

**ARTICLES OF INCORPORATION
OF**

BROWNSTONE FARMS OWNERS ASSOCIATION

In compliance with the requirements of Chapter 55A of the General Statutes of North Carolina, the undersigned, who is a resident of Cumberland County, North Carolina, and who is of full age does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

The name of the Corporation is hereinafter called BROWNSTONE FARMS OWNERS ASSOCIATION.

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

The principal and initial registered office of the Corporation is located at 605 South Reilly Road, Suite 101, Fayetteville, Cumberland County, North Carolina, 28314, and the name of the initial registered agent of the Corporation at such address is R. Carroll Thomas.

ARTICLE IV

The Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance, management, preservation and architectural control of that certain subdivision project known as BROWNSTONE FARMS, as shown and described on the plat recorded or to be recorded in the Office of the Register of Deeds of Hoke County, North Carolina, and any additions thereto which may be brought within the jurisdiction of the Corporation; and to promote the health, safety and welfare of the owners of BROWNSTONE FARMS, and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation, and for these purposes:

A. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to all of the property herein described which is recorded or will be recorded in the Office of the Register of Deeds of Hoke County, North Carolina, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

B. To fix, levy, collect 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 Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation.

C. 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 real or personal property in connection with the affairs of the Corporation;

D. To borrow money, 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. To 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.

F. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes;

G. To annex additional properties as provided in the Declaration; and

H. To 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.

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 the Declaration to assessment by the Corporation, including contract sellers, shall be a member of the Corporation. 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 pursuant to and may not be separated from ownership of any lot which is subject by the Declaration to assessment by the Corporation.

ARTICLE VI

The Corporation will have members with such designations, rights, powers and privileges as provided in the Bylaws.

ARTICLE VII

Board of Directors. The number of directors constituting the initial Board of Directors shall be no less than three (3) and no more than five (5); and the names and addresses of the persons who are to serve as the initial directors are:

Watson G. Caviness
2218 Raeford Road, Suite 300
Fayetteville, NC 28303

Christopher E. Cates
2218 Raeford Road, Suite 300
Fayetteville, NC 28303

R. Carroll Thomas
605 South Reilly Road, Suite 101
Fayetteville, NC 28314

ARTICLE VIII

DISSOLUTION

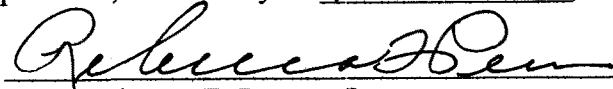
Upon dissolution of the Corporation, other than incident to a merger or consolidation, after all liabilities and obligations of the Corporation have been paid, or adequate provision made therefor, (a) assets held upon special conditions shall be disposed of accordingly; and (b) other assets shall be distributed in accordance with the Corporation's plan of distribution pursuant to Section 55A-14-03 of the North Carolina General Statutes.

ARTICLE IX

Incorporator. The name and address of the incorporator of this Corporation is:

Rebecca F. Person
330 Dick Street
Fayetteville, N.C. 28301

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of North Carolina, I, the undersigned, being the incorporator of this Corporation, have executed these Articles of Incorporation, this 15 day of December, 2006.



Rebecca F. Person, Incorporator