



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

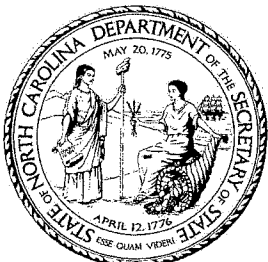
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

VILLAS AT TWELVE OAKS HOMEOWNERS ASSOCIATION, INC

the original of which was filed in this office on the 18th day of February, 2011.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 18th day of February, 2011.

Elaine F. Marshall

Secretary of State

**ARTICLES OF INCORPORATION
OF
VILLAS AT TWELVE OAKS HOMEOWNERS ASSOCIATION, INC.**

Pursuant to Section 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.

Article I. Name. The name of the corporation is **Villas at Twelve Oaks Homeowners Association, Inc.** (the "Association").

Article II. Principal Office. The street address of the initial principal office of the Association is:

1201 Edwards Mill Road
Suite 301
Raleigh, North Carolina 27607
Wake County

Article III. Duration. The Association shall have perpetual duration, unless terminated by due process of law.

Article IV. Applicable Statute. The Corporation is organized pursuant to the provisions of the North Carolina Nonprofit Corporation Act.

Article V. Purposes and Powers.

A. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which it is formed are:

1. to be and constitute the Association to which reference is made in the Declaration of Protective Covenants, Conditions, Restrictions and Easements for The Villas at Twelve Oaks (hereinafter the "Declaration"), recorded or to be recorded in the Wake County, North Carolina land records, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Declaration, in the Bylaws of the Association ("Bylaws") and as provided by law;

2. to be and constitute a homeowners association within the meaning of Section 528 of the Internal Revenue Code of 1986; and

3. to provide an entity for the furtherance of the interests of the Owners in the development.

B. In furtherance of its purposes, the Association shall have all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of North Carolina in

effect from time to time, which, unless indicated otherwise in these Articles, the Declaration or the Bylaws, may be exercised by the Board of Directors.

Article VI. Membership. The Association shall be a membership corporation without certificates or shares of stock. Each record Owner of a Lot subject to the Declaration is a Member and shall be entitled to vote as set forth herein, in the Declaration and in the Bylaws. Membership shall be appurtenant to and may not be separated from ownership of a Lot.

Article VII. Board of Directors. The business and affairs of the Association shall be governed by a Board of Directors, the number, qualification and method of election of which shall be as set forth in the Bylaws.

Article VIII. Indemnification. The Association shall indemnify to the fullest extent permitted by the North Carolina Nonprofit Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Association), by reason of the fact that the person is or was a director or officer of the Association. In addition, the Association shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the North Carolina Nonprofit Corporation Act.

Article IX. Liability of Directors. To the fullest extent that the North Carolina Nonprofit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Association with reference to any event or events preceding or state of facts existing at the time of such repeal or modification.

Article X. Dissolution. The Association may be dissolved only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Members who are Owners of not less than two-thirds (2/3) of the Lots and the consent of the Declarant. In the event the Association is dissolved as provided herein, all liabilities and obligations of the Association shall be paid and discharged, or adequate provisions made therefor, and the remainder of the Association's assets, including, without limitation, any remaining real property of the Association, shall be distributed pursuant to Section 55A-14-03 of the General Statutes of North Carolina.

Article XI. Merger and Consolidation. The Association may merge or consolidate only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Lot Owners to which at least eighty percent (80%) of the votes in the Association are allocated and the consent of the Declarant.

Article XII. Amendments. These Articles may be amended only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Members who are Owners of not less than two-thirds (2/3) of the Lots and the consent of the Declarant; provided however, no Members shall be entitled to vote on any amendment to these Articles of Incorporation for the sole purpose of complying with the requirements of any governmental or quasi governmental entity or institutional lender authorized to fund, insure or guarantee Mortgages on individual Lots, as such requirements may exist from time to time, which amendments must be approved by a resolution duly adopted by the Board of Directors with the consent of the Declarant.

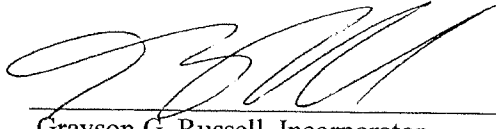
Article XIII. Incorporator. The name and address of the incorporator are as follows: Grayson G. Russell, 2304 Wesvill Court, Suite 340, Raleigh, NC 27607.

Article XIV. Registered Agent and Office. The street address and county of the initial registered office of the Corporation is: 1201 Edwards Mill Road, Raleigh, NC, 27607 Wake County, North Carolina USA, and the initial registered agent at such address is Karl J. Beyer.

Article XV. Rights of Declarant. The rights of Declarant hereunder shall terminate as provided in the Declaration.

Article XVI. Definitions. Unless otherwise defined herein, the words used in these Articles of Incorporation shall have the same meaning as set forth in the Declaration.

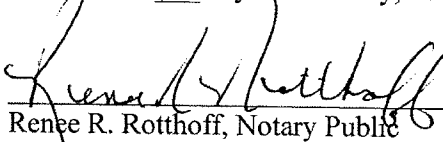
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.


_____(SEAL)
Grayson G. Russell, Incorporator

STATE OF NORTH CAROLINA
COUNTY OF WAKE

I, Renee R. Rotthoff, a Notary Public of the County and State aforesaid, do hereby certify that Grayson G. Russell personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial stamp or seal, this ¹⁵17 day of February, 2011.



Renee R. Rotthoff, Notary Public

My Commission expires: 12/20/2014

[SEAL]

