

ARTICLES OF INCORPORATION
OF
CLIFFS OF ROCKFISH
OWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 55A of the General Statutes of North Carolina, 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 CLIFFS OF ROCKFISH OWNERS ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

The principal office and the registered office of the Association is located at 937 S. McPherson Church Road, Suite 102, Fayetteville, Cumberland County, North Carolina, 28303.

ARTICLE III

F. Stuart Clarke, whose address is 937 S. McPherson Church Road, Suite 102, Fayetteville, Cumberland County, North Carolina, 28303, is hereby appointed the initial registered agent of the Association.

ARTICLE IV

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 and architectural control of the Units and Common Area within that certain tract of property described on plat of **Cliffs of Rockfish**, to be recorded in the office of the Register of Deeds for Cumberland County, North Carolina, and to promote the health, safety and welfare of the owners 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 of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the certain Declaration of Covenants, Conditions and Restriction, 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, North Carolina, 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 the 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 three-fourths (3/4) 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 three-fourths (3/4) 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 three-fourths (3/4) of each class of members;

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

ARTICLE V

Every person or entity who is a record owner of a fee or undivided fee interest in any Unit 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 Unit which is subject to assessment by the Association.

ARTICLE VI VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all owners of units with the exception of the Declarant and shall be entitled to one vote for each Unit owned. When more than one person holds an interest in any Unit, all such persons shall be members. The vote for such Unit shall be exercised as they among themselves determine, but in no event shall more than one vote

be cast with respect to any Unit.

Class B. Class B members shall be the Declarant and shall be entitled to four (4) votes for each Unit owned. The Class B Membership shall cease and be converted to a Class A membership respectively upon the happening of either of the following events, whichever occurs earlier:

- (a) Declarant no longer owns a unit in the Cliffs of Rockfish; or
- (b) on January 1, 2099.

ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) 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:

F. Stuart Clarke	937 S. McPherson Church Rd., Ste 102 Fayetteville, NC 28303
Walter M. Jones	5419 Barchetta Drive Hope Mills, NC 28348
Patricia L. Jones	5419 Barchetta Drive Hope Mills, NC 28348

At the first annual meeting the members shall elect three (3) Directors for a term of one year, three Directors for a term of two years and three Directors for a term of three years; and at each annual meeting thereafter the members shall elect three Directors for a term of three years.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is:

F. Stuart Clarke	937 S. McPherson Church Rd., Ste 102 Cumberland County Fayetteville, NC 28303
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ARTICLE IX
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of each class of members. 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X
DURATION

The corporation shall exist perpetually.

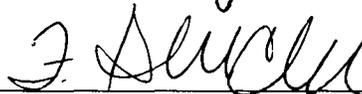
ARTICLE XI
AMENDMENTS

Amendment of these Articles shall require the assent of Seventy-five (75%) per cent of the entire membership.

ARTICLE XII

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, merger and consolidations, mortgaging of Common Area, Dedication of Common Area, Dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purposes 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 the 7th day of May, 2004.



F. Stuart Clarke, Incorporator
937 S. McPherson Church Rd., Ste 102
Post Office Box 670
Fayetteville, NC 28302