

ARTICLES OF RESTATEMENT

Pursuant to §55-10-07 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following for the purpose of restating its Articles of Incorporation:

1. The name of the corporation is: The Seven C's Association, Inc.
2. The text of the Restated Articles of Incorporation is attached.
3. These Amended and Restated Articles of Incorporation were adopted by the Board of Directors and the membership.
4. These Amended and Restated Articles will be effective upon filing.

This the _____ day of April, 2016.

THE SEVEN C'S ASSOCIATION, INC.

By: _____
_____, President

Prepared by and return to:

Adam M. Beaudoin
For the firm of
Ward and Smith, P.A.
University Corporate Center
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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE SEVEN C'S ASSOCIATION, INC.
(A NONPROFIT CORPORATION)

I, the undersigned individual, hereby do make and acknowledge these Articles of Incorporation ("Articles") for the purpose of forming a nonprofit corporation under and by virtue of the laws of the State of North Carolina as contained in Chapter 55A of the General Statutes of North Carolina, entitled "North Carolina Nonprofit Corporation Act," and the several amendments thereto, and to that end do hereby set forth:

1. Name: The name of the Corporation is The Seven C's Association, Inc. (the "Association").

2. Duration: The period of duration of the Association shall be perpetual.

3. Definitions: As used in these Articles, the following definitions shall apply:

(a) Capitalized terms shall have the same meaning specified for such terms as more particularly set forth in the Declaration of Unit Ownership Seven C's Kill Devil Hills, North Carolina, and any amendments thereto (collectively, the "Declaration") recorded in the Register of Deeds of Dare County, North Carolina, unless such terms otherwise are specifically defined herein; and,

(b) References to the "North Carolina Nonprofit Corporation Act" shall mean Chapter 55A of the General Statutes of North Carolina; and,

(c) References to the "North Carolina Condominium Act" shall mean Chapter 47C of the General Statutes of North Carolina; and,

(d) References to the "Code" shall mean the Internal Revenue Code of 1986, as amended.

4. Purpose: The Association is organized and will be operated consistent with the North Carolina Condominium Act ("Act") for the following specific purpose: To undertake and perform any and all activities, responsibilities, and obligations applicable to the Association set forth in the Act and the Association Documents.

In order to achieve the foregoing purposes, the Association shall have the following powers and authorities:

- (a) To exercise all powers and rights and perform all of the acts and duties and obligations of the Association as more particularly described in the Act and the Association Documents; and,
- (b) To undertake any activity whatsoever that is in furtherance, directly or indirectly, of the purposes of the Association set forth above; and
- (c) To take any and all action necessary and appropriate to qualify the Association under Code Section 528 and to elect that the Association be taxed under Code Section 528, if such qualification and election is determined by the directors of the Association to be in the best interests of the Association; and,
- (d) To take any and all action necessary and appropriate to qualify the Association under Sections 105-125(a)(8) and 105-130.11(a)(11) of the General Statutes of North Carolina, if such Sections are applicable.

Provided, however, and notwithstanding any power or authority set forth above in this Article, the Association shall have the power and authority to engage only in activities that meet each of the following requirements:

- (aa) Such activities are not broader than those activities that may be undertaken by a nonprofit corporation pursuant to the North Carolina Nonprofit Corporation Act; and,
- (bb) Such activities are not broader than those activities that may be undertaken by the Association pursuant to the Declaration; and,
- (cc) Such activities are not broader than those activities that may be undertaken by a condominium pursuant to the Act.

The number of directors, their terms of office, and the method of their selection shall be provided for and determined as is set forth in the Bylaws of the Association.

5. Nonprofit Issues: The Association is not organized and shall not be operated for pecuniary gain or profit. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or any other individuals, other than (a) reasonable compensation paid by the Association for services actually rendered or other value received, (b) by acquiring or providing management, maintenance, and care of any

property as may be set forth in the Declaration and by undertaking any other responsibilities of the Association as set forth in the Association Documents, and (c) by rebating excess membership dues, fees, or assessments, if applicable, pursuant to Section 55A-13-02(b)(3) of the North Carolina Nonprofit Corporation Act.

6. Members: The Association shall have members, and the qualifications and rights of members shall be set forth in the Bylaws of the Association.

7. Dissolution: In the event of dissolution of the Association, any net assets remaining after the satisfaction of the Association's liabilities shall be transferred and delivered (a) to one (1) or more nonprofit corporations formed under the North Carolina Nonprofit Corporation Act, as shall be selected by the Board of Directors of the Association, that are organized generally for purposes similar or related to those set forth in Article 4 hereof, or (b) as otherwise permitted or required by law.

8. Registered Office and Agent: The street of the registered office of the Association is 6365 N. Croatan Highway, Ste. D, Kitty Hawk, Dare County, North Carolina 27949; the mailing address of the registered office of the Association is PO Box 1465, Kitty Hawk, Dare County, North Carolina 27949; and the name of the registered agent at such address is Jeff Shields.

9. Principal Office: The street address of the Association's principal office is 6365 N. Croatan Highway, Ste. D, Kitty Hawk, Dare County, North Carolina 27949; the mailing address of the Association's principal office is PO Box 1465, Kitty Hawk, Dare County, North Carolina 27949.

10. Limitation on Personal Liability: To the fullest extent provided by law, no director of the Association shall be personally liable for monetary damages arising out of an action, whether by or in the right of the Association or otherwise, for breach of any duty as a director.

11. Amendments to Articles of Incorporation: Amendment of these Articles may only be undertaken consistent with the applicable provisions of the North Carolina Nonprofit Corporation Act, and with the required affirmative consent of not less than a fifty-one percent (51%) vote of all of the members of the Association entitled to vote.

IN TESTIMONY WHEREOF, I have hereunto set my hand, this the ____ day of
April, 2016.

THE SEVEN C'S ASSOCIATION, INC.

By: _____
_____, President

Prepared by and return to:

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