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STATE OF NORTH CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greeting:

I, Rufus L. Edmisten Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (8 sheets) to be a true copy of

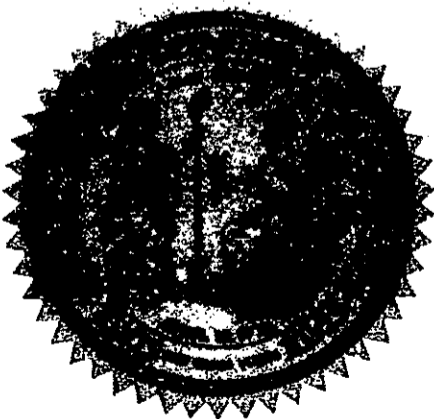
ARTICLES OF INCORPORATION
OF
JAMESFORD MEADOWS ASSOCIATION

and the probates thereon, the original of which was filed in this office on the 19th day of January, 19 89, 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 19th day of January in the year of our Lord 19 89 .

01/24/89
1 CORPORATIONS 366239 5.00
8 CORPORATIONS ADDN PAGE(S) 16.00



Rufus L. Edmisten

Secretary of State

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

Jan 24 2 45 PM '89

BK 3715PG0911

ARTICLES OF INCORPORATION
OF
JAMESFORD MEADOWS ASSOCIATION

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:

DOCUMENT #646576
DATE FILED 11/14/59
FILED
RUFUS L. CHRISTEN
SECRETARY OF STATE
NORTH CAROLINA

ARTICLE I
ASSOCIATION

The name of the corporation is Jamesford Meadows Association, hereinafter called the "Association."

ARTICLE II
REGISTERED OFFICE

The principal and registered office of the Association is located at 500 NCNB Building, 101 West Friendly Avenue, Greensboro, North Carolina 27401.

ARTICLE III
REGISTERED AGENT

Charles E. Melvin, Jr., whose address is 500 NCNB Building, 101 West Friendly Avenue, Greensboro, Guilford County, North Carolina 27401, 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:

Lying and being in Guilford County, North Carolina, and being more particularly described on

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Schedule A attached hereto and incorporated herein by reference.

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 the Owners entitled to cast 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 Board of Directors. No such dedication or transfer shall be effective unless an instrument has been signed by the Owners entitled to cast at least 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 non-profit corporations organized for the same purposes provided that any such merger or consolidation shall

have the assent of the Owners entitled to cast two-thirds (2/3) of the votes of each class of Members;

(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 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 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 Jamesford Meadows 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 any of the following events, whichever occurs earlier:

(a) the date on which the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or,

(b) on December 31, 1995; or

(c) when Declarant elects by notice to the Association in writing to terminate its Class B membership.

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 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>
Kimberly J. Mann	Liberty Properties Group 2000 Wade Hampton Blvd. Greenville, South Carolina 29615
Jeffrey B. Randolph	Liberty Properties Group 2000 Wade Hampton Blvd. Greenville, South Carolina 29615
Craig Fleming	Evans Engineering 4609 Dundas Drive P.O. Box 10285 Greensboro, North Carolina 27404

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 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 the Owners of at least seventy-five percent (75%) of the Lots.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Charles E. Melvin, Jr.	500 NCNB Building 101 West Friendly Avenue Greensboro, North Carolina 27401

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 6th day of January, 1989.

Charles E. Melvin, Jr. (SEAL)
Charles E. Melvin, Jr.

NORTH CAROLINA
GUILFORD COUNTY

THIS IS TO CERTIFY, that on the 6th day of January,
1989, before me, a Notary Public, personally appeared Charles E.
Melvin, Jr., who I am satisfied is the Person named in and who
executed the foregoing Articles of Incorporation, and I having
first made known to him the contents thereof, he did acknowledge
that he signed and delivered the same as his voluntary act and
deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF I have hereunto set my hand and seal
this the 6th day of January, 1989.

Marie J. Mann
Notary Public

My Commission Expires:

MARIE J. MANN
NOTARY PUBLIC
DAVIDSON COUNTY, NC
Comm. Expires Sept. 4, 1990

SCHEDULE "A"

ALL THAT CERTAIN PARCEL OF LAND LYING - BEING IN HIGH POINT TOWNSHIP, GUILFORD COUNTY, NORTH CAROLINA, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

TRACT 1

BEGINNING AT AN EXISTING IRON PIPE, SAID POINT BEING THE NORTHWEST CORNER OF THE TAYLOR PROPERTY D.B. 939 PG. 117; THENCE FROM SAID BEGINNING POINT S 03 38' 31" W FOR 677.33 FEET TO AN IRON PIPE; THENCE N 85 34' 33" W FOR 306.57 FEET TO A POINT; THENCE S 05 42' 40" W FOR 207.04 FEET TO A POINT; THENCE S 85 49' 11" E FOR 314.04 TO A POINT; THENCE S 82 53' 57" E FOR 207.70 FEET TO AN AXLE ON THE WESTERN RIGHT OF WAY OF GUILFORD COLLEGE ROAD, S.R. # 1546; THENCE WITH SAID RIGHT OF WAY S 12 06' 03" W FOR 198.31 FEET TO THE NORTHEAST CORNER OF THE RATCLIFF PROPERTY; THENCE N 83 31' 40" W FOR 499.54 FEET TO A IRON PIPE; THENCE N 86 18' 33" W FOR 419.59 FEET TO AN IRON PIPE; THENCE S 10 58' 20" W 417.97 FEET TO AN IRON PIPE; THENCE N 86 18' 58" W FOR 1495.40 FEET TO AN IRON PIPE; THENCE N 17 43' 08" W FOR 449.09 TO AN IRON PIPE; THENCE N 85 12' 22" W FOR 933.0 FEET TO A POINT; THENCE S 72 53' 38" W FOR 549.19 FEET TO AN IRON PIPE; THENCE S 10 40' 12" W FOR 205.93 FEET TO A POINT, BEING A CORNER OF THE CEDARWOOD SUBDIVISION, P.B. 47 PG. 15; THENCE WITH SAID SUBDIVISION N 67 57' 28" W FOR 253.96 FEET TO AN IRON PIPE; THENCE N 16 18' 28" E FOR 143.89 FEET TO AN IRON PIPE; THENCE N 77 32' 52" W FOR 255.64 FEET TO A CONCRETE MONUMENT; THENCE S 22 22' 01" W FOR 583.87' FEET TO A CONCRETE MONUMENT ON THE CITY OF HIGH POINT'S PROPERTY LINE; THENCE WITH SAID PROPERTY LINE THE FOLLOWING 1) N 24 56' 39" W FOR 572.96 FEET, 2) N 09 08' 57" W FOR 454.78 3) N 19 47' 38" E FOR 134.44 FEET 4) N 17 41' 49" W FOR 703.19 FEET TO CONCRETE MONUMENT IN THE DELOACH'S SOUTH LINE; THENCE S 87 51' 54" E FOR 2206.67 FEET TO AN IRON PIPE IN THE BOY SCOUTS OF AMERICA'S SOUTH LINE; THENCE WITH SAID LINE THE FOLLOWING: 1) N 02 07' 45" E FOR 108.70 FEET, 2) S 85 38" 49" E FOR 329.98 FEET, 3) N 07 22' 58" E FOR 85.66 FEET 4) S 82 51' 20" E FOR 871.57 FEET 5) N 07 42' 09" E FOR 161.40 TO A POINT ON THE SOUTHERN RIGHT OF WAY OF AKELA TRAIL S.R. #1551; THENCE WITH SAID RIGHT-OF-WAY THE FOLLOWING: 1) IN A CURVE TO THE RIGHT HAVING A RADIUS OF 236.21 FEET, N 73 49' 21" E FOR A CHORD OF 4.01 FEET, 2) N 74 16' 55" E FOR 184.33 FEET, 3) IN A CURVE TO THE RIGHT, HAVING A RADIUS OF 795.65 FEET, N 83 01' 29" E FOR ACHORD DISTANCE OF 241.89 FEET, 4) S 88 13' 54" E FOR 93.32 FEET, 5) IN A CURVE TO THE RIGHT, HAVING A RADIUS OF 5728.20 FEET, S 85 59' 53" E FOR A CHORD DISTANCE OF 446.46 FEET 6) S 83 45' 55" E FOR 562.64 FEET, 7) IN A CURVE TO THE RIGHT, HAVING A RADIUS OF 5697.22 FEET, S 82 45' 17" E FOR A CHORD DISTANCE OF 200.87 FEET, 8) S 81 44' 40" E FOR 63.13 FEET TO A POINT; THENCE WITH A NEW LINE S 08 15' 21" W FOR 416.71 FEET TO THE POINT OF BEGINNING CONTAINING 169.329 ACRES.

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TRACT 2

COMMENCING AT A POINT ON THE WESTERN RIGHT-OF-WAY OF GUILFORD COLLEGE ROAD, SAID POINT BEING THE SOUTHEAST CORNER OF THE FARROW PROPERTY, DB 2544, PG 464; THENCE WITH SAID RIGHT-OF-WAY S 11 58' 26" W FOR 217.22 FEET TO THE POINT OF BEGINNING; THENCE WITH SAID RIGHT-OF-WAY S 12 06' 03" W FOR 198.31 FEET TO A POINT; THENCE N 83 31' 40" W 499.54 FEET TO A POINT; THENCE N 05 42' 40" E FOR 187.09 FEET TO A POINT; THENCE S 85 49' 11" E FOR 314.04 FEET; THENCE S 82 53' 57" E FOR 207.70 FEET TO THE POINT OF BEGINNING CONTAINING 2.290 ACRES MORE OR LESS.

TRACT 3

BEGINNING AT A POINT ON THE SOUTH RIGHT OF WAY OF AKELA TRAIL, SAID POINT BEING ± 2345 FEET WEST OF GUILFORD COLLEGE ROAD AT A NORTHEAST CORNER OF THE PROPERTY OWNED BY SOUTHERN LIFE INSURANCE COMPANY, PB 89, PG 46 & 47; THENCE S 07 42' 09" W FOR 161.40 FEET TO A POINT; THENCE N 82 51' 20" W 134.66 FEET TO A POINT; THENCE WITH THE SOUTHERN RIGHT-OF-WAY OF AKELA TRAIL 1) N 27 33' 15" E FOR 29.56 FEET, 2) IN A CURVE TO THE RIGHT HAVING A RADIUS OF 236.21 FEET AND A CHORD BEARING OF N 50 25' 23" E FOR A DISTANCE OF 183.66 FEET TO THE POINT OF BEGINNING CONTAINING 0.326 ACRES MORE OR LESS.

TRACT 4

BEGINNING AT A POINT ON THE WESTERN RIGHT-OF-WAY OF GUILFORD COLLEGE ROAD, SAID POINT BEING THE SOUTHEAST CORNER OF THE FARROW PROPERTY, DB 2544 PG 464; THENCE WITH SAID RIGHT-OF-WAY S 11 58' 26" W FOR 217.22 TO AN EXISTING AXLE; THENCE N 82 53' 57" W FOR 207.70 FEET TO A POINT; THENCE N 85 49' 11" W FOR 314.04 FEET TO A POINT; THENCE N 05 42' 40" E FOR 207.03 FEET TO A POINT; THENCE S 85 34' 33" E FOR 306.57 FEET TO A POINT ON THE SOUTHWESTERN CORNER OF FARROW'S PROPERTY; THENCE WITH FARROW'S SOUTH LINE S 85 34' 33" E FOR 238.83 FEET TO THE POINT OF BEGINNING CONTAINING 2.549 ACRES MORE OR LESS.