

MARTHA L. JUMONVILLE
ATTORNEY AT LAW
9 STARBRUSH CIRCLE
SUITE 10J
P.O. BOX 2862
COVINGTON, LOUISIANA 70433

OF COUNSEL TO
TALLEY, ANTHONY, HUGHES & KNIGHT

(985)893-3152
FAX#(985)893-5951

July 16, 2009

TO: Trey Lape
Attorney at Law

RE Marigny Trace Property Owners
Association, Inc.

FROM Anna

FAX NUMBER: 792-4889

PAGES INCLUDING COVER: 10

BY-LAWS

OF

MARIGNY TRACE PROPERTY OWNERS ASSOCIATION, INC.

Marigny Trace Property Owners Association, Inc., a Louisiana non-profit corporation (hereinafter referred to as "Association"), through its initial Director, being the governing body of the property now or hereafter submitted to the provisions of the Act Creating Deed Restrictions and Covenants for Marigny Trace Subdivision (hereinafter called "Restrictions and Covenants") does hereby adopt the following initial By-Laws which shall govern the operation and administration of said Subdivision, as provided for in compliance with said Restrictions and Covenants.

All present and future owners, tenants, future tenants or their employees, or any other person who might use the facilities of this Subdivision in any manner, are subject to the regulations set forth in these By-Laws. The mere acquisition, rental or occupancy of any of the lots of the Subdivision will signify and constitute a ratification and acceptance of these By-Laws by any such owner or other person.

ARTICLE INAME

This association is known as Marigny Trace Property Owners Association, Inc., and has been filed with the Secretary of State, State of Louisiana.

ARTICLE 2MEMBERS

1. Association members shall be the owners of the lots. The annual members' meeting shall be held at such location as the notice shall indicate, on the same date of each year as the first Board of Directors is elected, at 7:30 o'clock P.M., for the purpose of electing directors and of transacting any other business authorized to be transacted by the members; provided, however, that if that day is a legal holiday, the meeting shall be held at the same hour on the next succeeding day which is not a legal holiday.

2. Special members meetings shall be held whenever and wherever called by the President or by fifty-one percent (51%) of the members of the Board of Directors. A special meeting must be

called by such officers upon receipt of a written request from fifty percent (50%) of the entire membership.

3. Notice of all members' meetings stating the time and place and the objects for which the meeting is called shall be given by the President or Secretary to all lot owners. Such notice shall be in writing to each member at his address as it appears on the books of the Association and shall be mailed first class mail or delivered to the property address not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting. Proof of such mailing or delivery shall be given by affidavit of the person giving notice. Notice of meetings may be waived in writing before, during or after meetings.

4. A quorum of a membership meeting shall consist of persons (or proxy) entitled to cast fifty-one percent (51%) of the members' vote.

5. Vote required to transact business: When a quorum is present at any meeting, the holders of a majority of the voting rights present or represented by written proxy shall decide any question brought before the meeting, unless the question is one upon which, by the expressed provisions of the Restrictions and Covenants, or the Articles of Incorporation, a different vote or different method of voting is required, in which case such expressed provision shall govern and control the decision of such question.

6. In any meeting of members each lot shall be entitled to one vote, which vote shall be cast by the owner thereof or his duly authorized proxy.

(a) If a lot is owned by one person his right to vote shall be established by the record title to his lot. If a lot is owned by more than one person, and more than one person attempts to vote in behalf of said lot, the person entitled to vote for such lot shall be designated by a written certificate of designation signed by all of the co-owners of the lot and filed with the Secretary of the Association. Such certificate or designation shall be valid and irrevocable until superseded by a subsequent valid certificate.

(b) Votes may be cast in person or by proxy. Proxies

may be made by any person entitled to vote. They shall be valid only for the particular meeting designated and must be in writing and filed with the Secretary for verification before the appointed time of the meeting.

7. Approval or disapproval of a lot owner upon any matter, whether or not the subject of an Association meeting, shall be by the same person designated to cast the vote of such owner if in an Association meeting.

8. Adjourned meetings: If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

9. The order of business at the annual members' meetings and, as may be applicable, at all other members' meetings, shall be:

- (a) Election of chairman of the meeting (first meeting only).
- (b) Calling of the roll and certifying proxies.
- (c) Proof of notice of meeting or waiver of notice.
- (d) Reading and disposing of any unapproved minutes.
- (e) Reports of officers.
- (f) Election of directors.
- (g) Unfinished business.
- (h) New business.
- (i) Adjournment.

ARTICLE 3

DIRECTORS

1. Number of Directors. The first elected Board of Directors shall consist of five (5) persons, which number may be increased to any odd number up to nine (9) as determined by the members. The initial Director named in the Articles of Incorporation, or as replaced by Developer shall serve until the first annual membership meeting. The Director(s) shall have such duties and powers as are set forth in the Restrictions and Covenants, the Articles of Incorporation and these By-Laws;

2. Election of Directors.

(a) Subject to the provisions of the Articles, election of directors shall be conducted at the annual members' meeting.

Nomination for directorships and directors shall be made from the floor. The election shall be by secret ballot (unless dispensed with by unanimous consent), counted and verified by the temporary chairman and by a plurality of the votes cast, each person voting being entitled to cast one vote for each vacancy to be filled.

(b) Except as to vacancies occurring by removal of directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining directors.

(c) Any elected director may be removed by concurrence of fifty-one percent (51%) of the votes of the total voting power present at a special meeting of the members called for that purpose and attended by a quorum. The vacancy in the Board of Directors so created shall be filled by vote of the members of the Association at the same meeting.

(d) The term of each director's service shall extend until the next annual meeting of the members, and thereafter until his successor is duly elected and qualified or until the director is removed in the manner elsewhere provided. Directors duly elected take office immediately at the first meeting to organize.

3. Directors' Meetings.

(a) Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of meetings shall be given to each director, either personally or by mail, telephone or telegraph.

4. Powers and Duties of the Board of Directors. Except as otherwise provided in the Restrictions and Covenants, all of the powers and duties of the Association shall be exercised by the Board of Directors including those existing under the law and statutes, and the Restrictions and Covenants, as now or hereafter amended. Such powers and duties shall be exercised in accordance with the provisions of the Restrictions and Covenants which governs the use of the Subdivision property and shall include but shall not be limited to the following:

(a) To make and collect assessments against members to defray the costs of the Subdivision and to borrow such funds for the

purchase or improvement or maintenance of common areas and/or facilities. Developer-owned lots are exempt from assessments.

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

(c) The maintenance, repair, replacement and operation of the Subdivision property.

(d) The reconstruction or improvements after casualty and the further improvement of the property.

(e) To make and amend Rules and Regulations respecting the use of the property, subject to the provisions of the Articles.

(f) To enforce by legal means the provision of the Restrictions and Covenants, the Articles, the By-Laws of the Association, and any Rules and Regulations for the use of the property hereafter adopted.

(g) To designate and employ personnel for reasonable compensation necessary for the administration and management of the Association and maintenance of the property and to dismiss same provided any such contract for the management and performance of services is timed so that it terminates at the next annual meeting of the Association.

(h) To carry insurance for the protection of the lot owners and the Association against casualty and liabilities.

ARTICLE 4

OFFICERS

1. The executive officers of the elected Board of Directors of the Association shall be a President, a Secretary, and a Treasurer, all of whom must be directors. The offices of Secretary and Treasurer may be combined. The initial Director or his replacement appointed by Developer may hold all such offices.

The Board of Directors may from time to time designate and elect such other officers, and designate their powers and duties as the Board may find to be prudent to manage the affairs of the Association.

2. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of president of an association, including but not limited to the power to appoint committees from

among the members from time to time, as he may in his discretion determine necessary and appropriate, to assist in the conduct of the affairs of the Association and to preside over the members' meetings.

3. The Secretary shall keep the minute book where the resolutions of all proceedings of the directors and the members shall be recorded. He shall attend to the giving and serving of all notices to the members and directors and other notices required by law. He shall keep the records of the Association, and shall perform all other duties incident to the office of secretary of an association and as may be required by the directors of the President.

4. The Treasurer shall have custody of all property of the Association, including funds, securities, and evidences of indebtedness. He shall keep the assessment rolls and accounts of the members; he shall keep the books of the association in accordance with good accounting practice, and he shall perform all other duties incident to the office of treasurer. Assistance from accounting professionals and billing professionals may be requested subject to board approval.

5. The compensation of all employees of the Association shall be fixed by the directors.

ARTICLE 5

FISCAL MANAGEMENT

The provisions for fiscal management of the Association set forth in the Restrictions and Covenants and Articles of Incorporation shall be supplemented by the following provisions:

1. Assessment Roll. The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each lot. Such an account shall designate the name and address of the owner or owners, the amount of each assessment against the owners, the dates and amounts in which the assessments come due, the amounts paid upon the account and the balance due on assessments.

2. Budget.

(a) Developer, through the original Director, shall adopt and present the initial budgets and any amended budgets until the

member elected Board of Directors adopts a budget. Thereafter the elected Board of Directors shall adopt a budget for each calendar year which shall be based upon the estimated funds required to defray common expenses of the Association (which may include such reserve amounts as the Board of Directors may in their discretion establish), including, but not limited to, the following items;

(1) Common Expense Budget:

- (i) Maintenance, repair and operation of Common Elements.
- (ii) Landscaping, if any.
- (iii) Casualty insurance.
- (iv) Liability insurance.
- (v) Administration costs including professional services contracts.
- (vi) All taxes and charges, other than those assessed against an individual lot in the subdivision.
- (vii) Reserves.
- (viii) Debt Service

(2) Monthly assessments shall be pro-rated based upon the number of lots assessable.

(b) Copies of the proposed budget and the proposed assessments shall be transmitted to each member on or before December 1 of the year preceding the year for which the budget is made by the elected Board of Directors.

3. Assessments.

(a) Assessments against the lot owners for their respective percentage shares of the annual budget shall be made on or before December 31st of the year preceding the year for which the assessments are made. Such assessments shall be due in advance, quarterly, semi-annually or monthly as determined by the Board. If an annual assessment is not made as required, an assessment shall be presumed to have been made in the amount of the last prior annual assessment. In the event the prior annual assessment proves to be insufficient, the deficit may be collected by increased installments approved at any time by the Board of Directors resulting in a supplemental assessment.

(b) Assessments for common expenses to defray the cost of emergencies which cannot be paid from the annual assessments for common expenses shall be made only after notice of the need therefor to the lot owners. After such notice and upon approval in writing by persons entitled to cast more than fifty-one percent (51%) of the vote of the unit owners, the assessment shall become effective, and it shall be due after thirty (30) days notice thereof in such manner as the Board of Directors may require.

(c) The depository of the Association shall be such banks as shall be designated from time to time by the directors and in which the monies of the Association shall all be deposited. Withdrawal of monies from such accounts shall be only by checks signed by two (2) persons as are authorized by the directors.

(d) The collection of assessments may be delegated to a professional management company if it is deemed appropriate by the Board of Directors.

ARTICLE 6

PARLIAMENTARY RULES

Roberts Rules of Order (latest edition) shall govern the conduct of Association proceedings when not in conflict with the Restrictions and Covenants, Articles of these By-Laws or the laws of the State of Louisiana.

ARTICLE 7

AMENDMENTS

Amendments to the By-Laws shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution adopting a proposed amendment must receive approval by a vote of the owners of the lots representing fifty-one percent (51%) of the total voting power of the Association.

3. Initiation: An amendment may be proposed by either the Board of Directors or by the members of the Association.

4. Effective dates: An amendment when adopted as set forth above shall become effective only after being recorded in the corporate minute book and certified by the corporate secretary and

have been adopted.

5. These By-Laws shall be amended, if necessary, so as to make the same consistent with the provisions of the Restrictions and Covenants.

6. No amendment shall change the voting rights or assessment responsibilities of any member.

ARTICLE 8

ARBITRATION

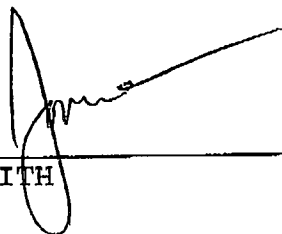
Any dispute between or among the property owners arising out of the administration of the subdivision property shall be resolved as follows:

Any aggrieved lot owner shall select an individual to act as arbitrator, and the Association shall do likewise, and said arbitrator shall likewise select a third individual and the matter or matters in dispute shall be submitted to the three (3) designated individuals for arbitration in accordance with the rules adopted by the American Arbitration Association. The decision of the arbitrators shall be binding on the lot owners and the Association and all costs of any such arbitration shall be borne equally by the parties involved (lot pro-rata basis) basis, provided that if the award of the arbitrators is entirely against one lot owner, said lot owner shall be solely responsible for all costs of said arbitration.

The foregoing were adopted as the By-Laws of this corporation, a corporation not for profit organized under the laws of the State of Louisiana.

Dated this 18th day of December, 1997.

The undersigned initial Director hereby consents to and adopts the above By-Laws.



DEAN SMITH