

Articles of Incorporation of The Landing Community Services 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 LANDING COMMUNITY SERVICES ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II

MICHAEL G. TUTON, whose address is 1000 Hunters Trall, Midway Park, Onslow County, North Carolina 28544, is hereby appointed the initial Registered Agent of this Association.

ARTICLE III

The principal and registered office of the Association is located at 1000 Hunters Trail, Midway Park, Onslow County, North Carolina, 28544.

ARTICLE IV

This Association does not contemplate pecuniary gain or profit to the members thereof and no part of the Association's net income shall inure to the benefit of any of its officers, directors or members or any other private individual. The purposes and objects of the corporation shall be to administer the operation and management of certain real property and any improvements thereon, owned by the Association and such other property as may be subject to use by the members hereof; to undertake the performance of the acts and duties incident to the administration of the operation and management of said real property and any improvements thereon in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the operation and management thereof.

ARTICLE V

The Corporation shall have the following powers:

1. The Corporation shall have all of the powers and privileges granted to a Non-Profit Corporation 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 applicable laws of the State of North Carolina.

The Corporation shall have all of 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 property and improvements owned by the Association or reserved for common use and enjoyment of the members of the Association.

(b) To collect dues from members of the Corporation to defray the common expenses of the administration contemplated herein as may be provided in the By-Laws of this Corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, which may be necessary or convenient in the operation and management of the said real property and improvements thereon.

(c) To maintain, repair, replace, operate and manage the real property and improvements thereon, including the right to construct or reconstruct improvements after casualty and to make further improvement of the real property and improvements, 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 real property and improvements thereon and to delegate to such contractor all of the powers and duties of the Association except those which may be required to have approval of the Board of Directors or membership of the Corporation.

(e) To acquire and enter into, now or at any time hereafter, leases and agreements whereby the Association acquires leaseholds, memberships, and other possessory or use interests in lands or facilities including, but not limited to, swimming pools, tennis courts, and other recreation facilities whether or not contiguous to the lands of the Association to provide enjoyment, recreation or other use or benefit to the owners of this Corporation.

(f) To enforce the provisions of these Articles of Incorporation and the By-Laws, rules and regulations governing use of the property of the Association which may be hereafter established.

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

NEXT PAGE

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 in The Landing of Hunters Creek may be full 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. Membership shall be established by the submission of an application for membership by a person described in Paragraph (1) of this Article. The sole criteria for membership shall be that the applicant be a person described in Paragraph (1) of this Article and that any fees or other expenses assessed by the Corporation be paid in accordance with the By-Laws, rules and/or regulations adopted by the Corporation from time to time.
3. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that the same may be expended, held or used for the benefit of the membership and for the purposes authorized herein, and in the By-Laws hereafter adopted by the Corporation.
4. On all matters on which the membership shall be entitled to vote, each full member shall have one vote. The vote may be cast or exercised in such a manner as may be provided in the By-Laws hereafter adopted by the Corporation.
5. Associate membership may be granted by the Board to any tenant of a non-member owner or full member owner, Associate members shall have no voting rights.
6. Until such time as a person named in Paragraph (1) shall become a member, the membership of the Corporation shall be comprised of the individuals named in Article XI hereof as the initial Board of Directors of the Corporation, and each such individual shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

ARTICLE VII

The Corporation shall have perpetual existence.

ARTICLE VIII

The affairs of the Corporation shall be managed by the President of the Corporation, assisted by the Vice President, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, 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 property and improvements, 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 IX

The number of members of the first Board of Directors of the Corporation shall be three (3). The number of members of succeeding Boards of Directors shall be as provided from time to time by the By-Laws of the Corporation. The members of 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, and at least a majority of the Board of Directors shall be members of the Corporation or shall be authorized representatives, officers or employees of a corporate member of the Corporation.

NEXT PAGE

ARTICLE X

The Board of Directors shall elect a President, Vice President, Secretary and Treasurer, and as many Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. 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 or Assistant Secretary be held by the same person.

ARTICLE XI

The name 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:

Michael G. Tuton
1000 Hunters Trail
Midway Park, NC 28544
Sue C. Tuton
Same address as above
Stephen Troy Tuton
Same address as above

ARTICLE XII

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 may provide.

ARTICLE XIII

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 at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE XIV

An amendment or amendments to these Articles of Incorporation shall require the assent of seventy-five percent (75%) of the membership.

ARTICLE XV

The name and address of the incorporator is as follows:

Michael G. Tuton
1000 Hunters Trail
Midway Park, NC 28544

IN WITNESS WHEREOF, I, the undersigned incorporator have hereunto set my hand and seal, this the 9th day of September, 1991

RETURN TO CONTENTS