

STATE OF NORTH CAROLINA



Department of The
Secretary of State

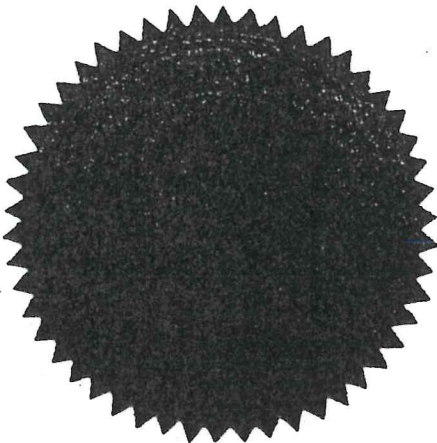
To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF INCORPORATION
OF
WILLOW RUN OF PITT HOMEOWNERS' ASSOCIATION, INC.**

the original of which was filed in this office on the 20th day of February, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 20th day of February, 1997.



Elaine F. Marshall

Secretary of State

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ARTICLES OF INCORPORATION
OF

WILLOW RUN OF PITT HOMEOWNERS' ASSOCIATION, INC.

The undersigned, being of the age of eighteen years does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under and by virtue of Chapter 55A of the General Statutes of North Carolina and the laws of the State of North Carolina.

EFFECTIVE
ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

ARTICLE I
NAME

The name of the corporation is WILLOW RUN OF PITT HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II
DURATION

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSES AND POWERS

The purposes and powers for which the corporation is organized are as follows:

(1) To operate and manage a development known as WILLOW RUN located in Pitt County, North Carolina.

(2) To undertake the performance of, and carry out the acts and duties incident to the administration of the operation and management of WILLOW RUN OF PITT HOMEOWNERS' ASSOCIATION, INC. in accordance with the terms, provisions, conditions and authorization contained in both these Articles and in the Declaration of Covenants, Conditions and Restrictions which shall be recorded in the Public Records of Pitt County, North Carolina, at such time as the real property and the improvements thereon are submitted to said Declaration;

(3) To make, establish and enforce reasonable rules and regulations governing the use of subdivision development, common elements, land, and other real and personal property which may be owned by the Association itself;

(4) To make, levy and collect assessments against lot owners; to provide the funds to pay for common expenses of the Association as provided in the Declaration of Covenants, Conditions, and Restrictions and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association; to use said assessments to promote the acquisition, improvement and maintenance of properties, services and

GREENVILLE, N. C. 27835-0686

ATTORNEYS AT LAW

MATTOX, DAVIS & BARNHILL, P.A.

facilities devoted to this purpose and related to the use and enjoyment of the common areas, including but not limited to the cost of repair, replacement and additions thereto, the cost of labor, equipment, materials, management, supervision thereof, the maintenance of insurance in accordance with the Bylaws, including the employment of attorneys to represent the Association when necessary for such other needs as may arise;

(5) To maintain, repair, replace and operate the properties for which the Association is responsible;

(6) To enforce by any legal means, the provisions of the Declaration of Covenants, Conditions and Restrictions, the Bylaws of the Association, and the rules and regulations for the use of the Association property;

(7) To contract for the management of the property and to 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;

(8) To have all of the common law and statutory powers of a non-profit corporation and also those powers as set out in the Declaration of Covenants, Conditions and Restrictions of WILLOW RUN and all powers reasonably necessary to implement the purposes of the Association.

ARTICLE IV MEMBERSHIP

A. The membership of WILLOW RUN OF PITT HOMEOWNERS' ASSOCIATION, INC. shall consist of the owners of lots in WILLOW RUN subdivision, the Developer, and the owners of any other lands which may be added thereto by the Developer. Membership shall be established by acquisition of fee title to a lot in WILLOW RUN subdivision whether by conveyance, devise, descent, or judicial decree. A new owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior owner as to a lot designated shall be terminated. Each new owner shall deliver to the Association a true copy of such deed or instrument of acquisition of title.

B. Neither one's membership in the Corporation nor a member's share in the funds and assets of the Corporation may be assigned, hypothecated or transferred in any manner except as an appurtenance to WILLOW RUN subdivision.

C. As stated herein, the term "Developer" shall mean E. R. LEWIS, HARVEY R. LEWIS and wife, BRENDA T. LEWIS and E. R. LEWIS CONSTRUCTION CO., INC. their heirs, successors or assigns.

ARTICLE V
DIRECTORS

A. The number of Directors and the method of election of the Directors shall be fixed by the Bylaws; however, the number of Directors shall not be less than three. Directors shall be elected at large from the membership.

B. The first election by the members of the Association for Directors shall not be held until after the Developer has relinquished control of the Association as set out in the Declaration of Covenants, Conditions and Restrictions. Thereafter, the election of Directors shall take place at the annual meeting of the membership as provided in the Bylaws. After the Declarant has relinquished control, there shall be a special meeting of the membership for the purpose of electing a Board of Directors to serve until the next annual meeting and until new Directors are elected and qualified.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors shall be three and the names and address of the persons who are to serve as the first Board of Directors are as follows:

NAME	ADDRESS
HARVEY R. LEWIS	200 W. Vernon White Rd. Winterville, NC 28590
E. R. LEWIS	200 W. Vernon White Rd. Winterville, NC 28590
TONY B. LEWIS	P. O. box 5064 Greenville, NC 27835

ARTICLE VII
TAX STATUS

The Corporation shall have all the powers granted non-profit corporations under the laws of the State of North Carolina. Notwithstanding any other provision of these Articles, this Corporation hereby elects tax-exempt status under Section 528 of the Internal Revenue Code of 1986. This Corporation shall not carry on any activities prohibited by a Corporation electing tax-exempt status under Section 528, or any corresponding sections or provisions of any future United States Internal Revenue law. It is further provided that no distributions of income of the Corporation are to be made to members, directors or officers of the corporation; provided, however, that members of the Corporation may receive a rebate of any excess dues and assessments previously paid. No part of the net earnings of the organization shall inure to the benefit of its members, directors, officers, or other persons except that the

organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the organization. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations with similar purposes or to one or more organizations which are exempt as organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1986.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

Principal and

The address of the initial registered office of the corporation in the State of North Carolina is 200 W. Vernon White Rd. Winterville, NC 28590 (Pitt County); and the name of its initial registered agent at such address is HARVEY R. LEWIS.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is Gary B. Davis, 315 West Second Street, P.O. Box 686, Pitt County, Greenville, NC 27835

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 5th day of February, 1997.

 (SEAL)
Gary B. Davis, Incorporator

NORTH CAROLINA
PITT COUNTY

I, the undersigned Notary Public, do hereby certify that Gary B. Davis personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal this the 5th day of February, 1997.



Kimberly P. Dunn
Notary Public

My commission expires: 4/19/98

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