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Elaine F. Marshall
North Carolina Secretary of State

ARTICLES OF INCORPORATION

OF

SHEFFIELD CONDOMINIUMS 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 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 SHEFFIELD CONDOMINIUMS ASSOCIATION, INC, hereinafter called the "Association".

ARTICLE II

The principal office and the registered office of the Association is 2939 Breezewood Avenue, Suite 100 in the city of Fayetteville, Cumberland County, North Carolina, 29303.

ARTICLE III

Walter W. Little Jr., whose address is 2939 Breezewood Avenue, Suite 100, Fayetteville, North Carolina 28303 is hereby appointed the initial registered agent of this Association.

ARTICLE IV

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed are to provide for rules and regulations for the use of and maintenance of SHEFFIELD CONDOMINIUMS,

Cumberland County, North Carolina, 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 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 Sheffield Condominiums, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the Registrar 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 fully 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 (2/3rds) 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 (2/3rds) 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 (2/3rds) 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 one class of voting membership. Voting members shall be all owners 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.

The Association may, at its election, set up an associate membership classification without the right to vote.

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:

Jackie Hairr	5878 Rockfish Road Hope Mills, NC 28348
Nancy Currin	5878 Rockfish Road Hope Mills, NC 28348
Mark Little	2939 Breezewood Avenue #100 Fayetteville, NC 28303

At the first annual meeting, the members shall elect one (1) Director for a term of one (1) year, one (1) Directors for a term of two (2) years, and one (1) Directors for a term of three (3) years; and at each annual meeting thereafter, the members shall elect (1) Director for a term of (3) years.

ARTICLE VIII
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) 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 IX
DURATION

The corporation shall exist perpetually.

ARTICLE X
AMENDMENTS

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

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of North Carolina, I, the undersigned, constituting the sole incorporator of this Association, have executed these Articles of Incorporation this the 15th day of October 2002.

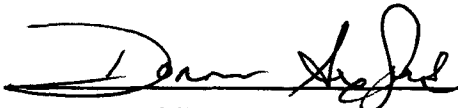


Jackie Hairr Incorporator

North Carolina
Cumberland County

I, Donna Axford, a Notary Public for said County and State, do hereby certify that Jackie Hairr personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purpose therein expressed.

Witness my hand and official seal, this the 15th day of October, 2002.



Notary Public

My commission expires 4-14-2006

