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BOOK 2938 PAGE 205

201644 ARTICLES OF INCORPORATION

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OF

STATE OF NORTH CAROLINA SUNSCAPE HOMEOWNERS ASSOCIATION, INC.

We, the undersigned natural persons of the age of twenty-one (21) years or more, do hereby associate ourselves into a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act", and the several amendments thereto, do hereby make, sign, and acknowledge these Articles of Incorporation, and to that end do hereby set forth:

ARTICLE I

The name of the corporation is Sunscape Homeowners Association, Inc., hereafter called the "Association".

ARTICLE II

The principal and registered office of the Association is located at 8365 Creedmoor Highway, Raleigh, Wake County, North Carolina.

ARTICLE III

Holland C. Gaines, whose address is 8365 Creedmoor Highway, Raleigh, Wake County, North Carolina, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE 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 to provide for maintenance, preservation and architectural control of the residence lots and Common Area within Phase 1A (see map attached hereto and made a part hereof) of that certain tract of property described on Schedule A attached hereto and made a part hereof, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Wake County Register of Deeds and as the same may be

amended from time to time as therein provided, said 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; to pay all expenses in connection therewith and 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 the property of this Association;

(c) 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;

(d) borrow money, and with the assent of two-thirds (2/3) of the votes of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) 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 to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the votes of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the votes of each class of members; provided, however, that notwithstanding the foregoing if within seven years of the date of incorporation of this Association, the Declarant, its successors or assigns, should develop any additional portion(s) of the tract of land deeded to Declarant by deed recorded in Book 2947, Page 63, Wake County Registry, said additional portion(s) may be annexed to said properties herein described without the assent required above so long as said additional portion(s) are contiguous to the properties described herein, and the additional lands shall be deemed annexed to the properties

on the date of recordation of the Declaration of Annexation, and no action or consent on the part of the Association or any other person or entity shall be necessary to accomplish said annexation.;

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

ARTICLE V

MEMBERSHIP

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

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in Class A membership equal the total votes outstanding in Class B membership, but provided that the Class B membership shall be reinstated if thereafter and before the time stated in Sub-paragraph (b) below, such additional lands as described by Deed recorded in Book 2947, Page 63, Wake County Registry, are annexed to the Properties without the assent of Class A members as provided hereinabove.

(b) on December 31, 1985.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Holland C. Gaines	8365 Creedmoor Road, Raleigh, NC
Linda S. Gaines	8365 Creedmoor Road, Raleigh, NC
S. Alan Gaines	8365 Creedmoor Road, Raleigh, NC
Sharon A. Gaines	8365 Creedmoor Road, Raleigh, NC
Samuel A. Fouse	8365 Creedmoor Road, Raleigh, NC
Debbie McPeake	8365 Creedmoor Road, Raleigh, NC
Ramona Maryman	8365 Creedmoor Road, Raleigh, NC
Dean M. Schluchter	5100 North Hills Drive, Raleigh, NC
Betty S. Schluchter	5100 North Hills Drive, Raleigh, NC

At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years, and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the votes of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that 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 to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of the votes of the entire membership.

ARTICLE XI

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XII

INCORPORATORS

<u>Name</u>	<u>Address</u>
Holland C. Gaines	8365 Creedmoor Highway Raleigh, North Carolina
S. Alan Gaines	8365 Creedmoor Highway Raleigh, North Carolina
Dean H. Schluchter	5100 North Hills Drive Raleigh, North Carolina

II: WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of North Carolina, we the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 9th day of December, 1981.

Holland C. Gaines
Holland C. Gaines

S. Alan Gaines
S. Alan Gaines

Dean H. Schluchter
Dean H. Schluchter

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STATE OF NORTH CAROLINA
COUNTY OF WAKE

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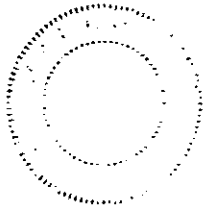
THIS IS TO CERTIFY that on the 11th day of November, 1981, before me, a Notary Public, personally appeared Holland C. Gaines, S. Alan Gaines, and Dean M. Schluchter, who I am satisfied are the persons named in and who executed the foregoing Articles of Incorporation, and I having first made known to them the contents thereof, they did acknowledge that they signed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this the 11th day of November, 1981.

Nancy S. Cashell
Notary Public

My Commission Expires:

3.22.83



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