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THAD EURE ARTICLES OF INCORPORATION
SECRETARY OF STATE OF
NORTH CAROLINA HOLDEN BEACH PROPERTY OWNERS ASSOCIATION, INC.

A NON-PROFIT CORPORATION

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators for the purpose of creating a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act," and the several amendments thereto, do hereby set forth:

1. The name of the Corporation is HOLDEN BEACH PROPERTY OWNERS ASSOCIATION, INC.
2. The period of duration of the corporation shall be perpetual.
3. The purposes for which the Corporation is organized are: To promote the planned and controlled development of Holden Beach within the concept of a "family beach," including but not limited to, the adoption of a comprehensive land use plan, zoning ordinances, subdivision ordinances, the provision of adequate water and sewerage facilities, erosion control measures, protection of the environment (including sand dunes, marsh areas, and vegetation), restrictions upon excessive commercialization and provision of access to public areas; all for the purpose of protecting the health, safety and welfare of property owners at Holden Beach and for the purpose of protecting the value (both economic and aesthetic) and usefulness of the property of each member.
4. The Corporation is to have one class of members as provided in the bylaws.
5. The Board of Directors shall be composed of nine (9) members elected as provided in the bylaws.
6. The address of the initial registered office of the corporation is as follows: 885 Ocean Boulevard West, Holden Beach, North Carolina, 28462, Brunswick County. The name of the initial registered agent of the Corporation at the above address is John M. Clarke.

7. The number of directors constituting the initial board of directors shall be eight (8) and the names and addresses of the persons who are to serve as directors until the first meeting of the Corporation or until their successors are elected and qualified are:

<u>Name</u>	<u>Street Address</u>	<u>City or Town</u>
Mrs. Myarian Atkinson	110 Salisbury Street	Holden Beach, N.C. 28462
John F. Bivins	405 Cascade Drive, Willow Creek	High Point, N.C. 27260
Mrs. Barbara Ford	500 Avenue M	Boulder City, Nevada 89005
R. H. Jordan, M.D.	110 Fulton Street	Rasford, N.C. 28376
George M. McDaniel	6810 Pinebrook Road, N.E.	Atlanta, Georgia 30328
Taylor McMillan	816 Sans Souci Drive, Apt. 103	Raleigh, N.C. 27609
J. T. Fugh, Jr.	1413 Westmont Street	Ashboro, N.C. 27203
C. H. von Rosenberg	113 Magnolia Avenue	Fayetteville, N.C. 28305

8. The names and addresses of all the incorporators are:

<u>Name</u>	<u>Street Address</u>	<u>City or Town</u>
John F. Bivins	405 Cascade Drive, Willow Creek	High Point, N.C. 27260
John M. Clarke	885 Ocean Boulevard West	Holden Beach, N.C. 28462
Taylor McMillan	816 Sans Souci Drive, Apt. 103	Raleigh, N.C. 27609

9. This Corporation shall have all the powers granted corporations under the laws of the State of North Carolina.

A. W. Knox, Register of Deeds

IN TESTIMONY WHEREOF, we have hereunto set our hands, this the 26th day of May, A.D. 1973.

John F. Bivins John F. Bivins
John M. Clarke John M. Clarke
Taylor McMillan Taylor McMillan

STATE OF NORTH CAROLINA
 Brunswick County
 The Forgoing Certificate of
Lisa Dougherty
 is certified to be correct.
 RECORDED
 This the 26 day of May, 1973.

STATE OF NORTH CAROLINA
 COUNTY OF BRUNSWICK

This is to certify that on the 26 day of May, A.D. 1973, before me, a notary public, personally appeared John F. Bivins, John M. Clarke, and Taylor McMillan, who, I am satisfied, are the persons named in and who executed the foregoing Articles of Incorporation, and I having first made known to them the contents thereof, they did each acknowledge that they signed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.



In testimony whereof, I have hereunto set my hand and official seal, this the 26 day of May, A.D. 1973.

Lisa Dougherty
 Notary Public

My Commission Expires: Sept. 3, 1974