

210259055

**ARTICLES OF INCORPORATION  
OF  
LOCHWOOD  
ASSOCIATION**

In compliance with the requirements of Chapter 55-A of the North Carolina General Statutes, the undersigned, a natural person of full age, has this day executed these Articles of Incorporation for the purpose of forming a non-profit corporation and hereby certifies:

**ARTICLE I  
NAME**

The name of the corporation is LOCHWOOD Association, hereinafter called the "Association."

**ARTICLE II  
REGISTERED ADDRESS**

The principal and registered office of the Association is located at 404-B North Eugene Street, Greensboro, Guilford County, North Carolina 27401.

**ARTICLE III  
REGISTERED OFFICE**

Roy E. Carroll, II, whose address is 404-B North Eugene Street, Greensboro, Guilford County, North Carolina 27401, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV  
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the members thereof and no part of the Association's net income shall inure to the benefit of any of its officers, directors, or members or any other private individual. The purposes and objects of the Association shall be to provide for administration, maintenance, preservation and architectural control of the Lots and Common Area within that certain tract of property described as follows:

SEE EXHIBIT "A" ATTACHED HERETO.

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

(a) 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 Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be

recorded in the Office of the Register of Deeds of Guilford 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) fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all 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; to maintain the permanent wet detention/retention pond as directed by the governmental office having jurisdiction for water protection;

(c) 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;

(d) borrow money and, with the assent of the members entitled to cast two-thirds (2/3) of all the votes of each class, mortgage, pledge, deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area (with the exception of any water quality or erosion control device including, without limitation, any permanent wet detention/retention pond) to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Board of Directors. No such dedication, sell or transfer shall be effective unless agreed to in an instrument signed by the members entitled to cast at least two-thirds (2/3) of all the votes of each class;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes provided that any such merger or consolidation shall have the assent of the members entitled to cast at least two-thirds (2/3) of all the votes of each class;

(g) 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 hereinafter have or exercise.

## **ARTICLE V MEMBERSHIP**

Every person or entity who or which is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association shall be a voting 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. Such membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

## **ARTICLE VI**

## VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners other than the Declarant. Class A Members shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote or votes for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B. The Class B Member shall be the Declarant and shall be entitled to three (3) votes for each lot it owns shown on the Preliminary Site Plan for "Lochwood" approved by the Guilford County Technical Review Committee as that Plan is from time to time amended and approved. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on December 31, 2004.

## ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who need not be members of the Association. The number of members of the first Board of Directors shall be three (3). The number of directors on subsequent Boards shall be as set forth in the By-laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
BILL DURRILL	404-B N. EUGENE ST. GREENSBORO, N.C. 27401
STUART KAUFMAN	SAME
AL LEONARD	SAME

At the first annual meeting the Members shall select two (2) directors for a term of two (2) years and one (1) director for a term of one (1) year; and at each annual meeting thereafter the Members shall elect directors for a term of two (2) years.

## **ARTICLE VIII DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by the members entitled to cast not less than two-thirds (2/3) of all the votes of each class. Upon dissolution of the Association, other than incident to merger or consolidation, the assets of the Association, with the exception of the permanent wet detention/retention pond, shall be dedicated to an appropriate public 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.

With respect to the permanent wet detention/retention pond, upon dissolution said pond shall be deeded, pro-rata, to all owners of record of lots in LOCHWOOD Subdivision, and all such owners shall be jointly and severally responsible for the maintenance of said pond as directed by the governmental office having jurisdiction for water protection, and any and all costs attendant thereto.

## **ARTICLE IX DURATION**

The corporation shall exist perpetually.

## **ARTICLE X AMENDMENTS**

Amendment of these Articles shall require the assent of the members entitled to cast at least seventy-five percent (75%) of all the votes of each class. Provided, however, that any amendment relating to the ownership and maintenance of the permanent wet detention/retention pond shall not be permitted without prior review and approval by the governmental office having jurisdiction for watershed protection.

## **ARTICLE XI VETERANS ADMINISTRATION APPROVAL**

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration, provided that FHA or VA insured loans have been obtained to purchase Lots: annexation of additional properties; mergers and consolidations; mortgaging of Common Area; dissolution of the Association; and amendment of these Articles of Incorporation.


## **ARTICLE XII INCORPORATOR**

The name and address of the incorporator is as follows:

Name  
ROY E. CARROLL, II

Address  
404-B N. EUGENE ST.  
GREENSBORO, NC 27401

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 19 day of JANUARY, 2001.

  
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ROY E. CARROLL, II (SEAL)

## EXHIBIT "A"

BEGINNING at a point in the center of Young's Mill Road (State Road #3029), said point being the northeast corner of Lot #10, Holt Acres Subdivision, Section 1 as recorded in Plat Book 59, Page 56 in the Office of the Register of Deeds of Guilford County, North Carolina; thence with the boundary of Lot #10 the following bearings and distances: South 39 deg. 33 min. 56 sec. West, 29.96 feet to a point on the southern margin of Young's Mill Road, along a curve to the right having a radius of 829.29 feet, a chord bearing and distance of South 55 deg. 04 min. 44 sec. West, 414.67 feet to an existing iron pipe; and South 41 deg. 42 min. 28 sec. East, 177.64 feet to an existing iron pipe; thence continuing with Lot #10 and the property of George Gail, as recorded in Deed Book 2863, Page 900 in the Office of the Register of Deeds of Guilford County, North Carolina; South 00 deg. 39 min. 38 sec. West, 168.26 feet to an existing iron pipe, the northeast corner of the James Cooper property as recorded in Deed Book 3314, Page 105 in the Office of the Register of Deeds of Guilford County, North Carolina; thence with Cooper's line the following bearings and distances: South 65 deg. 31 min. 02 sec. West, 184.61 feet to an existing iron pipe; and South 00 deg. 44 min. 09 sec. West, 538.34 feet to an existing nail in the centerline of Sharpe Road (State Road #3033) (having passed through an existing iron pipe 30.88 feet from the centerline); thence with the centerline of Sharpe Road the following bearings and distances: along a curve to the right having a radius of 990.41 feet, a chord bearing and distance of South 86 deg. 51 min. 48 sec. West, 331.44 feet to a point; and North 83 deg. 30 min. 16 sec. West, 1051.95 feet to an existing nail in the center of Sharpe Road; thence leaving the centerline of Sharpe Road (passing through an existing iron pipe at 30.0 feet from the centerline) a line with the Jimmy Patterson property North 04 deg. 11 min. 10 sec. East, 585.58 feet to a point on the northern margin of Edgewood Drive (60-foot right-of-way) having passed along the eastern terminus of said road, and said point also being the southeast corner of Lot #183, Sharpe Acres Subdivision, Section 2 as recorded in Plat Book 30, Page 13 in the Office of the Register of Deeds of Guilford County, North Carolina; thence with the eastern boundary of Sharpe Acres Subdivision, Section 2 as recorded in Plat Book 30, Page 13 and Section 3 as recorded in Plat Book 30, Page 16 in the Office of the Register of Deeds of Guilford County, North Carolina, the following bearings and distances: North 03 deg. 31 min. 34 sec. East, 179.92 feet to a point; and North 04 deg. 09 min. 04 sec. East, 338.45 feet to an existing iron pipe, the southwest corner of Lot #9, Young Acres Subdivision as recorded in Plat Book 47, Page 77 in the Office of the Register of Deeds of Guilford County, North Carolina; thence along the southern boundary of Young Acres Subdivision, South 85 deg. 52 min. 24 sec. East, 399.15 feet to a point, the southeast corner of Lot #7; thence with the boundary of Lots 6, 5, and 4, Young Acres Subdivision, the following bearings and distances: South 04 deg. 24 min. 31 sec. West, 99.50 feet to an existing iron pipe; North 89 deg. 48 min. 55 sec. East, 143.94 feet to an existing iron pipe; North 05 deg. 26 min. 40 sec. West, 49.97 feet to an existing iron pipe; North 76 deg. 10 min. 48 sec. East, 239.36 feet to an existing iron pipe; and North 14 deg. 15 min. 33 sec. West, 51.95 feet to a new iron pipe; thence continuing with the southern boundary of Lot #3, Young Acres Subdivision, North 77 deg. 09 min. 14 sec. East, 74.88 feet to an existing iron pipe, Walter Brower's northwest corner; thence a line with the Walter Brower property as recorded in Deed Book 3552, Page 1465 in the Office of the Register of Deeds of Guilford County, North Carolina, the following bearings and distances: South 14 deg. 03 min. 53 sec. East, 399.78 feet to an existing iron pipe; and North 75 deg. 44 min. 55 sec. East, 342.45 feet to an existing iron pipe, the southwest corner of Lot #9, Section 1, Holt Acres Subdivision; thence with the southern boundary of Lot #9, Holt Acres Subdivision, Section 1 as recorded in Plat Book 59, Page 56 in the Office of the Register of Deeds of Guilford County, North Carolina the following bearings and distances: along a curve to the left having a radius of 807.31 feet, a chord bearing and distance of North 55 deg. 33 min. 27 sec. East, 407.07 feet to a point on the southern margin of Young's Mill Road; and North 40 deg. 45 min. East, 30.02 feet to a point in the centerline of Young's Mill Road; thence along the centerline of Young's Mill Road, South 49 deg. 15 min. East, 59.38 feet to the POINT OF BEGINNING. Containing 34.410 acres more or less.