

*As Secretary of State of the State of Louisiana, I do hereby Certify that*

a copy of the Articles of Incorporation of

**TERRE SAINTE HOMEOWNERS ASSOCIATION, INC.**

Domiciled at LAKE CHARLES, LOUISIANA,

Was filed and recorded in this Office on March 15, 2016,

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.

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,

March 15, 2016

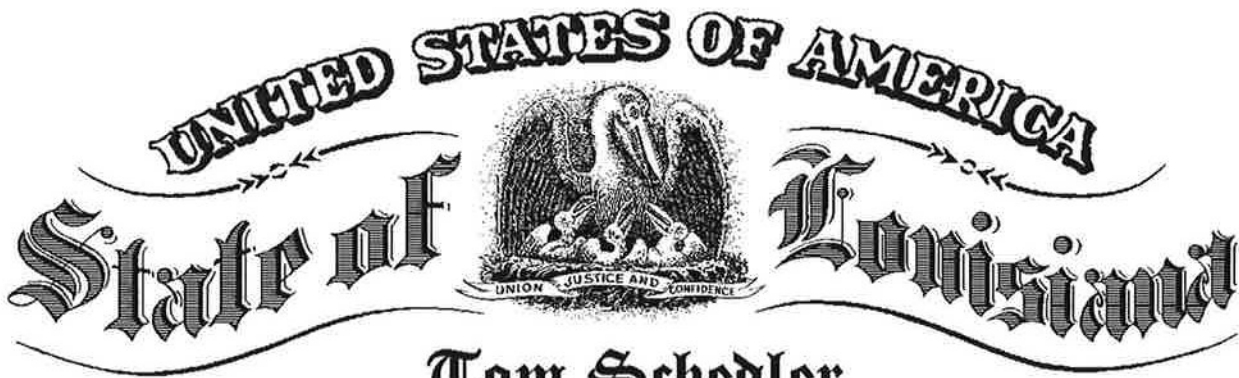
*Secretary of State*

SC 42184214N



Certificate ID: 10690694#Q8Q83

To validate this certificate, visit the following web site, go to **Business Services, Search for Louisiana Business Filings, Validate a Certificate**, then follow the instructions displayed.  
**[www.sos.la.gov](http://www.sos.la.gov)**



**Tom Schedler**  
SECRETARY OF STATE

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UNITED STATES OF AMERICA

State of Louisiana

Tom Schedler

SECRETARY OF STATE

*As Secretary of State of the State of Louisiana, I do hereby Certify that*  
the attached document(s) of

**TERRE SAINT HOMEOWNERS ASSOCIATION, INC.**

are true and correct and are filed in the Louisiana Secretary of State's Office.  
Original Filing 03/15/2016 7 pages

In testimony whereof, I have hereunto set my  
hand and caused the Seal of my Office to be  
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*Secretary of State*

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EXHIBIT B

ARTICLES OF INCORPORATION OF THE ASSOCIATION

ARTICLES OF INCORPORATION  
OF  
TERRE SAINTE HOMEOWNERS ASSOCIATION, INC.

BE IT KNOWN, that on this 13<sup>th</sup> day of January, 2016, before the undersigned Notary Public, personally came and appeared Troy L. Stine, a resident of lawful age of Calcasieu Parish, Louisiana, who declared before me, in the presence of the undersigned competent witnesses, that, availing himself of the laws of the State of Louisiana relating to non-profit corporations (La. R.S. 12:201 *et seq.*) (the "Act") does hereby organize a non-profit corporation pursuant thereto and to these Articles.

ARTICLE I  
NAME

The name of the corporation shall be **Terre Sainte Homeowners Association, Inc.**

ARTICLE II  
DEFINITIONS

As used in these Articles of Incorporation, hereinafter referred to as the "Articles", unless the context requires otherwise, the following capitalized terms shall have the following meanings:

- A. "Association" means the non-profit corporation created by these Articles.
- B. "Terre Sainte" means the traditional neighborhood development established by the Declaration (defined herein).
- C. "Property" means the immovable property described or designated as Commons in the Declaration, and the buildings and other improvements now or hereafter constructed thereon all of which are subject to the terms and provisions of the Declaration, and all rights, ways, appurtenances, servitudes and other rights attaching or pertaining thereto.
- D. "Declaration" means that instrument entitled "Declaration of Covenants, Conditions, Restrictions and Servitudes for Terre Sainte", executed in conformity with the provisions of applicable law to be recorded in the Office of the Clerk and Recorder of Conveyances of Calcasieu Parish, Louisiana. These Articles are attached as Exhibit "B" to the Declaration.
- E. "Declarant" means Terre Sainte, LLC, a Louisiana limited liability company, and its successors and assigns; provided, however, that no such assignment shall make any assignee the "Declarant" for purposes hereof unless such assignment is an assignment of all of Declarant's rights hereunder and is exclusive, and the assignee assumes all of the obligations of Declarant under the Declaration from and after the date of the assignment.
- F. "Member" means an Owner who, by virtue of these Articles and his status as Owner, is a member of the Association.
- G. "Owner" means the owner(s) of record title to a Residential Lot, as defined in the Declaration.

All other words or phrases used herein shall have the meanings given to them in the Declaration. As used herein, reference to the masculine gender shall include the feminine gender, and reference to the singular shall include the plural, and vice versa, unless the context clearly requires otherwise.

ARTICLE III  
PURPOSE

The Association is organized pursuant to the Act, for the purpose of operating and managing the Property for the use and benefit of the Owners. The Association is organized as a non-profit corporation and shall make no distribution of income to its members, directors or officers.

ARTICLE IV  
DURATION

The Association shall enjoy perpetual existence unless and until the Declaration is terminated in accordance therewith.

(B0960226.4)

Exhibit B  
Declaration of Covenants, Conditions, Restrictions and Servitudes - Terre Sainte

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**ARTICLE V  
POWERS**

The powers of the Association shall include the following:

- A. To operate and manage the Property that is designated Commons in the Declaration for the use and benefit of the Owners.
- B. To carry out all the powers and duties vested in it pursuant to the Declaration affecting the Property.
- C. To exercise and enjoy all of the powers, rights and privileges granted to or conferred upon non-profit corporations by the Act.
- D. To exercise and enjoy all of the powers and duties reasonable and necessary to operate the Property as set forth in the Declaration, as it may be amended from time to time, including but not limited to the following:
  1. To adopt and amend bylaws and rules and regulations;
  2. To adopt and amend budgets for revenues, expenditures and reserves and make and collect assessments as provided in the Declaration, including for Assessments from Owners;
  3. To hire and terminate managing agents and other employees, agents and independent contractors;
  4. To institute, defend or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more Owners on matters affecting the Property;
  5. To make contracts and incur liabilities;
  6. To regulate the use, maintenance, repair, replacement and modification of Commons;
  7. To cause additional improvements to be made as a part of the Commons;
  8. To acquire, hold, encumber and convey in its own name any right, title or interest to real or personal property;
  9. To grant servitudes, leases, licenses, and concessions through or over the Commons;
  10. To impose and receive any payments, fees or charges for the use, rental or operation of the Commons;
  11. To impose charges for late payment of Assessments and, after notice and an opportunity to be heard, to levy reasonable fines for violations of the Declaration, Bylaws, and Rules and Regulations of the Association and, when the violation is a failure to pay for services, to interrupt those services until the violation has ceased;
  12. To impose reasonable charges for the preparation and recordation of amendments to the Declaration, certificates of resale or statements of unpaid Assessments;
  13. To provide for the indemnification of its officers and executive board and maintain directors' and officers' liability insurance;
  14. To enter into management agreements for the operation and administration of Terre Sainte, and to manage the Property;
  15. To exercise all other powers that may be exercised in this state by legal entities of the same type as the Association; and
  16. To exercise any other powers necessary and proper for the governance and operation of the Association.

The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

**ARTICLE VI  
MEMBERSHIP**

The qualification of Members, manner of admission, and voting rights shall be as follows:

The Association is organized on a non-stock basis.

**Membership Classes:** The Association shall have two classes of members:

**Class "A"** Members shall consist exclusively of all Owners of Residential Lots and units in Terre Sainte, and no other person or other entity shall be entitled to Class "A" membership.

The Class "B" Member shall consist exclusively of the Declarant, and no other person or other entity shall be entitled to Class "B" membership.

After the Declaration has been recorded, a change in membership of the Association shall be established by recording in the Conveyance Records of the Clerk and Recorder of East Baton Rouge Parish, Louisiana, a sale or other instrument establishing record title to a Lot and the delivery to the Association of a certified copy of such instrument. The Owner designated by such instrument shall thereby become a Member and the membership of the prior Owner shall thereby be terminated.

The interest of any Member in the Association and the shares of a Member in the funds and assets of the Association and membership voting rights cannot be assigned, alienated, sold, transferred, mortgaged, pledged, pawned, hypothecated, encumbered or conveyed in any manner except as an appurtenance to his Lot or unit.

**Voting Rights:** The voting rights of the two classes are as follows:

For so long as there is a Class B Member, only the Class B Member shall have any voting rights in the Association.

Upon termination of the Class B Membership, Class A members who are Residential Owners shall be entitled to one vote for each Lot owned in Terre Sainte. When more than one person holds an interest in any Lot, all such persons shall be members, but the vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot. Corporations, limited liability companies, partnerships and other entities shall notify the Association of the natural person who shall be considered a member of the Association for the purpose of exercising its vote; such entities shall provide such evidence of appointment and authority as the Board of Directors of the Association may require. In the event the Association agrees to assess two (2) Lots, or parts of Lots, as a single Lot as authorized under the Declaration, the Owner(s) of such Lots or portions of Lots, shall have only one (1) vote, with respect to such Lots or parts of Lots.

The Class B membership shall cease and be converted to Class A membership after the first to occur of the following:

- a) ten (10) years after the date on which the last Lot within Terre Sainte that is owned by Declarant or any of its affiliates is sold to a third party purchaser; or
- b) the date as of which the Class B member elects in writing to become a Class A member.

**ARTICLE VII  
BOARD OF DIRECTORS**

The affairs of the Association shall be governed by a Board of Directors, whose number, qualification, powers, duties and term of office shall be set forth in the Bylaws. All of the powers and duties of the Association existing under the Act, the Declaration, the Articles and the Bylaws shall be exercised exclusively by the Board of Directors.

The names and addresses of the initial members of the Board of Directors, who shall hold office until their successors are elected and qualified in accordance with the provisions of the Bylaws, or until removed, are as follows:

**Name:**

**Address:**

Troy L Stine

2003 Charvais Dr., Lake Charles, LA 70601

Gary C. Stine

909 Lilliput Ln., Sulphur, LA 70663

Ronald W. LeBlanc

1255 Staci Ln., Sulphur, LA 70665

## ARTICLE VIII OFFICERS

The Officers of the Association shall be selected by the Board of Directors in the manner provided for in the Bylaws. The Officers shall consist of a President, Secretary and Treasurer and any other officer that the Board of Directors may deem necessary. The powers, duties and term of office of the Officers shall be set forth in the Bylaws.

The names and addresses of the initial Officers, who shall hold office until their successors are selected in accordance with the provisions of the Bylaws, or until removed, are as follows:

<u>Name:</u>	<u>Title:</u>
Troy L. Stine	President
Angie L. Stine	Secretary 2003 Charvais Dr, Lake Charles LA 70601
Kathryn C. Carpenter	Treasurer 2003 Charvais Dr, Lake Charles LA 70601

## ARTICLE IX INCORPORATOR

The name and address of the incorporator of the Association is: Troy Stine  
2003 Charvais Dr  
Lake Charles LA 70601

## ARTICLE X REGISTERED OFFICE AND AGENT

The registered office of the Association shall be located at 130 W. Broad St., Lake Charles, LA 70601. The registered agent upon whom service of process may be effected for the Association shall be Troy Stine. The registered agent's address is 130 W Broad Street, Lake Charles, LA 70629. The registered agent's acknowledgement and acceptance of such designation is attached hereto.

## ARTICLE XI BYLAWS

The Association shall be governed by the Bylaws. The Bylaws shall be adopted by the initial Board of Directors. The amendment, alteration or rescission of the Bylaws shall be by vote of not less than seventy-five percent (75%) of the Board of Directors.

## ARTICLE XII AMENDMENT TO ARTICLES OF INCORPORATION

A. The Articles may be amended by the vote of Members representing not less than seventy-five (75%) of the total number of votes present at the annual meeting or at any special meeting called for that purpose; provided, however, that no amendment shall take effect unless approved by a majority of the members of the Board of Directors. Notice of the subject matter on any proposed amendment shall be included in the notice of any meeting at which a proposed amendment will be considered.

B. No amendment to the Articles which in any way changes or modifies the voting rights of any Members, or which in any way modifies the percentage of the assessment to be levied against any Member for the operation and maintenance of the Property may be made without the written approval of one hundred percent (100%) of the Members.

C. No amendment to the Articles shall be effective until it has been recorded with the Secretary of State of the State of Louisiana and a certified copy in the Conveyance Records of the Office of the Clerk and Recorder of Calcasieu Parish, Louisiana.

## ARTICLE XIII ASSESSMENTS AND FUNDS

A. All Assessments paid by the Owners for the maintenance and operation of the Property shall be utilized by the Association to pay for the costs of maintaining and operating the Property. The Association shall have no interest in any funds received by it through assessments from the Owners except to the extent necessary to carry out the powers vested in it for the benefit of the Owners and the Property.

B. The Association shall make no distribution of income to its Members, directors, or officers, and shall be conducted as a non-profit corporation.

C. Any funds held by the Association from its receipts, over and above the budgeted expenses shall be held for the use and benefit of the Members in proportion to the percentage of their

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Exhibit B  
Declaration of Covenants, Conditions, Restrictions and Servitudes - Terre Sainte

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obligation to pay Assessments of the Property, and may be handled or distributed as the Board of Directors in its sole discretion determines.

D. Upon termination of the Declaration and dissolution or final liquidation of this Association, any distribution to the Members, in accordance with the provisions of this Article and the Declaration, shall not constitute or be deemed to be a dividend or distribution of income.

#### ARTICLE XIV INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred 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 expense is incurred, except in such cases wherein the director or officer is adjudged guilty of willful misconduct or misconduct in the performance of his duties to the Association; 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 interests of the Association. This right of indemnification shall be in addition to and not exclusive of any and all other rights to which such director or officer may be entitled.



THUS DONE AND PASSED, before me and in the presence of the undersigned competent witnesses, at Lake Charles, Louisiana, on the date and year first above written, after due reading of the whole.

WITNESSES:

Phyllis Lott  
Name: Phyllis Lott

Tina Van Winkle  
Name: Tina Van Winkle

INCORPORATOR:

[Signature]

Virginia C. Damerell  
NOTARY PUBLIC

Printed Name of Notary Public: \_\_\_\_\_  
Notary Public or Bar Roll No. \_\_\_\_\_  
My Commission expires on \_\_\_\_\_



OFFICIAL SEAL

VIRGINIA C. DAMERELL  
Notary Public No 66594  
State of Louisiana  
Parish of Calcasieu  
My Commission Is For Life

**ACKNOWLEDGMENT**

STATE OF LOUISIANA

PARISH OF

BEFORE ME, the undersigned Notary Public, in and for the Parish of Calcasieu, Louisiana, on this 13th day of January, 2018, personally came and appeared, TRUSTINE, who declared and acknowledged in the presence of the undersigned competent witnesses, that he is the person who is designated in the foregoing instrument as the registered agent of the Association, that his signature hereof is his own true and genuine signature and that he accepted such designation of his own free will and accord, and for the uses, purposes and consideration therein expressed.

THUS DONE AND PASSED on the day and year first above written, in the presence of the undersigned Notary and witnesses, who have hereunto subscribed their names, together with said appearer after due reading of the whole.

WITNESSES:

Phyllis Lott  
Name: Phyllis Lott  
Rina Van Winkle  
Name: Rina Van Winkle

REGISTERED AGENT:

TRUSTINE

Virginia C. Damrell  
NOTARY PUBLIC

Printed Name of Notary Public: \_\_\_\_\_  
Notary Public or Bar Roll No. \_\_\_\_\_  
My Commission expires on VIRGINIA C. DAMRELL



NOTARY SEAL

Notary Public No 66594  
State of Louisiana  
Parish of Calcasieu  
My Commission is For Life