

**ARTICLES OF INCORPORATION**

**OF**

**TWELVE OAKS HOMEOWNERS ASSOCIATION, INC.**

STATE OF LOUISIANA

PARISH OF CADDO

BE IT KNOWN that on this the \_\_\_\_ day of \_\_\_\_\_, 2003, before me, Notary Public duly commissioned and qualified in and for the State and Parish aforesaid, personally appeared SHREVEPORT DEVELOPMENT CORPORATION, a Louisiana Corporation and domiciled in Caddo Parish, Louisiana, subscribers hereto, who declared to me, Notary, in the presence of the undersigned competent witnesses, that availing themselves of the provisions of the Louisiana Business Corporation Law (Louisiana R.S. 12:1 et seq), they do hereby form, organize and constitute themselves, as well as all such other persons who may hereafter join or become associated with them or their successors; into a business corporation under and in accordance with the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation is

**TWELVE OAKS HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE II**

## PURPOSE AND POWERS

The Corporation is organized for the specific purpose of providing for maintenance, preservation, and architectural control of residence lots and for the maintenance and operation of lands designated as "Common Area", as shown and described on Exhibit "A" attached hereto and made a part hereof, and to promote the health, safety and welfare of the residents within the above described property, and for this purpose to:

- a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation to perform all of the duties and obligations of the corporation as set forth in those certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property, and recorded or to be recorded in the office of the Clerk of Court, Caddo Parish, Louisiana, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in length;
- b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;

- c) Acquire (by gift, purchase or otherwise), own hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation;
- d) Borrow money, and, as hereinafter set forth in Article XI, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and
- e) Have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Louisiana ( L.R.S. 12:101 et seq.) by law may now or hereafter have or exercise.

### ARTICLE III

#### DURATION

The Corporation shall enjoy corporate existence for a period of ninety-nine years from the date hereof, and for as long thereafter as permissible under Louisiana Law.

### ARTICLE IV

#### REGISTERED OFFICE

The location and address of its registered office 9258 Wallace Lake Road, Shreveport, Caddo Parish, Louisiana 71106

ARTICLE V

INCORPORATORS

- a) The Incorporator's name and post office address is:

<u>Name</u>	<u>Address</u>
Shreveport Development Corporation	9258 Wallace Lake Road Shreveport, Louisiana 71106

b) No member of this Corporation shall ever be held liable or responsible for contracts, debts or defaults of this Corporation, nor shall any informality in organization have the effect of rendering these Articles of Incorporation null or of exposing the members to any such liability or responsibility.

ARTICLE VI

BASIS OF ORGANIZATION

- a) This corporation shall be organized without capital stock.
- b) Every person or entity who is a record owner of a fee or undivided fee interest in any lot in Twelve Oaks, Middleton Place, or Charleston Court, subdivisions located in Caddo Parish, Louisiana, or any future subdivisions annexed hereto which is subject by covenants of record to assessment by the corporation, including contract sellers, shall be a member of the corporation. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. No owner

shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any lot that is subject to assessment by the corporation. Ownership of such lot shall be the sole qualification for membership.

## ARTICLE VII VOTING RIGHTS

The Corporation shall have two classes of voting membership:

Class A. Class A members shall be all those owners as defined in Article VI with the exception of the Declarant. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership by Article VI. When more than one person holds such interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B. The Class B member shall be the Declarant (as defined in the Declaration of Covenants, Conditions and Restrictions) The Class B member shall be entitled to three (3) votes for each lot in which it holds the interest required for membership by Article VI provided that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- a) When the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership. or

b) On December 31, 2020.

## ARTICLE VIII

### BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Nine (9) Directors, who need not be members of the Corporation. The number of Directors may be changed by amendment of the By-Laws of the Corporation. The names and addresses of the persons who are to act in the capacity of Directors and officers until the selection of their successors are:

Anthony J. Janca, President	9258 Wallace Lake Road Shreveport, Louisiana 71106
Donnie Juneau, Vice President	9258 Wallace Lake Road Shreveport, Louisiana 71106
Mary Ann English, Secretary	9258 Wallace Lake Road Shreveport, Louisiana 71106
Marjorie Hodges, Treasurer	400 Travis, Suite 1600 Shreveport, Louisiana 71101
Jeanna Guthrie	9258 Wallace Lake Road Shreveport, Louisiana 71106
Anderson Juneau	9258 Wallace Lake Road Shreveport, Louisiana 71106
Richard De Moss	9258 Wallace Lake Road Shreveport, Louisiana 71106
C. Gary Mitchell	509 Milam Street Shreveport, Louisiana 71101
Sandy Etheredge	509 Milam Street Shreveport, Louisiana 71101

At the first annual meeting the members shall elect three directors for a term of

one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years. The Directors are authorized to elect a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as they deem appropriate.

## ARTICLE IX

### LIABILITIES

The highest amount of indebtedness or liability, direct or contingent, to which this Corporation may be subject to at any one time shall not exceed \$50,000.00, while there is a Class B membership, and thereafter shall not exceed 200 percent of its annual income from the previous fiscal year, provided that additional amounts may be authorized by the assent of two-thirds (2/3) of the membership.

## ARTICLE X

### MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purpose, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

## ARTICLE XI

### AUTHORITY TO MORTGAGE

Any mortgage by the Corporation of the Common Area defined in the Declaration shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

## ARTICLE XII

### AUTHORITY TO DEDICATE

The Corporation shall have the power to dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility, for the purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless a specific resolution authorizing the officers of the Corporation to execute same has been approved by two-thirds (2/3) of the membership at a regularly scheduled meeting or special meeting called for the purpose of approving said resolution by members.

## ARTICLE XIII

### DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any. Upon dissolution of the Corporation, the assets,

both real and personal of the Corporation shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Corporation.

#### ARTICLE XIV

##### MEETINGS FOR ACTIONS GOVERNED BY ARTICLES IX THROUGH XIII

In order to take action under Articles IX through XIII, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than 30 days nor more than 60 days in advance of the meeting. The presence of members or of proxies entitled to cast sixty percent (60%) of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than 60 days following the preceding meeting. In the event that two-thirds (2/3) of the Class A membership or two-thirds (2/3) of the Class B membership, if any, are not present in person or by proxy, members not present may give their written assent to the

action taken thereat.

ARTICLE XVI  
AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75) of the entire membership.

THUS DONE AND PASSED in Shreveport, Parish of Caddo, State of Louisiana, on the day, month and year hereinabove set forth in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

SHREVEPORT DEVELOPMENT CORPORATION

BY: Donnie Juneau, President

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\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  
NOTARY PUBLIC

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED REGISTERED AGENT

Corporations Department  
Office of the Secretary of State  
State of Louisiana

STATE OF LOUISIANA

PARISH OF CADDO

On this the \_\_\_\_\_ day of \_\_\_\_\_, 2003, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared C. Gary Mitchell, 509 Milam, Shreveport, Louisiana 71101, 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 TWELVE OAKS HOMEOWNERS 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.

\_\_\_\_\_  
C. GARY MITCHELL  
REGISTERED AGENT

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

\_\_\_\_\_  
Notary Public

INITIAL REPORT OF  
TWELVE OAKS HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

The Corporation's registered office is located at and its municipal address is 9258 Wallace Lake Road, Shreveport, Louisiana 71106, located in Caddo Parish, Louisiana.

ARTICLE II

Its registered agent is C. Gary Mitchell, whose address is 509 Milam Street, Shreveport, Louisiana 71101.

ARTICLE III

The first directors are:

Anthony J. Janca, President	9258 Wallace Lake Road Shreveport, Louisiana 71106
Donnie Juneau, Vice President	9258 Wallace Lake Road Shreveport, Louisiana 71106
Mary Ann English, Secretary	9258 Wallace Lake Road Shreveport, Louisiana 71106
Marjorie Hodges, Treasurer	400 Travis, Suite 1600 Shreveport, Louisiana 71101
Jeanna Guthrie	9258 Wallace Lake Road Shreveport, Louisiana 71106
Anderson Juneau	9258 Wallace Lake Road Shreveport, Louisiana 71106
Richard De Moss	9258 Wallace Lake Road Shreveport, Louisiana 71106
C. Gary Mitchell	509 Milam Street Shreveport, Louisiana 71101
Sandy Etheredge	509 Milam Street Shreveport, Louisiana 71101

ARTICLE IV

The first officers are:

President:

Anthony J. Janca

9258 Wallace Lake Road  
Shreveport, Louisiana 71106

Vice President:

Donnie. Juneau

9258 Wallace Lake Road  
Shreveport, Louisiana 71106

Secretary

Mary Ann English

9258 Wallace Lake Road  
Shreveport, Louisiana 71106

Treasurer:

Marjorie Hodges

9258 Wallace Lake Road  
Shreveport, Louisiana 71106

SHREVEPORT DEVELOPMENT CORPORATION

By: Donnie Juneau, President

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