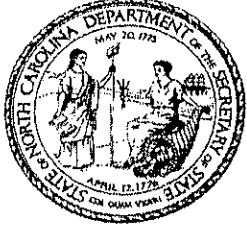


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NORTH CAROLINA

Department of The Secretary of State

SIDE NO 437024 BK 5177 PG 0177

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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

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ARTICLES OF INCORPORATION

OF

PLEASANT RIDGE FARMS WEST HOMEOWNERS ASSOCIATION, INC.

the original of which was filed in this office on the 9th day of February, 2001.

RECORDED - 437024
KATHERINE LEE PAYNE
REGISTER OF DEEDS
GUILFORD COUNTY, NC
BOOK: 5177
PAGE(S): 0177 TO 0186
03/15/2001 14:31:25

03/15/2001 GUILFORD CO. NC
1 CORPORATIONS 437024 \$6.00
9 CORP ADDN PGS \$18.00



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 9th day of February, 2001

Elaine F. Marshall

Secretary of State

210409060

ARTICLES OF INCORPORATION

OF

PLEASANT RIDGE FARMS WEST HOMEOWNERS ASSOCIATION, INC.

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

The name of the corporation is Pleasant Ridge Farms West Homeowners Association, Inc. hereinafter called the "Association."

ARTICLE II

The principal and registered office of the Association is located at **222-6 Swing Road, Guilford County, Greensboro, North Carolina, 27409.**

ARTICLE III

Ned L. Pierce, whose address is 222-6 Swing Road, Guilford County, Greensboro, North Carolina, 27409, 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, Executive Board members 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:

Lying and being in Guilford County, North Carolina, and being more particularly described on Exhibit A attached hereto and incorporated herein by reference or so much thereof as may be brought within the jurisdiction of the Association and any additional property which may hereafter be brought within the jurisdiction of this Association (the "Properties");

and to promote the health, safety and welfare of the residents within the above described property, in accordance with the terms and conditions of that certain Declaration of Covenants, Conditions and Restrictions for Pleasant Ridge Farms West (hereinafter called the "Declaration"; unless otherwise defined, capitalized terms shall have the same meaning as set forth in the Declaration), now or

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hereafter made applicable to the Properties 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 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 the Declaration.

(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 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.

(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 in accordance with the terms and conditions of the Declaration, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(e) dedicate or transfer non-exclusive easements on, over and upon all or any part of the Common Area for such purposes and subject to such conditions as may be agreed to by the Association's Executive Board; provided, however, no such dedication or transfer shall be effective unless an instrument executed on behalf of the Association by its duly authorized officers, agreeing to such dedication or transfer, has been recorded.

(f) pursuant to Section 47E-3-112 of the Planned Community Act and with the consent of the Members entitled to cast at least eighty percent (80%) of the votes of the Association, to dedicate or transfer fee title to all or any part of the Common Area for such purposes and subject to such conditions as may be agreed to by the Members consenting to such dedication or transfer; provided, however, for so long as Declarant or any affiliated entity shall own any portion of the Properties or shall have the right to annex additional properties pursuant to Article VIII, Section 4 of the Declaration, Declarant (as defined in the Declaration), must also consent to such action and, further provided that no such dedication or transfer shall interfere with or obstruct utility service to, or ingress, egress and regress to or from, the Lots or any remaining Common Area or cause any Lot or any remaining Common Area to fail to comply with applicable laws, regulations or ordinances.

(g) 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 outstanding votes.

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(h) 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

The qualification of the Members and the manner of their admission to Membership and termination of such Membership shall be as follows:

1. All Owners shall be Members of the Corporation, and no other person or entity shall be entitled to Membership.

2. Membership shall be established by the acquisition of fee title to a Lot, or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the Membership of any party shall be automatically terminated upon his being divested of all title to or his 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.

3. The interest of a Member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his Lot. The funds and assets of the Corporation shall belong solely to the Corporation 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.

ARTICLE VI

VOTING RIGHTS

On all matters which the Membership shall be entitled to vote, the Owner(s) of each Lot shall be entitled to cast one (1) vote. The vote of each Lot may be cast or exercised by the Owner or Owners of each Lot in such manner as may be provided in the Bylaws hereafter adopted by the Corporation.

ARTICLE VII

EXECUTIVE BOARD

The affairs of this Association shall be managed by an Executive Board who need not be Members of the Association. During any Period of Declarant Control (as defined in the Declaration), Declarant shall have the right to appoint all of the members of the Executive Board. Declarant shall from time-to-time notify the Association in writing of the names and addresses of the members of the

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Executive Board appointed by Declarant. Except as otherwise provided in the Bylaws with respect to the filling of vacancies, any members of the Executive Board which Declarant is not entitled to designate or select shall be elected by the Members of the Association. The number of members of the first Executive Board shall be three (3). The number of Executive Board members on subsequent Boards shall be as set forth in the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Executive Board members until the selection of their successors are:

<u>Names</u>	<u>Addresses</u>
Ned L. Pierce	222-6 Swing Road Greensboro, NC 27409
James E. Crews	222-6 Swing Road Greensboro, NC 27409
Marsha Mears	222-6 Swing Road Greensboro, NC 27409

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 eighty percent (80%) of the votes of the Association; provided, however, the Association may not be dissolved without Declarant's consent for so long as Declarant or any affiliated entity owns any Lot or may annex Additional Property pursuant to the provisions set forth in the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created; provided, however, no such dedication of any portion of the Common Area on which is located a permanent (wet detention/retention) pond shall be effective unless approved by the governmental office(s) having jurisdiction for watershed protection. 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. If the Association should be dissolved or cease to exist, all the Owners of record of each Lot at the time of any required maintenance of any permanent (wet detention/retention) pond located on the Common Area shall be jointly and severally liable for their prorata share of the cost of such maintenance.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the affirmative vote of the Members entitled to cast at least seventy-five percent (75%) of the votes of the Association, provided, however, no amendment purporting to revoke or curtail any right herein conferred to Declarant shall be effective unless executed by Declarant, and no amendment relating to the maintenance or ownership of any permanent detention or retention pond shall be effective unless reviewed and approved by the governmental office having jurisdiction for watershed protection.

ARTICLE XI

FEDERAL HOUSING ADMINISTRATION
AND
DEPARTMENT OF VETERANS AFFAIRS APPROVAL

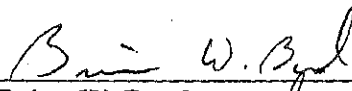
During the Period of Declarant Control, the following actions will require the prior approval of the Federal Housing Administration ("FHA") or the Department of Veterans Affairs ("VA"), provided that FHA or VA insured loans have been obtained to purchase Lots: annexation of additional properties; mergers 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: **Brian W. Byrd, Suite 1400, First Union Tower, 300 North Greene Street, Greensboro, North Carolina, 27401.**

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal, this 8th day of February, 2001.

 (SEAL)

Brian W. Byrd
Incorporator

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NORTH CAROLINA

GUILFORD COUNTY

THIS IS TO CERTIFY, that on the 8th day of February, 2001, before me, a Notary Public, personally appeared Brian W. Byrd, 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 TESTIMONY WHEREOF I have hereunto set my hand and seal this the 8th day February, 2001.

Janet S. Wicker
Notary Public

My Commission Expires:

9-15-2004

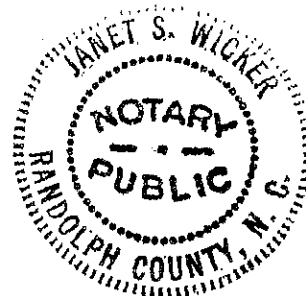


EXHIBIT "A"

TRACT ONE

BEGINNING at a NIP in the eastern margin of the right-of-way of Pleasant Ridge Road (SR #2155), a 60' right-of-way, said NIP being located 1434 feet, more or less, from Ridge Haven Road and said NIP being located in the northwest corner of property now or formerly owned by H. Wallace Baird as recorded in Book 3119 at Page 942 and the L. C. Huffine Estate as recorded in Plat Book 16 at Page 2, thence with the eastern margin of the right-of-way of Pleasant Ridge Road the following two bearing breaks: along a curve to the right having a radius of 733.02 feet and a chord bearing and distance of North 23° 38' 20" East 321.39 feet to a point and North 36° 18' 10" East 218.63 feet to a NIP located in the northwest corner of property now or formerly owned by Pleasant Ridge Christian Church and Max Durham & Marjorie M. Durham as recorded in Plat Book 104 at Page 117 (IP found 5.65 feet from NIP); thence with the line of Pleasant Ridge Christian Church and Durham North 88° 02' 24" East 431.46 feet to an EIP; North 72° 02' 20" East 466.30 feet to an EIP in the northeast corner of property now or formerly owned by Anthony C. Barrett as recorded in Book 3537 at Page 1523; thence with the western line of Barrett the following two bearing breaks: South 09° 22' 35" East 163.88 feet to an EIP and South 22° 15' 29" East 188.75 feet to an EIP; thence with the southern line of Barrett North 85° 23' 30" East 161.42 feet to an EIP in the southwest corner of the Charles S. Young Subdivision as recorded in Plat Book 73 at Page 159; thence with the southern line of the Charles S. Young Subdivision South 84° 15' 30" East 299.01 feet to an EIP in the western line of property now or formerly owned by Allen W. Bowman & Carolyn W. Bowman as recorded in Book 3607 at Page 569; thence with the line of Bowman the following two bearing breaks: South 15° 36' 59" East 345.00 feet to a NIP and South 71° 34' 52" East 113.27 feet to a NIP in the southwest corner of property now or formerly owned by John K. Powers & Barbara W. Powers as recorded in Book 3607 at Page 571; thence with the southern line of Powers North 79° 29' 15" East 250.70 feet to a NIP in Powers' southeast corner; thence South 19° 02' 07" East 36.87 feet to a point; thence South 64° 30' 28" East 241.57 feet to a point; thence South 24° 41' 51" West 117.40 feet to a point; thence along a curve to the left having a radius of 825.00 feet and a chord bearing and distance of North 66° 03' 04" West 21.56 feet to a point; thence South 23° 15' 50" West 150.00 feet to a point; thence South 83° 33' 58" West 130.53 feet to a point; thence South 23° 08' 58" West 370.56 feet to a point; thence South 20° 42' 49" East 36.41 feet to a point; thence South 24° 45' 43" West 304.81 feet to a point; thence South 58° 31' 33" East 184.38 feet to a point; thence South 04° 03' 39" West 99.42 feet to a point; thence South 47° 17' 15" West 204.72 feet to a point in the eastern line of Ridge Haven Subdivision as recorded in Plat Book 65 at Page 38; thence with the eastern line of Ridge Haven Subdivision the following two bearing breaks: North 40° 38' 00" West 128.67 feet to an EIP and North 74° 25' 27" West 29.82 feet to a NIP in the eastern margin of the right-of-way of Ridge Haven Court; thence with the margin of the right-of-way of Ridge Haven Court the following three bearing breaks: North 22° 14' 49" East 54.79 feet to a point, North 07° 35' 11" West 79.01 feet to a EIP, and North 12° 55' 16" West 36.84 feet to a NIP; thence North 21° 59' 59" East 55.23 feet to a NIP; thence North 56° 05' 41" West 228.86 to an EIP in the eastern line of property now or formerly owned by Doris Simpson as recorded in Plat Book 67 at Page 113; thence North 05° 31' 56" East 77.93 feet to an EIP; thence North 77° 29' 45" West 32.68 feet to an EIP; thence North 14° 50' 48" West 786.54 feet to an EIP in the northeast corner of the L. C. Huffine Estate as recorded in Plat Book 16 at Page 2; thence with the northern line of the Huffine Estate North 84° 22' 48" West 1311.07 feet to a NIP in the eastern margin of the right-of-way of Pleasant Ridge Road, the point and place of BEGINNING containing 34.669 acres according to a Boundary

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Survey prepared for Pleasant Ridge Farms West for Pierce-Roif Corp. (Owner/Developer) by Borum, Wade and Associates, P.A. dated 12-16-98.

TRACT TWO

BEGINNING at an EIP in the northeast corner of Oak Bend Subdivision as recorded in Plat Book 99 at Page 145; thence with the northern line of Oak Bend Subdivision South 85° 35' 23" West 25.97 feet to an EIP; thence North 04° 11' 55" East 417.07 feet to a point; thence North 89° 33' 14" East 530.10 feet to a point in the western line of Pleasant Ridge Farms Subdivision, Section 3, Map 1, as recorded in Plat Book 105 at Page 52; thence with the western line of Pleasant Ridge Farms Subdivision South 04° 26' 42" West 631.73 feet to a NIP in the northern line of River Hills Subdivision as recorded in Plat Book 100 at Page 33; thence with the northern line of River Hills Subdivision South 89° 31' 46" West 544.93 feet to an EIP in the northwest corner of River Hills Subdivision and the eastern line of Oak Bend Subdivision as recorded in Plat Book 99 at Page 145; thence with the eastern line of Oak Bend Subdivision North 15° 17' 58" East 224.17 feet to an EIP, the point and place of BEGINNING, containing 7.62 acres according to a Boundary Survey prepared for Pleasant Ridge Farms West for Pierce-Roif Corp. (Owner/Developer) by Borum, Wade and Associates, P.A. dated 12-16-98.

TRACT THREE

BEGINNING at a NIP in the northern margin of the right-of-way of Channing Road, said NIP being the southeast corner of property now or formerly owned by Henry Tucker & others as recorded in Plat Book 70 at Page 120, Guilford County Registry, and the southwest corner of Lot No. 118 of Pleasant Ridge Farms Subdivision, Section 1, as recorded in Plat Book 99 at Page 142, Guilford County Registry, thence South 03° 42' 14" West 185.00 feet to an EIP located in the southwest corner of Lot No. 117 of Pleasant Ridge Farms Subdivision, Section 2, Map 1, as recorded in Plat Book 102 at Page 28, Guilford County Registry; thence South 82° 33' 27" East 220.34 feet to an EIP, said EIP being in the southwest corner of Lot No. 111 and the northwest corner of Lot No. 110 of Pleasant Ridge Farms Subdivision, Section 2, Map 1, as recorded in Plat Book 102 at Page 28, Guilford County Registry; thence with the western line of a portion of Pleasant Ridge Farms Subdivision, Section 2, Map 1, as recorded in Plat Book 102 at Page 28, Guilford County Registry, and a portion of the western line of Pleasant Ridge Farms Subdivision, Section 3, Map 1, as recorded in Plat Book 105 at Page 52, Guilford County Registry, South 04° 26' 42" West 2279.63 feet to a point; thence South 89° 33' 14" West 530.10 feet to a point in the eastern line of Lot No. 9 of Ridge Haven Subdivision as recorded in Plat Book 65 at Page 38, Guilford County Registry; thence with the eastern line of Lot No. 9 North 04° 11' 55" East 185.00 feet to an EIP; thence continuing with the line of Lot No. 9 the following two bearing breaks: North 49° 41' 33" West 149.25 feet to an EIP and North 40° 38' 00" West 99.31 feet to a point; thence North 47° 17' 15" East 204.72 feet to a point; thence North 04° 03' 39" East 99.42 feet to a point; thence North 58° 31' 33" West 184.38 feet to a point; thence North 24° 45' 43" East 304.81 feet to a point; thence North 20° 42' 49" West 36.41 feet to a point; thence North 23° 08' 58" East 370.56 feet to a point; thence North 83° 33' 58" East 130.53 feet to a point; thence North 28° 15' 50" East 150.00 feet to a point; thence along a curve to the right having a radius of 825.00 feet and a chord bearing and distance of South 66° 03' 04" East 21.56 feet to a point; thence North 24° 41' 51" East 117.40 feet to a point; thence North 64° 30' 28" West 241.57 feet to a point; thence North 19° 02' 07" West 36.87 feet to a NIP in the southeast corner of property now or formerly owned by John K. Powers & Barbara W. Powers as recorded in Book 3607 at Page 571, Guilford County Registry; thence with the line of Powers North 04° 03' 00" East 191.89 feet to an EIP, said EIP being in the southeast

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corner of property now or formerly owned by Marcus C. Powers and wife, Tammie S. Powers as recorded in Plat Book 121 at Page 93, Guilford County Registry; thence with the line of Powers North 04° 03' 00" East 279.93 feet to an EIP; thence continuing with the line of Powers North 04° 03' 00" East 237.30 feet to a NIP; thence South 84° 20' 29" East 147.19 feet to an EIP; thence North 01° 47' 45" East 29.56 feet to an EIP in the western margin of the right-of-way of Ridge Fall Road; thence across the terminus of the southern portion of Ridge Fall Road South 87° 01' 41" East 60.07 feet to a NIP in the southeast corner of the margin of Ridge Fall Road; thence with the eastern margin of the right-of-way of Ridge Fall Road North 02° 59' 20" East 60.00 feet to a point; thence with the southern line of property now or formerly owned by Henry Tucker & others as recorded in Plat Book 70 at Page 120, Guilford County Registry South 79° 57' 38" East 118.07 feet to a NIP, the point and place of BEGINNING, being Phase I as shown on a boundary survey for Pleasant Ridge Farms West for Pierce-Roif Corp. prepared by Borum, Wade & Associates, P.A. dated 7-1-97, revised 7-23-97, and last revised 11-6-97, and denoted as C-802, and containing 30.95 acres, more or less, (consisting of 14.98 acres, more or less, of property now or formerly owned by Vickie O. Tucker as recorded in Plat Book 70 at Page 120, Guilford County Registry; 13.19 acres, more or less, now or formerly owned by James H. Tucker as recorded in Plat Book 70 at Page 120, Guilford County Registry; and 2.78 acres, more or less, now or formerly owned by John K. Powers & Barbara W. Powers as recorded in Book 3607 at Page 571, Guilford County Registry).