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the woods

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402 Mayers' Trace  
Slidell, Louisiana 70458  
(504) 643-0808

**Unit Owners Association  
Article of Incorporation**

Articles of Incorporation  
Of  
"The Woods" Unit  
Owners Association, Inc.

United States of America  
State of Louisiana  
Parish of St. Tammany

BE IT KNOWN, that on this 7th day of January 1982.

BEFORE ME, the undersigned Notary Public, duly commissioned and qualified, within and for the Parish of St. Tammany, State of Louisiana, and in the presence of the witnesses hereinafter named and undersigned;

PERSONALLY CAME AND APPEARED:

BALDWIN LAND COMPANY, INC., a corporation duly organized under the laws of the State of Louisiana, whose mailing address is Box 656-M, Bayou Pacquet Road, Slidell, Louisiana, 70458,

who shall hereafter be referred to as "Developer", declared its intent to avail itself of the provisions of the Louisiana Non-Profit Corporation Law (Title 12, Chapter 2, Louisiana Revised Statutes of 1950, as revised and codified by Subsequent Acts).

Developer does by these presents form and organize, for its benefit and for the use and benefit of all other persons who may hereafter join or become associated herewith, a non-profit corporation for the objects and purposes and under the covenants, stipulations and agreements as hereinafter set forth;

1 - The name of this corporation is and shall be:

"THE WOODS" UNIT OWNERS ASSOCIATION, INC.

2 - The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it, are stated and declared to be as follows:

The Developer has filed documents establishing a Planned Environmental Community set forth in an act dated \_\_\_\_\_ before Tom W. Thornhill, Notary Public, in the conveyance records of St. Tammany Parish, Louisiana, at COB \_\_\_\_\_, folio \_\_\_\_\_, (hereinafter the "Declaration") with respect to certain real property situated in the Parish of St. Tammany, State of Louisiana, in that part thereof known as Bonfouca, Louisiana designated as "The Woods" and more fully described in said Declaration (hereinafter the "Planned Environmental Community").

The object and purpose of this corporation shall be to regulate and govern the use of and/or maintenance of the real estate designated and described in the Declaration as "Common Rights of Use" and other property subject to the control of this non-profit corporation pursuant to the terms of the Declaration.

This corporation shall administer and enforce the covenants, conditions, restrictions and servitudes applicable to the "Common Rights of Use" as shown in the bylaws for this corporation. This corporation shall have full power and authority to do any and all acts and shall have all powers with which corporations are permitted to be vested pursuant to the provisions of the Louisiana Non-Profit Corporation Law insofar as said powers are not inconsistent with the purposes for which this corporation is organized and more particularly, the following:

- (a) To make and collect assessments against members to defray the costs of the Planned Environmental Community;
- (b) To use the proceeds of assessments in the exercise of its powers and duties;

- (c) To maintain, repair, replace and operate the Common Elements of the Planned Environmental Community;
- (d) To reconstruct the improvements after casualty and to further improve the property;
- (e) To make and amend regulations respecting the use of the property in the Planned Environmental Community;
- (f) To endorse by legal means the provisions of the Planned Environmental Community documents, these Articles, the Bylaws of the corporation and the regulations for the use of the property in the Planned Environmental Community;
- (g) To contract for the management of the Planned Environmental Community and to delegate to such contractor all powers and duties of the corporation except such as are specifically required by the Planned Environmental Community documents to have approval of the Board of Directors of the membership of the corporation.

This is a non-profit corporation organized on a non-stock basis, and no part of the net earnings or other assets of this corporation shall inure to the benefit of any private shareholder or individual.

3 – The duration of this corporation shall be perpetual.

4 – This corporation is organized on a non-stock basis.

The corporation shall have two (2) classes of voting membership:

- (a) **Class A.** Class A members shall be all those owners of the Units with the exception of the Developer. Class A members shall be entitled to one (1) vote for each Unit owned but only to the extent hereinafter set forth in Subsections (b) and (c). When more than one (1) person or entity owns or has an interest in any Unit, all such persons shall be members, and the vote attached to such Unit shall be cast as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one (1) Unit.
- (b) **Class B.** The Class B member shall be the Developer, which shall be entitled to one (1) vote for each Unit of which it is the record title owner, provided that the class B membership shall be retired when the Developer has sold every Unit or at such earlier time as the Developer may elect.
- (c) At any time prior to the retirement of Class B membership, said Class B membership shall exclusively have and exercise all voting rights not specifically granted to Class A members hereunder, including the right of amendment of these Articles of Incorporation, the Bylaws and the rules and regulations, or to take any other action whatsoever without the concurrence of the Class A membership. However, the Class A membership shall be entitled to vote together with the Class B membership in increasing or decreasing the fees and assessments to Unit owners as provided in the Declaration and the Bylaws.

5 – The affairs of the corporation shall be managed by a Board of Directors which shall consist of not less than the number of Unit Owners, nor more than twenty (20) persons who need not be members of the corporation. The name and address of the initial director is as follows:

ROBERT B. BALDWIN, JR.  
Box 656-M, Bayou Pacquet Road  
Slidell, Louisiana 70458,

and he shall hold office until the election of his successor. Director(s) may vote at any Directors meeting by proxy given to any other member(s) of the Board of Directors. Any vacancy occurring among director(s) selected by the Class A membership by death, resignation or otherwise, shall be filled by election for the unexpired term, at a special meeting of the Class A membership to be called upon five (5) days written notice. Any vacancy occurring among director(s) selected by the Class B membership, by death, resignation or otherwise, shall be filled by election for the unexpired term, at a special meeting of the Class B membership to be called upon five (5) days written notice. A majority of the directors in person or by proxy shall constitute a quorum, and such quorum shall be necessary to consider any question that may come before any meeting of the directors. If such 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 such 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, except as otherwise provided for in Item 4 above.

6 – The corporation's registered office is located at:

85 Whisperwood Boulevard  
Slidell, Louisiana 70458-1197

7 – The name and address of the registered agent for the service of process is:

Deutsch, Kerrigan & Stiles  
85 Whisperwood Boulevard  
Slidell, Louisiana 70458-1197

8 – The name and address of the incorporator is:

Baldwin Land Company, Inc.  
Box 656-M, Bayou Pacquet Road  
Slidell, Louisiana 70458-1197

THUS DONE AND SIGNED in my office in the Parish of St. Tammany, on the 7th day of January 1982, in the presence of the undersigned competent witnesses and me, Notary, after reading of the whole.

WITNESSES:

\_\_\_\_\_  
ROBERT B. BALDWIN, JR.

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NOTARY PUBLIC