

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

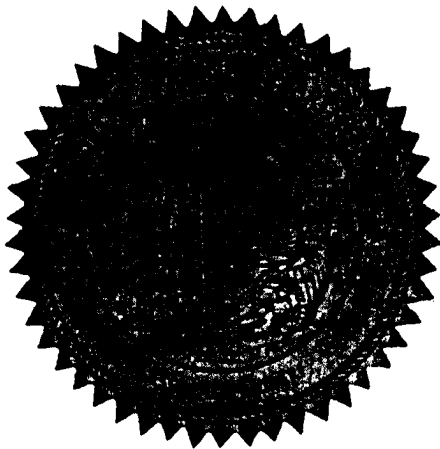
ARTICLES OF AMENDMENT

OF

COVIL ESTATES AMENITIES, INC.
WHICH CHANGED ITS NAME TO:
COVIL ESTATES AMENITIES COMMON AREA, INC.

the original of which was filed in this office on the 22nd day of July, 1999.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 22nd day of July, 1999.



Elaine F. Marshall

Secretary of State

STATE OF NORTH CAROLINA

COUNTY OF NEW HANOVER

93 270 9008

ARTICLES OF INCORPORATION OF

COVIL ESTATES AMENITIES, INC.

A NONPROFIT CORPORATION

FILED
9:00 AM

SEP 24 1993

EFFECTIVE
RUFUS L. EDMISTEN
SECRETARY OF STATE
NORTH CAROLINA

In compliance with the requirements of Chapter 55A of the General Statutes of North Carolina, the undersigned who is a resident of New Hanover County, North Carolina, and who is of the age of eighteen years or more does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a nonprofit corporation and does hereby certify:

ARTICLE I

The name of the corporation is COVIL ESTATES AMENITIES, INC., hereinafter called the corporation or the association.

ARTICLE II

The period of the duration of the corporation shall be perpetual.

ARTICLE III

The initial registered office of the corporation in the State of North Carolina is located at 7208 Wrightsville Avenue, Wilmington, New Hanover County, North Carolina 28403; and the name of the initial registered agent of the corporation at such address is DALLAS L. HARRIS.

ARTICLE IV

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 ownership, operation, maintenance, management, and preservation of the amenities provided for the use of lot owners at Key Colony at Covil Estates and Snug Harbour at Covil Estates and additional subdivisions at Covil Estates as they may be established in the future, which include a clubhouse, tennis courts and a swimming pool and common area and appurtenances relating thereto, and to promote the health, safety and welfare of its members.

1. To exercise all of the powers and privileges and to perform all of the duties and obligations set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to all of the property therein described 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;
2. To pay all expenses in connection therewith and 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;
3. 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;
4. 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;
5. 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;
 6. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes;
 7. To make contracts with Snug Harbour at Covil Estates HOA, Inc. and Key Colony at Covil Estates HOA, Inc. and other subdivision homeowners' associations at Covil Estates, which provide for the payment by those associations of sufficient funds from assessments collected from their respective members to fund the budget of this corporation;
 8. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act of the State of North Carolina 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 in Snug Harbour at Covil Estates or Key Colony at Covil Estates and is a member in good standing of one of those homeowners' associations as well as record owners of fees or undivided fee interest in lots in other subdivisions of Covil Estates who are members in good standing of those subdivisions' homeowners' associations, 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 which is subject by the Declaration of Covenants, Conditions and Restrictions of Snug Harbour at Covil Estates, recorded in Book 1667, Page 637, of the New Hanover County Registry, as amended, and to the Declaration of Covenants, Conditions and Restrictions of Key Colony at Covil Estates, recorded in Book 1667, Page 623, and the Declarations of other subdivisions in Covil Estates of the New Hanover County Registry to assessments by the corporation.

ARTICLE VI

Voting Rights: All members, including Declarant, shall have one vote in the affairs of the Association for each membership owned. When more than one person holds an interest in any membership, the vote for such membership shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Board of Directors: The affairs of this corporation shall be managed by a Board of Directors, consisting of one (1) director from the membership of each homeowners' association established in Covil Estates and one director designated by the developer of Covil Estates, Dallas Harris Real Estate-Construction, Incorporated, its successors or assigns. The right of the developer to appoint a director shall terminate when the developer has sold 75% of the lots in Covil Estates or on October 1, 1997, whichever occurs first. The directors shall be elected by the members as provided in the By-Laws of the corporation. Until the first annual meeting of members, or until their successors are otherwise selected and qualified, there shall be three (3) Directors who need not be members of the corporation and whose names and addresses are as follows:

NAME

ADDRESS

Dallas L. Harris

7208 Wrightsville Avenue
New Hanover County
Wilmington, NC 28403

Wanda B. Harris

7208 Wrightsville Avenue
New Hanover County
Wilmington, NC 28403

Faydene S. Corbett

7208 Wrightsville Avenue
New Hanover County
Wilmington, NC 28403

ARTICLE VII

Amendment: These Articles shall not be amended without the approval of at least two thirds (2/3) of the members.

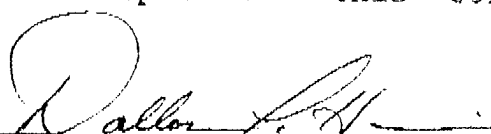
ARTICLE VIII

Dissolution: The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

Incorporator: The name and address of the incorporator is Dallas L. Harris, 7208 Wrightsville Avenue, Wilmington, New Hanover County, North Carolina 28403.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the States of North Carolina, I, the undersigned being the incorporator of the corporation, have executed these Articles of Incorporation this 23rd day of September, 1993.

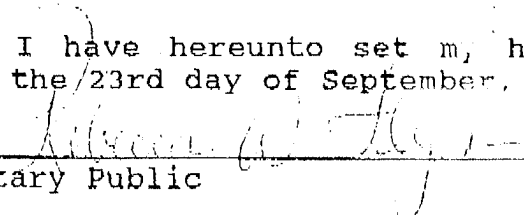


DALLAS L. HARRIS, INCORPORATOR (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, REBECCA W. FLYNN, Notary Public in and for aforesaid county and state, do hereby certify that DALLAS L. HARRIS, Incorporator, who, I am satisfied is the person named in and who executed the foregoing ARTICLES OF INCORPORATION OF COVIL ESTATES AMENITIES, INC., and I having first made known to him the contents thereof, that he acknowledged that he signed and delivered the same as his voluntary act and deed for the use and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal, this the 23rd day of September, 1993.



Notary Public

My commission expires: 10/25/94.

(Notarial Seal)