

**ARTICLES OF INCORPORATION
OF
WOODCREEK
HOMEOWNERS ASSOCIATION OF N.C., INC.**

The undersigned, being of the age of eighteen (18) years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under and by virtue of the laws of the State of North Carolina.

ARTICLE I

NAME

The name of the corporation is **WOODCREEK HOMEOWNERS ASSOCIATION OF N.C., INC.**, hereinafter called the "Association."

ARTICLE II

DURATION

The duration of the Association is perpetual.

ARTICLE III

PURPOSE

The purposes for which the Association is organized and the powers it will possess are:

a. To operate without contemplating 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.

b. To provide for architectural control of the construction, erection and installation of any improvements on Lots located in that residential development known as WoodCreek, more particularly described below.

c. To provide for the beautification and maintenance and to build and maintain facilities and improvements on the Common Elements within that certain tract of land described as WoodCreek and being:

- (1) All of that certain parcel of land shown on the plat entitled "WOODCREEK, PHASE 1," which appears in the Office of the Register of Deeds of Guilford

County, North Carolina, in Plat Book 151, Pages 96, 97, and 98; and

- (2) Additional land within the boundaries of that property described in Exhibit "A" attached hereto and incorporated herein by reference, or any land that adjoins that property described on the attached Exhibit A, which may be annexed by D. R. Horton, Inc., a Delaware Corporation, its successors and/or assigns (hereinafter referred to as the "Declarant"), without the consent of Members of the Association within fifteen (15) years after the date of the incorporation of the Association;
- (3) Such property as may be annexed at any time with the express consent of two thirds (2/3) of the votes entitled to be cast by the Class A Members and two thirds (2/3) of the votes entitled to be cast by the Class B Members.

(d) To promote the health, safety, and welfare of the residents within the above described property and any additions thereto that may hereafter be brought within the jurisdiction of the Association for these purposes.

(e) To exercise all 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 for WoodCreek, hereinafter called the "Declaration," applicable to the property and recorded in the Office of the Register of Deeds of Guilford County, North Carolina, as the same may be amended from time to time. The capitalized terms used in these Articles of Incorporation shall have those same meanings as defined in the Declaration.

(f) To provide maintenance and make improvements to the Common Elements as provided in the Declaration.

(g) To collect assessments from its Members as provided in the Declaration.

(h) To do and perform all acts, services, functions and duties directly or indirectly connected with the commencement and continued operation of the affairs of an association of owners.

(i) To engage in any lawful act or activity and to have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the

State of North Carolina (Chapter 55A, North Carolina General Statutes) by law may now or hereafter exercise.

ARTICLE IV

MEMBERSHIP

The membership of the Association shall consist of the Declarant for so long as it shall be an Owner of a Lot in WoodCreek, and every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessments by the Association, including contract sellers, but excluding persons who hold an interest merely as security for performance of an obligation. Ownership of such interest shall be the sole qualification of membership. No Owner shall have more than one membership, except as expressly provided hereinafter. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment. The Association may make reasonable rules relating to the proof of ownership of a Lot in WoodCreek.

ARTICLE VI

VOTING RIGHTS

Section 1. Classes of Memberships. The Association shall have two (2) classes of voting membership:

a. **Class A.** Class A Members shall be all Owners as defined in Article V of the Declaration, with the exception of the Declarant during the period Declarant is a Class B Member as defined below. Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by said Article V. When more than one person or entity holds such interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot and no fractional vote may be cast with respect to any Lot.

b. **Class B.** The Class B Member shall be the Declarant. The Class B Member shall be entitled to six (6) votes for each Lot in which it holds a fee or undivided fee interest; provided, that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first:

1. The total votes outstanding in the Class A Membership equals the total votes outstanding in the Class B Membership; or

2. Ten (10) years after the date of the recording of the Declaration in the Office of the Register of Deeds of Guilford County, North Carolina.

With the recording of new Sections of WoodCreek, and the annexation of additional lands subject to the jurisdiction of the Association, new Class A and Class B Memberships shall be created; and any Class A memberships then held by the Declarant as the result of the prior conversion of its Class B membership to Class A membership shall revert to and be reinstated to Class B memberships if after such conversion and before the time stated above in this Section 1 additional lands are annexed to WoodCreek pursuant to the provisions of the Declaration containing a sufficient number of Lots to give the Class B Member having six (6) votes for each Lot owned a total number of votes in excess of Class A Members.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Initial Board: The affairs of the Association shall be managed by a Board of Directors, as set out in the Bylaws, who need not be Members of the Association. The initial Board shall consist of three (3) Directors. The names and addresses of the persons who are to act in the capacity of and constitute the initial Board of Directors, until the election and qualification of their successors, are:

<u>Name</u>	<u>Address</u>
James H. Keck	411-I Parkway Greensboro, North Carolina 27401
Lance D. Belvin	411-I Parkway Greensboro, North Carolina 27401
Jane B. Smith	411-I Parkway Greensboro, North Carolina 27401

Section 2. Election and Term: At the first annual meeting, the Directors shall be elected as required by the Bylaws. The term of the Directors elected shall be as provided in the Bylaws. All Directors shall serve until their successors have been duly qualified and elected.

Section 3. Subsequent Elections: The method of election of Directors after the first election held pursuant to Section 2 hereof shall be as provided in the Bylaws.

ARTICLE VII

MERGERS AND CONSOLIDATION

To the extent permitted by the law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes; provided, no merger or consolidation may be effectuated unless two-thirds (2/3) of each class of all the votes entitled to be cast by the membership are cast in favor of merger or consolidation at an election held for such purpose. In such event the holder of Class B voting rights shall be entitled to one vote for each Lot which it owns.

ARTICLE VIII

PRINCIPAL AND REGISTERED AGENT AND OFFICE

The principal and initial registered office of the Association is located at 411-I Parkway, Greensboro, Guilford County, North Carolina 27401. Jane B. Smith is the initial registered agent of the Association at that address.

ARTICLE IX

DISSOLUTION OR INSOLVENCY

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 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 the 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 X

AMENDMENTS

Section 1. Amendment by Membership: Except as herein provided, any amendment to these Articles may be accomplished with the assent of seventy five (75%) percent of all Lot Owners in WoodCreek, voting in person or by proxy; provided, however, that any amendment which shall materially and adversely affect the validity or priority of the lien of or the rights of Institutional Lenders (as hereinafter defined) holding first mortgage loans on property located within WoodCreek shall be required to have the prior approval of such Institutional Lenders. "Institutional Lender" shall mean and refer to banks, savings and loan associations, insurance companies, other firms or entities customarily affording loans secured by first liens on residences, and other eligible insurers and

governmental guarantors. Should additional property later be brought within the jurisdiction of this Association, pursuant to the Declaration, it shall not be necessary to amend these Articles to annex such additional property.

Section 2. Recordation: No amendment made pursuant to this section shall be effective until duly recorded in the Office of the Secretary of State of North Carolina.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is as follows:

Jane B. Smith
411-I Parkway
Greensboro, North Carolina 27401

ARTICLE XII

INDEMNIFICATION

To the fullest extent permitted by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable for monetary damages for breach of any duty as a director. No amendment or repeal of this Article, nor the adoption of any other amendment to these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

IN WITNESS WHEREOF, for the purposes of forming this non-profit corporation under the laws of the State of North Carolina, the undersigned, as incorporator, has executed these Articles of Incorporation this 14 day of August, 2003.



Jane B. Smith **INCORPORATOR**

NORTH CAROLINA

GUILFORD COUNTY

I, Carolyn P. Sharpe, a Notary Public, do hereby certify that **JANE B. SMITH** personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

This 14 day of August, 2003.

Carolyn P. Sharpe
Notary Public

My Commission Expires:

January 19, 2005

EXHIBIT A

BEGINNING at a new iron pipe set in the eastern right-of-way line of Highway 840 (a.k.a. Painter Boulevard), said beginning point being the southwestern corner of Tract 1 as shown on that plat recorded in Plat Book 142 at Pages 146 and 147 in the Guilford County Registry, said beginning point also being located North 86 deg. 04 min. 27 sec. West 223.77 feet from a new iron pipe marking the intersection of the southern right-of-way line of Knox Road (SR 3142) with the western terminus line of Knox Road, and from said point of beginning thence with the eastern right-of-way line of Highway 840 the following thirteen (13) courses and distances: (1) North 35 deg. 15 min. 19 sec. West 86.66 feet to a D.O.T. 12 inch spike; (2) thence North 28 deg. 11 min. 24 sec. West 254.92 feet to a D.O.T. 12 inch spike; (3) thence North 33 deg. 03 min. 53 sec. West 172.73 feet to a D.O.T. 12 inch spike; (4) thence North 23 deg. 52 min. 36 sec. West 323.23 feet to a right-of-way disk; (5) thence North 66 deg. 17 min. 20 sec. East 16.30 feet to a new iron pipe; (6) thence North 23 deg. 57 min. 35 sec. West 328.19 feet to a right-of-way disk; (7) thence North 23 deg. 58 min. 57 sec. West 252.20 feet to a right-of-way disk; (8) thence North 22 deg. 46 min. 10 sec. West 285.72 feet to a right-of-way disk; (9) thence North 16 deg. 28 min. 44 sec. West 285.65 feet to a right-of-way disk; (10) thence North 10 deg. 26 min. 39 sec. West 167.62 feet to a right-of-way disk; (11) thence North 05 deg. 44 min. 12 sec. West 285.69 feet to a right-of-way disk; (12) thence North 04 deg. 30 min. 31 sec. West 312.95 feet to a right-of-way disk; (13) thence North 04 deg. 30 min. 25 sec. West 517.52 feet to an existing iron pipe, the southwestern corner of Tract 6 as shown on that plat recorded in Plat Book 21 at Page 41 in the Guilford County Registry; thence with the southern line of Tract 6, as shown on Plat Book 21 at Page 41, South 87 deg. 34 min. 48 sec. East 450.33 feet to an existing iron pipe; thence with the southern line of Tract 5 as shown on that plat recorded in Plat Book 21 at Page 41 South 87 deg. 45 min. 24 sec. East 665.71 feet to an existing iron pipe located in the western property line of that property now or formerly owned by Carlton S. Hall and Doris L. Hall (Seed Deed Book 1158, Page 230); thence with the western line of that property now or formerly owned by Carlton S. Hall and Doris L. Hall South 06 deg. 17 min. 35 sec. West 1,398.66 feet to an existing iron pipe; thence with the southern property line of that property now or formerly owned by Carlton S. Hall and Doris L. Hall South 83 deg. 07 min. 21 sec. East 462.11 feet to an existing iron pipe; thence with an eastern property line of that property now or formerly owned by Carlton S. Hall and Doris L. Hall North 05 deg. 33 min. 35 sec. East 749.90 feet to an existing stone; thence with a western property line of that property now or formerly owned by Winfield J. Hunter (see Deed Book 2201 at Page 50) the following four courses and distances: (1) South 17 deg. 41 min. 44 sec. East 551.18 feet to a new iron pipe; (2) thence South 27 deg. 02 min. 34 sec. East 730.87 feet to an existing iron pipe; (3) thence South 27 deg. 01 min. 27 sec. East 463.11 feet to an existing iron pipe; and (4) thence South 27 deg. 05 min. 02 sec. East 290.89 feet to an existing iron pipe; thence with the southern property line of that property now or formerly owned by Winfield J. Hunter the following three courses and distances: (1) North 83 deg. 56 min. 48 sec. East 546.99 feet to an existing iron pipe; (2) thence North 83 deg. 56 min. 16 sec. East 430.11 feet to an existing iron pipe; and (3) thence North 83 deg. 56 min. 06 sec. East 397.26 feet to an existing iron pipe, in the western property line of that property now or formerly owned by the Paisley heirs (see Deed Book 1728 at Page 95); thence South 23 deg. 31 min. 30 sec. West 637.84 feet to an existing stone; thence South 80 deg. 26 min. 07 sec. West 1,025.07 feet to an existing iron pipe; thence North 84 deg. 54 min. 51

sec. West 352.06 feet to a new iron pipe; thence North 50 deg. 35 min. 38 sec. West 185.54 feet to a right-of-way disk, in the northern right-of-way line of Knox Road; thence with the northern right-of-way line of Knox Road North 86 deg. 08 min. 17 sec. West 400.43 feet to a right-of-way disk; thence continuing with the northern right-of-way line of Knox Road North 85 deg. 58 min. 55 sec. West 382.13 feet to a right-of-way disk; thence with the western right-of-way line of Knox Road South 03 deg. 55 min. 33 sec. West 103.39 feet to a new iron pipe, thence leaving the right-of-way of Knox Road and running North 86 deg. 04 min. 27 sec. West 223.77 feet to an iron pipe; the point and place of beginning; the above described property being 111.09 acres, as shown on that survey prepared for D. R. Horton, Inc. by Evans Engineering, Inc., dated January 22, 2003.