

## Woodland Forest Estates Articles of Incorporation

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, a 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 at 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 Rd., Lake Charles, LA, 70611.

### **Article III.**

#### OBJECTS AND PURPOSES

The purpose for which this Association is organized, is to provide for the development, maintenance, and preservation, or any improvements to be developed, or maintained by this association, and any or all present and future developments, as part of 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 "lot owners" means any present, or future owner of a present or future owner of a lot in present or future subdivisions, as may be platted from the above described property, and designated as part or phase of Woodland Forest Estates Subdivision(s).

### **ARTICLE IV.**

#### POWERS

The Association she'll 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 Covenant,

which may be filed in connection with future development of any Part of 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 or relating in 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 ascent of two-thirds (2/3) of its members, in 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 service is 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).

## **ARTICLE V**

### MEMBERSHIP

The 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 an owner of a complete ownership interest in any lot with in 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 corporation's 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 and 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

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, LLC.

## 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 board of directors are as follows:

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 or 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 a judged 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-LAW'S

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 unanimous consent of all members given in writing. Upon dissolution of the corporation, other than incident to a merger or consolidation, the 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, LA 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, LA 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 witness, and me, Notary Public, after due reading of the whole.

NOTE: For a Legal Description - Exhibit A, Description of property in Section 36, T8S, R9W, please refer to the PDF version of the Articles of Incorporation.