

**BY-LAWS
OF
KENSINGTON ESTATES HOME OWNERS ASSOCIATION**

**I.
OFFICES**

The principal office of the corporation shall be located at 17732 Highland Road, Suite G, PMB #225 Baton Rouge, LA 70810 and the registered agent for service of process shall be James W. Kaiser , at 13713 Lexham Garden Ave, Baton Rouge, LA 70810 . The principal office and registered agent of service may be changed at any time upon approval of the Board of Directors.

**II.
VOTING RIGHTS**

This Corporation has been organized on a non-stock basis. .

- A. Members.** A member of this corporation shall be the record owner, whether one or more persons or entities, of each of the subdivided lots of record in Kensington Estates or such other property managed by this Corporation in accordance with the articles of incorporation of this Corporation, as shown by the records of the Corporation or by the conveyance records of St. Charles Parish (collectively referred to as “Lots”, and individually as “Lot”) who shall be entitled to one (1) vote for each Lot owned..
- B. Actions by the Members.** All actions by the members of this Corporation shall require the approval of a majority of the members present at the meeting called for that purpose.

**III.
TRANSFER OF VOTING RIGHTS**

Transfer of a Lot. Upon the sale or transfer of any lot in Kensington Estates, such lot owner shall no longer be a member. Any new lot owner shall not have the right to vote as a member until such new lot owner is recognized as an owner by the Board of Directors . A member shall not have the right to sell, assign or transfer this membership to any person or entity separate from the transfer of ownership of the Lot related to such membership. The membership shall be an appurtenance to the ownership of the Lot and cannot be divided from the ownership of such Lot. In the event of multiple owners of a Lot, such owners shall designate in writing to this corporation the person authorized to vote the membership and in the event of a dispute by the owners of a Lot(s) as to the right to vote such membership, the failure to so designate a person to vote the membership interest of such Lot by a majority of the undivided owners of such Lot shall prevent the owners of such Lot to vote its membership interest. The Corporation shall be allowed to rely upon the Transfer Notice to determine voting rights. The Corporation shall be entitled to

treat each member as the owner of record of the applicable Lot, as shown in the conveyance of East Baton Rouge Parish, Louisiana and accordingly shall not be bound to recognize any equitable or other claim to or interest in such membership on the part of any person whether or not it shall have express or other notice thereof, save as expressly provided by the laws of Louisiana as to the ownership of immovable property subject to the required Transfer Notice.

IV. DIRECTORS

The property and business of the corporation shall be managed and controlled by its board of directors, which shall number three (3) natural persons. Directors must be members unless less than three members agree to serve upon election. Directors shall be elected at the annual meeting of the membership in accordance with these by-laws.

The directors shall hold office until the next annual election and until their successors are elected and qualified, except that if there be a vacancy in the board by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term by the remaining directors.

V. MEETING OF MEMBERS

The annual meeting of members for the election of directors will be held on the last Sunday in March or other date designated by the Board of Directors at 6:30 pm at such location as designated in the notice, at which meeting they shall elect by ballot, by plurality vote for the members of the board and may transact such other business as may come before the meeting. At the annual meeting of the members, the Treasurer, or his designated representative will present the financial statements to the members. All other meetings of the members shall be held at such place or places, within or without the State of Louisiana, as may from time to time be fixed by the board of directors or as shall be specified and fixed in the respective notices or waivers of notice thereof.

Special meetings of the members may be called at any time by the president or the Board of Directors. Special meetings of the members shall be called by the president or secretary on the request in writing of any board member.

No change of time or place of a meeting for the election of directors, as fixed by the by-laws, shall be made within five days before the day on which such election is to be held. In case of any change in such time or place for such election of directors, notice thereof shall be given to each members entitled to vote in person, or mailed to his last known address, at least three days before the election is held.

A complete list of members entitled to vote, arranged in alphabetical order, shall be prepared by the secretary and shall be open to the examination of any members at the office of this Corporation the day of the meeting, and during the whole time of the election.

Each member entitled to vote shall, at every meeting of the members, be entitled to one vote in person or by proxy, signed by him, for each Lot owned by him, but no proxy shall be voted on after one year from its date. .

Notice of all meetings shall be mailed by; the secretary to each members of record entitled to vote, at his or her last known address, for annual meetings at least ten days and for special meetings at least five days prior thereto.

All members entitled to vote and present at the beginning of the meeting, either in person or by proxy, shall constitute a quorum..

VI. POWERS OF DIRECTORS

The board of directors shall have, in addition to such powers as are hereinafter expressly conferred on it, all such powers as may be exercised by the corporation, subject to the provisions of the Louisiana Non-profit Corporation Law, the Articles of Incorporation and these By-laws.

VII. MEETINGS OF DIRECTORS

After each annual election of directors, the newly elected directors may meet of the purpose of organization, the election of officers, and the transaction of other business, at such place and time as shall be fixed by the directors at the annual meeting, and if a majority of the directors be present as such place and time, not prior notice of such meeting shall be required to be given to the directors.

Special meetings of the directors may be called by the president with reasonable notice in writing or by facsimile to each director and shall be called by the president in like manner on the written request of one director. Special meetings of the directors may be held within or without the State of Louisiana at such place as is indicated in the notice or waiver of notice thereof.

A majority of the directors shall constitute a quorum.

VIII. COMPENSATION OF DIRECTORS AND MEMBERS OF COMMITTEES

Directors and members of standing committees shall not receive any compensation for attendance at each regular or special meeting as the board shall from time to time prescribe.

IX. OFFICERS OF THE CORPORATION

The officers of the corporation shall be a president, a secretary, a treasurer and such other officers as may from time to time be chosen by the board of directors. The president shall be

chosen from among the directors. Any two of these offices may be combined in one person; however, one person may not hold the offices of president and secretary.

The officers of the corporation shall hold office until their successors are chosen and qualify in their stead. Any officer chosen or appointed by the board of directors may be removed with or without cause at any time by the affirmative vote of a majority of the whole board of directors. If the office of any officer or officers becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the whole board of directors.

X. DUTIES OF THE PRESIDENT

The president shall be the chief executive officer of the corporation. It shall be his duty to preside at all meetings of the members and directors; to have general and active management of the business of the corporation; to see that all orders and resolutions of the board of directors are carried into effect; and to execute all contracts, agreements, deeds, bonds, mortgages and other obligations and instruments, in the name of the corporation.

XI. PRESIDENT PRO TEM

In the absence or disability of the president, the board may appoint from their own member a president pro tem.

XII. SECRETARY

The secretary shall attend all meeting of the corporation, the board of directors, the executive committee and standing committees. He shall act as clerk thereof and shall record all of the proceedings of such meetings in a book kept for that purpose. He shall give proper notice of meetings of members and directors and shall perform such other duties as shall be assigned to him by the president or the board of directors.

XIII. TREASURER

The treasurer shall have custody of the funds and securities of the corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.

He shall disburse the funds of the corporation as may be ordered by the board executive committee or president, taking proper vouchers for such disbursements, and shall render to the president and directors, whenever they require it, an account of all his transactions as treasurer and of the financial condition of the corporation, and at the regular meeting of the board preceding the annual members' meeting, a like report for the preceding year.

He shall keep an account of stock registered and transferred in such manner and subject to such regulations as the board of directors may prescribe.

XIV. DUTIES OF OFFICERS MAY BE DELEGATED

In case of the absence or disability of any officer of the corporation or for any other reason deemed sufficient by a majority of the board, the board of directors may delegate his powers or duties to any other officer or to any director for the time being.

XV. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day in January in each year.

XVI. CHECKS FOR MONEY

All checks, drafts or orders for the payment of money shall be signed by the treasurer or by such other officer or officers as the board of directors may from time to time designate. No check shall be signed in blank. All checks shall have two signatures and each check must have at least one signature by a member of the Board of Directors.

XVII. BOOKS AND RECORDS

The books, accounts, and records of the corporation except as otherwise required by the laws of the State of Louisiana, will be kept in the possession or control of the Board of Directors .

XVIII. NOTICES

Notice required to be given under the provisions of these by-laws to any directory, officer or member shall not be construed to mean personal notice, by may be given in writing by

depositing the same in a post office or letter-box, in a postpaid sealed wrapper, addressed to such member, officer or director at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed. Any member officer or director may waive, in writing, any notice required to be given under these by-laws, whether before or after the time state therein.

XIX.
AMENDMENTS OF BY-LAWS

These by-laws may be amended, altered, repealed or added to any regular meeting of the members or board of directors or at any special meeting called for that purpose, by affirmative vote of the whole authorized board of directors, as the case may be or by a majority of the members .

These by-laws of Kensington Estates Home Owners Association shall be effective as of the _____ day of _____, _____.

CERTIFICATE

As Secretary of Kensington Estates Home Owners Association, I hereby certify that the foregoing is a true and correct copy of the by-laws duly and legally adopted by the Board of Directors of Kensington Estates Home Owners Association, after due notice and that said by-laws have not been rescinded, modified or recalled, and are in full force and effect. I further certify that Dariel LeBoeuf, Jim Kaiser, Jude Bursavich are the directors of this corporation.

WITNESS my signature on this _____ day of _____, _____

Secretary