

PRIMARY DOCUMENT

See pg ~~400~~ 3, 4&5

UNITED STATES OF AMERICA
State of Louisiana



Jay Dardenne
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
the annexed and following is a True and Correct copy of the
Articles of Incorporation, Amendment and 2008 Annual Report
of

CLIPPER ESTATES MASTER HOMEOWNERS' ASSOCIATION, INC.

A/An LOUISIANA corporation domiciled at SLIDELL,

As shown by comparison with documents filed and recorded in
this Office.

*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,*

July 9, 2008

PAT 34486961N

Jay Dardenne
Secretary of State



ARTICLES OF INCORPORATION

OF

CLIPPER ESTATES MASTER HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

Name

The name of this corporation is Clipper Estates Master Homeowners' Association, Inc.

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.

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.

ARTICLE IV

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 V

Nonstock Membership

The corporation is and shall be organized on a non-stock basis.

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 or 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.

The directors need not be members of the Corporation. 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:

Names and Addresses

1. Stanford Lattes
423 Metairie Road
Suite 608
Metairie, LA 70005
2. Minette Hughes
433 Metairie Road
Suite 608
Metairie, LA 70005
3. Elizabeth Fox Newman
215 Eden Isles Drive
Slidell, LA 70458
4. Jessie Michael Passaro
217 Moonaker Drive
Slidell, LA 70458
5. Joseph S. Tufaro
433 Metairie Road
Suite 608
Metairie, LA 70005

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.

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 Declaration or herein.

The directors shall have the power to make, amend or repeal bylaws of the Corporation at any regular or special meeting, 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 the voting members 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 Declaration and any Supplementary Declarations.

ARTICLE VII

Registered Office

The address of the Corporation's registered office is 433 Metairie Road, Suite 608, Metairie, LA 70005

ARTICLE VIII

Registered Agent

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

Stanford Latter
433 Metairie Road
Suite 608
Metairie, LA 70005

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

ARTICLE IX

Incorporator

The name and mailing address of the incorporator is Stanford Latter, 433 Metairie Road, Suite 608, Metairie, LA 70005.

ARTICLE X

Taxpayer Identification Number

The taxpayer identification number for the Corporation is 72-1287677

ARTICLE XI

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 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 XII

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, or by the members of the Clipper Estates Master Homeowners' Association, Inc. upon the affirmative vote of a majority of the voting power of the Association.



STANFORD LATTER
Incorporator

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF Baton Rouge

On Feb 1, 1993, before me, Notary, and the undersigned
witnesses personally appeared Stanford Latter, known to me to be the person described herein
who acknowledged that he executed the Articles of Incorporation of Clipper Estates Master
Homeowners Association, Inc., as his free act and deed.


STANFORD LATTER

WITNESSES:

Johnie S. Dease
Mary Drayton

Notary Public
My Commission is for Life

**AFFIDAVIT OF
REGISTERED AGENT**

STATE OF LOUISIANA

PARISH OF ST. TAMMANY

BEFORE ME, 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:

STANFORD LATTER, a 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 the Clipper Estates Master Homeowners 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

day of October 1995, 1995, in the presence of the two undersigned competent
witnesses and me, Notary, after due reading of the whole.

WITNESSES:

John J. Dowd


STANFORD LATTER
Registered Agent

Mary Dayhuff

NOTARY PUBLIC
My Commission is for Life

+ latter & registered agent
regarding an account of funds
collected in current year + 1/2
assessments made & ready
& if assessments one month
or all lot owners & or
assessments have
been paid
EXHIBIT _____ by all of
said lot owners