



NORTH CAROLINA

Department of the Secretary of State

To all whom these presents shall come, Greetings:

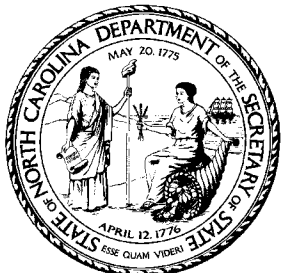
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

HENSLEY HOMEOWNERS' ASSOCIATION, INC.

the original of which was filed in this office on the 18th day of April, 2017.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 18th day of April, 2017.

Elaine F. Marshall

Secretary of State

**ARTICLES OF INCORPORATION
OF
HENSLEY HOMEOWNERS' 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. All capitalized terms used in these Articles of Incorporation shall be defined in the same manner as defined in the Declaration, which definitions are incorporated herein by this reference.

FIRST: The name of the corporation (the "Corporation") is:
Hensley Homeowners' Association, Inc.

SECOND: The initial registered agent of the Corporation shall be:
NP Corpserve NC, LLC

THIRD: The street address/ mailing address and county of the initial registered agent's principal office is:
**701 Green Valley Rd, Suite 100
Greensboro, NC 27408**
**PO Box 3463
Greensboro, NC 27402**
Guilford County

FOURTH: The name and address of the incorporator:
**Keith D. Burns
4141 Parklake Avenue, #200
Raleigh, NC 27612
Wake County**

FIFTH: Membership. The Corporation shall be a nonprofit membership Corporation without certificates or shares of stock. Each Owner, by virtue of its ownership of a Lot subject to the Declaration, shall be a member of the Association and thereby of this Corporation. The Association will have two classes of members, as follows: Class "A" Members will be the Owners of Lots that are subject to the Declaration and Class "B" Member shall be the Declarant, HHHunt Shaffer, LLC. Class "B" membership shall terminate at such time as the Declarant no longer owns property that is or may be subjected to the Declaration, or on such earlier date as the Declarant may decide in its sole discretion. The qualifications

and rights of the members of each class of members shall be as set forth in the Declaration and Bylaws.

SIXTH: Dissolution. The Association may be dissolved only as provided in the Declaration, Bylaws and by the laws of the State of North Carolina. Any dissolution shall be subject to the following: (a) dissolution of the Corporation shall require the written consent of members holding not less than two-thirds (2/3) of the total available votes and the written consent of the Class "B" Member, if any; and (b) upon dissolution of the Corporation, other than incident to a merger or consolidation, 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, or shall be granted, conveyed and assigned to a nonprofit corporation, association, trust created, or shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

SEVENTH: Purpose and Powers.

(a) The purposes for which the Corporation is organized are as follows:

1. to be and constitute the property owners' association to which reference is made in the Declaration of Covenants, Restrictions and Easements for Hensley Homeowners' Association (hereinafter referred to as "Declaration"), which was recorded in Deed Book 16755, Page 242 in the Office of the Register of Deeds of Wake County, North Carolina, on April 18, 2017, as may be amended or supplemented from time to time;
2. to perform all obligations and duties of the Corporation, and to exercise all rights and powers of the Corporation, as specified in the North Carolina Planned Community Act, Chapter 47F of the North Carolina General Statutes, (hereinafter referred to as the ("Act")) and the Declaration of the Corporation as recorded and as amended and as otherwise provided by law; and
3. to provide an entity for the furtherance of the interests of the owners of the property subject to the Declaration; and
4. to exercise the powers of a corporation under the Nonprofit Act, and any other powers now or hereafter conferred by law on North Carolina nonprofit corporations.

(b) In furtherance of its purposes, the Corporation shall have the following powers, which, unless otherwise indicated by the Act or the Declaration, may be exercised by the Board of Directors:

1. all powers conferred upon nonprofit corporations by the statutes of the North Carolina in effect from time to time;

2. all powers, unless otherwise specified in the Act or the Declaration, conferred upon property owners' associations by the North Carolina General Statutes, in effect and as amended from time to time;

3. all powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles or the Declaration, including, without limitation, the following:

i. to fix and to collect assessments or other charges to be levied against the Lots;

ii. to manage, control, operate, maintain, repair, and improve the common area and facilities, and any property subsequently acquired by the Corporation, or any property owned by another, for which the Corporation, by rule, regulation, or contract, has a right or duty to provide;

iii. to enforce covenants, conditions, rules or restrictions affecting any property to the extent the Corporation may be authorized to do so under the Declaration or by law;

iv. to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

v. to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Corporation, which shall include the power to foreclose its lien on any property subject to the Declaration by judicial or non-judicial means;

vi. to borrow money for any purpose of the Corporation, limited in amount or in other respects as may be provided in the Declaration;

vii. to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessity, appropriate, or advisable in carrying out any purpose of the Corporation, with or in association with any other association, corporation, or other entity or agency, public or private;

viii. to act as agent, trustee, or other representative of other corporations, firms or individuals, and as such to advance the business or ownership interests in such corporations, firms or individuals;

ix. to adopt, alter, and amend or repeal the Declaration or the Bylaws as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration;

x. to provide or contract for services benefitting the property subject to the Declaration, including, any and all supplemental municipal services as may be necessary and desirable; and

xi. to do everything necessary and proper for the accomplishment of the above-stated objects, or necessary or incidental to the protection and benefit of the Corporation, and, in general, to carry out any lawful business necessary to the attainment of the purposes of this Corporation, whether such business is similar in nature to the objects and powers hereinabove set forth, or otherwise.

4. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; provided, none of the objects or purposes herein set out shall be construed to authorize the Corporation to do any act in violation of the Nonprofit Act or the Act, and all such objects or purposes are subject to said Nonprofit Act and the Act. The powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article.

EIGHTH: Voting. Each member shall be entitled to vote in accordance with the Declaration and

Bylaws of the Corporation. The method and manner of voting is set forth in the Declaration and Bylaws. There shall be no cumulative voting.

NINTH: Board of Directors: The business and affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors. The initial Board shall consist of the following three (3) members: Steve Fritz whose business address is 1401 Sunday Drive, Suite 109, Raleigh, NC 27607, and George Moore and Amanda Jonas whose business address is 11237 Nuckols Road, Glen Allen, VA 23059. The specific number of directors may be changed from time to time as permitted in the Bylaws.

During the Declarant Control Period, as more fully described in the Declaration and Bylaws, the Declarant shall have the right to appoint, in its sole discretion, the members of the Board of Directors. The method of electing the Board of Directors during the transition, and following the termination, of the Declarant Control Period, and term of office, removal and filling of vacancies shall be as set forth in the Corporation's Bylaws. The Board may appoint such additional officers and committees as it, in its discretion, may deem necessary. Such officers may delegate such operating authority to such companies, individuals, officers or committees as it, in its discretion, may determine necessary and as provided in the Declaration and Bylaws.

TENTH: Amendments. These Articles may be amended, pursuant to the Nonprofit Act, by the affirmative vote of the Board of Directors and the affirmative vote of the members holding at least three-fourths (3/4) of the total available votes of the Class "A" Members and the approval of the Class "B" Member, so long as such membership exists; provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall impair or dilute any rights of members that are granted by the Declaration.

So long as the Class "B" Member exists, and so long as the Class "B" Member possesses the authority to annex real property into the Willoughby Subdivision pursuant to the Declaration, the Class "B" Member shall have the unilateral right to amend the Articles of Incorporation in a manner not inconsistent with the rights of the Members, as more fully set forth in the Declaration, and such right shall include an amendment for the purposes of adding a new class of membership.

ELEVENTH: Liability of Directors. No director of the Corporation shall be personally liable to

the Corporation or its members for monetary damages for breach of fiduciary duty of care or other duty as a director, except that this Article shall not eliminate or limit the liability of a director: (i) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (ii) for any transaction from which the director derives an improper personal benefit. Neither the amendment nor repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any act or failure to act, or any cause of action, suit or claim that, but for this Article, would accrue or arise prior to any amendment, repeal or adoption of such an inconsistent provision. If the Nonprofit Act is subsequently amended to provide for further limitations on the personal liability of directors of corporations for breach of duty of care or other duty as a director, then the personal liability of the directors of the Corporation shall be so further limited to the greatest extent permitted by the Nonprofit Act.

TWELFTH: The Street Address and County of the Principal Office of the Corporation:

**1401 Sunday Drive
Suite 109
Raleigh, NC 27607
Wake County**

THIRTEENTH: Duration. These Articles are effective upon filing and the period of duration of this Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on April 18, 2017.



Keith D. Burns, Incorporator