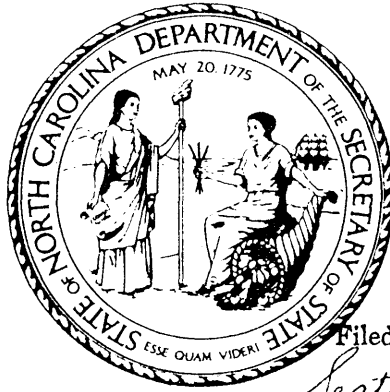


State of North Carolina



Department
of the

Secretary of State

Filed ^{20th} September 1985 at 11:57 O'clock A.M.

and registered in the office of the Register of Deeds
for Pender County in Book No. 6 Page 93

Hugh Overstreet, Jr.
Register of Deeds for
Pender County

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

HARBOUR VILLAGE MARINA, INC.

and the probates thereon, the original of which was
filed in this office on the 13th day of September 1985,
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 13th day
of September in the year of our Lord 1985.

RECEIVED COUNTY CLERK
JAN 10 1987
FILED
1987 EURE
REGISTERED STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION
OF
HARBOUR VILLAGE MARINA, INC.
A NON-PROFIT CORPORATION

I, being of the age of eighteen (18) years or more, acting as incorporator for the purpose of creating a non-profit 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, do hereby set forth:

ARTICLE I

The name of the corporation is HARBOUR VILLAGE MARINA, INC.

ARTICLE II

The period of duration of the corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE III

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, preservation and architectural control of that certain boatominium project known as HARBOUR VILLAGE MARINA as shown and described on the plat recorded or to be recorded in the Office of the Register of Deeds of Pender County, North Carolina, and any additions thereto which may be brought within the jurisdiction of the Corporation; and to promote the health, safety, welfare, social and recreational activities, and moral well-being of its members, and any

MEMBER ANDY
...
...

additions thereto as may hereafter be brought within the jurisdiction of this Corporation, and to exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter sometimes called the "Declaration", applicable to the property upon which HARBOUR VILLAGE MARINA, shall be located, which Declaration will be recorded in the Office of the Register of Deeds of Pender County, North Carolina, as such Declaration may be amended from time to time as therein provided.

ARTICLE IV

The corporation hereby formed shall have no capital stock and shall be composed of members rather than shareholders. Membership in the corporation shall be limited to such persons, firms or corporations as the By-Laws shall prescribe. Initial memberships shall be upon subscription to the incorporator. The transfer, assignment, lease or mortgage of a membership and any rights incident thereto shall be governed by the Declaration and the By-Laws. The classes of membership and all the rights, benefits, duties and obligations of membership within each such class shall be described by the Declaration or the By-Laws.

ARTICLE V

The Corporation shall be dissolved upon the affirmative vote of seventy-five percent (75%) of the members of each class.

The rights of members to the assets of the corporation upon dissolution shall be prescribed by the By-Laws.

ARTICLE VI

The affairs of the corporation shall be directed and governed by the Board of Directors of not less than three (3) nor more than seven (7) persons, each of whom shall be a

member of the corporation. The qualifications of Directors, the method of electing the Directors, and the number of Directors shall be fixed by the By-Laws.

Until the first annual meeting of members or until their successors are otherwise selected and qualified, there shall be three (3) directors whose names and addresses shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Terrence M. Domnick	28 Shore Drive Wrightsville Beach New Hanover County North Carolina 28480
David G. Dion	716 Green Tee Road Hampstead Pender County North Carolina 28443
W. Ray Barwick	P. O. Box 2729 Surf City Pender County North Carolina 28445

ARTICLE VII

The address of the initial registered office of the corporation shall be Hampstead Plaza, P. O. Box 4025, Hampstead, Pender County, North Carolina, 28443, and the name of the registered agent upon whom service of process may be had at such address is W. James Brandon.

ARTICLE VIII

The name and address of the incorporator is:

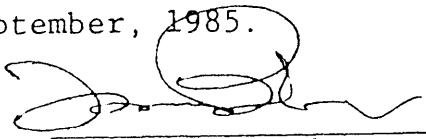
<u>NAME</u>	<u>ADDRESS</u>
W. James Brandon	Hampstead Plaza P. O. Box 4025 Hampstead Pender County North Carolina 28443

RECORDED
INDEXED
SERIALIZED
FILED

ARTICLE IX

In addition to the powers granted corporations under the laws of the State of North Carolina, this corporation shall have full power and authority to engage in any lawful activity which may be reasonably necessary or convenient to carry out the purposes of the corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this 4th day of September, 1985.



W. James Brandon (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF PENDER

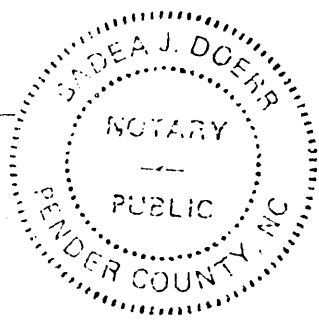
I, Badia J. Doerr, a Notary Public in and for the State and County aforesaid, do hereby certify that W. James Brandon did personally appear before me this day and acknowledged the due execution of the foregoing instrument for the purposes therein expressed.

Witness my hand and notarial seal, this the 4th day of September, 1985.

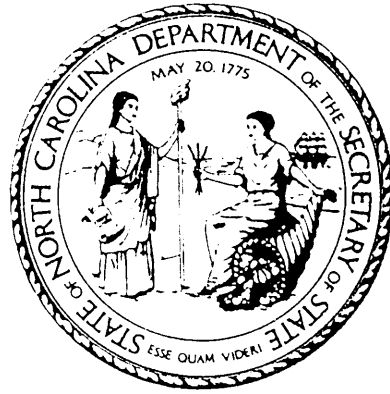
Badia J. Doerr
Notary Public

My Commission Expires:

11/21/90



W. JAMES BRANDON
NOTARY PUBLIC
PENDER COUNTY, NC



**State
of
North Carolina**

Certified Copy
from
The Department of The
Secretary of State
to be Recorded
with the
Register of Deeds
of _____