

BY-LAWS OF
JACKSON SQUARE TOWNE HOUSE HOMES ASSOCIATION

ARTICLE I.

NAME AND LOCATION

The name of the Corporation is JACKSON SQUARE TOWNE HOUSE HOMES ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 1717 Marshall St., Shreveport, LA. 71101, but meetings of members and directors may be held at such places within the State of Louisiana, Parish of Caddo, as may be designated by the Board of Directors.

ARTICLE II.

DEFINITIONS

Section 1. "Association" shall mean and refer to JACKSON SQUARE TOWNE HOUSE HOMES ASSOCIATION, INC., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions (and such additions thereto as may hereafter be brought within the jurisdiction of the Association.)

Section 3. "Common Area" shall mean all real property owned by the Association for the common use of the members of the Association.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the properties with the exception of the Common Area.

Section 5. "Member" shall mean and refer to every person or entity who holds a membership in the Association.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the properties, including contract sellers.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the properties recorded in the office of the Clerk of Court, Caddo Parish, Louisiana.

ARTICLE III.

MEMBERSHIP

Section 1. Membership Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to covenants of record to assessment or charge by the Association, including contract sellers, shall be a member of the Association. Each lot shall be allotted one voting membership.

Section 2. Suspension of Membership. During any period in which a member shall be in default in the payment of any annual or special assessment or charge levied by the Association, the voting rights of such member may be suspended by The Board of Directors until such assessment or charge has been paid. Such rights of a member may also be suspended, after notice and hearing, for a period not to exceed sixty (60) days, for violation of any rules and regulations established by the Board of Directors.

ARTICLE IV.

PROPERTY RIGHTS - RIGHTS OF USAGE

Each member shall be entitled to the use of the Common Area as provided in the Declaration. Any member may delegate his rights of usage of the Common Area to the members of his family, his tenants or contract purchasers, who reside on the property. The rights and privileges of such delegee are subject to any rules and regulations established by the Board of Directors.

ARTICLE V.

BOARD OF DIRECTORS; SELECTION

TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of nine (9) Directors. At each annual meeting the members shall elect the necessary number of directors to replace those whose terms are expiring. Directors shall be elected for a term of two years.

Section 2. Removal. Any director may be removed from the Board, with or without cause, by majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 3. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for her/his actual expenses incurred in the performance of her/his duties. The Association

shall not contract with any director for services to be rendered to the Association, notwithstanding the provision of reimbursement for actual expenses.

Section 4. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they would take at a meeting by obtaining the approval of a majority of the directors. Any action as approved shall have the same effect as though taken at a meeting of the directors. Any verbal approval shall be ratified by vote at the next meeting of the Board of Directors.

ARTICLE VI.

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held no less than quarterly, at such place and hour as may be determined by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Board, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII.

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairperson, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from the membership of the Association.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VIII.

Section 1. Powers. The Board of Directors shall have the power:

- (a) To adopt and publish rules and regulations governing the

use of the Common Area, properties and Association, and to establish penalties for the infraction thereof;

(b) To exercise for the Association all powers, duties and authority vested in or delegated to this Association not reserved to the membership by other provisions of the By-Laws, the Articles of Incorporation, or the Declaration;

(c) To declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent without good cause shown from two (2) meetings of the Board of Directors.

(d) To contract for the services of a manager, independent contractor, or such other service providers as they deem necessary, and to prescribe their duties.

(e) Board of Directors shall have complete authority and control over common areas and all items, structures, substances and activities thereon.

Section 2. Duties. It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting.

(b) To supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed as more fully provided herein and in the Declaration.

(c) To fix the amount of the annual assessment against each lot at least thirty (30) days prior to January 1 of the year of

assessment, as hereinafter provided in Article XII, and

(d) To give written notice of such assessment to every owner subject thereto at least thirty (30) days prior to January 1 of the year of assessment.

(e) To issue, or to cause an appropriate officer to issue, upon receipt of a written release from the homeowner, a verification of the homeowners assessment paid, setting forth whether assessments have been paid. A reasonable charge may be made by the Board for the issuance of this verification. Said verification shall be conclusive evidence of any assessment therein stated to have been paid;

(f) To procure and maintain adequate liability insurance, and to procure adequate hazard insurance on property owned by the Association;

(g) to cause all officers having fiscal responsibilities to be bonded, as it may deem appropriate;

(h) to cause the Common Area to be maintained; and

(i) To cause the front and rear lawns to be maintained.

ARTICLE IX.

COMMITTEES

Section 1. The Association shall appoint an Architectural Control Committee as provided in the Declaration and a Nominating Committee as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes, such as:

1. A Maintenance Committee which shall advise the Board of

Directors on all matters pertaining to the maintenance, repair or improvement of the properties, and shall perform such other functions as the Board in its discretion, determines;

2. A Finance Committee which shall oversee the annual audit of the Association's books and approve the annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting. The treasurer shall be a member of the Committee.

Section 2. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee or officer of the Association concerned with the matter.

ARTICLE X

MEETING OF MEMBERS

Section 1. Annual Meetings. A regular annual meeting of the members shall be held during the first two weeks of June of each year, at a time, date and place to be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the membership may be called at any time by the president or by the Board of Directors, or upon written request of one-fourth (1/4) of the members who are entitled to vote.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of,

the secretary, by mailing a copy of such notice, postage prepaid, at least 15 days before each meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, date and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn and reconvene, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

ARTICLE XI.

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president, vice-president, secretary and treasurer, who shall at all times be members of the Board of

Directors, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

PRESIDENT

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall have the authority to co-sign all checks.

VICE-PRESIDENT

(b) The Vice-President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board and shall have the authority to co-sign all checks.

SECRETARY

(c) The secretary shall record the notes and keep the minutes of all meetings and proceedings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board and shall have the authority to co-sign all checks.

TREASURER

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks and promissory notes of the Association; keep proper books of account; cause an audit of the Association books to be made by a public accountant at the completion of each year and

shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy to each of the members.

ARTICLE XII.

ASSESSMENTS OR CHARGES

Section 1. Creation of Personal Obligation for Assessments or Charges. By the Declaration each member is deemed to covenant and agree to pay to the Association: (1) annual assessments or charges, and (2) special assessments or charges for capital improvements. Each such assessment or charge, together with legal interest, costs, and reasonable attorney's fees shall be the personal obligation of the person who was the owner of such property at the time when the assessment or charge fell due.

Section 2. Purpose of Assessments or Charges. The assessments or charges levied by the Association shall be used exclusively for the purpose of promoting the health, safety, and welfare of the residents in the properties and in particular for the improvement and maintenance of the properties, and services devoted to this purpose and related to the use of the Common Area, and of the homes situated upon the properties.

Section 3. Basis and Maximum of Annual Assessments or Charges. The annual amount or charge shall be set as provided in (a) and (b) and shall be effective from January 1 to December 31 of each year.

(a) The maximum annual assessment or charge may be increased effective January 1 of each year without a vote of the membership

in conformance with the rise, if any, of the Consumer Price Index (published by the Department of Labor, Washington, D.C.) for the preceding month of July.

(b) The maximum annual assessment or charge may be increased every two years above that established by the Consumer Price Index formula by a vote of two-thirds (2/3) of the members, voting in person or by proxy at a meeting of members duly called for this purpose, written notice of which shall be sent to all members not less than 30 days nor more than 60 days in advance of the meeting setting forth the purpose of the meeting. The limitations hereof shall not apply to any change in the maximum and basis of the assessments or charges undertaken as an incident to a merger or consolidation in which the Association is authorized to participate under the Articles of Incorporation.

Section 4. Special Assessments or Charges for Capital Improvements. In addition to the annual assessments or charges authorized above, the Association may levy in any assessment or charge year, a special assessment or charge applicable to that year only, for the purpose of defraying, in whole or in part the cost of any construction or reconstruction, unexpected repair or replacement of a described capital improvement upon the Common Area, including the necessary fixtures and personal property related thereto, provided that any such assessment or charge shall have the assent of two-thirds (2/3) of the members' votes who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be sent to all members not

Section 8. Effect of Non-Payment of Assessments or Charges: Remedies of the Association. Any assessment or charges which are not paid when due shall be delinquent. If the full assessment or charge is not paid within fifteen (15) days after the due date, the assessment or charge shall be subject to a late penalty set annually by the Board of Directors. The Association may bring legal action against any delinquent member for all assessments, charges and late fees due, and shall be entitled to legal interest thereon, together with all costs and reasonable attorneys' fees incurred for collection of amounts due. The Association shall also be entitled to place liens against the property, giving rise to set assessment, charges and fees and to foreclose thereon to secure payment. No owner may waive or otherwise escape liability for the assessments or charges provided for herein by non-use of the Common Area or abandonment or transfer of his/her lot.

ARTICLE XIII.

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member accompanied by a Board member. Copies of the Declaration, The Articles of Incorporation and the By-Laws of the Association shall be available for inspection and purchase at reasonable cost by any member at an accessible location to be designated by the Board of Directors.

ARTICLE XIV.

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

The Association, for convenience in the presentation of information to its members at the June annual meeting or at other times, may maintain its internal financial records on a June 1 through May 31 year basis and present such financial information to its members on that basis. If so done, this will not affect the filing of the Association's Federal Non-profit Corporation tax forms which are based on the calendar year.)

Amendment to By-Laws

Amendment to Article V, Section 1

Directors shall be elected for a term of three years.

THUS DONE AND PASSED BEFORE ME, Notary, and the undersigned competent witnesses, in Shreveport, Caddo Parish, Louisiana, on this 5th day of May, 1998.

WITNESSES;

Marilyn B. Normand
Marilyn G. Normand
Notary, Caddo Parish

My commission is
for life.

DIRECTORS:

Kay P. Beach
Margaret B. Hurley
Jim St. Louis
Tom Daskalidis
Donald L. Winegan
Ronnie Farris
Steb. Alleman
Rebecca R. Jones
Christy Hernandez