

ARTICLES OF INCORPORATION

OF

MCKINLEY RESERVE OWNERS ASSOCIATION, INC.

The undersigned, who is a resident of Cumberland County, North Carolina, and who is of full age does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

NAME

The name of the Corporation is hereinafter called MCKINLEY RESERVE OWNERS ASSOCIATION, INC.

ARTICLE II

DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE III

PRINCIPAL/REGISTERED OFFICE

The principal and initial registered office of the Corporation is located at 1821 McArthur Road, Fayetteville, NC 28311, Cumberland County, and the name of the initial registered agent of the Corporation at such address is Debra B. McDuffie.

ARTICLE IV

POWERS

The Corporation does not contemplate pecuniary gain or profit to the members thereof. The Corporation shall have all of the powers set forth in Chapter 55A of the North Carolina General Statutes, including, but not by way of limitation, the power to:

- A. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation set forth in that certain Declaration of Covenants (hereinafter called the "Declaration") which is recorded or will be recorded in the Office of the Register of Deeds of Cumberland County, North Carolina, and as the same may be amended from time to time as therein provided, together with the Bylaws; said Declaration and Bylaws being incorporated herein as if set forth at length;
- B. To fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;
- C. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

- D. To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- E. To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members;
- F. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes;
- G. To annex additional properties as provided in the Declaration; and
- H. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of North Carolina by law may now or hereafter have or exercise.

ARTICLE V

PURPOSES

The purposes for which the Corporation is organized are to provide for the management, maintenance, preservation, administration and operation of the common properties of MCKINLEY RESERVE OWNERS ASSOCIATION; such property being shown on a Plat entitled "McKinley Reserve Phase One" and recorded in the Office of the Cumberland County, North Carolina, Register of Deeds and to engage in any and all lawful activities incidental to such purpose.

ARTICLE VI

MEMBERSHIP

The Corporation will have members with such designations, rights, powers and privileges as provided in the Bylaws.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be three (3); and the names and addresses of the persons who are to serve as the initial directors are:

Debra B. McDuffie	1821 McArthur Road Fayetteville, NC 28311
Terry A. Bill	1821 McArthur Road Fayetteville, NC 28311
William Dale Bill	1821 McArthur Road Fayetteville, NC 28311

ARTICLE VIII

DISSOLUTION

Upon dissolution of the Corporation, other than incident to a merger or consolidation, after all liabilities and obligations of the Corporation have been paid, or adequate provision made therefor, (a) assets held upon special conditions shall be disposed of accordingly; and (b) other assets shall be distributed in accordance with the Corporation's plan of distribution pursuant to Section 55A-14-03 of the North Carolina General Statutes.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator of this Corporation is: Rebecca F. Person, 300 Dick Street, Fayetteville, North Carolina 28301.

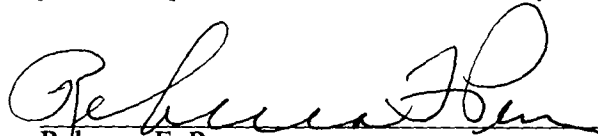
ARTICLE X

MISCELLANEOUS

To the fullest extent permitted by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a director of the Corporation shall be personally liable for monetary damages for breach of any duty as a director. No amendment or repeal of this article, nor the adoption of any other amendment to 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.

These Articles will become effective upon filing.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 6th day of May, 2004.


Rebecca F. Person [SEAL]