

# NORTH CAROLINA

## Department of The Secretary of State

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To all whom these presents shall come, Greetings:

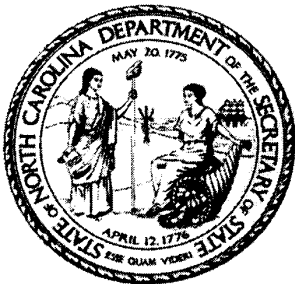
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF INCORPORATION

OF

**FOREST PARK PROPERTY OWNERS' ASSOCIATION, INC.**

the original of which was filed in this office on the 16th day of January, 2001.



IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal at the  
City of Raleigh, this 16th day of January, 2001

*Elaine F. Marshall*  
Secretary of State

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Date Filed: 1/16/2001 10:32 AM  
Elaine F. Marshall  
North Carolina Secretary of State

**ARTICLES OF INCORPORATION**  
**OF**  
**FOREST PARK PROPERTY OWNERS' ASSOCIATION, INC.**

The undersigned individual, being a natural person legally competent to act, does hereby make and execute these Articles of Incorporation for the purpose of forming a nonprofit corporation under and by virtue of the laws of the state of North Carolina, specifically including Chapter 55A of the North Carolina General Statutes, the North Carolina NonProfit Corporation Act.

I.

The name of the Corporation is FOREST PARK PROPERTY OWNERS' ASSOCIATION, INC..

II.

The period of duration of the Corporation shall be perpetual.

III.

The purposes for which the Corporation is organized are:

- (a) To manage, maintain, operate, care for and administer the single family residential subdivision known as Forest Park as more particularly set forth in a Declaration of Covenants, Conditions and Restrictions, which said Declaration is or will be recorded in the Office of the Register of Deeds for Watauga County, North Carolina. (Such Declaration may be amended by a majority of the voting membership.);
- (b) To enforce the covenants, restrictions, easements, and charges provided in any Declaration of Covenants and Restrictions,
- (c) To fix, levy, assess, collect, enforce and disburse the charges and assessments created under the Declaration, all in the manner set forth in and subject to the provisions of the Declaration.
- (d) To exercise all powers and privileges and to perform all duties and obligations of the corporation and/or under any legal documents relating to it.
- (f) To exercise all powers provided in Chapter 55A of the General Statutes of North Carolina in furtherance of the above.

IV.

The Association shall have members which may be divided into such classes as shall be provided in the Bylaws. All members shall be accepted, appointed, elected or designated in the manner provided in the Bylaws. The Directors of the Association shall be elected by the members in the manner provided in the Bylaws.

V.

The Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or pay dividends, and no part of the net earnings or assets of the Corporation shall inure the benefit of any member, director or officer of the Corporation.

VII.

To the extent permitted by law as may be in effect at the applicable time, no director or officer shall be liable for injury, damage or other claim or cause of action arising out of an action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a director or officer of the Corporation unless due to an act or omission that such director or officer knew or believed was clearly in conflict with the best interests of the Corporation, or from which the director or officer derived an improper personal benefit. As used herein, the term "improper personal benefit" shall not include any reasonable compensation or other incidental benefit for, or on account of, his or her service as a director, officer, employee, independent contractor, attorney or consultant for the Corporation. Furthermore, each director and officer shall be indemnified by the Corporation against any and all such liabilities and expenses, including attorneys' fees, reasonably incurred or imposed upon him or her in connection with any proceeding to which he or she may be a party or in which he or she becomes involved by reason of having been a director or officer of the Corporation, whether or not he or she was a director or officer of

the Corporation at the time such expenses or liabilities are incurred, except in such cases where such director or officer is adjudged to be guilty of an act or omission that such director or officer knew or believed was clearly in conflict with the best interests of the Corporation or from which the director or officer derived an improper personal benefit, as such term is limited above. Provided, however, that in the event of a settlement, the indemnification of the director or officer shall apply only when the Board of Directors of the Corporation approves such settlement and reimbursement as being in the best interest of the Corporation. Such indemnity shall be subject to shareholder approval only when such approval is required by law.

VIII.

The location of the principal office is as follows.

161 Forest Park Drive  
Blowing Rock, North Carolina 28605  
Watauga County

The street address and mailing address of the initial registered office of the Corporation and the initial registered agent of the Corporation at such address is as follows:

Donald Miller  
161 Forest Park Drive  
Blowing Rock, North Carolina 28605  
Watauga County

IV.

Upon dissolution of the Corporation, all liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions made therefore, with the remainder of the Corporation assets being distributed as follows:


- (a) Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; and
- (b) Other assets, if any, of the Corporation shall be distributed as provided in a plan of liquidation adopted by the Board of Directors of the Corporation, or, if such a plan is not adopted, in equal shares to each member of the Corporation.

X.

The incorporator of the Corporation, and his address are as follows:

Richard E. Matter  
Attorney at Law  
P. O. Box 447  
250 Sunset Drive  
Blowing Rock, NC 28605

IN TESTIMONY WHEREOF, the undersigned has set his hand and affixed his seal, this the 18<sup>th</sup> day of December, 2000.

  
Richard E. Matter  
Incorporator