

BY-LAWS OF * UNITED STATES OF AMERICA
RENWICK HOMEOWNERS' * STATE OF LOUISIANA
ASSOCIATION, INC. * PARISH OF ST. MARY

RENWICK HOMEOWNERS' ASSOCIATION, INC. hereinafter referred to as the "Association"), a non-profit Louisiana corporation, formed under the laws of the State of Louisiana, having for its purpose the governing of a particular subdivision property known as Renwick Subdivision, and with particular reference to the rules and regulations as may be established from time to time by the Renwick Homeowners' Association, Inc., and the Restrictive Covenants of Renwick Subdivision recorded in the official records of St. Mary Parish, Louisiana, does hereby adopt the following set of By-Laws which shall assist in governing the Association and the Renwick Subdivision property.

All present or future owners, lessees, invitees, tenants or occupants of the Renwick Subdivision property as more fully set out in the Articles of Incorporation of the Association, or any other individual who may use the facilities or come upon the Renwick Subdivision property in any manner are subject to the regulations set forth in these By-Laws, the Articles of Incorporation of the Association and the Restrictive Covenants recorded in the official records of St. Mary Parish, Louisiana. The ownership, rental, occupancy or presence of any individual, firm, person or corporation, of subdivision property will signify and constitute notification and acceptance of these By-Laws, the Articles of the Association, the Restrictive Covenants and the rules and regulations of Renwick Subdivision by such owner, occupant, tenant, employee, invitee or any other person.

ARTICLE I
OFFICE

The principal office of the Association shall be located at 605 Renwick Boulevard, Berwick, St. Mary Parish, Louisiana 70342, and such other place, or places as the Board of Directors of the Association may designate.

ARTICLE II
MEMBERSHIP MEETINGS

1. All meetings of the members or the Association shall take place at a location within St. Mary Parish to be designated by the Board or Directors in a notice or meeting.
2. An annual meeting of the members shall be held on the *second Wednesday* in December of each year commencing in 2009, provided that if the second *Wednesday* be a legal holiday, then the meeting shall occur on the next succeeding day, not a legal holiday, for the purpose of selecting Directors and for the transaction or such other business as may be properly brought before the meeting or the members.
3. Special meetings of the members, for any purpose, may be called by the President of the Association or the Board of Directors and shall be called by such officers upon receipt of a written request from any member or members holding in the aggregate one-third (1/3) of the total voting power.
4. Notice of all member meetings, stating the time and place and the object for which the meeting is called shall be given by the President or Secretary unless waived in writing by sixty percent (60%) of the total voting power. Such notices shall be in writing to each member at his/her address as it appears on the books of the Association and shall be mailed or hand delivered to lot owners home not less than ten (10) days, nor more than sixty (60) days, prior to the date of the

meeting. Proof of such mailing and/or hand delivery may be given by affidavit or in the signed minutes of the meeting.

5. The presence, in person or by written proxy, of the holders of a majority of the total voting power shall constitute a quorum.

6. When a quorum is present at any meeting, the holders of fifty-one percent (51%) of the voting rights present or represented by written proxy shall decide any question brought before the meeting, unless the question is one upon which by expressed provision of the statutes, the Articles of Incorporation, the Restrictive Covenants or these By-Laws a different vote is required, in which case such expressed provision shall govern and control the decision on such a question.

7. In any meeting of members, each lot owner shall be entitled to cast one (1) vote for each lot which he owns. If a lot is owned by one person his right to vote shall be established by the record title of his lot. If a lot is owned by more than one person, the person entitled to cast the vote for the lot shall be designated by a certificate of appointment signed by all of the record owners of the lot filed with the Secretary of this Association. If the lot is owned by a corporation, the person entitled to cast the vote for the lot shall be designated by the President or Vice-President and attested by the Secretary or Assistant Secretary of such corporation and filed with the Secretary of this Association. The certificate shall be valid until revoked, or until a change in the ownership of the lot concerned. A certificate designating the person entitled to cast the vote of a lot may be revoked at any time by the owner thereof. Votes may be cast in person or by written proxy. Proxies may be made by any person entitled to vote. They shall be valid only for the particular meeting designated and must be filed with the Secretary before the appointed time of the meeting.

8. If any meeting of the members cannot be organized because of a lack of quorum, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present. Notwithstanding the foregoing, in the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than the quorum fixed by this article, shall nevertheless constitute a quorum for the purpose of electing Directors.

9. The order of business at annual members meetings and as far as practical at all other members meetings, shall be:

- A) At the initial meeting an election of chairmen of the meeting;
- B) Calling the roll and certifying proxies by the Secretary or at the initial meeting by the Chairman of the meeting so designated;
- C) Proof of notice of meeting or waiver of notice;
- D) Reading and disposal of the minutes;
- E) Reports of officers;
- F) Reports of committees;
- G) Election of Directors, if necessary;
- H) Unfinished business;
- I) New Business; and
- J) Adjournment.

10. Whenever, by any provision of law, the restrictive covenants of Renwick Subdivision, the Articles of Incorporation of Renwick Homeowners' Association, Inc., these By-Laws, or the rules and regulations of Renwick Subdivision, the affirmative vote of members is required to authorize or constitute action by the Association, the consent in writing to such action, signed by all of the members having voting power in the particular question shall be sufficient for the purpose, without

necessity for a meeting of the Members. The consent, together with a certificate by the secretary of the Association to the effect that the subscribers to the consent constitute all the members entitled to vote on the particular question, shall be filed with the records of the proceedings of the members.

ARTICLE III DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors consisting of not less than five (5) persons nor more than seven (7) as determined from time to time by the members. Each member of the Board of Directors shall be a lot owner, or in the event of a corporate ownership, an officer or designated agent thereof.

2. Election of Directors.

- A) Three of the original directors, those having been selected for a single year term will, if they choose, stand for election at the next annual membership meeting. The positions held by the two original directors who were selected to have an initial two year term, will be elected at the second annual membership meeting. Except the original directors, the Directors shall serve one year terms. A nominating committee shall be appointed by the Board of Directors at least thirty (30) days prior to the annual members meeting. Additional nominations for directorships and directors may be made from the floor. The election shall be by ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting. No Director may serve more than five consecutive years. Not more than one person per household may serve as a director, at any one time.
- B) Except as to vacancies provided by removal of Directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining Directors.
- C) Any Director may be removed by concurrence of two-thirds (2/3) of the votes of the entire membership at a special meeting of the members called for that purpose. The vacancy in the Board of Directors so created shall be filled by the members of the Association at the same meeting.

3. Directors Meetings.

- A) The organizational meeting of newly-elected Board of Directors shall be held within ten (10) days of their election at such place and time as shall be fixed by the Directors at the meeting at which they are elected, and no further notice of the organization meeting shall be necessary, providing a quorum of elected directors shall be present.
- B) Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings shall be given to each Director, personally, or by mail, telephone or email, at least three (3) days prior to the day named for such meeting, unless such notice is waived and notice of which shall be communicated to the members by posting on the official subdivision website.
- C) Special meetings of the Directors may be called by the President, and must be called by the Secretary at the written request of one-third (1/3) of the votes of the Board. Not less than three (3) days notice of the meeting shall be given personally or by mail, telephone or email, which notice shall state the time, place and purpose of the meeting.
- D) Any director may waive notice of the meeting before, during or after the meeting and such waiver shall be deemed equivalent to the giving of notice.
- E) A quorum at Directors' meetings shall consist of the Directors entitled to cast 2/3rds

of the votes of the entire Board. The acts of the Board approved by fifty-one percent (51%) of the votes present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except as specifically otherwise provided by law or in the Restrictive Covenants, Articles of Incorporation, By-Laws or Rules and Regulations of the Association. If at any meeting of the Board of Directors less than a quorum is present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At an adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of Directors in the action or a meeting by signing and concurring in the minutes thereof shall constitute the presence of such directors for the purpose of determining a quorum.

- F) The presiding officer of the directors meetings shall be the President if such an officer has been elected, and if none, then the directors present shall designate one of their number to preside.
- G) Any action which may be taken at a meeting of the Board of Directors, or at a meeting of any committee, may be taken by a consent in writing, signed by all of the members of the Board of Directors or by all of the members of the committee, as the case may be, filed with the records or proceedings of the Board or committee.
- H) No Director's fees shall be paid.

4. All of the powers and duties of the Association existing under law, and in accordance with the Restrictive Covenants of Renwick Subdivision and other documents regarding the Association, By-Laws, Articles of Incorporation, Rules and Regulations and Restrictive Covenants of Renwick Subdivision shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject however, to the provisions of the Restrictive Covenants and to the approval of the lot owners and the members of the Association when such is specifically required. Compensation of the employees of the Association shall be fixed by the directors. A director may also be an employee of the Association.

ARTICLE IV OFFICERS

1. The executive officers of the Association shall be President, Vice-President, Secretary and Treasurer, all of whom shall be directors. All officers shall be elected annually by the Board or Directors and may be peremptorily removed by vote of the directors at any meeting thereof. Any person may hold two offices except that the president shall not also be the secretary. The Board of Directors shall from time to time elect such other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association.

2. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of president of an association, including, but not limited to, the power to appoint committees from among the members from time to time, as he may in his discretion determine appropriate, to assist in the conduct of the affairs of the Association and to preside over the member meetings.

3. The Vice-President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the president and exercise such other powers and perform such other duties as shall be prescribed by the directors.

4. The Secretary shall keep the minute book wherein the resolution of all proceedings of the Directors and the members shall be recorded. He shall attend to the giving and serving of all notices to the members and Directors and other notices required by law. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of an Association and as may be required by the directors or the President.

5. The Treasurer shall have custody of all property of the Association including funds, securities and evidences of indebtedness. He shall keep the books of the Association in accordance with good accounting practice; and he shall perform all other duties incident to the office of

Treasurer.

ARTICLE V

ASSESSMENTS AND FISCAL MANAGEMENT

1. On or before December 1st of each year, the Board of Directors shall prepare a budget (the "Annual Budget") based on an estimate of the total amount required for the cost of wages, materials, insurance, services and supplies and other common expenses which will be required during the ensuing calendar year for the management of the Association and the maintenance of the property of Renwick Subdivision, together with reasonable amounts considered by the Board to be necessary for the reserves hereinafter established. On or before December 1st of each year, the Board shall make available a copy of the proposed Annual Budget for the ensuing year together with a written statement of the annual and monthly assessments pertaining to the lot, which assessments shall be fixed in accordance with the provisions of the Restrictive Covenants of Renwick Subdivision, the Articles and By-Laws of the Association. If the budget, or proposed assessments are thereafter amended, a copy of the amended budget or statement of assessment shall be furnished to each lot owner concerned. The Association membership shall approve this budget at the next annual meeting by a sixty percent majority of the voting rights present or represented by written proxy at such meeting. The initial Annual Budget shall be made available to each lot owner within sixty days of adoption by the Board of Directors. On the date that the Annual Budget is prepared for submission to its members, a copy of the same shall be emailed to all members who have supplied their email address to the Board.

2. The failure or delay of the Board of Directors to prepare or to transmit to lot owners an Annual Budget or statement of assessments shall not constitute a waiver or release in any manner of any lot owner's obligation to pay assessments against his lot, whenever the same shall be determined, and in the absence of an Annual Budget or statement of assessments, each lot owner shall continue to pay the existing monthly installments against the assessments established for the previous period until changed by delivery of a revised statement of assessments.

3. In the event that the Annual Budget and the assessments made pursuant thereto prove to be insufficient for any reason, including non-payment of any assessment, the Annual Budget and assessments therefor may be amended at any time by the Board of Directors and supplemental or additional assessments made. Notice of such amended budget and assessments shall be given as provided in Section I of this Article.

4. When the first Board of Directors takes office, it shall forthwith determine the Annual Budget for the current year office and ending on December 31st of the same calendar year. Assessments shall be levied during this period as provided in Section I of this Article and in accordance with the Restrictive Covenants.

5. The Annual Budget shall include allocation for, and the funds and expenditures of the Association shall be credited and charged to, accounts under the following classifications as shall be appropriate, all of which expenditures shall be expenses of the Association:

- A) Current operating expenses;
- B) Reserve for alterations and improvements; and
- C) Working capital.

The Board of Directors, in its absolute discretion, may establish from time to time such other accounts or budget classifications as it may deem appropriate for the proper administration of the property in Renwick Subdivision under the management or maintenance of the Association.

6. Extraordinary or emergency expenditures not originally included in the Annual Budget which may become necessary shall be first charged against any appropriate reserves available for such contingencies, and to the extent such reserves are unavailable or inadequate, the Board of Directors may levy an additional assessment against lot owners. Such assessments shall have the assent of the members representing fifty-one percent (51%) of the then members of the Association. A meeting of the members shall be duly called for this purpose, written notice of which shall be sent

to all members at least ten (10) days, but not more than thirty (30) days, in advance of such meeting, which notice shall set forth the purpose of the meeting. These assessments which the Board of Directors may levy against lots and lot owners shall be made, apportioned and collected in the manner set forth in those provisions of the Restrictive Covenants of Renwick Subdivision, and further in accordance with LSA R.S. 9:1145 et seq.

7. At each annual members meeting, the Board of Directors shall provide all lot owners present with a copy of an audit or itemized accounting of the expenses actually incurred and paid for the preceding year by the Association, together with a tabulation of all amounts collected pursuant to assessments levied, and showing the net amount over or short of actual expenditures plus reserves. Any amount accumulated in excess of the amount required for actual expenses and reserves shall be surplus and shall be apportioned among the lot owners accounts as provided for in the Restrictive Covenants or these By-Laws. Any net shortage shall, at the option of the Board, either be accounted for in the Annual Budget for the current year or added to each owner's assessment for the current year to be paid with the installments against assessments due in the six (6) months immediately succeeding the annual meeting.

B. The Treasurer shall keep full and correct books and accounts, including itemized records of all receipts and expenditures, and the same shall be open for inspection by any lot owner, any representative of a lot owner duly authorized in writing or any mortgagee of a lot at such reasonable time or times during normal business hours as may be requested by the lot owner or his representative or mortgagee. The Treasurer shall also maintain a separate account for each lot which shall be kept current at all times and which shall show:

- A) The name and address of the lot owner or owners, and the mortgagee of the lot, if any;
- B) The amount and due date of all assessments pertaining to the lot;
- C) All amounts paid on account; and
- D) Any balance due.

Upon written request of a lot owner or his mortgagee, the Treasurer shall promptly furnish a certificate or statement of account setting forth the amount of any unpaid assessments or other charges due and owing by such lot owner.

9. Any installments on assessments shall be payable to the order of Renwick Homeowners' Association, Inc. and shall be paid at the principal office of the Association; or to such other person or entity and in such other places as the Board of Directors may from time to time designate.

Any installment on any assessment authorized hereunder or under the deed restrictions shall be a debt and obligation of the lot, and the owner of the lot against which it is levied. In the event of nonpayment of an assessment within fifteen (15) days after it is due, it shall become delinquent and shall bear interest at the rate of twelve percent (12%) per annum and may also, by resolution of the Board of Directors, subject the member obligated to pay the same to the payment of such other penalty or "late charge" as the Board may fix. In the event of nonpayment of an assessment with the fifteen (15) day period provided above, a lien affidavit setting forth the amount due shall be filed against the lot and the lot owner thereof as authorized by and provided for in LSA R.S. 9:1145 et seq. The Association is further authorized to file suit in its own name in any court of competent jurisdiction to perfect said lien and collect said assessments, late charges and other penalties, as well as to enforce any other provisions of the subdivision restrictions and/or rules and regulations. The party cast in judgment shall pay all reasonable attorney's fees and costs.

In the event of nonpayment of amounts due the Association, the Secretary or Treasurer shall timely take necessary measures to file in the records of the Clerk of Court for the Parish of St. Mary a claim of lien on behalf of the Association and against the lot of the delinquent owner liable for such assessment. The claim of lien shall be signed and verified by affidavit of any director or officer of the Association and shall include:

- A) a description of the lot or parcel of land owned by the delinquent Association

- member and any other information necessary for proper identification;
- B) the name of the record lot owner;
 - C) the amount of all delinquent installments or payments or assessments; and
 - D) the date on which said installments or payments became delinquent, all in accordance with LSA R.S. 9:1145 et seq.

In the event that payment of the claim of lien is not forthcoming after filing of the claim of lien, the Board of Directors shall take necessary measures to have filed on behalf of the Association a suit on such claim in a civil action in a court of competent jurisdiction in St. Mary Parish. Any suit and notice of lis pendens must be filed before the expiration of one (1) year after the date of recordation of the inscription of lien is filed with the Clerk of Court for St. Mary Parish.

All liens for assessments against lots shall be subordinate in rank to any mortgage or lien on any lot filed for record in the official records of St. Mary Parish prior to the lien for such assessments.

The Association shall, upon demand, at any time furnish to any member liable for any assessment levied pursuant to this act (or any other party legitimately interested in the same) a certificate in writing signed by an officer of the Association, setting forth the status of the assessment, i.e., whether the same is paid or unpaid. Such certificate shall be presumptive evidence of the payment of any assessment therein stated to have been paid. A reasonable charge may be levied in advance by the Association for each certificate so delivered.

Upon default in the payment of any one or more periodic installments of any assessment levied pursuant to this act, or any other installment thereof, the entire balance of said assessment may be accelerated at the option of the Board of Directors and may be declared due and payable in full.

Any recorded first mortgage secured on a lot in Renwick Subdivision may provide that any default by the mortgagor in the payment of any assessment levied pursuant to this act, or any installment thereof, shall likewise be a default in such mortgage (or the indebtedness secured thereby); but failure to include such a provision in any such mortgage shall not affect the validity of such mortgage (or the indebtedness secured thereby).

10. A copy of every notice of default and claim for delinquent installment or assessment or claim or lien sent by the Association to a lot owner shall also be sent to the mortgagee of the lot whose name and address has heretofore been furnished the Association, however, the failure to send such notice to the mortgagee or the lot owner shall not affect the validity of the lien filed in accordance with law in the official records of St. Mary Parish, Louisiana.

11. The depositories of the Association shall be such bank or banks as shall be designated from time to time by the Board of Directors. Withdrawals of money for such accounts shall be only by check signed by such persons as are authorized by resolutions of the Board of Directors. All funds collected by the Association from assessments may be commingled in a single fund but they shall be held for the lot owners in the respective shares in which they are paid and credited to accounts from which shall be paid the expenses for which the respective assessments were made.

12. Fidelity bonds shall be required by the Board of Directors from all officers, employees of the Association, or other persons or contractors handling or responsible for the Association's funds. The amount of such bond shall be determined by the Board of Directors, but shall be at least the amount of the total annual assessments against all lots in Renwick Subdivision. The premiums on such bonds shall be paid by the Association and be considered a part of the Association's expenses.

ARTICLE VI

RULES AND REGULATIONS

1. The Board of Directors may by two-thirds vote of its membership, adopt or amend reasonable rules and regulations concerning the details of operation and use of the Renwick Subdivision property, including regulations concerning conduct, maintenance, conservation, beautification and safety within Renwick Subdivision. Such rules are to promote a healthy,

comfortable, and safe environment for the members of the Association, their guests and invitees.

2. Written notice of the adoption or amendment of such rules and regulations and a copy thereof shall be furnished to each record lot owner prior to the effective date and a copy of the current rules and regulations applicable to Renwick Subdivision shall be maintained at all times in the records of the Association, and shall further be provided to each new purchaser of a lot in Renwick Subdivision upon his registering his name with the Secretary of the Association.

ARTICLE VII

NOTICES

1. Any notice required by the Restrictive Covenants, Articles or By-Laws of Renwick Subdivision or by law to be given in writing to any lot owner to another lot owner or the Association or its Board of Directors or by the Association or its Board of Directors to any lot owner, Association member or other person or entity shall be deemed sufficient if delivered personally or deposited in the United States mail, registered or certified mail, addressed to the registered office of the Association, as filed with the Louisiana Secretary of State, with respect to the Association, and to the last address of such lot owner, Association member or other person appearing in the records of the Association.

2. A written waiver of any required notice, executed by the person or persons entitled to such notice, whether executed before or after the required time for the notice, shall be deemed equivalent to the required notice.

ARTICLE VIII

PARLIAMENTARY RULES

Roberts Rules of Order (latest edition) shall govern the conduct of Association proceedings when not in conflict with the Restrictive Covenants, Articles of Incorporation or these By-Laws or with the Laws of the State of Louisiana.

ARTICLE IX

AMENDMENTS

Amendments to the By-Laws shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution adopting a proposed amendment must receive approval by a vote of two-thirds (2/3) of the entire membership. Members not present at the meetings considering the amendment may express their approval in writing thereafter. Until the first election of Directors by the members at an annual meeting, By-Laws may be approved by the unanimous vote of the Directors.

3. An amendment may be proposed by either the Board of Directors or by any member of the Association.

4. An amendment, when adopted as set forth in Section 2 of this Article above, shall become effective only after a copy of the same, certified by the President and Secretary as having been duly adopted, is recorded with the Clerk of Court of St. Mary Parish, Louisiana, in the same manner as recordation of the original Restrictive Covenants.

5. These By-Laws shall be amended, if necessary, so as to make the same consistent with the provisions of the Articles of Incorporation and the Restrictive Covenants and as required by law.

6. No amendment shall unfairly discriminate against any lot owner (including the BDD) or against any lot or class or group of lots unless the lot owner so affected shall consent.

7. No amendment to these By-Laws shall operate to change any lot owner's share or the total expenses of the Association, or change the voting rights of its members, unless the record owner of the lot concerned shall join in the execution of the amendment.

The undersigned, Secretary of Renwick Homeowners’ Association, Inc., does hereby certify that the above and foregoing By-Laws were adopted by the Renwick Homeowners’ Association, Inc., a non-profit corporation organized in the State of Louisiana, at its first meeting of the Board of Directors.

THUS DATED ON THIS _____ DAY OF FEBRUARY, 2010, AT BERWICK, ST. MARY PARISH, LOUISIANA.

SECRETARY

APPROVED:

PRESIDENT