

ARTICLES OF INCORPORATION

OF

WESTHAVEN SOUTH HOMEOWNERS ASSOCIATION, 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 **WESTHAVEN SOUTH HOMEOWNERS ASSOCIATION, INC.**, hereinafter called the "Association."

ARTICLE II

LOCATION OF REGISTERED OFFICE

The principal and registered office of the Association is located at 150 Firetower Road, Winterville, North Carolina 28590.

ARTICLE III

REGISTERED AGENT AND ADDRESS

Tommie Leon Little, Jr., whose address is 150 Firetower Road, Winterville, Pitt County, North Carolina 28590, 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 maintenance, preservation, and architectural control of the residence Lots and Common Area within parts of that certain tract or property described as:

Those certain tracts or parcels of land lying and being situate in Winterville Township, Pitt County, North Carolina and being more particularly described as follows:

<u>TRACT</u>	<u>ACREAGE</u>
2	25.056, acres, more or less
3	20.464, acres, more of less
4	15.158, acres, more or less
5	13.376, acres, more or less
6	10.011, acres, more or less

All is shown on plat entitled "Boundary Survey for Langston Farms, LLC" dated March 24, 2006, prepared by Michael West Baldwin, Professional Land Surveyor, Seal L-3082, Baldwin & Associates, Engineering, Land Surveying and Planning, 1015 Conference Drive, Greenville, NC 27858 (252) 756-1390, appearing of record in Map Book 65 at Page 154, Pitt 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; and

(g) have and to exercise any and all powers, rights, and privileges which a corporation organized under a 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 (2) classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) 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 December 31, 2013. Class B membership shall cease and be converted to Class A membership when the total votes

outstanding in the Class A membership equals 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
Tommie Leon Little, Sr.	110 Lord Ashley Drive Pitt County Greenville, NC 27858
Tommie Leon Little, Jr.	700 Daventry Drive Pitt County Greenville, NC 27858

At the first annual meeting, to be held pursuant to the By-Laws of the Association, the members shall elect three (3) directors, one of whom shall be elected for a term of one (1) years, one of whom shall be elected for a term of two (2) years, and one of whom shall be elected for a term of three (3) 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 (3) years. At the expiration of any term of three (3) years, any director may be re-elected.

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.

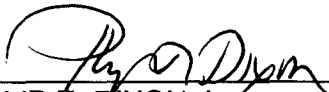
ARTICLE IX
DURATION

The corporation shall exist perpetually.

ARTICLE X
AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) 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 27th day of December, 2007.


_____(SEAL)
PHILLIP R. DIXON, Incorporator
Dixon, Conner, Allen & Garcia, PLLC
PO Drawer 8668
Greenville, NC 27835-8668
252 355-8100 phone
252 355-0271 fax
NCBA# 6120
phildixon@dcaglaw.com

NORTH CAROLINA
PITT COUNTY

This is to certify that on the 27 day of December, 2007, before me, a Notary Public, personally appeared PHILLIP R. DIXON, 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 the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal, on this the 27 day of December, 2007.



NOTARY PUBLIC

My Commission Expires:

4/10/2008

Jamie W. Woolard
Notary Public
Beaufort County, NC