

ARTICLES OF INCORPORATION
OF

HARRINGTON GROVE COMMUNITY ASSOCIATION, INC.

In compliance with the requirements 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:

DOCUMENT #404282
DATE 04/29/07 TIME 09:27
FILED
THOMAS EURE
SECRETARY OF STATE
NORTH CAROLINA

ARTICLE I

NAME

The name of the corporation is HARRINGTON GROVE COMMUNITY ASSOCIATION, INC. (hereinafter the "Association").

ARTICLE II

REGISTERED OFFICE AND INITIAL AGENT

The principal and registered office of the Association is located at 3203 Womans Club Drive, Suite 208, Raleigh, Wake County, North Carolina 27612. The location of the registered office may be changed by a majority vote of the Board of Directors. The name of the initial registered agent at the above address is Robert D. Hillmann.

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: (1) to own and provide for the maintenance and preservation of the common area within that certain tract of land located in Wake and Durham Counties and known as Harrington Grove, as more fully described in that certain Declaration Of Covenants, Conditions And Restrictions Of The Harrington Grove Community Association, Inc., to be filed for record in the Office of the Register of Deeds of Wake and Durham Counties, as the same may from time to time be amended as therein provided, said Declaration and any amendments thereto (hereinafter individually and collectively referred to as the "Declaration") being incorporated herein as if set forth at length; (2) to provide for architectural control of the Lots within Harrington Grove; and (3) to promote the health, safety and welfare of the residents within Harrington Grove, and, for these purposes, to:

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

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

(c) pay all expenses incurred in collecting the charges and assessments set forth in subparagraph (b) above, 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 property owned by the Association;

(d) as limited by subparagraph (f) below, 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;

(e) borrow money and, with the assent of at least two-thirds (2/3) of each class of members entitled to vote, 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 of the Association as provided in the Declaration, provided, however, that the rights of any such mortgagee shall be subject to the property rights of the Members provided in Article IV of the Declaration;

(f) dedicate, sell or transfer all or any part of the property owned by the Association to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members of the Association. No such dedication or transfer shall be effective unless an instrument has been signed by three-fourths (3/4) of each class of members entitled to vote, agreeing to such dedication, sale, or transfer. Notwithstanding anything herein to the contrary, the real property owned by the Association shall be preserved to the perpetual benefit of the owners of lots within Harrington Grove or of the public in general and shall not be conveyed except to the City of Raleigh, Wake County, the City of Durham, or Durham County, as appropriate, or to another non-profit corporation for the aforementioned purposes;

(g) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property, provided that any such merger, consolidation or annexation shall have the assent of at least two-thirds (2/3) of each class of members entitled to vote; and

(h) have and to 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 its members 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 or parcel 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 or parcel which is subject to assessment by the Association.

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

ARTICLE VIBOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, who need not be Members of the Association. The persons who are to act in the capacity of Director until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Robert D. Hillmann	3203 Womans Club Drive, Suite 208 Raleigh, North Carolina 27612
Linda S. Dymond	3203 Womans Club Drive, Suite 208 Raleigh, North Carolina 27612
James T. Hale, Jr.	4505 Falls of the Neuse Road Suite 350 Raleigh, North Carolina 27609

At the first annual meeting, the number of directors shall be increased to five (5). At that meeting, the members shall elect one director for a term of one year, two directors for a term of two years, and two directors for a term of three years. At each annual meeting thereafter, the members shall elect the number of directors needed to fill the vacancy or vacancies of created by the director or directors whose term(s) is/are expiring to serve a term of three (3) years. The number of directors may be changed by amendment of the By-Laws of the Association.

ARTICLE VIIDISSOLUTION

The Association may be dissolved only by the signed, written assent of not less than three-fourths (3/4) of each class of members entitled to vote. 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 the 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 VIIIDURATION

The period of existence of this corporation is perpetual.

ARTICLE IXAMENDMENTS

Amendment of these Articles shall require the affirmative vote of three-fourths (3/4) of the votes cast at a duly called meeting of the Association, except that, as long as the Class E Member is entitled to elect a majority of the members of the Board of Directors of the Association, no Amendment of these Articles shall be made without the consent of the Class E Member.

ARTICLE XFHA/VA APPROVAL

As long as the Company controls the Board or retains the right to take any of the following actions without the consent of the members, such actions shall require the prior written approval of the Federal Housing Administration or the Veterans Administration: mergers and consolidations, dissolution, annexation of additional properties, mortgaging of Common Area, dedication of Common Area, and amendment of these Articles.

ARTICLE XI

The name and address of the incorporator is:

Richard W. Moore 336 Fayetteville Street Mall
Suite 1401
Raleigh, North Carolina 27601

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand seal this 28th day of April, 1987.

/s/ Richard W. Moore (SEAL)
Richard W. Moore

NORTH CAROLINA -- WAKE COUNTY

I, TAMELA B. GILMORE, a Notary Public for said County and State, do hereby certify that RICHARD W. MOORE personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and official seal, this the 28th day of April, 1987.

(NOTARIAL SEAL)

/s/ Tamela B. Gilmore
Notary Public
My commission expires: 12/21/91