

NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

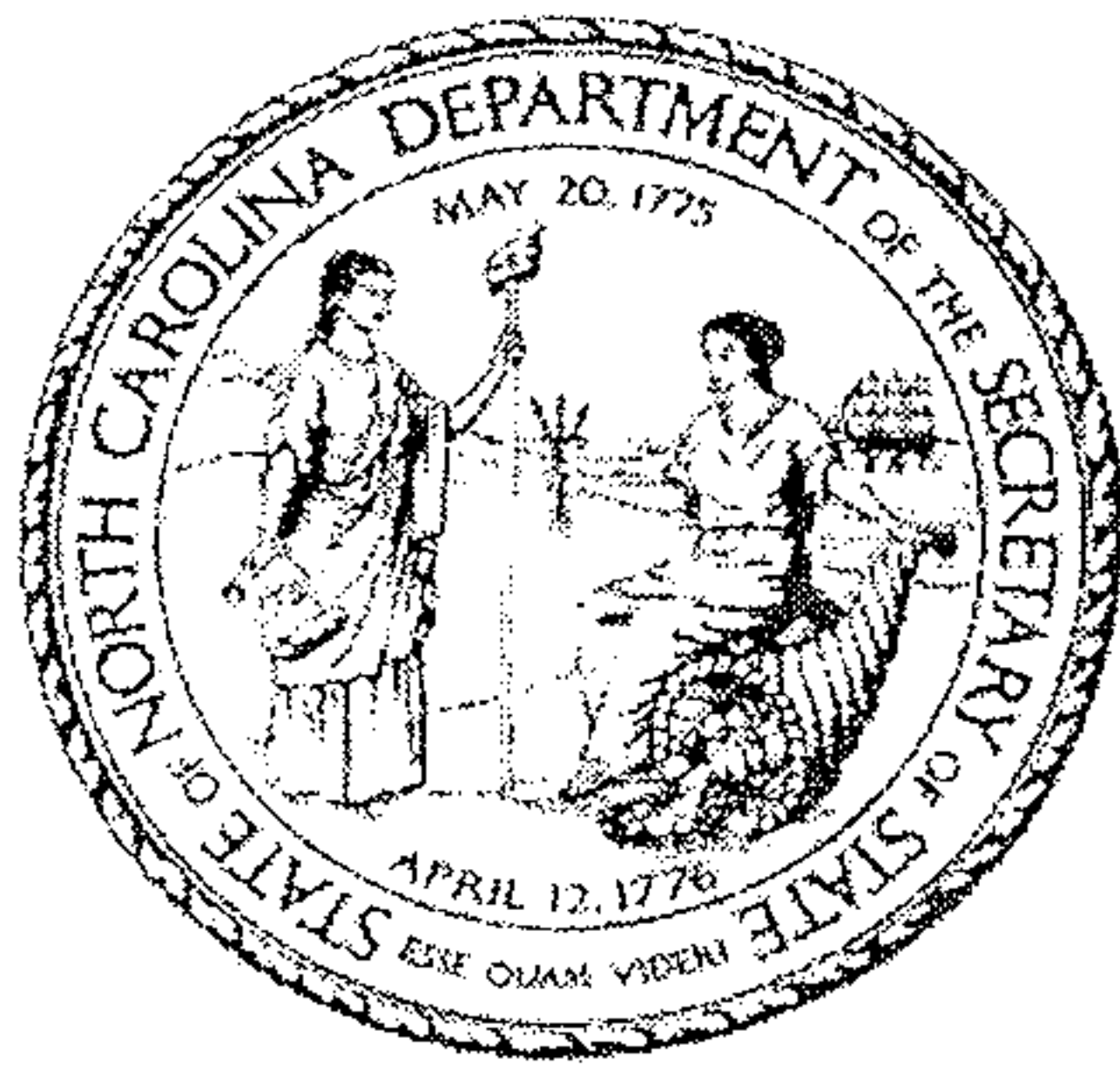
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

THE DUCHY PROPERTY OWNERS ASSOCIATION, INC.

the original of which was filed in this office on the 21st day of September, 2006.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 21st day of September, 2006

Elaine F. Marshall

Secretary of State

**ARTICLES OF INCORPORATION
OF
THE DUCHY PROPERTY OWNERS ASSOCIATION, INC.
A Non-Profit Corporation**

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator for the purpose of creating 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 general amendments thereto, does hereby make, sign, and acknowledge these Articles of Incorporation, and to that end does hereby set forth:

1. The name of the corporation is The Duchy Property Owners Association, Inc. (hereinafter the "Association")
2. The Association does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which the Association is formed are to provide for the maintenance, preservation and architectural control of the Lots and Common Areas within that certain tract or property (hereinafter the "Property") described in that certain Declaration of Covenants, Restrictions, and Conditions for The Duchy Airpark of Chapel Hill recorded or to be recorded in the Office of the Register of Deeds of Alamance County, North Carolina as the same may be amended from time to time (hereinafter the "Declaration"), and to promote the recreation, health, safety, welfare, and pleasure of the residents within the above described Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for those purposes 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 the Declaration, said Declaration being incorporated herein by reference as if fully set forth herein;

b. 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 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;

d. Borrow money and, with the assent 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; provided the rights of any such mortgage shall be subordinate to the rights of the Lot Owners in the Common Areas;

e. Dedicate, sell, or transfer all or any part of the Common Areas or grant an easement or right of way across the Common Areas to any public agency, authority, utility, or to any other person for such purposes and subject to such conditions as may be agreed to by the members;

f. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and Common Areas.

In pursuance of the foregoing purposes, the Association may exercise all the rights, powers, and privileges conferred on non-profit corporations by the North Carolina

Non-Profit Corporation Act and may engage in all other lawful activities as provided therein for non-profit corporations. The Association may also do such other things as are incidental to the purposes of the Association or necessary or desirable in order to accomplish them.

3. 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.

4. The address of the initial registered office and principal office of the Association is 2131 North Lakeshore Drive, Chapel Hill, Orange County, North Carolina 27514 and the name of the Association's initial registered agent at such address is Richard I. Levin.

5. The directors of the Association shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors constituting the initial board of directors shall be five (5); and the names and addresses of the persons who are to serve as directors until their successors are elected or appointed and qualify are:

<u>Name:</u>	<u>Address:</u>
Richard I. Levin	2131 N. Lakeshore Drive, Chapel Hill, NC 27514
Ted J. Wagoner	230 Engleman Avenue, Burlington, NC 27215
Robert L. Epting	410 Martin Luther King Jr. Blvd., Chapel Hill, NC 27514
Timothy Farris	2131 N. Lakeshore Drive, Chapel Hill, NC 27514
Keith A. Taylor	1447 Poinsett Drive, Chapel Hill, NC 27517

6. To the fullest extent permitted by the 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 or officer of the Association shall be personally liable to the Association or any of its members for monetary damages for breach of any duty as a director or officer. No

amendment or repeal of this Article, nor the adoption of any provision 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.

7. No part of the net earnings of the Association shall inure to the benefit of or be distributable to any of the Association's officers, directors, trustees, or members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

8. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Association, dispose of the residual assets of the Association (a) exclusively for the stated purposes of the Association, or (b) to one or more other non-profit corporations, associations, trusts, or other non-profit organizations for the stated purposes of the Association or other purposes similar to those for which the Association was created, or (c) to one or more federal, state, or local governments or public agencies to be used for purposes similar to those for which this Association was created, or (d) if there is no such government or public agency, then to any one or more federal, state, or local governments or public agencies for other public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Association is then located, exclusively for such purposes and to such organization or organizations as said Court shall determine.

9. The name and address of the incorporator is A. Derek Roberson, 1829 East Franklin Street, Suite 800-C, Chapel Hill, North Carolina 27514.

This the 14th day of September, 2006.

A. Derek Roberson (SEAL)
A. Derek Roberson, Incorporator

STATE OF NORTH CAROLINA

COUNTY OF ORANGE

This is to certify that on the 14th day of September, 2006, before me, a Notary Public, personally appeared A. Derek Roberson, who I am satisfied is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

In testimony whereof, I have hereunto set my hand and affixed my official seal, this the 14th day of September, 2006.

Sheila R. Benninger
Sheila R. Benninger, Notary Public

My commission expires:

July 18, 2011

