

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

WESTHAVEN AT WILMINGTON HOA, INC.

the original of which was filed in this office on the 1st day of November, 2006.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 1st day of November, 2006

Elaine F. Marshall

Secretary of State

ARTICLES OF INCORPORATION
OF
WESTHAVEN AT WILMINGTON HOA, INC.

A Nonprofit Corporation

The undersigned, being of the age of 18 years of age or more, acting as incorporator for the purpose of creating a nonprofit corporation under the laws of the State of North Carolina as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Nonprofit Corporate Act," and the several amendments thereto, does hereby set forth:


1. The name of the corporation is Westhaven at Wilmington HOA, Inc.
2. The period of duration of the corporation shall be perpetual.
3. The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under Chapter 55A of the North Carolina General Statutes, as the same may be limited by the provisions of the Declaration of Covenants, Conditions and Restrictions for Westhaven, as the same may be amended from time to time of Record in the Office of the Register of Deeds of New Hanover County, North Carolina, and as further limited by the By-Laws of Westhaven at Wilmington HOA, Inc. as the same may be amended from time to time; and to specifically exercise all powers and privileges and to perform all duties of the Association as set forth in the Declaration of Covenants, Bylaws and the North Carolina Planned Community Act, N.C.G.S. 47F.
4. The owner of each Lot or Living Unit (as defined in the Declaration) within the development known as Westhaven shall be a member of the corporation, as more fully specified in the Declaration of Covenants, Conditions and Restrictions for Westhaven as they may be amended from time to time.
5. The directors of the corporation shall be selected as set out in its By-Laws.
6. The street address of the initial registered and principal office of the corporation is 115 Hinton Avenue, Suite 3, Wilmington, North Carolina 28403, New Hanover County, and the name of the initial registered agent at such address is GERALD DEAN HARDISON, JR.. The mailing address of the initial registered and principal office is Post Office Box 809, Wrightsville Beach, North Carolina 28480, New Hanover County.
7. The initial Board of Directors of the corporation shall consist of one (1) member who is GERALD DEAN HARDISON, JR., Post Office Box 809, Wrightsville Beach, North Carolina 28480, New Hanover County.
8. The incorporator is Jerry A. Mannen, Jr., 102 N. Fifth Avenue, Post Office

Drawer 479, New Hanover County, Wilmington, North Carolina 28402.

9. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation 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 as may be further provided in the Declaration of Covenants, Conditions and Restrictions for Westhaven.

10. No part of the net earnings of the corporation shall inure to the benefit of its members, directors, officers or other persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the organization.

This the 26 day of October, 2006.

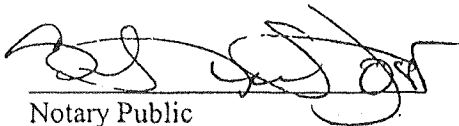
BY:  (SEAL)
JERRY A. MANNEN, JR., Incorporator

STATE OF NORTH CAROLINA

COUNTY OF NEW HANOVER

I, SUE NUSSMAN ^{10/26/06}, a Notary Public, do hereby certify that JERRY A. MANNEN, JR. 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 26 day of October, 2006.


Notary Public

My Commission Expires: 9/25/2010