

State of North Carolina



Department of the Secretary of State

To all to whom these presents shall come, Greeting:

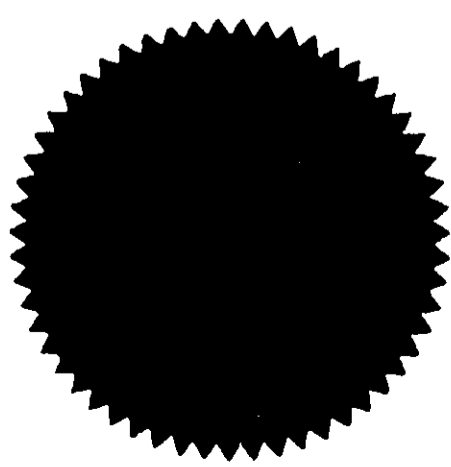
I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (10 sheets) to be a true copy of

ARTICLES OF INCORPORATION			05/05/87
OF	1 CORPORATIONS	250332	4.00
	10 CORPORATIONS ADDN PAGE(S)		15.00
BROOKGLEN HOMEOWNERS ASSOCIATION			

and the probates thereon, the original of which was filed in this office on the 1st day of May 1987, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 1st day of May in the year of our Lord 1987.



250332

RECORDED
KAY F. PAYSEAU
REGISTER OF DEEDS
GUILFORD COUNTY, NC

MAY 5 10 39 AM '87

Thad Eure
Secretary of State
By *[Signature]*
Deputy Secretary of State
BR 3584 PG 0593

ARTICLES OF INCORPORATION

OF

BROOKGLEN HOMEOWNERS ASSOCIATION

DOCUMENT # 104525
DATE RECORDED 10/13/86
TIME 3:54
STATE
SECRETARY OF STATE

In compliance with the requirements of Chapter 55-A of the North Carolina General Statutes, the undersigned, a 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 Brookglen Homeowners Association, hereinafter called the "Association."

ARTICLE II

The principal and registered office of the Association is located at the offices of Brown Investment Properties, Inc. at 440 West Market Street, Greensboro, Guilford County, North Carolina.

ARTICLE III

Michael A. Fowler, whose address is 440 West Market Street, Greensboro, Guilford County, North Carolina, 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 (with such maintenance, preservation and architectural control affecting some but not all of the Lots as will be specified in the By-Laws and Declaration of Covenants, Conditions and Restrictions) and Common Area within that certain tract of property described as follows:

ALL that certain parcel of land shown on Exhibit A attached hereto and incorporated herein by reference together with any real property which may be added as referred to in subparagraph (g) hereinafter;

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

(f) 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 two-thirds (2/3) of each class of members;

(g) annex additional residential property and Common Area pursuant to the provisions of Article XI, Section 4, of the Declaration; and as long as there is a Class C or Class D membership (as defined in the Declaration), and if there is a deed of trust on any Lot insured by the Federal Housing Administration or the Veterans Administration, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties,

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mergers and consolidations, mortgaging of common area, dedication of common area, dissolution and amendment of these articles;

(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 hereafter 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, the Brookglen Village Executive Committee or the Brooks Executive Committee (each as defined in the Declaration) 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 four classes of voting membership:

Class A. Class A Members shall be all Owners other than the Declarant who own lots within Tract I of Exhibit A attached hereto. Class A Members 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 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. Class B Members shall be all Owners other than Declarant who own Lots within Tract II of Exhibit A attached hereto.

Class C. The Class C Member shall be the Declarant with regard to Lots owned by it within Tract I of Exhibit A attached hereto and such class member shall be entitled to three (3) votes for each such Lot owned. The Class C 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 C membership;
or

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(b) on January 1, 1997.

Class D. The Class D Member shall be the Declarant with regard to Lots owned by it within Tract II of Exhibit A attached hereto and such class member shall be entitled to three (3) votes for each such Lot owned. The Class D 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 B membership equal the total votes outstanding in the Class D membership; or

(b) on January 1, 1997.

ARTICLE VII

BOARD OF DIRECTORS AND EXECUTIVE COMMITTEES

The affairs of the Association shall be managed by a Board of five (5) Directors who must be Members of the Association, (except for the Directors chosen by the Declarant), and the Brooks Executive Committee and the Brookglen Village Executive Committee. The number of Directors may be changed by amendment of the Bylaws 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>
Chester H. Brown, Jr.	440 West Market Street Greensboro, North Carolina
Terry M. Ball	440 West Market Street Greensboro, North Carolina
Michael A. Fowler	440 West Market Street Greensboro, North Carolina
James Collins	440 West Market Street Greensboro, North Carolina
Barbara Beck	440 West Market Street Greensboro, North Carolina

A majority vote of Class A Members (present in person or represented by proxy) at a properly called meeting for such purpose commenced with a quorum present shall elect two (2) of the Directors; a majority vote of Class B Members (present in person or represented by proxy) at a properly called meeting for such purpose commenced with a quorum present shall elect two (2) of the Directors and a majority vote of the A and B Members (present in person or represented by proxy) at a properly called meeting for

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such purpose commenced with a quorum present shall elect the fifth (5th) Director. Notwithstanding the preceding, so long as there is a Class C or Class D Member, the Declarant shall have the right to choose one (1) of the two (2) Directors to be elected by the Class A Members, one of the two (2) Directors to be elected by the Class B Members and the fifth (5th) Director to be elected by all Members. The term for the Directors shall be two (2) years each with the terms to commence with the first annual meeting of the Association. In the event that a Director resigns or is replaced then any substitute Director to such vacancy shall serve the remainder of the term of the Director he replaces.

The Board of Directors shall exercise such powers as are contained in the Declaration and shall determine the assessment to be charged Members with regard to the Brookglen Village Swim and Lake Club Common Area, which assessments shall be uniform among all Members of the Association.

The Brooks Executive Committee shall be comprised of three (3) Members. Two (2) of the Members will be the Directors chosen by the Class A Membership. The third member shall be elected by a majority vote of the Class A Members (present in person or represented by proxy) at a properly called meeting for such purpose commenced with a quorum present. All assessments for the exterior maintenance of the townhouses and improvements of the Lots of the Class A Members as well as all assessments associated with the Brooks Common Areas shall be determined by the Brooks Executive Committee. All funds paid as a result of such assessments shall be segregated from other funds of the Association.

The Brookglen Village Executive Committee shall be comprised of three (3) members. Two of the members will be the Directors chosen by the Class B Membership. The third member shall be elected by a majority vote of the Class B Members (present in person or represented by proxy) at a properly called meeting for such purpose commenced with a quorum present. All assessments for the exterior maintenance of the townhouses and improvements of the Lots of the Class B Members as well as all assessments associated with the Brookglen Village Common Areas shall be determined by the Brookglen Village Executive Committee. All funds paid as a result of such assessments shall be segregated from other funds of the Association.

In addition, each such Executive Committee shall have the right and authority to provide for rules and regulations for the Brooks Common Area and the Brookglen Village Common Area respectively. Each such Executive Committee shall have the right to suspend the voting rights and right to use of the recreational facilities of the Association by an Owner for any period during which the assessment against his Lot remains unpaid; and, for a period not to exceed sixty (60) days for any infraction of its published rules and regulations. The right of the Association to make permanent and temporary assignments of parking spaces by the

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Class A Members on the Brooks Common Area shall be established by the Brooks Executive Committee.

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 each class of voting 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 non-profit 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 seventy-five percent (75%) of the entire membership.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
John T. Higgins, Jr.	Smith, Helms, Mulliss & Moore 500 NCNB Building 101 West Friendly Avenue Post Office Box 21927 Greensboro, North Carolina 27420

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 30th day of APRIL, 1987.

 (SEAL)

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NORTH CAROLINA

GUILFORD COUNTY

This is to certify that on this the 30th day of April, 1987, before me, the undersigned, a Notary Public of said county and state, personally appeared John J. Higgins, Jr. whom I am satisfied is the person named in and who executed the foregoing Articles of Incorporation of Brookglen Homeowners Association and I have first made known to him the contents thereof, and he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

In witness whereof, I have hereunto set my hand and seal this the 30th day of April, 1987.

Lynnda M. Clark
Notary Public

My Commission Expires:

10-9-88

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Doc. Id. 2410h
9/29/86

EXHIBIT "A"

THE BROOKS - 6.257 ACRES

TRACT I:

BEGINNING at a point located on the eastern margin of the sixty foot wide right-of-way for Fleming Road, said point being located on the southern boundary of Lot 1 of Garden Lake Estates, Section 2, a plat of which is recorded in Plat Book 27, Page 56 of the Guilford County Registry; thence running along the southern boundary of said subdivision South 86° 30' 40" East 641.07 feet to an iron pin; thence leaving the southern margin of said subdivision South 3° 20' West 136.50 feet to an iron pin; thence South 15° 15' East 165 feet to an iron pin; thence South 23° 57' 25" East 90.98 feet to an iron pin; thence South 11° 15' West 116.50 feet to an iron pin; thence South 0° 35' West 162 feet to an iron pin located on the northern margin of the sixty foot wide right-of-way for Pinehaven Drive; thence along the margin of said right-of-way South 70° 57' 41" West 42 feet to an iron pin; thence leaving the margin of said right-of-way running North 2° 9' 30" East 30.20 feet to an iron pin; thence South 87° 31' 45" West 199.86 feet to an iron pin; thence running along the eastern and northern boundaries of Carl E. Seager, which tract is described in Deed Book 3002, Page 510 of the Guilford County Registry, North 1° 36' 50" East 326.86 feet to an iron pin and South 88° 53' 39" West 192.01 feet to an iron pin located on the eastern boundary of the Clark C. Burritt tract; thence with the eastern and northern boundaries of the said Burritt tract North 0° 18' 30" West 95.73 feet to an iron pin and North 86° 45' 10" West 269.37 feet to an iron pin located on the eastern margin of the sixty foot wide right-of-way for Fleming Road; thence along the margin of said right-of-way as the same curves to the right a chord course and distance of North 0° 34' 51" East 251.94 feet (said arc having a radius of 1,835 feet) to the iron pin located at the point and place of BEGINNING, all according to that survey prepared by Sutton-Kennerly and Associates dated November 6, 1986 entitled "The Brooks" and containing a total of 6.257 acres.

BROOKGLEN VILLAGE - 16.648 ACRES

TRACT II:

BEGINNING at a point on the northern margin of the sixty foot wide right-of-way for Pinehaven Drive, said point being located on the northwestern boundary of the tract belonging to Rodger Durham and thence running along the margin of said right-of-way North 74° 3' West 309 feet to a point; thence leaving said right-of-way and running along the following courses and distances: North 42° 55' West 108 feet to a point; North 54° 45' West 108 feet to a point; North 12° 5' East 37.10 feet to a point; North 45° 51'

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East 110 feet to a point; North 43° 53' West 25 feet to a point; South 45° 51' West 108.49 feet to a point; North 72° 15' West 65 feet to a point; North 8° 35' East 30 feet to a point; North 14° 20' West 21.90 feet to a point; North 43° 35' West 66 feet to a point; North 63° 15' West 35 feet to a point; North 74° 35' West 120 feet to a point; North 69° 0' West 43.50 feet to a point; North 50° 40' West 40 feet to a point; North 88° 58' West 64.38 feet to a point; North 23° 57' West 90.98 feet to a point; North 15° 15' West 165 feet to a point; North 3° 20' East 136.50 feet to a point on the southern boundary of Lot 6 of Section 2 of the Garden Lake Estates Subdivision, a plat of which is recorded in Plat Book 27, Page 56 of the Guilford County Registry; thence running along the southern boundary of said subdivision South 86° 31' East 312 feet to an existing iron pin located on the southern margin of Lot 8 of said subdivision; thence leaving the southern boundary of said recorded plat along the following courses and distances: South 7° 4' East 197.01 feet to a point; South 56° 6' East 140.90 feet to a point; North 15° 26' East 196 feet to a point; North 79° 51' East 328.06 feet to a point; North 18° 44' West 73.95 feet to an existing iron pin located at a common corner between Lot 11 and Lot 12 of the above referenced subdivision; thence continuing along the southern boundary of said subdivision North 85° 1' East 363.69 feet to a point; thence running South 20° 55' East 242.58 feet to a point; thence along a curve (which arc has a radius of 1,525 feet) to the left a chord course and distance of South 24° 43' East 202.88 feet to a point; thence running along the northwestern boundary of the Bill R. Hollifield tract and the Rodger Durham parcels South 38° 26' West 536.17 feet to a point and South 38° 22' West 118.53 feet to the point and place of BEGINNING, all according to a survey prepared by Marvin L. Borum and Associates entitled "Brookglen Village" and dated January 9, 1987.

Together with the above described parcel the following 0.355 acre tract to be dedicated for a street right-of-way:

BEGINNING at the northeastern corner of the Brown Investment Properties, Inc. tract located on the western boundary of the Frank L. McCarty tract as described in Deed Book 3053, Page 821; thence running from said Beginning point South 85° 1' West 49.95 feet to a point; thence running South 20° 55' East 242.58 feet to a point; thence running along a curve (which arc has a radius of 1,525 feet) to the left a chord course and distance of South 24° 43' East 202.88 feet to a point on the northwestern boundary of Bill R. Hollifield; thence running along the Hollifield tract North 38° 26' East 15.79 feet to a common corner with Morris Newlin; thence running along the said Newlin tract and the above referenced tract of Frank L. McCarty North 18° 5' West 423.9 feet to the point and place of BEGINNING.

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BROOKGLEN SWIM AND
LAKE CLUB COMMON AREA
2.45 ACRES, MORE OR LESS

TRACT III:

BEGINNING at an iron pin located on the northern margin of the sixty foot wide right-of-way for Pinehaven Drive, said iron pin being located North 74° 3' West 309 feet from the iron pin located at a common corner of Brown Investment Properties, Inc., Rodger Durham and the northern margin of the above referenced right-of-way and running thence from said Beginning point along the northern margin of said right-of-way North 74° 3' West 245.36 feet to a point; North 73° 5' West 293.23 feet to a point; and South 70° 58' West 73.34 feet to a point; thence leaving the northern margin of said right-of-way and running along the following courses and distances: North 0° 35' East 162 feet to a point; North 11° 15' East 116.50 feet to a point; South 88° 58' East 64.38 feet to a point; South 50° 40' East 40 feet to a point; South 69° 0' East 43.50 feet to a point; South 74° 35' East 120 feet to a point; South 63° 15' East 35 feet to a point; South 43° 35' East 66 feet to a point; South 14° 20' East 21.90 feet to a point; South 8° 35' West 30 feet to a point; South 72° 15' East 65 feet to a point; North 45° 51' East 108.49 feet to a point; South 43° 53' East 25 feet to a point; South 45° 51' West 110 feet to a point; South 12° 5' West 37.10 feet to a point; South 54° 45' East 108 feet to a point; and South 42° 55' East 108 feet to the point and place of BEGINNING, containing 2.45 acres more or less all according to a survey prepared by Marvin L. Borum and Associates entitled "The Brooks and Brookglen Village Amenity Area" dated January 9, 1987.

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