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FILED
AUG 10 1996

**ARTICLES OF INCORPORATION
OF
WESTSHORE PARK HOMEOWNERS ASSOCIATION, INC.**

EFFECTIVE
JANICE H. FAULKNER
SECRETARY OF STATE

In compliance with the requirements of Chapter 55A of the General Statutes of North Carolina, the undersigned, who is a resident of Cumberland County, North Carolina, and who is of full age does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

The name of the Corporation is hereinafter called WESTSHORE PARK HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The principal and initial registered office of the Corporation is located at 145 Person Street, Fayetteville, Cumberland County, NC 28301 and the name of the initial registered agent of the Corporation at such address is William E. Clark.

ARTICLE IV

The Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provided for the maintenance, management, preservation and architectural control of that certain subdivision project known as WESTSHORE PARK, as shown and described on the plat recorded or to be recorded in the Office of the Register of Deeds of Cumberland County, North Carolina, and any additions thereto which may be brought within the jurisdiction of the corporation; and to promote the health, safety and welfare of the residents of WESTSHORE PARK, and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation, and for these purposes:

A. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to all of the property herein described which is recorded or will be recorded in the Office of the Register of Deeds of Cumberland 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. To 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 Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation.

C. To 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 Corporation;

D. To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property in connection with the affairs of the Corporation;

E. To 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.

F. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes;

G. To annex additional properties as provided in the Declaration; and

H. To 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 the Declaration to assessment by the Corporation, including contract sellers, shall be a member of the Corporation. 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 pursuant to and may not be separated from ownership of any lot which is subject by the Declaration to assessment by the Corporation.

ARTICLE VI

Voting Rights. The Corporation shall have two (2) classes of voting membership:

CLASS A: Class A members shall be all Owners with the exception of the Declarant (as defined in the Declaration) 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 among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

CLASS B: Class B member(s) shall be the Declarant (as defined in the Declaration), 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:

1. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

2. On October 31, 2006.

ARTICLE VII

Board of Directors. The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than three (3) nor more than five (5) Directors, at least a majority of whom shall be members of the Corporation. The Directors shall be elected by the members as provided in the By-Laws of the Corporation. Provided, however, until the first annual meeting of the members, or until their successors are otherwise selected and qualified, there shall be three (3) Directors who are not required to be members and whose names and addresses are as follows:

William E. Clark	205 Rush Road, Fayetteville, NC 28305
Maureen H. Clark	205 Rush Road, Fayetteville, NC 28305
Robert E. Turner	4592 Lot 1, Camden Road, Fayetteville, NC 28306

ARTICLE VIII

Dissolution. The Corporation 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 Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation 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

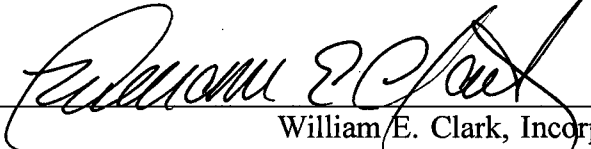
Amendments. Amendments of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

ARTICLE X

Incorporator. The name and address of the incorporator of this Corporation is:

William E. Clark. *205 Rush Rd., Fayetteville, NC 28305*

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of North Carolina, I, the undersigned, being the incorporator of this Corporation, have executed these Articles of Incorporation, the 2nd day of August, 1996.


William E. Clark, Incorporator