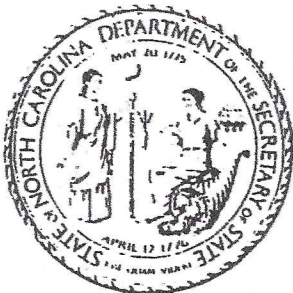


BOOK 13 PAGE 883

State of North Carolina



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DEPT. OF THE SECRETARY OF STATE
Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (3 sheets) to be a true copy of

ARTICLES OF INCORPORATION

OF

SOUND-SEA VILLAGE HOMEOWNERS ASSOCIATION, INC.

and the probates thereon, the original of which was filed in this office on the 30th day of September 1988, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 30th day of September in the year of our Lord 1988.



Thad Eure
Secretary of State

ARTICLES OF INCORPORATION

of

SOUND-SEA VILLAGE HOMEOWNERS ASSOCIATION, INC.
A Non-Profit Corporation

I, the undersigned, a natural person of the age of eighteen years or more, 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, as is contained in Chapter 55-A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act" and the several amendments thereto, and to that end do hereby set forth:

ARTICLE I

The name of the corporation is SOUND-SEA VILLAGE HOMEOWNERS ASSOCIATION, INC., (hereinafter called the "Association").

ARTICLE II

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

ARTICLE III

The purposes for which the corporation is organized are:

(a) To own, manage, maintain, operate and repair the roads, easements, entrance right of way, common properties, and other amenities of the subdivision known as Sound-Sea Village, and to that end:

1. To make and collect assessments against members to defray the cost of maintenance, operation and repairs of the roads, entrances, ways and common properties of the association.

2. To use the proceeds of the assessment in the exercise of its powers and duties.

3. To construct improvements on the common areas and to assess the membership.

4. To make and amend reasonable regulations respecting the use of property within the subdivision and to enforce the restrictive covenants of the subdivision.

(b) To perform and to do any and all other acts permitted by the Non-Profit Corporation Act of the North Carolina General Statutes, Chapter 55-A, necessary or desirable for the conduct and continuation of the management, operation and development of the subdivision.

ARTICLE IV

The members of this non-profit corporation consist of all record owners of lots within the subdivision. A person, firm, corporation or any entity capable of holding title to real estate in North Carolina automatically becomes a member of the corporation upon a deed of conveyance conveying one of the lots

in the subdivision to such person, firm, corporation or entity in the Register of Deeds office of Dare County; or upon the probate of a will of a deceased owner, the devisee named therein becomes a member; or upon the death of an owner intestate, his heirs at law automatically become members. Membership is terminated upon a conveyance of the lot in the subdivision or upon death of the lot being transferred out of said member in any manner, whether by voluntary conveyance, a foreclosure under the terms of a deed of trust or mortgage, for taxes, or by execution against the lot to satisfy any lien or judgment.

ARTICLE V

The directors of the Association shall be elected in the following manner:

Directors shall be elected by members of the corporation at its regular annual meeting provided in the By-laws.

ARTICLE VI

The address of the initial registered office of the Association is: Highway 64-264, P. O. Box 339, Manteo, N. C. 27954, and the name of the initial registered agent at such address is: Christopher L. Seawell. *Dare County*

ARTICLE VII

The number of directors of the corporation may be fixed by the By-Laws, but shall not be less than five.

The number of directors constitution the initial Board of Directors shall be seven, and the names and addresses (including street addresses and number, if any) of the persons who are to serve as directores until the first meeting of the corporation or until their successors are elected and qualified are:

- | | |
|----------------------|---|
| Dave Stormont | SR Box 290-H
Kitty Hawk, NC 27949 |
| Van Umphlett | 2349 Great Neck Estates
Virginia Beach, VA 23454 |
| Maryalice C. Blocher | SR Box 290X
Kitty Hawk, NC 27949 |
| Bob Larmore | 525 White Oak Drive
Virginia Beach, VA 23462 |
| Hunter Clark | 1141 Selwood Drive
Virginia Beach, VA 23464 |
| Henry Blaha | 709 Oxbow Drive
Virginia Beach, VA 23464 |
| Norman Jessup | SR Box 290C
Kitty Hawk, NC 27949 |

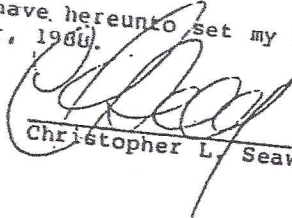
ARTICLE VIII

The name and address of the incorporator is: Christopher L. Seawell, Highway 64-264, P. O. Box 339, Manteo, NC 27954.

ARTICLE IX

No part of the net income or net earnings of the Association shall inure to the benefit of any officer, director or member of the Association; upon dissolution of this Association, the assets thereof shall, after all of its liabilities and obligations have been discharged or adequate provision made therefore, be distributed to any corporation(s), organization(s) or association(s) organized for the purposes or engaged in activities substantially similar to those set forth in Article III hereinabove, all as more particularly may be provided in the By-laws of the Association.

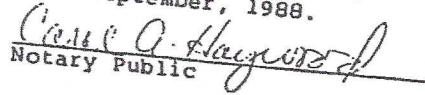
IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this the 27th day of September, 1988.


Christopher L. Seawell (SEAL)

NORTH CAROLINA
DARE COUNTY

This is to certify that on this day before me, the undersigned Notary Public, personally appeared Christopher L. Seawell, who I am satisfied is the person above named in and who executed the foregoing Articles of Incorporation, and I have first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal, this the 27th day of September, 1988.


Notary Public

My Commission Expires:
August 31, 1991