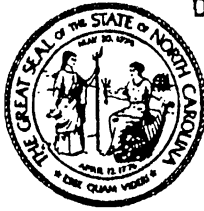


STATE OF NORTH CAROLINA



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

000123

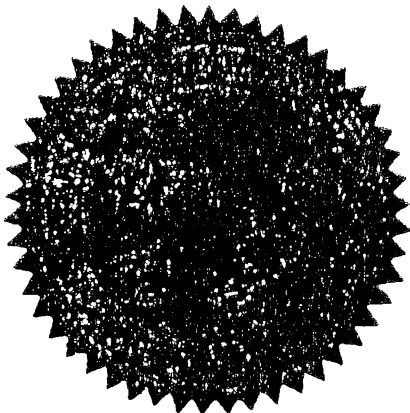
ARTICLES OF INCORPORATION
OF
HOLLANDS CROSSING HOMEOWNERS ASSOCIATION,

the original of which was filed in this office on the 24th
March, 1997.

LAURA H. RIDDICK
REGISTER OF DEEDS
WARE COUNTY

97 MAR -7 AM 10:23

PRESENTED
FOR
REGISTRATION



IN WITNESS WHEREOF, I have hereunto set my
hand and affixed my official seal at the City of
Raleigh, this 24th day of March, 1997.

Elaine F. Marshall

Secretary of State

97003-9059

BK 7405PG0917

FILED

8:35am

APR 11 1997

ARTICLES OF INCORPORATION
OF

HOLLANDS CROSSING HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirement of Chapter 55A of the North Carolina General Statutes, the undersigned, a natural person of full age, has this day executed these Articles of Incorporation for the purpose of forming a non-profit corporation and hereby certifies as follows:

ARTICLE I

NAME

The name of the corporation is HOLLANDS CROSSING HOMEOWNERS ASSOCIATION, INC. (hereinafter the "Association").

ARTICLE II

REGISTERED OFFICE AND INITIAL AGENT: PRINCIPAL OFFICE

The registered office of the Association is located at 401 Harrison Oaks Boulevard, Suite 250, Cary, Wake County, North Carolina 27513. The name of the initial registered agent at such address is Bruce J. Herbert. The initial principal office of the Association is located at 401 Harrison Oaks Boulevard, Suite 250, Cary, Wake County, North Carolina 27513. The location of the registered and the principal office of the Corporation may be changed by a majority vote of the Board of Directors.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate a pecuniary gain or profit to the Members thereof. The specific purposes for which the Association is formed are to own and maintain the Common Area (as that term is defined in that certain Declaration of Covenants, Conditions and Restrictions for HOLLANDS CROSSING Homeowners Association, Inc., to be recorded in the Wake County Registry, as from time to time amended, said document, together with all amendments thereto, if any, (being hereinafter referred to as the "Declaration") within the subdivision known as HOLLANDS CROSSING, and for these purposes, to:

- (a) exercise all powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments made 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 pay all office and other expenses incident to the conduct of the business of the Association, including all taxes, licenses and other 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 and subject to the provisions of the Apex Town Code and of subparagraph (f) below, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

(e) borrow money and, with the assent of Members entitled to at least two-thirds (2/3) of the votes appurtenant to each Class of Lots (Class A and Class B, as defined in Article III, Section 2 of the Declaration), mortgage, pledge, deed in trust, or hypothecate any or all of it's real or personal property as security for money borrowed or debts incurred, provided that the rights of any such lender or mortgagee shall be subordinate to the property rights of the Members as provided in Article IV of the Declaration;

(f) 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 upon by the Members. No such dedication or transfer shall be effective unless the Members entitled to at least three-fourths (3/4) of the votes appurtenant to each Class of Lots agree to such dedication, sale or transfer and signify their agreement by a signed and recorded document. Nothing herein shall be deemed to prohibit the Board of Directors of the Association, without consent of the Members, from granting easements over and across the Common Area to any public agency, authority or utility for the installation and maintenance of sewerage, utility (including CATV) or drainage facilities when, in the opinion of the Board, such easements are necessary for the convenient use and enjoyment of properties within the subdivision. Notwithstanding anything herein to the contrary, the Common Area shall be preserved to the perpetual benefit of the owners of Lots within HOLLANDS CROSSING and shall not be conveyed except to the Town of Apex or another non-profit corporation organized for similar purposes;

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

(h) have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of North Carolina by law may now or hereafter have or exercise.

ARTICLE IV

FINANCE

The Association is a non-stock corporation and no part of the profits, if any, of the Association shall inure to the pecuniary benefit of it's members, or any of them, or to any other person.

ARTICLE V

MEMBERSHIP AND VOTING RIGHTS

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by the Declaration to assessment 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.

The voting rights of the Members shall be provided in the Declaration and By-Laws of the Association.

ARTICLE VI

The affairs of the Association shall be managed by an initial Board of three (3) Directors. The persons who are to act in the capacity of Director until the selection of their successors are:

Name

Address

Bruce J. Herbert

401 Harrison Oaks Boulevard
Suite 250
Cary, North Carolina 27513

Marv P. McDaris

401 Harrison Oaks Boulevard
Suite 250
Cary, North Carolina 27513

Patricia W. Jenkins

401 Harrison Oaks Boulevard
Suite 250
Cary, North Carolina 27513

The number of directors of the Association shall be three (3) until the first annual meeting of the Association, at which time the number of Directors shall be increased to five (5). At the first annual meeting, the Members shall elect one (1) Director to serve a term of one (1) year, two (2) Directors to serve a term of two (2) years, and two (2) Directors to serve a term of three (3) years.

At each annual meeting thereafter, the Members shall elect the number of directors needed to fill the vacancy or vacancies created by the Director of Directors whose term(s) is(are) expiring, to serve for a term of three (3) years (except in the case of the initial election of a Director, in which case the term of that Director may be shortened to provide for the staggering set forth in this Article, or in the case of the filling of a vacancy, in which case the Director elected to fill the vacancy shall be elected for the unexpired term of the Director whose vacancy is being filled).

The term of office of the Directors shall be staggered so that, except for an election to fill a vacancy or to fill a newly-created directorship, the terms of not less than one nor more than three Directors shall expire at each annual meeting. Each Director shall hold office until his death, resignation, retirement, removal or disqualification, or until his successor is elected and qualified. Directors shall expire at each annual meeting. Each Director shall hold office until his death, resignation, retirement, removal or disqualification, or until his successor is elected and qualified. Directors need not be Members of the Association.

The Members of the Association may, by a majority of the votes cast at any duly called annual or special meeting of the Members at which a quorum is present, increase or decrease the number of directors of the Association, provided, however, that the number of directors shall not be increased to more than nine (9) or decreased to less than five (5) without amendment of the By-Laws of the Association.

ARTICLE VII

DISSOLUTION

The Association may be dissolved only upon the signed written assent of Members entitled to at least three-fourths (3/4) of the

votes appurtenant to each Class of Lots. Upon dissolution, 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 the Association was created. In the event that such dedication is not accepted, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization devoted to similar purposes. Notwithstanding anything herein to the contrary, the Common Area shall be preserved to the perpetual benefit of the owners of Lots within HOLLANDS CROSSING and shall not be conveyed except to the Town of Apex or another non-profit corporation organized for similar purposes.

ARTICLE VIII

DURATION

The period of existence of the Association is perpetual.

ARTICLE IX

AMENDMENTS

Amendment of these Articles shall require the assent of Members entitled to at least three-fourths (3/4) of the votes of the entire membership.

ARTICLE X

FHA/VA APPROVAL

As long as there is Class B membership, the following actions require the prior approval of the Federal Housing Administration or the Secretary of Veterans Affairs: annexation of additional property, mergers or consolidation, dissolution, mortgaging of Common Area, dedication or otherwise deeding of Common Area to persons other than the Association, and amendment of these Articles of Incorporation.

ARTICLE XI

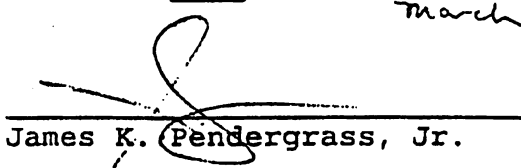
INCORPORATOR

The name and address of the incorporator is as follows:

James K. Pendergrass, Jr.	P.O. Box 26506
	316 W. Edenton Street
	Third Floor
	Raleigh, NC 27611

BK 7405PG0922

IN WITNESS WHEREOF, I the undersigned incorporator, have
hereunto set my hand and seal, this the 19 day of ~~January~~ March, 1997.



James K. Pendergrass, Jr. (SEAL)

STATE OF NORTH CAROLINA

COUNTY OF WAKE

I, Brenda M. Moore, a Notary Public for
said County and State, do hereby certify that James K. Pendergrass,
Jr. personally appeared before me this day and acknowledged the due
execution of the foregoing instrument.

WITNESS my hand and official seal, this the 19th day of
MARCH ~~January~~, 1997.
B.M.M.

Brenda M. Moore

Notary Public

My commission expires: 01/30/98