

STATE OF NORTH CAROLINA
DEPARTMENT OF THE SECRETARY OF STATE
ARTICLES OF INCORPORATION
(NONPROFIT CORPORATION)

Pursuant to §55A-2-02 of the General Statutes of North Carolina, the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

1. The name of the corporation is: **Shearon Farms Owners Association, Inc.**
2. The Corporation is not a charitable or religious corporation.
3. The street address (and mailing address, if different) and county of the Corporation's initial registered office and the name of the Corporation's registered agent are:

Street Address: **4509 Creedmoor Drive, Ste. 202**
Raleigh, NC 27612
County: **Wake**
Mailing Address: **P.O. Box 31568, Raleigh, NC 27622**
Name: **John R. Lancaster**

4. The name and address of each incorporator is as follows:

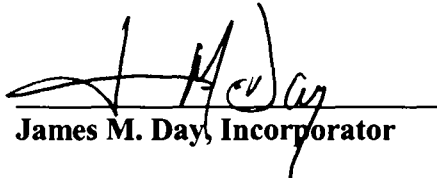
James M. Day
c/o Burns, Day & Presnell, P.A.
P.O. Box 10867
Wake County
Raleigh, NC 27605

5. The Corporation shall have members as provided by the bylaws.
6. Any other provisions which the corporation elects to include are attached.
7. The street address (and mailing address, if different) and county of the Corporation's initial principal office are:

Street Address: **4509 Creedmoor Drive, Ste. 202**
Raleigh, NC 27612
County: **Wake**
Mailing Address: **P.O. Box 31568, Raleigh, NC 27622**

8. These articles will be effective: **January 1, 2004**

This DECEMBER 1, 2003.


James M. Day, Incorporator

**ATTACHMENT TO ARTICLES
OF SHEARON FARMS OWNERS ASSOCIATION, INC.
ADDITIONAL PROVISIONS**

- The purpose(s) for which the Corporation is organized are:
 - (a) to operate as a homeowners association and otherwise qualify as a "Residential Real Estate Management Association" as defined in Section 528 of the Internal Revenue Code of 1954 as amended; and,
 - (b) to engage in any lawful act or activity for which corporations may be organized under the North Carolina Nonprofit Corporation Act in furtherance of the purpose described
- As described above, this Corporation is organized and shall be operated exclusively as a homeowners association and not for profit. No part of the earnings of this Corporation or the funds contributed by any person or corporation shall inure to the benefit of any director, officer, or member of the Corporation, or any private individual other than by a rebate of excess membership dues, fees, or assessments, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. In the event of the liquidation or dissolution of the Corporation, either voluntary or involuntary, no director or officer of the Corporation or any private individual shall be entitled to any distribution or division of its remaining property or its proceeds. Subject to the provisions of that Declaration of Covenants and Restrictions for Shearon Farms Subdivision regarding the transfer of the Common Areas (as defined in that document, which is incorporated into this instrument), upon a Liquidation or Dissolution of the Corporation the Balance of All Money and Other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed exclusively to an entity or entities whose purposes are substantially similar to those set forth in these Articles of Incorporation and within the intent of Section 528 of the Internal Revenue Code of 1954 and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time or to an appropriate public agency to be or used for purposes similar to those stated in these Articles of Incorporation or to an organization which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. Anything to the contrary notwithstanding, the Corporation shall not possess or exercise any power or authority either, by implication or by operation of law, that will prevent it at any time from qualifying as a "Residential Real Estate Management Association" as defined in Section 528 of the Internal Revenue Code of 1954 as amended and the regulations thereunder, or shall it engage directly or indirectly in any activity which would cause the loss of such qualification or deny it such election under such section of the Internal Revenue Code.
- Notwithstanding the preceding to the contrary, upon a liquidation or dissolution of the Corporation
- To the extent permitted by G.S. §55A-2-02(b)(4) no director shall have any personal liability arising out of any action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a director.
- The Corporation shall indemnify its directors, officers, and employees to the full extent permitted by G.S. §55A-8-57.