

# 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 to be a true copy of

ARTICLES OF INCORPORATION  
OF  
RIGGSBEE FARM HOMEOWNERS ASSOCIATION, INC.

*the original of which was filed in this office on the 1st day of November, 1995.*



*IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh; this 1st day of November, 1995.*

*Rufus L. Edmisten*

Secretary of State

C-0381190  
**FILED**  
11:01 am  
NOV 01 1995

953009048

This instrument prepared by and return to:  
William H. Weatherspoon, Jr.  
BROWN & BUNCH  
4900 Falls of Neuse Road, Suite 210  
Raleigh, North Carolina 27609

EFFECTIVE  
RUFUS L. EDMISTEN  
SECRETARY OF STATE  
NORTH CAROLINA

ARTICLES OF INCORPORATION

OF

RIGGSBEE FARM HOMEOWNERS ASSOCIATION, INC.

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 non-profit corporation under and by virtue of the laws of the State of North Carolina.

ARTICLE I

NAME

The name of the corporation is RIGGSBEE FARM HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

DURATION

The Association's period of duration shall be concurrent with the period during which that certain Declaration of Covenants, Conditions and Restrictions for Riggsbee Farm recorded in the Wake County Registry (hereinafter referred to as the "Declaration") shall affect or restrict the use of the Properties described therein as more specifically set forth on Exhibit A hereto, as the same may be amended and expanded from time to time, which is incorporated herein by this reference, or until the Association shall be sooner terminated pursuant to these Articles. All definitions set forth in Article I of the

Declaration shall have the same meanings as set forth therein in these Articles of Incorporation.

### ARTICLE III

#### REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Association is 4700 Homewood Court, Suite 115, Raleigh, Wake County, North Carolina 27609. The name of the initial registered agent at that address is J. Stephen Jellicorse.

### 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, management, preservation and architectural control of the Properties described on Exhibit A hereto, to which reference is made for a more complete description, and to promote the health, safety and welfare of the Members, and 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 the Declaration and as the same may be amended from time to time as therein provided;

(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 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, which mortgage, pledge, deed of trust or hypothecation if the security is the Common Area, shall be subject to the rights and easements of the Owners;

(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, but no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of Members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional Properties, provided that any such merger, consolidation or annexation shall be effected as provided in the Declaration; and,

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of North Carolina, G.S. Section 55A-1, et. seq., by law may now or hereafter have or exercise.

The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

#### ARTICLE V

#### NON-PROFIT ASSOCIATION

No part of the net earnings of the Association shall inure to the benefit of any officer, director or Member of the Association. All funds and property acquired by the Association and the proceeds therefrom shall be held only for the benefit of the Members of the Association in accordance with the provisions of the Declaration.

#### ARTICLE VI

#### MEMBERSHIP

Every person or entity who is a record Owner of a fee simple title to any Lot which is a part of the Properties, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest in any Lot as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to assessment by the Association.

ARTICLE VII

VOTING RIGHTS

The Association shall have the following two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Declarant, 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 or a fractional vote be cast with respect to any Lot.

Class B. The Class B Member shall be the Declarant (as defined in the Declaration), and shall be entitled to four (4) votes for each Lot owned. 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 the Class A membership equal the total votes outstanding in the Class B membership; provided, however, in the event the Class B membership shall cease and be converted to Class A membership because the Declarant no longer owns the number of Lots required to keep such Class B membership in effect, such Class B membership shall be reinstated by the recordation of a subdivision map of the Properties which creates additional Lots; or
- (b) upon the surrender of all Class B memberships by the

holder thereof.

The Association shall advise the Class A Members of the happening of the first to occur of the above events.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) 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 the initial directors are:

DIRECTOR

ADDRESS

Debbie Davis

4700 Homewood Court  
Suite 115  
Raleigh, North Carolina 27609

Judy Bunn

4700 Homewood Court  
Suite 115  
Raleigh, North Carolina 27609

Ken Stine

4700 Homewood Court  
Suite 115  
Raleigh, North Carolina 27609

ARTICLE IX

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 first be offered to the public and thereafter if such offer is not accepted, 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 X

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of each class of membership entitled to vote thereon.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator of the Association is: William H. Weathespoon, Jr., BROWN & BUNCH, 4900 Falls of Neuse Road, Suite 210, Raleigh, Wake County, North Carolina 27609.



IN WITNESS WHEREOF, I have set my hand and seal this the 26<sup>th</sup>  
day of October, 1995.

William H. Weatherspoon, Jr. (SEAL)  
William H. Weatherspoon, Jr.

STATE OF NORTH CAROLINA  
COUNTY OF WAKE

THIS IS TO CERTIFY that on the 26<sup>th</sup> day of October,  
1995, before me, a Notary Public, personally appeared William H.  
Weatherspoon, Jr., who I know to be the person named in and who  
executed the foregoing Articles of Incorporation of Riggsbee Farm  
Homeowners Association, Inc., a corporation not for profit, and I  
have 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 WITNESS WHEREOF, I have hereunto set my hand and notarial  
seal this the 26 day of October, 1995.

Judy Ellington  
Notary Public

My commission expires  
A:WHW95.3

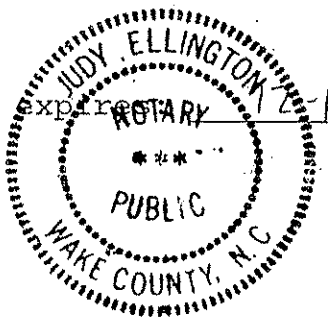


EXHIBIT A

BEING all of Lots 1-4, 32-37 and 221-223 as shown on Boundary and Subdivision Map of Riggsbee Farm, Phase 1, recorded in Book of Maps 1995, Page 1124, Wake County Registry.

BEING all of Lots 16-26 and 98-102 as shown on Boundary and Subdivision Map of Riggsbee Farm, Phase 1 - Map 2, recorded in Book of Maps 1995, Page 1410, Wake County Registry.

BEING all of that certain parcel containing 2.994 acres as shown on Subdivision Map of Riggsbee Farm, Recreation Area, recorded in Book of Maps 1995, Page 1291, Wake County Registry.

riggsbee.1