

ARTICLES OF INCORPORATION

OF

HARBOR HOMEOWNERS ASSOCIATION, INC.

Articles of Incorporation of HARBOR HOMEOWNERS ASSOCIATION, INC.

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 12, Sections 201-269 and conforming to Title 9, Sections 1121.101 et seq., Laws of the State of Louisiana, ("the Act") under the following terms. All terms used herein shall have the same meaning and definitions contained in the Act and the Declaration.

ARTICLE 1

NAME

1.1 The name of the Corporation shall be HARBOR HOMEOWNERS ASSOCIATION, INC., hereinafter, for convenience referred to as the "Association".

ARTICLE 2

PURPOSE

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, Title 9, Sections 1121.101 et seq., Laws of the State of Louisiana, hereinafter referred to as "the Act", for the operation and administration of Harborview Condominiums, a Condominium Regime created by Declaration of Condominium ("the Declaration") dated April 4, 1983, recorded in Orleans Parish, Louisiana and located on all or part of the immovable property described hereinafter located in Orleans Parish, Louisiana:

THAT CERTAIN PIECE OR PORTION OF GROUND, together with all the buildings and improvements thereon and all of the rights, ways, privileges, servitudes, appurtenances and advantages thereunto belonging or in anywise appertaining, situated in the State of Louisiana, Parish of Orleans in the Seventh Municipal District, Burning Property, designated as LOTS B-1, C-1, C-2 and Part of C-4, Part of D-1 and E-2, (now shown as Lot H-1 on survey of R. L. Schumann, dated October 27, 1977), Old Hazour Tract, according to surveys of Adloe Orr, Jr. & Associates, C.E., dated June 30, 1972, and F. G. Stewart, CE&S, dated March 4, 1966, recertified June 1, 1966, and according to survey of J. J. Krebs & Sons, Inc., Surveyors, dated June 26, 1973, and July 19, 1974, said property is more fully described as follows:

Commencing at the intersection of the westerly right of way line of Regent Street and the northerly right of way line of West Robert E. Lee Boulevard, measure thence in a westerly direction along said northerly right of way line of West Robert E. Lee Boulevard a distance of 1056 feet, 0 inches, 6 lines to a pipe set in the northerly right of way line of West Robert E. Lee Boulevard which pipe is the point of beginning; thence continuing in a westerly direction along said northerly right of way line of West Robert E. Lee Boulevard, and the prolongation of West Robert E. Lee Boulevard, a distance of 147 feet 2 inches 2 lines to a pipe; thence on an interior angle of 90 degrees in a northerly direction, a distance of 15 feet 0 inches 2 lines to a point; thence on an interior angle of 270 degrees in a westerly direction, a distance of 32 feet 8 inches 5 lines to a pipe; thence on an interior angle of 90 degrees in a northerly direction a distance of 287 feet 2 inches 7 lines to a pipe; thence on an interior angle of 101 degrees 45 minutes 50 seconds in an easterly direction, a distance of 183 feet 9 inches 1 line to a pipe; thence on an interior angle of 78 degrees 14 minutes 10 seconds in a southerly direction a distance of 339 feet 7 inches 2 lines to a pipe, the point of beginning.

All terms used herein shall have the same meaning as defined in the Articles and in the Declaration.

ARTICLE 3

DOMICILE

3.1 The domicile of this corporation shall be Orleans Parish, State of Louisiana, and the location and the post office address of its registered office shall be 500 Lake Marina Drive, New Orleans, Louisiana.

ARTICLE 4

POWERS

The Association's powers shall include and be governed by the following provisions:

4.1 The Association shall have all the common law and statutory powers of a corporation not-for-profit except those which conflict with the provisions of these Articles.

4.2 The Association shall have all the powers and duties set forth in (1) the Act except to the extent that they are limited by these Articles and (2) the Declaration Creating and Establishing Bedford Place Condominiums hereinafter referred to as the "Declaration" and all the powers and duties reasonably necessary to operate the Property as set forth in the Condominium Declaration and as it may be amended from time to time. Said powers shall include but are not limited to the following powers:

(1) To make and collect assessments against members in order to defray the Condominium's costs, expenses and losses.

(2) To use the proceeds of assessments in the exercise of its powers and duties.

(3) To repair, replace, maintain and operate the Condominium Property.

(4) To purchase insurance on the Condominium Property and insurance for the protection of the Association and its members.

(5) To reconstruct improvements after casualty and to further improve the Property.

(6) To make and amend reasonable Bylaws and Regulations as to the use of property in the Condominium.

(7) To enforce, by legal means, the provisions of the Act, the Declaration, these Articles, the Bylaws of the Association, and the Rules and Regulations for the use of the Condominium Property.

(8) To contract for the management of the Property and to delegate to the contractor all the powers and duties of the Association except those powers and duties which were specifically required by the Declaration to be approved by the Board of Directors of the members of the Association.

(9) To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.

(10) To employ personnel to perform the services required for the proper operation of the Condominium.

4.3 The titles of all properties and all funds acquired by the Association and the proceeds thereof shall be held in trust for the Condominium members according to the provisions of the Declaration, these Articles, and Bylaws of the Association.

4.4 The powers of the Association shall be subject, and shall be exercised according to the provisions of the Declaration and of the Bylaws.

ARTICLE 5

MEMBERS

5.1 This corporation is to be organized on a non-stock basis. There shall be only one class of membership. The members of the Association shall consist of all the record owners of units in the Condominium. Membership in the Association shall be established by recordation in the conveyance records of Orleans Parish, State of Louisiana, of a deed or other instrument translative of title establishing a record title to a unit in the Condominium and the delivery to the Association of a certified copy of such instrument, the owner designated by such instrument thereby automatically becoming a member of the Association. The percentile share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to the ownership of his unit. The exact number of votes to be cast by record owners of units and the manner of exercising voting rights, shall be according to the Bylaws of the Association.

ARTICLE 6

DIRECTORS

6.1 The affairs of the Association shall be managed by a Board of Directors consisting of such number of directors as shall be determined by the Bylaws, but not less than (2) directors. Directors shall be elected at the annual members' meeting in the manner provided by the Bylaws. Directors may be removed and vacancies on the Board shall be filled as provided by the Bylaws.

6.2 The first election of Directors shall not be held until after 50% of the Condominium units have been sold by the Declarant, or until after the 31st day of December, 1985, whichever first occurs. 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:

Everett E. Revercomb, Jr.
3900 North Causeway Boulevard, Suite 1400
Metairie, Louisiana 70002

Oscar Rochkind
3900 North Causeway Boulevard, Suite 1400
Metairie, Louisiana 70002

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

ARTICLE VII

OFFICERS

7.1 The Association's affairs shall be administered by officers elected at the first meeting of the Board of Directors following the annual members' meeting. Such officers shall serve for one year or until the annual members meeting next following. The initial officers' names and addresses are:

President - Everett E. Revercomb, Jr.
Suite 1400, 3900 N. Causeway Blvd.
Metairie, Louisiana 70002

Secretary/
Treasurer - Oscar Rochkind
Suite 1400, 3900 N. Causeway Blvd.
Metairie, Louisiana 70002

ARTICLE 8

INDEMNIFICATION

8.1 Each director and each officer of the Association shall be indemnified by the Association against all liabilities and expenses, including counsel fees reasonably incurred or imposed on him in connection with any proceeding in which he may be a party, or in which he may become involved, by reason of his being or having been an officer or director of the Association, or any settlement thereof, regardless of whether he is an officer or director at the time such expenses are incurred, unless the officer or director is adjudged guilty or willful malfeasance or misfeasance 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 for the Association's best interest. The above described right of indemnification shall not be exclusive of all other rights to which such director or officer may be entitled but shall be in addition to such other rights.

ARTICLE 9

BYLAWS

9.1 The Board of Directors shall adopt the first Bylaws of the Association. The said Bylaws may be amended, changed, repealed in the manner provided in the said Bylaws.

ARTICLE 10

AMENDMENTS TO ARTICLES OF INCORPORATION

10.1 The Articles of Incorporation shall be amended in the following manner:

The notice of any meeting at which a proposed amendment is considered shall include notice of the subject matter of the proposed amendment. Either the Board of Directors or the members of the Association may propose a resolution approving a proposed amendment. Members and directors who are not present either in person or by proxy at the meeting at which the proposed amendment is under consideration may express their approval in writing provided their approval is delivered to the secretary at or before the meeting.

10.2 An amendment must be approved by not less than 66% of the entire membership of the Board of Directors and by not less than 80.0% of the votes of the entire membership of the Association. For the purpose of amending these Articles, each unit owner shall be assigned one vote for each unit he owns. No amendment shall make any changes in the qualifications for membership nor in the voting rights of the members without the unanimous approval by all the members. A copy of each amendment shall be certified by the Secretary of State and recorded in the Mortgage records of Orleans Parish, State of Louisiana. No amendment shall affect the vested rights of the mortgagees of the Condominium Parcels without their consent.

ARTICLE 11

ACCOUNTING RECORDS

11.1 The Association shall maintain accounting records according to good accounting practices. Such records shall be available for inspection by unit owners at reasonable times designated by the Association. Such records shall include:

- (1) An itemized record of all receipts and expenditures; and
- (2) A separate account for each unit which shall indicate the name and address of the unit owner, the amount of each assessment for common expenses, the date on which the assessment becomes due, amounts paid on the account and any balance due thereon.

ARTICLE XII

TERM OF ASSOCIATION

12.1 The Association shall continue to exist during the existence of the Condominium Regime unless the members terminate the Association sooner by the consent of 80% of the voting rights. The termination of the Condominium Regime in accordance with the provisions of the Act and Declaration shall terminate the Association.

ARTICLE 13

REGISTERED AGENT

13.1 The full name and post office address of the corporation's registered agent is:

James A. Mounger, Esq.
2714 Canal Street
Suite 308
New Orleans, LA 70019

ARTICLE XIV

INCORPORATOR

14.1 The name and post office address of the Incorporator of this corporation is:

James A. Mounger, Esq.
2714 Canal Street
Suite 308
New Orleans, LA 70019

IN WITNESS WHEREOF, I have hereunto set my hand this 4th
day of April, 1983.



JAMES A. MOUNGER

A C K N O W L E D G M E N T

STATE OF LOUISIANA

PARISH OF ORLEANS

BEFORE ME, the undersigned Notary Public, in and for the Parish aforesaid, on this 4th day of April, 1983 personally came and appeared JAMES A. MOUNGER,

who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that they are the identical persons who executed the foregoing instrument in writing, that their signatures hereof are their own true and genuine signatures and that they executed said instrument of their own free will and accord, and for the uses, purposes and consideration therein expressed.

THUS DONE AND PASSED on this 4th day of April, 1983, in the presence of the before named and undersigned competent witnesses, who have hereunto subscribed their names, together with said appearers, and before me, Notary, after reading of the whole.

WITNESSES:

Mary Levy
Buck Car

JAMES A. MOUNGER

Arthur J. Hebert
Notary Public