

**ARTICLES OF INCORPORATION
OF
BETHABARA TRACE HOMEOWNERS ASSOCIATION, INC.**

I, the undersigned, being a natural person of full age, make these Articles of Incorporation for the purpose of forming a nonprofit corporation pursuant to the provisions of Chapter 55A of the North Carolina General Statutes.

ARTICLE I

NAME

The name of the corporation is Bethabara Trace Homeowners Association, Inc.

ARTICLE II

DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III

PURPOSES

The purposes for which the corporation is organized are:

(a) To provide for the management, maintenance, preservation, administration and operation of Bethabara Trace, a planned unit development pursuant to the North Carolina General Statutes as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Bethabara Trace to be recorded in the Office of the Register of Deeds for Forsyth County, North Carolina (the "Declaration");

(b) To promote the health, safety and welfare of the "Owners" (as defined in the Declaration) and the residents within the jurisdiction of this corporation; and

(c) To engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

ARTICLE IV

TAX STATUS

The corporation shall have all the powers granted non-profit corporations under the laws of the State of North Carolina. Notwithstanding any other provision of these Articles of Incorporation, the corporation hereby elects tax-exempt status under Section 528 of the Internal Revenue Code of 1986. The corporation shall not carry on any activities prohibited by a corporation electing tax-exempt status under Section 528, or any corresponding sections or provisions of any future United States Internal Revenue law or of any analogous law of the State of North Carolina. No part of the net earnings of the corporation shall inure to the benefit of its members, directors, officers, or other persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the corporation.

ARTICLE V

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the corporation, the assets thereof shall, after all liabilities and obligations of the corporation have been paid, or adequate provision made therefor, be dedicated to an appropriate public agency to be used for purposes similar to those for which the corporation was created or, in the event that such dedication is refused acceptance, distributed to any association or associations organized for purposes similar to those set forth in Article III above, all in accordance with any further provisions of the bylaws of the corporation.

ARTICLE VI

MEMBERSHIP AND VOTING RIGHTS

The corporation shall have members. Such membership shall be limited to the owners of the Lots in Bethabara Trace, and every owner of a Lot shall automatically be a member of the corporation. The rights, powers and privileges of members of the corporation, including voting rights, are set forth in the Declaration and the Bylaws.

ARTICLE VII

REGISTERED AGENT AND OFFICE

The address of the initial registered office and principal office in the State of North Carolina is Suite 2600, One Wachovia Center, 301 South College Street, Charlotte, Mecklenburg County, North Carolina 28202-6038, and the name of the initial registered agent at such address is Cheryl D. Steele.

ARTICLE VIII

EXECUTIVE BOARD

The affairs of the corporation shall be managed by an Executive Board of three (3) members. The number of members of the Executive Board may be changed by amendment of the bylaws of the corporation. The name and address of the persons who are to act as initial members of the Executive Board until they are replaced as provided in the Bylaws are:

<u>Name</u>	<u>Address</u>
Bruce Cofman	P.O. Box 7444 Charlotte, North Carolina 28241
John Lewis	P. O. Box 7444 Charlotte, NC 28241
Paul Freer	6221 Hackers Bend Court, Suite A Winston-Salem, NC 27103

ARTICLE IX

INDEMNIFICATION

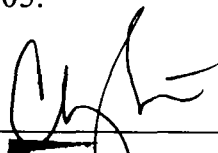
To the fullest extent permitted by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a director or officer of the corporation shall be personally liable to the corporation or any of its members for monetary damages for breach of any duty as a director or officer. No amendment or repeal of this article, nor the adoption of any provision to these Articles of Incorporation inconsistent with the article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

ARTICLE X

INCORPORATOR

The name and address of the incorporator is: Cheryl D. Steele, 2600 One Wachovia Center, 301 South College Street, Charlotte, North Carolina 28202.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal, this 4th day of January, 2005.



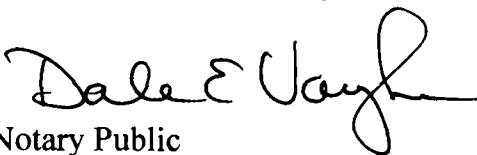
Cheryl D. Steele **INCORPORATOR** (SEAL)

STATE OF NORTH CAROLINA

MECKLENBURG COUNTY

This is to certify that on this 4th day of January, 2005, before me, Dale E. Vaughan, a Notary Public of Mecklenburg County, North Carolina, personally appeared Cheryl D. Steele, who executed the foregoing Articles of Incorporation of Bethabara Trace Homeowners Association, Inc., and I having first made known to her the contents thereof, she did acknowledge that she signed, sealed and delivered the same as her voluntary act and deed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 4th day of January, 2005.


Notary Public

My Commission Expires:
January 8, 2008