

ARTICLES OF INCORPORATION
OF
GLENRIDGE COMMUNITY ASSOCIATION, 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:

DOCUMENT #508691
DATE 07/03/91 TIME 12:06
FILED
RHEIG L. EDMISTEN
SECRETARY OF STATE
NORTH CAROLINA

ARTICLE I.

The name of the corporation is Glenridge Community Association, Inc., hereinafter called the "Association".

ARTICLE II.

The principal and registered office of the Association is located at 4505 Falls of Neuse Road, Raleigh, Wake County, North Carolina 27609.

ARTICLE III.

Thomas L. Fonville, whose address is 4505 Falls of Neuse Road, Raleigh, Wake County, North Carolina 27609, 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 residence Lots and Common Area within that certain tract or property described as follows:

See Exhibit "A"

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 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 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 to 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, swap, 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 the 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; provided, however, the rights of the holder of any such security interest shall be subordinate to the rights of the homeowners hereunder.

(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. No such dedication or transfer shall be effective unless authorized by the affirmative vote of three-fourths (3/4) of the votes cast at a duly called meeting of the Association.

(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 occurring before January 1, 1999, shall have either (1) the assent of a simple

majority of the vote of those members present at a duly called meeting or (2) consent of Langston Development Company, Inc., a North Carolina corporation. Mergers, consolidations, or annexations occurring after January 1, 1999 may be approved only by a simple majority of the vote of those members present at a duly called meeting.

(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.

ARTICLE V.

MEMBERSHIP

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. 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

(a) Classes of Membership. The Association shall have two (2) classes of voting membership:

(1) CLASS "A": Class "A" members shall be all Owners, as defined in Article V with the exception of the Company. A class "A" Member shall be entitled to one (1) vote for each Family Dwelling Unit or Lot which he owns.

(2) CLASS "B": The Class "B" Member shall be the Company, its successors and assigns. The Class "B" Member shall be entitled to three (3) votes for each lot in which it holds a fee or undivided fee interest; 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: (i) when the total votes outstanding in Class A membership equal the total votes outstanding in Class B membership; provided, that the Class B membership shall be reinstated with all rights, privileges, and responsibilities, if, after conversion of the Class B membership to Class A membership as herein provided, additional lands are annexed to the property by the Company in the manner provided in the Declaration; or (ii) on January 1, 1999.

(b) Suspension of Voting Rights. The right of any member to vote may be suspended by the Board of Directors for just cause pursuant to its rules and regulations and for any period during which any assessment against the lot of a member remains unpaid.

(c) Payment of special assessments shall not entitle Type "A" and "B" members to additional votes.

(d) The voting rights of any Owner may be assigned by said

owner to his lessee; provided, however, that the Owner may not assign to such lessee any vote or votes not attributable to the property actually leased by such lessee. The Class "A" and "B" Members are sometimes hereinafter collectively referred to as the "Members".

ARTICLE VII.

BOARD OF DIRECTORS

(a) Number; Initial Board. The affairs of the Association shall be managed by a Board of not fewer than three (3) nor more than nine (9) Directors, who need not be members of the Association. The number of Directors required by the Bylaws of the Association may be changed by amendment thereof. The initial Board shall consist of three (3) Directors and the names and addresses of the persons who are to act in the capacity of and constitute the initial Board of Directors until the selection and qualification of their successors are:

NAME	ADDRESS
Thomas L. Fonville	4505 Falls of Neuse Road Raleigh, North Carolina 27609
William Vernon Hess	4505 Falls of Neuse Road Raleigh, North Carolina 27609
John C. Morisey	4505 Falls of Neuse Road Raleigh, North Carolina 27609

(b) Election; Term. At or within ten (10) days after the first annual meeting, the members shall elect the number of Directors required by the Bylaws. The term of Directors

thereafter elected shall be as provided in the Bylaws. All directors shall serve until their successors have been duly elected and qualified.

(c) The method of election of Directors after the first election held pursuant to Section (b) shall be as provided in the Bylaws.

ARTICLE VIII.

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, 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 affirmative

vote of seventy-five (75%) per cent of the votes cast at such meeting subject to normal quorum requirements, except that so long as the Company is the Class "B" member, no Amendment of this Declaration shall be made without the consent of the Company; and until the end of the period of development no Amendment of this Declaration shall be made without the consent of the Company which would have the affect of creating a disproportionate increase in the Maximum Regular Annual Assessment, the actual assessment levied, or any Special Assessment of any Class of Owners.

Notwithstanding the foregoing, the Company, for so long as it shall retain control of the Board of Directors of the Association, and, thereafter, the Board of Directors may amend this Declaration as shall be necessary, in its opinion, with the consent and approval of VA or HUD, and FNMA and without the consent of any Owner, in order to qualify the Association for tax-exempt status, and to correct obvious errors and omissions herein. Such amendment shall be become effective upon the date of its recordation in the Wake County Registry.

ARTICLE XI.

FHA/VA, AND FHMA APPROVAL

As long as there is a Class "B" member, such actions will require the prior written approval of Institutional Lenders as defined in Article VII, Section 12, of the Declaration, and the Federal Housing Administration and the Veterans Administration,

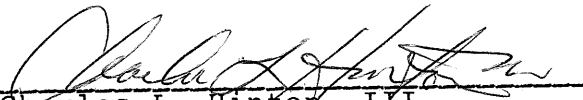
and FHMA: annexation of additional properties, mortgaging of Common Area, dedication of Common Area, amendment of these Articles.

ARTICLE XII.

INCORPORATOR

NAME	ADDRESS
Charles L. Hinton, III	2626 Glenwood Avenue Raleigh, North Carolina 27608

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of North Carolina, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 28th day of June, 1991.

 (SEAL)
Charles L. Hinton, III
INCORPORATOR

STATE OF NORTH CAROLINA - COUNTY OF WAKE

This is to certify that before me, a Notary Public, personally appeared CHARLES L. HINTON, III, who I am satisfied is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his 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 1st day of July, 1991.

Arlene F. Bagwell
Notary Public

My commission expires:

ARLENE F. BAGWELL
NOTARY PUBLIC
WAKE COUNTY, N. C.
My Commission Expires 1-3-92

(A797)

EXHIBIT "A"

BEING all of Lots 1 through 10, 41 through 48, and 60 through 65, all inclusive, according to a map entitled "Glenridge Subdivision, Map One", Cary, North Carolina, prepared by Bass, Nixon & Kennedy, Engineers, dated 6/18/91 and recorded in Book of Maps 1991, Page 664, Wake County Registry.