



# NORTH CAROLINA

## Department of the Secretary of State

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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

**AUTUMNWOOD HOMEOWNERS ASSOCIATION, INC.**

the original of which was filed in this office on the 18th day of March, 2021.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 18th day of March, 2021.

*Elaine F. Marshall*

Secretary of State

**ARTICLES OF INCORPORATION  
OF  
AUTUMNWOOD HOMEOWNERS ASSOCIATION, INC.**

In compliance with the provisions of Chapter 55A of the General Statutes of North Carolina, I am a natural person, over the age of eighteen (18) and I hereby submit these Articles of Incorporation for the purpose of forming a not for profit corporation. In furtherance thereof, I hereby certify:

**ARTICLE I  
NAME**

The name of the Corporation is: **AUTUMNWOOD HOMEOWNERS ASSOCIATION, INC.**, hereinafter called the "Association."

**ARTICLE II  
PRINCIPAL OFFICE**

The Association's initial principal location and mailing address is at 2557 Ravenhill Drive, Ste 1C, Fayetteville, North Carolina 28303.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The Association's initial registered agent is Radford Brown, Southeastern HOA Management. The initial registered agent's mailing and office address is 2557 Ravenhill Drive, Ste 1C, Fayetteville, North Carolina 28303.

**ARTICLE IV  
INCORPORATOR**

The incorporator shall perform the ministerial function of signing and submitting the Articles of Incorporation to the Office of the Secretary of State. The name and address of the incorporator is Natasha M. Barone, 4317 Ramsey Street, Fayetteville, North Carolina 28311.

**ARTICLE V  
DURATION**

The duration of the Association is perpetual.

**ARTICLE VI  
PURPOSE**

The purpose for which the Association is organized is to engage in all lawful activities for which corporations may be organized under Chapter 55A of the North Carolina General Statutes, including, but not limited to the following: managing and protecting the interest and common property of the property owners of the Autumnwood development in Lee County, North Carolina; enforce and exercise all rights

contained in the Declaration of Covenants, Conditions, and Restrictions for Westfall Subdivision, recorded in Book 1210, at Page 279 of the Lee County Registry (the "Declaration") and as amended in Book 1369, at Page 387 and in Book 1553, at Page 613 of the Lee County Registry and as may be amended from time to time as therein provided; fix, levy, collect, and enforce payment by any lawful means, all assessments, fees, and charges pursuant to the terms of the Declaration; and fulfill its obligations and enforce its rights as set forth in Chapter 47F of the North Carolina General Statutes.

In order to prosecute the Association's purposes and objectives set forth above, the Association shall have full power and authority to purchase, lease, and otherwise hold, acquire, mortgage, convey, and otherwise dispose of all kinds of property, both real and personal, both in this State and in all other states, territories, and dependencies of the United States, and generally to perform all acts that may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the Association is created.

The Association is organized and shall be operated exclusively as a not for profit homeowners association.

## **ARTICLE VII MEMBERSHIP**

The Association shall have two (2) classes of members:

Class A Members: Class A Members consist of every person, group of persons, or entity that is a record Owner of a fee interest in any Lot within the Autumnwood community located in Lee County, North Carolina as identified in the Declaration and all present and future amendments thereto. However, persons or entities whose interest in any Lot is solely a security interest for the performance of an obligation shall not be a Member; and

Class B Members: During the Development Period, as defined by the Declaration and all amendments thereto, the Declarant shall be a Class B Member. At the expiration of the Development Period, Class B Membership shall cease and be converted to Class A Membership.

## **ARTICLE VIII VOTING RIGHTS**

All Members shall have one vote for each lot owned by the Member. In the event that more than one person, group of persons, or entities is the record owner of a fee interest in a Lot, said persons and/or entities have only one (1) vote amongst them per Lot and shall agree amongst themselves regarding any such vote. In the event that agreement is not reach, the vote attributable so said Lot shall not be cast.

## **ARTICLE IX STOCK**

The Association is not required to have any capital stock.

**ARTICLE X**  
**INITIAL BOARD OF DIRECTORS**

The Association shall be managed by a Board of at least two (2) directors. The number of directors may be changed by amendment of the Association's By-Laws. The names and addresses of the persons who are to serve as the Initial Directors are as follows:

Brian Walker  
2919 Breezewood Avenue, Suite 400  
Fayetteville, NC 28303

Rodney Baker  
2919 Breezewood Avenue, Suite 400  
Fayetteville, NC 28303

**ARTICLE XI**  
**DISSOLUTION**

During the Development Period, as defined by the Declaration and all amendments thereto, the Association can only be dissolved by agreement of owners of Lots to which eighty percent (80%) of the votes of the Association are allocated and with the consent of the Declarant. After the Development Period, the Association can only be dissolved by agreement of owners of Lots to which eighty percent (80%) of the votes of the Association are allocated.

In the event of dissolution of the Association, no director or officer shall be entitled to any distribution or division of its remaining property or its proceeds. After payment of all debts and obligations of the Association, the balance of all money and other property received by the Association, from any source, shall be disposed of exclusively for the benefit of the Association or distributed to an entity or entities whose purposes are substantially similar to the Association's and within the intent of Section 528 of the Internal Revenue Code of 1986 (the "Code"), or for charitable, educational, religious, or scientific purposes to an exempt organization(s) qualified under section 501(c)(3) of the Code, as the Board of Directors shall determine.

**ARTICLE XII**  
**PROHIBITED ACTIVITIES**

No part of the earnings and profits of the Association shall inure to the benefit of, or be distributable to the Association's directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI hereof. No substantial part of the activities of the Association shall be used for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are tax deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

**ARTICLE XIII  
TAX EXEMPT STATUS**

The Association shall have all of the powers vested in nonprofit corporations by the laws of the State of North Carolina. The Association elects tax-exempt status under § 528 of the Internal Revenue Code of 1986 and shall not engage in any activities or exercise any powers that would disqualify it from qualifying as a nonprofit corporation under § 528 of the Internal Revenue Code of 1986, as it now exists or may be amended in the future. Further, no distributions of income shall be made to the Association's Members, directors or officers, except that Members may receive a rebate of any excess dues and/or assessments previously paid.

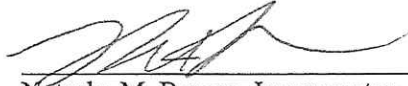
**ARTICLE XIV  
PERSONAL LIABILITY OF DIRECTORS**

The personal liability of each director of the Association is hereby eliminated to the fullest extent that elimination thereof is permitted by North Carolina General Statutes §55A-8-60 and all other applicable provisions of the NORTH CAROLINA NONPROFIT CORPORATION ACT, as the same now exists or may hereafter be amended.

**ARTICLE XV  
EFFECTIVE DATE**

The effective date of the incorporation shall be the date these Articles of Incorporation are filed in the Office of the Secretary of State of North Carolina

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 11<sup>th</sup> day of March, 2021.

BY:  (SEAL)  
Natasha M. Barone, Incorporator