

NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

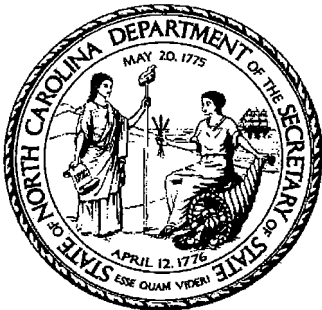
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

KENDAL FOREST HOMEOWNERS ASSOCIATION, INC.

the original of which was filed in this office on the 27th day of September, 2004.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 27th day of September, 2004

Elaine F. Marshall

Secretary of State

State of North Carolina
Department of the Secretary of State

ARTICLES OF INCORPORATION
NONPROFIT CORPORATION

Pursuant to §55A-2-02 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

1. The name of the corporation is: Kendal Forest Homeowners Association, Inc.
2. (Check only if applicable.) The corporation is a charitable or religious corporation as defined in NCGS §55A-1-40(4).
3. The street address and county of the initial registered office of the corporation is:
Number and Street 112 New College Street
City, State, Zip Code Oxford, NC 27565 County Granville
4. The mailing address *if different from the street address* of the initial registered office is:
P. O. Box 1060, Oxford, NC 27565
5. The name of the initial registered agent is:
T. S. Royster, Jr.
6. The name and address of each incorporator is as follows: T. S. Royster, Jr., 305 Saddletree Road, Oxford, NC 27565
7. (Check either a or b below.)
a. The corporation will have members.
b. The corporation will not have members.
8. Attached are provisions regarding the distribution of the corporation's assets upon its dissolution.
9. Any other provisions which the corporation elects to include are attached.
10. The street address and county of the principal office of the corporation is:
Number and Street 112 New College Street
City, State, Zip Code Oxford, NC 27565 County Granville
11. The mailing address *if different from the street address* of the principal office is:
P. O. Box 1060, Oxford, NC 27565

12. These articles will be effective upon filing, unless a later time and/or date is specified: _____

This is the 22nd day of September, 20 04.



Signature of Incorporator

T. S. Royster, Jr.

Type or print Incorporator's name and title, if any

NOTES:

1. Filing fee is \$60. This document must be filed with the Secretary of State.

Revised January 2000

Form N-01

CORPORATIONS DIVISION

P. O. BOX 29622

RALEIGH, NC 27626-0622

**ADDENDUM
TO ARTICLES OF INCORPORATION
OF
KENDAL FOREST HOMEOWNERS ASSOCIATION, INC.**

The following provisions are included in the Articles of Incorporation of Kendal Forest Homeowners Association, Inc.:

ARTICLE I

PURPOSES

This Corporation is formed for the purpose of creating a Homeowners Association that complies with the provisions of the North Carolina Planned Community Act (Chapter 47F of the N.C. General Statutes) to provide for the maintenance, preservation and architectural control of residential Lots and Common Properties within that certain subdivision known as Kendal Forest in Franklin County, NC, and to promote the health, safety and welfare of the residents of the subdivision. In these Articles the terms "Corporation" and "Association" are deemed to be the same.

ARTICLE II

POWERS AND DUTIES

The Association shall have the power and duty to:

A. To have and to exercise all the powers and privileges and perform all the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions applicable to Kendal Forest Subdivision in the Office of the Register of Deeds of Franklin County, NC, and recorded in Deed Book 1432 at Pages 320 through 345 and as the same may be amended from time-to-time as therein provided. The provisions of the above mentioned Declarations are incorporated herein as if they were fully set out.

B. To have and to exercise all the powers and privileges granted to lot owners' associations under the provisions of the North Carolina Planned Community Act (Chapter 47F of the N. C. General Statutes).

C. To have and to exercise any and all powers, rights and privileges that a corporation organized under the Non-Profit Corporation law of the State of North Carolina may now or hereafter have.

ITEM III

MEMBERSHIP AND VOTING RIGHTS

Every record Owner of a Lot which is subject to assessment shall be a member of the Association. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot that is subject to assessment. The Association shall have two classes of voting membership as set out below.

Class A. Class A Members shall be all Lot owners with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members; however, the vote for such Lot shall be exercised as they among themselves determine or as set forth in the Bylaws, but in no event shall more than one vote be cast with respect to any Lot. Fractional voting is prohibited.

Class B. The Class B Member shall be the Declarant and Declarant shall be entitled to six (6) votes for each lot owned. Declarant shall also be entitled to six (6) votes for each lot that it may develop in later phases of the subdivision and add to the Properties. 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 or exceed the total votes outstanding in the Class B membership; however, the Class B membership shall be reinstated if thereafter, and before the time stated in subparagraph (b) below, additions are made to the Properties sufficient to give the Class B membership a total number of votes to exceed those of the Class A membership; or,

(b). Ten (10) years from the date the Declaration was recorded in the Office of the Register of Deeds of Franklin County, North Carolina.

ARTICLE IV

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of at least four (4) Directors who need not be members of the Association. Number of Directors may be increased from time-to-time by amendment to the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the election of their successors are:

T. S. Royster, Jr.
E. Ossie Smith
Elizabeth S. Land
Charles M. Royster

305 Saddletree Road, Oxford, NC 27565
109 Quail Ridge Road, Oxford, NC 27565
602 N. Country Club Dr., Oxford, NC 27565
164 Pine Cone Drive, Oxford, NC 27565

ARTICLE V

DISSOLUTION AND DISTRIBUTION OF ASSETS

The Association may be dissolved only as allowed under the provisions of the North Carolina Planned Community Act (Chapter 47F of the N. C. General Statutes). Upon dissolution of the Association, either voluntarily or involuntarily, no Director or Officer of the Association or any private individual shall be entitled to any distribution or division of its assets. The assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created and in the event such dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.