

*Articles of Incorporation of The*  
Sunset Woods Townhomes Association

## ARTICLES OF INCORPORATION

OF

MAY 23 4 26 PM '84

SUNSET WOODS TOWNHOMES ASSOCIATION

FILED

T. J. ADAMS

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 SUNSET WOODS TOWNHOMES ASSOCIATION, hereinafter called the "Association."

## ARTICLE II

The principal and registered office of the Association is located at 3132 Battleground Avenue, Greensboro, Guilford County, North Carolina.

## ARTICLE III

James M. Dixon, Jr. whose address is 3132 Battleground Avenue, 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 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 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 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) 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 owned. The Class B 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 B membership; provided, however, the Class B membership shall be reinstated if thereafter, and before the time stated in subparagraph (b) below, such additional lands are annexed to the Property without the assent of Class A members, pursuant to the provisions of Article XI hereafter, as shall contain Lots sufficient to give the Class B members a total number of votes (with each Lot owned by the Class B members representing 3 votes) to exceed those of the Class A members; or,

(b) on December 31, 1987.

## ARTICLE VII

### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors who need not be members of the Association. 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>
James M. Dixon, Jr.	3132 Battleground Avenue Greensboro, N. C.
Douglas J. Nodine	3132 Battleground Avenue Greensboro, N. C.
J. Randall Dixon	3132 Battleground Avenue Greensboro, N. C.
Ray Rumsey	3132 Battleground Avenue Greensboro, N. C.
Darrell Sayles	3132 Battleground Avenue Greensboro, N. C.

At the first annual meeting the Members shall select three (3) directors for a term of two (2) years and two (2) directors 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 seventy-five percent (75%) of the entire membership.

#### ARTICLE XI

##### INCORPORATOR

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The name and address of the incorporator is as follows:


<u>Name</u>	<u>Address</u>
Charles E. Melvin, Jr.	500 NCNB Building Greensboro, North Carolina

ARTICLE XII

VETERANS ADMINISTRATION APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: connection of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of these Articles of Incorporation.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 17<sup>th</sup> day of May, 1984.

 (SEAL)  
Charles E. Melvin, Jr.

NORTH CAROLINA  
GUILFORD COUNTY

THIS IS TO CERTIFY, that on the 17th day of May, 1984, 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 17th day of May, 1984.

*Nancy E. Forest*  
Notary Public

My Commission Expires:

May 3, 1988

EXHIBIT "A"

BEGINNING at a point in the eastern margin of Lindell Road at the northwestern corner of the property conveyed to Duke Power Company by Starmount Company by deed dated March 16, 1959, and running thence along the eastern margin of Lindell Road along a curve to the left, said curve having a radius of 861.46 feet, a chord bearing and distance of North 12 degrees 43 minutes 30 seconds East 209.06 feet to a point; thence continuing along the eastern margin of Lindell Road, a curve to the right, said curve having a radius of 257.50 feet, a chord bearing and distance of North 21 degrees 31 minutes 05 seconds East 147.40 feet; thence continuing along the eastern margin of Lindell Road, a curve to the left, said curve having a radius of 435.74 feet, a chord bearing and distance of North 8 degrees 49 minutes 30 seconds East 437.65 feet to a point; thence continuing along the eastern margin of Lindell Road, along a curve to the right, said curve having a radius of 679.20 feet, a chord bearing and distance of North 14 degrees 54 minutes 45 seconds East 654.22 feet to a point in the southwestern margin of West Friendly Avenue; thence along the southwestern margin of West Friendly Avenue along a curve to the left, said curve having a radius of 1952.5 feet, a chord bearing and distance of South 50 degrees 43 minutes 35 seconds East 122.19 feet to a point; thence leaving West Friendly Avenue, South 36 degrees 29 minutes West 187.85 feet to a point; thence South 42 degrees 31 minutes 25 seconds East 85.10 feet to a point, said point being the southwestern corner of Lot #1, Block #21, Section #5 of Sunset Hills Subdivision; thence along the rear lines of lots in Blocks 21 and 22 of the Sunset Hills Subdivision the following courses and distances South 03 degrees 18 minutes West 539.57 feet to a point; thence South 03 degrees 13 minutes 20 seconds West 60.00 feet to a point; thence South 03 degrees 19 minutes 30 seconds West 391.33 feet to a point; thence South 03 degrees 29 minutes 05 seconds West 287.75 feet to a point, said point being Duke Power Company's northeastern corner; thence along the line of the Duke Power Company property North 54 degrees 53 minutes 20 seconds West 99.34 feet to a point; thence South 35 degrees 06 minutes 40 seconds West 40.00 feet to a point; thence North 55 degrees 07 minutes West 240.32 feet to a point in the eastern margin of Lindell Road, the point of the BEGINNING. Said parcel containing 7.0 acres more or less and being more particularly shown on that survey by Evans Engineering, Inc. for JMD, Inc. dated March 15, 1983 and being all of Sunset Woods, Map 1 and Map 2 as per plat thereof to be recorded in the Guilford County Registry.