

State of North Carolina
Department of the Secretary of State

ARTICLES OF INCORPORATION
NONPROFIT CORPORATION

Pursuant to §55A-2-02 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

1. The name of the nonprofit corporation is: **Rodanthe Sunset Resort Unit Owners Association, Inc.**
2. _____ (Check only if applicable.) The corporation is a charitable or religious corporation as defined in NCGS §55A-1-40(4).
3. The name of the initial registered agent is: **John M. Harris.**
4. The street address and county of the initial registered agent's office of the corporation is:

306 West Lake Drive, Unit K
Kill Devil Hills, Dare County, North Carolina 27948

The mailing address *if different from the street address* of the initial registered agent's office is:

PO Box 1839
Nags Head, North Carolina 27959-1839
5. The name and address of each incorporator is as follows:

Wyatt M. Booth, Esq.
Williams Mullen
301 Fayetteville St., Suite 1700
Raleigh, NC 27601
6. (Check either a or b below.)
 - a. The corporation will have members.
 - b. The corporation will not have members.
7. Attached are provisions regarding the distribution of the corporation's assets upon its dissolution.

SEE APPENDIX "A"
8. Any other provisions which the corporation elects to include are attached.

SEE APPENDIX "A"

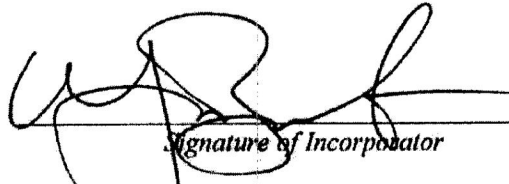
9. The street address and county of the principal office of the corporation is:

24280 NC Highway 12
Rodanthe, Dare County, North Carolina 27968

10. (Optional): Please provide a business e-mail address *Privacy Redaction*
The Secretary of State's Office will e-mail the business automatically at the address provided at no charge when a document is filed. The e-mail provided will not be viewable on the website. For more information on why this service is being offered, please see the instructions for this document.

11. These articles will be effective upon filing.

This is the 18th day of May, 2016.



Signature of Incorporator

Wyatt M. Booth, Incorporator

APPENDIX "A"

Article 7: Provisions regarding distribution of corporate assets:

Upon dissolution of the corporation, other than as a result of merger or consolidation, the assets of the corporation shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization devoted or to be devoted to similar purposes to those of the corporation.

Article 8: Other provisions which the corporation elects to include in its Articles of Incorporation.

- (a) No part of the net income or net earnings of the corporation shall inure to the benefit of any officer, director or member of the corporation, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (b) Every director, officer, employee or agent of the corporation shall be indemnified by the corporation against all expenses liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director, officer, employee or agent of the corporation, whether or not he or she is a director, officer, employee or agent of the corporation at the time such expenses are incurred, except in such cases wherein the director, officer, employee or agent is adjudged guilty of willful misfeasance or malfeasance in the performance of this or her duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director, officer, employee or agent seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which a director, officer, employee or agent may be entitled. The indemnification herein provided for is intended to comply in all respects with the provisions of the North Carolina Nonprofit Corporation Act, as same may be amended from time to time, and shall be applied to the fullest extent permitted under North Carolina law. This is a qualified indemnification provision, and may be limited by the requirements of Part 5, Article 8 of Chapter 55A of the North Carolina General Statutes.
- (c) Except as otherwise provided under North Carolina law, no director shall have any personal liability arising out of an action, whether by or in right of the corporation or otherwise, for money damages for breach of their duty as directors. This is qualified immunity, limited by the provisions of NCGS § 55A-2-02(b)(4) and § 55A-8-60.