EXHIBIT "B" BOOK 3054 PAGE 174

ARTICLES OF INCORPORATION
OF
LAKESIDE CONDOMINIUM OWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 55A of the North Carolina General Statutes, the undersigned, a natural person of full age, has this day executed these Articles of Incorporation for the purpose of forming a nonprofit corporation and hereby certifies:

ARTICLE I

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

ARTICLE II

The principal and registered office of the Association is located at 4904 Water's Edge Drive, Raleigh, North Carolina 27619.

ARTICLE III

J. R. Adams, whose address is 4904 Water's Edge Drive, Raleigh, North Carolina 27619, is hereby appointed the initial Registered Agent of the Association.

ARTICLE IV

The Association does not contemplate pecuniary gain or profit to the members thereof and no part of the Association's net income shall inure to the benefit of any of its officers, directors or members or any other private individual. The purposes and objects of the Association shall be to administer the operation and management of LAKESIDE CONDOMINIUM (the "Condominium"), a condominium to be established in accordance with the laws of the State of North Carolina upon the Property situate, lying and being in the City of Raleigh, North Carolina, and more particularly described in Exhibit "A" of the formal Declaration of Condominium which will be recorded in the public records of Wake County, North Carolina (herein referred to as "Declaration") said Exhibit and 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 the Condominium in accordance with the terms, provisions, conditions and authorization contained in these Articles of Incorporation and the Declaration at the time said Property, and the improvements now or hereafter situate thereon, are submitted to the plan of Condominium Ownership; 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 the Condominium.

ARTICLE V

The Association shall have the following powers:

1. The Association shall have all of 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 Unit Ownership Act.

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 Condominium Units and Common Areas and Facilities and Property of the Condominium as said terms may be defined in the Declaration.

(b) To levy and collect assessments against Unit Owners of the Association 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 acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Condominium Units in the Condominium, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.

(c) To maintain, repair, replace, operate and manage the Condominium and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of the property of the Condominium, and to make and enter into any and all contracts necessary or desirable to accomplish said purposes.

(d) To contract for the management of the Condominium and to delegate to such contractor all of the powers and duties of the Association except those which may be required by the Declaration to have approval of the Board of Directors or Unit Owners of the Condominium.

(e) 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 Condominium as the same may be hereafter established.

(f) 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.

ARTICLE VI

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The owners of all Condominium Units in the Condominium shall be members of the Association, and no other person or entities shall be entitled to membership, except as provided in Item 5 of this Article VI.

2. Membership shall be established by the acquisition of fee ownership in a Condominium Unit in the Condominium or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any Condominium Unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Condominium Units or who may own a fee ownership interest in two or more Condominium Units, so long as such party shall retain title to or a fee ownership interest in any Condominium Unit.

3. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his Condominium Unit. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the Bylaws which may be hereafter adopted.

4. On all matters which the membership shall be entitled to vote, the owner of each Condominium Unit shall have a vote equal to his Percentage of Interest in the Common Areas and Facilities as set forth in Exhibit D of the Declaration. The vote of the owner of each Unit may be cast or exercised in such manner as may be provided in the Bylaws hereafter adopted by the Association. Should any member own more than one Condominium Unit, such member shall be entitled to exercise or cast the votes associated with each Condominium Unit owned in the manner provided by said Bylaws.

5. Until such time as the Declaration is recorded in the Office of the Register of Deeds of Wake County, North Carolina and a successor Board of Directors is appointed or elected and qualified in accordance with the Bylaws, the membership of the Association shall be comprised of the three (3) individuals named in Article VIII hereof as the initial Board of Directors of the Association, and each such individual shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

ARTICLE VII

The Association shall have perpetual existence.

ARTICLE VIII

The number of directors constituting the initial Board of Directors shall be three (3); and the names and addresses of the persons who are to serve as directors, subject to the Bylaws and the laws of the State of North Carolina, until the first annual meeting of members of the Association, as provided for in the Bylaws, or until their successor or successors are elected and qualified are:

NAME	ADDRESS
J. R. Adams	4904 Water's Edge Drive Raleigh, N. C. 27619
Anna Nowell	4904 Water's Edge Drive Raleigh, N. C. 27619
Jim Brothers	4904 Water's Edge Drive Raleigh, N. C. 27619

ARTICLE IX

The original Bylaws of the Association shall be adopted by a majority vote of the initial Board of Directors of the Association present at a meeting of the directors 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 X

Notwithstanding any provisions in this instrument to the contrary, the Declarant for so long as it controls the Board, and thereafter, the Board of Directors, may amend these Articles of Incorporation without the consent of the Owners and hereby reserves the right to act on behalf of the Unit Owners for the purpose of conforming these Articles of Incorporation to the requirements of any law or governmental agency having legal jurisdiction over the Property or to qualify the Property or any units therein for mortgage or improvement loans made, guaranteed or insured by governmental agency, including, without limitation, the Veterans Administration, Federal Housing Administration, Federal National Mortgage Association and Federal Home Loan Mortgage Corporation, or to comply with the requirements of law or regulations of any governmental corporation or agency regarding purchase of mortgage interest in units by such agency. A letter from any such agency stating that a change is desired in order to qualify the Property or any Units for loans eligible to be guaranteed by, insured by or purchased by such agency, shall be sufficient authority for the amendment of these Articles of Incorporation.

ARTICLE XI

The name and address of the incorporator is as follows:

Thomas F. Adams, Jr., P. O. Box 19471, Raleigh, N. C. 27619

IN TESTIMONY WHEREOF, I, being the incorporator, have hereunto set my hand and seal, this the 4th day of October, 1982.

Thomas F. Adams, Jr. (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF WAKE

I, the undersigned Notary Public, hereby certify that Thomas P. Adams, Jr. personally appeared before me, and being by me first duly sworn, declare that he signed the foregoing instrument in the capacity indicated and that the statements therein contained are true.

WITNESS my hand and notarial seal, this the 4th day of October, 1982.

David H. Bland
Notary Public

My Commission Expires:
8-24-86

DAVID H. BLAND
WAKE COUNTY, N.C.