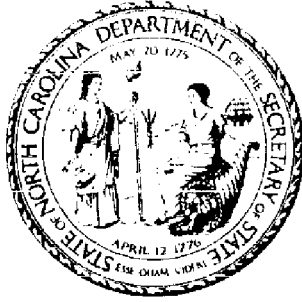


10/19/88
10/19/88

State of North Carolina



Department
of the
Secretary of State

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 (10 sheets) to be a true copy of

ARTICLES OF INCORPORATION

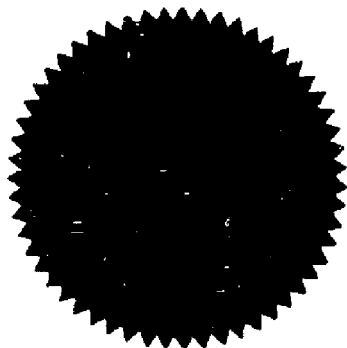
OF

VINTAGE GROVE HOMEOWNER'S ASSOCIATION, INC.

and the probates thereon, the original of which was filed in this office on the 19th day of October 19 88, 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 19th day of October in the year of our Lord 19 88.



Thad Eure
Secretary of State

RECORDED
INDEXED
OCT 20 1988

88 OCT 20 AM 11:26

RECORDED
INDEXED
OCT 20 1988

000075

OK 6370:60496

DOCUMENT #439874

Prepared by and return to:
W. Robbins Cox
FAISON, BROWN, FLETCHER & BROUGH
4900 Falls of Neuse Road, Suite 210
Raleigh, North Carolina 27609

DATE 10/19/88 TIME 16:06

FILED

THAN EURE

SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION
OF
VINTAGE GROVE HOMEOWNER'S ASSOCIATION, INC.

The undersigned, being of the age of eighteen years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under and by virtue of the laws of the State of North Carolina.

ARTICLE I

NAME

The name of the corporation is VINTAGE GROVE HOMEOWNER'S ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

DURATION

The Association's period of duration shall be concurrent with the period during which that certain Declaration of Covenants, Conditions and Restrictions for Vintage Grove Subdivision recorded in the Wake County Registry (hereinafter referred to as the "Declaration") shall affect or restrict the use of the Properties described therein as more specifically set forth on Exhibit A hereto, as the same may be amended and expanded from time to time, which is incorporated herein by this reference or until the

BK 370760497

Association shall be sooner terminated pursuant to these Articles. All definitions set forth in Article I of the Declaration shall have the same meanings as set forth therein in these Articles of Incorporation.

ARTICLE III

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Association is 5114 Burr Oak Circle, Raleigh, Wake County, North Carolina. The name of the initial registered agent at that address is S. Alan Gaines.

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, management, preservation and architectural control of the Lots and Common Area within that certain tract of property described on Exhibit A hereto, as the same may be amended and expanded from time to time, to which reference is made for a more complete description, and to promote the health, safety and welfare of the Owners within the above described property and any additions thereto as may hereafter be made subject to the Declaration, and 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 and as the same may be amended from time to time as therein provided;

BK437060498

(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, which mortgage, pledge, deed of trust or hypothecation if the security is Common Area, shall be subject to the rights and easements of the Owners;

(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, but 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 Properties and Common Area, provided that any such

BK 370.60499

merger, consolidation or annexation shall be effected as provided in the Declaration; and,

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of North Carolina, G.S. Section 55A-1, et. seq., by law may now or hereafter have or exercise.

The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

ARTICLE V

NON-PROFIT ASSOCIATION

No part of the net earnings of the Association shall inure to the benefit of any officer, director or Member of the Association. All funds and property acquired by the Association and the proceeds therefrom shall be held only for the benefit of the Members of the Association in accordance with the provisions of the Declaration.

ARTICLE VI

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 sellers by installment contracts, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest in any Lot merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be

BK1:370.90500

separated from ownership of an Lot which is subject to assessment by the Association.

ARTICLE VII

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Declarant, 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 or a fractional vote be cast with respect to any Lot.

Class B. The Class B Member(s) shall be the Declarant (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 the Class B membership; provided, however, in the event the Class B membership shall cease and be converted to Class A membership because the Declarant no longer owns the number of Lots required to keep such Class B membership in effect, such Class B membership shall be reinstated by the recordation of a subdivision map of the Properties which creates additional Lots, but in no

OK637060501

event shall such Class B membership extend beyond the time stated in subparagraph (b) of this Section; or (b) on October 1, 1993.

ARTICLE VIII

BOARD OF DIRECTORS

Initially, the affairs of this Association shall be managed by a Board of three (3) directors and thereafter, from the initial annual meeting of the Association forward, the Board shall consist of five (5) directors, who need not be Members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of the initial directors until the selection of their successors at the first meeting of the Association are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
S. Alan Gaines	5114 Bur Oak Circle Raleigh, North Carolina
Dean R. Edwards	5114 Bur Oak Circle Raleigh, North Carolina
Sam Fouse	5114 Bur Oak Circle Raleigh, North Carolina

At the first annual meeting the Members shall elect a director for a term of one year, two directors for a term of two years and two directors for a term of three years; and at each annual meeting thereafter the Members shall elect one or two directors, as the case may be, for a term of three years.

BA4370.00502

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall first be offered to the public and thereafter if such offer is not accepted, 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

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of each class of membership entitled to vote thereon.

ARTICLE XI

FHA/VA/FNMA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Authority, Veterans Administration or Federal National Mortgage Association: annexation of additional properties; mergers and

BK4370160503

consolidations; deeding in trust the Common Area; dedication of Common Area; and, dissolution and amendment of these Articles.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator of the Association is: W. Robbins Cox, Suite 210, N.C. Federal Building, 4900 Falls of Neuse Road, Raleigh, Wake County, North Carolina 27609.

IN WITNESS WHEREOF, I have set my hand and seal this the 15th day of October, 1988.

W Robbins Cox (SEAL)
W. Robbins Cox

DN# 370.60504

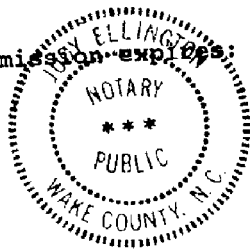
STATE OF NORTH CAROLINA
COUNTY OF Wake

THIS IS TO CERTIFY that on the 18th day of October, 1988, before me, a Notary Public, personally appeared W. Robbins Cox, who I know to be the person named in and who executed the foregoing Articles of Incorporation of Vintage Grove Homeowner's Association, Inc., a corporation not for profit, and I have 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 WITNESS WHEREOF, I have hereunto set my hand and notarial seal this the 18th day of October, 1988.

Judy Ellington
Notary Public

My commission expires: 12-15-91



AX4.3

OK 37060505

EXHIBIT A

Phase I

BEING all of Phase I of Vintage Grove Subdivision as shown on map prepared by Al Prince and Associates, P.A., and recorded in Book of Maps 1930, Pages 1503 through 1504 of the Wake County Registry.