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ARTICLES OF INCORPORATION  
OF  
BROOKSIDE GARDENS HOMEOWNERS' ASSOCIATION, INC.  
A NON-PROFIT CORPORATION

In compliance with the requirements of Chapter 55A of the General Statutes of North Carolina, the undersigned resident of New Hanover County, North Carolina, who is of full age, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I.

**Corporate Name.** The name of the Corporation is BROOKSIDE GARDENS HOMEOWNERS' ASSOCIATION, Inc. hereinafter called the Corporation or the Association.

ARTICLE II.

**Duration.** The period of duration of the Corporation shall be perpetual.

ARTICLE III.

**Registered Office and Agent.** The principal and initial registered office of the Corporation is located at 3013 Sunny Branch Drive, Wilmington County, Wilmington, North Carolina 28411; and the name of the initial registered agent of the Corporation at such address is Robin G. Tinney.

ARTICLE IV.

**Corporate Purposes.** This Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for the maintenance, management, preservation and architectural control of that certain property known as Brookside Gardens shown and described on the plat thereof recorded or to be recorded in the Office of the Register of Deeds of New Hanover County, North Carolina, and any additions thereto which may be brought within the jurisdiction of the Corporation; and to promote the health, safety and welfare of the Lot Owners, and for these purposes:

(A) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation set forth in that certain Declaration of Covenants, Conditions and Restrictions for Brookside Gardens (the "Declaration"), which is recorded or will be recorded in the Office of the Register of Deeds of New Hanover County, North Carolina, 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 (all capitalized terms herein shall have the meaning defined in the Declaration);

(B) To fix, levy, collect and enforce payment by any lawful means of all Assessments and other charges pursuant to the terms of the Declaration; to pay all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

(C) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, 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 Corporation;

(D) To borrow money, 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 the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members;

(F) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes;

(G) To annex Additional Properties to the Development as provided in the Declaration; and

(H) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of North Carolina by law may now or hereafter have or exercise.

#### ARTICLE V.

**Membership.** Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot, including contract sellers, shall be a Member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

#### ARTICLE VI.

**Voting Rights.** The Corporation shall have two classes of voting memberships:

*Class A.* Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. 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, among themselves, determine but in no event shall

more than one vote be cast with respect to any Lot. Fractional voting with respect to any Lot is hereby prohibited.

*Class B.* The Class B Member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

(a) When the total vote outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) On December 31, 2005; or

(c) Upon the voluntary surrender of all Class B membership by the holder thereof.

#### ARTICLE VII.

**Initial Board of Directors.** There shall be two (2) Directors on the initial Board of Directors whose names and addresses are as follows and who shall serve until their successors are selected and qualified:

Robin G. Tinney - 3013 Sunny Branch Drive  
New Hanover County  
Wilmington, NC 28411

Robert Weinbach - 1901 London Lane  
New Hanover County  
Wilmington, NC 28405

#### ARTICLE VIII.

**Incorporator.** The name and address of the incorporator of this Corporation is:

Robin G. Tinney  
3013 Sunny Branch Drive  
New Hanover County  
Wilmington, NC 28411

#### ARTICLE IX.

**Dissolution of the Association.** In the event of dissolution of the Association, the residual assets of the Association will be dedicated to a public body or conveyed to

one or more organizations with purposes similar to those of the Association which are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE X.

**Amendment.** These Articles of Incorporation may be amended only upon the vote of not less than two-thirds (2/3) of the members of each class.

ARTICLE XI.

**HUD/VA Approval.** If HUD or VA has approved the making, insuring or guaranteeing of loans within the Development, then annexation of Additional Property, mergers and consolidations, mortgaging of Common Areas, dissolution of the Association and Amendment of these Articles or the Corporation's Bylaws requires the prior approval of HUD/VA so long as there is Class B members.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of North Carolina, I, the undersigned, being the incorporator of this Corporation, have executed these Articles of Incorporation this the 19 day of November, 2001.

Robin G. Tinney  
ROBIN G. TINNEY, INCORPORATOR

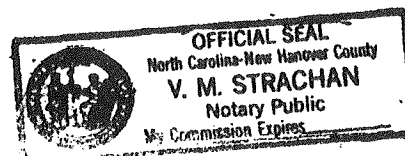
STATE OF NORTH CAROLINA  
COUNTY OF NEW HANOVER

This is to certify that on this 19 day of November, 2001, before me, V. M. Strachan a Notary Public, personally appeared Robin G. Tinney 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, she did acknowledge that she signed and delivered the same as her voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal, this the 19 day of November, 2001.

V. M. Strachan  
Notary Public

My commission expires: 2-20-2006  
(SEAL)



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Date Filed: 7/10/2001 8:23 AM  
Elaine F. Marshall  
North Carolina Secretary of State

ARTICLES OF ORGANIZATION  
OF  
BROOKSIDE GARDENS, LLC

Pursuant to 57C-2-20 of the General Statutes of North Carolina, the undersigned hereby submits these Articles of Organization for the purpose of forming a limited liability company.

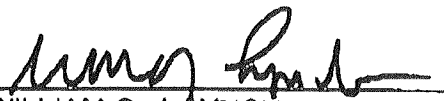
1. The name of the limited liability company is: BROOKSIDE GARDENS, LLC
2. The latest date on which the limited liability company is to dissolve is: December 31, 2061.
3. The name and address of each organizer executing the articles of organization are as follows:

William O. J. Lynch  
P. O. Drawer 2178 (New Hanover County)  
Wilmington, NC 28402

4. The street address and county of the initial registered office of the limited liability company is 1901 London Lane, Wilmington, NC 28405 (New Hanover County)
5. The mailing if different from the street of the initial registered office is: same.
6. The name of the initial registered agent is: Robert Weinbach
7. All of the members by virtue of their status as members shall be managers of this limited liability company.
8. The name and address of each member of the limited liability company is:

Terra Holding Co., Inc. 2905 Market Street Wilmington, NC 28403 (New Hanover County)	Premier Homes & Land, Inc. 1901 London Lane Wilmington, NC 28405 (New Hanover County)
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9. These articles will be effective upon filing.

This the 6 day of July, 2001.

  
WILLIAM O. J. LYNCH  
Organizer