

**ARTICLES OF INCORPORATION**

**23 077 9092**

**OF**

**KILMARLIC RESIDENTIAL COMMUNITY ASSOCIATION**

I, the undersigned, a natural person over the age of eighteen (18) years or more, do hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit 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 "Nonprofit Corporation Act", and the several amendments thereto, and to that end, do hereby set forth:

**I.**

The name of the Corporation is Kilmarlic Residential Community Association.

**II.**

The period of the duration of the Corporation shall be perpetual.

**III.**

The purposes for which this Corporation is organized are:

(a) For the preservation of the values and amenities in the Kilmarlic Residential Community and for the maintenance of open spaces and other common facilities and for the maintaining and administering of the community property and facilities and administering and enforcing the covenants and restrictions and collecting and disbursing the assessments and charges regarding said Kilmarlic Residential Community.

(b) The Corporation shall have all the powers granted non-profit corporations under Chapter 55A of the General Statutes of North Carolina.

(c) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objectives of the corporation and to do every other act or acts, thing or things incidental, appurtenant to, growing out of or connected with the aforesaid purposes.

**IV.**

The corporation shall have as members only Owners and the Developer as each is defined within the bylaws. Upon becoming such, all Owners shall be deemed to have become

members automatically upon acquiring title to a lot in the Kilmarlic Residential Community, there are no other qualifications for membership. Membership shall be appurtenant to, and shall not be separate from the ownership of a lot within the Kilmarlic Residential Community or any of the interest described in the definition of the word "Owner" and "Developer" as found within the bylaws. Members may be divided into classes as shall be provided in the bylaws.

V.

The directors of the corporation shall be elected or appointed by the members in the manner and for the terms provided in the bylaws.

VI.

No part of the net earnings of the Corporation shall inure to the benefit of any director, officer, or member of the corporation or any private person (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). 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 otherwise intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

VII.

In the event of the dissolution of the Corporation, no director or officer shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation shall be disposed of exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated for substantially the same purposes as this corporation as set forth in Article III hereinabove or exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

VIII.

The Corporation may indemnify all of its officers, directors, employees or agents against liability and litigation expense, including reasonable attorneys fees arising out of their status as such or their activities in any of their corporate capacities; provided, however, that there shall be no indemnification of any of the above against liability or litigation expense he may occur on account of his activities which were at the time taken, known or believed by him to be clearly in conflict with the best interests of the Corporation. Further any person who, at the request of the Corporation, is or was serving as a director, officer, employee or agent of another corporation,

partnership, joint venture, trust or other enterprise or as a trustee or administrator under an employee benefit plan shall be likewise indemnified by the Corporation.

IX.

The address of the initial registered office<sup>and principal office</sup>/of the Corporation in the State of North Carolina is 215 Westside Lane, Powells Point, Currituck County, NC 27966; and the name of its initial registered agent at such address is Warren Everhart.

X.

The number of directors constituting the initial Board of Directors shall be three (3); and the names and addresses of the persons who are to serve as the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Warren Everhart	325 N. Dogwood Trail, Southern Shores, NC 27949
Susan Everhart	325 N. Dogwood Trail, Southern Shores, NC 27949
Michael Kirk	215 Westside Lane, Powells Point, NC 27966

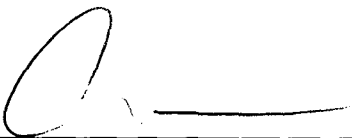
XI.

The name and address of the incorporator is, E. Crouse Gray, Jr., Gray and Lloyd, LLP, 3120 N. Croatan Hwy., Ste., 101, Kill Devil Hills, NC 27949.

XII.

No contract or other transaction between this non-profit Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were no such director or officer of such other corporation or not so interested.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this the 17<sup>th</sup> day of March, 2003.

  
\_\_\_\_\_(SEAL)  
E. Crouse Gray, Jr., Incorporator

N:\WORD\clients\KILMARLIC RESIDENTIAL\PROPOWNERASSOC\NPARTINC.wpd