

AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
CLIPPER ESTATES MASTER HOMEOWNERS' ASSOCIATION, INC.

STATE OF LOUISIANA

PARISH OF ST. TAMMANY

BE IT KNOWN, that on this 23<sup>rd</sup> day of September, 2004,

BEFORE ME, the undersigned Notary Public, duly commissioned and qualified in  
and for the aforesaid Parish and State;

PERSONALLY CAME AND APPEARED:

Joseph S. Tufaro, Vice President of the Clipper Estates Master Homeowners' Association, Inc. and Kim Wells, Secretary / Treasurer, of Clipper Estates Master Homeowners' Association, Inc., a nonprofit corporation organized under the laws of the State of Louisiana (the "Corporation"), who are duly authorized to represent the Corporation and execute this Amendment to the Articles of Incorporation of the Corporation by virtue of a Resolution adopted at a special meeting of the members of the Board of Directors held on September 23, 2004 at 1303 Cutter Cove, Slidell, Louisiana, 70458 an original of Resolution and the minutes of such meeting which is annexed hereto and made a part hereof;

WHO DECLARED that the Resolution included in the minutes annexed hereto authorizing the Amendment of the Articles of Incorporation of the Corporation was duly adopted by the affirmative vote of the entire members of the Board of Directors of the Corporation.

WHO FURTHER DECLARED that it does amend portions of the Articles of Incorporation as follows:

- 1. Article II, Purpose, which reads before the First Amendment:

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 on file in this office.  
*Joy McKeithen*  
Joy McKeithen  
Secretary of State  
Date: SEP 27 2004 B.T.

**ARTICLE II  
Purpose**

The purposes of this Corporation are to provide for the acquisition, construction, management, maintenance and care of the property of the Corporation, to the fullest extent permitted by the laws of the United States, located within the Clipper Estates development and comprising the Common Areas as defined in the Declaration of Covenants, Conditions and Restrictions of Clipper Estates Subdivision, St. Tammany Parish, Louisiana, dated January 12, 1995, registered in the conveyance records of St. Tammany Parish, Louisiana, on January 17, 1995, in Instrument No. 935464 (the "Declaration") and as so limited, 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 Declaration.

is hereby amended to read as follows:

**ARTICLE II  
Purpose**

The purposes of this Corporation are to provide for the acquisition, construction, management, maintenance and care of the property of the Corporation, to the fullest extent permitted by the laws of the United States, located within the Clipper Estates development and comprising the Common Areas as defined in the Declaration of Covenants, Conditions and Restrictions of Clipper Estates Subdivision, St. Tammany Parish, Louisiana, dated January 12, 1995, registered in the conveyance records of St. Tammany Parish, Louisiana, on January 17, 1995, in Instrument No. 935464 (the "Declaration") and as so limited, 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 Declaration, and any and all Supplementary Declarations and any amendments or supplements thereto.

2. The first paragraph of Article VI, Board of Directors, which reads before the First Amendment:

**ARTICLE VI  
Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors, which shall

consist of not less than five (5) nor more than nine (9) directors. As long as the Declarant in the Declaration, or its successors or assigns, owns a Lot or Unit subject to the Declaration the Declarant shall appoint a minimum of six (6) members to the Board. The directors shall be appointed or elected at the annual meeting of the members in accordance with the bylaws.

is hereby amended to read as follows:

**ARTICLE VI**  
**Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors, which shall consist of not less than five (5) nor more than nine (9) directors. As long as the Declarant in the Declaration, or its successors or assigns, owns a Lot or Unit subject to the Declaration the Declarant shall appoint a minimum of six (6) members to the Board. Appointed directors shall be appointed by the Declarant, or its successors or assigns, in accordance with the provisions of the Declaration and the Bylaws. Elected Directors shall be elected at the annual meeting of the members in accordance with the provisions of the Declaration and the Bylaws.

3. The last paragraph of Article VI, Board of Directors, which reads before the First Amendment:

**ARTICLE VI**  
**Board of Directors**

The directors shall also have all of the rights, powers and duties set forth or implied in the Declaration and any Supplementary Declarations.

is hereby amended to read as follows:

The directors shall also have all of the rights, powers and duties set forth or implied in the Declaration and any Supplementary Declarations or amendments or supplements thereto. The Board of Directors also has the power and authority to:

- (a) Use and account for any and all sums of money received or collected by the CEMHOA in the exercise of its powers and duties as more particularly described in the Declaration and any Supplementary Declarations, or any amendments or supplements thereto;

(b) Borrow against the reserves of the CEMHOA without the approval of the membership; and to borrow against the assets, other than cash reserves, of the CEMHOA without the approval of the membership.

(c) Borrow money, purchase, sell, donate, transfer, lease, mortgage, encumber, exercise servitudes, grant servitudes or easements on, over, under or affecting or otherwise alienate or encumber any of its immovable property. The approval or authorization of the voting members or of a resolution approving or authorizing the same is not required and is hereby waived;

(d) Adopt procedures for adoption and publication of board resolutions to be included in the Book of Resolutions, including the provision for hearing and notice to Members for resolution on rules, the annual budget of the CEMHOA, and other matters affecting the rights of Members. The annual budget of the CEMHOA must be submitted to the CEMHOA on or before September 30th of the calendar year. If the budget is not adopted or submitted timely, the CEMHOA may use the prior year's budget of the CEMHOA to determine the assessments for the subsequent year;

(e) Adopt rules and regulations including fees, if any, governing the use of the Common Areas and other facilities, and the personal conduct of the Members and their guests thereon;

(f) Establish and enforce architectural standards for the Properties located in the Clipper Estates Subdivision in accordance with the Book of Resolutions, the Declaration, the Supplementary Declarations, the Architectural Design Guidelines, and any amendments or supplements thereto;

(g) Establish and enforce covenants and restrictions for the Properties located in the Clipper Estates Subdivision in accordance with the Book of Resolutions, the Declaration, the Supplementary Declarations, the Architectural Design Guidelines, and any amendments or supplements thereto; such enforcement can include, but not be limited to, the establishment and collection of monetary fines and penalties from CEMHOA property owners failing to comply with any and all current and future covenants and restrictions;

(h) Supervise all officers, agents, and employees of the CEMHOA;

(i) Designate federally insured depositories for the CEMHOA funds, and designate those directors or officers who shall have authority to withdraw funds from such

accounts on behalf of the CEMHOA, and cause such persons to be bonded, as it may deem appropriate;

(j) Appoint such committees as prescribed herein or in the Declaration or Supplementary Declarations or any amendments or supplements thereto to exercise designated powers and duties of the Association;

(k) Fully exercise such powers and duties as are allowed to directors of corporations under the laws of the State of Louisiana; and

(l) Exercise its powers in accordance with the Governing Documents.

Except as amended herein, all other terms and provisions of the Articles of Incorporation remain in full force and effect.

THUS DONE AND PASSED, in my office in St. Rose, Louisiana on the day, month and year herein first above written, in the presence of the undersigned competent witnesses, who hereunto sign their names with the said appearers and me, Notary, after reading of the whole.

WITNESSES:

Lady L. Pittman  
Shelly Pittman

CLIPPER ESTATES MASTER HOMEOWNERS' ASSOCIATION, INC.  
Joseph S. Tufaro  
By: Joseph S. Tufaro, Vice President

WITNESSES:

Lady L. Pittman  
Shelly Pittman

CLIPPER ESTATES MASTER HOMEOWNERS' ASSOCIATION, INC.  
Kim Wells  
By: Kim Wells, Secretary / Treasurer

[Signature]  
NOTARY PUBLIC  
MY COMMISSION IS FOR LIFE

**RESOLUTION OF THE  
BOARD OF DIRECTORS OF  
CLIPPER ESTATES MASTER HOMEOWNERS' ASSOCIATION, INC.**

The Board of Directors of Clipper Estates Master Homeowners' Association, Inc. met at a special meeting on September 23<sup>rd</sup> at 4:30 a.m. (p.m) at 1303 Cutter Cove, Slidell, LA., 70458. 2004

A majority of the members of the Board of Directors being present, and a quorum present, the following resolutions were adopted by the Board of Directors:

I.

BE IT RESOLVED, that the Clipper Estates Master Homeowners' Association, Inc. hereby authorizes, adopts and ratifies the amendment to the existing Articles of Incorporation of the CLIPPER ESTATES MASTER HOMEOWNERS' ASSOCIATION, INC., which existing Articles of Incorporation are dated February 10, 1995 and filed with the office of the Louisiana Secretary of State on February 13, 1995. A copy of the Amendment is attached hereto. Said Amendment is to become effective immediately.

II.

BE IT FURTHER RESOLVED, that Joseph S. Tufaro, Vice President of the Clipper Estates Master Homeowners' Association, Inc. and Kim Wells, Secretary / Treasurer, of Clipper Estates Master Homeowners' Association, Inc., are authorized to represent the Corporation and execute the Amendment to Articles of Incorporation and any and all documents thereto.

I, certify that I, Kim Wells, am the Secretary / Treasurer of the Clipper Estates Master Homeowners' Association, Inc., and that the above resolution is a true and correct copy of a resolution unanimously adopted at a meeting of the Board of Directors of the corporation held at its office on the 23<sup>rd</sup> day of September, 2004, with a quorum of the members of the Board of Directors being present and voting.

  
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KIM WELLS, SECRETARY/TREASURER

ATTEST:   
BILL BORDELON, PRESIDENT