

**ARTICLES OF INCORPORATION
OF
BRYARTON TOWNHOMES ASSOCIATION, INC.**

I, the undersigned, being a natural person of full age, make these Articles of Incorporation for the purpose of forming a non-profit corporation pursuant to the provisions of Chapter 55A of the North Carolina General Statutes.

ARTICLE I

NAME

The name of the corporation is :

BRYARTON TOWNHOMES ASSOCIATION, INC.

ARTICLE II

DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III

PURPOSES

The purposes for which the corporation is organized are:

(a) To provide for the management, maintenance, preservation, administration and operation of Bryarton Townhomes, a planned unit development pursuant to the North Carolina General Statutes as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Bryarton Townhomes to be recorded in the Office of the Register of Deeds for Wake County, North Carolina (the "Declaration");

(b) To promote the health, safety and welfare of the "Owners" (as defined in the Declaration) and the residents within the jurisdiction of this corporation; and

(c) To engage in any and all lawful activities incidental to the foregoing purposes; except as restricted herein.

ARTICLE IV

TAX STATUS

The corporation shall have all the powers granted non-profit corporations under the laws of the State of North Carolina. Notwithstanding any other provisions of these Articles of Incorporation, the corporation hereby elects tax-exempt status under Section 528 of the Internal Revenue Code of 1986. The corporation shall not carry on any activities prohibited by a corporation electing tax-exempt status under Section 528, or any corresponding sections or provisions of any future United States Internal Revenue law or of any analogous law of the State of North Carolina. No part of the net earnings of the corporation shall inure to the benefit of its members, directors, officers, or other persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of this corporation.

ARTICLE V

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the corporation, the assets thereof shall, after all liabilities, and obligations of the corporation have been paid, or adequate provision made therefor, be dedicated to an appropriate public agency to be used for purposes similar to those for which the corporation was created or, in the event that such dedication is refused acceptance, distributed to any association or associations organized for purposes similar to those set forth in Article III above, all in accordance with any further provisions of the bylaws of the corporation.

ARTICLE VI

MEMBERSHIP AND VOTING RIGHTS

The corporation shall have members. Such membership shall be limited to the owners of the Lots in Bryarton Townhomes, and every Owner of a Lot shall automatically be a member of the corporation. The rights, powers and privileges of members of the corporation, including voting rights, are set forth in the Declaration and the Bylaws.

ARTICLE VII

REGISTERED AGENT AND OFFICE

The address of the initial registered office and principal office in the State of North Carolina is Suite 160, 4900 Falls of Neuse Road, Raleigh, Wake County, North Carolina 27609, and the name of the initial registered agent at such address is Richard G. Singer.

ARTICLE VIII

EXECUTIVE BOARD

The affairs of the corporation shall be managed by an Executive Board of three (3) members. The number of members of the Executive Board may be changed by amendment of the Bylaws of the corporation. The name and address of the persons who are to act as initial members of the Executive Board until they are replaced as provided in the Bylaws are:

<u>Name</u>	<u>Address</u>
HAL ADAMS Bill Clark Homes of Raleigh, LLC	Post Office Box 31028 Raleigh, North Carolina 27622-1028
LARRY QUIST Bill Clark Homes of Raleigh, LLC	Post Office Box 31028 Raleigh, North Carolina 27622-1028
Khaled A. Al-Zoubi IC Development, Inc.	3500 Regency Parkway, Suite 120 Cary, North Carolina 27511

ARTICLE IX

INDEMNIFICATION

To the fullest extent permitted by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a director or officer of the corporation shall be personally liable to the corporation or any of its members for monetary damages for breach of any duty as a director or officer. No amendment or repeal of this article, nor the adoption of any provision to these Articles of Incorporation inconsistent with the article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

ARTICLE X

INCORPORATOR

The name and address of the incorporator is: Richard G. Singer, 4900 Falls of Neuse Road, Suite 160, Raleigh, North Carolina 27609.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal, this _____ day of _____, 2005.

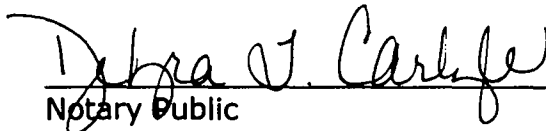

_____(SEAL)
Richard G. Singer

STATE OF NORTH CAROLINA

WAKE COUNTY

This is to certify that on this 19th day of April, 2005, before me, Debra T. Carlyle, a Notary Public of Johnston County, North Carolina, personally appeared Richard G. Singer, who executed the foregoing Articles of Incorporation of Bryarton Townhomes Association, Inc., and I having first made known to him the contents thereof, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of April, 2005.



Notary Public

My Commission Expires: 3-4-07

Notarial Seal

DEBRA T. CARLYLE
NOTARY PUBLIC
JOHNSTON COUNTY, N.C.