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ARTICLES OF INCORPORATION
OF
TURTLE CREEK CONDOMINIUMS HOMEOWNERS' ASSO

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Elaine F. Marshall
North Carolina Secretary of State

The undersigned, being of the age of eighteen years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under and by virtue of Chapter 55A of the General Statutes of North Carolina and the laws of the State of North Carolina.

ARTICLE I
NAME

The name of the corporation is TURTLE CREEK CONDOMINIUMS HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II
DURATION

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSES AND POWERS

The purposes and powers for which the corporation is organized are as follows:

(1) To operate and manage a condominium known as TURTLE CREEK CONDOMINIUMS - A CONDOMINIUM, located in Greenville, Pitt County, North Carolina.

(2) To undertake the performance of, and carry out the acts and duties incident to the administration of the operation and management of, TURTLE CREEK CONDOMINIUMS HOMEOWNERS' ASSOCIATION, INC. in accordance with the terms, provisions, conditions and authorization contained in both these Articles and in the Declaration of Condominium which shall be recorded in the Public Records of Pitt County, North Carolina, at such time as the real property and the improvements thereon are submitted to said Declaration;

(3) To make, establish and enforce reasonable rules and regulations governing the use of the Common Elements, land, and other real and personal property which may be owned by the Association itself;

(4) To make, levy and collect assessments against Unit Owners; to provide the funds to pay for common expenses of the Association as provided in the Declaration and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association; to use said assessments to promote the recreation, acquisition, improvement and maintenance of the Common Area, services and facilities devoted to this purpose and

related to the use and enjoyment of the Common Area, including but not limited to the cost of repair, replacement and additions thereto, the cost of labor, equipment, materials, management, supervision thereof, the maintenance of insurance in accordance with the Bylaws, including the employment of attorneys to represent the Association when necessary for such other needs as may arise;

(5) To maintain, repair, replace and operate the properties for which the Association is responsible;

(6) To enforce by any legal means, the provisions of the Declaration, the Bylaws of the Association, and the rules and regulations for the use of the Association property;

(7) To contract for the management of the recreational property and to delegate to such manager or managers all powers and duties of the Association except those powers and duties which are specifically required to have approval of the Executive Board or the membership of the Association;

(8) To have all of the common law and statutory powers of a non-profit corporation and also those powers as set out in the Declaration and all powers reasonably necessary to implement the purposes of the Association.

ARTICLE IV MEMBERSHIP

A. The membership of the Association shall consist of the owners of units in TURTLE CREEK CONDOMINIUMS. Membership shall be established by acquisition of fee title to a unit whether by conveyance, devise, descent, or judicial decree. A new owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior owner as to a unit designated shall be terminated. Each new owner shall deliver to the Association a true copy of such deed or instrument of acquisition of title.

B. Neither one's membership in the Corporation nor a member's share in the funds and assets of the Corporation may be assigned, hypothecated or transferred in any manner except as an appurtenance to TURTLE CREEK CONDOMINIUMS.

C. As stated herein, the term "Declarant" shall mean BREEZEWOOD, INC., its successors or assigns.

ARTICLE V EXECUTIVE BOARD

A. The number of members of the Executive Board and the method of election of same shall be fixed by the Bylaws;

however, the number of Board members shall not be less than three. Board members shall be elected at large from the membership.

B. Except as provided by N.C. Gen. Stat. Section 55A-8-60, no officer of the Corporation or member of the Executive Board shall be personally liable for money damages as a result of any action for breach of his duty as an officer or as a member of the Executive Board, whether by or in the right of the Corporation or otherwise.

C. The provisions of N.C. Gen. Stat. Sec. 55A-8-50ff shall fully apply without restriction or limitation as to indemnification of members of the Executive Board and officers, employees or agents of the Corporation.

D. The first election by the members of the Association for Directors shall not be held until after the Developer has relinquished control of the Association as set out in the Declaration of Condominium. Thereafter, the election of Directors shall take place at the annual meeting of the membership as provided in the Bylaws. After the Declarant has relinquished control, there shall be a special meeting of the membership for the purpose of electing a Board of Directors to serve until the next annual meeting and until new Directors are elected and qualified.

ARTICLE VI INITIAL EXECUTIVE BOARD

The number of Directors constituting the initial Board of Directors shall be three and the names and address of the persons who are to serve as the first Board of Directors are as follows:

NAME	ADDRESS
1. William E. Dansey, Jr.	14A Courtney Square Greenville, NC 27858
2. David J. Gordon	2730 Townes Dr. Greenville, NC 27858
3. Steven A. Krpata	2727 Townes Dr. Greenville, NC 27858

ARTICLE VII 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 provision of these Articles,

this Corporation hereby elects tax-exempt status under Section 528 of the Internal Revenue Code of 1986. This 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. It is further provided that no distributions of income of the Corporation are to be made to members, directors or officers of the corporation; provided, however, that members of the Corporation may receive a rebate of any excess dues and assessments previously paid. No part of the net earnings of the organization shall inure to the benefit of its members, directors, officers, or other persons except that the organization 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 the organization. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations with similar purposes or pursuant to GS 55A-14-03.

ARTICLE VIII
REGISTERED OFFICE AND AGENT


The address of the initial registered office of the corporation in the State of North Carolina is 8H Courtney Square Apartments Greenville, NC 27858 (Pitt County); and the name of its initial registered agent at such address is WILLIAM E. DANSEY, Jr.

Also principal office address.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is Gary B. Davis, 315 W. Second St., Greenville, North Carolina 27834, Pitt County, NC.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 7th day of August, 2000.



Gary B. Davis (SEAL)

NORTH CAROLINA
~~PITT COUNTY~~
Beaufort

I, the undersigned Notary Public, do hereby certify that Gary B. Davis personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal this 7th day
of August, 2000.

Kimberly M Hampton
Notary Public

My commission expires:
August 11, 2004