

Resolution

RESOLVED, that the articles of incorporation of the Corporation are hereby restated and amended as follows:

Restated Articles of Incorporation of Cypress Point Homeowners Association of Baton Rouge, Inc.

Cypress Point Homeowners Association of Baton Rouge, Inc., a Louisiana Corporation (the "Corporation") through its undersigned President and Secretary and by authority of its Board of Directors, does hereby certify that:

First: The restated Articles of Incorporation set forth in paragraph Fifth below accurately copies the Articles and all amendments thereto in effect at the date hereof without any substantive changes except as made by the new amendments and the deletions described in paragraph Fourth below.

Second: Each amendment has been effected in conformity with law.

Third: The date of incorporation of the corporation was March 10, 1983 and the date of these Restated Articles is November 2, 1992.

Fourth: On the 2nd day of November, 1992 (at a meeting at which over 75% of the membership voted in favor of) members adopted resolutions changing the Articles of Incorporation in effect prior to the date hereof by: (i) amending Article(s) IV, VII, VIII, IX, and X; and by omitting Article V; and (iii) renumbering and restating the other Articles in their entirety.

Fifth: The Restated Articles of Incorporation of the Corporation are as follows:

Article I.

The name of this corporation is Cypress Point Homeowners Association of Baton Rouge, Inc.

Article II.

Cypress Point Homeowners Association of Baton Rouge, Inc. is a non-profit corporation.

Article III. Principle Office

The principal office of the Association is located at 8400 E. Cypress Point Court, Baton Rouge, Louisiana 70809

Article IV. Registered Agent

Walter L. Smith, III of 5800 One Perkins Place Drive, Building One, Baton Rouge, Louisiana 70808 is hereby appointed the registered agent of this Association.

Article V. Purpose and Powers of the Association

This Association shall be a non-profit Association. It does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and common areas within that certain tract of property described more fully on Exhibit "A" which is attached hereto and made a part hereof, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Statement of Servitudes, Conditions and Restrictions of Cypress Point, hereinafter called the "Restrictions", applicable to the property and recorded in the office of the clerk and recorder of the Parish of East Baton Rouge, Louisiana,

And as may be amended from time to time as therein provided said Restrictions being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Restrictions; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of Louisiana by law may now or hereafter have or exercise.

Article VI. Membership

Said Association shall be organized on a membership non-stock basis. Every person or entity who is a record owner of a lot which is subject to the Restrictions, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest in a lot merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

Membership in the Association shall be composed of the owners of lots subject to the Restrictions.

Article VII. Voting Rights

The Homeowners Association shall be composed of membership as described above. Each member shall be entitled to only one vote for each lot or lot and townhome owned. When more than one person or entity owns a lot, all such persons or entities shall be members and the vote for such lot shall be exercised as they among themselves determine and designate in writing to the Homeowners Association secretary. When a corporate or partnership entity owns a lot, such owner shall designate a natural person, in writing, to the Homeowners Association's secretary to be the member and only such person shall be entitled to vote for such lot. In no event shall more than one vote be cast with respect to any one townhome or unimproved lot.

Article VIII. Board of Directors

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than seven (7) directors, who need not be members of the Association, who shall be elected by the membership. The number of directors may be changed by amendment of the by-laws of the Association. The names and addresses of the people who are to act in the capacity of directors until the selection of their successors by the membership as provided in the By Laws are:

Chris Le Grange, 8518 E. Cypress Point, Baton Rouge, LA
Ginger Sawyer, 8409 E. Cypress Point, Baton Rouge, LA
Andrew Seawell, 8412 E. Cypress Point, Baton Rouge, LA
Joe Jolly, 8445 E. Cypress Point, Baton Rouge, LA
Michael Sullivan, 8440 E. Cypress Point, Baton Rouge, LA
Ann Williamson, 8427 E. Cypress Point, Baton Rouge, LA
Tony Templet, 8414 E. Cypress Point, Baton Rouge, LA

Article IX. Amendments

Amendments of these articles shall require a vote of at least seventy-five (75%) percent of the entire membership.

RESOLVED FURTHER, that the officer of this corporation are authorized and directed to cause the foregoing to be recorded on the books of the corporation and with the Secretary of State.

Certificate

The undersigned hereby certifies that Joe H. Jolly is the Secretary of the corporation and the above Resolutions were properly adopted by at least seventy-five (75%) percent of the membership and Board of Directors at the meeting held on the 2nd day of November, 1992.