

**ARTICLES OF INCORPORATION
OF
SALEM PLACE TOWNHOMES ASSOCIATION, INC.**

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 SALEM PLACE TOWNHOMES ASSOCIATION, INC.
2. The period of duration of the corporation is perpetual.
3. The purposes for which the corporation is organized are as follows:
 - (1) To maintain, repair and replace certain common areas located in the City of Winston-Salem, County of Forsyth, State of North Carolina, and shown on that certain Plat for SALEM PLACE TOWNHOMES recorded in Plat Book 51, Page 63, Forsyth County Register of Deeds, as it may be amended from time to time (the "Plat");
 - (2) To own, purchase, manage, maintain, repair and replace any or all of the equipment or other property of any type, used in connection with the functions described in Article 3 (1) above;
 - (3) To establish an orderly, equitable and efficient system of billing to pay for the expenses incurred in the furtherance of the aforesaid purposes;
 - (4) To promulgate such rules and regulations and perform such deeds and acts as are deemed necessary to achieve the aforesaid objectives and to

promote the health, safety and welfare of the members of this corporation;
and

- (5) The transaction of any lawful activity which a corporation organized under the Nonprofit Corporation Act (North Carolina General Statutes, Chapter 55A) of the State of North Carolina by law may now or hereafter have or exercise.

4. The powers of the corporation in furtherance of the purposes set out in Article 3 above are as follows:

- (1) To exercise all of the powers and privileges and perform all of the duties and obligations of things reasonably necessary or desirable for carrying out the purposes set forth herein and for protecting the lawful rights and interests of its members in connection therewith;
- (2) To fix, levy, collect and enforce payment, by any lawful means, of all charges or assessments to members and to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied thereon;
- (3) 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 the real property subject to such conditions as may be agreed to by the members as provided in the bylaws;
- (4) To borrow money;

- (5) To dedicate, sell or transfer all or any part of its property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members as provided in the bylaws; and
 - (6) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act (North Carolina General Statutes, Chapter 55A) of the State of North Carolina by law may now or hereafter have or exercise.
- 5. The corporation shall have members with such designations, rights, powers and privileges as provided in the Bylaws of the Corporation.
- 6. The directors of the corporation shall be elected by the members in the manner provided in the bylaws.
- 7. 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 therefore, be dedicated to an appropriate public agency to be used for purposes similar to those for which the corporation was created or, in the event that such dedication is refused acceptance, distributed to any association or associations organized for purposes similar to those set forth in Article 3 hereinabove, all as more particularly provided in the bylaws of the corporation.
- 8. The corporation may be dissolved only with the assent in writing and signed by all members.

9. The initial registered office is: c/o 529 College Road, Suite 200, Greensboro, Guilford County, North Carolina 27410, and the street address for the registered office is c/o 529 College Road, Suite 200, Greensboro, Guilford County, North Carolina 27410; and the name of its initial registered agent at such address is Michael A Murray.
10. The street address of the principal office of the corporation is c/o 529 College Road, Suite 200, Greensboro, Guilford County, North Carolina 27410, and the mailing address for the principal office is c/o 529 College Road, Suite 200, Greensboro, Guilford County, North Carolina 27410.
11. The number of directors constituting the initial Board of Directors shall be one (1); and the name and address of the person who is to serve as the initial director is:

NameAddress

Michael A. Murray

C/O 529 College Road, Suite 200,
Greensboro, North Carolina 27410

12. The name and address of the incorporator is

Marc L. Isaacson, Esq.
Isaacson Isaacson Sheridan & Fountain, LLP
P. O. Box 1888
Greensboro, North Carolina 27402

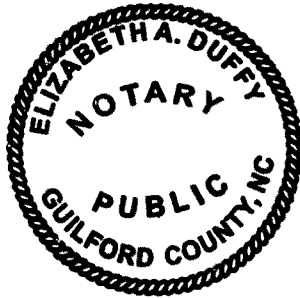
IN WITNESS WHEREOF, I have hereunto set my hand this 27 day of November, 2007.

, Incorporator
Marc L. Isaacson

NORTH CAROLINA

GUILFORD COUNTY

I, Elizabeth A. Duffy, A Notary Public, do hereby certify that Marc L. Isaacson, Incorporator, personally appeared before me this 27th day of November, 2007, and acknowledged the due execution of the foregoing Articles of Incorporation.



Elizabeth A. Duffy (SEAL)
Notary Public
Printed Name: Elizabeth A. Duffy

My commission expires: June 21, 2009