

**ARTICLES OF INCORPORATION  
OF  
PINEVILLE DISTRIBUTION PARK PROPERTY  
OWNERS ASSOCIATION, INC.**

I, the undersigned, being a natural person of full age, make these Articles of Incorporation for the purpose of forming a nonprofit corporation pursuant to the provisions of Chapter 55A of the North Carolina General Statutes.

**ARTICLE I**

**NAME**

The name of the corporation is Pineville Distribution Park Property Owners Association, Inc. (hereinafter referred to as the "Association").

**ARTICLE II**

**DURATION**

The period of duration of the corporation shall be perpetual.

**ARTICLE III**

**PURPOSES AND POWER OF THE ASSOCIATION**

The purposes for which the corporation is organized are:

(a) To insure the attractiveness of the Pineville Distribution Park development and to prevent any future impairment thereof, and to prevent nuisances; to preserve, protect and enhance the values and amenities of all properties within the Pineville Distribution Park development; to insure the proper use, appropriate development and improvement of such properties; to insure that improvements constructed within the Pineville Distribution Park development 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 streets located within Pineville Distribution Park and to otherwise provide for the construction and development of first quality improvements on such properties within the Pineville Distribution Park development, as set forth in that certain Declaration of Easements, Restrictions and Protective Covenants to be recorded in the Office of the Register of Deeds for Mecklenburg County, North Carolina (the "Declaration"); and

(b) To engage in any and all lawful activities incidental to the foregoing purposes and to exercise the obligations of the Association set forth in the Bylaws, except as restricted herein.

The Association shall have and may exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Law of the State of North Carolina may now or hereafter have or exercise.

#### ARTICLE IV

#### FINANCIAL

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, directors, officers or to any other persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the corporation.

#### ARTICLE V

#### DISSOLUTION

The Association may be dissolved only upon the signed written assent of the Owners (as defined in the Declaration) entitled to cast not less than seventy-five percent (75%) of the votes and shall require the consent of the Declarant as long as the Class B Lots (as defined in the Bylaws) are in existence. In the event of dissolution of the corporation, the residual assets of the corporation shall be distributed to a nonprofit organization with purposes similar to those of the corporation, or to any other organization eligible under the provisions of Chapter 55A of the General Statutes of North Carolina.

#### ARTICLE VI

#### MEMBERSHIP AND VOTING RIGHTS

Every Owner of a Lot (as defined in the Declaration) shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot. The corporation shall have two (2) classes of members as set forth in the Declaration and Bylaws of the corporation.

#### ARTICLE VII

#### REGISTERED AGENT AND OFFICE

The address of the initial registered office and principal office in the State of North Carolina is 2400 South Boulevard, Suite 300, Charlotte, Mecklenburg County, North Carolina 28203, and the name of the initial registered agent at such address is Bailey W. Patrick. The principal office of the corporation is located at 2400 South Boulevard, Suite 300, Charlotte, Mecklenburg County, North Carolina 28203.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The number of the initial board of directors shall be three (3), and such directors need not be members of the corporation. The number of members of the Board of Directors may be changed by amendment of the Bylaws of the corporation. The names and addresses of the persons who are to act as initial members of the Board of Directors until they are replaced as provided in the bylaws are:

Paul R. Scarborough

P.O. Box 36816  
Charlotte, NC 28236

Bailey W. Patrick

2400 South Boulevard, Suite 300  
Charlotte, NC 28203

Sean McDonnell

500 East Morehead Street, Suite 200  
Charlotte, NC 28202

ARTICLE IX

AMENDMENT

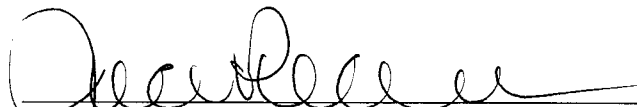
Amendment to these Articles shall require at least seventy-five percent (75%) of the votes of the total membership and the prior written approval of the Declarant (as defined in the Declaration) as long as the Class B Lots exist.

ARTICLE X

INCORPORATOR

The name and address of the incorporator is: Jeanne A. Pearson, Johnston, Allison & Hord, P.A., P.O. Box 36469, Charlotte, North Carolina 28236.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal, this 19<sup>th</sup> day of July, 2018.

  
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Jeanne A. Pearson, Incorporator