



NORTH CAROLINA

Department of the Secretary of State

To all whom these presents shall come, Greetings:

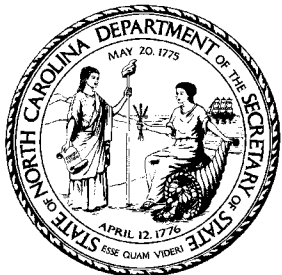
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

WILKINSON COMMERCE PARK ASSOCIATION INC.

the original of which was filed in this office on the 19th day of September, 2018.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 19th day of September, 2018.

Elaine F. Marshall

Secretary of State

**ARTICLES OF INCORPORATION
OF
WILKINSON COMMERCE PARK ASSOCIATION INC.**

In compliance with the requirements of Chapter 55A of the North Carolina General Statutes, and pursuant to and as contained in Section 55A-2-02 thereof, the undersigned, a natural person of full age, has this day executed these Articles of Incorporation (the “**Articles**”) for the purpose of forming a nonprofit corporation and hereby certifies:

**ARTICLE I
NAME**

The name of the corporation is **Wilkinson Commerce Park Association Inc.** (the “**Association**”).

**ARTICLE II
PRINCIPAL OFFICE**

The street address, mailing address and county of the initial principal office of the Association is located at 8801 River Crossing Boulevard, Suite 300, Indianapolis, Marion County, Indiana 46420.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name, street address, mailing address and county of the initial registered agent is Cogency Global Inc., 212 South Tryon Street, Suite 1000, Charlotte, North Carolina 28281, Mecklenburg County.

**ARTICLE IV
PURPOSES**

The Association does not contemplate pecuniary gain or profit to the Members thereof and it is organized for non-profit purposes. It is intended that the Association qualify as an exempt organization under the provisions of Chapter 55A of the North Carolina General Statutes. No part of the net earnings of the Association shall inure to the benefit of any private Member or individual; however, in accordance with N.C.G.S. Section 55A-13-02(b)(3), the Association may make distributions to its Members of excess or surplus membership dues, fees, or assessments remaining after the payment of or provisions for Common Expenses (which includes prepayment of reserves); provided that these distributions are in proportion to the dues, fees, or assessments collected from the Members. The purpose for which the Association is organized is to manage and maintain the common areas, sometimes labeled as Common Open Space on those certain plats recorded at Map Book 60, Page 30, and Map Book 62, Page 449, Mecklenburg County Registry, and any subsequent plats of the Property (the “**Common Areas**”) within the Wilkinson Commerce Park development (the “**Property**”) located in the extraterritorial jurisdiction of the City of Charlotte, Mecklenburg County, and administer and enforce all covenants and restrictions dealing with the Property, and any other purposes allowed by law.

**ARTICLE V
POWERS**

1. The Association shall have all the powers and privileges granted to nonprofit corporations under the law pursuant to which the Association is chartered, and all of the powers and privileges which may be granted unto the Association under any other applicable laws of the State of North Carolina.

2. The Association shall have all the powers reasonably necessary to implement and effectuate the purposes of the Association, including but not limited to the following:
- (a) To make and establish reasonable rules and regulations governing the use of the Common Area as said term may be defined in the Declaration of Easements, Covenants, and Restrictions for Wilkinson Commerce Park recorded at Book 31357, Page 454, of the Mecklenburg County Registry, as amended (the “**Declaration**”);
 - (b) To levy and collect general and special assessments against each Party (as defined in the Declaration), as may be provided in the Declaration and the Bylaws of the Association (the “**Bylaws**”);
 - (c) Suspend the voting rights of any Member (as defined in the Declaration) that is subject to any Assessment (as defined in the Declaration) during any period in which any such Assessment shall be past due, pursuant to the terms of the Declaration;
 - (d) To operate, maintain, repair and replace (i) the Common Area, (ii) any public rights-of-way, and all improvements and landscaping located therein, that are required to be maintained by the Association or Developer (as defined in the Declaration), (iii) any other offsite infrastructure, facilities and/or easement areas benefitting the Property, all in accordance with the terms of the Declaration, and (iv) any other such portions of the Property as required by the terms of the Declaration;
 - (e) Prepare and deliver Estoppel Certificates (as defined in the Declaration), pursuant to the terms of the Declaration;
 - (f) Appoint the members of the Architectural Review Board (as defined in the Declaration);
 - (g) To enforce the provisions of the Declaration, these Articles, the Bylaws, and the rules and regulations governing the use of the Common Area or such other portions of the Property as described in the Declaration, as the same may be hereafter established.
 - (h) Without limiting the foregoing, to take any such actions, assume any such responsibilities and to exercise any such rights as it is reasonably required or contemplated to take, assume and exercise pursuant to the Declaration.

ARTICLE VI MEMBERSHIP, VOTING RIGHTS AND ASSESSMENTS

The Association shall be a membership corporation without certificates or shares of stock. The authorized number and qualifications of Members of the Association (individually a “**Member**” and collectively “**Members**”), the different classes of membership, if any, the property, voting rights and privileges of members, the liability of Members for assessments, and the method of collection thereof shall be as set forth in the Declaration and in the Bylaws.

ARTICLE VII EXECUTIVE BOARD

The affairs of the Association shall be managed by an initial Board of three (3) directors (individually a “**Director**” and collectively “**Directors**”) who shall be appointed by the Incorporator, and

the Directors shall thereafter be elected as provided in the Bylaws. Each Director shall hold office until his or her death, resignation, retirement, removal, disqualification, or his or her successor is elected and qualifies.

ARTICLE VIII AMENDMENT

Except as otherwise provided for in the Declaration, and subject to the provisions of the Declaration, any amendment of the Articles must be approved by an affirmative vote of seventy-five percent (75%) of the votes of the Members in the Association.

ARTICLE IX INDEMNIFICATION OF DIRECTORS

To the fullest extent permitted by applicable law, no Director shall have any personal liability arising out of any action whether by or in the right of the Association or otherwise for monetary damages for breach of any duty as a Director. This Article shall not impair any right to indemnity from the Association that any Director may now or hereafter have. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation hereunder on the personal liability of a Director with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE X DURATION

The Association shall have perpetual existence.

ARTICLE XI BYLAWS

The original Bylaws shall be adopted by a majority vote of the initial Board present at a meeting of the Board, and at which a majority of the Board are present, or by written consent of all of the Board, and thereafter, such Bylaws may be altered and rescinded only in such manner as said Bylaws provide.

ARTICLE XII DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by seventy-five percent (75%) of the votes cast by the Class "A" Members and the Class "B" Members (if existing) (as such terms are defined in the Declaration), provided that each and all such members have procured the consent of any Mortgagees (as defined in the Declaration). Prior to dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be granted, conveyed and assigned to another nonprofit corporation, association, trust, or other organization devoted to similar purposes.

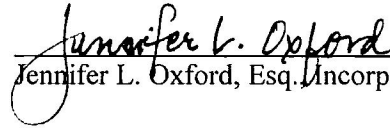
**ARTICLE XIII
INCORPORATOR**

The name and address of the incorporator is as follows:

Jennifer L. Oxford, Esq.
421 Fayetteville Street, Suite 530
Raleigh, NC 27601

[Signature Page Follows]

IN TESTIMONY WHEREOF, I, being the incorporator, have hereunto set my hand this 19th day
of September, 2018.


Jennifer L. Oxford, Esq. Incorporator