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SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION
OF
INLAND GREENS HOA, INC.

A NON-PROFIT CORPORATION

In compliance with the requirements of Chapter 55A of the General Statutes of North Carolina, the undersigned is a resident of New Hanover County, North Carolina, and who is of full age does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I.

The name of the Corporation is INLAND GREENS HOA, INC. hereinafter called the Corporation or the Association.

ARTICLE II.

The period of duration of the Corporation shall be perpetual.

ARTICLE III.

The principal and initial registered office of the Corporation is located at 7208 Wrightsville Avenue, New Hanover County, North Carolina 28403; and the name of the initial registered agent of the Corporation at such address is Dallas L. Harris. *Wilmington, N.C.*

ARTICLE IV.

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance, management, preservation and architectural control of that certain property known as INLAND GREENS shown and described on the plats recorded or to be recorded in the Office of the Register of Deeds of New Hanover County, North Carolina, and any additions thereto which may be brought within the jurisdiction of the Corporation; and to promote the health, safety and welfare of the lot owners and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation, and for these purposes:

(A) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation set forth in that certain Declaration of Restrictive Covenants, hereinafter called the "Declaration", applicable to all of the property herein described which is recorded in the Office of the Register of Deeds of New Hanover County, North Carolina, 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) To 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 Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

(C) To 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 Corporation;

(D) To 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 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;

(F) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes;

(G) To annex additional properties as provided in the Declaration; and

(H) To have and to exercise any and all powers, rights and privileges with 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 lot which is subject by the Declaration to assessment by the Corporation, including contract sellers, shall be a member of the Corporation. 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 by the Declaration to assessment by the Corporation.

ARTICLE VI.

Voting Rights. All members, including Declarant, shall have one vote in the affairs of the Association for each membership owned. When more than one person holds an interest in any membership, the vote for such membership shall be exercised as they among themselves shall determine, but in no event shall more than one vote be cast with respect to any such membership.

Board of Directors. The affairs of this Corporation shall be managed by a Board of Directors, consisting of not less than three (3) nor more than seven (7) Directors, each of whom shall be a member of the Corporation. The Directors shall be elected by the members as provided in the By-Laws of the Corporation. Until the first annual meeting of the members, or until their successors are otherwise selected and qualified, there shall be three (3) Directors whose names and addresses are as follows:

Dallas L. Harris	7208 Wrightsville Avenue New Hanover County Wilmington, N. C. 28403
Wanda B. Harris	7208 Wrightsville Avenue New Hanover County Wilmington, N. C. 28403
Faydene S. Corbett	7208 Wrightsville Avenue New Hanover County Wilmington, N. C. 28403

ARTICLE VIII.

Dissolution. The Corporation 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

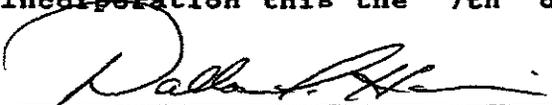
Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX.

Incorporator. The name and address of the incorporator of this Corporation is:

Dallas L. Harris
7208 Wrightsville Avenud
New Hanover County
Wilmington, North Carolina 28403

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of North Carolina, I, the undersigned, being the incorporator of this Corporation, have executed these Articles of Incorporation this the 7th day of February, 1991.



DALLAS L. HARRIS (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

This is to certify that on the 7th day of February, 1991, before me, J. SUAREZ, a Notary Public, personally appeared DALLAS L. HARRIS who, I am satisfied is the person named in and who executed the foregoing Articles of Incorporation, and I have first made known to him 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 notarial seal, this the 7th day of February, 1991.

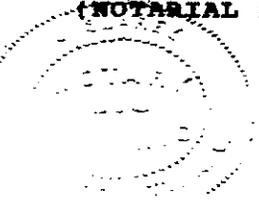
My commission expires:

9-22-93

(NOTARIAL SEAL)



Notary Public



1790 0598
STATE OF
NORTH
CAROLINA



RECORDED
REGISTERED
NEW YORK
FEB 22 11 16 AM '91
Department of the
Secretary of State

To all whom these presents shall come, Greetings:

I, Rufus L. Edmisten, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached (3 sheets) to be a true copy of

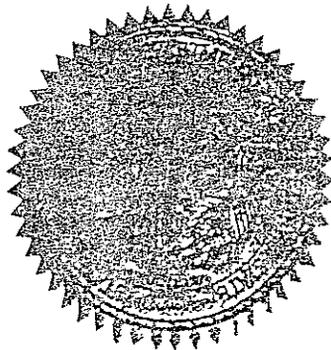
ARTICLES OF INCORPORATION
OF
INLAND GREENS HOA, INC.

the original of which was filed in this office on the 13th day of February 1991.

In Witness Whereof, I have hereunto set my hand and affixed my official Seal.

Done in Office, at Raleigh, this the 13th day of February in the Year of our Lord 1991.

23



Rufus L. Edmisten

Secretary of State

RETURNED TO *Berfoot + Kaufman 17B*

50349 RV.3

ARTICLES OF INCORPORATION
OF
INLAND GREENS HOA, INC.
A NON-PROFIT CORPORATION

INCORPORATED 10/25/88

STATE OF NORTH CAROLINA

In compliance with the requirements of Chapter 55A of the General Statutes of North Carolina, the undersigned is a resident of New Hanover County, North Carolina, and who is of full age does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

NOT FOR STATE PURPOSES
NORTH CAROLINA

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50349 RV-3

(A) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation set forth in that certain Declaration of Restrictive Covenants, hereinafter called the "Declaration", applicable to all of the property herein described which is recorded in the Office of the Register of Deeds of New Hanover County, North Carolina, 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) To 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 Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

(C) To 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 Corporation;

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(D) To 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 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;

(F) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes;

(G) To annex additional properties as provided in the Declaration; and

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- | | |
|--------------------|---|
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New Hanover County
Wilmington, N. C. 28403 |
| Wanda B. Harris | 7208 Wrightsville Avenue
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50349 RV-3

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ARTICLE IX.

Incorporator. The name and address of the incorporator of this Corporation is:

Dallas L. Harris
7208 Wrightsville Avenue
New Hanover County
Wilmington, North Carolina 28403

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of North Carolina, I, the undersigned, being the incorporator of this Corporation, have executed these Articles of Incorporation this the 7th day of February, 1991.

Dallas L. Harris (SEAL)
DALLAS L. HARRIS

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

This is to certify that on the 7th day of February, 1991, before me, J. SUAREZ, a Notary Public, personally appeared DALLAS L. HARRIS who, I am satisfied is the person named in and who executed the foregoing Articles of Incorporation, and I have first made known to him 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 notarial seal, this the 7th day of February, 1991.

J. Suarez
Notary Public

My commission expires:

9-22-93
(NOTARIAL SEAL)
NOTARY PUBLIC
NEW HANOVER COUNTY, N.C.

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