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BOOK 2677 PAGE 171

THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

235522

ARTICLES OF INCORPORATION
OF
SANS FAMILLE HOMEOWNERS
ASSOCIATION

In compliance with the requirements of the laws of the State of North Carolina, the undersigned, a resident of Wake County, North Carolina, and of full age, does this day form a corporation not for profit and does hereby certify:

ARTICLE I.

The name of the corporation is SANS FAMILLE HOMEOWNERS ASSOCIATION, hereafter called the "Association".

ARTICLE II.

The principal and initial registered office of the Association is located at 4904 Water's Edge Drive, Raleigh, Wake County, North Carolina.

ARTICLE III.

J. R. Adams whose address is 4904 Water's Edge Drive, Raleigh, North Carolina, is hereby appointed the initial registered agent of this Association.

ARTICLE IV.

PURPOSE AND POWERS OF THE ASSOCIATION.

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 architectural control of the residence Lots and Common Area within that certain tract of property described as:

Sans Famille, Section One, as the same is shown on map recorded in Book of Maps 1978, Page 87, Wake County Registry.

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 by annexation, as provided in Article IX herein, for this purpose. The Association shall have the following general powers and any other impliedly arising therefrom, to be exercised in the manner provided and in conformity with applicable laws, the Declaration hereinafter referred to, the By-laws of the Association, and these Articles:

(a) To 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 Wake 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;

(b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to 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, subject always to the provisions and requirements of the Declaration;

(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 Association, subject always to the provisions and requirements of the Declaration;

(d) To borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, subject always to the provisions and requirements of the Declaration; and

(e) 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

The Adams-Bilt Company, its successors and assigns (the "Declarant") for so long as it shall be record owner of a fee simple title to any Lot, and 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. Ownership of such Lot shall be the sole qualification for membership.

ARTICLE VI.

VOTING RIGHTS.

Section 1. The association shall have two classes of voting membership.

Class A. Class A members shall be all those Owners as defined in Article V with the exception of the Declarant. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article V. When more than one person holds such 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, and no fractional vote may be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant as defined in the Declaration). The Class B member shall be entitled to ten (10) votes for each Lot in which it holds the interest required for membership by Article V, provided that 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 Class A membership equal the total votes outstanding in Class B membership, but provided that the Class B membership shall be reinstated if thereafter and before the time stated in Subparagraph (b) below, such additional lands are annexed to the properties without the assent of Class A members as provided in the Declaration, or

(b) On April 1, 1987.

Section 2. The right of any member to vote may be suspended by the Board of Directors for just cause pursuant to its rules and regulations.

ARTICLE VII.

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than nine (9) 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 and qualification of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
<u>J. R. Adams</u>	<u>4904 Water's Edge Dr., Raleigh, NC 2761</u>
<u>Helen C. Dudley</u>	<u>4904 Water's Edge Dr., Raleigh, NC 2761</u>
<u>Philip C. Warlick</u>	<u>4904 Water's Edge Dr., Raleigh, NC 2761</u>

At the first annual meeting the members shall elect one-third of the directors for a term of one year, one-third of the directors for a term of two years and one-third of the directors for a term of three years; and at each annual meeting thereafter the members shall elect one-third of the directors for a term of three years, and until their successors are elected and qualified.

ARTICLE VIII.

EXCHANGE OF COMMON AREA

The Association, acting through its Board, from time to time may exchange with any member a portion of the Common Area for a portion of the real property owned by such member within Sans Famille Subdivision, provided that the real property acquired by the Association in the exchange: (a) is free and clear of all encumbrances except the Declaration, and easements for drainage, utilities, and sewers; (b) is contiguous to other portions of the Common Area; and (c) has approximately the same area and utility as the portion of the Common Area exchanged. The real property so acquired by the Association shall be a part of the Common Area, and, without further act of the Association or membership, shall be released from any provisions of the Declaration except those applicable to the Common Area. The portion of the Common Area so acquired by the member, without further act of the Association or membership, shall cease to be Common Area and shall be

subject to those provisions of the Declaration that were applicable to the real property conveyed to the Association by the member.

ARTICLE IX.

ANNEXATION OF ADDITIONAL PROPERTIES.

(a) Except as otherwise provided in this Article, annexation of additional property shall require the assent of two-thirds (2/3) of the Class A membership and two-thirds (2/3) of the Class B membership, if any, at a meeting duly called for this purpose, written notice of which shall be sent to all members not less than 30 days nor more than 60 days in advance of the meeting setting forth the purpose of the meeting. The presence of members or of proxies entitled to cast sixty per cent (60%) of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called subject to the notice requirement set forth above and the required quorum at such subsequent meeting shall be one-half of the required quorum of the preceding meeting. In the event that two-thirds (2/3) of the Class A membership or two-thirds (2/3) of the Class B membership are not present in person or by proxy, members not present may give their written assent to the action taken thereat.

(b) If within ten (10) years of the date of incorporation of this Association, the Declarant should develop additional lands within the boundaries of a tract of land containing 25.427 acres, as the same is shown on a map recorded in Book of Maps 1977, at Page 816, Wake County Registry, such additional lands may be annexed to said Properties without the assent of the Class A members.

(c) Annexation of additional Properties shall be accomplished by recording in the Wake County Registry a Declaration of Annexation, duly executed by the Declarant if the Declarant has the right to annex pursuant to Sub-Paragraph (b) above (and L. Association if pursuant to Sub-Paragraph (a) above), describing

the lands annexed and incorporating the provisions of this Declaration, either by reference or by fully setting out said provisions therein. The additional lands shall be deemed annexed to the Properties on the date of recordation of the Declaration of Annexation, and in the case of an annexation by the Declarant, no action or consent on the part of the Association or any other person or entity shall be necessary to accomplish the annexation except the City of Raleigh if required by its ordinances.

(d) Subsequent to recordation of the Declaration of Annexation by the Declarant, the Declarant shall deliver to the Association one or more deeds conveying any Common Area within the lands annexed as such Common Area is developed.

ARTICLE X.

MERGERS AND CONSOLIDATIONS.

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

ARTICLE XI.

AUTHORITY TO MORTGAGE.

Any mortgage by the Association of the Common Area defined in the Declaration shall have the assent of members entitled to cast two thirds (2/3) of the votes of the entire Class A membership and two-thirds (2/3) of the entire Class B. membership, if any.

ARTICLE XII.

AUTHORITY TO DEDICATE.

The Association shall have power 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. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) of the votes of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any, agreeing to such dedication, sale or transfer.

As to lenders and purchasers for value, the certification by the Secretary of the Association that the required number of members have executed instruments in conformity with this Article, shall be conclusive as to the fact recited by such certification and shall be binding upon the Association and all of its members.

ARTICLE XIII.

DISSOLUTION OR INSOLVENCY.

Section 1. Voluntary Dissolution. The Association may be dissolved with the assent given in writing and signed by Members having not less than two-thirds (2/3) of the aggregate votes of both the entire Class A Membership and two-thirds (2/3) of the votes of the entire Class B Membership, if any.

Section 2. Common Area. Upon dissolution or insolvency of the Association or upon loss of ownership of the Common Area by the Association for any cause whatsoever, the Owners of Lots having an interest in private streets which are a part of the Common Area as defined in the Declaration, may elect to form a non-profit corporation and assign to it the duty and authority to assess on a per-lot basis all Lots adjacent to or having an interest in private streets, and such corporation shall maintain such private streets in the same manner and with the same right of lien for assessments as is provided in the Declaration. Any portion of the Common Area not maintained by a non-profit corporation, as hereinabove provided, shall be offered to the City

of Raleigh to be dedicated for public use for purposes similar to those to which they were required to be devoted by the Association. If the City of Raleigh accepts the offer of dedication, such portion of the Common Area shall be conveyed by the Association to the City of Raleigh, subject to the superior right of the Owner of each Lot to an easement for reasonable ingress and egress between his Lot and the public street.

In the event that the City of Raleigh refuses the offer of dedication and conveyance, the Association may transfer and convey such Common Area to any non-profit corporation, association, trust or other organization which is or shall be devoted to purposes and uses that would most nearly conform to the purposes and uses to which the Common Area was required to be devoted by the Association.

Section 3. Other Assets. The Association shall have no capital stock, and in the event of dissolution, no Member, Director or officer of the Association, and no private individual, shall be entitled to share in the distribution of the assets of the Association. If any assets, other than the Common Area, shall remain after satisfaction of its just debts, the Association shall grant, convey and assign such assets to any entity or entities that have accepted and undertaken the care and management of the Common Area or portions thereof. In the event that more than one entity has undertaken such care and management, the Association may distribute the assets among such entities in a manner in which the Association, in its discretion, deems fair and equitable.

ARTICLE XIV.

DURATION.

The corporation shall exist perpetually.

ARTICLE XV.

AMENDMENTS.

Section 1. Amendment by Membership. Except as herein provided, any amendment of these Articles shall require the assent of members or proxies entitled to cast seventy-five per cent (75%) of the entire vote of the Class A and Class B membership. In the event that the Class B membership has been converted to Class A membership, such amendment shall require the assent of members or proxies entitled to cast seventy-five per cent (75%) of the entire Class A membership.

Section 2. Amendment by Declarant or Association. These Articles may be amended by the Declarant while Declarant is a Class B member and by the Board of Directors of the Association when Declarant is a Class A member, without the consent of the members, to the extent necessary, and only to the extent necessary, to achieve or maintain the tax-exempt status of the Association, to comply with ordinances of the City of Raleigh, or to permit the Properties (as defined in the Declaration), or any portion thereof, or the Association to qualify for loans made or insured by the Federal Housing Administration or the Veterans Administration, or their successor agencies, or any other agency of government, or government-sponsored agency, including without limitation, the Federal Home Loan Mortgage Corporation and the Federal National Mortgage Association.

ARTICLE XVI.

FHA/VA APPROVAL.

Notwithstanding any provision in this instrument to the contrary, as long as there is a Class B Membership, and if Declarant desires to qualify sections of Sans Famille for Federal Housing Administration or Veterans Administration approval (but not otherwise), the following actions will require the prior approval of the Federal Housing Administration or the

Veterans Administration: Annexation of additional properties, dedication of Common Areas, exchange of Common Area for other portions of the properties, and the amendment of these Articles of Incorporation.

ARTICLE XVII.

INCORPORATOR.

The name and address of the incorporator is Thomas F. Adams, Jr., 1910 Highland Place, Raleigh, North Carolina, 27607.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of North Carolina, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation, this 15th day of February, 1978.

/s/ Thomas F. Adams, Jr. (SEAL)
Thomas F. Adams, Jr.

NORTH CAROLINA

WAKE COUNTY

I, Mary Alice Tucker, a Notary Public, do hereby certify that Thomas F. Adams, Jr., personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purpose therein expressed.

Witness my hand and notarial seal, this the 15th day of February, 1978.

/S/ Mary Alice Tucker
Notary Public

My Commission Expires: May 16, 1982

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ARTICLES OF AMENDMENT TO THE CHARTER OF

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SANS FAMILLE HOMEOWNERS ASSOCIATION
(Name of Corporation)

The undersigned non-profit corporation, for the purpose of amending its articles of incorporation, and in accordance with the provision of Section 55A-36 of the North Carolina Non-Profit Corporation Act, hereby sets forth:

I

Name of the corporation Sans Famille Homeowners Association

II

and

At a regularly convened meeting of the directors/members (strike word inapplicable) of the corporation held on the 21st day of September, A. D. 1978, the following amendment to the articles of incorporation was adopted:

That the description of property in Article IV be deleted and that the following description be inserted in its stead:
"Recombination of Lots 2 thru 10, Section One & Lots 10 thru 12, Section Three, Sans Famille Subdivision as shown on map recorded in Book of Maps 1978, Page 637, Wake County Registry."

III

~~(S)T(R)ICK(AND)P(L)ICK(B)L(E)K(N)O(TA)G(R)EY(H)~~

[illegible]

QR

The corporation has ^{one} ~~members~~ with voting rights. A quorum was present at the meeting held on the above date; and the said amendment received ~~at least one third~~ ^{all} of the votes entitled to be cast by members present or represented by proxy at such meetings.

IN TESTIMONY WHEREOF, the corporation has caused this document to be executed in its name by its President and Secretary this 21st day of September, A. D. 1978.

THE ADAMS-BILT COMPANY

SANS FAMILLE HOMEOWNERS ASSOCIATION

By _____
President

By: _____
President
_____ Secretary
Helen C. Dudley

ATTEST Richard C. Shady
Secretary
STATE OF _____ North Carolina
COUNTY OF _____ Wake

This is to certify that on this the 21st day of September, A. D. 1978.

personally appeared before me J. R. Adams and Helen C. Dudley, each of whom, being by me first duly sworn, deposes and says that he signed the foregoing "Articles of Amendment" in the capacity indicated, and that the statements therein contained are

My Commission Expires:

Alice L. Hutchins
Notary Public