

309722

ARTICLES OF INCORPORATION

OF

PEBBLE CREEK UNIT OWNERS ASSOCIATION, INC.

FILED

DEC 3 4 28 PM '82

THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

In compliance with the requirements of Chapter 55A of the North Carolina General Statutes, the undersigned, a natural person of full age, has this day executed these Articles of Incorporation for the purpose of forming a non-profit corporation and hereby certifies:

ARTICLE I

The name of the corporation is PEBBLE CREEK UNIT OWNERS ASSOCIATION, INC.; hereinafter called the "Unit Owners Association" or the "Corporation".

ARTICLE II

The registered office of the Unit Owners Association is located at Pebble Creek Clubhouse, Constitution Drive, Durham, North Carolina 27705.

ARTICLE III

William R. Pursell, whose address is 712 E. Constitution Drive, Durham, North Carolina, is hereby appointed the initial Registered Agent of this Corporation.

ARTICLE IV

This Unit Owners Association does not contemplate pecuniary gain or profit to the members thereof and no part of the Unit Owners Association's net income shall inure to the benefit of any of its officers, directors or members or any other private individual. The purposes and objects of the Corporation shall be to administer the operation and management of Pebble Creek Condominium- (hereinafter called "the Condominium"), a condominium which has been established in accordance with the laws of the State of North Carolina upon the property situate, lying and being in City Out Township, Durham County, North Carolina, and more particularly described in Schedule "A" of the Declaration of Condominium, which has been recorded in Real Estate Book 417, pages 50-68 of the Durham County Registry, and incorporated herein by reference; to undertake the performance of the acts and duties incident to the administration of the operation and management of said Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation, the aforementioned formal Declaration of Condominium and any future amendments to said Articles or Declaration; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said Condominium.

ARTICLE V

The Corporation shall have the following powers:

1. The Corporation shall have all of the powers and privileges granted to Non-Profit Corporations under the law pursuant to which this Corporation is chartered, and all of the powers and privileges which may be granted unto said Corporation under any other applicable laws of the State of North Carolina, including the Unit Ownership Act.

2. The Corporation shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including but not limited to the following:

(a) To make and establish reasonable rules and regulations governing the use of Condominium Units and Common Property in the Condominium as said terms are defined in said aforementioned Declaration of Condominium as presently recorded or as may be hereafter adopted.

(b) To levy and collect assessments against members of the Corporation to defray the common expenses of the Condominium as may be provided in said Declaration of Condominium and in the Bylaws of this Corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Condominium Units in the Condominium, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in said Declaration of Condominium.

(c) To maintain, repair, replace, operate and manage the Condominium and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of the Condominium property, and to make and enter into any and all contracts necessary or desirable to accomplish said purposes.

(d) To contract for the management of the Condominium and to delegate to such contractor all of the powers and duties of the Unit Owners Association except those which may be required by the Declaration of Condominium to have approval of the Board of Directors or membership of the Corporation.

(e) To acquire and enter into, now or at any time hereafter, leases and agreements whereby the Unit Owners Association acquires leaseholds, memberships, and other

possessory or use interests in lands or facilities including, but not limited to, swimming pools, tennis courts, and other recreation facilities whether or not contiguous to the lands of the Condominium to provide enjoyment, recreation or other use or benefit to the owners of Condominium Units.

(f) To enforce the provisions of the Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Corporation which may be hereafter adopted, and the rules and regulations governing the use of the Condominium as the same may be hereafter established.

(g) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Declaration of Condominium aforementioned.

ARTICLE VI

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The Owners of all Condominium Units in the Condominium shall be members of the Corporation, and no other person or entities shall be entitled to membership.

2. Membership shall be established by the acquisition of fee title to a Condominium Unit in the Condominium, or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any Condominium Unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Condominium Units, or who may own a fee ownership interest in two or more Condominium Units, so long as such party shall retain title to or a fee ownership interest in any Condominium Unit.

3. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his Condominium Unit. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium and in the Bylaws which may be hereafter adopted.

4. On all matters of which the membership shall be entitled to vote, each Condominium Unit shall have a vote equal to its

appurtenant undivided interest in the Common Area as set forth in Exhibit C (1) and (2) of the aforementioned Declaration of Condominium. The vote of each Unit may be cast or exercised by the Owner or Owners of each Condominium Unit in such manner as may be provided in the Bylaws hereafter adopted by the Corporation. Should any member own more than one Condominium Unit, such member shall be entitled to exercise or cast the votes associated with each Condominium Unit owned in the manner provided by said Bylaws.

ARTICLE VII

The Corporation shall have perpetual existence.

ARTICLE VIII

The affairs of the Corporation shall be managed by the President of the Corporation, assisted by the Vice President, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Condominium, and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director or Officer of the Corporation, as the case may be.

ARTICLE IX

The number of members of the first Board of Directors of the Corporation shall be seven (7). The number of members of succeeding Boards of Directors shall be as provided from time to time by the Bylaws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the membership as provided by the Bylaws of the Corporation, and at least a majority of the Board of Directors shall be members of the Corporation or shall be authorized representatives, officers or employees of a corporate member of the Corporation.

ARTICLE X

The Board of Directors shall elect a President, Vice-President, Secretary and Treasurer, and as many Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice-President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE XI

The names and addresses of the initial Board of Directors who, subject to the provisions of these Articles of Incorporation, the Bylaws, and the laws of the State of North Carolina, shall hold office until the first Annual Meeting of the Membership (or Annual Meeting of the Membership (or until their successors are elected and qualified) are as follows:

Mr. William R. Pursell, 712 E Constitution Drive, Durham, N. C.
Mrs. Virginia Metcalf, 710 F Constitution Drive, Durham, N. C.
Mrs. Ida Funk, 4231 E American Drive, Durham, N. C.
Mrs. Audrey Silberman, 712 B Constitution Drive, Durham, N. C.
Mrs. Carola McEachren, 712 C Constitution Drive, Durham, N. C.
Mr. R. C. Smith, 708 D Constitution Drive, Durham, N. C.
Dr. Richard Peterson, 704 E Constitution Drive, Durham, N. C.

ARTICLE XII

The original Bylaws of the Corporation shall be adopted by an affirmative vote of the Unit Owners owning not less than 66 2/3% in the common areas and facilities and as approved at the first meeting of the Board of Directors, such Bylaws may be altered or rescinded only in such manner as said Bylaws may provide.

ARTICLE XIII

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer 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 such Director or Officer may be entitled.

ARTICLE XIV

An amendment or amendments to these Articles of Incorporation shall require the assent of sixty-six and two-thirds (66 2/3%) of the membership.

ARTICLE XV

The name and address of the incorporator is as follows:
Lee L. Corum, Suite 303, First Unional Bank Building, Post Office
Box 1665, Durham, North Carolina 27702.

IN WITNESS WHEREOF, I, the undersigned incorporator,
have hereunto set my hand and seal, this the 9th day of
December, 1982.

Lee L. Corum (SEAL)
Lee L. Corum

NORTH CAROLINA

DURHAM COUNTY

This is to certify that on this 9th day of December,
1982, before me, Starr B. Brogden,
a Notary Public of said County and State, personally appeared
Lee L. Corum, who I am satisfied is the person named in and who
executed the foregoing Articles of Incorporation of Pebble Creek
Unit Owners Association, Inc., and I having first made known
to him the contents thereof, he did acknowledge that he signed,
sealed and delivered the same as his voluntary act and deed for
the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
this 9th day of December, 1982.

Starr B. Brogden
Notary Public

My Commission Expires:

1/26/83

Prepared by: Walter J. Bryson, Jr.
Return to: Roy C. Bradford, P.O. Box 1386, Cary, N.C. 27512

BOOK 1530 PAGE 461

BOOK NOTE

RIGHT OF WAY AGREEMENT

W.O.A. No. 1-400-374, 20-1754
Check No. _____
Date of Check _____

STATE OF NORTH CAROLINA
COUNTY OF Durham

THIS AGREEMENT, made and entered into this 22 day of May 1989 by and between Pebble Creek Unit Owners ASSN, Inc Party of the First Part, hereinafter referred to as Grantor, and PUBLIC SERVICE COMPANY OF NORTH CAROLINA, INC., Party of the Second Part, hereinafter referred to as Grantee;

W I T N E S S E T H

THAT WHEREAS, the Grantee desires to lay, construct and maintain a pipe line for the distribution of natural gas over and across certain lands of the Grantor; and

WHEREAS, the parties desire to enter into a right of way agreement for this purpose;

NOW, THEREFORE, for and in consideration of the sum of One (\$1.00) Dollar in hand paid to the Grantor, the receipt of which is hereby acknowledged, the Grantor does hereby give, grant, bargain, sell and convey unto the Grantee a right of way 100 feet in width over and across lands of Grantor, or in which the Grantor has interest situated in Durham Township, Durham County, North Carolina, conveyed by the deeds recorded in Book 417 Page 30, Book 933 Page 313, Book _____ Page _____, etc., in the office of the Registrar of Deeds of _____ County (or devised by the will recorded in Wills Book _____ Page _____ in the office of the Clerk of the Superior Court of _____ County); and described as follows:

As shown above and as shown on Exhibit A as attached.

The Grantee shall have the full and free right of access to the right of way and the pipeline installed therein for the maintenance, repair, alteration and operation of said pipeline as may be necessary, provided, however, that the Grantee agrees to interfere with the Grantor's use and occupancy of said property as little as possible.

The Grantor agrees that no structure of a permanent nature shall be constructed or erected on or over the right of way herein granted which would interfere with the access of the Grantee to its pipeline; and the Grantor further agrees to do no act which would decrease the depth of the pipeline below the surface of the ground.

TO HAVE AND TO HOLD said right of way unto the Grantee, its successors and assigns in as full and ample a manner as the Grantors are entitled to convey the same.

IN WITNESS WHEREOF this instrument is signed and sealed this 22 day of May, 1989

SEAL

WITNESSES:

(Corp. Seal)

ATTEST: [Signature]

Pebble Creek Unit Owners (Seal)
ASSN. Inc.
BY: [Signature] (Seal)
President

SECRETARY

(Seal)

Form No. E-130-12-86

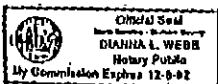
10000

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STATE OF NORTH CAROLINA
COUNTY OF _____

I, _____ do hereby certify that _____
(NAME OF OFFICIAL AND OFFICIAL TITLE) (NAME OF INSTRUMENT)
personally appeared before me this day and each acknowledged the due execution of the foregoing instrument.
My commission expires _____
Witness my signature and official seal this the _____ day of _____ 19____

(SIGNATURE OF OFFICIAL)



STATE OF NORTH CAROLINA
COUNTY OF DURHAM

I, Dianna L. Webb do hereby certify that IDA L. FUNK
(NAME OF OFFICIAL AND OFFICIAL TITLE) (NAME OF INSTRUMENT)
personally appeared before me this day and acknowledged that he is secretary of Pebble Creek Unit Owners
(NAME OF CORPORATION) ASSN., Inc.
a corporation, and that, by authority duly given and as the act of the corporation, the foregoing instrument was signed in
its name by its president, sealed with its corporate seal and attested by himself as its secretary.
My commission expires 12/8/92
Witness my signature and official seal this the 17 day of May 1989.
Dianna L. Webb
(SIGNATURE OF OFFICIAL)

(Seal)

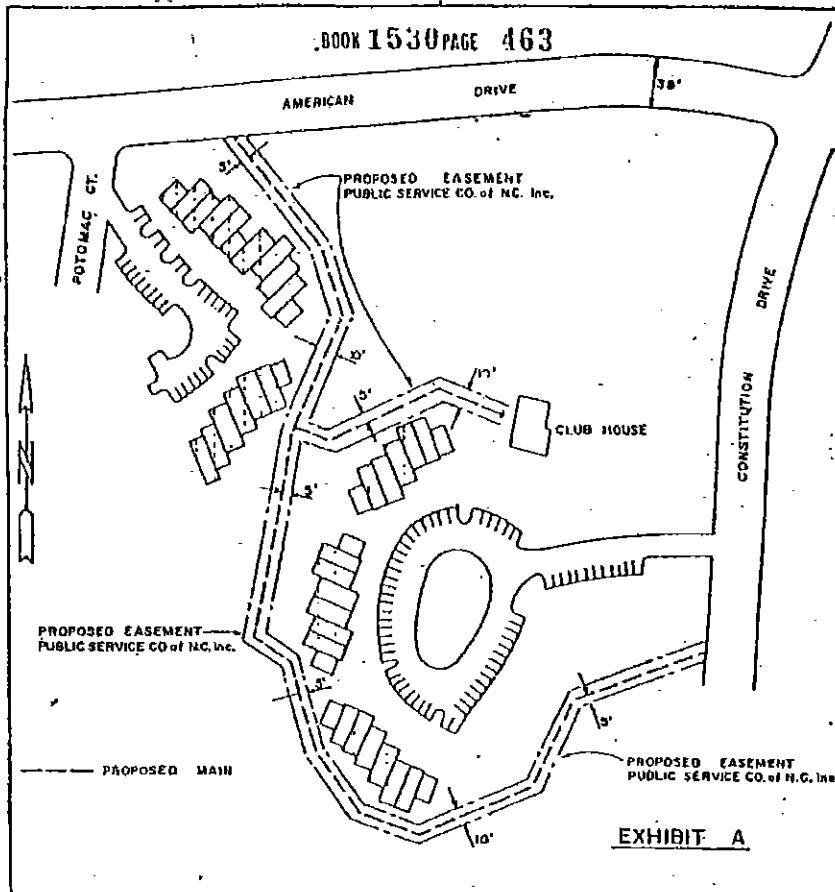
State of North Carolina - Durham County

The foregoing certificate(s) of _____
Richard Webb
A Notary (Notaries) Public of designated Governmental units FILED
is (are) certified to be correct. PAGE 462-463
This 16th day of June 1989. JUN 16 4 19 PM '89
Ruth C. Garrett By: Francis R. Diller
Register of Deeds Deputy Register of Deeds
RUTH C. GARRETT
REGISTER OF DEEDS
DURHAM COUNTY, NC

(Seal)

RIGHT OF WAY GRANT
FROM
PUBLIC SERVICE CO. OF N. C., INC.
N. C. REG 1584
CATAWBA NORTH CAROLINA
Consideration
Date
Book No.
Certificate No.
Record No.
Taxes

C.C.C.



PUBLIC SERVICE COMPANY of NORTH CAROLINA, Inc. ENGINEERING DEPARTMENT GASTONIA, NORTH CAROLINA				PROPOSED EASEMENT FROM: PEBBLE CREEK TOWNHOMES DURHAM, NORTH CAROLINA				
PIPE TO BE INSTALLED	REVISIONS	Date		Drawn By -	CLF	Project No		
2"	1300'			Checked By -	WR Crane	10215 - E		
4"				Approved By -				
6"				Date -	8 - 26 - 08	Scale -	NONE	
8"				Sheet -	3 of 2			
		EP System No	City No	Req No	Index No	Gls No		
		2244	120	17	11	AU - 9		