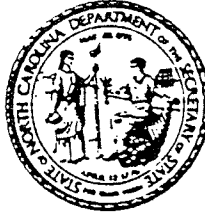


Drawn By & Mail To:
Mo & Van Allen (ELW)
P.O. Box 26507
Raleigh, NC 27611

STATE OF NORTH CAROLINA



Department of The
Secretary of State

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BOOK/FILE #1207/PAGE #27

BETTY JUNE HAYES
REGISTER OF DEEDS
ORANGE COUNTY, N. C.

To all whom these presents shall come, Greetings:

I, Rufus L. Edmisten, 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
CORNERSTONE OWNERS' ASSOCIATION, INC.

the original of which was filed in this office on the 22nd day of December, 1993.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 22nd day of December, 1993.



Rufus L. Edmisten

Secretary of State

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ARTICLES OF INCORPORATION
OF
CORNERSTONE OWNERS' ASSOCIATION, INC. EFFECTIVE

RUFUS L EDMISTEN
SECRETARY OF STATE
NORTH CAROLINA

The undersigned, being of the age of eighteen years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under and by virtue of Chapter 55A of the General Statutes of North Carolina and the laws of the State of North Carolina.

ARTICLE I
NAME

The name of the corporation is CORNERSTONE OWNERS' ASSOCIATION, INC.

ARTICLE II
DURATION

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSES AND POWERS

The purposes and powers for which the corporation is organized are as follows:

A. To undertake the performance of, and carry out the acts and duties incident to the administration of the operation and management of, Cornerstone Owners' Association, Inc. in accordance with the terms, provisions, conditions and authorization contained in both these Articles and in the Declaration of Covenants, Conditions, Restrictions and Easements for Cornerstone recorded in Book 5608, Page 90, Wake County, North Carolina Registry.

B. To own and/or maintain and to make, establish and enforce reasonable rules and regulations governing the use of the Common Areas of the property encumbered by the Declaration, and any other real and personal property which may be owned by the Association itself.

C. To make, levy and collect assessments against Members in accordance with the Declaration to provide the funds to pay for operating expenses of the Association as provided in the Declaration and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association; to use said assessments to promote the improvement and maintenance of the Common Area; to provide services and facilities devoted to this purpose and related to the use of the Common Area, including but not limited to the cost of repair, replacement and additions

thereto, the cost of labor, equipment, materials, management, supervision thereof, the payment of taxes and maintenance of insurance as determined appropriate by the Directors, including the employment of attorneys to represent the Association when necessary for such other needs as may arise.

D. To maintain, repair, replace and operate the properties for which the Association is responsible.

E. To enforce by any legal means, the provisions of the Declaration, the Bylaws of the Association, and the rules and regulations for the use of the Association property.

F. To appoint the members of the Architectural Review Committee for the Property encumbered by the Declaration after the date the Declarant ceases to make such appointments, and to pay expenses of such Architectural Review Committee.

G. To dedicate or transfer all or any part of the Common Area to a public agency, authority or utility as determined appropriate by the Directors.

H. To have all of the common law and statutory powers of a non-profit corporation and also those powers as set out in the Declaration and all powers reasonably necessary to implement the purposes of the Association.

ARTICLE IV MEMBERSHIP

A. The membership of the Association shall consist of the owners of property in Cornerstone which is encumbered by the Declaration. Membership shall be established by acquisition of fee title to any such property whether by conveyance, devise, descent, or judicial decree. A new owner designated in such deed or other instrument shall thereupon become a Member of the Association, and the membership of the prior owner as to the property conveyed shall be terminated. Each new owner shall deliver to the Association a true copy of such deed or instrument of acquisition of title.

B. Neither one's membership in the Corporation nor a Member's share in the funds and assets of the Corporation may be assigned, hypothecated or transferred in any manner except as an appurtenance to the Cornerstone property conveyed.

C. As stated herein, the term "Declarant" shall mean Heartland Cary/Davis Drive Limited Partnership, its successors or assigns.

ARTICLE V
BOARD OF DIRECTORS

A. The number of members of the Board of Directors and the method of election of same shall be fixed by the Declaration and Bylaws; however, the number of Board members shall not be less than three. Board members shall be selected as provided in the Declaration.

B. Except as provided by N.C. Gen. Stat. Section 55A-28.1A, no officer of the Corporation or member of the Board of Directors shall be personally liable for money damages as a result of any action for breach of his duty as an officer or as a member of the Board of Directors, whether by or in the right of the Corporation or otherwise.

C. The provisions of N.C. Gen. Stat. Sec. 55A-17.1 shall fully apply without restriction or limitation as to indemnification of members of the Board of Directors and officers, employees or agents of the Corporation.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of members constituting the initial Board of Directors shall be three and the names and addresses of the persons who are to serve as the first Board of Directors are as follows:

	<u>Name</u>	<u>Address</u>
1.	M. Gregory Mollner	4650 Columbia Center 701 Fifth Avenue Seattle, WA 98104
2.	Lee C. Ventura	100 Europa Drive, Suite 271 Chapel Hill, NC 27514
3.	Linda Convissor	100 Europa Drive, Suite 271 Chapel Hill, NC 27514

ARTICLE VII
TAX STATUS

The Corporation shall have all the powers granted non-profit corporations under the laws of the State of North Carolina. Notwithstanding any other provision of these Articles, this Corporation hereby elects tax-exempt status under Section 528 of the Internal Revenue Code of 1986. This Corporation shall not carry on any activities prohibited by a Corporation electing tax-exempt status under Section 528, or any corresponding sections or provisions of any future United States Internal

Revenue law. It is further provided that no distributions of income of the Corporation are to be made to members, directors or officers of the corporation; provided, however, that members of the Corporation may receive a rebate of any excess dues and assessments previously paid.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation in the State of North Carolina is 100 Europa Drive, Suite 271, Chapel Hill, Orange County, North Carolina 27514; and the name of its initial registered agent at such address is Lee C. Ventura.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is Isabel B. Worthy, Moore & Van Allen, One Hannover Square, Suite 1700, Raleigh, NC 27601.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 15th day of December, 1993.

Isabel B. Worthy (SEAL)

NORTH CAROLINA

WAKE COUNTY

I, Jacqueline L. Pickaracki, a Notary Public of the aforesaid County and State, do hereby certify that Isabel B. Worthy personally appeared before me this day and acknowledged the execution of the foregoing instrument.

Witness my hand and notarial seal this 15 day of December, 1993.

Jacqueline L. Pickaracki
Notary Public

My Commission Expires:

12/21/97