



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

BROOKE MEADOWS HOMEOWNERS ASSOCIATION, INC.

the original of which was filed in this office on the 29th day of December, 2004.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 29th day of December, 2004

Elaine F. Marshall

Secretary of State

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Elaine F. Marshall
North Carolina Secretary of State
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ARTICLES OF INCORPORATION

OF

BROOKE MEADOWS HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 55A 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

The name of the corporation is **BROOKE MEADOWS HOMEOWNERS ASSOCIATION, INC.**, hereinafter sometimes called the "Association."

ARTICLE II

The principal and initial registered office of the Association is located at 4401 U. S. Highway 220 North, Summerfield, Guilford County, North Carolina, 27358. The mailing address is P. O. Box 670, Summerfield, Guilford County, North Carolina 27358.

ARTICLE III

Linda B. Bell, whose street address is 4401 U. S. Highway 220 North, Summerfield, Guilford County, North Carolina, 27358, and whose mailing address is P. O. Box 670, Summerfield, Guilford County, North Carolina 27358, is hereby appointed the initial Registered Agent of this Association.

ARTICLE IV

This 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 corporation shall be to provide for administration, maintenance, operation and management of the residence lots and Common Elements within those certain tracts of property described as "Brooke Meadows Subdivision", including any and all phases which may be recorded in the Office of the Register of Deeds of Guilford County, North Carolina; to undertake the performance of the acts and duties incident to the administration, operation and management of the Common Elements and the subdivision in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and in the Declaration of Covenants, Conditions and Restrictions recorded or to be recorded in the Public Records of Guilford County, North Carolina; to own, operate, lease, sell, trade and otherwise deal with property, whether real

or personal, as may be necessary or convenient in the administration of the Common Elements and the subdivision; and to promote the health, safety and welfare of the residents within the Property. The Association has been organized by Developer pursuant to the authority contained in the Declaration. Except as otherwise stated herein or as is clearly evident by the content of these Articles, defined terms used in these Articles will have the meanings given such terms in Section 47F-1-103 of the North Carolina General Statutes and in the Declaration.

ARTICLE V

The Association shall have the following powers:

1. The Association shall have all of the powers and privileges granted to Non-Profit Corporations under the laws of the State of North Carolina, including the North Carolina Planned Community Act.
2. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including but not limited to the following:
 - (a) To make and establish reasonable rules and regulations governing the use of Common Elements in Brooke Meadows Subdivision.
 - (b) To levy and collect assessments against Members of the Association to defray the common expenses of Brooke Meadows Subdivision as may be provided in the Declaration and in the Bylaws of this Association which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Lots, which may be necessary or convenient in the operation and management of Brooke Meadows Subdivision and in accomplishing the purposes set forth in said Declaration.
 - (c) To maintain, repair, replace, operate and manage the Common Elements, including the right to reconstruct improvements after casualty and to make further improvement of the Common Elements, and to make and enter into any and all contracts necessary or desirable to accomplish said purposes.
 - (d) To contract for the management of the Association and to delegate to such manager all of the powers and duties of the Association except those which may be required by the Declaration to have approval of the Executive Board or the membership of the Association.
 - (e) To acquire and enter into, now or at any time hereafter, leases and agreements whereby the Association acquires leaseholds, memberships and other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the subdivision.

(f) To enforce the provisions of the Declaration, these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the Common Elements as the same may be hereafter established.

(g) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration.

ARTICLE VI

The qualification of the Members, the manner of their admission to membership and termination of such membership, and voting by Members shall be as follows:

1. The Owners of all Lots in Brooke Meadows Subdivision shall be Members of the Association, and no other person or entity shall be entitled to membership.

2. Membership shall be established by the acquisition of record fee title to or an ownership interest in a Lot in Brooke Meadows Subdivision, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon being divested of all title to or the entire fee ownership interest in any Lot, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Lots, or who may own a fee ownership interest in two or more Lots, so long as such party shall retain title to or a fee ownership interest in any Lot. The foregoing is not intended to include persons or entities who hold an interest in a Lot merely as security for the performance of an obligation.

3. The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to such Member's Lot. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the Bylaws which may be hereafter adopted.

4. The Association shall have two (2) classes of voting membership:

(a) **Class A:** Class A Members shall be all owners, with the exception of the Declarant, and 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 for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

(b) Class B: Class B Member(s) shall be the Declarant (as defined in the Declaration), which shall be entitled to a fifty-one percent (51%) voting interest in the Association. The Class B membership shall cease when the Declarant no longer owns any Lots within Brooke Meadows Subdivision.

ARTICLE VII

The Association shall have perpetual existence.

ARTICLE VIII

The affairs of the Association shall be managed by an initial Board of two (2) Directors who need not be members of the Association, and who shall serve as Directors until the first annual meeting of the members. The number of directors may be changed by amendment of the Bylaws of the Association. The name and address of the persons who are to act in the capacity of Directors until the selection of their successors is:

Linda B. Bell
Scott Robinson

P.O. Box 670, Summerfield, NC 27358
P.O. Box 670, Summerfield, NC 27358

At the first annual meeting, the members shall elect two (2) directors to serve for a term of one (1) year and shall elect one (1) director for a term of two (2) years. At each annual meeting thereafter, the members shall elect directors for a term of two (2) years.

ARTICLE IX

The Association may be dissolved upon approval of a majority vote of the Directors and with the assent given in writing and signed by members holding not less than three-fourths (3/4) of the voting interest of the Association. Dissolution must also be approved by Institutional Lenders as set forth in the Declaration. In the event of dissolution of the Association, other than incident to a merger or consolidation, the residual assets of the Association shall be transferred to one or more organizations devoted to purposes similar to the Association's purposes, which organizations are exempt organizations described in Section 501(c) of the Internal Revenue Code or to an appropriate public agency to be used for purposes similar to those for which the Association was created.

ARTICLE X

An amendment or amendments to these Articles of Incorporation shall require the approval of a majority of the Directors and the written assent of three-fourths (3/4) of the voting interest of the Association.

ARTICLE XI

The name and address of the incorporator is as follows: Harold W. Beavers, Beavers & Boydoh, LLP, 400 West Market Street, Suite 201, Greensboro, Guilford County, North Carolina, 27401.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal, this 22nd day of December, 2004.


Harold W. Beavers, Incorporator

NORTH CAROLINA

GUILFORD COUNTY

This is to certify that on this 22nd day of December, 2004, before me, Tara J. Sampson, a Notary Public of said County and State, personally appeared Harold W. Beavers, who I am satisfied is the person named in and who executed the foregoing Articles of Incorporation of Brooke Meadows Homeowners Association, Inc., and I having first made known to him the contents thereof, he did acknowledge that he signed, sealed 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 seal, this 22nd day of December, 2004.


Notary Public.

My Commission Expires:

11/18/2007

TARA J. SAMPSON
NOTARY PUBLIC
ROCKINGHAM COUNTY, NC