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ARTICLES OF INCORPORATION

CORP ID # 0507844

FILED

OF

9:20 AM  
OCT 01 1999

CAMPBELL CREEK AT WINDSONG III

Effective

HOMEOWNERS ASSOCIATION, INC. ELAINE F. MARSHALL  
SECRETARY OF STATE  
NORTH CAROLINA

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. The name of the corporation is Campbell Creek At Windsong III Homeowners Association, Inc., hereafter called the "Association".

ARTICLE II. The principal and registered office of the Association is located at Post Office Box 308, Highway 33 By-Pass, Beaufort County, Aurora, North Carolina, 27806.

ARTICLE III. T. R. Thompson, Jr., whose address is Post Office Box 308, Highway 33 By-Pass, Beaufort County, Aurora, North Carolina, 27806, is hereby appointed the initial registered agent of this Association.

ARTICLE IV. PURPOSE AND POWERS OF THE ASSOCIATION.

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and Common Area within that certain tract of property described as:

All of Lots One (1) through Thirty-Six (36) as they are shown on that map prepared by Norwood Martin Mayo, Registered Land Surveyor, dated June 19, 1999 and identified by the following legend: "SURVEY FOR: WINDSONG PHASE III." This map is duly of record in Plat Cabinet F, Slides 46-9 through 47-3 in the Office of the Register of

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ATTORNEY AT LAW  
AURORA, NORTH CAROLINA

Deeds of Beaufort County. Further reference is hereby made to said map for a more complete and accurate description of this property by metes and bounds.

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 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 Protective 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 Beaufort County 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 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 the members, mortgage, pledge, deed of 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 members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the 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 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, including contract sellers, shall be a 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.

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 one class of voting membership:

Members shall be all owners and 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 for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

ARTICLE VII. BOARD OF DIRECTORS.

The affairs of this Association shall be managed by a Board of three (3) 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 initial directors until the selection of their successors are: T. R. Thompson, Jr., Post Office Box 308, Highway 33 By-Pass, Beaufort County, Aurora, North Carolina, 27806; J. Edwin Mitchell, 119 Middle Street, Craven County, New Bern, North Carolina, 28560 and Judy Marco, 5306 Bogue Drive, Pamlico County, Oriental, North Carolina 28571.

At the first annual meeting, the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years; and at each annual meeting thereafter, the members shall elect one (1) director for a term of three (3) 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 the 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. The incorporator is T. R. Thompson, Jr., whose address is Post Office Box 308, Highway 33 By-Pass, Beaufort County, Aurora, North Carolina, 27806.

ARTICLE X. DURATION.


The corporation shall exist perpetually.

ARTICLE XI. AMENDMENTS.

Amendment of these Articles shall require the assent of eighty (80%) percent of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of North Carolina, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 20th day of September, 1999.

PREPARED BY:  
T. R. THOMPSON, JR.  
ATTORNEY AT LAW  
AURORA, NORTH CAROLINA

  
T. R. Thompson, Jr. **INCORPORATOR**

STATE OF NORTH CAROLINA

COUNTY OF BEAUFORT

I, Kathy H. Lewis, a Notary Public, do hereby certify that T. R. Thompson, Jr., personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the uses and purposes therein expressed.

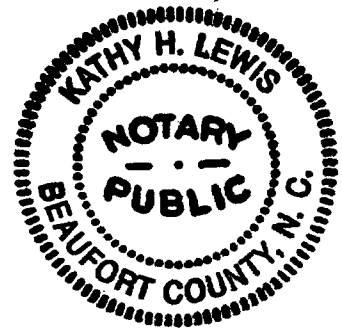
Witness my hand and notarial seal this 20th day of September, 1999.

Kathy H. Lewis  
Notary Public

My Commission Expires:

July 28, 2004

(SEAL)



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ATTORNEY AT LAW  
AURORA, NORTH CAROLINA