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ARTICLES OF INCORPORATION
OF
SAWYERS' MILL HOMEOWNERS ASSOCIATION, INC.

a North Carolina nonprofit corporation

The undersigned, BEAZER HOMES, LLC, A North Carolina Limited Liability Corporation, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under and by virtue of the laws of the State of North Carolina.

ARTICLE I - NAME

The name of the corporation is SAWYER'S MILL HOMEOWNERS ASSOCIATION, INC. hereinafter called the "Association".

ARTICLE II - DURATION

The Association's period of duration shall be concurrent with the period during which that certain Declaration of Covenants and Restrictions for Sawyer's Mill recorded in the Wake County Registry (hereinafter referred to as the "Declaration") shall affect or restrict the use of the properties described therein as more specifically set forth on Exhibit A hereto which is incorporated herein by this reference or until the Association shall be sooner terminated pursuant to these Articles. All definitions set forth in Article I of the Declaration shall have the same meanings as set forth herein in theses Articles of Incorporation.

ARTICLE III - PRINCIPAL & REGISTERED OFFICE AND AGENT

The address of the initial principal and registered office of the Association is 3701 National Drive, Suite 101, Raleigh, North Carolina 27609. The name of the initial registered agent at that address is Robert Polanco.

ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION

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 the Common Area within that certain tract of property described on Exhibit "A" hereto, to which reference is made for a more complete description, and to promote the health, safety and welfare of the Owners within the above described property and any additions thereto as may hereafter be made subject to the Declaration, and 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 and as the same may be amended from time to time as therein provided.

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration ; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of 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 or personal property in connection with the affairs of the Association.

(d) Borrow money and with the assent of two-thirds (2/3) of each class of 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, which mortgage, pledge, deed of trust or hypothecation if the security is Common Area, shall be subject to the rights and easements of the Owners.

(e) Dedicate sell or transfer all or part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members, but no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of Members, agreeing to such dedication, sale or transfer.

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional Properties and Common Area, provided that any such merger, consolidation or annexation shall be effected as provided in the Declaration.

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of North Carolina, G.S. 55A-1, et. seq., by law may now or hereafter have or exercise.

The owners of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

ARTICLE V - NON-PROFIT ASSOCIATION

No part of the net earnings of the Association shall inure to the benefit of any officer, director or Member of the Association. All funds and property acquired by the Association and the proceeds therefrom shall be held only for the benefit of the Members of the Association in accordance with the provisions of the Declaration.

ARTICLE VI - MEMBERSHIP

Every person or entitle who is a record Owner of a lot or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including sellers by installment contracts, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest in any Lot 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:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. 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 determine, but in no event shall more than one vote or a fractional vote be cast with respect to any Lot.

Class B. Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to four (4) votes for each Lot owned. The Class B Membership shall cease and be converted to Class A membership on the happening of either of the following event, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding the Class B membership, such Class B membership shall be reinstated by the recordation of a subdivision map of the Properties which creates additional Condominium Units, but in no event shall such Class B membership extend beyond the tine stated in Subparagraph (b) in this Section; or

(b) On September 1, 2005.

ARTICLE VIII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than five (5) and not more than nine (9) Directors, who need not be Members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and address of the persons who are to act in the capacity of the initial directors until the selection of their successors at the first meeting of the Association are:

DIRECTOR

ADDRESS

Robert Polanco

3701 National Drive
Raleigh, NC 27609

Denise Lancia

3701 National Drive
Raleigh, NC 27609

Richard G. Singer

4900 Falls of Neuse Rd.
Raleigh, NC 27609

At the first annual meeting the Members shall elect a director for a term of one (1) year, a director for a terms of two (2) years and a director for a terms of three (3) years; and at each annual meeting thereafter the Members shall elect one director for a term of three years.

ARTICLE IX - DISSOLUTION

This 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 first be offered to the public and thereafter if such offer is not accepted, 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X - AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of each class of membership entitled to vote thereon.

ARTICLE XI - FHA/VA/FNMA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Authority, Veterans Administration or Federal National Mortgage Association: Annexation of additional properties; mergers and consolidations; deeding in trust the Common Areas; dedication of Common Area; and, dissolution and amendment of these Articles.

Exhibit A

Tract I

Northern 47.10 acres on Manns Loop Road

All of that certain 47.10 acre tract located on Manns Loop Road in the Middle Creek township, Wake County, North Carolina, and being more particularly described as follows:

BEGINNING at a point in the Southern right-of-way line of Manns Loop Road (S.R. 1391) at the Northwesternmost corner of the subject property and proceeding thence along the said southern right-of-way line of Manns Loop Road South 86 degrees 13 minutes 37 seconds East 492.32 feet to an existing iron stake and a power pole; thence leaving the said right-of-way line and proceeding South 04 degrees 01 minute 10 seconds West 341.01 feet to an existing iron stake in the Southwesternmost corner of Lot 3 as described in Book of Maps 1985, Page 103, Wake Co. Registry; proceeding thence along a fence line South 78 degrees 17 minutes 01 second East 372.73 feet to a concrete monument in the southeasternmost corner of Lot 5 as described in said Book of Maps 1985, Page 103, Wake Co. Registry; thence South 08 degrees 36 minutes 24 seconds West 1,576.26 feet along the easternmost boundary line of the subject property to an iron stake found at the southwesternmost corner of the adjacent property of Ronald and Debby Lasater described in Book 2565, Page 326, Wake Co. Registry; thence South 06 degrees 58 minutes 45 seconds West 383.71 feet still along the easternmost boundary of the subject property to an iron stake found; thence continuing South 06 degrees 58 minutes 45 seconds West 129.85 feet still along the easternmost boundary of the subject property to a new point at the southeasternmost corner of the subject property; thence proceeding along a new dividing line between Tracts A and B on the unrecorded boundary survey map described below North 81 degrees 05 minutes 51 seconds West 914.13 feet to a point in the western boundary line of the subject property which is the southwesternmost corner of the subject property; thence proceeding North 08 degrees 54 minutes 11 seconds East 2,403.62 feet to the POINT AND PLACE OF BEGINNING, all as shown on that particular "Boundary Survey" for the "Clarence W. Gelder Tract", prepared by Withers and Ravenel Engineering and Surveying, Inc, dated May 12, 1999 Job No. 98271 and CAD File No. BD-99102).

TRACT II

4.5 acres on Bells Lake Road

BEING all of that 4.539 acres as shown on plat entitled "Survey for Andrew H. McDaniel", dated April 1, 1988, prepared by Watkins & Associates, P.A., and recorded in Book of Maps 1988, Page 465, Wake County Registry, and being also shown on that certain plat of survey entitled "Boundary Survey for MacGregor Development", prepared by Withers and Ravenel Engineering and Surveying, Inc, dated February 22, 1999. (showing the property containing a gross area of 197,501 square feet or 4.534 acres to the centerline of Bells Lake Road and a net "residual area" of 185,931 square feet or 4.268 acres excluding the said right of way).

Exhibit A

Tract B

Southern 51.37 acres on Manns Loop Road

All of that certain 51.37 acre tract located on Manns Loop Road in the Middle Creek township, Wake County, North Carolina, and and being more particularly described as follows:

BEGINNING at a point in the northeasternmost corner of the subject property and proceeding along the common property line with Walter and Bernice Lasater (PIN 0679.04-60-4506) South 08 degrees 15 minutes 54 seconds West 2346.36 feet to an iron stake found in the center run of Middle Creek and thence proceeding along the said center run of Middle Creek the following calls and distances:

North 72 degrees 02 minutes 54 seconds West 46.68 feet;
thence South 80 degrees 03 minutes 26 seconds West 26.57 feet;
thence South 51 degrees 54 minutes 34 seconds West 89.05 feet;
thence South 61 degrees 14 minutes 56 seconds West 57.38 feet;
thence North 80 degrees 22 minutes 37 seconds West 89.60 feet;
thence North 78 degrees 34 minutes 19 seconds West 110.01 feet;
thence North 72 degrees 47 minutes 29 seconds West 83.84 feet;
thence North 15 degrees 40 minutes 12 seconds West 34.79 feet;
thence North 24 degrees 00 minutes 48 seconds West 57.21 feet;
thence North 55 degrees 17 minutes 12 seconds West 28.79 feet;
thence South 58 degrees 31 minutes 32 seconds West 28.39 feet;
thence South 67 degrees 30 minutes 55 seconds West 92.25 feet;
thence South 31 degrees 25 seconds 09 minutes West 65.33 feet;
thence North 68 degrees 33 minutes 15 seconds West 155.83 feet;
thence North 57 degrees 15 seconds 17 seconds West 144.05 feet to an iron stake found;

thence leaving the said center run of Middle Creek and proceeding along the common property line with L.T. & Dorothy Mann (PIN 0679.03-41-6808) North 08 degrees 58 minutes 54 seconds East 238.15 feet to an iron pipe found; thence continuing along the said common property line with the Mann Property North 08 degrees 54 minutes 11 seconds East 2133.91 feet to the northwesternmost corner of the subject property; thence proceeding along a new dividing line between Tracts A and B on the unrecorded boundary survey map described below South 81 degrees 05 minutes 51 seconds East 914.13 feet to the POINT AND PLACE OF BEGINNING, all as shown on that particular "Boundary Survey" for the "Clarence W. Gelder Tract", prepared by Withers and Ravenel Engineering and Surveying, Inc, dated May 12, 1999 (Job No. 98271 and CAD File No. BD-99102).

ARTICLE XIII - INCORPORATOR

The name and address of the incorporator of the Association is: Richard G. Singer, 4900 Falls of Neuse Road, Suite 160, Raleigh, Wake County, NC 27609.

IN WITNESS WHEREOF, I have set my hand and seal this the 5th day of January, 2001.


Richard G. Singer (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF WAKE

THIS is to certify that on the 5th day of January, 2001, before me a Notary Public, personally appeared Richard G. Singer, who I know to be the person named in and who executed the foregoing Articles of Incorporation of SAWYER'S MILL HOMEOWNERS ASSOCIATION, INC., a corporation not for profit, and I have first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and did for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal or stamp this the 5th day of January, 2001.


Notary Public

My Commission Expires: 2/3/02

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