



**Tom Schedler**  
SECRETARY OF STATE

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

the attached document(s) of

**OLD JEFFERSON CROSSING HOMEOWNERS ASSOCIATION, INC.**

are true and correct and are filed in the Louisiana Secretary of State's Office.

34782817N ORIGF 4/29/1999 10 page(s)

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 5, 2012

*Secretary of State*

AG 34782817N



Certificate ID: 10321958#MVM73

To validate this certificate, visit the following web site, go to **Commercial Division, Certificate Validation**, then follow the instructions displayed.

[www.sos.louisiana.gov](http://www.sos.louisiana.gov)

**ARTICLES OF INCORPORATION  
OF  
OLD JEFFERSON CROSSING HOMEOWNERS ASSOCIATION, INC.**

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN, that on this 21<sup>st</sup> day of April, 1999, before me, the undersigned Notary Public, duly commissioned and qualified in and for the Parish of East Baton Rouge, State of Louisiana, and in the presence of the undersigned competent witnesses personally came and appeared:

**JEFFREY WAYNE MARTIN**, a resident of lawful age of East Baton Rouge Parish, Louisiana,

who declared that availing himself of the benefits of the provisions of the Constitution of the State of Louisiana and the laws of the State relative to the organization of a non-profit corporation and particularly of the provisions of R.S. 12:201-269, inclusive, he does by these presents form and organize himself, as well as all other persons who may hereafter join or become associated with him or his successors, into a non-profit corporation ("the corporation") for the objects and purposes and under the covenants, stipulations and agreements following, to-wit:

**ARTICLE I**

**NAME AND POWERS**

The name of the corporation shall be **OLD JEFFERSON CROSSING HOMEOWNERS ASSOCIATION, INC.**, and it generally shall possess all the powers, rights, privileges, capacities, and immunities which non-profit corporations are authorized, and may hereafter be authorized, to possess under the Constitution and laws of this state, and particularly under Title 12, Section 201, et seq., of the Louisiana Revised Statutes.

## ARTICLE II

### NON-STOCK AND NON-PROFIT

A. This corporation is organized on a non-stock, non-profit basis and is irrevocably dedicated to the general purposes stated in Article IV of these Articles of Incorporation.

B. No part of the net earnings of the corporation shall inure to the benefit of any member, board member, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in pursuit of one or more of its purposes).

C. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation may not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

D. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on the undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws or regulations.

E. The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws or regulations.

F. The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws or regulations.

## ARTICLE III

### DOMICILE

The domicile of this corporation shall be at 17454 Benjamins Walk, Baton Rouge, Louisiana 70817, and the location and post office address of its registered office shall be the same.

## ARTICLE IV

### PURPOSE AND POWERS

This corporation is organized primarily for the following purposes:

A. Performing all of the duties and obligations imposed in that certain Act of Restrictions for Old Jefferson Crossing, together with all amendments thereto (hereinafter called "the Restrictions") executed by the developers of Old Jefferson Crossing, which contains Lots Number 1 through 130, inclusive, and which property ("the subdivision") is shown on a map entitled "Final Plat of Old Jefferson Crossing, First Filing and Second Filing, recorded respectively, as Original 145, Bundle 10528, Original 444, Bundle 10681 official records of the Clerk and Recorder for East Baton Rouge Parish, Louisiana.

B. Providing generally for the management and maintenance of the landscape, private fence servitudes and landscape areas located in the subdivision;

C. Exercising certain rights and powers and performing certain obligations relating to the individual lots in the subdivision together with improvements thereon, including the homes, and as enumerated in the Restrictions; and

D. Except as limited in these Articles, perform any and all acts and things that a non-profit corporation is empowered to do under Louisiana law, which may be necessary, convenient, or desirable in the administration of its affairs.

The corporation shall not mortgage, pledge or hypothecate any or all of its movable or immovable property as security for money borrowed or debts incurred except with the consent of two-thirds (2/3) of its members.

## **ARTICLE V**

### **OFFICERS**

The officers of this corporation shall consist of a President who shall be a member of the Board of Directors, a Secretary and a Treasurer and such other officers as the directors may elect or appoint. Any two or more offices may be held by the same person, except the office of President and Secretary. The President, the Secretary, and the Treasurer are to be elected annually by the Board of Directors and shall serve one year or until their successors are duly elected and installed.

## **ARTICLE VI**

### **MEMBERSHIP**

The record owner (whether an individual or other legal entity) of a lot in the subdivision shall be a member of the corporation. Ownership shall be established by the recordation in the public records of East Baton Rouge Parish, State of Louisiana, of an instrument conveying ownership of a lot in the subdivision and the receipt by the corporation of a certified copy thereof. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot in the subdivision. When more than one person owns an interest in a lot in the subdivision or when a corporate, partnership or other legal entity owns a lot in the subdivision, no more than two adults may be designated as authorized to enjoy the full benefits of membership (although each owner shall be a member whether designated as authorized to enjoy full benefits of membership or not).

## **ARTICLE VII**

### **VOTING RIGHTS**

One vote in all matters considered by the corporation shall be allocated to each lot in the subdivision. When more than one person is the owner of a lot in the subdivision all such persons shall be members of the corporation, and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one lot in the subdivision. An owner, including the incorporator, owning more than one lot in the subdivision shall be entitled to one vote for each lot owned. In the event of resubdivision of one or more lots in the subdivision, the vote for each original lot as shown on the original recorded final plat shall be attributed to the owner of the resubdivided lot containing the most square footage of the original

lot. In no event shall the number of votes entitled to be cast exceed the number of lots shown on the original recorded final plats of the subdivision.

## **ARTICLE VIII**

### **MEMBERSHIP MEETINGS**

Annual meetings of the members of the corporation shall be held for the purpose of electing a Board of Directors for the corporation, which directors shall also serve on the Council, as set forth in the Restrictions. Other matters which may be considered at such annual meetings and the time and place of such annual meeting shall be determined in accordance with the By-Laws. Special meetings of the corporation may be called in accordance with the By-Laws.

## **ARTICLE IX**

### **POWERS AND MANAGEMENT**

The powers and management of the corporation shall be vested in, and exercised by, a Board of Directors of three (3) members. The three (3) directors shall serve on the Council, as set forth in the By-Laws and the Restrictions.

The time and place for regular or special meetings of the Board of Directors shall be determined in accordance with the By-Laws.

Any vacancy occurring among the directors of this corporation by death, resignation or otherwise, shall be filled by election for the unexpired term, at the next regular or special meeting of the Board of Directors.

Failure to elect directors annually shall not dissolve this corporation nor impair its corporate existence or management, but the directors then in office shall remain in office until their successors shall have been duly elected and installed.

A majority of the directors shall constitute a quorum, and a quorum shall be necessary to consider any question that may come before any meeting of the Board of Directors. If a quorum is not present at a duly assembled meeting, a majority of those present may adjourn the meeting from time to time, but may not transact any other business until a quorum is secured. A quorum being present, the affirmative vote of a majority of the directors present shall be necessary to decide any questions.

The Board of Directors shall have the power to make, alter, and annul such By-Laws, rules or regulations for the government of the affairs of this corporation as it may deem proper.

#### **ARTICLE X**

##### **REGISTERED AGENT**

The name and address of the corporation's registered agent is as follows:

Jeffrey Wayne Martin  
17454 Benjamins Walk  
Baton Rouge, LA 70817

#### **ARTICLE XI**

##### **STOCK CLASSIFICATION**

The corporation is to be organized on a non-stock basis. The subscriber to these Articles of Incorporation ("the incorporator") shall be the first member of this corporation. Other members may join at any time, subsequent to the purchase of a lot or lots in the subdivision. The fiscal year of this corporation shall be from the 1st day of January in each year until the 31st day of December in the same year (i.e., the calendar year); and each member shall pay an annual assessment as provided for in the Restrictions. Each member of this corporation, upon payment of the assessment as set forth above, shall be entitled to a Certificate of Membership, signed by the President and Secretary, for the fiscal year for which such assessment is paid. If no assessment has been authorized by the membership, then the only requirement for membership is the ownership of a lot in the subdivision, and receipt by the corporation of a certified copy of the act conveying ownership. After a lapse of thirty (30) days after receipt of the required certified copy, payment of any assessments, penalties, fines, or other levies against the purchased lot and a written membership certificate request, a Certificate of Membership shall be made and forwarded to the member. Failure of the member to receive said certificate shall in no way bar the member's active participation in the business of the corporation and it is specifically authorized that the member may vote and take part in the corporation activities thirty (30) days after receipt of the required certified copy evidencing ownership and payment of any assessments, penalties, fines, or other levies against the purchased lot.

#### **ARTICLE XII**

##### **INCORPORATOR**

The name and post office address of the incorporator is as follows:

---

**Jeffrey Wayne Martin  
17454 Benjamins Walk  
Baton Rouge, Louisiana 70817**

The signing of these Articles of Incorporation by the said incorporator shall act as his enrollment to membership in this corporation.

**ARTICLE XIII**

**BOARD OF DIRECTORS**

The names and addresses of the first Board of Directors are as follows:

1. Arlen Blackwell  
17325 Benjamins Walk  
Baton Rouge, LA 70817
2. Jeffrey Wayne Martin  
17454 Benjamins Walker  
Baton Rouge, LA 70817
3. Kimberly Daugherty  
17532 Kaitlyn Drive  
Baton Rouge, LA 70817

This Board shall serve until the first annual meeting of the membership of the corporation or until their successors are elected and qualified.

**ARTICLE XIV**

**NOTICES TO HOLDERS OF MORTGAGES**

The corporation shall give to each institutional holder of a first mortgage on a lot in the subdivision which has made a request therefor, identified by lot and filing number, a thirty-day written notice of intent to (a) abandon or terminate the performance of its duties and obligations under the Restrictions which affect the lot for which notice has been requested; (b) materially amend these Articles of Incorporation or the By-Laws of the corporation; or (c) to change from professional management to self-management of any property managed by the corporation or vice versa.



## **ARTICLE XV**

### **INDEMNIFICATION**

Each director and each officer of the corporation and each member of the Council established by the Restrictions ("the Council") shall be indemnified by the corporation against all liabilities and expenses, including counsel fees, reasonably incurred or imposed on 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 an officer or director of the corporation or a member of the Council at the time such expenses are incurred, unless the officer or director or member of the Council is adjudged guilty of willful malfeasance or misfeasance in the performance of his duties. In the case of a settlement, the indemnification provided for herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the corporation's and the Council's best interests. The above described right of indemnification shall not be exclusive of all other rights to which such officer or director or member of the Council may be entitled but shall be in addition to such other rights.

## **ARTICLE XVI**

### **DISSOLUTION**

The corporation may be dissolved with the consent given in writing and signed by not less than three-fourths (3/4) of the members. Upon dissolution of the corporation, other than as incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to these for which the corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, trust, or other organization to be devoted to such similar purposes.

## **ARTICLE XVII**

### **AMENDMENTS TO ARTICLES OF INCORPORATION**

These articles may be amended at a general membership meeting held pursuant to a special ten-day notice of the amendments to be proposed. Either the Board of Directors or the members of the corporation may originate a proposed amendment. The requirements of a general membership meeting to change these Articles may be waived in writing by three-fourths (3/4) of the members of this corporation.

An amendment shall not be effective until it has received the approval of not less than two-thirds (2/3) of the entire membership of the Board of Directors and not less than three-fourths (3/4) of the entire membership of the corporation. No amendment, modification, supplement or deletion shall be effective if it violates any of the provisions of the Declaration.

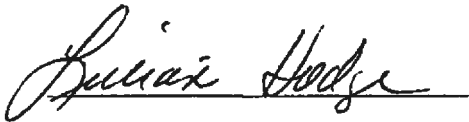
**ARTICLE XVIII**

**LIMITS OF LIABILITY**

No member of the corporation shall ever be held liable or responsible for contracts, debts, or defaults of the corporation (excepting assessments, charges, and fines provided for in the Restrictions) nor shall any mere informality in organization have the effect of rendering these Articles of Incorporation null and void or of exposing the members to any liability other than that above provided.

**THUS DONE AND PASSED** in Baton Rouge, Louisiana, on the date first above written, in the presence of the undersigned competent witnesses and me, Notary, after a due reading of the whole.

WITNESSES:

  
\_\_\_\_\_

  
\_\_\_\_\_

  
\_\_\_\_\_

Jeremy Wayne Martin

  
\_\_\_\_\_  
NOTARY PUBLIC

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT  
DESIGNATED REGISTERED AGENT**

Corporations Department  
Office of the Secretary of State  
State of Louisiana

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

On this 21<sup>st</sup> day of April, 1999, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared JEFFREY WAYNE MARTIN, a citizen of the State of Louisiana who resides in Louisiana, whose address is 17454 Benjamins Walk, Baton Rouge, LA 70817, who is to me known to be the person, and who, being duly sworn, acknowledged to me that he does hereby accept appointment as the registered Agent of OLD JEFFERSON CROSSING HOMEOWNERS ASSOCIATION, INC.

  
\_\_\_\_\_  
JEFFREY WAYNE MARTIN  
REGISTERED AGENT

Subscribed and sworn to before  
me on the day, month, and year  
first above set forth

  
\_\_\_\_\_  
Notary Public