

**ARTICLES OF INCORPORATION
OF
WATERS EDGE OF ARCHDALE HOA, INC.**

In compliance with the requirements of Chapter 55A of the North Carolina General Statutes, the undersigned, natural person of full age, has this day executed these Articles of Incorporation for the purpose of forming a non-profit corporation and hereby certifies:

ARTICLE I.

The name of the corporation is Waters Edge of Archdale HOA, Inc., hereinafter called "the Corporation".

ARTICLE II.

The period of duration of the Corporation shall be perpetual.

ARTICLE III.

The registered and principal office of the Corporation is located at 221 Jonestown Road,, Winston Salem, Forsyth County, North Carolina 27104.

ARTICLE IV.

Grover Shugart, Jr., whose address is 221 Jonestown Road, Winston Salem, Forsyth County, North Carolina 27104, is the initial registered agent of the Corporation.

ARTICLE V.

The Corporation does not contemplate pecuniary gain or profit to the members thereof and no part of the Corporation's net income shall inure directly to the benefit of any of its officers, directors or members or any other private individual. The purposes and objects of the Corporation shall be to own and administer the operation and management of the common property, architectural control of Lots, tracts and Common Property and affairs of the Corporation as more particularly set forth in the Declaration of Covenants,

Conditions, Reservations and Restrictions for Waters Edge, herein "the Declaration" and the Corporation's by-laws from member assessments provided for therein and in any Phase or Second Tier Declaration. To exercise all of the powers and privileges and to perform all of the duties and obligation of the Association as set forth in the Declaration. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Laws of the State of North Carolina by law may now or hereafter have or exercise.

ARTICLE VI.

The Corporation shall have the right to merge or consolidate with other planned communities and may be terminated in accordance with Chapter 47F of the General Statutes of North Carolina. The Corporation may be dissolved with the assent given in writing and signed by Members having not less than eighty per cent (80%) of the total voting power of the Corporation. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the residual assets of the Corporation shall be dedicated to purposes for which this Corporation was created. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted such similar purposes or handled as by law provided.

Annexation of additional properties, mergers and consolidations, mortgaging of common area, dissolution and amendment of these Articles, requires approval of HUD/VA, provided there is a loan or loans guaranteed or insured by FHA or VA obtained and existing with which a Lot was purchased as long as there is Declarant control of the Association

ARTICLE VII.

The Corporation shall have Members which may be divided into such classes as are provided for in the Declaration and the owner(s) of each lot, parcel or living unit shall automatically be Members of the Corporation, acquire the voting power as stated in the Declaration and/or in any Second Tier or Phase Declaration or amendments thereto and membership may not separated from ownership.

ARTICLE VIII.

The directors of the Corporation shall be appointed and elected in the manner and for the terms provided in the Declaration and bylaws.

ARTICLE IX.

The number of the initial Board of Directors of the Corporation shall be three (3) and thereafter shall be as set forth in the by-laws. The names and addresses of the initial Board of Directors are as follows:

Grover Shugart, Jr.	221 Jonestown Road Winston Salem, NC 27104
Brian D. Shugart	221 Jonestown Road Winston Salem, NC 27104
Kenneth J. Capron	221 Jonestown Road Winston Salem, NC 27104

ARTICLE X.

The initial bylaws shall be adopted by its Board of Directors. Thereafter the bylaws may be altered, amended or repealed upon a majority vote of the members present and entitled to vote at a meeting at which a quorum is present unless the Declaration or bylaws provide otherwise.

ARTICLE XI.

These Articles of Incorporation may be amended upon receiving at least two-thirds(2/3rds) of the vote entitled to be cast by members unless the Declaration provides otherwise. Any right reserved to the Declarant in the Declaration may not be amended or removed without the written consent of the Declarant its successors or specific assigns.

ARTICLE XII.

Every director and every officer of the Corporation shall be indemnified by the Corporation 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 of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such case wherein the director or office is adjudged to have acted in bad faith or to have been liable or guilty by reason 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 herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled under the laws of the State of North Carolina.

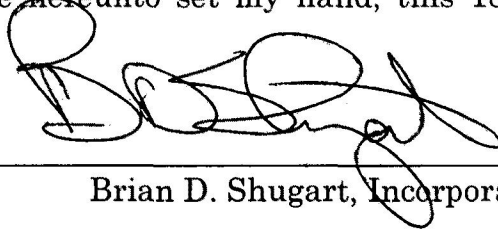
ARTICLE XIII.

To the fullest extent permitted by applicable law, as it now exists or may hereafter be amended, no director of the Corporation shall have any personal liability arising out of any action, whether by or in the right of the Corporation or otherwise, for monetary damages for breach of his or her duty as a director. This Article shall not impair any right to receive indemnity or insurance from the Corporation or any third party, which any director may now or hereafter have. Any repeal or modification of this Article shall not impair or otherwise adversely affect any limitation on, or elimination of, the personal liability of a director affected hereby with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE IX:

The incorporator is Brian D. Shugart, whose address is 221 Jonestown Road, Winston Salem, Forsyth County, North Carolina, 27104.

IN WITNESS WHEREOF, I have hereunto set my hand, this 18th day of June, 2007.



Brian D. Shugart, Incorporator