

STATE OF LOUISIANA
PARISH OF ORLEANS

**ARTICLES OF INCORPORATION
OF
FAIRWAY ESTATES HOMEOWNER'S ASSOCIATION, INC.**

BE IT KNOWN, that on January 3, 2000, before me, the undersigned Notary Public in and for the Parish and State aforesaid, personally came and appeared the undersigned parties of full age of majority whose signatures are subscribed who declare, in the presence of the undersigned competent witnesses that, availing themselves of the provisions of the Louisiana Nonprofit Corporation law, Louisiana R.S. 12:201-12:269 (1950 as amended), they do hereby organized a nonprofit corporation under and in accordance with these articles of incorporation as follows:

ARTICLE I

The name of this corporation is Fairway Estates Homeowner's Association, Inc. The taxpayer identification number of the Corporation is being applied for 72-1076119.

ARTICLE II

This corporation is organized to provide for the operation and management of the common areas located within the Fairway Estates Subdivision, in the Parish of Orleans, State of 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 the 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 Declaration of Covenants, Conditions and Restrictions recorded in the recorded of record in the Parish of Orleans, State of 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 non-profit corporations by the Louisiana Non-Profit Corporation Law. All of the powers of the corporation shall be subject to and shall be exercised in accordance with the applicable provisions of the Declaration of Covenants, conditions and Restrictions as same may be modified or amended from time to time.

ARTICLE III

The location of its registered office is 9820 Lake Forest Blvd., Suite "1" New Orleans, Louisiana 70127 and its post office address is the same shall be the home or

office of the current president. Presently, the location of the registered office is 11409 North St. Andrews Circle, New Orleans, Louisiana 70128.

ARTICLE IV

The corporation's registered agent for service of process shall be Lynn Yao, at 9820 Lake Forest Blvd., Suite "1" New Orleans, Louisiana 70127, the current president. Presently, the registered agent is Alicia Plummer, 11409 North St. Andrews Circle, New Orleans, Louisiana 70128.

ARTICLE V

This corporation shall be a non-profit corporation and shall have no capital stock. It shall be operated and maintained by such dues and contributions as the membership shall make and as the board of directors shall determine to be necessary or acceptable for the proper functioning of the corporation. Under no circumstances shall any of the net earnings or assets of the corporation inure to be distributed to the benefit of its members, directors, 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 in Article II hereof. The corporation shall neither participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The members of this corporation shall consist of all active participants of Home Owner's Association as detailed in the Restrictive Covenants, which membership shall be evidenced by entry of each member's name on the membership rolls of the corporation. Each member in good standing shall have one vote and all members shall have equal rights and privileges, provided, however, in no event shall there be more than one vote per member lot. Members may not vote by proxy.

ARTICLE VI

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, transfer all of the remaining assets of the corporation, consisting of the streets of the subdivision, on to the City of New Orleans, or any charitable

organization as deemed by the acting Board of Directors, essential of said organization to be qualified under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII

The management of this corporation shall be vested in a President, Vice President, Secretary, Treasurer/Financial Secretary, One At-Large Member and six Block Captains. These eleven members shall be elected directly by the membership and shall comprise the Board of Directors, ~~which shall consist of five members~~ Any member in good standing of the corporation is eligible to be elected. Each of the six Block Captain positions, however, shall be elected from individual streets in the subdivision (e.g., one member elected from North, South, West and East St. Andrews, Par Four, and Longview).

~~Elections shall be held bi-annually at the to be elected by the membership of the corporation at the annual meeting of the corporation. Members of the Board of Directors shall serve one two-year terms, but may serve successive terms. The Board of Directors shall elect a President, Secretary, and Treasurer from the Board's membership annually to serve until the next board shall be duly elected as herein provided. The first Board of Directors of this corporation and its first officers shall be those persons stated in Articles IX and X hereof and they shall serve until the first annual meeting to be held as set out herein.~~

ARTICLE VIII

The annual meeting of the voting members of the corporation shall be held ~~on the first Friday of the month of January, or in the event that date is a legal holiday, on the first available Friday thereafter which is not a legal holiday, no later than January 20 each year and at a reasonable time and location set by the President. The presence in person of twenty-five percent (25%) of the votes entitled to be cast at the meeting shall constitute a quorum.~~

ARTICLE IX

The names, addresses and terms of the original first Directors are as follows:

Name	Address	All terms: 2 years
Lynn Yao	9820 Lake Forest Blvd., Suite "I" New Orleans, LA 70127	
David Bourgeois	9820 Lake Forest Blvd., Suite "I" New Orleans, LA 70127	
Terry Bourgeois	9820 Lake Forest Blvd., Suite "I" New Orleans, LA 70127	

Deryle Bourgeois 9820 Lake Forest Blvd., Suite "I" New Orleans, LA 70127

Eugene Yao 9820 Lake Forest Blvd., Suite "I" New Orleans, LA 70127

ARTICLE X

The first officers of this corporation are:

Lynn Yao, President

David Bourgeois, Vice President

Terry Bourgeois, Secretary/Treasurer

The officers and directors of this corporation shall serve until their successors are elected in accordance with the provisions herein.

ARTICLE XI

The names and addresses of the Incorporators are as follows:

Name	Address
Lynn Yao	9820 Lake Forest Blvd., Suite "I" New Orleans, LA 70127
Dave Bourgeois	9820 Lake Forest Blvd., Suite "I" New Orleans, LA 70127
Terry Bourgeois	9820 Lake Forest Blvd., Suite "I" New Orleans, LA 70127

ARTICLE XII

The Incorporators, officers, and directors of this corporation claim the benefits of the limitation of liability of the provisions of La. R.S. 12:24C, to the fullest extent allowed by law as fully and completely as though said provisions were recited herein in full.

THUS DONE AND PASSED before me, in the City of Harvey, Parish of Jefferson, Louisiana on the day, month and year first above written, in the presence of the undersigned competent witnesses, after due reading of the whole.

WITNESSES:

OFFICERS:

PRESIDENT

VICE-PRESIDENT

NOTARY PUBLIC