



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

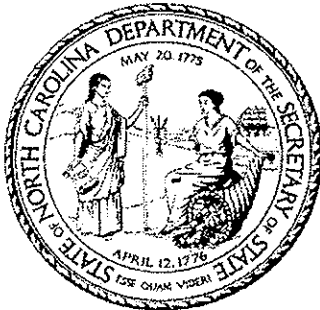
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

HIGHPARK TOWNHOMES HOMEOWNERS ASSOCIATION, INC.

the original of which was filed in this office on the 12th day of October, 2005.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 12th day of October, 2005

Elaine F. Marshall

Secretary of State

ARTICLES OF INCORPORATION
OF

HIGHPARK TOWNHOMES HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 55A of the General Statutes of North Carolina, the undersigned, all of whom are residents of the State of North Carolina and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

Name of Corporation

The name of the Corporation is HighPark Townhomes Homeowners Association, Inc., hereinafter called the "Association".

ARTICLE II

Principal Office

The principal and registered office of the Association is located at 1900 Cameron Street, Raleigh, Wake County, North Carolina 27605.

ARTICLE III

Registered Agent

A. Settle Dockery, III, whose address is 1900 Cameron Street, Raleigh, Wake County, North Carolina 27605, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

Purpose and Powers

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and

architectural control of residence Lots and Common Area within that certain tract of property described as the HighPark Townhome Community and said other properties as may be annexed thereto, as described in that certain Declaration of Covenants, Conditions and Restrictions for HighPark Townhomes recorded in the Wake County Registry (hereafter, "Declaration"), and as amended, and to promote the health, safety, and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration applicable to the property, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) 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 property in connection with affairs of the Association;

(d) Borrow money, and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, utility or other non-profit corporation for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an

instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations and with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members.

(g) Have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation law of the State of North Carolina by law may now or hereafter have or exercise or which a community association may have under Chapter 47F of the North Carolina General Statutes (the Planned Community Act).

This corporation is organized and shall be operated exclusively as a homeowners association and not for profit. No part of the earnings of this corporation or the funds contributed by any person or corporation shall inure to the benefit of any director, officer, or Member of the corporation, or any private individual (other than by acquiring, constructing, or providing management, maintenance, and care of the Association property, and other than by a rebate of excess membership dues, fees, or assessments), except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. In the event of the liquidation or dissolution of the corporation, either voluntary or involuntary, no director or officer of the corporation or any private individual shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed exclusively to an entity or entities whose purposes are substantially similar to those set forth in this Article IV and within the intentment of Section 528 of the Internal

Revenue Code of 1986 (as amended from time to time) and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time or to an appropriate public agency to be or used for purposes similar to those stated in this Article IV or to an organization which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Anything to the contrary notwithstanding the corporation shall not possess or exercise any power or authority either expressly, by implication, or by operation of law that will prevent it at any time from qualifying as a "Residential Real Estate Management Association" as defined in Section 528 of the Internal Revenue Code of 1986 (as amended from time to time) and the regulations thereunder, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification or deny it such election under such section of the Internal Revenue Code.

In order to properly prosecute the objects and purposes set forth, this corporation shall have all the powers vested in corporations by the laws of the State of North Carolina, Chapter 55A, Section 15, and other laws relating to corporations which may appear in the General Statutes of North Carolina, together with all amendments thereto, past and future, which powers shall include, by the inclusions of such powers shall not be deemed as exclusive of other powers vested in the corporation, the following powers:

This corporation shall have full power and authority to acquire real or personal property, tangible or intangible, by gift, contribution, bequest, devise, purchase, lease, exchange, or by any other manner, and to hold legal or equitable title to real and personal property; to borrow money, issue bonds, indentures or other evidences of indebtedness, secured or unsecured; to sell, buy, lease, encumber, mortgage, pledge, donate and otherwise deal with, acquire and dispose of real and personal property, either one or both, and generally to perform all acts which may be deemed

necessary, expedient or proper by the corporation for the successful carrying out of the objects and purposes for which the corporation is formed.

ARTICLE V

Incorporators

The Incorporator of this Corporation, being a resident of Wake County, North Carolina and above the age of eighteen (18), is A. Settle Dockery, III whose address is 1900 Cameron Street, Raleigh, Wake County, North Carolina, 27605.

ARTICLE VI

Membership

Every person or entity which is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record 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.

ARTICLE VII

Voting Rights

The Association shall have two classes of voting membership as further defined in the Declaration. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any lot and in no event shall an Owner who owns more than one lot be entitled to more than one vote.

ARTICLE VIII

Board of Directors

The affairs of this Association shall be managed initially by a Board of two (2) directors. At the first annual meeting of the Association, the members of the Association shall elect a Board of three (3) directors, and the affairs of the Association shall thereafter be managed by the Board as provided in the Bylaws. The names and addressees of the persons who are to serve as the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
A. Settle Dockery, III	1900 Cameron Street Raleigh, NC 27605
G. Smedes York	1900 Cameron Street Raleigh, NC 27605

ARTICLE IX

Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 this 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 X

Duration

The corporation shall exist perpetually.

ARTICLE XI

Amendments

Amendment to these Articles shall require the assent of seventy-five (75%) percent of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of North Carolina, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 10th day of October, 2005.


A. SEFTLE DOCKERY, III. (SEAL)
INCORPORATOR