

ARTICLES OF INCORPORATION
OF
RIVER BIRCH HOMEOWNERS ASSOCIATION

In compliance with the requirements of Chapter 55A of the North Carolina General Statutes, the undersigned, all of whom are residents of North Carolina and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is River Birch Homeowners Association, hereinafter called the "Association".

ARTICLE II

The principal registered office of the Association is located at 1913 Hunting Ridge Road, Raleigh, Wake County, North Carolina.

ARTICLE III

Harold S. Lichtin, whose address is 1913 Hunting Ridge Road, Raleigh, Wake County, North Carolina, 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 performance 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:

BEGINNING at the point of intersection of the center line of Marsh Creek and the center line of the 60 foot right of way of Old Wake Forest Road, thence North 18 degrees 23 minutes 55 seconds West 35.01 feet to a point; thence North 64 degrees 28 minutes 56 seconds West 1.41 feet to a point in the western edge of the right of way of Old Wake Forest Road; thence with the western edge of the right of way of Old Wake Forest Road North 37 degrees 48 minutes 22 seconds East 109.13 feet to a point of curve; thence in a northerly direction along a curve to the left with a radius of 524.50 feet, a distance along the arc of said curve of 447.16 feet to a point; thence North 11 degrees West 347.22 feet to a new iron pipe marking the terminus of the western edge of the 60 foot right of way of Forest Oak Drive; thence along the terminus of the right of way of Forest Oak Drive and beyond North 79 degrees 27 minutes East 64.91 feet to a new iron pipe; thence South 50 degrees 16 minutes 34 seconds East 427.92 feet to a PK nail located in the center of the right of way of Old Wake Forest Road; thence with the center of the right of way of Old Wake Forest Road South 37 degrees 48 minutes 22 seconds West 786.23 feet to the POINT OF BEGINNING, containing 3.08 acres according to a plat of survey of the property of River Birch Associates dated December 2, 1980, prepared by Al Prince

- 2 -

and Associates, P.A. Also, being Section 1 according to a map recorded in Book of Maps _____, page _____ of the Wake County Registry.

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 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 Wake 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 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 each class of members mortgage, pledge, deed in 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 each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit 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 each class of 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 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 two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant 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. The 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:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) On October 31, 1983.

Notwithstanding anything herein to the contrary, as long as there is a Class B membership the following actions will require the prior approval of the Federal Housing Administration or the

Veterans Administration: Annexation of additional properties, dedication of Common Area and amendment of these Articles of Incorporation.

ARTICLE VII

(a) The affairs of this Association shall be managed by a Board of nine (9) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Thomas J. Stevens	1816 Front Street, Suite 130 Croasdaile Office Park Durham, North Carolina
Harold S. Lichtin	1913 Hunting Ridge Road Raleigh, North Carolina
James B. Sineath	5208 Shamrock Drive Raleigh, North Carolina

At the first annual meeting the members shall elect three Directors for a term of one year, three Directors for a term of two years and three Directors for a term of three years; and at each annual meeting thereafter the members shall elect three Directors for a term of three years.

(b) The names and addresses of all the incorporators are:

Thomas J. Stevens	1816 Front Street, Suite 130 Durham, North Carolina
William E. Freeman	1816 Front Street, Suite 130 Durham, North Carolina
Harold S. Lichtin	1913 Hunting Ridge Road Raleigh, North Carolina

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 each class of 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

DURATION

The corporation shall exist perpetually.

ARTICLE X

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of North Carolina, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 11th day of December, 1980

383-7441

Thomas J. Stevens (SEAL)
THOMAS J. STEVENS

William E. Freeman (SEAL)
WILLIAM E. FREEMAN

Harold S. Lichtin (SEAL)
HAROLD S. LICHTIN

NORTH CAROLINA

DURHAM COUNTY

I, Brenda Cole, a Notary Public, do hereby certify that Thomas J. Stevens personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal this 11th day of December 1980.

Brenda Cole
Notary Public

My Commission Expires:

May 11, 1985

NORTH CAROLINA

DURHAM COUNTY

I, Brenda Cole, a Notary Public, do hereby certify that William E. Freeman personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal this 11th day of December 1980.

Brenda Cole
Notary Public

My Commission Expires:

May 11, 1985

DURHAM COUNTY

I, Burda Cole, a Notary Public,
do hereby certify that Harold S. Lichtin personally appeared
before me this day and acknowledged the due execution of the
foregoing instrument.

WITNESS my hand and notarial seal this 11th day of
December, 1980.

Burda Cole
Notary Public

My Commission Expires:

May 11, 1985