

STATE OF
NORTH
CAROLINA



Department of the
Secretary of State

To all whom these presents shall come, Greetings:

I, Rufus L. Edmisten, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached (8 sheets) to be a true copy of

ARTICLES OF INCORPORATION

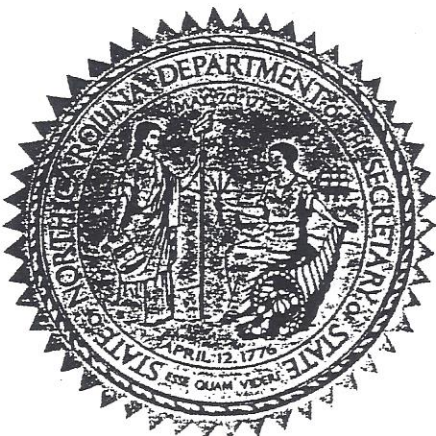
OF

MIXON CREEK HOMEOWNERS ASSOCIATION, INC.

the original of which was filed in this office on the 28th day of February 1991.

In Witness Whereof, I have hereunto set my hand and affixed my official Seal.

Done in Office, at Raleigh, this the 28th day of February in the Year of our Lord 1991.



Rufus L. Edmisten

Secretary of State

ARTICLES OF INCORPORATION

OF

MIXON CREEK HOMEOWNERS ASSOCIATION, INC.

DOCUMENT #492450

DATE 02/28/91 TIME 09

FILED

RUFUS L. EDMISTEN

SECRETARY OF STATE

NOTICE TO FILE

The undersigned, being of the age of eighteen (18) years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under and by virtue of the laws of the State of North Carolina.

ARTICLE I. The name of the corporation is Mixon Creek Homeowners Association, Inc., hereafter called the "Association".

ARTICLE II. The principal and registered office of the Association is located at Post Office Box 308, Highway 33 By-Pass, Beaufort County, Aurora, North Carolina, 27806.

ARTICLE III. T. R. Thompson, Jr., whose address is Post Office Box 308, Highway 33 By-Pass, Beaufort County, Aurora, North Carolina, 27806, 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 of property described as:

All of Lots No. One (1) through Thirty-Seven (37), Phase I, Mixon Creek, as they are shown on that map prepared by Woodlief and Associates, P.A., dated March 9, 1987, and recorded in Plat Cabinet D, Slide 192, Beaufort County Registry, and further reference is hereby made to said map for a more complete and accurate description of this property.

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 Protective Covenants, Restrictions and Easements, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Register of Deeds of Beaufort County 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) 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, 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 members, mortgage, pledge, deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(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 an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or

annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members.

(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 nor 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.

The Association shall have one class of voting membership:

Members shall be all owners and shall be entitled to one vote for each lot owned. When more than one person holds an

interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

ARTICLE VII. BOARD OF DIRECTORS.

The affairs of this Association shall be managed by a Board of six (6) 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 initial directors until the selection of their successors are: T. R. Thompson, Jr., Post Office Box 308, Highway 33 By-Pass, Beaufort County, Aurora, North Carolina, 27806; John M. Doughty, 3617 Wedgewood Drive, Craven County, New Bern, North Carolina, 28560; and John H. Wehrenburg, Jr., 206 Ellington Drive, Beaufort County, Washington, North Carolina, 27889.

At the first annual meeting, the members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years, and two (2) directors for a term of three (3) years; and at each annual meeting thereafter, the members shall elect two (2) directors for a term of three (3) years.

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 the 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX. DURATION.

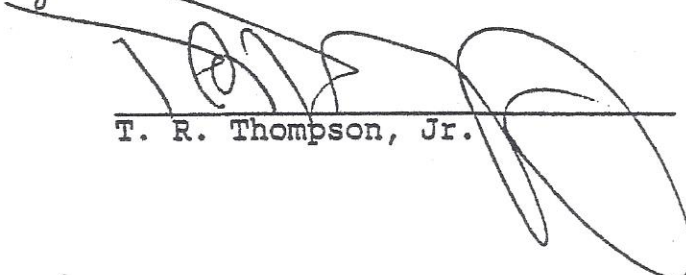
The corporation shall exist perpetually.

ARTICLE X. AMENDMENTS.

Amendment of these Articles shall require the assent of eighty (80%) percent of the entire membership.

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

Association, have executed these Articles of Incorporation
this 26th day of February, 1991.



T. R. Thompson, Jr.

PREPARED BY:
T. R. THOMPSON, JR.
ATTORNEY AT LAW
AURORA, NORTH CAROLINA

STATE OF NORTH CAROLINA

COUNTY OF BEAUFORT

I, Marcia H. Bennett, a Notary Public,
do hereby certify that T. R. Thompson, Jr., personally appeared
before me this day and acknowledged the due execution of the
foregoing instrument for the uses and purposes therein ex-
pressed.

Witness my hand and notarial seal this 26th day of
February, 1991.

Marcia H. Bennett
Notary Public

My Commission Expires:

My Commission Expires November 30, 1994

(SEAL)

PREPARED BY:
T. R. THOMPSON, JR.
ATTORNEY AT LAW
AURORA, NORTH CAROLINA