

PREPARED BY: L. ALLEN HAHN, ATTORNEY

NORTH CAROLINA

PITT COUNTY

**ARTICLES OF INCORPORATION
OF
DUDLEY'S GRANT
HOMEOWNERS ASSOCIATION, INC**

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators for the purpose of creating a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act", and the several amendments thereto, do hereby set forth.

ARTICLE I:

The name of the corporation shall be DUDLEY'S GRANT HOMEOWNERS ASSOCIATION, INC.

ARTICLE II:

The period of duration of the corporation shall be Perpetual.

ARTICLE III:

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed are to provide for maintenance and preservation of the common areas, any private roads or rights of way within that certain area known as

DUDLEY'S GRANT, and to promote the health, safety and welfare of the owners within the above-described property any additions thereto as may hereafter be brought within the jurisdictions of this purpose to:

1. 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;
2. borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
3. 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;
4. participate in mergers and consolidations with other non-profit 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 members;
5. 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 IV:

The corporation is to have the following class or classes of members: Members in good standing as defined in By-Laws.

ARTICLE V:

Directors of the corporation shall be elected by a majority vote of the members at annual meeting.

ARTICLE VI:

The address of the initial registered office of the corporation, which is also the address of the principal office of the corporation, is as follows:

DUDLEY'S GRANT HOMEOWNERS ASSOCIATION, INC.

3902 Bach Circle

Greenville, NC 27858 (Pitt County)

The name of the initial registered agent of the corporation at the above address is

ROCKY E. RUSSELL.

ARTICLE VII:

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 until the first meeting of the corporation or until their successors are elected and qualified are:

ROCKY E. RUSSELL
3902 Bach Circle
Greenville, NC 27858 (Pitt County)

A. JEFFREY TUCKER
_____ B. Stokes Road
Greenville, NC 27858 (Pitt County)

DENISE G. RUSSELL
3902 Bach Circle
Greenville, NC 27858 (Pitt County)

ARTICLE VIII:

The name and address of the incorporator is:

ROCKY E. RUSSELL

3902 Bach Circle

Greenville, NC 27858 (Pitt County)

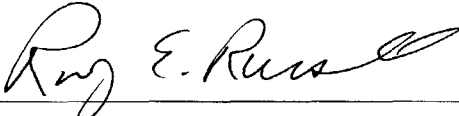
ARTICLE IX:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE X:

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of the section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations and operated exclusively for such purposes.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal, this the 13th day
of ^{April}~~March~~, 2004.



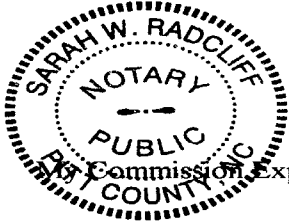
ROCKY E. RUSSELL, Incorporator (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF Pitt

This is to certify that on the 13th day of ~~March~~^{Apr. 1}, 2004, before me, a notary public personally appeared **ROCKY E. RUSSELL** who, I am satisfied, is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him/her the contents thereof, him/her did acknowledge that he/she signed and delivered the same as his/her voluntary act and deed for the uses and purposes therein expressed..

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, this the 13th day of ~~March~~^{Apr. 1}, 2004.

Sarah W. Radcliff
Notary Public



My Commission Expires:

7-21-07