

**ARTICLES OF INCORPORATION**

**UNITED STATES OF AMERICA**

**OF**

**STATE OF LOUISIANA**

**835 JULIA ASSOCIATION, INC.**

**PARISH OF JEFFERSON**

**BE IT KNOWN**, that on this 9<sup>th</sup> day of May, 2005,

**BEFORE ME**, the undersigned Notary Public, duly commissioned and qualified in and for the Parish of Jefferson, State of Louisiana, and in the presence of the witnesses hereinafter named and undersigned;

**PERSONALLY CAME AND APPEARED:**

**BARONNE STREET LOFTS, L.L.C.** a Louisiana Limited Liability Company duly organized and existing under the laws of the State of Louisiana, domiciled in the Parish of Orleans, herein represented by Neal Morris, Member, duly authorized;

(hereinafter collectively called the "Declarant");

who declared that availing itself of the provisions of the Louisiana Non-Profit Corporation Law (Title 12, Chapter 2, Louisiana Revised Statutes of 1950, as amended), Declarant does by these presents form and organize, for the use and benefit of all persons who may join or become associated therewith, a non-profit corporation for the objects and purposes and under the covenants, stipulations and agreements as hereinafter set forth:

## **ARTICLE I**

### **DEFINITIONS; FINDINGS AND DETERMINATION**

1.01. Unless the context shall clearly indicated some other meaning, all words and terms used in these Articles of Incorporation which are defined in the Declaration of Condominium Ownership (hereinafter described and defined) shall, for the purposes of these Articles, have the respective meanings given to them in the Declaration.

1.02. It is hereby found and determined that the Declarant has registered and recorded a Declaration of Condominium Ownership set forth in an act dated May 9, 2005, before Stephen J. Broussard, Notary Public, in the conveyance records of Orleans Parish (hereinafter called the "Declaration") with respect to certain property situated in the FIRST MUNICIPAL DISTRICT of the City of New Orleans, Louisiana more fully described in the Declaration (hereinafter called the "Condominium Property") and as a result thereof a condominium regime has been established with respect to the Condominium Property under the Louisiana Condominium Act ([now appearing as La.R.S. 1122.101-1124.117. inclusive] and hereinafter referred to as the "Condominium Act").

## **ARTICLE II**

NAME

2.01. The name of this corporation is and shall be:

**835 JULIA ASSOCIATION, INC.**

ARTICLE III

PURPOSE AND POWERS

3.01 The object and purpose of the Corporation is and shall be to provide for the administration, management and operation of the Condominium and the use, maintenance, repair and replacement of the Common Elements and the Limited Common Elements under and pursuant to the terms and conditions of the Declaration.

The Corporation shall administer and enforce the covenants, restrictions and servitudes applicable to the Common Elements, Limited Common Elements and Units thereof, and in connection therewith, the Corporation shall have full power and authority to do any and all acts including, but not limited to, those acts set forth in the Condominium Act and shall have all powers with which corporations are permitted to be vested pursuant to the Louisiana Non-Profit Corporation Law insofar as said powers are not inconsistent with the purposes for which the Corporation is organized, and more particularly, shall have the following powers:

- (a) To make and collect assessments against members to defray the costs of the condominium.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, repair, replace and operate the Condominium Property.
- (d) To reconstruct improvements after casualty and make further improvements to the Condominium Property.
- (e) To make and amend regulations respecting the use of the property in the condominium.
- (f) To contract for the management of the condominium and to delegate to such contractor all powers and duties of the Corporation except such as are specifically required by the condominium documents to have approval of the Board or the members of the Corporation.

This is a non-profit Corporation organized on a non-stock basis, and no part of the net earnings or other assets of the Corporation shall inure to the benefit of any private shareholder or individual.

ARTICLE IV

## CORPORATE EXISTENCE

4.01. Unless sooner dissolved in accordance with the law, the Corporation shall exist and continue and shall have an enjoy corporate existence in perpetuity.

5.01. All Unit Owners shall be members of the Corporation and the Corporation shall have two (2) classes of voting membership whose voting rights shall be exercised as hereinafter provided and in accordance with the Declaration and By-Laws, such classes and their rights being:

- (a) Class A. The Class A members shall be all those Unit Owners with the exception of the Declarant. Class A members shall be entitled to one (1) vote for each Unit owned but only to the extent hereinafter set forth in subsection (c) below. When more than one (1) person or entity owns or has an interest in any Unit, all such persons shall be members, and the vote attached to such Unit shall be cast as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one Unit.
- (b) Class B. The Class B member shall be the Declarant, who shall be entitled to one (1) vote for each Unit of which he is a record title owner, provided that the Class B membership shall be retired when the Declarant has sold eighty (80%) percent of the Units except such as may be retained for the personal use of the Declarant.
- (c) Until the Declarant shall have sold to other persons or entities Units, the total square footage of which equals or exceeds eighty (80%) percent of the total square footage of all Units, the Class A membership shall have no right to vote in the selection of directors of the Corporation, and the Class B membership shall elect all members of the Board. After the Declarant has sold Units comprising eighty (80%) percent or more of the total square footage, the Class A membership shall elect (3) directors to the Boar prior to its retirement. After all of the Units have been sold by the Declarant and the Class B membership retired, all of the directors shall be elected by the Class A members as provided by the By-Laws. At any time prior to the retirement of the Class B membership, said Class B membership shall exclusively have and exercise all voting rights not specifically granted to Class A members hereunder, including the right of amendment of these Articles of Incorporation, the By-Laws and the rules and regulations, or to take any other action whatsoever without the concurrence of the Class A membership. However, the Class A membership shall be entitled to vote together with the Class B membership in increasing or decreasing the fees and assessments to Unit Owners as provided in the Declaration and By-Laws.
- (d) Notwithstanding any other provisions hereof to the contrary including paragraphs (a), (b) and (c) above, if the Declarant shall retain any of the Units, it shall become a Class A member at such time as the Class B membership is retired or terminated.

## ARTICLE VI

### BOARD OF DIRECTORS

6.01 The corporate powers and management of the affairs of the Corporation shall be vested in and exercised by a Board of Directors (the "Board") of not less than three (3) nor more than five (5) members, the exact number of which to be fixed by the By-Laws of the Corporation. Each member of the Board shall be a Unit Owner. The name and address of the initial director is as follows:

NAME

ADDRESS

and they shall hold office until the election of its successors, in accordance with the By-Laws.

Directors may vote at any director's meeting by proxy given to any other members of the Board, provided in those cases where written notice of a meeting setting forth the specific issue(s) to come before the Board is given, such proxy contains an instruction or instructions to vote yea or nay on such specific issue(s). Any vacancy occurring among directors selected by the Class A membership, by death, resignation or otherwise, shall be filled by election for the unexpired term at a special meeting of the Class A membership to be called upon five (5) days written notice. Any vacancy occurring among the directors selected by the Class B membership, by death, resignation or otherwise, shall be filled by election for the unexpired term, at a special meeting of the Class B membership to be called upon five (5) days written notice, provided that should the number of directors be reduced below (3), by virtue of death, resignation, sale of property or otherwise, the remaining directors shall elect successor(s) so that the Board will have three (3) directors. The term(s) of director(s) so elected shall expire on the dated of the next special meeting called for the purpose of filling vacancies on the Board. A majority of the directors in person or by proxy shall constitute a quorum, and such quorum shall be necessary to consider any question that may come before any meeting of the directors. If such a quorum is not present at a duly assembled meeting, a majority of those present may adjourn the meeting from time to time, but may not transact any other business until such a quorum is secured. A quorum being present, the affirmative vote of a majority of the directors present shall be necessary to decide any questions, except as otherwise provided for in Section 5.01 above. The directors shall serve without compensation.

ARTICLE VII

REGISTERED OFFICE

7.01. The Corporation's registered office is located at:

8518 Oak Street; New Orleans, Louisiana 70118

## ARTICLE VIII

### REGISTERED AGENT

8.01. The name and address of the Corporation's registered agent is:

Neal Morris  
8518 Oak Street  
New Orleans, Louisiana 70118

## ARTICLE IX

### INCORPORATOR

9.01 The name and address of the incorporator is:

Baronne Street Lofts, LLC  
8518 Oak Street  
New Orleans, Louisiana 70118

## ARTICLE X

### BY-LAWS

10.01 The By-Laws of the Corporation shall be adopted by the Board. Any amendment or modification of the By-Law shall be by the Board subject to the approval of the voting members of the Board having at least two-thirds (2/3) of the total votes, or such greater share of the total votes if such By-Laws so specify.

## ARTICLE XI

### AMENDMENTS TO ARTICLES OF INCORPORATION

11.01 These Articles of Incorporation may be amended by the voting member so the Corporation at a duly constituted meeting for such purpose; provided, however, that no amendment shall take effect unless approved by a majority of the members of the Board and by the voting members having at least fifty-one (51%) percent of the total votes. Any amendments to these Articles of Incorporation may also be approved by any member of the Board or by any member by an instrument in writing executed before, during or after said duly constituted meeting. Notice of the subject matter of any proposed amendment shall be included in the Notice of any meeting at which a proposed amendment is considered.

11.02. Except to correct an error or cure a defect or omission, no amendment to these Articles may be made which in any way changes the percentage of ownership owned by a Unit Owner in the Common Elements of the condominium, or which in any way modifies the percentage of the assessment to be levied against any Unit Owner for the operation and maintenance of the Common Elements and/or Limited Common Elements of the condominium without the written consent of one hundred (100%) percent of the voting members of the Corporation.

11.03. No amendment to these Articles of Incorporation shall be effective until the same has been recorded with the Secretary of State of Louisiana and the Recorder of Mortgages for the Parish of Orleans, State of Louisiana.

ARTICLE XII  
INDEMNIFICATION

12.01. Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty or willful misfeasance in the performance of his duties; provided that in the event of a settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

THUS DONE AND SIGNED in my office in the City of Metairie, Louisiana, on the day month, and year first written, in the presence of the undersigned competent witnesses and me, Notary, after reading of the whole.

WITNESSES:

BARONNE STREET LOFTS, LLC

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\_\_\_\_\_  
BY: NEAL MORRIS, MEMBER

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STEPHEN J. BROUSSARD  
NOTARY PUBLIC

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED REGISTERED AGENT  
ACT 769 OF 1987

To the State Corporation Department  
State of Louisiana

STATE OF LOUISIANA )

PARISH OF JEFFERSON )

On this 9th day of May, 2005, before me, the undersigned Notary Public, in and for the State and Parish aforesaid, personally came and appeared Neal Morris, its duly authorized agent, who is to me known to be the person, who, being duly sworn, acknowledged to me that he does hereby accept appointment as the Registered Agent of 835 Julia ASSOCIATION, INC., a Corporation authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, Chapters 1, 2 and 3.

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NEAL MORRIS

SWORN TO AND SUBSCRIBED  
BEFORE ME, Notary, on the day,  
month and year first above set forth.

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STEPHEN J. BROUSSARD  
NOTARY PUBLIC