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RUFUS L EDMISTEN
SECRETARY OF STATE
NORTH CAROLINA

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State of North Carolina

Department of the Secretary of State

ARTICLES OF INCORPORATION

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 nonprofit corporation under and by virtue of the laws of the State of North Carolina.

1. The name of the corporation is Brook Ridge HOME OWNERS ASSOCIATION, INC.

2. The period of duration of the corporation is perpetual.

3. The purposes for which the corporation is organized is to accept, maintain and insure the common area of Brookridge Cluster Development in Greenville, NC and such other activities to promote and improve Brookridge as the members authorize.

4. Membership in the association is mandatory and limited to the owners of lots in Brookridge Cluster Development. The owners of a lot are entitled to collectively one vote for each lot owned.

5. No part of the net earnings of the corporation shall inure to the benefit of any officer, director or member of the corporation, and upon dissolution of the corporation the assets thereof shall, after all of its liabilities and obligations have been discharged or adequate provision made thereof, be distributed to any association or associations organized for purposes similar to those set forth in article 3 hereinabove, all as more particularly provided in the bylaws of the corporation.

6. The address of the initial registered office of the corporation in the State of North Carolina is 200 Arlington Blvd., Greenville, NC 27835, Pitt County, North Carolina; and the name of its initial registered agent at such address is William H. Clark.

7. The number of directors constituting the initial Board of Directors shall be ^{three (3)} ~~two (2)~~; and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
William H. Clark	200 Arlington Blvd., Greenville, NC
Jimmy Humphrey	200 Arlington Blvd., Greenville, NC
Connally Branch	200 Arlington Blvd., Greenville, NC

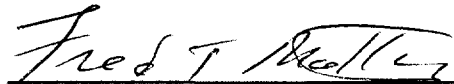
GREENVILLE, N. C. 27835-0686
ATTORNEYS AT LAW
MATTOX, DAVIS & BARNHILL, P.A.

8. The name and address of the incorporator is as follows:

Fred T. Mattox
315 W. Second Street
Greenville, NC 27834

9. These articles will be effective upon filing.

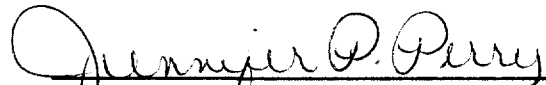
This the 12 day of March, 1993.


Fred T. Mattox, Incorporator

NORTH CAROLINA
PITT COUNTY

I, Jennifer P. Perry, a Notary Public in and for the aforesaid County and State, do hereby certify that Fred T. Mattox personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes therein expressed.

Witness my hand and notarial seal, this the 12th day of March, 1993.


Notary Public

My Commission Expires: 7-15-97