

ARTICLES OF INCORPORATION
OF
RED FOX RUN PROPERTY OWNERS' ASSOCIATION, INC.

THE UNDERSIGNED, being 18 years or more of age, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under and by virtue of North Carolina General Statutes Chapter 55A-2-02.

ARTICLE I
Name, Office, Agent and Duration

(a) NAME: The name of the Corporation is Red Fox Run Property Owners' Association, Inc.

(b) REGISTERED OFFICE: The street address and county of the initial registered office of the Corporation is 560 Club Road, County of Polk, Tryon, and State of North Carolina, 28782.

(c) MAILING ADDRESS: The mailing address of the initial registered office of the Corporation is:

560 Club Road
Tryon, NC 28782

(d) REGISTERED AGENT: The name of the initial registered agent at such address is Ned Dick.

(e) PRINCIPAL OFFICE: The Corporation has a principal office. The street address and county of the principal office of the corporation is:

560 Club Road
Tryon, NC 28782
Polk County

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

P.O. Box 194
Tryon, NC 28782

(f) PERIOD OF DURATION: The period of duration of the Corporation shall be perpetual and unlimited.

ARTICLE II

Purposes

The purposes for which the Corporation is organized are:

- (a) To promote, manage and operate a subdivision development known as Red Fox Run (the "Red Fox Run Subdivision") which consists of the real property situate, lying and being in Polk County, North Carolina as the same is more particularly described in the Amended and Restated Declaration of Restrictions for the Red Fox Run Subdivision recorded in Deed Book 404, at Page 285, of the Polk County, North Carolina Registry (the "Declaration");
- (b) To promote, manage and operate any property subsequently annexed into or becoming a part of the Red Fox Run Subdivision;
- (c) To own, manage, maintain and operate the Subdivision Common Areas and facilities located thereon;
- (d) To further, execute, administer, govern, manage, maintain and operate the Subdivision, including the enforcement of the restrictions set forth in the Declaration, and the making and enforcement of the rules and regulations governing the Red Fox Run Subdivision;
- (e) To undertake the performance of the acts and duties incident to the administration of the operation and management of the Red Fox Run Subdivision in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation, the Bylaws of the Association, and the Declaration;
- (f) To make, levy and collect assessments against lot owners; to provide the funds to pay for common expenses for the corporation as provided in the Declaration, as amended, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the corporation; to use said assessments to promote the recreation, acquisition, improvement and maintenance of properties, services and facilities devoted to this purpose and related to the use and enjoyment of the common areas, including but not limited to the cost of repairs, replacement and additions thereto, the cost of labor, equipment, materials, management, supervision thereof, the maintenance of insurance in accordance with the Bylaws, including the employment of attorneys to represent the corporation when necessary for such other needs as may arise.
- (g) To promote the health, safety, enjoyment and welfare of the Members of this Corporation and the residents of the Red Fox Run Subdivision; and
- (h) To engage in any lawful act or activity for which corporations may be organized under Chapter 55A of the North Carolina General Statutes.

ARTICLE III **Membership**

The corporation shall have one class of members who shall be the owners of lots in the Red Fox Run Subdivision and any additions thereto, as provided in the Declaration and the Bylaws of the Corporation. Membership shall be established by acquisition of fee title to a lot in Red Fox Run Subdivision whether by conveyance, devise, descent, or judicial decree. A new owner designated in such deed or other instrument shall thereupon become a member of the corporation, and the membership of the prior owner as to a lot designated shall be terminated. Each new owner shall deliver to the corporation a true copy of such deed or instrument of acquisition of title.

Neither one's membership in the Corporation nor a member's share in the funds and assets of the Corporation may be assigned, hypothecated or transferred in any manner except as an appurtenance to a lot located in Red Fox Run Subdivision.

The members of the Corporation shall have the voting rights as provided in the Bylaws of the Association.

ARTICLE IV **Directors**

The number of Directors and the method of election of the Directors shall be fixed by the Bylaws. The initial directors of the corporation are:

<u>Name</u>	<u>Address</u>

ARTICLE V **Dissolution**

In the event of termination, dissolution or winding up of the Corporation in any manner or for any reason whatsoever, the Directors shall, after paying or making provisions for payment of all the liabilities of the Corporation, dispose of all the remaining assets of the Corporation as directed by the members of the Corporation in accordance with Chapter 47F of the North Carolina General Statutes as it applies to distribution of assets upon the termination of a planned communities.

ARTICLE VI

Tax Status

The Corporation shall have all the powers granted non-profit corporations under the laws of the State of North Carolina. Notwithstanding any other provision of these Articles, the Corporation hereby elects tax-exempt status under Section 528 of the Internal Revenue Code of 1986, as amended. The Corporation shall not carry on any activities prohibited by a Corporation electing tax-exempt status under Section 528, or any corresponding sections or provisions of any future United States Internal Revenue law. It is further provided that no distributions of income of the Corporation are to be made to members, directors or officers of the corporation; provided, however, that members of the Corporation may receive a rebate of any excess dues, fees, and assessments previously paid.

ARTICLE VII

Incorporator

The name and address of the incorporator forming this corporation is as follows:

<u>Name</u>	<u>Address</u>
_____	_____
_____	_____

ARTICLE VIII

Indemnification

Except for the extent that the North Carolina General Statues prohibit such limitation or elimination of liability of Director for breaches of duty, no Director of the Corporation shall have any personal liability arising out of any action whether by or in the right of the Corporation otherwise for monetary damages for breaches of any duty as a Director. No amendment or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any Director occurring prior to such amendment or repeal. The provisions of this Article shall not be deemed to limit or preclude indemnification of a Director by the Corporation for any liability that has not been eliminated by the provisions of this Article VIII.

IN TESTIMONY WHEREOF, I have set my hand and seal, this _____ day of _____, 2014.

_____, (SEAL)
_____, Incorporator