

DECLARATION AND PETITION FOR INCORPORATION

APPLICATION MUST BE TYPEWRITTEN
DO NOT FILE IN DUPLICATE

Jim Mills
SECRETARY OF STATE
FILED
NOV 10 1973

The undersigned declarants and petitioners

| NAME | STREET ADDRESS AND CITY |
|---------------------|--|
| Milton R. Hodges | 4446 Canoebrook, Charlotte, N. C. 28210 |
| Henry C. Lomax, Jr. | 5030 Farmland Road, Charlotte, N. C. 28226 |

being two or more of the officers or agents appointed to supervise or manage the affairs of Brookfield South Property Owners Association, Inc.

not-for-profit corporation
a _____ which has been duly and regularly organized for the purposes hereinafter to be set forth.
do affirm and declare:

That at a meeting of the aforesaid organization, held pursuant to the by-laws or regulations of the said organization, they were authorized and directed to apply for incorporation.

That the said organization holds, or desires to hold, property in common for a Religious, Educational, Social, Fraternal, Charitable or other eleemosynary purpose, or any two or more of said purposes, and is not organized for the purpose of profit or gain to the members, otherwise than is above stated or for the insurance of life, health, accident or property; and

that the three days' notice in the _____

_____ a newspaper published in the County of _____

_____ has been given that the aforesaid Declaration would be filed.

The said Declarants and Petitioners further declare and affirm

FIRST. Their names and residences are as above given. Brookfield South Property Owners

SECOND. The name of the proposed Corporation is Association, Inc.

THIRD. The place at which it proposes to have its headquarters or to be located is NationsBank of North Carolina N.A., Real Estate Investment Services

One NationsBank Plaza, 11th Floor (1117) in the City of Charlotte, N.C. 28255 *Jm Ch*
(Street and Number) (Registered Agent is: Harry E. Harner, NationsBank of South Carolina, N.A., 1301 Gervais St., Columbia, S. C. 29201)

FOURTH. The purpose of the said proposed Corporation is _____

See Exhibit A attached hereto and made a part hereof by reference.

FIFTH. The name and residences of all Managers, Trustees, Directors or other officers, are as follows:

| NAMES | TITLE | ADDRESS |
|---------------------|---------------------------|---|
| Floyd T. Boyce | President & Director | 3700 Old Ridge Court, Charlotte, N. C. 28226 |
| Milton R. Hodges | Vice President & Director | 4446 Canoebrook, Charlotte, N.C. 28210 |
| Henry C. Lomax, Jr. | Sec'y/Treas. & Director | 5030 Farmland Road, Charlotte, N. C. 28226 |

SIXTH. That they desire to be incorporated in perpetuity (or number of years _____).

Wherefore your petitioners pray that the Secretary of State do issue to the aforesaid Brookfield South Property Owners Association, Inc.

(Repeat Name of Association)

A Certificate of Incorporation, with all rights, powers, privileges and immunities, and subject to all the limitations and liabilities conferred by Title 33 Chapter 31, 1976 Code, and Acts amendatory thereto, to provide for the incorporation of Religious, Education, Social, Fraternal or Charitable Churches, Lodges, Societies, Associations, or Companies, and for amending the Charters of those already formed and to be formed

(Sign here) *Milton R. Hodges*
Milton R. Hodges

Henry C. Lomax, Jr.
Henry C. Lomax, Jr.

Date October 27 19 73

CERTIFIED TO BE A TRUE AND CORRECT COPY AS TAKEN FROM AND COMPARED WITH ORIGINAL ON FILE IN THIS OFFICE

AUG 08 2012

M. J. ...
SECRETARY OF STATE OF SOUTH CAROLINA

EXHIBIT A
DECLARATION AND PETITION FOR INCORPORATION
OF
BROOKFIELD SOUTH PROPERTY OWNERS ASSOCIATION, INC.

FOURTH. The purpose of Brookfield South Property Owners Association, Inc. (the "Corporation") is as follows:

To manage, maintain, operate, care for and administer the Common Area of the office park known as Brookfield South (the "Development") located in Greenville County, South Carolina, as more particularly set forth in a Declaration of Easements, Covenants, Conditions and Restrictions for Brookfield South, which said Declaration is to be recorded in the Office of the R.M.C. for Greenville County, South Carolina (such Declaration as the same may be amended from time to time being hereinafter referred to as the "Declaration"); to enforce the covenants, restrictions, easements, and charges provided in the Declaration to be enforced by the Corporation; to fix, levy, assess, collect, enforce and disburse the charges and assessments created under the Declaration, all in the manner set forth in and subject to the provisions of the Declaration; and to exercise all powers and privileges and to perform all duties and obligations of the Corporation under the Declaration.

In addition:

The Corporation is not organized for pecuniary profit, nor shall it have any power to issue stock or pay dividends. No part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable, upon dissolution or otherwise, to any member, director or officer of the Corporation, except as provided under Title 33, Chapter 31, Code of Laws of South Carolina 1976 (entitled "Non-Profit Corporations Generally"), as may be amended from time to time.