



RECORDED AND VERIFIED
REBECCA P. TUCKER
REGISTER OF DEEDS
NEW HANOVER CO. NC

SEP 16 12 20 PM '82
Department
of the
Secretary of State

State of North Carolina

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 (6 sheets) to be a true copy of

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ARTICLES OF INCORPORATION

OF

DRIFTWOOD VILLAS HOMEOWNERS ASSOCIATION, INC.

and the probates thereon, the original of which was filed in this office on the 15th day of September 1982, 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 15th day of September in the year of our Lord 19 82



Thad Eure
Secretary of State

By *[Signature]*
Deputy Secretary of State

RETURNED TO *Margaret S. Hoville*

FILED 209 0043

ARTICLES OF INCORPORATION

OF

DEC 13 11 31 AM '82

THAD EURE
SECRETARY OF STATE
REC'D PRO-BA

DRIFTWOOD VILLAS HOMEOWNERS ASSOCIATION, INC.

In accordance with the requirements of Chapter 55A of the North Carolina General Statutes, the undersigned, a natural person of full age, has this day executed these Articles of Incorporation for the purpose of forming a nonprofit corporation and hereby certifies:

ARTICLE I.

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

ARTICLE II.

The period of duration of the corporation shall be perpetual. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations described in the Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE III.

The principal and registered office of the Association is located at 121 Chestnut Street, Wilmington, New Hanover County, North Carolina 28401.

ARTICLE IV.

THEODORE G. SEAWELL, whose address is 121 Chestnut Street, Wilmington, North Carolina 28401, is hereby appointed initial registered agent of this corporation.

ARTICLE V.

The purposes for which the Association is incorporated are as follows:

A. This Association does not contemplate pecuniary gain or profit to the members thereof and no part of the Association's net income shall inure to the benefit of any of its officers, directors, or members, or any other private individual. The purposes and objects of the Association shall be to administer the operation and management of DRIFTWOOD VILLAS, PHASE ONE, and future phases, if any (hereinafter called "the Condominium"); a condominium to be established in accordance with the laws of the State of North Carolina upon the property situate, lying and being in New Hanover County, North Carolina, and more particularly described in Exhibit "A" attached hereto and incorporated herein by reference; to undertake the performance of the acts and duties incident to the administration of the operation and management of said Condominium, present and future phases, if any, in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which may be contained in the Public Records of New Hanover County, North Carolina, at the time said property, and the improvements now or hereafter situate thereon, are submitted to a plan of Condominium ownership, by the registration of a Declaration of Condominium and/or Supplemental Declarations of Condominium, and to own, operate, lease, sell, trade, and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said Condominium.

B. To do all things lawful, necessary and incident to the accomplishment of the purposes set forth above; to exercise all lawful powers now possessed by North Carolina non-profit corporations of similar character; and to engage in any business in which a corporation organized under the North Carolina Non-Profit Act may engage with the limitation that it is expressly declared that the corporation:

- (1) Will be organized and operated exclusively for the purpose set out in Article V (A).

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(2) That it will not be operated for profit and no part of the net earnings will inure to the benefit of any private individuals or shareholders;

(3) The organization will not, as any part of its activities, attempt to influence legislation, or participate to any extent in any political campaign for or against any candidate for public office;

(4) Will use any contribution or gift from another corporation to a trust, chest, fund or foundation only in the United States or any of its possessions exclusively for the purposes specified in Sections 501, 528 and other applicable sections of the Internal Revenue Code of 1954, as amended.

ARTICLE VI.

The Association shall have the following powers:

1. The Association shall have all the powers and privileges granted to nonprofit corporations under the law pursuant to which this Association is chartered, and all of the powers and privileges which may be granted unto said Association under any other applicable laws of the State of North Carolina, including the Unit Ownership Act.

2. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to the following:

(a) To make and establish reasonable rules and regulations governing the use of Condominium units and common areas and facilities in the Condominium as said terms may be defined in said Declaration of Condominium to be recorded.

(b) To levy and collect assessments against members of the Association to defray the common expenses of the Condominium as may be provided in said Declaration of Condominium and in the By-Laws of this Association which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Condominium units in the Condominium, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in said Declaration of Condominium.

(c) To maintain, repair, replace, operate and manage the Condominium and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of the Condominium property, and to make and enter into any and all contracts necessary or desirable to accomplish said purposes.

(d) To contract for the management of the Condominium and to delegate to such contractor all of the powers and duties of the Association except those which may be required by the Declaration of Condominium or the By-Laws of the Association as may be hereafter adopted to have approval of the Board of Directors or membership of the Association.

(e) To acquire and enter into, now or at any time hereafter, leases, and agreements whereby the Association acquires leaseholds, memberships, and other possessory or use interests in lands or facilities including, but not limited to, swimming pools, tennis courts, and other recreation facilities whether or not contiguous to the lands of the Condominium to provide enjoyment, recreation or other use or benefit to the owners of Condominium units.

(f) To enforce the provisions of the Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Association which may be hereafter adopted, and the Rules and regulations governing the use of the Condominium as the same may be hereafter established.

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(g) To exercise, undertake and accomplish all the rights, duties, and obligations which may be granted to or imposed upon the Association pursuant to the Declaration of Condominium aforementioned.

ARTICLE VII.

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The owners of all Condominium units in DRIFTWOOD VILLAS, PHASE ONE, and all future phases, if any, shall be members of the Association, and no other person or entities shall be members, except as provided in Item 5 of this Article VII.

2. Membership shall be established by the acquisition of fee title to a Condominium unit in the Condominium, or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any Condominium unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Condominium units, or who may own a fee ownership interest in two or more Condominium units, so long as such party shall retain title to or a fee ownership interest in any Condominium unit.

3. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his Condominium unit. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purpose authorized herein, in the Declaration of Condominium and in the By-Laws which may be hereafter adopted.

4. On all matters on which the membership shall be entitled to vote, each Condominium unit shall have a vote equal to its appurtenant undivided interest in the common areas and facilities of the Condominium as set forth in the Declaration of Condominium. The vote of each unit may be cast or exercised by the owner or owners of each Condominium unit, in such manner as may be provided in the By-Laws hereafter adopted by the Association. Should any member own more than one Condominium unit, such member shall be entitled to exercise or cast the votes associated with each Condominium unit owned in the manner provided by said By-Laws.

5. Until such time as the property described in Exhibit "A" hereof, and the improvements constructed thereon, are submitted to a plan of Condominium ownership by the recordation of the Declaration of Condominium, the membership of the Association shall be comprised of the three (3) individuals named in Article XI hereof as the initial Board of Directors of the Association, and each such individual shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

ARTICLE VIII.

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Condominium, and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or a director or officer of the Association, as the case may be.

ARTICLE IX.

The number of members of the first Board of Directors of the Association shall be three (3). The number of members of succeeding Boards of Directors shall be as provided from time to time by the By-Laws of the Association.

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The members of the Board of Directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and at least a majority of the Board of Directors shall be members of the Association or shall be authorized representatives, officers or employees of a corporate member of the Association. Notwithstanding the foregoing, so long as DRIFTWOOD VILLAS DEVELOPMENT CORPORATION, a North Carolina Corporation, owns more than twenty-five (25%) percent of the units in the Condominium, any phase, but in any event, not longer than May 1, 1985, DRIFTWOOD VILLAS DEVELOPMENT CORPORATION shall have the right to designate and select three (3) of the persons who shall serve as members of the Board of Directors of the Association. DRIFTWOOD VILLAS DEVELOPMENT CORPORATION may designate and select the person or persons to serve as a member or members of said Board of Directors in the manner provided in the By-Laws of the Association, and such person or persons so designated and selected need not be a resident of the Condominium.

ARTICLE X.

The Board of Directors may elect a President, Vice President, Secretary and Treasurer, and as many Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE XI.

The names and post office addresses of the initial Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-Laws, and the laws of the State of North Carolina, shall hold office until the first annual meeting of the membership (or until their successors are elected and qualified) are as follows:

| | |
|---------------------|---|
| Theodore G. Seawell | 121 Chestnut Street Wilmington, New Hanover County, NC 28401 |
| Anne B. Seawell | 121 Chestnut Street Wilmington, New Hanover County, NC 28401 |
| Frederick Tolin | Route 2, Maynard Road Summerfield, Guilford County, NC 27358 |

ARTICLE XII.

The original By-Laws of the Association shall be adopted by a majority vote of the members of the Association present at a meeting of members at which a majority of the membership is present, and thereafter, such By-Laws may be altered or rescinded only in such manner as said By-Laws may provide.

ARTICLE XIII.

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XIV.

An amendment or amendments to these Articles of Incorporation shall require the assent of seventy-five percent (75%) of the membership.

No amendment to these Articles of Incorporation which shall abridge, amend or alter the right of DRIFTWOOD VILLAS DEVELOPMENT CORPORATION to designate and select members of the Board of Directors of the Association, as provided in Article IX hereof, may be adopted or become effective without the prior written consent of DRIFTWOOD VILLAS DEVELOPMENT CORPORATION.

ARTICLE XV.

The name and address of the incorporator is as follows:

M. Anderson Howell

128 North Fourth Street, P. O. Box 2201
Wilmington, North Carolina 28402

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand this 9th day of September, 1982.

M. Anderson Howell

M. Anderson Howell

STATE OF NORTH CAROLINA

COUNTY OF ~~NEW HANOVER~~ Davies

This is to certify that on this the 9 day of September, 1982, before me, Patricia D. Starling, a Notary Public of said county and state, personally appeared M. ANDERSON HOWELL, who I am satisfied is the person named in and who executed the foregoing Articles of Incorporation of DRIFTWOOD VILLAS DEVELOPMENT CORPORATION, and having first made known to him the contents 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 seal this the 9 day of September, 1982.

Patricia D. Starling
Notary Public

My Commission Expires: 2/27/84



DRIFTWOOD VILLAS HOMEOWNERS ASSOCIATION, INC.

Exhibit "A"

Beginning at a point in the western right of way line of Lake Park Boulevard (U.S. Highway 421), said point being North 19 deg. 24 min. East 50.0 feet from the intersection of the western right of way line of said Lake Park Boulevard and the northern right of way line of Fayetteville Avenue at the southeastern corner of Block 49 as shown on a map of Carolina Beach duly recorded in Map Book 2 at Page 106 of the New Hanover County Registry; running thence from said beginning point, parallel with the northern right of way line of said Fayetteville Avenue, North 70 deg. 36 min. West 125.0 feet to a point in the eastern line of Lot 14 of said Block 49; running thence, along the eastern line of said Lot 14 and Lot 6 of said Block 49; North 19 deg. 24 min. East 100.0 feet to a point; running thence, parallel with said Fayetteville Avenue, South 70 deg. 36 min. East 125.0 feet to a point in the western right of way line of aforementioned Lake Park Boulevard; running thence, along the western right of way line of said Lake Park Boulevard, South 19 deg. 24 min. West 100.0 feet to the point of beginning, the same being Lots 3 and 4, Block 49 as shown on aforementioned map of Carolina Beach recorded in Map Book 2 of Page 106 of the New Hanover County Registry.