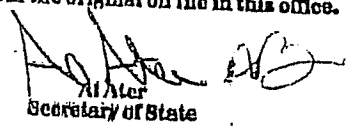


STATE OF LOUISIANA  
Office of the Secretary of State  
I hereby certify that this is a true and correct copy,  
as taken from the original on file in this office.

  
Secretary of State

Date: MAR 3 2006

ARTICLES OF INCORPORATION

OF

ASCENSION TRACE SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

STATE OF LOUISIANA

PARISH OF LIVINGSTON

BE IT KNOWN that on this 2nd day of March, 2006, before me, the undersigned Notary Public, duly commissioned and qualified in and for the Parish of Livingston, State of Louisiana, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the incorporator hereunder, who declared to me, Notary Public, in the presence of the undersigned competent witnesses, that, availing himself of the provisions of the Louisiana Nonprofit Corporation Law (La. R.S. 12:201 et seq.), he does hereby form and incorporate a nonprofit corporation under and in accordance with these articles of incorporation as follows:

ARTICLE 1

The name, style, and title of this corporation shall be:

Ascension Trace Subdivision Homeowners Association, Inc.

and under that name it shall have and enjoy all the rights, advantages, and privileges granted by law to such corporations and shall enjoy perpetual existence.

ARTICLE 2

The purposes of this corporation are:

- a. to unite the property owners interested in the betterment of subdivision known as Ascension Trace with the intent of promoting its prosperity and general welfare, to include the beauty and cleanliness of the area as well as the health, safety and social and general welfare of its residents;

- b. to gather, receive and disseminate such information as may seem helpful to the members;
- c. to enforce any and all covenants, restrictions, bylaws and agreements applicable to the subdivision;
- d. to represent its members in matters of litigation where common property and associated rights are involved;
- e. to own common property of the Subdivision;
- f. to fix and collect dues (or charges) to be levied by the corporation against all homeowners who become members of the association for the furtherance of the purposes stated; and
- g. to act in any matters that in the opinion of the Board of Directors pertain to the welfare and advancement of the community and generally to do any and all other things connected with or incidental to any of the purposes above specified and which a nonprofit corporation is permitted to do under the laws of Louisiana.

### ARTICLE 3

The location and address of the registered office of the corporation is:

Ascension Trace Subdivision Homeowners Association, Inc.  
7700 Vincent Road  
Denham Springs, LA 70726

The full name and post-office address of its registered agent is:

Saun A. Sullivan  
7700 Vincent Road  
Denham Springs, LA 70726

#### ARTICLE 4

This corporation is organized without capital stock. The membership shall be comprised of all lot owners of lots in the Ascension Trace subdivision situated in Ascension Parish, Louisiana. Each member shall be entitled to one vote on all matters coming before the membership.

#### ARTICLE 5

All of the corporate powers and authority of this corporation shall be vested in and exercised by a Board of Directors. The first Board of Directors shall consist of the persons listed in Article 6, who shall serve until resignation or election of their successors. The term of office, the qualifications, the method of nomination, and the time and manner of election of a member of the Board of Directors shall be as specified in the bylaws. Any director absent from a meeting of the Board of Directors may be represented by any other director who may cast the vote of the absent director according to written instructions, specific or general, of the absent director.

The corporation's annual meeting shall be held at such time and place as may be fixed by the Secretary, of which ten days notice by mail shall be given to all directors at their respective last known mailing addresses. Special meetings of the corporation may be held at such time and under such circumstances and with such notice as may be prescribed by the Board of Directors. Notices of meetings may be waived by unanimous consent. At every meeting of the corporation, each director shall have one vote, and any director may vote in person or by proxy appointed in writing. A majority of the directors shall constitute a quorum at any meeting of the corporation. All actions of the Board of Directors may be taken by written unanimous consent without a meeting.

The officers of the corporation shall be a President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors at the corporation's annual meeting. The Board of Directors may provide that the same individual hold more than one office, and the Board may also provide for additional officers. Every officer shall hold office for one year, or until his or her successor is duly elected and qualified. Any vacancy or vacancies occurring in any office may be filled until the next annual meeting of the corporation by vote of the directors, even though the remaining directors at the time such vacancies occur do not constitute a quorum or majority of the Board of Directors. Any officer may be removed at any time by a majority vote of the directors.

The Board of Directors may provide for such committees as it sees fit and may delegate to such committees such powers as it shall deem proper.

#### ARTICLE 6

The names and mailing addresses of the first Board of Directors are:

Saun A. Sullivan  
7700 Vincent Road  
Denham Springs, LA 70726

#### ARTICLE 7

This charter may be amended or the corporation may be dissolved by a two-thirds vote of the members present at any regular meeting of the corporation or any special meeting called for that purpose; provided that notice of the proposed amendment or dissolution shall be given by mail ten (10) days in advance to all members of the corporation at their respective last known post office addresses, unless such notice be waived.

#### ARTICLE 8

No part of net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay a reasonable reimbursement for expenses incurred and to make payments and distributions for the furtherance of the purposes set forth above. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986. The corporation shall exercise and enjoy all powers incident to a corporation consistent with the objects and purposes herein expressed and needful and property for its government support.

#### ARTICLE 9

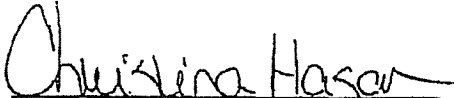
No member or director of this corporation shall be held financially liable or responsible for contracts, debts or defaults of this corporation, nor shall any mere informality in organization have the effect of rendering these articles null or of exposing the members to any liability. If a member or director incurs any expense or financial loss directly resulting from any action or omission in good faith, the corporation shall indemnify the member or director of any expenses or losses thus incurred.


#### ARTICLE 10

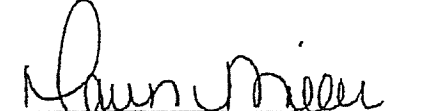
The duration of this corporation shall be perpetual.

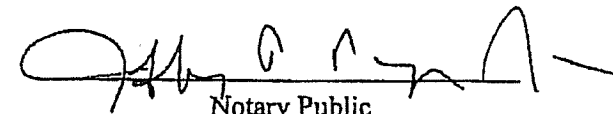
THUS DONE AND PASSED, in my notarial office at Denham Springs, Louisiana, on the day, month, and year first hereinabove written, in the presence of the undersigned competent witnesses, who hereunto sign their names with the said appearer, and me, Notary, after reading of the whole.

WITNESSES:

  
Printed Name: CHRISTINA HAGAN

  
Saun A. Sullivan, Incorporator

  
Printed Name: DAWN MILLER

  
Notary Public  
Printed Name: JEFFERY P. PURPERA, JR.  
LSBA or Notary No. ID #68552

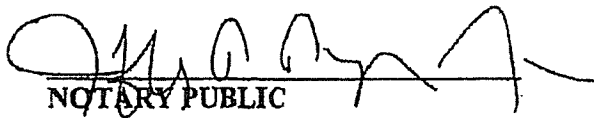
AGENT'S AFFIDAVIT AND ACKNOWLEDGMENT OF ACCEPTANCE

I hereby acknowledge and accept the appointment of registered agent for and on behalf of the Ascension Trace Subdivision Homeowners Association, Inc.

  
Sean A. Sullivan

**SWORN TO AND SUBSCRIBED**

before me this 2<sup>nd</sup> day of March, 2006.

  
NOTARY PUBLIC

JEFFERY P. PURPERA, JR.  
ID #68552