

NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

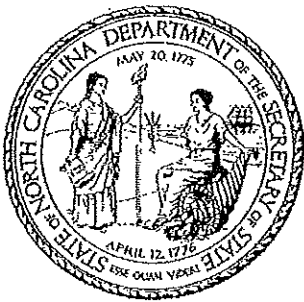
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

QUEENS HARBOR, HOA, INC.

the original of which was filed in this office on the 7th day of April, 2011.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 7th day of April, 2011

Elaine F. Marshall

Secretary of State

ARTICLES OF INCORPORATION
OF
QUEENS HARBOR HOA, INC.
A NON-PROFIT CORPORATION

These Articles of Incorporation are made and acknowledged for Queens Harbor HOA, Inc. and shall govern a non-profit corporation under and by virtue of the laws of the State of North Carolina.

1. Name. The name of the corporation is Queens Harbor, HOA, Inc. For convenience, the corporation shall be referred to in this instrument as the "Association".

2. Street Address. The street address and county of the initial registered office of the Association is: 239 New Bridge Street, Jacksonville, Onslow County, North Carolina 28540.

3. Mailing Address. The mailing address of the initial registered office is: PO Box 1237, Jacksonville, North Carolina 28541-1237.

4. Registered Agent: The name of the initial registered agent is: B. Barden Lanier.

5. Incorporator: The name and address of each incorporator is:

Charles S. Lanier
114 Old Bridge Street
Jacksonville, NC 28540

6. Principal Office: The street address and county of the principal office of the corporation is: 239 New Bridge Street, Jacksonville, Onslow County, North Carolina 28540.

7. Mailing Address: The mailing address of the principal office of the corporation is: PO Box 1237, Jacksonville, North Carolina 28541-1237.

8. Membership: The Association will have members.

9. Duration. The Association shall have perpetual duration.

10. Applicable Statute. The Association is organized pursuant to the provisions of the North Carolina Non-Profit Corporation Act, N.C.G.S. §55A.

11. Definitions. All capitalized terms used herein which are not defined shall have the meanings set forth in the Declaration of Covenants, Easements, Conditions, and Restrictions for Queens Harbor as recorded or to be recorded in the office of the Register of Deeds of Onslow

County, North Carolina, as amended from time to time (the "Declaration").

12. Purposes. The Association does not contemplate pecuniary gain or benefit, direct or indirect to its members. In way of explanation and not of limitation, the purposes for which it is formed are as follows:

- (a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as set forth in the Declaration, the By-Laws, and is provided by law; and
- (b) to provide an entity for the furtherance of the interest of the owners of property subject to the Declaration.

13. Powers. In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws of the Association, may be exercised by the Board of Directors:

- (a) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of North Carolina in effect from time to time;
- (b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, and the Declaration, including, without limitation, the following:
 - (i) to fix, levy, collect and enforce payment of all charges or assessments authorized by the Declaration by any lawful means; to pay all expenses in connection therewith and all administrative 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;
 - (ii) to manage, control, operate, maintain, repair, and improve the common areas and facilities, and any property subsequently acquired by the Association, or any property owned by another for which the Association, by rule, regulation, declaration, or contract, has a right or duty to provide such services;
 - (iii) to enforce covenants, conditions, or restrictions affecting any property to the extend the Association may be authorized to do so under the Declaration;
 - (iv) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;
 - (v) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or

otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

- (vi) to borrow money for any purpose subject to such limitations as may be contained in the By-Laws;
- (vii) to enter into, make, perform, and enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable to carrying out any purpose of the Association, with or in association with any other corporation, or other entity or agency, public or private;
- (viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;
- (ix) to adopt, alter, and amend or repeal such by-laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and
- (x) to provide any and all supplemental municipal services to the Community as may be necessary or desirable.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 11 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article 11.

14. Membership. The Association shall be a membership corporation without certificates or shares of stock. The members shall be entitled to vote in accordance with the Declaration and the By-Laws.

15. Board of Directors. The business and affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The Board may delegate its operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

The Board shall consist of an odd number of directors as set forth in the By-Laws. The initial directors shall be designated by action of the Declarant. The method of election and removal of directors and filling of vacancies and the term of office of directors shall be as set forth in the By-Laws.

16. Liability of Directors. No person who is serving or who has served as a director of

the Association shall be personally liable to the Association or any of its members for monetary damages for breach of duty as a director, except for liability with respect to (a) acts or omissions that the director at the time of such breach knew or believed were clearly in conflict with the best interests of the Association, (b) any transaction from which the director derived an improper personal benefit or (c) acts or omissions with respect to which the North Carolina Nonprofit Corporation Act does not permit the limitation of liability. As used herein, the term "improper personal benefit" does not include a director's reasonable compensation or other reasonable incidental benefit for or on account of his service as a director, officer, employee, independent contractor, attorney or consultant of the Association. No amendment or repeal of this article, nor the adoption of any provisions of these Articles of Incorporation inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

17. Dissolution. The Association may be dissolved only as provided in the Declaration, By-Laws, and by the laws of the State of North Carolina. If the Association is dissolved and any mortgage on any portion of the property subject to the Declaration is held, insured, or guaranteed by the Department of Housing and Urban Development ("HUD") or the Veterans Administration ("VA"), then if so required by either HUD or VA, the net assets of the Association shall be dedicated to a public body or conveyed to another nonprofit organization with a purpose similar to that of the Association.

18. Merger and Consolidation. The Association may merge or consolidate only upon a resolution duly adopted by the board of directors and the affirmative vote of not less than two-thirds (2/3) of the Association members eligible to vote

19. Amendments. These Articles may be amended by the approval of at least two-thirds (2/3) of the Total Association Vote, provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration. Notwithstanding the above, Declarant shall have the authorization to amend so long as it owns a majority of the lots subject to the Declaration.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation.

QUEENS HARBOR HOA INC.

March 28, 2011
Date

By: Charles S. Lanier
Charles S. Lanier, Incorporator