

ARTICLES OF INCORPORATION

OF

SI 301 5288

BAY POINTE HOMEOWNERS ASSOCIATION, INC.

A NON-PROFIT CORPORATION

I, the undersigned natural person of the age of eighteen years or more, do hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act", and the several amendments thereto, and to that end do hereby set forth:

1. The name of the corporation is BAY POINTE HOMEOWNERS ASSOCIATION, INC. (hereinafter called the "Association").

2. The period of duration of the Association shall be perpetual.

3. The purpose or purposes for which the Association is organized

are

- (a) This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed are to provide for the administration, maintenance and management of the community and facilities known as "Bay Pointe" (the "Community") according to that certain "Declaration of Covenants, Conditions and Restrictions" dated October 16, 1991 (the "Declaration"), as same may be amended or supplemented from time to time, covering and regarding that certain tract(s) or parcel(s) of land described as:

All that certain parcel or parcels of land shown on a plat or plats entitled "Bay Pointe" which may or will be recorded from time to time in the Office of the Register of Deeds of Catawba County, North Carolina, reference to which is hereby made,

and to promote the health, safety and welfare of the residents within the Community;

- (b) To exercise all the powers and privileges and to perform all the duties and obligations of the Association as set forth in the Declaration, applicable to the properties mentioned above and recorded or to be recorded in the

Office of the Register of Deeds of Catawba County, North Carolina, and as the same may be amended or supplemented from time to time as therein provided, the Declaration being incorporated herein as if set forth in its entirety;

- (c) To fix, levy, collect and enforce payment by any lawful means, all charges, assessments, or common expenses pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property(ies) maintained and managed by the Association;
- (d) To have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation laws of the State of North Carolina may now or hereafter have or exercise.

4. The Association shall have members which shall consist solely of the owners of Lots or Living Units (as defined in the Declaration) in the property or properties described in the Declaration, and membership in the Association may be transferred only as an incident to the transfer of the owner's interest in a Lot or Living Unit constituting a portion of The Properties described in the Declaration, and any such transfer shall be subject to the procedures and matters set forth in the Declaration and other documents referred to therein.

5. The directors of the Association shall be elected by the members and in the manner provided by the bylaws.

6. No part of the net income or net earnings of the Association shall inure to the benefit of any officer, director or member of the Association; upon dissolution of this Association the assets thereof shall, after all of its liabilities and obligations have been discharged or adequate provision made therefor, be distributed to any corporation(s), organization(s) or association(s) organized for the purposes or engaged in activities substantially

similar to those set forth in Article 3 hereinabove, all as more particularly may be provided in the bylaws of the Association.

7. Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willfull misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

8. The address of the initial registered office of the Association is as follows:

c/o Turnpike Properties, Inc.
710-G Coliseum Drive
Forsyth County
Winston-Salem, North Carolina 27106

The name of its initial registered agent at such address is William E. Hollan, Jr.

9. The initial Board of Directors of the Association shall consist of the following:

William E. Hollan, Jr.
710-G Coliseum Drive
Winston-Salem, N.C. 27101

Richard F. Simpson
205 Heatherton Way
Winston-Salem, N.C. 27101

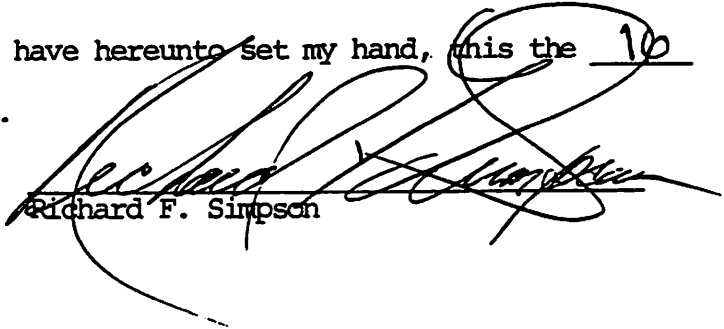
Stephen G. Calaway
538 N Trade Street
Winston-Salem, NC 27101

who shall hold office and exercise all powers of the Board until the first membership meeting, or until the election of their successors, as provided in the bylaws.

10. The name and address of the incorporator is:

Richard F. Simpson
205 Heatherton Way
Winston-Salem, NC 27104

IN TESTIMONY WHEREOF, I have hereunto set my hand, this the 16
day of Oct, 1991.

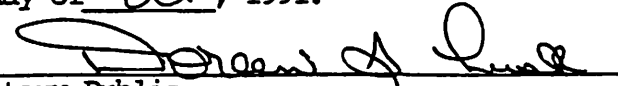

Richard F. Simpson

STATE OF NORTH CAROLINA)
)
COUNTY OF FORSYTH)

This is to certify that on the 16 day of Oct, 1991,
before me, a Notary Public personally appeared Richard F. Simpson, who I
am satisfied is the person named in and who executed the foregoing
Articles of Incorporation, and I having first made known to him the
contents thereof, he did acknowledge that he signed and delivered the
same as his voluntary act and deed for the uses and purposes therein
expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my
official seal, this the 16 day of Oct, 1991.

NOTARY PUBLIC, NORTH CAROLINA
DOREEN S. LUSK
COUNTY OF FORSYTH


Notary Public

My Commission Expires
My Commission Expires:
3/22/92