

State of North Carolina

Department
of the
Secretary of State

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 (5 sheets) to be a true copy of

ARTICLES OF INCORPORATION

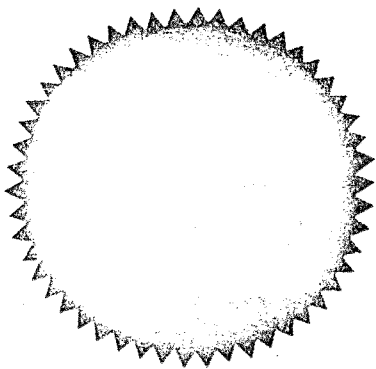
OF

BRIARWOOD MANOR HOMEOWNERS ASSOCIATION, INC.

and the probates thereon, the original of which was filed in this office on the 13th day of April 19 81, after having been found to conform to law.

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

Done in Office, at Raleigh, this 13th day of April in the year of our Lord 19 81



Thad Eure
Secretary of State

By *Charles Smith*
Deputy Secretary of State

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THAD LURE
SECRETARY OF STATE OF
NORTH CAROLINA

BRIARWOOD MANOR HOMEOWNERS ASSOCIATION, INC.

I, the undersigned natural person of the age of eighteen (18) years or more, hereby do make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina entitled "Non-Profit Corporation Act" and the several amendments thereto, and to that end do hereby set forth:

ARTICLE I

NAME

The name of the corporation is BRIARWOOD MANOR HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

INCORPORATOR

The name and address of the incorporator: Bernard Gibson, 607 German Street, Fayetteville, North Carolina 28302.

ARTICLE III

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Association in the State of North Carolina is 607 German Street, Fayetteville, Cumberland County, North Carolina 28302; and the name of its initial registered agent at such address is Bernard Gibson.

ARTICLE IV

PURPOSES AND POWER OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to provide for maintenance, preservation and architectural control of the residents' lots and common areas within that certain tract of property described as follows:

BEGINNING at an iron stake in the eastern margin of Edmonton Road at a common corner of the Albert Branch property as described in Book 433, Page 137, Cumberland County Registry and running thence North 76 degrees 41 minutes East 208.54 feet to a point in the Western line of Section 7, Briarwood Hills as recorded in Plat Book 39, Page 42, Cumberland County Registry; thence with said Western line South 14 degrees 18 minutes 34 seconds West 475.73 feet to a point (said point being located North 14 degrees 13 minutes West 69.17 feet from the Northwest corner of Lot 326 of Briarwood Hill Section 7); thence South 76 degrees 14 minutes West 234.85 feet to an iron stake; thence North 14 degrees 03 minutes West 116.31 feet to a point in the Eastern margin of Edmonton Road; thence with said Eastern margin on a curve to the left on a radius of 595.155 feet an arc distance of 173.11 feet to a point in said margin; thence continuing with said margin North 14 degrees 03 minutes 34 seconds West 167.91 feet to the point of beginning.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration" applicable to the property and recorded or to be recorded in the office of the Register of Deeds of Cumberland County, as may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) 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 real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Areas, provided that any such merger, consolidation or annexation (except annexation within the land area described hereinabove in this Article IV) shall have the assent of two-thirds (2/3) of the members;

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of North Carolina by law may now or hereafter have or exercise.

No part of the net earnings of the Association shall inure to the benefit of any officer, director or member of the Association.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to an assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have one (1) class of voting membership:

Members shall be entitled to one vote for each Lot owned.

When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors of the Association and the method of their election may be fixed by the Bylaws.

The number of directors constituting the initial Board of Directors shall be three (3), and the names and addresses of the persons who shall serve as directors until the selection of their successors are:

J. William Anderson	2510 Elmhurst Drive Fayetteville, North Carolina 28304
Mary C. Anderson	2510 Elmhurst Drive Fayetteville, North Carolina 28304
Bernard Gibson	607 German Street Fayetteville, North Carolina 28302

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent in writing and signed by not less than two-thirds (2/3) of the membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association 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 similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the membership.

ARTICLE XI

FHA/VA APPROVAL

As long as the Developer is the owner of any lot, the following actions will require the prior approval of the Federal Housing Administration or

Veterans Administration:

- (a) Annexation of additional properties pursuant to the provisions of Article XI, Section 4 of the Declaration,
- (b) Mergers and consolidations,
- (c) Mortgaging of Common Areas,
- (d) Dedication of Common Areas,
- (e) Dissolution and Amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of North Carolina, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this the 10th day of April, 1981.

Bernard Gibson
BERNARD GIBSON

STATE OF NORTH CAROLINA
COUNTY OF CUMBERLAND

THIS IS TO CERTIFY that on the 10th day of April, 1981, before me, a Notary Public, personally appeared BERNARD GIBSON, who I am satisfied is the person named in and who executed the foregoing ARTICLES OF INCORPORATION, and, having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the purposes and uses therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, this the 10th day of April, 1981.

Kenneth A. Redick (Clare)
NOTARY PUBLIC
MY COMMISSION EXPIRES 1/20/84

North Carolina: Cumberland County
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Recorded 14 day of April 1981 Book 2815 Page 697
Marian Clark, Register of Deeds