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

CAROLINA OVERLOOK BY DEL WEBB HOME OWNERS ASSOCIATION, INC.

the original of which was filed in this office on the 19th day of September, 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 19th day of September, 2022.

Elaine F. Marshall

Secretary of State

SOSID: 2489975
Date Filed: 9/19/2022 1:03:00 PM
Elaine F. Marshall
North Carolina Secretary of State
C2022 259 00559

ARTICLES OF INCORPORATION
OF
CAROLINA OVERLOOK BY DEL WEBB HOME OWNERS ASSOCIATION, INC.

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

ARTICLE I
NAME

The name of the corporation is: **CAROLINA OVERLOOK BY DEL WEBB HOME OWNERS ASSOCIATION, INC.**

ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Association in the State of North Carolina is 6000 Fairview Road, #1200, Charlotte, Mecklenburg County, North Carolina 28210.

The name of its initial registered agent at such address is: **Alison Maxwell.**

ARTICLE III
PRINCIPAL OFFICE

The street address and mailing address of the principal office of the Association are: 6000 Fairview Road, #1200, Charlotte, Mecklenburg County, North Carolina 28210.

ARTICLE IV
PURPOSES AND POWERS

The Association does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes. It is intended that this corporation qualify as a nonprofit organization under the provisions of Chapter 55A of the North Carolina General Statutes. No part of the net earnings of this corporation shall inure to the benefit of any private member or individual. The purposes and objectives of the Association are: (1) to own and maintain the Common Elements within the community known as **Carolina Overlook by Del Webb** located in Johnston County, North Carolina ("Project"); (2) to provide for the architectural control within the Project, and any additions thereto as may hereafter be brought within the jurisdiction of the Association; (3) to undertake the performance of the acts and duties incident to the administration of the operation and management of the Project in accordance with the terms, provisions and conditions and authorization contained in these Articles of Incorporation, the Bylaws of the Association and the Declaration (as hereinafter defined); and (4) to engage in any other lawful activity which a corporation organized under the North

Carolina Nonprofit Corporation Act may now or hereinafter be engaged. The Association shall have the powers necessary to implement and effectuate the purposes of the Association, including but not limited to the following:

(a) To exercise all of the powers and privileges and to perform all duties and obligations of the Association as set forth in that certain **DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR CAROLINA OVERLOOK BY DEL WEBB**, which have been or will be recorded in the Johnston County Public Registry, as the same may from time to time be amended as provided therein, said Declaration and any amendments thereto (hereinafter collectively referred to as the "Declaration") being incorporated herein as if set forth at length;

(b) To fix, levy, collect, and enforce payment by any lawful means, all charges, or assessments pursuant to the terms of the Declaration;

(c) To pay all expenses incurred in connection with collection of the charges and assessments set forth in subparagraph (b) above, and to pay 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 property owned by the Association;

(d) To 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; provided, however, that all conveyances and transfers of Common Elements must be done in accordance with any applicable law and as provided in the Declaration;

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

(f) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any merger or consolidation shall have the consent of the members as provided in the Declaration;

(g) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted or imposed upon the Association by the Declaration, the Bylaws of the Association, and applicable laws; and

(h) To have and to exercise any and all powers, rights, and privileges which a corporation organized under the North Carolina Nonprofit Corporation Act by law may now or hereinafter have or exercise, and all of the powers, rights and privileges which may be granted unto the Association under any other applicable laws in the State of North Carolina, including the applicable provisions of the North Carolina Planned Community Act, Chapter 47F, North Carolina General Statutes.

Notwithstanding the forgoing or any other provisions contained herein, the Association shall not have the power to institute, pursue, join, intervene in, settle, or compromise litigation, arbitration, or other proceedings: (i) in the name of or on behalf of any Owner (whether one or more), or (ii) pertaining to a claim relating to the design, construction, or repair of a Lot or any improvements on a Lot. This paragraph may not be amended to remove or modify this right of action limitation and restriction with respect to the Declarant or any Declarant Affiliate (as

defined in the Declaration) without the expressed written consent of the Declarant which must be filed with the amendment.

ARTICLE V
MEMBERSHIP, VOTING RIGHTS AND ASSESSMENTS

The Association shall be a membership corporation without certificates or shares of stock. The authorized number and qualifications of members of the Association, the different classes of membership, if any, the property, voting rights and privileges of members, the liability of members for assessments, and the method of collection thereof shall be as set forth in the Declaration and in the Bylaws of the Association.

ARTICLE VI
BOARD OF DIRECTORS

The number, method of election, qualification, term of office, powers and authority, and duties of the directors, the time and place of their meetings, and such other provisions with respect to them shall be as specified in the Bylaws and in the Declaration.

ARTICLE VII
INDEMNIFICATION

To the fullest extent permitted by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended, no person who is serving or has served as a director of the Association shall be personally liable for monetary damages for breach of any duty as a director. No amendment or repeal of this article, nor the adoption of any other amendment to these Articles of Incorporation inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended by a resolution duly adopted by the Board of Directors and the affirmative vote of members to which at least two-thirds (2/3) of the votes in the Association are allocated; provided, no amendment may be in conflict with the Declaration. During the Declarant Control Period (as defined in the Declaration), any amendment to the Articles of Incorporation must have the written consent of the Declarant.

ARTICLE IX
DISSOLUTION

The Association may be dissolved only upon a resolution duly adopted by the Board of Directors and the affirmative vote of members to which at least eighty percent (80%) of the votes in the Association are allocated and the written consent of the Declarant during the Declarant Control Period (as defined in the Declaration). Upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, distribute the assets of the Association (if any) in accordance with a plan of dissolution adopted pursuant to Article 14 of Chapter 55A of the General Statutes of North Carolina.

ARTICLE X
INCORPORATOR AND BUSINESS EMAIL ADDRESS

The name and address of the incorporator is:

Stephen C. Sellers
Sellers, Ayers, Dortch & Lyons, P.A.
301 S. McDowell St., Suite 410
Charlotte, NC 28204

The business email address for the Association is: Privacy Redaction

This the 15th day of September, 2022.

Stephen C. Sellers, Incorporator