

ARTICLES OF INCORPORATION

FOR

AUTUMN HALL MASTER ORGANIZATION, INC.

Article 1. NAME OF CORPORATION: The name of the corporation is Autumn Hall Master Organization, Inc. ("**Master Organization**").

Article 2. APPLICABLE STATUTE: The corporation is organized pursuant to the provisions of the North Carolina Nonprofit Corporation Act, Chapter 55A, North Carolina General Statutes ("**Act**").

Article 3. REGISTERED OFFICE: The street and mailing address of the initial registered office for the Master Organization is 1051 Military Cutoff Road, Suite 200, Wilmington, NC 28405.

Article 4. REGISTERED AGENT: The name of the initial registered agent is Raiford G. Trask, III.

Article 5. INCORPORATOR: The name and address of the incorporator is as follows:

David G. Martin, Esquire
 Smith Moore, LLP
 300 North 3rd Street
 Suite 301
 Wilmington, North Carolina 28401

Article 6. MEMBERSHIP: The Master Organization shall have no members.

Article 7. DEFINITIONS: All capitalized terms used herein that are not defined shall have the same meaning as set forth in the Master Community Covenant for Autumn Hall ("**Covenant**"), recorded or to be recorded in the official public records of New Hanover County, North Carolina.

Article 8. PURPOSES: The corporation is not organized, and shall not be operated, for pecuniary gain or profit. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Act. This corporation shall be a nonprofit corporation.

Article 9. BOARD OF DIRECTORS: The Master Organization's business and affairs shall be conducted, managed, and controlled by a board of directors ("**Master Board**"). The initial Master Board shall consist of three directors.

The names and addresses of the members of the initial Master Board, who shall hold office until their successors are elected and have qualified, or until their resignation or removal, are as follows:

<u>Name</u>	<u>Address</u>
Raiford G. Trask, III	3001 Middle Sound Loop Road; Wilmington, NC 28411
Calvin F. Wells, Jr.	1125 Essex Drive; Wilmington, NC 28403
Brian C. Eckel	2007 S. Churchill Road; Wilmington, NC 28403

The number of directors; method of election, removal, and filling of vacancies on the Master Board of Directors; and the term of office of directors shall be as set forth in the Master By-Laws. The Master Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

Article 10. INDEMNIFICATION OF DIRECTORS: To the extent consistent with the North Carolina law, as it exists on the date hereof or as it may hereafter be amended, the Master Organization shall indemnify its directors as required by the Covenant and the Master By-Laws. No amendment to or repeal of this article shall apply to or have any effect on the liability or alleged liability of any directors of the Master Organization for or with respect to any acts or omissions of such directors occurring prior to such amendment or repeal.

Article 11. DURATION: The Master Organization shall have perpetual duration.

Article 12. DISSOLUTION: The Master Organization may be dissolved only upon a resolution setting forth a plan of dissolution duly adopted by the Master Board and with the Founder's written consent so long as the Founder or any Founder Affiliate owns any property subject to the Covenant. The plan of dissolution shall provide that all liabilities and obligations of the corporation be paid and discharged, or adequate provisions be made therefor, and that the remainder of the corporation's assets be distributed as follows: (a) assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; and (b) other assets, if any, shall be distributed as provided in the plan of dissolution.

Article 13. AMENDMENTS: These Articles may be amended in accordance with North Carolina law only upon a resolution duly adopted by the Master Board.

Article 14. PRINCIPAL OFFICE: The street address and county of the initial principal office of the Master Organization is: 1051 Military Cutoff Road, Suite 200, Wilmington, North Carolina 28405, New Hanover County.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this the 19th day of February, 2008.



David G. Martin, Incorporator

Smith Moore, LLP
300 North 3rd Street
Suite 301
Wilmington, North Carolina 28401