

**ARTICLES OF INCORPORATION
 OF
 TANNERS CREEK TOWNHOMES HOMEOWNERS ASSOCIATION, INC.
 A NON-PROFIT CORPORATION**

The undersigned natural person of the age of eighteen (18) years or more hereby forms a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Nonprofit Corporation Act", and the several amendments thereto, and to that end does hereby set forth:

1. The name of the Corporation is Tanners Creek Townhomes Homeowners Association, Inc. (hereinafter referred to as the "Association").
2. The period of duration of the Association shall be perpetual.
3. The purposes for which the Association is organized are:
 - (a) To manage, maintain, operate, care for and administer the development known as Tanners Creek Townhomes (the "Development") as shall be described in a Supplemental Declaration of Covenants, Conditions and Restrictions by Niblock-Ridgeline, LLC, (the "Developer"), a North Carolina Limited Liability Company, which said Supplemental Declaration shall be recorded in the Office of the Register of Deeds for Mecklenburg County, North Carolina (such Supplemental Declaration, as the same may be amended from time to time, being hereinafter referred to as the "Supplemental Declaration"); to enforce the covenants, restrictions, easements, charges and liens provided in the Supplemental Declaration; to fix, levy, assess, collect, enforce and disburse the charges and assessments created under the Supplemental Declaration, all in the manner set forth in and subject to the provisions of the Supplemental Declaration; and to exercise all powers and privileges and to perform all duties and obligations of the Association under the Supplemental Declaration;
 - (b) To do any and all other lawful things and acts that the Association from time to time, in its discretion, may deem to be for the benefit of the Development and the owners and inhabitants thereof or advisable, proper or convenient for the promotion of the peace, health, comfort, safety and general welfare of the owners and inhabitants thereof; and
 - (c) To exercise all powers provided in Chapters 47F and 55A of the General Statutes of North Carolina in furtherance of the above-stated purposes.
4. The corporation is not organized for pecuniary gain, nor shall it have any power to issue certificates of stock or pay dividends, and no part of the net earnings or assets of the corporation shall be distributed, upon dissolution or otherwise, to any member, director or officer of the corporation.

Furthermore, in the event of dissolution, the residual assets of the organization will be turned over to one or more organizations with similar purposes which are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986.

5. Provisions relating to the members of the Association are:

- (a) Members of the Association shall be each Lot Owner (as defined in the Supplemental Declaration) in the Development and no other person or entity shall be entitled to membership.

(b) The voting rights of each member of the Association shall be appurtenant to the ownership of a Lot in the Development. There shall be two (2) classes of Lots with respect to voting rights:

(i) Class A Lots. Class A Lots shall be all Lots in the Development except Class B Lots. Each Class A Lot shall entitle the Owner of said Lot to one (1) vote. When more than one person owns an interest (other than a leasehold or security interest) in any Lot, all such persons shall be members and the voting rights appurtenant to said 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 Class A Lot.

(ii) Class B Lots. Class B Lots shall be all Lots owned by the Developer and Builder(s). [Builder(s) shall mean and refer to any person or firm in the business of building and selling homes to individuals and selected by Developer to buy Lots and construct homes for sale in the Development, including, but not limited to NVR, Inc. d/b/a/ Ryan Homes, Inc., and Westminster Homes, Inc.] Each Class B Lot shall entitle the Owner of said Lot to three (3) votes.

(c) Notwithstanding Paragraph (b) above, so long as there shall be any Class B Lot in the Development and unless the Developer surrenders the rights set forth in this Paragraph (c) by an express amendment to the Supplemental Declaration executed and recorded by Developer, (i) the Bylaws of the Association may not be amended without the Developer's prior written consent, and (ii) the Developer shall have the right to appoint or remove any member or members of the Board of Directors of the Association or any officer or officers of the Association.

(d) Other provisions applicable to the rights and obligations of the members of the Association are set forth in the Supplemental Declaration and in the Bylaws.

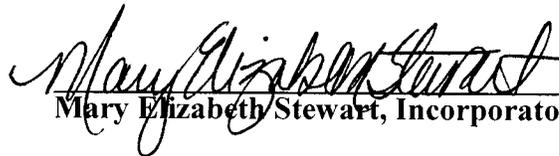
6. The address of the principal office and the initial registered office of the Association is 4500 Cameron Valley Parkway, Suite 350, Charlotte, Mecklenburg, North Carolina 28211-3552 and the initial registered agent of the Association at such address is W. Kendall Foster.

7. The business and affairs of the Association shall be regulated by a Board of Directors who shall be elected in the manner and for the terms provided in the Bylaws. A member of the Board of Directors may be removed from office, with or without cause, by the Developer, as provided in Section 5(c) hereof, or by members of the Association holding a majority of the votes appurtenant to the Lots. 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 the initial directors are:

<u>Name</u>	<u>Address</u>
W. Kendall Foster	4500 Cameron Valley Parkway, Suite 350 Charlotte, NC 28211-3552
Franklin C. Niblock, III	300 McGill Avenue, N.W. Concord, NC 28027
William T. Niblock	300 McGill Avenue, N.W. Concord, NC 28027

8. The incorporator of the Association is Mary Elizabeth Stewart, and her address is 33 Church Street, S.E., P.O. Box 745, Concord, Cabarrus County, North Carolina 28026.

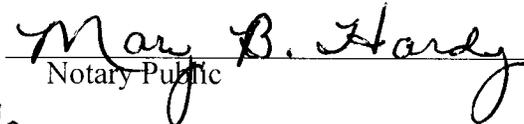
IN TESTIMONY WHEREOF, the undersigned has set her hand and affixed her seal, this 11th day of October, 2000.

 (SEAL)
Mary Elizabeth Stewart, Incorporator

STATE OF NORTH CAROLINA
COUNTY OF CABARRUS

I, Mary B. Hardy, a Notary Public in and for said County and State, do hereby certify that Mary Elizabeth Stewart, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal, this 11th day of October, 2000.


Notary Public

My Commission Expires: 8/4/2001

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