

ARTICLES OF INCORPORATION
OF
VILLAS AT EAGLE POINTE HOMEOWNERS' ASSOCIATION, INC.
A NONPROFIT CORPORATION

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator for the purpose of creating a non-profit corporation under the laws of the State of North Carolina as contained in Chapter 55A of the General Statutes of North Carolina entitled "Nonprofit Corporation Act" and the several amendments thereto, do hereby set forth:

1. The name of the Corporation is: VILLAS AT EAGLE POINTE HOMEOWNERS' ASSOCIATION, INC.
2. The street address and county of the initial registered office of the Corporation is: 300 N. Main Street, Suite 300, High Point, Guilford County, North Carolina 27260.
3. The mailing address of the initial registered office is: P.O. Box 1550, High Point, North Carolina 27261.
4. The name of the initial registered agent is Colin D. Merritt.
5. The name and address of the incorporator is: Colin D. Merritt, 300 North Main Street, Suite 300, High Point, North Carolina 27261.
6. The Corporation will have members.
7. Upon dissolution of the Corporation, the assets thereof will, after all of its liabilities and obligations have been discharged or adequate provision made therefor, be distributed for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of will be disposed of by a court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or organization or organizations, as said court will determine, which are organized and operated exclusively for such purposes.
8. The street address and county of the principal office of the Corporation is: 2102 Stanley Road, Greensboro, Guilford County, North Carolina 27407.
9. The mailing address of the principal office is: 2102 Stanley Road, Greensboro, North Carolina 27407.

10. The purposes for which the Corporation is organized are to operate as a property owners' association, within the provisions of Internal Revenue Code § 501(c)(4) and N.C. Gen. Stat. § 105-130.11(a)(11). In prosecuting its exempt purposes, the Corporation will operate exclusively to preserve and maintain the appearance of a residential development known as Villas at Eagle Pointe, including maintenance of the common areas owned by the Corporation or contiguous to the residents located in Villas at Eagle Pointe for the use and enjoyment of the homeowners, to foster and develop civic and social improvements to the community, and to administer and enforce the protective and restrictive covenants applicable to Villas at Eagle Pointe as the same are from time to time adopted, ratified, modified or amended by the Corporation, its Board of Directors or members.

The activities of the Corporation will be limited to serving the community otherwise known as Villas at Eagle Pointe, and the common areas and facilities the Corporation owns and maintains will be so owned and maintained for the use and enjoyment of the homeowners in Villas at Eagle Pointe.

(a) In order to properly prosecute the objects and purposes set forth hereinabove, the Corporation will have full power and authority to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the bylaws of the Corporation or any laws applicable thereto. The Corporation will have the full power and authority to do any other act or thing incidental to or connected with the foregoing purposes in advancement thereof, but not for the pecuniary profit or financial gain of its directors, officers, or members, except as permitted by the provisions of Chapter 55A of the General Statutes of North Carolina and the several amendments thereto.

(b) The Corporation will have no power to declare dividends. The Corporation will apply its net earnings exclusively to the purposes hereinabove set out and no part of its net earnings will inure to the benefit of any member, director, or officer of the Corporation, or to any individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no member, director or officer of the Corporation, or any individual will be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation will not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation will not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(4) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

(d) If the Corporation ever will be treated as, or considered to be, a private foundation under the Internal Revenue Code: (1) the Corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by § 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any future Federal tax laws; (2) the Corporation will not engage in any act of self-dealing as defined in § 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future Federal tax laws; (3) the Corporation will not retain any excess business holdings as defined in § 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any future Federal tax laws; (4) the Corporation will not make any investments in such manner as to subject it to tax under § 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any future Federal tax laws; and, (5) the Corporation will not make any taxable expenditures as defined in § 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future Federal tax laws.

11. The personal liability of each Director of the Corporation is hereby eliminated to the fullest extent allowed by N.C.G.S. § 55A-2-02(b)(4) of the North Carolina Nonprofit Corporation Act, now in effect and as amended, which is incorporated herein by reference. No amendment or repeal of this Article, nor the adoption of any provision to these Articles of Incorporation inconsistent with this Article, will eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal, this the 25th day of April, 2002.


Colin D. Merritt, Incorporator