do not use a P. O. Box. New registered agents require a notarized signature.

FRANK A. TESSIER
 1100 POYDRAS STREET/SUITE 2700/NEW ORLEANS, LA 70163

I hereby accept the appointment of registered agent(s).

Sworn to and subscribed before me on

Our records indicate the following officers or directors for the corporation. Indicate any changes or deletions below. If additional space is needed, attach an addendum. Include addresses. Do not use a P. O. Box. Indicate all offices held by each individual listed.

R. DUNBAR ARGOTE DIR
 203 CARONDELET STREET/SUITE 210/NEW ORLEANS, LA 70130

LOWERY W. SMITH DIR
 203 CARONDELET STREET/SUITE 210/NEW ORLEANS, LA 70130

HAROLD H. WHITE, III DIR
 203 CARONDELET STREET/SUITE 210/NEW ORLEANS, LA 70130

0003

SIGN-->	To be signed by one officer or two directors.	Title	Phone	Date
	<i>[Signature]</i>	<i>Pres.</i>	504-592-8858	5-12-98

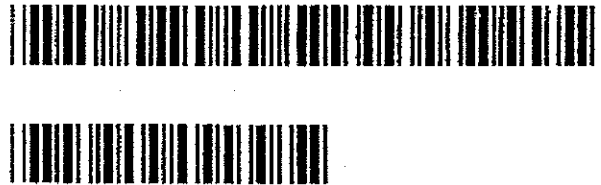
Enclose filing fee of \$ 5.00 Make remittance payable to Secretary of State Do Not Send Cash	Return by: to: May 15, 1998 Commercial Division P. O. Box 94125 Baton Rouge, LA 70804-9125 Phone (504) 925-4704	CHECK IF NO CHANGE ()
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UNSIGNED REPORTS WILL BE RETURNED

W. Fox McKeithen DOMESTIC CORPORATION
Secretary of State ANNUAL REPORT



For Period Ending
 December 31, 1998



Mailing Address Only (INDICATE ANY CHANGES BELOW)
34560817 N 5388
 METAIRIE CLUB ESTATES HOME OWNERS ASSOC.,
 203 CARONDELET STREET
 SUITE 210
 NEW ORLEANS, LA 70130

(INDICATE ANY CHANGES BELOW)
 Registered Office Address in Louisiana
 (Do Not Use P.O. Box)
 203 CARONDELET STREET
 SUITE 210
 NEW ORLEANS, LA 70130

Federal Tax ID Number

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 LOWERY W. SMITH DIR
 203 CARONDELET STREET/SUITE 210/NEW ORLEANS, LA 70130
 HAROLD H. WHITE, III DIR
 203 CARONDELET STREET/SUITE 210/NEW ORLEANS, LA 70130

REC'D. SEC. OF STATE
 MAY 21 9 33 AM '99

SIGN-->	To be signed by one officer or two directors.	Title	Phone	Date
			504-592-8858	
			504-592-8858	

Enclose filing fee of \$ 5.00
 Make remittance payable to Secretary of State
 Do Not Send Cash
 web site: www.sec.state.la.us

Return by: **May 15, 1999**
 to: Commercial Division
 P.O. Box 94125
 Baton Rouge, LA 70804-9125
 Phone (225) 925-4704

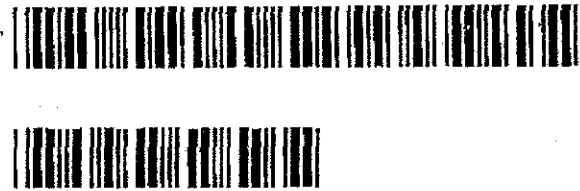
CHECK
 IF NO
 CHANGE
 (X)

W. Fox McKeithen
Secretary of State



DOMESTIC CORPORATION
ANNUAL REPORT

For Period Ending
December 31, 2000



Mailing Address Only (INDICATE ANY CHANGES BELOW)

34560817 N 5666
METAIRIE CLUB ESTATES HOME OWNERS ASSOC
203 CARONDELET STREET
SUITE 210
NEW ORLEANS, LA 70130

(INDICATE ANY CHANGES BELOW)

Registered Office Address in Louisiana
(Do Not Use P.O. Box)
203 CARONDELET STREET
SUITE 210
NEW ORLEANS, LA 70130

Federal Tax ID Number

Our records indicate the following registered agents for the corporation. Indicate any changes or deletions below. All agents must have a Louisiana address. Do not use a P. O. Box. New registered agents require a notarized signature.

FRANK A. TESSIER
1100 POYDRAS STREET/SUITE 2700/NEW ORLEANS, LA 70163

I hereby accept the appointment of registered agent(s).

Sworn to and subscribed before me on

Our records indicate the following officers or directors for the corporation. Indicate any changes or deletions below. If additional space is needed, attach an addendum. Include addresses. Do not use a P. O. Box. Indicate all offices held by each individual listed.

R. DUNBAR ARGOTE DIR
203 CARONDELET STREET/SUITE 210/NEW ORLEANS, LA 70130
LOWERY W. SMITH DIR
203 CARONDELET STREET/SUITE 210/NEW ORLEANS, LA 70130
HAROLD H. WHITE, III DIR
203 CARONDELET STREET/SUITE 210/NEW ORLEANS, LA 70130

SECRETARY OF STATE
APR - 2 AM 9:16

SIGN-->	To be signed by one officer or two directors.	Title	Phone	Date
		<i>[Signature]</i>		

Enclose filing fee of \$ 5.00 Make remittance payable to Secretary of State Do Not Send Cash web site: www.sec.state.la.us	Return by: May 15, 2001 to: Commercial Division P.O. Box 94125 Baton Rouge, LA 70804-9125 Phone (225) 925-4704	CHECK IF NO CHANGE ()
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UNSIGNED REPORTS WILL BE RETURNED

W. Fox McKeithen
Secretary of State

DOMESTIC CORPORATION
ANNUAL REPORT

For Period Ending
May 19, 2002



Mailing Address Only

(INDICATE ANY CHANGES BELOW)

34560817 N
194
METAIRIE CLUB ESTATES HOME OWNERS ASSOC.
203 CARONDELET STREET
SUITE 210
NEW ORLEANS, LA 70130

(INDICATE ANY CHANGES BELOW)

Registered Office Address in Louisiana
(Do Not Use P.O. Box)
203 CARONDELET STREET
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FRANK A. TESSIER
1100 POYDRAS STREET/SUITE 2700/NEW ORLEANS, LA 70163

SECRETARY OF STATE

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Sworn to and subscribed before me on

2002-05-13 11:09

Our records indicate the following officers or directors for the corporation. Indicate any changes or deletions below. If space is needed for additional officers/directors, attach an addendum. Include addresses. Do not use a P.O. Box. Indicate all offices held by each individual listed.

R. DUNBAR ARGOTE DIR
203 CARONDELET STREET/SUITE 210/NEW ORLEANS, LA 70130

LOWERY W. SMITH DIR
203 CARONDELET STREET/SUITE 210/NEW ORLEANS, LA 70130

HAROLD H. WHITE, III DIR
203 CARONDELET STREET/SUITE 210/NEW ORLEANS, LA 70130

NOTE: EFFECTIVE AUGUST 15, 2001, ACT 1197 OF THE 2001 REGULAR SESSION CHANGED THE ANNUAL REPORT DUE DATE. REPORTS ARE NOW DUE ON THE ANNIVERSARY DATE OF INCORPORATION.

SIGN-->	To be signed by an officer or director.	Title	Phone	Date

Enclose filing fee of \$ 5.00
Make remittance payable to Secretary of State
Do Not Send Cash
web site: www.sec.state.la.us

Return by: May 19, 2002

to: Commercial Division
P.O. Box 94125
Baton Rouge, LA 70804-9125
Phone (225) 925-4704

CHECK
IF NO
CHANGE

()

DO NOT STAPLE

W. Fox McKeithen
Secretary of State



DOMESTIC CORPORATION
ANNUAL REPORT

For Period Ending
May 19, 2003



Mailing Address Only

(INDICATE ANY CHANGES BELOW)

34560817 N 170
METAIRIE CLUB ESTATES HOME OWNERS ASSOC.
203 CARONDELET STREET
SUITE 210
NEW ORLEANS, LA 70130

(INDICATE ANY CHANGES BELOW)

Registered Office Address in Louisiana
(Do Not Use P.O. Box)
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SUITE 210
NEW ORLEANS, LA 70130

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203 CARONDELET STREET/SUITE 210/NEW ORLEANS, LA 70130

HAROLD H. WHITE, III DIR
203 CARONDELET STREET/SUITE 210/NEW ORLEANS, LA 70130

2003 JUN 30 AM 9:32
SECRETARY OF STATE

	To be signed by an officer or director.	Title	Phone	Date
SIGN →	<i>[Signature]</i>	Director	504-523-5882	6-27-03

Enclose filing fee of \$ 5.00
Make remittance payable to Secretary of State
Do Not Send Cash
web site: www.sec.state.la.us

Return by: May 19, 2003

to: Commercial Division
P.O. Box 94125
Baton Rouge, LA 70804-9125
Phone (225) 925-4704

CHECK
IF NO
CHANGE

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DO NOT STAPLE