

STATE OF NORTH CAROLINA



Department of The Secretary of State

To all whom these presents shall come, Greeting:

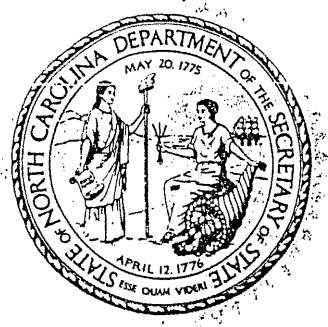
I, Rufus L. Edmisten, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached (8 sheets) to be a true copy of

ARTICLES OF INCORPORATION
OF
WESTPARK COMMUNITY ASSOCIATION, INC.

and the probates thereon, the original of which was filed in this office on the 28th day of June 1990, 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 28th day of June in the year of our Lord 1990.



Rufus L. Edmisten

Secretary of State

REGISTERED
FOR
REGISTRATION
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ARTICLES OF INCORPORATION
OF
WESTPARK COMMUNITY ASSOCIATION, INC.

DOCUMENT 1402420
DATE 06/20/90 TIME 16:
FILED
RUFUS L. EDWARDS
SECRETARY OF STATE
NORTH CAROLINA

We, the undersigned natural persons of the age of twenty-one (21) years or more, do hereby associate ourselves into a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act", and the several amendments thereto, do hereby make, sign; and acknowledge e these Articles of Incorporation, and to that end do hereby set forth:

ARTICLE I

The name of the corporation is Westpark Community Association, Inc., hereinafter called the "Association".

ARTICLE II

The principal and registered office of the Association is located at 102-A Commonwealth Court. Cary, NC, Wake County

ARTICLE III

Robert A. Brady whose address is 102-A Commonwealth Court is hereby appointed the initial registered agent of this Association.

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 Lots and

Common Properties within that certain tract or property described as follows:

See Exhibit "A".

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 Associate 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 Covenants and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Wake County Register of Deeds 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 Type 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; provided, however, the rights of the holder of any such security interest shall be subordinate to the rights of the homeowners hereunder.

(e) dedicate, sell or transfer all or any part of the Common Properties 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 authorized by the affirmative vote of three-fourths (3/4) of the votes cast at a duly called meeting of the Association.

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Properties, provided that any such merger, consolidation or annexation occurring before May 16, 2000, shall have either (1) the assent of a simple majority of the vote of those members present at a duly called meeting or (2) consent of Declarations as defined in the Declaration. Mergers, consolidations, or annexations occurring after May 16, 2000, may be approved only by a simple majority of the vote of those members present at a duly called meeting.

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

ARTICLE VI
VOTING RIGHTS

The Association shall have two (2) types of regular voting membership.

TYPE "A": Type "A" Members shall be all Owners of Residential Units (as that term is defined in the Declaration) excluding Shell Oil Company, A Delaware Corporation, its successors and assigns, of Property situated within the bounds of the property described on Exhibit "A", and each Type "A" Member shall be entitled to one (1) vote for each Residential Unit owned by such Member.

TYPE "B": Type "B" Members shall be the Declarant (Developer) (as that term is defined in the Declaration) and each Type "B" member shall be entitled to three (3) votes for each Residential Unit owned by it.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of three (3) directors. The term of such Directors is to be determined in accordance with the provisions of the By-Laws 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:

<u>NAME</u>	<u>ADDRESS</u>
(1) S. O. Friedman	One Shell Plaza Houston, Texas 77252
(2) T. S. Mundorf	One Shell Plaza Houston, Texas 77252
(3) P. J. Jacobs	104 Fountainbrook Circle Cary, North Carolina 27511

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 each Type 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, or as provided in the Declaration, 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 affirmative vote of two-thirds (2/3) of the votes cast at such meeting subject to normal quorum requirements, except that so long as Declarant, as the Type "B" Member, is

entitled to elect a majority of the Members of the Board of Directors of the Association, no Amendment of this Declaration shall be made without the consent of Declarant; and until the end of the period of development no Amendment of this Declaration shall be made without the consent of Declarant which would have the affect of creating a disproportionate increase in the Maximum Regular Annual Assessment, the actual assessment levied, or any Special Assessment of any Type of Owners.

Notwithstanding the foregoing, Declarant, for so long as it shall retain control of the Board of Directors of the Association, and, thereafter, the Board of Directors, may amend these Articles of Incorporation as shall be necessary, in its opinion, with the consent and approval of VA or FHA, FJLMC, and FNMA and without the consent of any Owner, in order to qualify the Association for tax-exempt status, to correct obvious errors and omissions herein, and to quality for VA, FHA, FHLME and FHMA approvals. Such amendment shall become effective upon the date of its recordation in the Wake County Registry.

ARTICLE XI

FHA/VA, FHLMC, AND FHMA APPROVAL

As long as Declarant controls the Board of retains the right to do any of the following without the consent of the Members, such actions will require the prior written approval of Institutional Lenders as defined in Article VIII, Section 12, of the Declaration, and the FHA or VA, FHLMC and FHMA: annexation of additional properties, mortgaging of Common Properties, dedication of Common Properties, amendment of these Articles.

ARTICLE XII
INCORPORATOR

<u>Name</u>	<u>Address</u>
Robert A. Brady	102-A Commonwealth Court Cary, North Carolina 27511

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of North Carolina, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 27 day of June, 1990.

Robert A. Brady (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF WAKE

THIS IS TO CERTIFY, that on the 27 day of June, 1990, before me, a Notary Public, personally appeared ROBERT A. BRADY, who I am satisfied is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this the 27 day of June, 1990.

My commission expires: 08-10-91.

Cindy Loung
Notary Public
WAKE COUNTY, N.C.

EXHIBIT "A"

TRACT I:

BEGINNING at an iron pipe on the Eastern right of way of N.C. Highway 55 said point having N.C. Grid Coordinates of Y=2,037,757.152,X=737,650.148, thence with the eastern right of way of N.C. Highway 55 the following courses and distances North 08° 35'23" East 2476.93 feet to a point, thence North 08°08'12" East 37.22 feet to a point, thence North 08°19'17" East 201.28 feet to a point, thence North 07°54'18" East 201.31 feet to a point, thence North 07°20'13" East 198.50 feet to a point, thence North 06° 39' 47" East 197.21 feet to a point, thence North 06°22'56" East 199.20 feet to a point, thence North 05°54'39" East 204.64 feet to a point, thence North 05°06'49" East 80.29 feet to the point where the eastern right of way of N.C. Highway 55 intersects the southern right of way of Hi House Road (S.R. 1615), thence along said southern Right of Way of Hi House Road (S.R. 1615) leaving the eastern Right of Way of N.C. Highway 55 North 53°01'19" East 27.75 feet to a point, thence North 51°09'41" East 56.87 feet, to a point, thence North 50°47'14" East 57.63 feet to a point; thence North 50°55'45" East 56.15 feet to a point, thence North 51°48'13" East 56.42 feet to a point, thence North 54°16'52" East 55.00 feet to a point, thence North 59°36'20" East 54.30 feet to a point, thence North 65°26'52" East 30.17 feet to a point, thence from said point leaving the southern right of way of Hi House Road (S.R. 1615) South 00°34'01" East 181.57 feet to a concrete monument, thence South 89°01'46" East 547.95 feet to a concrete monument, thence South 00°58'15" West 209.19 feet to a concrete monument, thence South 89°01'57" East 869.31 feet to an iron pipe, thence South 00°57'40" West 203.06 feet to an iron pipe, thence North 89°00'15" West 181.57 feet to an iron pipe, thence South 01°06'55" West 3470.57 feet to an iron pipe thence North 87°18'38" West 2013.66 feet to the point and place of beginning containing 154.499 acres, more or less, and being all that tract shown by survey entitled "West Park Place" dated 2/11/88 and prepared by Kenneth Close, Inc., and further being all that tract shown by map entitled "Property of William McKay Johnston" recorded in Book of Maps 1983, Page 1083, Wake County Registry.

TRACT II:

Being all that tract containing 0/352 acres as shown on map entitled "West Park Place", recorded in Book of Maps 1988, Page 416, Wake County Registry.