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ARTICLES OF INCORPORATION

OF

WHITTINGTON HALL HOMEOWNER'S ASSOCIATION

JANICE H. FAULKNER
SECRETARY OF STATE
NORTH CAROLINA

In compliance with the requirements of Chapter 59 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
ASSOCIATION

The name of the corporation is WHITTINGTON HALL HOMEOWNER'S ASSOCIATION, hereinafter called the "Association".

ARTICLE II
REGISTERED OFFICE

The principal and registered office of the Association is located at 300 N. Greene Street, Suite 1400, Greensboro, North Carolina 27401. Guilford County,

ARTICLE III
REGISTERED AGENT

Charles E. Melvin, Jr., whose address is 300 N. Greene Street, Suite 1400, Greensboro, 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:

All those certain parcels of land shown on the plat entitled "Whittington Hall" which appears of record in the Office of the Register of Deeds of Guilford County, North Carolina, in Plat Book 121 at page 79, revised and rerecorded in Plat Book 121 at page 138.

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 these 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 call the "Declaration", applicable to the property and recorded in Book 4455 at 1110 in the Office of the Register of Deeds of Guilford County, North Carolina, and as the same may be amended form 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 (2/3rds) of the votes of each class of Members, mortgage, pledge, deed in trust, or hypothecate any of 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 (2/3rds) 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 (2/3rds) 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 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 once Class B voting membership ceases to exist. 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 have sole voting power. 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 of 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, 2007; 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 numbers 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, SC 29615
Jeffrey B. Randolph	Liberty Properties Group 2000 Wade Hampton Blvd. Greenville, SC 29615
Craig Fleming	Fleming Engineering, Inc. 3409-C West Wendover Ave. P.O. Box 8774 Greensboro, NC 27419

At the first annual meeting of 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 (2/3rds) 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

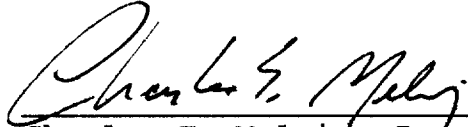
Amendment of these Articles shall require the assent of the Owners of at least seventy-five (75%) percent of the Lots.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Charles E. Melvin, Jr.	300 N. Greene Street Suite 1400 Greensboro, NC 27401

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 15 day of OCT., 1996.

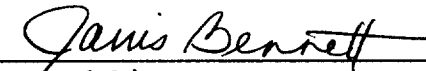

 _____ (SEAL)
 Charles E. Melvin, Jr. **INCORPORATOR**

STATE OF NORTH CAROLINA

COUNTY OF

THIS IS TO CERTIFY, that on the 15 day of Oct., 1996, 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 15 day of Oct., 1996.



 Notary Public

My Commission Expires:

10-23-96

