



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

PALM GROVE OWNERS ASSOCIATION, INC

the original of which was filed in this office on the 24th day of October, 2008.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 24th day of October, 2008

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 corporation does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

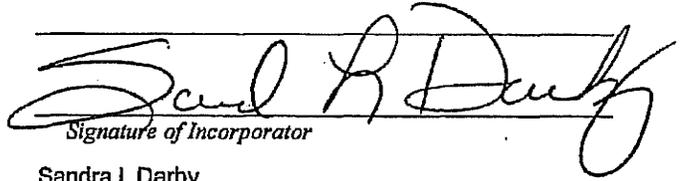
1. The name of the corporation is: Palm Grove Owners Association, Inc
2. _____ (Check only if applicable.) The corporation is a charitable or religious corporation as defined in NCGS §55A-1-40(4).
3. The street address and county of the initial registered office of the corporation is:
Number and Street 430 Eastwood Road Suite 100
City, State, Zip Code Wilmington, Nc 28403 County New Hanover
4. The mailing address *if different from the street address* of the initial registered office is:

5. The name of the initial registered agent is:
Cheryl Blanton
6. The name and address of each incorporator is as follows: _____
Sandra L. Darby, 1430 N Howe St, Southport, NC 28461

7. (Check either a or b below.)
a. The corporation will have members.
b. The corporation will not have members.
8. Attached are provisions regarding the distribution of the corporation's assets upon its dissolution.
9. Any other provisions which the corporation elects to include are attached.
10. The street address and county of the principal office of the corporation is:
Number and Street 430 Eastwood Rd Suite 100
City, State, Zip Code Wilmington, NC 28403 County New Hanover
11. The mailing address *if different from the street address* of the principal office is:

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

This is the 22nd day of October, 2008.



Signature of Incorporator

Sandra I. Darby

Type or print Incorporator's name and title, if any

NOTES:

1. Filing fee is \$60. This document must be filed with the Secretary of State.

ADDITIONAL PROVISIONS

No Part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers or other persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate to public office.

A director of the corporation shall not be personally liable for monetary damages for breach of fiduciary duty as director except to the extent such exemption from liability or limitation thereof is not permitted under the North Carolina General Statutes as the same exist or may hereafter be amended. Any repeal or modification of this article by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provision for the payment of all of the liabilities of the corporation, shall distribute to its members all excess or surplus membership dues, fees or assessments. These distributions shall be in proportion to the dues, fees or assessments collected from the members.