

ARTICLES OF INCORPORATION
OF
NEW BERN PLACE CONDOMINIUM 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 "Non-Profit Corporation Act", and the several amendments thereto, and to that end does hereby set forth:

1. The name of the Corporation is NEW BERN PLACE CONDOMINIUM 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 New Bern Place Condominium (the "Condominium") as described in the Declaration of Intention to Submit Property to the Provisions of the North Carolina Unit Ownership Act by Martin Development Group, Inc. a North Carolina corporation ("Declarant") dated the 10th day of October, 1985 and recorded or to be recorded in the Office of the Register of Deeds for Wake County, North Carolina (such Declaration as the same may be amended or supplemented from time to time being hereinafter referred to as the "Declaration"); to enforce the covenants, restrictions, easements, charges and liens provided in the Declaration to be enforced by the Association; to fix, levy, assess, collect, enforce and disburse the charges and assessments created under the Declaration, all in the manner set forth in and subject to the provisions of the Declaration; and to exercise all powers and privileges and to perform all duties and obligations of the Association under the 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 Condominium 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 Chapter 55A of the General Statutes of North Carolina in furtherance of the above-stated purposes.

4. The Association is not organized for pecuniary profit, 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 Association shall be distributed, upon dissolution or otherwise, to any member, director or officer of the Association.

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

(a) Members of the Association shall be every Unit Owner as defined in the Declaration and no other person or entity shall be entitled to membership.

(b) There shall be only one class of members in the Association.

(c) The members of the Association shall have the right to vote for the election and removal of directors and upon such other matters with respect to which the right to vote is given to members under the Declaration or under the provisions of Chapter 55A of the General Statutes of North Carolina, the voting rights of the members being more particularly described in the Declaration and the Bylaws attached thereto; provided, however, that certain rights are reserved to Declarant in the Declaration and Bylaws of the Association with respect to the election of the initial Board of Directors and amendment of the Declaration and Bylaws.

(d) Membership in the Association shall be appurtenant to and may not be separated from ownership of a Unit in the Condominium. Restrictions on the transfer or encumbrance of Units are set forth in the Declaration.

6. The address of the initial registered office of the Association is 801 Oberlin Road, Suite 335, Raleigh, Wake County, North Carolina 27605 and the initial registered agent of the Association at such address is A. Settle Dockery.

7. The business and conduct 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. 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> |
|--------------------|--|
| J. Franklin Martin | 301 Hempstead Place Charlotte, North Carolina 28207 |
| A. Settle Dockery | 2713 Webb Street Raleigh, North Carolina 27609 |
| J. Kenneth Sykes | 330 Transylvania Avenue Raleigh, North Carolina 27609 |

8. The incorporator of this Association is E. Allen Prichard, and his address is One NCNB Plaza, Suite 3300, 101 South Tryon Street, Charlotte, Mecklenburg County, North Carolina 28280.

IN TESTIMONY WHEREOF, the undersigned has set his hand and affixed his seal, this 10th day of December, 1985.

/s/ E. Allen Prichard (SEAL)
E. Allen Prichard

BOOK 3628 PAGE 445

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

I, Kathy S. Bledsoe, a Notary Public in and for said County and State, do hereby certify that E. ALLEN PRICHARD personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal, this 16th day of December, 1985.

/s/ Kathy S. Bledsoe
Notary Public

[NOTARIAL SEAL]

My commission expires:

October 8, 1990

Drawn by and mail to:
E. Allen Prichard
Kennedy Covington Lobdell & Hickman
3300 NCNB Plaza
Charlotte, North Carolina 28280

BOOK 3619 PAGE 239

EXHIBIT "D" TO
DECLARATION OF CONDOMINIUM
FOR
NEW BERN PLACE CONDOMINIUM
True Copy of Articles of
Incorporation for New Bern Place Condominium
Association, Inc.

See Rider #1 Attached

600-3619 PAGE 240

Rider #1 to
Exhibit "D" to
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8. The incorporator of this Association is E. Allen Prichard, and his address is One NCNB Plaza, Suite 3300, 101 South Tryon Street, Charlotte, Mecklenburg County, North Carolina 28280.

IN TESTIMONY WHEREOF, the undersigned has set his hand and affixed his seal, this 10th day of December, 1985.

E. Allen Prichard (SEAL)

BOOK 3619 PAGE 242

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

I, _____, a Notary Public in and for said County and State,
do hereby certify that E. ALLEN PRICHARD personally appeared before me this day
and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal, this ___ day of _____, 1985.

[NOTARIAL SEAL]

Notary Public

My commission expires:

Drawn by and mail to:
E. Allen Prichard
Kennedy Covington Lobdell & Hickman
3300 NCNB Plaza
Charlotte, North Carolina 28280