

ARTICLES OF INCORPORATION

OF

BROOKSTONE HOMEOWNERS ASSOCIATION OF PITT COUNTY, INC.

In compliance with the requirements of Chapter 55A of the General Statutes of North Carolina, the undersigned, who is a resident of Pitt County, North Carolina, and who is of full age, has this day executed these articles for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

The name of the corporation is Brookstone Homeowners Association of Pitt County, Inc. hereinafter called the "Association".

ARTICLE II

LOCATION OF REGISTERED OFFICE

The principal and registered office of the Association is located at 1329 E. Memorial Drive, Ahoskie, North Carolina, 27910. *P.H. Gantz*

ARTICLE III

REGISTERED AGENT AND ADDRESS

Clifford D. Dunn, whose address is 1329 E. Memorial Drive, Ahoskie, North Carolina, 27910 is hereby appointed the initial registered agent of the Association.

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 access, maintenance and preservation of the common area and stormwater detention pond, if any, within the certain tract or property described as:

Lying and being situate in Winterville Township, Pitt County, North Carolina and being more particularly described as all of that 21.7813 acre tract as shown on Map entitled, Annexation map for Brookstone Subdivision, Phase 1, dated May 10, 2007, prepared by Malpass & Associates and recorded in Map Book 68, Page 89, Pit County Registry.

and to promote the health, safety and welfare of the residence within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this

purpose to:

(a) exercise all of the power and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded, or to be recorded in the Office of the Register of Deeds of Pitt County, North Carolina, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(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 the 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 of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any 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. 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 residential property and Common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of North Carolina by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest 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 VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception 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 be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The class B membership shall cease, if not sooner terminated as herein provided, on August 15, 2009. Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of three (3) 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 addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAME:

ADDRESS:

Clifford D. Dunn, Jr.

100 Olde Towne Road
Morehead City, North Carolina, 28557

Allan F. Dunn, Sr.

2629 Norris Lane
Chesapeake, VA 27321

John W. Iuliano, III

2004 Schiemann Court
Chesapeake, VA 23321

At the first annual meeting, to be held pursuant to the By-Laws, the members shall elect three directors, one of whom shall be elected for a term of one year, one of whom shall be elected for a term of two years and one of whom shall be elected for a term of three years. At each annual meeting thereafter, a number of directors equal to that of those whose term has expired shall be elected for a term of three years. At the expiration of any term of three years, any director may be reelected.

ARTICLE VIII DISSOLUTION

The 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 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.

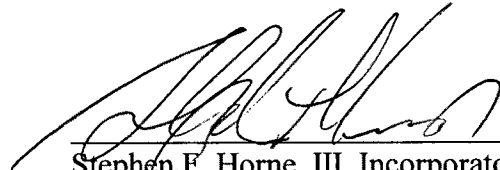
ARTICLE IX DURATION

The corporation shall exist perpetually.

ARTICLE X AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five (75%) percent of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of North Carolina, the undersigned, being the incorporator of this Association, has executed these Articles of Incorporation, this the 10th day of August, 2007.

 (SEAL)
Stephen F. Horne, III, Incorporator
300 Cotanche Street
Pitt County
Greenville, NC 27835
Telephone (252) 758-4333

NORTH CAROLINA
COUNTY OF PITT

I, Sandra S. Gardner, a Notary Public of the aforesaid County and State do hereby certify that STEPHEN F. HORNE, III, Incorporator, personally appeared before me this day, and, after first being duly sworn, acknowledged the due execution of the foregoing Articles of Incorporation of Brookstone Homeowners Association of Pitt County, Inc. and certify that the same is true.

Witness my hand and Notarial Seal, this the 10th day of August, 2007.


NOTARY PUBLIC

Print Name: Stephen F. Horne, III

My Commission Expires: 5/15/2012

