

**ARTICLES OF INCORPORATION
OF
TIDALWALK HOME OWNERS ASSOCIATION, INC.
A NON-PROFIT CORPORATION**

In compliance with the requirements of Chapter 55A of the General Statutes of North Carolina, the undersigned being of the age of eighteen years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE 1.

NAME

The name of the corporation is TidalWalk Home Owners Association, Inc. (hereinafter called the "Corporation").

ARTICLE 2.

DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE 3.

REGISTERED OFFICE AND AGENT, PRINCIPAL OFFICE

The initial registered office of the Corporation and the principal office of the Corporation is located at 700 Military Cutoff Road, Suite 310, Wilmington, New Hanover County, North Carolina 28405; the mailing address of the registered office and also the principal office is 700 Military Cutoff Road, Suite 310, Wilmington, New Hanover County, North Carolina 28405, and the name of the initial registered agent of the Corporation at such address is James W. Martin.

ARTICLE 4.

PURPOSES AND POWERS

This Corporation does not contemplate pecuniary gain or profit to the members thereof. No part of the net income of the Corporation shall inure to the benefit of any officer,

director or member of the Corporation. The specific purposes for which the Corporation is formed are to provide for the maintenance, management, preservation and architectural control of that certain planned community known as TidalWalk (hereinafter "Development") as shown and described on the plats thereof recorded in the Office of the Register of Deeds of New Hanover County, North Carolina, and any additions thereto which may be brought within the jurisdiction of the Corporation; and to promote the health, safety and welfare of the Lot Owners, and for these purposes the Corporation and the Executive Board shall have the following powers:

(A) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation set forth in that certain Declaration of Covenants, Conditions and Restrictions for **TIDALWALK**, which will be recorded in the Office of the Register of Deeds of New Hanover County, North Carolina, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length (all capitalized terms herein shall have the meaning defined in the Declaration);

(B) Adopt and amend bylaws and rules and regulations;

(C) Adopt and amend budgets for revenues, expenditures, and reserves and collect Assessments for common Expenses from Lot Owners;

(D) Hire and discharge managing agents and other employees, agents, and independent contractors;

(E) Institute, defend, or intervene in litigation or administrative proceedings on matters affecting the Planned Community;

(F) Make contracts and incur liabilities;

(G) Regulate the use, maintenance, repair, replacement, and modification of Common Elements;

(H) Cause additional improvements to be made as a part of the Common Elements;

(I) Acquire, hold, encumber, and convey in its own name any right, title or interest to real or personal property, provided that Common Elements may be conveyed or subjected to a security interest only pursuant to the Act;

(J) Grant easements, leases, licenses, and concessions through or over the Common Elements;

(K) Impose and received any payments, fees or charges for the use, rental or operation of the Common Elements other than any Limited Common Elements and for services provided to Lot Owners;

(L) Impose reasonable charges for late payment of Assessments and failure to comply with the Declaration, and, after notice and an opportunity to be heard, suspend privileges or

services provided by the Association (except rights of access to Lots) during any period that Assessments or other amounts due and owing to the Association remain unpaid for a period of 30 days or longer;

(M) After notice and an opportunity to be heard, impose reasonable fines or suspend privileges or services provided by the Association (except rights of access to Lots) for reasonable periods for violations of the Declaration, bylaws, and rules and regulations of the Association;

(N) Impose reasonable charges in connection with the preparation and recordation of documents, including, without limitation, amendments to the Declaration or statements of unpaid Assessments;

(O) Provide for the indemnification of and maintain liability insurance for its officers, Executive Board, directors, employees and agents;

(P) Assess, impose and collect all costs and expenses, including attorney fees and expenses associated with or related to the enforcement of any of the terms, covenants, conditions or obligations of or created by the Declaration, including collection of Assessments or other amounts due under the Declaration or Bylaws;

(Q) Assign its right to future income, including the right to receive Assessments;

(R) Exercise all other powers that may be exercised in this State by legal entities of the same type as the Association; and

(S) Exercise any other powers necessary and proper for the governance and operation of the Association.

ARTICLE 5.

MEMBERSHIP

Every person who is a record Owner of a fee or undivided fee interest in any Lot, including contract sellers, shall be a member of the Corporation. The foregoing is not intended to include Persons who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot.

ARTICLE 6.

VOTING RIGHTS

The Corporation shall initially have two classes of voting memberships:

Class A. Class A member shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned, after the period of Declarant control as set forth

below. When more than one Person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they, among themselves, determine but in no event shall more than one vote be cast with respect to any Lot. Fractional voting with respect to any Lot is hereby prohibited.

Class B. The Class B member shall be the Declarant, and it shall be entitled to three (3) votes for each Lot planned in TidalWalk, in which it holds a fee or undivided fee interest, provided that the Class B membership shall cease and shall be converted to Class A membership upon the happening of either of the following events, whichever occurs earlier:

- (1) The Declarant's conveyance of eighty percent (80%) of the maximum number of Lots planned (currently 197 Lots) for TidalWalk;
- (2) The twenty-fifth (25th) anniversary of recordation of this Declaration.
- (3) Upon the voluntary surrender of the Class B membership by the holder thereof.

Additionally, and as provided in the Declaration of Covenants, Conditions and Restrictions for TidalWalk, Phase 1 recorded in Book 5352, beginning at Page 1309 of the New Hanover County Registry, the Declarant specifically reserves the right to create additional Classes of memberships to be composed of the following owners: (i) Owners of boat slips which Declarant may construct on the Property; and (ii) the owners of units in any multifamily structures that are annexed into TidalWalk. Any such new classes of memberships shall become effective at such time as Declarant or his designee has constructed and annexed any multifamily structure into TidalWalk and/or constructed and created boat slips (and has sold and conveyed the boat slips to one or more purchaser(s)). Such new classes of memberships shall only be effective upon amendment of the Declaration and these Articles. Said Amendment shall set forth the manner in which the new classes of memberships shall be assessed and shall further set forth voting rights to be exercised by any new class of membership. Declarant is under no obligation to construct, create or sell any such boat slip, nor to develop and annex any additional property into TidalWalk.

ARTICLE 7.

BOARD OF DIRECTORS

The number, qualifications and method of election of the Board of Directors shall be fixed by the Bylaws of the Corporation (the "Bylaws"). Until his successors are otherwise selected and qualified as set forth in the Bylaws, there shall be three (3) Directors whose name and address is as follows:

JAMES W. MARTIN
700 Military Cutoff Road, Suite 310
Wilmington, North Carolina 28405

DEBORAH JONES
700 Military Cutoff Road, Suite 310
Wilmington, North Carolina 28405

BLAIR HONEYCUTT
700 Military Cutoff Road, Suite 310
Wilmington, North Carolina 28405

ARTICLE 8.

DISSOLUTION

Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation may be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created or such assets may be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes or after all of its liabilities and obligations have been discharged or adequate provisions made therefore, or be distributed as provided for by the Non-Profit Corporation Act of the State of North Carolina or may be distributed as provided by the Planned Community Act of the State of North Carolina. Dissolution shall conform to the terms and conditions of the North Carolina Planned Community Act.

ARTICLE 9.

TAX STATUS

Notwithstanding any other provision of these Articles, this Corporation hereby elects tax-exempt status under Section 528 of the Internal Revenue Code of 1986 or any corresponding sections or provisions of any future United States Internal Revenue Law (the "Code"). This Corporation shall not carry on any activities prohibited by a corporation electing tax-exempt status under Section 528. It is further provided that no distributions of income of the Corporation are to be made to members, directors or officers of the Corporation, except that members of the Corporation may receive a rebate of any excess dues and assessments previously paid to the extent permitted by the Code and applicable law.

ARTICLE 10.

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Jeffrey P. Keeter (as Incorporator only)
310 North Front Street, Suite 200
Wilmington, North Carolina 28401

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of North Carolina, I, the undersigned, being the incorporator of this Corporation, have executed these Articles of Incorporation this the ~~16th~~ day of October, 2008.



Jeffrey P. Keeter, Incorporator



NORTH CAROLINA

Department of the Secretary of State

To all whom these presents shall come, Greetings:

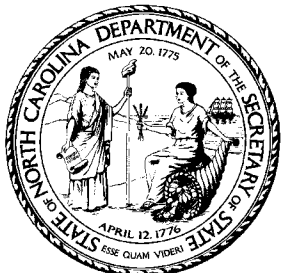
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

OF

TIDALWALK HOME OWNERS ASSOCIATION, INC.

the original of which was filed in this office on the 24th day of March, 2017.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 24th day of March, 2017.

Elaine F. Marshall

Secretary of State

State of North Carolina
Department of the Secretary of State

ARTICLES OF AMENDMENT
NONPROFIT CORPORATION

Pursuant to §55A-10-05 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

1. The name of the corporation is: TidalWalk Home Owners Association, Inc.

2. The text of each amendment adopted is as follows (*state below or attach*):
Article 6, Class B, is deleted and replaced with:

The Class B member shall be the Delcarant, or its successors, and it shall be entitled to three (3) votes for each Lot planned in TidalWalk, in which it holds a fee or undivided fee interest, provided that the Class B membership shall be converted to Class A membership on October 18, 2018.

3. The date of adoption of each amendment was as follows: March 24, 2017

4. (*Check a, b, and/or c, as applicable*)

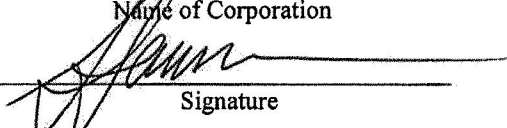
a. The amendment(s) was (were) approved by a sufficient vote of the board of directors or incorporators, and member approval was not required because (*set forth a brief explanation of why member approval was not required*)

b. The amendment(s) was (were) approved by the members as required by Chapter 55A.

c. Approval of the amendment(s) by some person or persons other than the members, the board, or the incorporators was required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.

5. These articles will be effective upon filing, unless a date and/or time is specified: _____

This the 24th day of March, 2017.

TidalWalk Home Owners Association, Inc.
Name of Corporation

Signature
SCOTT LAWRENCE, President
Type or Print Name and Title

Notes:

1. Filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

Revised January 2000
CORPORATIONS DIVISION

P. O. BOX 29622

Form N-02
RALEIGH, NC 27626-0622