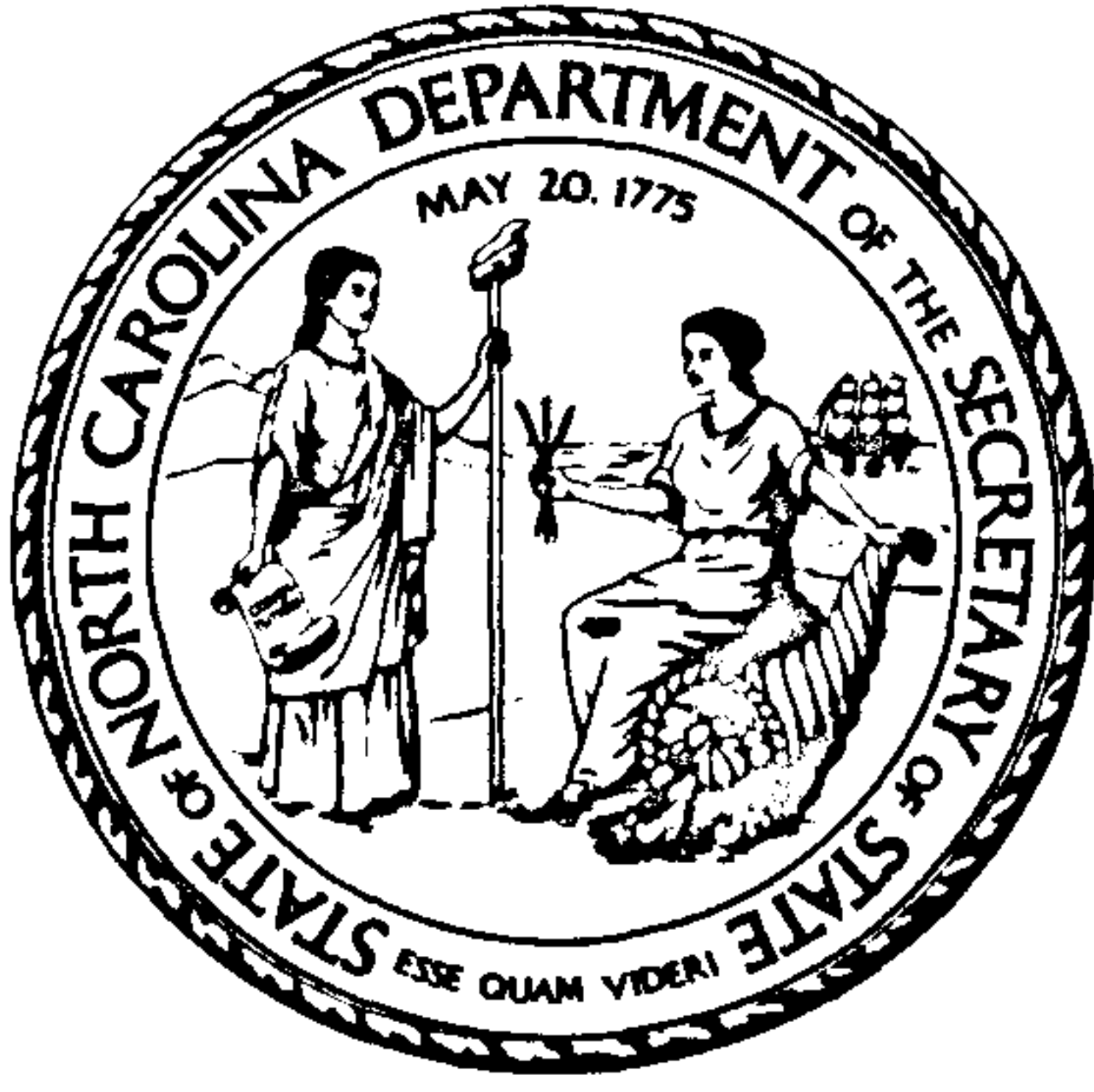


State of North Carolina



Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (3 sheets) to be a true copy of

ARTICLES OF INCORPORATION

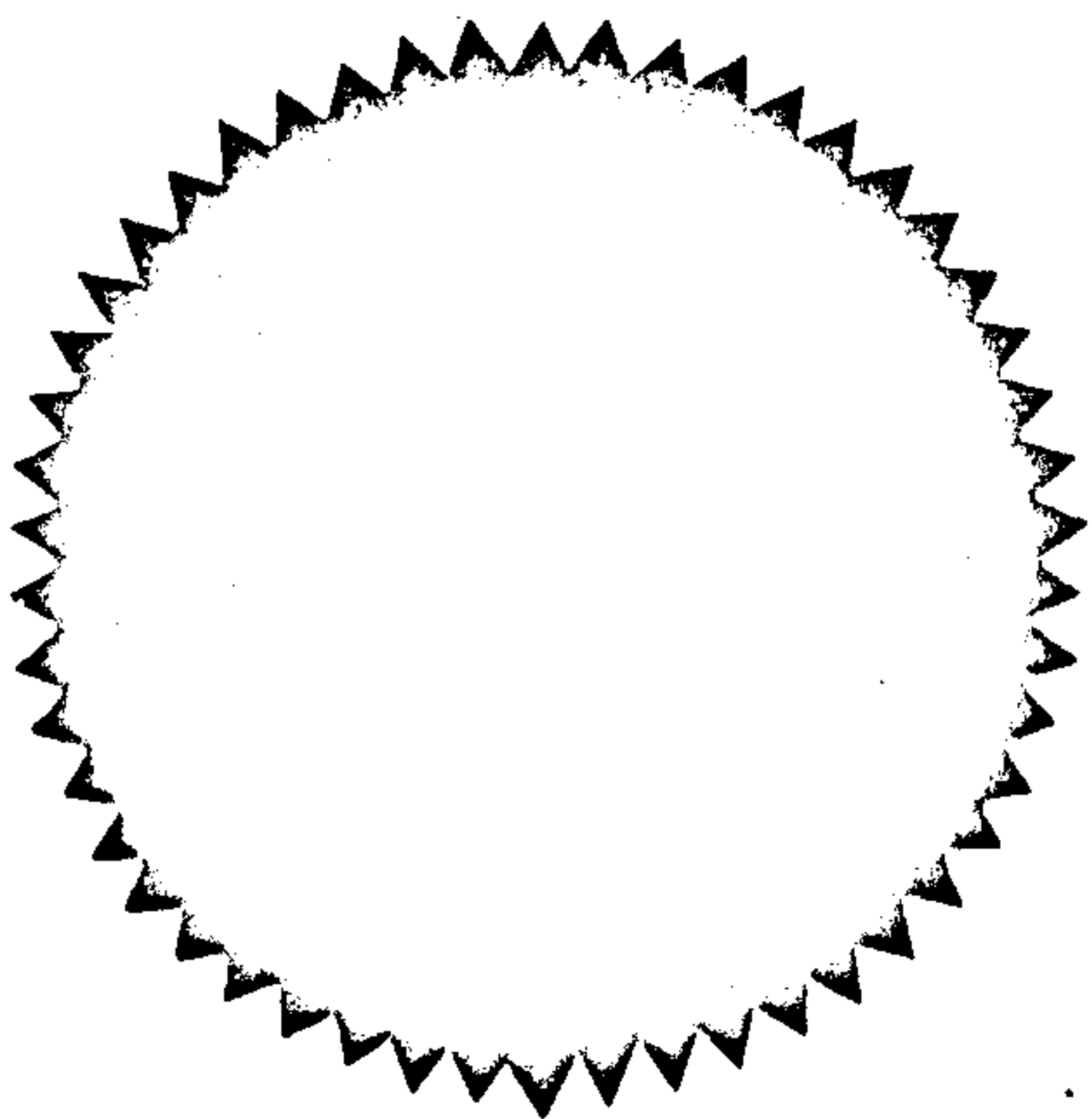
OF

SILVERLEAF PROPERTY OWNERS' ASSOCIATION, INC.

and the probates thereon, the original of which was filed in this office on the 16th day of August 1978, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 16th day of August in the year of our Lord 1978.



Secretary of State

By

Deputy Secretary of State

242550

223

FILED

ARTICLES OF INCORPORATION

AUG 16 1 24 PM '78

THAD EURE
SECRETARY OF STATE
NORTH CAROLINA
SILVERLEAF PROPERTY OWNERS' ASSOCIATION, INC.

I, the undersigned natural person of the age of 18 years or more do hereby organize a non-stock, non-profit membership corporation under and by virtue of the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act", and the several amendments thereto, and adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is Silver Leaf Property Owner's Association, Inc.

ARTICLE II

DURATION

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose for which the corporation is formed are:

- 1) To promote the health, safety and welfare of the property owners within the Silverleaf Subdivision, which subdivision is to include all that land which has been developed as a subdivision by Silverleaf and platted of record as a section of that subdivision in the Watauga County, North Carolina Register of Deeds Office, or any tract of land contiguous to said platted land where the owners have been required to join the Property Owners' Association;
- 2) To own, acquire, build, operate, and maintain recreational parks, playgrounds, swimming pools, swimming, and fishing lakes, and any such other facilities as the members desire including the common grounds, footpaths, and roads and streets within the subdivision;
- 3) To arrange on a collective basis for garbage and trash collection and disposal, for cable television, for fire and security protection, and for any other service or facilities the members desire;
- 4) To fix assessments or charges to be levied against the members for providing those services and facilities, which assessments, if unpaid are to become a lien on the land in the subdivision of the members not making such payment, pursuant to the various Declarations of Restrictions as are applicable to the various lots in the subdivision.
- 5) To do any other thing which is in keeping with the promotion of the health, safety, and welfare of the property owners within the subdivision, provided however, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section

501 (c) (7) of the Internal Revenue Code of 1954 as amended, and its regulations as they now exist or as they may be hereafter amended.

The corporation is not organized for pecuniary profits or gain, directly or indirectly to its members, nor shall it have capital stock or any power to issue certificates of stock or to declare or pay dividends, and no part of the net profit or assets of the corporation shall be distributed, upon dissolution or otherwise, to any individual. The Corporation may pay reasonable compensation to its members, directors, or officers for services rendered.

ARTICLE IV

There shall be two classes of members of the corporation known as 1) Developer and 2) Individual Lot Owners.

DEVELOPER - Developer shall mean Silverleaf Ltd., the developer of the subdivision. The Developer may assign its membership to any person, corporation, association, trust or other entity and such assignee or assignees and any further assignees of such membership may make successive like assignments. This membership shall last so long as Silverleaf Developers, Inc. or its assigns owns any property in the subdivision.

INDIVIDUAL LOT OWNER - Individual Lot Owners shall be those persons owning a regular lot, or tract of land.

ARTICLE V

VOTING RIGHTS

Voting rights are granted only to Developer and Individual Lot Owners as follows:

DEVELOPER - Developer shall have one (1) vote for each lot it owns in the subdivision.

INDIVIDUAL LOT OWNERS - Individual Lot Owners shall be entitled to one vote for each lot owned.

ARTICLE VI

DIRECTORS

Section 1. Authority The affairs of the corporation shall be controlled and managed by the Board of Directors who need not be resident of the State of North Carolina or members of the corporation.

Section 2. Number The number of members of the Board of Directors shall be determined by the corporation's bylaws but shall be at least three.

Section 3. Term All directors shall serve for a term as provided for in the bylaws.

Section 4. Initial Board The initial Board of Directors shall consist of the following individuals:

<u>Name</u>	<u>Address</u>
William H. Wakeman III	Meadowview Drive P.O. Box 1640 Boone, North Carolina 28607

John R. Owens

Rt. 1, Box 230AA
Vilas, North Carolina 28692

Danny Townsend

P.O. Box 1178, Old Bristol Rd.
Boone, North Carolina 28607

who shall serve until the first annual meeting of the members entitled to vote of the corporation, or until their successors shall have been duly elected and qualified.

ARTICLE VII

DISSOLUTION

Upon dissolution of the corporation, its assets shall be applied and distributed in accordance with the provisions contained in Section 45, Distribution of Assets, of Chapter 55-A of the General Statutes of North Carolina entitled "Non-Profit Corporation Act", and as the same may be amended from time to time.

ARTICLE VIII

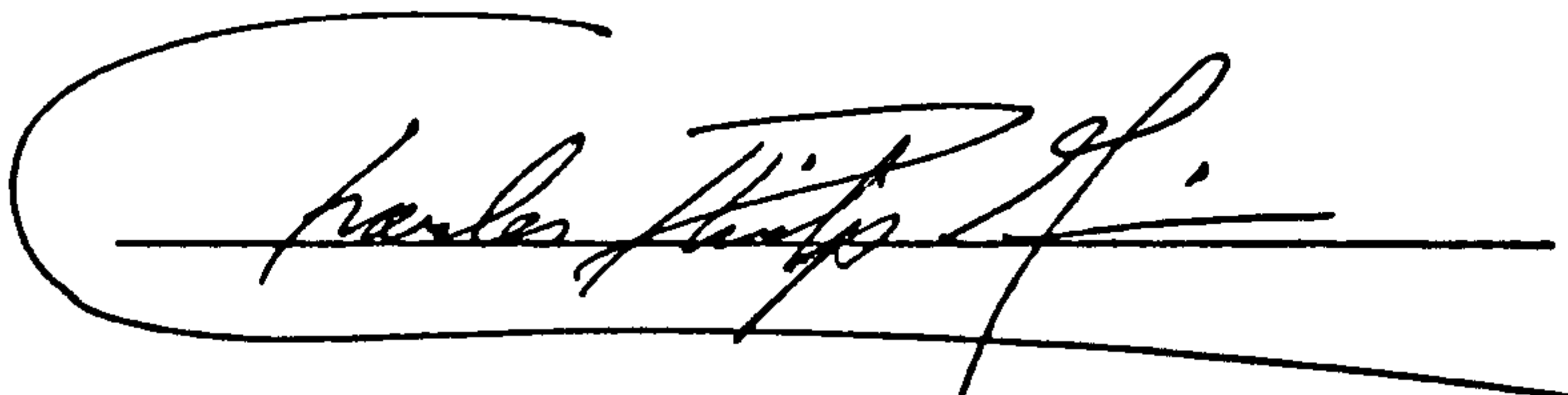
REGISTERED OFFICE, AGENT, AND INCORPORATOR

Section 1. Office The registered office of the corporation shall be at Silverleaf Ltd., 221 West King Street, Boone, Watauga County, North Carolina 28607.

Section 2. Agent The registered agent of this corporation is C. Philip Ginn, 221 West King Street, Boone, Watauga County, North Carolina 28607.

Section 3. Incorporator The incorporator of this corporation is C. Philip Ginn, 221 West King Street, Boone, Watauga County, North Carolina 28607.

IN WITNESS WHEREOF, the undersigned, C. Philip Ginn, being the incorporator designated in Article VIII, Section 3 hereof, hereby executed these Articles of Incorporation and certifies to the truth of the facts herein stated and further certifies that he is over the age of 18 years. This the ___ day of August, 1978.




STATE OF NORTH CAROLINA
COUNTY OF WATAUGA

This is to certify that on the ___ day of August, 1978, before me a Notary Public, personally appeared C. Philip Ginn, 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 herein expressed.

In Testimony Whereof, I have hereto set my hand and seal this the 10th day of August, 1978.

My Commission expires:

7-27-83



Notary Public

NORTH CAROLINA
WATAUGA COUNTY

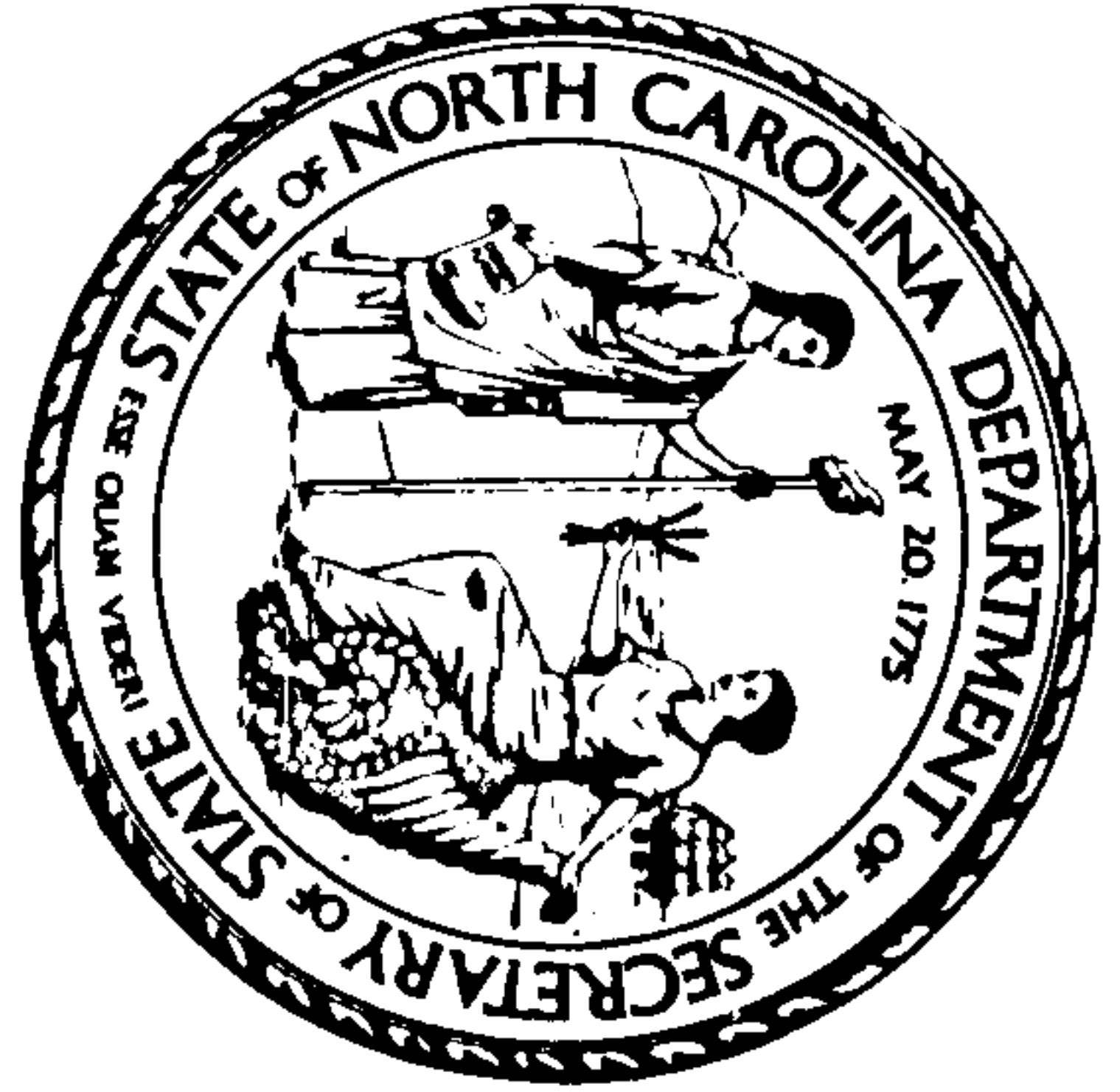
Filed for registration on the 13th day of February
19 79 , at 2:45 o'clock p. M. and registered in the
office of the Register of Deeds of Watauga County, North Carolina
on the 13th day of February 19 79
in Book H of Corporations
at page 222

Phyllis E. Foster

Register of Deeds

Phyllis E. Foster

Deputy



**State
of
North Carolina**

NOTICE

The issuance of a corporate charter to any domestic corporation or a certificate of authority to any foreign corporation does not authorize the use in this State of the corporate name in violation of the rights of any third party under the Federal Trademark Act, the Trademark Act of this State, a trade name or common law; and the issuance of such charter or certificate will not be a defense to an action for violation of any such rights.

Certified Copy

from

The Department of The

Secretary of State

to be Recorded

with the

Register of Deeds

of County of

Registered Office