

ARTICLES OF INCORPORATION
UNION HILLS HOMEOWNERS ASSOCIATION

Pursuant to Section 2-02 of the North Carolina Nonprofit Corporation Act, the undersigned does hereby submit these Articles of Incorporation (the "Articles") for the purpose of forming a nonprofit corporation.

1. The name of the corporation is Union Hills Homeowners Association (the "Corporation").
2. The name and address of the incorporator is Stephen F. Later, Robbins May & Rich LLP, 120 Applecross Road, Pinehurst, North Carolina 28374.
3. The initial registered agent of the Corporation is Brewington Holdings LLC.
4. The initial registered office of the Corporation is 1425 Doubs Chapel Road, West End, North Carolina 27376 (Moore County).
5. The mailing address of the initial registered office of the Corporation is 1425 Doubs Chapel Road, West End, North Carolina 27376 (Moore County) .
6. The address and county of the principal office of the Corporation is 1425 Doubs Chapel Road, West End, North Carolina 27376 (Moore County).
7. The Corporation shall have multiple classes of members as provided in the bylaws of the Corporation (the "Bylaws") with voting rights as provided in the Bylaws.
8. The Corporation shall have perpetual duration.
9. The purposes for which the Corporation is organized include provision for the ownership, management, and operation of the "Common Areas" as defined in the Declaration of Covenants, Conditions, and Restrictions for Union Hills which has been or will be recorded with the Moore County Register of Deeds (the "Declaration"), the enforcement of the covenants, conditions, and restrictions set forth in the Declaration, and the levy of assessments against the members of the Corporation in accordance with the terms and provisions of the Declaration in order to raise the funds required by the Corporation to defray expenses that the Corporation shall incur in carrying out its purposes.
10. The Corporation is organized as a nonprofit, nonstock, membership corporation for the sole purpose of performing certain functions for the common good and general welfare of the residents of the Union Hills subdivision (the "Development") in Moore County, North Carolina. The Corporation shall have no power or duty to do or perform any act or thing other than those acts and things that will promote in some way the common good and general welfare of the residents of the Development. To the extent, and only to the extent, necessary to carry out such purpose, the Corporation (a) shall have all of the powers of a corporation organized under the North Carolina Nonprofit Corporation Act and (b) shall have the power and duty to exercise all of the rights, powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Bylaws and in the Declaration.
11. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operated for a profit (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 purposes of the Corporation as herein stated). No substantial part of the activities of the Corporation shall be the direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax and described in

Section 501(c)(6) and Section 528 of the Internal Revenue Code of 1986, as amended, (the “Code”) or corresponding section of any future federal tax code. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under the Code as the Board of Directors shall determine or to state or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of Moore County exclusively for such purposes or to such organizations, as such court shall determine, that are organized and operated exclusively for such purposes or to such governments for such purposes.

12. No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty of care or other duty as a director, except that this Section 12 shall not eliminate or limit the liability of a director (i) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (ii) for any transaction from which the director derived an improper personal benefit. Neither the amendment nor repeal of this Section 12, nor the adoption of any provision of these Articles inconsistent with this Section 12, shall eliminate or reduce the effect of this Section 12 in respect of any act or failure to act, or any cause of action, suit or claim that, but for this Section 12, would accrue or arise prior to any amendment, repeal or adoption of such an inconsistent provision. If the North Carolina Nonprofit Corporation Act is subsequently amended to provide for further limitations on the personal liability of directors of corporations for breach of duty of care or other duty as a director, then the personal liability of the directors of the Corporation shall be so further limited to the greatest extent permitted by the North Carolina Nonprofit Corporation Act.

13. These Articles of Incorporation may be amended only upon a resolution, duly adopted by the Board of Directors, the affirmative vote of members (other than the declarant under the Declaration) who own at least two-thirds (2/3) of the lots, and the consent of the declarant under the Declaration so long as the declarant under the Declaration owns any Lot.

14. These Articles shall be effective upon filing.

This is the 16th day of September, 2021.

Union Hills Homeowners Association



Stephen F. Later
Incorporator