BY-LAWS

OF

WOODGATE HOMEOWNERS ASSOCIATION, INC.

A LOUISIANA NONPROFIT CORPORATION

2133 Silverside Drive, Suite C — Baton Rouge, Louisiana

Adopted August 7, 1991

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ARTICLE I — OFFICE

The principle office shall be located at 2133 Silverside Dr., Suite C, Baton Rouge, Louisiana.

ARTICLE II — OFFICERS

SECTION 1. The officers of this corporation shall be a President, Vice President, Secretary, and Treasurer, and any other officer as the Board of Directors shall from time to time deem necessary. The persons serving as officers shall be elected by a majority vote of all members present at the annual meeting.

PRESIDENT. The President shall be the chief executive officer of the corporation; he (she) shall preside at all meetings of the members and directors; he (she) shall have general and active management of the activities of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He (She) shall execute bonds, mortgages and other contracts; and shall have the authority, as does the Treasurer and Vice President, to co-sign all checks, drafts and notes on behalf of the corporation. He (She) shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

The President shall have the sole authority in the granting and accepting of leases, in the buying of all equipment and fixtures of the corporation, and generally in all matters having to do with the normal day-to-day operation of the business as set forth in the articles of incorporation, reserving to the other officers and to the Board of Directors those powers delegated to them and those reserved to them herein.

VICE-PRESIDENT. In the event of absence or incapacity of the President, the Vice-President shall assume the duties of the President; and shall have the authority, as does the Treasurer and President, to co-sign all checks, drafts and notes on behalf of the corporation the absence of the Secretary and Treasurer, the duties of such officer shall devolve upon the Vice-President.

SECRETARY. The Secretary shall give notice of all meetings of the corporation, of the Board of Directors and of Committees. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members, and record all votes and the minutes of all proceeding in a book kept for that purpose; and shall perform like duties for the standing committees when required. He (She) shall keep in safe custody any seals of the corporation and, when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed it shall be attested by his signature. He (She) shall perform such other duties as may be prescribed by the Board of Directors under whose supervision they shall be.

TREASURER. The treasurer shall have charge of all funds of the corporation and of their disbursement under the direction of the Board of Directors. He (She) shall keep a record of all monies received and paid out, and make a report of the same to the Board of Directors at each regular monthly meeting thereof and whenever requested to do so. He (She) shall also have the authority, as does the President, to co-sign all checks, drafts and notes on behalf of the corporation.

SECTION 2. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

SECTION 3. The officers of the corporation shall hold office until their successors are chosen and qualify in their stead.

SECTION 4. In the case of the absence of any officer of the corporation other than the President, or for any other reason that the President may deem sufficient as to any officer other than the President, the President may delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer, or to any director.

ARTICLE III — BOARD OF DIRECTORS

SECTION 1. All of the corporate powers of this corporation shall be vested in, and all the business and affairs of the corporation shall be managed by the board of directors.

SECTION 2. The Board of Directors shall have authority to exercise, in addition to the powers and authority expressly conferred upon it, all such powers of the corporation and all other such lawful acts and things which the corporation, unless such acts or things are prohibited or directed or required to be exercised or done by the members or officers of the corporation, by applicable statute, or by the articles of incorporation, or by the by-laws.

SECTION 3. The Board of Directors shall have the sole authority to make or alter by-laws, including the right to make and alter by-laws fixing their qualifications, classifications, and terms of office, or fixing or increasing their compensation.

SECTION 4. Any director absent from a meeting of the board or any committee thereof, may be represented by any other director who may cast the absent director's vote according to his written instructions, general or special.

SECTION 5. There shall be a general annual membership meeting each year on July 1 of each year. The place of the meeting shall be determined by the President and Board of Directors.

SECTION 6. The number, classification, qualification and term of office, manner of election, time and place of meeting, the powers and duties of the directors may from time to time be changed or increased or reduced by the by-laws, subject to the express conditions as stated by these by-laws.

SECTION 7. Regular meetings of the Board of Directors shall be held at such time and place as the directors shall determine. Special meetings of the Board may be called by the President or Vice President on two days' notice to each director, either personally or by mail or by telephone; special meetings shall be called by the President or Vice-President in like manner pursuant to receiving a written request for such from at least two directors. Notice of any meeting of the Board of Directors may be waived by written consent of all directors.

Any action of the Board may be had between its regular meetings upon the consent or approval in writing of the whole Board.

SECTION 8. For there to be a quorum, all Board Members must be present or represented by written proxy.

SECTION 9. The directors shall serve for a term of one years, or until their successors shall have been duly appointed.

SECTION 10. The corporation shall indemnify and hold harmless each director and officer now or hereafter serving the corporation from and against any and all claims and liabilities to which they may be or become subject by reason of their now or hereafter being or having heretofore been a director or officer of the corporation and/or by reason of their alleged acts of omissions as such director or officer, whether or not they continue to be such officers or directors at the time when any such claim or liability is asserted, and shall reimburse each such director and officer for all legal and other expenses reasonable incurred by him in connection with defending any and all such claims or liabilities including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Board of Directors, whether or not they continues to be such directors or officers at the time such expenses are incurred, provided, however, that no director or officer shall be indemnified against any claim or liability arising out of his own negligence or willful misconduct or shall be indemnified against or reimbursed for any expenses incurred in defending any or all such claims or liability or in settling the same unless in the judgment of the directors or the members of the corporation the director or officer against whom such claim or liability is asserted has not been guilty of negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

The corporation may procure insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another business, nonprofit or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the Non-Profit Corporation Law of Louisiana.

ARTICLE V — COMMITTEES

SECTION 1. The President may appoint such committees as he deems necessary, subject to the approval of the Board of Directors; whenever the Board of Directors is not in session, the committees appointed by the President may act subject to ratification at the next meeting of the Board of Directors, at which the appointment made by the President may be either approved or disapproved.

SECTION 2. The chairman of each committee shall make written reports to the Board of Directors whenever requested by the Board.

ARTICLE VI — CHECKS

All checks, drafts and notes of the corporation shall be signed by the President and the Treasurer or the Vice-President and the Treasurer or by other persons as the Board of Directors may from time to time designate.

ARTICLE VII — AMENDMENTS

The by-laws shall only be amended or altered by a two-thirds (2/3) vote of all the Board of Directors, either in person or by proxy, at any regular or special meeting called for that purpose.

ARTICLE VIII — VOTING

Business coming before the Board shall be passed on by a simply majority vote of the Board.

CERTIFICATE

I certify that the forgoing By-Laws were unanimously adopted by the Board of Directors of the corporation at a special meeting held by them on the 7th day of August, 1991.

Christine A. Sutton

SECRETARY