

**Articles of Incorporation
of
Point Emerald Villas Association, Inc.**

In compliance with the requirements of Chapter 55A of the North Carolina General Statutes entitled "Nonprofit Corporation Act," and the several amendments thereto, the undersigned, 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 Point Emerald Villas Association, Inc., (hereinafter called "the Corporation" or "Association").

ARTICLE II

The registered office of the Corporation is located at 1001 College Court, New Bern, Craven County, North Carolina 28560.

ARTICLE III

W. Daniel Martin, III, whose address is 1001 College Court, New Bern, Craven County, North Carolina 28560, 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 objects of the corporation shall be to administer the operation and management of Point Emerald Villas Condominium (hereinafter called "the Condominium"): a series of condominiums to be established in phases in accordance with the laws of the State of North Carolina upon the property situate, lying and being in White Oak Township, Carteret County, North Carolina, and more particularly described in Exhibit "A" of the formal Declaration of Unit Ownership which will be recorded in the Public Records of Carteret County, North Carolina, said Exhibit and Declaration of Unit Ownership 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 Condominium in accordance with the terms, provisions, conditions and authorization contained in these Articles of Incorporation and the Declaration of Unit Ownership and each subsequent amendment thereto at the time said property, and the improvements now or hereafter situate thereon, are submitted to the plan of condominium ownership; 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 said Condominium.

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, including the Unit Ownership Act.
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 condominium units and common areas in the Condominium as said terms may be defined in said Declaration of Unit Ownership to be recorded.
 - (b) To levy and collect assessments against members of the Corporation to defray the common expenses of the Condominium as may be provided in said Declaration of Unit Ownership and in the Bylaws 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, including condominium units in the Condominium, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in said Declaration of Unit Ownership.
 - (c) To maintain, repair, replace, operate and manage the Condominium and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of the Condominium 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 Condominium and to delegate to such management firm all of that powers and duties of the Association except those which may be required by the Declaration of Unit Ownership 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 land or facilities including, but not limited to, swimming pools, tennis courts, and other recreation facilities, whether or not contiguous to the lands of the Condominium, to provide enjoyment, recreation or other use or benefit to the owners of condominium units.
 - (f) To enforce the provisions of the Declaration of Unit Ownership, these Articles of Incorporation, the Bylaws of the Corporation which may be hereafter adopted, and the rules and regulations governing the use of the Condominium as the same 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 pursuant to the Declaration of Unit Ownership aforementioned.

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 condominium units in the Condominium 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 condominium unit in the Condominium, 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 being divested of all title to or his entire fee ownership interest in any condominium unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more condominium units or who may own a fee ownership interest in two or more condominium units so long as such party shall retain title to own a fee ownership interest in any condominium unit.

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 condominium unit. 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 purposes authorized herein, in the Declaration of Unit Ownership and in the Bylaws which may be hereafter adopted.

4. On all matters which the membership shall be entitled to vote, each condominium unit shall have a vote equal to its appurtenant undivided interest in the common area as set forth in Article V of the Declaration of Unit Ownership. The vote of each unit may be cast or exercised by the Owner or Owners of each condominium unit in such manner as may be provided in the Bylaws hereafter adopted by the Corporation. Should any member own more than one condominium unit, such member shall be entitled to exercise or cast the votes associated with each condominium unit owned in the manner provided by said Bylaws.

5. Until such time as the property constituting Point Emerald Villas Condominium, Phase I, and the improvements constructed thereon, are submitted to a plan of condominium ownership by the recordation of the Declaration of Unit Ownership for Phase I, the membership of the Corporation shall be comprised of three (3) 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, 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 management firm and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Condominium, 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 Bylaws of the Corporation. The number of Board of Directors shall be elected by the members as provided by the Bylaws of the Corporation at the Annual Meeting of the membership as provided by the Bylaws 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. Notwithstanding the foregoing, so long as RS Corp. of Raleigh, a North Carolina corporation, owns fifty percent (50%) of the total condominium units in the Condominium, but in any event, not longer than April 1, 1987, said RS Corp. of Raleigh shall have the right to designate and select a majority of the persons who shall serve as members of each Board of Directors of the Corporation. RS Corp. of Raleigh may designate and select the person or persons to serve as a member or members of each said Board of Directors in the manner provided in the Bylaws of the Corporation, and such person or persons so designated and selected need not be a resident of the Condominium.

NEXT PAGE

ARTICLE X

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 the 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 XI

The names and addresses of the initial Board of Directors who, subject to the provisions of these Articles of Incorporation, the Bylaws 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:

F.P. Bodenheimer, Jr.
20 East Martin Street
Raleigh, NC 27602
Larry W. Byrd
20 East Martin Street
Raleigh, NC 27602
C.K. Upchurch
5006 Lancaster Road
Greensboro, NC 27410

ARTICLE XII

The original Bylaws 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 Bylaws may be altered or rescinded only in such manner as said Bylaws 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, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or 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 Board of Directors.

ARTICLE XV

The name and address of the incorporator is as follows:

W. Daniel Martin, III
1001 College Court
New Bern, North Carolina 28560

IN TESTIMONY WHEREOF, I, being the incorporator, have hereunto set my hand and seal, this the 12th day of April, 1982.

[BACK TO CONTENTS](#)