

**ARTICLES OF INCORPORATION
OF
MILLBROOK WEST OFFICE CONDOMINIUM
OWNERS ASSOCIATION, INC.
A NON-PROFIT CORPORATION**

The undersigned, being a natural person of full age, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under and by virtue of Chapter 55A of the General Statutes of North Carolina and the laws of the State of North Carolina.

**ARTICLE I
NAME**

The name of the corporation is MILLBROOK WEST OFFICE CONDOMINIUM OWNERS ASSOCIATION, INC.

**ARTICLE II
DURATION**

The period of duration of the corporation is perpetual.

**ARTICLE III
PURPOSES AND POWERS**

The purposes and powers for which the corporation is organized are as follows:

(1) To operate and manage a condominium known as MILLBROOK WEST OFFICE CONDOMINIUM organized pursuant to Chapter 47C of the North Carolina General Statutes and located in Raleigh, Wake County, North Carolina;

(2) To undertake the performance of, and carry out the acts and duties incident to the administration of the operation and management of the Association in accordance with the terms, provisions, conditions and authorization contained in both these Articles and in the Declaration of Condominium for MILLBROOK WEST OFFICE CONDOMINIUM (the "Declaration") which shall be recorded in the Wake County Public Registry at such time as the real Property described on Exhibit "A" attached hereto and the improvements thereon are submitted to the Declaration;

(3) To make, establish and enforce reasonable rules and regulations governing the use of the common elements, land, and other real and personal property which may be owned by the Association itself;

(4) To make, levy and collect assessments against Condominium unit owners; to provide the funds to pay for common expenses of the Association as provided in the Declaration and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association; to use said assessments to promote the acquisition, improvement and maintenance of the common

elements, services and facilities devoted to this purpose and related to the use and enjoyment of the common elements, including, but not limited to, the cost of repair, replacement and additions thereto, the cost of labor, equipment, materials, management and supervision thereof, the maintenance of insurance in accordance with the Bylaws of the Association (the "Bylaws"), including the employment of accountants, attorneys and other professional services providers to represent the Association when necessary for such other needs as may arise;

(5) To maintain, repair, replace and operate the properties for which the Association is responsible;

(6) To enforce by any legal means, the provisions of the Declaration, the Bylaws and the rules and regulations for the use of the Association Property;

(7) To delegate to such manager or managers all powers and duties of the Association except those powers and duties which are specifically required to have approval of the Association's Executive Board or the membership of the Association; and

(8) To have all of the common law and statutory powers of a non-profit corporation and also those powers as set out in the Declaration and all powers reasonably necessary to implement the purposes of the Association.

ARTICLE IV MEMBERSHIP

A. The Association shall have members which shall be limited solely to the owners of units in MILLBROOK WEST OFFICE CONDOMINIUM. Membership shall be automatically established by acquisition of fee title to a Condominium unit whether by conveyance, devise, descent, or judicial decree. A new owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior owner as to a designated Condominium unit shall be terminated. Each new owner shall deliver to the Association a true copy of such deed or instrument of acquisition of title.

B. Neither one's membership in the Corporation nor a member's share in the funds and assets of the Association may be assigned, hypothecated or transferred in any manner except as an appurtenance to MILLBROOK WEST OFFICE CONDOMINIUM.

ARTICLE V EXECUTIVE BOARD

A. The number of members of the Executive Board and the method of election of same shall be fixed by the Bylaws; however, the number of Board members shall not be less than three. The first election by the members of the Association for members of the Executive Board shall not be held until after the Declarant (i.e. MARLOWE & MOYE, LLC its successors or assigns) has

relinquished control of the Association as set out in the Declaration. Thereafter, the election of members to the Executive Board shall take place at the annual meeting of the membership as provided in the Bylaws. After the Declarant has relinquished control, there shall be a special meeting of the membership for the purpose of electing a new Executive Board to serve until the next annual meeting and until new members of the Executive Board are elected and qualified.

B. To the fullest extent permitted by the North Carolina Non-Profit Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a member of the Executive Board shall be personally liable for monetary damages for breach of any duty as a director. No amendment or repeal of this Article, nor the adoption of any other amendment to these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

ARTICLE VI INITIAL EXECUTIVE BOARD

The number of members constituting the initial Executive Board shall be three and the names and addresses of the persons who are to serve as the first Executive Board are as follows:

NAME	ADDRESS
Howard D. Moye, III	314 W. Millbrook Road Suite 013 Raleigh, NC 27609
Stewart Marlowe	314 W. Millbrook Road Suite 013 Raleigh, NC 27609
Jill Marlowe	314 W. Millbrook Road Suite 013 Raleigh, NC 27609

ARTICLE VII TAX STATUS

The Corporation shall have all the powers granted non-profit corporations under the laws of the State of North Carolina. Notwithstanding any other provision of these Articles, this Corporation hereby elects tax-exempt status under Section 528 of the Internal Revenue Code of 1986. This Corporation shall not carry on any activities prohibited by a Corporation electing tax-exempt status under Section 528, or any corresponding sections or provisions of any future United States Internal Revenue law. It is further provided that no distributions of income of the Corporation are to be made to members, directors or officers of the corporation; provided, however, that members of the Corporation may receive a rebate of any excess dues and assessments previously paid.

**ARTICLE VIII
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the corporation, the assets thereof shall, after all liabilities and obligations of the corporation have been paid, or adequate provision made therefor, be dedicated to an appropriate public agency to be used for purposes similar to those for which the corporation was created or, in the event that such dedication is refused acceptance, distributed to any association or associations organized for purposes similar to those set for in Article III above, all in accordance with any further provisions of the Bylaws of the corporation.

**ARTICLE IX
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the corporation in the State of North Carolina is 314 W. Millbrook Road, Suite 013, Raleigh, Wake County, North Carolina 27609 and the name of the initial registered agent at such address is Howard D. Moye, III.

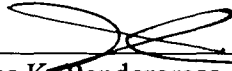
**ARTICLE X
PRINCIPAL OFFICE**

The address of the principal office of the Association is 314 W. Millbrook Road, Suite 013, Raleigh, Wake County, North Carolina 27609 and the mailing address of the principal office of the Association is P. O. Box 20667, Raleigh, Wake County, North Carolina 27619.

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is James K. Pendergrass, Jr., 4101 Lake Boone Trail, Suite 202, Raleigh, Wake County, North Carolina 27607.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 7th day of October, 2003.



James K. Pendergrass, Jr.
Incorporator

NORTH CAROLINA
WAKE COUNTY

I, Patricia C. Benson, the undersigned Notary Public, do hereby certify that James K. Pendergrass, Jr., personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal this the 7th day of October, 2003.

Patricia C. Benson
Notary Public

My commission expires: 8-1-2004

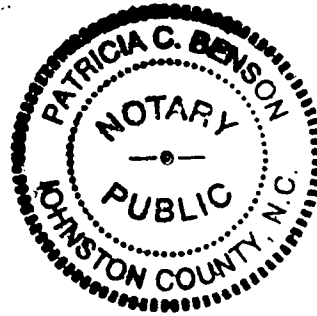


EXHIBIT "A"

BEING all of New Lot 1 as shown on that Recombination Plat of Marlowe & Moye, LLC dated November 4, 2002 and recorded in Book of Maps 2002, Page 02055 of the Wake County Registry.