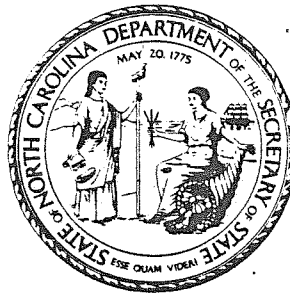


State of North Carolina



BOOK 24 PAGE 321

Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (5 sheets) to be a true copy of

ARTICLES OF INCORPORATION

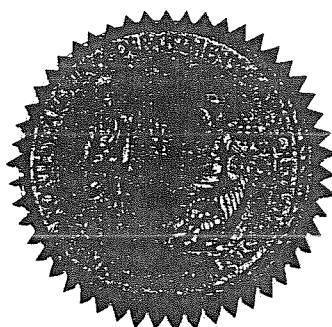
OF

TREETOPS TOWNHOMES HOMEOWNERS ASSOCIATION OF GREENVILLE, INC.

and the probates thereon, the original of which was filed in this office on the 31st day of January 1985 , after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 31st day of January in the year of our Lord 19 85.



Thad Eure
Secretary of State
By *[Signature]*
Deputy Secretary of State

RECEIVED JAN 16 1985
FILED
CLERK OF STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION

OF

TREETOPS TOWNHOMES HOMEOWNERS
ASSOCIATION OF GREENVILLE, INC.

In compliance with the requirements of Article 1 of Chapter 55A of the General Statutes of North Carolina, the undersigned, a natural person of full age, has this day executed these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

The name of the corporation is Treetops Townhomes Homeowners Association of Greenville, Inc., hereinafter called "Association."

ARTICLE II

The principal and registered office of the Association is located at Route 2, Box 77, Winterville, Pitt County, North Carolina 28590.

ARTICLE III

H. T. Chapin, Jr., whose address is Route 2, Box 77, Winterville, North Carolina 28590, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

Being all of that certain tract or parcel of land lying on the south side of N.C.S.R. 1708 (White Road) and on the west side of Pine Branches Close in the area well known as Treetops Subdivision, Winterville Township, Pitt County, North Carolina, and being all of that certain tract or parcel of land designated as Block "D" on that certain map prepared by Rivers & Associates, Inc., dated January 15, 1985, and entitled "Treetops Subdivision, Section IV-Revised" containing Lots Nos. 1, 2, 3, 4, and 5 together with common area and appearing of record in Map Book 32, page 139 of the Pitt County Public Registry, which said map is incorporated herein by reference for a more full, accurate and complete description of said property.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Register of Deeds, Pitt County, North Carolina, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and as provided in the Declaration mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members as set forth in the Declaration;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex

additional residential property and Common Area, as provided for in the Declaration;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of North Carolina by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B

membership, unless reinstatement of Class B membership occurs as provided in Article III, Section 2 of the Declaration; or

(b) on December 31, 1995.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

1. H. T. Chapin, Jr., Route 2, Box 77, Winterville, North Carolina 28590.
2. Helen S. Chapin, Route 2, Box 77, Winterville, North Carolina 28590.
3. Tommie L. Little, 110 Lord Ashley Drive, Greenville, North Carolina 27834.
4. Marilee Little, 110 Lord Ashley Drive, Greenville, North Carolina 27834.
5. Vicky C. Benson, 3106 S. Memorial Drive, Greenville, North Carolina 27834.

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect such directors whose terms have expired for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused

acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

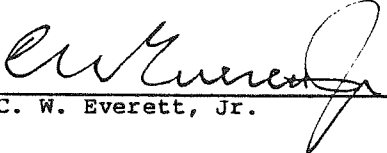
The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of North Carolina, the undersigned, as incorporator of this Association, has executed these Articles of Incorporation this 16 day of January, 1985.



C. W. Everett, Jr. (SEAL)

NORTH CAROLINA

PITT COUNTY

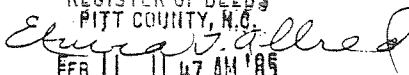
Personally appeared before me this day C. W. Everett, Jr., party of the foregoing instrument and acknowledged the due execution of the same for the purposes therein expressed.

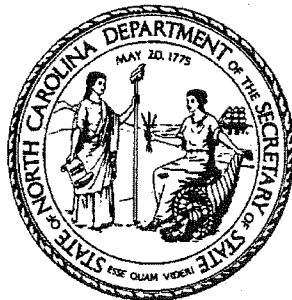
WITNESS my hand and Notarial Seal the 16 day of January, 1985.


Notary Public

My Commission expires: 1-18-85

TERRE BAILEY
NOTARY PUBLIC
WINSTON COUNTY, NC

FILED
ELVIRA T. ALLRED
REGISTER OF DEEDS
PITT COUNTY, N.C.

FEB 11 11 47 AM '85



State of North Carolina

Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (2 sheets) to be a true copy of

ARTICLES OF AMENDMENT

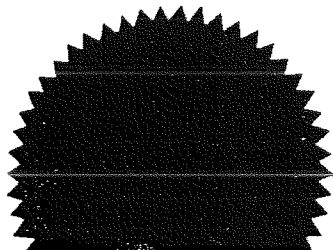
OF


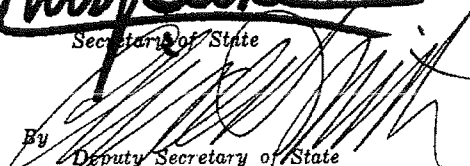
TREETOPS TOWNHOMES HOMEOWNERS ASSOCIATION OF GREENVILLE, INC.

and the probates thereon, the original of which was filed in this office on the 22nd day of July 1986 , after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 22nd day of July in the year of our Lord 1986.




Secretary of State
By 
Deputy Secretary of State

DOCUMENT #15533
DATE 07/22/88 TIME 08:23
FILED
THOMAS EURE
SECRETARY OF STATE
NORTH CAROLINA

AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TREETOPS TOWNHOMES HOMEOWNERS
ASSOCIATION OF GREENVILLE, INC.

The undersigned hereby execute this Amendment for the purpose of amending the Charter of Treetops Townhomes Homeowners Association of Greenville, Inc. pursuant to Chapter 55A of the General Statutes of North Carolina:

1. The name of the corporation is Treetops Townhomes Homeowners Association of Greenville, Inc..
2. The corporation has members having voting rights..
3. A special meeting of the members of the corporation was held on the 30th day of May, 1986, at which time all of the members of the corporation were present. At this meeting, a resolution setting forth certain proposed amendments to the Charter of the corporation was submitted for approval by the members of the corporation.
4. At said special meeting, the amendments to the Charter as set forth below were unanimously approved in writing.
5. The Articles of Incorporation of the corporation are hereby amended as follows:
 - a. Subparagraph (b) of Article VI (VOTING RIGHTS) is deleted in its entirety, and there is placed in lieu thereof the following:

(b) On February 11, 1990.

- b. The following Article shall be added to the Articles of Incorporation of the corporation as follows:

ARTICLE XI

FHA/VA Approval

As long as the corporation has a Class B membership, the following actions of the corporation will require the prior approval of the Veterans Administration and/or the Federal Housing Administration, to wit: annexation of additional properties, mergers and consolidations, mortgaging of the Common

Page 2 Amendment

Area, dedication of the Common Area, dissolution, and amendment of the Articles of Incorporation of the corporation.

This the 30th day of May, 1986.

TREETOPS TOWNHOMES HOMEOWNERS
ASSOCIATION OF GREENVILLE, INC.

BY: H. T. Chapin, Jr.
President

ATTEST:

NORTH CAROLINA
PITT COUNTY

Bernard T. Tozer
Secretary
(SEAL)

This is to certify that on this 30th day of May, 1986, before me, a Notary Public, personally appeared H. T. Chapin, Jr., President and Leonard Tozer, Asst. Secretary, each of whom, being by me first duly sworn, declared that the statements therein contained are true.

Witness my hand and official seal, this 30th day of May, 1986.

NORTH CAROLINA

PITT COUNTY

My comm. exp.:
December 7, 1986

Vicky C. Benson
NOTARY PUBLIC

I, Vicky C. Benson, a Notary Public for said County and State, certify that Leonard Tozer personally came before me this day and acknowledged that he is Asst. Sec. of TREETOPS TOWNHOMES HOMEOWNERS ASSOCIATION OF GREENVILLE, 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 him self at its Asst. Secretary.

Witness my hand and official seal, this the 30th day of May, 1986.

Vicky C. Benson
NOTARY PUBLIC

Embossed Hereon Is My
Pitt County, N. C., Notary Public Seal
My Comm. Expires December 7, 1986
VICKY C. BENSON

NORTH CAROLINA

PITT COUNTY

The foregoing Notary Public certificate(s) of

is/are certified to be correct.

Filed for registration at 11:59 o'clock A.m.,
this the 25th day of July, 19 86.

Elvira T. Allred,
Register of Deeds of Pitt County

BY: Elvira T. Allred