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**ARTICLES OF INCORPORATION  
OF  
SUNNINGDALE ASSOCIATION, INC.**

CORP ID # 0494567

**FILED**

10:54 Am  
MAY 17 1999

Effective  
ELAINE F. MARSHALL  
SECRETARY OF STATE  
NORTH CAROLINA

In compliance with the requirements of Chapter 55A of the General Statutes of North Carolina, the undersigned, all of whom are residents of the State of North Carolina and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit under and by virtue of Chapter 55A as aforesaid and do hereby certify:

**ARTICLE I  
NAME**

The name of the corporation is SUNNINGDALE ASSOCIATION, INC., hereinafter called the "Association."

**ARTICLE II  
PRINCIPAL AND REGISTERED OFFICE**

The principal and registered office of the Association is located at 2110 South Miami Boulevard, Durham, Durham County, North Carolina 27703 (Mailing Address: P.O. Box 13376, Research Triangle Park, North Carolina 27709).

**ARTICLE III  
REGISTERED AGENT**

Donald R. Von Hagen, whose address is 2110 South Miami Boulevard, Durham, Durham County, North Carolina 27703, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV  
PURPOSE**

The Association does not contemplate pecuniary gain or profit to the members thereof, and the primary purpose for which it is formed is to provide for the maintenance and preservation of the Common Areas within that certain tract of property described in the Declaration of Restrictions of Sunningdale Phase I and Sunningdale Phase II recorded in the Real Estate Book 1785 Page 255, Durham County Registry (hereafter the "Declaration"), and as shown in the Plat Book 128, Page 120 and Plat Book 131, Page 124 respectively, Durham County Registry, and to exercise all of the powers and privileges and to perform all the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth fully.

This corporation is organized and shall be operated exclusively as a homeowner's association and not for profit. No part of the earnings of this corporation or the funds contributed by any person or corporation shall inure to the benefit of any director, officer, or member of the corporation, or any private individual (other than by acquiring, constructing, or providing management, maintenance, and care of Association property, and other than by a rebate of excess membership dues, fees, or assessments), except that

reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. In the event of the liquidation or dissolution of the corporation, either voluntary or involuntary, no director or officer of the corporation or any private individual shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed exclusively to an entity or entities whose purpose are substantially similar to those set forth in this Article IV and within the intendment of Section 428 of the Internal Revenue Code and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time or to an appropriate public agency to be or used for purposes similar to those stated in this Article IV or to an organization which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

#### **ARTICLE V MEMBERSHIP**

Every person who, or entity which, is a record owner of a fee or undivided fee interest in any lot which may be or 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 may be or is subject to assessment by the Association.

#### **ARTICLE VI VOTING RIGHTS**

Members shall be entitle to one (1) vote for each Lot owned. When more than one person holds an ownership interest in any Lot, all such persons shall be members, but in no event shall more than one vote be cast with respect to any individual Lot. The vote for such Lot shall be exercised as such owners may determine among themselves, but in no event shall more than one (1) vote be cast with respect to any lot. Fractional voting with respect to any lot is hereby prohibited.

#### **ARTICLE VII BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of at least five (5) directors who need to be members of the Association. The election, qualification, removal and replacement of members of the Board shall be done pursuant to the Declaration. The number of directors may be changed by amendment of the Bylaws of the Association.

**ARTICLE VIII  
DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than three-quarters (¾) of the members. Upon dissolution of the Association, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to these 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 non-profit 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 to these Articles shall require the assent of at least sixty-six percent (66%) of the entire membership.

**ARTICLE XI  
ADDITIONS TO PROPERTIES**

Additions to the Properties described in Article IV may be made only in accordance with the provisions of the Declaration and such other covenants and restrictions which may apply to the Properties. Such addition, when properly made under the applicable Declaration, shall extend the jurisdiction, functions, duties and membership of this corporation to such Properties. Where the applicable covenants require that certain additions be approved by this corporation, the approval must have the assent of at least sixty-six percent (66%) of the vote of the entire membership who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed or delivered to each member at least thirty (30) days in advance, and shall set for the purpose of the meeting.

**ARTICLE XII  
INCORPORATOR**

The names and addresses of the incorporator is as follows: Donald R. Von Hagen, Mitchell Law Offices, P.A., P.O. Box 13376, Research Triangle Park, North Carolina 27709 (street address: 2110 South Miami Boulevard, Durham, North Carolina 27703).

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IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal, this the 6<sup>th</sup> day of May 1999.

Donald R. Von Hagen  
Incorporator  
Donald R. Von Hagen

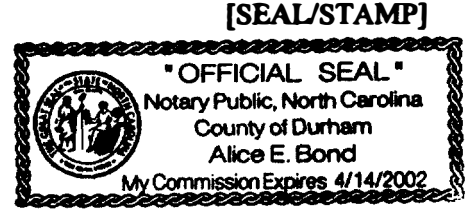
STATE OF NORTH CAROLINA  
COUNTY OF DURHAM

I, Alice E. Bond, a Notary Public, do hereby certify that DONALD R. VON HAGEN personally appeared before me this day and acknowledged the due execution of the foregoing Articles of Incorporation.

WITNESS my hand and notarial seal, this the 6<sup>th</sup> day of May 1999.

Alice E. Bond  
Notary Public

My Commission Expires: 4/14/02



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**STATE OF NORTH CAROLINA  
DEPARTMENT OF THE SECRETARY OF STATE**

**STATEMENT OF CHANGE OF REGISTERED  
OFFICE AND/OR REGISTERED AGENT**

Pursuant to §55D-31 of the General Statutes of North Carolina, the undersigned entity submits the following for the purpose of changing its registered office and/or registered agent in the State of North Carolina.

INFORMATION CURRENTLY ON FILE

The name of the entity is: Sunningdale Association, Inc.

Entity Type:  Corporation,  Foreign Corporation,  Nonprofit Corporation,  Foreign Nonprofit Corporation,  
 Limited Liability Company,  Foreign Limited Liability Company  Limited Partnership,  Foreign Limited Partnership,  
 Limited Liability Partnership,  Foreign Limited Liability Partnership

The street address and county of the entity's registered office currently on file is:

Number and Street: 2110 South Miami Boulevard

City, State, Zip Code: Durham, North Carolina 27713

County: Durham

The mailing address *if different from the street address* of the registered office currently on file is:  
Post Office Box 13376, Durham, North Carolina 27709

The name of the current registered agent is: Donald R. Von Hagen

NEW INFORMATION

1. The street address and county of the new registered office of the entity is:  
(complete this item only if the address of the registered office is being changed)

Number and Street: 5850 Fayetteville Road, Suite 210

City, State, Zip Code: Durham, North Carolina 27713

County: Durham

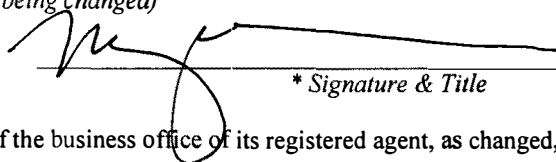
2. The mailing address *if different from the street address* of the new registered office is:  
(complete this item only if the address of the registered office is being changed)

5850 Fayetteville Road, Suite 210, Durham, North Carolina 27713

3. The name of the new registered agent and the new agent's consent to appointment appears below:  
(complete this item only if the name of the registered agent is being changed)

Marty S. McConchie

*Type or Print Name of New Agent*



*\* Signature & Title*

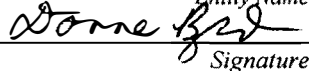
4. The address of the entity's registered office and the address of the business office of its registered agent, as changed, will be identical.

5. This statement will be effective upon filing, unless a date and/or time is specified: \_\_\_\_\_

This is the 26 day of September, 2006.

Sunningdale Association, Inc.

*Entity Name*



*Signature*

Donna Byrd, Treasurer

*Type or Print Name and Title*

Notes: Filing fee is \$5.00. This document must be filed with the Secretary of State.

\* Instead of signing here, the new registered agent may sign a separate written consent to the appointment, which must be attached to this statement.