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NORTH CAROLINA

ARTICLES OF INCORPORATION

OF

BRANDON RIDGE CONDOMINIUM UNIT OWNERS' ASSOCIATION, INC.

The undersigned, for the purposes of forming a nonprofit corporation under Chapter 55A of the North Carolina General Statutes, and laws amendatory thereof and supplemental thereto (the "Nonprofit Corporation Act"), adopts the following Articles of Incorporation:

1. The name of the corporation shall be BRANDON RIDGE CONDOMINIUM UNIT OWNERS' ASSOCIATION, INC.

2. The corporation is organized and shall be operated exclusively for: (a) the purpose of promoting, enhancing, operating, maintaining, managing, and protecting the condominium to be hereafter established pursuant to the provisions of Chapter 47C of North Carolina General Statutes, as now amended and supplemented (the "North Carolina Condominium Act"), which condominium (the "Condominium") shall be known as Brandon Ridge Condominium. Together with all buildings and improvements now or hereafter constructed or located thereon, and all rights, privileges, easements and appurtenances belonging to or in any way pertaining to said real property; (b) the purpose of promoting, enhancing, operating, maintaining, managing and protecting any property subsequently annexed to or becoming part of the Condominium; (c) the purpose of furthering, executing, administering, governing, managing, maintaining and operating the

plan of ownership and occupancy of the Condominium, and any property subsequently annexed thereto or becoming a part thereof; (d) the purpose of exercising all of the rights, duties and obligations which may be granted to or imposed upon the corporation pursuant to law or the Declaration of Brandon Ridge Condominium; and (e) such other lawful purposes as may legally be carried on by a nonprofit corporation under the provisions of the Nonprofit Corporation Act, and any laws amendatory thereof or supplementary thereto.

3. This corporation is formed exclusively for purposes for which a corporation may be formed under the Nonprofit Corporation Act, and, accordingly, no part of the net earnings of the corporation shall inure to the benefit of any member, director or officer; provided, however, that this corporation may pay its members, directors, and officers out-of-pocket expenses incurred in the performance of their duties, and may, in connection with real and personal property, lease and purchase from, sell and lease to, and otherwise deal with, its members, directors, officers and others.

4. The duration of the existence of this corporation shall be perpetual.

5. The address of the registered office of this corporation in the State of North Carolina is 1000 Park Forty Plaza, Suite 200, in the City of Durham, County of Durham, and State of North Carolina, and the name of the registered agent at such address is Walter E. Daniels.

6. The name and address of the incorporator, who is a natural person 18 years of age or more is: Ann M. Happel, Moore & Van Allen, 400 Headquarters Park, 2222 Chapel Hill-Nelson Highway, Durham, North Carolina 27713.

7. (a) The number of directors constituting the initial Board of Directors is three (3), who shall serve until their successors have been duly elected and qualified. The name and address of each such director is as follows:

Walter E. Daniels	1000 Park Forty Plaza Suite 200 Research Triangle Park, NC 27713
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W. Whitfield Morrow, Jr.	1000 Park Forty Plaza Suite 200 Research Triangle Park, NC 27713
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William C. Logan	1000 Park Forty Plaza Suite 200 Research Triangle Park, NC 27713
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(b) Directors shall be elected by the members of the corporation as provided in the bylaws of the corporation and the Declaration of Brandon Ridge Condominium, PROVIDED, that during the period designated as Declarant Control in the Declaration of Brandon Ridge Condominium, the Declarant named in said Declaration shall have the right to appoint directors as provided in said Declaration.

(c) Directors and officers of the corporation shall be indemnified for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Sections 55A-17.1, -17.2 and -17.3 of the North Carolina General Statutes, as now enacted or hereafter amended.

8. The corporation shall have one class of members, which shall consist exclusively of the owners of units in Brandon Ridge Condominium. Membership in the corporation is appurtenant to ownership of a unit in Brandon Ridge Condominium and membership in the corporation shall not be transferred or encumbered except as an appurtenance to a unit.

9. The corporation shall have no capital stock either authorized or issued.

10. In the event of dissolution of this corporation, all of its then assets shall be distributed as follows:

The dissolution shall be conducted under the provisions of North Carolina General Statutes Chapter 55A, Article 7, as the same is now in effect or may hereafter be amended, and, subject to prior compliance with North Carolina General Statutes Section 55A-45(1), (2) and (3), as then amended or supplemented, the assets of this corporation shall be distributed to a North Carolina non-profit organization with purposes similar to this corporation where such distribution is not in conflict with the provisions of Chapters 47C and 55A of the North Carolina General Statutes.

11. These Articles may be amended only upon the affirmative vote of sixty-seven percent (67%) of the members of this corporation.

12. The powers of this corporation shall be subject to and shall be exercised in accordance with the provisions of the Nonprofit Corporation Act, the provisions of the North Carolina

Condominium Act, these Articles, the Bylaws of this corporation and the provisions of the Declaration for Brandon Ridge Condominium filed pursuant to the North Carolina Condominium Act, as each may from time to time be amended or supplemented.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand and seal this 15th day of September, 1987.

 (SEAL)
Ann M. Happel

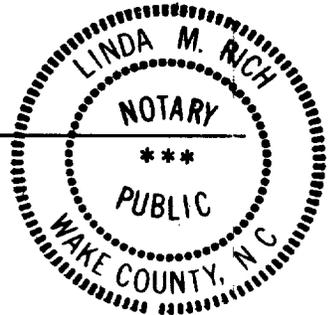
STATE OF NORTH CAROLINA

COUNTY OF DURHAM

This is to certify that on the 15th day of September, 1987, before me, a Notary Public in and for the County and State aforesaid, personally appeared Ann M. Happel, who I am satisfied is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to her the contents thereof, she did acknowledge that she signed and delivered the same as her voluntary act and deed for the uses and purposes therein expressed and the same are true of her own knowledge.

WITNESS my hand and notarial seal this the 15th day of September, 1987.

Linda M. Rich
Notary Public



My Commission Expires:

4-21-91

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