

**ARTICLES OF INCORPORATION
OF
TRYON WEST HOMEOWNERS ASSOCIATION, INC.**

These Articles of Incorporation are made and acknowledged 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 1. Name. The name of the corporation is Tryon West Homeowners Association, Inc. For convenience, the corporation shall be referred to in this instrument as the “Association.”

Article 2. 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 3. 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 and restriction relating to, and the care, maintenance, preservation and architectural control of, certain real property in or about a residential subdivision to be known as “Tryon” which will be located in the Town of Wake Forest, Wake County, North Carolina (the “Development”). In furtherance of these purposes, but subject to 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 and the PCA, 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 manager, control, maintain, operate, repair, improve, and administer the Development, including but not limited to the Common Areas;
- (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 a 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, and the bylaws of the corporation which may be hereafter adopted, and the rules and regulations governing the use of the Common Areas and Development as 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) To compromise, settle, release and otherwise adjust claims, demands, causes of action 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 and 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 4. Initial Agent/Registered and Principal Office Address. The name of the corporation's initial agent for service of process is Joseph C. Lassiter, and the address of the registered and principal office of the corporation is 7008 Harps Mill Road, Suite 103, Raleigh, Wake County, North Carolina 27615.

Article 5. Board of Directors. The business and affairs of the corporation shall be managed by an initial board of not less than one (1) nor more than (3) directors. Each director shall hold office until his death, resignation, retirement, removal, disqualification, or his successor is appointed or elected and qualifies as provided in the Declaration and bylaws. 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:

J.G. Loftin Jr.
8310 Banford Way
Raleigh, NC 27615

Article 6. 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 and in bylaws to be adopted by the directors of this corporation. Membership and voting rights shall be as specified in the Declaration and bylaws.

Article 7. Bylaws. The original bylaws of the association shall be adopted by a majority vote of the initial board of directors of the corporation 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 8. Dissolution and Amendment. This corporation may be dissolved only in strict compliance with the provisions of the PCA, and these articles of incorporation may be amended only in strict accordance with the provisions of the Non-Profit Corporation Act. This corporation shall be dissolved in a manner consistent with the Article XVI, Section 2 of the Declaration.

Article 9. Personal Liability, Indemnification, and 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 9 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 9 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 ten Non-Profit Corporation Act, (i) the corporation shall indemnify and hold harmless the directors and officers of the corporation who may be made a part 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 amendment to Sections 55A-8-50 through 55A-8-58 of the Non-Profit Corporation Act.

Article 10. Incorporator. The name and address of the incorporator is Eric A. Vernon, Esq., 4101 Lake Boone Trail, Suite 300, Raleigh, North Carolina 27607.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this ____ day of _____, 2017.

_____(SEAL)
Eric A. Vernon, Esq.