

**ARTICLES OF INCORPORATION  
OF  
EASTWOOD HOMEOWNERS' ASSOCIATION, INC.**

I, the undersigned natural person of the age of 18 years or more, for the purpose of forming a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter §55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act" and the several amendments thereto, hereby set forth Articles of Incorporation as follows:

**ARTICLE I**

The name of the corporation is: **Eastwood Homeowners' Association, Inc.** hereinafter called "Association" or "Corporation."

**ARTICLE II**

The period of duration of the corporation shall be perpetual.

**ARTICLE III**

The corporation is organized with the following purposes and powers:

This Association does not contemplate pecuniary gains or profits to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Areas within that certain tract or property described as:

**BEING all that 17.06 acres, consisting of Lots 1 through 45 of Eastwood Subdivision Phase One as shown on the plat entitled "Eastwood Subdivision Phase One," prepared by 4Dsite solutions and recorded in Book 138, Page 21, Cumberland County Registry. See said plat reference for a greater certainty of description. Together with any additional property annexed and made a part of said subdivision in the future, if any.**

As well as to promote the health, safety welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for the purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in those certain Declaration of Covenants, Conditions and Restrictions for Polenta Fields Subdivision (A Planned Community) instruments hereinafter called "Declarations," applicable to the various property sections located in the Eastwood Subdivision as recorded in Book 9925 at Pages 164-193 and as the same Declarations may be established and/or amended from time to time;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declarations; to pay all expenses in connection herewith and all office 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;
- (c) 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 Association, provided any conveyance, sale, dedication or disposition of real property is not inconsistent with the laws and ordinances of the County of Harnett;
- (d) borrow money, and with the assent of two-thirds (2/3) of the members, 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) 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. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;
- (f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes and annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members; and
- (g) 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.

**This corporation is organized and shall be operated exclusively as a homeowners association and not for profit. No part of the earnings of this corporation or the funds contributed by any person or corporation shall inure to the benefit of any director, officer, or member of the corporation, or any private individual (other than by acquiring, constructing, or providing management, maintenance, and care of Association property, and other than by a rebate of excess membership dues, fees, or assessments), except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. In the event of the liquidation or dissolution of the corporation, either voluntary or involuntary, no director or officer of the corporation or any private individual 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 used or distributed exclusively to an entity or entities whose purposes are substantially similar to those set forth in this Article III and within the intent of *Section 528 of the Internal Revenue Code of 1986* and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time or to an appropriate public agency to be or used for purposes similar to those stated in this Article III or to an organization which would then qualify under the provisions of *Section 501(c)(3) of the Internal Revenue Code* and its regulations as they now exist or as they may hereafter be amended.**

**Anything to the contrary notwithstanding, the corporation shall not possess or exercise any power or authority either expressly, by implication, or by operation of law that will prevent it at any time from qualifying as a "Residential Real Estate Management Association" as defined in *Section 528 of the Internal Revenue Code of 1986* as amended and the regulations thereunder,**

nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification or deny it such election under such section of the Internal Revenue Code.

In order to properly prosecute the objects and purposes set forth, this corporation shall have all the powers vested in corporations by the laws of the State of North Carolina, Chapter 55A, Section 15, and other laws relating to corporations which may appear in the General Statutes of North Carolina, together with all amendments thereto, past and future.

#### **ARTICLE IV**

The corporation shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any member, officer, or director of the corporation or to any other private individual. The corporation shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation or participation in or intervene in any political campaign on behalf of any candidate for public office.

#### **ARTICLE V**

The corporation shall have no capital stock.

#### **ARTICLE VI**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

## **ARTICLE VII**

The Association shall have members who have voting rights. Members shall be all Lot owners and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot. Provided however, that the Declarant shall have voting rights as set forth in the Declarations.

## **ARTICLE VIII**

The physical address and the principal office and the initial registered office of the corporation in the State of North Carolina is located in Cumberland County at 2204 Bayview Drive, Fayetteville, North Carolina 28305 and the name of its initial registered agent at such address is Brian Raynor. The mailing address for the corporation shall be 2204 Bayview Drive, Fayetteville, North Carolina 28305.

## **ARTICLE IX**

The affairs of the corporation shall be managed by a Board of Directors consisting of not fewer than one (1) director. The qualifications of the directors, together with their terms of office, manner of election, removal, change of number, filling of vacancies, and of newly created directorships, powers, duties, and liabilities shall, except as otherwise proved in these Articles of Incorporation or by the laws of the State of North Carolina, be as prescribed in the by-laws.

The number of directors constituting the initial Board of Directors shall be one (1) and the name and address of the person who is to serve as initial director of the corporation and until his successors is elected and qualified is as follows: Brian Raynor, 2204 Bayview Drive, Fayetteville, North Carolina 28305.

### **ARTICLE X**

The name and address of the incorporator is: Brian Raynor, 2204 Bayview Drive, Fayetteville, North Carolina 28305.

### **ARTICLE XI**

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation upon the approval vote of at least two-thirds (2/3) of the members; subject, however to the following:

- a) that under no circumstances shall the members amend these Articles of Incorporation so that such members or any other private individuals may participate in the distribution of earnings, funds, or properties of this corporation;

The initial by-laws of the corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the by-laws, or adopt new by-laws shall be vested in the Board of Directors.

### **ARTICLE XII**

The Association may be dissolved with the assent given in writing and assigned by not less than two-thirds (2/3) of the members, provided compliance with all terms of this Article XII and the by-laws of the Association. The Association may only be dissolved if its responsibilities under the Cumberland County Subdivision Ordinance are assigned to a successor entity controlled by the members of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be conveyed and assigned to the successor entity.

**ARTICLE XIII**

To the fullest extent permitted by North Carolina Non-Profit 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 adoption of any other amendment 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.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on this

*26* day of August, 2016.

  
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Brian Kaynor  
Incorporator