

**BY-LAWS
OF
HICKORY RIDGE ESTATES HOME OWNERS ASSOCIATION, INC.
A NONPROFIT CORPORATION**

**I.
OFFICES**

The principal office of the corporation shall be located at 100 Paillet Street, Harvey, LA 70058 and the registered agent for service of process shall be Frank A. Tessier, at 1100 Poydras Street, Suite 2700, New Orleans, Louisiana 70163. 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. There are two classes of membership of this Corporation:

A. Class I Members. A Class I 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 Hickory Ridge Estates (collectively referred to as "Lots", and individually as "Lot") who shall be entitled to one (1) vote for each Lot owned (except Lot 42, whose owner shall not be a member of this Corporation, and shall not have the right to vote as such and Lot 42 shall not be subject to these Bylaws, nor deemed to be a Lot).

B. Class II Members. In addition to being a Class I member as the owner of Lots, the developer of Hickory Ridge Estates, Hickory Ridge Development, L.L.C., its successors or assigns, shall also be the sole Class II member of this corporation.

C. Actions by the Members. All actions by the members of this Corporation shall require the approval of (i) a plurality of the Class I members present at the meeting called for that purpose and (ii) the Class II member.

**III.
TRANSFER OF VOTING RIGHTS**

A. Transfer of a Lot. Upon the sale or transfer of any Lot in Hickory Ridge Estates, such Lot owner shall no longer be a Class I member. Any new Lot owner shall not have the right to vote as a Class I member until such new Lot owner has notified this corporation of the sale in writing, has provided a copy of the act of sale and has designated the owner who has the right to vote the membership (the "Transfer Notice"). A Class I 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 can not 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 Class I member as the owner of record of the applicable Lot, as shown in the conveyance of Jefferson 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.

B. Class II Transfers. Hickory Ridge Development, L.L.C. shall have the right to transfer its Class II membership to any other owner of one or more Lots in Hickory Ridge Estates or it may by written notice to the Board of Directors terminate the rights of the Class II member.

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 need not be members. The Class I members shall appoint one (1) director and the Class II member shall appoint two (2) directors. Upon termination of the Class II membership, the Class I members shall appoint the three (3) directors to the Board of Directors. 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 first Monday in October in each year, or if that day be a legal holiday, on the next succeeding day not a legal holiday, at 10:00 o'clock a.m. in the then offices of the Corporation or at such location as designated in the notice, at which meeting they shall elect the directors by ballot, by plurality vote for the Class I member of the board and by the vote of the Class II member for its two members of the board and may transact such other business as may come before the meeting. 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.

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 Class I member entitled to vote shall, at every meeting of the Class I 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. Hickory Ridge Development, L.L.C. shall have the right to vote the Class II membership until it notifies the board of directors of the transfer of its rights or its termination of the Class II membership.

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

A majority of the Class I members entitled to vote and present at the meeting, either in person or by proxy, and the representative of the Class II membership shall constitute a quorum, but the holders of a smaller amount may adjourn from time to time without further notice until a quorum is secured.

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 Nonprofit 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 for 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 at such place and time, no prior notice of such meeting shall be required to be given to the directors. The place and time of such meeting may also be fixed by written consent of the directors.

Special meetings of the directors may be called by the president on one day's 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, but a smaller number may adjourn from time to time, without further notice, until a quorum is secured.

**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 either 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 meetings 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 may 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.

**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.

**XVII.
BOOKS AND RECORDS**

The books, accounts and records of the corporation except as otherwise required by the laws of the State of Louisiana, may be kept within or without the State of Louisiana, at such place or places as may from time to time be designated by the by-laws or by resolution of the directors.


**XVIII.
NOTICES**

Notice required to be given under the provisions of these by-laws to any director, officer or member shall not be construed to mean personal notice, but 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 stated therein.

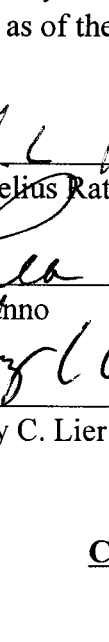
XIX.
AMENDMENTS OF BY-LAWS

These by-laws may be amended, altered, repealed or added to at 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 number of directors, as the case may be or by a majority of the Class I members and the Class II member.

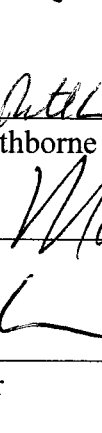
These by-laws of Hickory Ridge Estates Home Owners Association, Inc., A Nonprofit Corporation shall be effective as of the 5th day of December, 2003.



J. Cornelius Rathborne



Lea Manno

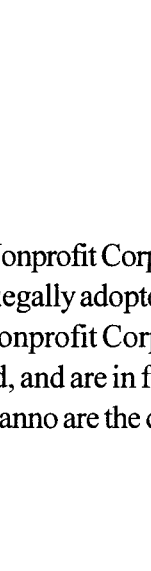


Gregory C. Lier

CERTIFICATE

As Secretary of Hickory Ridge Estates Home Owners Association, Inc., A Nonprofit Corporation, 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 Hickory Ridge Estates Home Owners Association, Inc., A Nonprofit Corporation 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 Gregory C. Lier, J. Cornelius Rathborne and Lea Manno are the directors of this corporation.

WITNESS my signature on this 5th day of December, 2003.



Lea Manno
Secretary