

2619576

Instr# 2619576

JAMES R. ANDRUS, CLERK
Date: 03/21/03 Time: 4:0**Box McKeithen****SECRETARY OF STATE***As Secretary of State, of the State of Louisiana, I do hereby Certify that*

a copy of the Articles of Incorporation of

WOODLAND FOREST ESTATES HOMEOWNERS' ASSOCIATION, INC.

Domiciled at LAKE CHARLES, LOUISIANA,

Was filed and recorded in this Office on March 19, 2003,

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.

Instr# 2619576

FILED - CALCASTEU PARISH, LA
JAMES R. ANDRUS, CLERK
DATE: 03/21/03 Time: 4:0*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,*

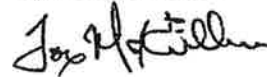
March 19, 2003

Box McKeithen

JNE 35448806N

*Secretary of State***CHARTER**McCain
Brane
#37

STATE OF LOUISIANA^{P.05}
Office of the Secretary of State
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

STATE OF
LOUISIANA

PARISH OF
CALCASIEU

MAR 19 '03 *sw*

ARTICLES OF INCORPORATION
OF WOODLAND FOREST ESTATES
HOMEOWNERS' ASSOCIATION,
INC.

BE IT REMEMBERED, that on this 18th day of March, 2003,
personally came and appeared before me, the undersigned Notary Public, Wallace H. Nichols, a
person of the full age of majority, and a resident of Calcasieu Parish, Louisiana, who declared unto
me, in the presence of the undersigned competent witnesses, that, availing himself of the provisions
of the Louisiana non-profit corporation law, he does hereby organize himself, his successors, and
assigns, into a non-profit corporation in pursuance of that law, under and in accordance with the
following Articles of Incorporation.

ARTICLE I.

NAME

The name of this corporation shall be WOODLAND FOREST ESTATES HOMEOWNERS'
ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II.

DOMICILE

The parish of this corporation shall be Calcasieu Parish, State of Louisiana, and the location
and the address of its registered office shall be 3884 Paul White Road, Lake Charles, Louisiana,
70611.

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ARTICLE III.

OBJECTS AND PURPOSES

The purpose for which this Association is organized is to provide for the development, maintenance, and preservation of any improvements to be developed or maintained by this Association in any or all present and future developments as parts or phases of WOODLAND FOREST ESTATES SUBDIVISION(S) which may be platted as such and developed from the following described property:

(See LEGAL DESCRIPTION in attached Exhibit A)

Any reference to "lots owners" means any present or future owner of a present or future owner of a lot in a present or future subdivision as may be platted from the above described property and designated as a part or phase of Woodland Forest Estates Subdivision(s).

ARTICLE IV.

POWERS

The Association shall have the following authority:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in these Articles and any Restrictive

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Covenant which may be filed in connection with future development of any Part or Phase of Woodland Forest Estates Subdivision(s), hereinafter called the "Restrictions", which are recorded or to be recorded in the Conveyance Records of Calcasieu Parish and as the same may be amended from time to time;

- (b) To fix, levy, collect and enforce payment by lawful means, of all charges or assessments pursuant to the maintenance, enhancement and preservation of the Woodland Forest Estates Subdivision(s); to pay expenses in connection therewith and all other expenses relating to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association; to acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of the property;
- (c) To borrow money, with the assent of two-thirds (2/3) of its members, to mortgage or hypothecate any or all of its immovable or personal property as security for money borrowed or debts incurred;
- (d) To employ personnel to perform the services required for the proper maintenance and preservation of Woodland Forest Estates Subdivision;
- (e) To have and to exercise any and all powers, rights and privileges authorized under the Non-Profit Corporation Law of the State of Louisiana.

The Association is additionally organized to promote the health, safety, welfare and enjoyment of the residents of the aforementioned subdivision(s).

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ARTICLE V.**MEMBERSHIP**

This corporation is to be organized on a non-stock basis. The members of the corporation shall consist of every person or entity who is the record owner of a complete ownership interest in any lot within any present or future development part or phase of Woodland Forest Estates Subdivision(s) except that Wallace H. Nichols (or his designated successor as provided herein) shall also be a member of the Corporation. Membership of lot owners in the corporation shall be established by recordation in the public records of Calcasieu Parish, Louisiana, a deed or other instrument establishing a record title to such lot and the delivery to the corporation of a certified copy of such instrument, the owner designated by such instrument thereby becoming a member of the corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. The membership of Wallace H. Nichols is established by the filing of these Articles of Incorporation. The share of a member in the funds and assets of the corporation cannot be assigned, hypothecated, or transferred in any manner except as provided for in these Articles, the corporations By-Laws or the Restrictions incorporated herein by reference. Membership in the Association shall be appurtenant to and may not be separated from ownership of any lot except in the case of Class B membership as hereinafter provided..

ARTICLE VI.**VOTING RIGHTS**

The Association shall have two classes of voting membership:

- (a) Class A - Class A membership shall be all land owners, and they shall be entitled to one vote for each lot owned. When more than one person holds an interest in a lot, all such persons shall be members. The vote for such lot shall be exercised as among

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themselves determined, but in no event shall more than one vote be cast with respect to any lot.

- (b) Class B - The Class B member shall be Wallace H. Nichols, and he shall be entitled to three votes for each lot in the Subdivision(s). The Class B membership shall cease only by surrender of said membership by Wallace H. Nichols or his successor as provided herein. It is expressly understood that, in the event of the inability of Wallace H. Nichols to exercise the Class B voting rights, including his death or incapacity, then the Class B membership voting rights as set forth herein shall be owned and exercised by Kenneth H. Nichols. In the event of the inability of Wallace H. Nichols or Kenneth H. Nichols to serve, then the successor Class B member shall be designated by Lake Charles Development, L.L.C..

ARTICLE VII.

BOARD OF DIRECTORS

- (a) Unless and until otherwise provided by the by laws, all of the corporate powers of this corporation shall be vested in, and all of the business affairs of this corporation shall be managed by, a board of not less than two (2) nor more than seven (7) directors. The number of directors may be increased or decreased by vote of the board of directors. The directors shall be elected by annual vote of the members who shall exercise vote rights in the manner provided by the by-laws. Directors may be removed and vacancies shall be filled as provided by the by-laws.
- (b) The directors named herein shall serve until the first election of directors, and the remaining directors shall fill vacancies occurring before the first election. The names and addresses of the members of the first Board of Directors are as follows:

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Wallace H. Nichols: 3884 Paul White Road
Lake Charles, Louisiana 70611

John F. White: 830 Union Street, Suite 200
New Orleans, Louisiana 70112

The above named directors shall hold office until their successors are elected and are qualified or until removed from office.

ARTICLE VIII.

INDEMNIFICATION

Each director of the corporation shall be indemnified by the corporation against all liabilities and expenses, including attorney 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 a director of the corporation or any settlement thereof, regardless of whether he is a director or officer at the time such expenses are incurred, unless such director is adjudged guilty of willful malfeasance in the performance of his duties. In case of a settlement, the indemnification provided for herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the corporation's best interest. The above described right of indemnification shall not limit any other rights to which such directors shall be entitled but shall be in addition to such other rights.

ARTICLE IX.

BY-LAWS

The Board of Directors shall have authority to adopt by-laws of the Association. The said by-laws shall be amended, changed or repealed in the manner provided by the said by-laws.

ARTICLE X.

DISSOLUTION

The corporation may be dissolved only with the unanimous consent of all members given in writing. Upon dissolution of the corporation, other than incident to a merger or consolidation, the

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assets of the corporation shall be distributed in proportion to the respective interests as owners of lots in the Woodland Forest Estates Subdivision(s).

ARTICLE XI.

DURATION

The corporation shall exist in perpetuity or until the members terminate the corporation sooner in accordance with Article X hereof.

ARTICLE XII.

INCORPORATOR

The name and address of the Incorporator is Wallace H. Nichols, 3884 Paul White Road, Lake Charles, Louisiana 70611.

ARTICLE XIII.

REGISTERED AGENT

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

Wallace H. Nichols
3884 Paul White Road
Lake Charles, Louisiana 70611

THUS DONE AND SIGNED at my office in the City of Lake Charles, Calcasieu Parish, Louisiana, on the day, month and year first set forth above, in the presence of the undersigned competent witnesses, and me, Notary Public, after due reading of the whole.

WITNESSES:

Handwritten signatures of witnesses

Wallace H. Nichols
WALLACE H. NICHOLS

Dana B. McCain
NOTARY PUBLIC

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LEGAL DESCRIPTION - EXHIBIT A

Description of property in Section 36, T8S, R9W

THE NE1/4 OF SECTION 36, T8S, R9W, LESS & EXCEPT (TRACT 'A') COMMENCING AT THE NE CORNER OF SAID SECTION 36; THENCE SOUTH, 400'; THENCE WEST, 630'; THENCE NORTH, 400'; THENCE EAST, 630' TO POINT OF COMMENCEMENT; AND THAT PORTION OF THE NW1/4 OF SECTION 36, T8S, R9W, LYING EAST OF THE CENTER OF INDIAN BAYOU, AND THAT PORTION OF THE SW1/4 OF SECTION 36, T8S, R9W, LYING NORTH OF THE CENTER OF INDIAN BAYOU; BEING MORE PARTICULARLY DESCRIBED AS COMMENCE AT THE NE CORNER OF SECTION 36, T8S, R9W; THENCE RUN S0°45'19"W ALONG THE EAST LINE OF SAID SECTION 36, A DISTANCE OF 400' TO THE POINT OF BEGINNING; THENCE CONTINUE S0°45'19" W ALONG EAST LINE OF SAID SECTION 36, A DISTANCE OF 2287.32' TO THE SE CORNER OF THE NE1/4 OF SAID SECTION 36; THENCE N89°38'43"W ALONG THE SOUTH LINE OF SAID NE1/4, A DISTANCE OF 2674.63' TO THE SW CORNER OF SAID NE 1/4; THENCE S0°36'21"W ALONG THE EAST LINE OF THE SW1/4 OF SAID SECTION 36, A DISTANCE OF 114.30' TO THE CENTER OF INDIAN BAYOU; THENCE NORTHWESTERLY (UP-STREAM) ALONG THE CENTER OF INDIAN BAYOU THE FOLLOWING BEARINGS AND DISTANCES;
 S72°55'55"W, 185.95'; N25°42'19"W, 721.52'; S87°13'36"W, 538.93'; N5°00'30"W, 194.22'; N40°10'31"W, 85.60'; N88°16'11"W, 101.86'; S7°50'35"W, 80.58'; N68°04'42"W, 209.11'; N21°05'40"W, 81.84'; N26°02'42"E, 452.42'; N13°20'11"W, 67.97'; N46°36'11"W, 394.88'; N89°27'18"W, 74.40'; N37°29'16"W, 112.97'; N4°05'18"W, 118.66'; N39°46'25"W, 142.80'; N16°04'03"E, 50.69'; N21°42'07"E, 125.24'; N4°16'57"W, 89.96'; N65°40'03"W, 262.37'; N84°31'34"W, 229.95'; S14°37'58"W, 68.90'; S32°18'15"E, 49.89'; N86°37'50"W, 273.48'; N3°44'23"E, 107.40'; N52°37'45"W, 41.21'; N79°55'23"W, 135.87' TO THE WEST LINE OF SAID SECTION 36; THENCE N1°17'17"E ALONG SAID WEST LINE, A DISTANCE OF 361.02' TO THE NW CORNER OF SAID SECTION 36; THENCE N89°55'10"E ALONG THE NORTH LINE OF SAID SECTION 36, A DISTANCE OF 4695.08'; THENCE S0°45'19"W PARALLEL TO THE EAST LINE OF SAID SECTION 36, A DISTANCE OF 400'; THENCE N89°55'10"E, A DISTANCE OF 630' TO THE POINT OF BEGINNING. CONTAINS 250.44 ACRES.

LESS AND EXCEPT:

OF A TRACT OF LAND (TRACT 'B') IN THE NE1/4 OF SECTION 36, T8S, R9W, CALCASIEU PARISH, LOUISIANA, DESCRIBED AS COMMENCING AT THE NE CORNER OF SECTION 36, T8S, R9W, THENCE RUN S0°45'19"W ALONG THE EAST LINE OF SAID SECTION 36, A DISTANCE OF 400' TO THE POINT OF BEGINNING; THENCE RUN S0°45'19"W ALONG THE EAST LINE OF SAID SECTION 36, A DISTANCE OF 392.14'; THENCE RUN S89°55'10"W PARALLEL TO THE NORTH LINE

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OF SAID SECTION 36, A DISTANCE OF 180.00'; THENCE RUN S85°40'17"W A DISTANCE OF 175.68'; THENCE RUN N0°45'19"E PARALLEL TO THE EAST LINE OF SAID SECTION 36, A DISTANCE OF 405.14'; THENCE RUN N89°55'10"E PARALLEL TO THE NORTH LINE OF SAID SECTION 36, A DISTANCE OF 355.01' TO THE POINT OF BEGINNING. CONTAINS 3.22 ACRES.

AND LESS AND EXCEPT:

A PARCEL OF LAND (TRACT 'C') IN THE SE CORNER OF THE NE1/4 OF SECTION 36, T8S, R9W, CALCASIEU PARISH, LOUISIANA, DESCRIBED AS COMMENCING AT THE SE CORNER OF NE1/4 OF SAID SECTION 36; THENCE RUN N89°38'43"W ALONG THE SOUTH LINE OF SAID NE1/4, A DISTANCE OF 280.49'; THENCE RUN N38°42'46"W ALONG THE CENTERLINE OF A LARGE DITCH, A DISTANCE OF 309.11'; THENCE RUN S89°38'43"E PARALLEL TO THE SOUTH LINE OF SAID NE1/4, A DISTANCE OF 476.98' TO THE EAST LINE OF SAID NE1/4; THENCE RUN S0°45'19"W ALONG SAID EAST LINE, A DISTANCE OF 240.00' TO THE POINT OF COMMENCEMENT, CONTAINS 2.09 ACRES.

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STATE OF LOUISIANA

ACCEPTANCE OF APPOINTMENT
BY
DESIGNATED REGISTERED
AGENT

PARISH OF CALCASIEU :

TO: The State Corporation
Department
State of Louisiana

On this 18th day of March, 2003, before me, a Notary Public
in and for the State and parish aforesaid, personally came and appeared;

Wallace H. Nichols

who, being duly sworn, acknowledged to me that he does hereby accept
appointment as the registered agent of Woodland Forest Estates Homeowners'
Association, Inc., which is a corporation authorized to transact business in the
State of Louisiana.

Wallace H. Nichols
Wallace H. Nichols
Registered Agent

SWORN TO AND SUBSCRIBED, before me, Notary Public, on this
18th day of March, 2003, at Lake Charles, Louisiana.

Daniel B. McCain
NOTARY PUBLIC

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INITIAL REPORT BY DOMESTIC CORPORATION

STATE OF LOUISIANA

PARISH OF CALCASIEU

TO: The Secretary of State
Baton Rouge, Louisiana

Complying with R.S. 1950,m 12:101, **Woodland Forest Estates Homeowners' Association, Inc.** hereby makes its initial report as follows:

1) REGISTERED OFFICE IS AS FOLLOWS:

3884 Paul White Road
Lake Charles, LA 70611

2) REGISTERED AGENTS AND ADDRESSES ARE AS FOLLOWS:

Wallace H. Nichols
3884 Paul White Road
Lake Charles, LA 70611

3) FIRST DIRECTORS AND ADDRESSES ARE AS FOLLOWS:

<u>Wallace H. Nichols</u>		<u>John F. White</u>
<u>3884 Paul White Road</u>	and	<u>830 Union Street</u>
<u>Lake Charles, LA 70611</u>		<u>New Orleans, LA 70112</u>

Date at Lake Charles, Louisiana, on this 14th day of March, 2003.

Wallace H. Nichols
WALLACE H. NICHOLS

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