

RIVERBEND ESTATES HOMEOWNERS ASSOCIATION, INC.

BY-LAWS

ARTICLE I

NAME

1.01. THE NAME OF THIS CORPORATION IS AND SHALL BE.
RIVERBEND ESTATES HOMEOWNERS ASSOCIATION, INC. (THE CORPORATION)

ARTICLE II

PURPOSE AND POWERS

2.01. THE OBJECT AND PURPOSE. THE OBJECT AND PURPOSE OF THE CORPORATION SHALL BE TO PROVIDE FOR THE ADMINISTRATION, MANAGEMENT AND OPERATION OF THE ASSOCIATION AND THE USE, MAINTENANCE, REPAIR AND REPLACEMENT OF THE COMMON AREA OF RIVERBEND ESTATES SUBDIVISION.

THE CORPORATION SHALL HELP TO ADMINISTER AND ENFORCE THE COVENANTS, RESTRICTIONS AND SERVITUDES APPLICABLE TO THE SUBDIVISION AS PROVIDED IN THE ARTICLES OF INCORPORATION (THE "ARTICLES" OF RIVERBEND ESTATES HOMEOWNERS ASSOCIATION, INC.

ARTICLE III

MEMBERSHIP

3.01. PROPERTY OWNERS. AS PROVIDED IN THE ARTICLES OF INCORPORATION (THE "ARTICLES") OF RIVERBEND ESTATES HOMEOWNERS ASSOCIATION, INC. ALL PROPERTY OWNERS IN RIVERBEND ESTATES SUBDIVISION SHALL -BE MEMBERS OF THE CORPORATION, AND ALL MEMBERS SHALL BE ENTITLED TO ONLY ONE (1) VOTE FOR EACH LOT OWNED. WHEN MORE THAN ONE (1) PERSON OR ENTITY OWNS OR HAS AN INTEREST IN ANY LOT. ALL SUCH PERSONS SHALL BE MEMBERS, BUT THE VOTE ATTACHED TO SUCH LOT SHALL NEVER BE MORE THEN ONE (1) VOTE WITH RESPECT TO ANY ONE LOT.

ARTICLE IV

MEETINGS

4.01. REGULAR MEETINGS. THE REGULAR MEETINGS OF THE ASSOCIATION SHALL BE HELD THE THIRD WEDNESDAY OF EVERY OTHER MONTH BEGINNING NOVEMBER 16, 2005. THE ANNUAL MEETING IS THE THIRO WEDNESDAY IN MAY. THE ANNUAL MEETING IS FOR ELECTING OFFICERS AND OTHER BUSINESS THAT SHALL ARISE.

4.02. NOTICE OF MEETINGS. NOTICE OF MEETING CAN BE GIVEN BY E-MAIL, POSTAL MAIL, TELEPHONE, FAX, OR IN PERSON.

4.03. QUORUM. THE QUORUM SHALL BE 18 MEMBERS OF THE ASSOCIATION.

ARTICLE V

BOARD OF DIRECTORS

5.01. GENERAL. THE PROPERTY AND BUSINESS OF THE CORPORATION SHALL BE MANAGED BY THE BOARD OF DIRECTORS WHICH MAY EXERCISE ALL SUCH POWERS OF THE CORPORATION AND DO ALL SUCH LAWFUL ACTS AND THINGS AS ARE NOT BY STATUTE OR BY THE ARTICLES OF INCORPORATION OR BY THESE BY-LAWS DIRECTED OR REQUIRED TO BE EXERCISED OR DONE BY THE MEMBERSHIP.

5.02. NUMBER OF DIRECTORS. THE FIRST BOARD SHALL CONSIST OF 6 DIRECTORS WHICH WILL INCLUDE THE PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER AND TWO DIRECTORS. NUMBER OF DIRECTORS THEREAFTER MAY BE INCREASED ONLY BY (I) THE MEMBERSHIP AT THE ANNUAL MEETING OR (II) UNANIMOUS CONSENT OF ALL THE DIRECTORS SERVING AT THE TIME OF SUCH INCREASE; PROVIDED, HOWEVER, THAT NO SUCH INCREASE SHALL EXCEED THE LIMITS IMPOSED IN THE ARTICLES OF INCORPORATION. ANY DIRECTOR ELECTED BY UNANIMOUS CONSENT OF THE OTHER DIRECTORS SHALL SERVE ONLY UNTIL THE NEXT

ANNUAL MEETING OF THE MEMBERSHIP, EXCEPT AS HEREIN ABOVE PROVIDED. THE DIRECTORS SHALL BE ELECTED AT THE ANNUAL MEETING, OR AT A SPECIAL MEETING CALLED FOR THAT PURPOSE, AND EACH DIRECTOR SO ELECTED SHALL HOLD OFFICE FOR A PERIOD OF ONE YEAR OR UNTIL HIS SUCCESSOR SHALL BE ELECTED AND SHALL QUALIFY. EACH MEMBER OF THE BOARD SHALL BE A LOT OWNER.

5.03. VACANCIES. ANY VACANCY OCCURING AMONG DIRECTORS BY DEATH, RESIGNATION OR OTHERWISE, SHALL BE FILLED BY ELECTION FOR THE UNEXPIRED TERM AT A SPECIAL MEETING OF THE MEMBERSHIP TO BE CALLED UPON FIVE (5) DAYS WRITTEN NOTICE. BUT, IN NO CASE, SHALL THE SPECIAL MEETING BE LATER THAN 60 DAYS.

ARTICLE VI MEETING OF THE BOARD

6.01. PLACE. THE DIRECTORS OF THE CORPORATION MAY HOLD THEIR MEETINGS, BOTH REGULAR AND SPECIAL, IN SUCH PLACE, AND AT SUCH TIME, AS SHALL BE FIXED BY THE CONSENT OF ALL OF SAID DIRECTORS.

6.02. REGULAR MEETING. REGULAR MEETINGS OF THE BOARD SHALL BE HELD THE SECOND WEDNESDAY OF THE MONTHS AUGUST, OCTOBER, FEBRUARY AND APRIL BEGINNING AUGUST 10, 2005 AT A TIME AND PLACE AS SHALL BE DETERMINED BY THE BOARD.

6.03. SPECIAL MEETINGS. SPECIAL MEETINGS OF THE BOARD MAY BE CALLED BY THE PRESIDENT ON FORTY -EIGHT (48) HOURS NOTICE TO EACH DIRECTOR, EITHER PERSONALLY, BY MAIL, BY E- MAIL, BY FAX OR BY TELEPHONE. SPECIAL MEETINGS SHALL BE CALLED BY THE PRESIDENT OR SECRETARY IN LIKE MANNER AND ON LIKE MANNER AND ON LIKE NOTICE ON THE WRITTEN REQUEST OF ANY TWO DIRECTORS.

6.04. QUORUMS. AT ALL MEETINGS OF THE BOARD A MAJORITY OF DIRECTORS SHALL CONSTITUTE A QUORUM FOR TRANSACTION OF BUSINESS, EXCEPT AS OTHERWISE PROVIDED BY STATUTE OR IN THE ARTICLES OF INCORPORATION. IF LESS THAN SUCH MAJORITY IS PRESENT AT A MEETING, A MAJORITY OF DIRECTORS PRESENT MAY ADJOURN THE MEETING FROM TIME TO TIME WITHOUT FURTHER NOTICE UNTIL A MAJORITY IS PRESENT.

6.05. VOTE. THE AFFIRMATIVE VOTE OF THE MAJORITY OF THE DIRECTORS SHALL BE FOR ANY ACT OF THE BOARD OF DIRECTORS.

ARTICLE VII OFFICERS

7.01. OFFICERS. THE OFFICERS SHALL BE A PRESIDENT, VICE PRESIDENT, SECRETARY AND TREASURER AND TWO DIRECTORS.

7.02. NOMINATIONS AND ELECTIONS. AT THE MARCH MEETING, MEMBERS WILL ELECT A NOMINATING COMMITTEE OF THREE TO SELECT A CANDIDATE FOR EACH OFFICE AND REPORT AT THE MAY MEETING. NOMINATIONS FROM THE FLOOR WILL BE ALLOWED AT THE MAY MEETING.

7.03. BALLOT ELECTION AND TERMS OF OFFICE. OFFICERS WILL BE ELECTED BY BALLOT FOR A TERM OF ONE YEAR OR UNTIL THEIR SUCCESSORS ARE ELECTED. OFFICERS TAKE OFFICE JUNE 1ST. IF ONLY ONE CANDIDATE IS NOMINATED, MEMBERS CAN TAKE A VOICE VOTE. IN ADDITION, A VOTE MAY BE TAKEN BY MAIL, E- MAIL OR FAX.

7.04. LIMITATIONS. EACH PERSON ELECTED SHALL HOLD ONLY ONE OFFICE AT A TIME. EACH PERSON CAN SERVE TWO CONSECUTIVE TERMS IN THE SAME OFFICE.

7.05. VACANCIES. IF THERE IS A VACANCY IN ANY OFFICE, MEMBERS WILL FILL THE VACANCY AT THE NEXT REGULAR BUSINESS MEETING.

7.06. REMOVAL FROM OFFICE. OFFICERS CAN BE REMOVED FROM OFFICE WITH OR WITHOUT CAUSE BY A TWO-THIRDS VOTE OF THE MEMBERSHIP AT A REGULAR MEETING WHERE PREVIOUS NOTICE HAS BEEN GIVEN.

ARTICLE VIII DUTIES OF OFFICERS

8.01. PRESIDENT. THE PRESIDENT SHALL PRESIDE AT ALL MEETINGS OF THE ASSOCIATION, AND PERFORM SUCH OTHER DUTIES AS PERTAINING TO THE OFFICE.

8.02. VICE PRESIDENT. THE VICE PRESIDENT SHALL, IN THE PRESIDENTS ABSENCE OR DISABILITY OF THE PRESIDENT, PERFORM THE DUTIES AND EXERCISE THE POWERS OF THE PRESIDENT, AND SHALL PERFORM OTHER DUTIES AS PERTAINING TO THE OFFICE.

8.03. SECRETARY. THE SECRETARY SHALL TRANSCRIBE THE MINUTES OF ALL REGULAR, SPECIAL AND BOARD OF DIRECTORS MEETINGS AND READ THEM AT SUBSEQUENT MEETINGS. THE MINUTES OF ALL MEETINGS SHALL BE KEPT IN ONE OR MORE BOOKS. HE/SHE SHALL ALSO: (I) BE CUSTODIAN OF ALL CORPORATE RECORDS AND DOCUMENTS. (II) KEEP A REGISTER CONTAINING THE NAME, ADDRESS, TELEPHONE NUMBER, E- MAIL (IF PROVIDED), AND OTHER PERTINENT INFORMATION ON EACH LOT OWNER. (III) SEND OUT NOTICES AND CORRESPONDENCE. IN GENERAL, PERFORM ANY OTHER SECRETARIAL DUTIES AS ASSIGNED BY THE PRESIDENT AND THE BOARD OF DIRECTORS.

8.04. TREASURER. THE TREASURER SHALL HAVE THE CUSTODY OF THE CORPORATE FUNDS AND SECURITIES AND SHALL KEEP FULL AND ACCURATE ACCOUNTS OF ALL RECEIPTS AND DISBURSEMENTS IN BOOKS BELONGING TO THE CORPORATION AND SHALL DEPOSIT ALL MONEYS AND OTHER VALUABLE EFFECTS IN THE NAME OF AND TO THE CREDIT OF THE CORPORATION IN SUCH DEPOSITORIES AS MAY BE DESIGNATED BY THE BOARD OF DIRECTORS. HE/SHE WILL ALSO IN GENERAL PERFORM ALL THE DUTIES INCIDENT TO THE OFFICE OF TREASURER AND SUCH OTHER DUTIES AS FROM TIME TO TIME MAY BE ASSIGNED TO HIM/HER BY THE PRESIDENT OR BY THE BOARD OF DIRECTORS. HE/SHE SHALL DISBURSE THE FUNDS OF THE CORPORATION AS MAY BE ORDERED BY THE BOARD OF DIRECTORS, TAKING PROPER VOUCHERS FOR SUCH DISBURSEMENTS, AND HE/SHE SHALL RENDER TO THE PRESIDENT AND DIRECTORS, AT THE REGULAR MEETING OF THE BOARD AND / OR AT THE REGULAR BIMONTHLY MEETING OF THE GENERAL MEMBERSHIP AN ACCOUNT OF THE FINANCIAL CONDITION OF THE CORPORATION. ALL CORPORATE CHECKS WILL REQUIRE THE SIGNATURE OF TWO OFFICERS.

ARTICLE IX COMMITTEES

9.01. BEAUTIFICATION COMMITTEE. THERE SHALL BE A BEAUTIFICATION COMMITTEE, WHICH WILL BE RESPONSIBLE FOR RECOMMENDING WAYS TO IMPROVE THE APPEARANCE OF RIVERBEND ESTATES INCLUDING THE COMMON AREAS.

9.02. COMMUNICATION COMMITTEE. THERE SHALL BE A COMMUNICATION COMMITTEE, WHICH WILL BE RESPONSIBLE FOR NOTIFYING THE MEMBERSHIP CONCERNING REGULAR MEETINGS, SPECIAL MEETINGS AND TO PERFORM ANY OTHER COMMUNICATION DUTIES AS ASSIGNED BY THE PRESIDENT AND/OR THE BOARD OF DIRECTORS.

9.03. ARCHITECTURAL REVIEW COMMITTEE. ALL CONSTRUCTION PLANS FOR BUILDING HOMES OR OTHER STRUCTURES IN RIVERBEND ESTATES MUST BE REVIEWED AND APPROVED BY THE BOARD OF DIRECTORS OR BY ANY ARCHITECTURAL REVIEW COMMITTEE APPOINTED BY SAID BOARD TO ENSURE COMPLIANCE WITH THE DECLARATION OF COVENANTS, RESTRICTIONS, AND SERVITUDES FOR RIVERBEND ESTATES.

9.04. COMMITTEE SELECTION. EXCEPT FOR THE ARCHITECTURAL REVIEW COMMITTEE, WHICH IS APPOINTED BY THE BOARD OF DIRECTORS, ALL OTHER COMMITTEES WILL BE ELECTED AT THE REGULAR MEETING SCHEDULED FOR WEDNESDAY SEPTEMBER 14, 2005. THEREAFTER, ALL OTHER COMMITTEES WILL BE ELECTED AT THE ANNUAL MEETING. EXCEPT FOR THE ARCHITECTURAL REVIEW COMMITTEE ALL OTHER COMMITTEES WILL

HAVE A MINIMUM OF FOUR MEMBERS. THE ARCHITECTURAL REVIEW COMMITTEE WILL HAVE A MINIMUM OF TWO MEMBERS.

9.05. OTHER COMMITTEES. A MAJORITY VOTE OF THE MEMBERSHIP CAN ESTABLISH OTHER COMMITTEES.

9.06. QUORUM. EXCEPT FOR THE ARCHITECTURAL REVIEW COMMITTEE, THREE MEMBERS CONSTITUTES A QUORUM. A QUORUM FOR THE ARCHITECTURAL REVIEW COMMITTEE SHALL BE TWO. A MAJORITY VOTE OF THE MEMBERSHIP CAN ESTABLISH

ARTICLE X ASSESSMENTS

10.01. FIRST ASSESSMENT. BECAUSE THE FIRST YEARS ASSESSMENT OF ONE HUNDRED DOLLARS WAS NOT LEVIED AT THE ACT OF SALE AS PROVIDED IN ARTICLE IV OF THE DECLARATION OF COVENANTS, RESTRICTIONS, AND SERVITUDES FOR RIVERBEND ESTATES, THE FIRST YEARS ASSESSMENT WILL BE PRORATED BASED ON A START DATE OF NOVEMBER 1, 2005 AND A FISCAL YEAR OF JUNE 1ST. THEREFORE, THE FIRST ASSESSMENT WILL BE 7/12THS OR \$58.33.

10.02. ANNUAL ASSESSMENT. ON OR BEFORE APRIL 1ST THE BOARD OF DIRECTORS SHALL PREPARE A BUDGET COVERING THE ESTIMATED COMMON EXPENSES, INCLUDING BUT NOT LIMITED TO MATERIALS, INSURANCE, SERVICES, TAXES AND SUPPLIES WHICH WILL BE REQUIRED DURING THE ENSUING FISCAL YEAR, TOGETHER WITH A REASONABLE AMOUNT CONSIDERED BY THE SOA TO BE NECESSARY FOR A RESERVE FOR CONTINGENCIES AND SHALL ON OR BEFORE MAY 1ST NOTIFY EACH LOT OWNER, WITH A REASONABLE ITEMIZATION THEREOF. BASE ASSESSMENTS SHALL BE LEVIED EQUALLY AGAINST EACH LOT AND SHALL BE SET AT A LEVEL WHICH IS REASONABLY EXPECTED TO PRODUCE INCOME FOR THE ASSOCIATION EQUAL TO THE TOTAL BUDGET.

10.03. SPECIAL ASSESSMENT. IN ADDITION THE ASSOCIATION MAY LEVY IN AN ASSESSMENT YEAR, A SPECIAL ASSESSMENT APPLICABLE TO THAT YEAR ONLY, FOR THE PURPOSE OF DEFRAYING, IN WHOLE OR IN PART, THE COST OF ANY CONSTRUCTION OR RECONSTRUCTION, UNEXPECTED REPAIR OR REPLACEMENT OF A DESCRIBED CAPITAL IMPROVEMENT UPON THE COMMON PROPERTIES AS PROVIDED IN ARTICLE IV OF THE DECLARATION OF COVENANTS, RESTRICTIONS AND SERVITUDES. ALL SPECIAL ASSESSMENTS SHALL HAVE THE ASSENT OF TWO-THIRDS OF THE VOTE OF THE LOT OWNERS.

ARTICLE XI INDEMNIFICATION AND INSURANCE

11.01. INDEMNIFICATION. THE ASSOCIATION SHALL INDEMNIFY, HOLD HARMLESS, AND DEFEND EVERY OFFICER, DIRECTOR AND COMMITTEE MEMBER AGAINST ALL DAMAGES AND EXPENSES, INCLUDING ATTORNEY FEES, REASONABLY INCURRED IN CONNECTION WITH ANY ACTION, SUIT, OR OTHER PROCEEDING (INCLUDING SETTLEMENT OF ANY SUIT OR PROCEEDING, IF APPROVED BY THE THEN BOARD OF DIRECTORS TO WHICH HE OR SHE MAY BE A PARTY BY REASON OF BEING OR HAVING BEEN AN OFFICER, DIRECTOR OR COMMITTEE MEMBER, INCLUDING, WITHOUT LIMITATION, ANY AND ALL CLAIMS FOR PERSONAL INJURY DEATH OR PROPERTY DAMAGE, EXCEPT THAT SUCH OBLIGATION TO INDEMNIFY, HOLD HARMLESS, AND DEFEND SHALL BE LIMITED TO THOSE ACTIONS FOR LIABILITY IS LIMITED UNDER THE LOUISIANA LAW OF INCORPORATION. THE OFFICERS, DIRECTORS, AND COMMITTEE MEMBERS PAST AND PRESENT, SHALL NOT BE LIABLE IF

HE OR SHE ACTED IN GOOD FAITH AND IN A MANNER IN WHICH HE OR SHE REASONABLY BELIEVED TO BE IN OR NOT OPPOSED TO THE BEST INTEREST OF THE ASSOCIATION, AND UNLAWFUL.

THE OFFICERS AND DIRECTORS PAST AND PRESENT SHALL NOT HAVE PERSONAL LIABILITY WITH RESPECT TO ANY CONTRACTS OR OTHER COMMITMENT MADE OR ACTION TAKEN IN GOOD FAITH ON BEHALF OF THE ASSOCIATION. THE ASSOCIATION SHALL INDEMNIFY, HOLD HARMLESS, AND DEFEND EACH SUCH OFFICER, DIRECTOR AND COMMITTEE MEMBER FROM ANY AND ALL LIABILITY TO OTHERS ON ACCOUNT OF ANY SUCH CONTRACT, COMMITMENT OR ACTION.

11.02. INSURANCE. THE ASSOCIATION, ACTING THROUGH ITS BOARD OF DIRECTORS OR ITS DULY AUTHORIZED AGENT SHALL, WHEN NECESSARY, OBTAIN AND CONTINUE IN EFFECT ADEQUATE INSURANCE TO COVER THE FOLLOWING:

A) BLANKET PROPERTY INSURANCE COVERING "RISKS OF DIRECT PHYSICAL LOSS" FOR ALL INSURABLE IMPROVEMENTS ON THE COMMON AREAS TO WHICH IT HAS ASSUMED RESPONSIBILITY FOR MAINTENANCE, REPAIR OR REPLACEMENT IN EVENT OF CASUAL TV.

B) COMMERCIAL GENERAL LIABILITY INSURANCE ON THE AREA OF COMMON RESPONSIBILITY. INSURING THE ASSOCIATION AND ITS MEMBERS FOR DAMAGE OR INJURY CAUSED BY THE NEGLIGENCE OF THE ASSOCIATION OR ANY OF ITS MEMBERS, EMPLOYEES, AGENTS, OR CONTRACTORS WHILE ACTING ON ITS BEHALF. THE POLICY LIMITS PER OCCURRENCE WITH RESPECT TO BODILY INJURY. PERSONAL INJURY AND PROPERTY DAMAGE SHALL BE DETERMINED BY THE BOARD OF DIRECTORS.

11.03. ANNUAL REVIEW. THE ASSOCIATION SHALL ARRANGE FOR AN ANNUAL REVIEW OF THE SUFFICIENCY OF INSURANCE COVERAGE BY ONE OR MORE QUALIFIED PERSONS.

11.04. PREMIUMS. PREMIUMS FOR ALL INSURANCE ON THE AREAS OF COMMON RESPONSIBILITY SHALL BE COMMON EXPENSES AND SHALL BE INCLUDED IN THE ANNUAL BASE ASSESSMENT.

**ARTICLE XII
PARLIAMENTARY AUTHORITY**




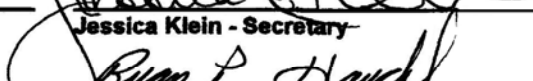
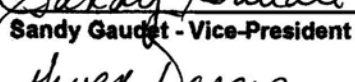
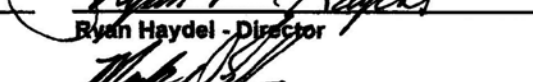
12.01. THE RULES CONTAINED IN THE ROBERT'S RULES OF ORDER: SIMPLIFIED AND APPLIED SHALL GOVERN MEETINGS WHERE THEY ARE NOT IN CONFLICT WITH THE BY-LAWS, RULES OF ORDER, OR OTHER RULES OF THE ASSOCIATION.

**ARTICLE XIII
AMENDMENTS OF BY-LAWS**

13.01. ANY AMENDMENT OR MODIFICATION OF THE BY-LAWS SHALL BE BY THE BOARD SUBJECT TO THE APPROVAL OF A MAJORITY VOTE OF THE MEMBERSHIP.

ADOPTED THIS 13TH OF OCTOBER, 2005

BY:

 _____ Henry Waguespack - President	 _____ Jessica Klein - Secretary
 _____ Sandy Gaudet - Vice-President	 _____ Ryan Haydel - Director
 _____ Gwen Dargis - Treasurer	 _____ Mark Dusaules - Director