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ARTICLES OF INCORPORATION

OF

EFFECTIVE
ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

ADMIRAL'S VIEW II CONDOMINIUMS HOMEOWNER'S ASSOCIATION

Pursuant to Section 55A of the General Statutes of North Carolina, entitled "North Carolina Nonprofit Corporation Act," and the several amendments thereto the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

I

The name of the corporation is Admiral's View II Condominiums Homeowner's Association.

II

The period of the duration of the corporation shall be perpetual.

III

The purposes for which this corporation is organized are:

(a) To acquire, construct, maintain and operate common areas and recreation facilities in a residential development now developed or to be developed by Hidden Ridge Development Corporation on land situated in the Town of Kill Devil Hills, Atlantic Township, Dare County, North Carolina; and

(b) To enforce any and all covenants, restrictions and agreements applicable to the common areas, lots and dwelling units in the development and particularly any Declarations of Covenants and Restrictions or similar declaration which may hereafter be made with respect to the development and which may hereafter be recorded in the Dare County Registry;

(c) To make and perform any contracts and do any acts and things, and exercise any powers suitable, convenient, proper or incidental for the accomplishment of any objects enumerated herein;

(d) To have any and all powers, rights and privileges which a corporation organized under the laws of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina entitled "North Carolina Nonprofit Corporation Act", by law may now or hereafter exercise.

IV

The corporation shall have members, as provided in the by-laws.

V

Except for the initial Board of Directors whose names are set forth in these Articles of Incorporation, the Board of Directors shall be elected or appointed as provided in the by-laws.

VI

and principal office

The address of the initial registered office of the corporation is 1410 S. Virginia Dare Trail, Kill Devil Hills, North Carolina 27948, Dare County.

VII

The name of the initial registered agent is: Remi Taylor.

VIII

The number of directors constituting the initial board of directors shall be three (3); and the names and addresses of the persons who are to serve as directors until the first meeting of shareholders, or until their successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
Remi Taylor	P.O. Box 189 Mantoe, NC 27954
Cheri Payne	P.O. Box 189 Manteo, NC 27954
Rhonda Strachan	P.O. Box 189 Manteo, NC 27954

IX

The corporation shall have all the powers granted corporations under the laws of the State of North Carolina. However, notwithstanding anything herein to the contrary, the corporation shall exercise only such powers in furtherance of the exempt purposes of expectations set forth in the subsection of Section 501(c) of the Internal Revenue code of 1954 under which the corporation continues to qualify for exemptions, as the same now exists, or as it may be amended from time to time.

X

In the event of the dissolution of the Association, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Association from any source, after the payment of all debts and obligations of the Association shall be used or distributed exclusively for the purposes within stated Section 501(c) of the Internal Revenue Code as the same exists, or as it may be amended from time to time.

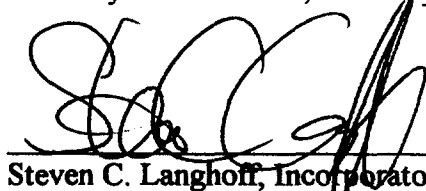
XII

The name and address of the incorporator is: Steven C. Langhoff, Kellogg and Evans, P.O. Box 189, 201 Ananias Dare St., Manteo, Dare County, North Carolina 27954.

XIII

These articles will become effective upon filing.

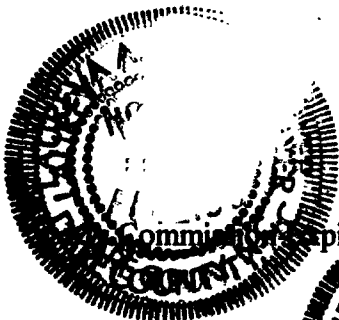
IN TESTIMONY WHEREOF, I have hereunto set my hand and seal, this the 23rd day of February, 1998.

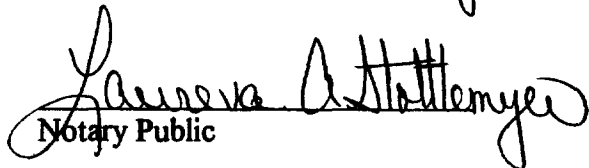

(SEAL)
Steven C. Langhoff, Incorporator

NORTH CAROLINA
DARE COUNTY

I, the undersigned notary public, do hereby certify that Steven C. Langhoff personally appeared before me this day and acknowledged the due execution of the foregoing instrument for the purposes therein expressed.

WITNESS my hand and notarial seal this 23rd day of February, 1998.




Notary Public