



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

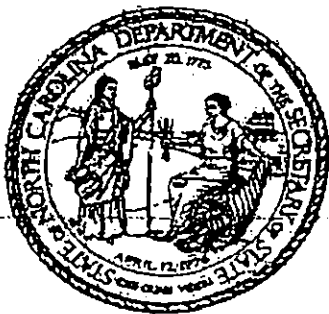
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

AUBURN PLACE HOMEOWNERS ASSOCIATION, INC.

the original of which was filed in this office on the 15th day of April, 2004.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 15th day of April, 2004

Elaine F. Marshall

Secretary of State

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Date Filed: 4/15/2004 10:53:00 AM
Elaine F. Marshall
North Carolina Secretary of State
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ARTICLES OF INCORPORATION
OF
AUBURN PLACE HOMEOWNERS ASSOCIATION, INC.

Pursuant to § 55-A-2-02 of the General Statutes of North Carolina, the undersigned, being of the age of eighteen (18) years or more, does hereby make, acknowledge, and submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

Article 1. Name. The name of the corporation is Auburn Place Homeowners Association, Inc. ("Association").

Article 2. Registered Office. The street address and county of the initial registered office of the Association is 227 West Trade Street, Suite 800, Charlotte, Mecklenburg County, North Carolina 28202. The mailing address is the same.

Article 3. Registered Agent. The initial registered agent at such address is William T. Gartland.

Article 4. Incorporator. The incorporator is Dean Barberree, whose address is 227 West Trade Street, Suite 800, Charlotte, Mecklenburg County, North Carolina 28202.

Article 5. Membership. The Association shall be a membership corporation without certificates or shares of stock. The membership shall consist of all owners of real property subject to the Declaration of Covenants, Conditions, and Restrictions for Auburn Place, recorded or to be recorded by Threatt Vail Lane, LLC, in the office of the Register of Deeds for Mecklenburg County, North Carolina, as it may be amended from time to time ("**Declaration**"). The members shall be entitled to vote in accordance with the Declaration and the Association's bylaws.

Article 6. Duration. The Association shall have perpetual duration.

Article 7. Applicable Statute. The Association is organized pursuant to the provisions of Section 55A-2-02 of the General Statutes of North Carolina for the purpose of forming a nonprofit corporation.

Article 8. Definitions. All capitalized terms used herein which are not defined shall have the meaning set forth in the Declaration.

Article 9. Purposes. The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which it is formed are:

(a) 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 Governing Documents and as provided by law; and

(b) to provide an entity for the furtherance of the interests of the owners of property subject to the Declaration.

Article 10. Powers. 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 Board of Directors:

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

(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 the common areas and facilities, and any property subsequently acquired by the Association, or any property owned by another 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 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;

(viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(ix) to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration; and

(x) to provide any and all supplemental or municipal services to the Properties 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 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this article.

Article 11. Board of Directors. The business and affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The Board may delegate its operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

The Board shall consist of not less than three nor more than seven members, as provided in the Bylaws. The names and addresses of the initial directors, who shall hold office until their successors are elected and have qualified, or until removal, are as follows:

William T. Gartland	227 West Trade Street, Suite 800 Charlotte, North Carolina 28202
Dean Barberree	227 West Trade Street, Suite 800 Charlotte, North Carolina 28202
Rhonda Bishop	227 West Trade Street, Suite 800 Charlotte, North Carolina 28202

The method of election and removal of directors and filling of vacancies and the term of office of directors shall be as set forth in the Bylaws.

Article 12. Liability of Directors. No person who is serving or who has served as a director of the Association shall be personally liable to the Association or any of its members for monetary damages for breach of duty as a director, except for liability with respect to (i) acts or omissions that the director at the time of such breach knew or believed were clearly in conflict with the best interests of the Association, (ii) any transaction from which the director derived an improper personal benefit or (iii) 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 a director's reasonable compensation or other reasonable incidental benefit for or on account of his service as a director, 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 13. Amendments. These Articles may be amended only upon a resolution duly adopted by the Board of Directors, the affirmative vote of members holding at least two-thirds (2/3) of the total Association vote, and the consent of Declarant, so long as Declarant owns any property subject to the Declaration or which Declarant may unilaterally subject to the Declaration. No amendment of these Articles shall be in conflict with the Declaration.

Article 14. Dissolution. The Association may be dissolved in accordance with North Carolina General Statutes §55A-14-02, upon approval of a plan of dissolution meeting the requirements of North Carolina General Statutes §55A-14-03 by the Board of Directors and members entitled to cast at least two-thirds (2/3) of the total Association vote and, during the Development and Sale Period, the written consent of the Declarant. In such event, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Association, distribute any remaining assets of the Association in accordance with the plan of dissolution so approved, as provided in North Carolina General Statutes §55A-14-03(a)(3).

Article 15. Principal Office. The street address and county of the principal office of the Association is 227 West Trade Street, Suite 800, Charlotte, Mecklenburg County, North Carolina 28202. The mailing address the same.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this the 13th day of April, 2004, to be effective upon filing with the Department of the Secretary of State for the State of North Carolina.


Dean Barberree, Incorporator


Address of Incorporator:

227 West Trade Street, Suite 800
Charlotte, North Carolina 28202

STATE OF NORTH CAROLINA
COUNTY OF Union

I, Theresa Bishop, a Notary Public for said County and State, do hereby certify that Dean Barberree personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal, this the 13th day of April, 2004


Notary Public

My commission expires: May 1, 2008

5112.16/Auburn Place/A1s/041204/jps