



NORTH CAROLINA

Department of the Secretary of State

To all whom these presents shall come, Greetings:

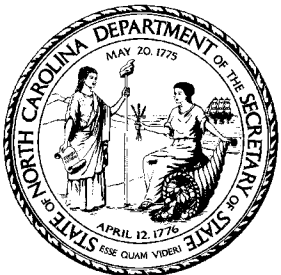
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

PINEVIEW TOWNES HOMEOWNERS ASSOCIATION, INC.

the original of which was filed in this office on the 14th day of May, 2021.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 14th day of May, 2021.

Elaine F. Marshall

Secretary of State

ARTICLES OF INCORPORATION

OF

PINEVIEW TOWNES HOMEOWNERS ASSOCIATION, INC.

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

Article 1. Name and Address. The name of the corporation is Pineview Townes Homeowners Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Association."

The address of the principal office and registered office of the Association is:

7709 Sandy Bottom Way
Raleigh, NC 27613
Wake County

The name and address of the registered agent of the Association is:

Matthew K. Flynn
7709 Sandy Bottom Way
Raleigh, NC 27613
Wake County

The name and address of the incorporator is:

Lucy T. Brewer
4509 Creedmoor Road, Suite 302
Raleigh, NC 27612
Wake County

Article 2. Duration. The Association shall have perpetual duration.

Article 3. Applicable Statute. The Association is organized pursuant to the provisions of the North Carolina Nonprofit Corporation Act.

Article 4. Definitions. All capitalized terms used herein which are not defined shall have the meaning set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for Pineview Townes Subdivision (A Planned Community) to be recorded in the Office of the Register of Deeds of Wake County, North Carolina, by Telegraph Road Properties, LLC, a North Carolina limited liability company (together with its successors and assigns, therein and herein referred to as the "Declarant"), said Declaration, as amended and supplemented from time to time in accordance with its terms, herein referred to as the "Declaration."

Article 5. Purposes and Powers. The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its Members. By way of explanation and not of limitation, the purposes for which it is formed are:

(1) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as set forth in the Declaration, the Bylaws, and as provided by law; and

(2) to provide an entity for the furtherance of the interests of the Owners of property subject to the Declaration.

In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws of the Association, may be exercised by the Executive Board;

(a) all of the powers conferred upon nonprofit corporations by common law and the North Carolina statutes in effect from time to time; and

(b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, and the Declaration, including, without limitation, the following:

(i) to fix, levy, collect, and enforce payment of all charges or assessments authorized by the Declaration by any lawful means; to pay all expenses in connection therewith and all administrative and other expenses incident to the conduct of the business of the Association including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(ii) to manage, control, operate, maintain, repair, and improve any Common Elements, or any other property for which the Association, by rule, regulation, declaration, or contract, has a right or duty to provide such services;

(iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all Owners of property subject to the Declaration;

(v) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(vi) to borrow money for any purpose subject to such limitations as may be contained in the Declaration or the Bylaws;

(vii) to enter into, make, perform, and enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other corporation, or other entity or agency, public or private; and

(viii) to provide any and all supplemental municipal services to the Community as may be necessary or desirable.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 5.

Article 6. Membership. The Association shall be a membership corporation without certificates or shares of stock. Membership and voting rights shall be as specified in the Declaration.

Article 7. Executive Board. The business and affairs of the Association shall be conducted, managed, and controlled by an Executive Board, except as otherwise provided in the Declaration, Bylaws or applicable law. The Board may delegate its operating authority to such companies, individuals, or committees as it, in its discretion, may determine. The Executive Board members listed in the Bylaws shall serve until each such Executive Board member's successor is elected or appointed in accordance with the terms of the Declaration and the Bylaws. The method of election and removal of the Executive Board members of this Executive Board and subsequent Executive Boards, the filling of vacancies, the

term of office of Executive Board members and the names of the individuals serving as the initial directors shall be as set forth in the Bylaws.

Article 8. Liability of Executive Board Members. No person who is serving or who has served as an Executive Board member of the Association shall be personally liable to the Association or any of its Members for monetary damages for breach of duty as an Executive Board member, except for liability with respect to (a) acts or omissions that the Executive Board member at the time of such breach knew or believed were clearly in conflict with the best interests of the Association, (b) any transaction from which the Executive Board member derived an improper personal benefit or (c) acts or omissions with respect to which the North Carolina Nonprofit Corporation Act does not permit the limitation of liability. As used herein, the term "improper personal benefit" does not include an Executive Board member's reasonable compensation or other reasonable incidental benefit for or on account of his service as an Executive Board member, officer, employee, independent contractor, attorney, or consultant of the Association. No amendment or repeal of this Article, nor the adoption of any provision to these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

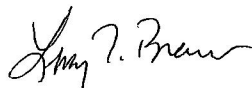
Article 9. Dissolution. The Association may be dissolved only as provided in the Declaration, Bylaws, and by the laws of the State of North Carolina. Upon dissolution of the corporation, any assets thereof, after all liabilities and obligations of the corporation have been paid, or adequate provision made therefor, and appropriate distributions made in accordance with Chapter 47F of the North Carolina General Statutes, (i) shall be distributed to the Members in proportion to their allocated share of common expense liability; or (ii) shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the corporation was created or, in the event that such dedication is refused acceptance, distributed to any association or associations organized for purposes similar to those set forth in Article 5 above, all in accordance with any further provisions of the Declaration or the Bylaws.

Article 10. Merger and Consolidation. The Association may merge or consolidate only upon a resolution duly adopted by the Executive Board and the affirmative vote of not less than two-thirds (2/3rds) of the votes (of each class, for so long as the Association has two voting classes) of the Members of the Association cast at a meeting duly called for such purpose, or with the written consent (of each class, for so long as the Association has two voting classes) of the Members entitled to cast at least sixty-seven percent (67%) of the votes of the Association.

Article 11. Amendments. These Articles may be amended by the approval of at least sixty-seven percent (67%) of the votes (of each class, for so long as the Association has two voting classes) of the Members of the Association cast at a meeting duly called for such purpose, or with the written consent (of each class, for so long as the Association has two voting classes) of the Members entitled to cast at least sixty-seven percent (67%) of the votes of the Association, provided that no amendment shall be in conflict with the Declaration.

Article 12. Nonprofit Tax Status. The Association does not contemplate pecuniary gain or profit to the Members thereof and it is organized for nonprofit purposes. It is intended that this corporation qualify as an exempt organization under the provisions of Chapter 55A of the North Carolina General Statutes "the "Nonprofit Corporation Act". No part of the net earnings of this corporation shall inure to the benefit of its Members, Executive Board members, officers, or other persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on May 7, 2021.



Lucy T. Brewer, Incorporator