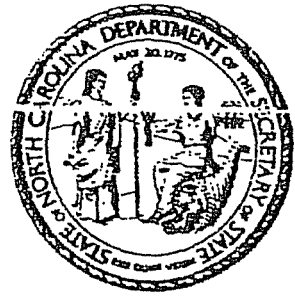


State of North Carolina



Department of the Secretary of State

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PAGE
APR 28 11 00 AM '76
R. B. HEKENZIE, JR.
REGISTER OF DEEDS
WAKE COUNTY, N.C.

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (8 sheets) to be a true copy of

ARTICLES OF INCORPORATION
OF
WHITEHALL COMMUNITY SERVICES, INC.

and the probates thereon, the original of which was filed in this office on the 28th day of April 1976, after having been found to conform to law.

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

Done in Office, at Raleigh, this 28th day of April in the year of our Lord 1976.



Secretary of State

By
Deputy Secretary of State

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ARTICLES OF INCORPORATION

OF

212004

THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

WHITEHALL COMMUNITY SERVICES, INC.

We, the undersigned natural persons of the age of twenty-one (21) years or more, do hereby associate ourselves into 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, do hereby make, sign, and acknowledge these Articles of Incorporation, and to that end do hereby set forth:

ARTICLE I

The name of the corporation is Whitehall Community Services, Inc., hereafter called the "Association."

ARTICLE II

The principal and registered office of the Association is located at Post Office Box 17601, 5029 Falls of Neuse Road, Suite 212, Raleigh, North Carolina 27609, Wake County.

ARTICLE III

K. Neal Hunt, whose address is 5029 Falls of Neuse Road, Wake County, Raleigh, North Carolina, is hereby appointed the initial registered agent of this Association.

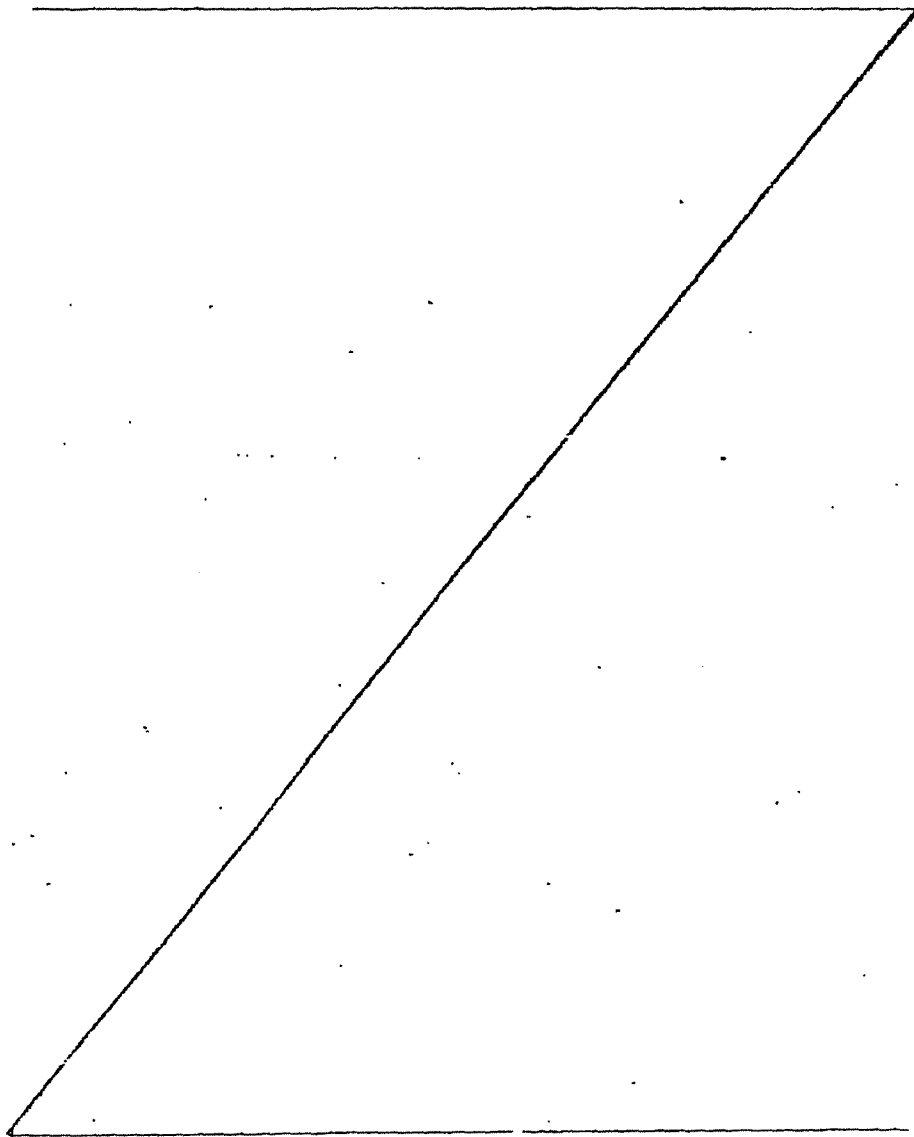
ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots, garage lots and Common Area within that certain tract or property described as follows:

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BEGINNING at a concrete monument located in the southwestern edge of the right of way of Spring Forest Road at the northeast corner of the N. W. Norwood property; thence with said right of way of Spring Forest Road South 48 degrees 59 minutes 00 seconds East 400.33 feet to another concrete monument, the northwest corner of the O. L. Long property; thence with the western property line of the O. L. Long property South 06 degrees 37 minutes 05 seconds West 340.09 feet to a point; thence North 88 degrees 55 minutes 16 seconds West 69.80 feet to a point; thence South 10 degrees 09 minutes 45 seconds West 259.63 feet to a point; thence South 84 degrees 50 minutes 54 seconds West 246.94 feet to a point in the eastern property line of the Norwood property; thence with the eastern property line of the Norwood property North 06 degrees 25 minutes 17 seconds East 894.17 feet to the point of BEGINNING, and being the land shown on a map of Whitehall, Section One, dated March 15, 1976, prepared by Triangle Engineering-Architecture-Planning, Inc.; recorded in Book of Maps 1976, Volume *XX*, Page 132 of the Wake County Registry.



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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 Wake County Register of Deeds 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 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 with the assent of two-thirds (2/3) of each class of members, mortgage,

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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, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members, provided, that any such dedication or transfer shall have the assent of two-thirds (2/3) of each class of members;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(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 hereafter have or exercise.

(h) borrow money from DSN Associates, Inc. as provided in the Declaration.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Residential Lot which is subject by covenants of record to assessment by the Association, including contract

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sellers, shall be a 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. 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 with the exception of the 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. The vote 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(s) shall be the Declarant (as defined in the Declaration), 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 events, whichever occurs earlier:

- (a) when the total votes outstanding in Class A membership equal the total votes outstanding in Class B membership, but provided that the Class B membership shall be reinstated if thereafter and before the time stated in

Sub-paragraph (b) below, such additional lands are annexed to the Properties without the assent of Class A members on account of the development of such additional lands by the Declarant, all as provided for in Article VII, Section 2 of the Declaration, or

(b) on December 31, 1982.

ARTICLE VII

BOARD OF DIRECTORS

Until the first annual meeting of the members, the affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. At the first annual meeting of the members, the Board of Directors shall be increased to five (5) Directors who need not be members of the Association. The number of directors may thereafter be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the first annual meeting of the members (or until the selection of their successors) are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Dan C. Austin</u>	<u>5029 Falls of Neuse Road, Raleigh, N.C.</u>
<u>K. Neal Hunt</u>	<u>7508 Grist Mill Road, Raleigh, N.C.</u>
<u>Walter Skellie Hunt, III</u>	<u>28401 Skystasail Dr., Wilmington, N.C.</u>

At the first annual meeting the members shall elect two directors for a term of one year, two directors for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one or two directors (depending upon the number of director positions then open) for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent of two-thirds (2/3) of each class of members. Upon dissolution of the Association,

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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. 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.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of each class of members.

ARTICLE XI

INCORPORATORS

<u>Name -</u>	<u>Address</u>
J. Roger Edwards, Jr.	615 Oberlin Road Raleigh, North Carolina
John M. Geil	615 Oberlin Road Raleigh, North Carolina
Judy B. Hendricks	615 Oberlin Road Raleigh, North Carolina

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of North Carolina, we the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 26th day of April, 1976.

J. Roger Edwards, Jr.
J. Roger Edwards, Jr.

John M. Geil
John M. Geil

Judy B. Hendricks
Judy B. Hendricks

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STATE OF NORTH CAROLINA
COUNTY OF WAKE

THIS IS TO CERTIFY, that on the 2nd day of April, 1976, before me, a Notary Public, personally appeared J. Roger Edwards, Jr., John M. Geil and Judy B. Hendricks, who I am satisfied are the persons named in and who executed the foregoing Articles of Incorporation, and I having first made known to them the contents thereof, they did acknowledge that they signed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this the 2nd day of April, 1976.

Brenda J. Taylor
Notary Public

