

BYLAWS OF
LEGACY HILLS SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

I. NAME AND LOCATION

1.1 Name

The name of the corporation is **LEGACY HILLS HOMEOWNERS ASSOCIATION, INC.**, hereinafter referred to as "the Association."

1.2 Location

The principal office of the Association shall be located at 8733 Siegen Lane, Suite 378, Baton Rouge, LA 70810, or at such other specific location therein as may be from time to time designated by the Board of Directors of the Association.

II. DEFINITIONS

2.1 Association.

The term "Association" shall mean and refer to LEGACY HILLS SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

2.2 Board.

The term "Board" shall mean and refer to the duly elected Board of Directors of the Association.

2.3 Common Properties.

The term "Common Properties" shall mean and refer to those areas of land shown and labeled as Common Properties and private servitudes of passage (if any) on the official final plat entitled "Final Plat of LEGACY HILLS SUBDIVISION" prepared by Ferris Engineering & Surveying, LLC, on file and of record in the official records of the Clerk and Recorder for Ascension Parish, Louisiana, and those areas of land shown and labeled as Common Properties and private servitudes of passage (if any) on the official final plat of any filing or subdivision accepted for administration by the Association.

2.4 Director.

The term "Director" shall mean and refer to each duly elected member of the Board.

2.5 Lot.

The term "Lot" shall mean and refer to each individual plot of land as shown on the official final plat entitled "Final Plat of LEGACY HILLS SUBDIVISION" prepared by Ferris Engineering & Surveying, LLC, on file and of record in the official records of the Clerk and Recorder for Ascension Parish, Louisiana, and each individual plot of land as shown on the official final plat of any other filing or subdivision accepted for administration by the Association. The term "Lot" shall not include any Common Properties.

2.6 Member.

The term "Member" shall mean and refer to the record owner, whether one or more persons or entities, of a Lot but excluding those having an interest in a Lot merely as security for the performance of an obligation.

2.7 Restrictions.

The term "Restrictions" shall mean and refer to the *ACT OF RESTRICTIONS FOR LEGACY HILLS SUBDIVISION* imposed on any other filing or subdivision accepted for administration by the Association.

III. MEETINGS OF MEMBERS

3.1 Annual Meetings.

Henceforth annual meetings of the Members shall be held during the third quarter of each calendar year beginning in 2008. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

3.2 Special Meetings.

Special meetings of the Members may be called at any time by the President of the Association, by a majority of the Board of Directors, or upon written request of three fourths (3/4) of all Members who are entitled to vote.

3.3 Notice of Meeting.

Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary of the Association or a person authorized to call the meeting, by mail, email, or hand delivery of a copy of such notice, at least three (3) days prior to such meeting, to each Member entitled to vote thereat, addressed to the Member at the most recent address or email address supplied by such Member to the Association for the purpose of notice, or if no such address shall have been furnished, then to the street address of the Lot owned by such Member. Such notice shall specify a reasonable place, date and hour of the meeting, and in the case of a special meeting, the purpose of the meeting. All meetings shall be held in Ascension Parish.

3.4 Quorum.

The presence at the meeting of Members entitled to cast fifty percent (50%) of the total votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation of the Association, the Restrictions, or these Bylaws. If, however, such quorum shall not be present, the Members present may, except as otherwise provided by law, adjourn the meeting without further notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented. Unless a greater portion of the voting power is required by the Articles of Incorporation, the Restrictions, or these By Laws, a majority of the voting power present and voting in person, shall prevail at all meetings. The voting rights of each member shall be provided in the Restrictions and the Articles of Incorporation of the Association.

3.5 Proxies.

At all meetings of Members, each Member shall be entitled to vote either in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot, or his attendance at the meeting for which the proxy has been given.

IV. BOARD OF DIRECTORS -- SELECTION AND TERM OF OFFICE

4.1 Board.

The affairs of the Association shall be managed by a Board of no less than three (3) Directors, but no more than seven (7) Directors, who shall be Members of the Association. All Directors shall be elected for two (2) year terms at each annual meeting.

4.2 Staggered Terms.

To maintain staggered terms, two Directors will be elected in even numbered years, and one Director will be elected in odd numbered years. To establish staggered terms, at the first election, the candidates receiving the most votes will serve two-year terms, and the candidates receiving the next-highest votes will serve initial terms of one year. In an odd numbered year, the highest vote getter will serve a two-year term, and the next two highest vote getters will serve one-year terms. In an even-numbered year, the two highest vote getters

will serve two-year terms, and the third highest vote getter will serve a one-year term. Thereafter, the successors will serve two-year terms. If the Board is ever elected en masse, the same method will be used to re-establish staggered terms. Each Director will be allowed to serve a maximum of two consecutive terms.

4.3 Removal.

Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association or by missing three (3) consecutive meetings of the Board. In the event of death, resignation, or removal of a Director, his successor shall be elected by the remaining Directors and shall serve for the unexpired term of his predecessor.

4.4 Compensation.

No Director shall receive compensation for any service he may render to the Association. However, each Director shall be reimbursed for his actual expenses incurred in the performance of his duties.

4.5 Action Taken Without a Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors shall individually or collectively consent in writing or by electronic means to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Any action so approved shall have the same effect as though taken at a meeting of the Board.

V. NOMINATION AND ELECTION OF DIRECTORS

5.1 Nominations .

Nominations for the office of Directors shall be made by a Nominating Committee consisting of a Chairman, who shall be a Director, and two or more Members of the Association, all of whom shall be appointed by the Board prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Nominations may also be made by Members from the floor at the annual meeting or such other meeting at which directors are to be elected.

5.2 Elections.

Election to the Board shall be by written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Restrictions and the Articles of Incorporation of the Association. The person receiving the largest number of votes shall be elected. Cumulative voting is permitted.

5.3 Suspension of Voting Rights.

The voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment, fine, penalty, dues or other levy by the Association shall be suspended. Such rights may also be suspended after notice and hearing for a period not to exceed sixty (60) days for an infraction of published rules and regulations.

VI. MEETINGS OF DIRECTORS

6.1 Regular Meetings.

Regular meetings of the Board shall be held quarterly in January, April, July and October, unless contrary action is taken by the Board. The meetings shall be at such place and hour in the Parish of Ascension as may be fixed from time to time by resolution of the Board. Should such a meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday

6.2 Special Meetings.

Special meetings of the Board shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days notice to each Director.

6.3 Quorum.

A majority of the Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

VII. POWERS AND DUTIES OF THE BOARD

7.1 Powers.

The Board shall have the power to:

- a. Adopt and publish rules and regulations governing the use of the common areas, and the personal conduct of the Members and their guests thereon, and establish penalties for the infraction thereof;
- b. Exercise, for the Association, all powers, duties and authority vested in or delegated to the Association not reserved to the Members by other provisions of these By Laws, the Articles of Incorporation of the Association, or the Restrictions;
- c. Declare the office of a Director to be vacant for good cause; and
- d. Employ a manager, an independent contractor, or such other employees as it deems necessary to perform their duties.

7.2 Duties.

It shall be the duty of the Board to:

- a. Cause to be kept a complete record of all its acts and corporate affairs to present a statement thereof to the Members at the Annual Meeting of the Members, or at any special meeting when such statement is requested in writing by one fourth (1/4) of the Members who are entitled to vote;
- b. Cause an annual independent examination or audit of the Association's account or accounts to be made and cause a copy of such report to be available to each Member within thirty (30) days of completion;
- c. Supervise all officers, agents, and employees of the Association, and see that their duties are properly performed;
- d. As more fully provided herein, and in the Restrictions:
 1. Fix the amount of any assessment against each Lot at least thirty (30) days in advance of the due date of any assessment;
 2. Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of the due date of any assessment; and
 3. Enforce the real and/or personal obligations to pay assessments, fines, penalties or other levies against any property which are not paid within thirty (30) days after their due date:

4. Issue, or cause an appropriate officer to issue, upon demand or request by any person, a statement indicating the status of any assessment, fine, penalty, or other levy, whether delinquent or paid. A reasonable charge may be made by the Association established by the Board for the issuance of these statements. Such certificate shall be conclusive evidence of payment of any assessment, fine, penalty, or levy therein stated to have been paid;

5. Procure and maintain adequate liability and hazard insurance on the Common Properties and other property owned by the Association and such liability insurance as may be deemed necessary or advisable to honor the indemnity obligation of the Association contained in the Articles of Incorporation of the Association and the Restrictions; and

6. Cause all officers or employees having fiscal responsibility to be bonded or insured, as it may deem appropriate.

VIII. OFFICERS AND THEIR DUTIES

8.1 Enumeration of Officers.

The officers of the Association shall be a President who shall at all times be a Director on the Board, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution establish.

8.2 Election of Officers.

The election of officers shall take place at the first meeting of the Board following each annual meeting of the Members.

8.3 Term.

The officers of the Association shall be elected annually by the Board and each shall hold office according to the terms as set forth in Section 4.2 above, unless such officer shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

8.4 Special Appointments.

The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time designate.

8.5 Resignation and Removal.

Any officer may be removed from office with or without cause by a majority of the Board Members. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.6 Vacancies.

A vacancy in any office may be filled by an election held by the Board for that or any other purpose. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

8.7 Multiple Offices.

Only the offices of Secretary and Treasurer, President and Treasurer and special offices created pursuant to Section 4 of this Article may be held by the same person

8.8 Duties.

The duties of the officers shall be as follows:

- a. President** - The President shall preside at all meetings of the Board; shall implement the orders and resolutions of the Board; shall sign all leases, mortgages, deeds, promissory notes, and other written instruments of the Association.
- b. Vice-President** – The Vice President shall preside at any meeting in which the President is absent. In the event of resignation or incapacity of the President, the Vice President will become the Acting President until such time as the President is capable of returning to his duties or the Board of Directors is able to fill the open position.
- c. Secretary** - The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring such seal; serve notice of meetings of the Board and of the Members; keep, or cause to be kept, appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.
- c. Treasurer** - The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; and keep proper books of accounts of the Association, copies of which shall be made available for review and inspection by any Member upon reasonable written request.

IX. ASSESSMENTS

9.1 Assessments.

As more fully provided in the Restrictions, each Member is obligated to pay the Association annual assessments and any special assessments, fines, or penalties which shall be both a real obligation incidental to ownership of the Lot assessed and the personal obligation of the Owner of the Lot assessed when the assessment is made as set forth in the Restrictions. Any assessment, fine, penalty or other levy which is not paid within thirty (30) days of its due date shall be delinquent. If an assessment, fine, penalty, or other levy is not paid within thirty (30) days after its due date the levy shall bear interest from the date due at the rate of twelve percent (12%) per annum. The Association may bring an action of law against the owner personally obligated to pay the same and/or "in rem" against the current owner of the Lot assessed, to recover the amount of the assessment, fine, penalty, or other levy plus interest, costs, and reasonable attorney fees associated with any such action. No owner may waive or otherwise escape liability for any assessment, fine, penalty, or other levy provided for herein or in the Restrictions or the Articles of Incorporation of the Association by nonuse of the Common Properties or abandonment of the affected Lot.

X. MISCELLANEOUS

10.1 Amendments.

These By Laws may be amended at a regular or special meeting of the Board by a vote of a majority of a quorum of Directors present in person or by proxy.

10.2 Conflict.

In the case of any conflict between the Articles of Incorporation of the Association and these By Laws, the Articles of Incorporation of the Association shall take precedence; and in the case of any conflict between the Restrictions and these By Laws, the Restrictions shall take precedence.

10.3 Fiscal Year.

The fiscal year of the Association shall begin on the 1st day of January, and end on the 31st day of December of every year.

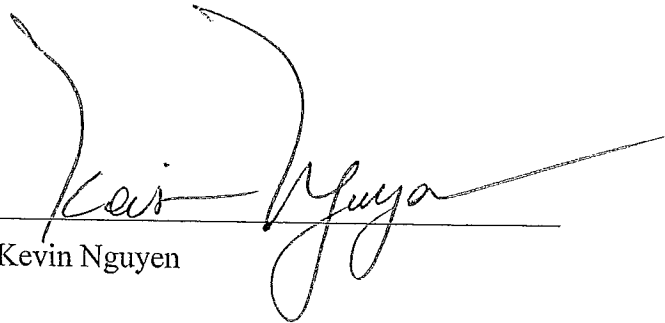
XI. CONTROL BY DEVELOPER AND RESTRICTIONS

The right, duty, effect and power of the Association, Board, Owner, Member, the Association and these By-Laws shall be subject to the Restrictions as well as the right and power of the Developer in accordance with the Restriction until such time as the Association is released to the Owners of Members.

THUS DONE AND ADOPTED this 2nd day of May, 2008.

By: _____

Kevin Nguyen

A handwritten signature in black ink, appearing to read "Kevin Nguyen", is written over a horizontal line. The signature is fluid and cursive, with a long horizontal stroke extending to the right.