

UNITED STATES OF AMERICA
State of Louisiana



Jay Dardenne
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
a copy of Restated Articles of Incorporation of
PELICAN POINT GOLF COMMUNITY HOMEOWNER'S ASSOCIATION, INC.
Domiciled at GONZALES, LOUISIANA,
Was filed and recorded in this Office on August 27, 2008.

INSTRUMENT # 00707353
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*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 27, 2008

[Signature]
MSA 34602432N 36834141

Secretary of State



**RESTATEMENT OF ARTICLES OF INCORPORATION
OF
PELICAN POINT GOLF COMMUNITY HOMEOWNER'S ASSOCIATION, INC.**

STATE OF LOUISIANA

PARISH OF ASCENSION

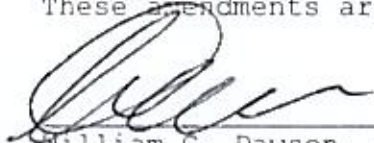
On this 26th day of August 2008, personally appeared before the undersigned Notary Public the undersigned subscriber of the full age of majority, who declared in the presence of the undersigned witnesses that he hereby restates the following Articles of Incorporation of Pelican Point Golf Community Homeowners Association, a non-profit corporation, pursuant to the provisions of Louisiana law, in particular the Louisiana Non-Profit Corporation Law, under and in accordance with the following Articles of Incorporation;

and That, This restatement accurately copies the articles and all amendments thereto in effect at the date of the restatement without substantive change except as made by any new amendment contained in the restatement, and indicate any such changes; and

That, each amendment has been effected in conformity with law; and

That, the original Date of Incorporation is Dec. 17, 1997; and

That, The Articles were duly amended by a vote of the membership at a General Meeting on August 19, 2008 by a vote of 88 for and 2 against. These amendments are incorporated in these restated Articles.




William C. Dawson, President

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.

NOTARY SEAL


Jay Dardenne
Secretary of State
Date: AUG 27 2008

ms


DeShae B. Gautreau, Notary Public
Parish of Ascension, State of Louisiana
Louisiana Notary ID #61977
My Commission Expires at Death

**Article I.
Name**

The name of this corporation shall be "Pelican Point Golf Community Homeowner's Association, Inc."

**Article II.
Non-Profit Corporation**

This corporation shall be a non-profit corporation.

**Article III.
Purposes**

This corporation is organized to provide for the operation and management of the common areas located within Pelican Point Golf Community Subdivision in Ascension Parish, Louisiana, and to provide for the maintenance, control, and preservation of the subdivision and to promote the health, safety and welfare of the owners and occupants of property within the subdivision pursuant to and in accordance with the powers and duties vested or to be vested in this corporation pursuant to the Act of Restrictions of Pelican Point Golf Community, Phase I, First, Second, Third and Fourth Filings recorded at COB 574, File No. 389023 of Ascension Parish, Louisiana, affecting the property therein described. This corporation shall be authorized to exercise and enjoy all of the powers, rights, and privileges granted to or conferred upon nonprofit corporations by the Louisiana Non-Profit Corporation Law. All of the powers of this corporation shall be subject to and shall be exercised in accordance with the provisions of the Act of Restrictions of Pelican Point Golf Community, Phase I, First, Second, Third and Fourth Filings as same may be modified from time to time.

**Article IV.
Duration**

The corporation shall enjoy perpetual corporate existence.

**Article V.
Location**

The location of the registered office of Pelican Point Golf Community Homeowner's Association, Inc. is 6473 Highway 44 Suite 203 Gonzales, LA 70737.

Article VI.
Membership

The qualification of Members, the manner of their admission and voting by Members shall be as follows:

- (a) This association shall be organized without any capital stock;
- (b) All Owners as defined in the Declaration shall be Members of the corporation and no other persons or entity shall be entitled to Membership;
- (c) Persons shall become Members of the corporation by the recording in the Conveyance Records of the Parish of Ascension, Louisiana, of a deed or other act of conveyance establishing a change of record title to a Lot or Dwelling (as defined in the Declaration) and the delivery to the corporation of a certified copy of such instrument, the new owner designated by such instrument thereby becoming a member of the corporation, and the Membership of the prior Owner with respect to such Lot or Dwelling shall at such time be terminated;
- (d) Members shall be entitled to one vote regardless of the number of lots owned; when more than one person holds recorded title to an interest in any lot, all such persons can be Members, but may only cast one vote with respect to matters requiring a vote of the Members.
- (e) In the event that property is owned by a partnership, corporation, or other business entity, then the business entity shall designate one person who will serve as the member representing and voting for the entity's interest.
- (f) The interest of any member in part of the funds and assets of the corporation cannot be conveyed, assigned, mortgaged, hypothecated, or transferred in any manner except as an incident to his ownership of a Lot or Dwelling;
- (g) Voting by the Members of the corporation shall be in accordance with the provisions of the Declaration as amended from time to time, and in accordance with the By-Laws of the corporation.

**Article VII.
Directors**

The Board of Directors shall consist of not less than three (3), Members. The exact number of directors, the procedure for election, their terms of office, qualifications, procedures for filling vacancies on the Board, procedures for removal of Directors, compensation and the powers and duties shall be established by the By-Laws of this corporation.

**Article VIII.
Initial Directors**

The names of the initial directors have been left out of this restatement per RS 12:S241

After the expiration of each directors' initial term, Members will vote to fill those directors' positions in a manner that will allow for the staggered election of directors so that one or more directors' positions (depending on the number of Directors at the time) are elected by a vote of the Members every year thereafter.

**Article IX.
Incorporator & Agent**

Douglas A. Diez is the original incorporator and subscriber of the Articles of Incorporation of this corporation at 6300 Championship Court, Gonzales, LA.

The Registered Agent is Stephanie Schexnaydre at 12320-3 LA HWY 44, Gonzales, LA 70737.

**Article X
By-Laws**

The By-Laws of the corporation shall be adopted by the first Board of Directors, the amendment, alteration or rescission shall be by the Board of Directors subject to the approval of not less than fifty-one (51%) percent of the voting Members present at a duly noticed regular or special meeting of the association.

**Article XI.
Amendments to Articles of Incorporation**

The Articles of Incorporation may be amended by the Members at a duly constituted meeting for such purpose, provided, however that no amendment shall take effect unless approved by a majority of the Members of the Board of Directors and by not less than 75% of the voting Members in attendance at a duly noticed regular or special meeting.

**Article XII.
Indemnification**

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer of the association, or any settlement thereof; whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.


**Article XIII.
Disposition of Assets Upon Dissolution**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction upon suitable proceedings brought exclusively for such purposes to such organization or organizations as the court shall determine which are organized and operated exclusively for such purposes.


This act has been signed in the City of Gonzales, Parish of Ascension, State of Louisiana, month, and year set forth above in the presence of the undersigned witnesses and Notary Public.

A True copy as Amended on August 19, 2008:

 08/22/08
Linda Roth, Secretary

 8/26/08
William C. Dawson, President

NOTARY SEAL

 8/26/08
DeShae B. Gautreau, Notary Public
Parish of Ascension, State of Louisiana
Louisiana Notary ID #61977
My Commission Expires at Death

Motions to adopt amendments to the Articles of Incorporation
at the August 19, 2008 General Meeting.

Amendment #1 to the Articles

Mr. President, proper notice having been given, the approval by the Board of Directors and by direction of the committee, I move the adoption of the following amendment to the Articles of Incorporation.

In **Article VII. Directors**, delete "nor more than six (6)".
If the motion is adopted the article will read, "The Board of Directors shall consist of not less than three (3) members. The exact number of directors, the procedure for election, their terms of office, qualifications, procedures for filling vacancies on the Board, procedures for removal of Directors, compensation and the powers and duties shall be established by the By-Laws of this corporation.

Amendment #2 to the Articles

Mr. President, I move the adoption of the following additional amendment to the Articles of Incorporation.

In **Article VIII Initial Directors**, delete "for two year terms".
If the motion is adopted, the sentence will read, "After the expiration of each directors' initial term, Members will vote to fill those directors' positions in a manner that will allow for the staggered election of directors so that one or more directors' positions (depending on the number of Directors at the time) are elected by a vote of the Members every year thereafter.

The above amendments to the Articles of Incorporation of Pelican Point Golf Community Homeowners Association (PPGC-HOA) were approved in accordance with Article XI (Amendments to the Articles of Incorporation). That is they were approved by the Board of Directors of this organization and were approved by at least 75% of the voting members at a duly noticed general meeting held on August 19, 2008. The amendments are true and certified by:

Jean Inggrassia

Mrs. Jean Inggrassia, Chairperson Governing Document Committee

Date: 08.22.2008

Linda Roth

Mrs. Linda Roth, Secretary PPGC-HOA

Date: 08/22/08

William C. Dawson

Mr. William C. Dawson, President PPGC-HOA

Date: 8/26/08

CORPORATE SEAL