

ARTICLES OF INCORPORATION  
OF  
WHITEHALL MASTER ASSOCIATION, INC.

In compliance with the requirements of Chapter 55A 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 non-profit corporation and hereby certifies:

ARTICLE I

NAME

The name of the corporation is WHITEHALL MASTER ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II

REGISTERED OFFICE AND INITIAL AGENT

The registered office and principal of the Association is located at 125 Scaleybark Road, Charlotte, Mecklenburg County, North Carolina 28209. The location of the registered office may be changed by a majority vote of the Board of Directors. The name of the initial registered agent at the above address is James E. Merrifield.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate a pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to insure the attractiveness of the Whitehall community and to prevent any future impairment thereof; to prevent nuisances; to preserve, protect and enhance the values and amenities of all properties within the Whitehall community; to insure the proper use, appropriate development and improvement of such properties; to insure that improvements constructed within the Whitehall community are architecturally and aesthetically compatible; to provide for a method for the maintenance and continued improvement of certain common areas and facilities appurtenant to such properties and to otherwise provide for the construction and development of first quality improvements on such properties within the Whitehall community.

In order to further such objectives, the Association will provide for the maintenance and upkeep of the common areas and facilities appurtenant to such properties and for certain areas identified in the Declaration of Covenants, Conditions and Restrictions recorded in Book 8213 at page 854 of the Mecklenburg County Public Registry as Master Association Landscape and Easement Areas and administer and enforce the covenants and restrictions and collect and disburse the assessments and charges therein.

The Association shall also have and 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

##### FINANCE

This corporation is a non-stock corporation and no part of the profits (if any) of the corporation shall inure to the pecuniary benefit of its members or to any other person.

#### ARTICLE V

##### MEMBERSHIP AND VOTING RIGHTS

Every owner of a Lot (as defined in the above referenced Declaration) which is subject to assessment shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

#### ARTICLE VI

##### BOARD OF DIRECTORS

The affairs of the Association shall be managed by an initial Board of not less than 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:

<u>NAME</u>	<u>ADDRESS</u>
James E. Merrifield	125 Scaleybark Road Charlotte, NC 28209
Michael A. Joyner	125 Scaleybark Road Charlotte, NC 28209
Ian H. Bruce	125 Scaleybark Road Charlotte, NC 28209

## ARTICLE VII

### DISSOLUTION

The Association may be dissolved only upon the signed written assent of the Owners entitled to cast not less than seventy-five (75%) percent of the votes. 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

## ARTICLE VIII

### DURATION

The period of existence of this corporation is perpetual.

## ARTICLE IX

### AMENDMENTS

Amendment to these Articles shall require the assent of Owners entitled to at least fifty-one (51%) percent of the votes of the membership.

ARTICLE X

INCORPORATION

The name and address of the incorporator is as follows:

Susan K. Irvin

227 W. Trade Street, Suite 2200  
Charlotte, NC 28202

IN WITNESS WHEREOF, I, the undersigned incorporator have hereunto set my hand and seal this 27<sup>th</sup> day of August, 1997.

Susan K. Irvin  
Susan K. Irvin

STATE OF NORTH CAROLINA

COUNTY OF Mecklenburg

I, Lara S. Dixon, a Notary Public for said County and State do hereby certify that Susan K. Irvin, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal, this 27<sup>th</sup> day of August, 1997

Lara S. Dixon  
Notary Public

My Commission Expires:

3/30/2002

[NOTARIAL SEAL]