NORTH CAROLINA
Department of the Secretary of State

To all whom these presents shall come, Greetings:

I, Elaine F. Marshall, 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

STILLWATER OWNERS ASSOCIATION, INC.

the original of which was filed in this office on the 22nd day of February, 2016.

Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 22nd day of February, 2016.

Elaine F. Marshall

Secretary of State

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Elaine F. Marshall
North Carolina Secretary of State
C2016 047 01302

ARTICLES OF INCORPORATION
OF
STILLWATER OWNERS ASSOCIATION, INC.

The undersigned natural person of the age of eighteen (18) years or more does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under, and by virtue of, 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, and to that end does hereby set forth:

ARTICLE I

NAME

The name of the corporation shall be Stillwater Owners Association, Inc.

ARTICLE II

NONPROFIT QUALIFICATIONS AND APPLICABILITY OF NORTH CAROLINA PLANNED COMMUNITY ACT

This corporation does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes. It is intended that this corporation (i) qualify as an exempt organization under the provisions of Chapter 55A of the North Carolina General Statutes (the "Non-Profit Corporation Act"), (ii) qualify as a homeowners' association under the provisions of Section 528 of the Internal Revenue Code, and (iii) be bound by and comply with the terms and provisions of Chapter 47F of the North Carolina General Statutes (the "PCA"). No part of the net earnings of this corporation shall inure to the benefit of any private member or individual.

ARTICLE III

PURPOSE AND POWERS

This corporation is a not for profit corporation organized under the Non-Profit Corporation Act. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Non-Profit Corporation Act, subject to the terms and limitations of the PCA. Its specific and primary purposes are to provide for the enforcement of the declaration of covenants, conditions and restrictions relating to, and the care, maintenance, preservation and architectural control of, certain real property in or about the planned development to be known as Stillwater which will be located in Wake County, North Carolina (the "Development"), and to promote the health, safety and welfare of persons residing in said Development. In furtherance of these purposes, but subject to the PCA, any restrictions in the declaration of covenants, conditions and restrictions (the "Declaration") to be recorded upon the real property comprising the Development and in the duly adopted bylaws of this

corporation, this corporation shall have all powers granted and permitted pursuant to the terms of the Non-Profit Corporation Act, including the following:

(a) to exercise all of the powers and privileges and to perform all of the duties and obligations of this corporation as set forth in the aforesaid Declaration;

(b) to manage, maintain, operate, care for and administer the Development, including but not limited to the Common Area, as said term is defined in the Declaration, as more particularly set forth in the Declaration;

(c) to enforce the covenants, restrictions, easements, charges, fines and liens as provided in the Declaration and to fix, levy, assess, collect, enforce and disburse the fines, charges and assessments created under the Declaration, all in the manner set forth in and subject to the provisions of the Declaration;

(d) to do any and all other things and acts that the corporation from time to time, in its discretion, may deem to be for the benefit of the Development and the owners and inhabitants thereof or advisable, proper or convenient for the promotion of the peace, health, comfort, safety and general welfare of the owners and inhabitants of the Development;

(e) to enforce the provisions of the Declaration, these articles of incorporation, the bylaws of the corporation which may be hereafter adopted, and the rules and regulations governing the use of the Common Area and the Development as the same may be hereafter established;

(f) to pay all expenses of the business of this corporation, including all license and permit fees, taxes and other governmental charges levied or imposed against this corporation or the property of this corporation;

(g) to 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 this corporation;

(h) to borrow money, and mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(i) compromise, settle, release and otherwise adjust claims, demands, causes of actions and liabilities in favor of the corporation and the owners, or on behalf of the corporation and owners, as the case may be, provided any such claim, demand, causes of action or liability arises out of or relates to a condition or defect common to all or a majority of the lots or improvements constructed thereon, or to the development, design, construction, condition, repair or maintenance of or damage or injury to or defect in the Common Area of the Development or part thereof, and to make an receive all payment or other consideration necessary therefor or in connection therewith;

(j) to have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act and the PCA by law may now or hereafter have or exercise.

ARTICLE IV

INITIAL AGENT/REGISTERED AND PRINCIPAL OFFICE

The name of the corporation's initial agent for service of process is David Goracke, and the address of the registered and principal office of the corporation is 3737 Glenwood Avenue, Suite 100, Raleigh, Wake County, North Carolina 27612.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the corporation shall be managed by an initial board of three (3) directors. Each director shall hold office until his death, resignation, retirement, removal, disqualification, or his successor is appointed or elected and qualifies as provided in the Declaration and bylaws.

The names and addresses of the persons who are to act in the capacity of the initial directors until the selection of their successors are:

NAME	ADDRESS
1. **David Goracke**	3737 Glenwood Avenue, Suite 100 Raleigh, NC 27612
2. **James Harvey**	8875 Hidden River Parkway, Suite 150 Tampa, FL 33637
3. **Troy Simpson**	8875 Hidden River Parkway, Suite 150 Tampa, FL 33637

ARTICLE VI

MEMBERS, VOTING RIGHTS AND ASSESSMENTS

This is a non-stock corporation. The authorized number and qualifications of members of this corporation, the different classes of membership, if any, the property, voting rights and privileges of members, the liability of members for assessments, and the method of collection thereof shall be as set forth in the Declaration and in bylaws to be adopted by the directors of this corporation. Every person who is a record owner of any lot is entitled to membership and voting rights in the corporation, as more particularly set forth in the bylaws and Declaration. Membership is appurtenant to, and may not be separated from, ownership of a lot.

ARTICLE VII

BYLAWS

The original bylaws of the association shall be adopted by a majority vote of the initial board of directors of the corporation present at a meeting of the directors or by written consent in lieu thereof, and at which a majority of the directors are present, and thereafter, such bylaws may be altered and rescinded only in such manner as said bylaws provide.

ARTICLE VIII

DURATION

The term of existence of this corporation shall be perpetual.

ARTICLE IX

DISSOLUTION AND AMENDMENT

This corporation may be dissolved only in strict compliance with the provisions of the PCA and in accordance with Article 13, Section 2 of the bylaws of the corporation. Any amendment of these articles shall require the unanimous approval of the board of directors and the vote or written consent of sixty-seven percent (67%) of the voting power of this corporation. Upon dissolution of this corporation, other than incident to a merger of consolidation, at the election of the board of directors, (i) all of the residual assets of the corporation shall be distributed to the members of the corporation in proportion to the assessments collected from the members, or (ii) the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In connection with subsection (ii) above, 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 such similar purposes. Notwithstanding the foregoing, upon dissolution or insolvency of the corporation or upon loss of ownership of the Common Area (once such ownership has been acquired) by the corporation for any reason whatsoever (except for exchange or dedication or conveyance of any part or all of the Common Area as allowed by the Declaration or by reason of merger and/or consolidation with any other association as allowed by the Declaration), any portion of the Common Area not under the jurisdiction and being maintained by the corporation, shall be offered to the Town of Apex or to some other appropriate governmental entity or public agency (as determined by the Board) to be dedicated for public use for purposes similar to those to which the Common Area and such assets were required to be devoted by the corporation in accordance with Article 13, Section 2 of the bylaws of the corporation.

ARTICLE X

PERSONAL LIABILITY; INDEMNIFICATION; INSURANCE

To the fullest extent permitted by applicable law, no director or officer 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 any duty as a director or as an officer. Any repeal or modification of this Article X shall be prospective only and shall not adversely affect any limitation hereunder on the personal liability of a director or an officer with respect to acts or omissions occurring prior to such repeal or modification. This Article X shall not impair any right to indemnity from the corporation that any director or officer may now or hereafter have, and, to the fullest extent permitted by the Non-Profit Corporation Act, (i) the corporation shall indemnify and hold harmless the directors and officers of the corporation who may be made a party to a proceeding because the individual is or was a director or officer of the corporation; and (ii) the corporation shall purchase and maintain directors' and officers' insurance on behalf of any person who is a director or officer of the corporation against any liability asserted against him and incurred by him in such capacity, or arising out of his status as such. The provisions of Sections 55A-8-50 through 55A-8-58 of the Non-Profit Corporation Act are hereby incorporated by reference and such provisions shall be deemed amended to conform with any subsequent amendments to Sections 55A-8-50 through 55A-8-58 of the Non-Profit Corporation Act.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is Michael F. King, Esq., 4350 Lassiter at North Hills Avenue, Suite 300, Post Office Box 17047, Raleigh, Wake County, North Carolina 27619-7047.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 16th day of February, 2016.

Michael F. King [SEAL]

Michael F. King, Esq.

EXHIBIT B

BYLAWS