

AMENDED AND RESTATED BY-LAWS
of
THE RIVER BEND HOMEOWNERS ASSOCIATION
OF BATON ROUGE, INC.

ARTICLE I - PURPOSE

The purpose of this organization is as set forth in Article III of the Articles of Incorporation as to otherwise engage in any lawful activity not prohibited for tax-exempt, non-profit corporations, in particular those activities which shall ensure the sponsoring, organizing, and conducting a homeowners association for residents of the subdivision.

ARTICLE II - AREA

The area served by this organization shall be the area identified as Riverbend Subdivision, to include the First, Second, Third, Fourth, Fifth, Eighth, and Ninth Filings of subdivision as shown on the various maps recorded in the public records of East Baton Rouge Parish, Louisiana.

ARTICLE III - MEMBERSHIP

Membership shall be on a calendar year basis and shall be limited to one vote for each single-family dwelling unit located within the geographical area defined above.

ARTICLE IV - VOTING

Each member at the annual meeting shall have one vote, and each director elected shall have one vote. Written proxies will be accepted provided that they are filed with the secretary before the meeting or at the beginning of the meeting at which the proxies will be used.

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors shall include the officers of the corporation. The Board of Directors shall be the same directors as those elected to serve as the Board of Directors of the Riverbend Subdivision Social Club, Inc. at the joint annual meeting of the two corporations. The directors shall serve two-year terms, with the term of office to begin at the first regular meeting of the Board of Directors following the annual meeting and to end upon the commencement of the next term of directors. The Board of Directors shall consist of at least three directors, but not more than 20 directors.

The Board of Directors shall have the power to remove any director who misses three consecutive meetings and may appoint a director to complete the term of a director who has been removed, who has resigned, or who may leave the position vacant, with a quorum being a majority of the remaining directors. All directors must pay their annual dues timely in order to retain their position on the Board of Directors.

ARTICLE VI - OFFICERS

The officers shall be elected by the Board of Directors at their first meeting in which the new directors assume office, with the exception that a president-elect may be selected earlier to provide

for a more efficient succession of officers.

The offices and duties shall be as follows:

President - Preside at all meetings, including the Board of Directors meetings where the president shall be considered the chairman of the board, and otherwise perform all duties incidental to the office.

Secretary - The secretary shall act on behalf of the president in the president's absence. The secretary shall keep the minutes of the meetings, send out notices of meetings and other matters, assist the president in preparing agendas for the meetings, and maintain correspondence and membership records.

Treasurer - The treasurer shall receive income from dues, donations, and fund-raising efforts and shall disburse funds in accordance with the determination of the board of directors. The treasurer shall also maintain a current financial report and ensure compliance with IRS regulations regarding non-profit corporations.

ARTICLE VII - MEETINGS

Regular meetings of the Board of Directors shall be held monthly on the third Monday of each month at 7:30 o'clock p.m. or at such other time as the board of directors shall set, within fifteen days' notice of any change being required to all directors. No notice of the regular meetings shall be required once fixed by the board. Special meetings may be called by the president or by a majority of the board, in which case reasonable notice shall be given.

The date of the annual meeting shall be fixed by the Board with reasonable notice given to the membership by signs, newsletter, or flyers.

ARTICLE VIII - ELECTIONS

Recommendations for nomination to the Board of Directors shall be reported to the membership at the annual meeting by the Board of Directors. Additional nominations may be received from the floor. If more nominations are made than there are director positions, the membership shall vote for the directors on one single ballot, and the persons with the highest number of votes to fill the vacancies on the Board of Directors shall be elected by plurality vote.

The newly-elected directors shall elect the officers of the corporation at the first meeting of the new board after it takes office.

An officer or director may be removed for cause by two-third's vote of the directors present and voting at any meeting of the board of directors at which a quorum is present. A director who has missed three consecutive monthly meetings or who has not participated in the activities of the corporation may be removed from the board of directors. The board of directors shall mail written notice to the officer or director at his address as it appears on the membership records, giving reasonable notice of the date, time, and place of the meeting at which such action is proposed to be taken. The board of directors may by majority vote of the directors present and voting fill any vacancy caused by the death, resignation, removal, or incapacity of an officer or director or may continue operation with a quorum of the remaining directors.

ARTICLE IX - RULES

Roberts' Rules of Order, revised, shall govern this organization in all cases where applicable and where not inconsistent with these bylaws.

ARTICLE X - ORDER OF BUSINESS

Any matter of business brought before the corporation shall be presented to and acted upon by the board of directors. Any motion not acted upon by the board of directors within sixty days can be brought before the general membership at the annual meeting or at a special general membership meeting called for such purpose by a majority of the board of directors.

Unless otherwise stated, the order of business for the meetings of the board of directors shall be as follows:

- A. Call to order
- B. Calling of the roll
- C. Reading of the minutes of the previous meeting and proposing them for adoption
- D. Reports of officers and committees
- E. Old business
- F. New business
- G. Adjournment

ARTICLE XI - QUORUM

A quorum of the board of directors shall consist of a simple majority of the currently serving members of the board.

The vote necessary to transact business at the annual meeting shall be a majority of those present and deemed eligible to vote after dues notices have been sent to all membership.

ARTICLE XII - AMENDMENT OF BYLAWS

The bylaws may be amended by a majority vote of the board of directors present and voting at a meeting for which notice has been given thirty days in advance and in which notice the proposed amendment has been stated.

ARTICLE XIII - DUES

The dues are set at \$80.00 per individual single-family unit per year. The fiscal year begins each April 1st and ends the following March 31st. Dues become due on May 1 of each year for the fiscal year beginning April 1 of each year. Thereafter, the Board of Directors may set the annual dues per year for the corporation.

ARTICLE XIV - CHECKING AND SAVINGS ACCOUNTS, DUES COLLECTION, AND FINANCIAL REPORTS

The board of directors shall be authorized to open such checking, savings, and other accounts as necessary to conduct the financial situations of the corporation, and the checks of the corporation shall require only one signature of the directors or officers designated by the board of directors as a requirement for expenditure of funds. A treasurer's report shall be rendered to the board of directors on a monthly basis and shall be rendered by the treasurer at the annual meeting of the general membership.

The checking and savings accounts may be jointly maintained and the treasurer's financial reports consolidated with those of Riverbend Subdivision Social Club, Inc. as long as the revenues, expenses, and fund balances are segregated to clearly maintain the separation of the corporations. Further, for the convenience of its joint members of the corporations, the corporation is authorized and empowered to collect the dues for the Riverbend Subdivision Social Club, Inc. as part of its collection process and remit those sums to the account of that corporation. In payment for these collection services, the corporation is authorized to retain any interest earned on the collected fund balance of the Riverbend Subdivision Social Club, Inc. for the account of The River Bend Homeowners Association of Baton Rouge, Inc.

ARTICLE XV - INDEMNIFICATION

The corporation shall indemnify and hold harmless each director and officer now or hereafter serving the corporation from and against any and all claims and liabilities to which he may be or become subject by reason of being or having been an officer or director of the corporation and/or by reason of his alleged acts or omissions as a director or officer, whether or not he continues to be an officer or director at the time when any such claim or liability is asserted. With approval of the Board of Directors, the corporation shall reimburse each director and officer for all legal and other expenses reasonably incurred by him in connection with defending any and all claims and liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication. Notwithstanding any provision to the contrary, no director or officer shall be indemnified against, nor reimbursed for any expenses incurred in defending or settling, any claim or liability arising out of his own willful or intentional misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

ARTICLE XVI - DISSOLUTION OF THE CORPORATION

At such time as a voluntary or involuntary dissolution of the corporation and distribution of the assets is made, such assets shall be disposed of in accordance with the Articles of Incorporation consistent with the Internal Revenue Service rulings in regard to non-profit, tax-exempt, corporations.

The foregoing bylaws were presented to the board of directors at the March 16, 1998 meeting and are hereby certified as being adopted by said board as evidenced by the signature of the president of the corporation subscribed hereto.

Don Jenkins, President
The River Bend Homeowners Association
of Baton Rouge, Inc.

The River Bend Homeowners Association
of Baton Rouge, Inc.
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AMENDED AND RESTATED BY-LAWS
of
RIVERBEND SUBDIVISION SOCIAL CLUB, INC.

ARTICLE I - PURPOSE

The purpose of this organization is as set forth in Article III of the Articles of Incorporation as to otherwise engage in any lawful activity not prohibited for tax-exempt, non-profit corporations, in particular those activities which shall ensure the sponsoring, organizing, and conducting social functions for residents of the subdivision.

ARTICLE II - AREA

The area served by this organization shall be the area identified as Riverbend Subdivision, to include the First, Second, Third, Fourth, Fifth, Eighth, and Ninth Filings of subdivision as shown on the various maps recorded in the public records of East Baton Rouge Parish, Louisiana.

ARTICLE III - MEMBERSHIP

Membership shall be on a calendar year basis and shall be limited to one vote for each single-family dwelling unit located within the geographical area defined above.

ARTICLE IV - VOTING

Each member at the annual meeting shall have one vote, and each director elected shall have one vote. Written proxies will be accepted provided that they are filed with the secretary before the meeting or at the beginning of the meeting at which the proxies will be used.

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors shall include the officers of the corporation. The initial Board of Directors shall be those set forth in the Article of Incorporation. Thereafter, the Board of Directors shall be the same directors as those elected to serve as the Board of Directors of the River Bend Homeowners Association of Baton Rouge, Inc. at the joint annual meeting of the two corporations. The directors shall serve two-year terms, with the term of office to begin at the first regular meeting of the Board of Directors following the annual meeting and to end upon the commencement of the next term of directors. The Board of Directors shall consist of at least three directors, but not more than 20 directors.

The Board of Directors shall have the power to remove any director who misses three consecutive meetings and may appoint a director to complete the term of a director who has been removed, who has resigned, or who may leave the position vacant, with a quorum being a majority of the remaining directors. All directors must pay their annual dues timely in order to retain their position on the Board of Directors.

ARTICLE VI - OFFICERS

The first officers of the corporation shall be James P. Jones, President; Jodie Leach, Secretary; and Gregory E. Bodin, Treasurer. Thereafter, the officers shall be elected by the Board of Directors at

their first meeting in which the new directors assume office, with the exception that a president-elect may be selected earlier to provide for a more efficient succession of officers.

The offices and duties shall be as follows:

President - Preside at all meetings, including the Board of Directors meetings where the president shall be considered the chairman of the board, and otherwise perform all duties incidental to the office.

Secretary - The secretary shall act on behalf of the president in the president's absence. The secretary shall keep the minutes of the meetings, send out notices of meetings and other matters, assist the president in preparing agendas for the meetings, and maintain correspondence and membership records.

Treasurer - The treasurer shall receive income from dues, donations, and fund-raising efforts and shall disburse funds in accordance with the determination of the board of directors. The treasurer shall also maintain a current financial report and ensure compliance with IRS regulations regarding non-profit corporations.

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The newly-elected directors shall elect the officers of the corporation at the first meeting of the new board after it takes office.

An officer or director may be removed for cause by two-third's vote of the directors present and voting at any meeting of the board of directors at which a quorum is present. A director who has missed three consecutive monthly meetings or who has not participated in the activities of the corporation may be removed from the board of directors. The board of directors shall mail written notice to the officer or director at his address as it appears on the membership records, giving reasonable notice of the date, time, and place of the meeting at which such action is proposed to be taken. The board of directors may by majority vote of the directors present and voting fill any vacancy caused by the death, resignation, removal, or incapacity of an officer or director or may continue operation with a quorum of the remaining directors.

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ARTICLE XIII - DUES

The initial dues are set at \$20.00 per individual single-family unit per year. The fiscal year begins each April 1st and ends the following March 31st. Dues become due on May 1 of each year for the fiscal year beginning April 1 of each year. Thereafter, the Board of Directors may set the annual dues per year for the corporation.

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DUES COLLECTION, AND FINANCIAL REPORTS**

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ARTICLE XV - INDEMNIFICATION

The corporation shall indemnify and hold harmless each director and officer now or hereafter serving the corporation from and against any and all claims and liabilities to which he may be or become subject by reason of being or having been an officer or director of the corporation and/or by reason of his alleged acts or omissions as a director or officer, whether or not he continues to be an officer or director at the time when any such claim or liability is asserted. With approval of the Board of Directors, the corporation shall reimburse each director and officer for all legal and other expenses reasonably incurred by him in connection with defending any and all claims and liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication. Notwithstanding any provision to the contrary, no director or officer shall be indemnified against, nor reimbursed for any expenses incurred in defending or settling, any claim or liability arising out of his own willful or intentional misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

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Don Jenkins, President
Riverbend Subdivision Social Club, Inc.