

**ARTICLES OF INCORPORATION**  
**OF**  
**HOLLY GROVE HOMEOWNERS ASSOCIATION, INC.**  
**(NONPROFIT CORPORATION)**

The undersigned individual hereby does 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 as contained in Chapter 55A of the General Statutes of North Carolina, entitled "North Carolina Nonprofit Corporation Act," and the several amendments thereto, and to that end hereby does set forth:

1. Name: The name of the corporation is Holly Grove Homeowners Association, Inc. (the "Association").

2. Principal Office Address: The street address of the Association's principal office is 2012 Shepard Street, Morehead City, Carteret County, North Carolina 28557. The mailing address of the Association's principal office is PO Box 235, Morehead City, Carteret County, North Carolina 28557.

3. Registered Office and Agent: The street address of the initial registered office of the Association is 2012 Shepard Street, Morehead City, Carteret County, North Carolina 28557; the mailing address of the initial registered office of the Association is PO Box 235, Morehead City, Carteret County, North Carolina 28557; and the name of the initial registered agent at such address is R. Dale Britt.

4. Purpose: This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to operate, manage, preserve and provide architectural control of that certain tract or property, including but not limited to the Lots and common areas (the "Property") shown on that certain Map Entitled "Holly Grove Subdivision Section I" as shown recorded in Map Book 84, Page 89, Pitt County Registry and described in the certain Declaration of Conditions, Restrictions and Covenants Running With the Land for Holly Grove Subdivision recorded or to be recorded with the Register of Deeds of Pitt County, as amended, and any additions thereto as may hereafter be brought within the jurisdiction of this Association (the "Declaration") (said Declaration being incorporated herein by reference), for those purposes, including but not limited to:

- (a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association, as set forth in the Declaration;
- (b) Make, establish and enforce reasonable rules and regulations concerning the use of subdivision development, common elements, land, and other real and personal property which may be owned by the Association itself;

- (c) Fix, levy, collect and enforce payment, by any lawful means, of all charges or assessments against lot owners pursuant to the terms of the Declaration; pay all expenses in connection therewith and all office and other expenses including all licenses, taxes or governmental charges levied or imposed against the property of the Association; provide 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;
  - (d) Acquire, own, hold, improve, 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;
  - (e) Contract for the management of the property and 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 Board of Directors or the membership of the Association;
  - (f) 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;
  - (g) Undertake the performance of and carry out the acts and duties incident to the administration of the operation and management of the Association in accordance with the terms, provisions, conditions and authorization contained in these Articles, the Declaration and the Bylaws of the Association;
  - (h) Dedicate, sell or transfer all or any part of the common area of the Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. After Class B lots cease to exist, no such dedication or transfer shall be effective unless the Members entitled to at least 80% of the vote of the entire membership of the Association, agree to such dedication, sale or transfer and signify their agreement by a signed document recorded in the applicable public registry in Pitt County, North Carolina;
  - (i) 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; and,
  - (j) Have and exercise any and all powers, rights and privileges which a corporation organized under the North Carolina Nonprofit Corporation Act may now or hereafter have or exercise.
5. Membership: The Association shall have two classes of membership:

Class A. Class A membership shall be all Owners (as defined in the Declaration), with the exception of the Declarant (as defined in the Declaration), and shall be entitled to one vote for each Lot (as defined in the Declaration) owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote of such Lot shall be exercised as then determined, but in no event shall more than one vote be cast with respect to any Lot.

Class B. Class B member(s) shall be the Declarant and shall be entitled to twenty (20) votes for each Lot owned. Class B membership shall cease and Class B Lots shall be converted to Class A Lots upon the earlier to occur of the following: (i) when Declarant no longer owns any Lots within the Property; or (ii) upon written waiver of the Class B membership by the Declarant. When the Class B Lots cease to exist and are converted to Class A Lots, Declarant shall have the same voting rights as other Owners of Class A Lots.

6. Board of Directors: The affairs of this Association shall be managed by a board of directors two (2) directors, who shall be qualified as set forth in the Bylaws. The number of directors may be changed by amendment of the Bylaws 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:

<u>Name</u>	<u>Address</u>
R. Dale Britt	2012 Shepard Street Morehead City, NC 28557
David Horney	1490 Heathcliff Road High Point, NC 27262

Subsequent boards of directors, the number of directors, their terms of office, and the method of their selection shall be provided for and determined as is set forth in the Bylaws of the Association.

7. Nonprofit Issues: The Association shall have all of the powers granted to nonprofit corporations under the North Carolina General Statutes. It is further provided that no distributions of income of the Association are to be made to the members, directors or officers of the Association; provided, however, that members may receive a rebate of any excess dues and assessments previously paid. No part of the net earnings of the Association shall inure to the benefit of its members, directors, officers, or any other individuals, except that the Association shall be authorized and empowered to pay reasonable compensation for services actually rendered, and to make payments and distributions in furtherance of the exempt purposes of the Association.

8. Dissolution: The Association may be dissolved with the assent given in writing and signed by not less than eighty percent (80%) of the 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 the purposes similar to those for which this Association was created, or to one or more nonprofit organizations or associations to be devoted for similar

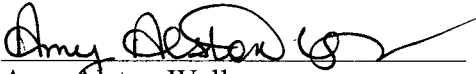
purposes as set forth in these Articles of Incorporation as shall be selected by the Board of Directors.

9. Limitation of Personal Liability: The members, directors and officers shall not be individually or personally liable for debts or other liabilities of this Association, and the private property of the members, directors and officers of the Association shall be exempt from corporate debts and liabilities of the Association of any kind whatsoever. To the fullest extent provided by law, the directors and officers shall be indemnified by the Association, and every other person serving as an employee or direct agent of the Association may, in the discretion of the board of directors, be indemnified by the Association, against all expense and liability, including but not limited to attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having served in such capacity on behalf of the Association or any settlement thereof, whether or not he or she is a director, officer or member of a committee or serving in such other specified capacity at the time such expenses are incurred; provided that the board of director shall determine, in good faith, that the person to be indemnified hereunder did not act, or fail to act or refuse to act with gross negligence or fraudulent or criminal intent in the performance of his or her duties. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which such persons may be entitled at law or otherwise. No director shall be personally liable for monetary damages arising out of an action, whether by or in right of the Association or otherwise, for breach of any duty as a director.

10. Incorporator: The name of the incorporator is Amy Alston Wells and the address of the incorporator is 498 Red Banks Road, Greenville, Pitt County, North Carolina 27858.

11. Effective Date: These Articles will be effective upon filing.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of North Carolina, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this the 18<sup>th</sup> day of June, 2020.

  
Amy Alston Wells  
Incorporator

Prepared by and return to:  
Amy Alston Wells  
Gaylord, McNally, Strickland & Snyder, L.L.P.  
498 Red Banks Road  
P.O. Drawer 545  
Greenville, NC 27835  
Phone: (252) 321-7111  
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**Privacy Redaction**