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# STATE OF NORTH CAROLINA



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 to be a true copy of

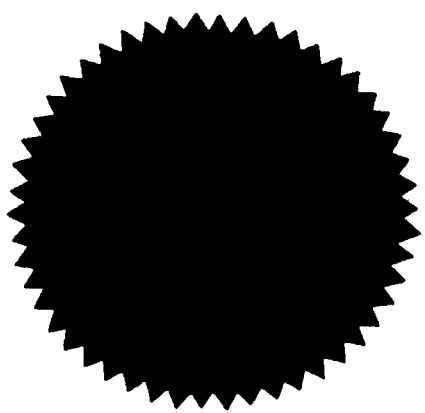
## ARTICLES OF INCORPORATION OF HANNOVER PLACE HOMEOWNERS ASSOCIATION, INC

the original of which was filed in this office on the [REDACTED]  
[REDACTED]

FOR REGISTRATION REGISTER OF DEEDS  
REBECCA T CHRISTIAN  
NEW HANOVER COUNTY, NC  
2003 DEC 09 10 37 03 AM  
BK 4122 PG 324-332 FEE \$33.00

INSTRUMENT # 2003077950

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 16th day of March, 1995



*Rufus L. Edmisten*

Secretary of State

RETURNED TO

Marshall, William & German

950515095

ARTICLES OF INCORPORATION  
OF

HANNOVER PLACE HOMEOWNERS ASSOCIATION, INC. EFFECTIVE

C-0364777

FILED  
9:00 AM

MAR 16 1995

RUFUS L. EDMISTEN  
SECRETARY OF STATE  
NORTH CAROLINA

In accordance with the requirements of [REDACTED] North Carolina General Statutes, the undersigned, a natural person of full age, has this day executed these Articles of Incorporation for the purpose of forming a nonprofit corporation and hereby certifies:

ARTICLE I.

The name of the corporation is HANNOVER PLACE HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II.

The address of the initial registered office of the Association is 6328 Wrightsville Avenue, Box 8, Wilmington, New Hanover County, North Carolina 28403.

ARTICLE III.

PETER N. DENISON, whose address is 6328 Wrightsville Avenue, Box 8, Wilmington, North Carolina 28403, is hereby appointed the initial registered agent of this corporation.

ARTICLE IV.

This Association does not contemplate pecuniary gain or profit to the members thereof and no part of the Association's net income shall inure to the benefit of any of its officers, directors, or members, or any other private individual. The purposes and objects of the Association specifically shall be to administer the operation and management of HANNOVER PLACE, a residential project located in Wilmington, New Hanover County, North Carolina; to undertake the performance of the acts and duties incident to the administration of the operation and management of said project in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation, any By-Laws and the Declaration of Covenants, Conditions and Restrictions, and to own, operate, lease, sell, trade, and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said project. In addition, the Association shall have the purpose of engaging in

any lawful act or activity for which corporations may be organized under Chapter 55A of the North Carolina General Statutes.

ARTICLE V.

The Association shall have the following powers:

1. The Association shall have all the powers and privileges granted to nonprofit corporations under the law pursuant to which this Association is chartered, all of the powers and privileges which may be granted unto said Association under any other applicable laws of the State of North Carolina, and powers and authority pursuant to the Declaration of Covenants, Conditions and Restrictions and By-Laws.

2. The Association shall have all the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to the following:

(a) To make and establish reasonable By-Laws, and rules and regulations governing the use of the common areas and facilities in the project.

(b) To levy and collect assessments upon members of the Association to defray the common expenses of the Association as may be provided in a Declaration of Covenants, Conditions and Restrictions relating to HANNOVER PLACE and the By-laws of this Association which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, which may be necessary or convenient in the operation and management of the project and in accomplishing the purposes set forth in said Declaration.

(c) To maintain, repair, replace, operate and manage the common elements of the project, including the right to reconstruct improvements after casualty and to make further improvement of the common elements, and to make and enter into any and all contracts necessary or desirable to accomplish said purposes.

(d) To contract for the management of the project and to delegate to such contractor such powers and duties of the

Association as may be approved by the Board of Directors or membership of the Association.

(e) To acquire and enter into, now or at any time hereafter, leases, and agreements whereby the Association acquires leaseholds, memberships, and other possessory or use interests in lands or facilities whether or not contiguous to the lands of the project to provide enjoyment, recreation or other use or benefit to the owners of the project.

(f) To enforce the provisions of the Declaration of Covenants, Conditions and Restrictions, these Articles of Incorporation, the By-Laws of the Association which now or may be hereafter adopted, and any other rules or regulations governing the use of the project as the same may be hereafter established.

(g) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration aforementioned.

#### ARTICLE VI.

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The owners of all lots in HANNOVER PLACE shall be members of the Association.

2. Membership shall be established by the acquisition of fee title to a lot in the project, or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any lot, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more lots, or who may own a fee ownership interest in two or more lots, so long as such party shall retain title to or a fee ownership interest in any lot.

3. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his lot. 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 membership and for the purposes authorized herein, in the Declaration and in the By-Laws which may be hereafter adopted.

ARTICLE VII.

The Association shall have perpetual existence.

ARTICLE VIII.

The affairs of the Association shall be managed by the President and Secretary of the Association, assisted by the Vice President and Treasurer, if any, subject to the directions of the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the project, and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or a director or officer of the Association, as the case may be.

ARTICLE IX.

The number of members of the first Board of Directors of the Association shall be three (?). The number of members of succeeding Boards of Directors shall be as provided from time to time by the By-Laws of the Association. The subsequent members of the Board of Directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association. A director need not be a resident of North Carolina or a member of the corporation.

ARTICLE X.

The Board of Directors shall elect a President and a Secretary and such Vice Presidents and a Treasurer, and as many Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine, if any. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of

which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of the President and Secretary or Assistant Secretary be held by the same person.

ARTICLE XI.

The names and post office addresses of the initial Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-Laws, and the laws of the State of North Carolina, shall hold office until their successors are elected and qualified are as follows:

Peter N. Denison	6328 Wrightsville Avenue, Box 16 Wilmington, New Hanover County, North Carolina 28403
Barbara Bradshaw	6328 Wrightsville Avenue, Unit C-1 Wilmington, New Hanover County, North Carolina 28403
Larry Straw	6328 Wrightsville Avenue, Unit D-1 Wilmington, New Hanover County, North Carolina 28403

ARTICLE XII.

The original By-Laws of the Association shall be adopted by a majority vote of the Board of Directors of the Association present at the first meeting of the Board of Directors and, thereafter, such By-Laws may be altered or rescinded in such manner as said By-Laws may provide.

ARTICLE XIII.

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel 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 his being or having been a Director or officer at the time such expenses and liabilities are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification



STATE OF NORTH CAROLINA  
COUNTY OF NEW HANOVER

This is to certify that on this the 17<sup>th</sup> day of February, 1995, before me, Rita J. Henry, a Notary Public of said county and state, personally appeared PETER N. DENISON, who I am satisfied is the person named in and who executed the foregoing Articles of Incorporation of HANNOVER PLACE HOMEOWNERS ASSOCIATION, INC., and having first made known to him the contents thereof, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

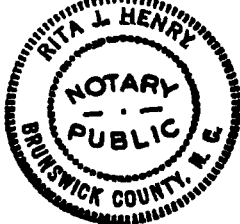
IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 17<sup>th</sup> day of February, 1995.

Rita J. Henry  
Notary Public

My Commission Expires:

7/8/96

(AFFIX NOTARIAL SEAL)



/HANN



REBECCA T CHRISTIAN  
REGISTER OF DEEDS, NEW HANOVER  
216 NORTH SECOND STREET

WILMINGTON, NC 28401

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Filed For Registration: 12/09/2003 10:37:03 AM  
Book: RE 4122 Page: 324-332  
Document No.: 2003077950  
ARTICLES 9 PGS \$33.00

Recorder: LIESEL WARD

State of North Carolina, County of New Hanover

REBECCA T. CHRISTIAN , REGISTER OF DEEDS

By: Liesel Ward  
Deputy/Assistant Register of Deeds

YELLOW PROBATE SHEET IS A VITAL PART OF YOUR RECORDED DOCUMENT.  
PLEASE RETAIN WITH ORIGINAL DOCUMENT AND SUBMIT FOR RE-RECORDING.

**\*2003077950\***

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