

ARTICLES OF INCORPORATION

OF

BLAKENEY PROFESSIONAL CONDOMINIUM XI ASSOCIATION, INC.

In compliance with the requirements of Chapter 55A of the North Carolina General Statutes, the undersigned, who is a resident of Mecklenburg County, North Carolina and is of the age of eighteen (18) years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

Name

The name of the corporation is BLAKENEY PROFESSIONAL CONDOMINIUM XI ASSOCIATION, INC. (hereinafter called the "Association").

ARTICLE II

Duration

The corporation shall have perpetual duration.

ARTICLE III

Applicable Statute

The corporation is organized pursuant to the provisions of Chapter 55A of the North Carolina General Statutes.

ARTICLE IV

Registered Office and Agent

The principal and registered office of the Association is located at 125 Scaleybark Road, Charlotte, Mecklenburg County, North Carolina 28209, and the initial registered agent of the Association is James E. Merrifield, whose address is 125 Scaleybark Road, Charlotte, Mecklenburg County, North Carolina 28209.

ARTICLE V

Purposes and Powers

The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which it is formed are:

- (a) to be and constitute the Association to which reference is made in the Declaration of Blakeney Professional Condominium XI, as amended (hereinafter the "Declaration") recorded or to be recorded in the Office of the Register of Deeds of Mecklenburg County, North Carolina; to perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as specified therein, in the Bylaws, and as provided by law; and
- (b) to provide an entity for the furtherance of the interests of the owners of units in the development.

In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws, may be exercised by the Executive Board of the Association,

- (a) all the powers conferred upon non-profit corporations by common law and the Statutes of the State of North Carolina in effect from time to time;
- (b) all the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration, including without limitation the following:
 - (i) to fix and to collect assessments or other charges to be levied against the properties;
 - (ii) to manage, control, operate, maintain, repair and improve the common elements, and any property subsequently acquired by the Association, or any property owned by another, for which the Association, by rule, regulation, Declaration, or contract, has a right or duty to provide such services;
 - (iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;
 - (iv) to engage in activities which will actively foster, promote and advance the common interests of all owners of units at the development;
 - (v) to buy or otherwise acquire, sell, or otherwise dispose of mortgage, or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real

personal and mixed property of all kinds and any right or interest therein for any purpose of the Association;

- (vi) to borrow money for any purpose except as may be limited by law, the Declaration or Bylaws;
- (vii) to enter into, make, perform, or enforce contracts of every kind and description and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association, with or in association with any other Association, corporation, or other entity or agency, public or private;
- (ix) to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration;
- (x) to provide any and all supplemental municipal services as may be necessary or proper; and
- (xi) the foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article V are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article V.

ARTICLE VI

Membership

The Association shall be a membership corporation without certificates or shares of stock. All unit owners, by virtue of their ownership of units in the condominium, are members 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.

ARTICLE VII

Executive Board

The affairs of this Association shall be managed by an Executive Board of three (3) directors who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who will serve as members of the Executive Board until the selection of their successors are:

<u>Name</u>	<u>Address</u>
James E. Merrifield	Merrifield Partners, LLC 125 Scaleybark Road Charlotte, North Carolina 28209
Ian H. Bruce	Merrifield Partners, LLC 125 Scaleybark Road Charlotte, North Carolina 28209
George W. Macon, III	Merrifield Partners, LLC 125 Scaleybark Road, Charlotte, North Carolina 28209

The method of election and term of office, removal and filling of vacancies shall be as set forth in the Bylaws. The Executive Board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

ARTICLE VIII

Dissolution

Unless otherwise provided in the Declaration or Bylaws of the Association, upon dissolution, the Association's assets shall be distributed as follows:

(h) Assets held by the Association upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirement; and

(i) Any other assets shall be dedicated to a public body or conveyed to a non-profit organization with similar purposes.

ARTICLE IX

Amendments

These Articles may be amended as provided by the provisions of Chapter 55A of the North Carolina General Statutes, provided that no amendment shall conflict with the Declaration or the North Carolina Condominium Act, Chapter 47C of the North Carolina General Statutes.

ARTICLE X

The name and address of the incorporator are as follows:

Cathleen N. Hardman
Crosland, Inc.
227 West Trade Street, Suite 800
Charlotte, NC 28202

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of North Carolina, I, the undersigned, being the incorporator of this Association, have executed these Articles of Incorporation this 2nd day of August, 2005.

Cathleen Hardman

Cathleen N. Hardman, Incorporator

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, MELANIE MASTALSKI, a Notary Public for said County and State, do hereby certify that Cathleen N. Hardman, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal, this the 2nd day of August, 2005.

Melanie Mastalski

Notary Public

My commission expires May 30, 2007

(NOTARIAL SEAL)

