

Fox McKeithen
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

THE PARKS OF DUTCHTOWN HOMEOWNER'S ASSOCIATION, INC.

Domiciled at PRAIRIEVILLE, LOUISIANA,

Was filed and recorded in this Office on August 19, 2003.

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.

FILED AND RECORDED IN
OFFICE OF THE SECRETARY OF STATE
STATE OF LOUISIANA
BY _____
DATE

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BY _____
DY CLERK

2003 AUG 22 11 52 28

CERTIFIED TRUE COPY OF
ORIGINAL FILED IN 553009

*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.*

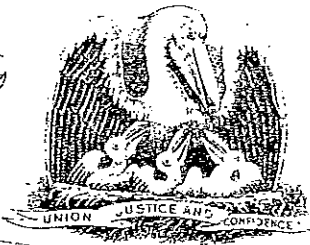
August 19, 2003

RRO 35538711N

Secretary of State

UNITED STATES OF AMERICA

State of



Louisiana

Joy McKeithen

SECRETARY OF STATE

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

FILED
AUG 19 2003
CLERK

BY
DR. CLERK

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2003 AUG 19 09:28

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

AUG 19 2003

Joy McKeithen

Secretary of State

BY-LAWS OF
THE PARKS OF DUTCHTOWN HOMEOWNER'S ASSOCIATION, INC.

ARTICLE I.
NAME

The name of the organization shall be The Parks of Dutchtown Homeowner's Association, Inc. (the "Association").

ARTICLE II.
PURPOSE AND OWNER OBLIGATION

Section 1. Purpose. The purpose for which this non-profit Association is formed is to govern the Subdivision Property known as The Parks of Dutchtown situated in the Parish of Ascension, State of Louisiana, which Property is shown on a map entitled "Final Plat of the Parks of Dutchtown First Filing Price LeBlanc Property", on file and of record in the official records of the Clerk and Recorder for Ascension Parish, Louisiana (the "Subdivision") and to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants and Restrictions for The Parks of Dutchtown First Filing (the "Restrictions") affecting various lots in the Subdivision as the same may be amended from time to time as therein provided. The Association shall have all such power as is not repugnant to law.

Section 2. Duties. The Association is charged with ownership, management and maintenance of the Common Areas, as defined by the Restrictions, and the enforcement of the provisions in these by-laws and the Restrictions. The Association may adopt reasonable rules relating to the use of the Common Areas and any improvements thereon including a limit on the number of guests of members, the suspension of voting rights for failure to pay any assessment due and owing or infraction of published rules and regulations.

Section 3. Owner Obligation. All present or future owners, tenants, future tenants or any other person who is an owner or user of the Lot or Lots in the Subdivision are subject to the regulations set forth in these by-laws. The mere acquisition or rental of any Lot or Lots in the Subdivision or the mere act of occupancy of any of said Lot or Lots will signify that these by-laws are accepted, ratified and will be strictly followed.

ARTICLE III.
DEFINITIONS AND TERMS

Section 1. Membership. Any person on becoming an owner of a Lot in the Subdivision, as evidenced by the recordation in the public records of an instrument conveying ownership of a Lot and improvement, if any, thereon, shall automatically become a "Member" of this Association and be subject to these by-laws. Such Membership shall terminate without any formal Association action whenever such person ceases to own a Lot. Such termination shall not relieve or release any such former Owner from any liability or obligation incurred under or in

any way connected with the Subdivision during the period of ownership and Membership in the Association, or impair any rights or remedies which the Board of Directors of the Association or others may have against such former Owner and Member arising out of or in any way connected with such Ownership and Membership and the covenants and obligations incident thereto.

Section 2. Lot. The term "Lot" shall mean and refer to an individually numbered parcel of the property as shown on the official final plat of the Subdivision filed and recorded in the office of the Clerk and Recorder of the Parish of Ascension, State of Louisiana, and shall include any improvements constructed thereon.

Section 3. Owner. The term "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot, including the Developer. Any person or entity having an interest in any Lot merely as security for the performance of any obligation shall not be an "Owner" until such time as the interest holder acquires title by foreclosure or any proceeding or act in lieu of foreclosure.

Section 4. Developer. The term "Developer" shall mean NSH Corp., an Alabama corporation duly qualified to transact business in the State of Louisiana.

Section 5. Common Areas. The term "Common Areas" shall mean and refer to the areas of land donated to or otherwise acquired by the Association for use as Common Areas, including, without limitation, those properties identified as "Common Areas" in the Restrictions or other filings of the Subdivision.

ARTICLE IV OFFICERS

Section 1. The officers of this Association shall be a President, Secretary and Treasurer. The persons serving as officers may be elected to the Board of Directors. Two or more offices may be combined in one person.

The duties of the several officers shall be as follows:

President: The President shall be the chief executive officer of the Association; he shall preside at all meetings of the members and directors; he shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have all the general powers and duties which are usually vested in the office of president of an association, including, but not limited to, the power to appoint committees from among the Owners to assist in the administration of the affairs of the Association.

Vice President: In the event of absence or incapacity of the President as outlined above, the Vice President shall assume the duties of President. In the absence of the Secretary or Treasurer, the duties of such officer shall devolve upon the Vice President in his capacity as Assistant Secretary or Assistant Treasurer.

Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Association. He shall have charge of such books and papers as the Board of Directors may direct; and he shall, in general, perform all the duties incident to the office of the Secretary. The Secretary shall compile and keep up to date at the principal office of the Association a complete list of Members and their last known address as shown on the records of the Association. Such lists shall show each Member's name and the number of Members. Such list shall be open to inspection by members and other persons lawfully entitled to inspect the same at reasonable times during regular business hours.

Treasurer. The Treasurer shall have charge of all funds of the Association and of their disbursement under the direction of the Board of Directors. He shall keep a record of all monies received and paid out, and make a report of the same to the Board of Directors at each regular meeting thereof and whenever requested to do so. He shall also have the authority, as does the President, to sign all checks, drafts and notes on behalf of the Association.

Section 2. The compensation, if any, of all officers shall be fixed by the Board of Directors.

Section 3. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. The Board need not appoint a Vice President or a Treasurer; if either or both are not appointed, those functions shall be discharged by the Secretary.

Section 4. The officers of the Association shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed at any time with or without cause by the affirmative vote or approval in writing of a majority of the whole Board of Directors. If the office of any officer or officers becomes vacant for any reason, the vacancy shall be filled by the affirmative vote or approval in writing of a majority of the Board of Directors.

Section 5. In the case of the absence of any officer of the Association other than the President, or for any other reason that the Board may deem sufficient as to any officer other than the President, the Board may delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer, or to any director, provided a majority of the entire Board concurs therein.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The number of Directors shall be determined from time to time by the members electing persons to fill those offices, but the number of Directors shall not be less than, nor more than, the maximum and minimum determined as follows: There shall never be fewer directors than the Association has members. However, if there are 3 or more members, the Association need not have more than 3 directors. The Association shall never have more than 10 directors unless these By-laws are amended.

Section 2. The Board of Directors shall be charged with the management of all of the affairs of the Association, subject to the provisions of the Association's articles of incorporation and by-laws.

Section 3. Regular meetings of the Board of Directors shall be held at such time and place as the directors shall determine. Special meetings of the Board may be called by the President or Vice President on five (5) days notice to each director, either personally or by mail; special meetings shall be called by the President or Secretary in like manner pursuant to receiving a written request for such from at least two directors. Immediately following the adjournment of the annual meeting of the members of the Association, the newly-elected directors shall hold a meeting for the purpose of organization and the transaction of any other business.

Any action of the Board may be had between its regular meetings upon the consent or approval in writing of a majority of the whole Board.

Section 4. A majority of the directors shall constitute a quorum of the Board.

Section 5. The directors shall serve for a term of one year, or until the next annual meeting of the members, or until their successors shall have been duly elected and qualified.

Section 6. Directors of the Association may participate in any Director's meeting by means of conference telephone or similar communication if all persons participating in such meeting can hear one another for the entire discussion of the matter(s) to be voted upon. Participating in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 7. Any action which may be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors and filed with the records of proceedings of the Board.

Section 8. The Association shall indemnify and hold harmless each director and officer now or hereafter serving the Association from and against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being or having heretofore been a director or officer of the Association and/or by reason of his alleged acts or omissions as such director or officer, whether or not he continues to be such officer or director at the time when any such claim or liability is asserted, and shall reimburse each such director and officer for all legal and other expenses reasonably incurred by him in connection with defending any and all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Board of Directors, whether or not he continues to be such director or officer at the time such expenses are incurred; provided however, that no director or officer shall be indemnified against any claim or liability arising out of his own gross negligence or willful misconduct or shall be indemnified against or reimbursed for any expenses incurred in defending any or all such claims or liability or in settling the same unless in the judgment of the directors or the members of the Association the

director or officer should be reimbursed. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

ARTICLE VI. MEMBER MEETINGS

Section 1. All meetings of the members shall be held at the registered office of the Association, or at such other place as may be specified in the notice of the meeting.

Section 2. The general annual meeting of members for the election of directors and the transaction of other business shall take place on the second Tuesday in January in each year, or the first business day thereafter when such day is a legal holiday, beginning with the year following incorporation.

Section 3. Special meetings of the members of the Association may be called at any time by the President, or on the request in writing to the President, of a majority of the Board of Directors.

Section 4. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, shall be called by the President or Secretary at the request in writing of members owning twenty (20%) percent of the Lots in the Subdivision. Such request shall state the purpose or purposes of the proposed meeting.

Section 5. At any meeting of the members every member having the right to vote shall be entitled to vote in person, or by proxy as authorized by the provisions of the Louisiana Business Corporation Law.

Section 6. Written notice of the annual meeting or any special meeting of the members shall be mailed, postage prepaid, at least five (5) days before such meeting, to the address of each Lot in the Subdivision. The notice for any special meeting shall state the purpose of the meeting. All meetings of the members of the Association may, however, be called without notice, by a written waiver of the right to such notice by every person entitled thereto.

Section 7. Business transacted at all special meetings shall be confined to the objects stated in the call.

Section 8. At all meetings of members, the order of business shall be, as far as applicable and practicable, as follows:

(1) Organization;

(2) Proof of notice of meeting or of waivers thereof (the certificate of the Secretary of the Association, or the affidavit of any other person who mailed the notice or caused the same to be mailed, being proof of service of notice by mail);

(3) Submission by Secretary or by inspectors, if any shall have been elected or appointed, of list of members entitled to vote, present in person or by proxy;

(4) If an annual meeting, or a meeting called for that purpose, reading of unapproved minutes of preceding meetings, and action thereon;

(5) Reports;

(6) If at a meeting called for that purpose, the election of directors;

(7) Unfinished business;

(8) New business;

(9) Adjournment.

ARTICLE VII. MEMBERSHIP

Section 1. Membership Classes. Membership in the Association shall be divided into two (2) classes designated respectively as Class A and Class B.

Section 2. Class A. Class A shall be composed of the Owners of the Lots, excluding the Developer, in the Subdivision. Each such person shall be entitled to only one vote for each Lot owned. When more than one person or entity owns a Lot in the Subdivision, all such persons or entities shall be members and the vote for such Lot shall be exercised as they among themselves determine and designate in writing to the Association Secretary. When a legal entity owns a Lot, such Owner shall designate a natural person, in writing, to the Association Secretary to be the Member and only such designated person shall be entitled to vote for such Lot. In no event shall more than one (1) vote be cast with respect to any one Lot.

Section 3. Class B. Membership Class B shall be composed of the Developer. The Developer shall be a member of Class B until such time as the conditions for termination of the Developer's voting rights provided below. The Developer shall be entitled to appoint the initial members of the Board of Directors of the Association and the initial officers and to fill any vacancy on the Board and replace any resigned officer and take any other action requiring a simple majority vote of Members of the Association. This right will terminate upon the occurrence of either of the following, whichever occurs first:

(a.) Ten (10) years from incorporation of this Association, or

(b.) Completion of transfer of title to one-hundred (100 %) percent of the Lots in the Subdivision.

ARTICLE VIII.
DEVELOPER CONTROL

Section 1. Notwithstanding any provision herein to the contrary or in the Restrictions, the Developer shall retain control over management of the affairs of the Association. This retention of control shall be for the benefit of the Lot Owners and any Mortgagees of Record and for the purpose of insuring both a complete and orderly conversion and a timely sellout of the Subdivision Lots. This control shall terminate in accordance with the provisions contained herein regarding termination of the Developer's voting rights.

Section 2. After termination of the Developer's voting rights, as provided for herein, at the next regularly scheduled annual meeting of the members, or, if necessary, at a special meeting called in accordance with the provisions herein, an election shall be held for the purpose of electing a new Board of Directors and new officers in accordance with the provisions herein for such elections.

ARTICLE IX.
NON-LIABILITY OF DEVELOPER

Developer shall not be liable in any manner for any claims that may be asserted against an Owner or against the Association, except for such claims related to acts or obligations of the Developer.

ARTICLE X.
ASSESSMENTS

Section 1. All Lot Owners shall be obligated to pay an annual assessment imposed by the Association to meet the expenses required for upkeep of the Subdivision. A Member shall be deemed to be in good standing and entitled to vote at any annual or special meeting of Members, within the meaning of these by-laws, only if the Member is current in the assessments made or levied against the Lot owned by him.

Section 2. The board of directors may increase the annual assessment by not more than five (5%) percent above the annual assessment for the previous year. The annual assessment may be increased more than five (5%) percent by a vote of a majority of the members of the Association at a meeting duly called for this purpose. In addition to the annual assessments authorized above, the board of directors of the Association may levy a special assessment in such amounts as the board determines necessary to carry out the purposes for which the Association was organized.

Section 3. Any assessment not paid within thirty (30) days after the due date set by the Board of Directors shall bear interest from the due date at the lower of (i) twelve (12%) percent per annum; or (ii) the applicable lawful maximum rate. The Board of Directors of the Association may bring an action at law against the Owner personally obligated to pay the same, or to enforce the lien and privilege against the Lot, as provided for in the Restrictions. No

Owner may waive or otherwise escape liability for the assessment provided for herein by non-use of the servitudes or Common Areas of the Property or by abandonment of his Lot.

**ARTICLE XI.
CHECKS**

All checks, drafts and notes of the Association shall be signed by the President or the Treasurer, or by officers or other persons as the Board of Directors may from time to time delegate.

**ARTICLE XII.
AMENDMENTS**

Section 1. These by-laws may be altered or amended or repealed by the Association at a meeting duly constituted for such purpose and by a two-thirds (2/3) vote of the Owners of the Association in accordance with voting rights contained herein. In no event shall the by-laws be amended to conflict with the Restrictions. In the event of a conflict between the by-laws and the Restrictions, the Restrictions shall control.

Section 2. Notwithstanding the foregoing, Developer may amend, modify, supplement, or delete portions of these by-laws during the period Developer exercises voting control in accordance with these by-laws and take any other action necessary to carry out the purposes for which the Association was organized.

C E R T I F I C A T E

I certify that the foregoing by-laws were unanimously adopted by the Board of Directors of the Association on the 24 day of July, 2003.



Dwight Sandlin, Secretary

ATTEST:




Dwight Sandlin, President

MINUTES OF THE SPECIAL MEETING OF THE
INCORPORATOR OF
THE PARKS OF DUTCHTOWN HOMEOWNER'S ASSOCIATION, INC.

A special meeting of the incorporator of this Association was held on the 21 day of July, 2003. The sole incorporator was present.

The incorporator agreed that Dwight Sandlin, Clark Watson and Jonathan Belcher shall be initial directors of this Association and shall serve according to the terms and conditions of applicable statutes, the articles, and such by-laws as may be amended by this Association.



Dwight Sandlin, Incorporator