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Elaine F. Marshall
North Carolina Secretary of State
C200713400004

ARTICLES OF INCORPORATION
OF
LENNOX AT BRIER CREEK HOMEOWNERS ASSOCIATION, INC.

The undersigned natural person of the age of eighteen (18) years or more does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit 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 to that end does hereby set forth:

ARTICLE I

NAME

The name of the corporation shall be Lennox at Brier Creek Homeowners Association, Inc.

ARTICLE II

NONPROFIT QUALIFICATIONS AND APPLICABILITY OF NORTH CAROLINA PLANNED COMMUNITY ACT

This corporation does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes. It is intended that this corporation (i) qualify as an exempt organization under the provisions of Chapter 55A of the North Carolina General Statutes (the "Non-Profit Corporation Act"), (ii) qualify as a homeowners' association under the provisions of Section 528 of the Internal Revenue Code, and (iii) be bound by and comply with the terms and provisions of Chapter 47F of the North Carolina General Statutes (the "PCA"). No part of the net earnings of this corporation shall inure to the benefit of any private member or individual.

ARTICLE III

PURPOSE AND POWERS

This corporation is a not for profit corporation organized under the Non-Profit Corporation Act. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Non-Profit Corporation Act, subject to the terms and limitations of the PCA. Its specific and primary purposes are to provide for the enforcement of the declaration of covenants, conditions, restrictions, easements, charges and liens relating to, and the care, maintenance, preservation and architectural control of, certain real property in or about the planned development to be known as Lennox at Brier Creek which will be located in Wake County, North Carolina (the "Development"), and to promote the health, safety and welfare of persons residing in said Development. In furtherance of these purposes, but subject to the PCA, any restrictions in the declaration of covenants, conditions and restrictions (the "Declaration") to be recorded upon the real property comprising the Development and in the duly adopted bylaws of this corporation, this corporation shall have all powers granted and permitted pursuant to the terms of the Non-Profit Corporation Act, including the following:

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

(b) to manage, maintain, operate, care for and administer the Development, including but not limited to the Common Area, as said term is defined in the Declaration, as more particularly set forth in the Declaration;

(c) to enforce the covenants, restrictions, easements, charges, fines and liens as provided in the Declaration and to fix, levy, assess, collect, enforce and disburse the fines, charges and assessments created under the Declaration, all in the manner set forth in and subject to the provisions of the Declaration;

(d) to do any and all other things and acts that the corporation from time to time, in its discretion, may deem to be for the benefit of the Development and the owners and inhabitants thereof or advisable, proper or convenient for the promotion of the peace, health, comfort, safety and general welfare of the owners and inhabitants of the Development;

(e) to enforce the provisions of the Declaration, these articles of incorporation, the bylaws of the corporation which may be hereafter adopted, and the rules and regulations governing the use of the Common Area and the Development as the same may be hereafter established;

(f) to pay all expenses of the business of this corporation, including all license and permit fees, taxes and other governmental charges levied or imposed against this corporation or the property of this corporation;

(g) to 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 this corporation;

(h) to 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;

(i) compromise, settle, release and otherwise adjust claims, demands, causes of actions and liabilities in favor of the corporation and the owners, or on behalf of the corporation and owners, as the case may be, provided any such claim, demand, causes of action or liability arises out of or relates to a condition or defect common to all or a majority of the lots or improvements constructed thereon, or to the development, design, construction, condition, repair or maintenance of or damage or injury to or defect in the Common Area of the Development or part thereof, and to make an receive all payment or other consideration necessary therefor or in connection therewith;

(j) to have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act and the PCA by law may now or hereafter have or exercise.

ARTICLE IV

INITIAL AGENT/REGISTERED AND PRINCIPAL OFFICE

The name of the corporation's initial agent for service of process is Gray Methven, and the address of the registered and principal office of the corporation is 8045 Arco Corporate Drive, Suite 210, Raleigh, North Carolina 27617

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Association shall be managed by an initial board of three (3) directors appointed by Declarant, and directors shall thereafter be elected as provided in the bylaws of the association. Each director shall hold office until his death, resignation, retirement, removal, disqualification, or his successor is elected and qualifies.

The names and addresses of the persons who are to act in the capacity of the initial directors until the selection of their successors are:

NAME	ADDRESS
1. Gray Methven	8045 Arco Corporate Drive, Suite 210 Raleigh, North Carolina 27617
2. Allison Greenhut	8045 Arco Corporate Drive, Suite 210 Raleigh, North Carolina 27617
3. Dwayne Harrison	8045 Arco Corporate Drive, Suite 210 Raleigh, North Carolina 27617

ARTICLE VI

MEMBERS, VOTING RIGHTS AND ASSESSMENTS

This is a non-stock corporation. The authorized number and qualifications of members of this corporation, the different classes of membership, if any, the property, voting rights and privileges of members, the liability of members for assessments, and the method of collection thereof shall be as set forth in the Declaration referenced in Article III hereof and in bylaws to be adopted by the directors of this corporation. Every person who is a record owner of any lot is entitled to membership and voting rights in the association, as more particularly set forth in the bylaws and Declaration. Membership is appurtenant to, and may not be separated from, ownership of a lot.

ARTICLE VII

BYLAWS

The original bylaws of the association shall be adopted by a majority vote of the initial board of directors of the association present at a meeting of the directors or by written consent in lieu thereof, and at which a majority of the directors are present, and thereafter, such bylaws may be altered and rescinded only in such manner as said bylaws provide.

ARTICLE VIII

DURATION

The term of existence of this corporation shall be perpetual.

ARTICLE IX

DISSOLUTION AND AMENDMENT

This corporation may be dissolved only in strict compliance with the provisions of the PCA. Any amendment of these articles shall require the unanimous approval of the board of directors and the vote or written consent of sixty-seven percent (67%) of the voting power of this corporation. Upon dissolution of this corporation, other than incident to a merger of consolidation, at the election of the board of directors, (i) all of the residual assets of the corporation shall be distributed to the members of the corporation in proportion to the assessments collected from the members, or (ii) the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In connection with subsection (ii) above, in the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted such similar purposes.

ARTICLE X

PERSONAL LIABILITY; INDEMNIFICATION; INSURANCE

To the fullest extent permitted by applicable law, no director or officer of the corporation shall have any personal liability arising out of any action whether by or in the right of the corporation or otherwise for monetary damages for breach of any duty as a director or as an officer. Any repeal or modification of this Article X shall be prospective only and shall not adversely affect any limitation hereunder on the personal liability of a director or an officer with respect to acts or omissions occurring prior to such repeal or modification. This Article X shall not impair any right to indemnity from the corporation that any director or officer may now or hereafter have, and, to the fullest extent permitted by the Non-Profit Corporation Act, (i) the corporation shall indemnify and hold harmless the directors and officers of the corporation who may be made a party to a proceeding because the individual is or was a director or officer of the corporation; and (ii) the corporation shall purchase and maintain directors' and officers' insurance on behalf of any person who is a director or officer of the corporation against any liability asserted against him and incurred by him in such capacity, or arising out of his status as such. The provisions of Sections 55A-8-50 through 55A-8-58 of the Non-Profit Corporation Act are hereby incorporated by reference and such provisions shall be deemed amended to conform with any subsequent amendments to Sections 55A-8-50 through 55A-8-58 of the Non-Profit Corporation Act.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is Michael F. King, Esq., 4350 Lassiter at North Hills Avenue, Suite 300, Post Office Box 17047, Raleigh, North Carolina 27619-7047.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 11 day of May, 2007.

Michael F. King [SEAL]
Michael F. King, Esq.

LENNOX AT BRIER CREEK HOMEOWNERS ASSOCIATION, INC.

ORGANIZATIONAL MEETING OF THE INITIAL
BOARD OF DIRECTORS BY WRITTEN CONSENT
TO ACTION WITHOUT A MEETING

The undersigned, being all of the members of the Board of Directors of Lennox at Brier Creek Homeowners Association, Inc., a North Carolina nonprofit corporation (the "Corporation"), do hereby take the following actions and adopt the following preambles and resolutions by signing our written consent hereto pursuant to Sections 55A-2-05 and 55A-8-21 of the North Carolina Nonprofit Corporation Act and in lieu of an organizational meeting:

1. <u>Articles of Incorporation</u>.

WHEREAS, the Articles of Incorporation of the Corporation submitted by Michael F. King, Esq., as the incorporator of the Corporation (the "Incorporator"), to the North Carolina Secretary of State were filed by the Secretary of State on May 14, 2007.

NOW, THEREFORE, BE IT RESOLVED, that a copy of said Articles of Incorporation (i) be filed with, and made a part of, the minutes of the proceedings of the Incorporator, directors and members of the Corporation; and (ii) be kept at the principal office of the Corporation as part of the Corporation's permanent records.

2. Organization of Corporation.

RESOLVED, that the undersigned initial Directors named in the Articles of Incorporation hereby complete the organization of the Corporation in accordance with the provisions hereof.

3. Adoption of Bylaws.

RESOLVED, that the Bylaws in the form attached hereto as Exhibit A and hereby made a part hereof (i) be, and hereby are, in all respects, approved and adopted as the Bylaws of the Corporation for the regulation of the Corporation's business, operations and affairs; (ii) be made a part of the minute book of the Corporation along with these minutes; and (iii) be kept at the principal office of the Corporation as part of the Corporation's permanent records.

4. Principal Office.

RESOLVED, that until further action of the Board of Directors, the principal office of the Corporation shall be located at 8045 Arco Corporate Drive, Suite 210, Raleigh, North Carolina 27617

5. Appointment of Officers.

RESOLVED, that the following persons be, and they hereby are, appointed to the offices set forth opposite their respective names below, each to serve, subject to the provisions of the Bylaws of the Corporation, until their respective successors are duly elected and qualified. Until further action by the Board of Directors, each officer holding the office of President or Vice President shall have the authority to conduct the business and affairs of the Corporation and each is authorized to negotiate, approve, execute and deliver, as designated officers of the Corporation, all agreements and documents related to the business conducted by this Corporation.

NAME	OFFICE
Gray Methven	President
Dwayne Harrison	Vice President
Allison Greenhut	Vice President, Secretary and Treasurer

6. Payment of Fees, Taxes and Reimbursements.

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay and discharge all taxes, fees and other expenses heretofore incurred or hereafter to be incurred in the organization of the Corporation and to reimburse the officers of the Corporation and all other persons for all reasonable expenditures heretofore made by them in such connection.

7. Procurement of Books and Records.

RESOLVED, that the Secretary of the Corporation be, and hereby is, authorized and directed to procure the necessary corporate records and to open and maintain books in accordance with applicable law and the Bylaws of the Corporation.

8. Ratification of Promoters' and Incorporator's Acts.

RESOLVED, that all things done and all actions taken by any and all of the promoters and the Incorporator of the Corporation in connection with any matters preliminary to or necessary for the organization, incorporation, investigation and promotion of this Corporation be, and the same hereby are, in all respects ratified, confirmed and approved.

9. Fiscal Year.

RESOLVED, that until the further order of the Board of Directors of the Corporation, the fiscal year of the Corporation shall be the calendar year ending December 31.

10. Employment of Professional Services.

RESOLVED, that in connection with discharging their duties as such, and, without limitation, in connection with the maintenance, preparation and filing of books, records, reports and returns, the proper officers of the Corporation be, and they hereby are, authorized and directed to procure in their discretion such legal, accounting or other professional services and assistance as they may reasonably require in order to properly discharge the duties of said offices, and that the reasonable expenses therefor shall be charged to and paid for by the Corporation.

11. Banking Resolutions.

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to take all necessary actions to enable the Corporation to open one or more bank accounts with such banks as such officers may deem appropriate, and to execute such banking resolutions and other documents as are necessary and appropriate for the establishment and maintenance of such accounts, copies of which shall be filed in the minute book of the Corporation and which banking resolutions shall be deemed to have been adopted in the standard form prescribed by such bank.

12. Corporate Licenses and Foreign Qualifications.

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to do any and all acts and execute any and all documents as shall be necessary or desirable in order to procure for the Corporation any federal, state, local or other governmental licenses, permits, approvals or other authority that may be required in order for the Corporation to engage in its business or to qualify the Corporation to do business as a foreign corporation in any jurisdiction in which such qualification is or may be required.

We hereby consent that the actions set forth in the foregoing preambles and resolutions shall have the same force and effect as if taken at a duly constituted organizational meeting of the Board of Directors of the Corporation, effective as of the date hereof, and direct that this document be filed with the minutes of the Corporation as part of the permanent records of the Corporation.

WITNESS our hands effective on the 16th day of May, 2007.

DIRECTORS:

Gray Methven

Dwayne Harrison

Allison Greenhut
Allison Greenhut

<u>EXHIBIT A</u>

BYLAWS