

C2014 317 00418

**ARTICLES OF INCORPORATION
OF
KNIGHTDALE STATION COMMUNITY ASSOCIATION, INC.**

Pursuant to §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 Knightdale Station Community Association, Inc.

ARTICLE II

The specific purposes for which the corporation is organized are to:

(a) provide for the management, maintenance, preservation, administration and operation of Knightdale Station as set forth in that certain Declaration of Covenants, Conditions and Restrictions to be recorded with the Register of Deeds of Wake County, North Carolina (the "Declaration"); and

(b) engage in any other lawful act or activity for which corporations may be organized under Chapter 55A of the General Statutes of North Carolina.

ARTICLE III

The corporation shall have all the powers granted nonprofit corporations under the laws of the State of North Carolina. No part of the net earnings of the corporation shall inure to the benefit of its members, directors, officers or other persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.

ARTICLE IV

The corporation shall have members. Membership in the corporation, and the rights, powers and privileges of members of the corporation, including voting rights, are set forth in the Declaration and the Bylaws attached thereto.

ARTICLE V

The street address, which is also the mailing address, and county of the principal office of the corporation is 100 Weston Estates Way, Cary, Wake County, North Carolina 27513; Attn.: Karl Blackley.

ARTICLE VI

The street address, which is also the mailing address, and county of the initial registered office of the corporation is 100 Weston Estates Way, Cary, Wake County, North Carolina 27513; Attn.: Karl Blackley.

ARTICLE VII

The name of the initial registered agent at the address of the registered office is Karl Blackley.

ARTICLE VIII

The powers of the corporation shall be exercised by a Board of Directors. 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 IX

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 (i) 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, (ii) 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, (iii) 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 (iv) 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 X

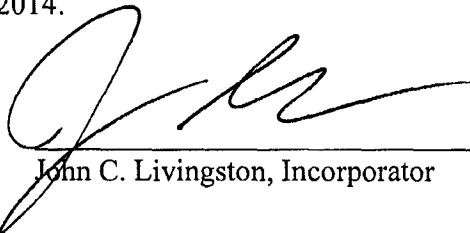
Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities and obligations of the corporation, dispose of all of the assets of the corporation (if any) as follows:

- (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 XI

The name and address of the incorporator is John C. Livingston, 4208 Six Forks Road, Suite 1400, Raleigh, Wake County, North Carolina 27609.

This the 13th day of November, 2014.



John C. Livingston, Incorporator