



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

BROOKSTONE COMMUNITY SERVICES ASSOCIATION, INC.

the original of which was filed in this office on the 30th day of May, 2003.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 30th day of May, 2003

Elaine F. Marshall

Secretary of State

Prepared by: FRANK W. ERWIN, ATTORNEY
P. O. Box 7206
Jacksonville, NC 28540

SOSID: 677136
Date Filed: 5/30/2003 10:03:00 AM
Elaine F. Marshall
North Carolina Secretary of State
C200314300126

ARTICLES OF INCORPORATION
OF
BROOKSTONE COMMUNITY SERVICES ASSOCIATION, INC.

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators for the purpose of creating a nonprofit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Nonprofit Corporation Act", and the several amendments thereto, do hereby set forth:

1. The name of the corporation is:
BROOKSTONE COMMUNITY SERVICES ASSOCIATION, INC.
2. The period of duration of the corporation shall be: PERPETUAL.
3. The purpose(s) for which the corporation is organized is/are:
 - a) To provide maintenance of certain real property and improvements thereon to be owned by the Association situated and lying and being in Onslow County, North Carolina, and more particularly described as BROOKSTONE SUBDIVISION, and any other property which may be owned and controlled by the Association from time to time. And further, to undertake the performance of the acts and duties incident to the maintenance, improvement, architectural control and management of said real property with any improvements thereon in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation as may be necessary or convenient in the administration of the operation thereof.
 - (b) To make, establish and enforce reasonable rules and regulations governing the use of the Common Elements, land, and other real and personal property which may be owned by the Association itself;
 - (c) To make, levy and collect assessments against Members of the Association; to provide the funds to pay for common expenses of the Association as provided in the Declaration and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association; to use said assessments to promote the recreation, acquisition, improvement and maintenance of the Common Area, services and facilities devoted to this purpose and related to the use and enjoyment of the Common Area, including but not limited to the cost of repair, replacement and additions thereto, the cost of labor, equipment, materials, management, supervision thereof, the maintenance of insurance in accordance with the Bylaws, including the employment of attorneys to represent the Association when necessary for such other needs as may arise;
 - (d) To maintain, repair, replace and operate the properties for which the Association is responsible;

(e) To enforce by any legal means, the provisions of the Declaration, the Bylaws of the Association, and the rules and regulations for the use of the Association property;

(f) To contract for the management of the recreational property and to delegate to such manager or managers all powers and duties of the Association except those powers and duties which are specifically required to have approval of the Executive Board or the membership of the Association;

(g) To have all of the common law and statutory powers of a non-profit corporation and also those powers as set out in the Declaration and all powers reasonably necessary to implement the purposes of the Association.

4. The Corporation shall have members as provided by the By-laws.

5. The street address and county of the principal office of the corporation is: 2300 Center Avenue, New Bern, Craven County, NC 28562.

6. The street address, county, city, state and zip code of the initial registered office of the corporation is: 2300 Center Avenue, New Bern, Craven County, NC, 28562.

7. The name of the initial registered agent of the corporation at the above address is: DEBBY F. CRAYTON.

8. The number of directors constituting the initial Board of Directors shall be three (3), and the names and addresses (including street and number) of the persons who are to serve as directors until the first meeting of the corporation or until their successors are elected and qualified are:

DEBBY F. CRAYTON
2300 Center Avenue
New Bern, NC 28562

RITA E. GURA
2300 Center Avenue
New Bern, NC 28562

PETER B. SHOULTS
2300 Center Avenue
New Bern, NC 28562

9. The name and address (including street and number) of the incorporator(s) is/are: (Only one incorporator is required) DEBBY F. CRAYTON, 2300 Center Avenue, New Bern, Craven County, NC 28562.

10. Any other provisions which the corporation elects to include are as follows:

(a) The Corporation shall have all the powers granted non-profit corporations under the laws of the State of North Carolina. Notwithstanding any other provision of these Articles, this

Corporation hereby elects tax-exempt status under Section 528 of the Internal Revenue Code of 1986. This Corporation shall not carry on any activities prohibited by a Corporation electing tax-exempt status under Section 528, or any corresponding sections or provisions of any future United States Internal Revenue law. It is further provided that no distributions of income of the Corporation are to be made to members, directors or officers of the corporation; provided, however, that members of the Corporation may receive a rebate of any excess dues and assessments previously paid.

(b) In the event of the dissolution of the corporation or the winding up of its affairs or the liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of this corporation.

(c) The corporation shall indemnify all directors, officers, employees and agents against liability and expenses in any proceeding (including without limitation, a proceeding brought by or on behalf of the corporation itself) arising out of their status as such or their activities in any of the foregoing capacities. The corporation shall also, and to the same extent, indemnify any person, who at the request of the corporation is or was serving as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise or as a trustee or administration under an employee benefit plan. Such persons shall be entitled to recovery from the corporation of reasonable costs, expenses, and attorneys fees in connection with the enforcement of rights to indemnification granted herein, pursuant to NCGS 55A-8-50 et seq.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of MAY, 2003.

 (SEAL)
DEBBY F. CRAYTON, INCORPORATOR

DATA\HOA\ARTINC-HOA(043098)REV012600\032900\050703
DATA\CLIENT\HOA\BROOKSTONE\ARTINC(051403)
030490CV