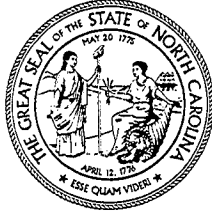


STATE OF NORTH CAROLINA



Department of The
Secretary of State

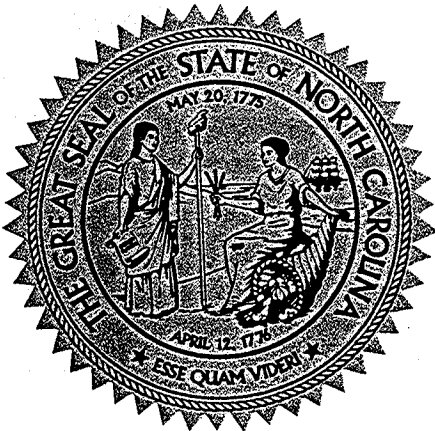
To all whom these presents shall come, Greetings:

I, **JANICE H. FAULKNER**, *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
INDIAN WELLS COMMUNITY SERVICES ASSOCIATION, INC.

the original of which was filed in this office on the 7th day of January, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 7th day of January, 1997.



Janice H. Faulkner
Secretary of State

Prepared by: FRANK W. ERWIN, ATTORNEY
P. O. Box 7206
Jacksonville, NC 28540

C-0414891

FILED

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ARTICLES OF INCORPORATION
OF

EFFECTIVE
JANICE H. FAULKNER
SECRETARY OF STATE
NORTH CAROLINA

INDIAN WELLS COMMUNITY SERVICES ASSOCIATION, INC.

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators for the purpose of creating a nonprofit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Nonprofit Corporation Act", and the several amendments thereto, do hereby set forth:

1. The name of the corporation is: INDIAN WELLS COMMUNITY SERVICES ASSOCIATION, INC.

2. The period of duration of the corporation shall be: PERPETUAL.

3. The purpose(s) for which the corporation is organized is/are:

a) To provide maintenance of certain real property and improvements thereon to be owned by the Association situated and lying and being in Onslow County, North Carolina, and more particularly described as being in or near INDIAN WELLS at Hunters Creek Subdivision and any other property which may be owned and controlled by the Association from time to time. And further, to undertake the performance of the acts and duties incident to the maintenance, improvement, architectural control and management of said real property with any improvements thereon in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation as may be necessary or convenient in the administration of the operation thereof.

(b) To make, establish and enforce reasonable rules and regulations governing the use of the Common Elements, land, and other real and personal property which may be owned by the Association itself;

(c) 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 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 the Common Area, services and facilities devoted to this purpose and related to the use and enjoyment of the Common Area, 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;

(d) To maintain, repair, replace and operate the properties for which the Association is responsible;

(e) To enforce by any legal means, the provisions of the Declaration, the Bylaws of the Association, and the rules and regulations for the use of the Association property;

(f) To contract for the management of the recreational 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 Executive Board or the membership of the Association;

(g) 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 and all powers reasonably necessary to implement the purposes of the Association.

4. The Corporation shall have members as provided by the By-laws.

5. The street address and county of the principal office of the corporation is: 1000 Hunters Trail, Midway Park, Onslow County, NC, 28544.

6. The street address, county, city, state and zip code of the initial registered office of the corporation is: 1000 Hunters Trail, Midway Park, Onslow County, North Carolina 28544.

7. The name of the initial registered agent of the corporation at the above address is: Michael G. Tuton.

8. The number of directors constituting the initial Board of Directors shall be three (3), and the names and addresses (including street and number) of the persons who are to serve as directors until the first meeting of the corporation or until their successors are elected and qualified are:

Michael G. Tuton	1000 Hunters Trail, Midway Park, NC 28544
Stephen T. Tuton	1000 Hunters Trail, Midway Park, NC 28544
Sue C. Tuton	1000 Hunters Trail, Midway Park, NC 28544

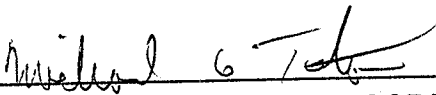
9. The name and address (including street and number) of the incorporator(s) is/are: (Only one incorporator is required) Michael G. Tuton, 1000 Hunters Trail, Midway Park, Onslow County, NC 28544, .

10. Any other provisions which the corporation elects to include are as follows:

(a) 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.

(b) The corporation shall indemnify all directors, officers, employees and agents against liability and expenses in any proceeding (including without limitation, a proceeding brought by or on behalf of the corporation itself) arising out of their status as such or their activities in any of the foregoing capacities. The corporation shall also, and to the same extent, indemnify any person, who at the request of the corporation is or was serving as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise or as a trustee or administration under an employee benefit plan. Such persons shall be entitled to recovery from the corporation of reasonable costs, expenses, and attorneys fees in connection with the enforcement of rights to indemnification granted herein, pursuant to NCGS 55A-8-50 et seq.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of DECEMBER, 1996.


_____(SEAL)
MICHAEL G. TUTON, INCORPORATOR

NORTH CAROLINA
ONSLOW COUNTY

This is to certify that on the 19th day of DECEMBER, 1996, before me, a Notary Public, personally appeared MICHAEL G. TUTON and after having first made known to him/her/them contents thereof, he/she/they did acknowledge that he/she/they signed and delivered the same as his/her/their voluntary act and deed for the uses and purposes therein expressed.

Witness my hand and notarial seal, this the 19th day of DECEMBER, 1996.

Joanie W King
NOTARY PUBLIC

MY COMMISSION EXPIRES: 5-24-98.

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