

UNITED STATES OF AMERICA
State of Louisiana

Box McKeithen

SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that

a copy of the Articles of Incorporation of

MARINA DRIVE OF OAK HARBOR
PROPERTY OWNERS' ASSOCIATION, INC.

Domiciled at SLIDELL, LOUISIANA,

Was filed and recorded in this Office on November 26, 2002,

And all fees having been paid as required by law, the corporation is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R.S. Title 12, Chapter 2.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on.*

November 26, 2002

Box McKeithen

MJO 35379546N

Secretary of State



**ARTICLES OF INCORPORATION
OF
MARINA DRIVE OF OAK HARBOR
PROPERTY OWNERS' ASSOCIATION, INC.**

BE IT KNOWN, that on this 15th day of November, 2002, before me, the undersigned Notary Public in and for the Parish and State aforesaid,

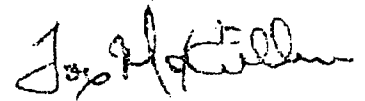
PERSONALLY CAME AND APPEARED:

OAK HARBOR PROPERTY OWNERS' ASSOCIATION, INC., herein represented by its President, Patrick J. McElroy, a Louisiana Non-Profit Corporation, domiciled and doing business in the Parish of St. Tammany, State of Louisiana, whose mailing address is 300 Oak Harbor Boulevard, Slidell, Louisiana, and availing itself of the provisions of Article III, Section 1. C., of the Restated Declaration of Covenants, Conditions, and Restrictions of Oak Harbor Subdivision, St. Tammany Parish, Louisiana, dated June 26, 1989 and registered in the office of the Clerk of Court for the Parish of St. Tammany, State of Louisiana on June 28, 1989 in COB 1387, Folio 781, Conveyance Instrument No. 723795, (hereinafter the "Restated Declaration"), and the provisions of the Louisiana Non-Profit Corporation law, and with the consent of the majority of the Directors of the Oak Harbor Property Owners' Association, Inc., a copy of which is attached hereto as Exhibit "A" and made a part hereof, does hereby organize a subsidiary non-profit corporation in accordance with the following Articles of Incorporation.


**ARTICLE I
NAME**

The name of this corporation is **Marina Drive of Oak Harbor Property Owners' Association, Inc.**, (hereinafter referred to as the "**Marina Drive Association**")

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 in this office.



Fox McKeithen
Secretary of State

NOV 26 '02 

ARTICLE II
PURPOSE

The purpose for which this Corporation is organized is to provide a legal entity for the enforcement of the provisions of the Restated Declaration and The Supplementary Declaration of Covenants, Conditions, for the properties located on Marina Drive and in Marina Point Subdivision registered in the office of the Clerk of Court for the Parish of St. Tammany, State of Louisiana, as follows:

1. The Supplementary Declaration of Covenants, Conditions, and Restrictions for Lots 816, 834A, 836A, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 8623, 864, 867, 868, 871, 873, 874, 875, 876, and 880, Eden Isles Subdivision, Unit No. Four, Conveyance Instrument No. 880179;
2. The Second Supplementary Declaration of Covenants, Conditions, and Restrictions for Lots 816A, 816B, 834A-1 through 834A-18, 880A, 860B, 873A, 873B, 874A, 874B, 875A, 875B, and 876A, 876B, Eden Isles Subdivision, Unit No. Four, Conveyance Instrument No. 896221;
3. The Third Supplementary Declaration of Covenants, Conditions, and Restrictions for Lots 834A-19 through 834A-28, 864 A & B, 867A & B, 868 A & B, and 871A & B, Eden Isles Subdivision, Unit No. Four, Conveyance Instrument No. 922360;
4. The Fourth Supplementary Declaration of Covenants, Conditions, and Restrictions for Lots 834A-29, 834A-30, 836 A-9 through 836A-32, 852 A & B, 853 A & B, 854 A & B, 855 A & B, 856 A & B, 857 A & B, 858 A & B, 859 & B, 860 A & B, 861 A & B, and 862 A & B, Eden Isles Subdivision, Unit No. Four, Conveyance Instrument No. 931572;
5. The Fifth Supplementary Declaration of Covenants, Conditions, and Restrictions for Lots 863 A & 863 B, Eden Isles Subdivision, Unit No. Four, Conveyance Instrument No. 938445; and
6. The Supplementary Declaration of Covenants, Conditions, and Restrictions for Marina Point, Lots 1A, 1B, 2A, 2B, 3A, 3B, 4A, 4B, 5A, 5B, 6A, 6B, 7A, and 7B, (Being a portion of former Lot 914, Eden Isles Subdivision, Unit No. Four), Conveyance Instrument No. 1168604; and

and any future Supplementary Declarations or amendments thereto, (hereinafter the "Marina Drive Supplementary Declarations"), only as these provisions apply to the properties located within the Marina Drive area of Oak Harbor, being a portion of Eden Isles Subdivision, Unit No. 4, as further shown on the official plans of resubdivision by J. V. Burkes & Associates, Inc., filed in Map File No. 1177, filed on December 3, 1993; Map File No. 1185, filed January 20, 1994; Map File No. 1250; Map File No. 1266, filed October 24, 1994, Map File No. 1271, filed December 27, 1994 and for Marina Point Map File No. 1729, filed June 2, 1999; and any future phases of this subdivision, (hereinafter "The Marina Drive Subdivision"). This Corporation is also organized to provide a legal entity for the development, management, regulation, operation and maintenance of the subdivision easements, roads, improvements, green belts, common areas, entrance features, and other properties of every kind and character, located in The Marina Drive Subdivision, and to engage in any activity for which corporations may be formed under the Louisiana Nonprofit Corporation Law. This Corporation shall exercise all functions, duties and powers set forth in the Restated Declaration only as these provisions apply to The Marina Drive Subdivision, with the exception that this Corporation shall not have the authority to collect or enforce collection of assessments or amounts due the Oak Harbor Property Owners' Association, Inc., including the filing of liens. The collection and enforcement of assessments or amounts due to the Oak Harbor Property Owners' Association, Inc., including the filing of liens, shall remain with the Oak Harbor Property Owners' Association, Inc. The Marina Drive Association shall further have the rights and duties, along with the Oak Harbor Property Owners' Association, Inc., to file suit or otherwise enforce the Restated Declaration and the Marina Drive Supplementary Declarations, only as these provisions apply to The Marina Drive Subdivision. This Corporation shall be subject to the provisions of the Restated Declaration and shall not take

any action to lessen or abate the rights of the Members of the Oak Harbor Property Owners' Association, Inc.

ARTICLE III
TERM OF EXISTENCE

This corporation shall have perpetual existence; provided, however, that it shall have a minimum existence of twenty-five (25) years from the date hereof, and that this provision shall not be amended without the consent of seventy-five (75%) percent of the Members of this Corporation, along with the consent of the Board of Directors of the Oak Harbor Property Owners' Association, Inc.

ARTICLE IV
DUTIES AND POWERS OF MARINA DRIVE ASSOCIATION

Marina Drive Association's duties and powers shall include and be governed by the following provisions:

1. Marina Drive Association shall have all the powers authorized by the laws of the State of Louisiana, and in particular, the Louisiana Non-Profit Corporation Law, and any amendments thereto.
2. Marina Drive Association shall have the following powers, rights and duties under the Restated Declaration, the Marina Drive Supplementary Declaration, the Founding Documents, the Governing Documents and the rules and regulations of the Oak Harbor Property Owners' Association, Inc. and the Marina Drive Association:
 - A. To maintain and improve the easements, roads, green belts, common areas, gates and entrance features of The Marina Drive Subdivision.
 - B. To enact, amend and enforce reasonable rules and regulations for the use of the properties within The Marina Drive Subdivision.
 - C. To enforce, by all legal means possible the provisions of the Restated Declaration, the Marina Drive Supplementary Declaration, the Founding Documents, the Governing Documents and the rules and regulations of the Oak Harbor Property Owners' Association, Inc. and the Marina Drive Association, as they apply to those properties located within the Marina Drive Subdivision with the exception of those provisions relating to collection and enforcement of assessments, and amounts due the Oak Harbor Property Owners' Association, Inc. and the Marina Drive

- Association, and the filing of liens. This authority is to remain with the Oak Harbor Property Owners' Association, Inc., **only** and no other.
- D. To enter into contracts and agreements for the management, maintenance, operation and improvement of the properties located within The Marina Drive Subdivision.
 - E. To receive from the Oak Harbor Property Owners' Association, Inc., that portion of the assessments collected by the Oak Harbor Property Owners' Association, Inc. for The Marina Drive Subdivision and to use the proceeds of these assessments to carry out its powers, rights, duties and obligations herein.
 - F. To open and administer bank accounts in the name of this Corporation.
 - G. To conduct the activities and obligations of the Architectural Review Committee and any other committees for The Marina Drive Subdivision.
3. If the Marina Drive Association fails to perform its duties, including the failure to enforce the Restated Declaration, the Marina Drive Supplementary Declaration, the Founding Documents, the Governing Documents and the rules and regulations of the Oak Harbor Property Owners' Association, Inc. and the Marina Drive Association, the Oak Harbor Property Owners' Association, Inc. or the Declarant can remove all or any one of the directors and officers and replace them with duly appointed directors and officers and can govern the affairs of this subassociation.

ARTICLE V NONPROFIT

This corporation is a nonprofit corporation as defined in the Louisiana Nonprofit Corporation Law and does not contemplate pecuniary gain or profit, direct or indirect, to its members.

ARTICLE VI NON-STOCK MEMBERSHIP

This corporation is and shall be organized on a non-stock basis. The Members of this Corporation shall be the Oak Harbor Property Owners' Association, Inc. and the property owners in The Marina Drive Subdivision.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, which shall consist of not less than three (3) nor more than five (5) directors. The directors shall be appointed in accordance with the Bylaws, or if no longer appointed, elected at the annual meeting of the Members in accordance with the Bylaws. Directors appointed in any manner need not be Members of the Corporation. Elected directors **must** be Members of the Corporation. Further, elected directors must be in good standing, with no outstanding amounts due to the Oak Harbor Property Owners' Association, Inc. or the Marina Drive Association, and with no violations of the Restated Declaration and the Marina Drive Supplementary Declaration or any supplements or amendments thereto. In the event a Marina Drive Association director or directors do not perform their duties and obligations as stated in Article IV, Section 3 above or otherwise fails to perform their duties and obligations, is negligent in their acts or omissions or commits a criminal act, the Oak Harbor Property Owners' Association, Inc. or the Declarant can remove that director or directors, whether they be appointed or elected, and appoint a director or directors.

The names and addresses of the initial directors, who shall serve until their successors are appointed or elected at the annual meeting of the members in accordance with the bylaws, are as follows:

Wayne Maddox
1128 Marina Drive
Slidell, LA 70458

Lary Currier
1678 Marina Drive
Slidell, LA 70458

Steve Kennard
1043 Marina Drive
Slidell, LA 70458

Don Landry
1720 Marina Drive
Slidell 70458

Dick Almos
996 Marina Drive
Slidell, 70458

The directors shall elect or appoint a President, Vice-President, Secretary, Treasurer, and such other officers as they may deem necessary. The duties of the officers shall be prescribed by the bylaws of this Corporation. Officers need not be Members of the Corporation, but those officers who are Members of the Corporation must be Members in good standing, with no outstanding amounts due to the Oak Harbor Property Owners' Association, Inc. or the Marina Drive Association, and with no violations of the Restated Declaration and the Marina Drive Supplementary Declaration or any supplements or amendments thereto.

Any director may vote at any directors' meeting by written proxy given to any other member of the Board of Directors. A majority of the directors present either in person or by proxy shall constitute a quorum, and such a quorum shall be necessary and sufficient to consider any question that may come before any meeting of the directors, unless otherwise provided in the Restated Declaration or herein.

The directors shall have the power to make, amend or repeal bylaws of the Corporation at any regular or special meeting of the directors along with the consent of the Board of Directors of the Oak Harbor Property Owners' Association, Inc., which need not be called for the express purpose of making, amending or repealing bylaws, and which may be called, convened, and conducted without any notice to the Board members of the purpose of the meeting, subject always to the power of a majority of the voting members of this Corporation to change the action of the directors.

The directors shall also have all of the rights, powers and duties set forth or implied in the Restated Declaration and the Marina Drive Supplementary Declaration and any amendments thereto.

ARTICLE VIII
OFFICERS

The Marina Drive Association's affairs shall be administered by the officers of the Marina Drive Association. Such officers shall serve at the pleasure of the Board of Directors.

The officers shall hold office and serve until their successors are designated by the Board of Directors and have qualified or until removed from office. Officers need not be Members of the Corporation, but those officers who are Members of the Corporation **must** be Members in good standing, with no outstanding amounts due to the Oak Harbor Property Owners' Association, Inc. or the Marina Drive Association, and with no violations of the Restated Declaration and the Marina Drive Supplementary Declaration or any supplements or amendments thereto. In the event a Marina Drive Association officer or officers do not perform their duties and obligations as stated in Article IV, Section 3 above or otherwise fails to perform their duties and obligations, is negligent in their acts or omissions or commits a criminal act, the Oak Harbor Property Owners' Association, Inc. or the Declarant can remove that officer or officers, whether they be appointed or elected, and appoint an officer or officers.

ARTICLE IX
INDEMNIFICATION

Each director and each officer of the Marina Drive Association and each director and each officer of the Oak Harbor Property Owners' Association, Inc. is indemnified by the Marina Drive Association against all liabilities and expenses, including attorneys' fees and court costs, reasonably incurred or imposed upon said party in connection with the performance of their duties or in connection with any proceeding in which said party may become involved, by reason of being or having been a director or officer of the Marina Drive Association or a director or

officer of the Oak Harbor Property Owners' Association, Inc, or any settlement thereof, regardless of whether the party is a director or officer at the time such liabilities and expenses are incurred, unless the director or officer is adjudged guilty of willful malfeasance or malfeasance in the performance of their duties. In the case of a settlement, the indemnification provided for herein shall apply only when the Board of Directors approves such settlement and reimbursement. The above right of indemnification is not exclusive of all other rights to which such directors and officers may be entitled to under the law.

ARTICLE X
REGISTERED OFFICE

The address of the Corporation's registered office is 300 Oak Harbor Boulevard,
Slidell, Louisiana, 70458.

ARTICLE XI
REGISTERED AGENT

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

Patrick J. McElroy
300 Oak Harbor Boulevard
Slidell, LA 70458

who hereby accepts the office of registered agent as evidenced by the notarized affidavit of registered agent attached hereto.

ARTICLE XII
INCORPORATOR

The name and mailing address of the incorporator is Oak Harbor Property
Owners' Association, Inc., 300 Oak Harbor Boulevard, Slidell, LA 70458.

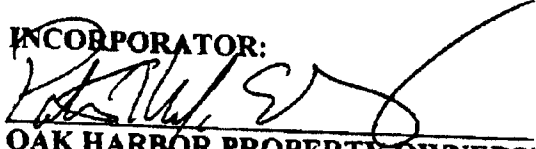
ARTICLE XIII
DISSOLUTION

Upon dissolution or other termination of the Corporation, no part of the property of the Corporation, nor any of the proceeds thereof, shall be distributed to the Members of the Corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the Corporation, be distributed to a non-profit unincorporated association which, under the terms of the Restated Declaration, shall thereupon automatically and without further action be formed, and which shall succeed to all the rights, powers and duties of the Corporation, and which shall assume all of the Corporation's obligations.

ARTICLE XIV
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be adopted, amended or repealed by affirmative vote of a majority of the members of the Board of Directors at any regular or special meeting of the Board of Directors of the Marina Drive Association, along with the consent of the Board of Directors of the Oak Harbor Property Owners' Association, Inc., along with the consent of the Declarant, or its designees or assignees, or by the Members of The Marina Drive of Oak Harbor Property Owners' Association, Inc. upon the affirmative vote of fifty-one (51%) of the voting power of the Marina Drive Association, along with the consent of the Board of Directors of the Oak Harbor Property Owners' Association, Inc. and along with the consent of the Declarant, or its designees or assignees.

INCORPORATOR:


OAK HARBOR PROPERTY OWNERS'
ASSOCIATION, INC., Incorporator
BY: PATRICK J. MCELROY, PRESIDENT

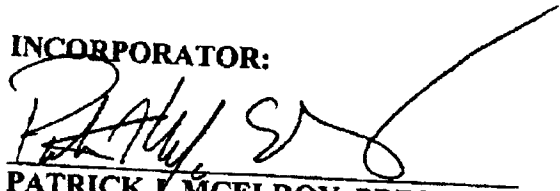
ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ST. TAMMANY

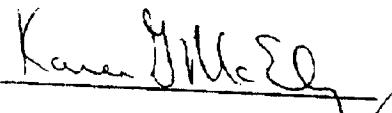
On November 15, 2002, before me, Notary, and the undersigned witnesses personally appeared Patrick J. McElroy, known to me to be the person described herein who acknowledged that he executed, the Articles of Incorporation of Marina Drive of Oak Harbor Property Owners' Association, Inc., in his capacity as the President of the Oak Harbor Property Owners' Association, Inc., as its own free act and deed.

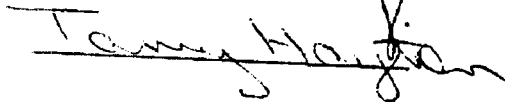
INCORPORATOR:

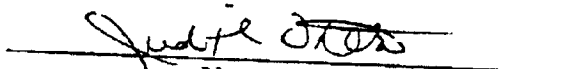


**PATRICK J. MCELROY, PRESIDENT
OAK HARBOR PROPERTY OWNERS'
ASSOCIATION, INC.**

WITNESSES:







**Notary Public
My Commission is for Life**

**AFFIDAVIT OF
REGISTERED AGENT**

STATE OF LOUISIANA

PARISH OF ST. TAMMANY

BEFORE ME, Judith Stearns, a Notary Public, duly commissioned and qualified in the Parish and State aforesaid, and in the presence of the two undersigned competent witnesses, personally came and appeared:

Patrick J. McElroy, person of the full age of majority, who after being duly sworn, did depose and state:

That he hereby acknowledges and accepts the appointment as Registered Agent of Marina Drive of Oak Harbor Property Owners' Association, Inc.

That this affidavit is made in accordance with L.S.A.-R.S. 12:236 (c) (2).

IN WITNESS WHEREOF, the undersigned has executed this affidavit this 15th day of November, 2002, in the presence of the two undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

Kan G McElroy
Tammy Haytian

Patrick J. McElroy
Registered Agent

Judith Stearns
NOTARY PUBLIC
MY COMMISSION IS FOR LIFE