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# STATE OF NORTH CAROLINA



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Department of The  
Secretary of State  
REGISTER OF DEEDS  
CUMBERLAND COUNTY NC

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached ( 8 sheets) to be a true copy of  
ARTICLES OF INCORPORATION

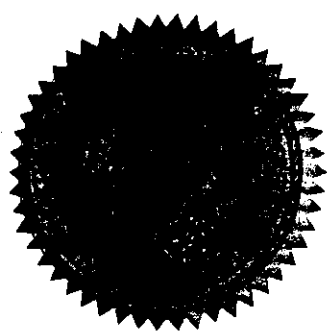
OF

BARTON'S LANDING CONDOMINIUM ASSOCIATION, INC.

the original of which is now on file and a matter of record in this office.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 27th day of May in the year of our Lord 19 87.



*Thad Eure*  
Secretary of State  
By *[Signature]*  
Deputy Secretary of State

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RECORDED  
EXHIBIT "E"  
TO BARTON'S LANDING  
CONDOMINIUMS DECLARATION  
FAYETTEVILLE  
NORTH CAROLINA

EXHIBIT "E" TO BARTON'S LANDING CONDOMINIUMS DECLARATION

ARTICLES OF INCORPORATION  
OF  
BARTON'S LANDING CONDOMINIUM ASSOCIATION, INC.

In compliance with the requirements of Chapter 55A of the North Carolina General Statutes, the undersigned, natural person of full age, has this day executed these Articles of Incorporation for the purpose of forming a non-profit corporation and hereby certify:

ARTICLE I

The name of the Corporation is BARTON'S LANDING CONDOMINIUM ASSOCIATION, INC., hereinafter called the "Corporation."

ARTICLE II

The principal and registered office of the Corporation is located at 238 N. McPherson Church Road, Fayetteville, Cumberland County, North Carolina.

ARTICLE III

Joseph P. Riddle, III, whose address is 238 N. McPherson Church Road, Fayetteville, North Carolina 28303, is hereby appointed the initial registered agent of the Corporation.

ARTICLE IV

The Corporation does not contemplate pecuniary gain or profit to the members thereof, and no part of the Corporation's net income shall inure to the benefit of any of its officers, directors or members or any other private individual. The purposes and objects of the Corporation, shall be to administer the operation and management of BARTON'S LANDING CONDOMINIUMS (hereinafter called "the Condominium"), a condominium to be established in accordance with the laws of the State of North Carolina upon the property situate, lying and being in Cumberland County, North Carolina, and more particularly described in Exhibit "A" of the formal Declaration of Condominium which will be recorded in the Public Records of Cumberland County, North Carolina, said Exhibit and Declaration of Condominium being incorporated herein by reference; to undertake the performance of the acts and duties incident to the administration of the operation and management of said Condominium in

accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and the Declaration of Condominium and each subsequent amendment thereto at the time said property, and the improvements now or hereafter situated thereon, are submitted to the plan of Condominium Ownership; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said Condominium.

ARTICLE V

The Corporation shall have the following powers:

1. The Corporation shall have all of the powers and privileges granted to Non-Profit Corporations under the law pursuant to which this Corporation is chartered, and all of the powers and privileges which may be granted unto said Corporation under any other applicable laws of the State of North Carolina, including the Unit Ownership Act.

2. The Corporation shall have all the powers reasonable and necessary to implement and effectuate the purposes of the Corporation, including but not limited to the following:

(a) To make and establish reasonable rules and regulations governing the use of Condominium Units and Common Property in the Condominium as said terms may be defined in said Declaration of Condominium to be recorded.

(b) To levy and collect assessments against members of the Corporation to defray the common expenses of the Condominium as may be provided in said Declaration of Condominium and in the By-Laws of this Corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Condominium Units in the Condominium, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in said Declaration of Condominium.

(c) To maintain, repair, replace, operate and manage the Condominium and the property comprising same, including the right to reconstruct

improvements after casualty and to make further improvement of the Condominium property, and to make and enter into any and all contracts necessary or desirable to accomplish said purposes.

(d) To contract for the management of the Condominium to delegate to such contractor all of the powers and duties of the Association except those which may be required by the Declaration of Condominium to have approval of the Board of Directors or membership of the Corporation.

(e) To acquire and enter into, now or at any time hereafter, leases and agreements whereby the Association acquires leaseholds, memberships and other possessory or use interests in land or facilities including, but not limited to, swimming pools, tennis courts, and other recreation facilities whether or not contiguous to the lands of the Condominium to provide enjoyment, recreation or other use or benefit to the owners of Condominium Units.

(f) To enforce the provisions of the Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Corporation which may be hereafter adopted, and the rules and regulations governing the use of the Condominium as the same may be hereafter established.

(g) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Declaration of Condominium aforementioned.

ARTICLE VI

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The Owners of all Condominium Units in the Condominium shall be members of the Corporation, and no other person or entities shall be entitled to membership, except as provided in Item 5. of this Article VI.

2. Membership shall be established by the acquisition of fee title to a Condominium Unit in the Condominium, or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any Condominium Unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Condominium

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Units or who may own a fee ownership interest in two or more Condominium Units, so long as such party shall retain title to or a fee ownership interest in a Condominium Unit.

3. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his Condominium Unit. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium and in the By-Laws which may be hereafter adopted.

4. On all matters which the membership shall be entitled to vote, each Condominium Unit shall have a vote equal to its appurtenant undivided interest in the Common Area as set forth in Paragraph 4 of the Declaration of Condominium. The vote of each Unit may be cast or exercised by the Owner or Owners of each Condominium Unit in such manner as may be provided in the By-Laws hereafter adopted by the Corporation. Should any member own more than one Condominium Unit, such member shall be entitled to exercise or cast the votes associated with each Condominium Unit owned in the manner provided by said By-Laws.

5. Until such time as the property and the improvements constructed thereon are submitted to a plan of condominium ownership by the recordation of the Declaration of Condominium, the membership of the Corporation shall be comprised of the three (3) individuals named in Article XI hereof as the initial Board of Directors of the Corporation, and each such individual shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

ARTICLE VII

The Corporation shall have perpetual existence.

ARTICLE VIII

The affairs of this Corporation shall be managed by the President of the Corporation, assisted by the Vice President, Secretary and Treasurer, subject to the directions of the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of

the Condominium, and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director or Officer of the Corporation, as the case may be.

ARTICLE IX

The number of members of the first Board of Directors of the Corporation shall be three (3). The number of members of succeeding Boards of Directors shall be as provided from time to time by the By-Laws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the membership as provided by the By-Laws of The Corporation, and at least a majority of the Board of Directors shall be members of the Corporation or shall be authorized representatives, officers or employees of a corporate member of the Corporation. Notwithstanding the foregoing, so long as Riddle-Floyd, Inc., a North Carolina corporation, owns twenty-five (25%) percent of the total Condominium Units in the Condominium, but in any event, not longer than five (5) years from the date of closing and recording of the first conveyance of a Unit in Phase I of the Barton's Landing Condominium project, said Riddle-Floyd, Inc. shall have the right to designate and select a majority of the persons who shall serve as members of each Board of Directors of the Corporation. Riddle-Floyd, Inc. may designate and select the person or persons to serve as a member or members of each said Board of Directors in the manner provided in the By-Laws of the Corporation, and such person or persons so designated and selected need not be a resident of the Condominium.

ARTICLE X

The Board of Directors shall elect a President, Vice President, Secretary and Treasurer. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary be held by the same person.

ARTICLE XI

The names and post office address of the initial Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of North Carolina, shall hold office until the first Annual Meeting of the Membership (or until their successors are elected and qualify) are as follows:

| <u>NAME</u>           | <u>ADDRESS</u>  |
|-----------------------|---|
| Joseph P. Riddle, III | 238 N. McPherson Church Rd.<br>Fayetteville, NC 28303 |
| F. Calvin Riddle, Jr. | 238 N. McPherson Church Rd.<br>Fayetteville, NC 28303 |
| Gregory W. Floyd      | 5416 Raeford Rd.<br>Fayetteville, NC 28304            |

ARTICLE XII

The original By-Laws of the Corporation shall be adopted by a majority vote of the members of the Corporation present at a meeting of members at which a majority of the membership is present, and thereafter, such By-Laws may be altered or rescinded only in such manner as said By-Laws provide.

ARTICLE XIII

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if

the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE XIV

An amendment or amendments to these Articles of Incorporation shall require the assent of the Unit Owners owning seventy-five (75%) percent of the Common Areas and Facilities.

Material amendments to these Articles of Incorporation must be approved by Institutional Lenders as set forth in Article XXVII (D) of the Declaration of Condominium.

No amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Riddle-Floyd, Inc., to designate and select members of each Board of Directors of the Corporation as provided in Article IX hereof, may be adopted or become effective without the prior written consent of Riddle-Floyd, Inc.

ARTICLE XV

The Corporation may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the voting members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XVI

As long as the Developer (Riddle-Floyd, Inc.) maintains a controlling interest in the Association, the following actions will require the prior approval of the Veterans Administration and/or the Federal Housing Administration: Annex- ation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution or amendment of the Articles of Incorporation.



ARTICLE XVII

The name and address of the incorporator is as follows:

Joseph P. Riddle III  
238 North McPherson Church Road  
Fayetteville, North Carolina 28303

IN TESTIMONY WHEREOF, I, being the Incorporator, have hereunto set my hand and seal, this 2nd day of February, 1987.

Joseph P. Riddle III (SEAL)  
JOSEPH P. RIDDLE III

NORTH CAROLINA

CUMBERLAND COUNTY

I, Myra Lee Notary, a Notary Public in and for the State and County aforesaid, do hereby certify that Joseph P. Riddle III personally appeared before me and acknowledged the due execution of the foregoing instrument for the purposes therein contained.

WITNESS my hand and notarial seal this 2 day of February, 1987.

Myra Lee Notary  
Notary Public

My Commission expires: 12-05-89

North Carolina: Cumberland County

Received 1st day of June 1987 at 2:58 P.M.  
Recorded 1 day of June 1987 / Book 3290 Page 596

George E. Jatum, Register of Deeds