

ARTICLES OF INCORPORATION

OF

RIVER RUN PLANTATION PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, being of the age of eighteen years or more, and residing at the address stated below, do 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.

1. The name of the corporation is River Run Plantation Property Owners Association, Inc.

2. The period of existence and duration of the life of this corporation shall be perpetual.

3. The purposes for which the corporation is organized are:

- a. To maintain all private streets; and
- b. To maintain all private amenities; and
- c. To maintain and landscape all common areas; and
- d. To construct amenities as deemed appropriate on any common lands for the private use and enjoyment of the property owners, their invitees and guests, through special assessments as set out in the Master Declaration for River Run Plantation as recorded in Book 728 Page 702 of the Brunswick County Registry; and
- e. To establish the fees necessary to carry out these duties; and
- f. To promulgate and enforce rules and regulations regarding use of the private streets and amenities subject to the Master Declaration and Development Plan for River Run Plantation; and

4. The corporation shall have only one class of members. All Lot Owners in River Run Plantation shall be members of the Association.

5. The directors of the corporation shall be elected by the members in the manner provided in the Bylaws.

6. No part of the income of the corporation shall inure to the benefit of any officer, director, or member of the corporation; and upon dissolution of the corporation, the assets thereof shall, after all of its liabilities and obligations have been discharged or adequate provision made therefor, be distributed to any association or associations organized for the purposes similar to those set forth in Article 3, hereinabove, all as more particularly provided in the Bylaws of the corporation.

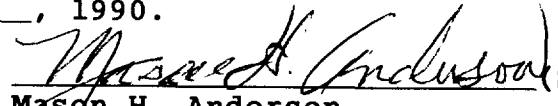
7. The address of the initial registered office of the Association is Rt. 1, Box 35, Lockwood Court, Bolivia, Brunswick County, North Carolina 28422, and the Initial Registered Agent of the Association is Glen Rubow at such address.

8. The number of directors constituting the initial board of directors shall be five (5), and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Addresses</u>
1. William McKenna	Rt. 1, Box 99 Channel Drive Bolivia, NC 28422
2. Wilbur M. Rouse	Rt. 1, Box 68 Tarpon Court Bolivia, NC 28422
3. Harry Yoder	Rt. 1, Box 17 Island Court Bolivia, NC 28422
4. Donald C. Nobles	Rt. 1, Box 43 Lockwood Court Bolivia, NC 28422
5. Glen Rubow	Rt. 1, Box 35 Lockwood Court Bolivia, NC 28422

9. The name and address of the incorporator is:
Mason H. Anderson, Attorney, P. O. Box 345, Shallotte, NC 28459.

IN WITNESS WHEREOF, I have hereunto set my hand, this
the 17th day of May, 1990.

 (Seal)
Mason H. Anderson

STATE OF NORTH CAROLINA

COUNTY OF BRUNSWICK

I, Lisa Jay Anderson Notary Public, do hereby

certify that MASON H. ANDERSON personally appeared before me
this day and acknowledged the due execution of the foregoing
instrument for the purposes therein set forth.

WITNESS my hand and official seal this 17th day
of May, 1990.

Lisa Mary Anderson (SEAL)
Notary Public

My Commission Expires:
9-3-92