

**ARTICLES OF INCORPORATION
OF
SYCAMORE GROVE HOMEOWNERS ASSOCIATION, INC.**

I, the undersigned, being a natural person of full age, make these Articles of Incorporation for the purpose of forming a nonprofit corporation pursuant to the provisions of Chapter 55A of the North Carolina General Statutes.

ARTICLE I

NAME

The name of the corporation is the Sycamore Grove Homeowners Association, Inc. and its principal office address is 11510 North Community House Road, Charlotte, Mecklenburg County, North Carolina 28277.

ARTICLE II

DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III

PURPOSES

The purposes for which the corporation is organized are:

- (a) To provide for the management, maintenance, preservation, administration and operation of the subdivision as described in that certain Declaration of Covenants, Conditions and Restrictions for Sycamore Grove recorded in the Office of the Register of Deeds for Mecklenburg County, North Carolina (the "Declaration").
- (b) To promote the health, safety and welfare of the "Lot Owners" (as defined in the Declaration) within the jurisdiction of this corporation.
- (c) To engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

ARTICLE IV

POWERS

In order to carry out the purposes for which this corporation has been formed, the corporation shall have all of the powers set forth in Chapter 55A of the North Carolina General Statutes, including, but not by way of limitation, the power:

(a) To exercise all of the privileges and powers and to perform all of the duties and obligations of the corporation as set forth in the Declaration and the Bylaws attached thereto;

(b) To fix, levy, collect and enforce payment of (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, and, in accordance with the terms of the Declaration, to mortgage, pledge, grant a deed of trust or hypothecate any or all of the Common Area, if any, (as defined in the Declaration) as security for money borrowed or debts incurred, subject to the property rights of the members of the corporation as provided in the Declaration and the Bylaws attached thereto;

(e) To dedicate, sell or transfer all of any part of the Common Area, if any, to any public agency, authority or utility or other entity for such purposes and subject to such conditions as may be agreed upon by the members of the corporation as provided in the Declaration and the Bylaws attached thereto.

ARTICLE V

NO PECUNIARY GAIN

This corporation is a nonprofit corporation, and no part of the net earnings (if any) of the corporation shall inure to the pecuniary benefit of its Members (as defined hereinbelow), officers, or directors.

ARTICLE VI

MEMBERSHIP AND VOTING RIGHTS

Membership in the corporation ("Membership") shall be limited to the Owners of Lots (as defined in the Declaration) in the Sycamore Grove and every Owner of a Lot shall automatically be a member (a "Member") of the corporation. Members shall not include persons or entities who hold an interest in a Lot merely as security for the payment or performance of an obligation. Membership in the corporation shall be appurtenant to and may not be separated from Lot ownership.

Each Member shall be entitled to cast one (1) vote for each Lot owned by such Member. In the event fee simple title to a Lot is owned of record by more than one person or entity, all such persons or entities shall be Members, but the votes with respect to any such jointly owned Lot shall be cast as hereinafter provided.

If the fee simple title to any Lot is owned of record by two or more persons or entities (whether individually or in a fiduciary capacity), the vote with respect to any such jointly owned Lot may be cast by any one of the joint Owners in person or by proxy, except that the holder or holders of a life estate in a Lot shall have the sole right to cast the votes allocated to the Lot. If more than one of the joint Owners vote or more than one life estate holder in a Lot vote, the unanimous action of all joint Owners or joint life estate holders voting shall be necessary to effectively cast the vote allocated to the particular Lot. Such unanimous action shall be conclusively presumed if any one of such multiple Owners casts the votes allocated to that Lot without protest being made promptly to the person presiding over the meeting by any of the other of such joint Owners.

In no event may the vote which may be cast with respect to any Lot be divided among joint Owners of the Lot or cast in any manner other than as a whole, it being the intention that there be no "splitting" of votes that may be cast by any Member or Members.

ARTICLE VII

REGISTERED AGENT AND OFFICE

The physical address of the initial registered office in the State of North Carolina is 11510 North Community House Road, Charlotte, Mecklenburg County, North Carolina, 28277, and the name of the initial registered agent at such address is Karla Hammer Knotts.

ARTICLE VIII

EXECUTIVE BOARD OF DIRECTORS

The affairs of the corporation shall be managed by an Executive Board of no less than three (3) members who need not be Members of the corporation. The number of members of the Executive Board may be changed from time to time in accordance with the Bylaws of the corporation. The number of persons constituting the initial Executive Board is three (3), and the names and addresses of the persons who are to act as initial directors of the Executive Board until the first annual meeting of the Members or until his successor is elected and qualified are:

<u>Name</u>	<u>Address</u>
Karla Hammer Knotts	Post Office Box 687 Pineville, North Carolina 28134
Terry Knotts	Post Office Box 687 Pineville, North Carolina 28134
Julie Hobbs	Post Office Box 687 Pineville, North Carolina 28134

The Members of the corporation shall elect members to serve on the Executive Board at each annual meeting, such members of the Executive Board to serve for a term or the terms as set forth in the Bylaws. Members of the Executive Board may succeed themselves in office. The Members of the Executive Board and the officers of the corporation shall not be liable to the Members for any mistake of judgment, negligence or otherwise, except for their own individual wilful misconduct or bad faith. The Members shall indemnify and hold harmless each of the directors and the officers of the corporation against all contractual liability to others arising out of contracts made by the Executive Board or the officers on behalf of the corporation, unless any such contract shall have been made in bad faith or contrary to the provisions of the Declaration or the Bylaws. It is intended that the directors and officers shall have no personal liability with respect to any contract made by them on behalf of the Corporation, except to the extent that they are Members and have a liability as such. It is also intended that the liability of any Members arising out of any contract made by the Executive Board or the officers, or out of the aforesaid indemnity in favor of the directors or the officers, shall be limited to such proportion of the total liability thereunder as his interest in the Common Elements bears to the interest of all the Members in the Common Elements. Every agreement made by the Executive Board, by the managing agent or by the officers on behalf of the

corporation, shall provide that the Members of the Board, the managing agent or the officers, as the case may be, are acting only as agents for the Members, and shall have no personal liability thereunder.

ARTICLE IX

AMENDMENTS

Amendments of these Articles of Incorporation shall require the assent of the Members entitled to exercise at sixty-seven percent (67%) of the entire vote of the Membership. Provided, however, no amendment to these Articles of Incorporation shall be adopted or passed which shall impair or prejudice the rights of Declarant provided for in these Articles of Incorporation, in the Declaration, or in the Bylaws, without the consent of Declarant.

ARTICLE X

DISSOLUTION

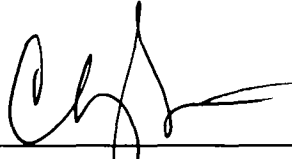
The Association may be dissolved with the assent given in writing and signed by not less than sixty-seven percent (67%) of the voting members. Upon dissolution of the Association, other than incident to a merger or a consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE X

INCORPORATOR

The name and address of the incorporator is: Cheryl D. Steele, Esq., Horack Talley Pharr & Lowndes, P.A., 301 South College Street, Suite 2600, Charlotte, North Carolina 28202.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal, this 11th day of February, 2004.



Cheryl D. Steele
Incorporator

(SEAL)

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

This is to certify that on this 11th day of February, 2004 before me, Dale E. Vaughan, a Notary Public of Mecklenburg County, North Carolina, personally appeared Cheryl D. Steele, who executed the foregoing Articles of Incorporation of the Mulberry Pond Homeowners Association, Inc., and, after having first made known to her the contents thereof, she did acknowledge that she signed, sealed and delivered the same as her voluntary act and deed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 11th day of February, 2004.

Dale E. Vaughan

Notary Public

My commission expires:

January 8, 2008

[Notarial Seal]