

Ellis

BOOK 819 PAGE 495



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 (18 sheets) to be a true copy of

ARTICLES OF INCORPORATION

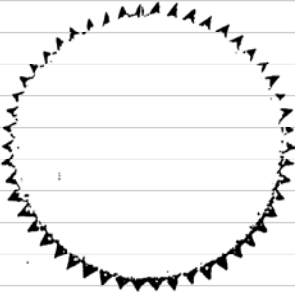
OF

NORTH SHORE COUNTRY CLUB HOMEOWNERS ASSOCIATION

and the probates thereon, the original of which was filed in this office on the 22nd day of January 19 87, 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 22nd day of January in the year of our Lord 1987.



Thad Eure
Secretary of State
By *[Signature]*
Deputy Secretary of State



ARTICLES OF INCORPORATION

OF

NORTH SHORE COUNTRY CLUB HOMEOWNERS ASSOCIATION

The undersigned, being of the age of eighteen (18) 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:

DOCUMENT 0407743
DATE 01/22/07 TIME 11:32

ARTICLE I

NAME

The name of the corporation is North Shore Country Club Homeowners Association.

FILED
TAMM FINE
SECRETARY OF STATE
NORTH CAROLINA

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The purposes for which the corporation is organized and the powers it will possess are:

- a. To operate without contemplating pecuniary gain or profit to the members thereof.
- b. To provide for architectural control of the exterior of single and multiple dwelling units within North Shore Country Club, as more particularly described below.
- c. To provide for the beautification and maintenance and to build and maintain facilities and improvements within that certain tract of land described as North Shore Country Club:
 - (a) See attached Exhibit A for initial legal description;
 - (b) All additional land within the general plan of North Shore Country Club as that plan has been previously submitted to the County of Onslow, and additional lands described in Exhibit "B" attached hereto and incorporated herein by reference which may be annexed by North

Ocean Shores, Inc., a North Carolina corporation, its successors and/or assigns (hereinafter known as the Declarant), without the consent of members within fifteen (15) years after the date of this instrument.

(c) Such property as may be annexed at any time with the express consent of two-thirds (2/3) of the votes entitled to be cast by the Class A members and two-thirds (2/3) of the votes entitled to be cast by the Class B members.

d. To promote the health, safety, and welfare of the residents within the above described property and any additions thereto that may hereafter be brought within the jurisdiction of the North Shore Country Club Homeowners Association for these purposes.

e. To do and perform all acts, services, functions and duties directly or indirectly connected with the commencement and continued operation of the affairs of an association of owners.

f. To engage in any lawful act or activity and to 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 (Chapter 55A, North Carolina General Statutes) by law may now or hereafter exercise.

ARTICLE IV

MEMBERSHIP

The membership of the corporation shall consist of the Declarant for so long as it shall be an Owner, and every person or entity who is a record owner of a fee or undivided fee interest in any Dwelling Unit or Site which is subject by covenants of record to assessments by the Association, including contract sellers, but excluding persons who hold an interest merely as security for performance of an obligation. Ownership of such interest shall be the sole qualification for membership. No Owner shall have more than one membership, except as expressly provided hereinafter. Membership shall be appurtenant to and may not be separated from ownership of any Dwelling Unit or Site which is subject to assessment. The Board of Directors may make reasonable rules relating to the proof of ownership of a Dwelling Unit or Site in North Shore Country Club.

ARTICLE V

VOTING RIGHTS

Section 1. Classes of Membership: The Association shall have two (2) classes of voting membership:

a. Class A. Class A Members shall be all Owners as defined in Article VI of the Declaration of Covenants, Restrictions and Conditions for North Shore Country Club as recorded in Book 814 Page 824 Onslow County Registry, with the exception of the Declarant. Class A Members shall be entitled to one vote for each Dwelling Unit or Site in which they hold the interest required for membership by said Article VI. When more than one person or entity holds such interest in any Dwelling Unit or Site, all such persons shall be Members. The vote for such Dwelling Unit or Site shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Dwelling Unit or Site and no fractional vote may be cast with respect to any Dwelling Unit or Site.

b. Class B. The Class B Members shall be the Declarant. The Class B Member shall be entitled to three (3) votes for each Dwelling Unit or Site in which it holds a fee or undivided fee interest; provided, that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first:

1. The total votes outstanding in Class A membership equal the total votes outstanding in Class B membership; provided, that the Class B membership shall be reinstated with all rights, privileges, responsibilities, and voting power if, after conversion of the Class B membership to Class A membership, as provided hereunder, additional lands are annexed to the properties without the assent of the members on account of the development of such additional lands by the Declarant, all within the times and as provided in Article IX, of the Declaration; or

2. January 1, 1993.

Section 2. Suspension of Voting Rights: The right of any Class A member to vote may be suspended by the Board of Directors of the North Shore Country Club Homeowners Association for just cause pursuant to its rules and regulations and according to the provisions of Article II, Section 5 of the Declaration.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Initial Board. The affairs of the Association shall be managed by a Board of not fewer than four (4) nor more than six (6) Directors, who need not be Members of the North Shore Country Club Homeowners Association. The initial Board shall consist of four (4) Directors. The names and addresses of the persons who are to act in the capacity of and constitute the initial Board of Directors, until the election and qualification of their successors, are:

<u>Name</u>	<u>Address</u>
Frank Roger Page	150 Stratford Court SW Winston-Salem, NC 27103
Roger Watson	211 Rutherglen Drive Cary, NC 27511
Bradley B. Minshew	8300 Lakewood Drive Raleigh, NC 27612
Ephraim E. Grubbs, Jr.	300 Hwy. 17 North Hampstead, NC 28443

Section 2. Election and Term: At the first annual meeting, the Members shall elect the directors as required by the Bylaws. The term of the Directors elected shall be as provided in the Bylaws. All Directors shall serve until their successors have been duly qualified and elected.

Section 3. Subsequent Elections: The method of election of Directors after the first election held pursuant to Section 2 hereof shall be as provided in the Bylaws.

ARTICLE VII

MERGERS AND CONSOLIDATION

To the extent permitted by law, the North Shore Country Club Homeowners Association may participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes; provided, no merger or consolidation may be effectuated unless two-thirds (2/3) of each class of all the votes entitled to be cast by the membership are cast in favor of merger or consolidation at an election held for such purpose. In such event the holder of Class B voting rights shall be entitled to one vote for each Dwelling Unit or Site it owns.

ARTICLE VIII

REGISTERED AGENT AND OFFICE

The initial and principal registered office of North Shore Country Club Homeowners Association is located at 300 Highway 17 North, Hampstead, Onslow County, North Carolina, 28443. Ephraim E. Grubbs is the initial registered agent of the North Shore Country Club Homeowners Association.

ARTICLE IX

DISSOLUTION OR INSOLVENCY

North Shore Country Club Homeowners 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 North Shore Country Club Homeowners Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which North Shore Country Club Homeowners 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 X

AMENDMENTS

Section 1. Amendment by Membership: Except as herein provided, any amendment to these Articles may be accomplished with the assent of seventy five (75%) percent of the votes of Members, voting in person or by proxy, of the entire vote of the membership; provided, however, that any amendment which shall materially and adversely affect the validity or priority of the lien of Institutional Lenders (as hereinafter defined) holding first mortgage loans on property located within North Shore shall be required to have the prior approval of such Institutional Lenders. "Institutional Lender" shall mean and refer to banks, savings and loan associations, insurance companies, or other eligible firms or entities customarily affording loans secured by first liens on residences, and insurers and governmental guarantors.

Section 2. Recordation: No amendment made pursuant to this section shall be effective until duly recorded in the Office of the Secretary of State of North Carolina and at the Office of the Register of Deeds of Onslow County, North Carolina.

ARTICLE XI

INCORPORATOR

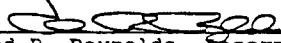
The name and address of the incorporator is as follows:
Ted R. Reynolds, 316 West Edenton Street, Raleigh, North
Carolina 27602.

ARTICLE XII

FHA/VA APPROVAL

As long as there is a Class B member, the following acts will require the prior approval for compliance with established HUD or VA guidelines: Annexation of additional properties, merger, consolidation, mortgaging of common area, dedication of common area, dissolution and amendment of these Articles, such approval not to be unreasonably withheld.

IN WITNESS WHERE, for the purpose of forming this non-profit corporation under the laws of the State of North Carolina, the undersigned, as incorporator, has executed these Articles of Incorporation this 2/5 day of January, 1987.



Ted R. Reynolds, Incorporator

NORTH CAROLINA

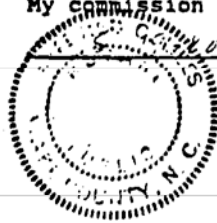
WAKE COUNTY

I, Mildred C. Liles, a Notary Public, do hereby certify that Ted R. Reynolds personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

This 16 day of January, 1987.

Mildred C. Liles
Notary Public

My commission expires:



NORTH CAROLINA, ONSLOW COUNTY Clyde Smith, Deputy Secretary of State
The foregoing certificate(s) of _____

Notary(ies) Public is (are) certified to be correct. This instrument was presented for registration and recorded in this office in Book 819 Page 495 This 16th day of Feb.

19 87 A.D. at 11:54 o'clock A M.

Mildred C. Liles
Notary Public, Wake County

By _____
Register of Deeds

EXHIBIT A

Being all of that property described in the Map entitled "Final Plat, North Shore Country Club, Section 1, Stump Sound Town Sound Township, Onslow County, North Carolina" prepared by James E. Stewart & Associates, Inc. on September 18, 1986 and recorded in Map Book 24, Pages 110, 110A, 110B, 110C and 110D, Onslow County Registry.

**EXHIBIT B - recorded
Book 819 Page 504 is
intentionally omitted due
to length (metes & bounds
description).**