

**Articles of Incorporation  
of  
Arlington Place Property Owners Association, Inc.**

The undersigned hereby submits these Articles of Incorporation for the purpose of forming a nonprofit corporation under the laws of the State of North Carolina.

1. The name of the corporation is:

Arlington Place Property Owners Association, Inc.

2. The name and address of the incorporator is Burton Farm Development Company, LLC, P.O. Box 1908, Rocky Mount, North Carolina, 27802.

3. The street address and county of the initial registered office of the corporation is 3628 North Croatan Highway, Kitty Hawk, North Carolina, 27949, Dare County. The mailing address of the initial registered office of the corporation is P.O. Box 229, Kitty Hawk, North Carolina, 27949. The name of the initial registered agent is Robert Howsare.

4. The street address and county of the principal office of the corporation is 3628 North Croatan Highway, Kitty Hawk, North Carolina, 27949, Dare County. The mailing address of the principal office of the corporation is P.O. Box 229, Kitty Hawk, North Carolina, 27949.

5. The purposes for which the corporation is organized are: (a) to administer and enforce the provisions of the Master Declaration of Covenants, Conditions, Restrictions and Easements for Arlington Place, which is to be executed by Burton Farm Development Company, LLC, and recorded in the office of the Register of Deeds of Pamlico County, North Carolina, as such Master Declaration may be amended and supplemented from time to time in accordance with the provisions thereof (the "Master Declaration"); and (b) to carry out and perform the duties and responsibilities of the owners' association as described in the Master Declaration or as otherwise required by law. For such purposes the corporation shall have all authority, powers, rights and privileges that an owners' association organized as a nonprofit corporation may have pursuant to the North Carolina Planned Community Act, Chapter 47F of the General Statutes, and the North Carolina Nonprofit Corporation Act, Chapter 55A of the General Statutes, as those statutes now exist and may hereafter be amended or replaced.

6. The corporation shall have members. All owners of any real estate that is subject to assessment pursuant to the Master Declaration shall be members of the corporation. The rights, limitations and obligations of the members shall be as provided in the Master Declaration and in the bylaws of the corporation.

7. To the fullest extent permitted by law, no person who is serving or who has served as a director of the corporation shall be personally liable for monetary damages for breach of any duty as a director. No amendment or repeal of this article, nor the adoption of any provision inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

8. In the event of dissolution of the corporation its remaining assets, after all liabilities and obligations of the corporation have been paid or adequate provision made therefor, shall be distributed to a nonprofit organization or public agency to be used for purposes similar to those for which the corporation was organized, or as otherwise required by law.

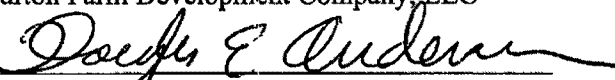
9. These articles shall become effective upon filing.

This the 22nd day of September, 2006.

INCORPORATOR:

**Burton Farm Development Company, LLC**

By: Boddie-Noell Enterprises, Inc., a Member  
acting on behalf of the Management Committee  
of Burton Farm Development Company, LLC

By:   
Douglas E. Anderson  
Executive Vice President