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Elaine F. Marshall
North Carolina Secretary of State
C200734800414

ARTICLES OF INCORPORATION
OF
BRIER CREEK COTTAGES CONDOMINIUM OWNERS ASSOCIATION, INC.

The undersigned incorporator hereby forms a nonprofit corporation (the "Corporation") under the laws of the State of North Carolina, as contained in §55A-2-02 of Chapter 55A of the General Statutes of North Carolina entitled the "North Carolina Nonprofit Corporation Act" (the "Act"), and to that end hereby sets forth:

ARTICLE I

NAME

The name of the corporation is BRIER CREEK COTTAGES CONDOMINIUM OWNERS ASSOCIATION, INC. (the "Association").

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 2310 T. W. Alexander Drive, Suite G, Raleigh, Wake County, North Carolina 27617.

ARTICLE III

REGISTERED AGENT AND REGISTERED OFFICE

CT Corporation System, whose address is 225 Hillborough Street, Raleigh, Wake County, North Carolina 27603, is hereby appointed the initial Registered Agent of the Association.

ARTICLE IV

PURPOSES

The Corporation does not contemplate pecuniary gain or profit to the members thereof and it is organized for non-profit purposes. It is intended that this corporation qualify as an exempt organization under the provisions of Chapter 55A of the North Carolina General Statutes. No part of the net earnings of this corporation shall inure to the benefit of any private member or individual. The purposes and objectives of the Association shall be to administer the operation and management of BRIER CREEK COTTAGES CONDOMINIUM (the "Condominium"), a condominium to be established in accordance with the laws of the State of North Carolina upon certain real property situate, lying and being in Wake County, North Carolina, and more particularly described in the formal Declaration of Condominium for Brier Creek Cottages

Condominium which will be recorded in the Public Records of Wake County, North Carolina (the "Declaration"), said Declaration being incorporated herein by reference; to undertake the performance of the acts and duties incident to the administration of the operation and management of said Condominium in accordance with the terms, provisions and conditions and authorization contained in these Articles of Incorporation, the Bylaws to be adopted by the Association and the Declaration; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said Condominium.

ARTICLE V

POWERS

1. The Association shall have all the powers and privileges granted to nonprofit corporations under the law pursuant to which the Association is chartered, and all of the powers and privileges which may be granted unto the Association under any other applicable laws of the State of North Carolina, including the North Carolina Condominium Act, Chapter 47C, North Carolina General Statutes.

2. The Association shall have all the powers reasonably necessary to implement and effectuate the purposes of the Association, including but not limited to the following:

(a) To make and establish reasonable rules and regulations governing the use of the Common Elements of the Condominium as said terms may be defined in the Declaration;

(b) To levy and collect assessments against Owners of Units ("Owners") to defray the Common Expenses of the Condominium as may be provided in the Declaration and in the Bylaws of the Association which may be hereafter adopted, including the right to levy and collect assessments for the purposes of maintaining, operating and managing the Common Elements of the Condominium, and for such other purposes as may be set forth in the Declaration;

(c) To maintain, repair, replace, operate and manage the Common Elements of the Condominium and the property comprising same;

(d) To enforce the provisions of the Declaration, these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the Common Elements of the Condominium as the same may be hereafter established; and

(e) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association by the Declaration of Condominium for Brier Creek Cottages Condominium.

ARTICLE VI

MEMBERSHIP, VOTING RIGHTS AND ASSESSMENTS

The corporation shall be a membership corporation without certificates or shares of stock. 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.

ARTICLE VII

EXECUTIVE BOARD

The affairs of the corporation shall be managed by an initial board of three (3) directors appointed by Declarant, and directors shall thereafter be elected as provided in the Bylaws of the corporation. Each director shall hold office until his death, resignation, retirement, removal, disqualification, or his successor is elected and qualifies.

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:

NAME	ADDRESS
Bobby Schooley	2310 T.W. Alexander Drive Suite G Raleigh, NC 27617
Richard King	2310 T.W. Alexander Drive Suite G Raleigh, NC 27617
Dan Morse	2310 T.W. Alexander Drive Suite G Raleigh, NC 27617

ARTICLE VIII

AMENDMENT

Any amendment of the Articles of Incorporation must be approved by an affirmative vote of two-thirds (2/3) of the votes in the Association.

ARTICLE IX

DURATION

The Association shall have perpetual existence.

ARTICLE X

BYLAWS

The original Bylaws of the Association shall be adopted by a majority vote of the initial Executive Board of the Association present at a meeting of the directors, 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 XI

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the Members entitled to cast not less than three-fourths (3/4ths) of the votes appurtenant to all of the Units. Upon dissolution of the Association, other than incident to a merger or a 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 XII

INCORPORATOR

The name and address of the incorporator is as follows:

David Larkin
c/o Toll Brothers, Inc.
250 Gibraltar Rd.
Horsham, PA 19044

IN TESTIMONY WHEREOF, I, being the incorporator, have hereunto set my hand and seal, this 13 day of Decimbr, 2007.

David Larkin, Incorporator