

ARTICLES OF INCORPORATION  
OF  
THE PLANTATION AT VINEYARD GREEN OWNERS ASSOCIATION, INC.

I, the undersigned natural person of the age of 18 years or more, for the purpose of forming a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter §55-A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act" and the several amendments thereto, hereby set forth Articles of Incorporation as follows:

ARTICLE I

The name of the corporation is: THE PLANTATION AT VINEYARD GREEN OWNERS ASSOCIATION, INC.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The corporation is organized with the following purposes and powers:

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 or property described as:

Being all of THE PLANTATION AT VINEYARD GREEN, as shown on those plats recorded in Map Number 2000-549 and 2000-549A, Harnett County Registry, reference to which is hereby made for a more particular description.

as well as to promote the health, safety 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 the 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 document entitled:

Declaration of Covenants, Conditions and Restrictions of The Plantation at Vineyard Green applicable to the property and recorded in Book 1578, Pages 485-498 in the Office of the Register of Deeds of Harnett County, 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 the 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 the members, agreeing to such dedication, sale or transfer;
- (f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes and 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 the members,
- (g) have 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.

The foregoing clauses shall be construed both as object and powers. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general

powers of the corporation and the enjoyment and exercise thereof conferred by the laws of the State of North Carolina, now or hereafter in effect.

Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of exempt purposes of organizations set forth in Section 501(c)(7) of the Internal Revenue Code and its regulations as the same now exist, or as it may hereafter be amended from time to time.

#### ARTICLE IV

The corporation shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any member, officer, or director of the corporation or to any other private individual. The corporation shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation or participation in or intervene in any political campaign on behalf of any candidate for public office.

#### ARTICLE V

The corporation shall have no capital stock.

#### ARTICLE VI

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 for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

## ARTICLE VII

The Association shall have members who have voting rights. Members shall be all Lot owners 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.

## ARTICLE VIII

The address of the principal office and the initial registered office of the corporation in the State of North Carolina is located in Harnett County at: 120 East Depot Street, P. O. Box 310, Angier, Harnett County, North Carolina 27501 and the name of its initial registered agent at such address is: James W. Johnson III.

## ARTICLE IX

The affairs of the corporation shall be managed by a Board of Directors consisting of not fewer than three (3) directors. The qualifications of the directors, together with their terms of office, manner of election, removal, change of number, filling of vacancies, and of newly created directorships, powers, duties, and liabilities shall, except as otherwise proved in these Articles of Incorporation or by the laws of the State of North Carolina, be as prescribed in the by-laws.

The number of directors constituting the initial Board of Directors shall be three (3) and the names and addresses of the persons who are to serve as initial directors of the corporation and until their successors are elected and qualified are as follows:

Robert P. Wellons  
2004 W. Cumberland St., P.O. Box 730  
Dunn, N.C. 28335

James W. Johnson III  
P.O. Box 310  
Angier, N.C. 27501

Joan Montague  
6627 Battlebridge Road  
Raleigh, N.C. 27610

#### ARTICLE X

The name and address of the incorporator is:

Dwight W. Snow  
302 W. Edgerton St.  
P.O. Box 397  
Dunn, N.C. 28335

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation upon the approval vote of at least 2/3 of the members; subject, however to the following:

- a) that under no circumstances shall the members amend these Articles of Incorporation so that such members or any other private individuals may participate in the distribution of earnings, funds, or properties of this corporation;
- b) that as long as there is a Class B membership any dissolution and/or amendment to these Articles requires prior approval of HUD/VA.

The initial by-laws of the corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the by-laws, or adopt new by-laws shall be vested in the Board of Directors.

## ARTICLE XI

The Corporation shall have all the powers granted non-profit corporations under the laws of the State of North Carolina. Notwithstanding any other provision of these Articles, this Corporation hereby elects tax-exempt status under Section 528 of the Internal Revenue Code of 1986. This Corporation shall not carry on any activities prohibited by a Corporation electing tax-exempt status under Section 528, or any corresponding sections or provisions of any future United States Internal Revenue law. It is further provided that no distributions of income of the Corporation are to be made to members, directors or officers of the corporation; provided, however, that members of the Corporation may receive a rebate of any excess dues and assessments previously paid. Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of Articles, requires HUD/VA prior approval as long as there is a Class B membership.

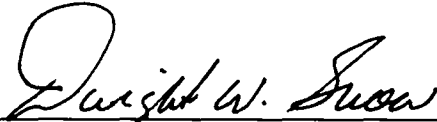
## ARTICLE XII

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIII

To the fullest extent permitted by North Carolina Non-Profit Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable for monetary damages for breach of any duty as a director. No amendment or repeal of this article, nor adoption of any other amendment of these Articles of Incorporation inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

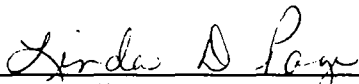
IN WITNESS WHEREOF, I have executed these Articles of Incorporation on this 22<sup>ND</sup> day of March, 2004.

  
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Dwight W. Snow, Incorporator

NORTH CAROLINA  
COUNTY OF *Harnett*

I, a Notary Public of aforesaid County and State, do hereby certify that Dwight W. Snow personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes therein expressed.

Witness my hand and notarial seal, this the 22<sup>nd</sup> day of March, 2004.

  
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Notary Public

