

# NORTH CAROLINA

## Department of The Secretary of State

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To all whom these presents shall come, Greetings:

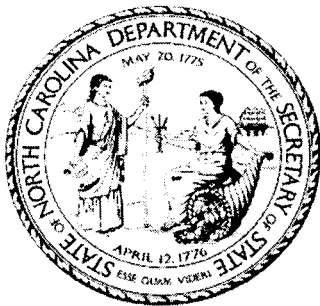
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF INCORPORATION

OF

**SEABROOKE HOMEOWNERS ASSOCIATION, INC.**

the original of which was filed in this office on the 1st day of August, 2008.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 1st day of August, 2008

*Elaine F. Marshall*

Secretary of State

SOSID: 1056614  
Date Filed: 8/1/2008 12:06:00 PM  
Elaine F. Marshall  
North Carolina Secretary of State  
C20082140004

## ARTICLES OF INCORPORATION

OF

### SEABROOKE HOMEOWNERS ASSOCIATION, INC.

(A NON-PROFIT CORPORATION)

In compliance with the requirements of Chapter 55A of the General Statutes of North Carolina, the undersigned being of the age of eighteen years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

#### ARTICLE 1 NAME

The name of the corporation is **Seabrooke Homeowners Association, Inc.**, hereinafter called the "Association".

#### ARTICLE 2 DURATION

The period of duration of the Association shall be perpetual.

#### ARTICLE 3 REGISTERED OFFICE AND AGENT, PRINCIPAL OFFICE

The initial registered office of the Association and the principal office of the Corporation is located at 3802 Park Avenue, Wilmington, New Hanover County, North Carolina 28403; the mailing address of the registered office and also the principal office is Post Office Box 3442, Wilmington, New Hanover County, North Carolina 28406; and the name of the initial registered agent of the Association at such address is E. Deans Hackney.

#### ARTICLE 4 DEFINITIONS

Except as otherwise provided herein, all capitalized words contained herein, shall have be as defined in that certain Master Declaration of Protective Covenants for Seabrooke, as amended, recorded or to be recorded in the Register of Deeds of Brunswick County, North Carolina (the "Declaration").

ARTICLE 5  
PURPOSES AND POWERS

This Association does not contemplate pecuniary gain or profit to the Members thereof. No part of the net income of the Association shall inure to the benefit of any officer, director or Member of the Association. The Association is formed for the purpose of providing for the maintenance, management, regulation, architectural control and preservation of the Lots and any Common Area within that certain property known as Seabrooke, as described in the Declaration, and any additions thereto that may be brought within the jurisdiction of the Association (hereafter the "Development"), and promoting the health, safety and welfare of residents and the Owners of property in the Development. For said purposes and for any other purpose and objective as may be established by or provided in the Declaration, the Association shall be authorized as follows:

(a) To 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 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) To 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 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) 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 the Association;

(d) To borrow money, and, with the assent of eighty percent (80%) of each class of Members, 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) To fix, levy, collect and enforce against members payment of assessments as provided by the Declaration and also for assessments adequate for the costs of maintenance and operation of the surface water or storm water management system(s), including but not limited to, work within retention areas, drainage structures and drainage easements;

(f) To have and exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of North Carolina may now or hereafter have or exercise.

(g) To have and exercise any and all the powers, rights and privileges which an owner's association organized pursuant to the North Carolina Planned Community Act (N.C.G.S. § 47F-1-101 et seq.).

ARTICLE 6  
MEMBERSHIP

Every Owner of a Lot which is subject to assessment by the Association, as provided in the Declaration, including contract sellers, shall be a Member of the Association during the period such Owner holds its fee simple interest. The foregoing is not intended to include persons or entities holding 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. There shall be only one membership per Lot. The rights and obligations of the Members shall otherwise be as set out in the Declaration or the Bylaws of the Association.

ARTICLE 7  
VOTING RIGHTS OF MEMBERS

The voting rights of the members of the Association shall be as provided in the Declaration and the Bylaws of the Association.

ARTICLE 8  
BOARD OF DIRECTORS

Initially, the affairs of the Association shall be governed by a Board of Directors who need not be Members of the Association. Until their successors are otherwise selected and qualified as provided in the Bylaws, there shall be three (3) Directors whose names and addresses are as follows:

Ernest D. Hackney, Jr.  
P.O. Box 3442  
Wilmington, NC 28406

Rowland Evans  
P.O. Box 7259  
Rocky Mount, NC 27804

James Edwards  
P.O. Box 7159  
Rocky Mount, NC 27804

The number, qualifications and method of election of the Board of Directors shall otherwise be fixed by the Declaration and the Bylaws.

## ARTICLE 10 DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than eighty percent of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, after all of its liabilities and obligations have been discharged or adequate provisions made therefore, the assets of the Association may be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created, or such assets may be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be used for purposes similar to those for which this Association was created, or be distributed as provided by the North Carolina Planned Community Act.

## ARTICLE 11 AMENDMENT

These Articles of Incorporation may be amended as provided in Section 55A-10-01 of the North Carolina General Statutes.

## ARTICLE 12 TAX STATUS

Notwithstanding any other provision of these Articles, this Association hereby elects tax-exempt status under Section 528 of the Internal Revenue Code of 1986 or any corresponding sections or provisions of any future United States Internal Revenue Law (the "Code"). This Association shall not carry on any activities prohibited by a corporation electing tax-exempt status under Section 528. It is further provided that no distributions of income of the Association are to be made to members, directors or officers of the Association, except that members of the Association may receive a rebate of any excess dues and assessments previously paid to the extent permitted by the Code and applicable law.

## ARTICLE 13 INDEMNIFICATION

Subject to and consistent with the requirements and procedures for such indemnification under the applicable provisions of the North Carolina Statutes, the Association shall defend, indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding (other than an action by or in the right of the Association), whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer, committee member, Member or agent of the Association, from and against any and all liabilities, expenses (including attorneys' and paralegals' fees and for all stages prior to and in connection with any such action, suit or proceeding, including all appellate proceedings), judgments, fines and amounts paid in settlement as long as actually and reasonably incurred by him in connection with such action, suit or

proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe the alleged conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

ARTICLE 14  
INCORPORATOR

The name and address of the incorporator of this Association is:

Faison G. Sutton  
Murchison, Taylor, & Gibson, PLLC  
16 North Fifth Street  
Wilmington, NC 28401

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of North Carolina, I, the undersigned, being the incorporator of this Association, have executed these Articles of Incorporation this the 31<sup>st</sup> day of July, 2008.

Faison G. Sutton (SEAL)  
Faison G. Sutton