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**ARTICLES
OF
INCORPORATION**

WILLIAMSBURG PLANTATION HOMEOWNERS ASSOCIATION, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the provisions of the North Carolina Nonprofit Corporation Act, Chapter 55A of the General Statutes of North Carolina and the several amendments thereto, states:

I.

The name of the Corporation is Williamsburg Plantation Homeowners Association, Inc.

II.

The period of duration of the Corporation is perpetual.

III.

The purposes for which the Corporation is organized are to engage in all lawful activities for which corporations may be organized under N.C.G.S. Section 55A-7, including but not limited to the following: to manage and protect the interest and common property of the property owners in Williamsburg Plantation development in Onslow County, North Carolina.

In order to prosecute properly the objects and purposes above set forth, the Corporation shall have full power and authority to purchase, lease, and otherwise acquire, hold, mortgage, convey, and otherwise dispose of all kinds of property, both real and personal, both in this State and in all other states, territories, and dependencies of the United States, and generally to perform all acts that may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the Corporation is created.

The Corporation is to have the following class or classes of members: The owner of each lot in Williamsburg Plantation community located in Onslow County, North Carolina.

IV.

The Corporation is to have no capital stock.

V.

The initial registered office of the Corporation shall be located at 6200 Ramsey Street, in the City of Fayetteville, Cumberland County, North Carolina, 28311 and the initial registered agent of the Corporation at such address is John Koenig who is a resident of North Carolina.

VI.

The street address and mailing address of the principal office of the corporation is 6200 Ramsey Street, Fayetteville, North Carolina, 28311

VII.

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

John Koenig
6200 Ramsey Street
Fayetteville, NC 28311

John S. Koenig
6432 Yadkin Road
Fayetteville, NC 28303

L. Robert Coxe, III
3884 Henderson Drive
Jacksonville, NC 28546

VIII.

In the event of the dissolution of the Corporation, no director or officer shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be disposed of exclusively for the purposes of the Corporation in such manner or to such organization organized and operated for substantially the same purposes as this Corporation or exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501©(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

IX.

No part of the income of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private person (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or otherwise intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

X.

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 § 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 § 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.

XI.

The incorporator of the Corporation is a natural person over the age of eighteen years and a resident of Jacksonville, North Carolina, whose address is 3884 Henderson Drive, Jacksonville, North Carolina, 28546.

AD IN WITNESS WHEREOF, we have hereunto set our hands and seals this day of October, 2001.

 (seal)

L. Robert Coxe, III
3884 Henderson Dr.
Jacksonville, NC 28546
Incorporator