

ARTICLES OF INCORPORATION  
OF  
LEGACY HILLS SUBDIVISION  
HOMEOWNERS ASSOCIATION, INC.

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.  
Date: JUN 9 2009  
Secretary of State  
WA

State of Louisiana  
Parish of Ascension

BE IT KNOWN that on this 2nd day of May, 2008, before me, the undersigned Notary Public, duly commissioned and qualified in and for the Parish of East Baton Rouge, State of Louisiana, and in the presence of he witnesses hereinafter named and undersigned, personally came and appeared the incorporator hereunder, who declared to me, Notary Public, in the presence of the undersigned competent witnesses, that, availing himself of the provisions of the Louisiana Nonprofit Corporation Law (La. R.S. 12:201 et seq.), he does hereby form and incorporate under and in accordance with these article of incorporation (the "Articles").

Article I  
Name

The name of this corporation shall be "Legacy Hills Subdivision Homeowners Association, Inc.", and under that name it shall have and enjoy all the rights, advantages, and privileges granted by law to such corporations. This corporation is the Association authorized under and defined in the Declaration.

Article II  
Non-Profit Corporation

This corporation shall be a non-profit corporation.

Article II  
Purposes

The purpose of the Association is to exercise the rights and powers and to perform the duties and obligations of a homeowners association, in accordance with the Declaration, the Bylaws and State law, and particularly under La. R.S. 12:201 et seq., as each may be from time to time amended.

Article IV  
Duration

The corporation shall enjoy perpetual corporate existence.

Article V  
Location

The location of the registered office of the Legacy Hills Subdivision Homeowners Association, Inc. is Geismar, Louisiana. The name and address of its registered agent is Kevin Nguyen, 8733 Siegen Lane, Suite 378, Baton Rouge, Louisiana 70810.

Article VI  
Powers

In furtherance of its purpose, the Association has the following powers, which, unless indicated otherwise by Article, the Declaration, the Bylaws or State law, may be exercised by the Board of Directors: (i) all right and powers conferred on nonprofit corporations by State law in effect from time to time: (ii) all rights and conferred on property owners associations by State law, in effect from time to time; all powers necessary, appropriate or advisable to perform any purpose or duty of the Association set out in these Articles, the Bylaws, the Declaration or State law.

a breach of duty of the officer, director or agent to the Association; (iii) an act or omission that involves intentional misconduct or a knowing violation of the law; (iv) a transaction from which the officer, director or agent received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the person's office; or (v) an act or omission for which the liability of an officer, director or agent is expressly provided by an applicable statute.

- b. The limitation on the liability of an officer, director or agent does not eliminate or modify that person's liability as a member of the Association. The liability of a member arising out of a contract made by the Association, or out of the indemnification of officers, directors or agents, or for damages as a result of injuries arising in connection with the common elements, or for liabilities incurred by the Association, will be limited to the same proportion for which he is liable for common expenses as a member of the Association.

#### Article XI Indemnification

Subject to the limitations and requirements of applicable law, the Association will indemnify a person who, is, or is threatened to be made a named defendant or respondent in a proceeding the person is or was an officer, director, committee chair, committee member or agent of the Association. Additionally, the Association may indemnify a person who is or was an employee, trustee, agent, or attorney of the Association, against any liability asserted against him and incurred by him in that capacity and arising out of that capacity.

#### Article XII Amendment of Articles

These articles may be amended in accordance with the Louisiana Nonprofit Corporation Law, subject to the following: (i) an amendment may not conflict with the Declaration or State law; (ii) an amendment may not impair or dilute a right granted to a person by the Declaration, without that person's written consent; and (iii) without member approval,

the board of directors may adopt amendments permitted by applicable law.

### Article XIII Amendment by Bylaws

The Bylaws of the Association may be amended or repealed according to the amendment provision of the Bylaws, which may reserve those powers to the members, exclusively.

### Article IXX Dissolution

The Association may be dissolved only as provided in the Declaration, the Bylaws, and by State law. On dissolution, the assets of the Association will be distributed in accordance with a dissolution plan approved by the members.

### Article XX Action without Meeting

Any action required by the Louisiana Nonprofit Corporation Law to be taken at a meeting of the members or director, or any action that may be taken at a meeting of the members or directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members, director, or committee members as would be necessary to take that action at a meeting at which all of the members, directors, or members of the committee were present and voted.

### Article XXI Initial Board of Directors

The initial board consists of three directors who will serve as directors until their successors are elected and qualified, as provided in the Bylaws. The name and address of each initial director is as follows:

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

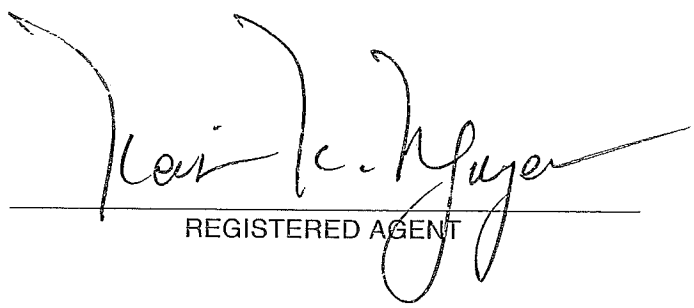
To the State Corporation Department  
State of Louisiana

STATE OF Louisiana

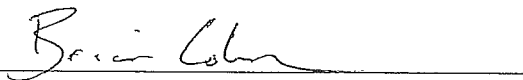
PARISH/COUNTY OF East Baton Rouge

On this 2<sup>nd</sup> day of May, ~~2008~~, before me, a Notary Public in and for the  
State and Parish aforesaid, personally came and appeared Kevin K. Nguyen,

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 Legacy Hills Subdivision 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.

  
REGISTERED AGENT

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

  
NOTARY PUBLIC  
D. Brian Cohn  
Bar Roll #28000

NOTE: If the Agent is a Corporation authorized to act as an agent then the affidavit must be executed  
by an officer of the corporation.