



NORTH CAROLINA

Department of the Secretary of State

To all whom these presents shall come, Greetings:

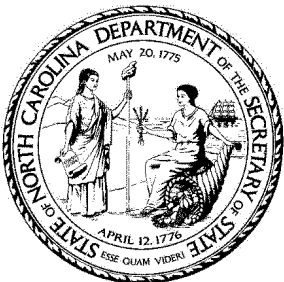
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

PROVINCE GRANDE HOMEOWNERS' ASSOCIATION, INC.

the original of which was filed in this office on the 5th day of March, 2012.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 5th day of March, 2012.

Elaine F. Marshall

Secretary of State

**ARTICLES OF INCORPORATION
OF
PROVINCE GRANDE HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to Section 55A-2-02 of the General Statutes of North Carolina, the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation under the Nonprofit Corporation Act.

ARTICLE I

The name of the corporation shall be Province Grande Homeowners' Association, Inc. (hereinafter referred to as the "Association").

ARTICLE II

The Association does not contemplate a pecuniary gain or profit to the members thereof. The specific purposes for which the Association is formed are: (1) to own and maintain the Common Area within certain portions of the subdivision (hereinafter referred to as the "Neighborhood") known currently as Olde Liberty Golf Club (hereinafter referred to as the "Subdivision"); (2) to provide for architectural control within the Neighborhood; (3) to operate and maintain amenities within the Subdivision; and (4) any additional purposes as may hereafter be brought within the jurisdiction of the Association, and for these purposes to:

(a) exercise all of the powers and privileges to perform all duties and obligations of the Association as set forth in that certain Master Declaration of Covenants, Conditions and Restrictions for Province Grande, to be recorded in the Franklin County Register of Deeds, as the same may from time to time be amended as provided therein, said Declaration and any amendments thereto (hereinafter individually and collectively referred to as "Declaration") being incorporated herein as if set forth in full;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration;

(c) pay all expenses incurred in connection with collection of the charges and assessments set forth in subparagraph (b) above, and to pay 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 property owned by the Association;

(d) 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; provided, however, that all conveyances and transfers of Common Areas must be done in accordance with any code or ordinance;

(e) borrow money and mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, subject to the property rights of the members as provided in the Declaration;

(f) dedicate, sell or transfer all or any part of the Common Area;

(g) participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any merger or consolidation shall have the consent of the members as provided in paragraph (f) above; and

(h) have and to exercise any and all powers, rights and privileges that a corporation organized under the North Carolina Nonprofit Corporation Act by law may now or hereafter have or exercise.

ARTICLE III

Members.

(a) The Association shall have two classes of membership: Class I and Class II.

(b) The Class I Members shall be all Owners, except the Class I Member, if any. The Owner of each Dwelling Unit or Lot shall be a Class I Member of the Association and shall be entitled to vote in accordance with the terms of the Declaration and By-Laws. Class I membership is appurtenant to, and inseparable from, ownership of a Dwelling Unit. Change of membership for Class I Members of the Association shall be established by recording in the Public Records a deed or other instrument establishing record title to real property subject to the Declaration.

(c) The Class II Member shall be the Declarant. The Class II Member's rights are specified in the Declaration and By-Laws.

(d) The manner of exercising voting rights for each class of membership shall be as set forth in the Declaration and By-Laws.

ARTICLE IV

The street address and county of the principal office of the corporation is 4306 Page Road, Morrisville, Durham County, North Carolina 27560.

ARTICLE V

The street address and county of the initial registered office of the corporation in North Carolina is 4306 Page Road, Durham County, Morrisville, North Carolina 27560.

The name of the initial registered agent at the address of the registered office is Howard A. Jacobson.

ARTICLE VI

The powers of the corporation shall be exercised by a Board of Directors of not less than one (1) person nor more than five (5) persons. The number, method of election, qualifications, term of office, powers, authority and duties of the directors, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the expressed provisions of these Articles shall be as specified in the Bylaws.

ARTICLE VII

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the initial director who is to act as director until the selection of his successors is Richard E. Wolf, 4306 Page Road, Morrisville, NC 27560.

ARTICLE VIII

No director shall have personal liability arising out of an action whether by or in the right of the corporation or otherwise for monetary damages for breach of any duty as a director; provided, however, that the foregoing shall not limit or eliminate the personal liability of a director with respect to (1) any acts or omissions that the director at the time of the breach knew or believed were clearly in conflict with the best interests of the corporation, (2) any liability of such director arising under Sections 55A-8-32 or 55A-8-33 of the General Statutes of North Carolina in connection with any loan, guaranty or other form of security made or provided by the corporation to or for the benefit of any of the directors or officers of the corporation, other than loans, guaranties or other forms of security made to full-time employees of the corporation who are also directors or officers of the corporation by action of the board of directors in accordance with the provisions of Section 55A-8-31(a)(1) of the General Statutes of North Carolina, (3) any transaction from which such director derived an improper personal financial benefit (other than reasonable compensation or other reasonable incidental benefit for or on account of such director's services as a director, trustee, officer, employee, independent contractor, attorney or consultant of the corporation) or (4) any acts or omissions occurring prior to the effectiveness of this Article.

Furthermore notwithstanding the foregoing provisions, in the event that Section 55A-2-02 or any other provision of the North Carolina General Statutes is amended or enacted to permit further limitation or elimination of the personal liability of the director, the personal liability of the corporation's directors shall be limited or eliminated to the fullest extent permitted by the applicable law.

This Article shall not affect a provision permitted under the North Carolina General Statutes in the articles of incorporation, bylaws, or contract or resolution of the corporation indemnifying or agreeing to indemnify a director against personal liability. Any repeal or modification of this Article shall not adversely affect any limitation hereunder on the personal liability of the director with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE IX

Dissolution.

The Association may be dissolved only upon a resolution duly adopted by the Board of Directors and all of the Class II votes, so long as any Class II member owns any portion of the Existing Property or any Recreational Facility or other amenity or has the right to annex any property pursuant to the Declaration, or if no Class II member so qualifies, then the approval of Members representing at least two-thirds of the Class I votes in the Association. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities and obligations of the corporation, dispose of all of the assets of the corporation (if any) as follows:

(a) Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements; and

(b) All other assets shall be distributed as provided in the plan of dissolution.

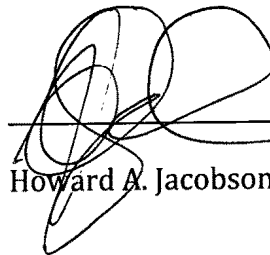
ARTICLE X

These Articles of Incorporation may be amended by a resolution duly adopted by the Board of Directors and the approval of all Class II Members, so long as any Class II member owns any portion of the Existing Property or any Recreational Facility or other amenity or has the right to annex any property pursuant to the Declaration, or if no Class II member so qualifies, then the approval of Members representing at least two-thirds of the Class I votes in the Association. No Members shall be entitled to vote on any amendment to these Articles that is for the sole purpose of complying with the requirements of any governmental or quasi-governmental entity or institutional lender authorized to fund, insure or guarantee Mortgages on individual Lots or Dwelling Units, as such requirements may exist from time to time. Further, no amendment shall be effective to impair or dilute any rights of Class II Members that are governed by the Declaration.

ARTICLE XI

The name and address of the incorporator is Howard A. Jacobson, 4306 Page Road, Morrisville, NC 27560.

This the 29th day of February 2012.



 Howard A. Jacobson, Incorporator