

Development Guidelines

for

Walnut Creek Business Park
Raleigh, North Carolina

Duke Realty Corporation
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Morrisville, North Carolina 27560
(919) 461-8000

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1. ORGANIZATIONAL STRUCTURE

Design Development Criteria

Quality design and development are essential in creating the type of community envisioned by Duke Realty Limited Partnership for any developments occurring within Walnut Creek Business Park. To achieve this desired quality, certain criteria are to be met by the Owner/Applicant during the various phases of design and development. These criteria are set forth in the Declaration of Covenants, Conditions, Restrictions, Reservations and Easements for Walnut Creek Business Park (the "**Covenants**"), and these Design Guidelines (the "**Guidelines**").

Design Review

Article 6 of the the "Covenants" provide for a design review process through which all development in Walnut Creek Business Park must be approved. This review process is empowered to the Developer who has delegated this design review authority to the Design Review Committee for Walnut Creek Business Park.

Design Review Committee

The Design Review Committee for Walnut Creek Business Park, (the "**Committee**"), acts as an agent of the Developer and the Walnut Creek Business Park Owners' Association, Inc. (the "**Association**") as described in the Covenants, and has been given the responsibility to review and monitor the design of all new development within Walnut Creek Business Park, The Committee shall consist of a minimum of three individuals and shall be appointed in accordance with Section 6.1 of the Covenants.

These members, by virtue of their experience and expertise, are to evaluate and render good and fair judgment in the administration of their responsibilities. The Committee will also provide advisory functions in assisting new applicants with information concerning procedures and answering general questions regarding development requirements. In its capacity, the Committee will be the sole interpreter of the Guidelines.

The Committee is responsible for monitoring the effectiveness of the Guidelines and amending the Guidelines as may be required, from time to time, in order to fulfill the intent of the design review process.

2. DESIGN REVIEW COMMITTEE PROCEDURES

The design review process (the "Design Review") consists of two general phases: 1) the Briefing Session, and 2) the Final Review. This process is intended to provide a basis for communication and to assure that the mutual goals of the Applicant and of the Committee are achieved throughout the entire design/development process.

Briefing Session, Phase I

This is an opportunity for an informal exchange of ideas and information between the Applicant and the Committee. The Applicant will receive these Guidelines and will be informed of any special design/development criteria or requirements specific to the proposed project. The Applicant is encouraged to discuss his design ideas with the Committee.

Final Review, Phase II

The Committee's final review will be for the purpose of issuing final approval and such approval shall then constitute a binding agreement between the Applicant and the Committee. Any deviation from the final approval must be resubmitted to the Committee for approval.

During all phases of the Design Review, a Board decision is based on a simple majority and shall not be arbitrary or capricious. Any denial, deferral or exception shall be substantiated by the Committee with due reason. The Committee may, at its discretion, assist the Applicant by suggesting alternative design solutions.

3. DESIGN REVIEW SUBMISSION CHECK LIST

The following is a list of documents to be submitted by the Applicant to the Committee. These and/or other materials will be necessary to adequately describe the intent and character of the proposed project.

Requests for a Briefing Session may be made to the Committee at anytime and both parties shall work to determine a meeting schedule that is agreeable to both the Applicant and Committee.

Final Review Submissions may be submitted to the committee at any time after the Briefing Session. The Committee shall meet within fifteen (15) business days of submission. **A written decision usually will be rendered within thirty (30) business days of submission. An approval letter is valid for a period of 12 months.**

The first Final Review conducted by the Committee shall be at no charge to the applicant. The Committee reserves the right to charge \$2,500 for additional reviews. In the event the Committee deems it necessary to hire third party reviewer, all third party review fees shall be paid by the applicant.

Briefing Period

- Copy of the completed Project Information Form at the end of this section.

Final Review

- Updated Project Information Form
- Two sets of final drawings providing the following information (at least one set of drawings shall be reproducible and shall be noted).
 - Project boundary and topographic survey (minimum scale of one inch equals 50 feet, and contour intervals of no less than two feet) identifying all existing roads, structures, tree masses and specimen trees, rights-of-way, easements and other significant site features. All existing development adjacent to the proposed project is to be shown.
 - Final site plan locating all proposed buildings, streets, parking, service areas, sidewalks, walls, fencing, utilities and other site improvements. Finished grading and drainage structures are to be shown.
 - Final architectural drawings showing all four exterior building elevations indicating building height, mass, materials, fenestration and details. Any visible roof projections and visible mechanical equipment shall be shown.
 - Color boards and material samples of exterior surfaces. Maximum size of any board or sample is 8 1/2" x 14".
 - A final landscape plan that shall indicate all signage, utility equipment, mailbox and similar special features.
 - Drawings and/or visual aids illustrating all exterior signage graphics, art and lighting. Color boards or sample plans must be included.
 - Any other material necessary to explain the intent and character of the proposed project.

- One set of approved, reproducible plans and color boards shall be retained by the Committee.

4. Walnut Creek Business Park

Project Information Form

Date:		
Land Parcel Description:		
Project Address:		
Applicant and E-mail Address:		
Address:		
City, State, Zip:		
Telephone:		
Owner and E-mail Address:		
Address:		
City, State, Zip:		
Telephone:		
Description of Proposed Use:		
Depth of Truck Court and Number of Loading Bays:		
Gross Site Area:		Net (Usable) Site Area
Building Sq. Ft.		Building Height:
% Gross Area:	Required/Allowed	Provided
Building Coverage		
Parking and Road Coverage		
Natural Wooded Coverage		
Landscape Coverage		
Parking Spaces (Number)		
DESIGN REVIEW COMMITTEE USE ONLY		
Briefing Sessions (Dates):		
Preliminary Review:		Final Review:
Begin Construction:		Certificate of Occupancy:
Received (Date):	Preliminary	Final
Project Information Form		
Site Plan		
Architectural Plans		
Landscape Plan		
Color/Material Schedule		
Lighting Schedule		
Sign Program		
Samples, Product Information		
Other		

Correspondence and submissions should be directed to:
 Design Review Committee, Walnut Creek Business Park
 c/o Duke Realty Corporation
 Attn: Development Services Manager
 3005 Carrington Mill Boulevard, Suite 100
 Morrisville, NC 27560

5. ENFORCEMENT AND MAINTENANCE

Enforcement of Board decisions, as well as enforcement of the Covenants, is carried out through provisions stated in the Covenants.

Maintenance

Upon completion of construction, all buildings, improvements, and grounds shall be permanently maintained in good repair by the Applicant in a manner which is reasonable and normally acceptable. Should any Applicant fail to meet the maintenance requirements of the section, the Association may, at its discretion, have the necessary maintenance or repairs performed at the Applicant's expense.

6. WAIVER, AMENDMENT AND THIRD PARTY BENEFIT

The Committee maintains the right to, from time to time and at their sole discretion, waive, amend or modify these Guidelines. Neither the Committee nor its agents, representatives or employees shall be liable for failure to follow these Guidelines as herein defined. The Guidelines confer no third party benefit or rights upon any entity, person or Applicant.

7. NON-LIABILITY OF THE COMMITTEE

Neither the Committee nor its respective members, secretary, successors, assigns, agents, representatives or employees shall be liable for damages or otherwise to anyone submitting plans to it for approval, or to any Applicant by reason of mistake in judgment, negligence or nonfeasance arising out of any action of the Committee with respect to any submission, or to otherwise follow these Guidelines. The role of the Committee is directed toward review and approval of site planning, appearance, architectural vocabulary and aesthetics. The Committee assumes no responsibility with regard to design or construction, including, without limitation, the civil, structural, mechanical or electrical design, methods of construction, or technical suitability of materials.

8. ACCURACY OF INFORMATION

Any person submitting plans to the Committee shall be responsible for verification and accuracy of all components of such submission, including, without limitation, all site dimensions, grades, elevations, utility locations and other pertinent features of the site or plans.

9. APPLICANT'S REPRESENTATION

The Applicant represents by the act of entering into the review process with the Committee that all representatives of Applicant, including, but not limited to, Applicant's architect, engineer, contractors, subcontractors, and their agent and employees, shall be made aware by the Applicant of all applicable requirements of the Committee and shall abide by these Guidelines and the Covenants with respect to approval of development plans and specifications.

10. Conflicts with the Declaration of Covenants, Conditions and Restrictions

In the event of a conflict between these procedures and the terms of the Covenants, the latter shall prevail.

COMMERCIAL AND INDUSTRIAL DESIGN GUIDELINES

1. GENERAL REQUIREMENTS

Compliance with Codes

Plans submitted to the Committee for approval should comply with all applicable building codes, zoning regulations and the requirements of all agencies having jurisdiction over the Park. Review or approval of plans by the Committee does not relieve the Applicant of such compliance.

Predevelopment Maintenance and Site Preparation

All undeveloped sites within Walnut Creek Business Park shall be maintained by the Applicant in a condition not less than the condition it was received from the Developer. All properties shall be maintained in a manner as to not detract from or cause nuisance to neighboring developments. The Applicant shall be responsible for the removal of any subsequent unauthorized materials and accumulated refuse deposited onto his property. Except as provided above, no clearing, grading or tree removal is permitted on any site prior to the approval of the Committee. Refuse may not be dumped, buried, or burned within Walnut Creek Business Park at any time. Burning trees in association with clearing the site for construction shall be with the Committees approval and shall comply with all applicable laws and regulations.

Temporary Facilities and Construction

Construction offices, storage sheds, trailers, temporary restrooms, etcetera are permitted during construction. These items shall be located out of view, as much as possible, of the public right of way or adjacent properties. Temporary restrooms shall be diligently maintained to ensure they do not become an odor nuisance.

Construction ingress and egress shall be indicated on a print of the final site plan. This access shall be located upon the Applicant's project site and shall not cause a nuisance to neighboring developments. No more than one construction entry point along public streets shall be allowed for any Site during the construction period.

During construction, access and on-site roads shall be maintained in a manner as not to create excessive dust or the muddying of existing streets. It shall be the Applicant's responsibility to clean any mud or dust from all streets and roads if such material is generated from the Applicant's construction. If on and off site areas are not in proper maintenance during construction a warning notice will be issued. If within 10 days of notice the site is still not in compliance, the Board will order the correction and the Applicant will be billed the full amount of the repair.

No off-site or street parking will be allowed without consent of the Committee. All construction employees parking and equipment storage shall be located on the construction site so as not to interfere with free passage of vehicular traffic along public streets. During construction, each Owner shall ensure that all public streets shall be kept clear of debris from its construction site.

All temporary facilities shall be removed and their respective areas finished in accordance with the approved plans prior to the issuance of the Certificate of Occupancy.

No construction parking or material storage shall be allowed within street right-of-ways within the development.

The construction site shall be reasonably maintained so as not to cause a visual and/or an audio nuisance.

Any utility connections that will require a shutdown of utilities servicing other members of the development shall be conducted on the weekends or outside of standard business hours. Additionally, The Committee shall be notified at least three (3) business days prior to work commencement.

Construction Progress

Once initiated, construction shall proceed to completion as expeditiously as possible. After a 10 day notice period, notable periods of delay shall result in fines per the following: First 10-40 days, \$250 per day fine, 40-70 days, \$500 per day fine, and delays in construction lasting more than 70 days shall result in a \$1,000 per day fine. All fines will be levied against the Applicant.

2. SITE PLANNING

Special Situations

Certain land parcels offer unique site planning opportunities or may have limiting constraints that may require mitigating measures or special design considerations. Where these conditions occur, the Committee will identify special requirements, restrictions or design/development guidelines to consider. Items addressed may include grading, buffer zones, special landscape areas, access and circulation, orientation, and special setbacks, easements and rights-of-way.

Grading

General grading of development sites is permitted and considered appropriate when it facilitates access, parking, and drainage. The Applicant and his design team, however, should seek solutions that will minimize the impact of grading with respect to tree removal and the major alteration of existing grades, especially where abutting boundary lines and public rights-of-way. Cut and fill slopes should be kept to a minimum. Surface drainage retention/detention areas should be located in the side or rear of the parcel whenever possible. No permanent gravel parking and/or loading areas shall be allowed unless prior written notice is provided by the Committee.

Erosion and Siltation Control

Erosion and siltation control measures shall be utilized during and after construction in conformance with the appropriate municipal ordinances and the approved plans. In certain sensitive and erodible areas, the Committee may require special erosion and siltation controls. This is especially applicable where there is impact upon existing watercourses.

Landscaping

All landscape plans must be submitted for review and approval by the Committee. Additional landscaping information is located in section 4 of these Guidelines.

Sidewalks

All sidewalks will be per City of Raleigh development regulations and in accordance with standards that may be adopted by the Committee. The Applicant shall construct the sidewalks within the right-of-way along accessory roads and parkways in a manner directed by the Committee. The sidewalk shall incorporate gentle curves within the right-of-way, but the Applicant shall not be required to construct a sidewalk of a length greater than 120% of the length of the right-of-way frontage. The sidewalk width shall be in accordance with City of Raleigh guidelines.

Curbs

All parking areas shall be paved with concrete, or asphalt paving and shall be contained in a 24" wide combination concrete curb and gutter.

3. ARCHITECTURAL DESIGN

All architectural submissions shall be approved by the Committee prior to any project construction. The Committee's interest lies primarily with the exterior expression of the building(s), the building's relationship to its site, and design compatibility with adjacent or neighboring projects.

All exterior building elevations and surfaces will be considered in determining the acceptability of a design proposal. Size, organization, architectural style and attention to detail, color and materials will be among the criteria used by the Committee for evaluation. Particular attention should be given to those facades that are visible to public view and/or adjoining development. All four building elevations must be architecturally treated and finished. Any rooftop mechanical equipment must be screened from view by parapets or permanent screens compatible with the roof expression and exterior building materials.

Building Heights

The maximum building height is established by the appropriate municipal ordinance; any variance to that ordinance by the Applicant must have the concurrence of the Committee.

Building Setbacks

Minimum building setback requirements are established by the appropriate municipal ordinance; any variance to that ordinance by the Applicant must have the concurrence of the Committee. The Committee may, in certain circumstances, require more restrictive building setbacks.

Building Exteriors

The purpose of the Committee in exercising judgment over the design of each building is to create a cohesive, comprehensive and composite appearance for Walnut Creek Business Park. The Committee shall review and comment on Applicant provided Building Elevations.

- Exterior building treatments that utilize brick, pre-cast concrete, site tilt-wall cast concrete, limestone, granite, marble and glass are preferred. Exterior insulating finish systems (EIFS) may be used as a limited accent material or soffits. However, in no instance shall EIFS be allowed to exceed three percent of the total exterior building façade.
- Water towers, storage tanks, air conditioning and heating equipment, processing equipment, satellite dish, roof objects and roof mounted equipment which rises above the roof line (including, but not limited to, roof fans, vents, skylights, telecommunications equipment and cooling towers, communication towers and equipment and solar equipment) and any other towers, structures or equipment situated on the Site shall be screened to the extent reasonably possible from view from any street or adjoining property by means and materials approved by the Committee. No antenna, satellite dish or tower shall be erected on any Site on grade without the prior approval from the Committee.

Loading Areas

Loading areas and docks shall be set-back and screened to minimize visibility from streets. Loading areas and docks shall not be closer than twenty (20) feet to the street property line, unless specifically approved by the Committee.

Outside Storage

No temporary buildings or sheds, or other portable structures, materials, supplies, equipment, or other articles of any nature herein after referred to as 'Outside Storage" shall be permitted to be stored or allowed to stand on any area exterior to the building without the prior approval of the Committee. Any permitted Outside Storage shall be contained within an enclosed structure or be completely screened from view of adjoining properties and streets with a combination of an enclosed screen and landscaping in a manner and at a location approved by the Committee.

Flag Poles

Flagpoles and flags are allowed, however, the Committee has the right to approve the number, size and location. No more than three (3) poles will be allowed on any one Site. All poles shall be made of spun aluminum or shall be mill-finished, clear anodized aluminum.

Electrical Transformers & Switch Equipment

Electrical transformers and switchgear equipment shall be located immediately adjacent to the Applicant's main building if at all possible. Failure to meet this requirement may necessitate additional screening and landscape buffer requirements being imposed by the Committee.

4. LANDSCAPING

A complete landscape plan prepared by a landscape architect shall be submitted to the Committee for review. All landscaping shall be installed in accordance with the approved plan and shall be in place soon after completion of the particular phase of development.

The landscape is integral to the total building design; it should respond to the architecture and reflect its relationship to the site. During initial planning, careful consideration should be given to the treatment of the landscape. The landscape design concept must serve the following aesthetic and functional purposes:

- Reinforce the design objective of the building. Articulation of main entries should be emphasized and reinforced, creating a focal point with specimen plants and seasonal color.
- Provide consistent streetscape along the roadways and parkway.
- Screen (with evergreen plants) views of parking areas, service/loading dock areas, mechanical equipment, trash containers, etc. from roadways and adjacent buildings or property.
- Integrate the existing topography and natural vegetation into the landscape design. Steep sites will require special attention to prevent erosion and for ease of maintenance.
- Preserve desirable views and provide privacy.

Color and Texture

The fall leaf color and spring flower of plant material should be considered as well as the texture of its leaves and bark. Perennials and flowering shrubs and trees are encouraged.

Quality of Planting

Plant spacing and size at the time of installation, as well as at maturity must be considered.

Retaining and Screen Walls

Retaining walls shall be unobtrusive as possible and built to the minimum height needed to serve their function.

Materials may be brick, keystone block, natural stone, or concrete. Landscape timbers will not be allowed.

The ends of the walls should be tapered into the ground rather than abruptly ending in space.

Ground mechanical equipment should be concealed and located so as not to be visible adjacent property or public-street.

All garbage and recycle containment and receptacles shall be totally screened from public streets or adjacent property.

All walls built to screen truck courts or service areas shall be consistent with the materials and colors of the adjacent building.

Any wall visible from an adjacent street or property shall have at a minimum 25% vegetative cover or landscaping screen.

Walls shall be constructed in accordance with applicable engineering practices and City of Raleigh Building Codes.

Irrigation

All planted areas shall be provided with an automatic underground irrigation system. Irrigation systems shall utilize pop-up heads where feasible. All planters on buildings and/or parking structures must be provided with an automatic irrigation system. When used, risers shall be hidden by shrubs to avoid visual clutter. The irrigation system shall be so designed as to prevent its automatic operation during periods of rain.

Fencing

The Committee reserves the right to review and approve any site fencing. Wood fencing will not be approved.

All fences visible from streets shall have additional landscape screening.

5. SIGNS

General Requirements

All signs and sign locations must be approved by the Committee and must be in accordance with these Guidelines and the Covenants. Owners must submit a complete description of their proposed graphics program, including sign locations, samples of materials and colors.

Signs shall conform to the appropriate municipal ordinance. Owners are responsible for obtaining all necessary permits and paying all associated fees.

Generally, one free-standing monument sign will be permitted to identify each project along public roadways. Additional signs may be permitted with the prior approval of the Committee, for large sites that have more than one orientation, and for cases with unusual site planning problems.

Signs shall be professionally constructed and properly maintained.

Walnut Creek Business Park Signage System

The following temporary and permanent signage may be approved by the Committee:

Temporary Signs

- For Sale/For Lease -- one per project
- Construction Site Sign -- identifying future tenant, developer, or architect; one per project
- Directional/Safety/Service Identification -- as needed

Permanent Signs

- Building Identification (See Specific Parapet Signage Requirements)
- Primary Directional
- Secondary Directional/Service Identification
- Traffic Control

Permanent Signs within Project Areas

All permanent signage must be tasteful and must be submitted to the Committee for approval.

Signs Not Permitted

The following are not permitted as permanent signs:

- Banners or streamers
- Sidewalk or curb signs (sandwich or "A" type)
- Portable displays or mobile signs
- Roof mounted signs
- Revolving or rotating signs
- Flashing signs
- Neon Tube signs
- Interior lighted signs
- Wooden signs or wooden sign posts

Under special circumstances these signs may be approved by the Committee for a specified use and for a designated, limited period of time.

Specific Parapet Signage Requirements

Walnut Creek Business Park Parapet Signage Criteria

Qualifications:	Each tenant is eligible for a parapet sign.
Letter Styles:	Helvetica Medium text for tenant without a registered logo.
Material Specification:	1" thick PVC (plastic). Individual letters/logo.
Quantities:	One (1) per tenant.
Letter Heights:	18" maximum letter height for tenants without a registered logo. 18" maximum letter height or maximum 36" tall logos (whichever is lesser of the two sizes, not to exceed the maximum heights) for tenants that have a registered logo. All tenant wall signs not to exceed 2 sq. ft. per linear ft. of tenant space.
Colors:	#313E Duranodic Bronze (Spraylat) for tenants with non-registered logos. #313E Duranodic Bronze (Spraylat) for tenants with registered logos and occupying less than 50 percent (50%) of the building space. Tenants occupying 50 percent (50%) or more of the building space may have registered logos in additional colors other than the Duranodic Bronze (Spraylat).

Additional Specifications and Restrictions:

1. No tenant sign shall be internally lighted, up-lighted or artificially illuminated in any manner.
2. All signage must be anchored to the façade of the building using ¼" aluminum studs or expansion bolts and clear silicon adhesive. Duke Realty Corporation reserves the right to select/approve the installation contractor for all parapet signage.
3. The height of the sign/logo shall not exceed sixty percent (60%) of the height of the parapet wall on which it is mounted.
4. All lettering and/or logos are to be centered vertically on the designated signage area.

Tenant Signage Approval Process:

Landlord reserves the right to approve all tenant signage, prior to any such installation. Tenant must submit package to Landlord that addresses all of the above-mentioned specifications and includes a scaled rendering of the proposed sign, indicating the proposed location of the sign on the parapet wall.

6. LIGHTING

Lighting should be considered an integral part of the total design for all projects. Site, street and parking lot lighting plans shall be provided to the Committee for review.

Site Lighting and Building Illumination

All site lighting is to be down or area lighting. Limited use of permanently fixed accent lighting and spot lighting will be permitted with the approval of the Committee. For public protection and security, walkways and open parking areas as well as non-defensible public space (i.e. hidden nooks, exterior stairwells, dead end spaces) should be adequately lighted. Fixture type and pole color shall be consistent with the standards adopted by the Committee and those currently in use at Walnut Creek Business Park.

Sign Illumination

Signs within business park areas are to be illuminated indirectly. Exposed light sources should be completely hidden from public view and should produce no objectionable glare to pedestrian or vehicular traffic.

7. MISCELLANEOUS PROVISIONS

Utility Requirements

All proposed utilities and service connections shall be underground.

Emission and Noise Control

No visible or odorous emission is permitted from any operation within Walnut Creek Business Park that would result in a reduction in air quality. Furthermore, excessive noises that may be generated by any operation must be contained within the limits of the project site.

WALNUT CREEK BUSINESS PARK OWNERS' ASSOCIATION, INC.

(A North Carolina Nonprofit Corporation)

Date of Incorporation: September 16, 2005

Directors:

Andrew Kelton
Amy Mayer
Chris Raughley

Officers:

<u>Name:</u>	<u>Position:</u>
Amy Mayer	President
Vanessa Guinyard	Treasurer
Howard Feinsand	Secretary

Design Review Committee:

Andrew Kelton
Amy Mayer
Chris Raughley

Registered Agent:

CT Corporation Systems
225 Hillsborough Street
Raleigh, North Carolina 27603

WALNUT CREEK BUSINESS PARK OWNERS' ASSOCIATION, INC.

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 - 2. Notice of Special Meeting for Members.
 - 3. Script for Annual Meeting of Members.
 - 4. Notice of Special Meeting of the Board of Directors.
 - 5. Written Consent Action without a Meeting.
 - 6. Proxy.
 - 7. Ballot.
 - 8. Notice of Assessment.
 - 9. Estoppel Letter.
 - 10. Plans and Specs Approval Letter.
 - 11. Default Notice.
 - 12. Notice of Lien.
- D. Minutes/Resolutions (insert all board and member meeting minutes and consent actions here for future reference)
- E. Other Association Agreements (for example, landscaping agreements and other contracts)

F. Charter Documents

1. Summary of CCRs.
2. Declaration.
3. Articles of Incorporation.
4. Bylaws.