

ARTICLES OF INCORPORATION  
OF  
VILLAGE WEST AT EMERALD ISLE OWNERS' ASSOCIATION, INC.  
A Nonprofit Corporation

I, the undersigned, do hereby make and acknowledge these Articles of Incorporation for the purpose of forming a nonprofit corporation under and by virtue of the laws of the State of North Carolina;

1. NAME. The name of the corporation is:

Village West at Emerald Isle Owners' Association, Inc.

2. DURATION. The period of duration of the corporation shall be perpetual.
3. MEMBERS. The corporation shall have members as set out in the By-Laws. All members shall be accepted or designated in the manner provided for in the By-Laws.
4. REGISTERED OFFICE AND AGENT. The street address and county of the initial registered office of the corporation is 2918 Trent Road, New Bern, Craven County, North Carolina 28562 and the name of the initial registered agent is Beth F. Atkins. The mailing address of the initial registered office is P.O. Box 975, New Bern, North Carolina 28563.
5. PRINCIPAL OFFICE. The principal office of the Association shall be located at 125 Horton Drive, Morehead City, Carteret County, North Carolina 28557. The principal office may change from time to time as determined under the By-Laws. The mailing address of the principal office is P.O. Box 2418, Morehead City, North Carolina 28557.
6. DISTRIBUTION OF ASSETS UPON DISSOLUTION. No part of the net earnings of the corporation shall inure to the benefit of any officer, director or member of the corporation; and upon dissolution of the corporation the assets thereof shall, after all of its liabilities and obligations have been discharged or adequate provision made therefore, be distributed to any like association or entity, all as more particularly set forth in the By-Laws of the Corporation.
7. INCORPORATOR. The incorporator shall perform the ministerial function of signing and submitting the Articles of Incorporation to the Office of the Secretary of State. The incorporator shall have no other power or duty regarding the corporation. The name and

address of the incorporator is: Beth F. Atkins, 2918 Trent Road, New Bern, North Carolina 28562.

8. PURPOSE. The purposes for which the corporation is organized are:
- a. to administer, manage, improve, control, supervise that planned community known as Village West at Emerald Isle, located in Emerald Isle, Carteret County, North Carolina, all as more fully set forth and defined in the Declaration of Protective Covenants, Restrictions and Easements and By-Laws of this corporation; and
  - b. to engage in any other lawful activity as allowed by law for a non-profit corporation in the State of North Carolina.
9. INITIAL DIRECTORS. The number of directors of the corporation may be fixed in the By-Laws. The number of persons constituting the initial board of directors shall be three (3). The names and addresses of the persons who are to serve as initial directors until their successors are elected and qualified are:

NAME: William Brown  
ADDRESS: P.O. Box 2418  
Morehead City, NC 28557

NAME: Sam Hamad  
ADDRESS: P.O. Box 2418  
Morehead City, NC 28557

NAME: Adrian Holler  
ADDRESS: P.O. Box 2418  
Morehead City, NC 28557

All successive directors of the corporation shall be elected or appointed in the manner provided for in the By-Laws.

10. INDEMNIFICATION OF OFFICERS AND DIRECTORS. To the fullest extent permitted by North Carolina General Statutes Section 55A-8-57 (a) and all other applicable provisions of the NORTH CAROLINA NONPROFIT CORPORATION ACT, as the same now exists or may hereafter be amended, the Corporation shall indemnify all persons serving as officers or directors of the Corporation, or in both such capacities, against all liability and litigation expense, including but not limited to reasonable attorneys' fees,

arising out of their status as such or their activities in any of the foregoing capacities, regardless of when such status existed or activity occurred and regardless of whether or not they are officers or directors of the Corporation at the time such indemnification is sought or obtained. Without limiting the generality of the foregoing indemnity, such persons may also recover from the Corporation all reasonable costs, expenses, and attorneys' fees in connection with the enforcement of rights to indemnification granted by this Paragraph. The provisions of this Paragraph are in addition to and not in limitation of the power of the Corporation with respect to, and the rights of any officer, director, employee or agent of the Corporation to receive the benefits of, any other or further indemnification, insurance, elimination of liability or other right or benefit which is either required by the NORTH CAROLINA NONPROFIT CORPORATION ACT or permitted thereby and duly adopted by the Corporation in accordance therewith.

11. PERSONAL LIABILITY OF DIRECTORS. The personal liability of each director of the Corporation is hereby eliminated to the fullest extent that elimination thereof is permitted by North Carolina General Statutes Section 55A-2-02 (b) (4) and all other applicable provisions of the NORTH CAROLINA NONPROFIT CORPORATION ACT, as the same now exists or may hereafter be amended.

12. EFFECTIVE TIME OF FILING. This document shall be effective at 12:00:01 a.m. on the date on which it is filed by the Office of the Secretary of State of North Carolina.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the \_\_\_\_\_ day of \_\_\_\_\_, 2020.

\_\_\_\_\_(SEAL)  
Beth F. Atkins, Incorporator