



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, 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

VILLAS ON CLAMSHELL OWNERS ASSOCIATION, INC.

the original of which was filed in this office on the 16th day of June, 2009.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 16th day of June, 2009

Elaine F. Marshall

Secretary of State

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Elaine F. Marshall
North Carolina Secretary of State
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ARTICLES OF INCORPORATION
OF
VILLAS ON CLAMSHELL OWNERS ASSOCIATION, INC.

A NON-PROFIT NORTH CAROLINA HOMEOWNERS ASSOCIATION

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 Chapter 55A of the General Statutes of North Carolina and the laws of the State of North Carolina.

ARTICLE I
NAME

The name of the non-profit corporation is VILLAS ON CLAMSHELL OWNERS ASSOCIATION, INC.

ARTICLE II
DURATION

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSES AND POWERS

The purposes and powers for which the corporation is organized are as follows:

(1) To operate and manage a condominium development known as VILLAS ON CLAMSHELL Condominiums, located in the Town of Carolina Beach, New Hanover County, North Carolina.

(2) To undertake the performance of, and carry out the acts and duties incident to the administration of the operation and management of VILLAS ON CLAMSHELL Condominiums in accordance with the terms, provisions, conditions and authorization contained in both these Articles and in the Declaration of Covenants, Conditions and Restrictions which have been, or will be, recorded in the Public Records of New Hanover County, North Carolina, at such time as the real property and the improvements thereon are submitted to said Declaration;

(3) To make, establish and enforce reasonable rules and regulations governing the use of subdivision development, common elements, land, and other real and personal property which may be owned by the Association itself;

(4) To make, levy and collect assessments against unit owners; to provide the funds to pay for common expenses of the Association as provided in the Declaration of Covenants, Conditions, and Restrictions and to use and expend the proceeds of assessments in the exercise of the powers and

duties of the Association; to use said assessments to promote the recreation, acquisition, improvement and maintenance of properties, services and facilities devoted to this purpose and related to the use and enjoyment of the common areas, including but not limited to the cost of repair, replacement and additions thereto, the cost of labor, equipment, materials, management, supervision thereof, the maintenance of insurance in accordance with the Bylaws, including the employment of attorneys to represent the Association when necessary for such other needs as may arise;

(5) To maintain, repair, replace and operate the properties for which the Association is responsible, including, but not limited to the Common Area and roads, if applicable;

(6) To enforce by any legal means, the provisions of the Declaration of Covenants, Conditions and Restrictions, the Bylaws of the Association, and the rules and regulations for the use of the Association property; including, but not limited to the power and right to act as Trustee to foreclose liens for assessments, or appoint another to so act;

(7) To contract for the management of the property, and to delegate to such manager or managers all powers and duties of the Association except those powers and duties which are specifically required to have approval of the Board of Directors or the membership of the Association;

(8) To have all of the common law and statutory powers of a non-profit corporation and also those powers as set out in the Declaration of Covenants, Conditions and Restrictions of VILLAS ON CLAMSHELL Condominiums and all powers reasonably necessary to implement the purposes of the Association.

**ARTICLE IV
MEMBERSHIP**

THIS IS A CLEAR STATEMENT THAT THE CORPORATION WILL HAVE MEMBERS

A. The membership of VILLAS ON CLAMSHELL OWNERS ASSOCIATION, INC. shall consist of the owners of units in VILLAS ON CLAMSHELL Condominiums, the Developer, and the owners of any other lands or properties that may be added thereto by the Developer. Membership shall be established by acquisition of fee title to a unit in VILLAS ON CLAMSHELL Condominiums whether by conveyance, devise, descent, or judicial decree. A new owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior owner as to a unit designated shall be terminated. Each new owner shall deliver to the Association a true copy of such deed or instrument of acquisition of title.

B. Neither one's membership in the Corporation nor a member's share in the funds and assets of the Corporation may be assigned, hypothecated or transferred in any manner except as an appurtenance to a unit in VILLAS ON CLAMSHELL Condominiums.

C. There are two classes of membership in VILLAS ON CLAMSHELL OWNERS

ASSOCIATION, INC, the classes of membership and the respective voting rights of each class of membership shall be as follows:

Type A: Type A Members shall be Unit Owners (including the Developer) of each Unit in the Subdivision. All Owners of a Unit shall collectively be entitled to one vote for each Unit that he or she owns. If more than one person owns a Unit, there shall be one vote cast for the Unit, as the owners shall decide among themselves.

Type B: The Type B Member shall be the Developer. The Type B Member shall be entitled to cast thirteen votes in all matters, including the election of Members of the Board of Directors, as set out in the Declaration of Covenants, Conditions and Restrictions for VILLAS ON CLAMSHELL. Once all Units, in all phases if applicable, have been conveyed by the Developer to third party buyers, the Unit B Membership shall cease.

D. As stated herein, the term "Developer" shall mean Clam Shell Villas, LLC, its successors or assigns.

ARTICLE V DIRECTORS

A. The number of Directors and the method of election of the Directors shall be fixed by the Bylaws, and can be zero; however, the initial number of Directors shall not be less than three. Directors shall be elected at large from the membership.

B. The first election by the members of the Association for Directors shall not be held until after the Developer has relinquished control of the Association as set out in the Declaration of Covenants, Conditions and Restrictions (the Class B Membership has terminated). Thereafter, the election of Directors shall take place at either a Special Meeting called for the purpose, or the next annual meeting of the membership as provided in the Declaration and/or Bylaws. After the Declarant has relinquished control, there shall be a special meeting of the membership for the purpose of electing a Board of Directors to serve until the next annual meeting and until new Directors are elected and qualified.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors shall be three and the names and address of the persons who are to serve as the first Board of Directors are as follows:

	NAME	ADDRESS
1.	Ronald K Jessup, II	8803 Shipwatch Drive Wilmington, NC 28412
2.	Kevin McKoy	1029 N Lake Park Blvd. Ste

Carolina Beach, NC 28428

3. Robert Calder, Jr.

611 Princess Street
Wilmington, NC 28401

All in New Hanover County.

**ARTICLE VII
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, this Corporation hereby elects tax-exempt status under Section 528 of the Internal Revenue Code of 1986. This 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. It is further provided that no distributions of income of the Corporation are to be made to members, directors or officers of the corporation; provided, however, that members of the Corporation may receive a rebate of any excess dues and assessments previously paid.

In the event of the dissolution of the Corporation any assets remaining in the corporate name shall be contributed to a similar non-profit corporation or organization, in accordance with the provisions of the Declaration of VILLAS ON CLAMSHELL, and the By-Laws of the Corporation.


**ARTICLE VIII
REGISTERED OFFICE AND AGENT**

The location and address of the initial registered office and principal office of the corporation in the State of North Carolina is 1029 N. Lake Park Blvd., Carolina Beach, New Hanover County, NC 28428; and the name of its initial registered agent at such address is Kevin McKoy.

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is Robert Calder, Jr., Calder & Calder LLP, Attorneys, 611 Princess Street Wilmington, New Hanover County, NC 28401.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 8th
day of June, 2009.



ROBERT CALDER, JR. - Incorporator (SEAL)