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ARTICLES OF INCORPORATION

OF

HUFF BUILT OFFICE CONDOMINIUM OWNERS ASSOCIATION

CORP ID # 0517732

FILED

J. W. P. M.

FEB 01 2000

Effective
ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

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

ARTICLE I

The name of the corporation is Huff Built Office Condominium Owners Association, Inc., hereinafter called the "Association".

ARTICLE II

The principal and registered office of the Association is located at 3800 Raeford Road, Cumberland County, Fayetteville, North Carolina, 28304.

ARTICLE III

D. Ralph Huff, III is the initial Registered Agent of the Association.

ARTICLE IV

The Association does not contemplate pecuniary gain or profit to its members and no part of the Associations's net income shall inure to the benefit of any of its officers, directors or members or any other private individual. The purposes and objectives of the Association shall be to administer the operation and management of Huff Built Office Condominium Owners Association, Inc. (hereinafter called the "Condominium"), a condominium to be established in accordance with the laws of the State of North Carolina upon the property situated in the City of Fayetteville, Cumberland County, North Carolina, and more particularly described in Exhibit A of the Declaration of Condominium and incorporated herein by reference; to undertake the performance of the acts and duties incident to the administration of the operation and management of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and that may be contained in the Declaration of Condominium that shall be recorded in the Cumberland

County Registry, at the time the property, and the improvements now or hereafter situated thereon, are submitted to a Plan of Condominium Ownership; and to own, operate, lease, sell, trade or otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the 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 laws of the State of North Carolina, and all of the powers and privileges that may be granted to the Corporation under any other applicable laws of the State of North Carolina, including the North Carolina Condominium Act.

2. The Corporation shall have all of the powers reasonably necessary to implement 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 units and common property in the Condominium as those terms may be defined in the 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 the Declaration of Condominium and in the By-Laws of the Corporation which may be hereafter adopted, including the right to levy and collect assessments for the purpose of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including 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 improvements of the Condominium property, and to make and enter into any and all contracts necessary or desirable to accomplish said purpose;

d) To contract for management of the Condominium and 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 Executive Board or membership of the Corporation;

e) To exercise, undertake and accomplish all of the rights, duties, and obligations which may have been 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 units in the Condominium shall be members of the Corporation, and no other person or entity 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 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 unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more units, so long as such party shall retain title to or a fee ownership interest in any 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 unit. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that the same be expanded, 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 hereafter be adopted.

4. On all matters which the membership shall be entitled to vote, each unit shall have a vote equal to its appurtenant undivided interest in the common area as set forth in the appropriate Column of Exhibit C of the Declaration of Condominium. The vote of each unit may be cast or exercised by the owner or owners of each unit in such manner as may be provided in the By-Laws hereafter adopted by the Corporation. Should any member own more than one unit, such member shall be entitled to exercise or cast the votes associated with each unit owned in the manner provided by said By-Laws.

5. Until such time as the property described in Exhibit A of the Declaration of Condominium and any improvements constructed thereon are submitted to a Plan of Condominium Ownership by the recordation of the Declaration, the membership of the Corporation shall be comprised of the individual(s) named in Article XI hereof

as the initial Executive Board 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 the Corporation shall be managed by the president of the Corporation, assisted by the vice president, secretary and treasurer and, if any, the assistant secretaries and assistant treasurers, subject to the direction of the Executive Board. The Executive Board, or the President with the approval of the Executive Board, 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 Executive Board of the Corporation shall be no more than three (3) but as few as one (1). The number of members of succeeding Executive Board shall be as provided by the By-Laws of the Corporation. The members of the Executive Board 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. Notwithstanding the foregoing, the Executive Board shall be appointed by Breezewood Associates, LLC and H & H Investments, Inc., until the earlier to occur of: (i) one hundred twenty (120) days after conveyance of Units, to which seventy-five percent (75%) of the total percentage of the ownership appertain, or (ii) two years after the Declarant ceases to offer any Units for sale in the ordinary course of business; or (iii) two years after any development right to add new units was exercised, at which time, the Unit Owners shall elect at least three members of the Board, two of whom must be Unit Owners. Provided however, that not later than (60) days after conveyance of Units to which twenty five percent (25%) of the total percentage of ownership appertain to Unit Owners other than the Declarant, at least one member and not less than twenty-five percent (25%) of the members shall be elected by Unit Owners other than the Declarant. Provided further that not later than sixty (60) days after conveyance of Units to which fifty percent (50%) of the total percentage of ownership appertain to Unit Owners other than the Declarant, not less than thirty-three

percent (33%) of the members shall be elected by Unit Owners other than Breezewood Associates, LLC and H & H Investments, Inc..

ARTICLE X

The Executive Board shall elect a president, vice-president, secretary and treasurer, and as many assistant secretaries and assistant treasurers as the Executive Board may determine. The president shall be elected from among the membership of the Executive Board, but no other officer need by a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the offices of president and vice-president shall not be held by the same person and the offices of president and secretary or assistant secretary shall not be held by the same person.

ARTICLE XI

The names and post office addresses of the initial member of the Executive Board 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 qualified) are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
D. Ralph Huff, III	3800 Raeford Road Cumberland County Fayetteville, NC 28304

ARTICLE XII

An amendment or amendments to these Articles of Incorporation shall require the written consent of the Owners of seventy-five percent (75%) of the units, in accordance with the quorum requirements stated in the Declaration of Condominium and the By-Laws.

Material amendments to these Articles of Incorporation must be approved by the additional parties named in Article XV of the Declaration of Condominium.

No amendment to these Articles of Incorporation that shall abridge, amend or alter the right of Breezewood Associates, LLC, H & H Investments, Inc. to designate and select members of each Executive Board of the Corporation, as provided in Article IX hereof, may by adopted or become effective without the prior

written consent of Breezewood Associates, LLC and H & H Investments, Inc..

ARTICLE XIII

The Association may be dissolved only by the unanimous agreement of all unit owners, as stated in Article XVI of the Declaration of Condominium. 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 the 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.

The name and address of the Incorporator is:

<u>NAMES</u>	<u>ADDRESSES</u>
H. Terry Hutchens	Post Office Box 2505 Cumberland County Fayetteville, NC 28302

IN TESTIMONY WHEREOF, I have hereunto set my hand, this the 21st day of January, 2000.

 (SEAL)
H. TERRY HUTCHENS **INCORPORATOR**