

**CHARTER OF LAKE TERRACE
PROPERTY OWNERS ASSOCIATION, INC.**

Original charter passed before Falvey J. Fox, N.P., October 22, 1956, recorded in M.O.B. 1906, folio 598, Parish of Orleans. Articles III, IV, V, VI, VII, and X. Amended by Act. before Jackson P. McNeely, N.P., November 7, 1958, recorded in M.O.B. 1948, folio 123, Parish of Orleans.

ARTICLE I

NAME AND POWERS

The name of this corporation is and shall be: LAKE TERRACE PROPERTY OWNERS ASSOCIATION, INC., and under that name it shall have and enjoy all the rights, privileges, advantages and immunities granted by law to such corporations, and under and by said name, unless sooner dissolved in accordance with law and this charter, it shall exist and continue, and shall have and enjoy corporate existence and succession for a period of ninety-nine (99) years from and after the date of this act. It shall be capable to purchase and acquire by any means whatsoever and to sell, alienate, dispose of, convey, lease, pledge, pawn, hypothecate, encumber or mortgage property of any kind, whether real, personal or mixed, corporeal or incorporeal; movable or immovable, all subject to such limitations as may be prescribed by law, and the objects and purposes for which this corporation is formed. It may make, issue and endorse bonds or notes and other evidence of debt. It shall have full power and authority to make, have and use a common seal with such device and inscription as it shall deem proper, and the same to break, alter, and amend at its pleasure; and by the name, style and title by it provided and declared aforesaid, it shall be capable in law or in equity or otherwise to sue and be sued, and shall be authorized and empowered to make rules, by-laws and ordinances, and to do everything needful for its good government and support not repugnant to the constitution of the United States, to the Constitution and Laws of the State of Louisiana, or of the Constitution and Laws of any other State in which it may do business; and this corporation generally shall possess all powers, rights, privileges and immunities which non-trading corporations are and may hereafter be authorized and entitled to possess under the Constitution and Laws of this State, and particularly under Louisiana Revised Statutes (1950), Title 12, Sections f01-155, as amended.

ARTICLE II

PURPOSES

The objects and purposes for which this corporation is formed are hereby declared to be:

1. To promote, cultivate and develop a spirit of cooperation and mutuality among its members and others interested in the good and orderly development of Lake Terrace Subdivision, as hereinafter defined in Article V.
2. To maintain and strictly enforce the restrictions applicable to said subdivision, whenever possible.
3. To foster and protect by any means at its command, the property rights and general welfare, individually and collectively, of its members.
4. To promote and encourage high standards of residential development and maintenance and to discourage any offensive or obnoxious activity or misuse of property within said subdivision.
5. To hold meetings and social gathering at stated periods whereby the members may meet one another in a body and where, by the interchange of views, they may be mutually benefited, their

general welfare promoted and protected and whereby other problems of mutual interest may be discussed, and generally to promote social enjoyment, community welfare and consolidated action of the membership.

6. To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof; Provided, the same be not consistent with the laws under which this corporation is organized.

ARTICLE III

COMICILE, REGISTERED OFFICE

AND REGISTERED AGENTS

The domicile of this corporation shall be the City of New Orleans, Parish of Orleans, State of Louisiana. The locations and post office of the registered office shall be 6528 Pratt Drive, New Orleans, Louisiana 70122. The full name and post office addresses of its registered agents are:

HARRY J. BATT, JR. --- 6528 Pratt Drive

JOHN FLAD --- 1614 Frankfort Street

The registered office and registered agents may be changed or amended from time to time as authorized by the by-laws and with public notice as required by law.

ARTICLE IV

BASIS OF ORGANIZATION

The corporation is organized as a non-profit and non-political corporation, on a non-stock basis and will commence operations without paid capital.

Membership shall be evidenced by certificates of membership or otherwise as below provided.

No part of the corporate property, either income or principal, shall ever inure to the benefit of any member, director, officer or employee of the corporation, or to the benefit of any individual having a personal or private interest in the activities of the corporation, nor shall any member, director, officer, employee or other individual receive or be lawfully entitled to receive any pecuniary profit from the operation of the corporation, except compensation for services rendered. However, all members in good standing shall be entitled to participate pro-rata according to their respective interests in any dissolution and liquidation of the assets of the corporation, after payment of all obligations.

ARTICLE V

MEMBERSHIP

Membership in this corporation shall be open generally to owners of property located in Lake Terrace Subdivision, bounded by Robert E. Lee Boulevard, London Park, Lake Pontchartrain and Bayou St. John and adult members of their immediate families resident in said subdivision. Membership in this corporation shall be based on the payment of such dues fixed and levied by the Board of Directors from time to time, which shall be approved and ratified by majority vote of the membership present at the annual regular meeting of the membership. Membership in this corporation is not transferable and is terminable only upon death or, as provided by the by-laws, by resignation or expulsion of a member for non-payment of dues or other debts owed to the Association. The Board of Directors may propose assessments upon a pro-rata basis to the membership which shall have the sole right to approve same and the projects for which such may be proposed by the vote of at least two-thirds of the members in good standing at the time, which vote shall be as provided by the by-laws, but the limitations of this provision may not be altered other than by amendment to these articles. All members and proxies of members must be at least 21 years of age, or must have been judicially emancipated.

Membership in this corporation may be evidenced by certificates of membership, or in such other manner as may be determined by the Board of Directors. Only members who are not delinquent in the payment of their dues and other obligations to the corporation shall be considered members in good standing at any given time, and each member in good standing shall be entitled to one vote only at all membership meetings, which said vote may be in person or by the member's proxy to another member in good standing or to a relative of the member as provided by the by-laws.

ARTICLE VI

MEMBERSHIP MEETINGS

At least one meeting of the membership shall be held each calendar year. This meeting shall be the annual meeting of the corporation, and shall be held on the 4th Tuesday in January and annually thereafter. The annual meeting shall be held at the time and place selected by the Board of Directors and the place of said meeting, or of any other meeting of the membership may be held at the registered office of the corporation, or outside the state, or in the state, elsewhere than its domicile, as the Board of Directors shall fix and determine, provided due notice of the meeting be given by mail addressed to the last known address of each member, at least ten (10) days in advance thereof. The by-laws may provide for additional regular meetings of the membership.

The failure to hold an annual meeting, or the failure to elect the members of the Board of Directors and/or officers at any annual meeting, shall not dissolve this corporation, but the Board of Directors and/or officers, then in office shall hold over until their successors are duly elected, qualified and installed.

Special meetings of the membership may be called at any time by the President or the Board of Directors. On the failure or refusal of either to call a meeting, upon the written request of at least five members, any one of these members shall have authority to call membership meetings, provided that notice of such meeting be given by mail to each member at least ten (10) days prior thereto, and such meeting may be held at the registered office of the corporation or at any other place within or outside this State.

No business transacted at any members' meeting shall be valid unless a quorum is present. A quorum shall consist of at least thirteen (13) members in good standing or represented by written proxy issued to and presented by another member in good standing.

ARTICLE VIII DIRECTORS

All of the corporate powers of this organization and the management of its affairs, shall be administered and exercised by a Board of Directors to be composed of not less than three (3) nor more than twelve (12) directors. Such directors shall be members of this Association.

A majority of the Board of Directors shall constitute a quorum for the transaction of any and all business and a majority vote of the quorum present at any meeting shall be valid and corporate acts within the scope, authority and power of the Board of Directors.

The members of said Board of Directors shall be elected annually on the 4th Tuesday in January of each and every year, commencing with the 4th Tuesday in January, 1983, and the members of the Board of Directors so elected shall hold office for one year, or until their successors shall be duly elected, qualified and installed.

Any vacancy occurring for any cause in the Board of Directors between the dates of the annual meetings herein provided for shall be filled by the remaining members of the Board of Directors, which newly elected board member shall serve until the next annual meeting of the corporation for the election of directors, or until their successors are elected, qualified and installed.

The Board of Directors may make and establish by-laws, rules and regulations and amendments thereto not inconsistent with these articles of incorporation or existing law subject to ratification by the membership at any meeting of the latter. Proposals to amend the by-laws may also be by resolution at any meeting of the membership for final action thereon at the next following meeting of the membership.

The Board of Directors may meet at any place they select, within this State or in another State, provided written notice of such meeting be given by mail addressed to the last known address of each board member at least three (3) days prior thereto.

ARTICLE VIII OFFICERS

Immediately after the annual election of the Board of Directors, they shall elect from their members a President, and Vice-President, a Secretary, and a Treasurer, but which two latter officers may be combined in one and the same person. Duties of such officers shall be the usual and regular duties and obligations of corporate officers generally, or as shall be designated by the Board of-Directors which may be provided for in the by-laws.

Any vacancy which may exist for any cause in any office of this corporation shall be filled by the Board of Directors, which newly elected Officer shall serve until his successor is duly elected, qualified and installed.

**ARTICLE IX
FIRST BOARD AND OFFICERS**

The following named individual shall constitute the first Board of Directors and Officers of this corporation, who shall serve until the next annual meeting or until their successors are duly elected, qualified and installed:

HARRY BATT, JR.
PRESIDENT-DIRECTOR,
6528 Pratt Drive, New Orleans, LA

R. EMMETT COATS,
VICE-PRESIDENT-DIRECTOR,
6309 Perlita Drive, New Orleans, LA.

WILLIAM H. KUNTZ,
SECRETARY-TREASURER-DIRECTOR
6309 Bertha Drive, New Orleans, LA

**ARTICLE X
AMENDMENT AND DISSOLUTION**

A. Future amendments of these Articles shall be by at least two-thirds affirmative vote of the members present at any meeting of the membership provided that at least ten (10) days before such meeting the entire membership shall have been notified in writing by mail of the proposal for amendment, provided that this corporation also shall always have the right to pursue the procedures of LSA-R.S. 12:134.

B. Any proposal for voluntary dissolution may be made at any meeting of the membership for action at the next succeeding meeting, but at least ten (10) days prior to the latter the entire membership shall be notified in writing by mail thereof at least ten (10) days in advance thereof, and affirmative vote of at least two-thirds of the members present at the latter meeting shall be necessary to carry such proposal. This corporation also shall always have the right to pursue the procedures of LSA-R.S. 12:142.

**ARTICLE XI
LIABILITY OF MEMBERS**

No members of this corporation shall ever be held liable or responsible for the conduct or faults of this corporation; nor shall any mere informality in organization have the effect of rendering this charter null and exposing any member to any liability whatsoever.

BY-LAWS

ARTICLE I MEMBERSHIP

Section 1. - Voting Rights

Each member in good standing shall cast his vote personally at all meetings and in all written polls of the membership provided that at any meeting of the membership any adult relative of a member residing in the latter's household may cast his vote for such member should he be. unavoidably absent upon declaration to the Secretary at or immediately before the opening of such meeting. Alternatively, such member may give his written proxy to such relative or at any meeting or in any written poll of the membership. There shall be no split or fractional votes.

Section 2. - Dues

Dues are hereby fixed at \$5.00 annually, payable in advance, due by the first day following the annual meeting of members and shall be delinquent if not pay by the immediate following March 31st.

Section 3. - Meetings

A. Regular Meetings

There shall be a regular meeting on the 4th Tuesday in January annually with a Board Meeting preceeding at the discretion of the President.

B. Special Meetings

The President or the Board of Directors (by majority vote) may call a special meeting of the membership, to be held at the time and place determined by the President when calling such meeting or by the Board of Directors when calling such meeting. The Secretary shall give written notice at least ten days in advance of such meeting, which shall set forth any special business to be transacted thereat, included in the call by the President or Board of Directors as the case may be.

Section 4. - General Provisions

The President shall preside at all meetings, and in his absence the Vice-President and in their absence the Secretary. In the absence of all three, the first order of business shall be the election of a Chairman to preside at the meeting from the membership present. Should the Secretary preside or be absent, a temporary Secretary for the meeting shall be elected from the members present.

ARTICLE II DIRECTORS

Section 1. --- Number

The Board shall consist of nine members in good standing.

Section 2. - Nominating Committee

There shall be a Nominating Committee of three (3) members in good standing of the Corporation, who do not necessarily have to be members of the Board of Directors, who shall be appointed by the President at least 20 days before the date of the Annual Meeting of members. Such nominating Committee shall report to the President at least 48 hours before the convening of the Annual Meeting of members, of its nominations of a member in good standing for each membership on the Board for the ensuing year. Such report shall be made by the President in the proper order of business at the Annual Meeting.

Nomination of a complete slate of Directors from the floor at such meeting is authorized, or individual nominations from the floor shall be entertained. In election of Directors, one ballot shall be cast, and those nominees, with the highest number of votes in ratio to the number of Directors to be elected shall be declared to be elected.

Section 3. - Duties

In addition to the duties provided in the Articles of Incorporation, the Board of Directors shall have and exercise such other duties and powers as are otherwise provided for by law and custom for directors of corporations.

Section 4. - Meetings

Other than as provided in the Articles of Incorporation, the Board shall meet as frequently, where and when it wills. The President shall preside at all meetings, provided that in his absence the Vice-President shall preside and in the absence of both the Secretary shall preside. Should all three be absent a Chairman and Secretary for the meeting shall be elected as provided by Article I, Section 4, above.

Section 5. - Proposals to the Membership

Any matter required by these by-laws or the Articles of Incorporation or otherwise at the desire of the Board of Directors, excluding amendments of the Articles of Incorporation, dissolution, and dues to be voted upon by the members, may be submitted to the entire membership upon majority vote of the Board, in writing and by mail for a mail vote of the membership upon any such proposal. The Secretary shall conduct such vote by poll and report to the Board the results thereof, which shall declare such proposal affirmatively carried if the majority of the members in good standing vote affirmatively therefor, provided that proposals for assessments shall require the vote required by the articles of incorporation for adoption.

ARTICLE III OFFICERS

Section 1. - Duties

The Officers shall have and exercise the powers and duties vested in them respectively by the Articles of Incorporation and these by-laws, and all other duties and powers of each of the offices in conformity with law and the customs of corporate practice.

Section 2. - Limitation on Terms

There shall be no limitation on the number of successive terms to which any officer may be elected provided other qualifications for office are met.

ARTICLE IV COMMITTEES

Section 1. - Committees of (the Board)

The Board of Directors is empowered to establish from time to time such standing and special committees as it may desire. The President may appoint such Board Committees as he deems necessary.

Section 2. - Special Committees

The President and the Board each is empowered to appoint and establish such special committees for corporate purposes as may be necessary or desired.

Section 3. - Standing Committees

Standing Committees of this Corporation shall be as hereinafter provided, and as created by amendments to this section, as follows:

(a) Civic Beautification

The President shall appoint annually a Committee of at least 3 members with a Chairman, Vice-Chairman, and Secretary, the duties of which shall be to observe and take amicable action upon the appearance and condition of all public property within the subdivision in respect of appearance, health, maintenance, and the like to the end that the convenience, comfort, health, and protection of the residents of the subdivision shall be protected and aided. The Committee Chairman shall make a report at each meeting of the membership and/or Board of Directors.

(b) Restrictions

The president shall appoint at least 3 members with Chairman, Vice-Chairman, and Secretary, the duties of which shall be to maintain and strictly enforce the restrictions applicable to said subdivision whenever possible and without incident.

(c) Standing Revision Committee

The President shall appoint annually a Standing Revision Committee of at least three (3) and not more than five (5) members, with a Chairman and Secretary, the duties of which shall be to consider and make recommendations to the Board of Directors on amendments to the Articles of Incorporation and these by-laws and to have charge of and accomplish proper preparation of such proposals, including those referred to it for consideration and its action by the President, the Board or the membership.

Section 4. - Ex-Officio Members

The President shall be an ex-officio member of every standing committee.

**ARTICLE V
MISCELLANEOUS PROVISIONS**

Section 1. - Seal

This Corporation shall dispense with and shall not use or have a Corporate seal.

Section 2. - Parliamentary Order

Order and procedure at all meetings whatever shall be governed by Robert's Rules of Order, most recent edition, as amended, unless there be conflict with the Articles and By-laws, in which event the provisions of the Articles and By-laws shall control.

Section 3.- Effect and Amendment

These By-laws shall take effect immediately upon adoption and may be amended at any time as provided by the Articles of Incorporation. Amendments shall be effective immediately upon adoption.