

STATE OF
NORTH
CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greeting:

I, Rufus L. Edmisten, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (4 sheets) to be a true copy of

ARTICLES OF INCORPORATION

OF

COUNTRY HAVEN PROPERTY OWNERS' ASSOCIATION, INC.

the original of which was filed in this office on the 10th day of August, 1990.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 10th day of August in the year of our Lord 1990.



Rufus L. Edmisten

Secretary of State

ARTICLES OF INCORPORATION
OF
COUNTRY HAVEN PROPERTY OWNERS' ASSOCIATION, INC.
A Non-Profit Corporation

I, the undersigned natural person being of the age of eighteen (18) years or older, do hereby form 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 do hereby set forth:

1. Name: The name of the Corporation is Country Haven Property Owners' Association, Inc.

2. Duration: The period of duration of the Corporation shall be perpetual.

3. Definitions: As used in these Articles of Incorporation ("Articles"), "Declaration," "Lot," " Dwelling," "Material Amendment," "Subdivision," and other terms defined in the Declaration shall have the same meaning as set forth in the Declaration of Covenants, and Restrictions of Country Haven Subdivision recorded or to be recorded in the office of the Register of Deeds of New Hanover County, North Carolina.

4. Purposes: The principal purposes for which the Corporation is organized are:

(A) To own, manage, administer, preserve and maintain the roadways lying within the Subdivision.

(B) To own, manage, administer and maintain any real estate which may hereafter be acquired by purchase, gift annexation, dedication or otherwise.

(C) To own, manage, administer, maintain, and operate any improvements now or hereafter located on any portion of the roadways, or on any other areas acquired by the property owner's association.

(D) To purchase, own, maintain, manage, repair and replace any and all equipment, facilities, and buildings used in connection with the operation of any facilities located on any areas acquired by the property owner's association.

(E) To undertake the performance of the acts and duties incident to the administration, management, and operation of the above-described facilities in accordance with the terms, provisions, and restrictions contained in these Articles, the Bylaws of this Corporation hereafter lawfully adopted (Bylaws), and the Declaration, and all lawful amendments to any of these documents.

(F) To promulgate such rules, regulations, restrictions, covenants, and conditions and to perform such acts as are deemed necessary to achieve the aforesaid objectives.

(G) To enforce all restrictions contained in the Declaration.

(H) To sell, trade, buy, lease, and otherwise deal with such property, whether real or personal, as may be necessary or convenient to carry out the provisions of these Articles, the Bylaws, or the Declaration.

(I) To establish an orderly and efficient system of billing to pay for the expenses incurred in the furtherance of the aforesaid purposes.

(J) To engage in any lawful act or activity for which non-profit corporations may be organized under chapter 55A of the General Statutes of North Carolina and which is permitted to be done or carried on by a corporation exempt from state income and franchise taxes under Section 105-130.11 and 105-125 of the General Statutes of North Carolina, and the several amendments thereto and a corporation electing to be treated as a tax exempt homeowner's association under Section 528 of the 1986 Internal Revenue Code, as amended, in the event and during the tax years of such election.

5. Powers: In connection with carrying out the purposes set out in the preceding paragraph, the Corporation has the powers granted non-profit corporations under the laws of the State of North Carolina. By way of addition to, and not by way of limitation of, the above powers, the Corporation shall

have the following specific powers:

(A) To make, establish, and provide for the enforcement of reasonable rules and regulations governing the use of any areas acquired by the property owner's association subject to those provisions found in the applicable Declarations.

(B) To fix, levy and collect assessments against members of the Corporation to defray the expenses of the Corporation as provided in the Declarations of Covenants Conditions and Restrictions of Country Haven Subdivision, Section 1 recorded in Deed Book 1344 at page 183 of the New Hanover County Registry of Deeds.

(C) To enter into any and all contracts necessary or desirable to accomplish the purposes of the Corporation.

(D) To contract for the management of the Corporation's business and to delegate to such manager or professional management service all of the powers and duties of the Corporation except those which may be required by these Articles, Bylaws or Declarations to be exercised by the Board of Directors or the members of the Corporation.

(E) To exercise, undertake, and accomplish all of the rights, duties, and obligations which may be granted to or imposed upon the Corporation.

(F) To do any and all lawful acts.

(G) To borrow money, and with assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(H) To dedicate, sell, or transfer all or any part of the property acquired by the property owners' association to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon; provided, however, no such dedication or transfer shall be effective unless an instrument signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer has been recorded.

(I) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property, into the Corporation and Subdivision.

6. Members: Members shall be of two classes. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot within the Subdivision, including contract sellers, shall be a member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

The membership of a member or a member's interest in the funds and assets of the Corporation may not be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Lot upon which that particular membership is based.

7. Voting: The Corporation shall have two classes of membership:

CLASS A - Class A, which members shall be all owners with the exception of 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 the multiple owners determine among themselves, but in no event shall more than one vote be cast with respect to any lot.

CLASS B - Class B members shall be the Declarant and shall be entitled to three (3) votes for each lot owned. The Class B Membership shall cease and be converted to Class A membership on the happening of either of the following two events, whichever occurs earlier:

(A) October 1, 1990; or

(B) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

However, in the event Declarant expands Country Haven Subdivision, the Class B membership shall not end, or shall

be reinstated, as applicable, and Declarant shall have sufficient votes to assure Declarant a majority of votes in all matters under the control of the Homeowners' Association. All lot owners in Country Haven Subdivision, by acceptance of a deed to a lot in Country Haven Subdivision, are deemed to assent to Declarant retaining, or regaining, as applicable, majority voting control of the Homeowners Association upon expansion of Country Haven Subdivision.

The Corporation shall have the right to suspend the voting rights of a member for any period during which any assessment owed by that member to the Corporation is due and unpaid.

The Declarant shall have the unrestricted right to expand Country Haven Subdivision, and all lots added to the subdivision shall have equal voting rights with existing lots as set out above.

8. Dissolution: The Corporation may be dissolved at any time with the assent given in writing and signed by not less than eighty-five percent (85%) of each class of members and sixty-seven percent (67%) of the Eligible Mortgage Holders. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

9. Nonprofit: The Corporation shall be conducted as a nonprofit corporation for the benefit of its members.

10. Registered Office and Agent: The Registered Office of the Corporation is located in New Hanover County at 7979 Market Street, Wilmington, North Carolina 28405 and the name of the initial Registered Agent at such address is Donald H. Caison, Sr.

11. Directors:

(A) Any natural person may serve as a director.

(B) The number of directors of the Corporation may be fixed by the Bylaws, but shall not be less than three, and the method of their election shall be fixed by the Bylaws.

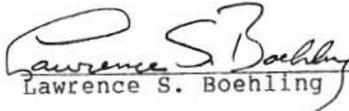
(C) The number of directors constituting the initial Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the first meeting of members or until their successors are elected and qualified are:

Donald H. Caison, Sr.	501 Upland Drive Wilmington, N.C. 28405
Nancy Y. Caison	501 Upland Drive Wilmington, N.C. 28405
Ronald Gilbert	7940 Placid Drive Wilmington, N.C. 28405

12. Incorporator: The name and address of the incorporator is: Lawrence S. Boehling, P.O. Drawer 1416, Burgaw, N.C. 28425.

13. Amendments: Amendment of these Articles shall require the written or oral assent of seventy-five percent (75%) of the members.

IN TESTIMONY WHEREOF, I have hereunto set my hand, this the 7th day of ~~July~~ August, 1990.

 (SEAL)
Lawrence S. Boehling

STATE OF NORTH CAROLINA
COUNTY OF PENDER

This is to certify that on the 7th day of ^{August}~~July~~, 1990,
before me, a Notary Public, personally appeared Lawrence S.
Boehling, who I am satisfied is the person named in and who
executed the foregoing Articles of Incorporation, and I
having first made known to him the contents thereof, he did
acknowledge that he signed and delivered the same as his
voluntary act and deed for the uses and purposes therein
expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my seal, this 7th day of ~~July~~, 1990

^{August}
Susan M. Guy
Notary Public

My Commission expires:

April 17, 1994.

chaven.doc

