

**ARTICLES OF INCORPORATION  
OF  
CROSSINGS AT RAVEN RIDGE HOMEOWNERS ASSOCIATION, INC.**

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

**1. Name.** The name of the corporation is Crossings at Raven Ridge Homeowners Association, Inc. (hereinafter called the "Association").

**2. Duration.** The period of duration of the corporation is perpetual.

**3. Purpose.** The purposes for which the corporation is organized and the powers it will possess are:

- a. To operate without contemplating pecuniary gain to the members thereof.
- b. To provide for architectural control in the Crossings at Raven Ridge community.
- c. To provide for the beautification and maintenance and to build and maintain facilities and improvements within Crossings at Raven Ridge Subdivision.
- d. To promote the health, safety and welfare of the residents within the Crossings at Raven Ridge Subdivision and any additions thereto that may hereinafter be brought within the jurisdiction of the Association for these purposes.
- e. To do and perform all acts, services, functions and duties directly or indirectly connected with the commencement and continued operation of the affairs of an association of homeowners.
- f. To engage in any lawful act or activity for which non-profit corporations may be organized under the Non-Profit Corporation Act of North Carolina as codified in Chapter 55A of the General Statutes of North Carolina, and to have and exercise any and all powers, rights and privileges which a non-profit corporation so organized may now or hereafter exercise.

**4. Membership.** The membership of the corporation shall consist of the Declarant, for as long as it shall be an Owner, and every person or entity who is an Owner of a fee or undivided fee interest in any Lot which is subject by the said Covenants of record to assessments by the Association, including contract sellers. The foregoing does not include persons or entities that hold an interest merely as security for the performance of an obligation. Ownership of such Lot shall be the sole qualification for membership, and no Owner shall have more than one membership, except as expressly provided hereinafter. Membership shall be appurtenant to and may not be separated from ownership of any Lot that is subject to assessment by the Association. The Board of Directors may make reasonable rules and regulations relating to the proof of ownership of a lot in Crossings at Raven Ridge Subdivision.

**5. Voting Rights.**

**A. Classes of Membership.** The Association shall have two (2) classes of voting membership:

**i. Class A Members.** Class A Members shall be all Owners as defined in the Covenants, with the exception of the Declarant. Class A Members shall be entitled to one (1) vote for each Lot in which they hold the required ownership interest. When more than one person or entity holds such interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot and no fractional vote may be cast with respect to any Lot.

**ii. Class B Members.** The Class B member shall be the Declarant. The Class B member shall be entitled to three (3) votes for each Lot in which it holds the required ownership interest; provided that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first:

**a.** The total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

**b.** December 31, 2010, unless the Declarant in its sole discretion elects to convert the Class B Lots to Class A Lots at an earlier time.

**B. Voting Rights Suspension.** The right of any Class A Member to vote may be suspended by the Board of Directors of the Association for just cause pursuant to its rules and regulations and according to the provisions of the Covenants.

**6. Board of Directors.**

**A. Initial Board.** A Board of three (3) directors, who need not be Members of the Association, shall manage the affairs of this Association. The number of directors may be changed by amendment of the Bylaws 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:

<u>Name</u>	<u>Address</u>
Henry J. Morris	1708 Trawick Road, Suite 209 Raleigh, NC 27604
Diane W. Wallace	1708 Trawick Road, Suite 209 Raleigh, NC 27604
John D. Thompson	1708 Trawick Road, Suite 111 Raleigh, NC 27604

**B. Election and Term.** At the first annual meeting of Members, the Members shall elect the Directors as required by the Covenants and/or Bylaws. The term of the Directors elected shall be as provided in the Covenants and/or Bylaws. All Directors shall serve until their successors have been duly qualified and elected.

**C. Subsequent Elections.** The method of election of Directors after the first meeting held pursuant to Article 6.B. hereof shall be as provided in the Covenants and/or Bylaws.

**7. Mergers and Consolidation.** To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes; provided that no merger or consolidation may be effectuated unless two-thirds (2/3) of the class of all the voted entitled to be cast by the membership are in favor of the merger or consolidation at an election held for such purpose. In such event the holder of Class B voting rights shall be entitled to one (1) vote for each Lot it owns.

**8. Registered Agent and Office.** Thompson & Saputo, PLLC, whose address is 1708 Trawick Road, Suite 111, Raleigh, North Carolina 27604, is hereby appointed the initial registered agent of this Association at the above address.

**9. Dissolution or Insolvency.** 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 shall be dedicated to the an appropriate public body or agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

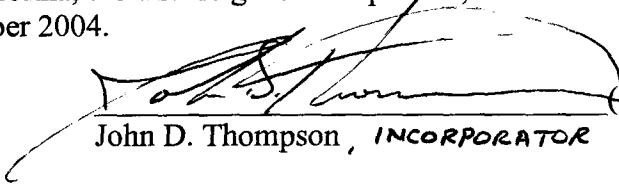
**10. Amendment; Recordation.** Except as herein provided, any amendment to these Articles may be accomplished with the assent of not less than two-thirds (2/3) of each class of members, voting in person or by proxy. No amendment made pursuant to this section shall be effective until duly recorded in the Office of the Secretary of State of North Carolina.

**11. Incorporator.** The name and address of the incorporator is as follows: John D. Thompson, Thompson & Saputo, PLLC, 1708 Trawick Road, Suite 111, Raleigh, NC 27604.

**12. Principal Office.** The principal office and mailing address is: 1708 Trawick Road, Ste 209, Raleigh, North Carolina 27604, Wake County.

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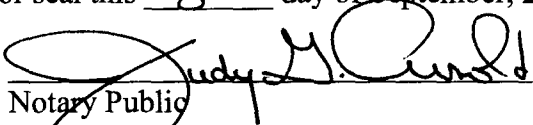
IN WITNESS WHEREOF, for the purpose of forming this non-profit corporation under the laws of the State of North Carolina, the undersigned incorporator, have hereunto set my hand and seal this the 8 day of September 2004.

  
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John D. Thompson, INCORPORATOR (SEAL)

STATE OF NORTH CAROLINA  
COUNTY OF WAKE

I, the undersigned, a Notary Public of the County and State aforesaid, certify that John D. Thompson personally appeared before me this day and acknowledged the execution of the foregoing instrument.

Witness my hand and official stamp or seal this 8 day of September, 2004

  
\_\_\_\_\_  
Notary Public

My commission expires: 5/1/05

