



PREPARED BY AND MAIL TO:
HAUPIN, TAYLOR, ELLIS & ADAMS
POST OFFICE BOX 19764
RALEIGH, NORTH CAROLINA 27619

State of North Carolina

Department
of the
Secretary of State

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 (10 sheets) to be a true copy of

ARTICLES OF INCORPORATION

OF

EVERGREEN HOMEOWNERS ASSOCIATION, INC.

and the probates thereon, the original of which was filed in this office on the 1st day of December 19 87, 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 1st day of December in the year of our Lord 19 87.



Thad Eure
Secretary of State

RECEIVED
77 DEC 17 1987
RALEIGH, NC

000241

BK4158PG0258

PREPARED BY AND MAILED TO:
MAUPIN, TAYLOR, ELLIS & ADAMS
POST OFFICE BOX 19764
RALEIGH, NORTH CAROLINA 27619

ARTICLES OF INCORPORATION

OF

EVERGREEN HOMEOWNERS ASSOCIATION, INC.

DOCUMENT #417949
DATE 12/01/87 TIME 11:06

FILED
THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

In compliance with the requirements of the laws of the State of North Carolina, the undersigned, a resident of Wake County, North Carolina, and of full age, does this day form a corporation not for profit and does hereby certify:

ARTICLE I

The name of the corporation is EVERGREEN HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The principal and initial registered office of the Association is located at 2700 Wycliff Road, Raleigh, Wake County, North Carolina 27607.

ARTICLE III

Samuel D. Burns, whose address is 2700 Wycliff Road, Raleigh, North Carolina 27607, 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 and preservation of certain areas within Evergreen as provided in the Protective Covenants for

BK4158PG0259

Evergreen within that certain tract of property described as Evergreen, as shown on maps recorded in the Wake County Registry, and any other properties which may be subsequently annexed thereto, and to promote the health, safety and welfare of the residents within the above described property. The Evergreen Association shall have the following general powers and any other impliedly arising therefrom, to be exercised in the manner provided and in conformity with applicable laws, the Declaration hereinafter referred to, the Bylaws of the Association, and these Articles:

(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 that certain Declaration of Protective Covenants, Conditions and Restrictions of Evergreen, hereinafter called the "Evergreen Declaration", applicable to the property and recorded or to be recorded in the Office of the Register of Deeds of Wake 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;

(b) 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, subject always to the provisions

BK4158PG0260

and requirements of the Declaration and limitations imposed by law:

(c) To borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, subject always to the provisions and requirements of the Declaration; and

(d) To 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 New Fortis Corporation, a North Carolina Corporation, its successors and assigns (the "Declarant") for so long as it shall be record owner of a fee simple title to any Lot, and every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract 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; however, any creditor of an Owner of a Lot who acquires title to the Property or any portion thereof pursuant to a foreclosure or any other proceeding or deed in lieu of foreclosure should be a member of the Association. No owner shall have more

BK4158PG0261

than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

ARTICLE VI

VOTING RIGHTS

Section 1. The Association shall have two classes of voting membership.

Class A. Class A members shall be all those Owners as defined in Article V with the exception of the Declarant. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article V. When more than one person holds such 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, and no fractional vote may be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant as defined in the Declaration. The Class B member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article V, provided that 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

BK4158PG0262

membership, but provided that the Class B membership shall be reinstated if thereafter and before the time stated in Subparagraph (b) below, such additional lands are annexed to the properties without the assent of Class A members as provided in the Declaration, or

(b) On December 31, 1993.

Section 2. The right of any member to vote may be suspended by the Board of Directors for just cause pursuant to its rules and regulations.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than nine (9) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection and qualification of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Samuel D. Burns	2700 Wycliff Road Raleigh, N.C. 27607
Richard H. Quinn	2700 Wycliff Road Raleigh, N.C. 27607
Linda P. Whitley	2700 Wycliff Road Raleigh, N.C. 27607

At the first annual meeting the members shall elect one-third of the directors for a term of one year, one-third of the directors for a term of two years and one-third of the directors for a term of three years; and at

BK4158PG0263

such annual meeting thereafter the members shall elect one-third of the directors for a term of three years, and until their successors are elected and qualified.

ARTICLE VIII

MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy percent (70%) of the entire Class A membership and seventy percent (70%) of the entire Class B membership, if any. In the event of dissolution the Association's assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses to which they were required to be devoted by the Association. This Corporation shall have no capital stock. In the event of dissolution, no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of the assets of this Corporation.

EX-158PG0264

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

Any amendment of these Articles shall require the assent of members or proxies entitled to cast sixty-six and two-thirds percent (66-2/3%) of the entire vote of the membership.

Furthermore, the Declarant, for so long as it controls the Board, and thereafter, the Board of Directors, may amend these Articles without the consent of the owners and hereby reserves the right to act on behalf of the owners to conform these Articles to the requirements of any law or governmental agency having legal jurisdiction over the Property or to qualify the Property or any units therein for mortgage or improvement loans made, guaranteed or insured by a governmental agency, including, without limitation, Veterans Administration, Federal Housing Administration, Federal National Mortgage Association, Housing and Urban Development and Federal Home Loan Mortgage Corporation, or to comply with the requirements of law or regulations of any governmental corporation or agency regarding purchase of mortgage interests by such agency. A letter from any such agency stating that a change is desired or necessary in order to qualify the Property or any units for loans eligible to be guaranteed by, insured by or purchased by

BK4 158 PG 0265

such agency, shall be sufficient authority for the amendment of these Articles.

Such amendment shall be executed in the name of the Association by the President (or Vice-President) and by the Secretary (or Assistant Secretary) of the Association and recorded in the Office of the Register of Deeds of Wake County. No such amendment shall be effective until recorded as aforesaid.

ARTICLE XII

FHA/VA APPROVAL

Notwithstanding any provisions in this instrument to the contrary, as long as there is a Class B membership, and if Declarant desires to qualify sections of this subdivision for Federal Housing Administration or Veterans Administration approval (but not otherwise), the following actions will require the prior approval of Federal Housing Administration or the Veterans Administration: Annexation of additional properties, amendment of these Articles of Incorporation, mergers and consolidations and dissolution.

ARTICLE XIII

ANNEXATION OF ADDITIONAL PROPERTIES

(a) Annexation of additional property shall require the assent of two-thirds (2/3) of the Class A membership and two-thirds (2/3) of the Class B membership, if any, (except as provided in subparagraph (b) below).

(b) If within five years of the date of incorporation of this Association, the Declarant should

BK4158PG0266

develop additional lands as a part of Evergreen within the area described in the Declaration for that purpose, such additional lands may be annexed to said Properties without the assent of the Class A members.

(c) Annexation of additional Properties shall be accomplished by recording in the Wake County Registry a Declaration of Annexation, duly executed by the Declarant if the Declarant has the right of annex pursuant to Subparagraph (b) above (and by the Association if pursuant to Subparagraph (a) above), describing the lands annexed and incorporating the provisions of this Declaration, either by reference or by fully setting out said provisions therein. The additional lands shall be deemed annexed to the Properties on the date of recordation of the Declaration of Annexation, and in the case of an annexation by the Declarant, no action or consent on the part of the Association or any other person or entity shall be necessary to accomplish the annexation except the Town of Cary if required by its ordinances.

ARTICLE XIV

The name and address of the incorporator is Lisa E. Bennett, 3201 Glenwood Avenue, Raleigh, North Carolina 27612.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of North Carolina, I, the undersigned, constituting the incorporator

BK4158PG0267

of this Association, have executed these Articles of
Incorporation this the 30th day of November,
1987.

Lisa E. Bennett (SEAL)
Lisa E. Bennett

NORTH CAROLINA

WAKE COUNTY

I, the undersigned, a Notary Public in and for
said State and County do hereby certify that Lisa E. Bennett
personally appeared before me this day and acknowledged the
due execution of the foregoing instrument.

WITNESS my hand and notarial seal this the 30th
day of November, 1987.

Lisa M. Bill (Spence)
Notary Public

My Commission Expires:

04-11-91

gjh/leb2