

**ARTICLES OF INCORPORATION
OF
VILLAGE GREEN PROPERTY OWNERS ASSOCIATION, INC.**

A Non-profit Corporation

The undersigned, being over the age of eighteen (18) years, acting as incorporator for the purposes 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 "NON-PROFIT CORPORATION ACT" and the several amendments thereto, does hereby set forth:

**ARTICLE I
*Name***

The name of the corporation is: ***Village Green Property Owners Association, Inc.***

**ARTICLE II
*Duration***

The period of duration of the corporation shall be perpetual.

**ARTICLE III
*Purpose***

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance, management, operation and preservation of that certain property known as Village Green, shown and described on the plat recorded or to be recorded in the Office of the Register of Deeds of Brunswick County, North Carolina, and any additions thereto which may be brought within the jurisdiction of the Corporation; and to promote the health, safety and welfare of the members, and to exercise those powers hereinafter set forth.

**ARTICLE IV
*Membership***

The Corporation shall have members as provided in the By-Laws.

ARTICLE V
Election of Directors

Directors of the corporation shall be designated in the manner provided by the By-Laws.

ARTICLE VI
Registered Office and Agent and Principal Office

The address of the initial registered office for the corporation is: ***311-8A Judges Road, Wilmington, North Carolina 28405***, in New Hanover County, and the initial registered agent is ***Daniel Hilla***. The address of the principal office is ***311-8A Judges Road, Wilmington, North Carolina 28405***, in New Hanover County .

ARTICLE VII
Initial Directors

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 directors until the first meeting of the corporation or until their successors are elected and qualified are:

<i>Name</i>	<i>Address</i>
<i>Daniel Hilla</i>	<i>311-8A Judges Road Wilmington, NC 28405 New Hanover County</i>
<i>Karen E. Hilla</i>	<i>311-8A Judges Road Wilmington, NC 28405 New Hanover County</i>
<i>Sandra L. Darby</i>	<i>1430 N. Howe Street Southport, NC 28461 Brunswick County</i>

ARTICLE VIII
Incorporator

The name and address of the incorporator is as follows: Sandra L. Darby, 1430 Howe Street, Southport, North Carolina 28461.

ARTICLE IX
Powers

(A) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation set forth in that certain Declaration of Covenants, hereinafter call the "Declaration", applicable to all of the property herein described which is recorded or will be recorded in the Office of the Register of Deeds of Brunswick County, North Carolina, and as the same may be amended from time to time and therein provided, said Declaration being incorporated herein as if set forth at length;

(B) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

(C) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

(D) To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(E) To dedicate, sell or transfer all or any part of the Common Elements to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members;

(F) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes;

(G) To annex additional properties as provided in the Declaration; and,

(H) to have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of North Carolina by law may now or hereafter have or exercise.

ARTICLE X
Distribution or Dissolution

No part of the net earnings of the organization shall inure to the benefit of its members, directors, officers, or other persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the organization.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations with similar purposes or to one or more organizations which are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986.


Personal liability for all Directors for monetary damages arising out of an action or actions, whether by or in the right of the corporation or otherwise for breach of any duty as a Director is eliminated except with respect to acts, omissions, liabilities and/or transactions described and defined in North Carolina General Statutes 55A-2-02(b) (4) (i), (ii), (iii), (iv).

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 2ND day of October, 2000

 (SEAL)
Sandra L. Darby
Incorporator

STATE OF NORTH CAROLINA,
COUNTY OF BRUNSWICK:

I, Elizabeth T. Cantrell, a Notary Public of and for said County and State, do hereby certify that Sandra L. Darby personally appeared before me this 2ND day of October, 2000, and acknowledged the execution of the foregoing Articles of Incorporation.


Notary Public
My Commission expires December 11, 2001.