

**STATE OF
NORTH
CAROLINA**

(SEAL)

**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

VILLAGE LAKES HOMEOWNERS ASSOCIATION, INC.

*the original of which is now on file and a matter of record in
this office.*

(SEAL)

*IN WITNESS WHEREOF, I have hereunto set my
hand and affixed my official seal at the City of
Raleigh, this 10th day of June, 1992.*

Rufus L Edmisten
Secretary of State

ARTICLES OF INCORPORATION
OF
VILLAGE LAKES HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 55A of the North Carolina General Statutes, the undersigned, a natural person of full age, has this day executed these Articles of Incorporation and hereby certifies as follows:

ARTICLE I

NAME

The name of the corporation is VILLAGE LAKES HOMEOWNERS ASSOCIATION, INC. (hereinafter the "Association").

ARTICLE II

REGISTERED OFFICE AND INITIAL AGENT

The registered office of the Association is located at 6131 Falls of Neuse Road, Suite 102, Raleigh, Wake County, North Carolina, 27612. The location of the registered office may be changed by a majority vote of the Board of Directors. The name of the initial registered agent at the above address is Talis Management Group, Inc.

ARTICLE III

PURPOSE AND POWER OF THE ASSOCIATION

The Association does not contemplate a pecuniary gain or profit to the members thereof. The specific purposes for which the Association is formed are: (1) to own and maintain the Common Area within the subdivision known as VILLAGE LAKES; (2) to provide for architectural control within VILLAGE LAKES; and (3) to promote the health, safety, and welfare of the residents within VILLAGE LAKES and any additions thereto as may hereafter be brought within the jurisdiction of the Association, and for these purposes to:

(a) exercise all of the powers and privileges and to perform all duties and obligations of the Association as set forth in that certain Amended and Restated Declaration of Master Covenants, Conditions and Restrictions for Village Lakes Subdivision, to be recorded in the Wake County Public Registry, as the same may from time to time be amended as provided therein, said Declaration and any amendments thereto (hereinafter individually and collectively referred to as "Declaration") being incorporated herein as if set forth at length;

(b) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration;

(c) pay all expenses incurred in connection with collection of the charges and assessments set forth in subparagraph (b) above, and to pay 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 property owned by the Association;

(d) 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; provided, however, that all conveyances and transfers of common areas must be done in accordance with the code of ordinances of the City of Raleigh;

(e) borrow money and, with the assent of members entitled to at least two-thirds (2/3) of the votes appurtenant to the Class A Lots and Class B Lots (as defined in Article III, Section 2 of 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, subject to the property rights of the members as provided in Article IV of the Declaration;

(f) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to at least three-fourths (3/4) of the votes appurtenant to the Class A and Class B Lots, agreeing to such dedication, sale, or transfer. Notwithstanding anything herein to the contrary, the Common Area shall be preserved to the perpetual benefit of the owners of the lots within VILLAGE LAKES and shall not be conveyed except to the City of Raleigh or to another non-profit corporation for the aforementioned purposes;

(g) participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any merger or consolidation shall have the consent of the members as provided in paragraph (f) above; and

(h) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Act of the State of North Carolina by law may now or hereinafter have or exercise.

ARTICLE IV

FINANCE

The Association is a non-stock corporation and no part of the profits (if any) of the Association shall inure to the pecuniary benefit of its members or to any other person.

ARTICLE V

MEMBERSHIP AND VOTING RIGHTS

Every person or entity who is a record owner of a fee or undivided fee interest in any lot is subject by 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 any obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

The voting rights of the membership shall be provided in the Declaration and By-Laws of the Association.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Association shall be managed by an initial Board of three (3) Directors, who need not be members of the Association. The persons who are to act in the capacity of the Director until the selection of their successors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------|--|
| William S. Patterson | One Hannover Square, Suite 1400 Fayetteville Street Mall Raleigh, NC 27601 |
| Charles M. Winston | One Hannover Square, Suite 1400 Fayetteville Street Mall Raleigh, NC 27601 |
| Lawrence J. Witek | One Coplev Parkway, Suite 310 Morrisville, NC 27560 |

At the first annual meeting, the number of directors may be increased to five. At that meeting, the members may elect one director for a term of one year, two directors for terms of two years, and two directors for terms of three years. At each annual meeting thereafter, the members shall elect the number of directors needed to fill the vacancy or vacancies created by the director or directors whose terms is/are expiring to serve a term of three (3) years. The number of directors may be changed by amendment of the By-Laws of the Association.

ARTICLE VII

DISSOLUTION

The Association may be dissolved only upon the signed written assent of members entitled to at least three-fourths (3/4) of the votes appurtenant to the Class A Lots and Class B Lots. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to the City of Raleigh to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE VIII

DURATION

The period of existence of the corporation is perpetual.

ARTICLE IX

AMENDMENTS

Amendments of these Articles shall require the assent of the members entitled to at least three-fourths (3/4) of the votes appurtenant to the Class A Lots and Class B Lots.

ARTICLE X

FHA/VA APPROVAL

As long as there is Class B membership, the following actions require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, dissolution, mortgaging of Common Areas, dedication of or otherwise deeding of Common Areas to persons other than the Association, and amendment of these Articles.

ARTICLE XI

INCORPORATOR

The name and address of the Incorporator is as follows:

Gary K. Joyner
4101 Lake Boone Trail, Suite 400
Raleigh, North Carolina 27607

IN WITNESS WHEREOF, I, the undersigned Incorporator have hereunto set my hand
and seal this 13 day of May, 1992.

Gary K Joyner (SEAL)
Gary K Joyner

STATE OF NORTH CAROLINA

COUNTY OF WAKE

I, Dianne F Branch, a Notary Public for said County and State do hereby certify that
Gary K. Joyner, personally appeared before me this day and acknowledged the due execution of
the foregoing instrument.

WITNESS my hand and notarial seal, this 13 day of May, 1992.

Dianne F Branch (SEAL)
Notary Public

My Commission Expires:
(SEAL)

My Commission Expires 6-21-92