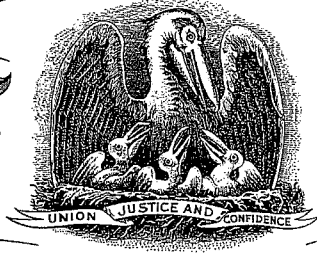


UNITED STATES OF AMERICA
State of Louisiana



Jox McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
a copy of Restated Articles of Incorporation of

THE RIVER BEND HOMEOWNERS ASSOCIATION OF BATON ROUGE, INC.

Domiciled at BATON ROUGE, LOUISIANA, changing the corporate
name to

RIVERBEND HOMEOWNERS ASSOCIATION OF BATON ROUGE, INC.

Was filed and recorded in this Office on May 14, 1998.

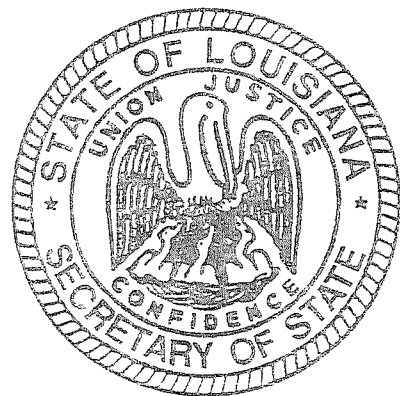
*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

May 14 1998

Jox McKeithen

BBE 05110730N 34639595

Secretary of State



UNITED STATES OF AMERICA
State of Louisiana

Box McKeithen
SECRETARY OF STATE

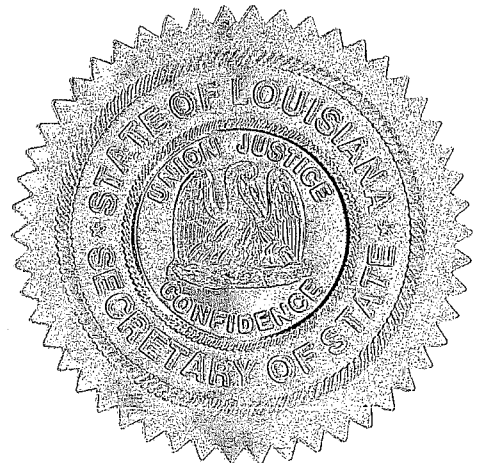
As Secretary of State, of the State of Louisiana, I do hereby Certify that the annexed transcript was prepared by and in this office from the record on file, of which purports to be a copy, and that it is full, true and correct.

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,

MAY 14 1998

Box McKeithen

Secretary of State



AMENDMENT TO AND RESTATEMENT OF CHARTER OF
NON-PROFIT CORPORATION

AMENDMENT TO AND	:	UNITED STATES OF AMERICA
RESTATEMENT OF ARTICLES OF	:	
INCORPORATION OF	:	STATE OF LOUISIANA
	:	
	:	PARISH OF EAST BATON ROUGE
RIVERBEND HOMEOWNERS	:	
ASSOCIATION OF BATON ROUGE,	:	
INC.	:	

BE IT KNOWN, that on this 20th day of April, 1998, before the undersigned Notary Public, duly commissioned and qualified, in and for the Parish of East Baton Rouge, State of Louisiana, therein residing, and in the presence of the undersigned competent witnesses personally came and appeared, Don Jenkins, President, and Greg Bodin, Secretary, herein appearing and acting for Riverbend Homeowners Association of Baton Rouge, Inc., a corporation organized under the laws of the State of Louisiana, by act before Robert V. McAnelly, Notary Public for the Parish of East Baton Rouge, duly recorded in Charter Book 230, p. 422, certificate recorded in Charter Book 230, p. 427, on August 8, 1981, of the records of the Clerk of Court and Recorder for the Parish of East Baton Rouge, State of Louisiana; as previously amended by the Amendment to Articles of Incorporation adopted on March 18, 1984 and executed and put into authentic form before Robert E. Harroun, III, Notary Public for the Parish of East Baton Rouge, duly recorded as Original 895, Bundle 9653 in the records of the Clerk of Court and Recorder for the Parish of East Baton Rouge, State of Louisiana, on April 3, 1984, and filed with the office of the Secretary of State of Louisiana in Non-Profit Corporations Book 341, on April 3, 1984, and identified as Charter No.

05110730N in the records of the Office of the Secretary of State of Louisiana; and as again amended by the Amendment to Articles of Incorporation adopted on March 29, 1987 and executed and put into authentic form before Jerry J. Guillot, Notary Public for the Parish of East Baton Rouge, duly recorded as Original 113, Bundle 9921 in the records of the Clerk of Court and Recorder for the Parish of East Baton Rouge, State of Louisiana, on March 8, 1987, and filed with the office of the Secretary of State of Louisiana in Non-Profit Corporations Book 342, on May 8, 1987; said corporation domiciled and having its principal place of business in the Parish of East Baton Rouge; who declared that pursuant to the resolution of the membership of the corporation, adopted at the annual meeting of the membership of the corporation, held on the 29th day of March, 1996, a certified copy of the excerpt of the minutes of said meeting is hereunto annexed and made a part hereof, Appearers now, for the purpose of executing this act of amendment and putting into authentic form the amendment so agreed to by at least two-thirds vote of the membership of said corporation, declare that it was resolved that the Articles of Incorporation and Charter of Riverbend Homeowners Association of Baton Rouge, Inc. be amended and restated so that said Articles shall hence forward read as follows:

"ARTICLE I

The name and title of this corporation shall be Riverbend Homeowners Association of Baton Rouge, Inc. and, under and by said name, its existence shall be perpetual, from and after the date of this act, during which time it shall possess all the rights, powers, privileges, capacities, and immunities which non-profit corporations are

authorized and may hereinafter be authorized to possess under the constitution and laws of this state.

ARTICLE II

The domicile of this corporation shall be 6040 Durande Drive, Baton Rouge, Louisiana 70820, which shall be the registered office address of the corporation.

ARTICLE III

This corporation is formed for purposes stated and declared to be as follows:

1. To represent by all appropriate legal means the mutual best interests of the resident property owners in River Bend Subdivision, including the First, Second, Third, Fourth, Fifth, Eighth, and Ninth Filings of the subdivision.
2. To engage in community action projects for the mutual benefit of the residents of River Bend Subdivision, including the First, Second, Third, Fourth, Fifth, Eighth, and Ninth Filings of the subdivision.
3. To acquire any and all required licenses, to own, buy, sell, borrow, hypothecate and lease property, immovable, movable, mixed or of any other nature, and to hold, maintain, use and operate same, and generally to do all things legal, necessary and proper to achieve the ends hereinabove set forth.

This corporation is a non-profit corporation as defined in R.S. 12:201, et seq.; no part of the net earnings or other assets of this corporation shall inure to the benefit of any private individual, provided that reasonable compensation may be paid to employees of this corporation.

ARTICLE IV

The officers of this corporation shall consist of a president, a treasurer, a secretary, and such other officers as the directors from time to time may elect or appoint. The officers shall be elected annually by the board of directors and shall serve for one (1) year terms or until their successors are duly elected and installed. The officers shall be members of the board of directors.

ARTICLE V

The corporate powers and management of this corporation shall be vested in a board of directors, consisting of not less than seven (7) members. All members of the board of directors shall be elected for a two year term by the membership at the annual meeting of the membership, and they shall serve for two (2) years, or until their successors are duly elected and installed.

The annual meeting of the general membership shall be held at the time and place, within or without the State of Louisiana, as the board of directors may provide.

Any vacancy on the board of directors by death, resignation, or otherwise shall be filled for the unexpired term by vote of the remaining directors at the next regular or special meeting of the board of directors, or by such other means as the by-laws may provide.

Failure to elect directors annually shall not dissolve this corporation nor impair its corporate existence, but the directors then in office shall remain in office until their successors shall have been duly elected and installed.

A quorum as specified by the board of directors shall be necessary to consider any question that may come before any meeting of the directors. If a quorum is not present, a majority may adjourn the meeting from time to time, but may not transact and other business until a quorum is present. A quorum being present, no question shall be decided by less than the affirmative vote of a majority of the directors present.

The board of directors shall have the power to make, alter, and annul such by-laws, rules, and regulations as it may deem proper.

Special meetings may be called at such times and places as may be determined by the board or by the president. General and special meetings may be held outside of this state. General and special meetings of the board of directors may also be held by means of telephone conference calls or similar communications equipment provided that all persons participating in the meeting can hear and communicate with each other, all as more fully set forth in LSA-R.S. 12:81C(10).

The board of directors shall have the power to create such other boards and committees, with such functions, as the board of directors may deem expedient.

ARTICLE VI

The full name and address of the corporation's present registered agent is:

Gregory E. Bodin
451 Florida Street, 8th Floor
Baton Rouge, Louisiana 70801

ARTICLE VII

This corporation shall be organized on a non-profit basis. The subscribers to these articles of incorporation, and the first board of directors shall be the first members of this corporation. General membership is open to all resident property owners in River Bend Subdivision, including the First, Second, Third, Fourth, Fifth, Eighth, and Ninth Filings of the subdivision. The fiscal year of this corporation shall be set in the by-laws. Dues for each fiscal year for each class of membership shall be payable in an amount and manner as determined by the board of directors.

ARTICLE VIII

Membership dues and contributions to the corporation may be used at the discretion of the board of directors to carry out the purposes of the corporation or may be employed or invested so that the revenues therefrom may be used to carry out the said objects and purposes; provided that said investments may be converted thereafter into cash, and the proceeds used as required.

ARTICLE IX

The names and post office addresses of the initial board of directors of this corporation were:

Ray Arveson	3017 Belle Cherie Avenue	Baton Rouge, LA 70808
James Gabbett	3112 Belle Cherie Avenue	Baton Rouge, LA 70808
Rob Harroun	2924 Valcour Aime Avenue	Baton Rouge, LA 70808
Ed Konderla	5535 Riverbend Avenue	Baton Rouge, LA 70808
Ed Lundin	5525 Riverbend Avenue	Baton Rouge, LA 70808

Bob McKeon 2914 Valcour Aime Avenue Baton Rouge, LA 70808

Dub Noel 5613 Duncan Kenner Avenue Baton Rouge, LA 70808

"

And said appearers having requested me, Notary, to note said amendment in authentic form, I do by these presents receive said amendment in the form of this public act to the end that said amendment may be promulgated and recorded and thus amend and restate the original charter and articles with amendments previously adopted of Riverbend Homeowners Association of Baton Rouge, Inc., as hereinabove set forth.

THUS DONE AND PASSED, before me in Baton Rouge, Louisiana, on this 20th day of April, 1998.

WITNESSES:

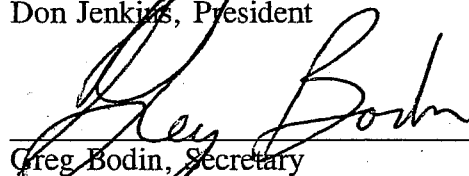
RIVERBEND HOMEOWNERS ASSOCIATION
OF BATON ROUGE, INC.



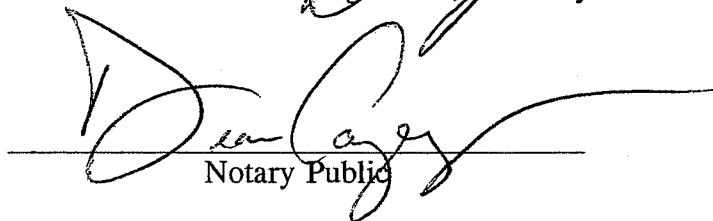


Don Jenkins, President





Greg Bodin, Secretary



Notary Public

EXCERPT OF MINUTES

I, Gregory E. Bodin, Secretary of the Riverbend Homeowners Association of Baton Rouge, Inc., do hereby certify that the following provisions are excerpted from the minutes of said corporation's Annual Meeting on March 29, 1996:

By unanimous acclamation of the members present, it was resolved:

That the name of the corporation be officially changed from "The River Bend Homeowners Association of Baton Rouge, Inc." to "Riverbend Homeowners Association of Baton Rouge, Inc.";

That the purposes of the corporate formation under Article III and general membership under Article VII be amended to specifically encompass the First, Second, Third, Fourth, Fifth, Eighth, and Ninth Filings of River Bend Subdivision;

That the election of officers under Article IV be made by the duly elected Board of Directors;

That the current registered agent of the corporation be listed under Article VI;

That the fiscal year of the corporation under Article VII be set in the bylaws of the corporation; and

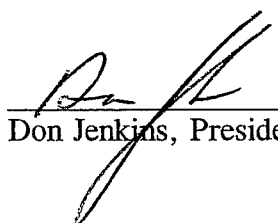
That the articles of said corporation be amended and restated in full to encompass these and the previous amendments to the articles.

Baton Rouge, Louisiana, this 20th day of April, 1998.



Gregory E. Bodin, Secretary

Attest:



Don Jenkins, President

ORIG 573 BNDL 10891

FILED AND RECORDED
EAST BATON ROUGE PARISH, LA.

1998 MAY 14 PM 04:03:48
FTL BK FOLIO
DOUG WELBORN

CLERK OF COURT & RECORDER

CERTIFIED TRUE COPY
BY

DEPUTY CLERK & RECORDER