

AMENDMENT TO ARTICLES OF INCORPORATION OF  
COPPER MEADOWS HOMEOWNERS ASSOCIATION, INC.

BE IT KNOWN, that on this \_\_\_\_ day of January, 2010, before me the undersigned Notary Public, and in the presence of the witnesses hereinafter named, came and appeared J C YOUNGSVILLE DEVELOPMENT, L.L.C., a Louisiana limited liability company represented herein by Youngsville Development, Inc., through its president John C. Broussard (hereinafter called "Developer") and the undersigned Directors of the Board of Directors of Copper Meadows Homeowners Association, Inc. who declared that:

Whereas, Developer was the incorporator of a Louisiana Non-Profit corporation called Copper Meadows Homeowners Association, Inc. (the "Association") and Article VIII of the Articles of Incorporation for the Association provides that the Articles may be amended by a majority vote of the Board of Directors as long as Developer is a Class B member of the Association; and

Whereas, Developer is still a Class B member of the Association and the Board of Directors desires to amend the Articles;

Therefore, the Articles of Incorporation of the Association are amended as follows:

1. The first paragraph of Article IV of the original Articles of Incorporation of the Association is hereby amended to read as follows:

"The purpose for which the corporation is organized is to maintain and improve the quality of life in the Subdivision, to make capital improvements to, and to provide for the maintenance of, the common areas, to provide architectural control, and to enforce the restrictive covenants established, for Copper Meadows Subdivision, Phase I, a subdivision of the Parish of Lafayette, Louisiana, as set forth in the document entitled "Restrictive Covenants of Copper Meadows Subdivision, Phase I" ("Covenants") filed or to be filed in the records of the Clerk of Court of Lafayette Parish, Louisiana, as well as any future phases of the subdivision, or subdivisions in the vicinity that may be included within the Association by the Developer or its assigns, (herein collectively called "the subdivision")."

2. The first paragraph of Article VII of the original Articles of Incorporation of the Association is hereby amended to read as follows:

~~"The affairs of this Association shall be managed by a Board of not less than one (1) Director nor more than seven (7) Directors who need not be members of the Association. The members of the first board of directors shall serve until December 31, 2008, or until they resign or are replaced, and then be elected each year thereafter. Failure to elect directors annually shall not cause any action of the then directors to be invalid. In the case of the resignation, death, or failure, incapacity, or refusal to serve of any of the initial directors prior to said time, the remaining directors may appoint a substitute director or directors to serve the remainder of said period. The~~

judgment of the directors, whether the directors are the initial directors or subsequent directors, shall be final and conclusive so long as such judgment is exercised in good faith. The Board of Directors shall have the power to make any expenditures up to the sum of \$25,000.00. In connection with said powers, the Board of Directors is authorized to enter into loan agreements, sign promissory notes and any other documents required by lenders for the extension of credit including but not limited to mortgages containing the usual Louisiana security clauses such as the confession of judgment, pact de nonalienado, and waiver of appraisal, and other such provisions. Expenditures exceeding \$25,000.00 will require a vote of a majority of a quorum of the members present at a special or annual meeting.

The Officers and Directors of the Association shall not be liable to the members or owners, to the Association, or to any third party for any mistake of judgment, negligence or otherwise, nor shall they have any personal or vicarious liability with respect to any contract made by them on behalf of the Association, except for their own individual willful misconduct or gross negligence. The Association shall indemnify and hold harmless each of the Officers, and Directors from and against all contractual liability to others arising out of contracts made by the Officers of the Association, on behalf of the Association, unless any such contract shall have been made in bad faith or in gross disregard of the Association or Subdivision documents, and except to the extent that such liability is covered by directors' and officers' liability insurance."

3. The following paragraphs are added to Article V of the original Articles of Incorporation of the Association:

"Members are the person, persons, legal entity or entities which own a particular lot in the Subdivision,, individually or as a group. Each lot shall be deemed to have only one (1) member, regardless of the number of persons or entities which may have some property interest in the lot. If the owners of a lot can not unanimously agree on how to cast their vote in any matter, then their vote shall be ignored and not counted on that matter.

The presence, in person or by proxy, of fifty (50%) percent or more of the voting required of the membership shall constitute a quorum at any meetings of the members. If a quorum is not present at a meeting, then the meeting will be adjourned to another date. If proper notice of the second meeting is given to the members of the Association, then the members attending in person or in proxy will constitute a quorum for the conduct of business at the second meeting. A majority vote of the members at any meeting at which a quorum is present, voting in person or by proxy, is required to make all decisions of the members."

4. Article VIII of the original Articles of Incorporation of the Association is amended so as to read as follows:

"These Articles may be amended or altered by a majority vote of the Board of Directors as long as Appearer, or its successors or assigns, is a Class B member of the Association. Thereafter, amendment of these Articles shall require the assent of fifty (50%) percent of the votes of the entire membership, provided however, that notwithstanding anything to the contrary contained herein, as long as Appearer is a Class B member of the Association, no substantive amendment to these Articles may be made without the written approval of Appearer."

THUS DONE AND SIGNED on this \_\_\_ day of January, 2010.

WITNESSES:

Printed Name: \_\_\_\_\_

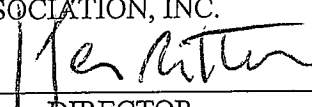
J C YOUNGSVILLE DEVELOPMENT, LLC

By: Youngsville Development, Inc.  
By: John C. Broussard, President

Printed Name: \_\_\_\_\_

COPPER MEADOWS HOMEOWNERS  
ASSOCIATION, INC.

Printed Name: \_\_\_\_\_

  
BY: DIRECTOR

Printed Name: \_\_\_\_\_

  
BY: DIRECTOR

  
BY: DIRECTOR

  
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NOTARY PUBLIC