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**ARTICLES OF INCORPORATION
OF
OYSTER HARBOUR HOMEOWNER'S ASSOCIATION
A Nonprofit Corporation**

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Date Filed: 4/27/2000 9:40 AM
Elaine F. Marshall
North Carolina Secretary of State

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 nonprofit corporation under and by virtue of the laws of the State of North Carolina, and all pursuant to and in compliance with the requirements of Chapter 55A of the General Statutes of North Carolina. The undersigned does hereby certify:

1. The name of the corporation is: Oyster Harbour Homeowner's Association, Inc.
2. The period of duration of the corporation shall be perpetual.
3. The purposes for which the corporation is organized are to provide for the administration, maintenance, and preservation of the lots and common areas within that certain tract located in Brunswick County, North Carolina and more particularly shown on a map recorded in Map Cabinet 22 at Pages 257 and 258 of the Brunswick County Registry and incorporated herein by reference, and to promote the health, safety, and welfare of the residents of the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association in accordance with the Declaration, and for this purpose 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 that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded in the Office of the Register of Deeds of Brunswick County, North Carolina, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference;
 - (b) 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 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 or personal property in connection with the affairs of the Association;

- (d) borrow money, and with the assent of the number of the members, as required by the Declaration, 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) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes provided that any such merger or consolidation shall have the assent of the number of the members as required by the Declaration; and
 - (f) engage in any lawful act or activity for which corporations may be organized under Chapter 55A of the General Statutes of North Carolina and in particular G. S. 55A-15.
4. The corporation shall have two classes of members who meet the qualifications of and are approved as set forth in the Bylaws of the corporation, as follows:
- (a) Every person or entity, with the exception of Oyster Harbour, LLC, who or which is a record owner of a fee or undivided fee interest in any lot which is subject to the Declaration to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Such membership shall be appurtenant to and may not be separated from ownership of any lot, which is subject to assessment by the Association. Every member of Class A shall be entitled to one vote for each lot owned. When more than one person owns an interest in a lot all such persons shall be members but the vote for such lots shall be exercised as they among themselves, shall determine in writing, which writing shall be filed with the Secretary of the meeting prior to voting, but in no event shall more than one vote be cast with respect to any lot.
 - (b) Class B membership shall consist of Oyster Harbour, LLC or its successors or assigns until the happening of either of the following events whichever occurs earlier.
 - (i) The earlier of four (4) months after ninety percent (90%) of all the lots in the Planned Community are sold as well as all adjacent undeveloped acreage sold and conveyed by Oyster Harbour, LLC to unrelated parties; or
 - (ii) Ten (10) years from the date of recordation of the Declaration; or

- (iii) At such time as Oyster Harbour, LLC voluntarily relinquishes majority control of the Association by duly recorded instrument.

Class B members shall be entitled to vote ten votes for each lot owned.
and principal

5. The address of the initial registered office of the corporation in the State of North Carolina is 10800 Sikes Place, Suite 250, Charlotte, Mecklenburg County, North Carolina 28277.
6. The name of the initial registered agent of the corporation at such address is William G. Allen.
7. The number of directors constituting the initial board of directors shall be three, and the names and addresses of the persons who are to serve as directors until the first meeting of the corporation, or until their successors to be elected and qualify, are:

NAME	ADDRESS
William G. Allen	10800 Sikes Place, Suite 250, Charlotte, North Carolina 28277
Maxine Turner	10800 Sikes Place, Suite 250, Charlotte, North Carolina 28277
Amon McCormack, Jr.	10800 Sikes Place, Suite 250, Charlotte, North Carolina 28277

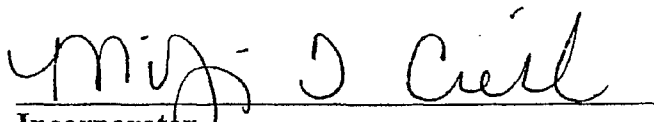
The members of the Board of Directors need not be members of the Association. The number of directors may be changed by amendment of the bylaws of the Association.

8. The name and address of the Incorporator is: Mitzi T. Cribb, P.O. Box 10485, Southport, North Carolina 28461.
9. The corporation shall have no capital stock. Participation in its affairs shall be by membership therein, subject to provision of the bylaws as may be adopted, amended, or repealed by the Board of Directors.
10. It is expressly declared that this corporation is not organized for pecuniary gain or profit for its members and it shall have no power to make or declare dividends. However, compensation may be paid for services rendered to or for the corporation for any of its purposes.
11. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph 3 above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

12. The Association may be dissolved with the assent given in writing and signed by not less than the number of the members as called for in the Declaration.
 13. Amendments to these Articles shall require the assent of two-thirds (2/3) of the entire membership.
 14. See attachment regarding dissolution.
- IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of April,

2000.

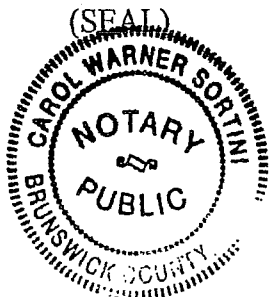

Incorporator
Mitzi T. Cribb

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

I, a Notary Public, in and for the State and County aforesaid do hereby certify that Mitiz T.Cribb personally appeared before me this 19th day of April, 2000, and acknowledged the due execution of the foregoing Articles of Incorporation.


NOTARY PUBLIC

My Commission Expires: January 2, 2002.



ARTICLE 14.

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.