

**ARTICLES OF INCORPORATION
OF
LANDING AT LIVE OAK HOMEOWNERS ASSOCIATION, INC.**

STATE OF LOUISIANA

PARISH OF LIVINGSTON

BE IT KNOWN, that on this 11th day of December, 2007, before me, a Notary Public duly commissioned and qualified in and for the Parish of Livingston, State of Louisiana, therein residing, and in the presence of the undersigned witnesses, personally came and appeared the incorporator hereunder, who declared to me, Notary Public, 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 the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this corporation is "Landing at Live Oak Homeowners Association, Inc."

**ARTICLE II
DURATION**

This corporation shall enjoy a perpetual period of duration.

**ARTICLE III
PURPOSE**

The purpose of this corporation shall be to engage in any lawful business permitted to be entered by corporations organized under the laws of the State of Louisiana.

ARTICLE IV
NO CAPITAL STOCK

The corporation is organized without capital stock. The Membership shall be comprised of the Developer and all owners of lots in Live Oak Landing Subdivision situated in Section 11, Township 5 South, Range 3 East, Livingston Parish, Louisiana.

ARTICLE V
REGISTERED OFFICE

The location of the registered office of this corporation is:

1810 S. Range Avenue, Suite 7
Denham Springs, LA 70726

and its post office address is:

1810 S. Range Avenue, Suite 7
Denham Springs, LA 70726

ARTICLE VI
REGISTERED AGENT

The name and address of the registered agent of this corporation is:

Jason B. Harris
1810 S. Range Avenue, Suite 7
Denham Springs, LA 70726

ARTICLE VII
INCORPORATOR

The name and address of the incorporator of this corporation is:

Jason B. Harris
1810 S. Range Avenue, Suite 7
Denham Springs, LA 70726

ARTICLE VIII
CORPORATE ACTIVITIES

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 in 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 proper for its government and support.

ARTICLE IX
BOARD OF DIRECTORS

All of the corporate powers of this organization shall be vested in and all the business and affairs of this organization shall be managed by a Board of Directors consisting of not less than three (3) nor more than six (6) members. 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, general, or special, of the absent director.

The initial members of the board shall be as follows:

NAME
Taylor Downey

ADDRESS
1412 Eatonton Hwy Suite 700
Madison, GA 30650

Jim Frisch

235 Somerset Drive
Hattiesburg, MS 39402

Jason B. Harris

1810 S. Range Avenue, Suite 7
Denham Springs, LA 70726

ARTICLE X **OFFICERS**

The officers of this corporation shall consist of a president, a secretary and a treasurer, and such other officers as the Board of Directors from time to time may require.

The initial officers shall be as follows:

OFFICE	NAME	ADDRESS
President	Taylor Downey	1412 Eatonton Hwy Suite 700 Madison, GA 30650
Vice - President	Jim Frisch	235 Somerset Drive Hattiesburg, MS 39402
Secretary/Treasurer	Jason B. Harris	1810 S. Range Avenue, Suite 7 Denham Springs, LA 70726

ARTICLE XI **DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue law), as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the district court of the parish in which the principal office of the corporation is

then located, exclusively for such purposes or to such organization(s), as said court shall return them, which are organized and operated exclusively for such purposes.

ARTICLE XII
WAIVER OF RESPONSIBILITY

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 of Incorporation 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 XIII
UNANIMOUS WRITTEN CONSENT

Whenever by any provision of law, these articles or the bylaws, the affirmative vote of the members or the directors is required to authorize or constitute corporation action, the consent in writing to such corporate action signed by all members, or by all directors, as the case may be, having power to vote on the particular question shall be sufficient for the purpose, without necessity for a meeting of the members or of the directors.

ARTICLE XIV
AMENDMENTS

These articles of incorporation may be amended in the method and manner now or hereafter provided by law.

ARTICLE XV
BINDING EFFECT

Each provision of these Articles of Incorporation shall be severable from all other provisions. If a provision of this instrument shall be determined to be invalid and ineffective for any reason this determination shall not invalidate the remaining provisions, each of which shall continue in full force and effect.

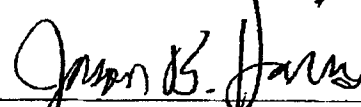
THUS DONE AND PASSED, in my office in Livingston Parish, on the date first written above, before me, Notary, and the undersigned competent witnesses, after a due reading of the whole.

WITNESSES:

INCORPORATOR:




TIFFANIE L. STEWART



JASON B. HARRIS



CONNIE M. EASTERLY



A. SHELBY EASTERLY, III
Notary Public
Bar Roll No. 5253