

**ARTICLES OF INCORPORATION  
OF  
BRAYDEN HOA, INC.**

Pursuant to § 55A-2-02 of the North Carolina General Statutes, the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a “Nonprofit Association.”

**ARTICLE ONE**

The name of the non-profit corporation is Brayden HOA, Inc. (the “Association”).

**ARTICLE TWO**

The street address and county of the Association’s initial registered office is 221 Jonestown Road, Winston-Salem, Forsyth County, North Carolina 27104.

**ARTICLE THREE**

The mailing address of the Association’s registered office is 110 Oakwood Drive, Suite 300, Winston-Salem, Forsyth County, North Carolina 27103, and the name of the Association’s initial registered agent at the foregoing address is Philip Searcy.

**ARTICLE FOUR**

The name and address of each incorporator is as follows:

Philip Searcy  
110 Oakwood Drive, Suite 300  
Winston-Salem, North Carolina 27103

**ARTICLE FIVE**

The Association shall have members with such designations, rights, powers, and privileges as provided in the Bylaws of the Association.

## ARTICLE SIX

The purpose for which the Association is organized is (a) to own, purchase, manage, maintain, repair and replace any or all of the real or personal property of any type used as part of or in connection with the common elements of Brayden; (b) to establish an orderly, equitable, and efficient system of billing to pay for the expenses incurred in the furtherance of the aforesaid purposes; (c) to promulgate such rules and regulations and perform such deeds and acts as are deemed necessary to achieve the aforesaid objectives and to promote the health, safety, and welfare of the members of the Association; and (d) to engage in the transaction of any lawful activity not otherwise restricted by North Carolina law, these Articles, or the Association's bylaws.

## ARTICLE SEVEN

The street address and county of the Association's principal office is 221 Jonestown Road, Winston-Salem, Forsyth County, North Carolina 27104. The mailing address is the same as the street address. The phone number of the principal office is (336) 231-6746. The business email address is Privacy Redaction

## ARTICLE EIGHT

No part of the net earnings of the Association shall inure to the benefit of or be distributable to, its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in these Articles. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a nonprofit corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (b) by a nonprofit corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

## ARTICLE NINE

Upon dissolution of the Association, the Executive Board, after paying or making provision for the payment of all of the liabilities and obligations of the Association, shall donate, transfer, deliver, and convey all of its monies, properties, and other assets, in accordance with N.C. Gen. Stat. § 55A-14-02, as follows:

1. Assets held by the Association upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

2. Other assets, if any, of the corporation shall, subject to these Articles and the Bylaws, be distributed as provided in the plan of dissolution, which plan of dissolution shall be formulated in conformance with N.C. Gen. Stat. § 55A-14-03.

## ARTICLE TEN

Any person who at any time serves or has served as a member of the executive board, officer, employee, or agent of the Association, or in such capacity at the request of the Association for any other foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, shall have a right to be indemnified by the Association to the fullest extent from time to time permitted by law in the event he is made, or is threatened to be made, a party to any threatened, pending, or completed civil, criminal, administrative, investigative, or arbitrative action, suit or proceeding and any appeal therein (and any inquiry or investigation that could lead to such action, suit or proceeding), whether or not brought by or on behalf of the Association, seeking to hold him liable by reason of the fact that he is or was acting in such capacity; provided, however, that the Association shall not indemnify or agree to indemnify a person against liability or expenses the person may incur on account of his activities which were at the time taken, known, or believed by the person to be clearly in conflict with the best interests of the association or if the person received an improper personal benefit.

The rights granted hereunder to any person serving as a member of the executive board, officer, employee, or agent for or on behalf of the Association shall, to the fullest extent from time to time permitted by law, cover (a) reasonable expenses, including without limitation, all attorney's fees actually and necessarily incurred by him in connection with such action, suit or proceeding; (b) all reasonable payments made by him in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which he may have been liable in such action, suit or proceeding; and (c) all reasonable expenses incurred enforcing the indemnification rights provided herein. The Executive Board of the Association shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by this provision, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. Any person who at any time serves or has as a member of the executive board, officer, employee or agent for or on behalf of the Association shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the rights provided for herein. Any repeal or modification of these indemnification provisions shall not affect any rights or obligations existing at the time of such repeal or modification. The rights provided for herein shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from this provision. The rights granted herein shall be limited by the provisions contained in § 55A-8-51 of the North Carolina General Statutes or any successor to such statute.

[Signatures of Following Page]

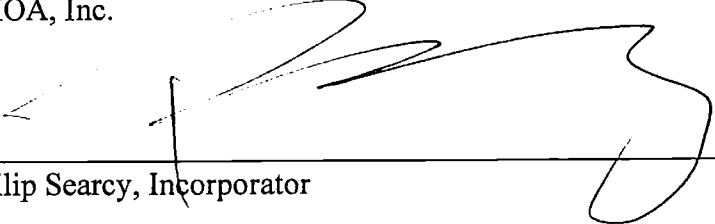
**ARTICLE ELEVEN**

These Articles will be effective upon filing.

In witness whereof, the undersigned incorporator has signed these Articles on the 14 day of June, 2021.

Brayden HOA, Inc.

By:

  
Philip Searcy, Incorporator