

**ARTICLES OF INCORPORATION
OF
FAIRWINDS HARBOR OWNERS ASSOCIATION, INC.**

In compliance with the requirements of the Nonprofit Corporation Act, North Carolina General Statutes, Chapter 55-A, the undersigned natural person, a resident of the State of North Carolina over eighteen (18) years of age, has hereby formed a corporation, not for profit, and does hereby certify that:

ARTICLE I

The name of the corporation is **FAIRWINDS HARBOR OWNERS ASSOCIATION, INC.**, hereinafter referred to as the "ASSOCIATION".

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose for which the ASSOCIATION is organized is to provide a nonprofit owners association composed of the record owners of condominium units located upon or within that certain development of real property, developed from the property described in Exhibit "A" hereto attached, made a part hereof, and incorporated herein by reference.

For the purposes hereof, the Developer of the property subject to these Articles of Incorporation is FAIRWINDS HARBOR, LLC.

The 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 rules and regulations for the use and maintenance of FAIRWINDS HARBOR CONDOMINIUM and to promote the health, safety and welfare of the residents thereof, and in furtherance of these responsibilities the ASSOCIATION shall:

a. Perform and exercise all of the rights, duties, privileges and powers delegated to the ASSOCIATION by the provisions of that certain DECLARATION OF CONDOMINIUM for FAIRWINDS HARBOR, hereinafter referred to as the "Declaration", applicable to the real property subject thereto and recorded or to be recorded in the Office of the Register of Deeds of New Hanover County, North

Carolina; said Declaration being incorporated herein as if set forth in full;

b. Have, exercise and perform any and all powers, rights, privileges and duties which a corporation organized pursuant to the provisions of the Nonprofit Corporation Act of the State of North Carolina by law now or hereafter may have or exercise.

c. 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.

d. To exercise all other powers as set forth in North Carolina General Statute Section 47C-3-102 as the same is in effect at the time of the filing of these Articles.

ARTICLE IV

Every person or entity who is a record owner of a fee or undivided fee interest in any Unit 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 Unit which is subject to assessment by the ASSOCIATION.

ARTICLE V

Section 1. EARNINGS: No part of the net income of the ASSOCIATION shall inure to the benefit of, or be distributable to, any officer, director or member of the ASSOCIATION, or any other private person, except that the ASSOCIATION 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 these Articles and in the Declaration. No substantial part of the activities of the ASSOCIATION shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the ASSOCIATION shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of a candidate for public office.

Section 2. EXEMPT FUNDS: Notwithstanding any other provisions of these Articles, this corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law, or, (b) a

corporation, contributions to which are deductible under Section 170(a)(2) of the Internal Revenue Code of 1954, or any other corresponding provisions of any future United States Internal Revenue Law.

Section 3. DISSOLUTION: Upon the dissolution of the corporation, the Board of Directors shall, after paying and making provisions for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. 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 as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

The address of the initial registered office and the principal office of the Association is 2611 Fairview Road, Raleigh, Wake County, North Carolina 27608, and the initial registered agent at such address is Scott Burkhead.

ARTICLE VIII

The number of Directors constituting the initial Board of Directors shall be three, and the names and addresses of the persons who are to serve as Directors until their successors are elected and qualify are:

Name:	Address:
Scott Burkhead	2611 Fairview Road Wake County Raleigh, NC 27608
Brenda Stewart	1630-108 Military Cutoff Road New Hanover County Wilmington, NC 28403
Jim Long	1904 Eastwood Road New Hanover County Wilmington, NC 28403

ARTICLE IX

The name and address of the incorporator is:

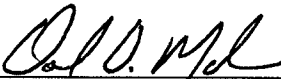
Name:

Address:

Daniel D. Mahn

19 North Fifth Street
New Hanover County
Wilmington, NC 28401

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, this the 24th day of August, 2009.



Daniel D. Mahn, Incorporator (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that **Daniel D. Mahn, Incorporator**, personally appeared before me this day and acknowledged the due execution of the foregoing instrument. Witness my hand and official stamp or seal, this 24th day of August, 2009.

My Commission Expires:

12-16-11



Notary Public

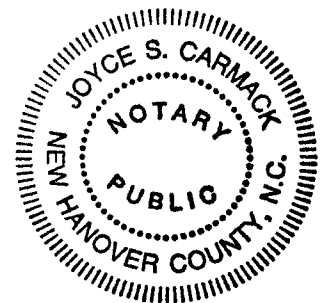


Exhibit "A"

Being all of Lots 5, 6, 7, 8 and 9, Seagate Park, as shown on map recorded in Book 65, Page 465. New Hanover County Registry, reference to which is hereby made for a more particular description.