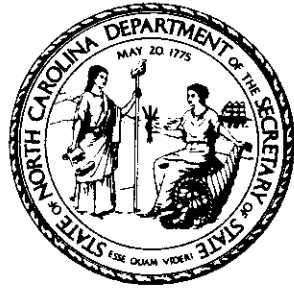


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State of North Carolina

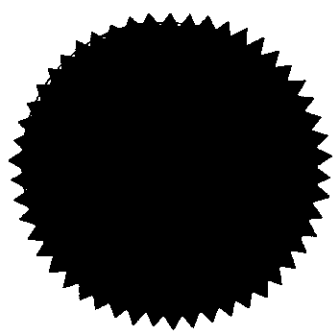
Department
of the
Secretary of State
022947
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COUNTY NC

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 (7 sheets) to be a true copy of
ARTICLES OF INCORPORATION
OF
LONLEAF VILLAS HOMEOWNERS ASSOCIATION, INC.

and the probates thereon, the original of which was
filed in this office on the 30th day of September 1986,
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 thirtieth day
of September in the year of our Lord 1986.



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

ARTICLES OF INCORPORATION
OF
LONLEAF VILLAS HOMEOWNERS ASSOCIATION, INC.

RECORDED
DATE 07/10/1984 BY 436
INDEXED
SUBJECT: LONLEAF VILLAS
ASSOCIATION, INC.

In compliance with the requirements of Chapter 55A of the North Carolina General Statutes, the undersigned, all of whom are residents of the State of North Carolina and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is LONLEAF VILLAS HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 221 Vivian Drive, Fayetteville, Cumberland County, North Carolina.

ARTICLE III

Fred L. Flora, Jr., is hereby appointed the initial registered agent of this Association, and the initial registered office of the corporation is 213 Dick Street, Fayetteville, Cumberland County, North Carolina.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as Longleaf Villas, as shown on the map recorded in Book of Maps 60, Page 62, Cumberland County, North Carolina Registry, as 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.

The Association should have the following general powers and any others impliedly arising therefrom, to be exercised in the manner provided and in conformity with applicable law, the Declaration hereinafter referred to, the By-Laws of the corporation, and these Articles:

(a) exercise all of 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 Register of Deeds of Cumberland 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) 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 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 each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) to annex additional properties in such manner and upon such terms as set out in a Declaration of Covenants, Conditions, and Restrictions executed by Frank T. Edwards and wife, Betty M. Edwards, which is recorded, or to be recorded, in the Office of the Register of Deeds of Cumberland County, North Carolina.

(h) 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 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 any may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

Section 1. The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarants, and 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 determine, but in no event shall more than one vote be cast with respect to any Lot, and no fractional vote may

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be cast with respect to any Lot.

Class B. The Class B members shall be the Declarants as defined in the Declaration, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in Class B membership; or
- (b) on January 1, 1989.

Section 2. The right of any member to vote may be suspended by the Board of Directors for just cause pursuant to its rules and regulations.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Frank T. Edwards	221 Vivian Drive Fayetteville, NC
Betty M. Edwards	221 Vivian Drive Fayetteville, NC
Mary Schwab	221 Vivian Drive Fayetteville, NC
Darrell Dent	221 Vivian Drive Fayetteville, NC
Daniel Dent	221 Vivian Drive Fayetteville, NC

At the first annual meeting the members shall elect 2 directors for a term of one year, 2 directors for a term of two years and 1 director for a term of three years; and

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at each annual meeting thereafter the members shall elect 2 directors for a terms of three years.

ARTICLE VIII
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire membership. Upon dissolution of the Association, a dedication of the Common Areas as they then exist for public use for purposes as similar to those to which they were required to be devoted by the Association, shall be offered to the appropriate unit of local government and the area thus dedicated shall be conveyed to the local governmental unit, provided that such dedication shall be subject to the superior right of the owner of each Lot to an easement for reasonable ingress and egress between his Lot and the public street as well as an easement for the exclusive use of Limited Common Area assigned to such owner's lot and for reasonable off-street parking area to accompany his Lot; and provided further, that the Association may in its discretion designate the boundaries of said easement for off-street parking and said area for ingress and egress which shall accompany each Lot. In the event that the local governmental unit refuses to accept such dedication and conveyance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association. This Corporation shall have no capital stock. In the event of dissolution, no member, director or officer of the corporation or any private individual shall be entitled to share in the distribution of the assets of this Corporation.

ARTICLE IX
DURATION

The corporation shall exist perpetually.

ARTICLE X
AMENDMENTS

Section 1. Amendment by Membership. Except as herein provided, any amendment of these Articles shall require the assent of members or proxies entitled to cast seventy-five percent (75%) of the entire vote of the Class A and Class B membership. In the event that the Class B membership has been converted to Class A membership, such amendment shall require the assent of the members or proxies entitled to cast seventy-five percent (75%) of the Class A membership.

ARTICLE XI
FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, 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, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 29th day of July, 1986.

Frank T. Edwards
FRANK T. EDWARDS (incorporator)

Betty M. Edwards
BETTY M. EDWARDS (incorporator)

NORTH CAROLINA
CUMBERLAND COUNTY

I, Betty M. Witty, a Notary Public in and for said County

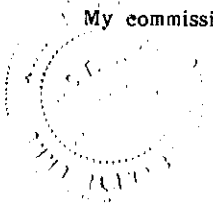
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and State, do hereby certify that Frank T. Edwards and Betty M. Edwards personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and Notarial Seal, this 30th day of July, 1986.

Ann M. Wynn
NOTARY PUBLIC

My commission expires: 10/02/90



North Carolina: Cumberland County
Received 3 day of Oct 1986 at 4:52 PM
Recorded 3 day of Oct 1986 Book 3212 Page 149
George E. Tatum, Register of Deeds