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ARTICLES OF INCORPORATION
OF
REEMS CREEK HOMEOWNERS ASSOCIATION, INC.

The undersigned hereby submits these Articles of Incorporation for the purpose of forming a non-profit corporation under the laws of the State of North Carolina.

1. The name of the corporation is Reems Creek Homeowners Association, Inc.
2. The corporation will have members with such designations, rights, powers, and privileges as provided by the bylaws.
3. The address of the initial registered office of the corporation in the State of North Carolina is 27 Valley Drive, Weaverville, Buncombe County, North Carolina, 28787, and the name of its initial registered agent at such address is Allan P. Root.
4. The street address and the mailing address of the principal office of the corporation is 27 Valley Drive, Weaverville, Buncombe County, North Carolina, 28787.
5. The name and address of the incorporator is Allan P. Root, 27 Valley Drive, Weaverville, NC 28787.
6. Upon dissolution of the corporation, the assets thereof shall, after all liabilities and obligations of the corporation have been paid, or adequate provision made therefor, be distributed pro-rata to the members of the Corporation at the time of its dissolution.
7. 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, I have hereunto set my hand and seal this the 12th day of September, 2000.

Allan P. Root
ALLAN P. ROOT, Incorporator

BY-LAWS OF

REEMS CREEK HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME, PURPOSE AND APPLICABILITY

1.1 Name: The name of this incorporated homeowners' association is the REEMS CREEK HOMEOWNERS ASSOCIATION, INC. hereinafter referred to as RCHOA. The term "Homeowners Association" is to be interpreted to include all improved or vacant lots within the development.

1.2 The purposes of RCHOA are to preserve the natural charm of the Reems Creek Golf Course Community; to protect home/lot owners and residents of the Community in accordance with the Covenants and Restrictions as recorded in the Buncombe County Registry of Deeds; and against any project or act of any kind that threatens to be injurious to the health, safety, and general well-being of the lot owners and residents in the area; to assure for the Community those benefits to which they may be rightfully entitled and reasonably expect; to preserve the value of lots and homes; and to further social interaction by members of the Community.

1.3 Applicability: These By-Laws are applicable to all members of RCHOA as hereinafter set forth.

1.4 Gender: Wherever in these by-laws the masculine is used it shall be construed to mean masculine or feminine and singular shall include plural as the context requires.

ARTICLE II

OFFICES, REGISTERED AGENT, SEAL, FISCAL YEAR

2.1 Principal Office, Registered Office: The principal office of RCHOA shall be determined by the Board.

2.2 Registered Agent: The Registered Agent for RCHOA shall be determined by the Board. The individual serving as Registered Agent may be removed from office and replaced at any time by a vote of the Board of Directors of RCHOA.

2.3 Other Offices: RCHOA may have other offices at such other places within the state of North Carolina as the Board of Directors may from time to time determine or as the affairs of RCHOA may require.

2.4 Seal: RCHOA shall have no seal.

2.5 Fiscal Year: The fiscal year of RCHOA shall be January 1, through December 31.

ARTICLE III

MEMBERSHIP

3.1 Qualification for Membership: Membership is strictly voluntary but it shall be a condition of membership in RCHOA that the member shall:

A. Own a lot, with or without a house upon it, within the boundaries of the Reems Creek Golf Community as will appear by reference to the records in the Office of the Register of Deeds of Buncombe County, North Carolina.

B. Have paid annual dues which will be determined by the Board of Directors from time to time.

C. In the event a lot is owned by two or more persons they shall jointly be considered to be one member.

D. In the event that Kenmure Enterprises, Inc. or its successor in interest shall develop additional land contiguous with the existing Reems Creek Golf Community with substantially the same covenants, restrictions, easements and reservations that govern the Reems Creek Golf Community, then the members by a majority vote at a special meeting called for that purpose, may choose to include those lot owners as potential members of the RCHOA.

ARTICLE IV

MEETINGS, VOTING

4.1 Place of meetings: All meetings of the membership shall be held in the County of Buncombe, State of North Carolina, at such place as is convenient to the members as may be designated by the Board of Directors.

4.2 Annual Meeting: The Annual Meetings shall be held in the month of November of each year at such times as

determined by the Board of Directors at such place as is convenient and as designated by the Board of Directors. Election or re-election of board members and approval of the next year's budget will take place at the annual meeting.

4.3 Special Meetings: Special Meetings of the Members may be called at any time by the President, by the Board of Directors, or pursuant to the written request of not less than 20% of the then Members. Business to be acted upon at all Special Meetings shall be confined to the purposes stated in the notice of such meetings.

4.4 Notice of Meetings, Waiver: Written or printed notice, stating the time and place and, in the event of a Special Meeting, the purpose, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of any Membership Meeting, such notice shall be delivered either personally, by mail, or by electronic means (Email) by or at the direction of the President, Secretary or other persons calling the meeting, to each Member. Notice to any one owner or owners in which the membership is expressed shall be deemed notice to all co-owners of the subject property. Notice of a Special Meeting shall state specifically the purpose or purposes for which the Meeting is called. Annual or Substitute Annual Meetings need not state the purpose. Any Member may waive the necessity of formal notice by signing a written waiver either before or after the meeting, and upon such waiver the Member shall not be entitled thereafter to object to the meeting being held or matters being passed upon at the meeting because of lack of notice thereof.

4.5 Quorum: Except as otherwise provided in these By-Laws, the presence in person or by proxy of Members holding thirty percent (30%) of the total vote of the membership shall constitute a quorum at all meetings of the Members. If a quorum is not present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than the announcement of the meeting, until a quorum is present or represented. The Members at any meeting at which a quorum is present at the start of the meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

4.6 Voting rights: There shall be one vote for each member lot, and if one or more persons own one or more member lots, each member lot shall be entitled to one vote. If such property is owned by two or more persons (whether individually or in a fiduciary capacity), the votes allocated to such property may be cast by any of the co-owners, in person or by proxy, but there shall be only one vote per member lot.

4.7 Proxies: Members may vote either in person or by agents duly authorized by written proxy executed by the subject member or by his duly authorized attorney in fact. Proxies shall be valid only for eleven (11) months from the date of its execution unless the person giving the proxy specifies therein the length of time for which it is to be in force, which in no event, may be more than ten (10) years. In order to be effective, all proxies must be filed with the Secretary or acting Secretary prior to the meeting in question being called to order.

4.8 Majority Vote: The casting of a majority of the votes represented at a meeting at which a quorum is present, in person or by proxy, shall be binding for all purposes.

4.9 Actions without Meeting: Any action which may be taken at a meeting of the Membership may be taken without a meeting by consent or ratification, in writing, setting forth the action so taken or to be taken and shall be signed by a majority of those persons who would be entitled to vote upon such action at any meeting and such consent is filed with the Secretary of RCHOA and inserted the minute book of RCHOA.

ARTICLE V

BOARD OF DIRECTORS

5.1 General Powers: The business and affairs of RCHOA shall be managed by the board of directors or by such committees as the Board may establish. The Board shall fix the annual or special dues.

5.2 Number, Term, and Qualification: The Board of Directors shall consist of no fewer than five (5) nor more than nine

(9) members. All directors shall be members of RCHOA. Each Director shall be at least twenty-one (21) years of age. Any qualified director may be elected or re-elected to office but may not serve for more than two consecutive terms. Each director shall hold office until his death, resignation, removal, disqualification, or his successor is elected and qualified. The length of term for which a Director is elected shall be Three (3) years.

5.3 Nominations: Nominations for election to the Board of Directors shall be by a Nominating Committee consisting of a Chairman, who shall be a member of the Board, and two (2) Members of the Association. The Nominating Committee shall be appointed by the Board prior to each annual Meeting of the Members to serve from the close of such Annual Meeting until the close of the next Annual Meeting, and such appointments shall be announced at each annual Meeting. The Nominating committee shall make as many nominations for election to the Board as the Board determines is appropriate. Nominations may be made from the floor of the Annual Meeting of the members.

5.4 Election of Directors: Directors shall be elected to fill the terms of those Directors whose terms have expired. If any member so demands, or if the presiding officer so directs, the election of Directors shall be by secret written ballot. Otherwise, the election shall be by voice vote. Persons receiving the highest number of votes shall be elected. Cumulative voting shall not be permitted.

5.5 Removal: Any director may be removed from the Board, with or without cause, by a majority vote of the Members of RCHOA at any meeting of RCHOA, provided that the notice of the meeting shall state that the question of removal will be acted upon at the meeting. If any Directors are so removed, their successors as Directors may be elected by the membership at the same meeting to fill the unexpired terms of the Directors so removed. Otherwise, the provisions of paragraph 5.6 shall apply.

5.6 Vacancies: A vacancy occurring in the Board may be filled by a majority of the remaining Directors, though less than a quorum, or by the sole remaining Director; however, a vacancy created by an increase in the authorized number of Directors shall be filled only by election at an Annual or substitute Annual Meeting, or at a Special Meeting of Members called for that purpose, or by written

consent of the members without a meeting pursuant to paragraph 4.9 above. The members may elect a Director at any time to fill any vacancy not filled by the Directors. The appointed director will serve out the remaining term of the replaced director, including the limits on re-election.

5.7 Quorum: A quorum of the Board for any meeting shall consist of at least one-half (50%) of the acting Board members.

5.8 Compensation: No member of the Board shall receive any compensation from RCHOA for acting as such; provided that upon approval of the Board, a Director may be reimbursed for reasonable out-of-pocket expense incurred by him on behalf of RCHOA.

5.9 Loans: No loans shall be made by RCHO.

5.10 Indemnification: The Board of Directors is authorized to purchase at its discretion, such insurance as may indemnify such persons who serve as a Director, Officer, employee, or agent of RCHOA, or in such capacity at the request of RCHOA, and such persons shall be entitled to be indemnified to the extent allowable by any applicable liability insurance policy, whether Commercial, General Liability, Officers and Directors coverage, or other. By this provision, the Board of Directors is not required to purchase any insurance policy or policies, or in any particular amount, or for any particular person or class of persons, and to the extent a policy or policies covers fewer than all persons who serve as a Director, Officer, employee, or agent of RCHOA, or in such capacity at the request of RCHOA, there shall be no right of action against RCHOA, its Directors or Officers, for failure to provide any particular coverage(s) for any particular person(s). This provision authorizes the Board of Directors to purchase such coverage for such person(s) which the Board, in its discretion, deems appropriate.

5.11 Action Without Meeting: The Directors shall have the right to take any action in the absence of a meeting which they could take in a meeting by obtaining the written or electronic approval of all the Directors. Any action so approved shall have the same effect as if taken at a meeting of the Directors. Such approval shall be filed with

the minutes of the proceedings of the Board, whether done before or after the action so taken.

5.12 Presumption of Assent: A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or otherwise entered in the minutes of the meeting, or unless he shall file his written dissent to such action before the adjournment thereof. Such right of dissent shall not apply to a Director who voted in favor of such action.

5.13 Powers and Duties: The Board shall have all the powers and duties for the administration of the affairs of RCHOA except such powers and duties as by law may not be delegated by the Members to the Board.

ARTICLE VI

COMMITTEES

6.1 Covenant Enforcement: The Board of Directors shall establish a covenant enforcement procedure to administer the covenants, restrictions, and easements as RCHOA has acquired from Kenmure Enterprises, Inc.; or otherwise acquires.

6.2 Architectural Review: The Board of Directors shall establish an architectural review committee to enforce the architectural review functions and standards set forth in the Covenants and Restrictions subject to the direction and review of the Board.

6.3 Creation: The Board, by resolution may create such other committees as it deems necessary and appropriate in aiding the Board to carry out its duties and responsibilities. Each committee so created shall have such powers and responsibilities as the Board deems appropriate and as set forth in the resolution creating said committee, as it shall be recorded in the minutes of the meeting. The President with the approval of the Board shall select the chairman of each committee.

6.4 Vacancy: Any vacancy occurring on a committee may be filled by the Committee Chairman or by the Board. A vacancy of the Chairman position will be filled by the Board.

6.5 Removal: Any member of a committee may be removed by the committee Chairman or by the Board. Removal of the Chairman will be by the Board.

6.6 Minutes: Each committee shall report its proceedings to the Board when required.

6.7 Responsibility of Directors: The delegation of authority by the Board to a committee shall not relieve the Board of any responsibility or liability imposed on it by law. If any action taken by a committee is not considered formally thereafter by the Board, a Director may dissent from such action by filing his written objection with the Secretary within a reasonable time after learning of such action.

ARTICLE VII

OFFICERS

7.1 Enumeration of Officers: The officers of RCHOA shall consist of a President, Vice President, Secretary, and Treasurer and such other officers as the Board may from time to time select.

7.2 Election and Term: The officers shall be elected annually by the Board. Such elections shall be held at the first meeting of the Board next following the election of Board Members. Each officer shall hold office until his death, resignation, removal, or until his successor is elected and qualified.

7.3 Removal: Any officer may be removed by the Board.

7.4 Vacancy: Any vacancy in an office may be filled by the Board. An officer elected to such vacancy shall serve for the remaining term of the officer replaced.

7.5 Multiple Officers: The President may not hold any other office, save Board Member. Any other offices may be held simultaneously by one person.

7.6 President: The President shall be the chief executive officer of RCHOA and shall be the Chairman of the Board and shall preside at all meetings of the Board and members unless the President shall designate another person to so preside; shall see that the orders and resolutions of the Board are carried out; shall sign all written instruments; and shall have all powers necessary to fulfill his duties.

7.7 Vice President: The Vice President shall assist and act for the President as necessary; shall preside at any meeting of the Board or Members at which the President is absent; shall address issues of concern to the association; and shall coordinate activities regarding covenant enforcement as may be required.

7.8 Secretary: The Secretary shall keep the minutes of meetings of the Board and members; shall have charge of such books and papers as the Board shall direct and shall perform all duties and have such powers as the Board shall prescribe.

7.9 Treasurer: The Treasurer shall have the responsibility for keeping full and accurate financial records in books of accounts showing all receipts, disbursements and the preparation of all required financial statements. At least annually, a statement showing all receipts and disbursements and bank balances shall be made available to all members. The Treasurer shall perform all duties and have such powers as the Board shall prescribe. The Treasurer may be required to have an independent audit of the records at the discretion of the Board.

ARTICLE VIII

GENERAL PROVISIONS.

8.1 Parliamentary Rules: "Robert's Rules of Order" (latest edition) shall govern the conduct of all proceedings when not in conflict with North Carolina Law, providing that the Board may adopt such procedures as it deems appropriate.

8.2 Conflicts: If there are conflicts or inconsistencies between the provisions of North Carolina law and these By-Laws, the provisions of North Carolina law and the Covenants and Restrictions (in that order) shall prevail.

8.3 Amendments: These By-Laws may be amended by a majority vote of the members present holding at least a majority of the membership, in person or by proxy, at a meeting called for that purpose.

Adopted 12-18-2000

Amended 11-11-2009