

**ARTICLES OF INCORPORATION
OF
BREEZEWOOD II CONDOMINIUM UNIT OWNERS ASSOCIATION, INC.
A NON-PROFIT CORPORATION**

The undersigned, being a natural person of full age, 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.

**ARTICLE I
NAME**

The name of the Corporation is Breezewood II Condominium Unit Owners Association, Inc., (hereinafter sometimes referred to as the "Association" and sometimes referred to as the "Corporation").

**ARTICLE II
DURATION**

The period of duration of Breezewood II Condominium Unit Owners Association, Inc., 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 the Breezewood II Condominium Regime organized pursuant to Chapter 47C of the North Carolina General Statutes on the Property described on Exhibit "A" attached hereto and incorporated herein by reference (the "Breezewood II Property");

(2) To undertake the performance of, and carry out the acts and duties incident to the administration, operation and management of the Association for the Breezewood II Condominium Regime in accordance with the terms, provisions, conditions and authorizations contained in both these Articles of Incorporation and in the DECLARATION CREATING UNIT OWNERSHIP - BREEZEWOOD II CONDOMINIUM REGIME - [NCGS 47C] (the "Declaration") which Declaration shall be recorded in the Wake County Public Registry at such time as the Breezewood II Property and the improvements thereon are submitted to the Declaration; subject however, to the superior rights of the Breezewood Condominium Master Association, Inc. (the "Master Association") more fully described in the Declaration to carry out the acts and duties incident to the administration, operation and management of that portion of the Breezewood II Property more fully described on Exhibit "B" attached hereto and made a part hereof more commonly referred to in the

Declaration as the Shared Common Elements;

(3) To make, establish and enforce reasonable Association Rules and Regulations governing the use of the Common Elements, and any real and personal property which may be owned by the Association itself;

(4) To make, levy and collect assessments against condominium Unit Owners in the Breezewood II Condominium Regime; to provide the funds to pay for the Common Expenses and the Shared 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 including the payment of the Association's portion of any Shared Common Expenses to the Master Association for the operation, maintenance and upkeep of the Shared Common Elements; to use said assessments to promote the acquisition, improvement and maintenance of the Common Elements and the Shared Common Elements, to pay for services and facilities devoted to this purpose and related to the use and enjoyment of the Common Elements and Shared Common Elements, including, but not limited to, the cost of repair, replacement and additions thereto, the cost of labor, equipment, materials, management and supervision thereof; to purchase and maintain insurance on the Common Elements and Shared Common Elements to employ accountants, attorneys and other professional services providers to represent the Association; and for such other needs as may arise;

(5) To maintain, repair, replace and operate any properties, whether that of the Breezewood II Property or any personal property for which the Association for the Breezewood II Condominium Regime is responsible;

(6) To enforce, by any lawful means, the provisions of the Declaration, the Bylaws and the Association Rules and Regulations for the use of the Common Elements and the Shared Common Elements (to the extent of any interest in the same that is subjected to the Declaration) as each of those terms is defined in the Declaration;

(7) To delegate to a manager or managers all powers and duties of the Association for the Breezewood II Condominium Regime except those powers and duties which are specifically required to have the approval of the Association Board or the membership of the Association for the Breezewood II Condominium Regime; and

(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 and the Bylaws of the Corporation (hereinafter referred to as the "Bylaws") and all powers reasonably necessary to implement the purposes of the Association for the benefit of the Breezewood II Condominium Regime.

(9) For purposes of these Articles of Incorporation all capitalized terms herein referenced shall have the same definitions as are set forth and contained in the Declaration for such terms.

ARTICLE IV MEMBERSHIP

A. The Association for the Breezewood II Condominium Regime shall have Members which shall be limited solely to the Owners of Units in the Breezewood II Condominium Regime. Membership shall be automatically established by the acquisition of fee title ownership of condominium Unit 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 for the Breezewood II Condominium Regime, and the membership of the prior Owner as to a designated condominium Unit shall be terminated. Each new Owner shall deliver to the Association a true copy of such deed or instrument of acquisition of title if requested to do so by the Association.

B. Neither one's membership in the Association nor a Member's share in the funds and assets of the Association for the Breezewood II Condominium Regime may be assigned, hypothecated or transferred in any manner except as an appurtenance to a Unit in the Breezewood II Condominium Regime.

ARTICLE V ASSOCIATION BOARD

A. The number of Members of the Association Board and the method of election of same shall be fixed by the Association Bylaws; however, the number of Association Board Members shall not be less than three. The first election by the Members of the Association for the Breezewood II Condominium Regime for Members of the Association Board shall not be held until after the Declarant (i.e. Wake North Developers, LLC, its successors or assigns) has relinquished control of the Association as set forth in the Declaration. Thereafter, the election of Members to the Association Board shall take place at the annual meeting of the membership as provided in the Association Bylaws. After the Declarant has relinquished control, there shall be a special meeting of the membership for the purpose of electing a new Association Board to serve until the next annual meeting and until new Members of the Association Board are elected and qualified.

Nothing contained herein shall be construed as limiting or prohibiting members of the Association Board from also serving on the Master Association Board.

B. To the fullest extent permitted by the North Carolina Non-Profit Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a Member of the Association Board shall be personally liable for monetary damages for breach of any duty as a director. Neither the amendment or repeal of this Article, nor the adoption of any other amendment to these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protections granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

**ARTICLE VI
INITIAL ASSOCIATION BOARD**

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

<u>NAME</u>	<u>ADDRESS</u>
James K. Pendergrass, Jr.	1511 Sunday Dr., Suite 220 Raleigh, NC 27607
Bernard Richards, Jr.	1511 Sunday Dr., Suite 220 Raleigh, NC 27607
Patricia C. Benson	1511 Sunday Dr., Suite 220 Raleigh, NC 27607

**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.

**ARTICLE VIII
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Corporation, the assets thereof shall, after all liabilities and obligations of the Association and the Master Association have been paid, or adequate provision made therefore, be dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created or, in the event that such dedication is refused acceptance, distributed to any association or associations organized for purposes similar to those set forth in Article III above, all in accordance with any further provisions of the Bylaws of the Corporation.

**ARTICLE IX
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation in the State of North Carolina is 1511 Sunday Drive, Suite 220, Raleigh, Wake County, North Carolina, 27607, and the name of the initial registered agent at such address is James K. Pendergrass, Jr.


**ARTICLE X
PRINCIPAL OFFICE**

The address of the principal office of the Association is 1511 Sunday Drive, Suite 220, Raleigh, Wake County, North Carolina, 27607, and the mailing address of the principal office of the Association is P O Drawer 33809, Raleigh, Wake County, North Carolina, 27636.

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is James K. Pendergrass, Jr., 1511 Sunday Drive, Suite 220, Raleigh, Wake County, North Carolina 27607.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 30th day of September, 2008.



James K. Pendergrass, Jr.
Incorporator

NORTH CAROLINA
COUNTY OF Wake

I, the undersigned Notary Public, do hereby certify that James K. Pendergrass, Jr., Incorporator, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal this the 30th day of September, 2008.

Jillian K Daneau
Notary Public
Jillian K Daneau
Print Name

My commission expires: 4-2-2013

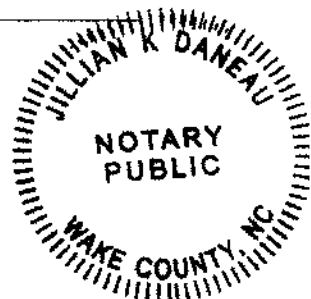


EXHIBIT "A"

Parcel One:

BEING all of Lot 3 as shown and more particularly described on sheet two (2) of two (2) of that certain two (2) plat series entitled "Breezewood Condominiums-Lots 2 & 3-Subdivision and Tree Conservation Area Plat"-prepared by Withers & Ravenel-Engineers|Planners|Surveyors dated May 29, 2008 bearing Project No. 2070130 and recorded in Book of Maps 2008, Pages 1801 and 1802 in the Office of the Wake County Register of Deeds.

Parcel Two:

BEING all of Lot 4 as shown and more particularly described on sheet two (2) of two (2) of that certain two (2) plat series entitled "Breezewood Condominiums-Lots 4-7-Subdivision and Tree Conservation Area Plat"-prepared by Withers & Ravenel-Engineers|Planners|Surveyors dated February 5, 2008 bearing Project No. 2070130 and recorded in Book of Maps 2008, Pages 1803 and 1804 in the Office of the Wake County Register of Deeds.

Parcel Three:

BEING all of and Lot 5 as shown and more particularly described on sheet two (2) of two (2) of that certain two (2) plat series entitled "Breezewood Condominiums-Lots 4-7-Subdivision and Tree Conservation Area Plat"-prepared by Withers & Ravenel-Engineers|Planners|Surveyors dated February 5, 2008 bearing Project No. 2070130 and recorded in Book of Maps 2008, Pages 1803 and 1804 in the Office of the Wake County Register of Deeds.

Parcel Four:

BEING all of that certain one-half (1/2) undivided interest in and to Lot 7 as shown and more particularly described on sheet two (2) of two (2) of that certain two (2) plat series entitled "Breezewood Condominiums-Lots 4-7-Subdivision and Tree Conservation Area Plat"-prepared by Withers & Ravenel-Engineers|Planners|Surveyors dated February 5, 2008 bearing Project No. 2070130 and recorded in Book of Maps 2008, Pages 1803 and 1804 in the Office of the Wake County Register of Deeds.

Parcel One, Parcel Two, Parcel Three and Parcel Four described above shall constitute the Breezewood II Condominium Regime upon such parcels being subjected to the operation of that certain Declaration Creating Unit Ownership-Breezewood II Condominium Regime [NCGS 47C].

EXHIBIT "B"

BEING all of that certain one-half (1/2) undivided interest in and to Lot 7 as shown and more particularly described on sheet two (2) of two (2) of that certain two (2) plat series entitled "Breezewood Condominiums-Lots 4-7-Subdivision and Tree Conservation Area Plat"-prepared by Withers & Ravenel-Engineers|Planners|Surveyors dated February 5, 2008 bearing Project No. 2070130 and recorded in Book of Maps 2008, Pages 1803 and 1804 in the Office of the Wake County Register of Deeds.