

9908357

STATE OF 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 AMENDMENT

OF

POPE'S LAKE, INC.
WHICH CHANGED ITS NAME TO:
POPE'S LAKE HOMEOWNER'S ASSOCIATION, INC.

FILED
BOOK 1350 PAGE 246-
246
'99 MAY 11 AM 10 16

KIMBERLY S. HARGROVE
REGISTER OF DEEDS
HARNETT COUNTY, NC

the original of which was filed in this office on the 23rd day of April, 1999.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 23rd day of April, 1999.



HARNETT COUNTY, NORTH CAROLINA
FILED DATE 5-11-99 TIME 10:16 AM
BOOK 21 PAGE 813-819
REGISTER OF DEEDS
KIMBERLY S. HARGROVE

Elaine F. Marshall

Secretary of State

991139025

State of North Carolina
Department of the Secretary of State

CORP ID # 0117175
FILED
9:25am
APR 23 1999

**ARTICLES OF AMENDMENT
BUSINESS CORPORATION**
(Conversion to Non-profit Corporation)

Effective
ELAINÉ F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

Pursuant to §55-10-06 and § 55A-2-02 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation to convert the corporation from a business corporation incorporated pursuant to Chapter 55 of the General Statutes of North Carolina to a non-profit corporation incorporated pursuant to Chapter 55A of the General Statutes of North Carolina.

1. The name of the corporation is: Pope's Lake, Inc.
2. The text of each amendment adopted is as follows (*State below or attach*):
 - A. See "Exhibit A" attached hereto, which sets forth the text of additional amendments adopted by the corporation.
 - B. (Check only if applicable.) The corporation is a charitable or religious corporation as defined in NCGS §55A-1-40(4).
 - C. (Check either a or b below.)
 - a. The corporation will have members.
 - b. The corporation will not have members.
 - D. Attached are provisions regarding the distribution of the corporation's assets upon its dissolution. (See "Exhibit B" attached hereto and incorporated herein by reference.)
 - E. Any other provisions which the corporation elects to include are attached.
 - F. The street address and county of the principal office of the corporation is:
 Number and Street: 70 Swan Lane
 City, State, Zip Code: Angier, North Carolina 27501 County: Harnett County
 - G. The mailing address *if different from the street address* of the principal office is:

ARTICLES OF AMENDMENT

Page 2

3. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows: See "Exhibit A", which is attached hereto and incorporated herein by reference as if fully set forth.

The date of adoption of each amendment was as follows: April 22, 1999

4. (Check either a, b, c, or d, whichever is applicable)

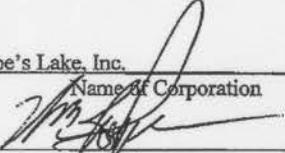
a. The amendment(s) was (were) duly adopted by the incorporators prior to the issuance of shares.
b. The amendment(s) was (were) duly adopted by the board of directors prior to the issuance of shares.
c. The amendment(s) was (were) duly adopted by the board of directors without shareholder action as shareholder action was not required because (set forth a brief explanation of why shareholder action was not required)

d. The amendment(s) was (were) approved by shareholder action, and such shareholder approval was obtained as required by Chapter 55 of the North Carolina General Statutes.

5. These articles will be effective upon filing, unless a delayed time and date is specified:

This the 22nd day of April, 1999.

Pope's Lake, Inc.
Name of Corporation


Signature

William R. Pope, President
Type or Print Name and Title

NOTES:

1. Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

EXHIBIT A

1. The Articles of Incorporation of Pope's Lake, Inc., filed May 22, 1984, are hereby amended and the corporation is converted from a Business Corporation incorporated pursuant to Chapter 55 of the North Carolina General Statutes to a Non-Profit Corporation incorporated pursuant to Chapter 55A of the North Carolina General Statutes.

2. Article I of the Articles of Incorporation filed May 22, 1984 is amended as follows:

The name of the corporation is Pope's Lake Homeowner's Association, Inc.

3. Article III of the Articles of Incorporation is amended as follows:

The corporation is organized with the following purposes and powers:

This Corporation 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 or property described as: BEING ALL OF LOT NUMBERS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 AND 12, AS DESCRIBED ON MAP ENTITLED "POPE'S LAKE PHASE I" RECORDED ON MAP NUMBER 99-15 OF THE HARNETT COUNTY REGISTRY; BEING ALL THAT COMMON AREA AND NATURE TRAIL EASEMENT ALONG WITH "POPE POND" AS DESCRIBED ON MAP ENTITLED "POPE'S LAKE HOMEOWNER'S ASSOCIATION" RECORDED ON MAP NUMBER 99-14 OF THE HARNETT COUNTY REGISTRY; AND BEING ALL OF LOT NUMBERS 1, 2, 3, 4 AND 5, AS DESCRIBED ON MAP ENTITLED "POPE'S LAKE PHASE II" RECORDED ON MAP NUMBER 99-16 OF THE HARNETT COUNTY REGISTRY, as well as 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 Corporation for the purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called "Declaration", applicable to the property and recorded or to be recorded in the Office of the Register of Deeds of Harnett County 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 Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

- (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 Corporation;
- (d) borrow money, and with the assent of two-thirds (2/3) of each class of members 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. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
- (f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes and annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members,
- (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.

The foregoing clauses shall be construed both as object and powers. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof conferred by the laws of the State of North Carolina, now or hereafter in effect.

Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of exempt purposes of organizations set forth in Section 501(c)(7) of the Internal Revenue Code and its regulations as the same now exist, or as it may hereafter be amended from time to time.

4. Article IV of the Articles of Incorporation is amended as follows:

Article IV of the Articles of Incorporation filed May 22, 1984 is deleted in its entirety. In place thereof, the following text should be inserted: The corporation shall have no capital shares. All issued shares shall be cancelled as of the effective date and time of these amendments and no additional consideration shall be paid in exchange for such cancellation.

5. Article V of the Articles of Incorporation is amended as follows:

Article V of the Articles of Incorporation filed May 22, 1984 is deleted in its entirety. In place thereof, the following text should be inserted: The corporation shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any

member, officer, or director of the corporation or to any other private individual. The corporation shall have no power or authority to engage in activities which consist of

6. Article VI of the Articles of Incorporation is amended as follows:

The address of the registered office of the corporation is 70 Swan Lane, Angier, North Carolina 27501, Harnett County. The name of the registered agent is William R. Pope.

7. Article VII of the Articles of Incorporation is amended as follows:

The affairs of the corporation shall be managed by a Board of Directors consisting of not fewer than three (3) directors. The qualifications of the directors, together with their terms of office, manner of election, removal, change of number, filling of vacancies, and of newly created directorships, powers, duties, and liabilities shall, except as otherwise proved in these Articles of Incorporation or by the laws of the State of North Carolina, be as prescribed in the By-Laws.

8. Article IX of the Articles of Incorporation is amended as follows:

Article IX of the Articles of Incorporation filed May 22, 1984 is deleted in its entirety. In place thereof, the following text should be substituted:

The Corporation shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the developer, William R. Pope, 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 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 developer, William R. Pope, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted into Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

Article VI of the Articles of Incorporation filed May 22, 1984 is deleted in its entirety. In place thereof, the following text should be inserted: 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 Corporation, including contract sellers, shall be a member of the Corporation. 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 Corporation.

9. The Articles of Incorporation are amended by addition the following new Articles:

ARTICLE X

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and the rights conferred upon the members herein are granted subject to this reservation; provided, however, that under no circumstances shall the members amend these Articles of Incorporation so that such members or any other private individuals may participate in the distribution of earnings, funds, or properties of this corporation. The By-Laws of the corporation shall be approved by its Board of Directors. The power to alter, amend, or repeal the By-Laws, or adopt new By-Laws shall be vested in the Board of Directors.

ARTICLE XI

The Corporation 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 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of these Articles.

ARTICLE XIII

To the fullest extent permitted by the North Carolina Non-Profit Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable for monetary damages for breach of any duty as a director. No amendment or repeal of this article, nor adoption of any other amendment of 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.

HARNETT COUNTY, NORTH CAROLINA
FILED DATE 5-11-99 TIME 10:16 Am
BOOK 130 PAGE 240-246
REGISTER OF DEEDS
KIMBERLY S. HARGROVE

HARNETT COUNTY, NORTH CAROLINA
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