

**State of North Carolina
Department of the Secretary of State**

**ARTICLES OF INCORPORATION
NONPROFIT CORPORATION**

Pursuant to §§55A-2-02 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

1. The name of the corporation is: **Toringdon Medical Plaza III Owners Association, Inc.**
2. _____ (Check only if applicable.) The corporation is a charitable or religious corporation as defined in NCGS §55A-1-40(4).

3. The street address and county of the initial registered office of the corporation is:

**717 S. Torrence St., Suite 101
Charlotte, NC 28204
Mecklenburg County**

4. The mailing address *if different from the street address* of the initial registered office is:

N/A

5. The name of the initial registered agent is: **B. Reed Griffith**

6. The name and address of each incorporator is as follows:

**Timothy Gavigan, Organizer
10700 Sikes Pl., Suite 375
Charlotte, North Carolina 28277**

7. **The corporation will have members.**

8. Attached are provisions regarding the distribution of the corporation's assets upon its dissolution.

9. Any other provisions that the corporation elects to include are attached.

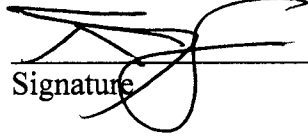
10. The street address and county of the principal office of the corporation is:

**717 S. Torrence St., Suite 101
Charlotte, NC 28204
Mecklenburg County**

11. These articles will be effective upon filing, unless a date and/or time is specified: **N/A**

This the 7th day of April, 2008.

**Toringdon Medical Plaza III Owners
Association, Inc.**



Signature

Timothy Gavigan, Incorporator
Type or Print Name and Title

**Additional provisions to the Articles of Incorporation of
Toringdon Medical Plaza III Owners Association, Inc.**

1. The purposes for which the corporation is organized are as follows:
 - a. To maintain, repair and replace certain common areas located in the City of Charlotte, County of Mecklenburg, State of North Carolina, and shown on that certain Condominium Plat for Streets of Toringdon Medical Plaza III Office Building recorded in the Mecklenburg County Register of Deeds (the "**Plat**");
 - b. To own, purchase, manage, maintain, repair and replace any or all of the equipment or other property of any type, used in connection with the functions described in section 1.a. above;
 - c. To establish an orderly, equitable and efficient system of billing to pay for the expenses incurred in the furtherance of the aforesaid purposes;
 - d. To promulgate such rules and regulations and perform such deeds and acts as are deemed necessary to achieve the aforesaid objectives and to promote the health, safety and welfare of the members of this corporation; and
 - e. The transaction of any lawful activity which a corporation organized under the Nonprofit Corporation Act (North Carolina General Statutes, Chapter 55A) of the State of North Carolina by law may now or hereafter have or exercise.
2. The powers of the corporation in furtherance of the purposes set out in section 1 above are as follows:
 - a. To exercise all of the powers and privileges and perform all of the duties and obligations of things reasonably necessary or desirable for carrying out the purposes set forth herein and for protecting the lawful rights and interests of its members in connection therewith;
 - b. To fix, levy, collect and enforce payment, by any lawful means, of all charges or assessments to members and to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied thereon;
 - 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 the real property subject to such conditions as may be agreed to by the members as provided in the bylaws;
 - d. To borrow money;
 - e. To dedicate, sell or transfer all or any part of its property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members as provided in the bylaws; and

- f. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act (North Carolina General Statutes, Chapter 55A) of the State of North Carolina by law may now or hereafter have or exercise.
3. No part of the net earnings of the corporation shall inure to the benefit of any officer, director or member of the corporation; and upon dissolution of the corporation the assets thereof shall, after all of its liabilities and obligations have been discharged or adequate provision made therefor, be dedicated to an appropriate public agency to be used for purposes similar to those for which the corporation was created or, in the event that such dedication is refused acceptance, distributed to any association or associations organized for purposes similar to those set forth in section 1 hereinabove, all as more particularly provided in the bylaws of the corporation.
4. The number of directors constituting the initial Board of Directors shall be **two (02)**; and the names and addresses of the persons who are to serve as the initial directors are:

Diane B. Rivers
717 S. Torrence St., Suite 101
Charlotte, NC 28204

B. Reed Griffith
717 S. Torrence St., Suite 101
Charlotte, NC 28204

5. No person who is serving or who has served as a Director of the Corporation shall be personally liable to the Corporation or any of its members for monetary damages for breach of duty as a Director, except for liability with respect to (i) acts or omissions that the Director at the time of such breach knew or believed were clearly in conflict with the best interests of the Corporation, (ii) any transaction from which the Director derived an improper personal benefit, (iii) acts or omissions occurring prior to the effective date of these Articles of Incorporation or (iv) acts or omissions with respect to which the North Carolina Business Corporation Act does not permit the limitation of liability. As used herein, the term "improper personal benefit" does not include a Director's reasonable compensation or other reasonable incidental benefit for or on account of his/her services as a director, officer, employee, independent contractor, attorney or consultant of the Corporation. No amendment or repeal of these Articles of Incorporation, nor the adoption of any provision to these Articles of Incorporation inconsistent with this section, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.