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ARTICLES OF INCORPORATION
OF
VISTA COURT ASSOCIATION, INC.

In compliance 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 purposes of forming a non-profit corporation and hereby certifies:

ARTICLE I

The name of the corporation is VISTA COURT ASSOCIATION, INC., hereinafter called the "Corporation."

ARTICLE II

The principal and registered office of the Corporation is located at 5199A Country Club Road, Winston-Salem, North Carolina 27104, Forsyth County.

ARTICLE III

Don C. Caudle, whose address is 5199A Country Club Road, Winston-Salem, North Carolina 27104, is hereby appointed the initial Registered Agent of this Corporation.

ARTICLE IV

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the purposes and objects of the corporation shall be to administer the operation and management of VISTA COURT CONDOMINIUM, a series of condominiums to be established in Sections in accordance with the laws of the State of North Carolina upon property situate, lying and being in Old Town Township, Forsyth County, North Carolina and described in Exhibit "A" attached hereto and incorporated herein by reference; and to undertake the performance of the acts and duties incident to the administration of the operation and management of said VISTA COURT CONDOMINIUM in accordance with the terms, provisions, conditions

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and authorizations contained in these Articles of Incorporation and which may be contained in the formal Declarations of Condominium for each Section which will be recorded in the Public Records of Forsyth County, North Carolina, at the time said property, and the improvements now or hereafter situate thereon, are submitted to a plan of Condominium Ownership; 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 VISTA COURT CONDOMINIUM.

ARTICLE V

The Corporation shall have the following powers:

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

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

(a) To make and establish reasonable rules and regulations governing the use of Condominium Units and Common Property in VISTA COURT CONDOMINIUM as said terms may be defined in said Declarations of Condominium to be recorded.

(b) To levy and collect assessments against members of the Corporation to defray the common expenses of the Condominium as may be provided in said Declarations of Condominium and in the By-Laws of this Corporation 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 VISTA COURT CONDOMINIUM, which may be necessary or convenient in the operation and management of VISTA COURT CONDOMINIUM and in accomplishing the purposes set forth in said Declarations of Condominium.

(c) To maintain, repair, replace, operate and manage VISTA COURT 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 VISTA COURT CONDOMINIUM and to delegate to such contractor all of the powers and duties of the Corporation except those which may be required by the Declarations of Condominium to have approval of the Board of Directors of the Corporation.

(e) To enforce the provisions of said Declarations of Condominium, these Articles of Incorporation, the By-laws of the Corporation which may be hereafter adopted, and the rules and regulations governing the use of said VISTA COURT CONDOMINIUM as the same may be hereafter established.

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

ARTICLE VI

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 all Sections of VISTA COURT CONDOMINIUM shall be non-voting members of the Corporation, and no other person or entities shall be entitled to membership, except as provided in item (4) of this Article VI.

2. Membership shall be established by the acquisition of fee title to a Condominium Unit in VISTA COURT 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

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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 Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Condominium Unit. The funds and assets of the Corporation shall belong solely to the Corporation, subject to the limitation that the same be expended, held or used for the benefit of the Membership and for the purposes authorized herein, in the Declaration of Condominium and in the By-Laws which may be hereafter adopted.

4. Until such time as the property constituting Section One, and the improvements which may be hereafter constructed thereon, are submitted to a Plan of Condominium Ownership by the recording of the Declaration of Condominium for Section One, the Membership of the Corporation shall be comprised of seven (7) individuals named in Article XI hereof as the initial Board of Directors of the Corporation.

ARTICLE VII

The Corporation shall have perpetual existence.

ARTICLE VIII

The affairs of the Corporation shall be managed by the President of the Corporation assisted by the Vice Presidents, 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, 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 VISTA COURT CONDOMINIUM and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director or Officer of the Corporation, as the case may be.

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ARTICLE IX

The number of members of the initial Board of Directors of the Corporation shall be seven (7). The number of members of succeeding Boards of Directors shall be as provided from time to time by the By-Laws of the corporation. The members of the Board of Directors of the Association shall be elected by the respective Boards of Directors of the Section Associations. Each Section Association Board of Directors shall be entitled to elect one (1) member of the Board of Directors of VISTA COURT ASSOCIATION, INC. for the first thirty (30) units, or fraction thereof, in the Section, and one such Director for each additional thirty (30) units, or fraction thereof, in the Section. Notwithstanding the foregoing, so long as J.M.C. DEVELOPERS, INC. owns at least one (1) Condominium Unit in any Section of VISTA COURT CONDOMINIUM, but in any event no longer than December 31, 1988, J.M.C. DEVELOPERS, INC. shall have the right to designate and select a majority of the persons who shall serve as members of each successive Board of Directors of Vista Court Association, Inc.

The members of the initial Board of Directors shall serve until their designated successors from the respective Section Associations are elected and qualify. The persons so elected as Directors of the Corporation shall succeed and replace the members of the initial Board in the order shown by the numerical designation appearing in Article XI hereof. Should a vacancy occur in the initial Board of Directors for any reason other than a succession by a Director duly elected by a Section Association, J.M.C. DEVELOPERS, INC. shall have the exclusive right to fill such vacancy. Any person appointed to fill such a vacancy shall serve until a designated successor from one of the Section Associations is elected and qualifies.

ARTICLE X

The Board of Directors shall elect a President, Secretary and Treasurer, and as many Vice Presidents, 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 their successors are elected and have qualified are as follows:

1. Don C. Caudle, 5199A Country Club Rd., Winston-Salem, NC 27104
2. Barbara C. Caudle, 5199A Country Club Rd., Winston-Salem, NC 27104
3. Paul W. Mullican, 5199A Country Club Rd., Winston-Salem, NC 27104
4. Darla C. Mullican, 5199A Country Club Rd., Winston-Salem, NC 27104
5. Robert N. Jarvis, 5199A Country Club Rd., Winston-Salem, NC 27104
6. Patricia D. Jarvis, 5199A Country Club Rd., Winston-Salem, NC 27104
7. Fred J. Holbrook, Jr., 10 West Third St., Winston-Salem, NC 27104

ARTICLE XII

The original By-Laws of the Corporation shall be adopted by a majority vote of the initial Board of Directors 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 Corporation shall be indemnified by the Corporation 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 Corporation, 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 Corporation. The

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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 (70%) of the Board of Directors.

ARTICLE XV

The name and address of the incorporator, is as follows:
JOHN M. HARRINGTON, 610 Reynolds Building, Winston-Salem, North Carolina 27101.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal, this 25 day of June, 1980.

John M. Harrington (SEAL)

NORTH CAROLINA)

FORSYTH COUNTY)

This is to certify that on this 25 day of June, 1980, before me, Carol C. Glenn, a Notary Public of said County and State, personally appeared John M. Harrington, who I am satisfied is the person named in and who executed the foregoing Articles of Incorporation of VISTA COURT ASSOCIATION, INC., and I having first made known to him the contents thereof, he did acknowledge that he signed, sealed 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 25 day of June, 1980.

Carol C. Glenn
Notary Public

My Commission Expires:

September 1, 1982

CAROL C. GLENN, Notary Public
Forsyth County, North Carolina
My commission expires September 1, 1982

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EXHIBIT A
To
Articles of Incorporations of
Vista Court Association, Inc.

BEGINNING at a point in the south line of Shattalon Drive at the northeast corner of property of Wilson-Covington, Inc., described in Deed recorded in Book 1039, page 544, Forsyth County, North Carolina Registry; thence with said right-of-way line South 89° 41' 45" East 919.62 feet to the northwest corner of property of J. W. Williams; thence with Williams west line South 01° 09' 51" East 295.0 feet and continuing with said line, south 47° 16' 43" East 80.63 feet to a point in the northwest line of Roman Acres; thence with said northwest line South 46° 38' 03" West 853.79 feet to a point in the east line of the aforesaid property of Wilson-Covington, Inc.; thence with said east line marked by the centerline of a creek, the following four (4) courses and distances: North 14° 48' 32" West 103.22 feet; North 14° 32' 32" West 356.21 feet; North 21° 17' 14" West 400.22 feet; and North 37° 03' 02" West 154.38 feet to the point and place of BEGINNING. Containing 12.6 acres more or less and being part of Lot 2 of Block 3456, Forsyth County, North Carolina Tax Maps and being further shown on Map of Gupton-Skidmore Associates, dated 7/28/79, revised 12/14/79, designated Job No. 2281-79C.

PRESENTED FOR
REGISTRATION
AND RECORDED

JUL 11 2 01 PM '80

EUNICE AYERS
REGISTER OF DEEDS
FORSYTH CTY, N.C.

JS #11.08 Pd

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State of North Carolina



Department
of the
Secretary of State

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 (8 sheets) to be a true copy of

ARTICLES OF INCORPORATION

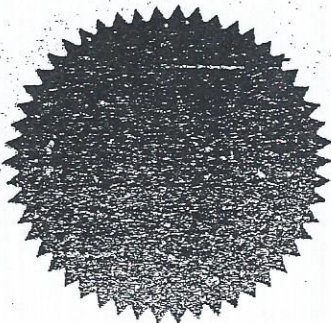
OF

VISTA COURT ASSOCIATION, INC.

and the probates thereon, the original of which was filed in this office on the 9th day of July, 1980, 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 9th day of July in the year of our Lord 1980.



Secretary of State

By
Deputy Secretary of State

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