



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

MILLBRIDGE HOMEOWNER'S ASSOCIATION, INC.

the original of which was filed in this office on the 20th day of February, 2006.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 20th day of February, 2006

Elaine F. Marshall

Secretary of State

**ARTICLES OF INCORPORATION
OF
MILLBRIDGE HOMEOWNER'S ASSOCIATION, INC.**

ARTICLE I

NAME

The name of the corporation shall be Millbridge Homeowner's Association, Inc.

ARTICLE II

**NONPROFIT QUALIFICATIONS AND
APPLICABILITY OF NORTH CAROLINA
PLANNED COMMUNITY ACT**

This corporation does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes. It is intended that this corporation (i) qualify as an exempt organization under the provisions of Chapter 55A of the North Carolina General Statutes, (ii) qualify as a homeowners association under the provisions of Section 528 of the Internal Revenue Code, and (iii) be bound by and comply with the terms and provisions of Chapter 47F of the North Carolina General Statutes (the "PCA"). No part of the net earnings of this corporation shall inure to the benefit of any private member or individual.

ARTICLE III

PURPOSE AND POWERS

This corporation is a not for profit corporation organized under the North Carolina Nonprofit Corporation Code. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the North Carolina Nonprofit Corporation Act, subject to the terms and limitations of the PCA. Its specific and primary purposes are to provide for the enforcement of the declaration of covenants, conditions and restrictions relating to, and the care, maintenance, preservation and architectural control of, certain real property in or about the planned development to be known as Millbridge which will be located in Union County, North Carolina, and to promote the health, safety and welfare of persons residing in said development. In furtherance of these purposes, but subject to the PCA, any restrictions in the declaration of covenants, conditions and restrictions (the "Declaration") to be recorded upon the real property comprising the development and in the duly adopted bylaws of this corporation, this corporation shall have all powers granted and permitted pursuant to the terms of the Act, including the following:

(a) to exercise all of the powers and privileges and to perform all of the duties and obligations of this corporation as set forth in the aforesaid Declaration;

(b) to fix, levy, collect, and enforce payment by any lawful means of, charges and assessments;

(c) to pay all expenses of the business of this corporation, including all license and permit fees, taxes and other governmental charges levied or imposed against this corporation or the property of this corporation;

(d) 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 this corporation;

(e) to borrow money, and mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) to compromise, settle, release and otherwise adjust claims, demands, causes of actions and liabilities in favor of the corporation and the owners, or on behalf of the corporation and owners, as the case may be, provided any such claim, demand, causes of action or liability arises out of or relates to a condition or defect common to all or a majority of the lots or improvements constructed thereon, or to the development, design, construction, condition, repair or maintenance of or damage or injury to or defect in the common area of the development or part thereof, and to make and receive all payment or other consideration necessary therefor or in connection therewith; and

(g) to have and to exercise any and all powers, rights and privileges which a corporation organized under the North Carolina Nonprofit Corporation Act, and the PCA, by law may now or hereafter have or exercise.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or of otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE IV

FINANCE

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

ARTICLE V

INITIAL AGENT/REGISTERED AND PRINCIPAL OFFICE

The registered office of the Association is located at 17228 Lancaster Highway, Suite 201, Charlotte (Mecklenburg County), North Carolina 28277. The name of the initial registered agent at such address is David L. Guy.

The initial principal office of the Association is located at 17228 Lancaster Highway, Suite 201, Charlotte (Mecklenburg County), North Carolina 28277. The location of the registered and the principal offices of the Corporation may be changed by a majority of the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of not less than three (3) or more than five (5) directors.

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>
David L. Guy	17228 Lancaster Highway, Suite 201 Charlotte, NC 28277
Thomas W. Scott	17228 Lancaster Highway, Suite 201 Charlotte, NC 28277
Sean Calloway	17228 Lancaster Highway, Suite 201 Charlotte, NC 28277

ARTICLE VII

MEMBERS, VOTING RIGHTS AND ASSESSMENTS

This is a non-stock corporation. The authorized number and qualifications of members of this corporation, the different classes of membership, if any, the property, voting rights and privileges of members, the liability of members for assessments, and the method of collection thereof shall be as set forth in the Declaration referenced in Article III hereof and in bylaws to be adopted by the directors of this corporation.

ARTICLE VIII

BYLAWS

The first directors of this corporation shall have the power to adopt bylaws for this corporation.

ARTICLE IX

DURATION

The term of existence of this corporation shall be perpetual. Its principal place of business is c/o GS Carolina, LLC, 17228 Lancaster Highway, Suite 201, Charlotte, NC 28277.

ARTICLE X

DISSOLUTION AND AMENDMENT

This corporation may be dissolved only in strict compliance with the provisions of the PCA. Any amendment of these Articles shall require the approval of the Board of Directors, and (i) if a two-class voting structure is in effect, the vote or written consent of not less than sixty-seven percent (67%) of the voting power of each class of members of this corporation and written approval of the Federal Housing Administration; or (ii) if a two-class voting structure is not in effect, the vote or written consent of both sixty-seven percent (67%) of the voting power of this corporation and sixty-seven percent (67%) of the voting power of this corporation residing in members other than declarant under the aforesaid Declaration; provided, however, that the percentage of the voting power of this corporation and of members other than said declarant necessary to amend a specific provision of these Articles of Incorporation shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that provision. Upon dissolution of this 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 such similar purposes.

ARTICLE XI
INCORPORATOR

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunder set my hand and seal, this 31st day of February, 2006.

David L. Guy (Seal)
David L. Guy
Incorporator

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

I, Mary E Kwiat, a Notary Public for said County and State, do hereby certify that David L. Guy personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and official stamp or seal, this 31st day of February, 2006.

Mary E Kwiat
Notary Public
My Commission Expires: 4/5/06

