



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

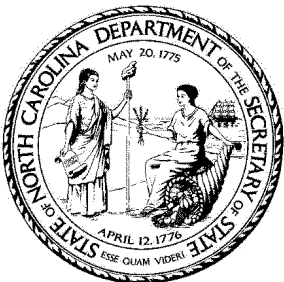
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

HIDDEN OAKS ASSOCIATION

the original of which was filed in this office on the 12th day of April, 1993.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 18th day of February, 2010.

Elaine F. Marshall

Secretary of State

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9:00 AM

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**ARTICLES OF INCORPORATION
OF
HIDDEN OAKS ASSOCIATION**

**RUFUS L EDMISTEN
SECRETARY OF STATE
NORTH CAROLINA**

In compliance with the requirements of Chapter 55 of the North Carolina General Statutes, the undersigned, a 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
NAME**

The name of the corporation is Hidden Oaks Association, hereinafter called the "Association."

**ARTICLE II
REGISTERED ADDRESS**

The principal and registered office of the Association is located at 5439 Liberty Road, Greensboro, Guilford County, NC 27406.

**ARTICLE III
REGISTERED OFFICE**

Roy E. Carroll, II, whose address is 5439 Liberty Road, Greensboro, Guilford County, NC 27406, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the members thereof and no part of the Association's net income shall inure to the benefit of any of its officers, directors, or members or any other private individual. The purposes and objects of the Association shall be to provide for administration, maintenance, preservation and architectural control of the Lots and Common Area within that certain tract of property described as follows:

SEE EXHIBIT "A" ATTACHED HERETO.

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, and 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 Register of Deeds of Guilford County, North Carolina, 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 of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all 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 the Association;

(c) maintain the completed permanent wet detention pond or ponds contained within the property described on Exhibit "A," as directed by the appropriate governmental office or offices having jurisdiction for watershed protection;

(d) 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;

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

(f) 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 Board of Directors. No such dedication, sell or transfer shall be effective unless agreed to in an instrument signed by the members entitled to cast at least two-thirds (2/3) of all the votes of each class;

(g) participate in mergers and consolidations with other non-profit corporations organized for the same purposes provided that any such merger or consolidation shall have the assent of the members entitled to cast at least two-thirds (2/3) of all the votes of each class;

(h) 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 hereinafter have or exercise.

**ARTICLE V
MEMBERSHIP**

Every person or entity who or which 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 voting 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. Such 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 other than the Declarant. Class A Members shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote or votes 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 shall be the Declarant and shall be entitled to three (3) votes for each lot it owns shown on the Preliminary Site Plan for "Hidden Oaks" approved by the Guilford County Technical Review Committee as that Plan is from time to time amended and approved. 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 the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on December 31, 1997.

**ARTICLE VII
BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors, who need not be members of the Association. The number of members of the first Board of Directors shall be three (3). The number of directors on subsequent Boards shall be as set forth in 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>
ROY E. CARROLL, SR.	5439 LIBERTY ROAD GREENSBORO, NC 27406
ROY E. CARROLL, II	5439 LIBERTY ROAD GREENSBORO, NC 27406
ANTHONY C. McLAUGHLIN	218 N. EUGENE STREET GREENSBORO, NC 27401

At the first annual meeting the Members shall select two (2) directors for a term of two (2) years and one (1) director for a term of one (1) year; and at each annual meeting thereafter the Members shall elect directors for a term of two (2) years.

ARTICLE VIII DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the members entitled to cast not less than two-thirds (2/3) of all the votes of each class. Upon dissolution of the Association, other than incident to 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

Provided, however, that title to those portions of the common area representing any permanent wet detention pond or ponds shall vest, in the event of dissolution, pro-rata, in all record owners of the property described in Exhibit "A," and thereafter all maintenance required by the terms of these Articles of Incorporation, or by the Declaration of Covenants, Conditions and Restrictions shall become the responsibility of such owners of records, and their successors and assigns, who shall be jointly and severally responsible for any and all costs attendant thereto.

ARTICLE IX DURATION

The corporation shall exist perpetually.

ARTICLE X AMENDMENTS

Amendment of these Articles shall require the assent of the members entitled to cast at least seventy-five percent (75%) of

all the votes of each class.

**ARTICLE XI
VETERANS ADMINISTRATION 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, provided that FHA or VA insured loans have been obtained to purchase Lots: annexation of additional properties; mergers and consolidations; mortgaging of Common Area; dissolution of the Association; and amendment of these Articles of Incorporation.

**ARTICLE XII
INCORPORATOR**

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
ROY E. CARROLL, II	5439 LIBERTY ROAD GREENSBORO, NC 27406

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 23rd day of March, 1993.

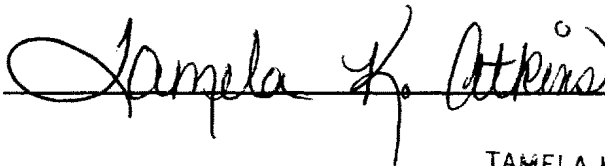

 _____ (SEAL)
 ROY E. CARROLL, II

STATE OF NORTH CAROLINA

COUNTY OF GUILFORD

I, the undersigned, a Notary Public for said County and State, do hereby certify that ROY E. CARROLL, II appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal, this the 23rd day of March, 1993.



My Commission Expires:

4-16-93

TAMELA K. ATKINS
NOTARY PUBLIC
GUILFORD COUNTY, NC

EXHIBIT "A"

BEGINNING at an existing iron pin in the western margin of the right of way for Old Oak Ridge Road (SR 2137), said point of beginning being the southeast corner of the property conveyed to R. E. Carroll Construction, Inc., by Deed from Mary Dettor Lowdermilk, as recorded in Book 4039, Page 1574, Guilford County Registry, a corner with Lot 2 of the Property of John L. Haithcock as recorded in Plat Book 56, Page 29, Guilford County Registry, and proceeding thence South 88 deg. 45 min. West 1372.80 feet to an existing iron pin in the line of Sidney E. Gibbs, a corner with Douglas P. Dettor; thence, along the eastern line of Dettor, the following courses and distances: North 17 deg. 39 min. 23 sec. East 708.89 feet to an existing iron pin; North 05 deg. 38 min. 27 sec, West 425.39 feet to an existing iron pin; and North 67 deg. 16 min. 10 sec. West 211.20 feet to an existing iron pin in the eastern margin of the right of way for Pleasant Ridge Road (SR 2133); thence, along the eastern margin of the right of way for Pleasant Ridge Road, the following courses and distances: North 24 deg. 29 min. 30 sec. East 87.39 feet to a point; North 16 deg. 32 min. 42 sec. East 127.56 feet to a point; North 08 deg. 55 min. 30 sec. East 126.28 feet to a point; and North 05 deg. 26 min. 40 sec. East 33.24 feet to an existing iron pin; thence, leaving Pleasant Ridge Road, North 79 deg. 51 min. 11 sec. East 138.66 feet to an existing iron pin in the western margin of the right of way for Old Oak Ridge Road; thence, along the western margin of the right of way for Old Oak Ridge Road, the following courses and distances: South 44 deg. 07 min. 30 sec. East 535.35 feet to a point; South 40 deg. 30 min. 35 sec. east 146.24 feet to a point; South 36 deg. 35 min. 25 sec. East 144.78 feet to a point; South 33 deg. 42 min. 57 sec. East 326.59 feet to an existing iron pin; and South 33 deg. 15 min. 13 sec. East 778.67 feet to the point and place of beginning, containing 26.071 acres according to a survey prepared by Mitcham & Associates, P. A. dated 9-24-92, entitled "Survey for R. E. Carroll Construction, Inc.," and bearing job number 922978.