

ARTICLES
OF
INCORPORATION OF

THE VILLAGE @ ROCKFISH HOMEOWNERS ASSOCIATION, INC.

The undersigned, for the purposes of forming a nonprofit corporation under the provisions of the North Carolina Nonprofit Corporation Act, Chapter 55A of the General Statutes of North Carolina and the several amendments thereto, states:

I.

The name of the corporation is The Village @ Rockfish Homeowners Association, Inc.

II.

The period of duration of the corporation is perpetual.

III.

The purposes for which the corporation is organized is as follows:

- (A) To maintain, repair and replace certain common areas located in the County of Cumberland, State of North Carolina, and shown on that certain Plat for The Village @ Rockfish Subdivision recorded in the Cumberland County Registry (the "Plat");
- (B) To own, purchase, manage, maintain, repair and replace any or all of the equipment or other property of any type, used in connection with the functions described in Article III(A) above;
- (C) To establish an orderly, equitable and efficient system of billing to pay for the expenses incurred in the furtherance of the aforesaid purposes;
- (D) To promulgate such rules and regulations and perform such deeds and acts as are deemed necessary to achieve the aforesaid objectives and to promote the health, safety and welfare of the members of this corporation; and
- (E) The transaction of any lawful activity which a corporation organized under the Nonprofit Corporation Act (North Carolina General Statutes, Chapter 55A) of the State of North Carolina by law may now or hereafter have or exercise.

The powers of the corporation in furtherance of the purposes set out in Article III above are as follows:

- (F) To exercise all of the powers and privileges and perform all of the duties and obligations of things reasonably necessary or desirable for carrying out the purposes

set forth herein and for protecting the lawful rights and interests of its members in connection herewith;

- (G) To fix, levy, collect and enforce payment, by any lawful means, of all charges or assessments to members and pay all expenses in connection therewith and all other expenses incident to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied thereon;
- (H) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of the real property subject to such conditions as may be agreed to by the members as provided in the bylaws;
- (I) To borrow money;
- (J) To dedicate, sell or transfer all or any part of its property to any public agency, authority or utility for such purposes and subject to conditions as may be agreed to by the members as provided in the bylaws; and
- (K) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act (North Carolina General Statutes, Chapter 55A) of the State of North Carolina by law may now or hereafter have or exercise.

IV.

The Corporation is to have the following classes of members: The owner of each lot in The Village @ Rockfish Subdivision located in Cumberland County, North Carolina is a Class A Member and the Declarant of The Village @ Rockfish is a Class B Member. Each Class A Member shall have one vote with respect to each lot owned by such Member, but a Class A Member shall not be entitled to exercise any vote until the expiration of the Development Period set out in the Declaration of Covenants, Conditions and Restrictions of The Village @ Rockfish.

V.

The Corporation is to have no capital stock.

VI.

The initial registered office of the Corporation shall be located at 1763 Wilmington Highway, Fayetteville, Cumberland County, North Carolina 28306 and the initial registered agent of the Corporation at such address is John Koenig who is a resident of North Carolina.

VII.

The street address of the principal office of the Corporation is 6200 Ramsey Street, Fayetteville, NC 28311. Cumberland County

VIII.

The number of Directors constituting the initial Board of Directors shall be three, and the names and addresses of the persons who are to serve as the Initial Directors are as follows:

John Koenig
1763 Wilmington Highway
Fayetteville, NC 28306

John S. Koenig
6432 Yadkin Road
Fayetteville, NC 28303

Richard M. Wiggins
202 Fairway Drive
Fayetteville, NC 28305

The Directors of the Corporation shall be chosen by the Declarant of The Village @ Rockfish Subdivision until the expiration of the Development period set out in the Declaration of Covenants, Conditions and Restrictions of The Village @ Rockfish.

In the event of the dissolution of the corporation, no director or officer shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be disposed of exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated for substantially the same purposes as this corporation or exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

X.

No part of the income of the corporation shall inure to the benefit of any director or officer of the corporation or any private person (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or otherwise intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

XI.

The corporation shall have all the powers granted nonprofit corporations under the laws of the State of North Carolina. Notwithstanding any other provision of these Articles, this corporation hereby elects tax-exempt status under § 528 of the Internal Revenue Code of 1986. This corporation shall not carry on any activities prohibited by a corporation electing tax-exempt statutes under § 528, or any corresponding sections or provisions of any future United States Internal Revenue Law. It is further provided that no distributions of income of the corporation are to be made to members, directors or officers of the corporation; provided, however, that members of the corporation may receive a rebate of any excess dues and assessments previously paid.

XII.

The incorporator of this corporation, Steven J. O'Connor, is a natural person over the age of eighteen years and resident of Fayetteville, Cumberland County, North Carolina, whose address is 202 Fairway Drive, Fayetteville, NC 28305.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 25th day of October, 2010.

 (SEAL)
Steven J. O'Connor, Incorporator