



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

HERITAGE TRACE TOWNHOMES ASSOCIATION, INC.

the original of which was filed in this office on the 24th day of August, 2007.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 24th day of August, 2007

Elaine F. Marshall
Secretary of State

ARTICLES OF INCORPORATION
OF THE
HERITAGE TRACE TOWNHOMES ASSOCIATION, INC.
A NON-PROFIT CORPORATION

THE UNDERSIGNED, being a natural person of the age of twenty-one years or more, does make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit Corporation under and by virtue of the requirements of Chapter 55A of the North Carolina statutes.

ARTICLE I

The name of the Corporation is Heritage Trace Townhomes Association, Inc. (hereinafter sometimes called the "Corporation" or "Association").

ARTICLE II

The period of during of the Corporation shall be perpetual.

ARTICLE III

No lots within Heritage Trace Townhomes may be sold by Declarant, as named in the Declaration of Covenants for said subdivision, until the Association has been formed with the Office of the North Carolina Secretary of State.

ARTICLE IV

The purpose for which the Corporation is organized is exclusively for the promotion of social welfare within the meaning of IRC § 501(c)(4) or the corresponding provision of any future United States Internal Revenue Law and more specifically, is for the operation of a townhouse development.

Notwithstanding any other provisions of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under IRC § 501(c)(4) or the corresponding provision of any future United States Internal Revenue Law.

Upon dissolution or insolvency of the Association or upon loss of ownership of the Common Area (once such ownership has been acquired) by the Association for any reason whatsoever (except for exchange or dedication or conveyance of any part or all of the Common Area as allowed by the Declaration of Covenants for the subdivision or by reason of merger and/or consolidation with any other association as allowed by the Declaration of Covenants for the subdivision), any portion of the Common Area not under the jurisdiction of and being maintained by another association substantially similar to the association, together with all other assets of the Association, shall be offered to the Town of Wake Forest, North Carolina, or to some other appropriate governmental entity or public agency (as determined by the Board of Directors of this Association) to be dedicated for public use for purposes similar to those to which the Common Area and such assets were required to be devoted by the Association. If the Town of Wake Forest or such other appropriate governmental entity or public agency accepts the offer of dedication, such portion of the Common Area and assets shall be conveyed by the Association to the Town of Wake Forest or such other appropriate governmental entity or public agency, subject to the superior right of the Owner of each lot to an easement (if necessary) for reasonable ingress and egress to and from such owner's lot and the public or private street(s) on which such lot is located, and subject to all other applicable rights of way and easements and subject to ad valorem property taxes subsequent to the date of such conveyance. In the event that the Town of Wake Forest or such other appropriate governmental entity or public agency refuses

the offer of dedication and conveyance, the Association may transfer and convey said Common Area and assets to any nonprofit corporation, association, trust or other entity which is or shall be devoted to purposes and uses that would most nearly conform to the purposes and uses to which the Common Area was required to be devoted by the Declaration of Covenants for this subdivision, such conveyance to be made subject to the rights of owners and other matters set forth above.

ARTICLE V

The Corporation shall have members, as specified in its Bylaws.

ARTICLE VI

The duly elected directors of the Corporation shall be elected pursuant to the terms of the Bylaws.

ARTICLE VII

The initial registered office and the principal office of the Corporation is 6131 Falls of the Neuse Road, Suite 200, Raleigh, Wake County, NC 27609, which is the mailing address and the street address, and the registered agent at this office shall be Charles J. Bishop, IV.

ARTICLE VIII

The number of persons constituting the initial Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as directors until their successors are selected and qualified in accordance with the Bylaws are:

Charles J. Bishop, IV
6131 Falls of the Neuse Road, Suite 200
Raleigh, NC 27609

Robert Eugene Bazen
6131 Falls of the Neuse Road, Suite 200
Raleigh, NC 27609

Doris Horne Pruitt
6131 Falls of the Neuse Road, Suite 200
Raleigh, NC 27609

The directors of the corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws.

ARTICLE IX

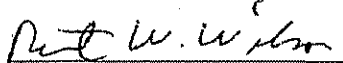
The name and address of the incorporator is SPRUILLCO, LTD. c/o Robert W. Wilson, Jr., Poyner & Spruill LLP, 3600 Glenwood Avenue, Raleigh, NC 27612.

ARTICLE X

Any amendment to these Articles of Incorporation shall require the assent of two-thirds (2/3rds) of the membership of the Association.

IN TESTIMONY WHEREOF, I have hereunto set my hand, this 10th day of August, 2007.

SPRUILLCO, LTD., Incorporator



Robert W. Wilson, Jr., Vice President