

ARTICLES OF INCORPORATION
OF
HEWLETT'S RUN
HOMEOWNERS ASSOCIATION, INC.
A NON-PROFIT CORPORATION

In compliance with the requirements of Chapter 55A of the General Statutes of North Carolina, the undersigned, who is a resident of New Hanover County, North Carolina, and who is of full age does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I.

The name of the Corporation is HEWLETT'S RUN HOMEOWNERS ASSOCIATION, INC. hereinafter called the Association.

ARTICLE II.

The period of duration of the Association shall be perpetual.

ARTICLE III.

The principal and initial registered office of the Association is located at 428 Eastwood Road, New Hanover County, Wilmington, North Carolina, 28403; and the name of the initial registered agent of the Association at such address is Mark L. Maynard.

ARTICLE IV.

This Association does not contemplate pecuniary gain or profit to the members thereof. No part of the net income of the Association shall inure to the benefit of any officer, director or member of the Association. The specific purposes for which it is formed are to provide for the maintenance, management, preservation and architectural control of that certain townhome project known as HEWLETT'S RUN as shown and described on the plats thereof recorded in the Office of the Register of Deeds of New Hanover County, North Carolina, and any additions thereto which may be brought within the jurisdiction of the Association; and to promote the health, safety and welfare of the residents of HEWLETT'S RUN and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for these purposes:

- (A) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association set forth in that certain Declaration of Covenants, Conditions and Restrictions of HEWLETT'S RUN (hereinafter called the "Declaration"), applicable to

all of the property herein described which is or will be recorded in the Office of the Register of Deeds of New Hanover County, North Carolina, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth at length;

- (B) To fix, levy, collect and enforce payment by any lawful means, all charges and/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) To 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) To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (E) To dedicate, sell or transfer all or any part of the Common Area (as defined in the Declaration) to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members;
- (F) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes;
- (G) To annex additional properties as provided in the Declaration; and
- (H) To 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 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 the Declaration 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 the Declaration to assessment by the Association.

ARTICLE VI.

Voting Rights. The Association shall have two (2) classes of voting memberships:

CLASS A: Class A members shall be all Owners with the exception of the Declarant (as defined in the Declaration) and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, the vote of all such persons shall be exercised as they among themselves may determine, 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, who shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on December 31, 2000.

ARTICLE VII.

Board of Directors. The affairs of this Association shall be managed by a Board of Directors, consisting of not less than three (3) nor more than seven (7) Directors, each of whom shall be a member of the Association. The Directors shall be elected by the members as provided in the By-Laws of the Association. Until the first annual meeting of the members, or until their successors are otherwise selected and qualified, there shall be three (3) Directors whose names and addresses are as follows:

Mark L. Maynard
2604 Shandy Lane
Wilmington, N. C. 28409

Anna U. Maynard
2604 Shandy Lane
Wilmington, N. C. 28409

Howard A. Penton, III
6435 Shinnwood Road
Wilmington, NC 28409

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 may be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created or such assets may be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes or after all of its liabilities and obligations have been discharged or adequate provisions made therefor, be distributed as provided for by the Non-Profit Corporation Act of the State of North Carolina.

ARTICLE IX.

Amendment of these articles shall require the affirmative vote of 75% of the entire membership of the Association, present in person or by proxy at a duly called meeting of the members.

ARTICLE X.


As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: (i) annexation of additional properties, (ii) mergers and consolidations, (iii) mortgaging of the common area, (iv) dedication of the common area, and (v) dissolution and amendment of these articles.

ARTICLE XI.

Incorporator. The name and address of the incorporator of this Association is:

W. Talmage Jones
P. O. Drawer 2178
101 South Third St. (28401)
Wilmington, N. C. 28402

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of North Carolina, I, the undersigned, being the incorporator of this Association, have executed these Articles of Incorporation this the _____ day of _____, 1997.

 (SEAL)
W. TALMAGE JONES

NORTH CAROLINA

NEW HANOVER COUNTY

I, _____, a Notary Public in and for the State and County aforesaid, do certify that W. Talmage Jones personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and official seal this _____ day of _____, 1997.

Notary Public

My commission expires:

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