

# STATE OF NORTH CAROLINA



BLUNSWICK COUNTY  
Robert J. Robinson  
Inst #36763 Book 1357Page 1297  
02/08/2000 12:55pm Rec# 35118

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  
BEAVER CREEK PLANTATION HOMEOWNERS ASSOCIATION, INC.

RET Rob Serra  
TOTAL 24 REV. \_\_\_\_\_ TC# 43/38  
REC# \_\_\_\_\_ CK AMT 70 CK# 10162  
CASH \_\_\_\_\_ REF \_\_\_\_\_ BY CB

the original of which was filed in this office on the 1st day of February, 2000.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 1st day of February, 2000.

*Elaine F. Marshall*

STATE OF NORTH CAROLINA  
COUNTY OF BRUNSWICK

Secretary of State

FILED  
11:10 AM  
FEB 01 2000

**ARTICLES OF INCORPORATION OF**  
**BEAVER CREEK PLANTATION HOMEOWNERS ASSOCIATION, INC.**  
Effective \_\_\_\_\_  
MAINE F. MARSHALL  
SECRETARY OF STATE  
NORTH CAROLINA

The undersigned, being of the age of eighteen (18) years or older, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under and by virtue, and in compliance therewith, of Chapter 55A of the North Carolina General Statutes, and other applicable statutes, and to that end does hereby set forth and certify:

**ARTICLE I**

The name of the Corporation is BEAVER CREEK PLANTATION HOMEOWNERS ASSOCIATION, INC. hereinafter called the "Association".

**ARTICLE II**

The period of duration of the corporation shall be perpetual.

**ARTICLE III**

As a statement of the purposes and powers of the Association, this Association does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are:

1. To provide for the owning, administration, operation, management, maintenance and preservation of certain real property and improvements thereon to be owned by the Association and lying in Brunswick County, North Carolina and more particularly described as Beaver Creek Plantation and any other property which may be owned, leased, or controlled by the Association from time to time and further to undertake the performance of

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the acts and duties incident to the maintenance, improvement, architectural control and management of said property in accordance with these Articles of Incorporation and all covenants, conditions and restrictions applicable to the property as filed in the public records of Brunswick County, North Carolina from time to time.

2. To promote the health, safety and welfare of the owners and users of the property, to hold, own, lease, manage and operate the property for the use and benefit of the members of the Association, their successors and assigns, and to provide a wastewater disposal system for some or all of the members of the said non-profit corporation:

3. Hold, own, acquire, lease, maintain, repair, replace and manage any real property, together with all improvements, fixtures and appurtenances thereto, all personal property, all fixtures, and all rights and privileges, and other possessory or use interest in land and facilities which may be conveyed to, leased to or made available for use by the Association and to make same available for the use, enjoyment, health, safety and welfare of the owners and users of said property in the manner provided by the By-Laws and subject to any rules and regulations as may be adopted by the Board of Directors of the Association and to do all things necessary or incidental thereto;

4. Fix, levy, collect and enforce payment by any lawful means all charges, assessments, special assessments, segmented assessments, penalties, fines and/or common expenses made pursuant to the terms of the By-Laws of the Association and to pay all expenses in connection therewith, and all other expenses incidental to the conduct of the business of the Association, including licenses, fees or governmental charges levied or imposed against the property owned, maintained, leased or managed by the Association;

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5. Maintain, repair, replace, operate and manage the property including the right to reconstruct improvements after casualty and to make further improvements to Association property and to make and enter into any and all contracts necessary or desirable to accomplish said purposes.

6. Enforce the provisions of these Articles of Incorporation, and all amendments thereof and the By-Laws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the property as the same may be hereafter established;

7. Have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporations laws of the State of North Carolina may now or hereafter have or exercise and to specifically have all the powers that a planned community, association may have pursuant to NCGS 47E-3-102, subject to the rights reserved by the declarant, Southwind Associates, Inc. and its successors, grantees and assigns;

8. Contract for the management of the property and to delegate to such managing agent or contractor all of the powers and duties of the Association except those which may be required to have approval by the Board of Directors or membership of the Association;

9. To provide, manage, operate, contract, or lease a ground absorption sewage treatment and collection systems for all or some of the members of the Association;

10. The corporation is irrevocably dedicated and operated exclusively for non profit purposes; and has not been formed for pecuniary profit or financial gain; and no part of the income of assets of the corporation shall be distributed to, or inure to the benefit of an

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individual;

11. 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. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal Income taxes under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law) or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding provision of any future United States Revenue law).

12. In the event of the dissolution of the corporation or the winding up of its affairs or the liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the corporation's debts shall be conveyed or distributed pursuant to the bylaws of the Association and in compliance with the North Carolina Non-Profit Corporation Act and the North Planned Community Act.

#### ARTICLE IV

Southwind Associates, Inc. for so long as it shall own any lot in Beaver Creek Plantation (Phase 1 and all subsequent phases) and every other lot owner in the subdivision shall be members of the Association. The voting rights of members and the

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governance of the Association shall be pursuant to the bylaws of the Association.

ARTICLE V

The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the members of the Association.

ARTICLE VI

No part of the net income or net assets of the Association shall inure to the benefit of any officer, director or member of the Association and upon dissolution of this Association the assets thereof shall, after all of its liabilities and obligations have been discharged or adequate provision made therefor, be distributed in accordance with the Bylaws and in compliance with NCGS 47E-2-118.

ARTICLE VII

(a) The initial Board of Directors of the Association shall consist of one (1) member and shall automatically increase to three (3) members the date of the first annual meeting of members or on January 1, 2001, whichever occurs first. The appointment or election and the term of the Directors shall be as set forth in the By-Laws of the Corporation.

(b) The names and address of the person who is serve as sole Director until the selection, election or appointment of successors, as set forth in the By-Laws of the Corporation is:

NAME	ADDRESS
Joseph F. Coughlin	8208 Lakeview Drive Wilmington, NC 28412

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## ARTICLE VIII

The address of the initial registered office and principal office of the Association in the State of North Carolina is: 8208 Lakeview Drive, Wilmington, New Hanover, County, NC 28412; and the name of its registered agent at such address is: Joseph F. Coughlin.

## ARTICLE IX

Amendments to this Charter shall be made in accordance with the provisions of Article 10 of Chapter 55A of the North Carolina General Statutes, as the same may be amended or modified from time to time. Notwithstanding the above, all amendments must be approved by Southwind Associates, Inc so long as it is a member of the Association. Any number of amendments may be submitted and voted upon at any one meeting of the members.

## ARTICLE X

Every director and every officer of the Corporation shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of this being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty or willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to any not exclusive of all other rights to which such director or officer may be entitled.

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## ARTICLE XI

The name and address of the incorporator is:

NAME

ADDRESS

Robert K. Serra, Attorney

PO Box 364

Oak Island, NC 28465

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## ARTICLE XII

Any other provisions which the corporation elects to include are as follows:

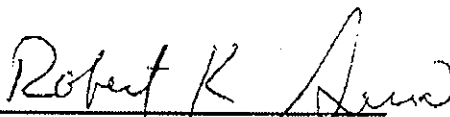
Said corporation is organized exclusively for charitable, religious, education and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

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 herein. 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. Notwithstanding any other provision of the articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under Section

501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, educational, religious, or scientific purposes as shall at the time qualify as an exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this the 27<sup>th</sup> day of January, 2000.

  
\_\_\_\_\_  
ROBERT K. SERRA, INCORPORATOR

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STATE OF NORTH CAROLINA  
COUNTY OF BRUNSWICK

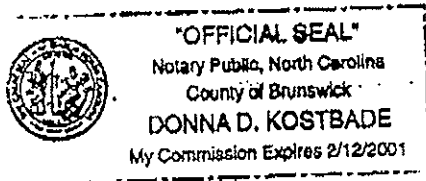
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I, a Notary Public in and for the State and County aforesaid certify that ROBERT K. SERRA personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and seal this 27th day of January, 2000.

Donna D. Kostbade  
NOTARY PUBLIC

My Commission Expires:  
2-12-2001



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