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Elaine F. Marshall
North Carolina Secretary of State
C2022 298 01628

ARTICLES OF INCORPORATION

OF

HIGHLAND RIDGE HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 55-A of the North Carolina General Statutes, the undersigned, a natural person of full age, has this day executed these Articles of Incorporation for the purpose of forming a nonprofit corporation and hereby certifies:

ARTICLE I

The name of the corporation is **Highland Ridge Homeowners Association, Inc.** (hereinafter called the "Association").

ARTICLE II

The principal and registered office of the Association is located at **3340 Gillespie Street, Fayetteville, Cumberland County, NC 28306.**

ARTICLE III

CT Corporation System whose address is **160 Mine Lake Court, Suite 200, Raleigh, Wake County, NC 27615** is hereby appointed the initial registered agent of the Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the Members thereof and no part of the Association's net income shall inure to the benefit of any of its Officers, Executive Board members or Members or any other private individual. The purposes and objects of the Association shall be to provide for administration, maintenance, preservation and architectural control of the Lots and Common Elements within that certain tract of property described as follows:

ALL those certain pieces, parcels or tracts of land situate, lying and being in the St. Pauls Township, County of Robeson, State of North Carolina, shown on the plat entitled "Revised Major Subdivision Plat of Highland Ridge Subdivision" recorded on September 6, 2022, in Plat Book M60, Page 111 of the Office of the Register of Deeds of Robeson County, North Carolina (the "Properties");

and to promote the health, safety and welfare of the residents within the above described property, in accordance with the terms and conditions of that certain Declaration of Covenants, Conditions and Restrictions for Highland Ridge Subdivision (hereinafter called the "Declaration") now or hereafter made applicable to the Properties and recorded or to be recorded in the Office of the Register of Deeds of Robeson County, North Carolina, and as the same may

be amended from time to time as therein provided, the Declaration being incorporated herein as if set forth at length (unless otherwise defined, capitalized terms shall have the same meaning as set forth in the Declaration), and 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 the Declaration.
- (b) fix, levy, collect and enforce payment of, 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 or governmental charges levied or imposed against the property 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 in accordance with the terms and conditions of the Declaration, 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 or transfer non-exclusive easements on, over and upon all or any part of the Common Elements for such purposes and subject to such conditions as may be agreed to by the Association's Executive Board; provided, however, no such dedication or transfer shall be effective unless an instrument executed on behalf of the Association by its duly authorized Officers, agreeing to such dedication or transfer, has been recorded.
- (f) pursuant to Section 47F-3-112 of the Planned Community Act and upon approval of the Members as required by the Declaration, to dedicate or transfer fee title to all or any part of the Common Elements for such purposes and subject to such conditions as may be agreed to by the Members consenting to such dedication or transfer; provided, however, during Declarant's Development Period (as defined in the Declaration), Declarant (as defined in the Declaration), must also consent to such action and, further provided that no such dedication or transfer shall interfere with or obstruct utility service to, or ingress, egress and regress to or from, the Lots or any remaining Common Elements or cause any Lot or any remaining Common Elements to fail to comply with applicable laws, regulations or ordinances.
- (g) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes provided that any such merger or consolidation shall have the assent of the Members entitled to cast at least two-thirds (2/3) of all outstanding votes.

(h) 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

The qualification of the Members and the manner of their admission to Membership and termination of such Membership shall be as follows:

1. All Owners shall be Members of the Association, and no other person or entity shall be entitled to Membership.
2. Membership shall be established by the acquisition of fee title to a Lot, or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the Membership of any party shall be automatically terminated upon such party being divested of all title to or such party's entire fee ownership interest in any Lot, except that nothing herein contained shall be construed as terminating the Membership of any party who may own two or more Lots, or who may own a fee ownership interest in two or more Lots, so long as such party shall retain title to or a fee ownership interest in any Lot.
3. The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to such Member's Lot. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the Membership and for the purposes authorized herein, in the Declaration and in the Bylaws which may be hereafter adopted.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A: The Class A Members shall be every person or entity who or which 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, except for a Declarant, during any Period of Declarant Control. Class A Members shall be entitled to one (1) vote for each Lot owned.

Class B: Declarant shall be the Class B Member and a Declarant shall be entitled to three (3) votes for each lot shown on the "Master Plan," as defined in the Declaration, as developed or to be developed as a part of Highland Ridge Subdivision which has not been conveyed by a Declarant to a Class A Member. 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:

(i) when the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership; however, the Class B membership shall be reinstated if thereafter, and before the time stated in subparagraph (b) below, the Master Plan is amended to add additional lots developed or to be developed as a part of Highland Ridge Subdivision sufficient to give the Class B membership a total number of votes (with the Class B membership entitled to three (3) votes for each lot shown on the Master Plan as developed or to be developed as a part of Highland Ridge Subdivision which has not been conveyed by Declarant or an affiliate of Declarant to a Class A Member) greater than those of the Class A membership; or,

(ii) ten (10) years from the date the Declaration is recorded in the Office of the Register of Deeds, Robeson County, North Carolina.

Except as otherwise provided above, on all matters which the Membership shall be entitled to vote, the Member(s) owning each Lot shall be entitled to one (1) vote. The vote of each Lot may be cast or exercised by the Owner or Owners of each Lot in such manner as may be provided in the Bylaws hereafter adopted by the corporation.

ARTICLE VII

EXECUTIVE BOARD

The affairs of the Association shall be managed by an Executive Board the members of which, during the Period of Declarant Control (as defined in the Declaration) need not be Members of the Association. During any Period of Declarant Control, Declarant shall have the right to appoint all of the members of the Executive Board. Declarant shall from time-to-time notify the Association in writing of the names and addresses of the members of the Executive Board appointed by Declarant. Except as otherwise provided in the Bylaws with respect to the filling of vacancies, any members of the Executive Board which Declarant is not entitled to designate or select shall be elected by the Members of the Association. The number of members of the first Executive Board shall be three (3). The number of Executive Board members on subsequent Boards shall be as set forth in the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Executive Board members until the selection of their successors are:

<u>Names</u>	<u>Addresses</u>
Mike Smith	3340 Gillespie Street Fayetteville, NC 28306
Beth Hunt	6684 Highway 41 N. Lumberton, NC 28358

Tonnie Prevatte

305 Glasgow Drive
Lumberton, NC 28358

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the Members entitled to cast not less than eighty percent (80%) of the votes of the Association; provided, however, the Association may not be dissolved during Declarant's Development Period without Declarant's prior written consent. 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 the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles may be made in any manner provided for in Chapter 55A of the North Carolina Non Profit Corporation Act, provided, however, no amendment purporting to revoke or curtail any right herein conferred to a Declarant shall be effective unless executed by a Declarant, and no amendment relating to the maintenance or ownership of any permanent storm water control measures shall be effective unless reviewed and approved by the governmental office having jurisdiction for watershed protection. In the event of any conflict between these Articles and the Declaration, the provisions of the Declaration shall control.

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ARTICLE XI

INCORPORATOR

The name and address of the incorporator is as follows: Brian W. Byrd, Fox Rothschild LLP/PO Box 21927, Greensboro, Guilford County, North Carolina 27420-1927.
230 N. Elm Street, Greensboro, Guilford County North Carolina 27401

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal, this 25th day of October, 2022.

DocuSigned by:
 _____ (SEAL)
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Brian W. Byrd, incorporator

Brian W. Byrd, Incorporator