

**ARTICLES OF INCORPORATION
OF
WATERCREST LANDING HOMEOWNERS ASSOCIATION, INC.**

We, the undersigned natural person(s) 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 North Carolina General Statutes, entitled, "Nonprofit Corporation Act", and the several amendments thereto, do hereby set forth:

ARTICLE I

The name of the Corporation is WATERCREST LANDING HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized are:

(a) To provide for the management, operation, preservation, maintenance or landscaping of the common areas, wastewater system and facilities, and streets within a subdivision known as Watercrest Landing, located in Swansboro Township, Onslow County, North Carolina;

(b) To enforce the provisions of the Declaration, the Bylaws, and the rules and regulations governing architectural control and the use of the common elements; and to establish an annual budget for payment of common expenses, and to levy and collect assessments against Members of the Association to pay for common expenses, as provided in the Declaration

(c) To engage in any lawful act or activity for which corporations may be organized, and to have all common law and statutory powers of a non-profit corporation, and all powers as set forth in the Declaration. And in order to implement the objects and purposes above set forth, the corporation shall have full power and authority to purchase, lease, and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created.

ARTICLE IV

The corporation shall have members which may be divided into such classes as shall be provided in the by-laws. Membership is limited to the owners of lots within Watercrest Landing. All members shall be accepted, appointed, elected or designated in the manner provided by the by-laws.

ARTICLE V

The corporation is to have no capital stock.

ARTICLE VI

The principal place of business and street address and county of the initial registered office of the corporation in the State of North Carolina is 121 Garnet Lane, Jacksonville, Onslow County, North Carolina 28546 and the name of its initial registered agent is Elijah T. Morton.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be two (2) and the names and addresses of the persons who are to serve as Directors until the first meeting of the corporation are:

Elijah T. Morton
121 Garnet Lane
Jacksonville, NC 28546

Jennifer L. Morton
218 Tall Tree Court
Maysville, NC 28555

ARTICLE VIII

(a) Said 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 the corresponding provision 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 a 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 administrator under an employee benefit plan. Such persons shall be entitled to recovery from the Corporation of reasonable costs, expenses and attorney's fees in connection with the enforcement of rights to indemnification granted herein, pursuant to North Carolina General Statutes Section 55A-8-50, et seq.

ARTICLE IX

The name and address of the incorporator is Elijah T. Morton, 121 Garnet Lane, Jacksonville, Onslow County, North Carolina, 28546.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 5th day of August, 2013

Elijah T. Morton (SEAL)
Elijah T. Morton, Incorporator

North Carolina
Onslow County

I, Ruth W. Sheaffer, a Notary Public of the said County and State, duly commissioned to take acknowledgments and administer oaths in the State of North Carolina, do hereby certify that on this day personally appeared before me Elijah T. Morton, who being by me first duly sworn, declares that he is the incorporator referred to in Article IX of the foregoing Articles of Incorporation, and that he signed these Articles as such and that the statements contained therein are true. Witness my hand and seal this 5th day of August, 2013.

Ruth W. Sheaffer, Notary Public (Notary Seal)

My Commission Expires: 7-18-17

