



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

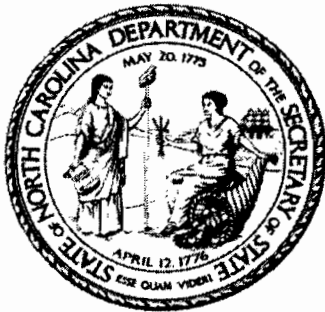
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

TURTLEWOOD AT SOUTHPORT OWNERS ASSOCIATION, INC.

the original of which was filed in this office on the 23rd day of March, 2005.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 23rd day of March, 2005

Elaine F. Marshall

Secretary of State

STATE OF NORTH CAROLINA
DEPARTMENT OF THE SECRETARY OF STATE

ARTICLES OF INCORPORATION
NONPROFIT CORPORATION

Pursuant to §55A-2-02 of the General Statutes of North Carolina, the undersigned Incorporator hereby submits the following Articles of Incorporation for the purpose of forming a nonprofit corporation:

1. The name of the corporation is: **Turtlewood at Southport Owners Association, Inc.**
2. ____ (Check only if applicable.) The corporation is a charitable or religious corporation within the meaning of N.C.G.S. §55A-1-40(4).

3. The street address and county of the initial registered office of the corporation is:

Number and street:	11 South Fifth Ave.
City, State, Zip Code:	Wilmington, NC 28401
County:	New Hanover

4. The name and address *if different from the street address* of the initial registered office:

Same as #3.

5. The name of the initial registered agent is: **William N. Mason**
6. The name and address of each incorporator is as follows:

William N. Mason
Attorney at Law
11 South Fifth Ave.
Wilmington, NC 28401

7. (Check either box below.)
 - a. The corporation will have members.
 - b. ____ The corporation will not have members.

8. The following shall apply regarding the distribution of the corporation's assets upon its dissolution:

In the event that the corporation shall be dissolved, the corporation shall adopt a plan of dissolution in accordance with Article 14 of Chapter 55A of the General Statutes of North Carolina, and in accordance with §55A-14-03 thereof, or any successor statute

later adopted, and all assets of the corporation shall be transferred or distributed in accordance with said plan of dissolution.

9. The following provisions are hereby incorporated in these Articles:

(a) The purpose or purposes for which the Corporation is organized are:

- (1) To perform and all acts necessary in the management of the affairs of the property owners of the subdivision known as **TURTLEWOOD AT SOUTHPORT** a map of which is duly recorded in the Brunswick County Registry; to manage the affairs of the Association; or any other activities designed to promote the welfare of the Association; and to perform any other lawful act that the Board of Directors may deem appropriate for the benefit of the Association.
- (2) To operate and manage common areas of the subdivision know as **TURTLEWOOD AT SOUTHPORT**, a map of which is duly recorded in the Brunswick County Registry.
- (3) To engage in any lawful act or activity permitted by N.C.G.S. 55A and the applicable provisions of Internal Revenue Code for a Corporation with the above stated purpose.

(b) Directors. The number if directors constituting the board of directors of the corporation shall be provided in the by-laws of the corporation. The number of directors constituting the initial board of directors shall be three (3). The names and addresses of the persons who shall serve as initial directors until their successors are selected or qualifies are:

<u>Name</u>	<u>Address</u>
Warren B. Watkins, III	15621 Turtle Point Drive Gainesville, VA 20155
Charles E. Brewer	15621 Turtle Point Drive Gainesville, VA 20155
David Longley	15621 Turtle Point Drive Gainesville, VA 20155

(c) Indemnification of Officers and Directors. In accordance with N.C.G.S. §55A-8-57 or any successor statute of similar import later enacted, the corporation shall be liable for indemnification of any director or officer or former director or officer of another corporation, partnership, joint venture, trust or other enterprises against liabilities and reasonable litigation expenses, including attorney's fees, incurred by him in

connection with any action, suit, or proceeding in which he is made or threatened to be made a party by reason of being or having been such director or officer, except in relation to matters as to which shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty. The indemnification authorized by this provision shall be in addition to that permitted by N.C.G.S. §55A-8-50 through 55A-8-56, or any successor statute of similar import later enacted, and it is further provided that the corporation shall also be liable for indemnification to the fullest extent allowed under N.C.G.S. §55A-8-50 through 55A-8-56, or any successor statute of similar import later enacted.

(d) Elimination of Director Liability. To the fullest extent allowed by N.C.G.S. §55A-2-02(b) and 55A-8-60, or any successor statute of similar import later enacted, except as provided otherwise therein, person serving as a director, trustee, or officer of the corporation shall be immune individually from civil liability or monetary damages, except to the extent covered by insurance, for any act or failure to act arising out of this service, and any such liability is hereby eliminated to the fullest extent which may be accomplished as provided therein.

(e) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercises any powers that are not in furtherance of the purposes of this corporation.

(f) The qualifications for membership in the corporation, and the voting rights of its members, shall be delineated in the Covenants, Conditions, and Restrictions of **TURTLEWOOD AT SOUTHPORT**, duly recorded in the Brunswick County Registry and in the by-laws of the corporation, and the members of the corporation shall have only such voting rights as may be provided in such instruments.

10. The street address and county of the principal office is:

Number and Street:	c/o T&S Management 1630 Military Cutoff Road
City, State, Zip Code:	Wilmington, NC 28403
County:	

11. The mailing address *if different from the street address* of the principal office is:

Mailing address:

Same as #10

12. These articles will be effective upon filing, unless a date and/or time is specified.

This the 7th day of March, 2005.



William N. Mason
INCORPORATOR