

# NORTH CAROLINA

## Department of The Secretary of State

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To all whom these presents shall come, Greetings:

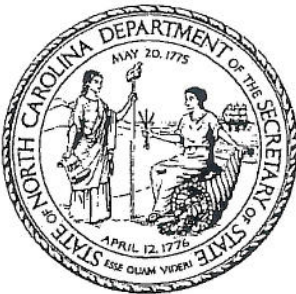
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF INCORPORATION

OF

**THE HIGHLAND AT MEADOWLANDS HOMEOWNERS ASSOCIATION, INC.**

the original of which was filed in this office on the 14th day of November, 2006.



IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal at the  
City of Raleigh, this 14th day of November, 2006

*Elaine F. Marshall*

Secretary of State

**ARTICLES OF INCORPORATION  
OF  
THE HIGHLANDS AT MEADOWLANDS HOMEOWNERS ASSOCIATION,  
INC.**

In compliance with the requirements of Chapter 55A of the North Carolina General Statutes, the undersigned, a natural person of full age, has this day executed these Articles of Incorporation for the purpose of forming a non-profit corporation and hereby certifies:

**ARTICLE I**

The name of the corporation is THE HIGHLAND AT MEADOWLANDS HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Corporation."

**ARTICLE II**

The principal and registered office of the Corporation is located at 3411-A Healy Drive, Winston-Salem, Forsyth County, North Carolina, 27103.

**ARTICLE III**

Todd Isenhour whose address is, 3411-A Healy Drive, Winston-Salem, Forsyth County, North Carolina, 27103, is hereby appointed the initial Registered Agent of the Corporation.

**ARTICLE IV**

The Corporation does not contemplate pecuniary gain or profit to the members thereof and no part of the Corporation's net income shall inure to the benefit of any of its officers, directors or members or any other private individual. The purposes and objectives of the Corporation shall be to administer the operation, management and repair of the common area, hereinafter referred to as the "Common Area", located on property lying and being in the Davidson County, North Carolina, known as "The Highlands at Meadowlands", and more particularly described in the formal Declaration of Covenants, Conditions and Restrictions (hereinafter the "Declaration"), for The Highlands at Meadowlands, recorded in the Davidson County Registry, including any additional property annexed thereto, said Declaration being incorporated herein by reference; to undertake the performance of the acts and duties incident to the administration of the operation and management of said Common Area in accordance with the terms, provisions, conditions and authorization contained in these Articles of Incorporation and the Declaration at the time said facilities are submitted to and made a part of the Declaration; and to own, operate, lease, sell, trade and otherwise deal with the

Common Area as may be necessary or convenient in the administration of said Common Area.

## ARTICLE V

The Corporation shall have the following powers:

1. The Corporation shall have all of the powers and privileges granted to Non-Profit Corporations under the law pursuant to which this Corporation is chartered, and all of the powers and privileges which may be granted unto said Corporation under any other applicable laws of the State of North Carolina.

2. The Corporation shall have all the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including but not limited to the following:

(a) To make and establish reasonable rules and regulations governing the use of the Common Area as said terms may be defined in said Declaration to be recorded.

(b) To fix, levy and collect assessments against the members of the Corporation to defray the common expense of the Common Area as may be provided in said Declaration and in the By-Laws of this Corporation which may be hereafter adopted, including the right to fix, levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise dealing with said Common Area and in accomplishing the purposes set forth in said Declaration, which shall specifically include the installation, repair, maintenance, replacement and payment of electric bills for decorative street lighting whether or not such lighting is located in the Common Area.

(c) To maintain, repair, replace, operate and manage the Common Area and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of the Common Area property, and to make and enter into any and all contracts necessary or desirable to accomplish said purposes.

(d) To contract for the management of the Common Area and to delegate to such contractor all of the powers and duties of the Corporation except those which may be required by the Declaration to have approval of the Board of Directors or membership of the Corporation.

(e) To enforce the provisions of the Declaration, these Articles of Incorporation, the By-Laws of the Corporation which may be hereafter adopted, and



the rules and regulations governing the use of the Common Area as the same may be hereafter established.

(f) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Declaration.

(g) To have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Law of the State of North Carolina by law now or hereinafter has or exercises.

## ARTICLE VI

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The Owners of all lots, whether improved or unimproved, in The Highlands at Meadowlands, who purchased said lots on or after November 1, 2006 and the owners of all lots, whether improved or unimproved, in any subsequent sections of The Highlands at Meadowlands shall be members of the Corporation, and no other person or entities shall be entitled to membership, except as provided in Item (5) of this Article VI.

2. Membership shall be established by the acquisition of fee title to a lot, whether improved or unimproved, in The Highlands at Meadowlands on or after November 1, 2006, or in subsequent sections of The Highlands at Meadowlands, or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his or her being divested of all title to his or her entire fee ownership interest in any lot, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more lots or who may own a fee ownership interest in two or more lots, so long as such party shall retain title to or a fee ownership interest in any lot.

3. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his lot. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the By-Laws which may be hereafter adopted.

4. The Corporation shall have two classes of voting membership:

A. Class A. The Class A Members shall be every person or entity who or which 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, except Declarant during any Period of Declarant Control. Class A Members shall be entitled to one (1) vote for each Lot owned.

B. Class B. Declarant shall be the Class B Member and Declarant shall be entitled to three (3) votes for each lot shown on the Master Plan which has not been conveyed by Declarant to a Class A Member. The Class B membership shall cease and be converted to Class A membership on expiration of any Period of Declarant Control; provided, however, if a Period of Declarant Control should thereafter be reinstated, the Class B membership also shall be reinstated.

At any time during the Period of Declarant Control, the Declarant, in its sole discretion, may release or waive its rights to control of the Corporation as provided above, and then and in that event, the voting rights of the Members shall be as stated in subparagraph A of Section 4 above.

5. During the Period of Declarant Control, the three (3) individuals named in Article XII hereof shall constitute the Board of Directors of the Corporation, unless replaced by the Declarant.

## ARTICLE VII

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the voters of each class of members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the residual assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

## ARTICLE VIII

The Corporation shall have perpetual existence.

## ARTICLE IX

The affairs of the Corporation shall be managed by the President of the Corporation, assisted by the Vice-President, Secretary and Treasurer, subject to the directions of the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a Managing Agent and/or such other managerial and supervisory



personnel or entities to administer or assist in the administration of the operation and management of the facilities, and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director or Officer of the Corporation, as the case may be.

## ARTICLE X

The number of members of the first Board of Directors of the Corporation shall be three (3). During the Period of Declarant Control, the members of the Board of Directors shall be appointed by the Declarant. After the Period of Declarant Control has expired, the number of members of succeeding Boards of Directors shall be as provided from time to time by the By-Laws of the Corporation, and the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the membership as provided by the By-Laws of the Corporation. At least a majority of the Board of Directors elected by the membership shall be members of the Corporation or shall be authorized representatives, officers or employees of a corporate member of the Corporation. Persons selected by the Declarant to serve on the Board of Directors need not be residents of The Highlands at Meadowlands

## ARTICLE XI

The Board of Directors shall elect a President, Vice President, Secretary and Treasurer. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice-President shall not be held by the same person, nor shall the office of President and Secretary be held by the same person.

## ARTICLE XII

The names and post office addresses of the initial Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of North Carolina, shall hold office until the first Annual Meeting of the membership (or until their successors are elected and qualified) are as follows:

1. Todd Isenhour  
3411-A Healy Drive  
Winston Salem, NC 27103
2. Bill Walters  
3411-A Healy Drive  
Winston Salem, NC 27103

3. Erik Froelich  
3411-A Healy Drive  
Winston Salem, NC 27103

### ARTICLE XIII

The original By-Laws of the Corporation shall be adopted by a majority vote of the members of the Corporation present at a meeting of members at which a majority of the membership is present, and thereafter, such By-Laws may be altered or rescinded only in such manner as said By-Laws provide.

### ARTICLE XIV

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Corporation, whether or not he is a Director or Officer at the time the expenses are incurred, except in such cases wherein the Director or Officer is guilty of willful misfeasance or malfeasance in the performance of his duties. In the event of any claim for reimbursement of expenses incurred by the Director or Officer, the Corporation shall not be obligated to indemnify or reimburse the Director or Officer until the claim has been approved by the Board of Directors.

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tuc bc  
con*

An amendment to the By-Laws of the Corporation shall require the assent of sixty-six percent of the members of the Corporation.

No amendment to the right of MEADOWLANDS DEVELOPMENT, INC. to elect members of each Board of Directors shall be adopted or become effective without the written consent of MEADOWLANDS DEVELOPMENT, INC.