

STATE OF LOUISIANA
SECRETARY OF STATE

W. FOX McKEITHEN
SECRETARY OF STATE

HELEN J. CUMBO
ADMINISTRATOR



COMMERCIAL DIVISION

Uniform Commercial Code

(225) 342-5542

Fax

(225) 342-7011

Administrative Services

(225) 925-4704

Fax

(225) 925-4726

Corporations

(225) 925-4704

Fax

(225) 922-0435

December 1, 2003

Bonnie Hebert
Grande Hills Estates
P.O. Box 395
Bush, LA 70431

34155831N
35600148

Ms. Hebert:

GRANDE HILLS ESTATES HOMEOWNERS ASSOCIATION, INC.

It has been a pleasure to approve and place on file your restatement. The appropriate evidence is attached for your files, and the original has been placed on file in this office.

Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

A handwritten signature in cursive script that reads "Helen J. Cumbo".

Helen J. Cumbo

KGO

UNITED STATES OF AMERICA
State of Louisiana



Box McKeithen
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

GRANDE HILLS ESTATES HOMEOWNERS ASSOCIATION, INC.

Domiciled at COVINGTON, LOUISIANA,

Was filed and recorded in this Office on November 26, 2003.

St. Tammany Parish 19
Instrmnt #: 140534
Registry #: 139538 L
01/06/2005 2:5:00 PM
MB CB MI XUCC

*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,
November 26, 2003*

Box McKeithen

KGO 34155831N 35600148

Secretary of State



RESTATED
ARTICLES OF INCORPORATION

OF

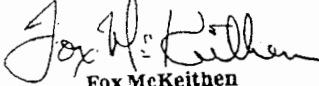
GRANDE HILLS ESTATES
HOMEOWNERS ASSOCIATION, INC.
(A Non-Profit Corporation)


UNITED STATES OF AMERICA

STATE OF LOUISIANA

PARISH OF ST. TAMMANY
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.


Fox McKeithen
Secretary of State

Date: NOV 26 2003 

ARTICLE I

Grande Hills Estates Homeowners Association, Inc., pursuant to the provisions of the Louisiana Non-Profit Corporations laws, hereby adopts the following Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE II

The Articles of Incorporation of the corporation are amended by these Restated Articles of Incorporation as follows:

Pursuant to the provisions of La. R.S. 12:241(A) of the Louisiana Non-Profit Corporation laws, the undersigned corporation hereby adopts the following restatement to its Articles of Incorporation which contains the following amendments: Provide the revised name and address for the registered agent of the corporation; provide the new physical address and post office address of the corporation's registered office; limit membership in the Association to owners of record of residential property located in the Grande Hills Estates Subdivision; clarify that any action of the corporation for which approval of the membership is required shall be approved by a majority of the votes cast at a regular or special meeting of the Association unless otherwise provided in these articles; provides the months for which annual meetings of the corporation's membership shall be held; and require any

actions taken with respect to immovable property belonging to the Association shall require a majority vote of the members to approve same.

ARTICLE III

Each Amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Louisiana Non-Profit Corporations laws and the prior Articles of Incorporation in effect for this entity. Such Restated Articles of Incorporation were duly adopted in the following manner: The Restated Articles of Incorporation as so amended were adopted by the Board of Managers at a meeting held on May 31, 2003, at which a quorum was present. The Restated Articles of Incorporation as so amended received a unanimous vote of the Board of Managers as required under by the prior Articles of Incorporation for such amendments. The undersigned corporation was incorporated pursuant to the Louisiana Non-profit Corporations laws on September 28, 1984, and the Restated Articles of Incorporation were hereby adopted by the corporation on May 31, 2003.

ARTICLE IV

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof, and amended as above set forth.

RESTATED ARTICLES OF INCORPORATION

The following are the Restated Articles of Incorporation for the previously organized non-profit corporation as defined in LSA R.S. 12:201(7) identified above:

ARTICLE I - NAME

The name of this non-profit corporation is Grande Hills Estates Homeowners Association, Inc. (A Non-Profit Corporation), hereinafter referred to as "Association" or "Corporation".

ARTICLE II - PURPOSE

The objects and purposes for which this Corporation is organized are the engagement in any lawful activity for which non-profit corporations may be formed under the Corporation Law of Louisiana.

The said Corporation shall possess all powers, rights, privileges, and immunities to which non-profit corporations are, or may hereafter be authorized to have and to possess, under the constitution and laws of the State of Louisiana, and particularly LSA R.S. 12:201 - 269. The Corporation shall have the power to vest in its Board of Managers all of its corporate powers, subject to such restrictions as may be named in these Articles of Incorporation. However, this Corporation is organized and shall be operated exclusively for the benefit of the property owners in Grande Hills Estates Subdivision, including for such purposes, but not exclusively:

1. To own, operate and maintain for the benefit of its members all portions of the property located in Grande Hills Estates Subdivision, if any, conveyed to the Association.
2. To obtain and maintain insurance and pay property taxes on any portion of the property owned by the Association.
3. Enforce and implement the provisions of the Deed Restrictions and Covenants and make assessments provided thereunder.

4. Establish an Architectural Committee in accordance with the Deed Restrictions and Covenants.
5. To appoint and remove members of the Architectural Committee as provided in the Act Creating Deed Restrictions and Covenants.

All as more fully set out in the Act Creating Deed Restrictions and Covenants duly recorded in St. Tammany Parish simultaneous herewith.

No part of the net earnings of the said Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE III - DURATION

This Corporation shall enjoy a perpetual corporate existence.

ARTICLE IV - REGISTERED AGENT

The full name and address of its registered agent is:

Robert Lorio, Esq.
Rabalais, Unland & Lorio
5100 Village Walk
Suite 300
Covington, LA 70433

ARTICLE V - REGISTERED OFFICE

The location and post office address of its registered office is:

5100 Village Walk
Suite 300
Covington, LA 70433

P. O. Box 395
Bush, LA 70431

ARTICLE VI - BASIS OF ORGANIZATION

This Corporation is to be organized on a non-stock basis.

ARTICLE VII - MEMBERSHIP

Membership shall be limited to owners of record of residential property located in Grande Hills Estates Subdivision. The owner of each and every lot therein shall automatically, upon becoming the Owner, be a member of the Association. An Owner shall remain a member until such time as his ownership for any reason ceases, at which time his membership in the Association will automatically cease. While ownership of a residential lot is the sole qualification for membership, it is not intended that persons, firms, or partnerships who hold an interest as a security for the performance of an obligation shall be considered as members. Membership shall be necessary to and may not be separated from ownership of any lot. Membership shall not be transferred, pledged, or alienated in any way except on the sale of such lot and then only to a purchaser, or by intestate succession, testamentary disposition, foreclosure of mortgage of record, or any other legal process. Any prohibited transfer is void and will not be reflected upon the records and books of the Association.

ARTICLE VIII - VOTING RIGHTS

The owner of each lot shall have a number of votes in the Homeowners Association equal to the number of acres contained within said lot. Any action of the Homeowners Association for which approval of the membership is required shall be approved by a

majority of the votes cast at a regular or special meeting of the Association unless otherwise provided in these Articles.

ARTICLE IX - MEETING OF THE MEMBERSHIP

At least one meeting of the general membership shall be held during each calendar year. Unless and until provided by the By-Laws, this meeting shall take place within the month of January in each year.

Members shall be entitled to written notice of the annual meeting at least ten (10) days prior thereto. Voting by written proxy is permissible.

ARTICLE X - MANAGERS

The Corporation shall have no fewer than two (2) nor more than five (5) managers. The number, qualifications, term of office, manner of electing and powers, duties of the managers, the time, place and manner of calling, giving notice of and conducting managers' meetings, and the number of managers which shall constitute a quorum shall be prescribed by the By-Laws.

The Board of Managers shall have all powers provided by Louisiana law and shall have specific authority to borrow money, purchase, sell, or lease movable property, encumber, or otherwise alienate any of the movable property belonging to the Corporation without obtaining the approval or a resolution, authorizing the same by the members of the Corporation as contradistinguished from the Board. Any such actions taken with respect to immovable property belonging to the Association shall require a majority vote of the members to approve same.

ARTICLE XI - BY-LAWS

The Board of Managers shall have the power to make, amend, and repeal By-Laws to govern this Corporation provided they are in accordance with and do not conflict with these Articles.

ARTICLE XII - INCORPORATORS

The name and address of the Incorporator of this Corporation is as follows:

Everett E. Revercomb, Jr.

ARTICLE XIII - INDEMNIFICATION

The Corporation may indemnify any officer, manager, employee, or agent of the Corporation against any civil, criminal administrative or investigative action brought or threatened to be brought against such officer, manager, employee, or agent, all as provided in LSA R.S. 12:227(A).

ARTICLE XIV - AMENDMENT OF ARTICLES

The Articles may be amended by the Board of Managers, or by a two-third (2/3) vote of the membership at any annual or special meeting where written notice is given at least ten (10) days prior to the meeting date to each member.

THUS DONE AND EXECUTED by the Secretary of the Corporation who certifies that the aforementioned Articles are a true and correct copy of the Restated Articles of Incorporation of the Grande Hills Estates Homeowners Association, Inc. as approved by the Board of Managers.

WITNESSES:

Bonnie Hebert

J. P. H.

Judy Coker
Secretary

ACKNOWLEDGMENT

State of Louisiana
Parish of St. Tammany

BEFORE ME, the undersigned authority personally came and appeared, Judy Coker, who being duly sworn acknowledges in my presence that she has executed the foregoing Restated Articles of Incorporation of Grande Hills Estates Homeowners Association, Inc. as her free act and deed.

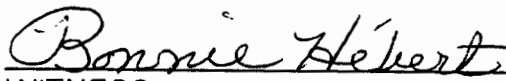
IN WITNESS WHEREOF, the said Appearer has executed this acknowledgment in my presence and in the presence of the undersigned competent witnesses on this 21 day of November 2003.



Judy Coker, Secretary



WITNESS



WITNESS



Notary Public