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BOOK 790 PAGE 28



State of North Carolina

Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

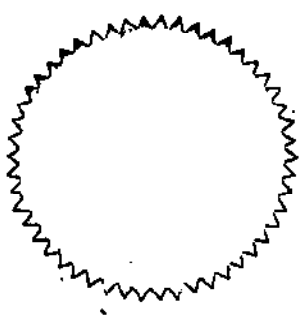
I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (4 sheets) to be a true copy of

ARTICLES OF INCORPORATION
OF
GUM BRANCH CENTER CONDOMINIUM OWNERS ASSOCIATION, INC.

and the probates thereon, the original of which was filed in this office on the 11th day of July 19 66, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 11th day of July in the year of our Lord 19 66.



Handwritten signature of Thad Eure
Secretary of State

Handwritten signature
Deputy Secretary of State

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STATE OF NORTH CAROLINA
COUNTY OF ONSLOW

DOCUMENT # 1874743
DATE 01/11/04 TIME 5:35

ARTICLES OF INCORPORATION OF THE
GUM BRANCH CENTER CONDOMINIUM
OWNERS ASSOCIATION, INC.

CLERK OF SUPERIOR COURT
RECORDS AND DEEDS
COUNTY OF ONSLOW
NORTH CAROLINA

The undersigned, being of the age of eighteen years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a nonprofit corporation under and by virtue of the laws of the State of North Carolina.

1. The name of the corporation is GUM BRANCH CENTER CONDOMINIUM OWNERS ASSOCIATION, INC.
2. The period of duration of the corporation is perpetual.
3. The purposes for which the corporation is organized are the ownership of and management of the common areas of Gum Branch Center Condominiums, and the real property described in Exhibit "A" attached hereto and made a part hereof by this reference, in accordance with the Declaration of Condominium pertaining to said condominium, and attached and exhibited documents, all recorded or to be recorded in the office of the Register of Deeds of Onslow County, North Carolina, and the corporation shall have all powers and authority granted non-profit corporations under the provisions of Chapter 55A of the North Carolina General Statutes.
4. 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 distributed to any association, corporation, or foundation organized for the purposes set forth in these Articles of Incorporation, the Declaration of Condominium referred to herein, and the By-Laws adopted by the corporation.
5. The corporation shall have members whose qualifications for membership shall be as follows:
 - a. The Owners of all Condominium units in the condominium shall be members of the corporation, and no other person or entity shall be entitled to membership.

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CAVLEIGH, EDWARDS AND MCGLAUGHON - ATTORNEYS • 219 NEW BRIDGE STREET • JACKSONVILLE, NORTH CAROLINA 28611-1057 • PHONE: 919-855-4494

b. Membership shall commence at the time an Owner acquires title to the condominium unit, or an interest therein, and shall terminate immediately upon his divestiture of title by any means, except that divestiture of title as to any one or more units shall not terminate the membership of any person or entity who retains title or an ownership interest in any other unit or units in the condominium.

c. The interest of any member in the funds or other assets of the corporation cannot be assigned or transferred in any manner except as an appurtenance to his condominium unit. Such assets shall belong solely to the corporation, and shall be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium, and in the By-Laws hereafter adopted by the corporation.

d. On all matters upon which the membership shall be entitled to vote, each condominium unit shall have a vote equal to its appurtenant undivided interest in the Common Areas, as set forth in the Declaration of Condominium. The vote of each unit shall be cast or exercised by the Owner of each unit in the manner set forth in the By-Laws hereafter adopted by the corporation. In the event of ownership by any person or entity of more than one unit in the condominium, the said member shall be entitled to cast all votes associated with each such unit owned by the member.

6. The directors of the corporation shall be elected or appointed in the manner and for the terms provided in the bylaws. Provided, however, that the initial board of directors shall be comprised of three (3) members, and, so long as TOPLAND CORPORATION, the Developer, is the owner of at least twenty-five (25%) percent of the Units in the condominium, the said Developer shall have the right to appoint and select a majority of the Directors from time to time as provided in the By-Laws, and such person or persons selected by the Developer shall not necessarily be an owner of a unit in the condominium.

7. The address of the initial registered office of the corporation in the State of North Carolina is 219 New Bridge Street, Jacksonville, Onslow County, North Carolina; and the name of its registered agent at such address is H. King McGlaughon, Jr.

8. The number of directors constituting the initial board of directors shall be three (3); and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
W.D. MILLS	825 Gum Branch Road, Suite <u>N</u> Jacksonville, NC 28540
J.W. BEAN	825 Gum Branch Road, Suite <u>N</u> Jacksonville, NC 28540
H. KING MCGLAUGHON, JR.	219 New Bridge Street Jacksonville, NC 28540

9. The name and address of the incorporator is H. King McGlaughon, Jr., 219 New Bridge Street, Jacksonville, NC 28540.

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, this the 18th day of December, 1985.

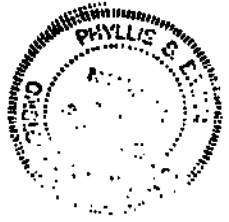
H. King McLaughon, Jr.
H. KING McGLAUGHON, JR.

STATE OF NORTH CAROLINA
COUNTY OF ONSLOW

I, PHYLLIS S. BRYAN, a Notary Public for said County and State, do hereby certify that H. KING McGLAUGHON, JR. personally appeared before me this 18th day of December, 1985 and acknowledged the due execution of the foregoing Articles of Incorporation.

Phyllis S. Bryan
Notary Public

My commission expires:
March 21, 1989



ATTORNEYS • 218 NEW BRIDGE STREET • JACKSONVILLE, NORTH CAROLINA 28541-1007 • PHONE: 919/453-9474

NORTH CAROLINA, ONSLOW COUNTY
The foregoing certificate(s) of Thad Eure, Secretary of State and
and Phyllis S. Bryan
Notary (ies) Public is (are) certified to be correct. This instrument was presented for registration and recorded in this office in Book 790 Page 28 This 25th day of JULY,
1986 at 3:58 o'clock P. M.
Michael A. Howard Register of Deeds, Onslow County

CANON

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EXHIBIT "A"

BEGINNING at the point of intersection of the centerline of Gum Branch Road (NCSR 1306-80 foot right-of-way) with the centerline of Nottingham Road (100 foot right-of-way); thence from the above described point of beginning and running with the centerline of Gum Branch Road in a Southerly direction 502.45 feet to an existing P.K. Nail; thence continuing with the centerline of said Gum Branch Road, South 14 degrees 12 minutes 22 seconds East 432.38 feet to an existing P.K. Nail; thence leaving said centerline, South 75 degrees 17 minutes 38 seconds West 40.0 feet to an existing iron pipe in the approximate centerline of Dotey's Branch on said right-of-way of Gum Branch Road, said pipe being THE TRUE POINT OF BEGINNING of the hereinafter described tract; thence from the above described TRUE POINT OF BEGINNING and continuing with said right-of-way, South 14 degrees 09 minutes 50 seconds East 285.44 feet to a new iron pipe; thence leaving said right-of-way and with the now or formerly Cliff Jacobs' Northernmost property line, South 71 degrees 35 minutes 35 seconds West 270.55 feet to an existing iron pipe on the Northeasternmost right-of-way of Morton Street (30 foot right-of-way); thence leaving said Jacobs' property line and with said right-of-way of Morton Street and beyond, North 33 degrees 09 minutes 30 seconds West 281.19 feet to a point in the approximate centerline of Dotey's Branch, North 86 degrees 37 minutes 55 seconds East 94.37 feet to an existing iron pipe; thence North 71 degrees 32 minutes 30 seconds East 216.39 feet to an existing iron pipe; thence South 83 degrees 49 minutes 10 seconds East 56.48 feet to the true point and place of beginning. Containing 1.79 acres. The above description being drawn by James E. Stewart and Associates, Inc. on November 27, 1984 from a survey in June 1984 and a map entitled "Survey Map, Property of W.D. Mills" prepared by Barden Lanier and Associates as certified by John L. Pierce, R.L.S., L-2886 February 13, 1984. All courses are correct in their angular relationship to magnetic North 1984.