



NORTH CAROLINA

Department of the Secretary of State

To all whom these presents shall come, Greetings:

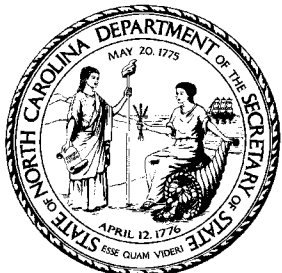
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

AVERY MEADOWS HOA, INC.

the original of which was filed in this office on the 7th day of April, 2022.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 7th day of April, 2022.

Elaine F. Marshall

Secretary of State

State of North Carolina
Department of the Secretary of State

ARTICLES OF INCORPORATION
NONPROFIT CORPORATION

Pursuant to §55A-2-02 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

1. The name of the nonprofit corporation is: Avery Meadows HOA, Inc.

2. (Check only if applicable.) The corporation is a charitable or religious corporation as defined in NCGS §55A-1-40(4).

3. The name of the initial registered agent is: L. Bruce Allen

4. The street address and county of the initial registered agent's office of the corporation is:

Number and Street: 106 South Lombard St. Suite 109
City: Clayton State: NC Zip Code: 27520 County: Johnston

The mailing address *if different from the street address* of the initial registered agent's office is:

Number and Street or PO Box: PO Box 674
City: Clayton State: NC Zip Code: 27520 County: Johnston

5. The name and address of each incorporator is as follows:

Name	Address
<u>Jack McLamb</u>	<u>PO Box 1021 Smithfield, NC 27577</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

6. (Check either "a" or "b" below.)

a. The corporation will have members.

b. The corporation will not have members.

7. Attached are provisions regarding the distribution of the corporation's assets upon its dissolution.

8. Any other provisions which the corporation elects to include are attached.

9. The street address and county of the principal office of the corporation is:

Principal Office Telephone Number: 919-333-3567

Number and Street: 106 South Lombard Street, Ste 109

City: Clayton State: NC Zip Code: 27520 County: Johnston

The mailing address *if different from the street address* of the principal office is:

Number and Street or PO Box: PO Box 674

City: Clayton State: NC Zip Code: 27520 County: Johnston

10. (Optional): Listing of Officers (See instructions for why this is important)

Name	Address	Title

11. (Optional): Please provide a business e-mail address:

Privacy Redaction

The Secretary of State's Office will e-mail the business automatically at the address provided at no charge when a document is filed. The e-mail provided will not be viewable on the website. For more information on why this service is being offered, please see the instructions for this document.

12. These articles will be effective upon filing, unless a future time and/or date is specified: upon filing

This is the 30 day of March, 2022.

Incorporator Business Entity Name



Signature of Incorporator

Jack McLamb, Incorporator

Type or print Incorporator's name and title, if any

NOTES:

1. Filing fee is \$60. This document must be filed with the Secretary of State.

ARTICLES OF INCORPORATION ATTACHMENT

AVERY MEADOWS HOA, INC.

1. **PURPOSE:**

A. The purposes for which the Corporation is organized are:

To oversee the construction, maintenance and repairs of Avery Meadows Subdivision, in Johnston County, North Carolina and to expend monies for maintenance and beautification of said Subdivision, to otherwise insure that both the homeowners and the Declarant and developer have control over the construction, maintenance, repair and general living conditions in said Subdivision, and for such other lawful purposes in connection with the orderly construction, maintenance and repair of the Subdivision.

B. In furtherance of its purposes and to the extent necessary to carry out such purposes, the Corporation:

- (1) Shall have all the powers given to and possessed by a North Carolina Corporation organized under the North Carolina Non-Profit Corporation Act.
- (2) May engage in any lawful activity within the purposes for which the Corporation may be organized which is incidental to and in furtherance of the exempt purposes of the Corporation.
- (3) No part of the net earnings of the Corporation shall insure to the benefit of, or be distributable to its members, directors, officers or other persons, except to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.
- (4) No substantial part of the activities of the Corporation shall be carrying on a propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any further U.S. Internal Revenue Law); or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue law).

2. **MEMBERSHIP:**

A. Membership.

- (1) Qualifications. Each Lot Owner shall be a Member of the Association. There shall be only one membership per Lot. If a Lot is owned by more

than one Person, all co-Owners shall share the privileges of such membership, subject to reasonable Board Regulation. If a person(s) owns more than one Lot, that person shall have one membership per Lot owned. All Co-Owners of a Lot shall be jointly obligated to perform the responsibilities of the Owner of the Lot, and any one co-owner may be held responsible for all such obligations. The membership rights of an Owner which is a corporation, partnership, trust, or other entity may be exercised by any officer, director, trustee, or by the individual designation from time to time by the Owner in a written instrument provided by the Secretary of the Association.

- (2) Classes. The Association shall have one class of membership, which such rights and privileges as are described in the Declaration and in the Associations Bylaws. Members shall all be Owners.

B. Voting.

- (1) The Members shall have one equal vote for each Lot of which they are the Owners; provided however, there shall only be one vote per Lot. In any situation where there is more than one Owner of a Lot, then vote for such Lot shall be exercised as the Co-Owners determine among themselves and advise the Secretary of the Association in writing prior to the vote being taken. Absent such advice, the Lot's vote shall be suspended if more than one person seeks to exercise it.
- (2) Manner of Voting. On any matter as to which the Governing Documents or North Carolina law require a vote or approval of the membership, such vote or approval may be obtained by affirmative vote at a meeting or be written consent, or by any combination of votes and written consents, unless the Governing Documents or North Carolina law expressly requires that the vote on such matter be taken at a meeting of the membership. There shall be no cumulative voting.

C. Annual Assessment.

- (1) On or before January 1st of each year, the Board of Directors shall adopt the Budget (as defined below) for the upcoming Annual Assessment Period. The annual budget for the Association shall include all anticipated revenues (including revenues from Annual Assessments to be charged in the next Annual Assessment Period- the "anticipated Annual Assessment) and anticipated costs for the Association for the upcoming Annual Assessment Period (together "the Budget). The Anticipated Annual Assessments for the approved Budget shall be the basis for calculation the Annual Assessment to be charged to each Owner for the upcoming Annual Assessment Period.
- (2) Notwithstanding the above to the contrary:
 - a. Through and including January 1st of the year immediately following the conveyance of the first Lot to an Owner, the maximum Annual Assessment

per Lot shall be as designated pursuant to the recorded Covenants of the subdivision, per Lot in Use.

- b. An annual increase shall not be more than ten percent (20%) except by the approval of at least two-thirds (2/3) of the votes of each class of Members who are voting in person or by proxy at a meeting called for this purpose. The provisions of this subsection shall not apply to, nor be a limitation upon, any change in the maximum annual assessment undertaken as an incident to merger or consolidation in which the Association is authorized to participate under this Declaration or its Articles or Bylaws.
- c. Subject to the provisions of this subparagraph, the Board of Directors may fix the Annual Assessment at any amount not in excess of the maximum Annual Assessment allowed for the applicable calendar year.

3. DISSOLUTION.

Upon the dissolution of the Corporation, the Board of Directors, shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or with such organization or organizations organized and operated exclusively for religious or other non-profit, charitable purpose 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 U.S. Internal Revenue Law), as the Board of Directors shall determine.

Any such assets not so disposed of shall be disbursed by the Superior Court of the county in which the principle office of the Corporation has been located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

4. BOARD OF DIRECTORS.

The Directors of the Corporation shall be elected or appointed in a manner and for the terms provided in the Bylaws and/or Declaration. To the fullest extent permitted by applicable law, no director of the Corporation shall have any personal liability arising out of any action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a director. This shall not impair any right to indemnity from the Corporation that any director may now or hereafter have. Any repeal or modification of this provision shall be prospective only and shall not adversely affect any limitation hereunder on the personal liability of a director with respect to acts or omissions occurring prior to such repeal or modification.