

State of North Carolina
Department of the Secretary of State

ARTICLES OF INCORPORATION
NONPROFIT CORPORATION

Pursuant to Section 55A-2-02 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

ARTICLE I

NAME

The name of the corporation is: **Sycamore Grove HOA of Wilmington, Inc.**, hereinafter called the "Association" or "corporation".

ARTICLE II

INITIAL REGISTERED OFFICE

The street address and county of the initial registered office is: 419-B Raleigh Street, Wilmington NC 28412, located in New Hanover County, North Carolina.

ARTICLE III

MAILING ADDRESS OF INITIAL REGISTERED OFFICE

The mailing address of the initial registered office (if different from the street address) is: P.O. Box 3693, Wilmington, NC 28406.

ARTICLE IV

NAME OF REGISTERED AGENT

The name of the corporation's initial Registered Agent is Allan T. Schroeder.

ARTICLE V

INCORPORATORS

The name and address of each incorporator is as follows:

Allan T. Schroeder	5802 Waltonwood Lane, Wilmington, NC 28409
Allan F. Schroeder	6713 Carmel Trail, Wilmington, NC 28411
David W. Schroeder	813 Wild Dunes Circle, Wilmington, NC 28411

ARTICLE VI
CORPORATION TO HAVE MEMBERS

The corporation will have Members. The Members may be divided into such classes as are provided for in that certain Declaration of Covenants, Conditions and Restrictions for Sycamore Grove subdivision, together with any amendments thereto, as recorded or to be recorded in the New Hanover County Registry (hereinafter, "Declaration"). The owner(s) of each lot in Sycamore Grove subdivision shall automatically be Members of the corporation and acquire voting rights as stated herein. Membership shall not be separated from ownership.

ARTICLE VII
NOT FOR PROFIT

The corporation is a nonprofit corporation and does not contemplate pecuniary gain or profit to the Members thereof.

ARTICLE VIII
PURPOSES

The purposes for which the corporation is formed are:

(a) To provide for management, maintenance, administration and preservation of the subdivision known as Sycamore Grove as described in the Declaration, as further shown upon the maps of the various phases thereof, recorded or to be recorded in the New Hanover County Registry, the common area and amenities thereof including but not limited to maintenance and repairs to the storm water system and ponds in compliance with State of North Carolina requirements;

(b) To promote the health, safety, and welfare of the Members as Lot Owners (as described in the Declaration) within the jurisdiction of the corporation; and

(c) To engage in any and all lawful activities incidental to the foregoing purposes.

ARTICLE IX
POWERS

In order to carry out the purposes for which this corporation has been formed, the corporation shall have all of the powers set forth in Chapter 55A of the North Carolina General Statutes, including, but not by way of limitation, the power 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 the Declaration and By Laws, and to exercise all powers of an association pursuant to N.C.G.S. 47F-3-102;

(b) Fix, levy, collect and enforce payment by any lawful means, all assessments and charges, including late charges, fine(s), interest, cost and reasonable attorneys fees, all as more

particularly stated in the Declaration; to pay all 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 property in connection with affairs of the Association;

(d) Borrow money, 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) To mortgage or convey the Common Areas, or to dedicate or transfer all or part of the Common Area to any public agency, authority, utility or like owner's association for such purposes and subject to such conditions as may be agreed to by the Members; and

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and Common Area.

(g) Assume all obligations for the continued maintenance and repairs of the storm water system and ponds in the subdivision.

ARTICLE X VOTING

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 be cast with respect to any Lot.

CLASS B: Class B Member(s) shall be the Declarant, Schroeder Builders, LLC, its successors and assigns, and said Declarant 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, or

(b) On December 31, 2012.

ARTICLE XI BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors. The number of members of the Board of Directors of the Association shall be at least three (3), who need not be Members of the Association. The names and address of the first or initial members of the Board

of Directors who, subject to the provisions of the By-Laws of the Association, shall hold office until their successors are elected and qualified are as follows:

NAME	ADDRESS
Allan T. Schroeder	5802 Waltonwood Lane, Wilmington, NC 28409
Allan F. Schroeder	6713 Carmel Trail, Wilmington, NC 28411
David Schroeder	813 Wild Dunes Circle, Wilmington, NC 28411

ARTICLE XII MANAGEMENT AND CONTROL

Management of the affairs of the Association shall be the right and responsibility of its Board of Directors in accordance with the Declaration and the By-Laws. Management and control may be transferred to the Lot Owners at any time, but in any event, no later than December 31, 2012.

ARTICLE XIII DISTRIBUTION OF CORPORATION'S ASSETS UPON DISSOLUTION

The corporation may be dissolved and its assets disbursed, but only with strict compliance with the North Carolina Planned Community Act NCGS 47F-2-118 and NCGS 55A-14, and any amendments thereto. Upon dissolution, all liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions be made therefor. Dissolution shall be evidenced by the execution of a termination agreement or plan of dissolution consistent with these Statutes.

Remaining assets, if any, shall be disposed in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purpose, qualified pursuant to the Internal Revenue Code of 1954 or Section 501(c)(3); or may be dedicated to a similar appropriate public agency to be used for purposes similar to those for which this Association was created.

ARTICLE XIV DURATION

The corporation shall exist from the day these Articles of Incorporation are filed with the Office of the Secretary of State for North Carolina and perpetually thereafter.

ARTICLE XV AMENDMENTS

These Articles may be amended by upon receiving at least two-thirds (2/3rds) of the vote entitled to be cast by Members or by any other method permitted pursuant to the then existing North Carolina Nonprofit Corporation Act.

ARTICLE XVI
ADDRESS AND COUNTY OF PRINCIPAL OFFICE

The Street address and county of the principal office of the corporation is: 419-B Raleigh Street, Wilmington, NC 28412, located in New Hanover County, North Carolina.

ARTICLE XVII
MAILING ADDRESS OF PRINCIPAL OFFICE

The mailing address (if different from the street address) of the principal office is: P.O. Box 3693, Wilmington, NC 28406.

ARTICLE XVIII
ARTICLES EFFECTIVE UPON FILING

These Articles will be effective upon filing.

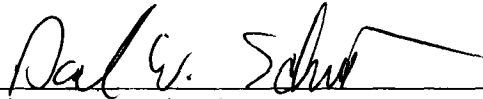
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of North Carolina, we, the undersigned, being the incorporators of this nonprofit corporation, and being natural persons of full age, have executed these Articles of Incorporation this 18 day of July, 2007.



Allan T. Schroeder, Incorporator



Allan F. Schroeder, Incorporator



David W. Schroeder, Incorporator