

ARTICLES OF INCORPORATION
OF
THE MEADOW CONDOMINIUM ASSOCIATION, INC.

In compliance with the requirements of the laws of the State of North Carolina, the undersigned, all of whom are residents of Moore County, North Carolina, and of full age, do this day form a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is THE MEADOW CONDOMINIUM ASSOCIATION, INC. hereafter called the "Association."

ARTICLE II

The principal office of the Association is located at 2001 Midland Road, Southern Pines, North Carolina 28387.

ARTICLE III

ELDON W. COX, whose address is 2001 Midland Road, Southern Pines, Moore County, North Carolina 28387, is hereby appointed the initial registered agent of this Association and the registered office shall be at 2001 Midland Road, Southern Pines, Moore County, North Carolina 28387.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of that certain tract of land as described in Exhibit "A" attached hereto, and

any other properties which may be subsequently annexed thereto, and to promote the health, safety and welfare of the residents within the above described property. Subsequent to the date of the filing of these Articles of Incorporation, additional properties may be added to Exhibit "A" hereof by filing a statement in the Moore County Registry signed by the appropriate officers of The Meadow Condominium Association, Inc., setting forth the additions to Exhibit "A"; and same shall have the same effect as if an amendment to the Articles of Incorporation was filed. The Association shall have the following general powers and any other impliedly arising therefrom, to be exercised in the manner provided and in conformity with applicable laws, the Declaration hereinafter referred to, the Bylaws of the Association, and those Articles (subject to the authority of the Longleaf Master Homeowners Association, Inc. to assume such powers as provided in the Declaration):

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Condominium Declaration, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the Register of Deeds of Moore County, North Carolina, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) To fix, levy, collect and enforce payments by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association, subject always to the provisions and requirements of the Declaration;

(c) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, subject always to the provisions and requirements of the Declaration and limitations imposed by law.

(d) To borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, subject always to the provisions and requirements of the Declaration; and

(e) To have and to exercise any and all powers, rights and privileges which a

corporation organized under the Non-Profit Corporation Law of the State of North Carolina by law may now or hereafter have or exercise.

ARTICLE V
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Condominium Unit which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Condominium Unit which is subject to assessment by the Association. Ownership of such Condominium Unit shall be the sole qualification for membership.

ARTICLE VI
VOTING RIGHTS

On all matters in which the membership shall be entitled to vote, each and every Condominium Unit shall have one vote. The vote of each Unit may be cast or exercised by the owner of owners of each Condominium Unit in such manner as may be provided in the Bylaws hereafter adopted by the Association. Should any member own more than one (1) Condominium Unit, such member shall be entitled to exercise or cast the votes associated with each Condominium Unit owned in the manner provided by said Bylaws.

Until such time as the property described in Schedule "A" hereof, and the improvements constructed thereon, are submitted to a plan of condominium ownership by the recordation of the Declaration of Condominium, the membership of the Association shall be composed of the three (3) individuals named in Article VII hereof as the initial Board of Directors of the Association, and each such individual shall be entitled to cast one (1) vote on all matters on which the membership shall be entitled to vote.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than five (5) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The name and address of the person who is to act in the capacity of directors until the selection of his successors is:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------|---|
| Eldon W. Cox | 2001 Midland Road PO Box 3819 Pinehurst, NC 28374 |

Subject to the Declarant Control Rights, at the first annual meeting the members shall elect not less than three (3) nor more than five (5) Directors for a term of one (1) year, voting shall be by secret ballot and those persons who receive the highest number of votes shall be deemed to have been elected.

ARTICLE VIII

MERGERS AND CONSOLIDATIONS

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 any such merger or consolidation shall have the assent of two-thirds (2/3) of the membership in this Association except that during the time of Declarant Control only the Declarant's consent shall be required.

ARTICLE IX

AUTHORITY TO MORTGAGE

Any mortgage by the Association of the Common Area defined in the Declaration shall have the assent of members entitled to cast two-thirds (2/3) of the votes of the membership except that during the time of Declarant Control only the Declarant's consent shall be required.

ARTICLE X

AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) of the votes of the entire membership except that during the time of Declarant Control only the Declarant's consent shall be required.

As to lenders and purchasers for value, the certification by the Secretary of the Association that the required number of members or the Declarant have executed instruments in conformity with this Article, shall be conclusive as to the fact recited by such certification and shall be binding upon the Association and all of its members.

ARTICLE XI

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire membership. Upon dissolution of the Association, a dedication of the Common Areas as they exist for public use for purposes as similar to those to which they were required to be devoted by the Association, shall be offered to the appropriate unit of local government and the area thus dedicated shall be conveyed to the local governmental unit, provided that such dedication shall be subject to the superior right of the owner of each Unit to an easement for reasonable ingress and egress between his Unit and the public street as well as an easement for the exclusive use of Limited Common Area assigned to such owner's Unit and for reasonable off-street parking area to accompany his Unit; and provided further, that the Association may in its discretion designate the boundaries of said egress which shall accompany each Unit. In the event that the local governmental unit refuses to accept such dedication and conveyance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by

the Association. This Association shall have no capital stock. In the event of dissolution, no member, director or officer of the Association or any private individual shall be entitled to share in the distribution of the assets of this Association.

ARTICLE XII

DURATION

The corporation shall exist perpetually.

ARTICLE XIII

AMENDMENTS

Section 1. Amendment by Membership. Except during the Declarant Control as herein provided, any amendment of these Articles shall require the assent of members or proxies entitled to cast sixty-seven (67%) percent of the entire vote membership.

ARTICLE XIV

The name and address of the incorporator is Eldon W. Cox, 2001 Midland Road, PO Box 3819, Pinehurst, Moore County, North Carolina 28374.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of North Carolina, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this the _____ day of _____, 1997.

_____(SEAL)
Eldon W. Cox

EXHIBIT "A"

THE MEADOW CONDOMINIUM PHASE 1
(Description To Be Provided--site of 3 buildings)