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ARTICLES OF INCORPORATION
OF

BRETT COURT HOMEOWNERS ASSOCIATION, INC.
EFFECTIVE
JANICE H. FAULKNER
SECRETARY OF STATE
NORTH CAROLINA

0-0397845

FILED

1:10 PM
JUN 03 1996

The undersigned, being of the age of eighteen years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under and by virtue of Chapter 55A of the General Statutes of North Carolina and the laws of the State of North Carolina.

ARTICLE I

NAME

The name of the corporation is BRETT COURT HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

DURATION

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSES AND POWERS

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 residence Lots and Common Area, if any, within that certain tract of property consisting of Lots 3, 4, 5, 6, 8, 9, and 10 as per plat entitled "A Zero Lot Line Subdivision of Lots 58 through 61 Haymount Heights", said plat being recorded in the Cumberland County, North Carolina, Registry, and said tract of property being located in Cross Creek Township, Cumberland County, North Carolina, 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 Association for 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 of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Register of Deeds of Cumberland County, North Carolina, and 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 of governmental charges levied or imposed against the property, if any, of the Association;

(c) 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 Association;

(d) 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) dedicate, sell or transfer all or any part of the Common Area, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) 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 IV

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. 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 to assessment by the Association.

ARTICLE V
VOTING RIGHTS

The Association shall have two classes of voting membership:

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 determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant and shall be entitled to two (2) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) on May 1, 1999.

ARTICLE VI
DIRECTORS

The affairs of this Association shall be managed 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. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

NAME	ADDRESS
GEORGE M. ROSE	124 Bryce Creek Lane Fayetteville, North Carolina 28303
ANN B. ROSE	124 Bryce Creek Lane Fayetteville, North Carolina 28303
TERRY G. CICCONE	310 Stonebrook Place Fayetteville, North Carolina 28305

At the first annual meeting the members shall elect one [1] director for a term of one [1] year, one [1] director for a term of two [2] years and one [1] director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

ARTICLE VII

DISSOLUTION

The Association 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 Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association 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 VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

To the fullest extent permitted by North Carolina General Statutes Sections 55A-8-51, 55A-8-52 and 55A-8-53 and all other applicable provisions of the NONPROFIT CORPORATION ACT, as the same now exists or may hereafter be amended, the Association shall indemnify all persons serving as officers or directors of the Association, or in both such capacities, against all liability and litigation expense, including but not limited to reasonable attorneys' fees, arising out of their status as such or their activities in any of the foregoing capacities, regardless of when such status existed or activity occurred and regardless of whether or not they are officers or directors of the Association at the time such indemnification is sought or obtained. Without limiting the generality of the foregoing indemnity, such persons may also recover from the Association all reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights to indemnification granted by this Article. The provisions of this Article are in addition to and not in limitation of the power of the Association with respect to, and the rights of any officer, director, employee or agent of the Association to receive the benefits of, any other or further indemnification, insurance, elimination of liability or other right or benefit which is either required by the NONPROFIT CORPORATION ACT or permitted

thereby and duly adopted by the Association in accordance therewith.

ARTICLE IX

PERSONAL LIABILITY OF OFFICERS AND DIRECTORS

The personal liability of each officer and director of the Association is hereby eliminated to the fullest extent that elimination thereof is permitted by North Carolina General Statutes Sections 55A-8-56 and 55A-8-57, and all other applicable provisions of the NONPROFIT CORPORATION ACT, as the same now exists or may hereafter be amended.

ARTICLE X

TAX STATUS

The Association shall have all the powers granted non-profit corporations under the laws of the State of North Carolina. Notwithstanding any other provision of these Articles, this Association hereby elects tax-exempt status under Section 528 of the Internal Revenue Code of 1986. This Association shall not carry on any activities prohibited by a corporation electing tax-exempt status under Section 528, or any corresponding sections or provisions of any future United States Internal Revenue law. It is further provided that no distributions of income of the Association are to be made to members, directors or officers of the Association; provided, however, that members of the Association may receive a rebate of any excess dues and assessments previously paid.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five [75%] percent of the entire membership.

ARTICLE XII

REGISTERED OFFICE AND AGENT (AND PRINCIPAL OFFICE)

The address of the initial registered office of the Association in the State of North Carolina is 124 Bryce Creek Lane, Fayetteville, Cumberland County, North Carolina 28303; and the name of its initial registered agent at such address is GEORGE M. ROSE. The principal office is located at 124 Bryce Creek Lane, Fayetteville, Cumberland County, North Carolina 28303 and the mailing address is P.O. Box 53441, Fayetteville, N.C. 28305.

ARTICLE XIII
INCORPORATOR

The name and address of the incorporator is GEORGE M. ROSE, 124 Bryce Creek Lane, Fayetteville, Cumberland County, North Carolina 28303.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 13th day of May, 1996.

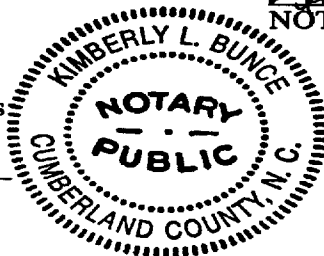
George M. Rose (SEAL)
GEORGE M. ROSE, Incorporator

NORTH CAROLINA
CUMBERLAND COUNTY

I, a Notary Public for said County and State, do hereby certify that GEORGE M. ROSE personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal this 13th day of May, 1996.

My commission expires
May 17, 1999



Kimberly L. Bunce
NOTARY PUBLIC

State of North Carolina
Department of Secretary of State

ARTICLES OF AMENDMENT
NONPROFIT CORPORATION

Pursuant to Section 55A-10-05 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

1. The name of the corporation is: BRETT COURT HOMEOWNERS ASSOCIATION, INC.
2. The text of each amendment adopted is as follows:

Article V, Voting Rights. The provisions for Class B members is deleted in its entirety and the following is substituted in lieu thereof:

Class B. The Class B member(s) shall be the Declarant and shall be entitled to two (2) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal to the total votes outstanding in the Class B membership, or
- (b) on January 1, 2012.

3. The date of adoption of each amendment was as follows: August 15, 2006.

4. (Check either a, b, and/or c, as applicable)

a. ___ The amendment(s) was (were) duly approved by a sufficient vote of the board of directors or incorporators, and member approval was not required because *(set forth a brief explanation of why member approval was not required)* _____

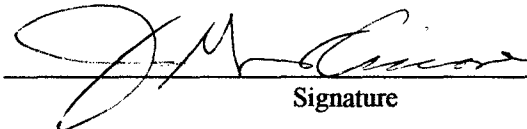
b. X The amendment(s) was (were) approved by the members as required by Chapter 55A.

c. ___ Approval of the amendment(s) by some person or persons other than the members, the board, or the incorporators was required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.

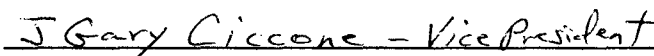
5. These Articles will be effective upon filing, unless a date and/or time is specified: _____

This the 22nd day of August, 2006.

BRETT COURT HOMEOWNERS ASSOCIATION, INC.

A handwritten signature in dark ink, appearing to read "J. Gary Ciccone", written over a horizontal line.

Signature

A handwritten name and title in dark ink, reading "J. Gary Ciccone - Vice President", written over a horizontal line.

Type or Print Name and Title