

ARTICLES OF INCORPORATION
OF
BAY TREE LAKES PROPERTY OWNERS ASSOCIATION

This is to certify that the undersigned, being persons of full age, do hereby make and acknowledge these Articles of Incorporation for the purpose of forming a Non-Profit Corporation under and by virtue of the laws of the State of North Carolina.

ARTICLE I

The name of the Corporation shall be BAY TREE LAKES PROPERTY OWNERS ASSOCIATION.

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

The purposes for which the Corporation is organized are to provide for the preservation of the values and amenities of Bay Tree Lakes, a resort community at Bay Tree Lake in Bladen County, North Carolina; and to own, control, operate, improve, and maintain the common properties within said community in accordance with the provisions of a Declaration of Covenants and Restrictions for Bay Tree Lakes by Bay Lakes Corporation, dated 22 May, 1972, and duly recorded in the Office of the Register of Deeds of Bladen County, and in accordance with the provisions of this Charter and By-Laws promulgated hereunder.

ARTICLE IV

The Corporation shall have the authority to issue membership certificates pursuant to its By-Laws.

ARTICLE V

The method of electing the Board of Directors of the Corporation shall be governed by the By-Laws of the Corporation. Non-members may serve as Directors.

ARTICLE VI

The covenants and rules and regulations contained *in* the Declaration referred to *in* Article III hereof, together with such other rules and regulations as may be promulgated and adopted by the Association's Board of Directors, shall constitute the By-Laws of the Corporation. No By-Law or rule or regulation shall be adopted by the Board of Directors of the Association which is contrary to or in conflict with the provisions of said Declaration except in the manner provided therein.

ARTICLE VII

No part of the Corporation's net income or assets shall inure to the benefit of any officer, director, member, or private individual either during the existence of the Corporation or in the advent of its dissolution.

ARTICLE VIII

The address of the initial registered office of the Corporation in North Carolina is 314 Main Street, Clinton, North Carolina; and the name of the initial registered agent at such address is Hugh B. Barwick, Jr.

ARTICLE IX

The number of Directors constituting the initial Board of Directors shall be five (5), and the names and addresses of the persons who are to serve as Directors until the first meeting of the members, or until their successors be elected and qualify, are:

<u>Name</u>	<u>Address</u>
Hugh B. Barwick, Jr.	Route 1, Fox Lake Clinton, N.C. 28328
Albert C. Urquhart	1021 Marlowe Road Raleigh, N.C. 27609
Wilton McBryde Warner, Jr.	Poplar Street Elizabethtown, N.C. 28337
Joseph W. Best	123 Vance Street Clinton, N.C. 26328

Glenda R. Blanton

411 LaFayette Street
Clinton, N.C. 28328

ARTICLE X

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Hugh B. Barwick, Jr.	Route 1, Fox Lake Clinton, N.C. 28328
Albert C. Urquhart	1021 Marlowe Road Raleigh, N.C. 27609
Glenda R. Blanton	411 LaFayette Street Clinton, N.C. 28328

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 24th day of May, 1972.

/s/ Hugh B. Barwick, Jr.(SEAL)

/s/ Albert C . Urquhart (SEAL)

/s/ Glenda R. Blanton (SEAL)

NORTH CAROLINA
SAMPSON COUNTY

I, Judith Ann Cooper (Boyette), a Notary Public of said County and State, do hereby certify that Hugh B. Barwick, Jr., Albert C. Urquhart, and Glenda R. Blanton, each personally appeared before me this day and acknowledged the due execution of the foregoing Articles of Incorporation of BAY TREE LAKES PROPERTY OWNERS ASSOCIATION.

Witness my hand and notarial seal, this 24th day of May, 1972.

/s/ Judith Ann Cooper (Boyette)

Notary Public

My Commission Expires:

Sept. 5, 1974

(Notary Seal)

Filed for registration on the 30th day of May, 1972, at
12:45 o'clock P.M. and registered in the Office of the Register of Deeds of Sampson
County on the ____ day of ____ 19__ in Book 5 Page No.
459.

DIXIE S. HONEYCUTT
Register of Deeds

By: /s/ May M. Cooper Deputy