STATE OF 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
WINDWARD ASSOCIATION

the original of which was filed in this office on the 5th *day of* October, 1998.

IN WITNESS WHEREOF, *I have hereunto set my hand and affixed my official seal at the City of Raleigh, this* 5th *day of* October, 1998.

Elaine F. Marshall

Secretary of State

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ELAINE F MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION

OF

WINDWARD ASSOCIATION

In compliance with the requirements of Chapter 55A of the General Statutes of North Carolina, the undersigned incorporator, who is a resident of Halifax County, North Carolina, and is of full age, has this day voluntarily formed a nonprofit corporation and does hereby certify:

ARTICLE I

NAME

The name of the corporation is WINDWARD ASSOCIATION, hereinafter called the "Association."

ARTICLE II

REGISTERED OFFICE

The principal and registered office of the Association is located at 928 Roanoke Avenue, Roanoke Rapids, Halifax County, North Carolina 27870.

ARTICLE III

REGISTERED AGENT

Bradley A. Elliott, whose address is 928 Roanoke Avenue, Roanoke Rapids, Halifax County, North Carolina 27870, is hereby appointed the initial registered agent of the Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and control of the streets and roads and recreation areas within those certain tracts or properties shown as

Windward Shores Subdivision on those certain plats thereof which are recorded in Map Book 25, page 17B (Section I), Map Book 26, page 22 (Section II), Map Book 26, page 63 (Section III) and Map Book 30, page 74 (Section IV), of the Northampton Public Registry, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration, hereinafter called the "Declaration", applicable to the property and recorded in Book 674, page 836, Northampton Public Registry, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office 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;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) to borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) to dedicate, sell or transfer all or any part of said streets or roads to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; and

(f) to have and to exercise any and all powers, rights and privileges which a corporation organized under the North Carolina Nonprofit Corporation Act by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

The Association shall have one class of voting membership which shall consist of the owner of each residential lot. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Association shall be managed initially by a board of three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association to not more than seven (7) directors. The incorporator shall hold an organizational meeting at which the original three directors shall be appointed by the incorporator.

At the first annual meeting, the members shall elect one-third of the directors for a term of one (1) year, one-third of the directors for a term of two (2) years, and the balance of the directors for a term of three (3) years and at each annual meeting thereafter the members shall elect directors for a term of three (3) years to replace those whose terms have expired.

ARTICLE VII

DISSOLUTION

The Association may be dissolved with the assent of two-thirds (2/3) of each class of members. Upon dissolution or the Association, the assets shall be distributed as follows:

(a) All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision therefor.

(b) Other assets, if any, shall be distributed to the owners of the lots as of the time of distribution based upon the proportion of annual assessments which was paid on account of each lot to the Association throughout the history of the Association as compared to the total amount of annual assessments which has been received by the Association on account of all lots throughout the history of the Association.

ARTICLE VIII

DURATION

The corporation shall exist perpetually.

ARTICLE IX

INCORPORATOR

The incorporator is Bradley A. Elliott. His street address is 928 Roanoke Avenue, Roanoke Rapids, Halifax County, North Carolina, and his mailing address is P. O. Drawer M, Roanoke Rapids, NC 27870.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five (75) percent of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of North Carolina, I, the undersigned incorporator of this Association, have executed these Articles of Incorporation, this the 30th day of September, 1998.

Bradley A. Elliott

Bradley A. Elliott, incorporator