

**ARTICLES OF INCORPORATION
OF
TUNBRIDGE HOMEOWNERS ASSOCIATION OF RALEIGH, INC.**

Pursuant of §55A-2-02 of the General Statutes of North Carolina, the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

1. The name of the corporation is Tunbridge Homeowners Association of Raleigh, Inc.
2. The purpose of the corporation are to serve as an owners' association, as described and contemplated in the North Carolina Planned Community Act, Chapter 47F of the General Statutes of North Carolina, and to perform all the purposes and duties indicated for the corporation in the Declaration of Covenants, Conditions and Restrictions for Tunbridge Subdivision (hereinafter, the "Declaration") recorded in the office of the Register of Deeds of Wake County, as such Declaration may be amended.
3. In addition to any powers granted to the corporation under the laws of the State of North Carolina, the corporation shall have all powers granted to the corporation in the Declaration and shall have full power and authority to do everything necessary and suitable or proper for the accomplishment of any of the purposes set forth above or the furtherance of any other power hereinbefore set forth, either alone or in connection with other entities, and as principal or agent, and to do every other act or thing, individually or appurtenant to, growing out of or connected with the aforesaid purposes and powers, or any of them.
4. The street and mailing address and county of the initial registered office of the corporation is:

901 Paverstone Drive, Suite F
Raleigh, NC 27609
Wake County
5. The name of the initial registered agent is Richard H. Stockett.
6. The name and address of the incorporator is:

William R. Titchener
4080 Barrett Dr.
Raleigh, NC 27609
7. The corporation will have members. The qualification for membership shall be set forth in the Declaration, as such Declaration may be amended.
8. The street and mailing address and county of the principal office of the corporation is:

901 Paverstone Dr., Suite F

9. Upon dissolution of the corporation, the corporation shall offer to the appropriate unit of local government to dedicate the Common Areas (as defined in the Declaration) as they then exist, for public use for the purposes for which the Common Areas are required or permitted to be used under the provisions of the Declaration. If the local government agrees to accept such a dedication, then the corporation shall (i) convey such Common Areas to local government and/or dedicate the Common Areas for public use as described above, and (ii) distribute all of the corporation's other assets to the local government. If the local government refuses to accept such dedication, then the corporation shall (i) convey the Common Areas to a non-profit corporation, association, trust or other organization to be devoted to the purposes for which the Common Areas are required or permitted to be used under the provisions of the Declaration; and (ii) distribute all of the corporation's other assets to such non-profit corporation, association, trust or other organization.
10. No director of the corporation shall be personally liable for monetary damages for breach of any duty except (i) acts or omissions occurring prior to the date of the effectiveness of these Articles of Incorporation, (ii) acts of omissions that the director at the time of the breach knew or believed were clearly in conflict with the best interests of the corporation, (iii) any liability under §55A-8-32 or §55A-8-33 of the North Carolina General Statutes or any successor provisions, or (iv) any transaction from which the director derived any improper personal financial benefit. As used herein. The term "improper personal financial benefit" does not include a director's reasonable compensation or other reasonable incidental benefit for or on account of his or her service as a director, trustee, officer, employee, independent contractor, attorney or consultant of the corporation.

The corporation shall indemnify to the full extent permitted under Chapter 55A of the North Carolina General Statutes all directors and officers of the corporation against liability and expenses in any proceeding arising out of their status as a director and/or officer of the corporation or their activities in the capacity of a director and/or officer of the corporation. However, the foregoing indemnification shall not apply to (i) acts or omissions that, at the time taken, the director or officer knew or believed to be clearly in conflict with the best interests of the corporation; or (ii) any activity from which the director or officer received and improper or personal benefit. The corporation shall reimburse any director or officer for all reasonable costs, expenses and attorney's fees incurred in connection with the enforcement of such director's or officer's right to indemnification.

Notwithstanding the foregoing, if any provision of the North Carolina General Statutes is amended or enacted to permit further limitation, elimination or indemnification of the personal liability of a director or officer of the corporation, the personal liability of the directors and officers of the corporation shall be limited, eliminated or indemnified to the fullest extent permitted by the applicable law.

This Section 10 shall not affect a provision permitted under the North Carolina General Statutes, these articles and the corporation's bylaws or contract or resolution of the corporation indemnifying or agreeing to indemnify a director against personal liability.

Any repeal or modification of this Section 10 shall not adversely effect any limitation here under on the personal liability or indemnification of a director or officer with respect to acts or omissions occurring prior to such repeal or modification.

11. During the Declarant Control Period (as defined in the Declaration), no amendment to these articles shall be affected without the written consent of Declarant (as defined in the Declarant).
12. The names and addresses of the initial directors of the corporation, who shall hold office until the first annual meeting of the members of the corporation, or until their successors are elected and qualified, are as follows:

Drew Schenik 901 Paverstone Dr., Suite F
Raleigh, NC 27615

Richard H. Stockett 901 Paverstone Dr., Suite F
Raleigh, NC 27615

Mary R. Stockett 901 Paverstone Dr., Suite F
Raleigh, NC 27615

13. These articles will be affective upon filing in the office of the Secretary of State.

IN WITNESS WHEREOF, the party has hereunto his hand and seals this the 14th day of May, 2007.

William R. Titchener, Incorporator



William R. Titchener